

Delivering with
PACE AND PASSION



PERSONAL GROUP IS A WORKFORCE BENEFITS AND HEALTH INSURANCE PROVIDER

Focused on improving employee health,
wellbeing and engagement.



“2025 has been a strong year of execution, building on the foundations put in place during 2024. The management team has delivered across every dimension – customer acquisition, customer penetration and strong operational and financial discipline.”

Martin Bennett
Non-Executive Chair

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For the latest Investor relations:
www.personalgroup.com/investors



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Key Performance Indicators



2025 Highlights

STRONG PERFORMANCE

On track with our ambitions.

Financial

Group Revenue

£48.4m

(2024*: £43.8m)

Adjusted EBITDA

£12.1m

(2024*: £10.0m)

Profit before tax

£8.4m

(2024*: £6.8m)

Basic EPS

23.3p

(2024*: 17.7p)

Dividend Per Share

23.3p

(2024: 16.5p)

Cash & Deposits

£29.0m

(2024: £27.4m)

Non-financial

Total Client Number

5,108

(2024: 4,834)

No. of Insurance Payers

103,508

(2024: 100,823)

Operational

Record year for new insurance sales

Another record-breaking year with £15.4m in new insurance sales (2024: £13.9m), continuing strong growth momentum.

Growth in recurring revenues

to £48.6m (2024: £43.4m), still representing more than 90% of total revenue in 2025.

Signed 3 year deal with Sage

partnership secured in Q1, providing long-term stability and contracted lead generation targets.

Launch of Pathfinder (new SaaS product)

launched by Innecto following successful development and roll out, with first sales secured in early 2026.

Access to 50k new available ee's

Expansion of available employees to 402k, broadening market reach and growth potential.

Insurance yoy retention

Retention remains strong at 81.7% year-on-year, reflecting sustained customer value and loyalty.

EB Now

New EB Now platform partnership signed, strengthening our partner proposition and streamlining rollout capabilities.

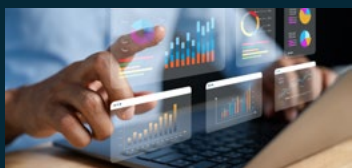
Trials of digital/GCP

Digital insurance trials to unlock new audiences, insights and opportunities to refine our go-to-market approach.

* Restated to reflect continuing operations following the disposal of Let's Connect in July 2024.

Why invest in Personal Group

A PURPOSE-LED AND PROFITABLE BUSINESS, WITH THE RIGHT OFFERING AND STRATEGY FOR TODAY'S WORLD



Large addressable market

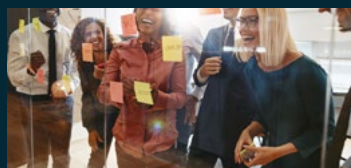
- Employers face unprecedented pressures from sickness absence, retention and cost-of-living challenges, driving sustained demand for employee protection, benefits and engagement solutions.
- Budget constraints mean HR teams are unable to offer expensive insurance solutions, creating demand for simpler, lower-cost alternatives.
- Significant under-penetration of insurance and benefits across the UK's 10.5 million deskless and frontline employees, providing a long runway for growth.

UK addressable employee market

10.5m



See our Market Overview | Page 12



Highly relevant offering

- Our simple, affordable cash plans provide financial support for employees while remaining accessible for employers with limited budgets.
- Hapi is an award winning benefits platform designed for today's workforce, including deskless and frontline employees, supporting engagement and visibility.
- Our offerings are easy to understand and deliver strong customer outcomes, reflected in our sales conversion ratios and high retention rates.

Insurance Retention Rate

81.7%
(2024: 81.8%)



See our CEO Statement | Page 16



Differentiated model with defensible competitive moat

- We are the only provider delivering insurance through a face-to-face sales model, providing a compelling differentiating factor.
- Trusted by blue chip business such as Royal Mail and DHL to be their representatives on the ground with employees.
- Well-known, widely liked brand, providing a fantastic basis on which to grow our customer base.

Group Annual Recurring Revenue (ARR)

£48.6m
(2024: £43.4m)



See our Strategy | Page 8



Strong financial position

- Highly cash-generative, profitable and debt-free balance sheet provides resilience and flexibility.
- Recurring revenue streams continue to grow across both Insurance, Benefits and Pay & Reward, providing good visibility for the year ahead.
- Enhanced dividend policy reflects confidence in cash generation, and the ability to further invest in the business and explore M&A opportunities.

Cash generated from operations

£9.9m
(2024: £11.4m)



See our CFO Statement | Page 24



Long-term ambition with clear execution roadmap

- We have the building blocks to deliver our 2030 ambitions: >£100m revenue, £30m EBITDA and >£20m SaaS ARR.
- We have four clear strategic priorities which build on our simplified and strengthened business model: adoption, expansion, partnering & innovation.
- Successful delivery is evidenced by our continued growth across revenues, profitability and recurring revenue.

Employees available for F2F insurance presentations

402,000
(2024: 398,000)



See our Ambition | Page 7

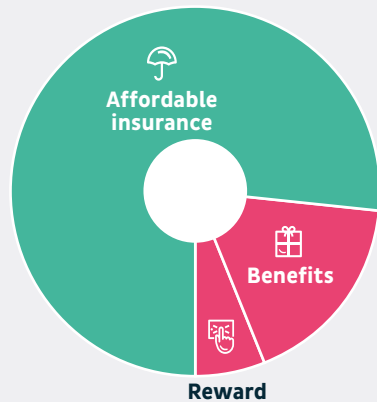
Our Business Model

HELPING EMPLOYEES THRIVE IN WORK AND IN LIFE

What we do

Personal Group provides benefits and insurance services focused on improving employee health, wellbeing and engagement. Our vision is to be the champion of affordable benefits, keeping businesses and their employees happy, healthy and protected.

Our segments revenue split



See how we create value for our stakeholders | **Next page**



Affordable Insurance

On weekly or monthly rolling contracts

Insurance

Hospital plan, recovery plan, and death benefit policies, underwritten by Group subsidiaries.

Our easy to understand, affordable plans are secured for the lifetime of the policy, providing peace of mind for diverse workforces from across society.

Annualised Premium Income

£40.5m

(2024: £36.0m)



Read about GS Yuasa Battery Europe (Case Study) | **Page 20**



SaaS Benefits Platform

Delivered to employers directly and through channel partners

Hapi

Hapi is our technology platform that powers growth through enhanced connectivity, engagement, health and wellbeing.

Sage Employee Benefits

Our tailored engagement product designed for the SME market.

Benefit Platform ARR

£7.3m

(2024: £6.7m)



Read about Bulgari (Case Study) | **Page 21**



Pay and Reward

Consultancy and software solutions

Innecto

We offer strategic consultancy on pay and reward and a suite of cloud-based SaaS solutions and surveys.

Clients can tailor their solution with our experts to help them define and implement fair, consistent reward programmes that align to their business strategy and workforce.

Pay & Reward ARR

£0.81m

(2024: £0.71m)



Read about what our clients say | **Page 6**

Our Business Model continued

CREATING SHARED VALUE FOR ALL OUR STAKEHOLDERS

The value we create



Customers

We enable organisations to stand out as an employer of choice, retaining and rewarding their workforce.

Insurance customer numbers increased to

103,508

Total clients increased to

4,989



Colleagues

We are a business focused on people, starting with our own. We foster strong teams and invest in continuous training and development, as well as provide best-in-class employee benefits.

Employee engagement score of

80%



Society

The simplicity and low cost of our insurance offerings mean they are affordable for all workers, providing vital financial protection, which is so important in these challenging economic times.

Our benefits offering helps employees cope with the cost of living crisis and feel recognised and rewarded in the workplace.

Donated to charitable causes since Personal Assurance Charitable Trust (PACT) was founded in 1993

>£2m

[➤](#) Read more about how we contribute to a better society and planet in | **Page 30**



Shareholders

We are a profitable business delivering double digit revenue growth, and we have a clear strategy in place to drive further growth and increase shareholder returns.

Revenue up

11%

EBITDA up

22%

Dividend increase

41%

[➤](#) Read more in our Financial review | **Page 24**

What our clients say

REAL STORIES. REAL IMPACT.

Success Through Our Clients' Eyes.

“I recently had the pleasure of speaking with Lauren from Personal Group, and I just wanted to say how impressed I was with her service. She was friendly, patient, and explained everything clearly, making the whole process easy to understand. Lauren took the time to answer all my questions and made sure I felt confident with the policy I was getting. Her professionalism and approachable attitude really stood out, and I truly appreciate her support.”

“They have never failed in their promises when it comes to the service of their customers. I've been with Personal Group for over 5 years. It was one of the best decisions I've made. They've always paid in my claims. It's a win-win all round.”

“I've been a customer now for almost 4 years. I had spoken to Nick, and he was very well spoken and informative of all plans available, including the new Recovery Plan which wasn't available last time I was spoken to. I have made several successful claims throughout the years, and it's nice to know both myself and my partner are covered.”

“Sadly, I was diagnosed with cancer and in and out of hospital, every time I have either spoken or emailed the company, they are always polite, helpful and speedy in response.

I realised I did not have life insurance on the policy and was able to take this out with a pre-existing illness.”



Business Awards Won

Our commitment to delivering exceptional customer service, upholding consumer duty, and investing in technology with Hapi is yielding positive results, as evidenced by our recent award successes.



For more about us, see:
www.personalgroup.com/about-us

Our Ambition

CLARITY OF AMBITION

How we will achieve our 2030 Aspirations.

>£100m

Revenues

>£30m

EBITDA

>£20m

SaaS ARR

Discover more about our model | Page 4

Insurance

- Access to 300k new employees
- Premium income >£70m
- 10% of EBITDA from new insurance products and channels

Read more about insurance | Page 20

Benefits & Reward

- Double our client base
- 10 additional partnerships
- 8,000 leads per annum across partners

Read more about benefits & reward | Page 21



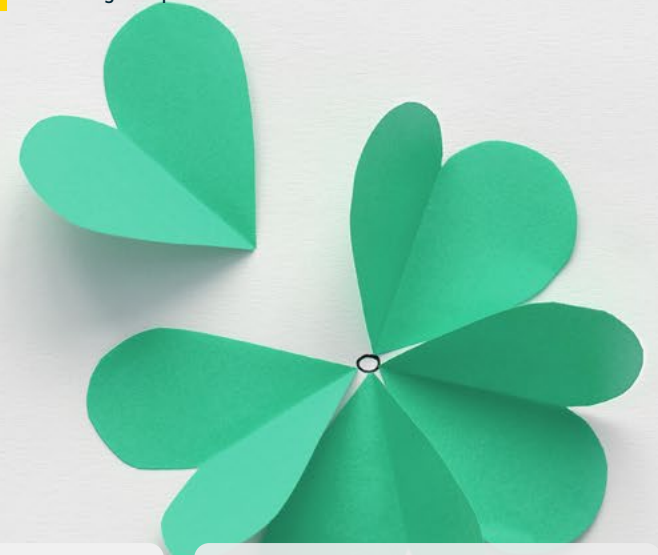
See how we are going to get there | Next page

How we are going to achieve our Ambitions

INSURANCE

Growing to >£70m revenue.

We see Adoption across our existing base and the Expansion into new customers as the key drivers of growth for Insurance, particularly in the short to medium term. Innovation and Partners provide additional layers of growth in the future years, as levers to further adoption and expansion.



Adoption

Activity

Continued growth of our existing book of business, in line with our historic growth rates

Aim

Growth in insurance revenue of c.10% per annum



Expansion

Activity

Winning an increased level of new customers through improved commercial focus

Aim

Access to additional 300k employees for face-to-face engagement



Partnering

Activity

Securing new partnerships with other benefit providers or insurers to accelerate expansion through access to a larger available employee base that we would have otherwise pursued through direct B2B channels

Aim

Sign 1-2 new partners a year



Innovation

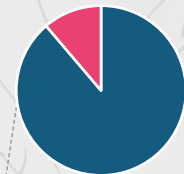
Activity

Launching new insurance offers and a digital sales channel

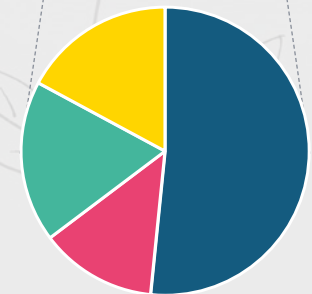
Aim

Launch new products from 2026 onwards

2025: £36m revenue



2030: >£70m revenue



- 2025 Insurance revenue
- Further Adoption with our customers
- Expansion into new customers (Direct & Partners)
- Innovation: new Insurance offerings

How we are going to achieve our Ambitions continued

BENEFITS & REWARDS

Growing to >£20m ARR.

We believe Partnerships, both Expanding with our existing partner, Sage, and new partners, will provide the greatest avenue for growth, taking our Benefits platform into new market segments.



Adoption

Activity

Continued monetisation of our award winning Hapi platform

Aim

Net retention rate > 100%
10% growth in non-ARR commissions from end-user activity



Expansion

Activity

New Hapi Enterprise customers
Increased adoption of SEB by Sage customers in new segments

Aim

Winning c.30 new Hapi customers each year
15% growth each year through entry into new Sage segments



Partnering

Activity

New Hapi SME customers through new partners

Aim

8,000 leads from new partners and Sage expansion per annum by 2030



Innovation

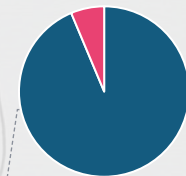
Activity

Increased proportion of income generated from Innecto Digital sales

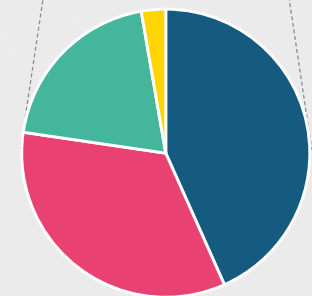
Aim

Launch new Innecto Digital products from 2026 onwards

2025: £7.9m ARR



2030: >£20m ARR



■ 2025 ARR
■ Adoption/Expansion, including with Sage
■ New Benefits Partners
■ Innovation - Innecto Digital offerings

Chair's Statement

A MOTIVATED TEAM, EXECUTING AT PACE AND DELIVERING ON OUR OPPORTUNITY

Delivering growth in recurring revenues and providing clear visibility into 2026 and beyond.

Group Revenue

£48.4m
(2024: £43.8m)

Cash and deposits

£29.0m
(2024: £27.4m)

Dividend per share

23.3p
(2024: 16.5p)

2025 has been a strong year of execution, building on the foundations put in place during 2024. The management team has delivered across every dimension – customer acquisition, customer penetration, retention, and strong operational and financial discipline – and the resulting substantial increases in customer satisfaction, profitability and cash generation are extremely pleasing.

Relevance of offerings against a backdrop of increased financial pressure

The relevance of, and demand for, Personal Group's offerings remain strong due to the clear value provided to employees with otherwise limited benefits and protections. This is reflected in the Group's high retention rates at both partner and customer level, providing the Group with a long runway of growth ahead.

Strategic execution delivering strong financial performance

The team's relentless focus on the execution of the growth strategy has resulted in excellent progress in all financial and operational KPIs. Revenue grew 11% to £48.4m (2024: £43.8m), adjusted EBITDA was up 22% to £12.1m (2024: £10.0m) and our balance sheet remains robust, with a cash position of £29.0m at 31 December 2025 (2024: £27.4m) and no debt. The Group continues to build its recurring revenues across all business lines, with over 90% of reported revenue for 2025 deriving from the recurring revenue sources of insurance and SaaS subscriptions, providing clear visibility into FY 2026 and beyond.

“The successes and operational vigour of the past year have given us more scope to grow than ever before.”

Martin Bennett
Non-Executive Chair





Chair's Statement continued

Strong and passionate team

The Group continues to benefit from an experienced leadership team, strengthened in the year through key hires across sales and delivery. As the scale and ambition of the business increase, we have remained focused on ensuring the team has the experience and capacity required to execute the strategy effectively and support sustainable growth.

Reinforced governance

I am particularly pleased to have strengthened our Board across a number of areas.

Earlier in the year, we were pleased to welcome Rachel Webb to the Board as Non-Executive Director and as Chair of the Audit and Risk Committees, bringing with her over 20 years' of experience in financial services. Rachel has brought a strong commercial focus to the Board as well as a thorough refresh of our audit and risk governance. In addition, Ciaran Astin assumed the position of Remuneration Chair in late H2, bringing strong discipline and critical thinking to our Executive remuneration plans as we continue to ensure a motivating trajectory aligned with our shareholder delivery plans. Subsequently, Maria Darby-Walker assumed a dedicated role as Senior Independent Director, increasing our governance rigour.

As announced in December 2025, Sarah Mace, CFO, will step down from the Board at the time of the Company's Annual General Meeting in May 2026, after 12 years at Personal Group.

On behalf of the Board, I would like to thank Sarah for her considerable contribution to Personal Group during her tenure, successfully steering the business through the challenges of the pandemic and leaving it on a strong financial footing. Sarah has also been instrumental in working alongside Paula to implement and execute the refined strategy, placing the Group on a strong growth trajectory.

We look forward to welcoming Matthew Cohen to the Group as CFO, joining from the end of H1 FY 2026. Matthew will bring to the role significant insurance experience and depth of knowledge, and the Board is confident that Matthew will help the team drive growth and deliver on its ambitions.

ESG

Our ESG strategy is closely aligned to our purpose: to improve people's health, happiness and financial wellbeing, and we operate with a clear, and crucially, shared responsibility. We met all targets set for our ESG initiatives in 2025, across energy consumption, DEI, volunteering and governance, testament to the commitment and enthusiasm across the organisation.

Dividend

As announced in our FY25 Interim Results in September 2025, the Group continues to grow strongly whilst generating significant cash to augment a very strong balance sheet. In light of this, the Board reviewed the dividend policy at that time and concluded that given the continued confidence in the Group's business model and prospects, it is appropriate to amend the dividend policy to enhance returns to shareholders.

For FY25 and going forward, the Group intends to pay dividends equivalent to approximately one times basic earnings per share for the full year, confident that dividends will continue to grow in line with increased earnings.

As a result, I am pleased to announce that the Board has recommended a final ordinary dividend of 15.1 pence per share which will be paid on 12 May 2026 to members on the register as at 7 April 2026 (the record date). Shares will be marked ex-dividend on 2 April 2026. This makes a total ordinary dividend for 2025 of 23.3 pence per share, representing an increase of 41% year-on-year (2024: 16.5p).

Outlook

The successes and operational vigour of the past year have given us more scope to grow than ever before, providing the opportunity for further momentum. The strength of the Group's balance sheet, power of its offerings, growth of its recurring revenue streams, ongoing cash generation and depth of its senior leadership team provide the Board with confidence in continued progress in the year ahead.

For and on behalf of the Board,

Martin Bennett
Non-Executive Chair
24 March 2026

Market Overview

OUR MARKETS AND CURRENT POSITIONING

Personal Group operates at the intersection of workplace insurance, employee benefits and workforce engagement, with a clear strategic focus on UK blue-collar and lower-paid workforces, and the SME and mid-market employers who employ them.

The Group's proposition is deliberately structured to address workforce challenges from Board level through to the individual employee:

- **At Board and executive level**, organisations face increasing pressure around pay governance, transparency, workforce structure and productivity.
- **At HR level**, teams are required to deliver engagement, wellbeing and compliance outcomes with constrained budgets and limited operational capacity.
- **At employee level**, illness, absence and income disruption have become more financially and emotionally disruptive.

Across insurance and benefits, products are typically employee-funded, with employer endorsement acting as a critical trust, access and engagement mechanism.

A key differentiator is the Group's face-to-face distribution capability, which supports understanding, trust and take-up among employees who are often financially under-confident or digitally excluded. This is increasingly complemented by a growing partnership and digital engagement and distribution layer, extending reach beyond physical visits.

Personal Group currently serves 100,000+ policyholders and c5,000 clients, achieving meaningful penetration within a focused, expandable segment of the UK workplace protection market.

Personal Group addresses these challenges through three complementary areas:



Insurance:

Direct-to-employee workplace protection products addressing income shock, illness and recovery, primarily through PG Protect.



Benefits:

Employer-sponsored and white-labelled benefits platforms supporting engagement, wellbeing and communication through Hapi.



Reward & workforce structure:

Digital-first reward, pay and job architecture solutions delivered by Innecto, supporting governance, transparency and workforce change.

Market Overview continued

Policyholders served

100,000+

Total Clients served

c.5,000



Market Share Opportunity:

The UK workplace insurance and benefits market represents a substantial, under-penetrated opportunity for Personal Group, particularly within blue-collar, hourly-paid, and SME segments.

Demand for reward and workforce tools is growing at double-digit rates as organisations respond to pay transparency, AI-driven role change and rising governance expectations. This favours providers that combine advisory credibility with embedded, day-to-day digital tools, positioning Innecto as a long-term partner for modern HR and reward leaders rather than a one-off consultancy.

Alongside this, workplace financial protection remains limited outside white-collar sectors. While death-in-service cover is relatively widespread, short-term income shock protection, such as hospital, recovery and absence-related cash benefits, remains rare, despite being more relevant to lower-income and hourly-paid workers.

Personal Group's growth opportunity is supported by:

- **Significant headroom within existing employers**, with hundreds of thousands of employees already accessible through current relationships who do not currently hold insurance.
- **Under-penetration across similar employers and sectors**, where the core workforce need is well-established and recurring.
- **Cross-Group expansion of access and relevance**, as Innecto establishes strategic HR credibility, Hapi embeds benefits at scale and via white-label partnerships, and PG Protect converts that access into insurance and protection uptake through face-to-face, digital and partner and intermediary channels.

Within its target SME and blue-collar segments, Personal Group currently captures a small but meaningful share of the addressable market, with a clear runway for growth driven by penetration, access and channel extension rather than changes in underlying customer need.





Market Overview continued

Market drivers and responses

These six drivers reflect a widening gap between workforce need and employer capacity, a gap that Personal Group is structurally designed to address.

1

Fast-changing world of work

The acceleration of AI, automation, and geopolitical shifts is fundamentally altering the content of jobs and their skill requirements. This evolution is rendering legacy job architectures and evaluation frameworks obsolete.

Impact

- Rapid changes in roles and skills mean traditional job families, grading structures and pay models are becoming outdated faster than many organisations can refresh them.
- As roles evolve, misalignment between work, reward and progression increases exposure to inequity risk, employee challenge and attrition.
- Sustained demand for scalable job architecture, evaluation and reward infrastructure, with compensation and job evaluation software markets growing at double-digit rates.

Sources: World Economic Forum, Technavio, Market Research Intellect

Our approach

- Innecto helps organisations build dynamic job architecture, levelling and progression frameworks, so reward structures evolve alongside changing work.
- Our proprietary digital tools, with embedded AI, provide scalable, governed infrastructure to manage ongoing role and pay change at pace.

2

Pay transparency is unavoidable

EU-driven standards, global operating models, and rising employee expectations are increasing transparency and litigation risk, even in the absence of a dedicated UK pay transparency law.

Impact

- The EU Pay Transparency Directive, rolling out from 2026, introduces precise requirements around salary ranges, pay reporting and employee information rights, requiring multinational employers, including UK-based firms, to adopt objective and auditable reward practices.
- Employee expectations for visibility and fairness are rising faster than employer readiness, increasing the risk of challenge where pay frameworks are opaque or inconsistent.
- This gap between expectations, regulation and capability underpins sustained, multi-year investment in reward governance, analytics and communication infrastructure.

Sources: Aon, Mercer, Deloitte

Our approach

- Innecto provides legally robust, proprietary reward frameworks that can be clearly explained and defended under scrutiny from employees, boards and regulators.
- Our AI-enabled digital tools support consistent, auditable pay decisions at scale, enabling transparency without adding administrative or governance overhead.

3

Productivity under pressure

Disengagement, stress and poor wellbeing are suppressing productivity through presenteeism and reduced output.

Impact

- Low engagement and rising stress reduce day-to-day performance even where headcount remains stable, creating a persistent productivity drag.
- Mental ill health is now the leading cause of long-term sickness absence, increasing lost output and management time.
- Employers are reallocating spend towards engagement, wellbeing and benefits infrastructure that can demonstrate impact on attendance and performance.

Sources: Gallup, CIPD, Technavio

Our approach

- Hapi provides a single employee experience that improves awareness, activation and use of benefits, alongside communication, reward and recognition features.
- We partner with trusted providers to deliver wellbeing and salary-sacrifice services, supported by Employee Engagement Executives who met with **over 160,000 employees in 2025**.



Market Overview continued

4

Absence rates escalating

Stress, mental ill health and long-term conditions are driving higher absence, while traditional absence mechanisms remain blunt and slow to support recovery.

Impact

- UK sickness absence is at its highest level in 15 years, resulting in millions of lost working days annually.
- Each day of absence costs employers an estimated £120 in lost productivity, making absence a material operating cost rather than a marginal HR issue.
- The existing Statutory Sick Pay and fit note processes exacerbate absence by providing inadequate financial support during recovery and often result in binary “not fit for work” assessments that hinder proactive workplace interventions, as outlined in the ‘Keep Britain Working’ report.

Sources: Keep Britain Working, CIPD

Our approach

- Our benefits and protection propositions support earlier intervention and recovery, particularly in frontline and operational workforces, through services such as EAPs, Online GP access and group cash plans.
- PG Protect’s employee-funded insurance helps relieve the financial pressure that can prolong absence, supporting recovery and return to work without increasing employer sick-pay exposure.

5

Healthcare access is constrained

NHS waiting times and rising healthcare utilisation are reshaping employer approaches to health benefits.

Impact

- Persistent capacity constraints mean employees are waiting longer for diagnosis and treatment, increasing time away from work.
- At the same time, rising healthcare utilisation and costs are making traditional private medical insurance less attractive for many employers.
- This is increasing demand for lower-cost, more flexible health solutions that employees can access and understand.

Sources: The King’s Fund, Research and Markets

Our approach

- PG Protect provides simple, affordable health-linked cash and recovery products. Employee-paid cash plans remove PMI cost pressure from employer budgets while delivering tangible support to employees.
- Our Employee Engagement Executives provide clear, in-person explanations of policies and benefits, reflected in a 4.9 Trustpilot rating (January 2026).

6

Financial resilience weakened

A significant proportion of UK households lack financial resilience, making even short periods of sickness financially disruptive.

Impact

- More than one in three UK households lacks £500 in savings to withstand a financial shock or drop in income.
- Financial stress during illness can delay recovery and increase anxiety, reinforcing the need for simple, accessible income-shock protection within the workplace.

Sources: ONS, FCA

Our approach

- PG Protect delivers employee-funded, employer-endorsed protection that helps workers manage income disruption linked to health events.
- In 2025, **98% of claims were assessed within 48 hours**, reinforcing trust and relevance at the point of need.

Group Chief Executive’s Statement

DELIVERING WITH PACE AND PASSION

2025 was another strong year for our insurance division.

Annualised new business premium

£15.4m

(2024: £13.9m)

SaaS annual recurring revenue

£8.1m

(2024: £7.4m)

Insurance client penetration

14.5%

(2024: 13.0%)

I am thrilled to report on a brilliant year of progress for Personal Group, which has seen the team execute with pace and passion, resulting in double-digit growth, continued strong retention levels of 80%+, adjusted EBITDA ahead of market expectations, and considerable growth in our addressable customer base.

At Personal Group we are proud to deliver products that are genuinely meaningful against a backdrop of increasing financial pressure. Affordable, simple to understand and providing significant cover, our insurance products and benefits platform help employers protect their employees, reduce absences and create workplaces where people feel supported, valued and secure. In the current economic environment, with increasing cost-of-living pressures, continued high levels of workforce illness and a growing struggle for employers to attract and retain their workforce, our products and services are more relevant than ever.

It is a privilege to lead a business with this degree of purpose, and I am excited by the significant opportunity we see to expand our reach to serve more of the UK workforce beyond the 1+ million employees we support today.

Operational Review

Affordable Insurance

2025 was another strong year for our Insurance division, driven by our unique face-to-face sales model, increased operational grip and growing relevance of our offerings. As a result, the Group delivered another record sales performance, with new annualised insurance sales up 11% to £15.4m, and API up 12% to £40.5m, supported by strong retention of over 80%.

Adoption

Our efforts to improve operational grip continue to increase the penetration of our existing customer base. In particular, the sales team has been focused on further penetrating our top 100 sites through increased field force efficiency,

“I am excited by the significant opportunity we see to expand our reach to serve more of the UK workforce.”

Paula Constant
Chief Executive



Group Chief Executive's Statement continued

Unified strategy and clear ambition position the Group for scalable growth to 2030.

improved time-to-competence across every competency level in our workforce and continued focus on effective planning of field force visits. As a result, we reached penetration levels of 20%+ in our top 100 sites and an overall improved penetration rate of 14.5% as at 31 December 2025 (31 December 2024: 13.0%). Policies sold are up 6.8% year-on-year; enrolments (new customers signed) are up 8%, and the average value of our policy sales per person per day has increased by 7%.

