Brønnøysundregistrene

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2025 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	917 774 374
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	KAR NORWAY HOLDCO AS
Forretningsadresse:	Drammensveien 151 0277 OSLO

Regnskapsår

Årsregnskapets periode:	01.07.2024 - 30.06.2025

Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	-

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Gro Langeseter Alvsåker
Dato for fastsettelse av årsregnskapet:	15.12.2025

Grunnlag for avgivelse

År 2025: Årsregnskapet er elektronisk innlevert

År 2024: Tall er hentet fra elektronisk innlevert årsregnskap fra 2025

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 11.01.2026

Resultatregnskap

Beløp i: NOK	Note	2025	2024
RESULTATREGNSKAP			
Kostnader			
Annen driftskostnad	2, 3	785 476	630 244
Sum kostnader		**785 476**	**630 244**
Driftsresultat		**-785 476**	**-630 244**
Finansinntekter og finanskostnader			
Inntekt på investering i datterselskap		58 307 885	123 737 032
Renteinntekt fra foretak i samme konsern		309 998 276	291 868 268
Annen renteinntekt		17 883	33
Annen finansinntekt		692 726	1 771 000
Sum finansinntekter		**369 016 770**	**417 376 333**
Rentekostnad til foretak i samme konsern		433 950 753	411 871 270
Annen rentekostnad			10 345
Annen finanskostnad		-2 271 003	4 874 820
Sum finanskostnader		**431 679 750**	**416 756 435**
Netto finans		**-62 662 980**	**619 898**
Resultat før skattekostnad		**-63 448 456**	**-10 345**
Skattekostnad på resultat	4	-13 962 595	-13 187 146
Årsresultat	5	**-49 485 861**	**13 176 801**
Årsresultat etter minoritetsinteresser		**-49 485 861**	**13 176 801**
Totalresultat		**-49 485 861**	**13 176 801**
Overføringer og disponeringer			
Konsernbidrag		45 480 150	109 702 031
Udekket tap		-49 485 861	
Avsatt til annen egenkapital			13 176 801
Sum overføringer og disponeringer		**-4 005 711**	**122 878 832**

Balanse

Beløp i: NOK	Note	2025	2024
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	4	27 149 741	13 187 146
Sum immaterielle eiendeler		**27 149 741**	**13 187 146**
Finansielle anleggsmidler			
Investering i datterselskap	6	5 525 143 458	5 508 876 552
Investering i annet foretak i samme konsern		8 997 069	8 997 069
Lån til foretak i samme konsern	7	2 778 232 590	2 749 679 617
Sum finansielle anleggsmidler		**8 312 373 118**	**8 267 553 237**
Sum anleggsmidler		**8 339 522 859**	**8 280 740 383**
Omløpsmidler			
Varer			
Fordringer			
Andre kortsiktige fordringer			61 266
Konsernfordringer	7	1 729 004 526	1 461 224 059
Sum fordringer		**1 729 004 526**	**1 461 285 325**
Sum omløpsmidler		**1 729 004 526**	**1 461 285 325**
SUM EIENDELER		**10 068 527 385**	**9 742 025 709**
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	8	30 791 460	30 791 460
Overkurs		4 845 534 879	4 845 534 879
Annen innskutt egenkapital		16 266 666	
Sum innskutt egenkapital		**4 892 593 005**	**4 876 326 339**

Balanse

Beløp i: NOK	Note	2025	2024
Opptjent egenkapital			
Annen egenkapital/Udekket tap		-33 021 622	16 464 239
Sum opptjent egenkapital		**-33 021 622**	**16 464 239**
Sum egenkapital	5	**4 859 571 383**	**4 892 790 578**
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	9	1 155 807 311	1 169 377 010
Gjeld til konsernselskap	7, 10	1 924 468 241	1 879 797 310
Sum annen langsiktig gjeld		**3 080 275 551**	**3 049 174 319**
Sum langsiktig gjeld		**3 080 275 551**	**3 049 174 319**
Kortsiktig gjeld			
Sertifikatlån	7	603 070 853	320 007 472
Leverandørgjeld		421 131	291 378
Betalbar skatt	4		-860 970
Skyldig offentlige avgifter		-84 216	
Kortsiktig konserngjeld	7	1 525 272 683	1 480 622 931
Sum kortsiktig gjeld		**2 128 680 450**	**1 800 060 811**
Sum gjeld		**5 208 956 002**	**4 849 235 130**
SUM EGENKAPITAL OG GJELD		**10 068 527 385**	**9 742 025 709**

