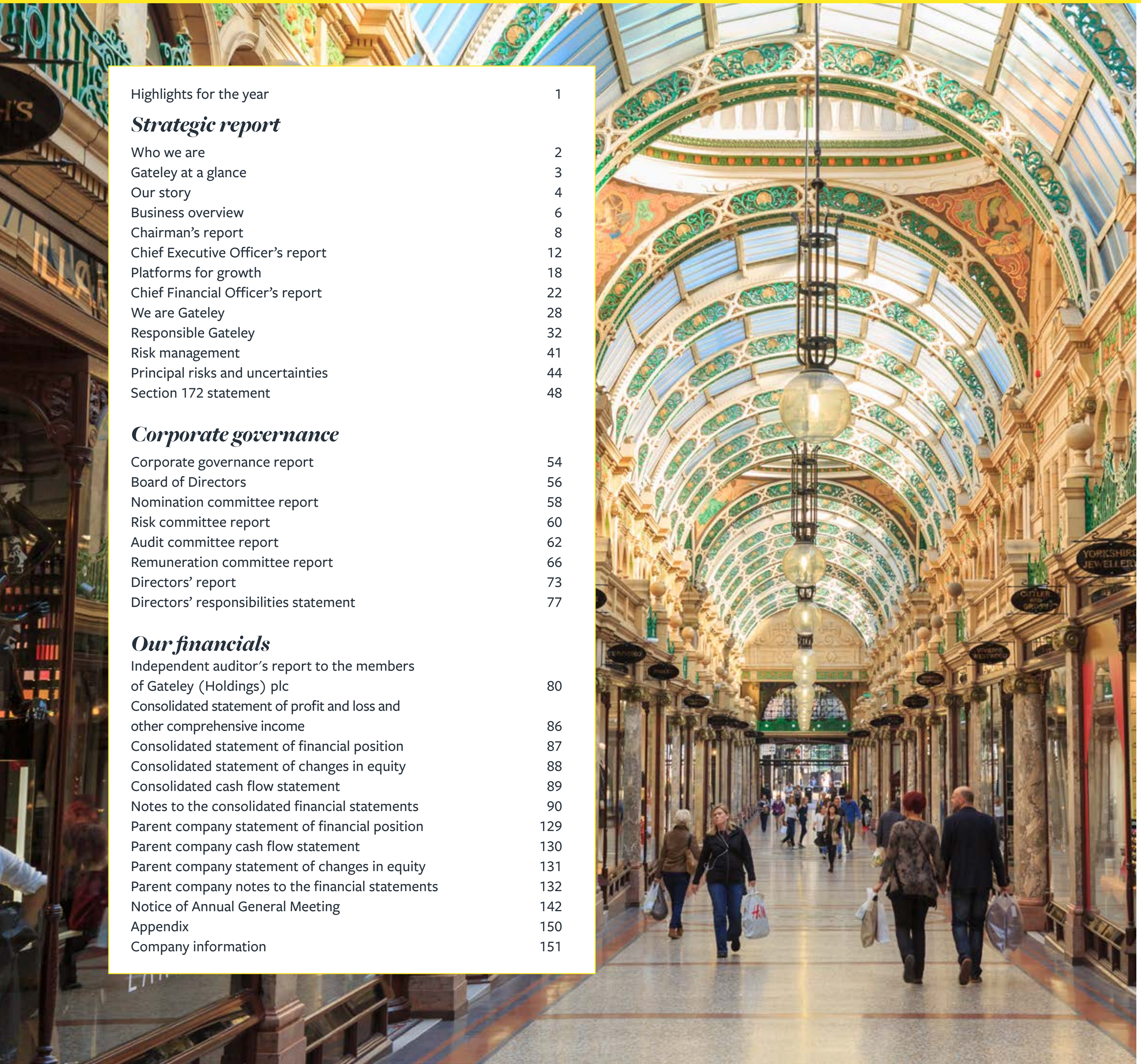
Gateley

Annual Report
for the year ended
30 April 2026

Gateley

Forward thinking
Straight talking



Highlights for the year

Financial Highlights[1]

	FY26	FY25	Change
Revenue	**£194.3m**	£179.5m	+8.2%
Contribution[2]	**£67.7m**	£60.7m	+11.6%
Adjusted[3] operating profit	**£21.5m**	£20.9m	+2.7%
Adjusted operating margin	**11.1%**	11.7%	(60bps)
Operating profit	**£7.5m**	£4.0m	+88.4%
Adjusted profit before tax	**£21.6m**	£23.3m	(7.1%)
Profit before tax	**£7.7m**	£6.4m	+20.4%
Adjusted EPS	**11.48p**	12.77p	(10.1%)
Basic EPS	**2.21p**	1.04p	+112.5%
Total dividend per share	**5.3p**	9.5p	(44.2%)
Net debt	**(£25.3m)**	(£6.6m)	(£18.7m)

Operational Highlights

	FY26	FY25	Change
Fee-earner headcount[4]	**983**	1,024	(4.0%)
Fee-earning partners[5]	**202**	195	+3.6%
Number of acquisitions	**1**	-	
Offices[6]	**25**	23	

1 All financial and operating highlights relate to the year ended 30 April 2026 ("FY26") and the comparative year ended 30 April 2025 ("FY25") unless otherwise specified. All rounding and percentage change calculations are from the basis of the financial statements in £'000s.

2 Contribution is measured as revenues less direct platform-related costs including fee-earners, direct support staff and other key direct operating expenses, including certain travel, marketing and IT expenditure, as appropriate. Refer to note 5 for further information on the Group's APMs.

3 The Group uses alternative performance measures ("APMs") to provide stakeholders further metrics to aid understanding of the underlying trading performance of the Group. These measures exclude certain costs, including acquisition-related costs and consideration treated as remuneration, reorganisation costs and share-based payment charges. Refer to the Chief Financial Officer's Report and note 5 for further details.

4 Fee-earner headcount refers to fee generating employees at the year end, excluding administrative support staff.

5 Fee-earning partners refers to fee generating partners or partner equivalents at the year end, excluding Board members and central senior management.

6 The Group uses "office" or "location" to refer to a client-facing office location; that is, if there are multiple offices in one location, they will be counted as one office.

Who *we are*

Gateley is organised across four market-facing platforms, each combining complementary legal and consultancy services.

Business Services Platform	***Corporate*** Platform	***People*** Platform	***Property*** Platform
Gateley / LEGAL	Gateley / LEGAL	Gateley / LEGAL	Gateley / LEGAL
Gateley / IP	Gateley / GLOBAL	/ ENTRUST	Gateley / HAMER
AUSTEN HAYS part of Gateley	Gateley / CAPITUS	/ KIDDY & PARTNERS part of Gateley	Gateley / VINDEN
		/ T-THREE	Gateley / SMITHERS PURSLOW
			Gateley / RJA

"Gateley combines the depth, skills and resources of a large listed law firm, with deep local knowledge and empathy for the marketplace in which the client operates."

Chambers UK 2026

Gateley *at a glance*

We are a professional services group trusted by our clients for our deep regional knowledge and sector insight, supported by international capability where needed.

A responsible business, powered by our people, we deliver results that delight our ***clients***, inspire our ***people*** and support our ***communities***.

First
law firm to list

We were the first commercial law firm to list on AIM in 2015, delivering revenue growth year-on-year since listing.

210+
years in the UK

Launched in Birmingham in 1808 and advising clients across the UK for over 200 years.

5,700+
clients

We support more than 5,700 active clients ranging from FTSE 100 companies to private individuals, in the UK and beyond.

4
specialist platforms

A professional services business which combines the services of a full-service law firm with the consultancy expertise of our built environment, patent & trade mark, leadership & culture, and market expansion colleagues.

25
locations

Offices in major commercial hubs across the UK and international offices in Dubai and Hong Kong.

1,500+
colleagues

Over 1,500 colleagues, including c. 1,000 professional advisers, collaborate to deliver to our clients.

15
acquisitions

Entrepreneurial in spirit, we have integrated 15 complementary businesses into Gateley since 2015.

45
awards

We have won 45 awards and been shortlisted for over 140 awards over the last five years.

Law firm
of the year

Winner of The Birmingham Law Society Awards 2025, the Insider Midlands Dealmakers Awards 2025, and the Insider Midlands Residential Property Awards 2024 and 2023.

Our story

Our story starts in Victorian Birmingham – then the workshop of the world. Solicitors Stephen Gateley & Sons was founded to help forward thinking Victorians prosper.

Two centuries later, and our approach is still about thinking ahead. Looking to the future to ensure the success of our clients, our business and our people.

2015
We entered a new chapter with a UK law firm first, putting aside the traditional equity partnership model to go Plc.

2016
Acquired Capitus Ltd and Hamer Associates, forming Gateley Capitus and Gateley Hamer.

2018
Acquired GCL Solicitors, Kiddy & Partners and International Investment Services (now Gateley Global).

2019
Acquired Persona Associates (now part of Gateley Hamer) and t-three.

2020
2020 Acquired Tweed Law and The Vinden Partnership (now Gateley Vinden).

2021
Acquired Tozer Gallagher, which now sits within Gateley Vinden.

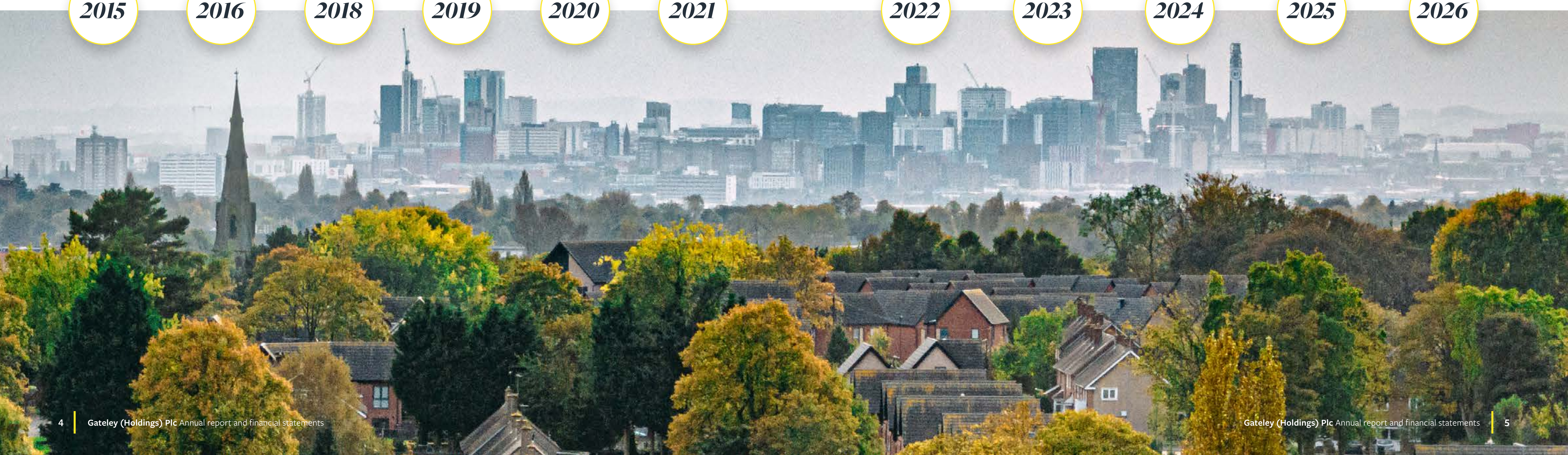
2022
Acquired Adamson Jones, Symbiosis and Smithers Purslow, forming Gateley Smithers Purslow.

2023
Acquired RJA Associates, now Gateley RJA.

2024
Established our class actions practice, Austen Hays, and launched our first claim in February 2024.

2025
Celebrated 10 years on AIM and acquired Groom Wilkes & Wright LLP.

2026
Launched Gateley IP, our dedicated patent and trade mark attorney offering.



Business *overview*

Our advisers deliver professional services to our clients every day to enable them to compete in an ever-changing and competitive business environment, to help them face tough challenges, to seize opportunities and to create ***profitable, resilient*** and ***purpose-led businesses.***

Our *purpose*

To deliver results that delight our clients, inspire our people and support our communities.

Strategic *ambitions*

To diversify, differentiate and incentivise by being forward thinking about the services we deliver to our clients, the working environment we provide for our people and by being straight talking about what matters, inside and out of the business.

The Group is committed to accelerating its client-led profitable growth strategy through organic and inorganic means, achieving higher margins, a diverse and growing service offering across our four platforms, client segments, while broadening our geographic reach.

How we *operate*

Business Model
Our business model creates a platform for scalable and sustainable growth. Our strong market reputation and the culture and Gateley Team Spirit that sits at the heart of our business enables the delivery of integrated legal and complementary business services across our four market-facing platforms.

Business Services
Dealing with disputes that arise during everyday operations or change programmes, or managing unexpected crisis scenarios, needs a decisive response. Our business services experts help to address risks effectively, to assess the options, protect reputations and ensure financial and team stability.

Our Business Services platform is also home to our legal services class actions practice, Austen Hays, who have a number of class action claims currently launched or under investigation.

In May we launched Gateley IP, a dedicated patent and trade mark attorney group within Gateley. Gateley IP brings together the skills, experience and reputation of our three established IP firms: Adamson Jones, Symbiosis IP and Groom Wilkes & Wright (acquired in September 2025). By combining these teams and working alongside the IP and commercial solicitors at Gateley Legal, we offer clients seamless access to a full suite of IP services.

Corporate
Brings together the skills of corporate, banking and finance, tax and restructuring lawyers in Gateley Legal with the inward investment experience of consultants within Gateley Global and Gateley Capitus – our tax allowance consultancy, specialising in property and innovation tax incentives.

With corporate activity at the heart of our business, we advise private and public companies, owner-managed businesses, and entrepreneurs at every stage of their corporate lifecycle from start up to exit, dealing with all aspects of managing financial and governance responsibilities along the way.

People
Connecting the advisory skills of our leadership and development consultancies t-three and Kiddy & Partners with the expertise of our employment and pensions lawyers within Gateley Legal and the independent pension trustees within Entrust.

With a team of people development consultants, pensions advisers and lawyers, we help employers fix the people issues that arise within organisations in everyday operations and change projects. We enable businesses to become fitter for the future, flexing the implemented solutions in response to changing economic and social contexts.

Property
Within this platform, Gateley Legal lawyers advise on construction, planning, residential development, real estate finance, development and disputes and investment. Our built environment consultants in Gateley Vinden (incorporating Tozer Gallagher) and Gateley Hamer offer a one stop shop for all real estate needs. Our Property platform is further complemented by Gateley Smithers Purslow and Gateley RJA, specialist providers of surveying services, principally to the insurance industry and the affordable housing market.

Our team of surveyors and lawyers work with property investors, owners, occupiers and developers at every stage of the property lifecycle, from opportunity identification through to the use and commercialisation of property assets.

Delivering results for *long term success*

Our clients
Delivering results that delight our clients by being forward thinking, straight talking, working in collaboration and being ambitious for their success.

Our colleagues
Inspiring our people, incentivising their hard work and providing a diverse and inclusive working environment that gives them room to breathe and opportunity to develop.

Our communities
Supporting the communities in which we work and measuring our social impact so we can provide the right support and make progress in the future.

Our investors
Delivering excellent returns and demonstrating that our shareholders' investments are in safe hands.

Our suppliers
Building mutually beneficial relationships and long-term, sustainable partnerships.

Our environment
Taking ownership for the things we can do as a business and individuals to protect and repair our planet now and for future generations.

Growth *drivers*

Organically
Enhanced opportunity to grow Gateley organically, including lateral hires of individuals or teams.

Diversification
Making selective acquisitions including: (i) other legal firms which offer geographical expansion or additional specialist services; and (ii) professional consultancy service businesses offering complementary services.

Platforms
Building out the Group's four platforms, which comprise clusters of complementary Group services presenting a broader and more compelling offering to our clients.

Incentivisation
Alignment through share participation of the interests of shareholders (including employee shareholders) with those of the business, aiding retention of staff and widening our recruitment appeal.

Chairman's Report

I am pleased to present my Chairman's Report for the year ended 30 April 2026. FY26 has been a year of meaningful progress against several of the Group's strategic priorities.

Edward Knapp
Chairman

Introduction

Our outstanding colleagues across Gateley achieved greater client impact than ever, to deliver total revenue growth of 8.2% to £194.3m (FY25: £179.5m), an all-time high for Gateley, and the eleventh consecutive year of growth since IPO.

However, profitability improvements, margin expansion, financial discipline and accelerating enhanced financial performance are now vital, in the interests of all our stakeholders. Adjusted operating profit of £21.5m (FY25: £20.9m) at an adjusted operating margin of 11.1% (FY25: 11.7%), indicates substantial untapped potential for the Group. Enhancing our governance and embedding stronger accountabilities through empowered platform and unit heads provide solid foundations for important work to be completed at pace, including on productivity, pricing, margin enhancement, working capital management and balance sheet strength.

Looking ahead, Gateley is committed to driving forward near-term margin improvement, working unit by unit to achieve enhanced financial and performance outcomes for the benefit of all our stakeholders.

I would like to thank our clients, colleagues, investors and wider stakeholders for their continued support and look forward to delivering further successes together.

Of course, it is with disappointment that the Board recently received Rod Waldie's indication of his intention to step down as Chief Executive Officer due to personal, health-related reasons. On behalf of the Board, I would like to thank Rod for his outstanding hard work and commitment over many years and as CEO for over the last six years. His contribution to Gateley and its leadership has been significant and we wish him all the very best for the future. Rod will formally step down on 1 August 2026 and remain with the Group to ensure a smooth transition, and we are grateful for his continuing support of the business over the coming months.

Strategic, people and technology-enabled progress

Gateley is well placed to be nimble against a changing macroeconomic, geopolitical, regulatory and industry backdrop. This is supported by the Group's diversified platform model, the agility of colleagues across our units, and targeted investments to leverage technology including Artificial Intelligence. Gateley's partnership with Jylo as part of our wider technology change programmes, and the recent appointment of Nige Tranter as our new Chief Technology Officer, provide foundations for further acceleration.

In this fast-changing operating environment, our clients need trusted advice on substantive legal and professional services matters more than ever. Gateley's strategic and operational agility make us well placed to bring the best of both an established, well governed Group with a remarkable history and heritage, together with an entrepreneurial, client-focused, nimble leadership and colleagues. During the year, we held our first ever Group Strategy Day that brought together all members of our Board, together with senior executive colleagues from the strategic board at Gateley to align on core strategic foundations. Underpinning the Group's strategic ambitions, last year, I set out five overarching strategic themes, namely: client proposition, growth investment, colleague experience, financial foundations and strategic growth. Across Gateley, these strategic themes will support sustainable margin improvement, profitable growth and enhanced financial outcomes that will benefit all our stakeholders.

People are at the heart of Gateley's success now and for the long term, and developing a positive, inclusive, collaborative, high performance culture, underpinned by strong values and behaviours, is critical. Gateley has a wide range of highly talented people at all levels and across business units, and we take pride in the Group's team ethos. The Group has continued to develop its colleague value proposition, and the latest staff survey provides helpful insights to drive further progress.

Gateley is recognised for its outstanding, high-quality work for clients, and this continues to strengthen. In corporate services, Gateley is a leading UK mid-market M&A legal adviser, alongside which the Property platform is one of the largest service offerings in the market supporting all the UK's major housebuilders and a range of other property businesses. The Group has continued to add new, high potential and high-profile clients across all platforms. In legal services, for example, the complex international recovery team was a stand-out performer in the Business Services platform, including acting on one of the UK's top 20 cases. During the year our overall client net promoter score improved, underscoring Gateley's high quality client-centric delivery. The Group will continue to develop its high-quality client proposition and experience.

The Group's acquisition of Groom Wilkes & Wright ("GWW") in the year, which has been trading strongly and ahead of expectations since acquisition, is being integrated with the Group's other Intellectual Property businesses. Gateley's targeted investment in the Middle East, and specific capabilities including in corporate and disputes resolution work, continue to present margin-enhancing profitable growth opportunities. Lateral hires, team lift-outs and highly targeted, margin enhancing acquisitions remain a source of potential profitable growth, but in the near-term this will be carefully balanced with the Group's intense focus on organic growth, margin expansion and balance sheet strength.

FY26 was the first year of operation under the new platform board structure phased in from the start of the financial year. Each of Gateley's four platforms – Business Services, Corporate, People and Property – now operates through a Management Board on which each Business Unit is represented, reporting into a platform head with accountability for strategic, operational and financial outturn for their platform.

The Group remains focused on accelerated financial performance and margin improvement through a wide range of targeted initiatives. Portfolio management reviews include improving pricing and revenue synergies across the Group, active cost management, returns from organic growth investments and operational efficiency from system investments. Work is underway across many areas, including the roll-out of the Cosine budget tool for legal services to help improve pricing discipline and fee recovery rates. During the year, the Group successfully recast its legal services private client offer and the rationalisation of parts of the commercial real estate team, with improved results this year, while actively managing variable costs across the Group. Through the FY27 Budget process, the appropriateness of the Group's cost base was reviewed and consequently a redundancy consultation process is underway for certain teams. Ongoing investment in AI, through Gateley's steering group to provide agile governance around product assessment, procurement and integration, has the potential to be a key enabler of improvements, including client service enhancement, colleague experience and margin benefit.

Taken together, these areas of progress reinforce the Board's confidence in the Group's ability to convert its diversified platform model into accelerated profitable growth and sustainable margin improvement.

Governance

The Board remains dedicated to maintaining the highest standards of corporate governance and values, as is expected of a listed legal and professional services firm providing trusted advice to clients. We are committed to transparency, accountability, and fostering a culture of integrity. We continue to apply the QCA Corporate Governance Code.

The Board receives regular updates from the leadership team on the Group's performance, operations, colleagues, clients, investors and other key stakeholders, as well as the risks and opportunities we face as a business.

Chairman's Report continued

Board composition

During the year, the Group enhanced our Board composition, to provide greater depth and breadth of skills, experience and independent challenge, and to support the next phase of Gateley's enhanced financial performance and strategic development. Jenny Goldie-Scot and Sunil Gadhia were appointed as Independent Non-Executive Directors in July 2025. Colin Jones stepped down from the Board following a handover period, and Joanne Lake stepped down from the Board at the AGM held on 24 September 2025 following a decade's service on the Board.

As announced on 17 September 2025, Neil Smith stepped down from his roles as Chief Financial Officer and Company Secretary on 30 April 2026. John Paton joined the Group as an Executive Director on 5 January 2026 and formally succeeded Neil as CFO with effect from 1 May 2026, following a structured handover.

On behalf of the Board, I would like to thank Neil, Joanne and Colin for their years of service and significant contributions to Gateley, and to welcome John, Jenny and Sunil to the Board as we focus on the next phase of Gateley's accelerated profitable growth journey.

During the year, the Board was also pleased to appoint Darren Drabble as Company Secretary with effect from 1 May 2026, upon Neil Smith stepping down from that role.

With Rod stepping down, Martin Pike will be appointed Interim Chief Executive Officer from 1 August 2026. Martin joined Gateley in April 2025 as an Independent Non-Executive Director and Chair of the Audit Committee. Martin brings a wealth of experience from his executive career in global professional services, including 30 years at Willis Towers Watson where he led the EMEA risk consulting and software business and was a member of the global leadership team. Martin will bring strong and experienced leadership.

The Board looks forward with confidence to working with Martin in his new role as Interim Chief Executive Officer to help Gateley deliver sustainable growth and attractive returns for all our stakeholders, while a search process to appoint a permanent Chief Executive Officer is ongoing.

Board effectiveness and shareholder engagement

During the year, reflecting both the increased scale and complexity of the Group and its market context, and the Group's commitment to effective governance, the Board took the decision to separate the responsibilities of the former Audit and Risk Committee into two standalone committees: an Audit Committee and a Risk Committee, each with independent Non-Executive Chairs with highly relevant skills and experience. This change has enabled a greater focus on the Group's key risks, mitigants and accelerating risk-adjusted performance improvement.

The Group's governance framework continues to evolve in line with best practice, ensuring robust oversight of risk management, corporate culture, compliance and capital allocation. The Group remains vigilant to emerging risks and confident in its robust governance. Further detail on our Board and governance arrangements can be found in my introduction to governance on pages 54 to 56.

The Board conducts an annual evaluation of the Board and its committees, and this year we undertook an internal evaluation, conducted by interviews with the Directors. The evaluation considered the Board's composition, balance of skills and experience, operational effectiveness and decision making, the conduct and content of meetings, engagement with shareholders and other stakeholders, and the contribution of individual Directors. Overall, I am pleased to report that the Board and its committees are operating effectively, with enhanced focus on driving financial and performance improvements for the benefit of all our stakeholders. The Board has continued to engage actively with shareholders and is fully committed to driving shareholder value creation.

To support our commitment to strong governance, last year, for the first time in Gateley's history, all members of the Board stood for re-election at the AGM. We are committed to continuing this, and once again this year, each member of the Board who is recommended to serve for the year ahead will stand for re-election at the 2026 AGM.

The Company's Annual General Meeting will be held at 12.00pm on 6 October 2026 at our London office, 1 Paternoster Square, London EC4M 7DX. You can read more on the arrangements for the AGM on pages 142 to 149.

Responsible business

The Group's Responsible Business initiatives continue to prioritise the wellbeing of our people, our aim to be a positive force in society and in the communities we serve, and our contribution to the protection and restoration of our planet.

In FY26, the Group achieved the 14 new Responsible Business objectives launched in the Group's fifth annual Responsible Business Report published in August 2025. Highlights for the period include our EcoVadis score progression, volunteering hours, charity partnership outcomes, DE&I awards and recognition. More detail is set out on pages 32 to 40. The Group remains committed to reducing CO_2 emissions by 50% by 2030 and to achieving net zero by 2040, supported by our continued partnership with our carbon accounting and net zero advisers.

The Group's internal community groups continue to support an inclusive culture, together with partnerships and communities that widen access to careers in our sector. We were once again proud to be recognised externally for our equality, diversity and inclusion work during the year.

Our sixth annual Responsible Business Report, covering objectives and activity for FY26, will be published on our website and provides a detailed account of our progress and the new objectives we are setting for the year ahead.

Dividends

The Board is recommending a final FY26 dividend of 2.0p per share, to be approved by shareholders at our AGM later in the year, which alongside the 3.3p interim dividend totals 5.3p dividends per share FY26 (FY25: 9.5p).

The Board is committed to delivering a sustainable, fully covered, progressive dividend over the coming years, while investing to ensure a higher margin, profitable growth path ahead for the Group, underpinned by a strong balance sheet. Given this, in recommending the final dividend this year, the Board have rebased the Group's dividend to distribute up to around 45 per cent of adjusted profits. The Board consider this remains a strong dividend payout demonstrating our absolute commitment to ongoing shareholder distributions, while also placing the dividend on a more sustainable footing and providing greater flexibility to deliver both progressive dividend growth and other shareholder returns.

Subject to shareholder approval at the 2026 AGM, the final dividend will be paid on 13 November 2026 to shareholders on the register at the close of business on 16 October 2026.

Summary and outlook

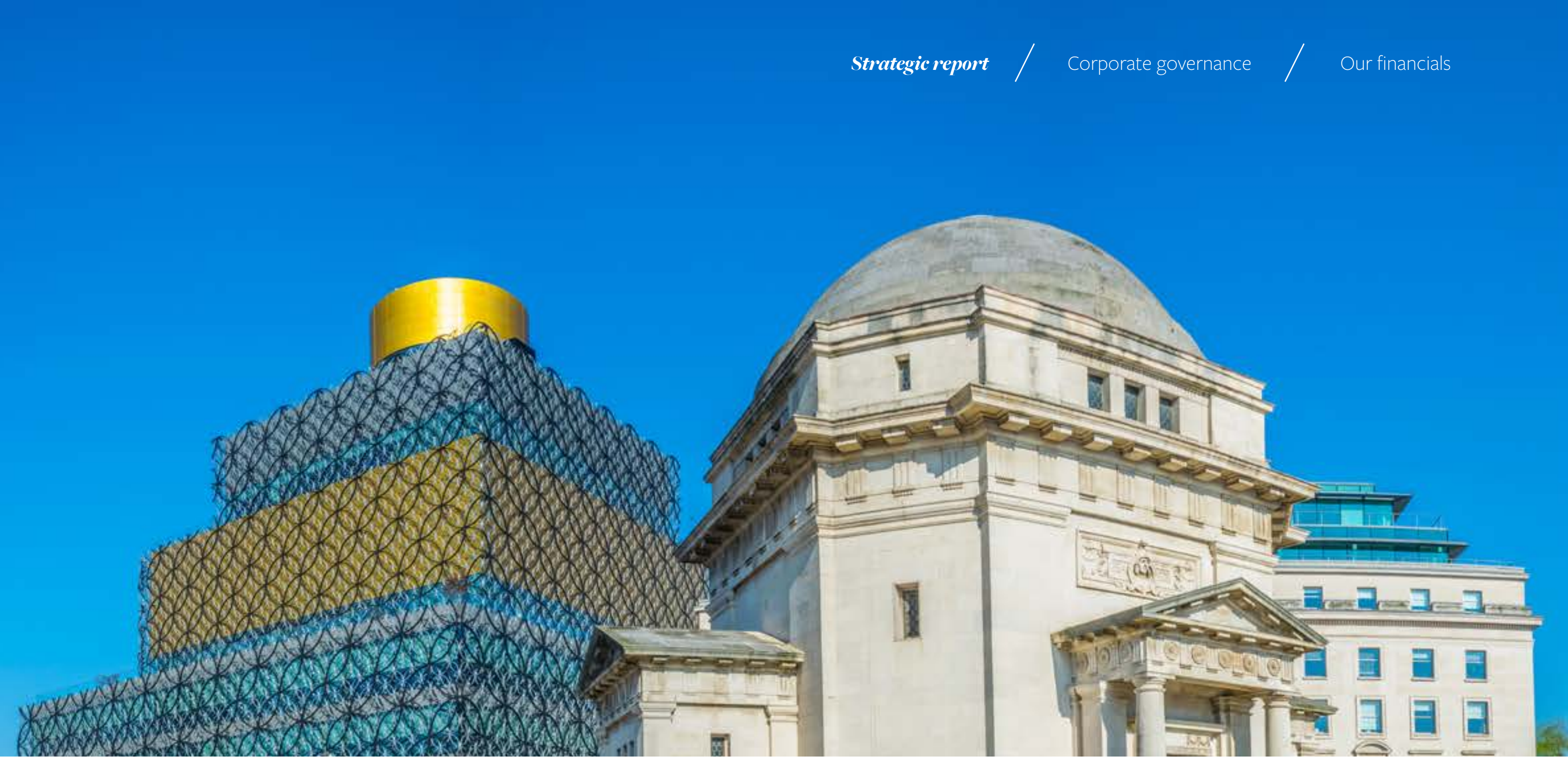
FY26 has been a year of meaningful progress against several of the Group's strategic priorities. Our talented colleagues across Gateley have worked hard and Group revenue has reached an all-time high. The platform boards and units are now well established, governance has been strengthened, and the Group's resilient and diversified offering positions Gateley well to compete and win despite market uncertainty. The Group's commitment to accelerating value creation is clear and actions are underway across the Group to deliver for all our stakeholders.

On behalf of the Board, I would like to thank our clients, our shareholders, and most of all the dedicated and talented people across the Group whose hard work, commitment and can-do attitude – the very essence of Gateley – make so much possible. I look to the future with determination and confidence.

Edward Knapp
Chairman

20 July 2026

Chief Executive Officer's Report



FY26 represents another year of revenue and adjusted operating profit growth for Gateley.

Roderick Waldie
Chief Executive Officer

Once again, against the backdrop of a year of significant external challenges and macroeconomic uncertainty, I am particularly pleased by the overall performance of the business, which delivered organic revenue growth comfortably ahead of initial expectations, reflecting a combination of strong activity levels, utilisation and the initial benefits from our pricing initiatives.

Overall, Group revenue grew by 8.2% to £194.3m (FY25: £179.5m), almost entirely on an organic[7] basis. Adjusted operating profit grew by 2.7% to £21.5m (FY25: £20.9m), with an underlying operating profit margin of 11.1% (FY25: 11.7%), reflecting increased costs, part offset by the improved contribution margin, which was itself affected by some higher than anticipated transactional deferment in Q4, alongside an increase in targeted contentious workstreams. I discuss the in-year and prospective margin dynamics in more detail below.

On a statutory basis, profit before tax was £7.7m (FY25: £6.4m) and basic earnings per share ("EPS") was 2.21p (FY25: 1.04p).

This is our eleventh consecutive year of revenue growth since IPO; an unbroken track record delivered through multiple economic cycles. The Group is now larger and more diversified than ever across legal and professional services and is well positioned to deliver profitable growth and sustainable margin improvement over the coming years.

Market overview

FY26 was overlaid by an uncertain macro backdrop. However, this backdrop was not uniform, with external events and their effects varying throughout the year. The most notable periods of uncertainty were around the UK Government's November Budget and the more recent situation in the Middle East. These factors followed what was a strong start to the year, with like-for-like fees growth of 12% by end-September. Therefore, our initial expectations at the half-year stage were for the transactional uncertainty in the build-up to the November Budget to resolve as we progressed through the second half. This proved partially true until the Middle East crisis further impacted client confidence. The overall effect has been what we believe will be a specific, short-term impact on our Dubai operations, and a broader dampening effect on transactional activity in the UK.

These, coupled with concerns around the medium-term interest rate outlook, meant we have seen a range of transactional timelines either pausing or extending in Q4. Against this backdrop, to deliver 6.2% organic revenue growth is testament to the hard work and quality of our people, the strength of our market position in our key sectors and the resilience derived from the mix of services offered by our platforms.

Looking forward, we will look to navigate any macroeconomic challenges through the strength of our diversified business model and counter-cyclical offerings. Positively, in our corporate transactional services, our expansive private equity client base has good pipelines and regulatory developments are a tailwind for a number of our service lines, exampled by the introduction of the Employment Rights Act. Alongside this, the new presentation of our unique combination of IP consultancy services, will strengthen our go-to-market offering in these sectors and provide opportunities for further growth.

Our strategy to improve margins

The Board's medium-term ambition remains to deliver adjusted operating margins of at least 13.5%.

The headline decline in operating margins in FY26 masks the underlying progress we made in FY26 on delivering our margin improvement strategy. The visibility we have over our planned actions in FY27 and likely actions in the years to come, reinforce our confidence in meeting, or exceeding our target.

Our margin improvement strategy rests on a disciplined and consistent focus on the following key initiatives:

Returns on organic growth investments
We have made a number of growth-focussed investments over recent years, all of which are intended to unlock higher value and higher margin revenue opportunities and some of those are now bearing fruit. For example, our complex international recovery business has been deliberately enhanced over the last few years and delivered strong revenue growth in FY26 (+38%). This team is carrying a range of strong mandates, with significant further upside potential expected through successful case outcomes in due course.

Our class actions business, Austen Hays, alongside our Dubai office, are earlier in their investment cycle. Both are making good progress, and we expect these to positively contribute to Group performance in future periods. Without these investments our operating margin in FY26 would have been over one percentage point higher.

Pricing strategy and operational improvements
As noted previously, in FY25 we undertook a comprehensive review of pricing market data and all our platforms were challenged with positive resets against this data, which led to pricing improvements seen across the Group. Despite this, the price increases implemented to date, when benchmarked against our competitors, demonstrate further headroom is available.

Ongoing initiatives to help facilitate improvement include our investment in Cosine, the market-leading pricing and revenue management software, which is being implemented and rolled out currently in H1 FY27. This will help enable us to better assess, price and monitor client engagements and maintain our financial pricing rigour going forward.

Active cost management
As demonstrated in recent periods with the deliberate contraction in our legal services private client team and the rationalisation of parts of our commercial real estate team, Gateley Hamer and Gateley Capitus, we continue to actively manage and adapt our diversified portfolio. Further cost actions were taken through FY26 to reduce some of our under-utilised or lower margin fee-earner headcount. Overall payroll costs as a percentage of revenues were managed to 62.2% (FY25: 62.4%), within our historic range of 60-65%.

Going into FY27, we continue to maintain our cost focus and have recently announced further proposed cost actions to reduce the size of some of our support teams, with a redundancy consultation process of up to around 40 staff currently underway. These specific cost reduction actions coupled with ongoing careful cost control, should support productivity and operational leverage alongside improving margins through FY27 and beyond.

System development and AI
Investment in technology and AI remains a core component of our margin improvement strategy. Our AI steering group, reporting directly to the strategic board, oversees the identification, prioritisation and deployment of opportunities across legal services, consultancy and business support functions. Our approach is deliberately targeted: we focus on specific workflows where automation, standardisation or enhanced decision support can deliver measurable improvements in productivity, quality, consistency and client service.

Our investment in the Jylo AI platform during FY26 marked an important milestone in moving from evaluation into operational deployment. Several workflow tools are already in production and use, with further development programmes underway across legal document review, due diligence, lease analysis, reporting and other repeatable processes. These initiatives are selected and prioritised based on anticipated business value, implementation cost and strategic fit, enabling us to scale investment responsibly whilst maintaining flexibility as technology continues to evolve.

As AI-enabled workflows are developed and deployed they allow us to deliver certain aspects of client work more quickly and consistently, improving utilisation and operational leverage, whilst also creating capacity within the existing cost base. They also provide us with opportunities to develop enhanced services, to support value-based pricing models where appropriate and where driven by client expectation, and to increase the volume and complexity of the work that our professionals can undertake. Together, these benefits are expected to contribute to both revenue growth and margin expansion over time, whilst preserving the expert judgement and specialist advice that remain at the heart of our client offering. AI will not replace that expertise; rather, it will help our people apply it more effectively and at greater scale.

7 Organic revenue growth excludes Groom Wilkes & Wright ("GWW"), acquired during the year. Refer to note 5 for further information on the Group's APMs

Chief Executive Officer's Report continued

Platform overview

Our success is underpinned by the diversity and quality offered within our range of legal and consultancy services through our four client-facing platforms - Business Services, Corporate, People and Property. FY26 was the first full year of operation under our new platform management structure, with each platform operating through a platform board on which each business unit is represented, reporting into a platform head responsible for the platform's strategic, operational and financial outturn. This structure has brought our related businesses closer together to realise external opportunities and internal objectives.

Following the year-end we also launched the consolidation of our Business Services consultancy businesses. The patent and trademark attorney businesses are now branded and operated together as Gateley IP, simplifying our go-to-market brand and structure.

The Group delivered revenue growth, both on an organic basis and including acquisitions, with two of our four platforms delivering improved contribution margins in the year. The table below summarises revenue and contribution by platform:

Revenue	FY26	FY25	Change
Property	£100.6m	£93.3m	7.9%
Business Services	£34.8m	£28.2m	23.2%
Corporate	£40.4m	£39.1m	3.3%
People	£18.5m	£18.9m	(2.3%)
Total	**£194.3m**	**£179.5m**	**8.2%**

Contribution	FY26	FY25	Change
Property	£35.7m	£30.2m	18.3%
Business Services	£12.5m	£8.4m	48.1%
Corporate	£14.2m	£16.4m	(13.2%)
People	£5.3m	£5.7m	(6.6%)
Total	**£67.7m**	**£60.7m**	**11.6%**

Property

The Property platform makes up more than half of the Group's revenue and is focused on clients' activities in real estate development and investment and in the built environment in the widest sense. It remains our most diverse and established platform and the range of expertise housed within it puts us in a strong position to compete directly with the well-established, multi-disciplinary property consultancies and offer services across the asset lifecycle.

Platform revenue grew by 7.9% to £100.6m (FY25: £93.3m), with improved contribution margin of 35.4% (FY25: 32.3%).

In commercial real estate, real estate dispute resolution and construction, our teams continued to contribute strongly with good demand levels through the year. We continue to help our wide range of clients navigate regulation under the high-profile Building Safety Act and advise on related remediation projects, which remains long-dated, specialist work and an ongoing source of opportunity.

Our house-builder team continued to be the largest contributor in the platform, and we continue to act for all of the UK's top house builders, many of whom have consolidated their adviser panels in favour of larger providers, such as Gateley, who cover all the key requirements.

Within consultancy, Gateley Smithers Purslow ("GSP"), which delivers specialist services to the property insurance major loss claims market, also remained one of the larger contributors to the platform in the year. We continue to see opportunities across our built environment consultancies, which we expect to support sustainable revenue growth and margin improvement over time.

Business Services

This platform supports clients in dealing with their commercial agreements, managing risks, protecting assets and resolving disputes.

The Business Services platform performed strongly in the year, with revenue growing 23.2% to £34.8m (FY25: £28.2m) and 10.2% on an organic basis, excluding GWW, which was acquired in-year. Overall contribution margin improved to 36.0% (FY25: 29.9%). The platform built on already strong prior year performance with particular progress in our corporate dispute resolution and complex international recovery legal services businesses, where notably, we are supporting a client in one of the largest cases currently in front of the UK courts. This case, alongside other contentious workstreams at earlier stages, were material contributors to revenue growth in the year.

It is important to note that contentious workstreams have always been part of our mix and we have a strong track record in this area. We have actively invested in recent years to increase our capabilities and capacity in this highly attractive work. Within most of our contentious workstreams, revenue is generated at an attractive contribution margin (when compared to consolidated overall Group margins). The full revenue and margin benefit from some of our bigger cases crystallises upon a favourable outcome to the case in question.

Our patent and trademark attorney businesses within Adamson Jones and Symbiosis IP continued to deliver resilient, steady-recurring revenues, supported by long-dated projects where our expertise is highly valued by clients whose businesses are founded upon intellectual property that needs protecting in order to preserve value. This was further bolstered by the acquisition of GWW in the year, which is trading strongly ahead of our expectations since acquisition. We look forward to further opportunities as we combine these three offerings as Gateley IP this year.

Our continued strategic investment in specialist service lines including, competition litigation, class actions and international arbitration, is also delivering quality new mandates and forging strong credentials for the Group. Our specialist class action team within Austen Hays continues to progress well with good activity levels and we look forward to further progress and contributions to the Group in the coming twelve months.

Corporate

This platform, largely legal services, is focused on the corporate, financial services and restructuring markets in both transaction and business support services.

The Corporate platform was most affected by the macroeconomic challenges which arose in year, with revenue growing 3.3% to £40.4m (FY25: £39.1m) and a contribution margin of 35.2% (FY25: 41.9%).

Counterbalancing the challenges to our transactional markets, our counter-cyclical restructuring advisory unit and banking teams performed well in the year and were key contributors to the platform. Banking was a particularly strong contributor, adding a number of new banking relationships in the year whilst retaining its position on three of the four main UK clearing bank panels.

FY26 saw good overall progress from our Middle East operations despite the Q4 impact from recent events. While ongoing uncertainty in the region remains to be navigated carefully, we are pleased by the continuing progress of the team and the expanding pipeline of new opportunities and mandates across our combined corporate legal services and tax proposition. This is now supplemented by recruitment of a dispute resolution partner at a point in the cycle where disputes are a by-product of recent events in the region. Our confidence in the strength of the regional opportunity remains undimmed.

People

This platform supports clients in dealing with and developing people and in administering individuals' personal affairs.

Revenue eased 2.3% to £18.5m (FY25: £18.9m), with a contribution margin of 28.9% (FY25: 30.2%).

Our employment and pensions teams continued to perform well, achieving good revenue growth in the year, driven by improved pricing and utilisation. The employment team benefits from tailwinds in UK legislation allied to a more aggressive employee strategy in most businesses, while we also continue to invest in our Dubai employment team. The pensions sector remains a space in which we are keen to make further investment to service the increasing number of pension schemes looking to complete bulk annuity buy-outs and/or out-source management of their schemes.

In year, we fully re-cast our private client offering, which was being stabilised though FY26 and, in FY27, will re-focus on core services to high-net-worth clients.

Our talent assessment, development and cultural change consultancy businesses, t-three and Kiddy & Partners, had a more challenging year as customer discretionary spend was affected in the current macroeconomic environment. The team did make good progress, however, retaining a significant number of key existing clients, whilst also securing a number of notable new project wins including a three-year global leadership programme for a leading global pharmaceutical group, and a European leadership development programme for a major Japanese automotive manufacturer.

Our colleagues

Our ability to attract, develop, reward and retain outstanding people is central to both our strategy and our continued growth. We have over 1,500 colleagues across 25 locations, of which 983 are fee earners (FY25: 1,024).

Fee-earner headcount	FY26	FY25	Change
Property	617	626	(1.4%)
Business Services	127	129	(1.6%)
Corporate	166	178	(6.7%)
People	73	91	(19.8%)
Total	**983**	**1,024**	**(4.0%)**

As noted above, cost actions were taken through the year to reduce some of our under-utilised or lower margin fee-earner headcount, as reflected in the slightly reduced headcount at the end of the year. This was balanced with selective strategic hires and during the year, we made 13 hires at Partner and Partner equivalent level across the Group (FY25: 15). We also promoted 12 of our people to Partner or Partner equivalent (FY25: 16), in addition to a further 135 promotions across the Group within our fee earner and business support teams (FY25: 118).

We continue to regard our restricted share award plan ("RSA") as a powerful differentiator in attracting and retaining the best senior talent, and support for the RSA remains a firm pillar in our capital allocation policy.

As we have grown in scale and diversity over the years, maintaining a strong and connected culture remains critically important. During FY26, we continued to strengthen the Gateley brand through industry recognition, thought leadership and client engagement, whilst further embedding FRED, our AI-powered colleague intranet, as our primary internal communications platform. Alongside continued investment in colleague engagement and leadership development, these initiatives help reinforce the collaborative culture and shared values that remain central to Gateley's success, supporting colleague retention and helping align our people behind the Group's strategic priorities and growth objectives.