We have continued to invest effort in improving the customer experience, once again achieving a Trustpilot score of 4.9 (out of 5), which we believe to be outstanding in our industry. In addition, claims processes have improved throughout the year, with the business processing more than 98% of claims within 48 hours in Q4. We expect this standard to be maintained going forward. We have retained excellent compliance standards in the field, retaining scores of 97%+, in addition to improving early life cancellations with enhanced data and insight. All customer service metrics pertaining to resolving and answering queries have improved year on year and our continued spotlight on vulnerable customer treatment has been recognised through our win of the Customer Focus (SME) award at the Institute of Customer Service awards in March 2026.

Expansion

An increased focus on winning new insurance clients added over 50,000 new employees to our addressable customer base at the end of the year, providing a significant opportunity for further growth in the year ahead. This is a result of the success of our reinvigorated go-to-market initiatives, including the introduction of a more rigorous process for targeting clients and progressing leads, particularly in the food distribution and logistics sectors. Notable wins include Avery, Securitas and Harbour Healthcare.

Innovation

New Digital Insurance offerings have the potential to accelerate growth further in the year ahead, expanding our portfolio, increasing our routes to market, and adding to our recurring revenue stream. We are pleased to have started the testing of our new digital insurance propositions for hospital cover and death plan, which have proved out various test cases. We plan to test these digital offerings across our wider base in 2026. We have also finalised the development of our Group Cash plan offerings, which we intend to test on our direct base as well as through partnership.



Pathfinder: The career SatNav that makes progress visible

Pathfinder is Innecto's first employee facing solution, marking a shift into scalable, enterprise ready SaaS. This plug-and-play SaaS platform, powered by proprietary AI, delivers personalised career options and will accelerate new customer acquisition and scale through partner sales channels.

Pathfinder addresses the growing challenges of employee retention and internal mobility, making the career journey transparent, skills-based and understood by all employees, whilst supporting increased regulatory requirements.

We will start with early adoption within our Evaluate client base, where Pathfinder acts as a natural digital extension of their established job architecture and provides a seamless upgrade, capturing the substantial opportunity within our existing customer base.

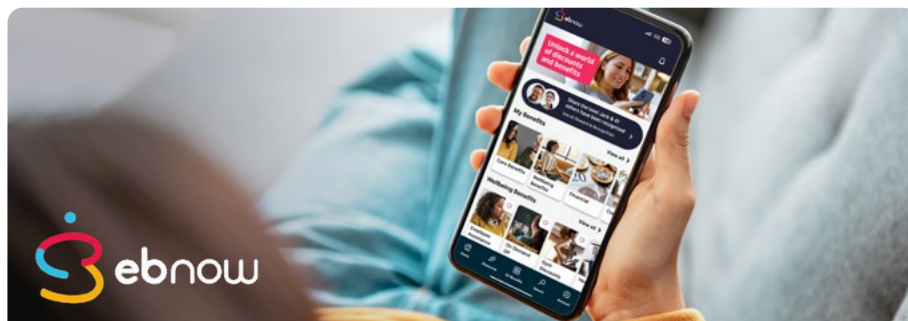
We will then scale through strategic partnerships, extending our reach both in the UK and internationally in priority growth segments.



Go online to see further case studies: www.personalgroup.com/casestudies

Group Chief Executive’s Statement continued

Foundations laid to deliver on our 2030 vision.



Empowering SMEs with Hapi: A Scalable White-Label Benefits Solution

Personal Group partnered with EB Now to bring meaningful, accessible benefits to SMEs, a market often underserved, while giving EB Now a standout offering to strengthen client relationships and drive growth. SMEs, which make up 99.9% of UK businesses, face rising employment costs and struggle to attract and retain talent, with limited benefits contributing to turnover and lower engagement. EB Now needed a simple, high-impact solution that could be delivered quickly, sustainably, and at scale, creating a predictable revenue stream without heavy investment in technology, operations, or compliance.

Personal Group’s Hapi platform combines everyday savings, wellbeing support, and employee recognition in a single, intuitive experience with straightforward per-employee pricing. Full end-to-end management allowed EB Now to launch a white-label solution while focusing on clients and growth.

“Thanks to Personal Group’s end-to-end support, we were able to hit the ground running and launch a fully branded proposition in just months. An easy win for both our team and our SME clients.”

Paul Foley
Managing Director, EB Now



Go online to see further case studies: www.personalgroup.com/casestudies

Partnering

We are progressing a number of interesting Insurance partnerships, including the provision of face-to-face and digital employee-paid cash plans.

In March 2025, we were pleased to announce the tender award of both employee and employer-paid services which we will provide to a significant employee benefits provider. In our FY25 Interim Results in September 2025, we confirmed an additional contract with Sante to supplement its insurance offerings with our own digital and face-to-face employee-paid insurance options. Initial referrals from these partners are now starting to come through.

These partnerships provide accelerated access to clients and employees that we would otherwise pursue through individual direct B2B sales channels.

Benefits & Rewards

The Group’s digital benefits platform, comprising Hapi and SEB, saw continued uptake, resulting in ARR growth to £7.3m (2024: £6.7m). Importantly, we renewed and expanded our multi-year partnership with Sage, providing a long-term growth platform, which saw us launch our proposition into Ireland in Q2. Innecto, our Rewards consultancy, also delivered a suitably strong performance, driven by new contract wins and the introduction of the Pathfinder SaaS platform, contributing to digital ARR growth of 14% and in excess of 80 live digital platforms to date.

Adoption

Post completion of the migration of our clients to Hapi 2.0 our Net Retention Rate (NRR) increased to 93.6% (2024: 91.0%) and we have seen an increased uptake of benefits, resulting in a 23% increase in monetisation from commission on the third-party products that sit on the platform. Alongside that our Trustpilot score for Hapi has increased to 4.4 (2024: 4.3) evidencing the quality of our offerings.

Expansion

Hapi’s steady performance in the year resulting in ARR of £2.71m as at 31 December 2025 was underpinned by 30 new Benefits clients won in 2025, an increase of 11% on the previous year. Notable new client wins for Hapi include University of St Andrews, Rehabilitation UK and Hampshire Trust Bank.

The new contract for Sage Employee Benefits (SEB) commits to expanding the volume of clients across additional UK customer segments in addition to new geographies and with additional products and services including digital insurance and in July 25 we entered our first new territory of Ireland. We were also excited to launch our first new partner, EB now, in Q3, with 15 clients already live on the platform.

The Group’s Pay & Reward division enjoyed impressive new wins, including De Beers, FSCS and B&Q. We secured c. 200 project wins, including 36 new clients and 17 new digital platform sales.



Group Chief Executive's Statement continued

Partnering

We see considerable opportunity to expand our market reach into new business segments through partnerships. We were delighted to secure our first new partnership in the year, with EB Now, an employee benefits provider for the small and midsize business market, with the first customers going live via the platform in H2 FY 2025.

Innovation

We were excited to bring to market our new Innecto Digital offering, Pathfinder, which facilitates career mapping across all roles in a Company, and to secure initial sales orders at the end of Q4. Together with our RoleSense proposition, which provides an umbrella stand-alone digital capability for our existing pay and reward toolkits, we enter 2026 with an impressive opportunity to really exploit digital sales which will further strengthen our ARR opportunity alongside Hapi and SEB.

Progressing towards our aspirational targets

Important progress was made in FY25, putting in place the foundations to enable us to progress towards our 2030 ambitions. We are delivering across our four pillars of Adoption, Expansion, Innovation & Partnering, and are well positioned to enter the first full year of our 5-year strategy.

Looking ahead, in Insurance, we are focused on the continued growth of our existing book of business (Adoption), whilst winning an increased level of new customers through improved commercial focus (Expansion); and we see these initiatives as the key drivers of growth for Insurance in the short- to medium-term. Alongside this, we plan to fully launch our new insurance offering and our digital sales channel (Innovation), and secure new partners (Partnering).

In Benefits & Rewards, Partnerships presents the greatest avenue for growth, both in terms of Expanding with our existing partner, Sage, and reaching new Hapi SME customers through additional partnerships. We will also continue the monetisation of our award-winning Hapi platform (Adoption), as well as Expanding through winning new Hapi Enterprise customers and new Pay & Reward customers. Also, following the strong progress this year, we will take the Innecto Digital offering to market more widely (Innovation).

Passionate about our Purpose

At Personal Group, our Purpose is at our core: to keep businesses and their employees happy, healthy and protected. Our already impressive internal engagement score increased from 73% to 80% at the end of the year. We have continued to add industry-leading people policies and were pleased to feature in the HR magazine as an example of living and breathing our employee benefit values in our own practices.

Outside of the organisation, Personal Group is committed to ensuring our customers are cared for above and beyond the FCA's Consumer Duty regulations, and last year we established an internal working group to deliver these requirements.

Practising our Purpose within our community is also incredibly important to us as an organisation, and we continue to do this through our targeted Personal Assurance Charitable Trust donations, where we pledge at least 1% of EBITDA or a minimum of £100k each year. In 2025 alone, PACT have donated to over 65 charities, helping organisations make a real difference where it matters most. There was also a pleasingly high uptake of our volunteering programme across all levels of the business, supporting a range of community projects.




Outlook

We are delighted with our performance during 2025 with double digit growth, adjusted EBITDA ahead of market expectations, further strong cash generation and enhanced returns to shareholders through an increased dividend. As such, given the backdrop of our continued delivery of customer and shareholder outcomes, we enter 2026 with strong momentum, well positioned to capture the growth opportunities our strategic aspirations outline, and with growing market demand for our products and services. We are laser focused on executing against our strategic initiatives of adoption, expansion, innovation and partnering. It is fantastic to lead a business with such highly motivated individuals, delivering our purpose with passion and pace, and I look forward with confidence to another fruitful year in 2026.

Paula Constant

Chief Executive
24 March 2026

Further reading

-  Read more about why to invest in Personal Group | **Page 3**
-  Read more about what our clients say about us | **Page 6**
-  Read more about our commitments to ESG | **Page 30**

Our Strategic Progress and Priorities

INSURANCE



Adoption

FY25 Achievements

Record year for new insurance sales up 11% to £15.4m

Increased employee penetration from 13.0% to 14.5%

Strong year on year retention rates of greater than 80%

API up 12% to £40.5m

Trust Pilot score of 4.9

FY26 Initiatives & Priorities

Increase new insurance sales activity by c.10%

Increasing the size and skill levels of our field sales team

Continuing to enhance our operational grip

Continued focus on our under-penetrated sites



Expansion

FY25 Achievements

Expanded available employee base by 50k with new client wins across a variety of sectors including care, logistics and retail

Reinvigorated go-to-market initiatives proved successful

FY26 Initiatives & Priorities

Increase the available employee base by an additional 50k employees remaining focused on our core sectors



Partnering

FY25 Achievements

Progressing a number of insurance partnerships through the year with notable wins with a significant tender win as well as an additional contract with Sante

FY26 Initiatives & Priorities

F2F with significant Employee Benefits provider

Win additional new partners



Innovation

FY25 Achievements

Positive feedback from digital insurance trial with recorded sales across all policy lines

New Group Cash Plan launched for partnerships

FY26 Initiatives & Priorities

Enable future innovation through upgraded business technology

Group Cash plan to be rolled out to direct client base

Continued rollout of digital insurance testing across our customer base



Human Support, Real Impact

GS Yuasa Battery Europe Ltd, part of the global GS Yuasa Corporation, aimed to improve awareness of its benefits offering, particularly for employees less confident with digital tools. Working with Personal Group, the company delivered in-person support to help staff access and understand the Hapi platform and available protection options. This hands-on approach led to strong results, with around 40% of employees engaging with the platform and 50 insurance policies taken out so far.



Go online to see further case studies:
www.personalgroup.com/casestudies

Our Strategic Progress and Priorities continued

BENEFITS & REWARD



Adoption

FY25 Achievements

Successful migration of all clients onto upgraded Hapi platform

Increased uptake of benefits resulting in 23% increase in platform monetisation

Hapi Trust Pilot score increased to 4.4 (2024: 4.3)

Hapi Net retention rate improvement from 91.0% to 93.6%

Innecto Digital retention rates 93%, up from 75% in 2024

FY26 Initiatives & Priorities

Improve monetisation of the platform through an increased range of benefits and discounts and improved commissions through targeted marketing

Increase NRR to >95%



Expansion

FY25 Achievements

Won 30 new Hapi clients
Renewal and expansion of Sage partnership with new contract signed in March 2025

Launch of Sage Employee Benefits in Republic of Ireland in H2 2025

£2.3m of Pay & Reward new wins including FSCS, De Beers and B&Q with 17 new digital platform sales

FY26 Initiatives & Priorities

Launch into at least 2 additional Sage customer segments

Win a further c.30 new Hapi clients with increased average win value



Partnering

FY25 Achievements

Successful launch of new partnership with EB Now

FY26 Initiatives & Priorities

Targeting 1-2 significant new partnerships in 2026, lead by new Partnerships Director who joined in early 2026



Innovation

FY25 Achievements

Launch of new pathfinder product in Q4 2025

FY26 Initiatives & Priorities

Launch as Innecto Digital product for SME – Role Sense

Roll out SEB tiering with premium and essentials products



Bulgari Hotel London

At Personal Group, we know real engagement starts with human connection, so through face-to-face conversations we helped Bulgari Hotel London make its benefits truly understood and used, strengthening its culture of care. In a fast-paced luxury hospitality environment, the hotel wanted colleagues to feel supported with protection and wellbeing benefits that offer real peace of mind. By making these benefits tangible and easy to access, we provided meaningful reassurance across the workforce, meeting 240 employees on site and helping 20% secure insurance policies for greater financial security.



Go online to see further case studies:
www.personalgroup.com/casestudies

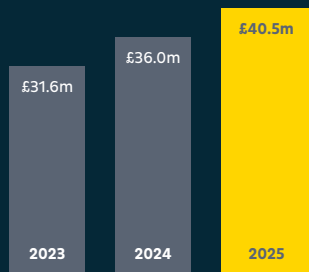


Key Performance Indicators

THE GROUP METICULOUSLY REVIEWS ITS PERFORMANCE...

Lead indicators

As part of our strategy for delivering long-term sustainable growth, we have identified a number of lead indicators, the improvement of which will enable us to grow both our revenue and profits and build future value for the business.

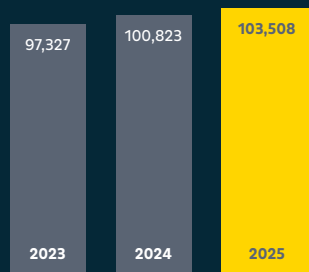


Value of Annualised Premium Income

£40.5m

Why we Chose it

Annualised premium income refers to the annualised premium value of policies in force at the end of the financial year net of IPT. Increasing the Annualized Premium Income is a key performance indicator of the growth of our expanding insurance book

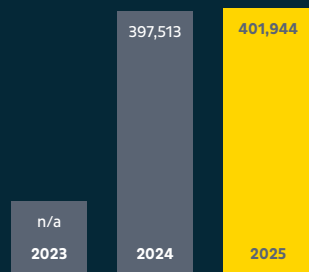


Number of insurance payers

103,508

Why we Chose it

Re-invigorating growth in insurance payers, together with a consistent focus on retention, will help us increase the size of our insurance business. We have chosen to use payers instead of our historic measure of policies to reflect that the majority of our premiums are collected through payroll deduction and our retention rates are largely determined by the actions of the individual payer

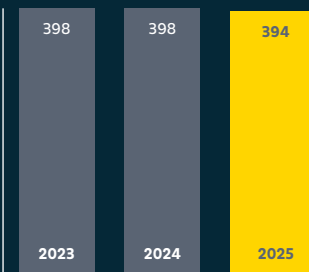


Number of employees for face-to-face insurance

401,944

Why we Chose it

Increasing the number of employees who are available for face-to-face insurance sales is vital to achieve increased penetration across our existing clients as well as making us an important part of clients' employee wellbeing proposition

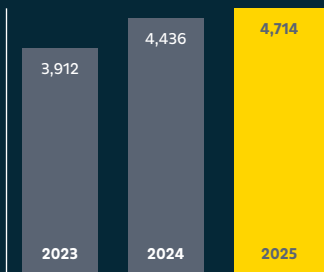


Total number of Enterprise clients

394

Why we Chose it

Winning new clients and retaining existing ones will be key to us being able to grow our business



Total number of SME clients

4,714

Why we Chose it

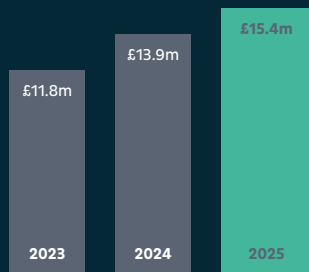
Increasing the number of SME clients we provide services to will be fundamental to us achieving our growth aspirations

Key Performance Indicators continued

...MEASURED ACROSS A NUMBER OF KPIS.

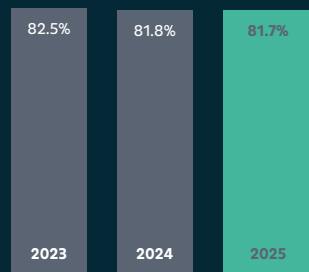
Other KPIs

In addition to our lead indicators we continue to measure against a variety of additional KPIs both across the Group and within the various business segments.



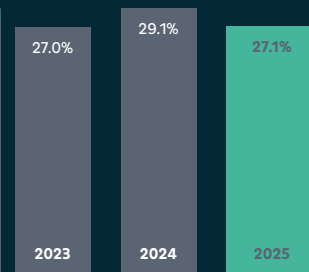
Annualised new business premium¹

£15.4m



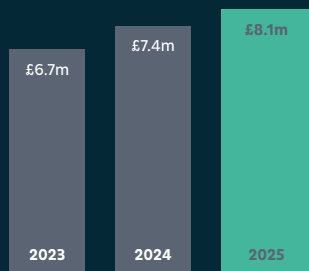
Year on year insurance retention²

81.7%



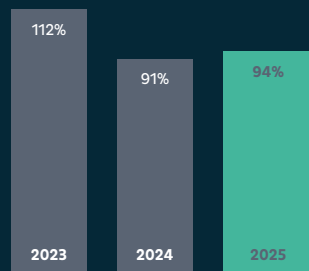
Claims ratio³

27.1%



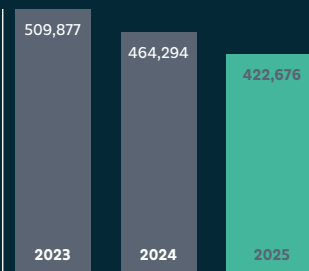
Annualised recurring revenue for SaaS licences⁴

£8.1m



Hapi Net Retention Rate⁵

94%



Activated users⁶

422,676

1. Annualised new business premiums are a key performance indicator as, whilst no direct reconciliation to earned premiums for the year can be carried out, they are a primary driver of earned premiums in future years and, as such, are a key measure for the Group. For a weekly premium, the measure is calculated as the value of the premium (net of IPT) x 52; for a monthly premium, the value of the net premium (net of IPT) x 12.
2. The year on year retention rate is the annual retention rate of policyholders who have held the policy for more than 1 year.
3. The claims ratio is calculated as claims incurred plus net change in claims provision, less reinsurers share of claims paid as a proportion of insurance income less outward reinsurance premiums.
4. The SaaS license total includes Hapi, SEB and Innecto Digital recurring revenue.
5. Net Retention Rate measures revenue retained from existing customers, including upgrades, downgrades, and churn.
6. Activated users for 2023 has been restated to exclude Let's Connect users.



Chief Financial Officer's Statement

CONTINUED GROWTH SUPPORTED BY EXPANDING RECURRING REVENUES

Providing clear line-of-sight to growth into 2026.

Group revenue from continuing operations

£48.4m

(2024: £43.8m)

Adjusted EBITDA* from continuing operations

£12.1m

(2024: £10.0m)

Earnings per share from continuing operations

23.3p

(2024: 17.7p)

Group revenue

Group revenue from continuing operations grew by 11% to £48.4m (2024: £43.8m), reflecting continued momentum across all business lines.

Our Affordable Insurance segment delivered further growth, supported by another strong year of new policies written and continued high retention levels.

Annualised Premium Income increased to £40.5m (2024: £36.0m), with the majority of policies continuing to renew on weekly or monthly rolling contracts, providing a high degree of revenue visibility.

The Benefits & Reward segment continued to grow, with income increasing to £10.9m (2024: £10.3m). Growth was driven by a combination of SaaS subscription income and consultancy revenues, supported by further expansion of our platform footprint and strong customer engagement.

Other income again delivered to £1.3m (2024: £1.3m), reflecting continued optimisation of cash deposits held by the insurance subsidiaries despite falling deposit interest rates.

The Group continues to build its recurring revenues across all business lines, with over 90% of reported revenue for 2025 deriving from the recurring revenue sources of insurance and SaaS subscriptions. This provides confidence and visibility as we continue to execute against our strategy.

Adjusted EBITDA*

Adjusted EBITDA* from continuing operations increased by 22% to £12.1m (2024: £10.0m). This reflects increased contribution from the insurance segment, where underwriting profit continued to deliver strong margins while growing broadly in line with the size of the insurance book.

The Benefits & Reward segment continued to drive growth in adjusted EBITDA, with contribution increasing to £6.1m (2024: £5.2m). This was driven by new platform sales across both Hapi and Sage Employee Benefits, as well as continued strong performance across consultancy and digital reward solutions.

“Continued growth across all segments, underpinned by strong recurring revenues and disciplined execution.”

Sarah Mace
Chief Financial Officer





Chief Financial Officer's Statement continued

Group results	2025 £'000	2024 £'000
Revenue	48,368	43,776
Adjusted EBITDA*	12,148	9,984
Operating profit	8,491	6,932
Profit before tax	8,414	6,826
Tax	(1,128)	(1,298)
Profit for the year from continuing operations	7,286	5,528
Profit from discontinued operations	-	968
Profit for the year	7,286	6,496
	2025 £'000	2024 £'000
Profit before tax from continuing operations	8,414	6,826
Finance costs	77	106
Depreciation	1,022	1,111
Amortisation of acquired intangibles	67	110
Amortisation (other)	2,150	1,305
Share-based payment expense	388	202
Restructuring Costs	30	324
Adjusted EBITDA* from continuing operations	12,148	9,984

* Adjusted EBITDA is defined as earnings before interest, tax, depreciation, amortisation of intangible assets, goodwill impairment, share-based payment expenses, profit or loss on disposal of subsidiaries, corporate acquisition costs and restructuring costs.

During the year, we completed the Hapi 2.0 client migration, an important milestone that enhances platform capability and positions the business for future scalability.

Group administration and central costs increased modestly year on year, reflecting inflationary pressures and continued investment in people, systems and infrastructure to support long-term growth.

We believe adjusted EBITDA* remains the most appropriate measure of performance for the Group, reflecting the underlying profitability of the business and removing the impact of non-underlying items arising from historic acquisitions. The definition remains unchanged.

Profit before and after tax

Statutory profit before tax from continuing operations for the year was £8.4m (2024: £6.8m). The tax charge for the year was £1.1m (2024: £1.3m), reflecting the benefit of a £0.4m R&D tax claim, resulting in profit after tax from continuing operations of £7.3m (2024: £5.5m).

EPS

Earnings per share from continuing operations increased to 23.3p (2024: 17.7p), reflecting improved profitability.

Dividend

During the year, the Board implemented its new policy to increase returns to shareholders, reflecting confidence in the Group's cash generation, balance sheet strength and long-term prospects.

The Board has recommended a final ordinary dividend of 15.1p per share making a total ordinary dividend for 2025 of 23.3 pence per share (2024: 16.5 pence per share). This level has been determined after considering the Group's underlying growth, strong cash generation and capital requirements to support future investment.

Balance sheet

As at 31 December 2025, the Group's balance sheet remained strong, with cash and deposits of £29.0m (31 December 2024: £27.4m) and no debt.

The Group's underwriting subsidiaries continued to maintain prudent solvency positions well in excess of regulatory requirements. This conservative approach underpins the resilience of the insurance business and supports sustainable growth.

Personal Assurance Plc (PA), continues to maintain a conservative solvency ratio of 299% (unaudited), with a £10.1m surplus over its Solvency Capital Requirement of £5.1m. The Company has consistently maintained a prudent position in relation to its Solvency UK requirement. Personal Assurance (Guernsey) Limited, the Group's subsidiary which underwrites the death benefit policy, also maintained a healthy solvency ratio of 487% (unaudited), with a £3.7m surplus under its own regime.



Chief Financial Officer's Statement continued

Strong 2025 cash generation underpins the Group's flexibility for investment, growth, and increased shareholder returns.

Cash flow

Cash generation remains a key strength of the Group. Cash generated from operating activities in 2025 was £9.9m (2024: £11.4m including £3.9m generated by the sale of Let's Connect which was disposed of on 9 July 2024), reflecting the Group's strong underlying trading and disciplined working capital management.

With capital requirements of approximately £12.0m to support the insurance business and working capital, the Group retains flexibility to invest in product development and platform enhancement, increase returns to shareholders through dividends and consider suitable acquisitions which could accelerate growth.

Segmental results

The Group reports across two core segments as detailed in the table below.

For each of the segments, the adjusted EBITDA contribution comprises the gross profit of that segment together with any costs associated directly with the operation of that segment. Sales and marketing costs and other central costs that are not directly attributable to a segment, such as Finance, HR, depreciation, amortisation and Group Board expenses are not allocated to a segment and are shown separately as 'Group Admin and Central Costs'.

We believe this presentation provides transparency to enable the impact of top line growth on adjusted EBITDA contribution for each area of the business to be better understood.

Segment	Description	Income Streams	
Affordable Insurance	A directly owned benefit, provision of simple insurance products underwritten by Group subsidiaries.	Insurance income.	
Benefits & Reward	Provision of a benefits platform to employers both directly and through channel partners, currently Sage for our SME solution. Provision of a full reward service to employers through the Group's pay and reward subsidiaries, Innecto and QCG.	Digital platform subscriptions, commissions from third party benefits which sit on the platform. Consultancy, industry surveys and digital platform subscriptions.	

	Dec-25 £'000	Dec-24 £'000
Revenue		
Affordable Insurance	36,217	32,166
Benefits & Reward	10,900	10,277
Other	1,251	1,333
Total Revenue from continuing operations	48,368	43,776

	Dec-25 £'000	Dec-24 £'000
Adj EBITDA Contribution		
Affordable Insurance	14,623	12,424
Benefits & Reward	6,089	5,215
Group Admin & Central Costs	(9,796)	(8,937)
Other	1,232	1,282
Total Adj EBITDA from continuing operations	12,148	9,984



Chief Financial Officer's Statement continued

“Our relationship with Sage continued to strengthen, with Sage Employee Benefits driving further SME market penetration.”

Affordable insurance

Insurance revenue increased by 13% to £36.2m (2024: £32.2m).

Our face-to-face sales activity delivered another record year, with new policies written of £15.4m (2024: £13.8m). This remains a key differentiator for the Group, directly engaging employees with their employers' benefit provision and supporting strong retention.


As at 31 December 2025, Annualised Premium Income stood at £40.5m (2024: £36.0m), with over 103,000 insurance payers.

The claims ratio for the year reduced slightly to 27.1% (2024: 29.1%) but remained within our expected range.

Adjusted EBITDA contribution from the segment was £14.6m (2024: £12.4m), reflecting increased revenue and disciplined underwriting despite changes in claims activity.

Further reading

 Read more about our strategic progress and priorities | **Page 20-21**

 Read more about our KPIs | **Page 22-23**

Benefits & Reward

Revenue from digital platform subscriptions and commissions increased to £8.1m (2024: £7.8m).

Subscriptions for Hapi continued to build, supported by the completion of the v2 migration and new client wins during the year. ARR increased slightly to £2.71m (2024: £2.66m), with 30 new clients added (2024: 27).

Our relationship with Sage continued to strengthen, with Sage Employee Benefits driving further SME market penetration. ARR increased to £4.6m (2024: £4.1m), and, with the new contract signed in March 2025, we remain focused on maximising the opportunity presented by this partnership.

Consultancy and proprietary digital reward solutions also performed well, building on the 2024 performance with further significant client wins.

Adjusted EBITDA contribution from the segment increased to £6.1m (2024: £5.2m), highlighting the scalability of the platform-led model.

Group administration expenses and central costs

Group administration and central costs of £9.8m (2024: £8.9m) reflects increased staff bonus payments as well as the impact of inflationary cost increases across all cost areas.

Outlook

The Group enters 2026 with strong momentum. Our priorities remain clear: continued growth of our face-to-face sales activity, maximising our Sage relationship, exploring additional white-labelled partnership opportunities, increasing shareholder returns through a progressive dividend policy.

The strength of our recurring revenue base, combined with strong cash generation and a robust balance sheet, positions the Group well to deliver sustainable long-term value for shareholders.

Sarah Mace
Chief Financial Officer
24 March 2026

Alternative Performance Measures

Adjusted EBITDA, which is referenced throughout this document, is an alternative (non-Generally Accepted Accounting Practice (non-GAAP)) financial measure used by the Group when reviewing performance, evidenced by executive management bonus performance targets. As such, this measure is important and should be considered alongside the IFRS measures.