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Statsautoriserte revisorer
Ernst & Young AS

Stortorvet 7, 0155 Oslo
Postboks 1156 Sentrum, 0107 Oslo

Foretaksregisteret: NO 976 389 387 MVA
Tlf: +47 24 00 24 00

www.ey.no
Medlemmer av Den norske Revisorforening

Til generalforsamlingen i Kar Norway Holdco AS

UAVHENGIG REVISORS BERETNING

Konklusjon

Vi har revidert årsregnskapet for Kar Norway Holdco AS som består av balanse per 30. Juni 2025, resultatregnskap og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening

- oppfyller årsregnskapet gjeldende lovkrav, og
- gir årsregnskapet et rettvisende bilde av selskapets finansielle stilling per 30. Juni 2025 og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjon

Vi har gjennomført revisjonen i samsvar med International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet nedenfor under *Revisors oppgaver og plikter ved revisjonen av årsregnskapet*. Vi er uavhengige av selskapet i samsvar med kravene i relevante lover og forskrifter i Norge og *International Code of Ethics for Professional Accountants* (inkludert internasjonale uavhengighetsstandarder) utstedt av International Ethics Standards Board for Accountants (IESBA-reglene), og vi har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Innhentet revisjonsbevis er etter vår vurdering tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Øvrig informasjon

Styret og daglig leder (ledelsen) er ansvarlige for informasjonen i årsberetningen. Vår konklusjon om årsregnskapet ovenfor dekker ikke informasjonen i årsberetningen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese årsberetningen. Formålet er å vurdere hvorvidt det foreligger vesentlig inkonsistens mellom årsberetningen og årsregnskapet og den kunnskap vi har opparbeidet oss i revisjonen av årsregnskapet, eller hvorvidt informasjon i årsberetningen ellers fremstår som vesentlig feil. Vi har plikt til å rapportere dersom årsberetningen fremstår som vesentlig feil. Vi har ingenting å rapportere i så henseende.

Basert på kunnskapen vi har opparbeidet oss i revisjonen, mener vi at årsberetningen

- er konsistent med årsregnskapet og
- inneholder de opplysninger som skal gis i henhold til gjeldende lovkrav.

Ledelsens ansvar for årsregnskapet

Ledelsen er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettvisende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik intern kontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for

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årsregnskapet med mindre ledelsen enten har til hensikt å avvikle selskapet eller virksomheten, eller ikke har noe annet realistisk alternativ.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med ISA-ene, alltid vil avdekke vesentlig feilinformasjon. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjonen er å anse som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke de økonomiske beslutningene som brukerne foretar, på grunnlag av årsregnskapet.

Som del av en revisjon i samsvar med ISA-ene, utøver vi profesjonelt skjønn og utviser profesjonell skepsis gjennom hele revisjonen. I tillegg:

- identifiserer og vurderer vi risikoen for vesentlig feilinformasjon i årsregnskapet, enten det skyldes misligheter eller utilsiktede feil. Vi utformer og gjennomfører revisjonshandlinger for å håndtere slike risikoer, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir avdekket, er høyere enn for feilinformasjon som skyldes utilsiktede feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelatelser, uriktige fremstillinger eller overstyring av intern kontroll.
- opparbeider vi oss en forståelse av intern kontroll som er relevant for revisjonen, for å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll.
- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.
- konkluderer vi på om ledelsens bruk av fortsatt drift-forutsetningen er hensiktsmessig, og, basert på innhentede revisjonsbevis, hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape tvil av betydning om selskapets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i årsregnskapet, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifiserer vår konklusjon. Våre konklusjoner er basert på revisjonsbevis innhentet frem til datoen for revisjonsberetningen. Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet ikke kan fortsette driften.
- evaluerer vi den samlede presentasjonen, strukturen og innholdet i årsregnskapet, inkludert tilleggsopplysningene, og hvorvidt årsregnskapet gir uttrykk for de underliggende transaksjonene og hendelsene på en måte som gir et rettvisende bilde.

