



NEWS RELEASE

# Full year results for the year ended 31 March 2026

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XPS Pensions Group PLC

18 June 2026

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**XPS Pensions Group plc**  
("XPS" or the "Group")

Full year results for the year ended 31 March 2026 ("FY 2026")

**Fourth consecutive year of double digit revenue growth**

**Financial highlights:**

	Adjusted(1)			As reported		
	FY 2026	FY 2025	Change YoY	FY 2026	FY 2025	Change YoY
Advisory	£150.1m	£125.5m	20%	£150.1m	£125.5m	20%
Administration	£98.7m	£93.7m	5%	£98.7m	£93.7m	5%
SIP	£13.9m	£12.6m	10%	£13.9m	£12.6m	10%
<b>Total Group revenue</b>	<b>£262.7m</b>	<b>£231.8m</b>	<b>13%</b>	<b>£262.7m</b>	<b>£231.8m</b>	<b>13%</b>
<b>Total Group revenue (excl. McCloud(2))</b>	<b>£259.2m</b>	<b>£219.1m</b>	<b>18%</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
EBITDA	£75.7m	£69.7m	9%	£59.7m	£58.0m	3%

Profit before tax	£64.2m	£59.5m	8%	£38.7m	£40.8m	(5%)
Earnings per share	23.5p	21.9p	7%	13.0p	14.7p	(12%)
<b>Fully Diluted EPS</b>	<b>22.3p</b>	<b>20.6p</b>	<b>8%</b>	<b>12.4p</b>	<b>13.8p</b>	<b>(10%)</b>
<b>Net debt(3)</b>	<b>£46.2m</b>	<b>£40.3m</b>	<b>15%</b>	<b>£46.2m</b>	<b>£40.3m</b>	<b>15%</b>
Total dividends per share	13.2p	11.9p	11%	13.2p	11.9p	11%

- (1) Adjusted measures exclude the impact of acquisition related amortisation, share based payments, exceptional costs and the fair value adjustment to contingent consideration.
- (2) The McCloud remedy project ("McCloud") within Administration drove significant revenue in FY 2025 and was largely complete by the statutory deadline of 31 March 2025
- (3) Net debt is gross bank debt less cash. Net debt/adjusted EBITDA is calculated on a pre-IFRS 16 basis.
- (4) Organic means excluding the impact of the Polaris acquisition which completed on 28 February 2025. Polaris contributed revenues of £16.1 million in Advisory in FY 2026.

- Continued strong client demand, expansion of services and expansion into insurance consulting drove the fourth consecutive year of double digit growth with revenues up 13% (+7% organic(4))
  - Advisory revenues grew 20% (8% organic) driven by ongoing regulatory changes, high demand for risk transfer and GMP services and support for insurance clients
  - Administration revenues grew 5% YoY due to strong demand for GMP and other project work plus onboarding of new client wins. Excluding the impact of McCloud, underlying revenues grew 18% YoY
  - Another year of growth in SIP revenues (+10%) from SIP sales and increases in bank interest
- Group revenues, after adjusting for McCloud in the prior year, grew 18%, of which 12% was organic
- Adjusted EBITDA grew 9% notwithstanding the impact of the higher employer National Insurance contributions; excluding McCloud adjusted EBITDA growth exceeded revenue growth reflecting further delivery of operational gearing as the business scales
- The business model remains capital light and highly cash generative with operating cash conversion >90%
- Net debt/adjusted EBITDA<sup>(1)</sup> of 0.64x at 31 March 2026 (31 March 2025: 0.57x); remains below target range of 1.0x - 1.5x , providing strong platform for inorganic growth opportunities as part of an established capital allocation policy
- Adjusted profit before tax (PBT) was up 8% in line with EBITDA growth. Statutory PBT was down 5% YoY primarily due to the IFRS 3 accounting treatment of the Polaris contingent consideration
- Total dividend per share for the year of 13.2p, up 11% YoY, including final dividend proposed of 9.1p - reflecting the Board's continued confidence in the Group's prospects

#### Operational highlights:

- Continued development of service offerings to be the market leading provider across all advisory and administration services needed by pension trustees, sponsors and insurers:
  - Further development of advisory services to meet the changing needs of well-funded defined benefit schemes - leading in run-on solutions and continued growth in risk transfer
  - Continuing to build a scalable administration platform with further roll out of Aurora and proprietary AI solutions
  - Appointed administrators to the Met Police pension scheme with 80,000 members, reflecting our extensive experience in supporting police forces and our reputation as a best-in-class provider enhanced by timely delivery of the McCloud remedy project
  - Polaris acquisition integrated well and continued investment in insurance consulting giving rise to large opportunities to support insurers, with "follow the member" strategy leading to further opportunities with insurers writing bulk annuities
- Well-established brand further enhanced by multiple industry awards across all our service lines - 'Third Party Administrator of the Year', 'Run-on Adviser of the Year', 'Fiduciary Evaluator of the Year', 'Sponsor Covenant Adviser of the Year' at the recent UK Pensions Awards

- Continued focus on our people - awarded 'Best Medium Sized Organisation for Business Culture', and strong satisfaction scores in our recent employee survey. We also launched our Employee Value Proposition this year to further reinforce our commitment to being a great place to work

**Paul Cuff, Co-CEO of XPS Group, commented:**

*"We are delighted that for the fourth year in a row we have achieved strong growth and are reporting another excellent set of financial results.*

*The pensions world is rapidly evolving, with improved funding levels and changing regulation opening up a wide range of opportunities for our clients. We are operating right at the heart of this transformation and continue to see strong demand for our services. Whether a scheme is to run on to release value to the sponsor and members, or whether other solutions such as insurance or superfunds are preferable, we are able to provide strong strategic support and excellent implementation across the board.*

*We have also been very pleased with the growth of our insurance consulting practice, which we have been investing in as we see the worlds of pensions and insurance increasingly overlap. Our acquisition of Polaris a year ago has integrated well, and we are now supporting insurance companies in a wide variety of areas."*

**Ben Bramhall, Co-CEO of XPS Group, commented:**

*"We continue to innovate in the business, and the art of the possible is changing rapidly with the acceleration of AI. We are embracing this technology and are excited about how it will help us support our people and deliver an ever better experience for our clients and pension scheme members as well as additional growth opportunities.*

*We are extremely proud of our people at XPS. We were delighted to win "best medium sized organisation for business culture" at the UK Business Culture awards - a fantastic achievement, and truly an award for everyone at our firm. We would like to thank all our people for their contribution to the excellent results we are announcing today."*

**Outlook**

The Group has delivered aggregate revenue growth of over 100% over the last five financial years including the fourth consecutive year of double-digit growth in revenues this year. Run-on-for-surplus extraction or buy-out remain most topical with trustee boards and corporates, continuing to generate high demand for our services. Our reputation in administration, particularly public sector administration remains strong, reflected in our recent appointment to the Metropolitan Police Pension Scheme which will go live in the latter part of FY 2027 and become our largest public sector client with 80,000 members. We have expanded our target addressable market to £4.5 billion per annum with the investment in growing our insurance consulting capabilities and are excited about the opportunities to deploy wider XPS services into this adjacency.

We have invested in our capabilities, our people and our technology. With this strong underpin, expansion of our addressable markets and continuous changes in the regulatory and market environment, we are confident of further growth in FY 2027 and beyond in line with the Board's expectations.

**-Ends-**

**For further information, contact:**

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**XPS Group**

Snehal Shah  
Chief Financial Officer

+44 (0)20 3978 8626 /  
[investorrelations@xpsplc.com](mailto:investorrelations@xpsplc.com)

**Canaccord Genuity (Joint Broker)**

+44 (0)20 7523 8000

Adam James

George Grainger

**Deutsche Bank (Joint Broker)**

+44 (0)20 7260 1000

Stuart Skinner

Kevin Cruickshank

**Media Enquiries:**

**Camarco**

Geoffrey Pelham-Lane

+44 (0)20 3757 4980; [xps@camarco.co.uk](mailto:xps@camarco.co.uk)

Rosie Driscoll

Phoebe Pugh

**Notes to Editors:**

XPS Group is a leading consulting and administration business focused on UK pension schemes and insurers. XPS combines expertise, insight and technology to address the needs of over 1,300 pension schemes and their sponsoring employers on an ongoing and project basis, also providing advice and administration to UK insurance companies. We undertake pensions administration for c. 1.2 million members and provide advisory services to schemes and corporate sponsors in respect of schemes of all sizes, including 86 with assets over £1bn.