I would like to thank every one of our colleagues for their ongoing hard work and commitment, all of which is in the very best traditions of our Gateley Team Spirit.

Selective M&A

Since IPO in 2015, we have built significant scale and expanded our range of professional services well beyond our core legal services. Carefully targeted acquisitions have been an integral part of this diversified growth, and our proposition remains unique; the ability to deliver complementary legal and consultancy services to clients in our chosen markets.

The professional services sector continues to be fragmented and of increasing interest to private equity backed buyers, which has sustained a competitive M&A landscape during FY26. We continued to see and appraise opportunities for further growth on each of our platforms, via selective acquisitions across both legal and consultancy services.

Chief Executive Officer's Report continued

The Group's acquisition of Groom Wilkes & Wright LLP ("GWW") in the year continues to integrate well into the Group and extends our reach in trade-mark work across our consultancy and legal services teams who operate in this field, while further enhancing the development of complementary business services with an IP and brands focus. GWW has performed well in the year, trading above expectations.

M&A remains a key part of our strategy for long-term margin enhancing returns, however, in the near-term our focus will be on maximising the opportunities from the fuller integration of our Intellectual Property consultancies and prioritising the maintenance of a strong balance sheet overall.

Executive changes

As previously announced on 17 September 2025, FY26 was a year of planned executive transition in the finance function. Neil Smith stepped down from his roles as Chief Financial Officer and Executive Director on 30 April 2026, after 17 years with Gateley and having served as CFO since the Group's IPO in 2015. John Paton joined the Group as CFO designate on 5 January 2026 and formally succeeded Neil as CFO with effect from 1 May 2026, following a formal transition period.

On behalf of the Board, I would like to record our sincere thanks to Neil for his exceptional service to Gateley. Neil played a significant role in Gateley's growth and transformation into the broad professional services group that we continue to build. At a personal level, Neil has been a friend and highly-valued colleague, and I am delighted that we will still be able to benefit from his experience and skills as he focuses on a range of projects supporting the Group's growth and margin strategy.

I am very pleased to welcome John to Gateley. He is already bringing fresh perspectives and ideas to the business, from his previous professional service background and expertise, and the Board and the wider Gateley team are greatly looking forward to working with him.

I also mark the recent retirement of Nick Capell, Head of IT, and would like to thank him for his years of service and his unwavering support. I wish him well for his retirement. We are delighted to welcome Nige Tranter as Chief Technology Officer from June. Nige brings an exceptionally strong and highly relevant combination of legal-sector and financial services technology leadership, having led digital, data and AI strategy at global international law firms Orrick and Pinsent Masons. His track record includes the delivery of large-scale AI and digital transformation programmes that have generated substantial productivity gains, material cost efficiencies and enhanced commercial performance. Nige's expertise will be central to accelerating the Group's AI, technology and systems initiatives.

Finally, of course I also note my stepping back from the CEO role very shortly due to personal, health-related circumstances. I have thoroughly enjoyed my Gateley journey throughout, and while it has been a difficult decision to step back it is the right one for my family and me. It has been truly a privilege to be the Chief Executive Officer of Gateley over the last six years and I am incredibly proud of the progress we have made in that time. It is a fantastic business with great people committed to delivering the best possible service to our clients, and I am committed to supporting the business over the coming months to ensure a smooth transition to a new permanent CEO.

Current trading and outlook

Trading in the early weeks of FY27 is in line with our expectations, reflecting good activity levels as we entered the new year, resilience across all four of our platforms, and the continuing progress of our historic growth investments. This gives us confidence as we move through FY27, however, the Board is conscious that macro indicators continue to point to uncertain market conditions, at least in the near term, which we will monitor and adjust for as appropriate.

The Group is now positioned to benefit fully from prior period investments, with management focused on execution, delivery and the conversion of those investments into enhanced financial returns. The three principal levers which will drive improved performance in FY27 are:

- First, a number of our earlier growth investments are now generating positive returns, and we fully expect their contribution to gather pace during FY27;
- Second, we will build on the progress already made in FY26 through further improvements in fee levels and pricing discipline; and
- Third, we will deliver further, targeted cost reductions in areas of under-utilisation and to seek efficiencies.

Looking forward, the resilience of our diversified model, combined with our strategy of investing in client-focussed people, AI and technology, when set alongside the actions outlined above, builds our confidence that the Group is well-positioned to deliver visible progress in FY27 and beyond.

Most importantly, I would like to thank our clients for their support and our dedicated and talented people for their ongoing hard work, commitment and can-do attitude. The Board looks forward with confidence, and I wish Martin, the Board and the wider team every success for the future.

R. R. Waldie

Roderick Waldie
Chief Executive Officer

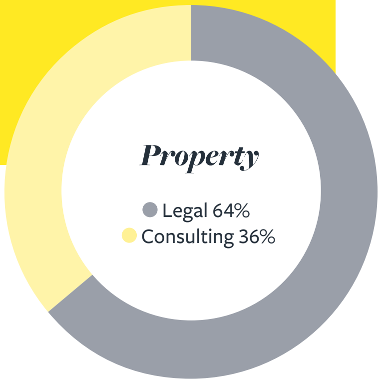
20 July 2026

Platforms for growth

Property

Gateley's Property Platform brings together legal, tax and built-environment consultancy expertise to provide a single, joined-up service across all aspects of property and construction.

Callum Nuttall
Partner and Property Platform Head



TOTAL REVENUE

£100.6m +7.9%

The Platform supports clients throughout the full property lifecycle – from planning and acquisition, through development to ongoing management and monetisation – acting as a "one-stop shop" for property-related needs.

This remains our most diverse and mature Platform, and we maintain our view that the range of expertise we now have in-house puts us in a strong position to compete directly with the well-established, multi-disciplinary property consultancies. The platform has been operating in a difficult external market, with headwinds in construction and housebuilding activity, alongside weaker consumer confidence linked to factors such as a worsening interest rate outlook and wider geopolitical conditions. Despite this, we delivered revenue growth of 7.9% to £100.6m (FY25: £93.3m) alongside an increase in contribution margin to 35.4% (FY25: 32.3%), primarily driven by focus on improved pricing, operational efficiencies and good activity levels.

Overall, our legal businesses had a strong year, growing revenue 13.1% at an improved contribution margin. Within this, our dispute resolution team had another strong year, growing revenue by 18.7% at an improved contribution margin, with key strategic investments in fee-earner headcount growth and good fee progression across several workstreams.

In commercial real estate, allied to other operational efficiencies in play, we rationalised the team at the start of the financial year to reduce some of our under-utilised or lower margin fee-earner headcount. This successfully improved fee rates and average activity levels, generating a 15.1% revenue growth at a much-improved unit contribution margin. We maintain a focus on both investment and development work and remain a market-leader in the warehousing and distribution sector.

Whilst transactional activity in the wider commercial property market has remained subdued over the last few years, we continue to see an increase in non-transactional advisory and dispute resolution services. This includes helping our wide range of residential development clients comply with their obligations under the high-profile Building Safety Act (post-Grenfell) and recover their costs through multi-million pound court judgments. This is long-dated, specialist work in which we continue to invest. Our construction team had another record revenue year and, with strong forward looking activity levels remain good, we recently launched an arbitration practice with the creation of a specialist team. Elsewhere, prevailing market conditions have resulted in an increase in work relating to the exit from commercially onerous contracts.

In our house-builder team, we continue to act for all of the top developers, many of whom have consolidated their adviser panels in favour of larger providers, such as Gateley, who provide a full spectrum of services, which has resulted in significant increases in activity. Given the strong support from the Government's housing policy, we continue to invest in both headcount and system development for this team to maintain its market-leading position. Despite reduced levels of activity in private sales, our clients continue to buy land and build and sell units through shared ownership framework agreements, bulk sales to housing associations and build-to-rent investors and housing-led urban regeneration, all of which are sectors in which we are market leaders. Our combination of legal and consultancy services offers our clients a unique whole project life cycle service in these critical areas which cannot be matched by our competitors.

Our built environment consultancies had a flatter year overall, with revenue broadly consistent year-on-year, with a slightly improved contribution margin, reflecting some of the operational efficiency actions taken in the year. Consultancy revenue represented 36.4% of platform revenue (FY25: 39.3%) with a significantly increased pipeline for FY27 of joint work with the legal businesses.

Business Services

This Platform supports clients in dealing with their commercial agreements, managing risks, protecting assets, resolving disputes and where required recovering assets and enforcement of judgment.

Richard Healey
Partner and Business Services Platform Head

TOTAL REVENUE

£34.8m +23.2%

Revenue grew by 23.2% in the year, of which 10.2% was organic, reflecting a strong underlying performance across the Platform and continued demand for our specialist services. In addition, the acquisition of GWW contributed £3.7m of revenue and, from 1 May 2026, has been integrated within our newly launched Gateley IP business. This marks an important step in the continued development of our intellectual property offering and enhances our ability to support clients with a broader range of complementary services. Particularly pleasing was the 6.1% increase in contribution margin to 36.0% (FY25: 29.9%) despite our ongoing investment in our class actions business Austen Hays, demonstrating the resilience of the platform and the benefits of its disciplined and concerted focus on profitable growth. Including GWW, consultancy revenues now represent 29.0% of platform revenue, compared with 23.1% last year.

Highlights in the year included working on a case featured in The Lawyer Top 20 Trials of 2026, underlining the quality of mandates being secured by the Platform and the strength of our specialist expertise. This is representative of our continued focus on winning complex, high-value mandates, which offer the ability to undertake higher margin work and support clients on strategically significant matters, often across multiple jurisdictions and service lines. We also continued to win quality, high-value and complex mandates in the Middle East and Africa including a $3 billion claim for the Republic of Ghana, growing our reputation in these cross-border markets. Alongside this, the Platform continues to benefit from its breadth of expertise and its ability to work collaboratively across the wider Group, enabling us to both broaden and deepen client relationships and respond to a wide range of commercial, contentious and intellectual property-related needs.

Following the launch of Gateley IP and the integration of GWW, we are excited about the year ahead as we continue to build scale and capability in this area and pursue the opportunities created by bringing these businesses together. We remain focused on developing our specialist intellectual property offering alongside our broader commercial and dispute resolution capabilities, where our expertise is highly valued by clients facing increasingly complex legal and business challenges. The Platform is well positioned to benefit from its strong market reputation, quality client relationships and the breadth of services it can deliver across the Group. We have a particular focus this financial year on identifying where systemisation and digitisation offer the ability to enhance, efficiency and profitability.

Platforms for growth continued

Corporate

This Corporate Platform offers a range of legal services being corporate, restructuring, banking and tax and with its sole consultancy business being Gateley Global which operates in the inward investment space.

Charles Glaskie
Partner and Corporate Platform Head

TOTAL REVENUE

£40.4m +3.3%

Revenue growth in the legal units was 4.7%, fuelled by the investment in the corporate offering in Dubai, the banking team winning mandates in the London market and the tax department developing its external offering. The Platform as a whole saw revenues increase by 3.3%, with a decrease in Gateley Global's revenue, as a result of changes in the mix of contract services provided on larger contracts.

Margin at Platform level reduced to 35.2%, the main driver for this being the investment that was made in the corporate Dubai office which increased headcount in the year. The investment is delivering but was affected by a tail off due to the conflict in the Middle East at the back end of the financial year, which delayed transactional timelines. Despite this, the pipeline is encouraging.

During the year, the Platform in general had significant success in winning mandates in the London market; being able to charge fees at enhanced rates. This was particularly prevalent in the banking and tax teams and this trend looks set to continue into the new year. Last year, the corporate unit benefited from a spike in activity due to anticipated taxation changes in the Autumn budget, but there has been no such political catalyst this year which makes it all the more positive that growth has been achieved year on year. During the period, there were further lateral hires and the platform continued to achieve significant results from both internal and external cross sell which remains a key focus moving into the new financial year.

People

This Platform helps organisations attract, retain, develop and manage their people, while also supporting individuals and families with their personal affairs.

Andrew Macmillan
Partner and People Platform Head

TOTAL REVENUE

£18.5m (2.3%)

Through a combination of legal and consultancy services, it provides expertise across employment, pensions, talent assessment & development, cultural change and private client matters.

Overall revenue decreased by 2.3%, with a slightly lower contribution margin of 28.9% (FY25: 30.2%), largely driven by the strategic consolidation of our private client practice, including a reduction in headcount, to focus on its core services to high-net worth individuals. We look forward to this practice making progress next year.

Our other legal businesses performed well, with particularly strong results in the employment and pensions teams, which grew by 11.0% and 4.8%, respectively. Both teams delivered solid revenue and margin growth and also increased their fee rates. The pensions team also continues to benefit from relatively stable revenue streams, with growth supported by price increases across the Entrust schemes. We continue to see multiple opportunities across these service lines.

Our talent assessment, development and cultural change consultancy businesses, t-three and Kiddy & Partners, have faced challenging market conditions but their compelling transformation proposition has enabled clients to be retained and grown, whilst securing a number of notable new project wins including a three-year global leadership programme for a leading pharmaceutical group, and a European leadership development programme for a major Japanese automotive manufacturer.

I am pleased with the strategic progress made and look forward to sustainable profitable future growth.

Chief Financial Officer's Report

I am pleased to present my first results since joining the Group in January, and succeeding as CFO on 1 May 2026. FY26 has been another consecutive year of good revenue growth, while navigating an uncertain macroeconomic backdrop. We enter FY27 with clear strategic priorities to deliver near-term margin improvement, alongside further revenue progress.

John Paton
Chief Financial Officer

IFRS and alternative performance measures ("APMs")

A range of results metrics are set out to demonstrate the Group's performance. These include measures presented on a statutory basis in accordance with international accounting standards ("IFRS") and APMs, which are provided to allow further understanding of the underlying performance of the Group across financial periods. The difference between IFRS and APMs arises from the adjusting items, as set out in detail in note 5 to the consolidated financial statements. The APMs presented are not considered superior to IFRS measures; these should be considered together for a full understanding of the performance of the Group. Whilst the Group's APMs may not be comparable across other companies, they have been presented consistently over time to provide meaningful trend information, and there is only limited change to their composition and definition in FY26.

The exclusion of adjusting items in the Group's APMs may result in adjusted profitability being materially higher when compared with the nearest equivalent statutory measures. The Board uses adjusted profit measures to assess the performance of the Group because it considers these measures aid understanding of the underlying profitability of the business and allow for comparability between periods. Note 5 to the consolidated financial statements sets out further details of Gateley's APMs and a full reconciliation to the relevant statutory measures.

Adjusted costs decreased in the year, primarily reflecting an offsetting gain on bargain purchase on the acquisition of GWW alongside decreased consideration treated as remuneration, with further reorganisation costs in the year and increased share-based payment charge and associated social security taxes.

Financial overview

FY26 has been another year of revenue and adjusted operating profit growth for Gateley. The Group delivered revenue of £194.3m, an increase of 8.2% on FY25, comprising 6.2% organic growth plus the addition of GWW since its acquisition in September 2025. Overall, the Group's legal businesses progressed well, with increased fee rates and maintaining good utilisation overall through the year across a broadly consistent team size.

Adjusted operating profit grew by 2.7% to £21.5m, with adjusted operating margin of 11.1% (FY25: 11.7%). The margin reflects higher operating expenses through investment in operational support and systems, alongside other operating cost increases, partially offset by the improved platform contribution margin and some active and variable cost management actions taken in the year.

Statutory operating profit almost doubled to £7.5m (FY25: £4.0m). This improvement reflects both the growth in underlying profit and a significant reduction in adjusting cost items, principally relating to the gain on bargain purchase recognised on the acquisition of GWW in the year.

The Group ended the year with net debt of £25.3m (FY25: £6.6m) driven primarily by increased working capital levels and the cash-weighted initial payment on the acquisition of GWW.

	FY26	FY25	Change
Revenue	£194.3m	£179.5m	8.2%
Contribution	£67.7m	£60.7m	11.6%
Contribution margin	34.9%	33.8%	110bps
Operating profit	£7.5m	£4.0m	88.4%
Adjusted operating profit	£21.5m	£20.9m	2.7%
Adjusted operating margin	11.1%	11.7%	(60bps)
Adjusted profit before tax	£21.6m	£23.3m	(7.1%)
Profit before tax	£7.7m	£6.4m	20.4%
Adjusted EPS	11.48p	12.77p	(10.1%)
Basic EPS	2.21p	1.04p	112.5%
Net debt	(£25.3m)	(£6.6m)	(£18.7m)

Revenue

The Group saw revenue growth across three of the four platforms (see note 2), against an unpredictable macroeconomic environment, demonstrating the resilience of the Group's diversified model.

The Property platform, which represents more than half of Group revenue, grew 7.9% to £100.6m (FY25: £93.3m). Despite uncertain property market conditions in the year, this good uplift in revenue was driven by strong contributions from our residential house-builder and commercial real estate teams, with increased fee rates, while maintaining activity levels alongside selective hiring and careful fee-earner headcount management. Within this growth, the built-environment consultancies had a more challenging year overall, rebalancing team size to market demand and delivering 36.4% (FY25: 39.3%) of the Property platform revenue.

The Business Services platform delivered the strongest platform growth at 23.2%, or 10.2% on an organic basis, reflecting strong performances in legal service lines, particularly in dispute resolution and complex international recovery services, with good fee rate increases and improved activity levels in the year. The intellectual property consultancies had a mixed year with lower activity levels, bolstered by £3.7m inorganic additions from GWW.

The Corporate platform was most exposed to macro-driven transaction inertia in the year, both around the UK Budget in November, and again in Q4 FY26, and delivered more modest growth of 3.3% to £40.4m, with softer activity levels offset by some fee increases on last year. Within the Corporate platform, the counter-cyclical Restructuring team and the Banking team both continued to contribute well, with the latter adding a number of new bank relationships in the year. The Dubai office is currently corporate advice led, and grew its revenue strongly in the year despite the regional macroeconomic challenges, and continues to see new opportunities.

The People platform revenue eased 2.3% to £18.5m, reflecting the restructuring of our Private Client team alongside a more challenging year for the consulting businesses, albeit they did add some notable clients. The Employment and Pensions teams continued to contribute well and saw good activity levels and some rates progress.

Chief Financial Officer's Report continued

Group profitability

Total platform contribution increased by £7.0m or11.6% to £67.7m (FY25: £60.7m), with Group contribution margin improving to 34.9% (FY25: 33.8%), with two of the four platforms delivering improved contribution margins in the year (see note 2). Overall, group fee-earner average activity levels were maintained, reflecting both the resilience of client demand across the Group's diversified service offering and the active management of fee-earner headcount in certain areas. This alongside Group-wide fee increases, have been key drivers in offsetting cost increases, alongside additional investments in our Dubai office and Austen Hays in the year.

The Property platform delivered strongest platform contribution growth of £5.5m or 18.3% to £35.7m (FY25: £30.2m), with an improved margin of 35.4% (FY25: 32.3%). In particular, good contribution progress was made in the legal businesses overall, including the residential and commercial real estate teams. Within Property, the built-environment consultancies also improved margins in a flatter year overall, through careful management of costs and utilisation.

The Business Services platform also delivered strong platform contribution growth up 48.1% to £12.5m (FY25: £8.5m) and margin improvement to 36.0% (FY25: 29.9%), supported by strong growth in high-margin dispute resolution, recovery services and the regulation practice. Including the addition of GWW, the consultancies contributed 29.0% of platform revenue (FY25: 23.1%), with GWW adding strong margins and the existing consultancies having a more challenging year. We look forward to further growth through the planned combination of the intellectual property consultancies in the coming year. The Business Services contribution margin continues to bear the investment in our Austen Hays class action team, which continues to make progress, and we look forward to it contributing positively in due course.

Within the Corporate platform, a number of our UK businesses continued to have some of the strongest contribution margins in the Group. Overall, the Corporate contribution margin was 35.2% (FY25: 41.9%) reflecting increased investment in our Dubai branch, alongside the elongated UK M&A transaction environment in Q2 and Q4, and the slippage of some deal-contingent fees into FY27. Despite ongoing macroeconomic challenges, our Dubai office continues to make progress, and we look forward to further growth in the year ahead.

The People platform margin eased slightly to 28.9% (FY25: 30.2%). Within this, our legal business progressed well and our consulting business were more impacted by client sentiment and lower discretionary spend.

The Group recorded adjusted operating profit of £21.5m (FY25: £20.9m), representing an adjusted operating margin of 11.1% (FY25: 11.7%). Bridging the £67.7m contribution to the £21.5m of adjusted operating profit is £46.4m of expenses, offset by £0.2m of other operating income (see note 5). These expenses comprise £19.7m of adjusted personnel costs and £20.9m of adjusted other operating expenses, both not allocated to segments, £5.7m of depreciation and £0.2m amortisation of other intangible assets.

The total expenses not allocated to segments increased by £6.3m to £40.6m in the year (FY25: £34.3m), as detailed in note 5. The increase mainly reflects the addition of operational support roles offset by variable cost management, alongside increased investment in systems, as well as some other above inflationary expense increases, including IT licence fees and project spend, insurance premiums and other professional fees.

The adjusting items, set out in note 5, decreased in the year to £14.0m (FY25: £16.9m). The most significant factor contributing to the reduction in adjusting items is the £3.0m gain on bargain purchase on the acquisition of GWW. Acquisition consideration treated as remuneration also reduced to £8.5m in FY26 compared with £10.9m in FY25. Reorganisation costs of £2.6m (FY25: £1.9m) relate to active cost management actions taken through the year as we exited lower utilised or lower margin headcount.

More recently, post year end, a further redundancy consultation process is underway, mainly focused on a proposed reduction of support staff headcount by up to around 40 heads and will be recognised similarly next year.

The share-based payment charge increased to £2.9m (FY25: £1.4m), reflecting the increased grant of 7.3m share awards and increased associated social security taxes, part offset by some lapses in the year.

The £0.8m expected credit loss ("ECL") on significantly aged trade receivables represents a direct assessment of trade receivable balances aged over three years. The historic loss rates used in the calculation of ECL do not fully cover the potential losses of trade receivables of this age. Given the one-off historical nature of this provision, it is also treated as an adjusting item to allow comparability of operating performance across reporting periods. See note 18 for further details.

Other adjusting items relate to acquisition costs incurred, largely on the purchase of GWW and the amortisation of acquired intangible assets.

On a statutory basis, operating profit almost doubled to £7.5m (FY25: £4.0m), largely reflecting the reduced level of adjusting items.

Net finance charges

Net finance income for the year was £0.2m (FY25: £2.4m). This lower net finance income primarily reflects both the higher RCF interest cost in the year due to increased RCF drawings and increased IFRS 16 lease interest, alongside lower interest retained from client money account balances, which fell in line with lower corporate activity overall.

Adjusted profit before tax eased 7.1% to £21.6m (FY25: £23.3m) reflecting this lower net finance income. Conversely, statutory profit before tax rose 20.4% to £7.7m (FY25: £6.4m) with the lower adjusting item cost primarily bridging these measures (see note 5).

Taxation

The Group's tax charge for the year was £4.7m (FY25: £5.0m), comprising a corporation tax charge of £5.2m (FY25: £5.8m) and a deferred tax credit of £0.5m (FY25: credit of £0.8m).

The adjusted effective rate of tax is 28.8% (FY25: 27.9%) and primarily reflects the UK tax rate with some foreign entity losses not available for Group relief. The statutory effective tax rate was 61.3% (FY25: 78.5%), reflecting contingent consideration treated as remuneration, which is non-deductible for corporation tax purposes.

The net deferred tax liability at 30 April 2026 was £2.4m (FY25: £1.8m), primarily reflecting the deferred tax liability on acquired intangibles, partially offset by deferred tax assets on share awards. Further details are provided in note 21 to the consolidated financial statements.

Earnings per share ("EPS")

On a statutory basis, basic EPS was 2.21p (FY25: 1.04p), reflecting the improvement in statutory profit after tax. Diluted EPS was also 2.21p (FY25: 1.04p). Adjusted EPS and adjusted diluted EPS was 11.48p (FY25: 12.77p), reflecting the decreased adjusted profit after tax and the weighted average share count. The EPS calculations have been restated in the prior year to better reflect the treatment of RSAs, as set out further in note 10.

Cash flow

Cash generated from operations was £11.1m (FY25: £13.4m), after deducting acquisition consideration treated as remuneration, and other adjusting items paid. The conversion of operating profit into cashflow reflects increased working capital, as noted in the first half results, alongside acquisition payments on the completion of GWW.

In the working capital movement, trade receivables grew by £4.8m and Group debtor days were 111 days (FY25: 110 days), both measured on a consistent pro-forma basis including revenue from acquisitions on a full-year basis (see note 18). The increase in trade receivables in the year was particularly notable in the Business Services and Property platforms, reflecting their growth. Renewed attention has been brought from Q4 FY26 across the wider business on outstanding receivables, with increased communications and more frequent review and follow-up. Improving cash collections remains a key focus area as we seek to drive greater working capital efficiency across the Group.

Unbilled revenue recognised in the Group's accounts rose by £2.6m to £27.5m (FY25: £24.9m), representing 62 days of pro-forma net revenue (FY25: 58 days), principally in our Business Services contentious workstreams, alongside our corporate recovery and real estate businesses.

Alongside, our litigations and class actions teams continue to progress several contingent workstreams. The majority of these workstreams are not yet recognised in revenue nor unbilled assets given their contingent nature, and do not yet offset the associated cash outflows of our relevant teams or external counsel or other costs, unless insured or part-funded.

Capital expenditure was £2.8m (FY25: £1.5m), primarily reflecting IT infrastructure projects and some office refurbishment and fit-out.

The Group also provided £3.4m of funding to the employee benefit trust ("EBT") to purchase 2,804,789 shares at the prevailing market share price, to hold for the satisfaction of future share awards. The Group will likely fund the EBT further in the future, continuing the recycling of shares and managing award dilution.

Net interest received was £1.3m (FY25: £3.5m), reflecting the higher cost of maintaining and periodically drawing the Group's enlarged RCF, offset by monies on client funds held related to transactions. Lease payments were largely unchanged at £5.3m (FY25: £5.4m).

Dividends paid were £12.9m (FY25: £12.5m), reflecting the FY25 final dividend of 6.2p, paid in November 2025, and the FY26 interim dividend of 3.3p.

As a result, the Group increased its RCF drawn to £33.3m (FY25: £18.7m) and at the year end, the Group's net debt position was £25.3m (FY25: £6.6m), see note 23. Reducing overall leverage, partly though our focus on greater working capital efficiency, is a key priority for the coming year.

Balance sheet

The Group's net asset position at 30 April 2026 was £57.6m (FY25: £67.5m). The movement principally arises from retained profits and movements related to share awards, net of dividends paid and shares purchased in the Group's EBT.

Non-current assets increased to £40.3m (FY25: £37.5m), principally reflecting purchases of property, plant and equipment, intangibles added on the GWW acquisition and additional right-of-use asset on additional leases entered into in the year, part offset by ongoing amortisation of acquired intangibles and depreciation on right-of-use assets, and prepaid consideration on acquisitions unwind.

The Group has £33.4m (FY25: £46.8m) of retained earnings, with the decrease primarily reflecting dividend payments in the year offsetting statutory retained profits.

Dividend

The Board paid an interim dividend of 3.3p per share in March 2026 (FY25: 3.3p) and is proposing a final dividend of 2.0p per share (FY25: 6.2p) to be approved at the Company's Annual General Meeting on 6 October 2026. If approved, the final dividend will be paid on 13 November 2026 to shareholders on the register at the close of business on 16 October 2026. This takes the full-year dividend to 5.3p per share (FY25: 9.5p), representing a payout ratio of up to around 45 per cent of adjusted profits, placing the dividend on a more sustainable footing, with greater dividend cover and providing flexibility to deliver both progressive dividend growth and other shareholder returns through the cycle.

Chief Financial Officer's Report
continued

The Group's capital allocation approach has also included buying shares in recent years through the EBT, to recycle shares for future employee share awards and manage ongoing shareholder dilution. The Board will continue to consider the future use of the EBT and the potential for share buy-backs to supplement shareholder distributions and manage shareholder dilution. The Board also considers the current share price as undervaluing the Group's prospects and it is the Board's intention to appropriately balance these considerations alongside balance sheet strength and the Group's ability to invest in enablers for margin-enhancing growth going forward.

Risk management and going concern

The Group's risk management approach incorporates regular monitoring of macroeconomic and market conditions and their potential impact across all platforms. As CFO, I have primary responsibility for maintaining oversight of developments that may affect the Group's financial performance, in close partnership with the CEO and the Board. The Risk Committee, which became a standalone committee following the separation of the combined Audit and Risk Committee in July 2025, now provides enhanced focus on the Group's risk framework, reporting directly to the Board.

In assessing the going concern basis of preparation, the Directors have reviewed the Group's current financial position, available facilities, and financial projections over a period of 12 months from the date of approval of these financial statements. Under the base case and the downside scenarios modelled, which incorporate a material deterioration in trading conditions, the Group maintains adequate liquidity and complies with its financial RCF covenants throughout the assessment period.

Having considered the above, the Directors have a reasonable expectation that the existing resources of the Group and the Company are adequate to meet their requirements through the going concern period. Accordingly, the Directors consider it is appropriate to adopt the going concern basis in preparing these financial statements.

Looking ahead

FY26 has been a year of continued growth and important strategic progress, with increased costs reducing adjusted operating margin. We are clear about the margin improvement opportunity and the specific levers available to us: pricing discipline; active cost management; and the maturing of our organic growth investments.

The investment in Cosine, the pricing and revenue management software, which is being implemented and is being rolled out currently in H1 FY27, should help enable us to better price and monitor client engagements and help maintain our financial pricing rigour going forward in our legal services business.

Key cost actions are already in progress, including a recently internally announced redundancy programme with proposals to reduce headcount by approximately 40 roles, primarily in the business support teams. The consultation process is underway and the proposals for headcount reduction, alongside tighter discretionary spend level targets part offsetting inflationary pay and other cost base increases.

Improving our working capital position and balance sheet strength is also a key focus through FY27.

Each of these levers has a defined runway and I look forward to being able to report progress in due course.

Trading in the early weeks of FY27 is in line with the Board's expectations, with good activity levels and the continuing resilience of our four-platform model. The Board remains conscious of near-term macro uncertainty, which we will monitor carefully. Overall, the Group is well positioned for sustainable profitable growth and I look forward to further progress in the year ahead.

John Paton
Chief Financial Officer

20 July 2026

We are *Gateley*

Our ***10-year Plc milestone***, ***15th strategic acquisition***, ***21 national award wins***, ***1,500 press mentions*** and ***69 fee earner promotions*** reflect the hard work, expertise and commitment of people across the Group.

Together, they demonstrate our continued progress in building a distinctive, client-focused business where our people can thrive.

Advancing our diversification strategy

In 2025, we marked 10 years since becoming the first UK law firm to list as a Plc. Our IPO strategy was clear: to build a differentiated professional services group, with law at its core, through targeted acquisitions that strengthen and extend our client offering.

In September 2025, we completed our 15th strategic acquisition. By adding Groom Wilkes & Wright ("GWW") to the Group we extended our reach in trade mark work across our consultancy and legal services teams who operate in this field. GWW has been trading strongly and ahead of our expectations since acquisition.

Expansion in the Middle East

As outlined in last year's report, we relaunched our Dubai office as Gateley Middle East in March 2025, alongside the appointment of a highly regarded corporate team led by corporate partner Darren Harris, who also became office head.

This strategic move was designed to broaden our complementary services in the region and create further client, revenue and margin opportunities. Over the past 12 months, the team has continued to grow, strengthening its capability through key lateral hires, the launch of a tax practice and a series of business award wins. Its recent move to the heart of the Dubai International Financial Centre further reinforces our long-term commitment to expanding our legal and business services platform across the UAE and wider region.

The launch of Gateley IP

In May 2026, we launched Gateley IP, creating a dedicated patent and trade mark attorney group that strengthens our specialist capability within the Group.

Gateley IP brings together Adamson Jones, Groom Wilkes & Wright and Symbiosis IP, combining specialist patent and trade mark attorney teams with Gateley Legal's IP solicitors to provide a full suite of services that help businesses protect, commercialise and enforce their intellectual property.

The brand was launched during INTA, one of the leading events in the global IP calendar, giving it immediate international visibility and bringing more than 100 guests together in London to mark the occasion.

Together, this strengthens Gateley's proposition for clients seeking to protect innovation and create long-term value.

Leaders and dealmakers

Our corporate and banking teams completed more than 220 transactions during the financial year, with an aggregate deal value of £3.7bn. We were named Corporate Law Firm of the Year at the Midlands Dealmakers Awards and Beth Mather, our corporate national head, was awarded Corporate Lawyer of the Year at the awards. Beth was also recognised in The Lawyer's 2025 Hot 100 hall of fame.

Across the Group, our teams and individuals have continued to receive significant external recognition winning 30 national awards in the last 12 months reflecting the quality of our people and the outcomes they deliver for clients.

We are Gateley continued

Building visibility and influence

We have also increased Gateley's external profile, with our experts contributing to mainstream broadcast interviews and national, regional and trade media coverage. During the year, we achieved around 1,500 press mentions and materially expanded our audiences across all social media channels.

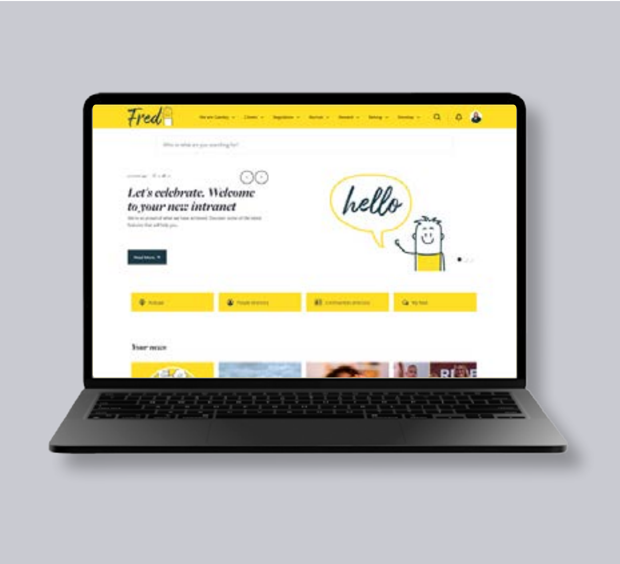
We delivered a strong programme of flagship events for clients and industry partners, including our annual Economic and Political Outlook Forum at Mansion House in October.

The event brought together around 300 clients, business leaders and contacts for an expert discussion chaired by BBC Radio 4 presenter Justin Webb, with panellists including the BBC's chief international correspondent, an economist and the executive director of the Bank of England.

We convened the first-year cohort of 50 companies from the West Midlands Combined Authority's high growth accelerator programme to recognise its progress and impact.

Funded by the Mayor of the West Midlands and WMCA, and delivered by Gateley Global, our economic investment consultancy, the programme supported businesses across automotive, telecoms and IT, manufacturing, technology and marketing.

We also launched Talking Tech, a new podcast from Gateley's tech sector group, providing insight for founders, business owners, innovators and investors across the technology market.



Engaging and connecting with our people

Following its relaunch in early 2025, our employee intranet FRED (Find, Research and Engage Daily) has become our primary internal communications platform. The channel has generated more than half a million views this year and now delivers personalised content by office location and business area.

Homepage news, search, personalised news feeds and colleague shout-outs are driving engagement, alongside the Rodcast, which continues to connect colleagues with regular conversations led by our CEO.

Celebrating talent and achievement

In 2025, Gateley achieved a 'Great Place to Work' accreditation, with more than 1,100 colleagues contributing to the independent employee engagement survey.

The results highlighted the strength of our people-led culture, with particularly strong scores for culture, fairness and pride, and recognised the trust, inclusivity and positive working environment that underpin the employee experience across the Group.

We strengthened capability across the Group with 69 fee earner promotions, including 12 to partner, and 13 partner lateral hires across our Business Services, Corporate, People and Property platforms.

These developments reflect the continued strength and depth of our talent pipeline, and our focus on building the leadership, specialist expertise and organisational capability needed to support the Group's next phase of growth.

We continued to invest in engagement and recognition through a programme of internal events and awards.

In October, our annual Gateley Team Spirit Awards recognised colleagues who consistently demonstrate our values and make an exceptional contribution to the Group. Around 300 colleagues were nominated in 2025, with 43 shortlisted and 11 winners.

We also held our second annual Decades Dinner to recognise colleagues celebrating significant career milestones with the Group. The gathering was a reminder of the loyalty, commitment and long-term contribution that many of our colleagues continue to make to help shape Gateley's success.

Last summer, we marked 15 years of our Manchester office and strengthened our community engagement through a partnership with The Lowry, one of the UK's leading arts and cultural venues. Our support for its 'Socially Engaged Arts Programme' reflects our commitment to making a positive impact in the communities where we operate. We celebrated the milestone with clients, colleagues and the media at an anniversary event at The Lowry, which was also marking its 10th year. The event was a fitting celebration of our Manchester journey and the partnerships that help us make a meaningful difference in our local markets.

Responsible *Gateley*

Our impact extends beyond our business performance. It is reflected in the relationships we build, the partnerships we invest in and the communities we support.

Delivering sustainable impact for ***people***, ***planet*** and ***partnerships***

Last year, we established 14 objectives aligned to the United Nations Sustainable Development Goals (UNSDGs), providing a clear framework for accountability and progress. Having made strong progress, we will now introduce a new set of objectives for the coming year focused on the areas where we can deliver the greatest impact.

Our 2026 **Responsible Business Report** brings our environmental and social mobility commitments into focus, demonstrating how sustained collaboration, shared commitment and purposeful action are delivering measurable outcomes.

Partnerships that strengthen people and communities

Partnerships remain central to how we extend our reach and deliver meaningful outcomes. During the year, we strengthened existing relationships and launched new initiatives designed to create opportunity, reduce barriers and support long-term community impact.

Through Birmingham Panthers, we launched Gateley Gateway to Netball, supporting young people through sport, wellbeing and education. With Maiden Cricket, we introduced the Gateley Schools Programme, improving access to sport by providing high-quality kit for girls in state education, where access to appropriate teamwear remains unequal.

Our partnership with the Heart of England Forest continues to support the creation and conservation of native woodland, while enabling hundreds of school children from disadvantaged backgrounds to experience and connect with the natural environment.

Together, these partnerships underline the value of targeted collaboration in creating opportunity from widening access to sport and education, to building confidence and helping the next generation realise their potential.

When our people give their time, impact travels further.

Over the past year, our people have supported the good causes they care about most, giving their time, skills and energy to projects that make a visible difference.

Initiatives such as our first Pedal with Purpose challenge - which brought 432 colleagues together across eight of our offices for a static bike charity challenge - demonstrate the strength of this collective commitment.

Together, that collective effort has added up to something powerful. We raised £100,000 for our charity partners, volunteered more than 3,000 hours, and worked with over 100 causes through 400 activities across the UK. Each one was made possible by our commitment to giving everyone up to 15 hours of paid volunteering leave each year, empowering our people to contribute in ways that feel meaningful to them.

Our impact wasn't limited to one location. It reached across the areas where we operate, guided by what each community needed most and delivered with our local partners. From hands-on practical support to mentoring and skills-sharing, our people worked alongside charities, schools and community groups to help them do more of what matters.

Here's a snapshot of where that shared effort reached:

- supporting Rainbows Hospice in Market Harborough and Beeston by sorting and processing vital donations
- helping maintain green spaces at Harlow Museum with hands-on groundskeeping
- improving local accessibility by updating wheelchair access information through Wheelmap
- working alongside Riding for the Disabled to support service users and care for horses
- learning together through a national Guide Dogs session on understanding body language
- packing food for families with Fareshare Midlands and ReadiFood
- assembling aid packets for communities affected by Hurricane Melissa in Jamaica
- building confidence and employability skills with students at Allerton Grange School
- transforming outdoor spaces for children at Go Beyond's Daleside Centre
- litter picking and woodland maintenance at Heaton Park in Manchester
- supporting community fundraising at the Reading Santa Fun Run for Royal Berks Charity
- reinvigorating garden spaces at North Cambridgeshire Hospital, creating calm places for patients and families

Each action on its own might feel small, but together, they've strengthened local connections to help communities thrive. This is how impact grows, not through one-off initiatives, but through many people pulling in the same direction, alongside partners who know their communities best.

Responsible Gateley
continued

A clearer view of our footprint

This year, we received our second Net Zero report through our sustainability partner, Flotilla, giving us a clearer view of our environmental impact. It included verified greenhouse gas emissions data and a baseline carbon reduction plan for the financial year, so we were working from evidence, not assumptions.

That matters because good decisions start with a clear picture. With a reliable baseline in place, we can track progress over time, see where emissions are coming from and focus our efforts on where they'll make the biggest difference.

During the reporting period, we:

- switched our Birmingham, Manchester and London offices to 100% green, REGO-certified energy tariffs;
- introduced digital screens in office common areas to reduce printed materials and support more sustainable workplace communications;
- offset carbon emissions from all business travel booked through Gray Dawes, our travel management company, while continuing to encourage lower-carbon options, including Group transport for Gateley events where possible; and
- consolidated two Cardiff offices into one location to reduce our carbon footprint, while continuing to review the wider estate for further consolidation opportunities.

Bringing Net Zero to life through conversation

Data is only the start. To turn the report into action, we held our first Net Zero workshop, bringing our people together to explore what decarbonisation looks like in practice at Gateley.

We focused on four key areas where we can reduce emissions most effectively:

- travel and logistics
- our people
- our buildings
- our supply chain

The session produced practical actions we can share across teams, helping everyone play a part in gradually reducing our carbon emissions.

It's a meaningful step forward. Not because one workshop changes everything overnight, but because it builds a shared understanding and keeps the conversation open and grounded in what we can do.

Advancing our sustainability agenda

From achieving an EcoVadis 'Committed' rating and progressing our Net Zero 2040 ambition, to delivering practical initiatives across resource reuse, biodiversity and carbon offsetting, we are taking measurable steps to reduce our environmental impact. We recognise that lasting progress depends not on isolated actions, but on consistency, accountability and continuous improvement.

The road to 2040

Our commitment is clear: we're working towards Net Zero by 2040. The report gives us the baseline. The workshop helps us turn that baseline into action, together.

Next, we will keep building momentum by continuing to:

- use data to guide priorities and track progress;
- share learning and practical ideas across teams; and
- keep progress moving through small changes that add up over time

Reaching Net Zero isn't a one-off project. It's a long-term shift in how we work, and it takes all of us, and the partners and suppliers we work alongside, to make that shift real.

UK energy consumption and greenhouse gas disclosure

This section sets out our mandatory reporting on greenhouse gas ("GHG") emissions and global energy use under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 and the Streamlined Energy and Carbon Reporting ("SECR") requirements under the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. Energy use and GHG emissions have been calculated using established guidance, with support from Flotilla, an independent third-party consultancy.

The data reported relates to Gateley Plc. The parent company consumes less than 40MWh of energy per year and is therefore exempt from providing full disclosure in this report.

The reported energy and GHG emissions data complies with SECR requirements and has been calculated in accordance with the GHG Protocol and SECR guidelines. Energy use and GHG emissions are reported for buildings and transport where Gateley has operational control, including electricity, natural gas and business travel in company-owned or grey-fleet vehicles. The table below details the regulated SECR energy and GHG emissions sources for the reporting period from 1 May 2025 to 30 April 2026.

Data records and methodology

Where available, metered kWh consumption has been taken from supplier or landlord invoices.

Scope 1, 2 and 3 consumption and CO$_2$e emissions data has been calculated in line with the 2026 UK Government environmental reporting guidance. The relevant emission factor databases, consistent with that guidance, have been used, applying the current published kWh gross calorific value (CV) and kgCO$_2$e emissions factors for reporting years ending 30 April 2026 and 30 April 2025:

- Database 2026, Version 1.0

Scope 1 emissions relate to natural gas usage within our leased property estate, with scope 2 emissions relating to electricity usage in the same property estate, Scope 3 transport emissions have been calculated using mileage expense claim records and the average UK split between petrol and diesel vehicles to estimate relative fuel use. Mileage by fuel type was converted into equivalent GHG emissions using the most recent emissions factors published by BEIS in 2026, then divided by the gross calorific value to calculate kWh consumption.

Under the market-based assessment, our scope 2 emissions are significantly reduced due to the REGO certified green energy tariffs that cover our largest office locations of Birmingham, London and Manchester. Scope 2 location based emissions have been restated for the prior financial year as a result of the benefit of REGO certified green energy tariffs being applied to the location based measures rather than the market based assessment. Prior year electricity kWh has also been restated following a third party review of usage.

Looking to the future

Across our Responsible Business activity, our people remain central to our progress. Through community groups, volunteering and everyday decisions, they turn ambition into action and help extend our impact.

Looking ahead, we will build on this momentum by strengthening strategic partnerships, deepening our sustainability activity and creating further opportunities for our people to support the communities around them.