Adjusted EBITDA takes into account adjustments, in addition to the standard IFRS measure, which are considered to be non-underlying to trading activities and which are significant in size.

For example, goodwill impairment is a non-cash item relevant to historic acquisitions; share-based payment expenses are a non-cash item which have historically been significant in size but can fluctuate based on judgemental assumptions made about share price and have no impact on total equity; corporate acquisition costs and reorganisation costs are both one-off items which are not incurred in the regular course of business. The definition above has not changed during the year.



Risk Management

EFFECTIVE RISK MANAGEMENT IS CENTRAL TO OUR CULTURE

And key to achieving our strategic objectives.

Oversight

The Board is responsible for overseeing the effectiveness of the risk management and internal control systems as well as identifying the nature and extent of the principle risks the Group is willing to take in achieving its strategic objectives, including the setting of the overall risk appetite and tolerance levels.

The Board delegates oversight of risk management to the Risk and Compliance Committee, who in turn regularly report to and make recommendations to the Board.

The Risk strategy, appetite and framework are set out in a suite of policies covering the material risks which exist in the business; each policy is subject to regular review and approval. We employ an Enterprise Risk Management framework (ERM) to manage all types of risk which,

alongside our Own Risk and Solvency Assessment activity, enables reasonable assurance to be provided to the Board and external stakeholders that the Group is achieving its risk management and internal controls objectives.

The effectiveness of the risk management system is also independently assessed periodically by the outsourced Internal Audit Function in their role as third line of defence, with the results reported to the Audit Committee.

The Board is satisfied that the processes set out above enable the Group to effectively identify, assess and manage current and emerging risks and allow the required focus on risk awareness, ethical behaviour and providing customers with good outcomes.

Risk management approach

The risk environment is managed through a two-pronged approach: top-down risks that threaten the strategic plan, and bottom-up financial, operational, regulatory and non-insurance risks which threaten the achievement of business area objectives.

Each month a Risk Forum is held where the Senior Leadership Team discusses the key risks, both current and emerging, with optimising activities and timelines for implementation agreed.

We operate a 'three lines of defence' approach to define risk management within roles and responsibilities. The Group's risk governance is overseen by a Risk function led by the Head of Risk, with independence assured through direct and separate access to the Chair of the Risk and Compliance Committee.

First Line – Business Area Owner

- Identify, assess and manage risks on a daily basis.
- Develop and implement policies and procedures.
- Ownership of business practices.
- Ensure activities are consistent with objectives.
- Implement controls.
- Control self-assessment.



Second Line – Risk Function

- Risk identification.
- Developing and oversight of the enterprise risk management framework.
- Risk reporting to Risk Forum and to the Risk and Compliance Committee.
- Providing advice and guidance to business areas and to the Senior Leadership Team and Board.
- Assurance of the effectiveness of policies and procedures.



Third Line – Internal Audit (outsourced)

- Independent assurance of the effectiveness of the first and second lines of defence.
- Independent reporting to the Board and to the Audit Committee.
- Advisory role.



Risk Management continued

PRINCIPAL RISKS

Below is a summary of the key risks the Group faces, including current and emerging factors and risk optimisation activities:

Risk Type: Client & Customer Retention Risk	Risk Type: Strategic Risk	Risk Type: Cyber & Information Security Risk	Risk Type: External Environment & Regulatory Risk
Current and emerging factors			
<p>Clients and partners are increasingly and understandably looking to measure value from their commercial relationships. The Group needs to continue to demonstrate value through data led insights to demonstrate return on investment maximising return and upsell opportunities from existing relationships. Clients also want reliability and excellent quality performance from providers and the products, services and solutions they offer.</p> <p>In addition, the Group remains mindful of the impact of the loss of a significant client or partner.</p>	<p>Increasingly competitive market and competitor consolidation in the employee benefits space. Existing large and established providers with significant market share alongside new entrants magnifies the need for the group to position itself as an innovative and reliable provider and partner.</p>	<p>The cyber risk landscape is ever evolving with some high-profile victims in the last 12-months being reported on in the press. Cyber threat perpetrators are using progressively sophisticated, technological means combined with phishing, social engineering and spoofing, designed to catch employees of organisations off guard.</p>	<p>The FCA Consumer Duty intends to create a “race to the top” in terms of the quality and value of financial products and services, the way firms interact with customers and the customer service and support firms provide. The onus is on firms to demonstrate that their products provide value relative to the price consumers pay and have tangible ways of monitoring the effectiveness and quality of communications and customer service.</p>
Mitigating activities			
<p>Relationship management of clients and partners, including bespoke, data led plans for key clients.</p> <p>Implementing a broader client scorecard to measure engagement by client with the products and services they take from PG.</p> <p>Enhanced oversight, management and prioritization of any client issues.</p> <p>Use of customer surgeries and weekly client feedback reviews to help prioritise and fast-track remedial work.</p> <p>Review of pricing to ensure the group remains competitive.</p> <p>Early renewal/extension of key client contracts.</p> <p>Further and ongoing development of partnership arrangements to diversify routes to market, increasing the group's reach.</p> <p>Payroll slots for collection of insurance premiums built into contracts as 'enduring' wherever possible.</p>	<p>Highlighting the group's unique strengths and breadth of offering across the employer / employee lifecycle, in particular its face-to-face capability.</p> <p>Significant investment in marketing capabilities and activities to help drive the group's proposition in the market.</p> <p>Continued investment in the group's products, technology and service provision to further enhance the group's competitiveness.</p> <p>Continued development of strategic partnership arrangements to increase the group's market presence, reach and to open up new distribution channels. Partnerships with established providers and brokers also adds weight to PG's brand.</p>	<p>Significant investment in cyber/information security detection and prevention controls and systems, including a new and improved Security Information & Event Management (SIEM) and Security Orchestration, Automation & Response (SOAR) system, the upgrading of servers, improving disaster recovery capabilities, and enhanced network and application security. The group continues to be ISO27001 certified and Cyber Essentials Plus compliant.</p> <p>Regular phishing simulation exercises and fireside training delivered to keep staff alert to external threats.</p> <p>New and improved mandatory cyber and information security training for all staff, which must be completed on induction and annually thereafter.</p>	<p>The Group has processes in place to help ensure we remain compliant with regulatory and legal requirements. We have a robust regulatory horizon scanning process, to ensure we are able to respond appropriately to current and emerging regulatory changes.</p> <p>Our key areas of focus continue to be:</p> <ul style="list-style-type: none"> • Measuring ourselves against FCA guidance, thematic reviews and supervisory work to ensure we are meeting regulatory expectations and best practice. • Enhanced training and awareness for staff, to ensure that the Consumer Duty requirements are embedded in all business processes, including identifying and supporting vulnerable customers through staff training, monitoring, use of management information and outcomes reporting. • Sales interactions with customers are 100% monitored through investment in an AI tech solution, as well as manual quality assurance checks. This ensures that we can respond quickly to any issues which may arise and remedy them.

Environmental, Social and Governance

PRACTISING OUR PURPOSE

Our ESG strategy is closely aligned to our purpose: to improve people's health, happiness and financial wellbeing. The development of the strategy is overseen by our Board, who adheres to an ethical and sustainable decision-making framework. Our Board is passionate about ensuring Personal Group has a positive impact on our environment and society, as well as its employees – we fulfil our purpose when it comes to looking after the physical health and wellbeing of our people.

Personal Group's ESG strategy is reinforced by the ESG Bonus Gateway, introduced in 2024, whereby achieving the Group's ESG targets forms a meaningful part of remuneration. If at least four of the objectives are met then 100% of the Bonus Pool Funding is released, though if only three objectives are met then 50% is released, and if none are met then no bonus is payable. In 2025, 100% of the Bonus Pool funding was released. We are very pleased with this achievement and with the enthusiasm across the organisation in pursuit of it.



Becoming a market leader in ESG

We acknowledge that there is still more we can do to support our environment, people and society, as well as build upon our high Governance standards, which is why we decided to join the global platform for sustainable supply chains, Ecovadis. Ecovadis provides a rigorous and holistic assessment of our ESG strategy, and awarded us 66% for our 2025 performance. Whilst this is an impressive starting point, we are striving to be a leader in ESG for an organisation of our size on the AIM market and have set an ambitious target of achieving 80% in 2026. Our ESG targets for 2026 have been set in light of the Ecovadis requirements.



For the latest on ESG:

www.personalgroup.com/responsible-business



Environmental, Social and Governance continued

ESG OVERVIEW

ESG is at the heart of our business.

Environment

Carbon emissions

2025 target:

2.0 tCO₂ emitted per full time equivalent person (FTE).

Update:

Met our target, with 2.0 tCO₂ emitted per FTE.

Critically, we invested in monitoring software for our electricity usage, enabling us to understand and target reduce our energy consumption.

We have commenced work with environmental consultants on a long-term Environmental Management plan to reach carbon zero.

Social

DE&I initiatives

2025 target:

Review our DE&I initiatives at quarterly meetings and implement at least four new initiatives that support our DE&I agenda.

Update:

The quarterly meetings took place as planned in 2025, with a focus on strengthening our culture.

The four new initiatives that took place in support of our DE&I agenda are:

- The first publication of our diversity and pay gap data.
- Held engagement activities in celebration of National Inclusion Week.
- Launched the Human Library, promoting the sharing of experiences.
- Launched a partnership with the Purpose Coalition, supporting the participation of young people in the workplace.

PACT spend & volunteering

2025 target:

Continue to support our community through targeted PACT donations.

At least 150 volunteering days in total to be taken by employees, via our Volunteering Policy launched in 2024, to support our charitable projects.

Update:

PACT donations continue to allow employees to allocate £100 per year to a charity of their choice as well as customers and policyholder nominations.

Donations also benefitted the community with amounts donated to local schools and community foundations.

Our team exceeded our target and completed 176 volunteering days in 2025 in support of a range of projects, including the employment of disabled adults by enterprises, the provision of employment support to local students, and animal sanctuaries.

Governance

QCA Code compliance

2025 target:

Revise all of our mandatory training modules to ensure they are relevant and impactful, and have a 90% completion rate to support Personal Group's compliance obligations and strategy. All new starters to complete formalised induction training with bi-annual updates to be completed by all staff.

Update:

Significant improvements were made to the content and useability of the training modules and we launched a new suite of IT security modules to strengthen our governance related learning.

We surpassed our target for completing mandatory training, with 97.7% of all training had completed by our teams in 2025.

We also introduced a new corporate induction programme for new starters.

2026 target:

Achieve an external accreditation of 80% through Ecovadis (2025 – 66%) by strengthening governance, environmental and social controls including enhancing our Procurement Policies with certification reporting; ISO27001 accreditation; enhanced compliance tracking; delivery of the Environmental Management Plan with CO₂ reduction versus 2025; and expanded labour and human rights reporting through the people dashboard.



Environmental, Social and Governance continued

SECR Compliance Statement

Our energy and carbon calculations have been conducted in accordance with the UK Government’s Reporting Guidelines for Company Report. Data has been reviewed and verified by a third-party (Adler and Allan). GHG calculations have been performed using the Greenhouse Gas Protocol Corporate Reporting Standards (GHG Protocol) and ISO14064-1:2018

Greenhouse Gases – Part 1: Specification with guidance at the organisation level for quantification and reporting of greenhouse gas emissions and removals. All emissions calculations use up to date GHG Conversion Factors for Company Report (BEIS) and are reported as carbon dioxide equivalent (CO₂e), accounting for all major greenhouse gases.

Our carbon footprint for the 2025 reporting year has been calculated based on our environmental impact across scope 1, 2 and 3 (selected categories) emissions sources for the UK only. Our emissions are presented on both a location and market basis. On a location basis, our emissions are 509 tCO₂e, which represents an average impact of 2.0 tCO₂e per full time employee,

and on a market basis, our emissions are 495 tCO₂e. We have calculated emissions intensity metrics on revenue, floor area and employee bases, which we will monitor to track performance in our subsequent environmental disclosures.

During the reporting period, we have taken the following actions to reduce our environmental impact:

- The decision was taken that all newly ordered vehicles will be either hybrid or fully electric, transitioning to a lower-emissions fleet.
- Remediation work has been completed on the boiler and heating systems to manage gas usage at JOH.
- Enhance monitoring software has been installed within our head office to ensure effective and efficient electricity consumption.

The table below sets out total energy consumption and resulting GHG emissions by scope arising from business operations.

Summary GHG Emissions Results

Scope 1 Emissions (tCO ₂ e)	FY2022	FY2023	FY2024*	FY2025	% From Baseline
Natural Gas	90	97	99	124	+25%
Company Fleet	370	365	347	339	-2%
Scope 2 Emissions (tCO ₂ e)					
Purchased Electricity (location-based)	52	53	47	39	-17%
Purchased Electricity (market-based)	52	53	27	25	-7%
Scope 3 Emissions (tCO ₂ e)					
Grey Fleet Mileage	11	14	9	7	-22%
Total Emissions (tCO ₂ e)					
Total Emissions (location-based)	523	533	502	509	+1%
Total Emissions (market-based)	523	533	482	495	+3%
Energy Consumption (kWh)					
Total Energy Consumption	-	-	2,282,442	2,373,151	+4%
Intensity Ratios (location-based)					
tCO ₂ e per £m Revenue	10.5	10.7	11.5	10.5	-9%
kgCO ₂ e per Floor Area	58.2	61.5	51.5	59.9	+16%
tCO ₂ e per Employee	1.9	2.0	2.0	2.0	+0%

* Please note that a correction to the FY2024 company vehicle-related emissions figure has been made within the FY2025 report, due to an incorrect carbon emissions conversion factor being applied previously.

Environmental, Social and Governance continued

PARTNERSHIP WITH PURPOSE COALITION

DEIB at Personal Group

At Personal Group, we celebrate the differences in our people and their diverse backgrounds, ideas, opinions, and life experiences, and we are committed to creating a workplace that maximises the potential of all our people so that everyone is valued and feels empowered to contribute to our continued success.

In 2025, we relaunched our DEIB Committee, featuring a group of colleagues who meet quarterly to explore new ways to strengthen inclusion, empowerment, and belonging across our organisation. Together, they champion action that ensures every employee feels recognised, supported, and valued at work.

Here are some of the initiatives we launched at Personal Group last year that strengthen our ongoing commitment to DEIB:

The PG Human Library is an internal initiative where colleagues volunteer to share their lived experiences in one to one conversations. It gives employees a chance to hear real stories, challenge assumptions, and build deeper understanding by connecting with people who've walked different paths.

Purpose Lab connects students with employers to bridge the gap between education and industry while amplifying diverse voices and perspectives. Through our partnership with the Purpose Coalition, student insights are helping us understand how the next generation views wellbeing, inclusion, and equity so we can better support employees from all backgrounds.

We are in the process of implementing the **Clear Assured platform** to benchmark our DEIB progress against a recognised, evidence based global standard. By working through its expert designed framework, we will be able to validate our strategy, identify gaps, and embed enhanced inclusive practices across our culture, ensuring our approach is measurable, accountable, and continually improving.



45.2%
of Personal Group employees are women

17.4%
Gender Pay Gap

24.3%
Racially and Ethnically Diverse

15.8%
Ethnicity Pay Gap

91%
average score across 4 DEIB measures in our engagement survey



Find out more on our website:
www.personalgroup.com/responsible-business



Inclusive Recruitment at Personal Group

In 2025 we conducted an end-to-end review of our recruitment and promotion processes and implemented the following:

- Diversity data tracking from application through to leavers
- Anonymised application processes
- Job adverts and descriptions reviewed and checked for bias
- Trained our recruitment team in inclusive hiring
- Delivered an introduction to inclusive recruitment in our manager training programme



Find out more on our website:
www.personalgroup.com/consumerduty



Section 172 Statement

THE DIRECTORS ARE AWARE OF THEIR DUTY

Under s172 of the Companies Act 2006.

To act in the way they would consider, in good faith, would be most likely to promote the success of the Group for the benefit of its members as a whole and, in doing so, to have regard (amongst other matters) to:

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

The Chairman sets out the text of s172 Companies Act 2006 on every Board agenda by way of a reminder.

The table that follows is a description of our key stakeholder groups and how we engaged with them in 2025.

Why we engage with	How we engaged in 2025	What matters to the Group
<p>Our Policyholders</p> <p>Our policyholders are key to the long-term success of the Group.</p> <p>The retention of existing, and attraction of new, policyholders is equally important.</p> <p>We aim to make any interaction with Personal Group as positive and simple as possible and ensure that our products are regularly reviewed and fit for purpose.</p> <p>Provision of suitable and targeted employee benefits to our relevant market sectors.</p>	<p>We continue to deliver personalised, face-to-face presentations to both prospective and existing policyholders in their workplaces.</p> <p>The Group remains firmly focused on achieving positive outcomes for policyholders. Our Consumer Duty working party meets regularly to ensure full compliance with FCA regulations while maintaining the highest standards of customer service.</p> <p>As part of our commitment to Consumer Duty, we were proud to be externally recognised as finalists in the Institute of Customer Service Awards.</p> <p>We also successfully launched digital insurance products across 17 clients without face-to-face services. Among these, 5,000 employees opted in to receive communications and 7,000 registered on Hapi. Encouragingly, we recorded sales across all policy lines, with many customers purchasing multiple policies.</p> <p>Our hybrid customer relations team, based in Milton Keynes, has further improved quality and productivity, making it easier for customers to contact us via phone, email, or webchat. In 2025, the team handled over 55,000 calls, 25,000 emails, 20,000 online enquiries, and 2,100 webchats.</p> <p>We also streamlined the claims process, significantly reducing processing times. As a result, 98% of claims were processed within 48 hours, enhancing customer satisfaction and contributing to a Trustpilot score of 4.9.</p>	<p>Our products are relevant and provide cost effective protection</p> <p>Fair and consistent pricing</p> <p>Efficient and sympathetic processing of claims</p> <p>Ease of access to customer service</p> <p>Strong net promoter score</p> <p>Strong retention rates</p>



Section 172 Statement continued

Why we engage with	How we engaged in 2025	What matters to the Group
<p>Our Clients</p> <p>Our purpose is to help our clients drive productivity and profitability by improving employee engagement, retention and overall effectiveness. Through our suite of products and services we support employee wellbeing and foster a positive and equitable work environment, enabling businesses to enhance performance and create sustainable success.</p>	<p>We actively engage with our clients and their employees through a range of channels, including face-to-face sessions, digital communications, and the hosting of industry and business forums. In addition, we share thought leadership through white papers and provide quarterly insights tailored to meet our clients' specific needs.</p> <p>Recognising the critical importance of data security, the Group holds ISO 27001 certification, and our employee benefits platform is ISO 9001 certified. We proactively educate and advise clients on data security best practice, encouraging the adoption of enhanced protective measures such as multi-factor authentication (MFA) to safeguard both client and customer information. MFA functionality was introduced during the year to strengthen security controls and reduce the risk of fraudulent activity.</p>	<ul style="list-style-type: none"> Trusted and valued partner to clients Product range, price and quality Convenience and accessibility Customer service Fair marketing Responsible use of personal data Ethics and sustainability
<p>Our Colleagues</p> <p>The Group's long-term success is predicated on the commitment of our employees to our purpose and demonstration of our values. In order to deliver great customer service and improve our staff engagement scores we need to ensure that we provide an appropriate environment and communication channels to both attract and retain talent for now and the future.</p>	<p>We operate an open, collaborative, and inclusive management structure, maintaining regular engagement with employees through company-wide briefings and quarterly business updates.</p> <p>Our remuneration framework offers competitive, market-aligned salaries alongside sector-leading rewards and benefits. This is supported by a strong learning culture and clear career development opportunities. We continue to embrace a hybrid working model for all office-based colleagues, with feedback indicating that it supports improved work-life balance and drives higher levels of engagement and productivity.</p> <p>In 2025, almost 10% of our people were promoted, with a further 5% moving into new internal roles, reflecting our commitment to developing and retaining talent.</p>	<ul style="list-style-type: none"> Fair employment Competitive pay and benefits Development and career opportunities Collaborative and supportive work environment Health and safety and colleague wellbeing Responsible and respectful use of personal data
<p>Our Suppliers</p> <p>Our suppliers are fundamental to the quality of our products and to ensuring that as a business we meet the high standard of conduct that we set ourselves. Our Hapi platform contains numerous third-party offerings which add value to the overall proposition. It is important that we ensure good working relationships with those suppliers but also to choose partners that allow the Group to fulfil its day-to-day operations to deliver our products and services to the best standard possible.</p>	<p>We maintain regular, open, and two-way dialogue with our largest suppliers, fostering strong and collaborative relationships. Key suppliers are invited to attend and present at our client conferences and workshops, supporting shared learning and partnership.</p> <p>Our supplier onboarding process is subject to ongoing review and enhancement, and we conduct annual assessments of all key Group suppliers to ensure continued alignment with our standards and expectations.</p> <p>We work closely with suppliers to confirm that robust controls are in place to safeguard the security and privacy of our customers' data. During the year, we implemented contract management software, Market Dojo, to strengthen the onboarding process and enhance the oversight and management of supplier relationships.</p>	<ul style="list-style-type: none"> Long-term partnerships Collaborative approach Open terms of business Fair payment terms



Section 172 Statement continued

Why we engage with	How we engaged in 2025	What matters to the Group
<p>Our Community & Environment</p> <p>The Board recognises the importance of leading a Group that not only generates value for shareholders but also contributes to the wider society.</p>	<p>We actively encourage our employees to engage with their local communities and work closely with our PACT Committee to allocate funds from the Personal Assurance Charitable Trust in support of charities both in the UK and internationally, as outlined on page 31.</p> <p>During the year, we completed 176 volunteering days—an increase of more than 20 days compared with the prior year—exceeding our target.</p> <p>We remain mindful of the importance of long-term sustainability. Over the year, we replaced the all of the Group’s vehicle fleet with hybrid and low-CO₂ petrol models, phasing out less environmentally friendly vehicles. In addition, we are taking steps to reduce commuting for our field sales team, delivering benefits both to our colleagues and in lowering the environmental impact of travel.</p>	<p>Reduce environmental impact</p> <p>Invest in local community</p> <p>Promote environmental offerings on platform, i.e. Cycle to Work</p> <p>Supporting local community by creating jobs and providing work experience and apprenticeships</p>
<p>Our Shareholders</p> <p>Our shareholders are key to the long-term success of the business. Through our investor engagement activities, we strive to obtain investor buy-in into our strategic objectives and how we plan to deliver on them. We create value for our shareholders by generating strong sustainable profits and dividends.</p>	<p>Through our investor relations programme — comprising regular trading updates, investor meetings, roadshows, and our Annual General Meeting — we ensure that shareholders’ perspectives are represented in the Boardroom and carefully considered as part of our decision-making processes.</p> <p>During the year, we strengthened the Board with the appointment of Rachel Webb as a Non-Executive Director and Chair of the Audit and Risk Committee, further enhancing our governance and oversight.</p>	<p>Financial performance</p> <p>Strategy and business model</p> <p>Dividend</p> <p>Long-term growth</p> <p>Reputation of the Group</p>

Committees

2025 Committee meeting dates

Board	11 Feb	27 Feb	18 Mar	8 May	18 May	24 Jun	28 Jul	9 Sep	23 Oct	24 Nov
Audit			18 Mar					9 Sep		
Risk & Compliance		27 Feb			18 May					24 Nov
Nominations	11 Feb									24 Nov
Remuneration	11 Feb		18 Mar					9 Sep		24 Nov

Corporate Governance

Enhancing performance and supporting the delivery of the Group's strategic objectives.

“Effective governance should enhance performance and support the delivery of the Group's strategic objectives.”

Martin Bennett
Independent Non-Executive Chair



Chair's Introduction Dear Shareholder

My role as Chair of Personal Group is to ensure that the Board continues to perform its role effectively, providing oversight and constructive challenge. I am pleased to present this section of our Annual Report, which sets out the governance framework that underpins the Group's operations and supports accountability, transparency and long-term value creation for all stakeholders.

I also have responsibility for ensuring robust governance across the Group through appropriate challenge and direction of the Senior Leadership Team.

Effective governance should enhance performance and support the delivery of the Group's strategic objectives, while balancing the interests of shareholders, employees, customers, suppliers and wider stakeholders.

The Board continues to play a central role in establishing and reinforcing the culture of the business, ensuring it remains aligned with the Group's purpose, values and business model, and that it is appropriately embedded throughout the organisation.

Board composition and succession

The Group continues to develop and maintain an integrated succession plan for both the Board and senior management. During the year, following the retirement of Non-Executive Director Bob Head, the Board appointed Rachel Webb as Non-Executive Director and Chair of the Audit and Risk & Compliance Committees. Rachel has over 20 years' experience in financial services through working in both PRA & FCA regulated firms and large accountancy practices, enabling her to approach issues from both a commercial and regulatory perspective.

In addition, Ciaran Astin assumed the position of Remuneration Chair in late H2, bringing discipline and critical thinking to our Executive remuneration plans as we continue to ensure a motivating trajectory aligned with our shareholder delivery plans. Maria Darby Walker assumes a dedicated role as Senior Independent Director, increasing our governance rigour.

Governance framework

The Board continues to believe that the QCA Code remains the most appropriate governance framework for the Group and considers that it complies with each of the ten principles of the Code. Performance against these principles is monitored, with a focus on continuous improvement and evolving best practice.

We early adopted the updated QCA Code for the year ended 31 December 2024 and, as recommended by Principle 9, have chosen to voluntarily submit separate advisory resolutions on the remuneration policy and remuneration report to shareholders at the AGM reflecting the Board's commitment to transparency and meaningful shareholder engagement on remuneration matters.

Board effectiveness

In line with our established practice, the Board remains committed to undertaking an external independent Board effectiveness review every three years, with internal reviews conducted in the intervening years. The most recent external review was completed in 2025. The key themes identified were around:

- Increasing the Board's focus on the external environment
- Focusing on talent and succession
- Enhancing the engagement between NEDs and management

The Board has begun implementing the recommendations arising from that review.

Board and Committee activity

The Board met 10 times during 2025 (2024: 10 times). Attendance by individual Directors is set out on pages 41 to 42.

Further detail on the work of the Board Committees, including the Audit, Risk and Compliance, Remuneration, and Nominations and SM&CR Committees, is provided later in this section of the Annual Report.