Vi kommuniserer med styret blant annet om det planlagte innholdet i og tidspunkt for revisjonsarbeidet og eventuelle vesentlige funn i revisjonen, herunder vesentlige svakheter i intern kontroll som vi avdekker gjennom revisjonen.

Oslo, 05. Desember 2025
ERNST & YOUNG AS

Revisjonsberetningen er signert elektronisk

Alexandra van der Zalm Bristol
statsautorisert revisor

Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo™ - sikker digital signatur". De signerende parter sin identitet er registrert, og er listet nedenfor.

"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

Alexandra Van Der Zalm Bristol
Statsautorisert revisor
På vegne av: Ernst Young AS
Serienummer: bankid.no no_bankid:9578-5998-4-1075564
IP: 147.161.xxx.xxx
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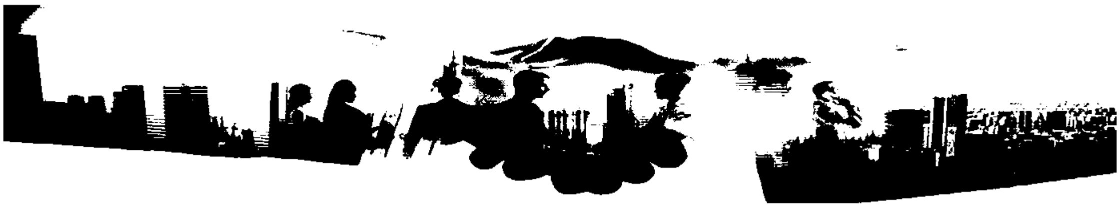

ÅRSREGNSKAP 2025

Avvikende regnskapsår 01.07.2024- 30.06.2025

Kar Norway Holdco AS

Org.nr. 917 774 374

Innhold:

Årsregnskapet er utarbeidet av Azets Insight AS

Kar Norway Holdco AS

org nr. 917 774 374

ÅRSBERETNING regnskapsåret 01.07.2024 - 30.06.2025

Årsberetningen for Kar Norway Holdco AS er avgitt frivillig og utarbeidet etter forenklede regler.

Virksomhetens art
Kar Norway Holdco AS er et holdingselskap i Azets-konsernet og virksomheten omfatter eierskap til konsernets datterselskaper i Norge og Storbritannia, samt utøvelse av konsernovergripende aktiviteter. Selskapet er lokalisert i Oslo kommune.

Fortsatt drift
I samsvar med regnskapslovens § 3-3a bekreftes det at forutsetningen om fortsatt drift er til stede og at denne forutsetningen er lagt til grunn ved utarbeidelsen av regnskapet. Selskapets drift er avhengig av tidsubestemte lån fra Azets Opco Ltd og Azets UK Holdco Ltd, og nedbetaling av lån skal skje etter nærmere avtale med långiver, men likevel tidligst 01.01.2026

Fremtidig utvikling
Etableringen av Azets-konsernet baserer seg på et positivt syn på bransjen og markedet. Styret ser gode muligheter i de kommende årene.

Redegjørelse for årsregnskapet
Styret kjenner ikke til forhold av viktighet for å bedømme selskapets stilling og resultat som ikke fremgår av regnskapet og balansen med noter. Det er heller ikke etter regnskapsårets utgang inntrådt forhold som etter styrets syn har betydning ved bedømmelse av regnskapet.

Finansiell risiko
Selskapet har en god finansiering og tilgang på tilstrekkelige likviditeter. Konsernet har i regnskapsåret en negativ kontantstrøm. Selskapet har forøvrig en relativt solid egenkapital og dette medfører at selskapet under nåværende situasjon har liten risiko både markedsmessig og finansielt.

Arbeidsmiljø, likestilling og diskriminering
Selskapet har ingen ansatte, men har en kjønnsnøytral personalpolitikk som fundament.
Selskapets styre består av 2 menn.

Forsikring for styrets medlemmer
Det er tegnet forsikring som dekker styrets ansvar overfor foretaket og tredjepersoner

Miljørapportering
Selskapet driver ikke virksomhet som forurenser det ytre miljøet og miljøpolitikken er en integrert del av konsernets kvalitetssystem som skal sikre en sunn virksomhet for både ansatte, samfunnet og miljøet.