	2026	2025 (restated)	Change
Energy (thousand kWh)			
Natural Gas	867	1,057	(18%)
Electricity	1,873	1,859	1%
Transport	359	346	4%
Total energy (thousand kWh)	**3,099**	3,262	(5%)
Emissions (tCO$_2$e)			
Natural Gas (scope 1)	175	194	(10%)
Electricity (scope 2) – Location based	245	243	1%
Electricity (scope 2) – Market based	28	43	(46%)
Transport (scope 3)	85	82	4%
Total SECR emissions- Location based	**505**	519	(3%)
Total SECR emissions – Market based	**288**	319	(10%)
Intensity metrics			
£m turnover	194.3	179.5	8%
tCO$_2$e per £m of turnover – location based	**2.6**	2.9	(10%)
tCO$_2$e per £m of turnover – market based	**1.5**	1.8	(16%)
Average headcount	1,576	1,545	2%
tCO$_2$e per employee – location based	**0.3**	0.3	(5%)
tCO$_2$e per employee – market based	**0.2**	0.2	(12%)
Square footage (thousand sq.ft)	117	117	0%
tCO$_2$e per square foot – location based	**4.3**	4.4	(3%)
tCO$_2$e per square foot - market based	**2.5**	2.7	(10%)

Responsible Gateley
continued

Task Force on Climate-Related Financial Disclosures

This report has been produced in line with the new climate-related reporting requirements in accordance with section 414CA and 414CB of Companies Act 2006, which is aligned with the Task Force on Climate-Related Financial Disclosures ("TCFD") recommendations.

We recognise the climate change risks facing the global environment, and we support the global transition towards a sustainable low carbon economy with a transition towards net zero.

We understand effective management and adaptation to climate-related issues will be an iterative process, that will require continuous improvement. We are committed to building on our current understanding, management, and resilience to climate risk and intend to continuously advance our strategic and financial planning to ensure effective climate change adaptation. We will be transparent and communicate our progress in this space via annual TCFD-aligned reporting.

Climate-related risk to the business is not considered a principal risk to the business, given the inherent resilience of our business model to the worst physical impacts of climate change, and our ability to adapt our strategy in response to the transition to a low-carbon economy. Our climate-related risks and opportunities analysis focuses on how the potential impacts of climate change might impact our ability to achieve our purpose: to deliver results that delight our clients, inspire our people and support our communities. Further attention was also given to the potential impacts of climate change on our infrastructure and our consequential ability to operate effectively.

The disclosures that follow summarise our response to each of the 11 TCFD recommendations:

Requirement	Disclosure
Governance	
Describe the Board's oversight of climate-related risks and opportunities	The Board has oversight and overall responsibility for climate-related risks and opportunities on the business, including ensuring there are appropriate processes to identify, assess and mitigate climate-related risks. The Board and Risk Committee are responsible for ensuring that climate risks are managed in line with our Group-wide risk management framework. The Board and/or Risk Committee will receive an annual presentation on ESG[8] and sustainability including climate-related risks and how the business is working to mitigate the impact of such risks, as well as maximising any opportunities.
Describe management's role in assessing and managing climate-related risks and opportunities	Management of climate-related risks and opportunities on a day-to-day basis resides with our Responsible Business team which meets regularly. Membership of this team includes key senior leaders such as the Chief Risk Officer and Chief Marketing Officer, supported by the Responsible Business Manager. At each Responsible Business team meeting, updates relating to environmental and climate-related matters are discussed, and the team actively monitors progress against agreed actions and initiatives to ensure the Group responds to climate-related risks effectively. The Operations and Strategic Boards, as well as the Risk Committee, will consider ESG and sustainability including climate-related risks and how the business identifies, assesses and manages the impact of such risks, as well as maximising any opportunities, in line with the Group's risk management framework.
Strategy	
Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term	We have outlined the climate-related risks and opportunities in the table that follows. We have classified these risks and opportunities according to their potential to impact our people, clients, communities and infrastructure; in order to identify where they may impact our ability to deliver positive outcomes in line with our purpose. The risks and opportunities have been considered in the context of their potential impact over the short term (1-3 years), medium term (3-10 years) and long term (10+ years). These timescales align to those used in the context of the Group's broader strategic planning process.
Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	We have considered the impact of climate-related risks and opportunities on our business strategy and financial planning in the table that follows. We recognise that our assessment will continue to mature over time and that more work needs to be done as our collective understanding of climate-related risks and opportunities evolves. During the year the Board has invested in purchasing carbon offsets to fully offset business travel booked through our travel management provider, Gray Dawes and continues to review the Group's office estate for consolidation opportunities to reduce our climate footprint.
Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2 degrees or lower scenario.	The assessment considered two climate scenarios: Net Zero scenario: The Net Zero scenario is the most ambitious scenario and assumes that global warming can be limited to 1.5°C by 2100, supported by the immediate introduction of stringent climate policies across the global economy, enabling Net Zero targets to be achieved by 2050. Key assumptions underpinning this scenario include policy measures that drive technological innovation and market transformation to support the decarbonisation of the power sector. As a result, the cost of traditional fossil fuel energy sources increases as they become less competitive against renewable and other low-carbon alternatives, which continue to become more cost-effective. Current Policies scenario: The Current Policies scenario projects the future of energy and climate on the assumption that existing laws and policies remain in place, with no additional measures introduced. Under this scenario, no further action is taken to address climate change, improve energy efficiency or accelerate the transition to cleaner energy sources beyond current commitments. This scenario assumes global warming of more than 4°C by 2100. The macroeconomic inputs and assumptions used in the scenario analysis were drawn principally from the Network for Greening the Financial System (NGFS) and the International Energy Agency (IEA). Given the inherent resilience of our business model, the Board considers that the Group is well positioned to adapt to the most significant physical impacts of climate change, while continuing to evolve its strategy in response to the transition to a low-carbon economy.

8 ESG refers to environment, social and governance matters and efforts.

Responsible Gateley
continued

1.5 degrees above pre-industrial levels

Risk/ opportunity	Timeframe	Business impact	Business response/mitigation
Clients			
Property loss/ damage due to climate-related change events.	Short / medium term	The increase in climate-related weather events (such as floods) has and will continue to cause property damage and loss for our clients. There is an opportunity for the Group to offer relevant services to support our clients negatively impacted by such weather events.	We have invested in the capabilities of qualified and experienced loss adjusters through the acquisition of Gateley Smithers Purslow. The team provides specialist insurance loss services to clients impacted by climate- related events to ensure that our clients can respond to and recover from the risk presented through premises damage and the inability to occupy.
Transition to a net zero carbon economy.	Short / medium term	There is an opportunity to review the products and services that we offer our clients to help them to achieve their own net zero carbon objectives throughout their supply chain. Risk exists that we could lose our trusted adviser position if we are unable to provide the advisory support which our clients require, and they look to another provider for that and associated advice.	Through our annual business planning process and regular client listening, we are actively engaging with our clients to understand their sustainability challenges and concerns within their operations and where we can provide legal advice and advisory services to help them to address these challenges. Such opportunities are reviewed on a quarterly through each of our four platforms and discussed within our Strategic Board.
Clients / People			
Reputation	Medium / long term	Being linked to clients or suppliers that are not operating in a sustainable manner would be detrimental to our responsible business ethos, damaging our reputation both inside and outside of the business, which could result in clients deciding to no longer instruct us.	We review the clients that we engage with to assess their ESG commitments, including their sustainability protocols, and would escalate any decisions on whether to act for a client which did not operate in an ethical manner to our Board. Gateley is well-placed to influence the energy agenda as we work for 18 of the UK's top 20 housebuilders and are involved in many significant infrastructure projects. We are able – through the professional advice that we give – to support our clients in delivering strategies which make a positive impact in terms of CO_2 reduction including new public transport connections, walking and cycling routes and green infrastructure. Strategic procurement projects are reviewed from a sustainability perspective to ensure that all aspects of our supply chain are as sustainable as they can be, recognising that many businesses, like us, are on a journey towards net zero and are evolving their products and working practices.
People			
Talent retention	Short / medium / long term	We are a people business and attracting and retaining the best people is essential to the future success of our business. Ensuring that our people understand and buy-in to our sustainability commitment, recognising our activities as credible and authentic, is central to delivering our purpose as a responsible business.	We engage with our colleagues to provide opportunities for them to support our transition to net zero through changes in the way that they work (for example using Teams technology to avoid excessive travel or the ongoing commitment to paper lite working practices) or the way that they commute to our offices (through the introduction of an electric/ hybrid car scheme or the ability to work on an agile/ hybrid basis).
Communities			
Reducing carbon with our supply chain	Short / medium / long term	Although our supply chain is not as carbon intensive as other sectors, we remain reliant on the actions of the suppliers within our supply chain to meet their low carbon/ net zero targets. The risk is that suppliers are unable to meet their low carbon targets in the timeframe that would enable us to meet our own.	Our procurement strategy continues to focus on working with suppliers that share our commitment to ESG principles across all aspects of their operations. Sustainability assessments form part of each strategic procurement decision.

Risk/ opportunity	Timeframe	Business impact	Business response/mitigation
Infrastructure			
Business occupancy	Short / medium term	The increased use of agile working, both within our own operations and that of our clients, has significantly changed the number of people who routinely commute into our office network daily. This creates a risk that property-related cost is being incurred that is not required. There is also an opportunity to consider the use of our office space and identify opportunities to reshape the space that we use, potentially generating additional revenue for the Group.	We actively review our property portfolio to consider whether the space can be used in a different way which would reduce cost or generate additional revenue. We continue to consolidate our occupied office space and have closed under-occupied floors in our hub offices, for example in Manchester. Reviews of our building lease arrangements continue as and when commitments are up for renewal.

4 degrees above pre-industrial levels

Risk/ opportunity	Timeframe	Business impact	Business response/mitigation
Clients			
Impact of extreme weather events	Medium / long term	Clients are exposed to the impact of extreme weather and the ability to operate in locations where extreme weather events, such as wildfires or flooding has taken place. Our property developers and housebuilders may not be able to find opportunities to acquire suitable land or to develop the land that they already have as a result of the unsuitability of certain locations due to climate-related events. This could lead to a reduction in instructions for Gateley.	We are a resilient and diversified business which ensures that we can provide support to a diverse client base and are not over-reliant on a sector or geography. The diversified offering, with the combination of legal and advisory services, means that we are well placed to help our clients to implement strategies and solutions to mitigate the risk to their businesses or to recover post-incident.
People			
Impact of extreme weather events	Short / medium / long term	Like our clients, extreme weather events could make it difficult for our colleagues to work in certain office environments, but it does depend on the type and location of the extreme weather event.	The shift to hybrid working has ensured that we are able to deliver excellent client service regardless of office location. With continued use of agile working practices combined with technology, we would be able to service our clients in spite of the impact of extreme weather events.
Infrastructure			
IT infrastructure	Medium / long term	Extreme weather events could damage our IT infrastructure, for example due to fire, flood or overheating. Our ability to deliver our services would be significantly impacted by the loss of our IT environment.	Through our business continuity planning and training, we regularly review, update and test the protocols which would ensure that we could continue to operate if one of our technology hubs was unavailable. We use fail over technology to ensure that we could move our operations to servers operated in technology hubs not impacted by this weather event.

Responsible Gateley
continued

Requirement	Disclosure
Risk management	
Describe the organisation's processes for identifying and assessing climate-related risks	The identification and assessment of climate-related risks that are most likely to impact the business are undertaken in accordance with our overall risk management process, and in particular our risk management framework, as outlined on pages 41 to 43. On an annual basis, as part of our business continuity review, our Operations Board will consider emergency scenarios which may impact the Group, including climate-related scenarios.
Describe the organisation's processes for managing climate-related risks	Our processes for managing climate-related risks are consistent with our processes for managing other risks in the business in line with our risk management framework and follow standard risk management processes; a risk identification exercise is performed, followed by an assessment of the identified risks based on a likelihood and impact scale, and the development of a mitigation plan which is then implemented and regularly monitored on an ongoing basis.
Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management	Our approach to climate-related risk management is aligned to our Group-wide risk management framework and the approach taken to other Group risks. The Risk Committee identifies, assesses and monitors both existing and emerging risks on a quarterly basis, as outlined on pages 41 to 43. Many of the risks faced by the Group are similar to those risks faced by other businesses and, due to the nature of the business and the markets in which we operate, many of the risks we face including climate-related risks are ongoing.

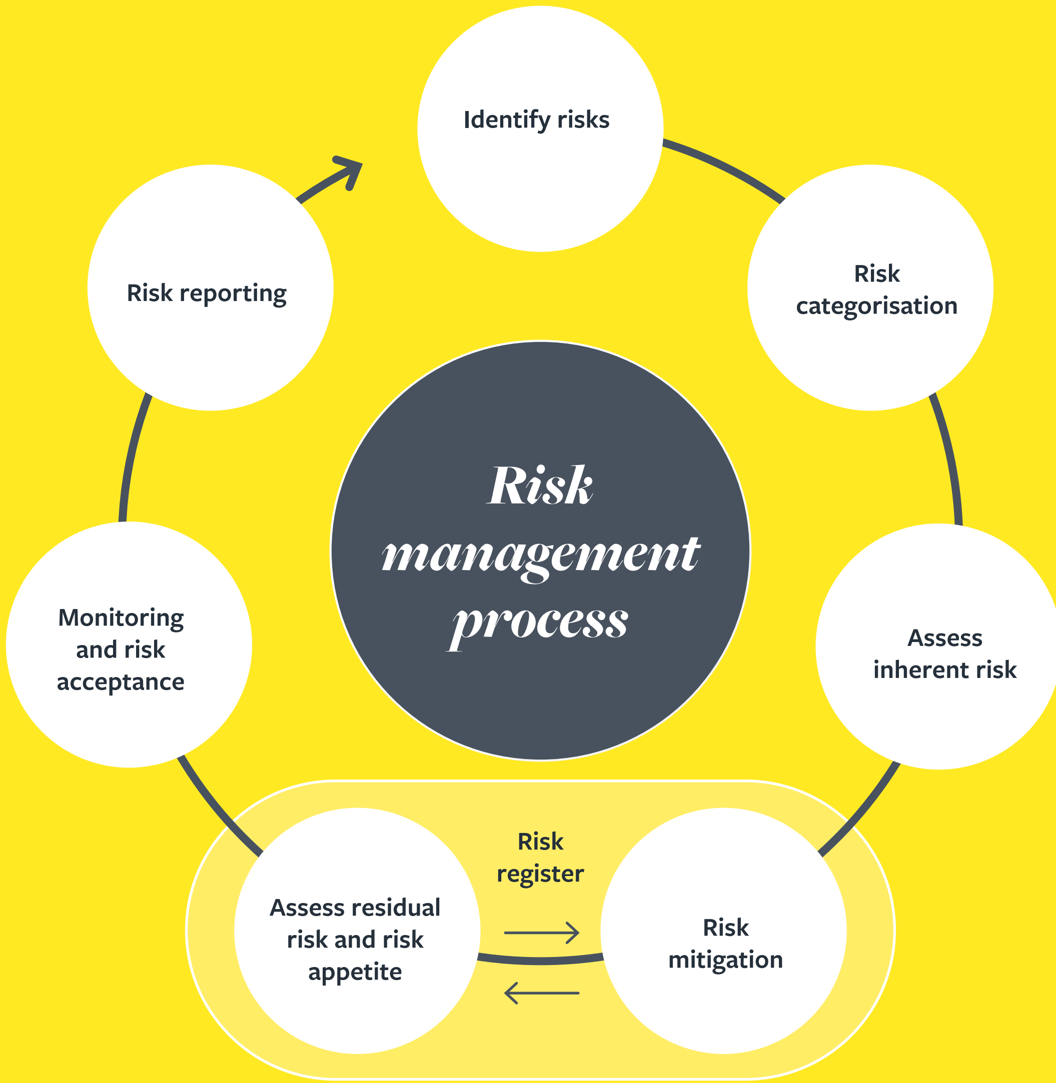
Metrics and targets	
Describe the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process	We are committed to supporting the global transition to a sustainable low carbon economy and our ambition is to achieve net zero GHG emissions ahead of the UK Government's target of 2050, aligned to the goals of the Paris Agreement. This action ensures we play our part in the collective effort to mitigate the worst climate-related risks noted above by reducing the impact of climate change on society globally. Our key metrics are therefore GHG emissions. In addition to GHG emissions, financial metrics including revenue, operating costs and asset values help inform the assessment of climate-related risks and opportunities in line with the Group's strategy and risk management process. In FY27, we will continue to work with our net zero consultants, Flotilla Group, in order to evolve our sustainability action plan and continue to monitor the Group's progress against our GHG emissions reduction targets, the outcome of which we expect to report in next year's Annual Report. As our understanding of climate-related risks and opportunities continues to evolve, we may need to revise the appropriateness of any metrics and targets, as well as identify new metrics and targets to effectively monitor and measure our climate-related performance over time.
Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas emissions, and the related risks	We report scope 1, 2 and part of scope 3 greenhouse gas emissions resulting from the energy used in our buildings and employees' business travel as summarised on page 35. Reported energy and GHG emissions data is compliant with SECR requirements and has been calculated in accordance with the GHG Protocol and SECR guidelines. We have continued to partner with Certified B Corp net zero consultants Flotilla Group and are using their net zero platform Flotilla World to more efficiently capture our sustainability metrics.
Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets	In line with the approach being taken by other legal and professional services firms in relation to setting net zero targets (recognising that the Government's Net Zero Strategy has set a target date of 2050 for the UK to achieve net zero), we are committed to: • The attainment of net zero emissions by 2040. • Setting interim targets for 2030 to reduce CO_2 emissions by 50% compared to 2025 levels. Our 2025 scope 1,2 and 3 emissions are reported on page 35. We continue to make progress against our interim target and as shown in the SECR table, have reduced emissions by 3% from our baseline year of 2025 under the location-based assessment and 45% under the market-based assessment, as a result of the REGO certified renewable energy consumption. The Group remains committed to working towards attaining its net zero ambition by 2040. The baseline year has been revised from 2019 to 2025 due to the improved data captured in 2025 that allowed our net zero consultants, Flotilla, to verify our inputs. This will ensure that we can meet the demands of our clients, our people, and our investors.

Risk ***management***

Strategic delivery enabled through ***effective risk management***

Governance and polices
- Risk framework
- Risk appetite
- Risk policies
- Three lines of defence

Risk culture
- Values and behaviours
- Training and awareness
- Embedding in decisions
- Continuous improvement



Risk management continued

Risk management approach

Understanding and managing the risks faced by the Group allows us to make better more informed decisions and supports sustainable growth. It is fundamental to our continued success. We seek to operate by only taking risks which we understand and where the rewards are proportionate to the risks being taken. The Group's risk management framework and system of internal control helps to provide the Board with assurance that risks are properly identified, assessed and managed according to the Group's risk appetite.

Governance and oversight

Our risk governance framework is designed to be clear, comprehensive and effective, with well-defined lines of responsibility and accountability.

The Risk Committee plays a critical role in supporting the Board by overseeing risk across the Group including the Group's risk management framework. Horizon scanning is conducted across the Group, in particular by the Professional Regulation & Standards team, to identify potential emerging risks.

The Board undertakes a robust assessment of the key risks that could impact the business. They are detailed on pages 44 to 47. Each year, the Board evaluates the effectiveness of our risk management framework and system of internal controls including reviewing whether the risk management framework appropriately defines risk appetite.

This structured approach seeks to ensure that risks are managed effectively, supporting the Group's strategic objectives and long-term stability.

Role	Responsibilities
Board	• Carry out an assessment (at least annually) of principal risks and effectiveness of risk management framework and system of internal controls, and report to shareholders on such matters.
Risk Committee	• Approval of Group risk management framework, risk appetite and key risks. • Review and oversight of key risk themes and metrics. • Oversight of management of key risks. • Review of emerging risks and regulatory change.
Management (First Line of Defence)	• Ensure risk management is an integral part of implementing the business strategy. • Operate the business within set risk appetite and risk thresholds. • Responsibility for managing risks and implementing effective controls.
Risk and Professional Regulation & Standards (Second Line of Defence)	• Implementation of Group risk management framework and risk appetite. • Implement and manage the Group's system of risk related internal controls. • Develop and implement risk and regulatory management policies and tools, and lead communication and training. • Monitor progress of the key risk and regulatory themes. • Co-ordinate appropriate and timely delivery of risk management information to management and the Risk Committee. • Advise and challenge management on risk management and internal control processes.
Internal Audit (Third Line of Defence)	• Monitor effectiveness of risk management processes. • Perform tests of internal controls effectiveness. • Identify and agree corrective actions with management. • Liaise with Risk and Professional Regulation & Standards teams, including in relation to mapping of assurance activities to the Group's significant risks. • Report to the Audit Committee.

Risk management framework

During the year, we have introduced a new risk management framework with a defined and approved risk appetite for each key risk that applies across the Group. The risk management framework will continue to evolve in the coming year to reflect the changing environment in which the Group operates, for example regulatory change.

Risk appetite

"Risk appetite" defines the level and type of risk the Group is able and willing to accept in order to achieve its strategic objectives. The Group's risk appetite influences the organisational culture and operating decisions and is reflected in the way risk is managed.

The Group's risk appetite is reviewed at least annually in relation to its principal risks and is subject to Board approval. There are certain risk areas where we have a very low risk appetite such as legal and regulatory compliance. In such areas, we take actions to avoid or minimise this risk as far as possible. In other areas, such as acquisition and integration, we recognise the importance of managed risk-taking in order to achieve business objectives and goals. This approach helps to ensure that risks are considered appropriately and aligned with our long-term goals.

Risk identification and assessment

The Group adopts formal risk identification and management processes which are designed to ensure that risks are properly identified and evaluated, in line with our risk appetite. Our regular and ongoing risk oversight includes risk assessments across the Group which will continue to evolve to better understand the strength and performance of the controls in place, and potential gaps and weaknesses.

Management reporting

Effective risk reporting is fundamental to maintaining robust governance and informed decision making across the Group. Our reporting framework provides management with visibility of the most relevant risks, supporting the identification of areas of concern and prioritisation of actions, and the escalation and potential mitigation of the impact of new risk concerns in a timely manner.

Where risk exposures fall outside the Group's risk appetite, these are reported to the Risk Committee, alongside mitigating action plans. The nature and extent of mitigating actions are determined by the level and nature of the risk and the Group's risk appetite.

Future developments

Risk management will remain a central part of everyday business decision making across the Group. We will continue to enhance our management information to support the taking of risk-based decisions, whilst providing an effective level of risk and compliance oversight for the Group. We will continue to enhance our risk management framework as well as enabling the identification and mitigation of new or emerging risks.

Darren Drabble
Chief Risk Officer & Company Secretary

20 July 2026

Principal risks and uncertainties

The table below outlines the principal risks and uncertainties faced by the Group. They are not the only risks that may affect the Group, but they are the risks that the Board currently believes would have the most significant impact on the Group's strategy to achieve long-term profitable growth. There may be additional risks that materialise over time that the Group has not yet identified or deemed to have a potentially material adverse impact on the business and the business strategy.

Description	Mitigating actions	Risk trend	Net risk rating
Information systems, data security and cyber			
The Group places significant reliance on its IT systems for its day-to-day processes. Any loss or failure of its IT systems or failure to successfully deliver IT projects could have a negative impact on the Group's operations, reputation, financial performance and future success. **Due to the nature of the Group's business and its reliance on its IT systems for its operations, the Group is at risk of data mishandling, data loss, data corruption, cyber attack, security breach or data breach. The risk of cyber attack, security breach or data breach continues to increase for all businesses which operate using technology including legal and other professional services businesses. The risk to the Group includes the hacking of the Group's IT systems creating risks to client data, or of ransom attacks, or artificial intelligence attacks which could adversely impact the Group's ability to operate, its reputation, financial performance and future success.**	The Group's systems are supported by appropriately qualified and experienced individuals and third parties. The Group continues to invest in both the IT team which supports the business and its systems to address the constantly evolving data security and cyber risk landscape. The Group has a continuing programme to mitigate data security and cyber risk based on the adoption and continual improvement of IT security controls, processes and procedures. The Group monitors its systems on an ongoing basis and regularly reviews and tests the resilience of its security arrangements, working with external partners, for example implementing regular third party penetration tests, in order to identify and subsequently address possible weaknesses within the current systems. Policies, processes and regular information security awareness training helps colleagues to identify and mitigate data security and cyber risk. The Group maintains Cyber Essentials Plus accreditation and is in the process of working towards obtaining ISO27001 accreditation. The Group has in place a business continuity plan and an IT disaster recovery plan that are reviewed and tested as required. The Group maintains cyber insurance to provide support in the event of a data security or cyber attack.	↑	High
People and culture			
Well trained and experienced employees are essential for the delivery of excellent professional services. The market for such employees remains competitive and the loss of or failure to attract, incentivise and retain such employees could impact the Group's ability to deliver professional services, its reputation and its financial performance. **Inadequate or failed people processes or people behaviours, for example a failure to undertake effective succession planning for key roles, could adversely affect the Group's financial performance and achievement of its strategic goals.**	The Group has a continual focus on recruitment which is led by senior management, supported by an in-house recruitment team. The Group offers competitive remuneration and benefits packages which are regularly benchmarked, flexible working conditions and a collaborative team culture that values diversity, inclusivity, high performance and support. The Group has a set of values that underpin how colleagues work within the Group and which ensure there is a continuous focus on our values and culture, alongside a robust set of policies: ambitious for success; forward thinking; room to breathe; trusted to do; working together. Senior management engage regularly with colleagues to ensure they understand the Group's strategy and can be involved in, contribute to, and share in, the Group's success. This helps to reinforce the collaborative team culture. The Group undertakes colleague engagement surveys to understand how colleagues view the Group and the changes that can be made to improve and reinforce the Group's culture. The Group focuses on the retention and development of colleagues including a comprehensive training programme for colleagues providing management, leadership, career development, technical and skills development. The Board is responsible for the implementation of succession plans for key roles across the Group with investment continuing to be made in the recruitment of senior colleagues.	=	Medium

Risk trend: ↑ Increasing = No change ↓ Decreasing

Risk rating: High Medium Low

Description	Mitigating actions	Risk trend	Net risk rating
Economic environment			
Any potential economic disruption, downturn or uncertainty including external economic and market factors or the cost of living crisis could affect client demand for professional services from the Group or the Group's ability to convert unbilled time into fees which could adversely impact the Group's financial performance, its cash collection, its liquidity or its ability to deliver its strategic objectives.	The Group's business is broad-based and resilient, comprising legal and non-legal consultancy and professional services delivered to a diverse and wide-ranging client base. The diversification of business services and a balance between transactional services and litigation services enables the Group to achieve sustainable growth through a variety of macroeconomic conditions, with the Group not reliant on any one practice area, sector of the economy or client. The Group's growth strategy includes strengthening its business by broadening its offering through the acquisition of complementary legal and professional consultancy services businesses. A broader set of services creates additional channels to market, increases sales potential, facilitates a more flexible sales model and enhances client retention. The Group continues to focus on identifying and realising operational efficiencies to mitigate the impact of any changes in the economic environment. The Group maintains a strong balance sheet and manages its working capital with the use of external debt facilities to address any short-term economic instability.	=	Medium
Brand and reputation			
The success of the Group's business depends on the maintenance of strong client relationships and its reputation for providing high-quality professional services. If a client's expectations are not met, or if the business is involved in litigation or claims relating to its performance in a particular matter, the Group's reputation and financial performance could be adversely impacted. **The Group's reputation, business and financial condition could be adversely impacted through Gateley's involvement (as an adviser or as a litigant) in controversial legal proceedings or through the provision of legal and professional services to contentious clients.** **The Group regards its brand names, trademarks, domain names, trade secrets and similar intellectual property as important to its success. If the brand name or reputation of Gateley is damaged in any way or loses market appeal, the Group's future success and financial performance could be adversely impacted.**	The Group constantly focuses on maintaining and enhancing its brand and reputation as a provider of client focused legal and professional services. The Group regularly undertakes client engagement surveys to better understand client views on the services provided by the Group and where there are opportunities for improvement. New clients and matters go through an internal acceptance and onboarding process that includes a comprehensive risk assessment and the consideration of the potential impact of each engagement on the Group's brand and reputation. The Group operates a client risk committee comprising senior leaders and risk professionals in the Group which meets regularly to discuss whether the Group should onboard certain clients that may impact the Group's brand and reputation. The Group has processes in place to monitor any exposure to clients who become sanctioned or are politically exposed. All colleagues are expected to behave in accordance with the Group's culture and values, and the Group's policies and processes, supported by a comprehensive Group-wide training programme which includes bribery, modern slavery and anti-money laundering training. The Group takes appropriate steps to protect its intellectual property rights and has an internal communications team that monitors press and regulatory coverage so that the Group can respond promptly to any potential issues related to its brand or reputation.	=	Medium

Principal risks and uncertainties
continued

Description	Mitigating actions	Risk trend	Net risk rating
Legal and regulatory compliance			
The Group is subject to a range of laws and regulations including the AIM Rules, the Solicitors Regulation Authority's ("SRA") Code of Conduct for Firms, and legislation related to economic crime such as anti-money laundering or fraud. Failure to comply with these laws and regulations or to identify or comply with any new laws or regulations could negatively impact the Group including reputational and financial damage, fines, criminal prosecution, sanctions or the ability to provide services to clients. **The Group operates in a regulated market which imposes additional regulation, including restrictions on holdings of 10% or more under the Legal Services Act 2007 ('LSA'). The LSA states that the acquisition by any non-lawyer shareholder of a restricted interest (a shareholding of 10% or more) in Gateley Plc, (which is an SRA Licenced Body) without the prior consent of the SRA would be treated as a criminal offence. The SRA also has the power to force the divestment of any shareholding that breaches the rule or revoke the Licenced Body status of Gateley Plc which could negatively impact the Group.**	The Group has an experienced Professional Regulation and Standards (PRS) team which oversees the Group's regulatory policies and procedures and regularly monitors compliance with all necessary regulations including in relation to client acceptance, onboarding and file management. The Board is updated on material regulatory developments and any re-assessment of risk to the Group so that it can ensure that such matters are fully considered in all business and strategic decisions. The Group seeks to ensure that colleagues are appropriately trained, supervised and incentivised to ensure their behaviour and activities do not inadvertently result in poor client outcomes. Regular reviews of our training programme are undertaken in order to ensure mandatory training is completed and the training programme remains current in accordance with industry and legal requirements. The Group's legal services are Lexcel accredited (the Solicitor Regulation Authority's quality standard). These standards are applied across the non-legal sections of the business where applicable. In line with the Lexcel accreditation, regular client file reviews are undertaken for compliance purposes. Senior management and the PRS team work closely with the Group's regulators in relation to the reporting of breaches, thematic reviews, challenges and operational matters impacting the Group's services. The PRS team also maintain close relationships with the Governance team so that they are aware of any circumstances where a non-lawyer shareholder obtains a restricted interest in Gateley Plc and can obtain the SRA's consent. The Group has introduced a confidential independent external whistleblowing helpline to ensure colleagues are able to raise any concerns relating to the Group so that they can be promptly investigated and addressed.	↑	Medium
Professional liability and uninsured loss			
The Group provides legal and professional services which can result in the risk of potential liability for negligence, breach of client contract, breach of regulatory duties, and other claims by clients or third parties. Such claims have the potential to divert management time and focus from the Group's operations and negatively impact the Group's reputation, business and financial condition. **The Group's professional indemnity insurance may not be adequate to indemnify the Group for all liability that may arise or loss which may be suffered. Any liability or legal defence expenses that are not covered by insurance or are in excess of the insurance coverage could adversely affect the Group's business and financial condition.**	The Group is advised by market leading insurance brokers and maintains comprehensive professional liability insurance to reduce or mitigate financial risk from claims that may be made. Potential claims and complaints are dealt with by a central team within the Group to ensure they are handled effectively and in line with the Group's policies and procedures. The central claims team work closely with insurers and the relevant regulatory bodies to proactively identify and minimise risk. The Group seeks to ensure colleagues provide clients with excellent advice and service, underpinned by policies, processes and training programmes which are regularly reviewed and updated.	=	Medium

Risk trend:

↑ Increasing = No change ↓ Decreasing

Risk rating:

High Medium Low

Description	Mitigating actions	Risk trend	Net risk rating
Acquisition and integration			
The Group's strategy is for growth, both organically and by acquisition. Acquisitions may not always realise the benefits expected at the time of completion. **A failure to successfully integrate acquisitions may impact the Group's financial performance or its ability to deliver its strategic objectives.** **The availability of viable acquisition opportunities may decrease, negatively impacting the Group's future growth potential.**	The Group has an experienced in-house acquisitions team to evaluate, structure and complete appropriate acquisitions. This includes undertaking a robust due diligence process with external experts being utilised where necessary; protections being built into the acquisition documentation; and where appropriate, the retention and incentivisation of key management. Acquisitions are reviewed and approved by the Board. The Board considers a range of factors when determining whether to proceed with an acquisition including in particular cultural alignment. Post-acquisition management reporting keeps the Board updated on progress against the integration plan and the delivery of the anticipated business benefits. The Group has developed an integration plan for its acquisitions which is continually reviewed and refined based upon learnings from prior acquisitions. The plan is flexible to address any acquisition specific factors and includes a focus on cultural integration and the alignment of systems, policies and processes. The in-house acquisitions team continually monitor the market for acquisition opportunities that would support the Group's strategy, enhance the Group's client offering and align with the Group's culture and values. The Board considers that the professional services market will continue to consolidate and that as a result there will be continuing acquisition opportunities.	↓	Low
Business, commercial and strategy			
There is a risk that the Group responds inadequately to changing market factors and/or opportunities, including technological advancements such as artificial intelligence ('AI'), disruptors, new entrants and competitors. The success of the Group's strategy depends on anticipating changes and continuing to develop propositions that best serves its clients. **There is a risk that disruptors, new entrants or competitors may be able to deliver services more efficiently, innovatively and profitably by leveraging advanced or disruptive technologies such as AI which could negatively impact the Group's business, competitiveness, financial performance and strategic objectives.**	The Group has a robust business model and strategy which has supported the successful growth and expansion of the Group for more than 20 years. Management continuously monitor the market to identify and assess any changes in competitive position and growth opportunities. The Group constantly focuses on maintaining and enhancing its brand and reputation as a provider of client focused legal and professional services. The Group regularly undertakes client engagement surveys to better understand client views on the services provided by the Group and where there are opportunities for improvement. The Group's growth strategy includes the acquisition of complementary legal and professional consultancy services businesses. A broader set of services creates additional channels to market, increases sales potential, facilitates a more flexible sales model and enhances client retention. The Group continues to invest in AI products and tools to create a competitive advantage and has an in-house team that monitors, evaluates and tests new and evolving technology and service propositions.	↑	Medium
Financial management			
Like all professional services businesses, the failure to manage the key areas of financial management risk including employee time recording, unbilled revenue valuation, billing, pricing and costs, cash and debt collection, liquidity and financial reporting could negatively impact the Group's business, financial performance and achievement of its strategic objectives.	The Group prepares an annual budget which is approved by the Board. Each month, the actual performance of the Group is compared to the budget and the prior year period and material variances are investigated. This control enables management to identify potential areas of risk and to take appropriate corrective actions. The Group aims to collect receivables in accordance with its terms of business. Debtor days and aged unpaid bills are continuously monitored and regularly reviewed by management to ensure monies owed to the Group are collected on a timely basis. The Group manages its working capital with the use of external debt facilities including the Group's revolving credit facility. The Group actively manages its liquidity risk, ensuring compliance with financial covenants and managing the future availability of funding. The Group's liquidity risk is regularly reviewed together with scenario analysis to ensure reasonable worst case scenarios do not cause an unexpected financial stability issue. Liquidity risks as a result of unexpected and material professional indemnity claims are mitigated, in part, by the insurance policies held by the Group.	=	Medium

Section 172 statement

Under Section 172(1) of the Companies Act 2006, a director of a company must act in the way that they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to the:

- likely consequence of any decision in the long term.
- interests of the company's employees.
- need to foster the company's business relationships with suppliers, customers and others.
- impact of the company's operations on the community and the environment.
- desirability of the company maintaining a reputation for high standards of business conduct.
- need to act fairly between members of the company.

The following disclosure describes how the Directors have had regard to the matters set out in Section 172(1)(a) to (f) and forms the Directors' statement under Section 414CZA of the Companies Act 2006.

The Board recognises the importance of engaging with the Group's stakeholders, considering their interests and views, and the importance of these relationships in delivering our strategy, decision making and building long-term sustainability. The Group's key stakeholders and their respective perspectives are taken into account as part of the Board's discussions.

Key Board decisions

Board meetings follow a carefully tailored agenda that is agreed in advance by the Chair, in conjunction with the Executive Directors and Company Secretary. The Board considers the following to be the key decisions that it has taken during the year and the stakeholder groups the Board has had regard to in relation to those decisions.

Strategy and performance

1 2 3 4 7

- Continued to monitor progress against the Group's strategic objectives through regular updates from the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer.
- Reviewed the progress and performance of recent acquisitions, key next steps and how they aligned with the Group strategy.
- Received and considered an update from the Chief Marketing Officer on client feedback and satisfaction with the Group's services.
- Held a focused Board and senior leadership team strategy day to consider Group strategy.

Financial and operational

1 2 3 4 7

- Approved the annual budget and key performance indicators, and monitored the Group's achievement against them.
- Recommended a final dividend of 2.0p per share and approved an interim dividend of 3.3p per share in line with the Company's capital allocation policy.
- Approved various trading updates to the market regarding performance and the implementation of the Group's strategy.
- Approved the half year and full year results and the Annual Report and Accounts.

Legal and risk management

1 2 3 5 7

- Reviewed and approved the Group risk appetite and Risk Management Framework.
- Reviewed and considered the effectiveness of the Group's system of internal controls and risk management.
- Reviewed and approved changes to the Group's Principal Risks.
- Reviewed risk areas across the business including cyber, data, legal and regulatory risk.

Leadership

1 3

- Approved the appointments of John Paton as Chief Financial Officer and Jenny Goldie-Scot and Sunil Gadhia as additional Independent Non-Executive Directors.
- Reviewed the skills, experience and knowledge of the Board.
- Reviewed and considered the composition of the Board and its Committees.
- Approved the grant of restricted share awards to certain senior leaders across the Group.

ESG

1 2 3 4 6

- Received and considered an update on employee engagement and gender pay gap reporting.
- Reviewed and approved corporate statements including the Modern Slavery Act.
- Reviewed and approved the Group's Responsible Business Report.
- Reviewed and approved the Group's energy consumption and greenhouse gas emissions and Task Force on Climate Related Financial Disclosures.

Governance

1 2 3 4 5 7

- Separated the Audit & Risk Committee into two separate Committees, the Audit Committee and the Risk Committee to support risk identification and mitigation.
- Reviewed and updated matters reserved for the Board and each of the Committees' Terms of Reference to ensure they remained appropriate.
- Conducted an internally facilitated annual review of Board and Committee effectiveness.
- Approved the appointment of Darren Drabble as Company Secretary.

Stakeholder groups

1. Employees
2. Clients
3. Shareholders
4. Suppliers, business partners and advisers
5. Regulators
6. Communities
7. Debt providers

Section 172 statement continued

Engagement with key stakeholders

Why we engage	How we engage	Stakeholder key interests
Employees		
Attracting, retaining and developing the best talent is essential to the Group's success. **The Group is committed to providing a highly rewarding workplace and maintaining a diverse and inclusive culture that recognises the importance of our people and encourages open communication.**	• Employee surveys. • Leadership communications. • Email digests and recorded video briefings. • Fred, our Group intranet site, which provides a range of useful information for our people and updates on the performance of the Group and other business matters. • Competitive remuneration package. • Professional qualification and other training opportunities. • Gateley Team Spirit Awards, recognising our people. • Diversity & inclusion/networking groups.	• Career progression. • Recognition and reward. • Training and development. • Morale and motivation. • Engagement and feedback. • Reputation. • Wellbeing. • Health and safety. • Diversity and inclusion. • Sustainability.
Clients		
The Group's growth and long-term success is based on delivering a proposition that helps its clients address their challenges and capitalise on their opportunities. **The Group places client care at the heart of its business and works hard at developing and sustaining long-term client relationships.**	• Senior level client relationship management. • Regular client satisfaction surveys and feedback. • Client key account programme (STELLAR). • Regular assessment of client demand and interests. • Industry round table discussions.	• Specialist industry proposition. • Integrated end-to-end service offering. • Excellent service delivery. • Continuous development of practices, products and services. • Subject matter expertise. • Emphasis on client satisfaction. • Ability and experience to help clients shape their business for the future.
Shareholders		
The Group prioritises open communication and effective engagement with its shareholders, whose support is integral to long-term growth and success.	• Dedicated investor section on the Group's website and AIM Rule 26 disclosures. • Investor results and strategy presentations. • Financial reporting and trading updates. • One-to-one meetings with investors. • Investor conferences/roadshows. • Publication of Annual Report, Responsible Business Report and Quoted Companies Alliance Corporate Governance Code Statement. • Annual General Meeting, including a vote on the re-election of all Directors each year.	• Financial and operating performance including share price performance and dividends. • Growth strategy. • Long-term sustainable and profitable growth. • Governance and transparency. • Confidence and trust in the Group's Directors. • Transparency and appropriateness of Executive Director remuneration structures.
Suppliers, business partners and advisers		
The Group seeks to build strong long-term relationships with its suppliers, working alongside them as business partners for the benefit of all. **The Group works closely with its advisers to ensure it operates in accordance with market and other applicable regulations.**	• Fair and consistent evaluation process. • Use of competitive request for proposal where appropriate. • Regular review meetings with key suppliers, business partners and advisers. • Ongoing feedback to maintain openness and to improve value from supplier relationships. • Ensuring suppliers comply with policies relating to bribery, modern slavery and fraud.	• Request for proposal process. • Sustainability. • Health and safety. • Reputation. • Governance and transparency. • Ethical behaviour. • Payment processes and terms. • Long-term sustainable and profitable growth.

Why we engage	How we engage	Stakeholder key interests
Regulators		
The Group prioritises open communication and effective engagement with its regulators including the Solicitors Regulation Authority (SRA), the organisation which oversees the regulation of the legal services sector, to maintain and build constructive and trusted relationships vital to any regulated entity.	• Regular dialogue and engagement with regulators. • Regular meetings with regulators including regulatory relationship managers. • Reporting of regulatory concerns/issues. • Responses to questionnaires and thematic reviews. • Responses to regulatory investigations. • Annual reporting on strategy, risk management and regulatory compliance. • Training.	• Governance and transparency. • Confidence and trust in the Group and its regulatory office holders. • Excellent service delivery. • Emphasis on client satisfaction and meeting client needs. • Professional standards and compliance with regulatory framework/rules/laws. • Ethical behaviour.
Communities		
The Group is committed to supporting the communities in which it operates. As part of this support, the Group also considers its corporate responsibility and how to maximise the positive environmental and social impacts of its activities.	• Diversity and Inclusion networks and initiatives, developing and empowering Gateley's people with shared knowledge, toolkits and training. • ESG reporting including the recommendations of the Task Force on Climate-related Financial Disclosures. • The Group's Responsible Business Report and relevant sections within the Annual Report. • Energy usage and emissions reporting. • Taking appropriate steps where regulations are introduced by establishing new policies. • Modern Slavery Statement and Gender Pay Gap Reporting. • Tax evasion, fraud, anti-money laundering, modern slavery and anti-bribery policies, supported by training, whistleblowing policy and external helpline. • Volunteering in local communities. • CSR schemes and initiatives. • Coordinated fundraising for charities.	• Effective and transparent engagement with local communities. • Available ESG reporting and disclosures. • Working closely with charities, corporate social responsibility ("CSR") partners and other organisations. • Contributing to awareness of diversity, inclusion and other sustainability-related topics. • Taking effective action on climate change. • Pursuing a positive impact on local and national environments.
Debt providers		
The Group seeks to build strong long-term relationships with its debt providers who provide access to liquidity and working capital to support long-term growth and success.	• Regular provision of financial and covenant information to our banks. • Regular meetings with our banks about our financial and operating performance, and our strategic priorities.	• Governance and transparency. • Confidence and trust in the Group. • Financial and operating performance. • Growth strategy. • Long-term sustainable and profitable growth.

Corporate governance

Corporate Governance Report

Chair's introduction

Dear Shareholder,

On behalf of the Board, I am pleased to present the Corporate Governance Report for the year ended 30 April 2026.

As a Board, we aim to maintain a governance structure which provides effective control and oversight of the Group, whilst supporting the long-term success and sustainability of the business. This section of the Annual Report and Accounts sets out how we have ensured all of the Group's activities are underpinned by the highest standards of corporate governance and illustrates how the Board has considered the Group's purpose and strategy throughout its decision making.

The Group has adopted the Quoted Companies Alliance Corporate Governance Code 2023 (the "QCA Code") as the most appropriate corporate governance framework for the Group. The Board considers that the Group has applied the ten principles of the QCA Code in full throughout the year. Full details of how each principle has been applied are set out in our QCA Code Corporate Governance Statement, which is published on our website (https://gateleyplc.com/investors/) and updated annually.

Purpose, values and culture

The Board understands its role in setting the tone of the Group's culture, ensuring it aligns with our purpose, values and performance objectives as we focus on delivering the Group's strategy. Our values are at the heart of our inclusive culture, providing a clear foundation for our colleagues, and are integral to the achievement of our strategy. They influence actions and behaviours, complement our strategic direction and support the integration of colleagues that join our business including via acquisitions as we continue our growth strategy.

Board membership and succession planning

The Directors of the Company as at the date of this report are listed on pages 56 to 57. The Nomination Committee and the Board have continued to keep the composition, skills and experience of the Board and its committees under review.

The Board maintains a skills, diversity and experience matrix which is reviewed annually by the Nomination Committee, with the most recent review confirming that the Board collectively possesses the necessary range of skills, knowledge, experience and capabilities to support delivery of the Group's strategy.

Further detail on Board composition, skills and diversity is set out in our QCA Corporate Governance Statement on the Group's website (https://gateleyplc.com/investors/).

In July 2025, Jenny Goldie-Scot and Sunil Gadhia were both appointed Independent Non-Executive Directors, bringing valuable experience across financial, professional and legal services.

Joanne Lake, who had served as an Independent Non-Executive Director and chair of the Audit Committee, concluded her term and stepped down from the Board after a decade of service at the AGM in September 2025.