**Forward Looking Statements**

This announcement may include statements that are forward looking in nature. Forward looking statements involve known and unknown risks, assumptions, uncertainties and other factors which may cause the actual results, performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. These forward-looking statements are made only as at the date of this announcement. Nothing in this announcement should be construed as a profit forecast. Except as required by the Listing Rules and applicable law, the Group undertakes no obligation to update, revise or change any forward-looking statements to reflect events or developments occurring after the

date such statements are published.

## **Co-Chief Executives' review**

In previous years, we've used the opening paragraphs of our year-end statement to highlight how far the Group has come. It is tempting to do the same this year. After all, we are reporting a ninth consecutive year of revenue growth as a listed business. Furthermore, the 13% growth in Group revenues for the year ended 31 March 2026 compounds on a sustained period of high growth with our revenues of £263 million over five times larger than the £50 million we reported in 2017. We have also grown profitably with FY 2026 adjusted diluted earnings per share of 22.3p, 2.5 times the 8.9p generated in the first full year after we listed in 2017. We have delivered all this with low levels of debt too - leverage at year end is just 0.64x EBITDA.

We are proud of our achievements, and we are especially proud of our people who are the driving force behind our success, but this year we want to use the opening paragraphs of our statement to be more forward looking. This is because, despite maintaining our multi-year track record of growth, we firmly believe XPS's best years lie ahead and not behind us. Our confidence is based on three things: our platform, our people and the expanding opportunity set we see before us.

### **A scalable platform**

Our scalable platform has been delivering a high level of service to our pension scheme and insurance clients for many years. As a result of the investments we have made, XPS is a high-quality provider of scale offering all the services pension trustees and sponsoring employers require: actuarial, administration, investment and employer covenant solutions.

We continue to develop our platform to improve the services we provide. This includes making use of cutting-edge technology and investing in artificial intelligence (AI) to help our people continue to deliver the highest standards of service to clients. In line with this, we are piloting and deploying numerous AI-driven solutions across the Group, which in our Administration business is possible thanks to the recent development of our proprietary system, Aurora, itself designed with AI in mind. On the broader topic of AI in our industry, we observe that there are high barriers to entry, as domain knowledge is critical, access to data to train AI models is not readily available, and buyers of our services are relationship and trust driven and want to work with firms with a long, deep track record. As such we think the future winners from AI in our industry are already in our industry. We also think we are very well placed to be one of these winners, by virtue of our size and position in the market - we are big enough to invest and credible to win the largest appointments in the market, but we retain agility and focus which larger less specialist firms will naturally find more of a challenge.

The full-service platform we have in place, however, is nothing without our people.

### **Our people**

In an industry where human interaction and empathy are vital, our people remain key to the Group's continued success. They are driven by a shared sense of purpose centred around ensuring scheme members receive the financial benefits they are owed when they are due. It is their passion for what they do that has driven the financial performance described above. It is also why the Group is regularly recognised by the wider industry. At the 2025 UK Pensions Awards, XPS was named the Sponsor Covenant/IRM Adviser of the Year for the second successive year.

What matters more than awards, however, is what our own people think of our culture. This year, our employee survey delivered another strong set of results, the highlight of which was an employee Net Promoter Score of +32. We are determined to score a high rating from our people every year, and fostering a culture where everyone feels a valued member of the XPS family is key to this. It was therefore encouraging to see XPS named Best Medium Sized Organisation for Business Culture at this year's Business Culture Awards. The award is especially pleasing as it is not restricted to the financial services industry but open to all businesses in the UK. At the same ceremony, we also received a commendation for the Best Employee Voice Initiative category.

Every year we hold our own awards ceremony. Our Values in Practice Awards highlight the work our people do at the workplace, in their local communities and for a wide range of charities. We celebrate the many people at XPS who really do go "above and beyond" in the support they show for their colleagues and their communities. Every year we come away from the ceremony with a feeling of immense pride that we belong to such an impressive and selfless group of people and this year's award ceremony was no different.

### **Our expanding opportunity set**

Our platform and our people position us well to take advantage of the expanding opportunity set we see in front of us. Market-driven developments are transforming our industry.

### **A step change in the outlook of defined benefit schemes**

The rapid transformation in the financial health of pensions schemes is a significant market development. The shift from a low-to-higher interest rate/inflationary environment has meant deficits that had previously prevailed have either been sharply reduced or replaced by surpluses. Today, the percentage of pension schemes in surplus stands at over 50% compared to very few ten years ago, with schemes having moved from a collective deficit measured in the hundreds of billions of pounds to an aggregate surplus of approximately £200 billion, a huge swing.

As a result, pension schemes are faced with a radically different financial position to in the past, one that comes with a wider range of options and even greater need for good advice.

This transformation in financial position has driven a surge in demand for bulk annuity transactions in recent years. We expect this to continue for many years to come, particularly for smaller defined benefit schemes for whom this will likely be their best option. However, a new option of "running-on-for-surplus" is increasingly gaining traction amongst sponsors of larger defined benefit schemes. Many are starting to see their pension scheme no longer as the risky liability it once was, but rather as an asset. For schemes in long-term run-off mode, there will be opportunities for value from surplus to be released directly to both sponsors and members. New regulations regarding how this can be done safely are due to come into force in 2027, and our clients will need a considerable amount of advice and support as this happens.

### **The great capital shift - "follow the member"**

It is not just companies and scheme members that stand to benefit from this deficit-to-surplus switch, but the wider economy too. There is well over £1 trillion of capital in around 5,000 private sector defined benefit schemes, and every scheme is going to need to decide on and execute its long term strategy. A large amount of this capital will move from pension schemes to insurers or other end destinations such as pension superfunds or company balance sheets. There will be capital flows in the hundreds of billions of pounds taking place over the next 10-15 years, a quantum unmatched anywhere else in the UK economy today. XPS lies at the heart of the value chain servicing this great capital shift.

Whilst there may be further market developments in the coming years, one simple fact remains: many members of defined benefit schemes will be receiving pensions for the next 50+ years. A range of institutions will honour these obligations over time - pension schemes, insurance companies, superfunds and other vehicles. Our observation is that whoever this is, they will need administration and advisory support on this journey. It is for this reason that we have developed what we call our "follow the member" strategy - we will be a brilliant provider of support to all of these institutions to provide safety and security to our ultimate end client, the current members of pension schemes, on this journey.

In recent years there has been material growth in the bulk annuities sector where the responsibilities of a defined benefit pension scheme are transferred to an insurance company - 2025 was a record year for deal numbers, with around 350 transactions in the market. Here our "follow the member" mantra means we provide a full range of services across the entire value chain, helping our clients prepare for and execute a transaction, and also helping insurers to onboard and support their new policyholders for the long term once the pension scheme has been wound up.

More widely, just as with pension schemes, insurers require support in areas such as financial reporting, reserving, risk management and data architecture - services we have been providing to pension schemes for many years.

It is through our dedicated Insurance Consulting team that we deliver the same level of support for insurers as we do for pension trustees and corporate sponsors. Following last year's Polaris acquisition, and building on the capability we already had, we offer insurers operating both within and outside the bulk annuity market a full suite of services from strategic consultancy at the front end through to on-the-ground implementation.

It is because of our platform, our people and our expanding opportunity set that we believe the Group's best years lie in front of it. We estimate the growing overlap between the pensions and insurance industries is scaling up our total addressable market to over £4.5 billion: £3.0 billion from the traditional pension fee market plus £1.5 billion in the insurance fee market. We are well placed to take market share in this large, expanded opportunity set in the future.