Årsresultat og disponeringer
I regnskapsåret hadde selskapet et resultat etter skattekostnad på kr 13 176 801 som foreslås overført til annen egenkapital.

Oslo, 04.12.2025
Styret i Kar Norway Holdco AS

Christopher Neil Horne styreleder	Vidar Bekken styremedlem

Resultatregnskap
Kar Norway Holdco AS

Driftsinntekter og driftskostnader	**Note**	**01.07.2024-30.06.2025**	**01.07.2023-30.06.2024**
Annen driftskostnad	2, 3	785 476	630 244
Sum driftskostnader		**785 476**	**630 244**
Driftsresultat		**-785 476**	**-630 244**
Finansinntekter og finanskostnader			
Inntekt på investering i datterselskap		58 307 885	123 737 032
Renteinntekt fra foretak i samme konsern		309 998 276	291 868 268
Annen renteinntekt		17 883	33
Annen finansinntekt		692 726	1 771 000
Rentekostnad til foretak i samme konsern		433 950 753	411 871 270
Annen rentekostnad		0	10 345
Annen finanskostnad		-2 271 003	4 874 820
Resultat av finansposter		**-62 662 980**	**619 898**
Resultat før skattekostnad		**-63 448 456**	**-10 345**
Skattekostnad på resultat	4	-13 962 595	-13 187 146
Årsresultat	**5**	**-49 485 861**	**13 176 801**
Overføringer			
Avsatt til annen egenkapital		0	13 176 801
Overført til udekket tap		49 485 861	0
Sum overføringer		**-49 485 861**	**13 176 801**
Mottatt konsernbidrag uten skatteeffekt		0	59 941 574
Mottatt konsernbidrag netto etter skatteeffekt		45 480 150	49 760 457

Balanse
Kar Norway Holdco AS

Eiendeler	Note	30.06.2025	30.06.2024
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	4	27 149 741	13 187 146
Sum immaterielle eiendeler		**27 149 741**	**13 187 146**
Finansielle anleggsmidler			
Investeringer i datterselskap	6	5 525 143 458	5 508 876 552
Investeringer i annet foretak i samme konsern		8 997 069	8 997 069
Lån til foretak i samme konsern	7	2 778 232 590	2 749 679 617
Sum finansielle anleggsmidler		**8 312 373 118**	**8 267 553 237**
Sum anleggsmidler		**8 339 522 859**	**8 280 740 383**
Omløpsmidler			
Fordringer			
Andre kortsiktige fordringer		0	61 266
Konsernfordringer	7	1 729 004 526	1 461 224 059
Sum fordringer		**1 729 004 526**	**1 461 285 325**
Sum omløpsmidler		**1 729 004 526**	**1 461 285 325**
Sum eiendeler		**10 068 527 385**	**9 742 025 709**

Balanse
Kar Norway Holdco AS

Egenkapital og gjeld	Note	30.06.2025	30.06.2024
Egenkapital			
Innskutt egenkapital			
Aksjekapital	8	30 791 460	30 791 460
Overkurs		4 845 534 879	4 845 534 879
Annen innskutt egenkapital		16 266 666	0
Sum innskutt egenkapital		**4 892 593 005**	**4 876 326 339**
Opptjent egenkapital			
Annen egenkapital/Udekket tap		-33 021 622	16 464 239
Sum opptjent egenkapital		**-33 021 622**	**16 464 239**
Sum egenkapital	**5**	**4 859 571 383**	**4 892 790 578**
Gjeld			
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	9	1 155 807 311	1 169 377 010
Gjeld til konsernselskap	7, 10	1 924 468 241	1 879 797 310
Sum annen langsiktig gjeld		**3 080 275 551**	**3 049 174 319**
Kortsiktig gjeld			
Konsernkontoordningen	7	603 070 853	320 007 472
Leverandørgjeld		421 131	291 378
Betalbar skatt	4	0	-860 970
Skyldig offentlige avgifter		-84 216	0
Konserngjeld	7	1 525 272 683	1 480 622 931
Sum kortsiktig gjeld		**2 128 680 450**	**1 800 060 811**
Sum gjeld		**5 208 956 002**	**4 849 235 130**
Sum egenkapital og gjeld		**10 068 527 385**	**9 742 025 709**