In September 2025, we announced that Neil Smith would step down from the Board as a Director and Chief Financial Officer on 30 April 2026 and be succeeded by John Paton. John was appointed a Director and Chief Financial Officer Designate on 5 January 2026 and he became Chief Financial Officer on 1 May 2026. Darren Drabble, the Group's Chief Risk and Legal Officer, succeeded Neil as Company Secretary on 30 April 2026.

To support Gateley's growth journey, which is underpinned by strong governance and risk management, in July 2025, the Audit & Risk Committee was separated into two committees of the Board with Martin Pike being appointed chair of the Audit Committee and Jenny Goldie-Scot being appointed chair of the newly formed Risk Committee.

Succession planning and the development of our talent pipeline has continued to be an area of focus during the year. It is our vision to create a working environment and culture where people of all different backgrounds are able to contribute to their fullest potential and where their differences have a positive impact for our people, clients, communities and shareholders. An inclusive and diverse culture across the business improves effectiveness, encourages constructive debate and supports good decision making.

Full details of the Board composition and our governance framework including the Board and committee structure can be found in our QCA Code Corporate Governance Statement on our website (https://gateleyplc.com/investors/).

Recently, Rod Waldie indicated to the Board his intention to step down as Chief Executive Officer due to personal, health-related reasons and Martin Pike to be appointed Interim Chief Executive Officer from 1 August 2026, while a search process to appoint a permanent Chief Executive Officer is conducted.

Board effectiveness

As Chair of the Board, I am responsible for providing leadership to ensure we operate an effective Board. In accordance with the QCA Code, we conduct an annual evaluation of the Board and its committees, and this year we undertook an internal evaluation, conducted by interviews with the Directors. The evaluation considered the Board's composition, balance of skills and experience, operational effectiveness and decision making, the conduct and content of meetings, engagement with shareholders and other stakeholders, and the contribution of individual Directors. Overall, I am pleased to report that the Board and its committees are operating effectively.

Key themes from the evaluation included the importance of continuing to embed the new Committee structure following the separation of the former Audit & Risk Committee, ongoing focus on Board succession and skills development, and continued engagement between the Non-Executive Directors and the wider business.

Risk management and internal controls

Effective risk management is fundamental to supporting the long-term success of the Group. As noted above, the Audit & Risk Committee was separated into two Committees of the Board on 28 July 2025, with the newly formed Risk Committee chaired by Jenny Goldie-Scot. This separation, alongside the appointment of a Group Chief Risk Officer, reflects the increasing complexity of the Group's operations and our commitment to embedding effective risk management across the business. The Risk Committee is supported by an Operational Risk Committee chaired by the Chief Risk Officer, which meets quarterly and includes the Compliance Officer for Legal Practice, the Money Laundering Reporting Officer and the Data Protection Officer alongside the Executive Directors and other regulatory or risk office holders.

During the year, the Risk Committee reviewed the Group's Principal Risks, the Group's Risk Appetite and the revised Risk Management Framework. The Board is satisfied that the Group's system of internal control, which is designed to manage rather than eliminate risk, has continued to operate effectively throughout the year. Further information on the Group's Principal Risks and the work of the Audit and Risk Committees can be found on pages 44 to 47 and pages 60 to 65.

Environmental, Social and Governance ('ESG')

The Board recognises the importance of ESG matters and is committed to supporting and promoting our ESG initiatives. Further detail on our ESG initiatives can be found in the latest version of the Responsible Business Report on our website (https://gateleyplc.com/investors/). The Board takes collective responsibility for ESG and corporate social responsibility matters and has reviewed the Group's progress during the year. Further detail is set out on pages 32 to 40.

Engaging with our stakeholders

The Board recognises that constructive engagement with the Group's stakeholders is essential to its long-term success. During the year, I and my fellow Directors have continued to engage with shareholders both formally and informally, including at the AGM, twice-yearly investor presentations and through ongoing dialogue with institutional shareholders, supported by our Head of Investor Relations and the Group's brokers.

We have continued to listen to our employees through regular engagement surveys, all-staff broadcasts, and visits by Directors to offices across the Group. Client feedback gathered through our STELLAR client engagement programme has been considered by the Board during the year. We have also received updates on the regulatory environment in which we operate and the expectations of our regulators.

Taken together, this has helped the Board to understand and respond to the views of those whose interests we are entrusted to consider in our decision making.

Annual General Meeting

Our AGM will be held on 6 October 2026 at 12.00pm at our London office. Full details of the meeting arrangements and the resolutions to be proposed to shareholders can be found in the Notice of AGM contained within this Annual Report and Accounts. The outcome of the resolutions put to the AGM, including results of the poll, will be published on the London Stock Exchange's and the Company's websites once the AGM has concluded.

Looking ahead

In my first year as Chair, the Board has focused on effective governance, open dialogue and constructive challenge, supporting delivery of our strategy with clear and independent oversight. As we look to the year ahead, we will continue to set the tone of the Group's culture, ensuring it aligns with our purpose and values as we focus on delivering the Group's strategy. I look forward to updating shareholders on our progress in next year's report.

Edward Knapp
Chair

20 July 2026

Board of Directors







Edward Knapp

Independent Non-Executive Chair

Term of office:
Edward joined the Board on 22 August 2024 and was appointed Non-Executive Chair on 1 November 2024.

Committees:

Skills and experience:
Edward is a trusted global business leader, FTSE 100 Non-Executive Director and PLC Board Chairman with extensive experience in technology, growth strategy, risk management, and transformation.

He has held executive roles in consultancy, high-growth technology companies, and major regulated financial institutions, including McKinsey & Company, Barclays, Revolut, and HSBC where he was a global Managing Director. Edward's expertise spans various sectors, including financial and professional services, consumer, and technology.

External appointments:
Edward is currently a Non-Executive Director of Ten Group PLC where he Chairs the Audit and Risk Committee, a Non-Executive Director of St James Place UK plc, a member of the UK Endorsement Board and Board Member of Asia House.

Rod Waldie

Chief Executive Officer

Term of office:
Rod joined the Board and was appointed Chief Executive Officer on 1 May 2020.

Committees:
None

Skills and experience:
Rod has been a key member of the Group's Strategic Board since joining Gateley in 2010. Prior to his appointment as Chief Executive Officer, Rod was the Senior Office Partner of the Manchester office and led the Group's national property services team.

Rod has over 30 years' experience as a real estate lawyer. He has considerable experience in real estate investment acquisitions and disposals, estate management, development and landlord and tenant. Clients include offshore investors, onshore real estate companies and developers, real estate asset management companies, high net-worth individuals, retail and leisure operators and specialist providers of supported living accommodation.

External appointments:
None.

Victoria Garrad

Chief Operating Officer

Term of office:
Victoria joined the Board as Chief Operating Officer elect on 1 May 2022 and formally became the Chief Operating Officer on 1 May 2023.

Committees:
None

Skills and experience:
Victoria is an award-winning employment lawyer with over 25 years' experience undertaking a mix of contentious and non-contentious work. Having joined the business in 1996 as a trainee solicitor, Victoria was promoted to partner in the legal services employment team in 2005.

She has been a member of the Operations Board since 2011 and was appointed to the Strategic Board on 1 May 2017 when she became the Group HR Director.

External appointments:
None.

John Paton

Chief Financial Officer

Term of office:
John joined the Board as Chief Financial Officer elect on 5 January 2026 and formally became the Chief Financial Officer on 1 May 2026.

Committees:
None

Skills and experience:
John brings considerable finance, M&A, transformation, corporate strategy, capital markets and professional services growth experience to the Group, and was most recently Chief Financial Officer at Alpha Financial Markets Consulting between 2018 and 2025.

Prior to that, John spent eleven years at HSBC Bank plc where he held various roles, including as a director in both of the bank's Commercial Banking and Global Banking & Markets divisions in London. John is a qualified accountant, having started his career with seven years at KPMG in various roles including audit, corporate finance advisory and risk management consulting.

John is a member of the Institute of Chartered Accountants of Scotland.

External appointments:
None.

Martin Pike

Independent Non-Executive Director

Term of office:
Martin joined the Board as a Non-Executive Director on 22 April 2025.

Committees:

Skills and experience:
Martin brings a wealth of experience from his executive career in global professional services, followed by a series of Non-Executive Director roles including at leading FTSE 100 and FTSE 250 companies.

Martin spent nearly 30 years at Willis Towers Watson where he was Managing Director, Risk Consulting and Software EMEA between 2010 and 2013, and was a member of the global leadership team. Martin has held board and advisory positions in organisations including Aberdeen Group plc where he was Chair of the Risk & Capital Committee, AIG Life Limited where he was Chair of the UK business, Esure Group PLC where he was Chair of the Remuneration Committee, Faraday Underwriting Ltd and Travers Smith LLP.

External appointments:
Martin is currently a Non-Executive Director of Pension Insurance Corporation plc, a specialist insurer, and a Non-Executive Director and Joint Founder of Greencore Homes Ltd, a zero-carbon construction business.

Jenny Goldie-Scot

Independent Non-Executive Director

Term of office:
Jenny joined the Board as a Non-Executive Director on 28 July 2025.

Committees:

Skills and experience:
Jenny brings extensive operations, finance and technology experience from her executive career in global financial services and technology. Jenny spent the bulk of her career at Morgan Stanley where she led International Operations based in London, before becoming Global Head of Strategy, Operations & Technology in Finance based in New York. She then joined Alphabet plc as VP Finance, Systems & Integrations to lead a significant systems transformation.

External appointments:
Jenny is currently a Non-Executive Director of HSBC UK Bank plc, chair of Marks & Spencer Unit Trust Management Limited and a member of the Audit & Risk Committee of Durham University.

Sunil Gadhia

Independent Non-Executive Director

Term of office:
Sunil joined the Board as a Non-Executive Director on 28 July 2025.

Committees:

Skills and experience:
Sunil brings significant experience of accelerating profitable growth in legal and professional services from his executive career. Sunil was formerly a partner for 12 years at Cleary Gottlieb Steen & Hamilton LLP, where he was a member of the firm's Global Executive Committee. Before that, he spent 15 years as a partner at Stephenson Harwood LLP and for six of those years he was Chief Executive.

Sunil has chaired the Asian Business Association of the London Chamber of Commerce and has also served on the Board of the Advertising Standards Authority.

External appointments:
Sunil sits on the Board of Governors of Capital City College Group, the largest further education provider in London, serving more than 35,000 learners across 12 campuses in London. Sunil is also the founder of Portland Place Advisory Limited.

Committee Key:

- Nomination
- Remuneration
- Audit
- Risk
- C Chair

Nomination Committee Report

Members

Edward Knapp (Chair)

Sunil Gadhia

Each member's expertise and experience is set out in their biography on pages 56 and 57. Their attendance at Nomination Committee meetings during the year is set out in our QCA Corporate Governance Statement which can be found on our website (https://gateleyplc.com/investors/).

What have we done in FY26

- Reviewed the size, structure and composition of the Board and its Committees, including the balance of skills, knowledge and experience.
- Considered the Board and Committee evaluation process and the skills assessment of the Board.
- Considered the contribution of each Director, including their time commitment, and recommended to the Board the re-election of all Directors at the 2026 AGM.
- Reviewed the Board Conflicts of Interest Policy and process and the Register of Directors' Conflicts of Interest.
- Considered succession planning arrangements for leadership positions.
- Identified and nominated, for the approval of the Board, the appointment of John Paton as Chief Financial Officer in succession to Neil Smith and the appointments of Jenny Goldie-Scot and Sunil Gadhia as additional Independent Non-Executive Directors.

Dear Shareholder,

I am pleased to present the Nomination Committee's report for the year ended 30 April 2026.

I have set out below our role and activities in reviewing the size, structure and composition of the Board and its Committees, reviewing succession plans for the leadership of the Group, and recommending to the Board the appointment of John Paton as Chief Financial Officer and Jenny Goldie-Scot and Sunil Gadhia as Independent Non-Executive Directors.

Membership

The Nomination Committee comprises solely Independent Non-Executive Directors. The Chair of the Board chairs the Nomination Committee except where the Nomination Committee is dealing with the appointment of a successor to the Chair of the Board.

Only members of the Nomination Committee have the right to attend meetings. Other individuals such as the Chief Executive Officer, Chief Operating Officer or Company Secretary may be invited to attend meetings when appropriate.

Meetings

The Nomination Committee meets at least twice each year and at such other times as required. To enable it to carry out its duties and responsibilities, the Committee has an annual schedule of work maintained by the Company Secretary which is regularly reviewed in conjunction with the Chair of the Committee.

The Company Secretary also maintains a tracker of actions arising from Committee meetings. At the next scheduled Board meeting, the Chair of the Nomination Committee reports formally to the Board on the Committee's proceedings, including how it has discharged its responsibilities.

The Nomination Committee held three scheduled meetings during the year. The QCA Corporate Governance Code Statement on our website (https://gateleyplc.com/investors/) provides details of members' attendance at those meetings.

Role and responsibilities

The Nomination Committee's main responsibilities include:

- Regularly reviewing the structure, size and composition of the Board and its Committees and making recommendations to the Board in relation to any changes;
- Considering the succession plans for the Directors and senior leadership;
- Identifying and nominating, for the approval of the Board, candidates to fill Board vacancies when they arise;
- Considering the contribution of each Director, including their time commitment, and recommending to the Board the re-election of Directors at the Company's AGM; and
- Reviewing the Board's Conflicts of Interest Policy and process and the Register of Directors' Conflicts of Interest.

The Nomination Committee's duties and responsibilities are set out in its Terms of Reference which are reviewed annually and are available on our website (https://gateleyplc.com/investors/).

Board appointments

The Nomination Committee has a formal, rigorous and transparent procedure for the appointment of new Directors to the Board. When there is the need to appoint a Director, the Committee identifies the skills, knowledge and experience required, taking into account the Board's existing composition, skills, knowledge and experience. The Committee engages external executive search consultants with suitable candidates interviewed by Committee members. When the Committee has identified a suitable candidate, a recommendation is then made to the Board with the Board making the final decision.

The Committee remains committed to ensuring all appointments to the Board are made on merit and against objective criteria, taking into consideration the requirements of the QCA Corporate Governance Code 2023 and ensuring the Board continues to have the appropriate mix of skills, experience, independence and knowledge required for its continued effectiveness.

During the year, the Committee considered succession for the Chief Financial Officer role, the retirement of Joanne Lake as an Independent Non-Executive Director, and the appointment of two additional Independent Non-Executive Directors. Following a formal, rigorous and transparent process with the assistance of external executive search consultants, John Paton was appointed Chief Financial Officer in succession to Neil Smith, and Jenny Goldie-Scot and Sunil Gadhia were appointed Independent Non-Executive Directors.

Board composition, skills and diversity

The Board maintains a skills, diversity and experience matrix which is reviewed annually by the Committee. The most recent review confirmed that the Board collectively possesses the necessary range of skills, knowledge, experience and capabilities to support delivery of the Group's strategy. Further detail on Board composition, skills and diversity is set out in our QCA Corporate Governance Statement on the Group's website (https://gateleyplc.com/investors/).

Succession planning

The Committee keeps succession arrangements for the Board and senior leadership under regular review. The Committee intends to keep the structure, size and composition of the Board under continuous review as the Group continues to grow.

Use of external advisers

The Committee engaged Russell Reynolds and Odgers as external executive search consultants in connection with the Board appointments made during the year. The Committee is satisfied the search and selection process followed was rigorous and transparent.

Induction of new Board members

Each of the new Directors appointed during the year received a tailored induction programme covering the Group's strategy, business model, operations, regulatory environment and governance arrangements, with introductions to senior leadership and external advisers.

Director conflict, independence and time commitment

The Nomination Committee conducted its annual review of individual Director conflict authorisation as recorded in the Conflicts of Interest Register. Additionally, the Board and each Committee considers conflicts at every meeting.

The Conflicts of Interest Register sets out any actual or potential conflict of interest situations which a Director has disclosed to the Board.

When reviewing conflict authorisations, the Committee considers any other appointments held by the Director. Following the review, the Committee recommended to the Board that each conflict authorisation remained appropriate.

The independence of the Non-Executive Directors is formally reviewed annually by the Committee. The Board and the Committee consider that there are no business or other circumstances that are likely to affect the independence of any Non-Executive Director and that all Non-Executive Directors continue to demonstrate independence, being independent in judgement and character.

The expected time commitment of the Chair and each Non-Executive Director is set out in their respective letters of appointment. The time commitment is reviewed annually by the Committee and both the Committee and Board continue to consider that the Directors have sufficient time to undertake their roles effectively.

In accordance with the QCA Corporate Governance Code 2023, all of the eligible Directors will retire at this year's AGM and submit themselves for re-election by shareholders.

Key priorities for next year

In the coming year, the Committee's priorities include:

- Further consideration of the succession plans for the Directors and senior leadership.
- Reviewing the structure, size and composition of the Board and its Committees.
- Considering the time commitment, independence and contribution of each Director.

Edward Knapp
Chair, Nomination Committee

20 July 2026

Risk Committee Report

Members

Jenny Goldie-Scot (Chair)

Martin Pike

Edward Knapp

Each member's expertise and experience is set out in their biography on pages 56 and 57. Their attendance at Risk Committee meetings during the year is set out in our QCA Corporate Governance Statement which can be found on our website (https://gateleyplc.com/investors/).

What have we done in FY26

- Approved the Risk Committee's new Terms of Reference and annual programme of business.
- Approved the Group's revised Risk Management Framework, Risk Appetite and Principal Risks and Uncertainties.
- Conducted 'deep dives' on particular areas of risk, such as economic environment and cyber and data risks.
- Received updates on the Group's Principal Risks including management assessments and mitigating actions.
- Reviewed the Group's overall risk assessment processes, including the use of both qualitative and quantitative metrics.

Dear Shareholder,

I am pleased to present the Risk Committee's report for the year ended 30 April 2026.

In July 2025, the Audit & Risk Committee was separated into two committees of the Board with Martin Pike being appointed chair of the Audit Committee and myself being appointed chair of the newly formed Risk Committee.

The Risk Committee supports the Board in fulfilling its obligations to ensure a framework of prudent and effective controls, which enable it to assess and manage risks, including those to the long-term success of the Group.

Since the Risk Committee's formation in July 2025, the Committee has approved its Terms of Reference and annual programme of business including 'deep dives' into key risk areas of the Group, and has approved the Group's new Risk Management Framework, Risk Appetite and Principal Risks and Uncertainties. The Committee will continue to focus on the broad and evolving range of risks facing the Group.

The Risk Committee works closely with the Audit Committee, with the Chair of each Committee being a member of the other. The cross-membership between the Committees ensures effective liaison between both Committees on matters related to risk management and internal control.

Membership

The Risk Committee comprises solely Independent Non-Executive Directors. Members of the Risk Committee have recent and relevant experience in risk management issues and practices.

Only members of the Risk Committee have the right to attend meetings. Other individuals such as the Chief Executive Officer, Chief Financial Officer, Chief Risk Officer, Chief Technology Officer, Chief Operating Officer, Senior Internal Audit Manager or Company Secretary may be invited to attend meetings when appropriate.

Meetings

The Risk Committee meets at least four times each year and at such other times as required. To enable it to carry out its duties and responsibilities, the Committee has an annual schedule of work maintained by the Company Secretary which is regularly reviewed in conjunction with the Chair of the Committee.

The Company Secretary also maintains a tracker of actions arising from Committee meetings. At the next scheduled Board meeting, the Chair of the Risk Committee reports formally to the Board on the Committee's proceedings, including how it has discharged its responsibilities.

The Risk Committee held two scheduled meetings during the year as it was only formed part way through the year. The QCA Corporate Governance Code Statement on our website (https://gateleyplc.com/investors/) provides details of members' attendance at those meetings.

Role and responsibilities

The Risk Committee's main responsibilities include:

- Overseeing the application of the Group's Risk Management Framework;
- Advising the Board on Risk Appetite, risk tolerance and risk strategy;
- Ensuring the Group's Principal Risks are appropriately identified, managed and mitigated;
- Keeping the Group's overall risk assessment processes under regular review;
- Reviewing reports received from management, the Chief Risk Officer, and the Senior Internal Audit Manager on the identification, management and mitigation of risks; and
- Ensuring it obtains suitable assurance on the risk management and internal controls embedded within the Group.

The Risk Committee's duties and responsibilities are set out in its Terms of Reference which are reviewed annually and are available on our website (https://gateleyplc.com/investors/).

Risk management, governance and oversight

Further detail on the Group's approach to risk management, governance and oversight, including how this supports the Group to make better more informed decisions and supports sustainable growth, is set out on pages 41 to 43.

Principal Risks

The Committee considered the Principal Risks during the year and, following a detailed review, has included two additional risks relating to 'Business, commercial and strategy' and 'Financial Management'; has merged the 'Operational & IT' and 'Cyber and data' risks into one new risk 'Information systems, data security and cyber risk'; and has updated the wording in other risks. Details of the Group's Principal Risks and mitigations are provided on pages 44 to 47.

The Principal Risks are managed by one or more control owners across the Group and are recorded in the Group Risk Register. Controls designed to mitigate each risk have been identified and allocated a control owner.

Risk Appetite

During the year, the Committee approved the Group's Risk Appetite statement, which articulates the level of risk the Group is willing to take in pursuit of its strategy, recognising the regulated nature of its activities and the need to invest in growth and innovation to support the Group's long term strategy. The Risk Appetite statement is monitored through the Risk Management Framework and is reviewed at least annually.

Emerging risks

In addition to the Principal Risks, the Committee has considered emerging risks during the year, including risks arising from the increasing use of artificial intelligence, evolving regulatory requirements, geopolitical developments and broader macro-economic conditions. Emerging risks are considered at Risk Committee meetings and escalated to the Board where appropriate.

Operational risk management

The Committee is supported by an Operational Risk Committee chaired by the Chief Risk Officer, which meets quarterly and includes the Compliance Officer for Legal Practice, the Money Laundering Reporting Officer and the Data Protection Officer, alongside the Executive Directors and other regulatory or risk office holders.

The Group's internal audit function provides independent assurance on areas of risk, with the Senior Internal Audit Manager reporting directly to the Chair of the Audit Committee. The Group's accreditations including Cyber Essentials Plus provide additional external assurance on the Group's risk-related activities and controls.

Effectiveness of risk management and internal controls

During the year, a review was undertaken of the effectiveness of the Group's risk management and internal control systems. The Committee is satisfied that the Group's risk management and internal control systems, which are designed to manage rather than eliminate risk, have operated effectively during the year.

Priorities for next year

In the coming year, the Committee's priorities include:

- Continuing to embed the new Risk Committee structure and annual programme of business;
- Conducting further 'deep dives' on particular areas of risk including people and change related risks;
- Continuing to monitor the implementation of the revised Risk Management Framework;
- Introducing key risk indicator and risk threshold reporting; and
- Regularly reviewing the Principal Risks and emerging risks.

Jenny Goldie-Scot
Chair, Risk Committee

20 July 2026

Audit Committee Report

Members

Martin Pike (Chair)

Jenny Goldie-Scot

Edward Knapp

Each member's expertise and experience is set out in their biography on pages 56 and 57. Their attendance at Audit Committee meetings during the year is set out in our QCA Corporate Governance Statement which can be found on our website (https://gateleyplc.com/investors/).

What have we done in FY26

- Reviewed and recommended to the Board for approval the half-year and full-year financial statements and the related results announcements, including consideration of the significant accounting issues relating to the financial statements and the going concern review.
- Considered the effectiveness, independence and objectivity of the external auditor and recommended to the Board the auditor's re-appointment.
- Reviewed the work and findings of the internal audit function and approved the annual internal audit programme.
- Reviewed the effectiveness of the Group's internal financial controls and the Group's whistleblowing arrangements.
- Approved the Audit Committee's new Terms of Reference and annual programme of business.
- Following the year-end review and approval of this FY26 Annual Report & Accounts.

Dear Shareholder,

I am pleased to present the Audit Committee's report for the year ended 30 April 2026.

On 28 July 2025, the Audit & Risk Committee was separated into two committees of the Board, with myself being appointed chair of the Audit Committee and Jenny Goldie-Scot being appointed chair of the newly formed Risk Committee.

The Audit Committee supports the Board in fulfilling its responsibilities for the integrity of the Group's financial reporting, the effectiveness of the Group's internal financial controls, the relationship with and the effectiveness of the external auditor, and the work and findings of the internal audit function.

During the year, the Committee's work has included reviewing the significant accounting judgements and estimates applied to the FY26 financial statements, considering the going concern assessment, reviewing the effectiveness of internal financial controls, and overseeing the relationship with the Group's external auditor. The Committee also received reports from the Senior Internal Audit Manager and considered the outputs of the internal audit programme undertaken during the year.

The Audit Committee works closely with the Risk Committee, with the Chair of each Committee being a member of the other. The cross-membership between the Committees ensures effective liaison on matters related to financial reporting, risk management and internal control.

Membership

The Audit Committee comprises solely Independent Non-Executive Directors. The Chair of the Audit Committee has recent and relevant financial experience, and members of the Committee collectively have competence relevant to the sector in which the Group operates.

Only members of the Audit Committee have the right to attend meetings. Other individuals such as the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Risk Officer, Senior Internal Audit Manager, Company Secretary, members of the Group finance team and representatives of the external auditor may be invited to attend meetings or parts of meetings when appropriate. The external auditor and Senior Internal Audit Manager each meets with the Committee at least once each year without management present.

Meetings

The Audit Committee meets at least four times each year and at such other times as required. To enable it to carry out its duties and responsibilities, the Committee has an annual schedule of work maintained by the Company Secretary which is regularly reviewed in conjunction with the Chair of the Committee.

The Company Secretary also maintains a tracker of actions arising from Committee meetings. At the next scheduled Board meeting, the Chair of the Audit Committee reports formally to the Board on the Committee's proceedings, including how it has discharged its responsibilities.

The Audit Committee held four scheduled meetings during the year. The QCA Corporate Governance Statement on our website (https://gateleyplc.com/investors/) provides details of members' attendance at those meetings.

Role and responsibilities

The Audit Committee's main responsibilities include:

- Monitoring the integrity of the Group's financial statements and reviewing significant financial reporting judgements and estimates;
- Overseeing the relationship with the external auditor, including the appointment, re-appointment, remuneration, independence and effectiveness of the external auditor;
- Approving the external audit plan, considering the conduct of the audit process and reviewing the outputs of the external audit;
- Reviewing the effectiveness of the Group's internal financial controls;
- Reviewing the work of the internal audit function, including approving the annual internal audit programme, the outputs of internal audit reviews and the independence and effectiveness of the internal audit function;
- Reviewing the Group's whistleblowing arrangements and any matters arising from them; and
- Advising the Board on whether the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable.

Significant accounting matters

In the year, the Audit Committee considered key accounting issues and significant judgements and estimates in relation to the Group's FY26 financial statements. These matters were discussed and reviewed with the Finance team and the external auditor. The Audit Committee challenged judgements and sought clarification where necessary.

The Committee received a report from the external auditor on the work it had performed to arrive at its conclusions and discussed any material findings contained within that report. The information in the table below should be considered together with MHA's independent auditor's report on pages 80 to 85 and the accounting policies disclosed in the notes to the financial statements as referenced in the table.

Area of focus	How it was addressed
Revenue recognition	
Revenue is the most significant caption in the statement of comprehensive income and, by its nature, revenue recognition is a key accounting policy. The recognition of revenue under IFRS 15, including the timing of recognition for legal and professional services delivered and the assessment of work performed but not yet billed at the year end, is an area of focus. The valuation of unbilled revenue involves detailed understanding of contractual terms with clients, and affects the amount of revenue recognised. The valuation is based on an estimate of the amount expected to be recoverable from clients on unbilled items based on such factors as time spent, the expertise and skills provided and the stage of completion of the assignment. The principal uncertainty over this estimation is a result of the amounts not yet being billed to, or recognised by the client.	Management conduct comprehensive risk assessments over each unbilled engagement to minimise the overall revenue recognition risk. Provision is made for such factors as historical recoverability rates, contingencies, agreements with clients, external expert's opinion and the potential credit risks, following interactions between legal staff, finance and clients. In assessing whether unbilled time is recognised as unbilled revenue, Management are required to make estimates in determining the point at which the contingency is resolved and when the fair value of consideration can be measured reliably. Where a case is contingent at the statement of financial position date, no revenue is recognised. Where entitlement to income is certain it is recognised at selling price. All of these assumptions have been reviewed by the Committee for appropriateness and have been deemed reasonable.
Alternative performance measures	
To assist in understanding the underlying performance of the Group and to aid comparability between accounting periods, some alternative performance measures ("APMs") are presented, which differ from measures presented in accordance with International Financial Reporting Standards ("IFRS"). These APMs exclude certain adjusting items. Judgement is required to identify those adjusting items deemed to warrant exclusion from the calculation of the Group's adjusted measures due to either their nature or size.	The Committee has considered the appropriateness of each of the adjusting items, ensuring that sufficient explanations are provided and that each APM is reconciled to the nearest IFRS measure. The Committee has reviewed the balance of APMs and IFRS measures presented in the Annual Report and Accounts and considered whether APMs have been appropriately balanced with IFRS measures.

Audit Committee Report
continued

Area of focus	How it was addressed
Impairment of trade receivables and unbilled revenue	
The carrying amount of trade receivables on client assignment is held at selling price less lifetime expected credit losses (ECLs). The inclusion of the ECLs contributes to reducing the risk relating to the amounts of debts that are recoverable or not recoverable. Management have also applied the same expectation of credit losses for trade receivables to contract assets to assess the recoverability of unbilled revenue recognised in the consolidated accounts.	ECLs have been estimated based on historic credit losses within each operating segment for each ageing bracket. These credit losses calculated have then been adjusted where appropriate for the inclusion of Management and legal professional judgement to account for any forward looking information on specific clients. Specifically, a review of significantly aged debtors was undertaken at the year end. Management have performed sensitivity analysis over the ECL applied to trade receivables and the expectation of recoverability applied to the contract assets balance.
Valuation of intangible assets	
Measurement of intangible assets relating to acquisitions. In attributing value to intangible assets arising on acquisition, Management has made certain assumptions in terms of cash flows attributable to intellectual property and customer relationships. The key assumptions made relate to the valuation of the brand, where the acquired brand is retained by the entity, and the customer list. The value of such intangibles has been estimated based on the amount of revenue expected to be generated by them. The revenue estimations rely on annual growth rates	The Committee have considered the appropriateness of the assumptions selected by management, which are based on a combination of observed historical growth, industry norms and forecasted influencing factors. The rates applied reflect previous growth rates, with sensitivities indicating that variations in the actual rate achieved are unlikely to materially impact the valuation of the intangible assets.

External auditor appointment and tenure

The Group's external auditor is MHA Audit Services LLP ("MHA"), who have been auditor of the Group since 2021. The previous audit partner was Andrew Moyser, who took on the engagement for the year ended 30 April 2021. Andrew Moyser has acted as engagement partner since the audit of the financial year ended 30 April 2021 and, in line with MHA's policy on lead partner rotation, completed his five-year term at the end of FY25. Simon Knibbs was appointed as the new audit partner for FY26 and met with senior members of the Group's Finance team and the Committee during the first half the year. While there is no obligation for an AIM-quoted company to tender external audit services periodically, in line with generally accepted good practice, the Committee has considered the length of tenure of MHA as external auditor. The Committee has determined that there remains sufficient objectivity and independence of the audit process and that a tender would, therefore, not be undertaken at this point in time. However, given the duration of MHA's tenure, this matter will be kept under review by the Committee on a regular basis.

During the year, the Committee approved the external audit plan, including the materiality threshold, the scope of the audit, the identification of significant audit risks and key audit matters, and the audit fee. The Committee met with the external auditor with and without management present, and reviewed reports from the external auditor on the conduct and findings of the audit.

The Committee considered the effectiveness of the external audit by reference to the quality of audit planning, the depth of audit challenge, the technical competence of the audit team, the timeliness and quality of communications, and feedback received from senior members of the finance function. Following this review, the Committee concluded that the external audit had been effective and recommended to the Board that the auditor be re-appointed at the 2026 AGM.

The Committee reviewed the independence and objectivity of the external auditor, including written confirmation of independence received from the auditor, the auditor's policies and procedures for maintaining independence, and the level of non-audit services provided to the Group. The Committee is satisfied that the external auditor's independence and objectivity have been maintained throughout the year.

Non-audit services

The Group maintains a policy on the use of the external auditor for non-audit services, which restricts the auditor from undertaking work that would compromise its independence and requires pre-approval by the Committee for any non-audit services above a de minimis threshold. During the year, the audit fee was £177,000 (FY25: £151,000) and non-audit fees paid to the external auditor were £39,000 (FY25: £47,000), comprising entirely assurance-focussed work, primarily relating to Solicitors Accounts Rules review with associated reporting to legal regulators. The Committee is satisfied that the level and nature of non-audit services provided have not impaired the external auditor's independence.

Internal audit

The Group operates an internal audit function led by the Senior Internal Audit Manager. During the year, the Committee approved the annual internal audit programme, received reports on the outputs of internal audit reviews undertaken across the Group's operations, and tracked progress against the actions arising from those reviews.

The Committee met with the Senior Internal Audit Manager during the year without management present, and is satisfied that the internal audit function operates independently of management, has appropriate resources, and provides effective assurance to the Committee and the Board.

Share dealing, anti-bribery and whistleblowing

The Group has adopted a share dealing code in conformity with the requirements of Rule 21 of the AIM Rules. All employees, including new joiners, must agree to comply with the code.

The Group has in place a whistleblowing policy, the purpose of which is to encourage employees to report any suspected wrongdoing as soon as possible; to provide employees with guidance as to how to raise those concerns; and to reassure employees that they can raise genuine concerns without fear of reprisals, even if they turn out to be mistaken. During the year, the Group implemented an independent external whistleblowing helpline to provide an alternative means of escalation for any employees wishing to raise concerns via a third party. In the event of a whistleblowing event, the Board will also be informed and kept up to date on all developments as appropriate.

The Group also has an anti-corruption and bribery policy, which sets out the Group's responsibilities in observing and upholding its position on bribery and corruption. It provides information and guidance on how to recognise and deal with bribery and corruption issues. These policies are provided to every employee of the Group and are available on the Group's intranet site. The Audit Committee reviews these policies on a regular basis to ensure that they remain fit for purpose.

Key priorities for next year

In the coming year, the Committee's priorities include:

- Continuing to embed the new Audit Committee structure following the separation from the Audit & Risk Committee;
- Preparing for the implementation of IFRS 18 'Presentation and Disclosure in Financial Statements'; and
- Continuing to support the transition of John Paton into the Chief Financial Officer role and overseeing the related changes in the Group's finance function.

Martin Pike
Chair, Audit Committee

20 July 2026

Remuneration Committee Report

Members

Edward Knapp (Chair)

Sunil Gadhia

Each member's expertise and experience is set out in their biography on pages 56 and 57. Their attendance at Remuneration Committee meetings during the year is set out in our QCA Corporate Governance Statement which can be found on our website (https://gateleyplc.com/investors)

What have we done in FY26

- Reviewed and approved the FY25 Directors' Remuneration Report.
- Determined the bonus outcomes for the Executive Directors for FY25.
- Determined the FY26 remuneration arrangements for the Executive Directors.
- Determined the remuneration arrangements for John Paton who joined as our Chief Financial Officer.
- Approved Restricted Share Awards to the Executive Directors and senior management.
- Recommended to the Board the purchase of shares by the Company's Employee Benefit Trust to satisfy future Restricted Share Awards.
- Appointed Korn Ferry as the Remuneration Committee's independent advisors.
- Undertook a review of the Committee's terms of reference and annual programme of business.

Dear Shareholder,

I am pleased to present the Directors' Remuneration Report for the financial year ended 30 April 2026 (FY26).

This letter introduces the report, outlines the major decisions on Directors' remuneration taken during the year and, importantly, explains the context in which these decisions have been taken.

Gateley is committed to high standards of corporate governance and our policy and disclosures on Directors' remuneration are intended to reflect this approach. We welcome shareholder feedback and this Directors' Remuneration Report will be put to an advisory vote at the forthcoming 2026 AGM.

Consistent with our commitment to high standards of corporate governance, during FY26, after a competitive tender process, Korn Ferry were appointed as the Committees' independent remuneration advisors. Following the year end, Korn Ferry advised the Remuneration Committee on this Directors' Remuneration Report (inclusive of remuneration policy). The Remuneration Committee is satisfied that no conflict of interest exists or existed in the provision of these services, and that the advice provided is independent. Korn Ferry is a member of the Remuneration Consultants Group and the Voluntary Code of Conduct of that body is designed to ensure objective and independent advice is given to remuneration committees. No fees were paid to Korn Ferry during the year as a result of the timing of their appointment. Korn Ferry does not have any other connection to the Company or its Directors.

Key reward principles

Remuneration at Gateley for executives and the wider workforce is guided by the following principles:

- Underpin an effective pay-for-performance culture which enables the Group to attract, retain and motivate the very best talent, without paying excessively, and ensuring alignment with total shareholder returns.
- Support the delivery of the business strategy and promote long-term sustainable performance, whilst ensuring that performance related pay does not encourage individuals to operate outside of the Group's risk appetite.

Executive Director remuneration

As disclosed last year, after considering the performance of the Group in FY25 and the Executive Directors' remuneration, the Committee determined that the base salaries for the Executive Directors should be increased for FY26 with effect from 1 May 2025 by 5%. The Committee regarded the increased levels of remuneration for FY26 as appropriate and consistent with average increases for the wider workforce.

Following consideration of the Executive Directors' remuneration and taking into consideration the performance of the Group in FY26 together with the challenging market context, the Committee has determined that base salaries for the Executive Directors for FY27 will be unchanged, reflecting the focus on financial performance and total shareholder return improvements in the year ahead. In addition, in light of FY26 performance, the Committee has determined there will be no bonus payments to the Executive Directors in relation to FY26. The Committee is confident that these decisions on Executive Director remuneration are consistent with, and in the best interests of, achieving the long-term strategic goals for the Group.

During FY27, with the assistance of its new independent advisors, the Remuneration Committee will review the remuneration policy and its implementation to ensure Executive Director remuneration is consistent with the key reward principles outlined above.

Share plans

During FY26, the Group has continued to focus on the growth, attraction, incentivisation and retention of talent. We remain committed to providing our people with the opportunity to own shares in the Company which we believe secures a strong alignment with the Group's shareholders, incentivises and retains employees, is reflective of our long-established culture, and supports value creation.

Gateley's listed structure enables the Group to incentivise our people in a different way to the competing limited liability partnership model. We utilise the Group's Restricted Share Award Plan ("RSA Plan") as appropriate as a flexible element of overall reward to selected senior talent including the Executive Directors. The RSA Plan supports retention and the direct alignment of senior talent with the interests of shareholders. Awards of Restricted Shares were made during the year to a number of employees, including two of the current Executive Directors (John Paton and Victoria Garrad).

During FY26, the Company supported the Group's Employee Benefit Trust ("EBT") to purchase shares in the Company, with a significant proportion from colleagues who were partners at IPO. Those shares are warehoused by the EBT and are used to make awards through the RSA Plan to senior talent, facilitating the re-circulation of internally held shares from former equity partners to our senior talent pool who merit a long-term share ownership award. This non-dilutive recirculation mechanism is a key differentiator for the Group in attracting and retaining quality senior talent who are incentivised and aligned with creating long term value for the Group and its stakeholders. When appropriate from a capital allocation perspective, the Committee will seek to continue to promote EBT funding to enable share recirculation, balancing overall shareholder dilution with corporate funding.

On a more general basis, the Committee remains committed to providing all of our people with the opportunity to own shares in the Company and continues to grant awards under the Save As You Earn scheme. At least 38% of our people are existing share or share option holders in the Company.

Shareholder considerations

Similar to previous years, we have continued to maintain transparent and open dialogue and engagement with our shareholders. Shareholders will continue to have an advisory vote on the Directors' Remuneration Report (inclusive of remuneration policy) at the forthcoming 2026 AGM. I would like to thank shareholders for their continued support of our approach, with the Directors' Remuneration Report (inclusive of remuneration policy) receiving a vote in favour of 99.66% at the 2025 AGM.

Wider workforce considerations

When considering executive pay, the Committee takes into account wider workforce remuneration and conditions. The principles behind the Remuneration Policy are cascaded down through the Group, as far as is appropriate. As a result, no element of the Remuneration Policy is operated exclusively for Executive Directors. The Committee has been mindful of the economic and political backdrop when making decisions on executive pay as outlined above. For FY26, the average employee salary increase was broadly in line with the salary increase for the Executive Directors.

Key priorities for FY27

During FY27, the Committee's priorities include:

- Determining the FY27 remuneration arrangements for the Executive Directors to support the Group's strategic priorities and financial objectives, including ensuring alignment to shareholder value creation.
- Approving RSA Plan awards as appropriate.
- Receiving independent advice from Korn Ferry on remuneration governance, structure, scale, benchmarking and policy for the Committee to ensure appropriate remuneration decisions are made in light of market standards.
- Undertaking a review of the Committee's terms of reference and annual programme of business.

I hope that you find the remainder of this report helpful and informative and I look forward to your continuing support at the forthcoming 2026 AGM.

Edward Knapp
Remuneration Committee Chair

20 July 2026

Remuneration Committee Report
continued

This report is for the year ended 30 April 2026. It sets out the detailed remuneration for the Executive and Non-Executive Directors of the Company.

As an AIM-quoted company, the information is disclosed to fulfil the requirements of AIM Rule 19. The information is unaudited except where stated. This report sets out:

- a description of how the Remuneration Committee operates;
- a summary of the Directors' remuneration policy – setting out the parameters within which the remuneration arrangements for Directors operate; and
- details of the remuneration paid to the Directors for FY26 and expected to be paid for FY27.

The Remuneration Committee

The Remuneration Committee comprises solely Independent Non-Executive Directors and is chaired by Edward Knapp. Only members of the Remuneration Committee have the right to attend meetings. Other individuals such as the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer or Company Secretary may be invited to attend meetings when appropriate. No individual is present for any discussions that relate directly to his or her own remuneration.

The Remuneration Committee meets at least twice each year and at such other times as required. To enable it to carry out its duties and responsibilities, the Committee has an annual schedule of work maintained by the Company Secretary which is regularly reviewed in conjunction with the Chair of the Committee.

The Company Secretary also maintains a tracker of actions arising from Committee meetings. At the next scheduled Board meeting, the Chair of the Remuneration Committee reports formally to the Board on the Committee's proceedings, including how it has discharged its responsibilities.

The Remuneration Committee held four scheduled meetings during the year. The QCA Corporate Governance Code Statement on our website (https://gateleyplc.com/investors/) provides details of members' attendance at those meetings.

The Remuneration Committee's main responsibilities include:

- Making recommendations to the Board regarding the Group's framework or broad policy for the remuneration of the Chair of the Board and the Executive Directors.
- Determining the entire individual remuneration packages for the Chair of the Board and the Executive Directors.
- Considering whether the Group's remuneration strategy is compatible with the Group's risk management policies.
- Approving any compensation packages or arrangements following the severance of any of the Chair of the Board and the Executive Directors.
- Regularly reviewing the ongoing appropriateness and relevance of the remuneration policy.

The Remuneration Committee's duties and responsibilities are set out in its Terms of Reference which are reviewed annually and are available on our website (https://gateleyplc.com/investors/).

Remuneration policy

The remuneration policy is designed to support an effective pay-for-performance culture which enables the Group to attract, retain and motivate Executive Directors with the necessary experience and expertise to deliver the Group's objectives, supporting long-term value creation and the Group's purpose, strategy and culture in accordance with Principle 9 of the QCA Corporate Governance Code 2023.

The table below summarises the key elements of the Executive Directors' remuneration.

Element, purpose and operation	Opportunity and performance measures
Base salary	
Reviewed on an annual basis with any changes normally becoming effective from the start of the financial year.	Appropriate salary increases will be awarded to provide alignment with the market so that levels reflect the responsibilities of the role and the skills and experience of the individual.
Pension and benefits	
Reviewed on an annual basis with any changes normally becoming effective from the start of the financial year.	The Executive Directors do not participate in a company funded pension scheme (other than at a qualifying earnings level of employer contribution) nor do they receive a cash allowance in lieu of employer pension contributions. The Company funds the provision of private medical insurance, income protection insurance and critical illness insurance for Executive Directors.
Bonus	
Designed to align participants' interests with shareholders and to incentivise participants to perform at the highest levels. The bonus is paid in cash after the end of the year. All Executive Directors participate in the bonus scheme.	The payment of a bonus to a participant is determined each year based on the Company's financial performance and the individual's performance as determined by appropriate financial and non-financial criteria.
Restricted Share Award (RSA Plan)	
Designed to incentivise participants to perform at the highest levels and to retain senior talent within the Group with direct alignment with shareholder interests. Executive Directors and selected senior talent may participate in the RSA Plan. Awards are granted in the form of nil-cost share awards which vest on initial receipt. Awards are subject to a five year non-dealing restriction ("Restricted Period") and are forfeited should the employment of the participant be terminated or should notice of termination be served in the Restricted Period (whether such notice is served by the Group or the employee). There are no performance conditions applicable to the awards under the RSA Plan.	The award of restricted shares to a participant pursuant to the RSA Plan is made having regard to the participant's individual performance and contribution to the Group. The number of awards made under the RSA Plan is set after taking into account the current and expected dilution from all share schemes. The Company has historically applied a guideline for dilution from all share plans of up to 15% of issued share capital from time to time, and the Board's intention is to reduce this down to 10% over time. This includes all awards made by the Company (and which have not lapsed) under all of its share plans in the prior 10 years. The Company regards this guideline as appropriate for a people-focused business on the AIM market which has been listed for approximately 10 years and the Company intends to continue operating its share plans using a mix of dilutive share issuance within this guideline and manage dilution by recycling shares purchased on the market through the Group's Employee Benefit Trust when it is appropriate to do so.