Martin Bennett
Independent Non-Executive Chair



Corporate Governance continued

QCA Code compliance

Corporate Governance Code Principle	Attestation of compliance	Summary of compliance	Where to find further information in the 2025 Annual Report and Accounts
<p>Principle 1: Establish a purpose, strategy and business model which promote long-term value for shareholders</p>		<p>Personal Group provides insurance services and a broad range of employee benefits and wellbeing products to businesses across the UK. Personal Group also provides pay and reward consultancy services. The Group enables employers to improve employee engagement and support their employees physical, mental, social and financial wellbeing, supporting our vision of creating a brighter future for the UK workforce.</p>	<ul style="list-style-type: none"> 2025 Highlights Page 2 Why invest in PG Page 3 Our Ambition Page 7 How we will get there Page 8 Market Overview Page 12-15
<p>Principle 2: Promote a corporate culture that is based on ethical values and behaviours</p>		<p>The Board believes Group culture is set from the top of the organisation. These values form a core part of how the business is managed, from recruitment to training, and ongoing reward and recognition. An employee engagement survey was conducted in March 2025 which produced valuable feedback enabling positive change to be made to the business culture in the last half of the year. Conduct and culture related metrics are reported on at Board Risk & Compliance Committees. Metrics concerning compliance with the Financial Conduct Authority's Senior Management & Certification Regime are also reported on at Board meetings.</p>	<ul style="list-style-type: none"> Environmental, Social and Governance Page 30 – 33
<p>Principle 3: Seek to understand and meet shareholders' needs and expectations</p>		<p>Regular dialogue takes place with shareholders through initiatives including the Annual General Meeting, investor roadshows, regulatory announcements and the Report and Accounts. During 2025 our Chief Executive, CFO, Chair and other Non-Executive Directors met virtually, and in person, with key investors. We also hosted our investor events in March and September 2025.</p>	<ul style="list-style-type: none"> Section 172 Statement Page 34



Corporate Governance continued

Corporate Governance Code Principle	Attestation of compliance	Summary of compliance	Where to find further information in the 2025 Annual Report and Accounts
<p>Principle 4:</p> <p>Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success</p>		<p>As a Board we understand our duty to promote the success of the Group whilst considering the views of, and impact on, our wider stakeholder group of customers, policyholders, suppliers, colleagues and our community and environment as well as our shareholders. ESG is also central to all key decisions at a board level and, to ensure this remains an area of focus day to day, ESG targets were added as a gateway to all staff bonus payments in 2025. In 2025, Personal Group subscribed to EcoVadis, a leading platform that provides comprehensive sustainability ratings for companies across various industries. EcoVadis helps companies assesses their environmental, social, and ethical performance. Personal Group is using EcoVadis to identify areas of improvement and to track progress against actions. Improving our overall EcoVadis score will be built into company and individual staff objectives in 2026.</p>	<p> Environmental, Social and Governance Page 30 – 33</p>
<p>Principle 5:</p> <p>Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation</p>		<p>The Board is responsible for identifying and mitigating risks to the Group achieving its strategic objectives. It addresses risk management through an “Enterprise Risk Management Framework”, and a system of risk governance, including a Risk and Compliance Committee. During 2025, a risk based internal audit function was again provided by RSM. Compliance, assurance and risk management activities are reported on at the Board Risk & Compliance Committees. Committee members provide constructive and robust challenge to Executive Leadership with resulting management actions tracked and reported on at subsequent Committee meetings.</p>	<p> Risk Management Page 28 – 29</p> <p> Risk & Compliance Committee and Audit Committee Reports Page 44 – 47</p>
<p>Principle 6:</p> <p>Establish and maintain the Board as a well-functioning, balanced team led by the chair</p>		<p>The Group maintains, and is satisfied that, the Board has a suitable balance of independence and knowledge, with Directors encouraged to challenge all matters. The Board meets regularly, with a formal schedule of matters for its approval. The Board is supported by regular engagement with the Senior Leadership Team, and a system of formal Board committees. Directors are required to devote sufficient time to carry out their role.</p>	<p> Corporate Governance Page 37</p> <p> Board of Directors Page 41 – 42</p> <p> Nominations Committee Report Page 54 – 55</p>



Corporate Governance continued

Corporate Governance Code Principle	Attestation of compliance	Summary of compliance	Where to find further information in the 2025 Annual Report and Accounts
<p>Principle 7:</p> <p>Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities</p>		<p>The Board is collectively responsible for the long-term success of the Group and for setting and executing the business strategy. It fulfils this responsibility through Board and other Committee meetings held regularly throughout the year. The background and experience of the Board ensures there is an effective and appropriate balance of skills and knowledge. Additional training is provided where needed and Board members are encouraged to maintain their professional development.</p>	<p> Board of Directors Page 41 – 42</p> <p> Board Sub-Committees' Reports Page 44 – 55</p>
<p>Principle 8:</p> <p>Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement</p>		<p>Board members are each set annual objectives, with performance feedback provided by corresponding Executive and Non-Executive members. Board evaluation is the responsibility of the Chair. Board effectiveness reviews are undertaken yearly, with independent reviews at least every three years.</p>	<p> Nominations Committee Report Page 54 – 55</p>
<p>Principle 9:</p> <p>Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture</p>		<p>A new principle in the updated QCA code, this has been in place for many years. Our remuneration policy reflects our commitment to ensuring that our approach to remuneration remains competitive, transparent, and in the best interests of our shareholders. As part of our engagement with the QCA code, our remuneration policy and our remuneration statement was put forward for a non-binding vote at the AGM.</p>	<p> Remuneration Committee Report Page 48 – 53</p>
<p>Principle 10:</p> <p>Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant key stakeholders</p>		<p>The Group communicates through a variety of regular digital and traditional communications. These include face-to-face meetings, the Annual Report and Accounts, Interim Results, investor news announcements and information provided on the Group's website.</p>	<p> Section 172 Statement Page 34</p>

Board of Directors



Martin Bennett
Non-Executive Chairman



Appointed January 2021

(previously Non-Executive Director; appointed Chairman, May 2021)

Martin is an experienced non-executive and chairman, bringing over 20 years of financial service experience. He has a diverse and extensive skill set, stretching across commerce, operations and finance. Prior to embarking on a non-executive career in 2018 Martin spent nearly 15 years at HomeServe plc creating a FTSE 250 services business, holding CEO, COO and CFO responsibilities in the UK, US and Europe.

Before this he spent three years as Finance Director of Clarity Group and 10 years at Arthur Andersen where he worked in audit and transaction services.

Skills, personal qualities and capabilities

An accounting and finance graduate, Martin is a Fellow of the Institute of Chartered Accountants. Previously Chair of Lumon plc, Ventureprise plc and the Association of Foreign Exchange and Payment Companies (AFEP).

External appointments

Chairman of Oncourse Home Solutions Inc and Pacifica Group Limited



10/10 Meetings attended



Paula Constant
Chief Executive

Appointed August 2023

Her career began at Accenture before moving into senior roles at Vodafone, BT, Mitie, National Australia Bank, and Woven Solutions Group. At Woven, she led through strong operational discipline and technology-led improvements.

Paula joined Personal Group as CEO on 1 August 2023. Since then, she has driven major enhancements in customer service, claims, sales, and technology, while improving both customer and employee engagement.

Skills, personal qualities and capabilities

Paula is known for her resilient leadership style, strategic clarity, and ability to galvanise teams. Paula is an energetic and highly accomplished business leader with over 25 years of experience across telecoms, banking, and outsourcing. She holds a BA in Music and an MA in Management Studies from Cambridge University.



10/10 Meetings attended



Sarah Mace
Chief Financial Officer

Appointed October 2020

(previously Company Secretary from April 2014)

Sarah joined Personal Group in January 2014 as Group Financial Controller and Company Secretary. Previously Head of Finance for private equity owned Chicago Leisure Ltd she also has experience in a broad range of industries including roles at large communications firm Cable and Wireless and various life and pensions companies.

Skills, personal qualities and capabilities

Sarah is a Fellow Member of the Association of Chartered Certified Accountants and also has a Master's degree in mathematics from Oxford University.



10/10 Meetings attended



Maria Darby-Walker
Senior Independent Director



Appointed June 2019

(Appointed Senior Independent Director in December 2025)

Maria joined Personal Group as Non-Executive Director in June 2019 and was Chair of the Remuneration Committee from January 2020 until 2025.

She has over 10 years' experience as a Non-Executive Director spanning financial services, banking and other sectors. She also has strong listing/market experience.

She is experienced in financial regulation, corporate governance and shareholder and investor relations. Her remit and interests as a NED encompass the people agenda, sustainability and cyber security/AI.

Skills, personal qualities and capabilities

Beyond her technical and industry qualifications, Maria is also a qualified leadership coach and mentor. Separately, she was appointed honorary visiting fellow at Oxford University in September 2022.

External appointments

Senior Independent Non-Executive Director and Chair of the Remuneration Committee at Redwood Bank Ltd



10/10 Meetings attended



Board of Directors continued



Rachel Webb
Non-Executive Director



Appointed April 2025

Rachel has over 20 years' experience in financial services through working in both PRA & FCA regulated firms and large accountancy practices, enabling her to approach issues from both a commercial and regulatory perspective. Her most recent executive role was as CEO of Foresters Friendly Society which she left in Autumn 2024 after 5 years' at the helm.

Rachel also provides advisory services to other regulated financial services Boards. Through these roles she has gained experience on a number of Board subcommittees in various disciplines and is the current chair of several audit committees.

Skills, personal qualities and capabilities

Rachel is a Fellow of the Institute of Chartered Accountants in England and Wales.

External appointments

Non-Executive Director roles at Antares Insurance Company Limited and Motors Insurance Company Limited.



7/7 Meetings attended



Ciaran Astin
Non-Executive Director



Appointed May 2022

Ciaran is an experienced leader in consumer services businesses across the insurance, telecoms and energy sectors. Ciaran is currently Managing Director of KGM, a leading specialist motor insurer, and Chief Personal Lines Officer of DUAL UK.

From 2019 to 2023, Ciaran was Managing Director of ClearScore's Insurance-related business. Between 2012 and 2019, he held senior leadership roles at leading personal lines insurers, Hastings Group and Direct Line Group. Earlier in his career, Ciaran spent two years driving product transformation in Centrica's consumer business, following seven years in commercial leadership roles in the telecoms sector with BT Group and Telewest.

Skills, personal qualities and capabilities

Ciaran holds a Masters in Engineering from Cambridge University.

External appointments

N/A



10/10 Meetings attended



Andy Lothian
Non-Executive Director

Appointed July 2017

(previously Executive Director, appointed Non-Executive Director in January 2021)

Andy Lothian joined Personal Group in 1998 as a Group Account Executive focusing on new business sales and client servicing. His passion for excellence, drive, and commitment has seen him go from strength to strength. His journey at Personal Group has evolved greatly over the last two decades, through Sales Management roles and eventually 11 years as Managing Director of Personal Group Benefits.

In January 2021 Andy moved into a Non-Executive Director role on the Board.

Skills, personal qualities and capabilities

Andy has extensive knowledge and experience of the important day-to-day role that all Personal Group employees play in the development and growth of the business.

External appointments

Director of Lothian Property Group.



10/10 Meetings attended



Josh Roberts-Jones
Finance Director and Company Secretary

Appointed January 2025

Josh has been with Personal Group since 2018, joining the business as a Finance Manager. After becoming Financial Controller in 2020, he was appointed Head of Finance in 2023 and has taken on the appointment of Company Secretary since February 2025.

Josh trained as an auditor at KPMG LLP, gaining his professional chartered accountancy qualification with the ICAEW. Having gained valuable experience in a variety of sectors, including financial services, Josh gained industry experience at bpha limited prior to joining Personal Group.

Skills, personal qualities and capabilities

Josh is a Chartered Accountant and holds a degree in Mathematics with French from Royal Holloway University of London.

10/10 Meetings attended

Senior Leadership Team



Hywel Philips
Chief Operating Officer

Appointed January 2024

Hywel Philips joined Personal Group as COO in January 2024 having spent almost 20 years in the Telecommunications industry with BT. Hywel worked in a wide range of roles across BT group, leading and transforming desk and field teams across engineering and service.

For 7 years Hywel was a Director in Openreach, the engineering arm of BT, where he was a driving force in scaling the early fibre build in the UK whilst later leading the Full Fibre (FTTP) team across the UK, leading thousands of colleagues.

Skills, personal qualities and capabilities
Hywel holds H1, BA in Business Economics from Exeter University and a MA in Organisational Analysis from Warwick University Business school.



Arianne Riddell
Chief Client Officer

Appointed August 2025

Arianne Riddell joined Personal Group as Chief Sales Officer in Feb 2025, bringing extensive experience in driving sales growth and strategic innovation across the technology, media, and SaaS industries.

With a career spanning senior leadership roles at Feefo, LinkedIn, and JCDecaux, Arianne has led global revenue strategies, transformed commercial operations, and driven significant growth.

Skills, personal qualities and capabilities
At Personal Group, Arianne oversees Sales, Partnerships, and Customer Success, focusing on building high performing teams, strengthening client relationships, and unlocking new market opportunities. Her strategic mindset and proven results will play a key role in accelerating Personal Group's continued success.



Karen Thornley
Chief Executive of Innecto

Appointed June 2019

Karen is Chief Executive of Innecto Reward Consulting, a position she has held since 2019 following Innecto's acquisition by Personal Group. Alongside her role as CEO, she has undertaken senior Group leadership positions, including Chief Commercial Officer from 2021 and Chief Product and Partnerships Officer from 2023.

With over 20 years of commercial and strategic experience, Karen has held senior roles in the leisure, telecoms, and not for profit sectors.

Skills, personal qualities and capabilities
Karen provides clear, strategic leadership across all of Innecto's consulting and digital reward solutions. Her deep understanding of the product portfolio and client needs enables the business to deliver innovative, commercially impactful reward strategies.

She holds a BA (Hons) in Management Studies and Business Administration from Reading University.



Jenny Hinde
Chief People Officer

Appointed May 2025

A highly experienced commercially focussed and values-led People and Change Director, Jenny has more than 25 years of experience in the people journey and organisational culture. Having started her career at Centrica, Jenny went on to hold a variety of Director-level HR and Changes roles at Amey and has most recently held the role of Executive Director at the Clear Company.

Skills, personal qualities and capabilities
Beyond her qualifications as a Fellow of the Chartered Institute of Personnel and Development, Jenny brings extensive experience alongside a blend of strategic thinking and pragmatic solutions in the people space.



Risk and Compliance Committee Report

Meetings held

3

Risk and Compliance Committee members

Meeting Attendance

Bob Head (Chair)*	1/1
Rachel Webb (Chair)**	2/2
Martin Bennett	3/3
Maria Darby-Walker	3/3
Andy Lothian	3/3
Ciaran Astin	3/3
Sarah Mace	3/3
Paula Constant	3/3



Dear Shareholder

I am pleased to present the Risk and Compliance Committee Report for the year ending 31 December 2025.

Activity during the year.

The Committee focuses its debate on key risks, emerging risks, and areas where we perceive we have increased risk. We then assess whether the risk has been appropriately managed and mitigated.

The Committee's Chair reports formally to the Board on its proceedings after each meeting and during the year the Committee met three times, overseeing significant Group-wide projects which included:

- Consideration of the Group's approach to the challenging economic outlook which persisted throughout 2025, including how to optimise the Group's current offering and tailor the go to market message to mitigate the risk of any impacts on income from clients and customers.
- Reviewing and approving the annual Consumer Duty Board Report, which confirmed that customers are receiving good outcomes and fair value, that the future business strategy is consistent with delivering good outcomes alongside identifying areas of further enhancement.

* Bob Head resigned from the Board with effect from 8 May 2025.

** Rachel Webb was appointed to the Board with effect from 1 April 2025 and became Risk & Compliance Committee Chair with effect from 4 July 2025, following regulatory approval. Maria Darby-Walker chaired the committee meeting on 19 May 2025.

- The updating and further development of the Own Risk and Solvency Assessment (ORSA) for Personal Assurance Plc to account for current risks and exposures, particularly in relation to inflationary pressures and negative cost of living effects and strategic risks which have persisted throughout 2025.
- Reviewing and approving the proposal to enhance the group's IT infrastructure security.
- Reviewing and approving the proposal to further enhance cyber security controls in relation to the Hapi platform.
- Reviewing and approving a Compliance review of FCA/PRA Senior Management Functions allocation across all regulated entities.
- Continued review into the value in the insurance products underwritten, and sold, by Personal Group companies, reviewing peer-related data, the FCA GI Value Measures data and internal MI.

In addition, other work undertaken during the year included:

- Ongoing consideration of the Own Risk and Solvency Assessment (ORSA) for Personal Assurance Plc to account for current risks and exposures.
- The regular review of the group's exposure to the risks and threats to the strategic objectives, setting the risk appetites and agreeing tolerances.

- The review, consideration and approval of existing Board Group risk policies.
- Consideration of management information which assesses levels of quality and compliance, and the effectiveness of the Information Security Management System.
- Consideration of the quality of the face-to-face sales of the insurance policies, and understanding how artificial intelligence (AI) is used to enhance quality and protect consumers.
- Oversight of the resolution of actions arising from an external review of our health and safety regime.

As in previous years, the Committee has continued to apply its mind to the risk logs both in terms of completeness and how risks are optimised. The Committee has also worked closely with the Audit Committee to ensure that the Committees neither duplicate work nor allow things to slip between the gaps. All directors are members of risk committee.

Rachel Webb

Independent Non-Executive Director and Chair of the Risk & Compliance Committee

Audit Committee Report

The Audit Committee’s role is to support the Board by ensuring the integrity of the Group’s financial reporting, the effectiveness of internal controls, and the robustness of risk management processes. These activities are fundamental to maintaining investor confidence, regulatory compliance and high standards of corporate governance.

Meetings held

2

Audit Committee members

Meeting Attendance

Bob Head (Chair)*	1/1
Rachel Webb (Chair)**	1/1
Martin Bennett	2/2
Maria Darby-Walker	2/2
Ciaran Astin	2/2



Dear Shareholder

The Audit Committee remains a key component of the corporate governance framework at Personal Group. Its primary responsibilities are to oversee the financial reporting process, ensure the accuracy and integrity of the Group’s financial statements, and monitor compliance with applicable accounting standards, including International Financial Reporting Standards (IFRS).

The Committee also oversees the effectiveness of the Group’s internal controls and risk management processes, providing assurance to the Board that these remain appropriate to support the Group’s strategy and operations.

The Committee oversees the appointment of, and relationship with, the external auditor and ensures compliance with relevant regulatory requirements. It also gains assurance that the control environment across the Group is robust and operating effectively.

The Committee is also responsible for overseeing the effectiveness of internal audit, which continues to be outsourced to a third party, in line with the Chartered Institute of Internal Auditors’ (IIA) Guidance on Effective Internal Audit.

Roles and Responsibilities

The Audit Committee assists the Board in discharging its responsibilities in respect of oversight of the following areas:

Financial reporting:

- Reviewing the Group’s annual and interim financial statements to ensure they comply with IFRS and present a true and fair view of the Group’s financial position and performance;
- Reviewing and challenging changes to accounting policies, the accounting treatment of significant or unusual transactions, and the appropriateness of key judgements and estimates;
- Considering the impact of new accounting standards, regulatory developments and guidance issued by the Financial Reporting Council; and

- Monitoring the effectiveness of the Group’s financial reporting processes to ensure reporting is clear, balanced and timely.

Internal and external audit:

- Overseeing the relationship with the external and internal auditors, including their appointment, remuneration, independence and effectiveness; and
- Reviewing the scope of work and effectiveness of the outsourced internal audit function in the context of the Group’s overall risk management framework.

Internal controls:

- Overseeing the Group’s system of internal controls to ensure they remain effective in safeguarding assets, preventing fraud and supporting accurate financial reporting; and
- Reviewing the Group’s arrangements in relation to whistleblowing, fraud detection, and the prevention of bribery and money laundering.

* Bob Head resigned from the Board with effect from 8 May 2025.

** Rachel Webb was appointed to the Board with effect from 1 April 2025 and became Audit Committee Chair with effect from 4 July 2025.



Audit Committee Report continued

Membership and meetings

The Audit Committee comprises of Non-Executive Directors with extensive experience in financial reporting, auditing and governance. The Committee meets at least twice a year.

Details of the Directors' experience and qualifications are set out on pages 41 and 42.

Risk matters are primarily considered by the Risk and Compliance Committee. However, all members of the Audit Committee are also members of the Risk and Compliance Committee, ensuring effective coordination and information flow between the two Committees.

During 2025, the Committee held two formal meetings (2024: two). All Committee members attended each meeting that they were eligible to attend. In addition, other Board members and the Company Secretary attended meetings by invitation, where appropriate. The external and internal auditors were also in attendance.

The Committee's meetings are structured to encourage open and effective dialogue between Committee members, management, the Group's outsourced internal audit provider (RSM) and the external auditor (EY). The Committee meets with the internal and external auditors both with and without management present to discuss audit findings, control effectiveness and the quality of financial reporting. The Committee also meets separately to consider any matters arising.

Activities of the Audit Committee during the year

During the year, the Committee discussed with both the internal and external auditors the overall scope and plans for their respective audit work. As part of these discussions, the Committee considered whether there were any additional risk areas requiring focus beyond those identified by the auditors.

Key activities undertaken by the Committee during the year and up to the date of this Annual Report included:

- Review and approval of the 2024 Annual Report and Accounts and the 2025 Interim Results statement;
- Approval of the Solvency and Financial Condition Report; and
- Review of internal audit reports produced by RSM.

During 2025, RSM undertook audits in line with the agreed internal audit plan, covering areas including product lifecycle, a themed review of Hapi, HR performance management, Key Financial Controls and an SMCR follow up.

The Committee received regular reports from internal audit throughout the year and was satisfied with the overall effectiveness of the Group's internal controls. The Committee supported the recommendations made by internal audit and monitored management's progress in implementing agreed actions.

The Committee regularly reviews the performance and effectiveness of the outsourced internal audit function and continues to believe that this approach provides access to a broader range of expertise than would be available through an internally resourced function.

Significant reporting issues and judgements

In fulfilling its responsibilities, the Committee reviewed and discussed the audited consolidated financial statements with management, including consideration of the appropriateness of accounting policies, the reasonableness of significant judgements and estimates, and the clarity and completeness of disclosures.

The Committee reviewed recommendations from the finance function and received reports from the external auditor on their findings. Going forward where appropriate, the Committee will seek the adoption of a controls-based audit approach rather than a purely substantive approach.

External audit

EY LLP were first appointed as external auditor for the 2019 financial year.

The external auditor reports regularly to the Committee on compliance with professional and regulatory requirements and rotates the lead audit partner every five years.

There is ongoing dialogue between the Committee and the external auditor regarding audit effectiveness, efficiency and emerging risk areas that may inform audit planning.

The Committee confirmed that it is satisfied with the independence, objectivity and effectiveness of EY LLP as external auditor.

No non-audit services were provided by the external auditor during the year (2024: none).

Audit Tender and Auditor Rotation

During 2025, a formal and competitive audit tender process was overseen by the Audit Committee for appointment for the 2026 year end audit. The objective of the process was to ensure a fair and transparent tender process and to appoint the audit firm that would provide the highest quality audit in the most effective and efficient manner. An invitation to tender was sent to a number of firms, with five firms submitting proposals.



Audit Committee Report continued

The proposals were assessed against defined criteria, including audit quality, sector expertise, proposed audit approach, independence, and value for money.

Two firms were taken to a second stage, EY LLP and PKF Littlejohn LLP, with both presenting to the selection committee following which the Audit

Committee recommended to the Board the appointment of PKF Littlejohn LLP as the Group's external auditor.

Following this process, the Board agreed its intention to recommend to shareholders, for approval at the Group's 2026 AGM, the appointment of PKF Littlejohn LLP as external auditor of the statutory audits of

the Group for the financial year ending 31 December 2026 and beyond.

The Audit Committee would like to thank EY LLP for their professionalism and contribution to the Group during their tenure as external auditor.

Rachel Webb

Independent Non-Executive Director
24 March 2026

The significant reporting matters and judgements the Committee considered during the year included:

Carrying value of goodwill and other intangibles

As a result of business acquisitions, the Group has recognised significant balances for goodwill. Goodwill must be tested annually for impairment; other intangible assets are tested when there are indicators that they may be impaired. The assessment of potential impairment requires a number of judgements and estimates to be made in determining the relevant future cash flows and the discount rate to be applied.

Note 13 & 14

The Committee reviewed the key financial assumptions underpinning cash flow projections, the discount and long-term growth rates applied thereto and the results of sensitivity analyses.

The Committee was satisfied that no impairment was needed on the goodwill of Pay & Reward, and reiterated that the initial assessment of the acquired intangible assets and goodwill was appropriate.

The presentation of "Adjusted EBITDA" alongside statutory profit

Adjusted EBITDA, in this context, looks to adjust for non-underlying trading activity within the financials for year which are material in size, in order to fairly remunerate the management on underlying performance.

Note 5

The Committee considered the approach adopted and was satisfied that the approach continues to help provide a clear and balanced view of the underlying performance of the business than simply focusing on profit after tax. It also concluded that the approach is being applied consistently from year to year and the rationale is clearly presented and reconciled back to the IFRS published numbers.

The valuation of the liabilities for incurred claims

In line with IFRS 17 the Group retains a liability for incurred claims arising from claims in the current and preceding financial years which have not yet given rise to claims paid.

It is estimated based on the current information, and the ultimate liability may vary as a result of subsequent information and events.

Note 22

The Committee has reviewed the methodology and calculations relating to the claims provisions held by the insurance entities within the Group to ensure that the liability for incurred claims appropriately reflects historical claims experience from the insurance policies sold, together with current trends and developments, including the continuing increase in NHS activity. The Committee was satisfied that the amount reserved for across the Group is appropriate given the data available. It should be noted that the insurance business is short tail and post year end claims are examined before the accounts are signed off.

Going Concern

Going concern and viability has been assessed, including the adequacy of capital under a range of scenarios and the ability to pay dividends while maintaining the Group's target regulatory capital coverage.

Note 2.1

The Committee reviewed the stress scenarios the Directors have concluded that it is appropriate to prepare the financial statements of the Group and Company on a going concern basis.



Remuneration Committee Report

“As in previous years, our approach has been underpinned by the principles of fairness, transparency, and alignment with shareholder and broader stakeholder interests.”

Meetings held

4

Remuneration Committee members

Meeting Attendance

Ciaran Astin (Chair)	4/4
Bob Head	2/2
Rachel Webb	2/2
Martin Bennett	4/4
Maria Darby Walker	4/4



Letter from the Committee Chair

I am pleased to write my first letter as Chair of the Remuneration Committee, having taken over the role in September 2025.

I would like to thank my predecessor, Maria Darby-Walker, for her dedicated leadership of the Committee over recent years.

Maria played a key role in ensuring our remuneration framework remains aligned with the Group’s strategy and values, and I am pleased that she will continue to serve on the Board as a Senior Independent Director. Having been a member of the Committee since joining the Board, I look forward to continuing this important work and building on the strong foundations already in place.

On behalf of the Board and the Remuneration Committee, I am pleased to present the Directors’ Remuneration Report for the year ended 31 December 2025.

The Committee remains firmly committed to ensuring that the Group’s remuneration framework continues to support the delivery of our long-term strategy and reflects our focus on sustainable value creation for all stakeholders. In 2025, we continued to apply our policy consistently

and responsibly, aligning executive reward with performance outcomes, both financial and strategic.

As in previous years, our approach has been underpinned by the principles of fairness, transparency, and alignment with shareholder and broader stakeholder interests. The Remuneration Committee has upheld its responsibility to ensure executive pay is both market-relevant and reflective of the contributions made toward the Group’s ongoing success.

In line with Principle 9 of the Quoted Companies Alliance (QCA) Code, the Committee will again submit separate advisory resolutions on the Remuneration Report and the Remuneration Policy at the upcoming AGM.

During the course of the year, the main activities of the Committee were:

- Approved the annual bonus structure and performance targets for 2025.
- Determined the executive annual bonus outcomes for performance delivered in 2024.
- Reviewed Executive Director salaries as part of the regular annual cycle.
- Approved the grant of LTIP awards to Executive Directors and senior employees (April 2025).

- Approved CSOP awards for eligible employees across the Group.

Following the year end, we have:

- Confirmed the structure and targets for the 2026 annual bonus.
- Determined the bonus outcomes for 2025 based on performance delivered.
- Conducted a review of the Remuneration Policy.

We are committed to ensuring that our approach to remuneration remains competitive, transparent, and in the best interests of our shareholders, while also considering the wider workforce and ensuring fairness across the Group.

The Committee values open and constructive dialogue with shareholders on all aspects of remuneration. While no changes were proposed to the executive remuneration policy during the year that required formal shareholder consultation, we have continued regular engagement to ensure transparency and alignment. The Chair of the Remuneration Committee remains available to meet with shareholders to discuss the Committee’s approach to remuneration and governance.



Remuneration Committee Report continued

The Committee believes that the Remuneration Policy continued to operate effectively during 2025. The bonus framework has remained appropriately focused on incentivising both team performance and individual contributions toward the Group's strategic objectives.

We did not exercise discretion over the LTIP awards that vested or over bonus payments awarded during the year, as the outcomes were considered reflective of true performance and delivery.

Role of the Remuneration Committee

Acting on behalf of the Board, the Remuneration Committee is responsible for reviewing and setting the pay, benefits, and contractual terms for Executive Directors, while also supporting the Chief Executive on remuneration matters affecting

the wider Senior Leadership Team. The Committee also retains oversight of the Group's broader compensation strategy and policies for all employees.

Ciaran Astin
Independent Director

Remuneration Policy

Our remuneration policy is designed to align the interests of senior leadership with those of our shareholders, while remaining competitive in attracting and retaining key talent. As in prior years, the Committee's aim is to ensure that reward opportunities are appropriately structured and reflect the size, complexity, and ambitions of the Group.

In setting performance-based incentives, the Committee considers strategic priorities that support both short-term operational goals and long-term value creation. Our consistent policy application continues to ensure that performance is recognised in a fair and motivating way across the Group.

Element	Link to remuneration policy / strategy	Operation	Maximum Opportunity	Performance Metric
Base Salary	To help recruit and retain high performing Executive Directors. Reflects the individual's experience, role and importance to the business.	Base salary is reviewed annually with any changes effective 1 January with reference to each Executive Director's performance and contribution, Group performance, the scope of the Executive Directors' responsibilities and consideration of competitive pressures.	The Committee is guided by the general increase for the broader employee population but has discretion to decide on a lower or a higher increase.	The Committee considers individual and Group performance when setting base salary.
Benefits	To help recruit and retain high performing Executive Directors. To provide market competitive benefits.	Executive Directors benefit from car allowances, private medical, health cash plan, travel insurance and life assurance cover.	Maximum benefit applies according to the underlying insurance policy and is four times base salary in the case of life assurance. Car allowances are paid in line with market rates.	Not applicable.