Oslo, 04.12.2025
Styret i Kar Norway Holdco AS

Christopher Neil Horne
styreleder

Vidar Bekken
styremedlem

Kontantstrømoppstilling
Kar Norway Holdco AS

	Note	01.07.2024-30.06.2025	01.07.2023-30.06.2024
Kontantstrømmer fra operasjonelle aktiviteter			
Resultat før skattekostnad		-63 448 456	-10 345
- Finansinntekter		-369 016 770	-417 376 333
+ Finanskostnader		431 679 750	416 756 435
Resultat fra ordinær drift		**-785 476**	**-630 244**
Endring i leverandørgjeld		129 754	170 643
Endring i andre tidsavgrensningsposter		-406 144 690	-185 746 102
Netto kontantstrøm fra operasjonelle aktiviteter		**-406 014 936**	**-185 575 459**
Kontantstrømmer fra finansieringsaktiviteter			
Innbetalinger av konsernbidrag		123 737 032	40 010 597
Innbetalinger ved opptak av IC - lån		0	38 871 000
Netto kontantstrøm fra finansieringsaktiviteter		**123 737 032**	**78 881 597**
Netto endring i kontanter og kontantekvivalenter		**-283 063 380**	**-107 324 106**
Beh. av kont. og kontantekvivalenter ved per. begynnelse		-320 007 472	-212 683 366
Beh. av kont. og kontantekvivalenter ved per. slutt		**-603 070 852**	**-320 007 472**
Spesifikasjon av kontanter og kontantekvivalenter:			
Konsernkontoordningen		-603 070 853	-320 007 472
Sum kontanter og kontantekvivalenter		**-603 070 853**	**-320 007 472**

Kar Norway Holdco AS

NOTER PR. 30.06.2025

Note 1 - Regnskapsprinsipper og virkning av prinsippendringer

Årsregnskapet er satt opp i samsvar med regnskapslovens bestemmelser og god regnskapsskikk.

Avvikende regnskapsår
Regnskapsåret 2025 omfatter perioden 01.07.2024 - 30.06.2025.

Konsolidering
Selskapet konsolideres inn i Lynx Topco Limited og konsernregnskap fås utlevert hos Lynx Topco Limited sin forretningsadresse i 44 Esplanade, St. Helier, Jersey.

Valuta
Transaksjoner i utenlandsk valuta omregnes til kursen på transaksjonstidspunktet. Pengeposter i utenlandsk valuta omregnes til norske kroner ved å benytte balansedagens kurs. Valutakursendringer resultatføres løpende i regnskapsperioden under andre finansposter.

Klassifisering
Eiendeler bestemt til varig eie eller bruk, samt fordringer med forfall mer enn ett år etter balansedagen er medtatt som anleggsmidler. Øvrige eiendeler er klassifisert som omløpsmidler. Gjeld som forfaller senere enn et år etter regnskapsperiodens utløp er oppført som langsiktig gjeld.

Varige driftsmidler og immaterielle eiendeler
Varige driftsmidler og immaterielle eiendeler er vurdert til historisk kost etter fradrag for bedriftsøkonomiske avskrivninger som er beregnet på grunnlag av kostpris og antatt økonomisk levetid. I de tilfeller der den virkelige verdien er lavere enn kostprisen, og dette ikke er forbigående, er det foretatt nedskrivning. Gevinst/tap ved salg er klassifisert som annen driftsinntekt / annen driftskostnad.

Fordringer
Fordringer er oppført i balansen med fordringens pålydende etter fradrag for konstaterte og forventede tap. Avsetning til tap gjøres på grunnlag av av individuelle vurderinger av de enkelte fordringene.

Investeringer i finansielle anleggsmidler
Investeringer i finansielle anleggsmidler er medtatt i regnskapet etter kostpris. I de tilfeller der den virkelige verdien er lavere enn kostprisen, og dette ikke er forbigående, er det foretatt nedskrivning.

Kontanter og bankinnskudd
Bundne bankinnskudd er inkluderte i bankinnskudd under omløpsmidler i balansen.