Remuneration Committee Report continued

Non-Executive Directors' fees

The Non-Executive Directors receive an annual fee for their services, reflective of their level of responsibility, relevant experience and specialist knowledge. Non-Executive Directors are also reimbursed for appropriate travel expenses to and from Board meetings.

Executive Directors' service agreements and Non-Executive Directors' letters of appointment

Rod Waldie and Victoria Garrad entered into service agreements with the Company on 1 June 2015. John Paton entered into a service agreement with the Company on 10 March 2026. The service agreements provide that the Executive Directors' employment with the Company is on a rolling basis, subject to written notice being served by either party of not less than six months. The service agreements contain provisions for early termination in the event of a breach of a material term of the service agreement by the Executive Director or where the Executive Director ceases to be a Director of the Company for any reason. The service agreements also contain restrictive covenants for a period of 12 months following termination of employment.

No bonus is payable to the Executive Director if their employment terminates for any reason, or they are under notice of termination (whether given by the Company or the Executive Director) at or prior to the date when the bonus is paid. All bonuses are payable within six months of the financial year end.

The Non-Executive Directors serve under letters of appointment. Edward Knapp was appointed for an initial three-year term on 22 August 2024, Martin Pike was appointed for an initial three-year term on 22 April 2025, and each of Jenny Goldie-Scot and Sunil Gadhia were appointed for initial three-year terms on 25 July 2025. The notice period required in the letters of appointment for either party to terminate the appointment is at least three months. Each letter of appointment also contains provisions for early termination in the event of a serious or repeated breach of the agreement by the Non-Executive Director or where the Non-Executive Director ceases to be a Director of the Company for any reason.

In line with good corporate governance and the QCA Corporate Governance Code 2023, all of the Directors (with the exception of Roderick Waldie) will retire at the forthcoming 2026 AGM, and being eligible, will offer themselves for (re-)appointment.

Annual report on remuneration

FY26 Directors' remuneration outcomes

The following table (audited) represents the Directors' remuneration for the years ended 30 April 2026 and 30 April 2025:

	Salaries and fees £'000	Bonus £'000	Share Awards[10] £'000	Benefits in kind £'000	Total 2026 £'000	Salaries and fees £'000	Bonus £'000	Share Awards[10] £'000	Benefits in kind £'000	Total 2025 £'000
Non-Executive										
Edward Knapp[1]	110	-	-	-	110	72	-	-	-	72
Nigel Payne[2]	-	-	-	-	-	42	-	-	-	42
Joanne Lake[3]	29	-	-	-	29	55	-	-	-	55
Martin Pike[4]	68	-	-	-	68	2	-	-	-	2
Colin Jones[5]	-	-	-	-	-	55	-	-	-	55
Jenny Goldie-Scot[6]	54	-	-	-	54	-	-	-	-	-
Sunil Gadhia[6]	46	-	-	-	46	-	-	-	-	-
David Wilton[7]	-	-	-	-	-	15	-	-	-	15
Executive										
Roderick Waldie	399	-	-	8	407	380	-	-	8	388
Neil Smith[8]	315	-	145	9	469	300	-	100	7	407
Victoria Garrad	315	-	145	8	468	300	-	100	7	407
John Paton[9]	111	-	92	2	205	-	-	-	-	-
	1,447	**-**	**382**	**27**	**1,856**	**1,221**	**-**	**200**	**22**	**1,443**

1. Edward Knapp was appointed as a Non-Executive Director and Chair Designate with effect from 22 August 2024 and as Non-Executive Chair with effect from 1 November 2024.
2. Nigel Payne stepped down from the Board with effect from 30 November 2024.
3. Joanne Lake stepped down from the Board at the Annual General Meeting on 24 September 2025.
4. Martin Pike was appointed as a Non-Executive Director with effect from 22 April 2025.
5. Colin Jones stepped down from the board with effect from 30 April 2025.
6. Jenny Goldie-Scot and Sunil Gadhia were appointed as Non-Executive Directors with effect from 28 July 2025.
7. David Wilton was appointed as a Non-Executive Director and Chair designate with effect from 1 February 2024. The Board and David Wilton mutually agreed not to continue with his appointment and he stepped down from the Board on 14 May 2024.
8. Neil Smith stepped down from the Board on 30 April 2026.
9. John Paton was appointed an Executive Director and Chief Financial Officer Designate on 5 January 2026, and became Chief Financial Officer on 1 May 2026.
10. This number reflects the value of the RSA Plan awards made to the Executive Directors during the year based on a share price at the date of grant of the RSA Plan awards to the respective participants.

Salary, benefits and pension

As disclosed last year, Roderick Waldie's basic salary increased by 5% with effect from 1 May 2025 from £380,000 to £399,000. Victoria Garrad's and Neil Smith's basic salaries also increased by 5% with effect from 1 May 2025 from £300,000 to £315,000. John Paton joined the Group on 5 January 2026 with an annual salary of £340,000.

Annual bonus

For the year under review, the Executive Directors were eligible to earn a performance related cash bonus. In light of the FY26 performance, and the focus on financial performance and total shareholder return, no bonuses were awarded to the Executive Directors in relation to FY26.

Long-term incentives granted

During FY26, awards were made under the RSA Plan of 115,385 shares to each of Neil Smith and Victoria Garrad on 2 September 2025, and of 98,039 shares to John Paton on 2 February 2026. The Committee believes these awards were made at modest levels compared to share awards in comparator companies for Executive Directors, and the Committee is satisfied that the total remuneration opportunities combining basic salary, bonus and long-term share-based pay continue to reflect a cost sensitive approach for the Executive Directors.

Roderick Waldie did not receive an award under the RSA Plan for FY26 as he is deemed to be sufficiently incentivised by his existing shareholding.

Long-term incentives vested

The 25,000 share options granted to each of Victoria Garrad and Neil Smith in April 2022 under the former LTIP Scheme lapsed in their entirety on 1 May 2025 as the performance conditions for these share options were not met. As disclosed in the 2022 Annual Report, the performance conditions were based on growth in adjusted fully diluted EPS over the three-year period ended 30 April 2025.

The 40,000 share options granted to each of Victoria Garrad and Neil Smith in February 2023 under the former LTIP scheme lapsed in their entirety on 1 May 2026 as the performance conditions for these share options were not met. As disclosed in the 2023 Annual Report, the performance conditions were based on growth in adjusted fully diluted EPS over the three-year period ended 30 April 2026.

Payments to past Directors for loss of office

There were no payments for loss of office during the year. Neil Smith stepped down from the role of Chief Financial Officer and from the Board on 30 April 2026 and has remained employed by the Group in a new role on a part-time basis. He did not and will not receive any payment for loss of office as a Director.

Chair and Non-Executive Director fees

During FY26, the Chair received an annual fee of £110,000, an increase of £10,000 from the prior year. The Non-Executive Directors (excluding the Chair) receive an annual fee of £60,000 per annum and an additional annual fee of £10,000 per annum for chairing a committee of the Board.

Directors' Interests (audited)

Directors' shareholdings at the year end were as follows:

	At 30 April 2026		At 30 April 2025	
	10p ordinary shares		10p ordinary shares	
	Number of shares	Percentage Holding	Number of shares	Percentage Holding
Non-Executive				
Edward Knapp	41,519	0.03%	41,519	0.03%
Jenny Goldie-Scot	-	-	-	-
Martin Pike	70,000	0.05%	-	-
Sunil Gadhia	-	-	-	-
Executive				
Roderick Waldie	1,185,670	0.86%	1,185,670	0.89%
Victoria Garrad	705,871	0.51%	590,486	0.44%
John Paton	148,039	0.11%	-	-
Neil Smith	471,248	0.34%	355,863	0.27%

There were no changes in the Directors' interests in shares between 30 April 2026 and 20 July 2026 (being the latest practicable date prior to publication).

The Directors' shareholdings in the table above includes the following awards made under the RSA Plan. As noted earlier, RSA Plan awards vest on initial receipt, are subject to a five-year non-dealing restriction and are forfeitable in the event of termination of employment.

Remuneration Committee Report continued

Director	Date of RSA Plan award	Number of shares under RSA Plan	Date shares under the RSA Plan become unrestricted
Victoria Garrad	24 July 2024 29 August 2025	72,464 115,385	24 July 2029 29 August 2030
John Paton	2 February 2026	98,039	2 February 2031
Neil Smith	24 July 2024 29 August 2025	72,464 115,385	24 July 2029 29 August 2030

The following Directors held share options under the LTIP Scheme as at 30 April 2026. As disclosed above, these options lapsed in their entirety on 1 May 2026 as the performance conditions for these share options were not met:

	Number of shares at 30 April 2026	Date of grant	Exercise price	Earliest exercise date
Victoria Garrad	40,000	23 February 2023	£nil	1 May 2026
Neil Smith	40,000	23 February 2023	£nil	1 May 2026

FY27 Directors' remuneration arrangements

The Committee has set FY27 remuneration for the Executive Directors as follows:

Salary, benefits and pension
Following consideration of the Executive Directors' remuneration and taking into consideration the performance of the Group in FY26 together with the challenging market context, the Committee has determined that base salaries for the Executive Directors for FY27 will be unchanged, reflecting the focus on financial performance and total shareholder return improvements in the year ahead. The benefits and pension provision will also remain unchanged.

Annual bonus
The Executive Directors will remain eligible for a bonus in FY27 in the same manner and to the same extent as the bonus scheme operated in FY26, subject to the Group's financial performance and the Executive Directors' individual performance.

Long-term incentive awards
The Executive Directors will remain eligible for an award under the RSA Plan during FY27, subject to the Group's financial performance and the Executive Directors' individual performance.

Chair and Non-Executive Director fees
The fees for the Chair and Non-Executive Directors will be unchanged for FY27.

Review of Directors' remuneration
As explained on page 67, the future structure of Executive Directors' remuneration will be considered further during the year as part of the Committee's review of the remuneration policy and its operation. The approach to fees paid to the Board Chair and the other Non-Executive Directors will also be considered. Full details of the outcome of the review will be included in next year's Directors' Remuneration Report.

Directors' Report

The Directors present their Annual Report and the audited financial statements for the year ended 30 April 2026.

Gateley (Holdings) Plc is incorporated in England and Wales with registered number 09310078. The Company's registered office is One Eleven, Edmund Street, Birmingham, B3 2HJ. The Company is a public limited company and is listed on AIM on the London Stock Exchange.

The Directors believe that the requisite components of this report are set out elsewhere in the Annual Report and/or on the Company's website (www.gateleyplc.com/investors). The table below sets out where the necessary disclosures can be found.

Business performance	
Principal activities	The principal activities of the Gateley Group during the year were the provision of commercial legal services together with complementary consultancy services including acting as independent trustees to pension schemes, the provision of specialist tax incentive advice, the supply of specialist property consultancy services and the supply of specialist human capital management.
Business review	The financial results of Gateley (Holdings) Plc for the year ended 30 April 2026 are set out in the Chief Financial Officer's Report on pages 22 to 26 and in the consolidated statement of profit and loss and other comprehensive income on page 86. A review of the business, results and dividends, and likely future developments of the Company are contained in the Chairman's, Chief Executive Officer's and Chief Financial Officer's reports on pages 8 to 26. The Strategic Report, which includes a description of the principal risks and uncertainties facing the Group, is set out on pages 2 to 51.
Future development	The board plans to continue to drive growth within the existing business and through acquisitions within both the legal and non-legal sectors, supporting this with further investment in technology and recruitment of quality personnel.
Dividends	The Directors recommend a final dividend of 2.0p (FY25: 6.2p) per share in respect of the year ended 30 April 2026. If approved by shareholders at the forthcoming Annual General Meeting, the final dividend will be paid on 13 November 2026 to shareholders on the register at the close of business on 16 October 2026. The final dividend and the interim dividend of 3.3p (FY25: 3.3p) per share paid on 31 March 2026, give a total dividend for the year ended 30 April 2026 of 5.3p (FY25: 9.5p) per share. The final dividend has not been included within creditors as it was not approved before the year end. Information regarding dividend payments can also be found in note 11 to the consolidated financial statements on page 111.
Strategic Report	The Strategic Report can be found on pages 2 to 51.
Activities in research and development	The Group did not engage in any material research and development activities in the year.
Post balance sheet events	There have been no events since the financial year end that are important in the understanding of the Group's current position. A post balance sheet dividend was paid to the Company from its subsidiary. For further details please see page 141.
Going concern	The Directors have considered the going concern status of the Company and are satisfied that the Company remains a going concern. Details of the going concern basis are set out on page 26 and page 90.
Financial risk management	The Group uses various financial instruments including cash, trade debtors and trade creditors. It is the Group's policy not to enter into complex financial instruments. Such instruments give rise to liquidity risk, interest rate risk, credit risk and foreign exchange risk. More detail on the Group's use of financial instruments is set out in note 25 to the consolidated financial statements on page 124.

Directors' Report
continued

Directors	
Directors	The names and the key skills and experience of the current Directors are set out in the Corporate Governance report on pages 56 and 57. Directors are appointed and may be removed in accordance with the Company's Articles of Association and the provisions of the Companies Act 2006. A Director may be appointed by an ordinary resolution of shareholders or by the existing Directors, either to fill a vacancy or as an additional Director. All Directors (with the exception of Roderick Waldie) intend to seek election or re-election at the forthcoming Annual General Meeting in accordance with the Company's Articles of Association and the recommendations of the Quoted Companies Alliance Code.
Directors' powers	The Board of Directors may exercise all the powers of the Company subject to the provisions of relevant legislation, the Company's Articles of Association and any directions given by the Company in general meeting.
Directors' indemnity provisions	As permitted by the Articles of Association, the Directors have the benefit of an indemnity provision, which is a qualifying third-party indemnity provision as defined by section 234 of the Companies Act 2006. The indemnity was in force throughout the financial period and at the date of approval of the financial statements.
Directors' interests	Details of the Directors' beneficial interests are set out in the Remuneration Committee report on page 71.
Directors' and Officers' liability insurance	The Group purchases and maintains Directors' and Officers' liability insurance for the benefit of its Directors and Officers, which was in place throughout the year and remains in place at the date of this report.
Related party transactions	Internal controls are in place to ensure that any related party transactions involving Directors, or their closely associated persons, are conducted on an arm's length basis and are properly recorded and disclosed where appropriate. During the year, no Director had any material interest in any contract of significance to the Group's business. Further detail is set out in note 28 to the consolidated financial statements on page 128.
Directors' conflicts of interest	The Company's Articles of Association enable Directors to authorise matters that give rise to actual or potential conflicts of interest. The Company has a policy and procedure in place for identifying, disclosing, evaluating and managing conflicts of interest so that Board decisions are not compromised by a conflicted Director. Directors have a continuing duty to ensure the Board is updated on any changes to these conflicts. The Company Secretary maintains a register of conflicts and conflicts that have been authorised by the Board. The register of conflicts is reviewed annually and approved by the Board.

Constitution	
Articles of Association	The Company's Articles of Association can be amended by a special resolution passed by shareholders at a general meeting. A copy of the Company's Articles of Association can be found on the Company's website: www.gateleyplc.com/investors. The Company has only one class of ordinary shares.
Change of control	The Company's share schemes contain provisions relating to a change of control. Save in respect of the provisions of the Company's share schemes, the Directors are not aware of any agreements between the Company and its Directors or employees which would pay compensation in the event of a change of control. There are a number of agreements that take effect, alter or terminate upon a change of control of the Company such as supplier and service provider agreements and property lease arrangements. The Company holds a significant agreement which would be terminable upon a change of control: the revolving credit facility for £80m until April 2028 with options to extend this to April 2030, split equally between Bank of Scotland, HSBC UK, Barclays and NatWest. The facility also features an uncommitted accordion option for a further £20m.
Corporate Governance Statement	Since September 2018 all AIM companies have been required to set out details of a recognised corporate governance code that the Board of Directors has chosen to apply, how they comply with that code, and where it departs from its chosen corporate governance code an explanation for doing so. The Board adopted the Quoted Companies Alliance ('QCA') Code. The Group's application of this Code is detailed in the Corporate Governance Statement as detailed on the Group's website at www.gateleyplc.com/investors. As required under AIM Rule 26, the information in this statement is updated annually.

Stakeholders and policies	
Section 172 statement	The Company's section 172 statement and key Board decisions can be found in the Strategic Report on pages 48 to 51.
Employee engagement	Details of how the Group engages with employees are set out in the Strategic Report on pages 50 to 51.
Employees with disabilities	Details of the Group's policy and approaches to diversity and inclusion are set out in the Strategic Report on pages 50 to 51.
Stakeholder engagement and key decisions	The Directors have identified the key stakeholders of the business, and documented their engagement with these groups throughout the year along with how they have been considered in the making of key decisions within the year. The Group conducts regular client surveys to better understand and improve the clients' experience and service received. The Group uses a number of way to engage with employees on matters that impact them and the performance of the Group including employee engagement surveys, formal business performance updates, regular team meetings, and the Group's intranet site which enables easy access to the latest information and policies. The Group seeks to build strong long-term relationships with its suppliers working alongside them as business partners for the benefit of all. The Group works closely with its advisors to ensure it operates in accordance with market and other applicable regulations. The Compliance Officer for Legal Practice and Director of Professional Regulation & Standards have regular meetings with the Group's Relationship Manager and the wider team at the Solicitors Regulation Authority (SRA), the organisation that oversees the regulation of the legal services sector. Further details of the key decisions and discussions of the Board during the year are set out in the section 172 statement of the Strategic Report on pages 48 to 51.
Modern Slavery Statement	The Company has approved and published its Modern Slavery Statement on its website in accordance with the Modern Slavery Act 2015.
Political donations	During the year ended 30 April 2026, the Group did not make any political donations or incur any political expenditure (FY25: £nil).
Streamlined Energy and Carbon Reporting ("SECR")	Under the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulation 2018, the Company is mandated to disclose its UK energy use and associated greenhouse gas ("GHG") emissions. Further detail can be found in the Strategic Report on pages 34 and 35.
Task Force on Climate-related Financial Disclosures report ("TCFD report")	The Group has published its TCFD report, which details how the Group identifies and monitors climate-related risks and opportunities. This can be found on pages 36 to 40.

Shareholders and share capital	
Share capital	As at 30 April 2026, the Company's issued share capital comprised 137,277,557 ordinary shares of 10p each. Full details of the share capital of the Company and changes to share capital during the year are set out in note 24 to the consolidated financial statements on page 123. Full details of the rights and obligations attaching to the Company's share capital are contained in the Company's Articles of Association which are published on our website. Holders of the Company's ordinary shares are entitled to attend, speak and vote (either in person or by proxy) at a general meeting of the Company, and the right to benefit in any distribution of the Company, which includes, but is not limited to, dividends. No shareholder owns shares in the Company with special rights as to control.
Authority to allot own shares	At the Company's 2025 Annual General Meeting, shareholders authorised the Directors to allot up to 44,121,537 shares in the capital of the Company. Directors will seek authority from shareholders at the forthcoming Annual General Meeting to allot up to 45,301,590 shares in the capital of the Company. Further details are set out in the Notice of Annual General Meeting.

Directors' Report continued

Shareholders and share capital

Authority to purchase own shares	At the Company's 2025 Annual General Meeting, the Company was authorised to purchase up to 13,370,163 of its own shares in the market. Directors will seek authority from shareholders at the forthcoming Annual General Meeting for the Company to purchase, in the market, up to 13,727,756 shares. Further details are set out in the Notice of Annual General Meeting.
Major interests in shares	As at 30 April 2026, the Company had been notified of the following significant interests in the share capital of the Company:

Name	Number of shares/voting rights notified	% of shares/ voting rights notified
Octopus Investments	14,863,250	10.83%
FIL Investment International	10,192,894	7.43%
Liontrust Asset Management	9,612,309	7.00%
Jupiter Asset Management	5,500,137	4.01%

Employee share trust	The Gateley Employee Benefit Trust ("EBT") was established to facilitate the issue of equity shares of Gateley (Holdings) Plc to Group employees under share award schemes. During the year, the Company issued 1,936,289 ordinary shares into the EBT to satisfy FY26 UK RSA share awards and the EBT also purchased a total of 2,804,789 shares from the market and employees in the year for a total consideration of £3.4m, which was funded by the Group and is accounted for as a deduction from other reserves. In addition, as a result of RSA lapses in the year of 1,092,295 shares, 1,074,179 shares were reclaimed into the EBT as a result of these lapses, with 18,116 being returned into the EBT shortly after year end. Further, 6,131,276 shares held in the EBT were utilised for employee share awards. As at 30 April 2026, the EBT held 1,861,829 shares, representing 1.4% of the issued share capital of the Company.
Restrictions on the transfer of shares	Other than where imposed by law or regulation, or where the listing rules require certain persons to obtain clearance before dealing, there are no restrictions regarding the transfer of shares in the Company. The Company is not aware of any agreement which would result in a restriction on the transfer of shares or voting rights.
Annual General Meeting	The 2026 Annual General Meeting of the Company will be held at 1 Paternoster Square, London EC4M 7DX on Tuesday 6 October 2026 at 12:00p.m. The Notice of Annual General Meeting together with explanatory notes is set out on pages 142 to 150.

Auditors and audit

Disclosure of information to the auditor	The Directors confirm that: • so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and • the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.
Auditor	In accordance with section 489 of the Companies Act 2006, a resolution for the re-appointment of MHA Audit Services LLP as auditor of the Company will be proposed at the forthcoming Annual General Meeting.

Directors' responsibilities statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have to prepare the financial statements in accordance with UK-adopted international accounting standards. 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 and profit or loss of the Company and Group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board

R. R. Waldie

Roderick Waldie
Chief Executive Officer

20 July 2026

Registered office: One Eleven Edmund Street, Birmingham, B3 2HJ

Our financials

Independent auditor's report
to the members of Gateley (Holdings) plc

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Gateley (Holdings) plc. For the purposes of the table on page 81 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The Group financial statements, as defined below, consolidate the accounts of Gateley (Holdings) plc and its subsidiaries (the "Group"). The "Company" is defined as Gateley (Holdings) plc, as an individual entity. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Gateley (Holdings) plc for the year ended 30 April 2026.

The financial statements that we have audited comprise:

- the Consolidated Statement of Profit and Loss and Other Comprehensive Income
- the Consolidated Statement of Financial Position
- the Consolidated Cash Flow Statement
- the Consolidated Statement of Changes in Equity
- Notes 1 to 29 to the consolidated financial statements, including material accounting policies
- the Company Statement of Financial Position
- the Company Cash Flow Statement
- the Company Statement of Changes in Equity and
- Notes 1 to 16 to the Company financial statements, including material accounting policies.

The financial reporting framework that has been applied in the preparation of the Group and Company's financial statements is applicable law and UK-adopted international accounting standards.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the Company's affairs as at 30 April 2026 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors' assessment of the Group's and the Company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining an understanding of management's process for preparing the going concern assessment.
- Considering inherent risks to the Group's and the Company's operations and specifically their business model, including an evaluation of how those risks might impact on the available financial resources.
- Examining budgets and forecasts and their basis of preparation, including an assessment of inputs and assumptions and respective challenge in assessing the budgets and forecasts.
- Identifying key costs and other areas that could have an adverse impact on the Group's cash flow, ensuring these have been considered in the budgets and forecasts.
- Analysing post year end financial performance against the budgets prepared by management.
- Considering liquidity including examination of cash flow projections at Group and Company level.
- Considering the funding facilities and headroom available to the Group, including consideration of compliance with financial covenants.
- A review RNS announcements and share price movements to consider potential indicators of going concern matters.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and 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.

Overview of our audit approach

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

Materiality	2026	2025	
Group	£1,082k	£1,164k	5% (2025: 5%) of adjusted profit before tax
Company	£505k	£610k	1% (2025: 1%) of net assets

Key audit matters

Recurring	• Valuation of contract assets and accuracy of unbilled revenue (Group)

Key Audit Matters

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

Key audit matter description	How the scope of our audit responded to the key audit matter	Key observations communicated to the Group's Audit Committee
Valuation of contract assets and accuracy of unbilled revenue (Note 17)		
Revenue is recognised in accordance with IFRS 15 'Revenue from Contracts with Customers'. Contract assets are recognised where work has been performed on a non-contingent matter, but an invoice has not been raised pre-year-end and the recognition criteria under IFRS have been met. There is judgement in the calculation of the contract assets and the associated unbilled revenue when assessing the valuation and accuracy of the time recorded. The contract asset calculation includes a number of inputs, including charge-out rates and management adjustments. As these inputs can be amended, there is a risk that inappropriate changes could result in the misstatement of contract assets and the associated revenue recognised. Contract assets are one of the largest and most significant figures in the financial statements and are subject to significant management judgement, making them inherently susceptible to estimation uncertainty and potential bias. This would be of particular interest to potential and existing investors which is why it has been classified as a key audit matter.	We evaluated the Group's accounting policies for recognition of contract assets for compliance with the requirements of the financial reporting framework, including IFRS 15 'Revenue from Contracts with Customers', and checked this has been appropriately applied. We assessed the design and implementation and tested the operating effectiveness of controls over the valuation of contract assets recognised in Gateley plc. We obtained a breakdown of the contract asset balances and audited significant or unusual manual adjustments, with an assessment performed of management's methodology. On a sample basis, we obtained a breakdown of unbilled revenue and recalculated this by reference to hours recorded on time cards and charge out rate, as agreed to engagement letters or the firm's standard rate. Where possible, we also agreed to post year end billing and cash received.	Nothing has come to our attention indicating that there is any material misstatement in the valuation of contract assets or accuracy of unbilled revenue.

Independent auditor's report
continued

Our application of materiality

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

Materiality in respect of the Group was set at £1,082k (2025: £1,164k) which was determined on the basis of 5% (2025: 5%) of the Group's adjusted profit before tax. Materiality in respect of the Company was set at £505k (2025: £610k), determined on the basis of 1% (2025: 1%) of the Company's net assets.

Adjusted profit before tax is considered the main measure by which the users of the financial statements assess the financial performance and success of the Group. We therefore consider this to be the most appropriate benchmark for Group materiality.

Given that the Company principally functions as a holding company, we considered an asset-based benchmark to be the most appropriate and selected net assets accordingly.

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

Performance materiality for the Group was set at £757k (2025: £815k) and at £354k (2025: £427k) for the Company which represents 70% (2025: 70%) of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.

We agreed to report any corrected or uncorrected adjustments exceeding £54k and £25k in respect of the Group and Company respectively to the Audit Committee as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

Overview of the scope of the Group and Parent Company audits

Our assessment of audit risk, evaluation of materiality and our determination of performance materiality sets our audit scope for each component within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. This assessment takes into account the size, risk profile, organisation / distribution and effectiveness of group-wide controls, changes in the business environment and other factors such as recent internal audit results when assessing the level of work to be performed at each component.

In assessing the risk of material misstatement to the consolidated financial statements, and to ensure we had adequate quantitative and qualitative coverage of classes of transactions, account balances and disclosures (COTABDS) in the consolidated financial statements, all entities within the Group were taken into account for the determination of components.

In order to determine the components at which the audit work would be performed, we assessed whether any of the legal entities had similar business characteristics; and operated in the same geographical location under the same management, and using a common system of internal control, including the accounting system. We identified 9 components which formed the basis of our risk assessment and testing strategy. Of the 9 components across the Group, audits of the complete financial information of 2 components were undertaken, these entities were selected based upon their size or risk characteristics.

For those components not subject to a full scope audit, we performed targeted audit procedures over specific COTABDS where necessary to obtain sufficient appropriate audit evidence over the consolidated FS.

The control environment

We evaluated the design and implementation of those internal controls of the Group, including the Company, which are relevant to our audit, such as those relating to the financial reporting cycle. We also gained an understanding of the general IT environment. We tested the design, implementation and operating effectiveness of controls over valuation of contract assets and placed reliance on these controls for the principal subsidiary Gateley Plc. A summary of the testing performed has been documented in the key audit matters section.

Climate-related risks

In planning our audit, we considered the potential impact of climate-related risks on the Group and Parent Company and the financial statements. We reviewed management's climate-related risk assessment, the UK Climate-related Financial Disclosures and supporting evidence. Based on the audit evidence obtained, we concluded that climate-related risks do not currently have a material impact on the financial statements.

Reporting on other information

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

We have nothing to report in this regard.

Strategic report and directors report

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

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

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

Matters on which we are required to report by exception

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

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

Responsibilities of directors

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

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

Auditor responsibilities for the audit of the financial statements

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

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

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

Independent auditor's report continued

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

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

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

Identifying and assessing potential risks arising from irregularities, including fraud

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

- We considered the nature of the professional practice sector in which the group operates, the control environment, business performance including remuneration policies and the Group's, including the Company's, own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Group focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of the Companies Act 2006, UK tax legislation or those that had a fundamental effect on the operations of the Group.
- We enquired of the directors and management concerning the Group's and the Company's policies and procedures relating to:
  - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
  - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. We determined that the principal risks were related to posting inappropriate journal entries to increase revenue to meet market expectations and management bias in accounting estimates particularly in determining ECL and provisions against contract assets.

Audit response to risks identified

In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Group's and the Company's audit committee and board meetings;
- audit procedures performed by the engagement team in connection with the risks identified included:
  - reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements;
  - testing journal entries, including those processed late for financial statements preparation and those posted to unusual account combinations;
  - evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias;
  - enquiry of management around actual and potential litigation and claims.
  - challenging the assumptions and judgements made by management in its significant accounting estimates, in particular those relating to contract assets; and
- we communicated relevant 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.

Use of our report

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

Simon Knibbs MA FCA
(Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
Birmingham, United Kingdom
20 July 2026

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

Consolidated statement of profit and loss and other comprehensive income
for the year ended 30 April 2026

	Note	Year ended 30 April 2026 £'000	Year ended 30 April 2025 £'000
Revenue	2	**194,279**	**179,499**
Other operating income	3	234	224
Personnel costs	6	(123,690)	(113,437)
Depreciation – Property, plant and equipment	12	(1,340)	(1,303)
Depreciation – Right-of-use asset	27	(4,346)	(4,034)
Impairment of trade receivables and contract assets	17, 18	(3,753)	(1,684)
Gain on bargain purchase	14	3,025	-
Other operating expenses	4	(56,906)	(55,283)
Operating profit		**7,503**	**3,982**
Adjusting items	5	13,983	16,936
Adjusted operating profit[9]	5	**21,486**	**20,918**
Financial income	8	3,167	4,770
Financial expense	8	(3,008)	(2,389)
Profit before tax		**7,662**	**6,363**
Taxation	9	(4,697)	(4,998)
Profit for the year after tax		**2,965**	**1,365**
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss			
- Revaluation of other investments	16	(85)	(196)
- Exchange differences on translation of a foreign branch		(170)	(141)
Profit for the financial year and total comprehensive income		**2,710**	**1,028**
Earnings per ordinary share (restated)			
Basic earnings per ordinary share	10	2.21p	1.04p
Diluted earnings per ordinary share	10	2.21p	1.04p

[9] Adjusted operating profit and other alternative performance measures are defined and reconciled in note 5.

Consolidated statement of financial position
As at 30 April 2026

	Note	As at 30 April 2026 £'000	As at 30 April 2025 £'000
Non-current assets			
Property, plant and equipment	12	3,223	1,806
Right of use asset	27	22,331	21,131
Deferred tax asset	21	591	566
Intangible assets and goodwill	13	13,182	11,072
Other intangible assets	15	55	222
Trade and other receivables	18	931	2,559
Other investments	16	30	115
Total non-current assets		**40,343**	**37,471**
Current assets			
Contract assets	17	*27,469*	24,886
Trade and other receivables	18	*78,396*	70,576
Cash and cash equivalents	23	*8,017*	12,081
Total current assets		**113,882**	**107,543**
Total assets		**154,225**	**145,014**
Non-current liabilities			
Other interest-bearing loans and borrowings	19	(33,291)	(18,685)
Lease liability	27	(22,844)	(21,552)
Deferred tax liability	21	(2,953)	(2,409)
Other payables	20	(432)	-
Acquisition consideration	14	(1,050)	-
Provisions	22	(2,560)	(2,730)
Total non-current liabilities		**(63,130)**	**(45,376)**
Current liabilities			
Trade and other payables	20	(27,968)	(25,935)
Lease liability	27	(4,279)	(4,230)
Provisions	22	(265)	(175)
Current tax liabilities		(1,011)	(1,794)
Total current liabilities		**(33,523)**	**(32,134)**
Total liabilities		**(96,653)**	**(77,510)**
Net assets		**57,572**	**67,504**
Equity			
Share capital	24	13,727	13,370
Share premium		1,730	424
Merger reserve		(9,950)	(9,950)
Other reserve		20,227	19,754
Treasury reserve		(1,196)	(2,647)
Translation reserve		(382)	(212)
Retained earnings		33,416	46,765
Total equity		**57,572**	**67,504**

The accompanying notes on pages 90 to 128 form part of these consolidated financial statements. These financial statements were approved by the directors on 20 July 2026 and were signed and authorised for issue on their behalf by:

R. R. Waldie

Rodrick R Waldie
Chief Executive Officer

John C Paton
Chief Financial Officer

Company registered number: 09310078

Consolidated statement of changes in equity
for the year ended 30 April 2026

	Issued share capital £'000	Share premium £'000	Merger reserve £'000	Other reserve £'000	Treasury reserve £'000	Retained earnings £'000	Foreign currency translation reserve £'000	Total Equity £'000
As at 1 May 2024	**13,304**	**35**	**(9,950)**	**19,383**	**(4,012)**	**61,642**	**(71)**	**80,331**
Comprehensive income:								
Profit for the year	-	-	-	-	-	1,365	-	1,365
Revaluation of other investments						(196)	-	(196)
Exchange rate differences	-	-	-	-	-	-	(141)	(141)
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**1,169**	**(141)**	**1,028**
Transactions with owners recognised directly in equity:								
Issue of share capital	66	389	-	371	-	-	-	826
Purchase of own shares by the EBT	-	-	-	-	(2,799)			(2,799)
Share options exercised by employees	-	-	-	-	4,164	(4,164)	-	-
Recognition of tax benefit on gain from equity settled share awards	-	-	-	-	-	(90)	-	(90)
Dividend paid	-	-	-	-	-	(12,498)	-	(12,498)
Share-based payment charge	-	-	-	-	-	706	-	706
As at 30 April 2025	**13,370**	**424**	**(9,950)**	**19,754**	**(2,647)**	**46,765**	**(212)**	**67,504**
Comprehensive income:								
Profit for the year	-	-	-	-	-	2,965	-	2,965
Revaluation of other investments	-	-	-	-	-	(85)	-	(85)
Exchange rate differences	-	-	-	-	-	-	(170)	(170)
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**2,880**	**(170)**	**2,710**
Transactions with owners recognised directly in equity:								
Issue of share capital	357	1,306	-	473	-	-	-	2,136
Purchase of own shares by the EBT	-	-	-	-	(3,350)	-	-	(3,350)
Share options exercised by employees	-	-	-	-	4,801	(4,801)	-	-
Purchase of own shares at nominal value	-	-	-	-	-	(226)	-	(226)
Dividend paid	-	-	-	-	-	(12,911)	-	(12,911)
Share-based payment charge	-	-	-	-	-	1,709	-	1,709
As at 30 April 2026	**13,727**	**1,730**	**(9,950)**	**20,227**	**(1,196)**	**33,416**	**(382)**	**57,572**

Issued share capital
Issued share capital represents the nominal value of share capital subscribed.

Share premium
The share premium account is used to record the aggregate value of premiums paid when the Company's shares are issued at a premium, net of associated share issuance costs.

Merger reserve
The merger reserve represents the difference between the nominal value of shares acquired by the Company in the share for share exchange with the former Gateley Heritage LLP members and the nominal value of shares issued to acquire them.

Other reserve
The other reserve represents the difference between the actual and nominal value of shares issued by the Company in the acquisition of subsidiaries.

Treasury reserve
The treasury reserve represents the repurchase of shares for future distribution by Group's Employee Benefit Trust ("EBT").

Retained earnings
The retained earnings reserve represents cumulative net profits and losses recognised in the consolidated statement of profit and loss and other comprehensive income, less dividends paid.

Foreign currency translation reserve
The foreign currency translation reserve represents exchange differences that arise on consolidation from the translation of the financial statements of foreign subsidiaries.

Consolidated cash flow statement
for the year ended 30 April 2026

	Note	Year ended 30 April 2026 £'000	Year ended 30 April 2025 £'000
Cash flows from operating activities			
Profit for the year after tax		2,965	1,365
Adjustments for:			
Tax expense	9	4,697	4,998
Financial income	8	(3,167)	(4,770)
Interest on bank borrowings	8	1,873	1,299
Interest on lease liabilities	8	1,135	1,090
Depreciation – Property, plant and equipment	12	1,340	1,303
Depreciation – Right-of-use asset	27	4,346	4,034
Amortisation of acquired intangibles	13	2,090	2,696
Amortisation of other intangibles	15	167	425
Equity-settled share-based payments	7	1,709	706
Gain on bargain purchase	14	(3,025)	-
Acquisition consideration treated as remuneration	14	8,512	10,928
Employment-linked acquisition consideration paid on completion	14	(4,293)	-
Employment-linked acquisition earn-out consideration paid	14	(514)	(401)
Cash generated from operations, before movements in working capital		**17,835**	**23,673**
Increase in trade and other receivables		(8,303)	(2,328)
Increase/(decrease) in trade and other payables		1,598	(6,994)
Decrease in provisions	22	(80)	(995)
Cash generated from operations		**11,050**	**13,356**
Tax paid		(6,690)	(5,423)
Net cash flows from operating activities		**4,360**	**7,933**
Investing activities			
Purchase of property, plant and equipment	12	(2,753)	(1,526)
Cash acquired on business combinations	14	136	-
Interest received	8	3,167	4,770
Net cash flows from investing activities		**550**	**3,244**
Financing activities			
Interest paid	8	(1,873)	(1,299)
Lease repayments	23	(5,340)	(5,376)
Drawdown of revolving credit facility, net of refinancing costs	19, 23	19,500	5,777
Loans repaid	19, 23	(5,000)	-
Acquisition of own shares by Employee Benefit Trust	24	(3,350)	(2,799)
Cash received for shares issued on exercise of SAYE/CSOP options		-	425
Dividends paid	11	(12,911)	(12,498)
Net cash used in financing activities		**(8,974)**	**(15,770)**
Net (decrease)/increase in cash and cash equivalents		(4,064)	(4,593)
Cash and cash equivalents at beginning of year		12,081	16,674
Cash and cash equivalents at end of year	23	**8,017**	**12,081**

Notes to the consolidated financial statements
(forming part of the financial statements)

1. Basis of preparation and material accounting policies

1.1 General information

The principal activity of the Group is the provision of commercial legal and consultancy services. Gateley (Holdings) Plc is incorporated in England and Wales with registered number 09310078. The Company is a public limited company and is listed on the AIM of the London Stock Exchange. Its registered office is One Eleven, Edmund Street, Birmingham, B3 2HJ. The consolidated financial statements were authorised for issue in accordance with a resolution of the Directors on 21 July 2026.

1.2 Basis of preparation

The financial statements of Gateley (Holdings) Plc have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Group financial statements.

The financial statements are prepared under the historical cost basis except for certain financial instruments that are measured at fair value. The principal variations relate to investment properties and financial instruments which are measured at fair value.

The presentational currency of these consolidated financial statements is pound sterling. All amounts in these financial statements have been rounded to the nearest £1,000, except where otherwise stated. The individual financial statements of each Group company are presented in the currency of the primary economic environment in which it operates (its functional currency).

1.3 Basis of consolidation

These financial statements consolidate the Group's financial position of the Company and its subsidiary undertakings as at 30 April 2026.

The financial results of subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. The financial statement of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

All intercompany balances, transactions and unrealised gains and losses arising from intercompany transactions are eliminated in full to ensure the consolidated financial statements reflect the Group as a single economic entity.

1.4 Going concern

In assessing the Group's and the Company's abilities to continue on a going concern basis for a period of at least 12 months from the approval of these financial statements (the "going concern period"), the Directors considered the Group's projected cash flows, cash liquidity and existing undrawn borrowing facilities.

As at 30 April 2026, the Group's net debt was £25.3m. The Group also has access, throughout the going concern period, to a revolving credit facility ("RCF") of £80.0m, providing further liquidity. See note 19 for details of the Group's banking facility, and also note 25 for details of the financial risks facing the Group.

The Group prepared cash-flow forecasts covering the going concern period. The base case assumes trading performance over the forecast period in line with the Board-approved budget, reflecting continued growth in FY27 at improved margins, including future non-operating cash flows related to dividends, interest and acquisition earn-out payments and the repayment of some RCF borrowings. The Directors considered the principal risks and mitigants (as set out on pages 44 to 47) and analysed a range of cash-flow downside scenarios, including a more severe downside scenario and the Directors consider the sequence of events that could lead to it to be unlikely. All of these scenarios have been modelled before any mitigating cost, acquisition earn-out or dividend reductions and the Group has sufficient headroom, in each scenario, to its RCF covenant requirements through the going concern period.

After careful consideration of the scenarios, the Directors have a reasonable expectation that the existing resources of the Group and the Company are adequate to meet their requirements over the going concern period. On this basis, the Directors consider that it is appropriate to adopt the going concern basis in preparing the financial statements.

1.5 Material accounting policies

The material accounting policies adopted in the preparation of these consolidated financial statements are set out below:

1.5.1 Key sources of estimation uncertainty
The preparation of consolidated financial statements under IFRS requires Management to make judgements, estimates and assumptions which affect the application of accounting policies and reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities.

Judgements
In the process of applying the Group's accounting policies, the Directors have made two judgements (excluding those involving estimations), which is considered to have a significant effect on the financial statements for the year ended 30 April 2026.

Unbilled revenue on client assignments (contract assets - note 17)
The valuation of unbilled revenue involves detailed understanding of contractual terms with clients, and affects the amount of revenue recognised. The valuation is based on an estimate of the amount expected to be recoverable from clients on unbilled items based on such factors as time spent, the expertise and skills provided and the stage of completion of the assignment. The principal uncertainty over this judgement is in forecasting revenue and costs, which drives the stage of completion assessment. Management look to reduce this level of uncertainty by conducting comprehensive risk assessments over each engagement undertaken to minimise the overall risk held by the Group. Provision is made for such factors as historical recoverability rates, contingencies, agreements with clients, external expert's opinion and the potential credit risks, following interactions between legal staff, finance and clients. In assessing whether unbilled time is recognised as unbilled revenue, Management are required to make judgements in determining the point at which any contingency is resolved and when the fair value of consideration can be measured reliably.

Where a workstream is contingent at the statement of financial position date, and is not part-funded or insured, no revenue is recognised. Where entitlement to income is certain it is recognised at selling price.

Alternative performance measures (note 5)
To assist in understanding the underlying performance of the Group, management presents various alternative performance measures ("APMs"), which exclude certain adjusting items. APMs are provided to allow stakeholders a further understanding of the underlying trading performance of the Group and to aid comparability between accounting periods. Management applies judgement to identify those adjusting items that warrant exclusion from the Group's adjusted measures to allow stakeholders a further understanding of the underlying performance of the business. These adjusting items have been applied consistently across reporting periods. A reconciliation to IFRS measures, and explanation of each adjusting item excluded, is provided in note 5.

All adjusting items are considered individually for exclusion by virtue of their nature or size. In the year ended 30 April 2026, these items totalled £14.0m (FY25: £16.9m) recognised in personnel costs and other operating expenses.

Estimates
A number of estimates have been made in the preparation of these financial statements. The underlying assumptions in the Group's estimates are based on historical experience and various other factors that are deemed to be reasonable under the circumstances. These assumptions form the basis of calculating estimates of the carrying values of assets and liabilities that are not apparent from other sources. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes to estimates are recognised in the year in which the estimate is revised and any future years affected. Actual results can differ from these estimates.

The Directors have not identified any key estimates that are considered to have a significant risk of a material adjustment within the next financial year. However, the Directors have identified two other areas of estimation uncertainty.

Impairment assessment of trade receivables (note 18) and unbilled revenue (contract assets - note 17)
The carrying amount of trade receivables on client assignment is held at selling price less lifetime estimated credit losses (ECLs). The inclusion of the ECLs contributes to reducing the risk relating to the amounts of debts that are recoverable or not recoverable.

ECLs have been estimated based on historic credit losses within each operating segment for each ageing bracket. These credit losses calculated have then been adjusted where appropriate for the inclusion of Management and legal professional judgement to account for any forward looking information on specific clients.

Management have also applied the same expectation of credit losses for trade receivables to contract assets to assess the recoverability of unbilled revenue recognised in the consolidated accounts. Please refer to note 17 and 18 for sensitivity analysis.

Valuation of intangibles (note 13)
Measurement of intangible assets relating to acquisitions: In attributing value to intangible assets arising on acquisition, Management has made certain assumptions in terms of cash flows attributable to intellectual property and customer relationships. The key assumptions made relate to the valuation of the brand, where the acquired brand is retained by the entity, and the customer list. The value of such intangibles has been estimated based on the amount of revenue expected to be generated by them. The revenue estimations rely on annual growth rates. Management have selected the appropriate rates based on a combination of observed historical growth, industry norms and forecasted influencing factors. The rates applied reflect previous growth rates, with sensitivities indicating that variations in the actual rate achieved are unlikely to materially impact the valuation of the intangible assets. Please refer to note 13 for sensitivity analysis.