Remuneration Committee Report continued

Element	Link to remuneration policy / strategy	Operation	Maximum Opportunity	Performance Metric
Pension	To help recruit and retain high performing Executive Directors. To provide market competitive pensions.	Employer's pension contributions paid in line with the wider employee base.	The Group may contribute up to 5% of base salary.	None.
Annual Bonus	To incentivise and reward performance. To align the interests of the Executives and shareholders in the short and medium term.	The Annual Bonus is earned by the achievement of one-year performance targets set by the Remuneration Committee. The parameters, performance criteria, weightings and targets are ordinarily set at the start of each financial year. Awards are subject to malus and clawback provisions.	The maximum bonus opportunity for the CEO and CFO is 100% of base salary.	Performance measures may include financial, non-financial, personal and strategic objectives. Performance criteria and weightings may be changed from year to year. At present, the performance targets are based on EBITDA, recurring revenue and personal targets.
Long Term Incentive Plan (LTIP)	To incentivise and reward long term performance and value creation. To align the interests of Executive Directors and shareholders in the long-term.	Executive Directors and selective other members of Group Senior Management are eligible to receive awards under the LTIP at the discretion of the Committee. Awards are granted as nominal or cost options which vest after three years subject to the meeting of objective performance conditions specified at award. Executive Directors are required to hold vested shares until their shareholding reaches the guideline set out below. LTIP awards are subject to malus and clawback provisions.	In accordance with the scheme rules the maximum award in any financial year is 250% of base salary. The normal policy maximum is 150% of basic salary with a maximum of 200% in exceptional circumstances. Awards in FY25 were set at 100% of base salary for both the CEO and CFO.	Performance criteria and weightings may be changed from year to year. For awards made in 2025, 50% of the award was subject to an compounding 3-year TSR target and 50% subject to EBITDA based targets.
Share Incentive Plan (SIP)	To encourage all employees to make a long-term investment in the Company's shares in a tax efficient way.	The Executive Directors may participate in the SIP on the same terms as other eligible employees.	The maximum participation level will be aligned to HMRC limits.	None.



Remuneration Committee Report continued

Element	Link to remuneration policy / strategy	Operation	Maximum Opportunity	Performance Metric
Company Share Ownership Plan (CSOP)	<p>To incentivise and reward retention and value creation.</p> <p>To align the interests of Executive Directors and shareholders in the long-term.</p>	<p>CSOPs are awarded at the discretion of the Remuneration Committee but require Executive Directors to have been in tenure for 6 months.</p> <p>Other senior employees are also awarded CSOP options after meeting relevant tenure requirements.</p>	The maximum participation level will be aligned to HMRC limits.	CSOPs issued from 2024 onwards include EBITDA based performance conditions.
Shareholding guideline	<p>Encourages Executive Directors to achieve the Group's long term strategy and create sustainable stakeholder value.</p> <p>Aligns with shareholder interests.</p>	<p>The shareholding guideline is 100% of salary for the CEO the CFO and 50% of base fees for the Non-Executive Directors.</p> <p>The shareholding requirement is expected to be met within 5 years of the policy adoption date (September 2024) or their appointment date, whichever is later.</p> <p>This percentage is 50% and 25% respectively at 31 December 2025.</p>	Not applicable.	Not applicable.
Non-executive Director Remuneration	To provide fees appropriate to time commitments and responsibilities of each role.	<p>Non-Executive Directors are paid a base fee in cash. Additional fees are also paid for specific committee roles. Fees are reviewed annually and effective from 1 January each year.</p> <p>In addition, reasonable business expenses may be reimbursed.</p>	The Group Board is guided by the general increase for the broader employee population and takes into account relevant market movements.	Not applicable

Remuneration Committee Report continued

Employee Remuneration

The principles behind the Remuneration Policy for Executive Directors are cascaded down through the Group. They aim to attract and retain the best staff and to focus their remuneration on the delivery of long-term sustainable growth by using a mix of salary, benefits, bonus and longer-term incentives. As a result, no element of the Executive Director Remuneration Policy is operated solely for the purpose of the Executive Directors.

Other information

Remuneration of the Non-Executive Directors is determined by the Chairman and the Executive Directors. They may be paid additional fees in the event that their workloads are significantly in excess of their contractual obligations. The Chairman's remuneration is determined by the Remuneration Committee. The Chairman is not entitled to vote on the matter.

Contracts and letters of appointment

The Executive Directors are employed under rolling service contracts which may be terminated by the Group or the individual giving 6 months' notice. Non-Executive Directors are retained under Letters of Appointment which may be terminated by either the Group or the individual giving 3 months' notice, or immediately in the event that the director is not re-elected by shareholders at an AGM.

Remuneration during the year ended 31 December 2025

Directors' Remuneration

The aggregate remuneration payable to the Directors in respect of the period was as follows:

	Salary		Bonus		Pension		Other/LTIP		Total	
	2025 £000	2024 £000	2025 £000	2024 £000	2025 £000	2024 £000	2025 £000	2024 £000	2025 £000	2024 £000
Executive Directors										
P Constant	340	330	224	206	19	19	21	21	604	576
S Mace	214	207	141	130	16	14	60	31	431	382
Non-Executive Directors										
M Bennett	111	107	-	-	-	-	-	-	111	107
R Head	48	55	-	-	-	-	-	-	48	55
R Webb	41	-	-	-	-	-	-	-	41	-
A Lothian	47	44	-	-	-	-	-	-	47	44
C Astin	48	47	-	-	-	-	-	-	48	47
M Walker	56	55	-	-	-	-	-	-	56	55

Salaries

Effective 1 January 2025, the salary of the Chief Executive was £339,900 and the salary of the Chief Financial Officer was £213,601.

Annual bonus

The Committee considered the performance of the Executive Directors in the financial year against the criteria of the Annual Bonus Scheme that comprised a 40% element of basic salary based on financial performance and 60% of basic salary on performance against personal objectives.

In the financial year the Group achieved revenue and EBITDA results within the range of performance targets (set according to the Group budget for the financial year). Accordingly, the financial performance portion of the Executive Director bonuses awarded 70% of the 40% element based on target performance measures.

Long term incentives

The Group made awards under its LTIP to Executive Directors and senior leadership members on 4 March 2025 subject to three-year performance targets for compounding Total Shareholder Return ("TSR") and EBITDA. 50% of the award vests based on achievement of the TSR objectives and 50% of the award vests based upon achievement of the EBITDA targets.

During 2025, 17,799 of 84,602 LTIP options awarded to Sarah Mace in 2022 vested as the performance conditions were partially satisfied. While the TSR vesting threshold was not met, 20% of the award vested due to partial satisfaction of EBITDA and ESG conditions. The remaining options have now expired.

Details of awards held by Executive Directors under the LTIP and CSOP awards at 31 December 2024 and 31 December 2025 are set out on the next page.

Remuneration Committee Report continued

	Date of Grant	No of awards as at 31 Dec 2024	No of awards granted in year	Exercise Price (£)	Share price at date of grant (£)	Earliest exercisable date	No of awards as at 31 Dec 2025
LTIP							
P Constant	04-Aug-23	286,574		0.05	1.88	01-Jan-26	286,574
	04-Apr-24	294,643		0.05	1.58	01-Jan-27	294,643
	08-Apr-25		151,135	0.05	2.37	01-Jan-28	151,135
							732,352
S Mace	19-Apr-22	*84,602		0.05	3.15	01-Jan-25	-
	20-Jun-23	137,858		0.05	2.17	01-Jan-26	137,858
	04-Apr-24	123,440		0.05	1.58	01-Jan-27	123,440
	08-Apr-25		94,976	0.05	2.37	01-Jan-28	94,976
							356,274
CSOP							
P Constant	04-Apr-24	37,151		1.62	1.62	05-Apr-27	37,151
S Mace	19-Jun-23	13,888		2.16	2.16	19-Jun-26	13,888
	04-Apr-24	18,575		1.62	1.62	05-Apr-27	18,575

* These options partially vested in 2025 as above.

Directors' interests

Directors' Shareholdings as at 31 December 2025 were as follows:

	2025		2024	
	Number of shares	% of issued shares	Number of shares	% of issued shares
P Constant	26,022	0.08%	9,998	0.03%
S Mace	33,145	0.11%	16,441	0.05%
M Bennett	18,070	0.06%	18,070	0.06%
R Webb	-	0.00%	-	0.00%
A Lothian	37,532	0.12%	37,532	0.12%
C Astin	13,883	0.04%	13,883	0.04%
M Walker	7,985	0.02%	5,555	0.02%

Remuneration for the year ending 31 December 2026

Salaries

Executive salaries and Non-Executive Director fees have been reviewed effective 1 January 2026 as laid out below.

	2026	2025
P Constant	350,097	339,900
S Mace	220,009	213,601
M Bennett	113,910	110,592
R Head	n/a	55,538
A Lothian	47,934	46,538
C Astin	52,569	46,538
M Walker	57,204	55,538
R Webb	57,204	n/a

Annual bonus plan

The Annual Bonus Plan applies to both Executive Directors and the SLT. Funding of the bonus pool will only be released if sufficient progress has been made towards the Group's ESG objectives. Performance targets for 2025 are split as to 40% linked to EBITDA performance and 60% linked to achievement of personal targets set by the Remuneration committee. On target EBITDA performance for the Executive Directors is set at meeting the Group's budget for the year and results in payment of 65% of the maximum opportunity. The proposed personal objectives for the CEO and CFO for 2025 are focused on delivering ARR and EBITDA growth in key strategic areas, building the Group towards its 5-year strategy and driving efficiencies across the business.

Long term incentives

The Committee intends to make LTIP awards to its Executive Directors and other senior employees during 2026. These will operate in line with the Group's policy.

Annual General Meeting

In line with Principle 9 of the Quoted Companies Alliance (QCA) Code on remuneration, the Committee will voluntarily put separate advisory resolutions on its remuneration report and remuneration policy to its AGM on 7 May 2026.



Nominations Committee Report

The objective of the Nominations Committee is to recommend for selection by the full Board, Director nominees and to ensure compliance with the requirements around Senior Managers and Certification Regime (SM&CR).

Meetings held

2

Nominations Committee members

Meeting Attendance

Martin Bennett (Chair)	2/2
Maria Darby-Walker	2/2
Ciaran Astin	2/2
Bob Head*	1/1
Rachel Webb**	1/1

The Chief Executive, Non-Independent NEDs, Chief People Officer and Company Secretary are normally present at the meetings.



Dear Shareholder

The Nominations Committee (the “Committee”) is pleased to present its report for the year ended 31 December 2025. This report provides an overview of the Committee’s activities during the year, the processes followed in relation to Board composition, and the nominations put forward for appointment or re-election.

Roles and Responsibilities of the Nomination Committee

The Committee is responsible for:

- Reviewing the structure, size, and composition of the Board, including the skills, experience, and diversity required to support the business strategy.
- Leading the recruitment process for new directors, including succession planning for the Board and Senior Leadership Team.
- Making recommendations for the re-election of directors at the AGM.
- Reviewing the performance of individual directors and the Board as a whole.

- Providing independent oversight of the Group’s compliance with the Senior Managers and Certification Regime (SM&CR).
- Determining whether employees subject to disciplinary procedures have breached the Conduct Rules applicable to their role and whether dismissal is appropriate.

The Committee, assisted by external executive search agencies where required, primarily manages appointments to the Board. All Board members have the opportunity to meet shortlisted candidates, ensuring a broad range of feedback in the appointment process. Executive Directors are engaged on a full-time basis. Non-Executive Directors have letters of appointment setting out annual fees, required time commitments, and confirmation that their appointment is subject to satisfactory performance. Appointments may be terminated with a maximum of six months’ written notice at any time.

Activity during the year

The Committee’s Chairman reports formally to the Board on its proceedings after each meeting and during the year the Committee met once, detail of what was reviewed by the Committee is as follows:

Board succession

We actively manage our Board succession plan to ensure the Board has the appropriate and diverse range of skills to deliver our strategy for the benefit of all stakeholders.

During 2025, following the retirement of Bob Head, the Committee oversaw the successful appointment of a new Non-Executive Director, Rachel Webb as Chair of the Audit and Risk Committees. Rachel has over 20 years’ experience in financial services through working in both PRA & FCA regulated firms and large accountancy practices, enabling her to approach issues from both a commercial and regulatory perspective.

* Bob Head resigned from the Board with effect from 8 May 2025.

** Rachel Webb was appointed to the Board with effect from 1 April 2025 and became Audit Committee Chair with effect from 4 July 2025.



Remuneration Committee Report continued

We continue to maintain a formal plan for Board membership that balances continuity with regular refreshment of skills and experience. The Committee reviews the balance of skills across the Board, taking account of the business's evolving needs, and the knowledge, experience, tenure, and performance of individual Directors.

Board and Director effectiveness

The Chief Executive receives a formal evaluation of their performance during the year, conducted by the Chair. Non-Executive Directors provide feedback on the performance of the Executive team, supporting succession planning and the development of the leadership pipeline.

An external board effectiveness review was conducted in 2025 as noted on page 37.

Diversity

The Committee continues to support diversity as an essential contributor to high-quality decision-making and innovation. The Board maintains diversity of gender, skills, experience, and perspective, and across the business, management positions remain broadly balanced.

We remain focused on increasing diversity of thought, experience, and skills on the Board and Senior Leadership Team. This will continue to be a priority in 2026, with active consideration given during recruitment and succession planning.

Culture and values

The Committee monitors culture through Board reports, engagement with employees, and visits to Group offices. Culture and values are central to the selection of new Board members, ensuring they act as role models and promote these principles throughout the organisation.

Certification & conduct rules (SM&CR)

The Committee continues to oversee rigorous certification processes and training, ensuring compliance with the Conduct Rules. There were no breaches of the rules during the year.

Martin Bennett

Independent Non-Executive Chairman
24 March 2026

Tenure and Re-Election of Directors

The Nominations Committee considers the length of service of Board members at least annually. The tenure of the Directors is set out below:

Member	Appointment	Board role	Last AGM renewal	Up for renewal at 2026 AGM
Martin Bennett	January 2021	Non-Executive Chairman	AGM 2023	Renewal by rotation
Paula Constant	August 2023	Chief Executive	AGM 2024	
Sarah Mace	October 2020	Chief Financial Officer	AGM 2023	Retiring
Maria Darby-Walker	June 2019	Senior Non-Executive Director	AGM 2024	
Ciaran Astin	May 2022	Non-Executive Director	AGM 2025	
Rachel Webb	April 2025	Non-Executive Director	AGM 2025	
Andy Lothian	July 2017 (previously Executive Director, appointed NED Jan 2021)	Non-Executive Director	AGM 2024	



Directors' Report

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

Principal activities

Insurance, benefits and platform products, pay and reward consultancy and the provision of salary sacrifice technology products in the UK.

Results and dividends

A review of the year's results is given in the Chief Financial Officer's Statement (see page 24).

The profit from continuing operations for the year is £8,414,000 (2024: £5,528,000) before taxation of £1,128,000 (2024: £1,298,000). During the year ordinary dividends of £5,689,000 (2024: £3,857,000) were paid.

Directors

The membership of the Board at the end of the year is set out in the Remuneration Report on pages 48 to 53. The Remuneration Committee Report also includes details of the Directors' remuneration and interests in the ordinary shares of the Company. During the year all Directors and officers were covered by third party indemnity insurance.

Political contributions

Neither the Company nor any of its subsidiaries made any political donation or incurred any political expenditure during the year (2024: £nil).

Charitable donations

Donations to charitable organisations amounted to £122,000 (2024: £100,000).

Principal risks and uncertainties

The principal risks and uncertainties facing the Group, along with the risk management objectives and policies are discussed in the Risk and Compliance and Audit Committee reports and Note 3 of these financial statements.

Capital requirements

See Note 4 of these financial statements.

Corporate governance

The Board of Personal Group Holdings Plc supports the principles and is committed to achieving high standards of corporate governance and has adopted the Quoted Companies Alliance Corporate Governance Code in its entirety. The Board's report on the Group's corporate governance procedures is set out on pages 37 and 40.

Disclosure of information to auditor

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditor is unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

Auditor

Following a formal audit tender process undertaken during the year, the Board has approved the appointment of PKF Littlejohn LLP as the Company's auditor for the financial year ending 31 December 2026. Accordingly, a resolution will be proposed at the forthcoming Annual General Meeting to appoint PKF Littlejohn LLP as auditor to hold office from the conclusion of that meeting until the conclusion of the next meeting at which accounts are laid before the Company.

EY LLP will therefore cease to act as auditor of the Company following completion of the audit of the financial statements for the year ended 31 December 2025.

Other information

An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic Report.

BY ORDER OF THE BOARD

Sarah Mace
Chief Financial Officer
24 March 2026



Statement of Directors' Responsibilities

The Directors are responsible for preparing the Strategic report, Directors' report and the Group and parent company financial statements in accordance with applicable law and regulations.

In respect of the Strategic Report, Directors' Report and the Financial Statements

The Directors are responsible for preparing the Strategic Report, Directors' Report and the Group and parent Company Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and parent Company financial statements for each financial year. Under the AIM Rules of the London Stock Exchange they are required to prepare the Group financial statements in accordance with International Financial Reporting Standards as adopted by the UK (UK adopted IFRS) and applicable law and they have elected to prepare the parent Company financial statements on the same basis.

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

- Select suitable accounting policies and then apply them consistently.
- Make judgements and estimates that are reasonable, relevant and reliable.
- State whether they have been prepared in accordance with UK adopted IFRS.
- Assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern.
- Use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report and a Directors' Report that complies with that law and those regulations.

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



Independent Auditor’s Report to the Members of Personal Group Holdings Plc

Opinion

In our opinion:

- Personal Group Holdings plc’s group financial statements and parent company financial statements (the “financial statements”) give a true and fair view of the state of the group’s and of the parent company’s affairs as at 31 December 2025 and of the group’s profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with section 408 of the Companies Act; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Personal Group Holdings plc (the ‘parent company’) and its subsidiaries (the ‘group’) for the year ended 31 December 2025 which comprise:

Group	Parent company
Consolidated balance sheet as at 31 December 2025	Balance sheet as at 31 December 2025
Consolidated income statement for the year then ended	Statement of changes in equity for the year then ended
Consolidated statement of changes in equity for the year then ended	Cash flow statement for the year then ended
Consolidated cash flow statement for the year then ended	Related notes 1 to 29 to the financial statements including material accounting policy information where applicable to the parent (excluding the component of note 4 which is marked as unaudited)
Related notes 1 to 29 to the financial statements, including material accounting policy information (excluding the component of note 4 which is marked as unaudited)	

The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards to the parent company financial statements, as applied in accordance with section 408 of the Companies Act 2006.

Basis for opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors’ use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors’ assessment of the group and parent company’s ability to continue to adopt the going concern basis of accounting included the following procedures:

- confirming our understanding of management’s going concern assessment process and obtained management’s assessment which covers the period to 25 March 2027;
- obtaining the financial forecasts prepared by the Group and assessed the appropriateness of assumptions applied in the financial forecasts and in modelled stress scenarios based on our understanding of the business and the Group’s historical performance;
- performing enquiries of management and those charged with governance to identify risks or events that may impact the Group’s ability to continue as a going concern. We also reviewed management’s assessment approved by the Board, minutes of meetings of the Board and its committees, and made enquiries as to the impact of market conditions on the business; and
- assessing the appropriateness of the going concern disclosures by comparing the consistency with management’s assessment and for compliance with the relevant reporting requirements.



Independent Auditor’s Report continued

Based on our review of management’s going concern assessment, which considered a number of downside scenarios, we observed that the Group continues to maintain surplus cash and solvency above regulatory requirements across its two regulated entities.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company’s ability to continue as a going concern for the period to 25 March 2027.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group’s ability to continue as a going concern.

Overview of our audit approach

Audit scope	<ul style="list-style-type: none"> We performed an audit of the complete financial information of seven components and audit procedures on specific balances for a further two components. We performed central procedures on all components, with the exception of specific balances for which we instructed EY Guernsey to audit. We performed full and specific scope procedures for all audit areas except those as outlined in the tailoring the scope section.
Key audit matters	<ul style="list-style-type: none"> Valuation of goodwill relating to the pay and reward CGU (Innecto People Consulting (“Innecto”) and Quintage Consulting Group (“QCG”)). Capitalisation of software development costs as intangible assets (Personal Assurance Services (“PAS”)).
Materiality	<ul style="list-style-type: none"> Overall group materiality of £426,000 which represents 5% of Group profit before tax.

An overview of the scope of the parent company and group audits

Tailoring the scope

We have followed a risk-based approach when developing our audit approach to obtain sufficient appropriate audit evidence on which to base our audit opinion. We performed risk assessment procedures, with input from our component auditors, to identify and assess risks of material misstatement of the Group financial statements and identified significant accounts and disclosures. When identifying components at which audit work needed to be performed to respond to the identified risks of material misstatement of the Group financial statements, we considered our understanding of the Group and its business environment, the potential impact of climate change, the applicable financial framework, the Group’s system of internal control at the entity level, the existence of centralised processes, applications and any relevant internal audit results.

We determined that nine components were within scope for the group audit. Centralised procedures were performed over all nine components, reflecting the extent to which key financial processes operate consistently across the Group. For the UK-domiciled entities, the Primary Team performed centralised audit procedures over cash, accounts receivable and prepayments, property, plant and equipment, intangible assets, accounts payable and accruals, and administrative and payroll expenses as these areas are processed by the same central finance team and systems.

Six UK-domiciled entities were subject to full-scope audit procedures performed centrally:

- Personal Group Holdings Plc
- Personal Assurance Plc
- Personal Group Limited
- Personal Management Solutions Limited
- Personal Assurance Services Limited
- Innecto People Consulting Limited



Independent Auditor's Report continued

We then considered whether the remaining group significant account balances not yet subject to audit procedures, in aggregate, could give rise to a risk of material misstatement of the Group financial statements. To address these risks, two components were included for specific-scope procedures, which were likewise performed centrally:

- Personal Group Benefits Limited
- Quintige Consulting Group Limited

Personal Assurance (Guernsey) Limited ("PAGL") was also subject to full-scope audit procedures. PAGL was identified as an individually relevant component because it contributes approximately 20% of the Group's profit before tax, meeting the size-based criterion for individually relevant components under our group scoping methodology. Centralised procedures were performed over those areas of PAGL that are processed consistently across the Group. Cash and other balances specific to the Guernsey operations were audited locally by EY Guernsey, due to jurisdictional and operational differences, and to address the component-specific audit risks identified.

Our scoping to address the risk of material misstatement for each key audit matter is set out in the Key Audit Matters section of our report.

Involvement with component teams

In establishing our overall approach to the Group audit, we determined the type of work that needed to be undertaken for each of the components by us, as the Group audit engagement team, or by component auditors from other EY global network firms operating under our instruction. Of the scoped-in components, audit procedures were performed on six full scope and two specific scope components directly by the primary audit team, whilst for the other full scope component (PAGL) audit procedures were performed by both the primary audit team and the component audit team, EY Guernsey.

The Group audit team interacted regularly with the component team where appropriate during various stages of the audit, reviewed relevant working papers and was responsible for the scope and direction of the audit process. This, together with the additional procedures performed at Group level, gave us appropriate evidence for our opinion on the Group financial statements.

Climate change

Stakeholders are increasingly interested in how climate change will impact Personal Group Holdings plc. The Group has explained their climate targets on pages 30 to 31 of Environmental, Social and Governance disclosures. These disclosures form part of the "Other information," rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated, in line with our responsibilities on "Other information".

In planning and performing our audit we assessed the potential impacts of climate change on the Group's business and any consequential material impact on its financial statements.

The Group has explained in the Basis of preparation note that they have concluded that the physical and transition risks of climate change do not have a material impact on the recognition and measurement of the assets and liabilities in these financial statements. This is because the assets are reported at fair value under UK-adopted international accounting standards.

Our audit effort in considering the impact of climate change on the financial statements was focused on evaluating management's assessment of the impact of climate risk, physical and transition, and their climate commitments. As part of this evaluation, we performed our own risk assessment to determine the risks of material misstatement in the financial statements from climate change which needed to be considered in our audit.

Based on our work we have not identified the impact of climate change on the financial statements to be a key audit matter or to impact a key audit matter.



Independent Auditor’s Report continued

Key Audit Matters

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

Risk	Our response to the risk
<p>Valuation of Goodwill relating to the Pay and Reward cash generating unit (“CGU”) (Innecto and QCG) (2025: £2.68m, 2024: £2.68m)</p> <p><i>Refer to Accounting policies (page 77); and Note 13 of the Consolidated Financial Statements (pages 92-93)</i></p> <p>PGH acquired Innecto and QCG in 2019 and 2022 respectively. Both businesses are treated as one CGU due to the commonality of their business models, cash flows and management team.</p> <p>Management are required to perform an annual impairment assessment which relies on a value-in-use model that requires significant judgement, particularly around forecast cash flows, revenue growth and the discount rate.</p> <p>The identified key assumptions involve significant judgement about future events for which small changes can result in a material impact to the resultant valuation and therefore leads to a greater risk of material misstatement.</p> <p>The risk has remained unchanged from prior year.</p>	<p>To obtain sufficient and appropriate evidence to conclude on the valuation of goodwill at the year end, we performed the following procedures:</p> <ul style="list-style-type: none"> Examined and assessed the appropriateness of management’s impairment model, including the identification of the CGU and attributable cash flows, the discounted cash flow methodology, and the significant assumptions applied in the impairment test. Engaged our valuation specialists to assess the methodologies and assumptions used in the analysis. This included evaluating the reasonableness of the discount rate and long-term growth rate by benchmarking management’s inputs against comparable companies, reviewing the components of the cost of equity, and performing independent comparative value-in-use calculations to determine whether management’s recoverable amount estimate was within a reasonable and supportable range. Evaluated the reliability of management’s forecasting through comparison of prior-year projections to actual performance. Performed sensitivity analysis to assess the impact of key variables on headroom, including discount rate and growth assumptions, and performed reverse stress-testing to identify the circumstances under which a material impairment would arise and assess the likelihood of those scenarios. Considered whether the applied accounting treatment is in compliance with IFRS and the Group’s accounting policy, and the Group disclosures are in line with the required reporting framework.

Key observations communicated to the Audit Committee

We conclude that the carrying value of the goodwill is not materially misstated as there is sufficient headroom at 31 December 2025 under a reasonable range of scenarios, therefore no impairment is required. We have reviewed the related disclosures and concluded that these appropriately reflect the uncertainty associated with the future cash flows of the Pay and Reward CGU, as well as the sensitivities and key assumptions.

How we scoped our audit to respond to the risk

Goodwill arises solely on consolidation and as such the audit work to address this risk was performed by the primary audit team.



Independent Auditor’s Report continued

Risk

Capitalisation of Computer Software and Website Development Costs as Intangible Assets (2025: £5.10m, 2024: £4.41m)

Refer to Accounting policies (page 80); and Note 14 of the Consolidated Financial Statements (pages 94-95)

Costs totalling £2.7m incurred in Personal Assurance Services Limited (PAS) on the development of internally generated software and digital platforms were capitalised as intangible assets during the year.

Given the nature and scale of these development activities, there is an associated risk that some costs may have been capitalised prematurely or without meeting the IAS 38 recognition criteria. This includes whether projects had progressed to the development phase, which is the stage beyond which IAS 38 permits capitalisation, as only costs incurred after technical feasibility is established and development is underway can meet the recognition criteria.

The costs capitalised within intangible assets include both purchases of goods and services from third party suppliers and internally recharged employee time. As a result, significant judgement is required to distinguish genuine development activities that meet the criteria for capitalisation from research or operational activities that should be expensed, increasing the risk of both overstatement of intangible assets and understatement of expenses.

Our response to the risk

As part of our audit procedures, we performed the following:

- Examined the company’s accounting policies for capitalisation of intangible assets to ensure they are in line with IAS 38;
- Evaluated whether the policies have been consistently applied;
- Assessed whether the recognition criteria set out in IAS 38 Intangible Assets had been met, such as identifiability, control over a resource, and the existence of future economic benefits;
- Tested that costs are capitalised only when it is probable that the expected future economic benefits will flow to the entity, through review of supporting documentation and the nature of costs incurred;
- Reviewed the nature, existence and accuracy of the costs incurred to determine if they meet the criteria for capitalisation (e.g. development costs vs research costs);
- Assessed the amortisation methods and useful lives assigned to intangible assets to ensure they are reasonable and consistent with the assets’ expected patterns of economic benefits, and verified that amortisation expense was correctly calculated and recorded;
- Performed substantive testing on significant intangible asset additions to ensure they were properly authorised, recorded and supported by appropriate documentation;
- Verified the accuracy and appropriateness of capitalised employee resource costs by reconciling them to payroll records, timesheets and project budgets, and assessing whether the underlying activities related to eligible development work rather than research or operational tasks;
- Reviewed financial statement disclosures related to intangible assets to ensure they are complete, accurate, and in accordance with the relevant accounting standards.

Key observations communicated to the Audit Committee

We conclude that the Capitalisation of Computer Software and Website Development Costs recorded during the period are in line with IAS 38 Intangible Assets and are fairly stated.

How we scoped our audit to respond to the risk

Computer software and website development costs originate in Personal Assurance Services Limited and consolidates into Personal Group Holdings plc, all audit work performed to address this risk was undertaken by the primary audit team.



Independent Auditor's Report continued

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Group to be £426,000 (2024: £341,000), which is 5% (2024: 5%) of profit before tax. We believe the focus of the shareholders to be the Group's underlying profitability and earnings per share. We consider that it remains the most appropriate basis to determine materiality for the Group.

We determined materiality for the Parent Company to be £443,000 (2024: £255,000), which is 2% (2024: 1%) of the Parent Company equity. We have used the capital-based measure for determining materiality due to the Parent Company being a holding company. The increase in percentage reflects the stability at the entity level in the current period following the disposal of a subsidiary in the prior year, supporting the use of the upper end of the range. For the Group audit purposes, we performed our audit procedures to the lower of the Parent Company, and the Group allocated performance materiality.