Driftsinntekter og kostnader
Inntektsføring skjer etter opptjeningsprinsippet. Kostnader medtas etter sammenstillingsprinsippet, dvs at kostnader medtas i samme periode som tilhørende inntekter inntektsføres.

Betingede forpliktelser
Betingede forpliktelser avsettes etter beste estimat dersom det er sannsynlighetsovervekt for at forpliktelsen vil komme til oppgjør.

Skatt
Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt er beregnet med 22 % på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt skattemessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet. Netto utsatt skattefordel balanseføres i den grad det er sannsynlig at denne kan bli nyttegjort.

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Konsernbidrag
Konsernbidrag avgitt og mottatt fra datterselskap regnskapsføres netto etter skatt som økning eller reduksjon av investeringen, eller inntektsføres som avkastning på finansinvestering.

Kontantstrøm
Kontantstrømoppstillingen er utarbeidet etter den indirekte metoden. Likviditetsbeholdning defineres som kontanter, bankinnskudd.

Note 2 - Driftskostnader

	2025	2024
Honorarer	776 995	619 026
Annen kostnad	8 481	11 218
SUM	785 476	630 244

Note 3 - Godtgjørelse til ansatte og andre

Selskapet har ikke hatt ansatte i året, og har derfor heller ingen plikt til å ha pensjonsordning. Det er ikke utbetalt godtgjørelse til styret i regnskapsåret.

Godtgjørelse til revisor for regnskapsåret 2025 utgjør kr 218 822 eks mva

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Note 4 - Skatt

Årets skattekostnad	**01.07.2024-30.06.2025**	**01.07.2023-30.06.2024**
Resultatført skatt på ordinært resultat:		
Betalbar skatt	0	0
Endring i utsatt skatt	-13 962 595	-13 187 146
Skattekostnad ordinært resultat	**-13 962 595**	**-13 187 146**
Skattepliktig inntekt:		
Ordinært resultat før skatt	-63 448 456	-10 345
Permanente forskjeller	-17 883	-59 931 229
Endring i midlertidige forskjeller	0	0
Anvendelse av fremførbart underskudd		
Skattepliktig inntekt	**-63 466 339**	**-59 941 574**
Betalbar skatt i balansen:		
Betalbar skatt på årets resultat	0	0
Betalbar skatt på fjorårets resultat	0	-860 970
Betalbar skatt på mottatt konsernbidrag		
Sum betalbar skatt i balansen	**0**	**-860 970**
Beregning av effektiv skattesats:		
Resultat før skatt	**-63 448 456**	**-10 345**
Beregnet skatt av resultat før skatt	-13 958 660	-2 276
Skatteeffekt av permanente forskjeller	-3 934	2 276
Avsatt for lite skatt tidl. år	0	0
Sum	**-13 962 595**	**0**
Effektiv skattesats	22 %	0 %

Skatteeffekten av midlertidige forskjeller og underskudd til fremføring som har gitt opphav til utsatt skatt og utsatte skattefordeler, spesifisert på typer av midlertidige forskjeller:

	30.06.2025	**30.06.2024**	**Endring**
Andre forskjeller	0	0	0
Sum	**0**	**0**	**0**
Underskudd til fremføring	-181 715 798	-123 737 032	57 978 766
Mottatt konsernbidrag	58 307 885	63 795 458	5 487 573
Grunnlag for beregning av utsatt skatt	**-123 407 913**	**-59 941 574**	**63 466 339**
Utsatt skatt / skattefordel(-) (22%)	**-27 149 741**	**-13 187 146**	**-13 962 595**

Kar Norway Holdco AS mottok konsernbidrag fra Azets Norway Holding AS pålydende NOK 58 307 885 hvorav kr 0 er uten skatteeffekt

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Note 5 - Egenkapital

	Aksjekapital	Overkurs	Annen innskutt egenkapital	Annen EK / udekket tap	SUM
Pr. 30.06.2024	30 791 460	4 845 534 879	0	16 464 239	4 892 790 578
Årets resultat				-49 485 861	-49 485 861
Ikke-registrert kapitalforhøyelse			16 266 666		16 266 666
Kapital 30.06.2025	**30 791 460**	**4 845 534 879**	**16 266 666**	**-33 021 622**	**4 859 571 383**

Note 6 - Investeringer i datterselskap, tilknyttede selskap og investering i aksjer og andeler

Selskapet eier ved utgangen av året 100% av aksjene i datterselskapet Azets AS, (Drammensveien 151, 0877 OSLO) og disse er bokført til kr 2 222 830 655 pr 30.06.2025. Årsresultatet for Azets AS i regnskapsåret 01.07.2024 til 30.06.2025 viste et årsresultat på kr 0, og bokført egenkapital pr 30.06.2025 var kr 0.