1.5.2 Foreign currency
Transactions in foreign currencies are translated to the relevant entity's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign exchange differences arising on translation are recognised in the consolidated statement of profit and loss.

Notes to the consolidated financial statements continued

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to the Group's presentational currency, sterling, at foreign exchange rates ruling at the reporting date. The revenues and expenses of foreign operations are translated at an average rate for the year where this rate approximates to the foreign exchange rates ruling at the dates of the transactions.

Exchange differences arising from the translation of foreign operations are reported as an item of other comprehensive income and accumulated in the foreign currency reserve.

1.5.3 Classification of financial instruments issued by the Group
IFRS 9 '*Financial Instruments*' specifies how an entity should classify and measure financial assets including some hybrid contracts. Financial assets are to be classified on principle-based requirements dependent on the assets contractual cash flow characteristics and the Group business model for managing those assets.

The standard also introduced an impairment model that is to be applied to debt instruments measured at amortised cost or fair value through other comprehensive income, as well as trade receivables and contract assets. Under the model, expected credit losses are to be recognised against financial assets. Expected credit losses have been calculated in relation to debt securities and over the life time of trade and other receivables in line with the approach provided within the standard. The Group have based the assessment of the expected credit losses on a number of factors including the credit risk of the asset upon initial recognition as well as observed actual losses against classes of financial assets and specific client and industry knowledge held by fee earners.

Financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the financial instruments (including members' capital of subsidiary LLP's) are classified as a financial liability. Profit distributions relating to equity instruments are debited direct to equity.

1.5.4 Non derivative financial instruments

Financial assets
The Group's financial assets include cash and cash equivalents and trade and other receivables. All financial assets are recognised when the Group becomes party to the contractual provisions of the instrument.

i) Investments
Other investments in equity securities held by the Group that were previously classified as being available-for-sale and are stated at fair value, have been classified as equity investments measured at fair value through other comprehensive income under IFRS 9. There is no subsequent reclassification of fair value gains or losses to the Consolidated Statement of Profit or Loss following derecognition of the investment.

ii) Trade and other receivables
Trade and other receivables (except unbilled amounts for client work) are initially recognised at their transaction price and carried at amortised cost under IFRS 9.

In line with the simplified approach within IFRS 9, the Group recognises any expected credit loss against trade receivables in order to recognise the inherent risk that the Group may not be able to collect all amounts due according to the original terms of the receivable. The amount of the provision recorded is based on a broad range of information including past events, current conditions and forecasts of the future cash flows of the asset and is recognised in the consolidated statement of profit and loss in other operating expenses.

iii) Cash and cash equivalents
Cash and cash equivalents include cash in hand and deposits held at call with banks. For the purpose of the consolidated cash flow statement, cash and cash equivalents includes bank overdrafts in addition to the definition above.

iv) Treasury shares
The Group operates an Employee Benefit Trust ("EBT") under which ordinary shares have been issued and are held by the EBT. These are treated as treasury shares under IAS 32 and are added to the Treasury Share Reserve.

Financial liabilities
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all its liabilities.

The Group's financial liabilities comprise trade and other payables, borrowings, acquisition consideration, members' capital and amounts due to members. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method with the exception of acquisition consideration that is measured at fair value through profit or loss.

i) Bank borrowings
All loans and borrowings are initially recognised at the fair value of the consideration received net of issue costs associated with the borrowing. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit and loss over the period of the borrowings using the effective interest method.

Interest expense on borrowings is recorded within financial expenses.

ii) Trade and other payables
Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

iii) Acquisition consideration
Acquisition consideration is initially recognised and carried at the fair value. Following the end of the measurement period acquisition consideration is continually remeasured to fair value with changes in fair value being reflected in profit or loss. Any interest payable on the balance is reflected in the value of the liability and charged to the consolidated statement of profit and loss as it arises.

1.5.5 Property, plant and equipment
Property, plant and equipment are stated at cost less accumulated depreciation and impairment charges.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is calculated to write off the cost of property, plant and equipment less the estimated residual value on a straight-line basis over the expected useful economic life of the assets concerned. Annual reviews are made of estimated useful lives and material residual values.

The useful lives over which these assets are depreciated are:

Leasehold improvements	1-10 years (over the term of the lease)
Equipment	3 years
Fixtures and fittings	5 years
Right-of-use assets	1-10 years (over the term of the lease)

1.5.6 Leases
The Group leases offices, equipment and vehicles. Rental contracts are for periods of between 1 and 10 years. Lease terms are negotiated on a lease by lease basis and contain a variety of terms and conditions.

The Group assesses whether a contract is or contains a lease at 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 (being those assets with a value less than £5,000 when new). For short term and low value leases, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

- Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:
    1. fixed payments (including in-substance fixed payments), less any lease incentives receivable;
    2. variable lease payments that are based on an index or a rate; and
    3. payments of penalties for terminating the lease, if the lease term assumed reflects the Group exercising that option.
- The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the Group's incremental borrowing rate is used, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

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

Right-of-use assets are recognised at commencement of the lease and initially measured at the amount of the lease liability, plus any incremental costs of obtaining the lease and any lease payments made at or before the leased asset is available for use by the Group.

Subsequent to initial recognition, the lease liability is reduced for payments made and increased to reflect interest on the lease liability (using the effective interest method). The related right-of-use asset is depreciated over the term of the lease or, if shorter, the useful economic life of the leased asset. The lease term shall include the period of an extension option where it is reasonably certain that the option will be exercised. Interest on the lease liability is recognised in the consolidated statement of profit and loss.

1.5.7 Business combinations
Subject to the transitional relief in IFRS 1, all business combinations are accounted for by applying the acquisition method. Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- the fair value of the existing equity interest in the acquiree; less

Notes to the consolidated financial statements
continued

- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

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

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, are expensed as incurred.

Any acquisition consideration payable is recognised at fair value at the acquisition date. If the acquisition consideration is classified as equity, it is not re-measured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the acquisition consideration are recognised in profit or loss. Any interest payable on the balance is reflected in the value of the liability and charged monthly to the consolidated statement of profit and loss as it arises. Further detail on acquisition consideration is disclosed in note 14.

On a transaction-by-transaction basis, the Group elects to measure non-controlling interests, which have both present ownership interests and are entitled to a proportionate share of net assets of the acquiree in the event of liquidation, either at its fair value or at its proportionate interest in the recognised amount of the identifiable net assets of the acquiree at the acquisition date. All other non-controlling interests are measured at their fair value at the acquisition date.

1.5.8 Intangible assets and goodwill
Goodwill
Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units for the purpose of impairment assessment and is not amortised but is tested at least annually for impairment, or whenever events or changes in circumstances indicate the carrying value may not be recoverable.

Other intangible assets
Other intangible assets, including software licences, expenditure on internally generated computer software, brands, customer contracts and relationships are capitalised at cost and amortised on a straight-line basis over their estimated useful economic lives through operating expenses.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses.

Customer lists
Customer lists that are acquired by the Group as part of a business combination are stated at cost less accumulated amortisation and impairment losses. Cost reflects Management's judgement of the fair value of the individual intangible asset calculated by reference to the net present value of future benefits accruing to the Group from the utilisation of the asset, discounted at an appropriate discount rate.

Brand value
Certain acquisitions have retained their trading name due to the value of the brand in their specific market place.

Brand value is amortised over a period of up to 15 years based on the Directors assessment of the future life of the brand, supported by trading history.

Internally generated computer software
Costs associated with maintaining computer software programs are recognised as an expense when incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the software product and use or sell it;
- there is an ability to sell or use the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised over their estimated useful lives, which does not exceed five years. Computer software under development is not amortised. Amortisation starts from the date on which the software is available for use. If a decision is made to halt development then the cost is immediately expensed.

Amortisation
Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each statement of financial position date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

Customer lists	3 to 11 years
Brands	15 years
Computer software	3 years

1.5.9 Investment property
Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are stated at fair value. Any gain or loss arising from a change in fair value is recognised in profit or loss.

1.5.10 Impairment excluding investment properties
Financial assets (including receivables)
A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether it is impaired. Management assess impairment of financial assets based on a broad range of information, including past events, current conditions and forecasts of the future cash flows of the asset that can be estimated reliably.

Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Under IFRS 9 the Group recognises expected credit losses (ECLs) on receivables through application of the simplified method. The ECLs are determined using historic credit loss experience adjusted for forward-looking factors and specific provisions based on Management knowledge and expertise.

Intangibles and property, plant and equipment (non-financial assets)
The carrying amount of the Group's assets including property, plant and equipment and intangibles other than goodwill is reviewed at each year end date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are 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 in profit or loss where it relates to an amount charged to profit or loss.

Goodwill (non-financial asset)
Goodwill is capitalised as an intangible asset and is not amortised but tested for impairment annually or when there are any indications that its carrying value is not recoverable. As such, goodwill is stated at cost less any provision for impairment in value. For impairment testing purposes, goodwill is allocated to cash-generating units. If a subsidiary undertaking is subsequently sold, goodwill arising on acquisition is taken into account in determining the profit or loss on sale.

1.5.11 Own shares held by the Employee Benefit Trust ("EBT")
Transactions of the EBT are included in the Group financial statements. In particular, the EBT's purchases and sales of shares in the Company are recognised directly within the treasury reserve in equity.

1.5.12 Acquisition consideration treated as remuneration
Certain acquisitions made by the Group include an element of consideration, known as an earn-out, that is contingent on the financial performance of the acquired business meeting pre-determined targets over a specified period. Where the earn-out is also contingent on the continued employment of the seller(s) following the acquisition, this is then accrued over the retention period (i.e. the period over which the effective employment condition is applicable) as a liability and expensed through the consolidated statement of profit and loss. Where initial consideration transferred is also subject to these same employment conditions, this is treated as prepaid consideration transferred and is expensed to the consolidated statement of profit and loss over the retention period. All acquisition consideration treated as remuneration is considered an adjusting item (see note 5).

1.5.13 Provisions
Professional indemnity provision
A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Where material, the impact of the time value of money is taken into account by discounting the expected future cash flow at a pre-tax rate, which reflects risks specific to the liability.

Insurance cover is maintained in respect of professional negligence claims. This cover is principally written through insurance companies with coverage of up to £150 million for each claim in the Group's UK legal business and differing other subsidiary cover levels, as appropriate. Premiums are expensed as they fall due with prepayments or accruals being recognised accordingly. Expected reimbursements are recognised once they become receivable. The liability and the associated reimbursement asset are shown separately in the financial statements. Where outflow of resources is considered probable and reliable estimates can be made, provision is made for the cost (including related legal costs) of settling professional negligence claims brought against the Group by third parties and disciplinary proceedings brought by regulatory authorities. Amounts provided for are based on Management's assessment of the specific circumstances in each case. No separate disclosure is made of the detail of such claims and proceedings, as to do so could seriously prejudice the position of the Group. In the event the insurance companies cannot settle the full liability, the liability will revert to the Group.

Dilapidations provision
The Group recognise a provision for the future costs of dilapidations on leased office space. The provision is an estimate of the total cost to return applicable office space to its original condition at the end of the lease term, spread over the term of the lease. The estimated total cost is based on previous dilapidation expense per square foot of office space.

1.5.14 Revenue recognition
Recognition of revenue and client billing
Revenue consists of the value of work executed for clients during the year and expenses recharged, exclusive of VAT. Work executed for clients represents professional services delivered

Notes to the consolidated financial statements continued

by the Group's personnel. The group may use subcontractors to perform elements of contracted services. Where the Group remains responsible for the delivery of services, directs and controls the services before transfer to clients, the Group acts as principal and recognises revenue on a gross basis. Recharged expenses are the recharge of costs incidental to fulfilling contracts including charges from other professional service firms, sub-contractors and out of pocket expenses incurred in respect of assignments expected to be recovered from clients.

The Group delivers services that have no alternative use to Gateley as the services are specifically tailored to clients' projects and scope of work. The significant majority of the Group's revenue is contracted on a non-contingent, time and materials basis, where the performance obligation is to provide professional services at agreed rates. For such contracts, revenue is recognised over time, as hours worked are delivered at a pre-established rate. Modifications or extensions to such projects are recognised as services are delivered. Significant extensions, where the scope or price of the contract increases, are treated as separate contracts. Contracts accounted for on a time and materials basis are billed incrementally, typically monthly, for incurred time and materials.

Revenue recognition for contingent projects is based on the satisfaction of performance obligations in line with contractual project milestones or pre-agreed stages, depending on the nature of the performance obligations for the project. Material scope changes are managed via a new agreement with the client. Fixed-fee projects are typically billed in accordance with the nature of the performance obligations when a right to payment crystallises. Certain matters are undertaken on a partially funded or insured basis. In such arrangements, the funded or insured portion of the fees is not contingent on the successful outcome of the matter and revenue is recognised up to the amount of fees that the Group is entitled to bill for services performed to date, based on pre agreed rates. The remaining consideration is contingent upon the successful conclusion of the matter. This variable contingent consideration is not recognised by the Group until the contingent event has been satisfied, as this is the point at which the Group is satisfied that there will not be a significant reversal of revenues. In the majority of cases the contingent event is expected to be concluded within one year of the engagement date, with the exception of group class actions, which can span multiple years.

For most fixed-fee milestone projects, revenue is recognised at a point in time upon delivery of each performance obligation and these projects are typically billed as contractual milestones are delivered and the right to payment exists. Contractual milestones are only treated as separate performance obligations by the Group when they are distinct from the other elements in the contract and could provide a benefit to the customer without further work being completed. In limited circumstances, revenue from fixed fee milestone projects is recognised over time where the Group has an enforceable right to payment for performance completed to date, before the contractual milestone has been fully delivered.

Revenue is wholly attributable to the principal activities of the Group. For all revenue types, the Group typically operates standard payment terms of between 30 and 60 days after the invoice date or receipt of invoice.

Practical expedients under IFRS 15
Under IFRS 15 companies are required to disclose the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period. However, only a small proportion of revenue contracts in issuance are for fixed amounts, rather the company has a right to consideration from the customer in an amount that corresponds directly with the value to the customer of the business' performance completed to date. Therefore, the Group considers it impractical to estimate the potential value of unsatisfied performance obligations and has elected to apply the practical expedient available under IFRS 15.

Other income
Rental income, generated through the subletting of office space and operation of an employee electric vehicle scheme, is recognised in line with IFRS 16, on a straight line basis over the lease term.

Recognition of contract assets
Activity performance recognised as revenue in excess of invoices raised are recognised as contract assets, up to the value of the relevant project delivery milestone, where applicable. On invoicing, the contract asset is reclassified to trade receivables.

Due to the nature of the services delivered by the Group the significant component of the cost of delivery is staff costs. As a result, there is little to no judgement exercised in determining the costs incurred as they are driven by the time recorded by fee earners. Contract assets are subject to impairment under IFRS 9.

No other financial information has been disclosed as it is not provided to the CODM on a regular basis.

Recognition of contract liabilities
Under IFRS 15 the Group is required to recognise contract liabilities based on those amounts recognised against contracts for which the satisfaction of performance obligations has not yet been met. Where amounts have been invoiced in excess of work performed and revenue recognised, the excess is a contract liability and is included within deferred income, valued in line with the nature of the project and related performance obligations as described above and recognised in future periods. The amounts recognised reflect the agreed cost of the services to be performed and are realised in line with the ongoing cost of delivery. Due to the nature of the services provided, the main component of this cost of delivery is staff costs, as a result there is little to no judgement exercised in determining the value of the liability held at year end.

1.5.15 Operating expenses
Operating expenses are defined by management as costs incurred by the Group that are not directly associated with the generation of revenue. This includes items such as head office staff costs, recruitment and professional fees and IT services, which are expensed as incurred. Operating expenses exclude finance income and expenses and taxation, which are presented separately in the income statement.

1.5.16 Segmental reporting
An operating segment is a component of the Group:

(i) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same Group);

(ii) whose operating results are regularly reviewed by the Strategic Board in order to make decisions about resources to be allocated to that component and assess its performance; and

(iii) for which discrete financial information is available.

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

The accounting policies of the reportable segments are consistent with the accounting policies of the Group as a whole. Segment profit represents the gross profit earned by each segment after allocation of direct costs and without general administration expenses, interest payable and tax. This segment contribution is the measure of profit that is reported to the Board for the purpose of resource allocation and the assessment of segment performance.

The Board regularly reviews consolidated operating results to make decisions about the financial and organisational resources of the Group and to assess overall performance.

1.5.17 Employee benefits
Defined contribution plans
A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the consolidated statement of profit and loss in the periods during which services are rendered by employees.

Short-term benefits
Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Share-based payment transactions
The Group operates several equity-settled share-based compensation plans.

The grant date fair value of share-based payment awards made to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The fair value of the options granted is measured using an option valuation model, taking into account the terms and conditions upon which the options were granted.

The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date, measured at the grant date fair value of the award.

At each reporting date, the Group revises its estimates of the number of share incentives which are expected to vest. The impact of the revision of original estimates is recognised in the income statement with a corresponding adjustment to equity.

1.5.18 Short term and low value lease payments
Payments made on short term and low value leases are recognised in the consolidated statement of profit and loss on a straight-line basis over the term of the lease in prior year comparatives and where current year leases meet the short-term lease criteria under IFRS 16.

1.5.19 Financial income and expenses
Financial expenses comprise interest payable and exchange losses that are recognised in the consolidated statement of profit and loss. Financial income comprises interest receivable on funds invested.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset/liability to that asset/liabilities net carrying amount.

1.5.20 Taxation
Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates and laws enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred

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tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates and laws enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

1.5.21 Alternative performance measures
In order to provide further information on the underlying performance of the Group, the Group uses alternative performance measures ("APMs"). The measures are not defined under IFRS and they may not be directly comparable with other companies' adjusted measures. These non-GAAP measures are not intended to be a substitute for, or superior to, any IFRS measures of performance, but have been included as the Directors consider them to be helpful measures used within the business for assessing the underlying performance of the Group across periods. The disclosure of these measures within the financial statements is designed to provide the user with additional relevant information, and to supplement those measures disclosed under IFRS. The Group performs a reconciliation for each APM, which includes disclosure of the most directly reconcilable line item, subtotal or total presented under IFRS within the financial statements. For further details please refer to note 5.

1.5.22 Earnings per share
The Group presents basic and diluted earnings per share ("EPS"), on both a statutory and adjusted basis. Basic EPS is calculated by dividing the profit or loss for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

The Group applies the "treasury share method" in calculating the weighted average number of dilutive ordinary shares used in the calculation of diluted EPS, under which only the bonus element of potentially dilutive shares is reflected in the denominator. Bonus shares represent the number of shares that could be issued to satisfy share option awards granted to employees under the Group's share incentive plans, net of shares covered by the assumed proceeds to be received for these awards in the future. For further detail on these plans, please see notes 7 and 10.

These share options are only included in the calculation of dilutive shares where the performance conditions, excluding employment conditions, are deemed to be satisfied at the balance sheet date. The inclusion of such potentially dilutive shares is weighted based on the period in which the shares were outstanding in the year. Potentially dilutive shares are only treated as dilutive when their conversion to ordinary shares would decrease EPS (or increase loss per share).

For the purpose of calculating adjusted EPS the same adjustments as set out in note 10 are made to the Group's profit for the financial year.

1.5.23 Dividends
Dividends proposed by the Board are recognised in the financial statements when they have been approved by shareholders at the AGM. Interim dividends are recognised when they are paid.

1.6 Prior year restatements

A number of restatements were made in the prior year, as presented below. These are presentational only and have no impact on the consolidated statement of profit and loss and other comprehensive income, the Group's net assets, or the consolidated statement of cash flows

EPS
While RSA shares are issued to participants and are entitled to dividends, they are subject to a five-year restriction and are treated as dilutive for the purposes of the earnings per share calculation. Given the reduced number of shares used for the basic EPS and adjusted EPS calculation, the attributable profits are also reduced to reflect the RSA participants' income rights. Furthermore, for diluted EPS and adjusted diluted EPS, this profit reduction does not apply.

The prior year EPS calculation has been restated to reflect the above, as shown in note 10. There is limited impact of this restatement on statutory basic or diluted EPS, moving to 1.04p from 1.02p, reported previously. Adjusted EPS has been restated to 12.77p from 13.34p, reported previously, reflecting the lower weighted average number of ordinary shares in issue, part offset by the reduction in profit attributable to RSA participants. Adjusted diluted earnings per share has also been restated to 12.77p from 13.31p, reported previously.

Potentially dilutive shares are only treated as dilutive when their conversion to ordinary shares would decrease EPS (or increase loss per share). Accordingly, the adjusted diluted EPS has been calculated as equivalent to the adjusted EPS in these financial statements.

Segmental reporting
Within the segmental reporting (see note 2), the prior year revenue allocated to segments and contribution has been restated to better reflect effort and direct platform cost allocations on a consistent basis each year.

Trade receivables
Trade receivables and associated expected loss rates have been restated for the prior year to disaggregate unbilled disbursements separately from trade receivables, now shown as a separate line in trade and other receivables (see note 18). This represents a reclassification within receivables only and has no impact on the total receivables balance reported in the statement of financial position.

Other
The average number of employees and the split between fee-earners and administrative staff has been restated in the prior year to better reflect roles and responsibilities, as presented in the management accounts on a consistent basis each year.

1.7 New accounting standards and interpretations

The following changes in accounting policies were applied by the Group in these consolidated financial statements for the year ended 30 April 2026. These included the adoption of new standards and interpretations described below. The International Accounting Standards Board ("IASB") and IFRS Interpretations Committee ("IFRIC") have issued the following standards, amendments and interpretations, which are now effective:

- Lack of Exchangeability (Amendments to IAS 21), effective from 1 January 2025. The amendments address how an entity should determine which exchange rate to use when it cannot exchange a currency into another currency at a measurement date. The amendments were endorsed by the UK Endorsement Board in July 2024.

The Directors reviewed the nature and effect of these new standards on the Group and noted no material impact on the financial statements for the year ended 30 April 2026. The Group operates principally in the United Kingdom and does not hold material balances denominated in currencies subject to exchangeability restrictions; accordingly the Amendments to IAS 21 had no practical effect on the financial statements.

The following standards, interpretations and amendments to existing standards have been issued but were not mandatory for accounting periods beginning on 1 May 2025, and have not been early adopted by the Group. The Directors do not anticipate that any of these will have a material impact on the Group's financial statements when they become effective, except as noted below:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7), effective from 1 January 2026. The amendments clarify the classification of financial assets with ESG-linked or other contingent features, and introduce new requirements for financial liabilities settled via electronic payment systems. Endorsed by the UK Endorsement Board in April 2025.
- Annual Improvements to IFRS Accounting Standards – Volume 11 (Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7), effective from 1 January 2026. The amendments make minor clarifications and corrections to five standards. Endorsed by the UK Endorsement Board in February 2025.
- Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7), effective from 1 January 2026. The amendments introduce a new sub-category for the classification and measurement of financial assets arising from power purchase agreements (PPAs) linked to nature-dependent electricity generation. Endorsed by the UK Endorsement Board in April 2025.
- IFRS 18 *Presentation and Disclosure in Financial Statements*, effective from 1 January 2027. IFRS 18 replaces IAS 1 *Presentation of Financial Statements* and introduces new requirements for the structure of the income statement, including mandatory defined subtotals, and new disclosure requirements for management performance measures. Endorsed by the UK Endorsement Board in December 2025. The Directors are currently assessing the impact of IFRS 18 on the presentation of the Group's financial statements; no material measurement impact is anticipated but additional presentation and disclosure changes are expected to be required.
- IFRS 19 *Subsidiaries without Public Accountability: Disclosures*, effective from 1 January 2027. IFRS 19 is a voluntary standard permitting eligible subsidiaries to apply reduced disclosure requirements under IFRS Accounting Standards. Endorsed by the UK Endorsement Board in April 2026. IFRS 19 is not applicable to the Group as the parent entity.
- Translation to a Hyperinflationary Presentation Currency (Amendments to IAS 21), effective from 1 January 2027. The amendments address how an entity should translate its results and financial position into a hyperinflationary presentation currency. Not yet endorsed by the UK.

1.8 Audit exemption of subsidiaries

The following subsidiaries, consolidated into these group accounts, are exempt from the requirements of the UK Companies Act 2006 relating to the audit of individual accounts by virtue of s479A of the Act.

Name	Registered number
Gateley UK LLP	OC315778
Gateley EBT Limited	09576648
Gateley Capitus Limited	03324995
Gateley Hamer Limited	03948095
Gateley Omega Limited	13367322
Kiddy & Partners Limited	11379755
Gateley Global Limited	08597472
T-Three Consulting Limited	03959623
Gateley Vinden Limited	03830233
SP 2018 Limited	11344448
Gateley Smithers Purslow Limited	01402539
Smithers Purslow Group Limited	05508205
Adamson Jones IP Limited	07188937
Symbiosis IP Limited	06658551
Gateley RJA Limited	07941809
Austen Hays Limited	14581598
Gateley Investments Limited	02919582
Groom Wilkes & Wright LLP	OC307192

The outstanding liabilities at 30 April 2026 of the above named subsidiaries have been guaranteed by the Company pursuant to s479A to s479C of the Act. In the opinion of the directors, the possibility of the guarantee being called upon is remote.

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2. Revenue and operating segments

The Group has determined the operating segments by considering the segment information that is reported internally to the chief operating decision maker ("CODM"), the strategic board. For management purposes, the Group is currently organised into four reportable operating segments: Business Services, Corporate, People and Property, which allows the Board to evaluate the nature and financial effects of the business activities of the Group and the economic environments in which it operates.

The Group's operations consist of commercial legal and consultancy services. The Directors consider that disaggregating revenue by operating segments is most relevant to depict how the nature, amount, timing and uncertainty of revenue and cash flows may be affected by economic factors.

The revenue and operating profit are attributable to the principal activities of the Group. A geographical analysis of revenue by customer location is given below:

	FY26 £'000	FY25 £'000
United Kingdom	180,129	167,803
Europe	4,620	5,402
Middle East	3,064	1,205
North and South America	2,886	1,871
Asia	812	2,352
Other	2,768	866
Total Revenue	**194,279**	**179,499**

The Group has no individual customers that represent 10% or more of revenue in either the current or prior period. The Group's assets and costs are predominately located in the UK save for those assets and costs located in the United Arab Emirates (UAE) via its Dubai branch. Net assets of £1.6m (FY25: Net assets of £0.1m) are located in the Group's Dubai subsidiary. Revenue generated by the Group's Dubai branch to customers in the UAE totalled £3.1m (FY25: £1.2m) as disclosed above as due from customers in the Middle East.

FY26

	Property £'000	Business Services £'000	Corporate £'000	People £'000	Total £'000
Revenue	100,623	34,799	40,361	18,496	**194,279**
Costs attributed to platforms	(64,960)	(22,276)	(26,145)	(13,156)	**(126,537)**
Contribution	**35,663**	**12,523**	**14,216**	**5,340**	**67,742**
Contribution margin (%)	***35.4%***	***36.0%***	***35.2%***	***28.9%***	***34.9%***

FY25 *(restated)*

	Property £'000	Business Services £'000	Corporate £'000	People £'000	Total £'000
Revenue	93,263	28,241	39,071	18,924	**179,499**
Costs attributed to platforms	(63,104)	(19,783)	(22,689)	(13,203)	**(118,779)**
Contribution	**30,159**	**8,458**	**16,382**	**5,721**	**60,720**
Contribution margin (%)	***32.3%***	***29.9%***	***41.9%***	***30.2%***	***33.8%***

Revenue allocated to segments is generally allocated according to the billing platform. In the case of multi-platform client projects, revenue is allocated across the various platforms in line with effort or as pre-agreed.

Contribution is an alternative performance measure used by the Group to measure the direct profit contribution from platforms, before central or other operating costs (see note 5). Contribution is measured as revenues less direct Platform-related costs including fee-earners, direct support staff and other key direct operating expenses, including certain travel, marketing and IT expenditure, as appropriate.

The prior year revenue allocation and contribution has been restated to better reflect effort and the above direct costs on a consistent basis each year.

£11.2 million (FY25: £10.2m) of the current period revenue is derived from services satisfied, in part, in the previous period.

3. Other operating income

	FY26 £'000	FY25 £'000
Rental and service charge income	234	224

Other operating income relates to the sub-letting of office spaces and the operations of an employee electric vehicle scheme.

4. Expenses and auditor's remuneration

Included in operating profit are the following:

		FY26 £'000	FY25 £'000
Depreciation - property, plant and equipment	12	1,340	1,303
Depreciation - right-of-use asset	27	4,346	4,034
Short term and low value lease payments	27	71	88
Operating lease costs on property	27	118	117
Amortisation of intangible assets	13	2,090	2,696
Share-based payment charge	7	2,860	1,375
Gain on bargain purchase	14	(3,025)	-
Consideration treated as remuneration	14	8,512	10,928
Acquisition costs	5	184	13
Reorganisation costs	5	2,552	1,924
Impairment of trade receivables and contract assets	17, 18	3,753	1,684
Defined contribution pension scheme costs	6	3,470	3,080

Auditor's remuneration

	FY26 £'000	FY25 £'000
Fees payable to the Company's Auditor in respect of audit services:		
Audit of these financial statements	150	126
Audit of financial statements of subsidiaries of the Company	27	25
	177	**151**
Amounts receivable by the Company's auditor and its associates in respect of:		
Other assurance services	39	47

Other assurance services relate to Solicitors Accounts Rules review with associated reporting to legal regulators. This work is entirely assurance focused.

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5. Reconciliation to alternative performance measures

To assist in understanding the underlying performance of the Group and aid comparability between periods, management excludes certain items from the Group's alternative performance measures ("APMs"), which are deemed to warrant separate disclosure due to either their nature or size. Such adjusting items as described below are generally non-cash, non-recurring by nature or are acquisition related and are presented consistently across reporting periods. These APMs are not defined under the requirements of IFRS, are not considered a substitute for, or superior to, IFRS measures, and may not be comparable across other companies. The exclusion of adjusting items in the Group's APMs may result in adjusted profitability being materially higher when compared with the nearest equivalent statutory measures.

Reconciliation of adjusted profit before tax, adjusting operating profit and contribution:

	Notes	FY26 £'000	FY25 £'000
Profit before tax		**7,662**	**6,363**
Adjusting items:			
Amortisation of acquired intangible assets	13	2,090	2,696
Share-based payment charge	7	2,860	1,375
Gain on bargain purchase	14	(3,025)	-
Acquisition consideration treated as remuneration	14	8,512	10,928
Acquisition costs	5	184	13
Reorganisation costs	5	2,552	1,924
Expected credit loss on significantly aged receivables	18	810	-
Adjusting items		**13,983**	**16,936**
Adjusted profit before tax		**21,645**	**23,299**
Adjusted profit before tax %		***11.2%***	***13.0%***
Financial income	8	(3,167)	(4,770)
Interest on bank borrowings	8	1,873	1,299
Interest on lease liabilities	8	1,135	1,090
Adjusted operating profit		**21,486**	**20,918**
Adjusted operating profit %		***11.1%***	***11.7%***
Amortisation of other intangible assets	15	167	425
Depreciation – right-of-use asset	27	4,346	4,034
Depreciation – property, plant and equipment	12	1,340	1,303
Adjusted EBITDA		**27,339**	**26,680**
Adjusted EBITDA %		***14.1%***	***14.9%***
Total expenses not allocated to segments		40,637	34,264
Other operating income	3	(234)	(224)
Contribution	2	**67,742**	**60,720**
Contribution %		***34.9%***	***33.8%***

Adjusting items

Amortisation of acquired intangible assets is treated as an adjusting item to better reflect the underlying performance of the business, as they are non-cash items relating to acquisitions.

The share-based payment charge and related social security taxes are excluded from adjusted profit measures. This allows comparability between periods as the share-based payment charge and related social security taxes are subject to external factors, such as the Group's share price, over which the Directors have less day-to-day influence as compared to other more directly controllable factors. The share-based payment charge itself is a non-cash item and the accounting treatment of the Group's share awards requires the charge for each share award to be recognised over the restricted period. Note 7 sets out further details of the employee share-based payment charge calculation under IFRS 2.

The Group recognises employment-linked consideration treated as remuneration through the income statement relating to consideration for certain acquisitions. These costs have been treated as adjusting items as they are considered to be part of the purchase price of the acquisition, rather than an ongoing expense item, and reflect the acquisition terms rather than the Group's trading performance. Furthermore, initial acquisition payments are recognised as prepayments, which alongside accruals of deferred contingent consideration, are captured as consideration treated as remuneration over the employment-linked period. Whilst these acquisition-related costs will recur in the short term through the employment-linked period, the adjustment allows comparability of underlying productive output and operating performance across reporting periods.

The gain on bargain purchase in the year relate to the acquisition of Groom Wilkes & Wright LLP ("GWW"), as disclosed in note 14. The gain on bargain purchase arose due to the accounting treatment of employment-linked consideration as remuneration, as noted above. This gain has been treated as an adjusting item as it is considered to be acquisition-related and reflect the acquisition terms rather than the Group's trading performance.

Acquisition costs include diligence and legal fees on acquisition activity. Whilst further similar acquisition costs could be incurred in the future, these costs are not directly attributable to the ongoing operational trading performance of the Group, the timing and amount of such costs may vary year to year and treating these as an adjusting item allows comparability of the operating performance across reporting periods.

Reorganisation costs are excluded from the Group's APMs because they arise from discrete strategic decisions rather than the ordinary course of trading, and are not considered to be reflective of the Group's underlying operational performance. Whilst such costs have been incurred in each of the periods presented, each programme is separately identifiable and relates to distinct strategic initiatives. These costs are not considered to be directly attributable to the ongoing operational trading performance of the Group and the timing and amount of such costs may vary year to year. Therefore, treating these as an adjusting item allows comparability of the operating performance of the Group across reporting periods.

The £0.8m expected credit loss ("ECL") uplift on significantly-aged trade receivables represents a direct assessment of trade receivable balances aged over three years. The historic loss rates used in the calculation of ECL do not fully cover the potential losses of trade receivables of this age. Given the one-off historical nature of this provision, it is also treated as an adjusting item to allow comparability of operating performance across reporting periods. See note 18 for further details.

Adjusted profit before tax

Adjusted profit before tax is an APM calculated as profit before tax stated before adjusting items, including amortisation of acquired intangible assets, share-based payment charge, acquisition-related payments and costs and other non-underlying expenses. This measure allows comparability of the Group's underlying performance, reflecting depreciation, amortisation of internally generated intangibles and underlying net finance income or expenses.

Adjusted operating profit

Adjusted operating profit is an APM defined by the Group as adjusted profit before tax before charging net finance income or expenses, including fees on bank loans and interest on lease liabilities. The Directors consider this metric alongside statutory operating profit to allow further understanding and comparability of the underlying operating performance of the Group between periods, and forms the basis of the performance measures for aspects of remuneration, including personnel bonuses. Adjusted operating profit reconciles to statutory operating profit through the adjusting items. This measure is also used as the basis for adjusted cash conversion.

Adjusted EBITDA

Adjusted EBITDA is a commonly used operating measure, which is defined by the Group as adjusted operating profit stated before non-cash items, including amortisation of internally generated intangible assets and depreciation of property, plant and equipment and right-of-use assets under IFRS 16.

Notes to the consolidated financial statements continued

Contribution

Contribution is an alternative performance measure used by the Group to measure the direct profit contribution from Platforms, before central or other operating costs (see note 2). Contribution is measured as revenues less direct Platform-related costs including fee-earners, direct support staff and other key direct operating expenses, including certain travel, marketing and IT expenditure, as appropriate.

Reconciliation of adjusted profit after tax

Adjusted profit after tax and adjusted earnings per share metrics are also APMs, similarly used to allow a further understanding of the underlying performance of the Group. Adjusted profit after tax is stated before adjusting items and their associated tax effects. The associated tax effects are calculated by applying the relevant effective tax rate to allowable expenses that have been excluded as adjusting items. An effective tax rate of 0% has been applied to employment-linked acquisition consideration, gain on bargain purchase and acquisition costs totalling £5.7m as these items are treated as capital in nature and are therefore non-deductible for tax purposes. An overall effective tax rate of 25% has been applied to the majority of the other adjusting items totalling £8.3m, reflecting the UK corporation tax rate, the primary geographical location to which the items relate. The prior year tax impact on adjusting items has been restated to be calculated on a consistent basis.

	Notes	FY26 £'000	Restated FY25 £'000
Adjusted profit before tax		21,645	23,299
Tax charge	9	(4,697)	(4,998)
Tax impact of adjusting items		(1,547)	(1,499)
Adjusted profit after tax		**15,401**	**16,802**
Effective tax rate		***28.8%***	***27.9%***

Adjusted earnings per share

Adjusted earnings per share ("EPS") is calculated by dividing the adjusted profit after tax for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year. Adjusted diluted EPS is calculated by dividing the adjusted profit after tax by the number of shares above, adjusted for the impact of potentially dilutive ordinary shares. Potentially dilutive ordinary shares are only treated as dilutive when their conversion to ordinary shares would decrease EPS (or increase loss per share). Refer to note 10 for further detail.

	Note	FY26	Restated FY25
Adjusted EPS (p)	10	11.48	12.77
Adjusted diluted EPS (p)	10	11.48	12.77

Adjusted personnel costs

Adjusted personnel costs exclude the share-based payment charge and related social security taxes. This is apportioned between personnel costs directly attributable to segments for the purposes of calculating contribution, as set out in note 2, and personnel costs not allocated to segments, which relate to administrative support staff.

	Note	FY26 £'000	FY25 £'000
Personnel costs directly attributable to segments	2	101,139	94,335
Personnel costs not allocated to segments		19,691	17,727
Adjusted personnel costs	6	**120,830**	**112,062**
Share-based payment charge	7	2,860	1,375
Total personnel costs	6	**123,690**	**113,437**

Adjusted other operating expenses

Adjusted other operating expenses exclude certain adjusting items recognised in other operating expenses. Adjusted other operating expenses is apportioned between other operating expenses directly attributable to segments for the purposes of calculating contribution, as set out in note 2, and other operating expenses not allocated to segments.

	Note	FY26 £'000	FY25 £'000
Other operating expenses directly attributable to segments	2	22,455	22,760
Other operating expenses not allocated to segments		20,946	16,537
Adjusted other operating expenses		**43,401**	**39,297**
Amortisation of acquired intangible assets	13	2,090	2,696
Acquisition consideration treated as remuneration	14	8,512	10,928
Acquisition costs	5	184	13
Reorganisation costs	5	2,552	1,924
Amortisation of other intangibles	15	167	425
Total other operating expenses		**56,906**	**55,283**

Adjusted costs attributed to segments and adjusted expenses not allocated to segments

As noted above, adjusted personnel costs and adjusted other operating expenses are apportioned between costs attributed to segments, for the purposes of calculating contribution (see note 2), and expenses not allocated to segments, which are deducted when calculating adjusted operating profit.

	Note	FY26 £'000	FY25 £'000
Personnel costs directly attributable to segments		101,139	94,335
Other operating expenses directly attributable to segments		22,455	22,760
Impairment of trade receivables and contract assets	17,18	3,753	1,684
Expected credit loss on significantly aged receivables	18	(810)	-
Total costs attributable to segments	2	**126,537**	**118,779**

	Note	FY26 £'000	FY25 £'000
Personnel costs not allocated to segments		19,691	17,727
Other operating expenses not allocated to segments		20,946	16,537
Total expenses not allocated to segments		**40,637**	**34,264**

Organic revenue growth

Organic revenue growth excludes revenue from acquisitions in the 12 months following acquisition. Revenue from any acquisition made in the period is excluded from organic growth. For acquisitions made part way through the comparative period, the current period's revenue contribution is reduced to include only revenue for the period following the acquisition anniversary, in order to compare organic growth on a like-for-like basis.

Organic revenue growth of 6.2% (FY25: 2.8%) for the current period represents FY26 revenue less £3.7m of revenue attributable to GWW, treated as inorganic.

Constant currency growth

The Group's operations are mainly in UK companies, with a growing Dubai branch. Results are translated on consolidation at the average foreign exchange rates prevailing in that period, and these exchange rates vary from year to year. This means that retranslating the current year's results using the average exchange rates from the prior period allows for comparison of year-on-year results, eliminating the effects of changes in exchange rates.

Retranslating this period's results on a "constant currency" basis had an immaterial impact on revenue and operating profit.

Notes to the consolidated financial statements continued

Adjusted cash generated from operations and adjusted free cash flow

Adjusted cash generated from operations excludes the operating cash flow impact of adjusting items, such as consideration payments treated as remuneration and other acquisition costs paid in the period. This is to reflect the Group's underlying operating cash flows and has been restated in the prior year to be on a consistent basis with the adjusted profit measures. Cash conversion is stated as cash generated from operations expressed as a percentage of operating profit. Adjusted cash conversion is stated as adjusted cash generated from operations expressed as a percentage of adjusted operating profit.

	Note	FY26 £'000	Restated FY25 £'000
Cash generated from operations		11,050	13,356
Repayment of lease liabilities		(5,340)	(5,376)
Reorganisation costs		2,552	1,924
Acquisition costs		184	13
Employment-linked acquisition consideration paid on completion	14	4,807	401
Adjusted cash generated from operations		**13,253**	**10,318**
Adjusted cash conversion (%)		***61.7%***	***49.3%***
Cash conversion (%)		***147.3%***	***335.4%***
Net interest received		1,294	3,471
Tax paid		(6,690)	(5,423)
Purchase of property, plant and equipment		(2,753)	(1,526)
Adjusted free cash flow		**5,104**	**6,840**
Adjusted free cash flow conversion (%)		***33.1%***	***40.7%***

Free cash flow is adjusted cash generated from operations stated after regular cash flows from the normal course of business. These include net interest received, tax payments in the period and the purchase or disposal of property, plant and equipment. Free cash flow conversion is stated as free cash flow expressed as a percentage of adjusted profit after tax.

6. Personnel costs

The average number of persons employed by the Group during the year, analysed by category, was as follows:

	Number of employees FY26	FY25 (restated)
Legal and professional staff	1,007	1,021
Administrative staff	569	524
	1,576	**1,545**

The average number of employees has been restated in the prior year to better reflect roles and responsibilities as presented in the management accounts, and on a consistent basis each year.

The aggregate payroll costs of these persons were as follows:

		FY26 £'000	FY25 £'000
Wages and salaries		103,859	97,467
Social security costs		13,501	11,515
Pension costs		3,470	3,080
Share-based payment charge	7	2,860	1,375
Total personnel costs		**123,690**	**113,437**

Details of the Directors' remuneration and share interests are given in the Summary of Directors' remuneration for the year within the Directors' Remuneration Report on page 70.

The Group participates in a defined contribution scheme operated by Aegon UK Plc, the assets of which are held separately from the Group. The amounts charged to the profit and loss account in respect of this scheme represent contributions payable in respect of the accounting year. The total annual pension cost for the defined contribution scheme was £3.5m (FY25: £3.1m) and the outstanding balance at the year end was £43,000 (FY25: £65,000).

7. Share-based payments

Group

At the year end, the Group had outstanding awards across 4 different share award schemes, of which new share incentive awards are currently granted from the RSA plan, alongside the operation of the SAYE scheme.

Save As You Earn scheme ('SAYE')
The Group operates a HMRC approved SAYE scheme for all staff. Options under this scheme will vest if the participant remains employed for the agreed vesting period of three years. Upon vesting, each option allows the holder to purchase the allocated ordinary shares at a discount of 20% of the market price determined at the grant date.

During the year the group granted options of 1,351,620 to participants of the September 2025 SAYE scheme. During the year a total of 1,318,933 options lapsed across the SAYE schemes.

Company Share Option Plan ('CSOP')
The Group operates an HMRC approved CSOP scheme for associates, senior associates, legal directors, equivalent positions in Gateley Group subsidiary companies and Senior Management positions in our support teams. Options under this scheme will vest if the participant remains employed for the agreed vesting period of three years. Upon vesting, each option allows the holder to purchase the allocated ordinary shares at the price on the date of grant.

During the year 30,000 options lapsed in respect of the 2022 CSOP scheme.

Long Term Incentive Plan ('LTIP')
The Group operates an LTIP for the benefit of Executive Directors and Senior Management. Awards under the LTIP may be in the form of an option granted to the participant to receive ordinary shares on exercise dependent upon the achievement of profit related performance conditions.

Options granted under the LTIP are only exercisable subject to the satisfaction of the following performance conditions which will determine the proportion of the option that will vest at the end of the three-year performance period. The awards will be subject to an adjusted fully diluted earnings per share performance measure as described in the table below:

Adjusted, fully diluted earnings per share compound annual growth rate (CAGR) over the three year period ending 30 April 2026	Amount vesting %
Below 5%	0%
5%	25%
Between 5% and 10%	Straight line vesting
Above 10%	100%

The options will generally be exercisable after approval of the financial statements during the year of exercise.

During the year all remaining shares under the LTIP scheme lapsed due to performance conditions not being satisfied.

Restricted Share Award Plan ('RSA')

The Group operates an RSA plan for the benefit of Senior Management. Awards under the RSA plan entitle the award holder to participate in dividends however, the shares are restricted for a period of 5 years from issue, such that they cannot be traded.

During the year 5,978,200 RSAs were granted to Senior Management. During the year, a total of 1,092,295 share awards lapsed across the RSA schemes, and these shares were transferred to the Group's EBT.