### **Strong underlying performance**

The great capital shift is evident in our full-year results. For the year ended 31 March 2026, we are reporting total Group revenues of £262.7 million, a year on year increase of 13% (FY 2025: £231.8 million) with organic growth of 7%. These headline growth figures, though, are not a true reflection of the strength of the Group's underlying performance. Last year's outcome benefited from revenues generated by the McCloud rectification work we took on for public sector clients. McCloud was a one-off project which saw XPS complete more than 38,000 cases for our police force clients by the March 2025 deadline, using high levels of automation. Excluding McCloud, revenue growth was 18%, 12% organic. Of this, around two-thirds (8%) was generated via higher volumes with the remaining third coming from higher prices.

This volume growth is thanks to strong demand from new and existing clients across a wide range of service lines, including multi-year projects such as GMP equalisation, and the expansion of our offering into the insurance consulting market. UK inflation continued to provide a tailwind thanks to the industry practice of embedding inflation linkage into contracts, but it was not the main growth driver during the year.

The strength of our full-year performance can be seen at the earnings level too: FY 2026 adjusted EBITDA of £75.7 million (FY 2025: £69.7 million); and adjusted profit before tax of £64.2 million (FY 2025: £59.5 million).

Last year, the McCloud remedy project was delivered in a highly automated manner leveraging our Aurora platform. Excluding this impact, adjusted EBITDA growth this year would have been well ahead of revenue growth, meaning the Group has benefited from underlying operational gearing (earnings growing faster than revenues) for the fourth consecutive year. The adjusted EBITDA performance was all the more pleasing as it was achieved despite higher employer National Insurance costs that came into effect during the year, as well as further growth investment in Insurance Consulting. Our ongoing focus on managing costs and operational efficiencies continue to play a key role here, as does harnessing benefits from onboarding clients onto Aurora and switching off legacy third-party systems.

### **Double-digit dividend growth**

In line with our progressive dividend policy, the Board is proposing a 13.2p dividend for the year, a 11% increase on 2025's 11.9p per share. It is the fourth successive year of double-digit dividend growth.

Our full-year dividend has now increased by 110% since our 2018 payout of 6.3p per share, a testament to the progress we have made, our confidence in the Group's prospects and the strength of our balance sheet. As at year end, Group leverage stood at 0.64x compared to 0.57x previously and well below our medium-term leverage target of 1.0-1.5x.

### **Growth across all divisions**

Revenues grew across all three divisions: Advisory; Administration and SIP.

#### **Advisory**

Advisory, our largest division accounting for 57% of Group revenues, includes actuarial and consulting services provided to pension trustees and insurance companies, as well as investment consulting services, posted the strongest growth: revenues were up 20% to £150.1 million (FY 2025: £125.5 million) with 7% of this generated organically. Advisory is one of the areas where demand is benefiting from the rapid change in pension scheme funding levels and recent regulatory developments. In particular, clients are approaching us for advice on how best to navigate the new regime and whether to deploy "run-on-for-surplus" or de-risking strategies such as bulk annuity transactions. Our proprietary Radar platform helps corporate sponsors and trustees evaluate the relative merits of both strategies to inform the discussion. Should clients go down the "run-on-for-surplus" route, we can advise them on how this can be achieved safely and efficiently, including advice on funding and investment strategies. This advice is only really the tip of the iceberg - we expect higher levels of activity once the new regulations relating to run-on-for-surplus, due in 2027, are finalised. At the same time, many clients (particularly smaller pension schemes) are still electing for the insurance option, and here our Risk Transfer team can provide the support they need. We have seen strong growth in this area, with revenues in Risk Transfer up 31% to £19.0 million in FY 2026.

Within Advisory, we are excited by our expansion into Insurance Consulting services, with Polaris' established client relationships driving opportunities for the wider Group. Capitalising on cross-referral opportunities to strengthen our relationships with and increase the work we do for insurers was a key part of the rationale for acquiring Polaris, and the decision is paying off. A great example is a large project that we worked on for a bulk annuity insurer in the second half of the year, where we provided support with onboarding pension schemes; this work was won on a Polaris contract we inherited but was delivered predominantly by the pre-existing XPS actuarial team.

The Group is not only being retained on Preferred Supplier Lists that Polaris was already on but is also being included in categories that the business was not previously on. We have also been added to lists with new organisations for the first time. This sets us up very well for the future.

#### **Administration**

Accounting for 38% of Group revenues, Administration is our second largest division. Despite the McCloud project's distorting effect on last year's numbers, Administration continues to grow strongly at both absolute and underlying levels: revenues increased 5% to £98.7 million (FY 2025: £93.7 million). Excluding McCloud, underlying growth was 18% which was driven largely by new mandates and project work in both the private and public sector (including ongoing GMP equalisation work). We also won our largest ever public sector client, the Metropolitan Police, a scheme with 80,000 members. This scheme will go live in FY 2027. We believe our success in being one of the few providers to deliver the McCloud project accurately and on time contributed to this marquee

contract win. As at 31 March 2026, the number of members under administration stood at 1.2 million.

We also completed the transition to provide full administration services for the entire SEI Master Trust from their previous supplier. As we were previously the administrator for the National Pension Trust (NPT) which was merged into the SEI Trust, we are delighted to be appointed to run the whole trust.

A key driver of new business is our technology, specifically Aurora, our proprietary cloud-native platform. Aurora has multiple benefits, for both us and our clients and members. It represents a big step forward in our business as increasingly we are using fewer third-party systems. During the year, we continued to roll out the platform across our client base which allowed us to switch off more of these legacy systems, capture efficiency gains and, above all, provide a higher level of service to clients.

## **SIP**

At 5% of overall revenues, SIP is the Group's smallest division. Good progress continues to be made, with revenues up 10% year on year to £13.9 million (FY 2025: £12.6 million). Inclusion on the recommended SIPP provider lists of leading financial adviser panels, such as St James's Place, as well as our award-winning platform, continues to generate new business flows.

## **Growing responsibly**

Thanks to the investments we have made in our people and platform, along with long-term market and regulatory drivers, we are confident our track record of growth will be maintained in the years ahead.

The quantum of growth is important to us, but so too is the quality. We are determined to grow responsibly. This is not just limited to reducing our carbon footprint or sourcing all our electricity from renewable energy sources by 2030 but also includes ensuring the wellbeing of our people and safeguarding the financial security of scheme members. With the debate moving towards how corporate sponsors can take excess funds out of schemes, this is more important than ever.

In line with our purpose, it is our duty to ensure that members are protected and that where any funds are taken out of schemes, it is done safely.

## **Looking ahead**

Our growth record demonstrates how our people and platform continue to deliver for clients and members. We are able to do this because we continually invest in our capabilities, our people and our technology so that the services we offer are always of the highest standard. Importantly, it ensures they also remain relevant in what is a constantly changing regulatory and market environment. This is why we are confident that XPS is set to play its part in the huge capital shift in the years ahead and why the Group has never been better placed to continue to deliver for all stakeholders.

## **Final thanks**

We would like to take this opportunity to thank Alan Bannatyne and Margaret Snowdon OBE who stepped down from the Board as independent Directors (Alan as Chair) during the year. Both had served on the Board for nine years and so, under the UK Corporate Governance Code, could no longer be considered independent of the Group. It has been a pleasure to work with them and we wholeheartedly wish them all the best for the future.

Alan and Margaret's respective nine-year terms cover a transformational period for XPS, one that saw the business grow from c.400 employees into the c.2,100-strong FTSE 250 company it is today. We remain dedicated to building on the strong foundations already in place. In line with this, we are working closely with the Board under the chairmanship of Martin Sutherland to take the business to even greater heights in the years ahead.

**Paul Cuff**  
*Co-Chief Executive Officer*  
17 June 2026

**Ben Bramhall**  
*Co-Chief Executive Officer*  
17 June 2026



## FINANCIAL REVIEW

XPS has continued to perform strongly, with revenues growing 13% and organic growth of 7% being particularly pleasing given the very strong comparative prior year performance. Adjusted EBITDA grew 9% year on year; this includes the impact of the increase in employer's National Insurance in the year as well as the full-year impact of investing in growing our insurance consulting services. The prior year also includes the significant McCloud remedy project which we delivered efficiently through use of proprietary technology leading to high-margin revenues in FY 2025. All areas of the Group have performed well, and the Group has grown its services offered to insurance companies, following on from the investment made in this area. Revenues from insurers across all business units have tripled and now represent 10% of Group revenues. The Group's operational gearing remains strong. We are continuing to develop our proprietary administration platform, Aurora, and we are seeing the impact of this in our operational gearing. Continued investment in systems across the Group will provide longer-term benefits to our gearing in later years.