I tillegg eier selskapet aksjeposter i Azets Group IP Limited og Azets UK Holdco Limited.
Disse har pr 30.06.2025 en bokført verdi på totalt kr 3 292 496 688. Via Azets UK Holdco Limited eier Kar Norway Holdco AS Blick Rothenberg-konsernet og Baldwins-konsernet.
Aksjer i øvrige konsernselskap er relatert til konsernbidrag.

Kar Norway Holdco AS

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Note 7 - Konsern, tilknyttede selskaper m.v.

Kar Norway Holdco AS mottok KB fra Azets Norway Holding AS pålydende NOK 123 737 032.

Mellomværende med konsernselskap er som følger:

Fordringer	30.06.2025	30.06.2024
Andre kortsiktige fordringer *	1 729 004 526	1 461 224 059
Langsiktige fordringer**	2 778 232 590	2 749 679 617
Mellomværende konsern	**4 507 237 117**	**4 210 903 676**

Gjeld	30.06.2025	30.06.2024
Annen kortsiktig gjeld***	1 525 272 683	1 480 622 931
Annen langsiktig gjeld ****	3 080 275 551	3 049 174 319
Konsernkontoordningen*****	603 070 853	320 007 472
Mellomværende konsern	**5 208 619 087**	**4 849 804 723**

Fjorårstall for annen langsiktig gjeld er korrigert pga. konto 2262 var tatt med i både kortsiktig og langsiktig gjeld i note for årsregnskap 2024.

*Andre kortsiktige fordringer på konsernselskap inneholder påløpte renter på kr 346 165 476 fra Azets Br Bidco Ltd, kr 836 609 235 fra Azets BA Bidco Ltd, kr 252 265 611 fra Azets UK Holdco Ltd og kr 225 668 943 fra Azets AS, samt mottatt konsernbidrag fra Azets Norway Holding AS på 58 307 885

**Langsiktige fordringer gjelder lån til Azets AS på kr 956 203 446, Azets Br Bidco Ltd kr 348 995 686, Azets BA Bidco Ltd på kr 1 146 808 453, Azets UK Holdco Ltd på kr 326 225 005.

*** Annen kortsiktig gjeld inneholder lån til Azets Opco Ltd på 643 025 464 påløpte renter på kr 415 001 099 til Azets UK Holdco Ltd og kr 351 492 933 til Azets Opco Ltd.

**** Annen langsiktig gjeld inneholder lån fra Azets UK Holdco Ltd på kr 107 745 030 og lån fra Azets Opco Ltd på kr 2 972 530 521

***** Azets-konsernet har etablert et konsernkontosystem hvor Azets Treasury AS iht avtalen er innehaver, mens øvrige konsernselskaper er underkontohavere eller deltakere. Banken kan avregne trekk og innestående mot hverandre slik at nettoposisjonen representerer mellomværende mellom Danske Bank og Azets Treasury AS. Kar Norway Holdco AS sitt opptrekk i konsernkontosystemet er å betrakte som et mellomværende med Azets Treasury AS.

Oversikt over transaksjoner med konsernselskaper i regnskapsåret:

Type transaksjoner	30.06.2025	30.06.2024
Ytt nye lån	0	14 671 559
Opptak nye lån	0	14 671 559
Renteinntekter på lån*	309 998 276	291 868 268
Rentekostnader på lån**	402 854 574	395 243 318
Renter på konsernkontoordningen	31 096 179	16 620 379

* Renteinntekter på lån gjelder lån til Azets AS på kr 108 600 247, til Azets UK Holdco Ltd på kr 41 875 184, til Azets BA Bidco Ltd på kr 117 308 291 og til Azets BR Bidco Ltd på kr 42 214 554 .

*Rentekostnader på lån gjelder lån fra Azets Opco Ltd på kr 392 813 724 og fra Azets UK Holdco Ltd på kr 10 040 850.