We updated our materiality from planning based on the profit before tax amount in the year-end trial balance. We assessed the final profit before tax number noting no significant variance to the number used to calculate our materiality. There was no impact to our scoping or planned audit procedures as a result.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgement was that performance materiality was 75% (2024: 75%) of our planning materiality, namely £319,000 (2024: £255,750). We have set performance materiality at this percentage because our prior year audit experience indicates a lower risk of misstatements and no indications of a pervasive weakness in the control environment.

Audit work was undertaken at component locations for the purpose of responding to the assessed risks of material misstatement of the Group financial statements. The performance materiality set for the component is based on the relative scale and risk of the component to the Group as a whole and our assessment of the risk of misstatement at that component. In the current year, the performance materiality allocated to components was £143,550 to £319,000 (2024: £49,950 to £199,800).

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £21,000 (2024: £17,050), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

The other information comprises the information included in the annual report set out on pages 1 to 57, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information 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 this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.



Independent Auditor's Report continued

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 57, 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 and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

Explanation as to what extent 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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Group and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and Company and determined that the most significant are those that relate to the reporting framework (UK-adopted international accounting standards and the Companies Act 2006) and the relevant direct tax regulation in the UK. In addition, the Company is required to comply with laws and regulations relating to its operations, including health and safety, employees, anti-bribery and corruption and General Data Protection Regulation ('GDPR'). Our considerations of other laws and regulations that may have a material effect on the financial statements included permissions and supervisory requirements of the Prudential Regulation Authority ('PRA'), the Financial Conduct Authority ('FCA') and the Guernsey Financial Services Commission ('GFSC').
- We understood how the Personal Group Holdings Plc is complying with those frameworks by making inquiries with those charged with governance, internal audit and management to understand how the Company maintains and communicates its policies and procedures in these areas and corroborated this by reviewing supporting documentation. We also reviewed correspondence with relevant authorities.



Independent Auditor's Report continued

- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur by considering the controls that the Company has established to address the risks identified by the entity and to prevent or detect fraud. Where fraud risk, including the risk of management override, was considered to be higher, we performed audit procedures to address each identified risk. These procedures included:
 - Reviewing estimates for evidence of management bias. Supported by our valuation specialists, we assessed if there were any indicators of management bias in the valuation of goodwill.
 - Performing targeted substantive testing over revenue transactions in areas assessed as more susceptible to fraud risk, focusing on items involving manual adjustments or reconciliations, to confirm that recognised revenue was supported by underlying evidence and recorded in accordance with Group accounting policies. This work was performed alongside our wider substantive revenue testing.
 - Testing the appropriateness of the capitalisation of computer software and website development costs as intangible assets to ensure this is in line with the requirements of IAS 38. Refer to the Key Audit Matters section for further details of the procedures performed.
 - We evaluated the appropriateness of journal entries recorded in the general ledger, with a focus on manual journals, and evaluated the business rationale for significant and/or unusual transactions.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. For direct laws and regulations, we considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statement items. For both direct and other laws and regulations, our procedures involved making enquiry of those charged with governance, management and internal audit for their awareness of any non-compliance of laws and regulations, inquiring about the policies that have been established to prevent non-compliance with laws and regulations by officers and employees, inquiring about the Company's method of enforcing and monitoring compliance with such policies and inspecting significant correspondence with the FCA, PRA and GFSC.
- The Group operates in the insurance industry which is a highly regulated environment. As such, the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities, which included the use of specialists where appropriate.

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

Other matters we are required to address

- Following the recommendation from the audit committee, we were appointed by the company on 25 June 2019 to audit the financial statements for the year ending 31 December 2019 and subsequent financial periods.
- The period of total uninterrupted engagement including previous renewals and reappointments is 7 years, covering the years ending 31 December 2019 to 31 December 2025.
- The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting the audit.
- The audit opinion is consistent with the additional report to the audit committee.

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.

Ben Morphet (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham
24 March 2026

Consolidated Income Statement for the year ended 31 December 2025

	Note	2025 £'000	2024* £'000
Insurance revenue		36,217	32,166
Benefits and reward revenue		10,900	10,277
Other income		98	136
Investment income	6	1,153	1,197
Revenue	5	48,368	43,776
Insurance service expenses	7	(18,678)	(16,915)
Net expenses from reinsurance contracts held	7	(66)	(79)
Benefits and reward expenses	5	(7,662)	(7,810)
Other expenses		(73)	(73)
Group administration expenses		(13,064)	(11,788)
Share based payment expenses		(388)	(202)
Unrealised gains on equity investments		176	123
Charitable donations		(122)	(100)
Expenses		(39,877)	(36,844)
Results of operating activities		8,491	6,932
Finance costs		(77)	(106)
Profit before tax from Continuing Operations		8,414	6,826
Taxation	10	(1,128)	(1,298)
Profit for the year from Continuing Operations		7,286	5,528
Discontinued Operations			
Gain on disposal of Let's Connect		-	1,167
Other owned benefits revenues		-	2,572
Other owned benefits costs		-	(2,837)
Taxation on Discontinued Operations		-	66
Profit for the year from Discontinued Operations		-	968
Profit for the year		7,286	6,496

* Following the Group's disposal of its entire issued share capital of Let's Connect on 09 July 2024, Let's Connect has been classified as a discontinued operation, and the 2024 Figures have been stated in line with IFRS 5: Non-current Assets Held for Sale and Discontinued Operations.

There is no other comprehensive income for the year and, as a result, no statement of comprehensive income has been produced.

The profit for the year is attributable to equity holders of Personal Group Holdings Plc.

The accompanying policies and notes form an integral part of these financial statements.



Consolidated Income Statement continued

Basic EPS		Pence	Pence
From Continuing Operations	11	23.3	17.7
From Discontinued Operations	11	-	3.1
Total Basic EPS		23.3	20.8

Diluted EPS		Pence	Pence
From Continuing Operations	11	22.1	17.1
From Discontinued Operations	11	-	3.0
Total Diluted EPS		22.1	20.1

The accompanying policies and notes form an integral part of these financial statements.



Consolidated Balance Sheet at 31 December 2025

	Note	2025 £'000	2024 £'000
ASSETS			
Non-current assets			
Goodwill	13	2,684	2,684
Intangible assets	14	5,199	4,854
Property, plant and equipment	15	3,959	4,479
		11,842	12,017
Current assets			
Financial assets	16	5,721	9,912
Trade and other receivables	17	13,914	9,994
Cash and cash equivalents	18	25,011	19,060
Current tax assets		870	304
		45,516	39,270
Total assets		57,358	51,287

The accompanying policies and notes form an integral part of these financial statements.



Consolidated Balance Sheet continued

	Note	2025 £'000	2024 £'000
EQUITY			
Equity attributable to equity holders of Personal Group Holdings Plc			
Share capital	19	1,563	1,562
Share premium	19	1,134	1,134
Capital redemption reserve		24	24
Share based payments reserve		704	495
Other reserve		(32)	(27)
Profit and loss reserve		33,420	31,652
Total equity		36,813	34,840
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities	20	1,056	1,158
Trade and other payables	21	106	343
		1,162	1,501
Current liabilities			
Trade and other payables	21	18,477	14,052
Reinsurance contracts held		2	5
Insurance contract liabilities	22	904	889
		19,383	14,946
Total liabilities		20,545	16,447
Total equity and liabilities		57,358	51,287

The financial statements were approved by the Board on 24 March 2026.

S Mace

Chief Financial Officer

Company number: 3194991

P Brown (née Constant)

Chief Executive

The accompanying policies and notes form an integral part of these financial statements.

Company Balance Sheet at 31 December 2025

	Note	2025 £'000	2024 £'000
ASSETS			
Non-current assets			
Investment in subsidiary undertakings	23	26,164	25,798
		26,164	25,798
Current assets			
Financial assets	16	3,000	4,750
Trade and other receivables	17	404	331
Cash and cash equivalents	18	135	37
		3,539	5,118
Total assets		29,703	30,916
EQUITY			
Equity attributable to equity holders of Personal Group Holdings Plc			
Share capital	19	1,563	1,562
Share premium	19	1,134	1,134
Capital redemption reserve		24	24
Share based payment reserve		704	495
Other reserve		(32)	(27)
Profit and loss reserve		18,763	22,374
Total equity		22,156	25,562
LIABILITIES			
Current liabilities			
Trade and other payables	21	7,547	5,354
Total liabilities		7,547	5,354
Total equity and liabilities		29,703	30,916

The parent Company has taken advantage of section 408 of the Companies Act 2006 and has not included its own profit and loss account in these financial statements. The parent Company's profit for the year was £1,929,000 (2024: £3,343,000).

The financial statements were approved by the Board on 24 March 2026.

S Mace

Chief Financial Officer

P Brown (née Constant)

Chief Executive

Company number: 3194991

The accompanying accounting policies and notes form an integral part of these financial statements.

Consolidated Statement of Changes in Equity for the year ended 31 December 2025

Equity attributable to equity holders of Personal Group Holdings Plc

	Share capital £'000	Capital redemption reserve £'000	Share premium £'000	Share based payment reserve £'000	Other reserve £'000	Profit and loss reserve £'000	Total equity £'000
Balance as at 1 January 2025	1,562	24	1,134	495	(27)	31,652	34,840
Dividends paid	-	-	-	-	-	(5,689)	(5,689)
Employee share-based compensation	-	-	-	366	-	22	388
Proceeds of SIP* share sales	-	-	-	-	-	17	17
Cost of SIP shares sold	-	-	-	-	24	(24)	-
Cost of SIP shares purchased	-	-	-	-	(29)	-	(29)
Clearance of SBP Reserve for Lapsed Options	1	-	-	(157)	-	156	-
Transactions with owners	1	-	-	209	(5)	(5,518)	(5,313)
Profit for the year	-	-	-	-	-	7,286	7,286
Balance as at 31 December 2025	1,563	24	1,134	704	(32)	33,420	36,813
Balance as at 1 January 2024	1,562	24	1,134	513	(36)	28,798	31,995
Dividends paid	-	-	-	-	-	(3,857)	(3,857)
Employee share-based compensation	-	-	-	178	-	24	202
Proceeds of SIP* share sales	-	-	-	-	-	86	86
Cost of SIP shares sold	-	-	-	-	91	(91)	-
Cost of SIP shares purchased	-	-	-	-	(82)	-	(82)
Clearance of SBP Reserve for Lapsed Options	-	-	-	(196)	-	196	-
Transactions with owners	-	-	-	(18)	9	(3,642)	(3,651)
Profit for the year	-	-	-	-	-	6,496	6,496
Balance as at 31 December 2024	1,562	24	1,134	495	(27)	31,652	34,840

* PG Share Ownership Plan (SIP).

The accompanying accounting policies and notes form an integral part of these financial statements.



Company Statement of Changes in Equity for the year ended 31 December 2025

Equity attributable to equity holders of Personal Group Holdings Plc

	Share capital £'000	Capital redemption reserve £'000	Share premium £'000	Share based payment reserve £'000	Other reserve £'000	Profit and loss reserve £'000	Total equity £'000
Balance as at 1 January 2025	1,562	24	1,134	495	(27)	22,374	25,562
Dividends paid	-	-	-	-	-	(5,689)	(5,689)
Employee share-based compensation	-	-	-	366	-	-	366
Proceeds of SIP share sales	-	-	-	-	-	17	17
Cost of SIP shares sold	-	-	-	-	24	(24)	-
Cost of SIP shares purchased	-	-	-	-	(29)	-	(29)
Clearance of SBP Reserve for Lapsed Options	1	-	-	(157)	-	156	-
Transactions with owners	1	-	-	209	(5)	(5,540)	(5,335)
Profit for the year	-	-	-	-	-	1,929	1,929
Balance as at 31 December 2025	1,563	24	1,134	704	(32)	18,763	22,156
Balance as at 1 January 2024	1,562	24	1,134	575	(36)	22,635	25,894
Dividends paid	-	-	-	-	-	(3,857)	(3,857)
Employee share-based compensation	-	-	-	178	-	-	178
Proceeds of SIP share sales	-	-	-	-	-	86	86
Cost of SIP shares sold	-	-	-	-	91	(91)	-
Cost of SIP shares purchased	-	-	-	-	(82)	-	(82)
Clearance of SBP Reserve for Lapsed Options	-	-	-	(258)	-	258	-
Transactions with owners	-	-	-	(80)	9	(3,604)	(3,675)
Profit for the year	-	-	-	-	-	3,343	3,343
Balance as at 31 December 2024	1,562	24	1,134	495	(27)	22,374	25,562

* PG Share Ownership Plan (SIP).

The accompanying accounting policies and notes form an integral part of these financial statements.



Consolidated Cash Flow Statement

	Note	2025 £'000	2024 £'000
Net cash from operating activities (see next page)		9,876	11,441
Investing activities			
Additions to property, plant and equipment	15	(387)	(103)
Additions to intangible assets	14	(2,706)	(2,665)
Proceeds from disposal of property, plant and equipment		28	74
Purchases of financial assets		-	(2,828)
Proceeds from disposal of financial assets		4,367	
Interest received	6	1,153	1,197
Proceeds from disposal of Let's Connect		-	1,840
Net cash from investing activities		2,455	(2,485)
Financing activities			
Proceeds from share issue		1	
Purchase of own shares by the SIP*		(29)	(81)
Proceeds from disposal of financial assets			
Proceeds from disposal of own shares by the SIP*		17	85
Payment of lease liabilities		(680)	(614)
Dividends paid	12	(5,689)	(3,857)
Net cash used in financing activities		(6,380)	(4,467)
Net change in cash and cash equivalents		5,951	4,489
Cash and cash equivalents, beginning of year	18	19,060	14,571
Cash and cash equivalents, end of year	18	25,011	19,060

* PG Share Ownership Plan (SIP).

The accompanying accounting policies and notes form an integral part of these financial statements.

The Group presents the information required by IFRS 5 in the notes to the financial statements with no analysis of continuing and discontinued operations on the face of the statement of cash flows. For more information, see Note 28.



Consolidated Cash Flow Statement continued

	Note	2025 £'000	2024 £'000
Operating activities			
Profit after tax		7,286	6,496
Adjustments for			
Depreciation	15	1,022	1,145
Amortisation of intangible assets	14	2,217	1,429
Profit on disposal of Intangible assets		144	-
Profit on disposal of property, plant and equipment		(7)	(9)
Profit on disposal of discontinued operations		-	(1,167)
Realised and unrealised investment (gains)/losses		(176)	(123)
Interest received	6	(1,153)	(1,197)
Interest charge		77	106
Share-based payment expenses		388	202
Taxation expense recognised in income statement	10	1,128	1,232
Changes in working capital			
Trade and other receivables		(3,920)	5,106
Trade and other payables		4,658	(839)
Movement in insurance liabilities		15	154
Inventories		-	52
Taxes paid		(1,803)	(1,146)
Net cash from operating activities		9,876	11,441

* PG Share Ownership Plan (SIP).

The accompanying accounting policies and notes form an integral part of these financial statements.

The Group presents the information required by IFRS 5 in the notes to the financial statements with no analysis of continuing and discontinued operations on the face of the statement of cash flows. For more information, see Note 28.



Company Cash Flow Statement

	Note	2025 £'000	2024 £'000
Net cash from operating activities (see below)		699	4,840
Investing activities			
Purchase of financial assets		-	(4,750)
Proceeds from disposal of financial assets		1,750	-
Dividends received		2,500	3,750
Net cash used in investing activities		4,250	1,000
Financing activities			
Purchase of own shares by the SIP*		(29)	(81)
Proceeds from disposal of own shares by the SIP*		17	85
Intercompany funding given to subsidiary		(1,750)	-
Intercompany funding received from subsidiary		2,600	-
Dividends paid	12	(5,689)	(3,857)
Net cash used in financing activities		(4,851)	(3,853)
Net change in cash and cash equivalents		98	(13)
Cash and cash equivalents, beginning of year	18	37	50
Cash and cash equivalents, end of year	18	135	37
Operating activities			
Profit after tax		1,929	3,278
Adjustments for			
Dividends received		(2,500)	(3,750)
Changes in working capital			
Trade and other receivables		(73)	472
Trade and other payables		1,343	4,840
Net cash from operating activities		699	4,840

* PG Share Ownership Plan (SIP).

The parent Company has cash and cash equivalents at 31 December 2025 including £35,000 (2024: £6,000) of Company's own cash and £100,000 (2024: £31,000) relating to the purchase and sale of SIP shares by the employee benefit trust.

The accompanying accounting policies and notes form an integral part of these financial statements.



Notes to the Financial Statements

1 General information

The principal activities of Personal Group Holdings Plc (“the Company”) and subsidiaries (together “the Group”) include providing employee services and transacting short-term accident and health insurance in the UK.

The Company is a limited liability company incorporated and domiciled in England. The address of its registered office is John Ormond House, 899 Silbury Boulevard, Milton Keynes, MK9 3XL.

The Company is listed on the Alternative Investment Market of the London Stock Exchange.

These financial statements have been approved for issue by the Board of Directors on 24 March 2026.

2 Accounting policies

These financial statements of Personal Group Holdings Plc are for the year ended 31 December 2025. The consolidated Group and individual Company financial statements are prepared in accordance with UK endorsed IFRS in conformity with the requirements of Companies Act 2006.

No individual profit and loss account is prepared for Personal Group Holdings Plc as provided by Section 408 of the Companies Act 2006.

Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group’s financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified ‘roles’ of the primary financial statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from ‘profit or loss’ to ‘operating profit or loss’ and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

2.1 Basis of preparation

The functional and presentational currency of the Group is Sterling. These statements and the prior year comparatives have been presented to the nearest thousand, unless otherwise stated.

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of the Group’s accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Climate Risk

In preparing these financial statements the Directors have considered the impact of the physical and transition risks of climate change, but have concluded that it does not have a material impact on the recognition and measurement of the assets and liabilities in these financial statements as at 31 December 2025. This is because the assets are reported at fair value except for non-current assets of £11.8m which are reported at historical cost less impairment under UK-adopted international accounting standards. Market prices will include the current expectations of the impact of climate change on these investments. Insurance liabilities are accrued based on past insurable events so will not be impacted by any future impact of climate change and are short tailed in nature. However, we recognise that government and societal responses to climate change risks are still developing and the future impact cannot be predicted. Future valuations of assets may therefore differ as the market responds to these changing impacts or assesses the impact of current requirements differently and the frequency/magnitude of future insurable events linked to the effect of climate risks could change.



Notes to the Financial Statements continued

2 Accounting policies continued

2.1 Basis of preparation continued

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following note:

- Agent vs principal (Note 2.20) – whether the sale of discounted vouchers should be treated as a principal or agency transaction.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the year ending 31 December 2025 is included in the following notes:

- Goodwill valuation (Note 13) – key assumptions underlying recoverable amounts.
- Establishing the value of insurance contract liabilities (Note 22) – key assumptions regarding the provisions for claims.

Going concern

The financial statements are prepared on a going concern basis. In considering going concern, the Directors have reviewed the Group's and Company's future cash requirements, earnings projections and capital projections over the period to 25 March 2027. The Directors believe that projections have been prepared on a prudent basis and have also considered the impact of a range of potential changes to trading performance over the period to 25 March 2027, including the impacts of climate risk discussed above.

Having prepared and considered stress scenarios (including declines in HAPV and reduced leads) the Directors have concluded that the Group and Company will be able to operate without requiring any external funding and therefore believe it is appropriate to prepare the financial statements of the Group and Company on a going concern basis. This is supported by the Group's, and Company's, liquidity position at the year end.

2.2 Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-Group balances and transactions, and any unrealised income and expenses arising from these transactions, are eliminated on consolidation.

2.3 Goodwill and acquired intangibles

Goodwill representing the excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired, is capitalised and reviewed annually for impairment. Goodwill is carried at cost less accumulated impairment losses. Negative goodwill is recognised immediately after acquisition in the income statement. Intangible assets meeting the relevant recognition criteria are initially measured at cost and amortised on a systematic basis over their useful lives.

2.4 Revenue

Revenue is measured by reference to the fair value of consideration received or receivable by the Group for goods supplied and services provided, excluding VAT, IPT and trade discounts. Whilst IFRS 15 considerations have been noted for the most significant revenue streams to which it is applicable, the insurance revenue stream is out of scope for IFRS 15.

Insurance Revenue

Insurance income is recognised in the period in which the Group is legally bound through a contract to provide insurance cover, which is typically a week or a month in length and renews at the end of each cover period. Insurance revenue represents the expected premium cash flows net of any deductions that are paid to reinsurance providers, excluding any investment components. Insurance revenue is shown before deduction of commission and excludes any sales-based taxes or duties.

Other insurance related

Commission receivable on the renewal of previously sold financial services are recognised by the Group as the renewal takes place with the underwriter.



Notes to the Financial Statements continued

2 Accounting policies continued

2.4 Revenue continued

Platform income

Platform income, including that derived from Hapi, is recognised on a straight-line basis over the length of the contract.

Where a proportion of this income and costs, credited or charged in the current year, relate to the provision of services provided in the following year, they are carried forward as deferred income or costs, calculated on a daily pro-rata basis.

IFRS 15 – Platform income (Benefits and Reward)

Performance Obligations	Ongoing access to Hapi platform with each relevant month access is provided being considered a separate performance obligation.
Transaction Price	Prices are typically set on a per employee or fixed rate and are agreed with each client individually.
Allocation of Price	Price allocated evenly to each period/performance obligation.
Satisfaction of Obligations	Recognised straight-line over period of agreement of service as the performance obligation is deemed to be met each month as the contract progresses.

Voucher income derives from customers ordering retail vouchers through the Hapi platform. E-vouchers are fulfilled and made available instantly to the customer while, for reloadable cards, customers receive these several working days after placing the order. Income from the sale of reloadable cards and e-vouchers is recognised as orders are fulfilled by the Group. In these transactions, the Group acts as an agent and recognises agency income. Refer to 2.20 for further details of agent vs principal assessment.

IFRS 15 – Voucher resale income (Benefits and Reward)

Performance Obligations	Provision of voucher to individuals/companies.
Transaction Price	Prices are based on each retailer's discount on purchase into the Group.
Allocation of Price	Whole price allocated to the sole performance obligation.
Satisfaction of Obligations	Recognised on dispatch of voucher as this is the point at which the Group has fulfilled its part of the agreed contract.

The Group receives income from its provision of HR consultancy services to corporate clients. Consultancy income is recognised in the profit and loss account at the relevant charge out rates of the consultants and based on the chargeable time spent on each client project.

IFRS 15 – Consultancy income (Benefits and Reward)

Performance Obligations	Provision of consultancy services, typically based on an agreed number of consultant hours.
Transaction Price	Prices are based on each contractual client agreement, dependant on the level and duration of consultant hours spent.
Allocation of Price	Each chargeable hour will have an agreed price dependant on the level and experience of the consultant.
Satisfaction of Obligations	Each consultant hour charged is considered a separate performance obligation and recognition is recorded periodically (typically monthly) based on chargeable hours in that period.

Costs incurred to fulfil a contract

Costs incurred to fulfil a contract under IFRS 15 are recognised as an asset under certain conditions laid out in IFRS 15.95. The capitalised contract costs are amortised on a systematic basis that is consistent with the Company's transfer of the related goods or services to the customer.

Capitalised contract costs are subject to an impairment assessment at the end of each reporting period. Impairment losses are recognised in the profit or loss. There are no contracts in the Group for which these conditions are met and, as such, no assets have been recognised.

Investment income

Interest income is recognised on an effective interest rate method.

Discontinued operations – Other Owned Benefits – IT Salary Sacrifice

Income from the provision of salary sacrifice technology products were recognised when the goods were dispatched.



Notes to the Financial Statements continued

2 Accounting policies continued

2.5 Insurance Contracts

IFRS 17 sets out the classification, measurement and presentation and disclosure requirements for insurance contracts. It requires insurance contracts to be measured using current estimates and assumptions that reflect the timing of cash flows and recognition of profits as insurance services are delivered. The standard provides two main measurement models which are the General Measurement Model (“GMM”) and the Premium Allocation Approach (“PAA”).

The PAA simplifies the measurement of insurance contracts for remaining coverage in comparison to the GMM. The PAA is very similar to Personal Group’s previous accounting policies under IFRS 4 for calculating revenue, however there are some presentation changes.

The GMM is used for the measurement of the liability for incurred claims.

PAA eligibility

Under IFRS 17, Personal Group’s insurance contracts issued are all eligible to be measured by applying the PAA, due to meeting the following criteria:

- Insurance contracts with coverage period of one year or less are automatically eligible. This covers all hospital, recovery, and death benefit insurance contracts.
- Modelling of contracts with a coverage period greater than one year (previously employee default policies) produces a measurement for the group of insurance contracts that does not differ materially from that which would be produced applying the GMM.

Level of aggregation

Personal Group manages all insurance contracts as one portfolio within the insurance operating segment as they are subject to similar risks.

Onerous contracts

Under the PAA, it is assumed there are no contracts in the portfolio that are onerous at initial recognition, unless there are facts and circumstances that may indicate otherwise. Given the short-tailed nature of policies issued by Personal Group, management do not consider there to be any material circumstance under which policies in issue would be onerous.

Modification and derecognition

Personal Group derecognises insurance contracts when the rights and obligations relating to the contract are extinguished (meaning discharged, cancelled, or expired) or the contract is modified such that the modification results in a change in the measurement model or the applicable standard for measuring the contract.

Contract boundaries

The measurement of insurance contracts includes all future cash flows expected to arise within the boundary of each contract. Cash flows are within the boundary of an insurance contract if they arise from substantive rights and obligations that exist during the reporting period in which Personal Group can compel the policyholder to pay premiums or in which it has a substantive obligation to provide the policyholder with services.

Personal Group assesses the contract boundary at initial recognition and at each subsequent reporting date to include the effects of changes in circumstances on the Group’s substantive rights and obligations. The assessment of the contract boundary, which defines the future cash flows that are included in the measurement of the contract, requires judgement and consideration.

Personal Group primarily issues insurance contracts which provide coverage to policyholders in the event of hospitalisation, recovery, or death. While the contracts are typically weekly or monthly in their term length, the contract boundary is assessed with consideration of the delayed timing around claims of this nature and the timing of expected future claims payments with reference to the covered loss event.

Measurement – Liability for remaining coverage

On initial recognition of insurance contract, the carrying amount of the liability for remaining coverage is measured as the premiums received on initial recognition, if any, minus any reinsurance acquisition expense cash flows allocated to the contracts and any amounts arising from the derecognition of the prepaid reinsurance acquisition expense cash flows asset. Personal Group has chosen to expense insurance acquisition expense cash flows as incurred on its contracts as they have coverage of less than one year.

Subsequently, at the end of each reporting period, the liability for remaining coverage is increased by any additional premiums received in the period and decreased for the amounts of expected premium cash flows recognised as reinsurance revenue for the services provided in the period.

Personal Group has elected not to adjust the liability for remaining coverage for the time value of money as its insurance contracts do not contain a significant financing component.



Notes to the Financial Statements continued

2 Accounting policies continued

2.5 Insurance Contracts continued

Measurement – Liability for incurred claims

The liability for incurred claims represents the estimated ultimate cost of settling all insurance claims arising from events that have occurred up to the end of the reporting period, including the operating costs that are expected to be incurred in the course of settling such claims. The liability for claims is derived from the estimated fulfilment cash flows relating to expected claims. The fulfilment cash flows incorporate, in an unbiased way, all reasonable and supportable information available, without undue cost of effort, about the amount, timing and uncertainty of those future cash flows. They also include an explicit risk adjustment. Estimates of future cash flows for incurred claims are not discounted on initial recognition due to the immateriality of the impact of the time value of money as discussed in Note 22.

2.6 Property, plant and equipment and intangible assets

Property, plant and equipment and software intangibles are stated at cost, net of depreciation, amortisation and any provision for impairment. No depreciation or amortisation is charged during the period of construction.

Research and development

Expenditure on research activities is recognised in the income statement as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group intends, and has the technical ability and sufficient resources to, complete development, future economic benefits are probable and if the Group can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve a plan or design for the production of new or substantially improved products or processes.

The expenditure capitalised includes the cost of materials, external consultancy costs and salary costs where a distinct product has been created. Other development expenditure is recognised in the income statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

Disposal of assets

The gain or loss arising on the disposal of an asset is determined as the difference between the disposal proceeds and the carrying amount of the asset and is recognised in the income statement.

Amortisation and depreciation

Amortisation and depreciation are calculated to write down the cost or valuation less estimated residual value of all intangible assets, and tangible assets other than freehold land excluding investment properties by equal annual instalments over their estimated economic useful lives.