### Group income statement

	Adjusted <sup>1</sup>			As reported		
	FY 2026 £m	FY 2025 £m	Change %	FY 2026 £m	FY 2025 £m	Change %
<b>Revenue</b>						
Advisory	150.1	125.5	20%	150.1	125.5	20%
Administration	98.7	93.7	5%	98.7	93.7	5%
SIP	13.9	12.6	10%	13.9	12.6	10%
<b>Total revenue</b>	<b>262.7</b>	<b>231.8</b>	<b>13%</b>	<b>262.7</b>	<b>231.8</b>	<b>13%</b>
<b>EBITDA</b>	<b>75.7</b>	<b>69.7</b>	<b>9%</b>	<b>59.7</b>	<b>58.0</b>	<b>3%</b>
Depreciation & amortisation	(7.0)	(6.8)	(3%)	(16.5)	(13.8)	(20%)
<b>EBIT</b>	<b>68.7</b>	<b>62.9</b>	<b>9%</b>	<b>43.2</b>	<b>44.2</b>	<b>(2%)</b>
Net finance expense	(4.5)	(3.4)	(32%)	(4.5)	(3.4)	(32%)
<b>Profit before tax</b>	<b>64.2</b>	<b>59.5</b>	<b>8%</b>	<b>38.7</b>	<b>40.8</b>	<b>(5%)</b>
Income tax expense	(16.2)	(14.4)	(13%)	(12.1)	(10.4)	(16%)
<b>Profit after tax</b>	<b>48.0</b>	<b>45.1</b>	<b>6%</b>	<b>26.6</b>	<b>30.4</b>	<b>(13%)</b>

- Adjusted measures exclude the impact of exceptional and non-trading items: acquisition-related amortisation, share-based payments, corporate transaction costs, restructuring costs and other items considered exceptional by virtue of nature, size and incidence. See note 2 for details of exceptional and non-trading items.
- Organic means excluding the impact of the Polaris acquisition which completed on 28 February 2025. Polaris contributed revenues of £16.1 million in Advisory in FY 2026.

### Revenue

Total Group revenues grew 13% year on year. Organic<sup>(2)</sup> revenue growth, was 7%. This follows on from three record years of double-digit growth.

The Advisory business performed well, with 20% year on year growth in revenues, of which 8% was organic<sup>(2)</sup>. The organic<sup>(2)</sup> revenue growth was driven by continuing high client activity levels driven by ongoing regulatory changes, demand for our risk transfer and GMP services as well as other project work, and inflationary increases in fees. Advisory accounted for 57% of Group revenues (FY 2025: 54%).

Administration revenues grew 5% year on year following on from large growth in previous years due in part to McCloud. Adjusting for McCloud, revenue growth was 18% driven by onboarding of new clients, inflationary increases in fees and growth in other project work. Administration accounted for 38% of the Group revenues (FY 2025: 40%).

SIP revenues were up 10% on the prior year, due to strong underlying sales of SIPPs. The SIP business has delivered its fourth consecutive year of double-digit growth.

### Operating costs

Total operating costs (excluding exceptional and non-trading items) of £194.0 million (FY 2025: £168.9 million)

grew by 15% year on year. The main drivers for the cost increases are an increase in headcount as the business grew (2,024 FTE vs 1,901 last year), the increase in employer's National Insurance driving an additional cost of approximately £2.5 million, inflationary/market-driven pay increases, higher bonus cost commensurate with the strong financial performance, the impact of a full year of Polaris costs following the acquisition in February 2025, and inflationary increases in other operating costs.

### **Adjusted EBITDA**

Adjusted EBITDA grew by 9% year on year, and adjusted EBITDA margin was 28.8% (FY 2025: 30.1%). The slight decline in margin was due to McCloud being in the comparator period, the impact this year of the increased rate of employer's National Insurance, and further investments made in the Insurance Consulting services. Adjusting for the McCloud project impact in the prior year, and for the impact of the increase in employer's National Insurance this year, the adjusted EBITDA growth would have been comfortably ahead of revenue growth.

Adjusted profit before tax grew by 8% year on year, slightly below adjusted EBITDA because of increased finance costs due to the Polaris acquisition in February 2025.

### **Exceptional and non-trading items**

Exceptional and non-trading items in the year totalled £25.4 million (FY 2025: £18.7 million). Amortisation of acquired intangible assets amounted to £9.5 million (FY 2025: £7.0 million).

Share-based payment charges were £8.0 million (FY 2025: £8.8 million). The prior-year comparator included an adjustment for the increase in employer's National Insurance which took effect from April 2025.

The Group also incurred £7.9 million of acquisition-related remuneration in respect of the Polaris acquisition in February 2025 (FY 2025: £3.9 million; see note 2 of the financial statements for more detail). £9.2 million of the cash upon completion relating to Polaris included a continuing employment clause, as does the further payment of up to £35 million payable in three years' time, which is also contingent upon achievement of certain stretching business objectives. As continued employment is one part of the contingent consideration test, according to IFRS 3, these amounts must be treated as a post-transaction employment cost accruing over the deferment period of three years. An amount, therefore, has been recognised in FY 2026 representing the acquisition-related remuneration expensed in the year. These amounts are material in size and one-off in nature and will continue to be for the next two years. These amounts will continue to be classified within the exceptional category in line with the Group's accounting policies. If the entire contingent acquisition-related remuneration is not payable at the end of the three-year period, any resulting credit will also flow through the exceptional category.

Tax on the non-trading items was a credit of £4.1 million (FY 2025: £3.9 million). This is driven by the unwinding of deferred tax liabilities linked to intangible assets acquired in previous periods and tax relating to share-based payments.

### **Net finance costs**

Net finance costs for the year were £4.5 million (FY 2025: £3.4 million). The increase is due to a higher loan balance throughout FY 2026 compared to the prior year due to the acquisition of Polaris.

### **Taxation**

A tax charge of £16.2 million (FY 2025: £14.4 million) was recognised on adjusted profits. This represents an effective tax rate of 25% (FY 2025: 24%). The Group also recognised a tax credit of £4.1 million (FY 2025: £3.9 million) on exceptional and non-trading items, which resulted in an overall tax charge for the year of £12.1 million (FY 2025: £10.4 million). The growth in trading performance drove the increase in tax charges in the year compared to the prior year.

Our businesses continue to generate considerable tax revenue for the UK government. For the year ended 31 March 2026, we paid corporation tax of £11.0 million (FY 2025: £11.2 million); we collected employment taxes of £44.8 million (FY 2025: £36.5 million) and VAT of £40.5 million (FY 2025: £36.9 million). Additionally, we have paid £1.4 million (FY 2025: £1.3 million) in business rates. The total tax contribution of the Group was, therefore, £97.7 million (FY 2025: £85.9 million), which equates to 37% of revenue (FY 2025: 37%).

### **EPS**

Basic EPS for FY 2026 decreased by 12% year on year to 13.0p (FY 2025: 14.7p) - the decrease is largely due to the additional post-acquisition remuneration for the Polaris acquisition discussed above.

Adjusted fully diluted EPS grew 8% year on year to 22.3p in FY 2026 (FY 2025: 20.6p), driven by the strong revenue growth as well as continuing control over costs within the business.

### **Dividend**

A final dividend of 9.1p is being proposed by the Board (FY 2025: 8.2p). The final dividend, which amounts to £19.0 million (FY 2025: £16.7 million), will be paid on 21 September 2026 to those shareholders on the register on 21 August 2026.