Notes to the consolidated financial statements continued

The annual awards granted under all schemes are summarised below:

	Weighted average remaining contractual life	Weighted average exercise price	Originally granted Number	Lapsed/ exercised at 30 April 2025 Number	As at 1 May 2025 Number	Granted during the year Number	Lapsed during year Number	Exercised in the year Number	As at 30 April 2026 Number
SAYE									
SAYE 21/22 - 25 August 2021	0 years	£1.70	673,077	(669,055)	4,022	-	(4,022)	-	-
SAYE 22/23 - 22 September 2022	0 years	£1.55	1,070,154	(616,965)	453,189	-	(453,189)	-	-
SAYE 23/24 - 3 November 2023	0.5 years	£1.14	1,801,308	(495,950)	1,305,358	-	(363,893)	-	941,465
SAYE 24/25 – 18 September 2024	1.4 years	£1.12	938,984	(72,315)	866,669	-	(320,529)	-	546,140
SAYE 25/26 – 16 September 2025	2.4 years	£1.00	-	-	-	1,351,620	(177,300)	-	1,174,320
Total SAYE awards			**4,483,523**	**(1,854,285)**	**2,629,238**	**1,351,620**	**(1,318,933)**	**-**	**2,661,925**
CSOPS									
CSOPS 22/23 - 14 December 2022	0 years	£1.74	300,000	(75,000)	225,000	-	(30,000)	-	195,000
Total CSOP awards			**300,000**	**(75,000)**	**225,000**	**-**	**(30,000)**	**-**	**195,000**
LTIPS									
LTIPS - 27 April 2022	0 years	£0.00	1,115,000	(277,500)	837,500	-	(837,500)	-	-
LTIPS 23 Feb 2023	0 years	£0.00	1,320,000	(220,000)	1,100,000	-	(1,100,000)	-	-
Total LTIP awards			**2,435,000**	**(497,500)**	**1,937,500**	**-**	**(1,937,500)**	**-**	**-**
RSA									
RSA - 27 April 2022	1.0 years	£0.00	1,422,560	(262,500)	1,160,060	-	(161,280)	-	998,780
RSA – 22 February 2023	1.8 years	£0.00	1,175,000	(387,500)	787,500	-	(112,500)	-	675,000
RSA - 21 September 2023	2.4 years	£0.00	790,131	(29,155)	760,976	-	(87,465)	-	673,511
RSA - 24 July 2024	3.2 years	£0.00	3,198,327	(72,464)	3,125,863	-	(307,972)	-	2,817,891
RSA – 4 February 2025	3.8 years	£0.00	151,882	-	151,882	-	-	-	151,882
RSA – 2 September 2025	4.3 years	£0.00	-	-	-	5,463,491	(423,078)	-	5,040,413
RSA – 6 February 2026	4.8 years	£0.00	-	-	-	514,709	-	-	514,709
Total RSA awards			**6,737,900**	**(751,619)**	**5,986,281**	**5,978,200**	**(1,092,295)**	**-**	**10,872,186**
Total share awards			**13,956,423**	**(3,178,404)**	**10,778,019**	**7,329,820**	**(4,378,728)**	**-**	**13,729,111**

No share options were available to exercise at the year end. The weighted average exercise price for all options outstanding is £0.22 (FY25: £0.33). The options outstanding as at 30 April 2026 had a weighted average remaining contractual life of 3 years.

Fair value calculations

The awards are accounted for as equity-settled under IFRS 2. The fair value of awards which are subject to non-market based performance conditions is calculated using the Black Scholes option pricing model. The inputs to this model for awards granted during the financial year are detailed below:

	SAYE	RSA	RSA
Grant date	16/09/2025	04/02/2026	02/09/2025
Share price at date of grant	£1. 25	£0.94	£1.265
Exercise price	£1.00	£nil	£nil
Volatility	21%	26%	21%
Expected life (years)	3.3	5.0	5.0
Risk free rate	3.949%	3.940%	4.177%
Dividend yield	6.91%	0.00%	0.00%
Fair value per share			
Market based performance condition	-	-	-
Non-market based performance condition/no performance condition	£0.22	£0.94	£1.265

Expected volatility was determined by using historical share price data of the Company since it listed on 8 June 2015. The expected life used in the model has been based on Management's expectation of the minimum and maximum exercise period of each of the options granted.

The Group recognised a total expense of £2.9m (FY25: £1.4m) in the current period, comprising £1.7m (FY25: £0.7m) in relation to equity-settled share-based payments, and £1.2m (FY25: £0.7m) relating to the associated social security taxes (see notes 5 and 20).

The carrying value of non-current liabilities relating to social security tax on share awards as at 30 April 2026 is £0.4m (FY25: £nil). Payments in respect of social security tax on share awards were negligible in the period. Assumptions associated with the calculation of the social security tax liability due on vesting of share awards include an estimation of the forward-looking share price at the vesting date based on analyst research and applicable future tax rates. For these purposes, the share price is updated at each reporting period to reflect historical trends, and is assumed to grow in line with the estimated future performance of the business.

If the estimated future share price assumption were to increase by 30% or the estimated number of share awards expected to forfeit annually were to decrease by 3%, there would be an immaterial impact on the share-based payment charge in the period.

8. Financial income and expense

Recognised in profit and loss

	FY26 £'000	FY25 £'000
Financial income		
Interest income	3,167	4,770
Total financial income	**3,167**	**4,770**
Financial expense		
Interest on bank borrowings	(1,873)	(1,299)
Interest on lease liability	(1,135)	(1,090)
Total financial expense	**(3,008)**	**(2,389)**
Net financial income	**159**	**2,381**

Interest income is recognised on client deposits held and recognised in the consolidated statement of profit and loss as it accrues, based on the effective interest rate during the period, net of amounts payable to clients.

Interest on bank borrowings is recognised in the consolidated statement of profit and loss on the basis of the effective interest rate, and reflects the higher level of RCF drawings in the period.

The Group's £80m RCF provides committed funding until April 2028 with a £20m accordion and an optional two-year extension. Interest is payable on the RCF at SONIA plus a margin of 1.25%. The Group periodically draws on its £80m RCF to manage working capital and acquisition financing requirements.

Notes to the consolidated financial statements
continued

9. Taxation

	FY26 £'000	FY25 £'000
Current tax expense		
Current tax on profits for the year	5,120	5,425
Under provision of taxation in previous period	107	418
Total current tax	**5,227**	**5,843**
Deferred tax expense		
Origination and reversal of temporary differences	(530)	(561)
Under provision on share-based payment charges	-	(284)
Total deferred tax expense	**(530)**	**(845)**
Total tax expense	**4,697**	**4,998**

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to profits for the year are as follows:

	FY26 £'000	FY25 £'000
Profit for the year (subject to corporation tax)	**7,662**	**6,363**
Tax using the Group's domestic tax rate of 25% (FY25: 25%)	1,916	1,591
Expenses not deductible for tax purposes	2,674	3,273
Under provision of taxation in previous period	107	418
(Under)/over provision on share-based payment charges	-	(284)
Total tax expense	**4,697**	**4,998**

10. Earnings per share ("EPS")

		FY26	Restated FY25
Weighted average number of ordinary shares in issue ('000)		124,972	126,334
Number of dilutive shares ('000)		2,921	1,724
Weighted average number of ordinary shares, including dilutive shares ('000)		**127,893**	**128,058**
Basic and diluted EPS			
Profit for the year (£'000)		2,965	1,365
Profit attributable to shares subject to recall (£'000)		(204)	(55)
Profit attributable to ordinary shareholders (£'000)		**2,761**	**1,310**
Basic earnings per ordinary share (p)		2.21	1.04
Diluted earnings per ordinary share (p)		2.21	1.04
Adjusted EPS and adjusted diluted EPS			
Adjusted profit after tax (£'000)	5	15,401	16,799
Less: profit attributable to shares subject to recall (£'000)		(1,057)	(672)
Adjusted profit after tax attributable to ordinary shareholders (£'000)		**14,344**	**16,127**
Adjusted EPS (p)		**11.48**	**12.77**
Adjusted diluted EPS (p)		**11.48**	**12.77**

The weighted average number of shares is based on the Company's shares in issue through the year, excluding RSA awards outstanding and shares held in the Group's Employee Benefit Trust ("EBT").

While RSA shares are issued to participants and are entitled to dividends, they are typically subject to a five-year restriction and are treated as dilutive for the purposes of the earnings per share calculation. Given the reduced number of shares used for the basic EPS and adjusted EPS calculation, the attributable profits are also reduced to reflect the RSA participants' income rights. Furthermore, for diluted EPS and adjusted diluted EPS, this profit reduction does not apply.

The prior year EPS calculation has been restated to reflect the above. There is limited impact of this restatement on statutory basic or diluted EPS, moving to 1.04p from 1.02p, reported previously. Adjusted EPS has been restated to 12.77p from 13.34p, reported previously, reflecting the lower weighted average number of ordinary shares in issue, offset by the reduction in profit attributable to RSA participants. Adjusted diluted earnings per share has also been restated to 12.77p from 13.31p, reported previously.

Potentially dilutive shares are only treated as dilutive when their conversion to ordinary shares would decrease EPS (or increase loss per share). Accordingly, the adjusted diluted EPS has been calculated as equivalent to the adjusted EPS in these financial statements.

11. Dividends

	FY26 £'000	FY25 £'000
Interim dividend in respect of FY26 (3.3p per share) - 31 March 2026	4,476	-
Final dividend in respect of FY25 (6.2p per share) – 10 October 2025	8,435	-
Interim dividend in respect of FY25 (3.3p per share) – 31 March 2025	-	4,342
Final dividend in respect of FY24 (6.2p per share) - 8 November 2024	-	8,156
	12,911	**12,498**

The Board proposes to recommend a final dividend of 2.0p (2025: 6.2p) per share at the AGM. If approved, this dividend will be paid on 13 November 2026 to shareholders on the register at the close of business on 16 October 2026. The shares will go ex-dividend on 15 October 2026. This dividend has not been recognised as a liability in these final statements.

12. Property, plant and equipment

	Leasehold improvements £'000	Equipment £'000	Fixtures and fittings £'000	Total £'000
Cost				
Balance as at 1 May 2024	347	8,503	6,371	15,221
Additions	-	802	723	1,525
As at 30 April 2025	347	9,305	7,094	16,746
Additions	20	1,480	1,253	2,753
Arising through business combinations	-	-	7	7
Disposals	-	(3)	-	(3)
As at 30 April 2026	**367**	**10,782**	**8,354**	**19,503**
Depreciation and impairment				
Balance as at 1 May 2024	264	7,582	5,791	13,637
Depreciation charge for the year	29	941	333	1,303
As at 30 April 2025	293	8,523	6,124	14,940
Depreciation charge for the year	5	931	404	1,340
Arising through business combinations	-	-	-	-
As at 30 April 2026	**298**	**9,454**	**6,528**	**16,280**
Net book value				
As at 30 April 2025	54	782	970	1,806
As at 30 April 2026	**69**	**1,328**	**1,826**	**3,223**

Notes to the consolidated financial statements
continued

13. Intangible assets and goodwill

	Goodwill £'000	Customer lists £'000	Brands £'000	Total £'000
Cost				
As at 1 May 2024	1,550	20,583	3,518	25,651
Arising through business combinations	-	-	-	-
As at 30 April 2025	1,550	20,583	3,518	25,651
Arising through business combinations	-	4,200	-	4,200
As at 30 April 2026	**1,550**	**24,783**	**3,518**	**29,851**
Amortisation				
As at 1 May 2024	-	11,403	480	11,883
Charge for the year	-	2,461	235	2,696
As at 30 April 2025		13,864	715	14,579
Charge for the year	-	1,855	235	2,090
As at 30 April 2026	**-**	**15,719**	**950**	**16,669**
Net book value				
As at 30 April 2025	1,550	6,719	2,803	11,072
As at 30 April 2026	**1,550**	**9,064**	**2,568**	**13,182**

Intangible assets includes a Gateley Smithers Purslow customer list asset with a net book value of £3.2m (FY25: £3.6m) which has a remaining life of 7 years; a Gateley RJA customer list asset of £1.4m (FY25: £2.2m) which has a remaining useful life of 2 years and 3 months; and a Groom Wilkes & Wright customer list asset of £4.0m which has a remaining useful life of 10.5 years. The entirety of the brand intangible relates to Gateley Smithers Purslow and has a remaining life of 11 years.

Goodwill is allocated to the following cash generating units:

	FY26 £'000	FY25 £'000
Property	974	974
People	-	-
Business Services	576	576
Corporate	-	
	1,550	**1,550**

Total goodwill

The Group tests goodwill annually for impairment. The impairment test involves determining the recoverable amount of the cash generating unit (CGU) to which the goodwill has been allocated. The Directors believe that each operating segment represents a cash generating unit for the business and as a result, impairment is tested for each segment, and all the assets of each segment are considered.

The recoverable amount is based on the present value of expected future cash flows (value in use) which was determined to be higher than the carrying amount of goodwill so no impairment loss was recognised.

Value in use was determined by discounting the future cash flows generated from the continuing operation of the Group and was based on the following key assumptions:

- A pre-tax discount rate of between 23 and 26% (FY25: 12-21%) was applied in determining the recoverable amount. The discount rate is based on the Group's average weighted cost of capital of between 17 and 20%, adjusted according to the risks attributable to each CGU.
- The values assigned to the key assumptions represent Management's estimate of expected future trends and are based on both external (industry experience, historic market performance and current estimates of risks associated with trading conditions) and internal sources (existing Management knowledge, track record and an in-depth understanding of the work types being performed).
  - o Revenue growth rates of between 2% to 10% (FY25: 2-10%) are based on Management's understanding of the market opportunities for services provided pertaining to the industry in which each CGU is aligned.
  - o Increases in costs are based on current inflation rates and expected levels of recruitment needed to generate predicted revenue growth.
  - o Attrition rates are based on the historic experience and trends of client activity over a two to three year period and applied to future fee forecasts.
  - o Cash flows have been typically assessed over a five-year period, using the latest management approved budgets and forecasts which management extrapolates using a terminal value calculation based on an estimated growth rate of 2%. The expected current UK economic growth forecasts for the legal services market is 2%.
- The Group has conducted a sensitivity analysis on the impairment test of the CGU carrying value. The Directors believe that any reasonably possible change in the key assumptions on which the recoverable amount of goodwill is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the CGU.

14. Acquisition of businesses

Acquisition of Groom Wilkes & Wright LLP (GWW)
On 1 September 2025, Gateley (Holdings) Plc acquired the entire membership interests of Groom Wilkes & Wright LLP. GWW specialises in the provision of trade mark and design law services to organisations across multiple sectors.

Alongside Adamson Jones IP and Symbiosis IP, the acquisition of GWW further enhances the development of complementary business services with an IP and brands focus.

The amounts recognised in respect of identifiable assets acquired and liabilities assumed are set out in the table below:

	Pre-acquisition carrying amount £'000	Policy alignment and fair value adjustments £'000	Total £'000
Intangible assets	-	4,200	4,200
Property, plant and equipment	7	-	7
Cash	136	-	136
Trade debtors	739	-	739
Prepayments	192	-	192
Total assets	**1,074**	**4,200**	**5,274**
Trade payables	(957)	-	(957)
Accruals and other payables	(129)	-	(129)
Other taxes and social security	(113)	-	(113)
Deferred taxation	-	(1,050)	(1,050)
Total liabilities	**(1,199)**	**(1,050)**	**(2,249)**
Net identifiable assets at fair value	**(125)**	**3,150**	**3,025**
Total consideration	**-**	**-**	**-**
Gain on bargain purchase	**-**	**-**	**(3,025)**

The maximum potential consideration payable for the GWW acquisition is capped at £9.0m, allocated across an initial £4.3m completion cash consideration paid, £1.4m initial share consideration, and £3.3m contingent earn-out consideration. All of the consideration is employment-linked over a first year retention period. The contingent earn-out payments are linked to the future profitability of the GWW business over two consecutive years and is payable in cash and shares, in July 2026 and 2027 respectively.

The gain on bargain purchase of £3.0m arises due to the accounting treatment of employment-linked consideration as remuneration and has been recognised immediately in the statement of comprehensive income as an adjusting item (see note 5).

Notes to the consolidated financial statements
continued

The table below summarises the movements in prepaid and accrued acquisition consideration:

Acquired entity	FY25 £'000	Consideration treated as remuneration £'000	Cash-settled payments £'000	Equity-settled payments £'000	FY26 £'000
Prepaid consideration					
Groom Wilkes & Wright LLP	-	(3,768)	4,293	1,421	1,946
RJA Associates Limited	1,669	(761)	388	389	1,685
Symbiosis IP Limited	354	(354)	-	-	-
Smithers Purslow Limited	2,864	(1,456)	-	-	1,408
Total prepaid consideration	**4,887**	**(6,339)**	**4,681**	**1,810**	**5,039**

	FY25 £'000	Consideration treated as remuneration £'000	Cash-settled payments £'000	Equity-settled payments £'000	FY26 £'000
Accrued consideration					
Groom Wilkes & Wright LLP	-	(2,173)	-	-	(2,173)
RJA Associates Limited	(252)	-	126	126	-
Symbiosis IP Limited	-	-	-	-	-
Smithers Purslow Limited	-	-	-	-	-
Total accrued consideration	**(252)**	**(2,173)**	**126**	**126**	**(2,173)**
Total net prepaid consideration	**4,635**	**(8,512)**	**4,807**	**1,936**	**2,866**

All recent Group acquisitions, as detailed above, are subject to employment conditions, resulting in consideration treated as remuneration, which is treated as an adjusting item (see note 5). The initial acquisition payments are recognised as prepayments, which alongside accruals of deferred contingent consideration, are captured as consideration treated as remuneration over the relevant employment-linked period.

The remaining prepayments in relation to GWW and Smithers Purslow will be amortised through the statement of comprehensive income over the next financial year, with RJA being amortised over three financial years, with £4.1m of the total closing prepayment to be recognised over the next 12 months (see note 18).

Of the accrued £2.2m acquisition consideration liability £1.1m is payable within 12 months and is recognised in current liabilities, and £1.1m is payable in after 12 months and is recognised in non-current liabilities.

From the date of acquisition, GWW contributed £3.7m of revenue to the Group's statement of comprehensive income, together with an after-tax profit of £1.3m. If the acquisition had been completed on the first day of the financial year, Group revenue and profit after tax would have been higher by £1.0m and £0.4m respectively.

15. Other intangible assets

	IT development costs £'000	Computer software £'000	Total £'000
Cost			
Balance as at 1 May 2024	282	1,203	1,485
Additions	-	-	-
As at 30 April 2025	282	1,203	1,485
Additions	-	-	-
As at 30 April 2026	**282**	**1,203**	**1,485**
Amortisation			
Balance as at 1 May 2024	120	718	838
Charge for the year	80	345	425
As at 30 April 2025	200	1,063	1,263
Charge for the year	80	87	167
As at 30 April 2026	**280**	**1,150**	**1,430**
Net book value			
Net book value as at 30 April 2025	82	140	222
Net book value as at 30 April 2026	**2**	**53**	**55**

The Group's amortisation policy, as disclosed in note 1, is to amortise other intangible assets from the date they are made available for use.

16. Other investments

The Group holds other investment interests in the following third party investments:

	FY26 £'000	FY25 £'000
Balance at 1 May	115	275
Gain on revaluation	(85)	(160)
Balance at 30 April	**30**	**115**

The £30,000 (FY25: £115,000) investment held by Gateley Plc, reflects a 1.5% investment in the ordinary shares in Incanthera Plc, acquired on 26 February 2020. Gains or losses on investment are recognised in the consolidated statement of other comprehensive income.

17. Contract assets and liabilities

	Contract assets £'000	Contract liabilities £'000
As at 30 April 2026	**27,469**	**(375)**
As at 30 April 2025	24,886	(198)

Contract assets

The Group recognises any goods or services transferred to the customer before the customer pays consideration, or before payment is due, as a contract asset. These assets differ from accounts receivables. Accounts receivable are the amounts that have been billed to the client and the revenue recognised, whereas these contract assets are amounts of work in progress where work has been performed, yet the amounts have not yet been billed to the client. Due to the nature of the services delivered by the Group the significant component of the cost of delivery is staff costs. As a result, there is little to no judgement exercised in determining the costs incurred as they are driven by the time recorded by fee earners. Contract assets are subject to impairment under IFRS 9.

Notes to the consolidated financial statements continued

Contract assets in relation to non-contingent work are recognised over time at appropriate intervals, normally on a monthly or quarterly basis in arrears, in line with the performance of the services and engagement obligations. Where such matters remain unbilled at the period end the asset is valued on a contract-by-contract basis at its expected recoverable amount.

Contract assets in relation to contingent work are recognised at a point in time once the uncertainty over the contingent event has been satisfied, along with all performance obligations, such that it is no longer contingent. These matters are valued based on the expected recoverable amount at that point in time. Due to the complex nature of these matters, they can take a considerable time to be finalised and, therefore, performance obligations may be settled and recognised in one period but the matter not billed until a later financial period. Until the performance obligations or the contingent event have been satisfied the Group does not recognise any contract asset value at the year end.

The Group may also part-insure certain long-running matters in which case revenue may be recognised up to the maximum insured percentage of relevant contingent unbilled time in these matters.

Contract assets increased in the period, primarily due to the timing of year-end billings on certain matters and other funded or insured contentious workstreams.

During the year, contract assets of £nil (FY25: £nil) were acquired in business combinations.

The Group applies the simplified approach to providing for the expected credit losses on contact assets.

An impairment loss of £0.4m has been recognised in relation to contract assets in the year (FY25: loss £64,000). This is based on the expected credit loss under IFRS 9 of these types of assets. The contract asset loss is estimated at 0.1% (FY25: loss 0.1%) of the balance. Total lifetime ECL provided against contract assets was £0.9m (FY25: £0.6m).

Contract assets

	FY26 £'000	FY25 £'000
Contract asset value as at 1 May, net of expected credit loss provision	24,886	23,543
Contract asset value added in the year	24,971	21,671
Contract asset value realised in the year	(22,388)	(20,328)
Contract asset value as at 30 April, net of expected credit loss provision	**27,469**	**24,886**

The Group has applied ECLs to unbilled revenue in order to account for the potential default on amounts not yet billed to the client. The ECLs have been calculated on the same basis as those applied to trade receivables (see note 18).

Management have performed sensitivity analysis on the expectation of recoverability applied to the contract assets balance:

	Increase/ (decrease) in value of contract assets £'000
+3% increase in ECL rate	(849)
-3% decrease in ECL rate	849

Contract assets are commonly referred to as work in progress ("WIP"). The Group has calculated WIP days as follows:

	Note	FY26 £'000	FY25 £'000
Contract assets		27,469	24,886
Unbilled disbursements	18	5,518	3,522
Total WIP		32,987	28,408
Annualised revenue		195,277	179,499
WIP days		**62**	**58**

Annualised revenue reflects total revenue for the previous 12-month period inclusive of pro-forma adjustments for acquisitions.

Contract liabilities

Under IFRS 15 the Group is required to recognise contract liabilities based on those amounts recognised against contracts for which the satisfaction of performance obligations has not yet been met. These liabilities relate to the deferred income recognised within Kiddy & Partners, T-three Consulting Limited and Adamson Jones IP Limited as a result of their billing structure. The amounts recognised reflect the agreed cost of the services to be performed and are realised in line with the ongoing cost of delivery. Due to the nature of the services provided, the main component of this cost of delivery is staff costs, as a result there is little to no judgement exercised in determining the value of the liability held at year end.

Contract liabilities

	FY26 £'000	FY25 £'000
Contract liabilities as at 1 May	198	409
Contract liabilities gained in the year	375	24
Contract liabilities delivered in the year	(198)	(235)
Contract liabilities as at 30 April	**375**	**198**

18. Trade and other receivables

	Note	FY26 £'000	Restated FY25 £'000
Amounts falling due within one year:			
Trade receivables, net of expected credit loss provision		59,159	54,332
Prepaid acquisition consideration	14	4,108	2,328
Prepayments		8,385	8,901
Unbilled disbursements	17	5,518	3,522
Other receivables including insurance receivables		1,226	1,493
		78,396	**70,576**

	Note	£'000	£'000
Amounts falling due after one year:			
Prepaid acquisition consideration	14	**931**	**2,559**

Prepaid acquisition consideration comprises amounts transferred to vendors as consideration on acquisition where payments are subject to ongoing employment service conditions. Amounts are released to the statement of profit and loss over the relevant period, as the service condition is satisfied (see note 14).

Unbilled disbursements comprise expenses incurred with third party suppliers on client work, which are recoverable from clients, not tied to any further performance obligations, and remain unbilled at the year end.

Trade receivables

Trade receivables are recognised when a bill has been issued to the client, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. Trade receivables also includes disbursements, where billed at the period end.

Bills are typically payable within 30-60 days unless otherwise agreed with the client.

All trade receivables are repayable within one year.

The prior year trade receivables balance has been restated to disaggregate unbilled disbursements at the period end, and is shown separately above. Trade receivables increased by £4.8m in the year, reflecting the overall growth of the Group's revenue, the client payment profile and the trade receivables added on the acquisition of GWW.

Notes to the consolidated financial statements continued

Movement in expected credit loss provision

	FY26 £'000	FY25 £'000
As at 1 May	(3,142)	(3,257)
Provision utilised	2,549	1,735
Impairment loss charged to the consolidated statement of profit and loss	(3,353)	(1,620)
As at 30 April	**(3,946)**	**(3,142)**

The Group applies the simplified approach to providing for the expected credit losses ("ECL") under IFRS 9. Management have also elected to apply an uplift to the IFRS 9 provision in the current year to account for the specific risks in the subsidiary entities where the application of IFRS 9 alone is not considered appropriate.

FY26 (£'000)	Not passed due	Past due 0-30 days	Past due 31-120 days	Past due greater than 120 days	Total
ECL rate	2.41%	2.48%	3.33%	21.04%	6.25%
Estimated total gross carrying amount	36,950	7,716	5,729	12,710	63,105
Lifetime ECL	(890)	(191)	(191)	(2,674)	(3,946)
Trade receivables, net of ECL provision	**36,060**	**7,525**	**5,538**	**10,036**	**59,159**

FY25 (restated) (£'000)	Not passed due	Past due 0-30 days	Past due 31-120 days	Past due greater than 120 days	Total
ECL rate	2.56%	2.84%	3.39%	15.33%	5.47%
Estimated total gross carrying amount	33,608	6,195	5,049	12,622	57,474
Lifetime ECL	(860)	(176)	(171)	(1,935)	(3,142)
Trade receivables, net of ECL provision	**32,748**	**6,019**	**4,878**	**10,687**	**54,332**

The ECL attributable to trade receivables is established after consideration of historical loss rates in preceding periods and relevant forward-looking factors.

In addition to historical loss rates, the Group has considered a number of factors in determining appropriate credit loss rates, including macro-economic factors and asset-specific indicators such as customer correspondence, default or delinquency in payment and significant financial difficulties of the customer.

This year, specific consideration has been given to the recoverability of significantly aged trade receivables, aged over 3 years, with a number of balances or categories of balances demonstrating indicators of impairment and detrimental effects on the estimated future cash flow recovery. For these over three year old balances, lifetime ECL is assessed directly as the cash flows expected to be recovered can be expected to be nil or negligible. The historic loss rates do not fully cover the expected losses of trade receivables of this age and, therefore, the ECL has been increased to reflect management's best estimate of expected future losses, specifically, on this over three year old balance.

This adds £0.8m to the lifetime ECL balance overall. Given the nature of this £0.8m additional provision, the one-off review of significantly aged receivables, in which there is some uncertainty as to the exact timing of impairment event history in the current or preceding years, across a range of differing receivables groupings, it is treated as an adjusting item to allow for better comparability between periods (see note 5).

An impairment loss of £3.4m has been recognised in relation to trade receivables in the year (FY25: £1.6m) and the impairment loss is estimated at 5.7% (FY25: 3.4%) of the gross trade receivables balance. The lifetime ECL provides 6.25% (FY25: 5.47%) of the gross trade receivables balance.

Management have performed sensitivity analysis over the ECL applied to trade receivables:

	Increase / (decrease) in value of trade receivables £'000s
+2% increase in ECL	(1,262)
-2% decrease in ECL	1,262

	FY26 £'000	FY25 £'000
Debtor days		
Trade receivables	59,159	54,332
Annualised revenue	195,277	179,499
Debtor days	**111**	**110**

Annualised revenue reflects the total revenue for the previous 12-month period inclusive of pro-forma adjustments for acquisitions. The broadly flat 111 debtors days (FY25: 110) alongside the increased 62 WIP days (FY25: 58) (see note 17), results in an increased 173 gross lock-up days (FY25: 168).

19. Other interest-bearing loans and borrowings

The contractual terms of the Group's interest-bearing loans and borrowings, which are measured at amortised cost are described below. For more information about the Group's exposure to interest rate and foreign currency risk, see note 25.

	FY26		FY25	
	Fair value £'000	Carrying amount £'000	Fair value £'000	Carrying amount £'000
Non-current liabilities				
Bank borrowings	33,291	33,291	18,685	18,685

On 11 April 2025, the Company entered into a new revolving credit facility which provides total committed funding of £80m until April 2028. Interest is payable at a margin of 1.25% above the SONIA reference rate. A commitment fee of one third of the applicable margin is payable on the undrawn amounts.

As at 30 April 2026, the Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

	Current		Non-current	
As at 30 April 2026	Within 6 months £'000	6 to 12 months £'000	1 – 5 years £'000	Later than 5 years £'000
Bank borrowings	-	-	37,004	-
Leases	2,044	2,549	19,534	6,471
Trade and other payables	12,739	-	-	-
Total	**14,783**	**2,549**	**56,538**	**6,471**

Notes to the consolidated financial statements continued

This compares to the maturity of the Group's non-derivative financial liabilities in the previous reporting period as follows:

	Current		Non-current	
As at 30 April 2025	Within 6 months £'000	6 to 12 months £'000	1 – 5 years £'000	Later than 5 years £'000
Bank borrowings	-	-	22,249	-
Leases	2,584	2,584	19,048	4,012
Trade and other payables	9,249	-	-	-
Total	**11,833**	**2,584**	**41,297**	**4,012**

The above amounts reflect the contractual undiscounted cash flows, which may differ to the carrying values of the liabilities at the reporting date.

20. Trade and other payables

	Note	FY26 £'000	FY25 £'000
Amounts falling due within one year			
Trade payables		12,739	9,249
Other taxation and social security payable		8,327	8,062
Acquisition consideration	14	1,123	252
Accruals		5,314	8,174
Social security tax on share awards		90	-
Contract liabilities	17	375	198
Total trade and other payables		**27,968**	**25,935**
Amounts falling due after one year			
Social security tax on share awards		432	-

Trade payables and accruals mainly comprise amounts outstanding from trade purchases and other normal business-related costs. The average credit period taken for trade purchases is 22 days (FY25: 18 days).

Other taxation and social security are comprised of payroll taxes and value added tax due to HMRC.

21. Deferred tax

Deferred tax assets and liabilities are summarised below:

Deferred tax asset

The deferred tax asset recognised in the consolidated statement of financial position represents the future tax impact of issued share-based payments schemes that are yet to vest.

	FY26 £'000	FY25 £'000
As at 1 May	566	373
Credited during the year in the Consolidated income statement	25	283
Debited during the year to retained earnings	-	(90)
As at 30 April	**591**	**566**

Deferred tax liability

The deferred tax liability recognised in the Consolidated Statement of Financial Position represents the future tax impact of the Group's benefit from customer lists obtained through acquisitions.

	FY26 £'000	FY25 £'000
At 1 May	2,409	2,968
Arising through business combinations	1,050	-
Credited during the year in the Consolidated income statement	(506)	(559)
At 30 April	**2,953**	**2,409**

22. Provisions

	FY26 £'000	FY25 £'000
Current provision		
Professional indemnity provision	225	175
Dilapidations provision	40	-
Total current provision	**265**	**175**
Non-current provision		
Professional indemnity provision	1,912	2,093
Dilapidations provision	648	637
Total non-current provision	**2,560**	**2,730**
Total provisions	**2,825**	**2,905**

Professional indemnity estimated claim cost

	FY26 £'000	FY25 £'000
At 1 May	2,268	3,263
Provisions made during the year	700	-
Provisions released during the year	(831)	(995)
At 30 April	**2,137**	**2,268**
Non-current	1,912	2,093
Current	225	175
	2,137	**2,268**

The Group from time to time receives claims in respect of alleged professional negligence which it defends where appropriate but makes provision for the best estimate of probable amounts considered likely to be payable as set out above. Inevitably, these estimates depend on the outcome and timing of future events and may need to be revised as circumstances change. A different assessment of the likely outcome in each case or of the probable cost involved may result in a different level of provision recognised. Professional indemnity Insurance cover is maintained in respect of professional negligence claims (see note 18).

Notes to the consolidated financial statements continued

Dilapidations provision

The Group has leases for a number of offices, some of which include dilapidation clauses. The Group maintains the office buildings throughout each lease term with regular maintenance, however a cost is likely to arise at the end of the lease term in order to return the space to its original condition. Management have therefore elected to introduce a dilapidations provision to account for the future cost. The provision is based on Management's estimate of the total costs across all applicable lease to be recognised on a straight-line basis over the total lease terms.

	FY26 £'000	FY25 £'000
As at 1 May	637	637
Provision made in the year	132	-
Provision released in the year	(81)	-
As at 30 April	**688**	**637**

23. Net debt

	FY26 £'000	FY25 £'000
Cash and cash equivalents	8,017	12,081
Debt		
Total loans brought forward	(44,467)	(41,432)
Revolving credit facility	(14,607)	(5,777)
New lease liability in the year	(6,681)	(2,634)
Repayment of lease liability	5,340	5,376
Total loan carried forward	(60,415)	(44,467)
Brought forward from previous year	(32,386)	(24,758)
Movement during year	(20,012)	(7,628)
Net debt at the year end	**(52,398)**	**(32,386)**

The Group held £52.4m (FY25: £32.4m) net debt (including lease financing liabilities) and £25.3m net debt (FY25: £6.6m) excluding lease financing liabilities.

The changes in the Group's liabilities arising from financing activities can be classified as below:

	Long term borrowings £'000	Short term borrowings £'000	Lease liabilities £'000	Total £'000
As at 1 May 2025	18,685	-	25,782	44,467
Cashflows:				
Receipt of revolving credit facility	14,500	5,000	-	19,500
Repayments	-	(5,000)	(5,340)	(10,340)
Non-cash				
Loan arrangement fee unwind	107	-	-	107
New lease liability in the year	-	-	6,681	6,681
As at 30 April 2026	**33,292**	**-**	**27,123**	**60,415**
Less: cash	**(8,017)**	**-**	**-**	**(8,017)**
Net debt at the year end	**25,275**	**-**	**27,123**	**52,398**

	Long term borrowings £'000	Short term borrowings £'000	Lease liabilities £'000	Total £'000
As at 1 May 2024	-	12,908	28,524	41,432
Cashflows:				
Receipt of revolving credit facility	19,000	6,000		25,000
Repayments	(320)	(19,000)	(5,376)	(24,696)
Non-cash				
Loan arrangement fee unwind	5	92		97
New lease liability in the year	-	-	2,634	2,634
As at 30 April 2025	**18,685**	**-**	**25,782**	**44,467**
Less: cash	**(12,081)**	**-**	**-**	**(12,081)**
Net debt at the year end	**6,604**	**-**	**25,782**	**32,386**

24. Share capital

Authorised, issued and fully paid

	FY26 Number	FY26 £	FY25 Number	FY25 £
Ordinary shares of 10p each				
Brought forward	133,701,626	13,370,162	133,037,849	13,303,784
Issued to satisfy RJA consideration	411,024	41,102	299,438	29,944
Issued to satisfy GWW consideration	1,145,650	114,565	-	-
Issued on award of RSA	2,013,213	201,321	-	-
Issued on vesting of SAYE	6,044	604	200,636	20,064
Issued on vesting of CSOPS	-	-	163,703	16,370
At 30 April	**137,277,557**	**13,727,754**	**133,701,626**	**13,370,162**

The Company has one class of Ordinary shares which carry no right to fixed income. Each share has full rights in respect to voting.

On 4 September 2025 2,013,213 10p ordinary shares were issued upon award of the FY26 RSA scheme to participants.

On 12 September 2025 the Company issued 411,024 10p ordinary shares to satisfy the contingent consideration on the acquisition of RJA.

On 30 December 2025 the Company issued 1,145,650 10p ordinary shares to part satisfy the initial consideration on the acquisition of GWW.

Between 1 May 2025 and 30 April 2026 6,044 10p ordinary shares were issued upon vesting of the 2020 SAYE scheme to participants.

Employee Benefit Trust ("EBT")
As at 30 April 2026, the Group held 1,861,829 (FY25: 2,177,848) ordinary shares in the EBT, comprising shares held to satisfy future share awards. The EBT has waived all dividend rights and typically abstains from voting in respect of these shares. Therefore, the number of shares with exercisable voting rights at 30 April 2026 was 137,271,506 (FY25: 133,701,626).

During the year, the company issued 1,936,289 ordinary shares into the EBT to satisfy FY26 UK RSA share awards and the EBT also purchased a total of 2,804,789 shares from the market and employees in the year for a total consideration of £3.4m, which was funded by the Group and is accounted for as a deduction from other reserves. In addition, as a result of RSA lapses in the year of 1,092,295 (see note 7), 1,074,179 shares were reclaimed into the EBT as a result of these lapses, with 18,116 being returned into the EBT shortly after year end. Further, 6,131,276 shares held in the EBT were utilised for employee share awards.

Notes to the consolidated financial statements
continued

25. Financial instruments and related disclosures

Financial risk management

The Board has overall responsibility for the oversight of the Group's risk management framework. A formal process for reviewing and managing risk in the business has been developed. A register of strategic and operational risk is maintained and reviewed by the board, who also monitor the status of agreed actions to mitigate key risks.

Management's objective in managing financial risks is to ensure the long-term sustainability of the Group.

As the Group's principal financial instruments comprise cash, client receivables and unbilled revenue, the main risks are those that relate to credit in regard to receivables and contract assets.

Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's credit risk is primarily attributable to its trade receivables.

The Group continuously monitors the credit quality of customers and risk attributable to specific debts. The Group's policy is to deal only with credit worthy counterparties, with standard credit terms being 30 days. The credit terms as negotiated with customers are subject to close monitoring and internal approval. The ongoing credit risk is managed through regular review of ageing analysis.

Trade receivables across the Group have been assessed with regard to credit risk characteristics which vary across segmental reporting lines according to the nature of the industry, size and financial position of the counterparty. The Group also considers days past due in making this assessment as well as historical credit losses experienced within a period of 12 months before 30 April 2026.

The expected loss rates derived from this assessment are adjusted to reflect current and forward-looking information affecting the ability of the customers to settle the receivables. The Group has a policy of performing credit checks in certain risk areas and the large spread of reputable clients ensures there are no unacceptable concentrations of credit risk.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

The carrying amount of financial assets (including contract assets but not including equity investments) recorded in the financial statements, which is net of any impairment losses, represents the Group's maximum expected exposure to credit risk. Financial assets include client and other receivables and cash. The Group does not hold collateral over these balances.

The strategic board delegates to a committee to consider material financial instruments where contractual payments are significantly past due on a monthly basis to determine the risk of default. As part of this process and financial instruments that have had a significant increase in credit risk are identified. For these purposes default is considered to be where the counterparty to the financial instrument fails to fulfil part or all of their financial obligation. The Group will consider a financial asset to be credit impaired based on both the age of the item and specific knowledge held by the fee earner in relation to the client's ability and intention to meet their obligations.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

In circumstances where fee earners and the Board find sufficient indicators that there is no longer reasonable expectation of recovery, the amounts are written off.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group ensures that it has sufficient cash or loan facilities to meet all its commitments when they fall due by ensuring that there is sufficient cash or working capital facilities to meet the cash requirements of the Group.

Gateley Plc is financed through a combination of unsecured bank loans together with cash generated from operations. The Board reviews the projected financing requirements annually when agreeing the Group's budget and, based on this review, sets the value of the future capital requirements of the business. The cash flow forecast for the entire Group is updated regularly and compared to the budget with any significant variance being reported to the Board.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income. The Group's exposure to market risk predominantly relates to interest and currency risk. Management does not consider this to be a significant risk to the Group on the grounds of materiality.

Interest rate risk

The Group's bank borrowings incur variable interest rate charges linked to SONIA plus a margin. Management do not consider this to be a significant risk to the Group. See page 140 for further analysis.

Foreign currency risk

The Group has an overseas operation based in Dubai and another in the Republic of Ireland which, therefore, exposes the Group to changes in Sterling/Dirhams and Sterling/Euro exchange rates. Management does not consider this to be a significant risk to the Group due to the total value of transactions conducted in the UAE and the Republic of Ireland.

Fair value disclosures

The fair value of each class of financial assets and liabilities is the carrying amount, based on the following assumptions:

Trade receivables, trade payables, short term deposits and borrowings	The fair value approximates to the carrying value because of the short maturity of these instruments.
Long-term borrowings	The fair value of bank loans and other loans approximates to the carrying value reported in the statement of financial position.

Fair value hierarchy

Financial instruments carried at fair value should be measured with reference to the following levels:

- Level 1: quoted prices in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The fair value of financial assets and liabilities are as follows (there is no difference between the carrying value of the financial assets and liabilities and their fair value):

	FY26 £'000	FY25 £'000
Quoted investments	30	115
Cash and cash equivalents	8,017	12,081
Contract assets	27,469	24,886
Trade receivables at amortised cost	59,159	54,332
Unbilled disbursements	5,518	3,522
Total financial assets	**100,193**	**94,936**
Trade and other payables	(19,551)	(17,873)
Current borrowings	-	-
Current financial liabilities	**(19,551)**	**(17,873)**
Long-term borrowings	(33,291)	(18,685)
Total financial liabilities	**(52,842)**	**(36,558)**

Financial assets contain trade receivables and unbilled revenue whereas financial liabilities contain trade payables, other payables, acquisition consideration and accruals.

Measurement of fair value of financial instruments

The Group performs valuations of financial items for financial reporting purposes, in consultation with third party valuation specialists for complex valuations. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information. The only instruments held at fair value are quoted investments and as these are immaterial to the financial statements no further disclosures have been made in respect of the specific valuation techniques used.

Financial instruments sensitivity analysis

In managing interest rate and currency risks, the Group aims to reduce the impact of short-term fluctuations on its earnings. At the end of each reporting period, the effect of hypothetical changes in interest and currency rates are as follows:

Notes to the consolidated financial statements continued

Interest rate sensitivity analysis
The table below shows the Group's sensitivity to interest rates on floating rate borrowings (i.e. cash and cash equivalents and bank borrowings which attract interest at floating rates) if interest rates were to change by +/- 1%. The impact on the results in the consolidated statement of profit and loss would be:

	FY26 £'000	FY25 £'000
Increase / (decrease) in profit and loss		
+1 % movement in interest rates	360	190
-1 % movement in interest rates	(360)	(190)

The group's borrowing facility consists solely of a revolving credit facility which provides committed funding of £80m until April 2028.

Foreign exchange rate sensitivity analysis

The Group had the following net currency denominated financial instruments at year end:

	FY26 £'000	FY25 £'000
Net currency	340	242

The effect of foreign currency fluctuations on the financial statements is immaterial.

26. Capital commitments

There were no capital commitments at 30 April 2026 (FY25: £nil).

27. Right-of-use assets and lease liabilities

The Group has leases for offices, vehicles and some IT equipment, with the exception of short-term leases and leases of low-value assets each lease is held on the balance sheet as a right-of-use asset and corresponding lease liability. Property leases have a remaining term of one to ten years. Leases of vehicles and IT equipment have a term of three to five years. Lease payments on all those recognised on the balance sheet are fixed. Unless there is a contractual right for the Group to sublet the asset to a third party, the right of use asset can only be used by the Group.

The table below provides additional information on the right-of-use assets by class of assets:

	Number of leased assets*	Average length of lease remaining	Opening lease asset £'000	Net additions £'000	Depreciation £'000	Closing lease asset £'000
Office buildings	13	3.6 years	20,729	5,412	(4,148)	21,993
Electric vehicles	17	1.5 years	402	134	(198)	338

* Where properties within the same building are leased on a floor by floor basis on the same contractual terms, the Group has elected to treat these as a portfolio and are counted as a single leased asset within the table.

	Right-of-use asset £'000
Cost	
Balance as at 1 May 2024	39,994
Additions	1,545
Disposals	(1,071)
As at April 2025	40,468
Additions	7,633
Disposals	(3,484)
As at 30 April 2026	**44,617**
Depreciation	
Balance as at 1 May 2024	16,374
Depreciation charge for the year	4,034
Eliminated on disposal	(1,071)
Balance as at 30 April 2025	19,337
Depreciation charge for the year	4,346
Eliminated on disposal	(1,397)
As at 30 April 2026	**22,286**
Net book value	
As at 30 April 2025	**21,131**
As at 30 April 2026	**22,331**

The increase in right-of-use assets in the year primarily relates to the new Dubai office, and the extension of the London office lease.

Lease liabilities are presented in the statement of financial position as follows:

	FY26 £'000	FY25 £'000
Current lease liability	4,279	4,230
Non-current lease liability	22,844	21,552
Total	**27,123**	**25,782**

A number of property leases held by the Group include break or termination options. The lease liability has been calculated based on the likelihood of such option being exercised. An option would only be exercised when in line with the Groups wider strategy.

In line with IFRS 16 *Leases* the Group has elected not to recognise a lease liability for leases with a term of 12 months or less, or for leases of low value assets. The payments made under such leases are expensed to the profit and loss on a straight-line basis. Any variable lease payments incurred are expensed as incurred.