**Residual value is reviewed annually and amended if material.
The rates generally applicable are:**

Freehold properties	50 years
Motor vehicles	3 – 4 years
Computer equipment	2 – 4 years
Furniture, fixtures and fittings	5 – 10 years
Computer software and development	2 – 4 years
Internally generated intangibles	3 – 5 years
Intangible assets	3 – 5 years
Right of Use Assets	Term of Lease

2.7 Leases

Under IFRS 16, with the exception of short-term or low value leases, all operating and finance leases are accounted for in the balance sheet. On inception of the lease, the future payments, including any expected end of life costs, are discounted based on the implicit interest rate in the specific lease. A “Right of Use” asset is created at an equal value depreciated over the life of the lease which is determined by the contract with any break clauses being reviewed as to the expected use at the time of inception and at each following year end. Payments made to the lessor are debited to the balance sheet and the income statement is charged with monthly depreciation and interest which is included as finance costs in the accounts.

Low value leases or short life leases of less than one year are expensed directly into the income statement account on a straight line over the life of the lease.

2.8 Impairment of non-financial assets

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors the related cash flows.



Notes to the Financial Statements continued

2 Accounting policies continued

2.8 Impairment of non-financial assets continued

Goodwill, other individual assets or cash-generating units that include goodwill and those intangible assets not yet available for use are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. See Note 13 for further details on the impairment testing of goodwill.

2.9 Taxation

Current tax is the tax currently payable based on taxable profit for the year.

Deferred income taxes are calculated using the liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases.

However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

Deferred tax on temporary differences associated with shares in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Group are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the balance sheet date.

2.10 Financial assets

Financial assets include; equity investments, bank deposits (as defined below); loans and other receivables. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which they were acquired.

A financial asset is measured at amortised cost if it is both: held within a business model whose objective is to hold assets to collect contractual cash flows; and its contractual terms give rise to cash flows that are solely payments of principal and interest on the amount outstanding. For the purposes of this assessment, “principal” is defined as the fair value of the financial asset on initial recognition, and “interest” is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding. In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument, including any terms which may affect the timing or amount of contractual cash flows.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured subsequent to initial recognition at amortised cost using the effective interest method, less provision for impairment. Any change in their value through impairment or reversal of impairment is recognised in the income statement.

Fixed interest rate bank deposits with a maturity date of three months or more from the date of acquisition are measured at fair value (historical cost plus accrued interest). Equity investments are financial assets categorised as fair value through profit and loss and are initially recognised at fair value on the date acquired and are subsequently re-measured at their fair value. Changes in the fair value of equity investments are recognised in profit or loss. In assessing impairment requirements on financial assets (which are not categorised as fair value through profit and loss), the Group considers the rate of historic losses on similar assets in conjunction with expected future losses and credit losses as a result of potential defaults. This will, as mandated by IFRS 9, continue to be reassessed as and when further information becomes available or when conditions change.

A financial asset is de-recognised only where the contractual rights to the cash flows from the asset expire or the financial asset is transferred, and that transfer qualifies for de-recognition. A financial asset is transferred if the contractual rights to receive the cash flows of the asset have been transferred or the Group retains the contractual rights to receive the cash flows of the asset but assumes a contractual obligation to pay the cash flows to one or more recipients. A financial asset that is transferred qualifies for de-recognition if the Group transfers substantially all the risks and rewards of ownership of the asset, or if the Group neither retains nor transfers substantially all the risks and rewards of ownership but does transfer control of that asset.



Notes to the Financial Statements continued

2 Accounting policies continued

2.10 Financial assets continued

Impairment of financial assets

The Group assesses on a forward-looking basis, the expected credit losses (ECL) associated with its debt instrument assets carried at amortised cost. The Group calculates the lifetime ECL as a practical expedient for short-term receivables. A loss allowance is recognised for such losses at each reporting date. The Group measures ECL on each balance sheet date according to a three stage ECL impairment model:

Stage 1 – from initial recognition of the financial asset to the date on which the asset has experienced a significant increase in credit risk (SICR) relative to its initial recognition, a loss allowance is equal to the credit loss expected to result from default occurring over 12 months following the reporting date.

Stage 2 – following a significant increase in credit risk relative to the initial recognition of the financial asset, a loss allowance is recognised equal to the credit losses expected over the remaining lifetime of the asset. Where an SICR is no longer observed, the instrument will move back to Stage 1.

Stage 3 – when the financial asset is considered to be credit impaired, a loss allowance is recognised equal to the credit losses expected over the remaining life of the asset. Interest and revenue is calculated based on the gross carrying amount of the asset, net of the loss allowance.

The measurement of the ECL reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money and reasonable and supportable information that is available without undue cost and effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

2.11 Financial liabilities

Financial liabilities are classified as measured at amortised cost or fair value through profit and loss (FVTPL). A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition.

Financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest related charges recognised as an expense in finance cost in the income statement. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are charged to the income statement on an accruals basis using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

There are no financial liabilities categorised as at fair value through profit or loss.

A financial liability is de-recognised only when the obligation is extinguished, that is, when the obligation is discharged or cancelled or expires.

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

As stated in Note 2.11 fixed interest rate bank deposits with the maturity date of three months or more from the date of acquisition are classified as financial assets.

2.13 Investments in subsidiary undertakings

Company investments in subsidiary undertakings and joint ventures held in the Company Balance Sheet are shown at cost less impairment provisions. Impairment testing is completed as and when an indicator for impairment under IAS 36 arises. If the carrying amount of the investment exceeds its recoverable amount (calculated as the higher of Fair Value Less Costs of Disposal or Value in Use), an impairment loss is recognised in accordance with IAS 36, reducing the investment's value to its recoverable amount.

2.14 Equity

Equity comprises the following:

- “**Share capital**” represents the nominal value of equity shares.
- “**Share premium account**” represents the amount paid on issue for equity shares in excess of their nominal value.
- “**Capital redemption reserve**” represents the nominal value of its own equity shares purchased, and then cancelled, by the Group.
- “**Share based payments reserve**” represents the equity value of the accumulated share based payments expenses in long-term incentive plans.
- “**Other reserve**” represents the investment in own Company shares by the Employee Benefit Trust.
- “**Profit and loss reserve**” represents retained profits.

2.15 Employee benefits

Defined contribution group and self-invested personal pension schemes.

The pension costs charged against profits are the contributions payable to the schemes in respect of the accounting period.



Notes to the Financial Statements continued

2 Accounting policies continued

2.16 Share-based payment

Equity-settled share-based payment

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the instrument as at the date it is granted to the employee.

All equity-settled share-based payments are ultimately recognised as an expense in the income statement with a corresponding credit to "profit and loss reserve".

If vesting periods or other non-market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period.

No adjustment is made to any expense recognised in prior periods if share options ultimately exercised are different to that estimated on vesting.

Upon exercise of share options, the proceeds received net of attributable transaction costs are credited to share capital, and where appropriate share premium.

2.17 Employee benefit trust

The assets and liabilities of the Employee Benefit Trust (EBT) have been included in the Group accounts. Any assets held by the EBT cease to be recognised on the Group balance sheet when the assets vest unconditionally in identified beneficiaries.

The costs of purchasing own shares held by the EBT are shown as a deduction against equity. The proceeds from the sale of own shares held increase equity. Neither the purchase nor sale of own shares leads to a gain or loss being recognised in the Group income statement.

At present the Company operates a plan whereby all employees are entitled to make monthly payments to the trust via payroll deductions. The current allocation period is six months and shares are allocated to employees at the end of each allocation period. The shares are allocated at the lower of the mid-market price at the beginning and end of the allocation period. The trust Company has not waived its right to dividends on unallocated shares. Any profit or loss on allocation of shares to individuals is taken directly to the "other reserve" within equity.

2.18 Shares held in an employee benefit trust

Transactions of the Company sponsored EBT are treated as being those of the Company and are therefore, reflected in these financial statements.

2.19 Provisions

A provision is recognised in the balance sheet 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. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

2.20 Agent vs Principal

The sale of discounted vouchers, be it physical or electronic, represents a significant activity for the Group with revenue presented as voucher resale income within the Benefits and Reward segment. The Group has a mixture of relationships with retailers and third-party suppliers, depending on the offering. Some offerings require purchasing inventory in advance while others require the maintaining of cash floats with suppliers and others require the settlement of supplier invoices as they are received.

Depending on the contractual relationship and the nature of the transactions with the relevant suppliers, the Group has made a judgement on whether the offerings constitute agency or principal transactions. This judgement is significant in nature as it has a material impact on the revenue and cost of sales of the Group.



Notes to the Financial Statements continued

3 Risk management objectives and policies

The Board recognises that the effective management of risks and opportunities is fundamental to achieving the Group's strategic objectives. As a result, it is important there is a strong risk management culture throughout the Group, and that we identify, assess and appropriately optimise the key risks to the Group achieving this strategy.

To achieve its objectives as well as sustainable profitability, the Group may pursue the opportunities that gave rise to risk. Therefore, we have adopted an Enterprise Risk Management Framework as part of our decision making and business management process. As a result of this rigorous approach, the Group can maintain financial security, produce good outcomes and the fair treatment of customers, and meet the needs of other parties such as shareholders, employees, suppliers and regulators.

We review the risk management strategy regularly, particularly after any significant change to the change environment and, each year, after the approval of the Group's strategy and business plans. The most significant financial risks to which the Group and Company are exposed under normal circumstances are described in this section.

Credit risk

The Group's and Company's exposure to credit risk includes the carrying value of certain financial assets at the balance sheet date, summarised as follows:

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Other receivables	11,313	7,878	-	-
Accrued interest	2	2	-	-
Cash and cash equivalents	25,011	19,060	135	37
Equity investments	1,769	1,593	-	-
Bank deposits	3,952	8,319	3,000	4,750
Total credit risk	42,047	36,852	3,135	4,787

A large proportion of the Group's revenue is generated from the sale of insurance policies to individual customers, with most of the premiums collected, and paid over to the Group, by the individuals' employer via payroll deduction. The vast majority of employers pay over payroll deductions made, within one month, on a regular basis, thereby minimising the credit risk exposure to the Group.

The use of payroll deductions by a "host company employer" would not be permitted where the Board believed there may be a significant credit risk. Receivables past their due date are summarised within Note 18. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are all regulated in the UK by the PRA.

At 31 December 2025 the counterparties were as follows: The Co-operative Bank plc, HSBC Bank Plc, Lloyds Bank Plc, MUFG Bank Limited and Aberdeen Standard Investments. Long-term rate credit ratings for these counterparties range from AA to B (ratings sourced from Fitch, and Standard & Poor's) (2024: AA to B rating range).

The Group is also exposed to the recoverability of receivables from reinsurers. At 31 December 2025, the Group utilised two reinsurances counterparties, namely, Swiss Re Europe S.A., United Kingdom Branch and AXA XL Insurance Life Syndicate 3002. Credit ratings for this reinsurer range from A+ to AA.

Interest rate risk

The Group is not exposed to any financial liabilities with an interest element aside from the interest element intrinsic in leases.

At 31 December 2025, bank deposits and cash and cash equivalents were £28,963,000 (2024: £27,349,000). If UK interest rates decreased by 2%, net finance income would decrease by approximately £579,000. Investment income would still remain positive for the year.

Market risk

The Group is exposed to market risk, in the form of equity price risk, in respect of its equity investments in managed funds which are invested in worldwide equities and so are valued via directly observable inputs (level 1 inputs). The assets are measured at fair value through profit and loss. A decrease of 5% in the Group's equity investments would result in an unrealised loss of £88,450 being recognised in the income statement.

Liquidity risk

Cash balances are managed internally and amounts are placed on short-term deposits (currently not exceeding twelve months) to ensure that sufficient funds are available at all times to pay all liabilities as and when they fall due.

As at 31 December 2025, the Group's and Company's liabilities have contractual maturities (including interest payments where applicable) as summarised below:

Notes to the Financial Statements continued

3 Risk management objectives and policies continued

	Within 6 months £'000	6-12 months £'000	1-5 years £'000	Total* £'000
Group				
At 31 December 2025				
Trade and other payables	18,377	162	44	18,583
Insurance contract liabilities	495	-	-	904
Total liquidity risk	18,872	162	44	19,487
At 31 December 2024				
Trade and other payables	12,965	141	43	14,395
Insurance contract liabilities	479	-	-	889
Total liquidity risk	13,444	141	43	15,284

* The table above excludes non-cash items relating to insurance liabilities for remaining coverage or unearned revenue across the different business segments.

As at 31 December 2025, the Company did not have any contractual maturities (including interest payments where applicable).

All subsidiary undertakings are 100% owned by the Company or subsidiaries thereof. There is at least one Director of Personal Group Holdings on each of the larger subsidiary companies' Boards and all operations are controlled from within the registered office in Milton Keynes. The Company Directors have a good understanding of the operational performance of each of the subsidiary undertakings. The Company Directors are satisfied that the subsidiary undertakings have sufficient future income streams to enable the liabilities to be repaid in full in the foreseeable future.

Currency risk

The Group is not exposed to any currency risk as all business is conducted in GBP and all bank accounts were held in GBP in both 2025 and 2024.

Insurance claim and related risks

During the year, Personal Assurance Plc (PA) underwrote two categories of business and Personal Assurance (Guernsey) Ltd (PAGL) a further two categories, which are described in detail below:

Hospital cash plans and other personal accident and sickness policies

These have been PA's core products since 1984 and, at 31 December 2025, represent 99.5% (2024: 99.4%) of PA's gross premiums written. The vast majority of these policies are sold

to individuals at their place of work as part of an employee benefits package introduced by PGH on behalf of the employer. The gross loss ratio on these policies at 31 December 2025 was 30.1% (2024: 28.7%). Historic losses have been consistent over the period of time that these policies have been underwritten and therefore the Board has taken the decision to continue to accept the underwriting risk in full and not to use reinsurance as a way of managing insurance claim risk. This will continue to be reviewed to ensure that this remains appropriate going forward. At present the maximum payable on any one single claim is £91,375 (2024: £91,375) and would only be payable after a period of hospital confinement of two years. The total number of these individual policies in force at 31 December 2025 was 211,364 (2024: 199,566) and the total annualised premium value of these policies was £30,022,148 (2024: £26,793,752). The average amount paid per claim in 2025 was £172 (2024: £180).

Voluntary Group Income Protection policies (VGIP)

In July 2012 PA commenced the underwriting of VGIP policies. In order to manage this insurance risk, the Board took out a quota share reinsurance policy to exclusively cover this part of the business. Under this reinsurance policy 90% of the value of each claim is recoverable from the reinsurer.

At 31 December 2025 these policies represent 0.5% (2024: 0.6%) of PA's gross premiums written. The total annualised premium value of these policies was £136,000 (2024: £134,000). The gross loss ratio (excluding claims handling costs) on these policies at 31 December 2025 was 17.8% (2024: 10.1%). The total number of these individual policies in force at 31 December 2025 was 325 (2024: 357) and the average amount paid per claim in 2025 was £8,293 (2024: £7,836). The company is continuing to service ongoing policies but is not actively selling new policies, or enrolling members to existing client policies.

Death benefit policies

Death benefit policies have been underwritten by PAGL since March 2015. These policies are sold primarily to individuals at their place of work in the same way as the hospital cash plans.

At 31 December 2025 these policies represent 99% (2024: 96%) of PAGL's gross premiums. The total annualised premium value of these policies was £10,287,112 (2024: £8,936,000). The gross loss ratio (excluding claims handling costs) on these policies at 31 December 2025 was 18.5% (2024: 19.3%). A stop loss reinsurance policy is in place to cover claims over £3,000,000 at any given location. The total number of these individual policies in force at 31 December 2025 was 76,312 (2024: 71,955) and the average amount paid per death in 2025 was £9,592 (2024: £9,790).





Notes to the Financial Statements continued

3 Risk management objectives and policies continued

Employee default policies

In February 2020, PAGL commenced the underwriting of employee default policies in relation to salary sacrifice sales made by Let's Connect. These policies provided cover to Let's Connect's largest customer in the event that employees left owing salary sacrifice deductions to their employer and these monies were unable to be recovered by alternative means. The last policy was written in March 2023.

At 31 December 2025, no policies were included (2024: 4%) within PAGL's gross premiums. The gross loss ratio (excluding claims handling costs) on these policies at 31 December 2025 was nil% (2024: 54.7%) and the average amount paid per individual default in 2025 was £0 (2024: £317).

Group loss ratio

For the year ended 31 December 2025 the gross claims ratio of the Group was 27.1% (2024: 29.1%), by taking claims incurred as a proportion of insurance revenue. A 2% increase in the claims ratio would increase claims incurred by approximately £724,333.

There are no individually material claims, and claims that have remained open for more than 12 months are also not material. As a result, the Group has elected to not disclose claims development tables.

4 Capital management and requirements

The Group's capital management objective is to maintain sufficient capital to safeguard the Group's ability to continue as a going concern and to protect the interests of all of its customers, investors, regulator and trading partners while also efficiently deploying capital and managing risk to sustain ongoing business development. The Group manages its capital resources in line with the Group's capital management Policy, which is reviewed on an annual basis. The Group's capital position is kept under constant review and is reported monthly to the Board.

Since 1 January 2016, Personal Assurance Plc (PA) has been subject to the capital requirements originally introduced under Solvency II. Following the UK's withdrawal from the European Union, this regime has been retained and amended as Solvency UK (SUK). Under SUK, PA is required to maintain eligible own funds sufficient to cover its Solvency Capital Requirement (SCR). In addition, PA maintains a buffer in excess of this capital requirement, specified in line with the capital risk appetite agreed by the Board. The SCR is calculated in accordance with the Standard Formula specified in the Solvency UK legislation.

At least annually, the Group undertakes the Own Risk and Solvency Assessment (ORSA). This process enables the Group to assess how well the Standard Formula SCR reflects the Group's actual risk profile, and comprises all the activities by which PA establishes the level of capital required to meet its solvency needs over the planning period given the Company's strategy and risk appetite. The conclusions from these activities are summarised in the ORSA Report which is reviewed by the Risk Committee, approved by the Board and submitted to the Prudential Regulation Authority (PRA) at least annually.

PA's unaudited Eligible Own Funds, determined in accordance with the Solvency UK valuation rules, were £15.1m (2024: £11.9m) which was in excess of the estimated SCR of £5.1m (2024: £4.3m). This represented an estimated solvency coverage ratio of 299% (2024: 279%). The movement year on year remains well within the Board's risk appetite of holding greater than 150% of the requirement.

Other than disclosed above there have been no changes to what is managed as capital or the Group's capital management objectives, policies or procedures during the year.

At 31 December 2025, the requirements of the Group's regulated companies were as follows:

Company	Capital resources requirement unaudited £'000	Capital resources unaudited £'000	Surplus over capital resources requirement unaudited £'000	Relevant regulatory body
Personal Assurance Plc	5,061	15,117	10,055	FCA, PRA
Personal Assurance Services Limited	82	1,463	1,382	FCA
Personal Group Benefits Limited	60	878	818	FCA
Berkeley Morgan Limited	5	159	154	FCA
Personal Assurance (Guernsey) Limited	949	4,619	3,670	GFSC

Personal Assurance Plc and Personal Assurance (Guernsey) Limited maintain the majority of their assets in cash and short-term fixed interest rate deposits. The capital resources and corresponding capital resource requirement for each PRA regulated entity is calculated in accordance with PRA regulations. The capital resources and corresponding capital resource requirement for each FCA regulated entity is calculated in accordance with FCA regulations. The Group's capital comprises all components of equity. The Group's regulated entities have complied with all externally imposed capital requirements during the year.

Notes to the Financial Statements continued

5 Segment analysis

The segments used by management to review the operations of the business are disclosed below. The Chief Operating Decision Maker (CODM), as defined by IFRS 8, is the executive management team responsible for reviewing the Group's operating segments and making decisions about resource allocation and performance assessment.

1) Affordable Insurance

Personal Assurance Plc (PA), a subsidiary within the Group, is a PRA regulated general insurance Company and is authorised to transact accident and sickness insurance. It was established in 1984 and has been underwriting business since 1985. In 1997 Personal Group Holdings Plc (PGH) was created and became the ultimate parent undertaking of the Group.

Personal Assurance (Guernsey) Limited (PAGL), a subsidiary within the Group, is regulated by the Guernsey Financial Services Commission and has been underwriting death benefit policies since March 2015.

This operating segment derives the majority of its revenue from the underwriting by PA and PAGL of insurance policies that have been bought by employees of host companies via bespoke benefit programmes.

2) Benefits and Reward

Revenue in this segment relates to the annual subscription income and other related income arising from the licensing of Hapi, the Group's employee benefit platform. This includes sales to both the large corporate and SME sectors. This segment includes agency revenue generated from the resale of vouchers (Note 2.22). Revenue also includes consultancy, surveys, and licence income derived from selling digital platform subscriptions.

3) Other

The other operating segment consists exclusively of revenue generated by Berkeley Morgan Group (BMG) and its subsidiary undertakings along with any investment income obtained by the Group.

Discontinued Operations – Other Owned Benefits

This segment constitutes any goods or services in the benefits platform supply chain which was owned by the Group, prior to its disposal in July 2024. As such, this segment is treated as discontinued operations within these accounts.

	2025 £'000	2024 £'000
Revenue by segment from continuing activities		
Affordable Insurance	36,217	32,166
Benefits & Reward	13,750	13,024
Benefits & Reward – Group Elimination	(2,850)	(2,747)
Other income		
Other	98	136
Investment income	1,153	1,197
Total Revenue from continuing activities	48,368	43,776
Adjusted EBITDA* contribution from continuing activities by segment		
Affordable Insurance	14,623	12,424
Benefits & Reward	6,089	5,215
Other	1,354	1,382
Group admin and central costs**	(9,796)	(8,937)
Charitable donations	(122)	(100)
Adjusted EBITDA* from continuing activities	12,148	9,984
Interest	(77)	(106)
Depreciation**	(1,022)	(1,111)
Amortisation**	(2,217)	(1,415)
Restructuring costs**	(30)	(324)
Share based payments expenses	(388)	(202)
Profit before tax from continuing activities	8,414	6,826

* Adjusted EBITDA is defined as earnings before interest, tax, depreciation, amortisation, goodwill impairment, restructuring costs, share-based payment expenses, profits on disposal of subsidiaries, corporate acquisition costs, and release of tax provision.

** These costs constitute Group administration expenses on the face of the Consolidated Income Statement. Group admin and central costs are presented separately as a result of the Group's holistic approach to managing administrative, sales and marketing activities. These costs include general administrative expenses, sales and marketing expenditure and depreciation relating to shared assets, which support the Group as a whole and are not directly attributable to specific operating segments or cost centres.



Notes to the Financial Statements continued

5 Segment analysis continued

	2025 £'000	2024 £'000
Revenue by Segment from discontinued activities		
Other Owned Benefits	-	2,572
Group Revenue from discontinued activities	-	2,572
Adjusted EBITDA contribution from discontinued activities		
Other Owned Benefits	-	(216)
Adjusted EBITDA from discontinued activities	-	(216)
Profit on disposal of Let's Connect	-	1,167
Depreciation	-	(34)
Amortisation	-	(14)
Interest	-	(1)
Profit before tax from discontinuing activities	-	902

Segmental assets and liabilities

	2025		2024	
	Assets £'000	Liabilities £'000	Assets £'000	Liabilities £'000
Insurance	26,132	5,012	30,867	9,237
Benefits Platform	15,413	13,422	9,417	7,158
Pay & Reward	1,736	729	1,348	52
Other	14,077	1,382	9,655	-
Total segment assets and liabilities	57,358	20,545	51,287	16,447

Other assets comprise mostly of goodwill, intangible assets and PPE.

5a Further segmental analysis

The following note provides additional analysis on Group segmental income and expenditure.

Benefits and Reward income

	2025 £'000	2024 £'000
Benefits Platform	10,991	10,507
Pay & Reward	2,759	2,517
Group elimination*	(2,850)	(2,747)
Total employee benefits and service income	10,900	10,277

Insurance operating expenses

	2025 £'000	2024 £'000
Operating expenses	21,528	19,662
Group elimination*	(2,850)	(2,747)
Total insurance operating expenses	18,678	16,915

* In order to properly assess the segments individually, this Group elimination apportions at arm's length value to platform sales offered at a discount in return for insurance selling opportunities at corporate clients. This value is then added to Benefits Platform income and Insurance service expenses before being eliminated out.

Benefits and Reward expenses

	2025			2024		
	Cost of sales £'000	Operating expenses £'000	Total expenses £'000	Cost of sales £'000	Operating expenses £'000	Total expenses £'000
Benefits Platform	2,892	3,038	5,930	2,576	3,554	6,130
Pay & Reward	8	1,724	1,732	25	1,655	1,680
Total employee benefits and services expenses	2,900	4,762	7,662	2,601	5,209	7,810

Gross transactional value

Gross transactional value from the sale of goods and vouchers is recognised at the net value when significant risks and rewards of ownership of the goods and vouchers have been passed to the buyer, usually on the dispatch of the goods and vouchers. The Group is considered to be an agent for voucher sales with a total transaction value of £53,180,000 (2024: £59,676,000).



Notes to the Financial Statements continued

6 Investment income

	2025 £'000	2024 £'000
Interest income from cash on deposit	1,153	1,197
Total investment income	1,153	1,197

7 Insurance service expenses

Net expenses from reinsurance contracts held

	2025 £'000	2024 £'000
Outward reinsurance premium	(85)	(92)
Reinsurer's share of claims paid	19	13
Net expenses from reinsurance contracts held	(66)	(79)

	2025 £'000	2024 £'000
Claims paid	8,578	8,279
Claims handling expenses paid	980	828
Claims Incurred	9,558	9,107

Changes to liabilities for claims	266	241
Net change in claims provision	266	241

Incurred acquisition costs	6,957	5,990
Administration expenses	1,897	1,577
Total Insurance operating expenses	8,854	7,567

Total insurance service expenses	18,678	16,915
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8 Directors' and employees' remuneration

a) Staff costs (excluding Non-Executive Directors' fees) during the year were as follows:

	2025 £'000	2024 £'000
Wages and salaries	13,138	11,900
Share-based payments expense	388	202
Social security costs	1,657	1,368
Other pension costs	652	604
Total staff costs	15,835	14,074

The average number of employees employed through the year was as follows:

	2025 Number	2024 Number
Administration	154	159
Sales and marketing	104	94
Total number of employees	258	253

b) Directors' remuneration:

	2025 £'000	2024 £'000
Emoluments	1,306	1,222
Gain on exercise of options	44	11
Pension contributions to Group and self-invested personal pension schemes	35	32
Total Director's remuneration	1,385	1,265

During the year, two Directors (2024: two Directors) participated in Group and self-invested personal pension schemes.

The amounts set out above include remuneration in respect of the highest paid Director as follows. All emoluments relate to payments made by subsidiary undertakings.

Notes to the Financial Statements continued

8 Directors' and employees' remuneration continued

b) Directors' remuneration continued:

	2025 £'000	2024 £'000
Emoluments	585	557
Pension contributions to Group and self-invested personal pension schemes	19	19
Total	604	576

Details of individual Director's remuneration are given in the Remuneration Report on pages 48 to 53. The Company does not incur employee remuneration.

Key management of the Group are the Directors of Personal Group Holdings Plc together with the members of the Senior Leadership Team. Key management personnel remuneration includes the following expenses:

	2025 £'000	2024 £'000
Short-term employee benefits:		
Salaries including bonuses	2,505	1,805
Social security costs	376	249
Gain on exercise of options	69	21
	2,950	2,075
Post-employment benefits:		
Defined contribution pension plans	89	57
Total remuneration	3,039	2,132

9 Profit before tax

	2025 £'000	2024 £'000
Profit before tax is stated after:		
Auditor's remuneration (inclusive of non-recoverable VAT):		
Audit services:		
Audit of Company financial statements	234	246
Audit of subsidiary undertakings	181	152
Non-audit services:	-	-
Depreciation of property, plant and equipment	1,022	1,111
Amortisation	2,217	1,415

Notes to the Financial Statements continued

10 Tax

The relationship between the expected tax expense based on the effective tax rate of Personal Group Holdings Plc at 25% (2024: 25%) and the tax expense recognised in the income statement can be reconciled as follows:

	2025 £'000	2024 £'000
Profit before tax	8,414	7,728
Tax rate	25%	25%
Expected tax expense	2,104	1,932
Adjustment for non-deductible expenses	(134)	102
Adjustment for tax exempt revenues	(437)	(689)
Other adjustments		
Tax (credit)/charge in respect of prior years	(405)	(113)
Actual tax expense	1,128	1,232
Continuing operations	1,128	1,298
Discontinuing operations	-	(66)
Current tax expense	1,635	977
In respect of prior years	(405)	(113)
Deferred tax		
Origination and reversal of temporary differences	(102)	368
Total tax	1,128	1,232

Adjustments in respect of prior years relate to the finalisation of prior periods corporation tax computations and the refinement of estimates made in earlier periods for PA Plc.

11 Earnings per share

The earnings per share from continuing operations is as follows:

	2025			2024		
	Earnings £'000	Weighted average number of shares	Pence per share	Earnings £'000	Weighted average number of shares	Pence per share
Basic EPS from continuing operations	7,286	31,245,014	23.3	5,528	31,226,632	17.7
Dilutive effect of shares in Employee Share Ownership Plan	-	1,761,552	(1.2)	0.0	1,175,648	(0.6)
Diluted	7,286	33,006,565	22.1	5,528	32,402,281	17.1

The weighted average number of shares shown above excludes unallocated own Company shares held by Personal Group Trustees Ltd.