## Cash flow, capital expenditure and financing

Non-GAAP cash flow	<b>31 March 2026</b>	31 March 2025
	<b>£m</b>	£m
<b>Operating</b>		
Adjusted EBITDA	75.7	69.7
Change in net working capital <sup>1</sup>	(7.0)	(3.0)
<b>Adjusted operating cash flow (OCF)<sup>2</sup></b>	<b>68.7</b>	<b>66.7</b>
<i>OCF conversion</i>	<b>91%</b>	96%
<b>Financing &amp; tax</b>		
Net finance expense	(4.3)	(3.5)
Taxes paid	(11.0)	(11.2)
Proceeds from loans	8.0	31.0
Repayment of lease liabilities	(2.3)	(2.0)
Share-related movements	(21.3)	(19.7)
<b>Net cash flow after financing</b>	<b>37.8</b>	<b>61.3</b>
<b>Investing</b>		
Acquisition	-	(24.1)
Capex	(9.9)	(8.2)
<b>Net cash flow after investing</b>	<b>27.9</b>	<b>29.0</b>
Dividends paid	(25.0)	(22.2)
Exceptional items	(0.8)	(2.1)
<b>Movement in cash</b>	<b>2.1</b>	<b>4.7</b>
Net debts	46.2	40.3
<b>Leverage</b>	<b>0.64x</b>	<b>0.57x</b>

<sup>1</sup> Change in net working capital exclusive of corporate transaction costs detailed in note 2.

<sup>2</sup> Appendix 2 provides a reconciliation of this figure to the operating cash flow presented in the consolidated financial statements.

<sup>3</sup> Net debt constitutes long-term borrowings and contingent consideration, less cash. See note 20 to the consolidated financial statements for a reconciliation of this figure.

The Group has demonstrated strong cash management in the year. Adjusted operating cash flow increased by £2.0 million, driven by a £6.0 million increase in adjusted EBITDA offset with a £4.0 million decrease in net working capital year on year. This decrease was expected due to the timing of billing in the year and the prior year on project work. Overall, this resulted in adjusted operating cash flow conversion of 91% compared to 96% in the prior year.

Taxes paid in the year of £11.0 million (FY 2025: £11.2 million) were lower than the prior year, due to tax adjustments for prior years computed during the year.

During the year, the Group drew down net £8.0 million of the revolving credit facility (RCF) (FY 2025: £31.0 million predominantly to fund the acquisition of Polaris Actuaries and Consultants Limited). Interest paid on the loan balance amounted to £3.7 million (FY 2025: £2.3 million); £0.6 million was paid on interest relating to leases in the year (FY 2025: £0.3 million). In the prior year, loan arrangement fees paid amounted to £1.0 million. The prior year also included £0.1 million of interest income received. Capital expenditure in the year amounted to £9.9 million (FY 2025: £8.2 million) with £2.1 million spent on leasehold improvements and office fit-outs and the remaining £7.8 million on software development, enhancements to our platforms, cyber security, and other IT equipment. £2.3 million relating to leases was paid in the year (FY 2025: £2.0 million).

The prior-year acquisition cash flow relates to the acquisition in February 2025 of Polaris Actuaries and Consultants Limited.

The Group spent £20.9 million (FY 2025: £18.7 million) on acquiring its own shares via its EBT, to be used to settle employee share options as they vest. £0.9 million (FY 2025: £0.6 million) was paid to employees as dividend equivalents on the vesting of share options as well as incurring £1.8 million of employer's National Insurance (FY 2025: £1.3 million). Offsetting this was £2.3 million of cash received from employees on the exercise of SAYE options (FY 2025: £0.9 million). After paying £25.0 million in dividends, and £0.8 million in exceptional costs

relating to the Polaris acquisition, the Group cash balance increased by £2.1 million year on year to close at £16.8 million. The Group had drawn down £63.0 million of its £120.0 million RCF at 31 March 2026, resulting in net debt of £46.2 million, an increase of £5.9 million year on year.

**Going concern**

Details on the Directors continuing to adopt the going concern basis in preparing the financial statements can be found in the Viability Statement in the Strategic Report in the Annual Report. The Directors have confirmed that, after due consideration, they have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

**Subsidiary undertakings**

The subsidiary undertakings of the Group in the year are listed in note 29 in the Annual Report.

**Snehal Shah**  
**Chief Financial Officer**  
17 June 2026



## Appendix: Reconciliation of reported / statutory results to alternative performance measures (APMs)

In order to assist the reader's understanding of the financial performance of the Group, it continues to present a range of results metrics to demonstrate its performance. These include those presented in accordance with International Accounting Standards (IFRS) and APMs. APMs exclude specific exceptional and non-trading items as set out in note 2.

**An explanation of the Group's key APMs has been detailed below:**

APM	Closest equivalent statutory measure	APM definition and purpose
Adjusted EBITDA	Profit / loss from operating activities	<b>Definition:</b> Earnings before interest, tax, depreciation and amortisation excluding exceptional and non-trading items. <b>Purpose:</b> A recognised APM which has been central to the business over many years and through different ownership structures. It allows the Group to monitor the underlying trading performance of the business without the impact of external and exceptional and non-trading factors distorting the figures.
OCF conversion	Net cash from operating activities	<b>Definition:</b> The conversion of adjusted EBITDA into cash. <b>Purpose:</b> Measures how well the Group is managing its operating cash flows. Unlike net cash from operating activities, it excludes the impact of tax and exceptional and non-trading items and, therefore, allows for a direct and like-for-like comparison to the Group's key profit-related APM, adjusted EBITDA.
Adjusted diluted EPS	Diluted earnings per share	<b>Definition:</b> Reflects the profit after tax, adjusted to remove the impact of exceptional and non-trading items. Details of this can be found in note 2 as well as in the reconciliations on the following page of this Chief Financial Officer's Review. <b>Purpose:</b> Presents an EPS measure used more widely by investors and analysts and more in line with how the Group's dividends are calculated.
Leverage	Cash and cash equivalents	<b>Definition:</b> Leverage ratio showing the amount of third-party debt excluding leases (net of cash held) relative to the last 12 months' adjusted pro-forma EBITDA. <b>Purpose:</b> Management can measure exposure to reliance on third-party debt. Leverage is the key measure in reporting to the Group's banks and driving the interest rate margin which is added to SONIA to determine the all-in rate payable.

*A reconciliation of the Group's APMs to their closest statutory measures has been provided below:*

### 1. Adjusted EBITDA

31 March  
2026

31 March  
2025

	<b>£m</b>	<b>£m</b>
Profit from operating activities	43.2	44.2
Depreciation and amortisation	16.5	13.8
Other exceptional and non-trading items <sup>1</sup>	16.0	11.7
<b>Adjusted EBITDA</b>	<b>75.7</b>	<b>69.7</b>

## 2. OCF conversion

	<b>31 March 2026 £m</b>	<b>31 March 2025 £m</b>
Profit from operating activities	43.2	44.2
Depreciation and amortisation	16.5	13.8
Other exceptional and non-trading items <sup>1</sup>	16.0	11.7
<b>Trading EBITDA</b>	<b>75.7</b>	<b>69.7</b>
Net cash from operating activities	55.2	41.8
Income tax paid	11.0	11.2
Cash exceptional and non-trading items <sup>2</sup>	2.5	13.7
<b>Adjusted operating cash flow</b>	<b>68.7</b>	<b>66.7</b>
<b>OCF conversion</b>	<b>91%</b>	<b>96%</b>

## 3. Adjusted diluted EPS

	<b>31 March 2026 £m</b>	<b>31 March 2025 £m</b>
Profit after tax and total comprehensive income for the year	26.6	30.3
Adjustment for exceptional and non-trading items (net of tax) <sup>1</sup>	21.3	14.8
Adjusted profit after tax	47.9	45.1
Dilutive weighted average number of shares ('000)	214,609	219,437
<b>Adjusted diluted EPS (pence)</b>	<b>22.3</b>	<b>20.6</b>

## 4. Leverage

	<b>31 March 2026 £m</b>	<b>31 March 2025 £m</b>
Cash and cash equivalents	16.8	14.7
Bank debt	(63.0)	(55.0)
Contingent consideration	-	-
<b>Net debts</b>	<b>(46.2)</b>	<b>(40.3)</b>
Trading EBITDA	75.7	69.7
Impact of IFRS 16 ignored for bank covenants purposes <sup>4</sup>	(3.5)	(3.3)
Pro-forma impact of M&A transactions in year <sup>5</sup>	-	4.5
<b>Adjusted EBITDA for covenant</b>	<b>72.2</b>	<b>70.9</b>
<b>Leverage</b>	<b>0.64x</b>	<b>0.57x</b>

<sup>1</sup> See note 2.