The table below shows amounts recognised in the Statement of Comprehensive Income for short term and low value leases as at 30 April 2026:

	Property £'000	Equipment £'000	Total £'000
Expenses relating to short-term leases	118	17	135
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	-	54	54
	118	**71**	**189**

Notes to the consolidated financial statements continued

The total minimum undiscounted lease payments at the period end under non-cancellable operating lease rentals were:

	FY26 £'000	FY25 £'000
Within one year	4,593	5,169
In the second to fifth year inclusive	19,534	19,048
After five years	6,471	4,012
	30,598	**28,229**

28. Related parties

Related parties, following the definitions within IAS 24, are the Group's subsidiary companies, members of the Board, key management personnel and their families, and shareholders who have control or significant influence over the Group.

The Group considers key management personnel, as defined under IAS 24 Related Party Disclosures, comprise the Strategic Board on the basis that they are responsible for planning, directing and controlling the activities of the Group.

Further disclosures are set out in the Remuneration Committee report on pages 66 to 72 and below. There were no other transactions within the year in which the Directors had any interest.

At the year end, Directors of Gateley (Holdings) Plc control 1.56% (FY25: 1.61%) of the voting shares of the Company.

Short term remuneration paid to key management personnel during the year is included in personnel costs (see note 6), totalled £4.3m (FY25: £3.9m) and is analysed as follows:

	FY26 £'000	FY25 £'000
Wages and salaries	3,176	2,804
Social security	583	442
Pension costs	8	5
Share-based payment charge	546	669
	4,313	**3,920**

Transactions between the Company and its subsidiaries are on an arm's length basis and have been eliminated on consolidation and are not disclosed in this note. None of the Group's shareholders are deemed to have control or significant influence and therefore are not classified as related parties for the purposes of this note. As at 30 April 2026, there is no ultimate controlling party of the Group. The largest shareholders in the Group are set out in the Directors' Report and are also published at https://gateleyplc.com/investors/#container-aim-rule-26.

29. Events after the reporting period

The Directors are not aware of any material post balance sheet events.

Company statement of financial position
As at 30 April 2026

	Note	As at 30 April 2026 £'000	As at 30 April 2025 £'000
Non-current assets			
Investments	5	68,341	58,475
Other receivables	6	931	2,559
Total non-current assets		**69,272**	**61,034**
Current assets			
Other receivables	6	8,076	12,786
Cash and cash equivalents		32	193
Total current assets		**8,108**	**12,979**
Total assets		**77,380**	**74,013**
Non-current liabilities			
Other interest-bearing loans and borrowings	8	(19,291)	(12,685)
Other payables	7	(1,050)	-
Total non-current liabilities		**(20,341)**	**(12,685)**
Current liabilities			
Other interest-bearing loans and borrowings	8	-	-
Other payables	7	(6,520)	(276)
Total current liabilities		**(6,520)**	**(276)**
Total liabilities		**(26,861)**	**(12,961)**
Net assets		**50,519**	**61,052**
Equity			
Share capital	9	13,727	13,370
Share premium		1,730	424
Other reserves		20,227	19,754
Share based payment reserve		10,014	8,305
Retained earnings		4,821	19,199
Total equity		**50,519**	**61,052**

Under section s408 of the Companies Act 2006 the company is exempt from the requirement to present its own profit and loss account. The loss for the year to 30 April 2026 was £1.5m (FY25: profit of £9.0m).

The accompanying notes on pages 132 to 141 form part of these financial statements. These financial statements were approved by the directors on 20 July 2026 and were signed and authorised for issue on their behalf by:

Rodrick R Waldie
Chief Executive Officer

John C Paton
Chief Financial Officer

Company registered number: 09310078.

Company cash flow statement
for year ended 30 April 2026

	Note	Year ended 30 April 2026 £'000	Year ended 30 April 2025 £'000
Cash flows from operating activities			
(Loss)/profit for the year		(1,467)	9,008
Interest expense		1,327	1,094
Increase/(decrease) in liabilities		5,162	(285)
Decrease in other receivables		7,362	3,788
Net cash flows from operating activities		**12,384**	**13,605**
Investing activities			
Initial consideration paid on acquisitions		(4,293)	-
Earn-out consideration paid - acquisition of subsidiary		(514)	(401)
Net cash used in investing activities		**(4,807)**	**(401)**
Financing activities			
Receipt of funds for issue of SAYE/RSA/CSOP/LTIP shares		-	425
Receipt of revolving credit facility	8	6,500	-
Repayment of revolving credit facility		-	(223)
Interest paid		(1,327)	(1,094)
Dividends paid		(12,911)	(12,498)
Net cash used in financing activities		**(7,738)**	**(13,390)**
Net (decrease)/increase in cash and cash equivalents		(161)	(186)
Cash and cash equivalents at beginning of the year		193	379
Cash and cash equivalents at end of year		**32**	**193**

Company statement of changes in equity
for year ended 30 April 2026

	Issued share capital £'000	Share premium £'000	Share based payment reserve £'000	Other reserves £'000	Retained earnings £'000	Total Equity £'000
As at 1 May 2024	13,304	35	7,599	19,383	22,689	63,010
Comprehensive income:						
Profit for the year	-	-	-	-	9,008	9,008
Total comprehensive income	-	-	-	-	9,008	9,008
Transactions with owners:						
Dividend paid	-	-	-	-	(12,498)	(12,498)
Issue of share capital	66	389	-	371	-	826
Share based payment transactions	-	-	706	-	-	706
As at 30 April 2025	**13,370**	**424**	**8,305**	**19,754**	**19,199**	**61,052**
Comprehensive income:						
Profit for the year	-	-	-	-	(1,467)	(1,467)
Total comprehensive income	-	-	-	-	(1,467)	(1,467)
Transactions with owners:						
Dividend paid	-	-	-	-	(12,911)	(12,911)
Issue of share capital	357	1,306	-	473	-	2,136
Share based payment transactions	-	-	1,709	-	-	1,709
As at 30 April 2026	**13,727**	**1,730**	**10,014**	**20,227**	**4,821**	**50,519**

Issued share capital
Issued share capital represents the nominal value of share capital subscribed.

Share premium
The share premium account is used to record the aggregate value of premiums paid when the Company's shares are issued at a premium, net of associated share issuance costs.

Share-based payment reserve
The share-based payment reserve represents the accumulated share-based payment charge and is not distributable.

Retained earnings
The retained earnings reserve represents cumulative net profits and losses recognised in the statement of profit and loss and other comprehensive income, less dividends paid.

Parent company notes to the financial statements
For the period ended 30 April 2026
(forming part of the financial statements)

1. Basis of preparation and material accounting policies

Gateley (Holdings) Plc (the "Company") is a company incorporated and domiciled in the UK under the Companies Act. The nature of the Group's operations and its principal activities are set out in the strategic report.

The financial statements have been prepared in accordance with UK-adopted International Accounting standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 13 below.

The individual financial statements of the Company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purposes of the financial statements, the results and financial position of the company are expressed in GBP, which is the functional and presentational currency of the Company.

Measurement convention
The financial statements are prepared on the historical cost basis except where Adopted IFRSs require an alternative treatment. The principal variations relate to financial instruments which are carried at fair value.

1.1 Going concern

See full explanation on page 26 of the Strategic Report.

Having reviewed the Company's forecasts, which includes an analysis of both short term cash flow forecasts and longer term cash flow forecasts, the risk and uncertainties surrounding the current and future demand for legal services, and other reasonably possible variations in trading performance, the Company expects to be able to operate within the Company's financing facilities and in accordance with the covenants set out in those facility agreements.

Sensitivity analysis has been performed in respect of specific scenarios which could negatively impact our future performance such as lower levels of revenue growth, lower than forecast receipts of cash, and reduced levels of gross margin expansion. In addition, the directors have also considered mitigating actions such as lower capital expenditure and other short-term cash management activities within the Company's control. On this basis, the directors have a reasonable basis to conclude that the Company is forecast to continue to trade in line with existing financing facilities for the foreseeable future and at least 12 months from the approval of these financial statements.

Accordingly the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.2 Classification of financial instruments issued by the Company

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the financial instruments are classified as a financial liability.

1.3 Non derivative financial instruments

Financial Assets
The Company's financial assets include cash and cash equivalents and trade and other receivables. All financial assets are recognised when the Company becomes party to the contractual provisions of the instrument.

i) Investments
Fixed asset investments are stated at cost less provision for any impairment in value.

Investments in subsidiary undertakings are stated as fixed asset investments, at cost less amounts written off for impairment with any subsequent year adjustments stated directly into the profit and loss account. Investments are reviewed for impairment where events or circumstances indicate that their carrying amount may not be recoverable. In some instances investments are subject to contingent consideration, this is included in the cost of investment. The amount of contingent consideration due is assessed regularly by Management based on actual and forecast performance. Any changes to contingent consideration due are recognised within the statement of profit and loss. Cost of investment also includes share-based payment charges of equity settled share based payment schemes to be settled on behalf of subsidiary companies.

ii) Other receivables
Other receivables (except unbilled amounts for client work) are initially recognised at their transaction value and carried at amortised cost under IFRS 9.

iii) Cash and cash equivalents
Cash and cash equivalents include cash in hand and deposits held at call with banks. For the purpose of the cash flow statement, cash and cash equivalents includes bank overdrafts in addition to the definition above.

Financial liabilities
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all its liabilities.

The Company's financial liabilities comprise borrowings and contingent consideration treated as remuneration. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method with the exception of contingent consideration that is measured at fair value through profit or loss.

1.4 Impairment

Financial assets (including receivables)
A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss scenario is likely to occur after the initial recognition of the asset, and that the loss event has a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Under IFRS 9 the Group recognises expected credit losses (ECLs) on receivables through application of the simplified method. The amount of the provision recorded is based on a broad range of information including past events, current conditions and forecasts of the future cash flows of the asset.

1.5 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to a business combination, or items recognised directly in equity or other comprehensive income. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognised on deductible temporary differences only to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

1.6 Ordinary dividends

Dividends are recognised as a liability in the period in which they are approved by the Company's shareholders.

Parent company notes to the financial statements continued

1.7 New and revised IFRS in issue but not yet effective

Several standards, interpretations and amendments to existing standards became effective for the year ended 30 April 2026, or will become effective in subsequent periods, as detailed on page 99 of the Group accounts, none of which had a material impact on the Company.

2. Expenses

Audit fees in relation to the audit of these accounts of £10,000 (FY25: £10,000) have been borne by Gateley Plc. The company does not have any employees (FY25: Nil).

3. Investment income

Intercompany dividends to the Company have been received from other Group entities as detailed below:

	FY26 £'000	FY25 £'000
Dividend received from Gateley Plc – 29 April 2025	-	10,000
Dividend received from GEG Services Limited – 20 March 2025	-	182
	-	**10,182**

A dividend was received post year end. See note 16.

4. Taxation

The Company's profit for the year arises from the receipt of intercompany dividends and the issuance of new shares to Gateley EBT Limited, which are not chargeable to corporation tax. As a result, no provision for corporation tax is needed in these financial statements.

5. Investments

	£'000
As at 1 May 2024	47,727
Share based payment charge	706
Capital contribution in respect of acquisition related remuneration	10,042
As at 30 April 2025	**58,475**
Share based payment charge	1,709
Capital contribution in respect of acquisition related remuneration	8,157
As at 30 April 2026	**68,341**

The capital contribution corresponds with the amounts recognised in respect of acquisition consideration being treated as remuneration. As the Company is settling employment linked remuneration on behalf of the employing subsidiary, this is reflected accordingly in the cost of investment.

Investments in subsidiaries

The Company has effective control of the following:

	Registered office	Ordinary share proportion held	Nature of business
Gateley Plc	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Legal services
Entrust Pension Limited	Ship Canal House 98, King Street, Manchester, M2 4WU	100%	Pension trustee services
Gateley Capitus Limited	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Tax incentive services
Gateley Hamer Limited	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Specialist property consultancy
Kiddy & Partners Limited	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Human capital consultancy
Gateley Global Limited	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	UK Investment consultancy
T-Three Consulting Limited	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Human capital consultancy
Gateley Vinden Limited	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Corporate advisory, dispute resolution and consultancy to the built environment in the property and construction markets
Austen Hays Limited	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Legal services
SP 2018 Limited	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Intermediate holding company
Smithers Purslow Group Limited*	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Intermediate holding company
Gateley Smithers Purslow Limited*	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Architecture, building surveyance and civil & structural engineering
Adamson Jones IP Limited	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Patent attorney
Symbiosis IP Limited*	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Patent attorney
Groom Wilkes & Wright LLP	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Trade mark attorney
Gateley RJA Limited	One Eleven, Edmund Street, Birmingham, B3 2HJ	100%	Quantity surveyors
Gateley EBT Limited	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Employee benefit trust
Gateley Investments Limited*	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Corporate investment company
Ensco Trustee Company Limited*	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Corporate trustee company
Gateley Secretaries Limited*	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Non-trading

Parent company notes to the financial statements continued

	Registered office	Ordinary share proportion held	Nature of business
Gateley Incorporations Limited*	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Non-trading
Gateley Custodian and Nominee Services Limited*	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Non-trading
Gateley Custodian and Nominee Services No.2 Limited*	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Non-trading
Gateley Omega Limited (formerly Ensco 1413 Limited)	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Non-trading
Gateley Trust Corporation Limited	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Non-trading
Gateley UK LLP**	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Legal services via a branch in Dubai
Gateley (NI) LLP***	Imperial House, 4-10 Donegall Square East, Belfast, Northern Ireland, BT1 5HD	n/a	Legal services in Northern Ireland
Victoria Louise Garrad and Richard Julian Healey trading as Gateley Ireland***	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	n/a	Legal Services in Ireland
Gateley Heritage LLP*	One Eleven, Edmund Street, Birmingham, West Midlands, B3 2HJ	100%	Non-trading

* these investments are indirectly held at the year end.

** certain Directors of Gateley (Holdings) Plc and Gateley Plc as individuals are members of this entity, although effective control is held by Gateley (Holdings) Plc via a trust holding arrangement.

*** These entities are related entities of Gateley Plc since the majority of its Members are also board members of Gateley Plc. In substance they are controlled by Gateley Plc and so their results are included in the consolidated results of Gateley (Holdings) Plc. In accordance with local governance regulations, direct ownership in Gateley (NI) LLP and Gateley Ireland (a partnership in Ireland) is not permitted however both entities will be recognised as subsidiary undertakings of Gateley Plc under section 1162(4) of the Companies Act 2006 and thus subsidiary undertakings of the Group by virtue of section 1162(5) of the Companies Act 2006.

6. Other receivables

	FY26 £'000	FY25 £'000
Amounts falling due within one year		
Amounts owed from Gateley Plc	-	8,116
Amounts owed from Gateley EBT Limited	646	646
Amounts owed from Gateley Vinden Limited	-	50
Amounts owed from Adamson Jones IP Limited	2,000	2,000
Amounts owed from Austen Hays Limited	1,322	-
Prepaid acquisition consideration	4,108	1,974
Total current other receivables	**8,076**	**12,786**

	£'000	£'000
Amounts falling due after one year		
Prepaid acquisition consideration	931	2,559
Total non-current other receivables	**931**	**2,559**

Prepaid consideration comprises amounts transferred to vendors as consideration on acquisition where payments are subject to ongoing employment service conditions. Amounts are released to the Statement of profit and loss over a period of up to seven years, as the service condition is satisfied.

All intercompany receivables are anticipated to be due within one year and repayable on demand. No interest is charged on intercompany balances repayable on demand.

The directors are satisfied that no provisioning for impairment is required in respect of the receivables at 30 April 2026 (FY25: £nil).

The carrying amount of financial assets (excluding investments) recorded in these accounts, which is net of any impairment losses, represents the Company's maximum exposure to credit risk. Financial assets include amounts due from Gateley Plc. The Company does not hold collateral over these balances.

7. Other payables

	FY26 £'000	FY25 £'000
Amounts falling due within one year		
Contingent consideration	1,123	252
Other payables	265	24
Amounts owed to Gateley Plc	5,132	-
	6,520	**276**
Amounts falling due after one year		
Contingent consideration	1,050	-

8. Other interest-bearing loans and borrowings

The contractual terms of the Company's interest-bearing loans and borrowings, which are measured at amortised cost, are described below. For more information about the Group's exposure to interest rate and foreign currency risk, see note 25.

	FY26		FY25	
	Fair value £'000	Carrying amount £'000	Fair value £'000	Carrying amount £'000
Non-current liabilities				
Bank borrowings	19,291	19,291	12,685	12,685

On 11 April 2025, the Company entered into a new revolving credit facility which provides total committed funding of £80m until April 2028. Interest is payable at a margin of 1.25% above the SONIA reference rate. A commitment fee of one third of the applicable margin is payable on the undrawn amounts.

As at 30 April 2025, the Company's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

As at 30 April 2026	Current		Non-current	
	Within 6 months £'000	6 to 12 months £'000	1 – 5 years £'000	Later than 5 years £'000
Other payables	265	-	-	-
Bank borrowings	-	-	21,644	-
Total	**265**	**-**	**21,644**	**-**

Parent company notes to the financial statements continued

This compares to the maturity of the Company's non-derivative financial liabilities in the previous reporting period as follows:

As at 30 April 2025	Current		Non-current	
	Within 6 months £'000	6 to 12 months £'000	1 – 5 years £'000	Later than 5 years £'000
Other payables	24	-	-	-
Bank borrowings	-	-	15,238	-
Total	**24**	**-**	**15,238**	**-**

The above amounts reflect the contractual undiscounted cash flows, which may differ to the carrying values of the liabilities at the reporting date.

9. Capital and reserves

Authorised, issued and fully paid

	FY26	FY26	FY25	FY25
	Number	£	Number	£
Ordinary shares of 10p each				
Brought forward	133,701,626	13,370,162	133,037,849	13,303,784
Issued to satisfy consideration in acquisition of Richard Julian and Associates Limited	411,024	41,102	299,438	29,944
Issued to satisfy consideration in acquisition of Groom Wilkes & Wright	1,145,650	114,565	-	-
Issued on vesting of RSA	2,013,213	201,321	-	-
Issued on vesting of SAYE	6,044	604	200,636	20,064
Issued on vesting of CSOPS	-	-	163,703	16,370
At 30 April	**137,277,557**	**13,727,754**	**133,701,626**	**13,370,162**

The Company has one class of Ordinary shares which carry no right to fixed income.

On 4 September 2025 2,013,213 10p ordinary shares were issued upon award of the FY26 RSA plan to participants.

On 12 September 2025 the Company issued 411,024 10p ordinary shares to satisfy the contingent consideration on the acquisition of Richard Julian and Associates Limited.

On 30 December 2025 the Company issued 1,145,650 10p ordinary shares to satisfy the initial consideration on the acquisition of Groom Wilkes & Wright LLP.

Between 1 May 2025 and 30 April 2026 6,044 10p ordinary shares were issued upon vesting of the 2020 SAYE scheme to participants.

10. Financial instruments and related disclosures

Financial risk management

The board has overall responsibility for the oversight of the Company's risk management framework. A formal process for reviewing and managing risk in the business has been developed. A register of strategic and operational risk is maintained and reviewed by the board, who also monitor the status of agreed actions to mitigate key risks.

Management's objective in managing financial risks is to ensure the long-term sustainability of the Company and Group.

As the Company's principal financial instruments comprise cash and inter-group receivables. The main risks are those noted below:

Credit risk

Credit risk is the risk of financial loss to the Company if a subsidiary to a financial instrument fails to meet its contractual obligation. The Company has a policy of monitoring subsidiaries who perform credit checks which together with the spread of reputable clients ensures there are no unacceptable concentrations of credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that the Group has sufficient cash or loan facilities to meet all its commitments when they fall due by ensuring that there is sufficient cash or working capital facilities to meet the cash requirements of the Company.

Gateley Plc is financed through a combination of unsecured bank loans together with cash generated from operations. The board reviews the projected financing requirements annually when agreeing the Group's budget and, based on this review, sets the value of the future capital requirements of the business. The cash flow forecast for the entire Group is updated regularly and compared to the budget with any significant variance being reported to the board.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income. The Company's exposure to market risk predominantly relates to interest and currency risk. Management does not consider this to be a significant risk to the Company.

Interest rate risk

The Company's bank borrowings incur variable interest rate charges linked to SONIA plus a margin. Management do not consider this to be a significant risk to the Company or Group. See page 124 for further analysis.

Foreign currency risk

The Group has one overseas operation based in Dubai which, therefore, exposes the Group to changes in Sterling/ Dirhams exchange rates. Management does not consider this to be a significant risk to the Company or Group.

The company itself does not have any exposure to foreign exchange rates. The Group's exposure is detailed in note 25.

Fair value disclosures

The fair value of each class of financial assets and liabilities is the carrying amount, based on the following assumptions:

Inter Group receivables	The fair value approximates to the carrying value because of the short maturity of these instruments.

There are no financial instruments carried at fair value within this financial information.

The fair value of financial assets and liabilities are as follows (there is no difference between the carrying value of the financial assets and liabilities and their fair value):

	FY26 £'000	FY25 £'000
Cash and cash equivalents	32	193
Group receivables	3,968	10,812
Total financial assets	**4,000**	**11,005**
Current borrowings	-	-
Other payables	(1,388)	(276)
Group payables	(5,132)	-
Current financial liabilities	**(6,520)**	**(276)**
Long-term borrowings	(19,291)	(12,685)
Other payables	(1,050)	-
Total non-current liabilities	(20,341)	(12,685)
Total financial liabilities	**(26,861)**	**(12,961)**

Parent company notes to the financial statements
continued

Financial instruments sensitivity analysis

In managing interest rate risk, the Group aims to reduce the impact of short term fluctuations on its earnings. At the end of each reporting period, the effect of hypothetical changes in interest rates are as follows:

Interest rate sensitivity analysis

The table below shows the Company's sensitivity to interest rates on floating rate borrowings (i.e. cash and cash equivalents and bank borrowings which attract interest at floating rates) if interest rates were to change by +/- 1%. The impact on the results in the statement of profit and loss would be:

	FY26 Increase/ (decrease) in profit and loss £'000	FY25 Increase/ (decrease) in profit and loss £'000
+1 % movement in interest rates	225	130
-1 % movement in interest rates	(225)	(130)

The borrowing facility consists solely of a revolving credit facility which provides committed funding of £80m until April 2028.

11. Share based payments

Details of the Group's share based payment schemes in operation are shown in note 7 of the Group financial statements. All shares are issued by Gateley (Holdings) Plc.

12. Dividends

	FY26 £'000	FY25 £'000
Interim dividend in respect of FY26 (3.3p per share) – 31 March 2026	4,476	-
Final dividend in respect of FY25 (6.2p per share) – 10 October 2025	8,435	-
Interim dividend in respect of FY25 (3.3p per share) – 31 March 2025	-	4,342
Final dividend in respect of FY24 (6.2p per share) – 8 November 2024	-	8,156
	12,911	**12,498**

The Board proposes to recommend a final dividend of 2.0p (FY25: 6.2p) per share at the AGM. If approved, this dividend will be paid on 13 November 2026 to shareholders on the register at the close of business on 16 October 2026. The shares will go ex-dividend on 15 October 2026. This dividend has not been recognised as a liability in these final statements.

13. Related parties

None of the executive directors received any remuneration from the company during the year, other than dividend income. They are however remunerated by Gateley Plc, further details can be found in note 28 of the group financial statements.

14. Accounting estimates and judgements

The preparation of these financial statements under IFRS requires Management to make estimates and assumptions which affect these financial statements. The key estimates and assumptions relate to the impairment assessment of investments.

Impairment of investments (note 5)

The total carrying amount of investments is held net of impairment losses. In determining whether investments are impaired requires an estimation of the future value arising from a subsidiary or the trade and assets acquired with it. The value in use calculation requires an estimate of the future cash flows expected to arise from a subsidiary or cash generating unit and the use of a suitable discount rate in order to calculate present value. Any change in estimates could result in an adjustment to recorded amounts. Management do not believe any impairment is necessary against the carrying value of its investments.

15. Contingent liability

A cross guarantee between the company and Gateley Plc exists in respect of all loans and overdrafts. The value of the contingent liability at 30 April 2026 is £33.3m (FY25: £18.7m).

16. Events after the reporting period

On 29 June 2026, Gateley Plc declared a dividend of £13.0m to the Company. The dividend has been recognised in the Company's financial statements in the subsequent reporting period, as the Company's right to receive the dividend from its subsidiary arose after the reporting date.

Receipt of the dividend increased the Company's distributable reserves to £17.5m and has been taken into account by the Directors in assessing the Company's ability to make future distributions.

Notice of Annual General Meeting

Company number: 09310078

NOTICE IS GIVEN that the Annual General Meeting (**AGM**) of Gateley (Holdings) Plc (**Company**) will be held at 1 Paternoster Square, London EC4M 7DX on Tuesday 6 October 2026 at 12:00p.m. Shareholders will be asked to consider and, if thought fit, to pass the following resolutions of which resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions and resolutions 14 to 16 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the Company's annual report and accounts for the financial year ended 30 April 2026, including the Directors' Report and the independent auditors' report on those accounts.
2. To approve the Directors' Remuneration Report, as set out on pages 66 to 72 of the Company's annual report and accounts for the financial year ended 30 April 2026.
3. To declare a final dividend for the financial year ended 30 April 2026 of 2 pence per ordinary share to be paid on 13 November 2026 to shareholders on the Company's register of members at the close of business on 16 October 2026.
4. To reappoint Edward Knapp, who retires and, being eligible, offers himself for reappointment as a Director.
5. To reappoint Jenny Goldie-Scot, who retires and, being eligible, offers herself for reappointment as a Director.
6. To reappoint Sunil Gadhia, who retires and, being eligible, offers himself for reappointment as a Director.
7. To reappoint Martin Pike, who retires and, being eligible, offers himself for reappointment as a Director.
8. To reappoint Victoria Garrad, who retires and, being eligible, offers herself for reappointment as a Director.
9. To appoint John Paton, who retires in accordance with article 23.4.2 of the Company's articles of association and, being eligible, offers himself for appointment as a Director.
10. To reappoint MHA Audit Services LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
11. To authorise the Directors to determine the remuneration of the auditors of the Company.
12. **THAT**:

    12.1 the rules of the Gateley (Holdings) Plc Sharesave Scheme 2026 in the form produced to the meeting and initialled by the Chair of the meeting for the purposes of identification (the **Sharesave Scheme**), the principal terms of which are summarised in the Appendix to this Notice of Meeting, be and are hereby approved and the Directors of the Company be and are hereby authorised to adopt the Sharesave Scheme and do all acts and things which they may, in their absolute discretion, consider necessary or expedient to give effect to the Sharesave Scheme; and

    12.2 the Directors of the Company be and are hereby authorised to adopt further schemes based on the Sharesave Scheme but modified as may be necessary or desirable to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the Sharesave Scheme.
13. **THAT**, in substitution for all existing and unexercised authorities and powers, the Directors of the Company be generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the **Act**) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as **Relevant Securities**) up to an aggregate nominal value of £4,530,159, which is equal to approximately 33% of the nominal value of the ordinary share capital of the Company as at 21 July 2026 (the latest practicable date prior to publication of this document), to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the articles of association of the Company) provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 6 January 2028 save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities or equity securities (as the case may be) to be allotted after the expiry of such period and the Directors of the Company may allot Relevant Securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

14. **THAT**, if resolution 13 above is passed, and in substitution for all existing and unexercised authorities and powers, the Directors of the Company be and are hereby generally and unconditionally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) (**Equity Securities**) for cash under the authority given by that resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

    14.1 the allotment of Equity Securities or sale of treasury shares in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on that date subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory;

    14.2 the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 14.1 above) up to an aggregate nominal amount of £1,372,776 representing approximately 10% of the nominal value of the share capital of the Company as at 20 July 2026 (the latest practicable date prior to publication of this document); and

    14.3 the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraphs 14.1 or 14.2 above) up to an aggregate nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 14.2 above, such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this document,

    provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 6 January 2028, save that the Directors of the Company may, in each case, prior to the expiry of this authority, make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the expiry of this authority and the Directors of the Company may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired.
15. **THAT**, if resolution 13 above is passed, and in addition to any authority granted under resolution 14 above, the Directors of the Company be and are hereby generally and unconditionally empowered pursuant to section 570 of the Act to allot Equity Securities for cash under the authority given by that resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment of Equity Securities, such authority to be:

    15.1 limited to the allotment of Equity Securities or sale of treasury shares pursuant to the authority granted under resolution 13 up to an aggregate nominal amount of £1,372,776 representing approximately 10% of the nominal value of the share capital of the Company as at 21 July 2026 (the latest practicable date prior to publication of this document), such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this document; and

    15.2 limited to the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 15.1 above) up to an aggregate nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 15.1 above, such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this document,

    provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 6 January 2028, save that the Directors of the Company may, in each case, prior to the expiry of this authority, make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the expiry of this authority and the Directors of the Company may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired.

Notice of Annual General Meeting
continued

16. **THAT** the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.10 each in the capital of the Company provided that:
    16.1 the maximum number of ordinary shares which may be purchased is 13,727,756 (representing approximately 10% of the Company's issued share capital as at 21 July 2026 (the latest practicable date prior to publication of this document));
    16.2 the minimum price which may be paid for each ordinary share is £0.10;
    16.3 the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the Daily Official List of The London Stock Exchange plc for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
    16.4 this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 6 January 2028, save that the Company may, prior to the expiry of this authority, enter into a contract or contracts for the purchase of ordinary shares which contract or contracts would or might be completed (wholly or partly) after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

BY ORDER OF THE BOARD

Darren Drabble

Darren Drabble, Company Secretary

Date:
20 July 2026

Registered office:
One Eleven, Edmund Street, Birmingham, B3 2HJ

EXPLANATORY NOTES:

Resolution 1 – Annual Report and Accounts
The Directors are required by law to lay their report and the financial statements before the shareholders in a general meeting. The Directors will therefore present the Annual Report and Accounts of the Company for the financial year ended 30 April 2026 (**Annual Report**) to the AGM.

Resolution 2 – Directors' Remuneration Report
In line with the recommendations of the QCA Corporate Governance Code 2023, we are offering shareholders an advisory vote on the Directors' Remuneration Report, which is on pages 66 to 72 of the Annual Report. The Remuneration Committee has decided to take this step to offer shareholders an advisory vote and the Board hopes that shareholders will support the remuneration strategy and policy that the Board has adopted, which the Board believes is in the best interests of the Company and its shareholders. The Board does not believe that the overall quantum of pay for any Director could be regarded as excessive.

As this is an advisory vote only, no individual Director's remuneration is dependent on the resolution being passed. Should a substantial number of shares be voted against this resolution, the Company must respond and say how it will address those shareholders' concerns.

The Remuneration Committee is cognisant of the principles in the QCA Corporate Governance Code 2023 in relation to the holding of a separate vote on the remuneration report and the remuneration policy. However, the Remuneration Committee does not believe that a separate vote on the remuneration policy is proportionate or appropriate for a company of our size and therefore intends to hold a single advisory vote on the Directors' Remuneration Report (inclusive of the remuneration policy) at the AGM. The Remuneration Committee will keep this approach under review in future years.

Resolution 3 – Proposed final dividend
The Directors recommend a final dividend in respect of the financial year ended 30 April 2026 of 2 pence per share. Subject to shareholders' approval at the AGM, this will be paid on 13 November 2026 to shareholders on the register of members at the close of business on 16 October 2026, with an ex-dividend date of 15 October 2026.

An interim dividend of 3.3 pence per share in respect of the financial year ended 30 April 2026 was paid to shareholders on 31 March 2026. Assuming shareholders approve the recommended final dividend at the AGM, the total dividend paid in respect of that year will therefore be 5.3 pence per share.

Resolutions 4 to 9 – (Re)appointment of Directors
The QCA Corporate Governance Code 2023 provides for all Directors to submit themselves for appointment or reappointment on an annual basis. As a result, all Directors are offering themselves for appointment or reappointment as a Director of the Company at the AGM, with the exception of Rod Waldie who is stepping down as a Director with effect from 1 August 2026. John Paton offers himself for appointment under article 23.4.2 of the Company's articles of association. Whilst not expressly required under the current articles of association, as a matter of good corporate governance and in line with the QCA Corporate Governance Code 2023, Edward Knapp, Martin Pike, Sunil Gadhia, Jenny Goldie-Scot and Victoria Garrad also offer themselves for (re)appointment at the AGM. The Board believes each of the Directors contributes valuable knowledge, skills and experience which are important to the Company's long-term sustainable success.

Resolutions 10 and 11 – Auditors
At the last AGM, shareholders reappointed MHA Audit Services LLP as auditors of the Company. Taken together, if passed, these resolutions will reappoint MHA Audit Services LLP as auditors of the Company until the conclusion of the AGM in 2027 and authorise the Directors to determine the fees to be paid to MHA Audit Services LLP for the statutory audit.

Resolution 12 – Approval of Gateley (Holdings) Plc Sharesave Scheme
Resolution 12 is a resolution to allow the Company to renew the Gateley (Holdings) Plc Sharesave Scheme, which was adopted by the Board in 2016 (the **Sharesave Scheme**) for a further 10-year period. That Sharesave Scheme is an HM Revenue & Customs tax-advantaged Save As You Earn (SAYE) share plan, open to all eligible employees (including Executive Directors), subject to certain minimum service requirements, which allows employees to save a fixed amount on a monthly basis in order to purchase Company shares at the end of the savings period. The Company intends to continue to operate the Sharesave Scheme consistently with its existing practice.

The Board considers it appropriate to renew the Sharesave Scheme by adopting a new set of scheme rules, being the rules of the Gateley (Holdings) Plc Sharesave Scheme 2026, and to seek shareholder approval for the adoption of those new rules. This will allow the Company to continue to operate a SAYE scheme on substantially the same terms as the existing Sharesave Scheme, but with minor amendments where required in order to reflect regulatory changes and to assist in the administration of that scheme.

A summary of the rules of the Gateley (Holdings) Plc Sharesave Scheme 2026 is set out in the Appendix to this document.

Notice of Annual General Meeting continued

Resolution 13 – Directors' power to allot shares
Under section 551 of the Act, relevant securities may only be issued with the consent of the shareholders, unless the shareholders pass a resolution generally authorising the Directors to issue shares without further reference to the shareholders. This resolution authorises the general issue of shares up to an aggregate nominal value of £4,530,159, which is equal to approximately 33% of the nominal value of the ordinary share capital of the Company as at 20 July 2026 (the latest practicable date prior to publication of this document). Unless previously revoked or varied, the authority will expire on the conclusion of the next AGM of the Company or on the date which is 15 months after the resolution being passed (whichever is the earlier).

As at 20 July 2026 (the latest practicable date prior to publication of this document), the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolutions 14 and 15 – Disapplication of pre-emption rights
These resolutions are conditional on shareholders approving resolution 13 to grant the Directors the authority to allot additional shares. Resolutions 14 and 15 would give the Board authority to allot ordinary shares for cash, without first offering them to existing shareholders in proportion to their existing shareholdings.

The disapplication authorities being sought are in line with guidance issued by the Pre-emption Group's Statement of Principles (**Principles**) and the template resolutions most recently published by the Pre-emption Group prior to 20 July 2026 (the latest practicable date prior to publication of this document). Shareholders will be aware that under the Principles, companies are permitted to seek a general disapplication of pre-emption rights to issue, for cash, equity securities representing no more than 10% of the issued ordinary share capital, plus an additional 10% in connection with an acquisition or specified capital investment. The Principles also permit companies to seek authority for an additional 2% pre-emption disapplication, in each case to facilitate a 'follow-on' offer. The Company is seeking the full authorities contemplated in the Principles, to create flexibility and retain the option of enabling retail investors to participate, should the Company undertake a capital raising. If passed, these resolutions would enable the Directors to issue shares:

(a) Under resolution 14, up to an aggregate nominal value of £1,372,776, which is equal to approximately 10% of the nominal value of the current ordinary share capital of the Company as at 20 July 2026 (the latest practicable date prior to publication of this document), which could be used for any purpose; and

(b) Under resolution 15, up to an additional aggregate nominal value of £1,372,776, which is equal to approximately 10% of the nominal value of the current ordinary share capital of the Company as at 20 July 2026 (the latest practicable date prior to publication of this document), which could only be used for an acquisition or specified capital investment,

subject in each case to resolution 13 being passed. Resolutions 14 and 15 also grant the Directors of the Company authority to allot shares (otherwise than under resolutions 14.1 and 14.2 or 15.1 respectively) in each case up to 2% of the nominal value of the current ordinary share capital of the Company to be used for the purposes of making a follow-on offer to retail customers or existing investors not allocated shares in the offer.

Unless previously revoked or varied, the disapplications will expire on the conclusion of the next AGM of the Company or on the date which is 15 months after the relevant resolution being passed (whichever is the earlier).

In the event the Directors exercise the authorities under Resolutions 14 and 15, they intend to follow best practice as regards their use, including (i) following the shareholder protections in Part 2B of the Principles and (ii) in respect of any follow-on offer, following the expected features set out in paragraph 3 of Part 2B of the Principles.

Resolution 16 – Company's authority to purchase ordinary shares
In certain circumstances it may be advantageous for the Company to purchase its own shares and this resolution seeks the authority from shareholders to do so up to an aggregate of 13,727,756 ordinary shares of £0.10 each in the capital of the Company, representing approximately 10% of the Company's issued ordinary share capital as at 20 July 2026 (the latest practicable date prior to publication of this document).

Granting authority for the Company to purchase ordinary shares in the market is intended to allow the Directors to take advantage of opportunities that may arise to increase shareholder value. The Directors will exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and will be likely to promote the success of the Company for the benefit of its members as a whole. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

The price paid for shares will not be less than the nominal value of £0.10 per share nor more than 5% above the average of the middle market quotation of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the shares are purchased.

The Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to reissue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The Directors have no present intention of purchasing ordinary shares in the market. The authority given under this resolution will lapse, unless renewed, at the conclusion of the next AGM of the Company or on the date which is 15 months after the resolution being passed (whichever is the earlier).

NOTES:

Entitlement to Attend and Vote

1. To be entitled to vote at the AGM (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 2 October 2026 (or, if the AGM is adjourned, close of business on the date which is two business days before the adjourned AGM) shall be entitled to vote at the AGM. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to vote at the AGM.

Voting on a Poll

2. In line with best practice, voting at the AGM will be on a poll, rather than a show of hands. Each shareholder present at the AGM will be entitled to one vote for every ordinary share registered in their name and each corporate representative or proxy will be entitled to one vote for each ordinary share which they represent.

Website Giving Information Regarding the AGM

3. Information regarding the AGM, including the information required by Section 311A of the Act, is available from www.gateleyplc.com/investors.

Appointment of Proxies

4. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. You can appoint a proxy only using the procedures set out in these notes.

5. A proxy does not need to be a member of the Company but must attend the AGM to represent you. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.

6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please indicate on your proxy submission how many shares it relates to.

7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the AGM.

Appointment of Proxy Using Hard Copy Proxy Form

8. A hard copy form of proxy has **not** been sent to you but can be requested directly from our Registrar, MUFG Corporate Markets, via its general telephone helpline on 0371 664 0391 (calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00a.m.–5:30p.m., Monday to Friday excluding public holidays in England and Wales), via email at shareholderenquiries@cm.mpms.mufg.com, or via post at MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

9. To be valid, the form must be completed and signed, sent or delivered to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL to be received no later than 12:00p.m. on 2 October 2026, being 48 hours before the time appointed for the AGM, or not less than 48 hours before the time of any adjournment thereof (not including weekends or bank holidays). If conflicting proxies are sent or delivered at the same time in respect of (or deemed to be in respect of) your entire holding, none of them shall be treated as valid.

10. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

Notice of Annual General Meeting
continued

Appointment of a Proxy Online

11. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: https://uk.investorcentre.mpms.mufg.com/. To be valid, you must submit your proxy no later than 12:00p.m. on 2 October 2026, being 48 hours before the time appointed for the AGM, or not less than 48 hours before the time of any adjournment thereof (not including weekends or bank holidays). Shareholders will need to use the unique personal identification Investor Code (**IVC**) printed on your share certificate. If you need help with voting online, please contact our Registrar, MUFG Corporate Markets, via its telephone helpline on 0371 664 0391 (calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00a.m.–5:30p.m., Monday to Friday excluding public holidays in England and Wales) or via email at shareholderenquiries@cm.mpms.mufg.com.

Appointment of Proxy Using CREST

12. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (**a CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International Limited's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by 12:00p.m. on 2 October 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

    CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

    In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of Proxies Through Proxymity Voting

13. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12:00p.m. on 2 October 2026 in order to be considered valid or, if the AGM is adjourned, by the time which is 48 hours before the time of the adjourned AGM. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Appointment of Proxy by Joint Members

14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, the first-named being the most senior.

Changing Proxy Instructions

15. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact our Registrar, MUFG Corporate Markets, in accordance with the communication methods shown in note 8. Subject to note 9 regarding conflicting proxies being submitted at the same time, if you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of Proxy Appointments

16. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to our Registrar, MUFG Corporate Markets, at the address shown in note 8. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by MUFG Corporate Markets no later than 48 hours (not including weekends or bank holidays) before the AGM. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

Corporate Representatives

17. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued Shares and Total Voting Rights

18. As at 20 July 2026 (the latest practicable date prior to publication of this document), the Company's issued share capital comprised 137,277,557 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 20 July 2026 (the latest practicable date prior to publication of this document) was 137,277,557. The website referred to in note 3 will include information on the number of ordinary shares and voting rights.

Questions at the Meeting

19. Under Section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the AGM unless:
    - answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
    - the answer has already been given on a website in the form of an answer to a question; or
    - it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Website Publication of Audit Concerns

20. Under Section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Act (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Documents on Display

21. Copies of the letters of appointment and service agreements (as the case may be) of the Directors of the Company will be available for inspection at the registered office of the Company from the date of this notice until the end of the AGM. Copies of the rules of the Sharesave Scheme are available for inspection at the Company's registered office from the date of publication of this Notice of Meeting and will also be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.

Appendix

Summary of the principal terms of the Gateley (Holdings) Plc Sharesave Scheme 2026 (the Sharesave Scheme)

The Sharesave Scheme is a UK tax-advantaged all-employee Save As You Earn option plan governed by relevant statutory provisions and intended to meet the statutory requirements in schedule 3 to the Income Tax (Earnings and Pensions) Act 2003.

Administration
Options will be granted, and the Sharesave Scheme will be administered, by the Board, or a duly authorised committee of the Board. The current intention is that the Sharesave Scheme will be administered and options granted by the Remuneration Committee. Accordingly, references in this summary to the Board include reference to the Remuneration Committee, where applicable.

Eligibility
The Sharesave Scheme will be open to all employees of the Company, and any of its subsidiaries which the Board selects for participation, who meet the eligibility criteria (**Eligible Employees**). All Eligible Employees who are chargeable to income tax as a UK resident must be invited to participate.

Savings arrangements
Eligible Employees who apply for an option must enter into HMRC approved savings arrangements. Under these arrangements, the Eligible Employee will agree to make monthly savings contributions of a fixed amount within statutory limits (currently up to a maximum of £500). Shares may only be acquired on the exercise of the option using the repayment of accrued savings under the savings arrangements. Such repayment may be taken as including any bonus (interest) payable, if any, under the savings arrangements if the Board so decides.

Exercise price
The price payable for each Share under an option will be determined by the Board at grant provided that it must not be less than 80% of the market value of a Share at the time of grant. The market value will be determined in line with a methodology agreed with and approved by HMRC.

Exercise of options
An option may not normally be exercised until the participant has completed making contributions under the related savings arrangements (which will be either three or five years from the date of entering into those savings arrangements) and then the option will be capable of exercise for not more than six months thereafter.

Leavers
Options will normally lapse where the participant ceases to hold office or employment with the Group. Options will not lapse where the cessation of office or employment with the Group is due to death, injury, disability, redundancy, retirement, the transfer of the participant's employment in connection with a business sale, or the company with which the participant holds office or employment ceasing to be a member of the Group (a **Good Leaver**).

Where a participant ceases employment for a Good Leaver reason, the option will be capable of exercise for a period of six months from the date of cessation (or 12 months in the case of death), only to the extent of accrued savings and interest, if any, to the date of exercise.

Corporate actions
Options may be exercised in the event of a change of control or a winding up of the Company. In such circumstances, options may be exercised for a period of up to six months, to the extent of accrued savings and interest, if any, to the date of exercise.

In the event of a change of control of the Company, an acquiring company may offer a roll-over into an option over shares in the acquiring company, subject to complying with the statutory requirements.

Plan limits
Shares to satisfy the vesting of options may be newly issued, transferred from treasury or market purchased.

The Company has historically applied a guideline for dilution from all share plans of up to 15% of issued share capital from time to time, and the Board's intention is to reduce this down to 10% over time. This includes all awards made by the Company (and which have not lapsed, been released or otherwise become incapable of exercise or vesting) under all of its share plans in the prior 10 years.

Non-transferable and non-pensionable
Options are non-transferable, save to personal representatives following death, and do not form part of pensionable earnings.

Alterations
The Board may amend the rules of the Sharesave Scheme as it considers appropriate, subject to any relevant legislation.

Overseas plans
The Sharesave Scheme contains provisions which permit the Board to establish further schemes for the benefit of any overseas employees based on the Sharesave Scheme but modified as necessary or desirable to take account of overseas tax, exchange control or securities laws. Any new shares issued under such schemes would count towards the individual and overall plan limits outlined above.

Company information

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09310078

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RR Waldie, Chief Executive Officer
VL Garrad, Chief Operating Officer
J Paton, Chief Financial Officer
E Knapp, Non-Executive Chairman
M Pike, Non-Executive Director
J Goldie-Scot, Non-Executive Director
Sunil Gadhia, Non-Executive Director

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