The earnings per share from discontinued operations is as follows:

	2025			2024		
	Earnings £'000	Weighted average number of shares	Pence per share	Earnings £'000	Weighted average number of shares	Pence per share
Basic EPS from discontinued operations	-	-	-	968	31,226,632	3.1
Dilutive effect of shares in Employee Share Ownership Plan	-	-	-	0.0	1,175,648	(0.1)
Diluted	-	-	-	968	32,402,281	3.0



Notes to the Financial Statements continued

11 Earnings per share continued

The earnings per share from total operations is as follows:

	2025			2024		
	Earnings £'000	Weighted average number of shares	Pence per share	Earnings £'000	Weighted average number of shares	Pence per share
Basic EPS from total operations	7,286	31,245,014	23.3	6,496	31,226,632	20.8
Dilutive effect of shares in Employee Share Ownership Plan	-	1,761,552	(1.2)	0.0	1,175,648	(0.7)
Diluted	7,286	33,006,565	22.1	6,496	32,402,281	20.1

12 Dividends

	2025 Pence per share	2024 Pence per share	2025 £'000	2024 £'000
Equity dividends				
Q2	10.00	5.85	3,125	1,829
Q4	8.20	6.50	2,565	2,031
	18.20	12.35	5,690	3,860
Less: amounts paid on own shares			(1)	(3)
Total dividends	18.20	12.35	5,689	3,857

The dividends listed above were paid in the calendar year.

13 Goodwill

The carrying amount of goodwill which has been allocated to those cash-generating units can be analysed as follows:

	Let's Connect £'000s	Pay & Reward £'000s	Total £'000s
Cost			
At 1 January 2025	-	2,684	2,684
Additions in the year	-	-	-
Disposals in the year	-	-	-
At 31 December 2025	-	2,684	2,684
Amortisation and impairment			
At 1 January 2025	-	-	-
Impairment charge for year	-	-	-
Disposals in the year	-	-	-
At 31 December 2025	-	-	-
Net book value at 31 December 2025	-	2,684	2,684

	Let's Connect £'000s	Pay & Reward £'000s	Total £'000s
Cost			
At 1 January 2024	10,575	2,684	13,259
Additions in the year	-	-	-
Disposals in the year	(10,575)	-	(10,575)
At 31 December 2024	-	2,684	2,684
Amortisation and impairment			
At 1 January 2024	10,575	-	10,575
Impairment charge for year	-	-	-
Disposals in the year	(10,575)	-	(10,575)
At 31 December 2024	-	-	-
Net book value at 31 December 2024	-	2,684	2,684

The net carrying values at 31 December 2025 have been reviewed for impairment.





Notes to the Financial Statements continued

13 Goodwill continued

Pay & Reward

Innecto Reward Consulting Limited was acquired by PGH in 2019, and goodwill of £2.1m was recognised as a result of this acquisition. QCG Limited was acquired in 2022 and resulted in goodwill of £0.6m. Both businesses are now treated as one cash generating unit (CGU), this is due to the commonality of their business models and cashflows, as well organisational changes put in place at the end of 2023 which merged the team into one combined consultancy unit. The teams now work in unison under one management structure to deliver pay and reward consultancy to clients.

For the purpose of the value in use model, the CGU value is comprised of the total goodwill allocated, the carrying value of the intangible assets recognised on acquisition and the assets of the CGU such that the carrying amount of the CGU has been determined on a basis consistent with the way the recoverable amount of the CGU is determined.

An expected cash flow approach was used applying multiple scenarios and affixed probabilities that were deemed to be appropriate under management's best understanding of the business.

Key assumptions

Five years of future cash flows were included in the discounted cash flow model, including a long-term growth rate of 2.5% (30-year average of UK consumer price index) (2024: 2.4%). These cash flows were then discounted using a risk mitigating post-tax discount rate of 22.6% (2024: 22.5%) based on the CGU's weighted average cost of capital, using the capital asset pricing model with a risk premium in line with the risks associated with the uncertainties around the forecasted growth. The pre-tax discount rate is 30.1% which has no material impact on our calculations.

Sensitivity

While management are confident that the CGU will generate the forecast income used in the impairment assessment, there is inherent uncertainty in the forecast cash flows and key assumptions used within the model. In particular, the discount rate and terminal growth rate have been identified as the most sensitive assumptions, as changes in these variables can have an impact on the recoverable amount calculated.

Management has therefore performed sensitivity analysis to assess the impact of reasonably possible changes in these key assumptions on the available headroom between the recoverable amount and the carrying value of the CGU. The table below shows the sensitivity of these assumptions and the resulting impact on headroom (in base percentage point terms), with the 'Base' column representing the headroom calculated using management's base case assumptions in the impairment model.

Sensitivity Analysis – Impact on headroom	- % £'000s	Base £'000s	+ % £'000s
Discount Rate (+/- 5%)	2,075	1,716	1,416
Terminal Growth Rate (+/- 0.5%)	1,669	1,716	1,774

Notes to the Financial Statements continued

14 Intangible assets

For the year ended 31 December 2025

	Let's Connect customer value £'000	Pay & Reward customer book and trade name £'000	Innecto technology £'000	Computer software and website development £'000	Internally generated computer software £'000	WIP £'000	Total £'000
Cost							
At 1 January 2025	-	1,063	298	7,657	506	278	9,802
Transfers	-	-	-	1,834	-	(1,834)	-
Additions in the year	-	-	-	30	-	2,676	2,706
Disposals	-	-	-	(97)	(506)	(71)	(674)
At 31 December 2025	-	1,063	298	9,424	-	1,049	11,834
Amortisation and impairment							
At 1 January 2025	-	895	298	3,249	506	-	4,948
Amortisation charge for year	-	67	-	2,150	-	-	2,217
Disposals	-	-	-	(24)	(506)	-	(530)
At 31 December 2025	-	962	298	5,375	-	-	6,635
Carrying value at 31 December 2025	-	101	-	4,049	-	1,049	5,199
Carrying value at 31 December 2024	-	168	-	4,408	-	278	4,854

The Pay & Reward customer values and trademark include acquired intangibles relating to Innecto and QCG. This, and the Innecto technology, is being amortised through the consolidated income statement over a five-year period. The carrying values on 31 December 2025 have been assessed for impairment and no impairment was deemed necessary. The assets were assessed in conjunction with the goodwill value in Note 13. The total value of amortisation relating to acquired intangibles was £67k (2024: £100k). No identifiable research costs have been charge to the P&L in the year.





Notes to the Financial Statements continued

14 Intangible assets continued

For the year ended 31 December 2024

	Let's Connect customer value £'000	Pay & Reward customer book and trade name £'000	Innecto technology £'000	Computer software and website development £'000	Internally generated computer software £'000	WIP £'000	Total £'000
Cost							
At 1 January 2024	1,648	1,063	298	2,773	506	2,948	9,236
Transfers	-	-	-	5,256	-	(5,256)	-
Additions in the year	-	-	-	79	-	2,586	2,665
Disposals	(1,648)	-	-	(451)	-	-	(2,099)
At 31 December 2024	-	1,063	298	7,657	506	278	9,802
Amortisation and impairment							
At 1 January 2024	1,648	803	290	2,335	506	-	5,582
Amortisation charge for year	-	92	8	1,329	-	-	1,429
Disposals	(1,648)	-	-	(415)	-	-	(2,063)
At 31 December 2024	-	895	298	3,249	506	-	4,948
Carrying value at 31 December 2024	-	168	-	4,408	-	278	4,854
Carrying value at 31 December 2023	-	260	8	438	-	2,948	3,654



Notes to the Financial Statements continued

15 Property, plant and equipment

For the year ended 31 December 2025

	Freehold land and properties £'000	Computer equipment £'000	Furniture fixtures & fittings £'000	Right of use assets £'000	Total £'000
Cost					
At 1 January 2025	5,037	1,343	2,212	1,830	10,422
Additions	-	260	127	139	526
Disposals	-	(613)	-	(315)	(928)
At 31 December 2025	5,037	990	2,339	1,654	10,020
Depreciation					
At 1 January 2025	2,086	1,192	1,711	954	5,943
Provided in the year	88	169	148	617	1,022
Eliminated on disposals	-	(613)	-	(291)	(904)
At 31 December 2025	2,174	748	1,859	1,280	6,061
Net book amount at 31 December 2025	2,863	242	480	374	3,959
Net book amount at 31 December 2024	2,951	151	501	876	4,479

In line with IFRS 16, right of use (ROU) assets relate to motor vehicles and building leases, a breakdown for which can be found in Note 29.

Notes to the Financial Statements continued

15 Property, plant and equipment continued

For the year ended 31 December 2024

	Freehold land and properties £'000	Motor vehicles £'000	Computer equipment £'000	Furniture fixtures & fittings £'000	Lease improvements £'000	Right of use assets £'000	Total £'000
Cost							
At 1 January 2024	5,037	53	1,570	2,294	38	2,261	11,253
Additions	-	-	99	2	2	643	746
Disposals	-	(53)	(326)	(84)	(40)	(1,074)	(1,577)
At 31 December 2024	5,037	-	1,343	2,212	-	1,830	10,422
Depreciation							
At 1 January 2024	2,002	41	1,300	1,633	38	1,219	6,233
Provided in the year	84	6	212	158	-	685	1,145
Eliminated on disposals	-	(47)	(320)	(80)	(38)	(950)	(1,435)
At 31 December 2024	2,086	-	1,192	1,711	-	954	5,943
Net book amount at 31 December 2024	2,951	-	151	501	-	876	4,479
Net book amount at 31 December 2023	3,035	12	270	661	-	1,042	5,020



Notes to the Financial Statements continued

16 Financial investments

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Bank deposits	3,952	8,319	3,000	4,750
Equity investments	1,769	1,593	-	-
Total financial investments	5,721	9,912	3,000	4,750

IFRS 13 Fair Value Measurement establishes a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities. All current equity investments are valued using Level 1 inputs.

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 input).

Bank deposits, held at amortised cost, are due within six months and the amortised cost is a reasonable approximation of the fair value. These would be included within Level 2 of the fair value hierarchy.

17 Trade and other receivables

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Loans and receivables:				
Other receivables due within one year	11,313	7,878	-	-
Amounts due from subsidiary undertakings	-	-	250	157
Accrued interest	2	2	-	-
Other prepayments and accrued income	2,599	2,114	154	174
Total trade and other receivables	13,914	9,994	404	331

All of the Group's receivables due within one year have been reviewed for indicators of impairment. IFRS 9 compliant credit loss provisions have been made where applicable and the values shown above are net of those provisions.

Other receivables include non-insurance trade receivables, and receivables relating to float payments on the e-voucher platform. There have been no significant changes in any contract asset balances during the reporting period.

A weighted average ageing of the expected loss provision is shown below:

	2025			2024		
	Trade Debtor £'000	Weighted Average Provision	Credit Loss Provision £'000	Trade Debtor £'000	Weighted Average Provision	Credit Loss Provision £'000
Current	9,743	0.1%	8	7,066	0.1%	9
30 Days	548	1.0%	5	400	1.0%	4
60 Days	252	2.0%	5	200	2.1%	4
90 Days	384	6%	23	121	4.1%	5
150 Days	545	21.9%	119	150	24.2%	37
Total	11,473	1.8%	160	7,937	0.6%	59



Notes to the Financial Statements continued

17 Trade and other receivables continued

Credit Loss Provision

	2025 £'000	2024 £'000
Stage 1	-	-
Stage 2	160	59
Stage 3	-	-
Total	160	59

Set out below is the movement in the allowance for expected credit losses of trade receivables and contracted assets:

	2025 £'000	2024 £'000
At 1 January	59	90
Provision for expected credit losses	160	59
Provision release	(59)	(90)
At 31 December	160	59

In the past, the Group has not incurred significant bad debt write offs and consequently whilst the above may be overdue, the risk of credit default is considered to be low. The Group has no charges or other security over any of these assets.

18 Cash and cash equivalents

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Cash at bank and in hand	23,106	18,335	135	37
Short-term deposits	1,905	725	-	-
Total cash and cash equivalents	25,011	19,060	135	37

19 Share capital

	2025 £'000	2024 £'000
Authorised 200,000,000 ordinary shares of 5p each	10,000	10,000
Allotted, called up and fully paid 31,277,030 (2024: 31,248,822) ordinary shares of 5p each	1,563	1,562
Share Premium	1,134	1,134

Each ordinary share is entitled to one vote in any circumstance. The increase during the year arised from the exercise of share options granted under the Company's Share Ownership Plans.

The total number of own shares held by the Employee Benefit Trust at 31 December 2025 was 76,935 (2024: 77,242). Of this amount, there are 63,784 (2024: 61,232) SIP shares that have been unconditionally allocated to employees. As at 31 December 2025, the Group maintained two share-based payment schemes for employee compensation.

a) Company Share Ownership Plan (CSOP) and unapproved options

For the options granted to vest, performance criteria obligations are imposed on Executive Directors. For other recipients, there are no conditions other than continuous employment during the three-year period. Exceptions are made for early termination of employment by attaining normal retirement age, ill health or redundancy.

All share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options.

Share option and weighted average exercise price are as follows for the reporting periods presented:

	2025		2024	
	Number	Weighted average exercise price Pence	Number	Weighted average exercise price Pence
Outstanding at 1 January	168,224	214.0	266,761	326.5
Options granted in year	58,821	204.0	71,229	168.5
Options exercised in year	-	-	-	-
Options cancelled or lapsed	(14,634)	205.0	(169,766)	371.7
Outstanding at 31 December	212,411	211.8	168,224	214.0



Notes to the Financial Statements continued

19 Share capital continued

a) Company Share Ownership Plan (CSOP) and unapproved options continued

The weighted average exercise price of 40,697 (2024: 55,331) share options exercisable at 31 December 2025 was pence per share 294.85 (2024: 271.09).

There were 58,821 options granted under the CSOP scheme in 2025 (2024: 71,229).

The weighted average remaining contracted life of outstanding options at 31 December 2025 was seven years and nine months (2024: eight years and one month). The underlying expected volatility was determined by reference to historical data. No special features imminent to the options granted were incorporated into the measurement of fair value.

In total, £22,000 of employee compensation by way of share-based payment expense has been included in the consolidated income statement for 2025 (2024: £24,000).

The corresponding credit is taken to equity. No liabilities were recognised due to share-based transactions.

b) Long-Term Incentive Plan (LTIP)

The Remuneration Committee approved a new LTIP scheme on 4 April 2021. Under the scheme share options of Personal Group Holdings Plc are granted to senior executives with an Exercise Price of 5p (nominal value of the shares). The share options have a market and non-market performance condition which are required to be achieved for the options to vest. The options also contain service conditions that require option holders to remain in employment of the Group.

Total shareholder return (market condition)

Up to 50% of the awards vest under this condition. Subject to Compound Annual Growth Rate (CAGR) of the Total Shareholder Return (TSR) over the Performance Period.

EBITDA targets (non-market condition)

Up to 50% of the awards vest under the condition of EBITDA measures over the Performance Period.

The fair value of the share options is estimated at the grant date using a Monte-Carlo binomial option pricing model for the market conditions, and a Black-Scholes pricing model for non-market conditions. However, the above performance condition is only considered in determining the number of instruments that will ultimately vest.

There are no cash settlements alternatives. The Group does not have a past practice of cash settlement for these share options. The Group accounts for the LTIP as an equity-settled plan.

Five tranches of awards have been made to date since April 2021.

In total, £366,000 of employee share-based compensation has been included in the consolidated income statement to 31 December 2025 (2024: £178,000). The corresponding credit is taken to equity. No liabilities were recognised from share-based transactions.

Share option and weighted average exercise price are as follows for the reporting periods presented:

	2025	2024
Outstanding at 1 January	1,224,230	822,248
Options granted in year	446,751	656,109
Options exercised in year	(28,208)	(13,486)
Options cancelled or lapsed	(238,640)	(240,641)
Outstanding at 31 December	1,404,133	1,224,230

20 Deferred Taxation

	2025		2024	
	Deferred Tax Assets £'000	Deferred Tax Liabilities £'000	Deferred Tax Assets £'000	Deferred Tax Liabilities £'000
Non-current assets and liabilities				
Property, plant and equipment	13	1,384	13	1,254
Intangible Assets	-	23	-	40
Share Options	338	-	123	-
	351	1,407	136	1,294
Offset	(351)	(351)	(136)	(136)
Total deferred tax	-	1,056	-	1,158

	2025 £'000	2024 £'000
At 1 January	(1,158)	(790)
Movement in provisions debited to income statement	102	(368)
Movement in provisions due to tax rate changes	-	-
At 31 December	(1,056)	(1,158)

Notes to the Financial Statements continued

21 Trade and other payables

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Current				
Financial liabilities measured at amortised cost:				
Amounts owed to subsidiary undertakings	-	-	6,871	4,904
Other creditors	14,007	9,517	215	123
Accruals	2,377	2,191	396	327
Right of use creditor	347	621	-	-
Deferred income	1,746	1,723	-	-
Total trade and other payables	18,477	14,052	7,547	5,354
	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Non-Current				
Right of use creditor over 1 year	106	343	-	-
Total	106	343	-	-

These liabilities are not secured against any assets of the Group.

Other creditors include trade creditors and creditors relating to e-vouchers from the platform.

22 Insurance contract liabilities

This section shows how the net carrying amounts of insurance contracts issued by the Group have changed during the year, as a result of changes in cash flows and amounts recognised in profit or loss. Insurance liabilities included within the Group's statement of financial position are made up of multiple components. No loss component is recorded for insurance contracts held. Personal Group has elected not to adjust the liability for remaining coverage for the time value of money as its insurance contracts do not contain a significant financing component.

The liability for incurred claims represents the gross estimated liability arising from claim episodes in the current and preceding financial years which have not given rise to claims paid. It is estimated based on current information, and the ultimate liability may vary as a result of subsequent information and events. Adjustments to the amount of claims provision for prior years are included in the Income Statement in the financial year in which the change is made.

The valuation of the liability for incurred claims in the Group's subsidiary, Personal Assurance Plc is estimated by using a Chain Ladder method, and the main assumption underlying this technique is that the Company's past claims development experience can be used to project future claims development and hence ultimate claims costs.

The valuation in the Group's subsidiary, Personal Assurance Group Guernsey Limited is also estimated based on the Company's past claims experience to predict future claims and claims costs.

It is estimated that the majority of all claims will be paid within 12 months and therefore claims development information is not disclosed.

In setting the provision for claims outstanding, a best estimate is determined on an undiscounted basis and then a 10% margin of prudence (risk adjustment) is added such that there is confidence that future claims will be met from the provisions. The Group has estimated the risk adjustment using a confidence level (probability of sufficiency) approach at the 80th percentile. That is, the Group has assessed its indifference to uncertainty as being equivalent to the 80th percentile confidence level less the mean of an estimated probability distribution of the future cash flows.

The Group is exposed to insurance credit risk to the extent that premiums yet to be paid may default or not pay in full. The maximum level of this exposure is limited to the amount of unpaid premiums which, at the end of 2025 was £2.5m (2024; £2.2m).

Maturity analysis as dictated by IFRS 17 has not been performed here as the Group expects all insurance contracts to mature within 12 months of the reporting date.



Notes to the Financial Statements continued

22 Insurance contract liabilities continued

	Liabilities for remaining coverage		Liabilities for incurred claims		
	Excluding Loss Component £'000	Loss Component £'000	Estimates of the value of future cash flows £'000	Risk Adjustment £'000	Total £'000
Insurance contract liabilities at 1 January 2025	(1,797)	-	2,507	179	889
Insurance revenue	(36,217)	-	-	-	(36,217)
Incurred claims	-	-	8,578	-	8,578
Insurance operating and claims handling expenses	-	-	9,834	-	9,834
Changes to liabilities for incurred claims	-	-	252	14	266
Total insurance service expenses	-	-	18,664	14	18,678
Insurance service result	(36,217)	-	18,664	14	(17,539)
Premiums received	35,904	-	-	-	35,904
Claims and other expenses paid	-	-	(8,578)	-	(8,578)
Insurance operating expense cash flows	-	-	(9,772)	-	(9,772)
Total cash flows	35,904	-	(18,350)	-	17,554
Insurance contract liabilities at 31 December 2025	(2,110)	-	2,821	193	904

Notes to the Financial Statements continued

22 Insurance contract liabilities continued

	Liabilities for remaining coverage		Liabilities for incurred claims		
	Excluding Loss Component £'000	Loss Component £'000	Estimates of the value of future cash flows £'000	Risk Adjustment £'000	Total £'000
Insurance contract liabilities at 1 January 2024	(1,709)	-	2,289	155	735
Insurance revenue	(32,166)	-	-	-	(32,166)
Incurred claims	-	-	8,279	-	8,279
Insurance operating and claims handling expenses	-	-	8,395	-	8,395
Changes to liabilities for incurred claims	-	-	217	24	241
Total insurance service expenses	-	-	16,891	24	16,915
Insurance service result	(32,166)	-	16,891	24	(15,251)
Premiums received	32,078	-	-	-	32,078
Claims and other expenses paid	-	-	(8,279)	-	(8,279)
Insurance operating expense cash flows	-	-	(8,394)	-	(8,394)
Total cash flows	32,078	-	(16,673)	-	15,405
Insurance contract liabilities at 31 December 2024	(1,797)	-	2,507	179	889

The liability for incurred claims is sensitive to the key assumptions in the table below. It has not been possible to quantify the sensitivity of certain assumptions such as legislative changes or uncertainty in the estimation process.

The following sensitivity analysis shows the impact on profit before tax and equity for reasonably possible movements in key assumptions held constant. To demonstrate the impact due to changes in each assumption, assumptions have been changed on an individual basis. The method used for deriving sensitivity information and significant assumptions did not change from the previous period.

	Change in Assumption	Impact on profit before tax	Impact on equity
Expected loss	+5%	(134)	(100)
Risk adjustment	+5%	(97)	(72)
Inflation rate	+2%	(4)	(3)

Notes to the Financial Statements continued

23 Company investment in subsidiary undertakings and joint venture

	Shares in subsidiary undertakings	
	2025 £'000	2024 £'000
Cost		
At 1 January	38,696	38,518
Share-based expenses	366	178
At 31 December	39,062	38,696
Amounts written off		
At 1 January	12,898	12,898
Impairment provision in year	-	-
At 31 December	12,898	12,898
Net book amount at 31 December	26,164	25,798

At 31 December 2025 the Company held 100% of the allotted share capital of the following trading companies, all of which were incorporated in England and Wales, with the exception of Personal Assurance (Guernsey) Limited which is incorporated in Guernsey, and have been consolidated in the Group financial statements. The registered address of all Group entities is John Ormond House, 899 Silbury Boulevard, Central Milton Keynes, MK9 3XL, with the exception of Personal Assurance (Guernsey) Limited whose registered address is Level 5, Mill Court, La Charroterie, St Peter Port, Guernsey, GY1 1EJ.

Subsidiary undertaking	Nature of business
Personal Group Limited	Intermediate holding Company
Personal Assurance Plc*	General insurance
Personal Assurance Services Limited*#	Administration services
Personal Group Benefits Limited*#	Employee benefits sales and marketing
Personal Group Trustees Limited*	Trustee for employee share options
Personal Management Solutions Limited*	Employee benefits sales and marketing
Berkeley Morgan Group Limited*#	Berkeley Morgan Group Holding Company
Berkeley Morgan Limited+	Independent financial advisers
Personal Assurance (Guernsey) Limited*	Death insurance underwriting services
Innecto People Consulting Limited*	HR consultancy and technology providers
Quintige Consulting Group Limited*#	HR consultancy
Multiplelisting Limited	Dormant
Mutual Benefit Limited	Dormant
Partake Services Limited	Dormant
Personal Assurance Financial Services Plc	Dormant
Berkeley Morgan Healthcare Limited+	Dormant
B M Agency Services Limited+	Dormant
Berkeley Morgan Property Limited+	Dormant
Summit Financial Solutions Limited+	Dormant
Summit Financial Holdings Plc+	Dormant
Berkeley Morgan Trustees Limited+	Dormant
Personal Group Mobile Limited*	Dormant
Universal Provident Limited+	Dormant

* Indirectly owned by Personal Group Holdings Plc via Personal Group Limited.

+ Indirectly owned by Personal Group Holdings Plc via Personal Group Limited and Berkeley Morgan Group Limited.

Exempt from audit under parental guarantee.



Notes to the Financial Statements continued

23 Company investment in subsidiary undertakings and joint venture continued

The following subsidiaries of the Group are exempt from the requirements of the Companies Act 2006 ("the Act") relating to the audit of individual accounts by virtue of s479A. The parent undertaking, Personal Group Holdings Plc, gives a guarantee to these subsidiaries under section 479C in respect of the year ending 31 December 2025.

- Personal Assurance Services Limited – 3194988.
- Personal Group Benefits Limited – 3195037.
- Berkeley Morgan Group Limited – 3456258.
- Quintige Consulting Group Limited – 3773926.

24 Capital commitments

The Group has no capital commitments at 31 December 2025 and 31 December 2024.

25 Contingent liabilities

There were no contingent liabilities at 31 December 2025 and 31 December 2024.

26 Pensions

Group and self-invested personal pension schemes

The Group operates a defined contribution Group personal pension scheme for the benefit of certain Directors and employees. The scheme is administered by Aegon UK plc and the funds are held independent of the Group.

These schemes are administered by independent third-party administrators and the funds are held independent of the Group.

27 Leasing commitments and rental income receivable

Amounts recognised in the balance sheet

Following the adoption of IFRS 16 the balance sheet at 31 December 2025 includes assets and liabilities relating to Right of Use (ROU) assets as detailed below:

2025 – Right of use assets & lease liabilities

	Net Book Value of Assets £000	Lease Liability £000
Motor vehicles	374	453
Total	374	453

2024 – Right of use assets & lease liabilities

	Net Book Value of Assets £000	Lease Liability £000
Motor vehicles	876	964
Total	876	964

The initial valuation of the asset is equal to the discounted lease liability on the inception of the lease and this is depreciated over the shorter of either the life of the asset or the lease term.

Amounts recognised in the consolidated statement of profit or loss

	Depreciation Charge £000	Interest Expense £000
Motor vehicles	617	77
Total	617	77

Notes to the Financial Statements continued

27 Leasing commitments and rental income receivable continued

Amounts recognised in the balance sheet continued

Total operating lease payments due until the end of the lease, or the first break clause, total £508,000 (2024: £1,063,000). An analysis of these payments due is as follows:

Amounts recognised in the consolidated statement of profit or loss

	2025 £'000	2024 £'000
Total lease payments falling due:		
Within one year	393	691
Within one to two years	97	335
Within two to five years	18	37
Total	508	1,063

Below is a reconciliation of changes in liabilities arising from financing activities:

	1 January 2025 £'000	Cash Flows £'000	New Leases £'000	Other £'000	31 December 2025 £'000
Current lease liabilities	621	(680)	-	406	347
Non-current lease liabilities	343	-	(20)	(217)	106
Total liabilities from financing activities	964	(680)	(20)	189	453

The "Other" column includes the effect of reclassification of non-current leases to current due to the passage of time, the effect of the disposal of lease assets with their related creditors and the effect of the unwinding of the discounted ROU creditors over time.

28 Related party transactions

Personal Group Holdings Plc holds a bank account which it uses for payments to Company specific creditors. During 2025 and 2024, the Company paid its own dividends and expenses.

A list of intercompany balances that are outstanding at the balance sheet date with subsidiary undertakings is as follows:

	2025		2024	
	Receivable £'000	Payable £'000	Receivable £'000	Payable £'000
Personal Assurance Plc	-	511	-	2,491
Personal Assurance Services Limited	-	50	-	37
Personal Group Benefits Limited	-	93	-	66
Personal Assurance Financial Services Plc	-	137	-	137
Multiplelisting Limited	-	100	-	100
Personal Management Solutions Limited	60	-	38	-
Mutual Benefit Limited	-	12	-	12
Partake Services Limited	3	-	3	-
Personal Group Limited	-	5,968	-	2,061
Berkeley Morgan Group Limited	84	-	57	-
Innecto People Group Consulting Limited	88	-	50	-
Quintage Consultancy Group Limited	15	-	-	-
Total	250	6,871	148	4,904

All balances are repayable on demand. None of the balances are secured. All balances relate to intercompany funding balances.

Transactions with Directors

During the year, no transactions were undertaken with Directors or companies in which Directors were key decision makers.

29 Post balance sheet events

There have been no post balance sheet events.

Company Information

Company registration number:

3194991

Registered office:

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M Bennett – Non-Executive Chairman
P Constant – Chief Executive
S Mace – Chief Financial Officer
M Darby-Walker – Senior Non-Executive Director
R Webb – Non-Executive Director
C Astin – Non-Executive Director
A Lothian – Non-Executive Director

Secretary:

J Roberts-Jones

Banker:

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Auditor:

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Nominated Broker and Adviser:

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