<sup>2</sup> This is the cash element of exceptional and non-trading items: National Insurance on share-based payments (note 10 of the consolidated financial statements) and payment of transaction costs relating to the Polaris acquisition in February 2025 (FY 2025: National Insurance on share-based payments, £9.2 million of Polaris prepaid consideration, and related transaction costs).

<sup>3</sup> See note 20 of the consolidated financial statements.

<sup>4</sup> The Group's banking facilities agreement ignores IFRS 16 for covenant test purposes. Debt excludes lease-related liabilities and to be on a consistent basis adjusted pro-forma EBITDA includes rent-related costs as an operating expense unlike in the statutory income statement where they are treated as depreciation of right-of-use assets with a related financing cost.

<sup>5</sup> Pro-forma-related adjustments reflect the impact of M&A-related transactions as if they had been included for the whole financial year. The FY 2025 adjustment is to reflect the Polaris acquisition taking place on 1 April 2024 (i.e. it includes Polaris for the whole year).



# Consolidated Statement of Comprehensive Income

for the year ended 31 March 2026

	Note	Year ended 31 March 2026			Year ended 31 March 2025		
		Trading items £'000	Non-trading and exceptional items <sup>1</sup> £'000	Total £'000	Trading items £'000	Non-trading and exceptional items <sup>1</sup> £'000	Total £'000
Revenue	3	262,659	-	262,659	231,785	-	231,785
Other operating (expense)/income	2	-	(110)	(110)	-	988	988
Operating expenses		(193,992)	(25,327)	(219,319)	(168,888)	(19,703)	(188,591)
<b>Profit/(loss) from operating activities</b>		<b>68,667</b>	<b>(25,437)</b>	<b>43,230</b>	<b>62,897</b>	<b>(18,715)</b>	<b>44,182</b>
Finance income	4	91	-	91	109	-	109
Finance costs	4	(4,607)	-	(4,607)	(3,541)	-	(3,541)
<b>Profit/(loss) before tax</b>		<b>64,151</b>	<b>(25,437)</b>	<b>38,714</b>	<b>59,465</b>	<b>(18,715)</b>	<b>40,750</b>
Income tax (expense)/credit	5	(16,214)	4,058	(12,156)	(14,353)	3,946	(10,407)
<b>Profit/(loss) after tax and total comprehensive income/(loss) for the year</b>		<b>47,937</b>	<b>(21,379)</b>	<b>26,558</b>	<b>45,112</b>	<b>(14,769)</b>	<b>30,343</b>
				Pence	Pence	Pence	Pence
<b>Earnings per share attributable to the ordinary equity holders of the Company:</b>		<b>Adjusted</b>		<b>Adjusted</b>			
<b>Profit or loss:</b>							
Basic earnings per share	7	23.5	-	13.0	21.9	-	14.7
Diluted earnings per share	7	22.3	-	12.4	20.6	-	13.8
		Trading items £'000	Non-trading and exceptional items <sup>1</sup> £'000	Total £'000	Trading items £'000	Non-trading and exceptional items <sup>1</sup> £'000	Total £'000
<b>Memo</b>							
<b>EBITDA</b>		<b>75,662</b>	<b>(15,966)</b>	<b>59,696</b>	<b>69,676</b>	<b>(11,666)</b>	<b>58,010</b>
<b>Depreciation and amortisation</b>		<b>(6,995)</b>	<b>(9,471)</b>	<b>(16,466)</b>	<b>(6,779)</b>	<b>(7,049)</b>	<b>(13,828)</b>
<b>Profit/(loss) from operating activities</b>		<b>68,667</b>	<b>(25,437)</b>	<b>43,230</b>	<b>62,897</b>	<b>(18,715)</b>	<b>44,182</b>

1 See note 2 for additional information regarding non-trading and exceptional items.



# Consolidated Statement of Financial Position

as at 31 March 2026

	Note	31 March 2026 £'000	31 March 2025 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment		5,889	5,278
Right-of-use assets		14,373	13,835
Intangible assets		218,247	222,998
Other long-term receivables		2,985	5,971
		<b>241,494</b>	<b>248,082</b>
<b>Current assets</b>			
Trade and other receivables		70,432	60,683
Current income tax asset		714	-
Cash and cash equivalents		16,848	14,717
		<b>87,994</b>	<b>75,400</b>
<b>Total assets</b>		<b>329,488</b>	<b>323,482</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Loans and borrowings	6	62,251	54,021
Lease liabilities		12,473	12,038
Provisions		2,717	2,903
Trade and other payables		5,488	670
Deferred tax liabilities		17,070	16,138
		<b>99,999</b>	<b>85,770</b>
<b>Current liabilities</b>			
Lease liabilities		3,353	2,915
Provisions		3,728	2,700
Trade and other payables		47,561	46,456
Current income tax liabilities		-	234
		<b>54,642</b>	<b>52,305</b>
<b>Total liabilities</b>		<b>154,641</b>	<b>138,075</b>
<b>Net assets</b>		<b>174,847</b>	<b>185,407</b>
<b>Equity</b>			
<b>Equity attributable to owners of the parent</b>			
Share capital		104	104
Share premium		1,786	1,786
Merger relief reserve		48,687	48,687
Investment in own shares held in trust		(18,233)	(15,142)
Retained earnings		142,503	149,972
<b>Total equity</b>		<b>174,847</b>	<b>185,407</b>



## Consolidated Statement of Changes in Equity

for the year ended 31 March 2026

	Share capital £'000	Share premium £'000	Merger relief reserve £'000	Investment in own shares £'000	Retained earnings £'000	Total equity £'000
Balance at 1 April 2024	104	1,786	48,687	(2,925)	138,202	185,854
Profit after tax and total comprehensive income for the year	-	-	-	-	30,343	30,343
Contributions by and distributions to owners:						
Dividends paid (note 8)	-	-	-	-	(22,185)	(22,185)
Dividend equivalents paid on vested share options	-	-	-	-	(591)	(591)
Shares purchased by Employee Benefit Trust for cash	-	-	-	(18,715)	-	(18,715)
Exercise of share options settled from the Employee Benefit Trust	-	-	-	6,498	(5,630)	868
Share-based payment expense - IFRS 2 charge	-	-	-	-	5,946	5,946
Deferred tax movement in respect of share-based payment expense	-	-	-	-	2,366	2,366
Current tax movement in respect of share-based payment expense	-	-	-	-	1,521	1,521
Total contributions by and distributions to owners	-	-	-	(12,217)	(18,573)	(30,790)
Balance at 31 March 2025	104	1,786	48,687	(15,142)	149,972	185,407
Balance at 1 April 2025	104	1,786	48,687	(15,142)	149,972	185,407
Profit after tax and total comprehensive income for the year	-	-	-	-	26,558	26,558
Contributions by and distributions to owners:						
Dividends paid (note 8)	-	-	-	-	(25,047)	(25,047)
Dividend equivalents paid on vested share options	-	-	-	-	(883)	(883)
Shares purchased by Employee Benefit Trust for cash	-	-	-	(20,914)	-	(20,914)
Exercise of share options settled from the Employee Benefit Trust	-	-	-	17,823	(15,548)	2,275
Share-based payment expense - IFRS 2 charge	-	-	-	-	7,478	7,478
Deferred tax movement in respect of share-based payment expense	-	-	-	-	(2,999)	(2,999)
Current tax movement in respect of share-based payment expense	-	-	-	-	2,972	2,972
Total contributions by and distributions to owners	-	-	-	(3,091)	(34,027)	(37,118)
<b>Balance at 31 March 2026</b>	<b>104</b>	<b>1,786</b>	<b>48,687</b>	<b>(18,233)</b>	<b>142,503</b>	<b>174,847</b>



# Consolidated Statement of Cash Flows

for the year ended 31 March 2026

	Note	Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
<b>Cash flows from operating activities</b>			
Profit for the year		26,558	30,343
<i>Adjustments for:</i>			
Depreciation		1,234	1,034
Depreciation of right-of-use assets		2,986	2,962
Amortisation		12,246	9,832
Finance income	4	(91)	(109)
Finance costs	4	4,607	3,541
Gain on acquisition of business		-	(988)
Fair value loss on consideration paid		110	-
Share-based payment expense		7,025	5,946
Income tax expense	5	12,156	10,407
		<b>66,831</b>	<b>62,968</b>
Increase in trade and other receivables		(6,763)	(13,509)
Increase in trade and other payables		5,713	2,060
Increase in provisions		405	1,449
		<b>66,186</b>	<b>52,968</b>
Income tax paid		(10,970)	(11,152)
<b>Net cash inflow from operating activities</b>		<b>55,216</b>	<b>41,816</b>
<b>Cash flows from investing activities</b>			
Finance income received	4	91	109
Acquisition of subsidiary, net of cash acquired		-	(13,774)
Purchases of property, plant and equipment		(2,149)	(2,101)
Purchases of intangibles		(7,827)	(6,089)
<b>Net cash outflow from investing activities</b>		<b>(9,885)</b>	<b>(21,855)</b>
<b>Cash flows from financing activities</b>			
Proceeds from existing loans		18,000	39,333
Repayment of loans		(10,000)	(9,000)
Payment relating to extension of loan facility		-	(332)
Proceeds from the exercise of share options settled by EBT shares		2,275	868
Purchase of own shares by EBT		(20,914)	(18,715)
Interest paid		(3,710)	(2,312)
Lease interest paid		(666)	(318)
Payment of lease liabilities		(2,255)	(1,997)
Dividends paid to the holders of the parent		(25,047)	(22,185)
Dividend equivalents paid on vesting of share options		(883)	(591)
<b>Net cash outflow from financing activities</b>		<b>(43,200)</b>	<b>(15,249)</b>
Net increase in cash and cash equivalents		2,131	4,712
Cash and cash equivalents at start of year		14,717	10,005
<b>Cash and cash equivalents at end of year</b>		<b>16,848</b>	<b>14,717</b>



## **Selected notes to the Consolidated Financial Statements**

for the year ended 31 March 2026

### **1 Accounting Basis**

The financial information set out in this document does not constitute the Company's statutory accounts for the years ended 31 March 2026 or 31 March 2025. Statutory accounts for the year ended 31 March 2026, which were approved by the directors on 17 June 2026, and 31 March 2025 have been reported on by the Independent Auditors. The Independent Auditor's report on the Annual Report and Accounts for years ended 31 March 2026 and 31 March 2025 were unqualified, did not draw attention to a matter by way of emphasis, and did not contain a statement under 498(2) or 498(3) of the Companies Act 2006.

The statutory accounts for the year ended 31 March 2026 will be delivered to the Registrar of Companies in due course and will be posted to shareholders shortly and thereafter will be available from the Company's registered office at Phoenix House, 1 Station Hill, Reading, RG1 1NB and from the Company's website [www.xpsgroup.com](http://www.xpsgroup.com). The statutory accounts for the year ended 31 March 2025 have been filed with the Registrar of Companies and are available from the Company's registered office and from the Company's website.

The financial information set out in these results has been prepared in accordance with UK adopted International Accounting Standards. The accounting policies adopted in these results have been consistently applied to all the years presented and are consistent with the policies used in the preparation of the financial statements for the year ended 31 March 2025. New standards, amendments, and interpretations to existing standards effective for the first time for periods beginning on (or after) 1 April 2025, which have been adopted by the Group have not been listed, since they have no material impact on the financial statements.



## 2 Non-trading and exceptional items

	Year ended 31 March 2026			Year ended 31 March 2025		
	Total before tax	Tax on adjusting items <sup>5</sup>	Adjusting items after taxation	Total before tax	Tax on adjusting items <sup>5</sup>	Adjusting items after taxation
	£'000	£'000	£'000	£'000	£'000	£'000
Corporate transaction costs	-	-	-	(1,810)	-	(1,810)
Acquisition-related remuneration <sup>1</sup>	(7,875)	-	(7,875)	(2,080)	-	(2,080)
Gain on purchase <sup>2</sup>	-	-	-	988	-	988
Fair value loss on consideration <sup>2</sup>	(110)	-	(110)	-	-	-
<b>Exceptional items</b>	<b>(7,985)</b>	<b>-</b>	<b>(7,985)</b>	<b>(2,902)</b>	<b>-</b>	<b>(2,902)</b>
Share-based payment costs <sup>3</sup>	(7,981)	1,690	(6,291)	(8,764)	2,184	(6,580)
Amortisation of acquired intangibles <sup>4</sup>	(9,471)	2,368	(7,103)	(7,049)	1,762	(5,287)
<b>Non-trading items</b>	<b>(17,452)</b>	<b>4,058</b>	<b>(13,394)</b>	<b>(15,813)</b>	<b>3,946</b>	<b>(11,867)</b>
<b>Total</b>	<b>(25,437)</b>	<b>4,058</b>	<b>(21,379)</b>	<b>(18,715)</b>	<b>3,946</b>	<b>(14,769)</b>

1 Acquisition-related remuneration of £7,875,000 (2025: £919,000) relates to the acquisition of Polaris in February 2025. As continued employment is one condition of the share purchase agreement, then in accordance with IFRS 3, the entire additional amount must be treated as a post-transaction employment cost accruing over the deferral period (to March 2028). This additional amount is material in size and one-off in nature. As such, in line with the Group's accounting policies, it has been classified as exceptional items. The prior year also included £1,161,000 relating to contingent amounts owed to the vendor as acquisition-related remuneration in respect of the acquisition of Penfida Limited in September 2022. The entire Penfida contingent acquisition-related remuneration of £3,500,000 was paid in October 2024. These costs are disclosed separately to aid visibility of underlying performance. The timing of these costs can also vary and are normally not aligned with the related benefits of the transaction.

2 A gain on purchase of £988,000 relating to the acquisition of Polaris Actuaries and Consultants was recognised in the prior year. During the year to 31 March 2026, adjustments were made to the acquisition balance sheet, which has resulted in a £110,000 fair value loss on consideration. These items are exceptional in nature, as management does not consider they reflect the performance of the Group, and so they are presented as exceptional items.

3 Share-based payment expenses and related National Insurance are included in non-trading and exceptional costs as the IFRS 2 charge is a significant non-cash cost, and these costs are excluded from the results for the purposes of measuring performance for PSP awards and dividend amounts. Additionally, the largely non-cash related credits go directly to equity and so have a limited impact on the reserves of the Group. They are therefore shown as a non-trading item to give clarity to users of the accounts on the profit figures that dividends and PSP performance are based on.

4 During the year the Group incurred £9,471,000 of amortisation charges in relation to acquired intangible assets (customer-related intangibles acquired as part of a business combination) (2025: £7,049,000). As this figure is material, and is linked to non-trading activity, management exclude this cost when reviewing and reporting on the underlying performance of the Group. Similarly, users of the accounts expect to be able to assess the profitability and growth of the Group excluding this figure.

5 The tax credit on exceptional and non-trading items of £4,058,000 (2025: £3,946,000) represents 16% (2025: 21%) of the exceptional and non-trading items incurred of £25,437,000 (2025: £18,715,000). This is different to the expected tax credit of 25% (2025: 25%), as various adjustments are made to tax including for deferred tax, and the exclusion of amounts not allowable for tax.

## 3 Operating segments

In accordance with IFRS 8 Operating Segments, an operating segment is defined as a business activity whose operating results are reviewed by the chief operating decision-maker ('CODM') and for which discrete information is available. The Group's CODM is the Board of Directors.

The Group has one operating segment, and one reporting segment due to the nature of services provided across the whole business being the same: consulting and administration services to UK pension schemes and insurance companies. The Group's revenues, costs, assets, liabilities and cash flows are therefore totally attributable to this reporting segment. The table below shows the disaggregation of the Group's revenue, by product line.

	Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
Advisory	150,043	125,551
Administration	98,732	93,654
SIP <sup>1</sup>	13,884	12,580
Total	<u>262,659</u>	<u>231,785</u>

1 Self Invested Pensions (SIP) business, incorporating both SIPP and SSAS products.

The prior year has been restated, Advisory was previously presented as Actuarial and Consulting (£106,108,000), and Investment Consulting (£19,443,000). The work undertaken in these revenue streams has become increasingly similar, with the same pool of employees working across both areas. Management review the Advisory business as a whole, and so this change provides users of the financial statements with a more useful view of the performance of the business, aligned with how management monitor performance.

#### 4 Finance income and expense

	Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
Interest income on bank deposits	91	109
<b>Finance income</b>	<b>91</b>	<b>109</b>
Interest expense on bank loans	3,555	2,052
Other costs of borrowing	268	742
Interest on leases	706	634
Other finance expense	78	113
<b>Finance expenses</b>	<b>4,607</b>	<b>3,541</b>

#### 5 Income tax expense

*Recognised in the statement of comprehensive income*

	Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
<b>Current tax expense</b>		
Current year	14,522	13,275
Adjustment in respect of prior year	(299)	(1,154)
<b>Total current tax expense</b>	<b>14,223</b>	<b>12,121</b>
<b>Deferred tax (credit)/expense</b>		
Origination and reversal of temporary differences	(2,596)	(2,234)
Adjustment in respect of prior year	529	520
<b>Total income tax expense</b>	<b>12,156</b>	<b>10,407</b>

	Year ended	Year ended
	31 March	31 March
	2026	2025
	£'000	£'000
<b>Profit for the year</b>	<b>26,558</b>	<b>30,343</b>
Total tax expense	<b>12,156</b>	<b>10,407</b>
<b>Profit before income tax</b>	<b>38,714</b>	<b>40,750</b>
Tax using the UK corporation tax rate of 25% (2025: 25%)	<b>9,679</b>	<b>10,188</b>
Non-deductible expenses	<b>2,427</b>	<b>1,189</b>
Other operating income not taxable	-	<b>(247)</b>
Fixed asset permanent differences	<b>(180)</b>	<b>(89)</b>
Adjustment in respect of prior periods	<b>230</b>	<b>(634)</b>
<b>Total tax expense</b>	<b>12,156</b>	<b>10,407</b>

The standard rate of corporation tax in the UK was 25% (2025: 25%). The average effective tax rate was 31% (2025: 26%). This is higher than the standard rate due to the impact of costs not allowable for tax. Deferred tax assets and liabilities have been measured at the rate they are expected to unwind at, using a rate substantively enacted at 31 March 2026, which is 25% (2025: 25%). Deferred tax not recognised relates to £6.7 million (2025: £6.7 million) of finance expense losses in a prior year and their future recoverability is uncertain. At 31 March 2026 the total unrecognised deferred tax asset in respect of these losses was approximately £1.7 million (2025: £1.7 million).

£2,972,000 (2025: £1,521,000) of current year tax credit, and £2,999,000 (2025: £2,366,000) of deferred tax debit

was recognised directly in equity, this relates to employee share options accounted for under IFRS 2.

## 6 Loans and borrowings

	Due within 1 year (current) £'000	Due between 1 and 2 years £'000	Due after 2 years (non-current) £'000	Sub-total (non-current) £'000	Total £'000
<b>31 March 2026</b>					
Drawn revolving credit facility	-	-	63,000	63,000	<b>63,000</b>
Capitalised debt arrangement fees	-	-	(749)	(749)	<b>(749)</b>
<b>Total</b>	-	-	<b>62,251</b>	<b>62,251</b>	<b>62,251</b>
<b>31 March 2025</b>					
Drawn revolving credit facility	-	-	55,000	55,000	55,000
Capitalised debt arrangement fees	-	-	(979)	(979)	(979)
<b>Sub-total</b>	-	-	<b>54,021</b>	<b>54,021</b>	<b>54,021</b>

The book value and fair value of loans and borrowings are not materially different.

### Terms and debt repayment schedule

	Amount £'000	Currency	Nominal interest rate	Year of maturity
<b>31 March 2026</b>				
revolving credit facility	<b>63,000</b>	<b>GBP</b>	<b>1.20% above SONIA</b>	<b>2029</b>

	Amount £'000	Currency	Nominal interest rate	Year of maturity
<b>31 March 2025</b>				
revolving credit facility	<b>55,000</b>	<b>GBP</b>	<b>1.20% above SONIA</b>	<b>2029</b>

At 31 March 2026 the Group had drawn down £63,000,000 (2025: £55,000,000) of its revolving credit facility. The Group's revolving facility agreement is for £120 million with an accordion of £50 million. This facility has a 4 year term which started in March 2025. Interest is calculated at a margin above SONIA, subject to a net leverage test. The related fees for access to the facility are included in the consolidated statement of comprehensive income. In May 2026 the loan term was extended for a further year, so it will now mature in March 2030.

Capitalised loan-related costs are amortised over the life of the loan to which they relate.

Bank debt is secured by way of debentures in the Group companies which are obligors to the loans. These are XPS Pensions Group plc, XPS Consulting Limited, XPS Pensions Consulting Limited, XPS SIPP Services Limited, XPS Holdings Limited, XPS Pensions Limited, XPS Investment Limited, XPS Administration Limited, and Polaris Actuaries and Consultants Limited. The security is over all the assets of the companies which are obligors to the

loans.

## 7 Earnings per share

	<b>31 March 2026</b>	31 March 2025
	<b>£'000</b>	£'000
Profit for the year	<b>26,558</b>	30,343
	<b>'000</b>	'000
Weighted average number of ordinary shares in issue	<b>204,313</b>	206,453
Diluted weighted average number of ordinary shares	<b>214,609</b>	219,437
Basic earnings per share (pence)	<b>13.0</b>	14.7
Diluted earnings per share (pence)	<b>12.4</b>	13.8

The calculation of basic earnings per share is based on the earnings attributable to ordinary shareholders divided by the weighted average number of shares in issue during the period.

Reconciliation of weighted average ordinary shares in issue to diluted weighted average ordinary shares:

	<b>Year ended 31 March 2026</b>	Year ended 31 March 2025
	<b>'000</b>	'000
Weighted average number of ordinary shares in issue	<b>204,313</b>	206,453
Dilutive impact of share options vested up to exercise date	<b>1,451</b>	792
Dilutive impact of PSP and SEP options not yet vested	<b>7,492</b>	8,334
Dilutive impact of dividend yield shares for PSP and SEP options	<b>971</b>	1,125
Dilutive impact of SAYE options not yet vested	<b>382</b>	2,733
<b>Diluted weighted average number of ordinary shares</b>	<b>214,609</b>	219,437

Share awards were made to the Executive Board members and key management personnel in each year since the year ending 31 March 2017, these are subject to certain conditions, and each tranche of awards vest 3 years after the award date. Dividend yield shares relating to these awards will also be awarded upon vesting of the main awards. Further shares have been issued under SAYE share schemes in the year ending 31 March 2025, these will vest in the year ending 31 March 2028. These shares are reflected in the diluted number of shares and diluted earnings per share calculations.

### **Adjusted earnings per share**

	<b>Total 31 March 2026</b>	Total 31 March 2025
	<b>£'000</b>	£'000
Adjusted profit after tax	<b>47,937</b>	45,112
Adjusted earnings per share (pence)	<b>23.5</b>	21.9
Diluted adjusted earnings per share (pence)	<b>22.3</b>	20.6





## 8 Dividends

### *Amounts recognised as distributions to equity holders of the Parent in the year*

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	<b>31 March 2026 £'000</b>	31 March 2025 £'000
Final dividend for the year ended 31 March 2025: 8.2p per share (2024: 7.0p per share)	<b>16,697</b>	14,577
Interim dividend for the year ended 31 March 2026: 4.1p (2025: 3.7p) per ordinary share was paid during the year	<b>8,350</b>	7,608
	<b>25,047</b>	22,185

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The recommended final dividend payable in respect of the year ended 31 March 2026 is £19.0 million or 9.1p per share (2025: £17.0 million or 8.2p per share).

The proposed dividend has not been accrued as a liability as at 31 March 2026 as it is subject to approval at the Annual General Meeting.

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	<b>31 March 2026 £'000</b>	31 March 2025 £'000
Proposed final dividend for year ended 31 March 2026	<b>18,991</b>	16,961

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The Trustee of the Xafinity Employee Benefit Trust has waived its entitlement to dividends.

The Company statement of changes in equity shows that the Company has positive reserves of £195,756,000. Therefore, there are sufficient distributable reserves in XPS Pensions Group plc in order to pay the proposed final dividend.

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