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Note 8 - Antall aksjer, aksjeeiere m.v

Aksjekapitalen i selskapet er på kr 30 791 460 fordelt på 3 073 aksjer à pålydende kr 10 020. Det er kun en aksjeklasse og alle aksjer har lik stemmerett. Azets Opco Ltd eier alle aksjene.

Note 9 - Pantstillelser og garantier mv.

Det er etablert pant i selskapets aksjer, aksjeinvesteringer, kundefordringer og alle innskudd i konsernets flerkontosystem hos Danske Bank, som sikkerhet for konsernets låneforpliktelser.

Note 10 - Langsiktig gjeld

Selskapets interne langsiktige lån forfaller til betaling etter nærmere avtale.

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Lynx Topco Limited

Annual report and financial statements

For the year ended 30 June 2025

UK registered number FC042680

Contents

Strategic report

The Director's present their Strategic Report, Directors' Report and the audited consolidated financial statements for the year ended 30 June 2025.

Business strategy

Azets is an international business advisory group, with 9,000 local experts in 190 locations across eight countries, backed by progressive technology. We are united by one clear purpose: to improve the lives of our clients, colleagues and communities in a sustainable way.

100,000+ clients on unique journeys trust us to meet their immediate and evolving needs, remove barriers, and deliver sustained outcomes so they can move forward with confidence.

We serve a number of client segments, including private clients, large companies, and smaller growing businesses both privately owned and in the public sector. The majority of our clients are entrepreneurial, owner-managed, and family-owned businesses in the SME/SMB sector.

We have identified significant scope for growth in this sector, and Azets aims to become the leading integrated, scaled provider of business-critical professional services to ambitious businesses and their owners across Northern Europe. Larger audit firms are continuing to exit the SME/SMB sector and the demand for digital accounting services is necessitating client change. Azets is well positioned to capitalise on these dynamics in all our geographies.

To support the delivery of this strategy, Azets has introduced a Value Creation Framework which underpins our ambition to continue to deliver material, sustainable and profitable growth in the coming years. The framework provides a disciplined structure for growth, balancing investment and efficiency to create long-term sustainable value for our clients, colleagues and investors.

It sets out four strategic objectives – expanding net recurring revenue, continuing ambitious M&A activity, digitising client services, and achieving cost-to-serve leadership – supported by strong enablers including rigorous risk management, a scalable and resilient operating model, a performance-driven organisation, and disciplined capital management. This structured approach ensures that our investments in systems, people and processes are aligned to our long-term ambitions, as we position Azets for sustainable growth and higher earnings quality.

Azets is committed to providing a high-quality client service. We get to know our clients both on a human level and by using data insights that enable us to increase our focus on advisory services aligned to client needs. We are increasing our service portfolio, with a key focus on identifying opportunities to deliver value-added services to new and existing clients. This is a key part in remaining the primary trusted business relationship to our clients. We do this both by developing and extending our core services and through a network of complementary strategic services. This strategy is rapidly strengthening Azets' position as a provider of business-critical services, increasing our share of spend and delivering greater benefits for clients.

Our propositions are underpinned by progressive technology. The Azets client portal, Cozone, provides clients access to their data and all services from anywhere on any device, including talking to advisors. Aligned to our wide range of client propositions this gives Azets a unique position in the market.

In the past 12 months, the Azets Group has strengthened its Environmental, Social and Governance ("ESG") delivery, including the launch of our first full ESG Impact Report. Our ESG initiatives are led by the Executive Steering Committee and an ESG Delivery Group that brings together senior colleagues from across the Group. This structure determines the Group-wide initiatives and actions that build a better environment for our colleagues, clients and communities whilst also increasing awareness and mitigating potential financial and reputational risks.

As a result of growth during the year ended 30 June 2025 and up to the date of signing this report, Azets now employs more than 9,000 people from 190+ offices in the UK, Ireland, Norway, Sweden, Denmark, and Finland; our four highly effective processing centres in Romania and Estonia; and in software development centres in Lithuania and Romania.

Strategic report (continued)

Corporate activity

The Group completed four acquisitions in the year, two in the UK, one in Blick Rothenberg and one in Ireland.

In the UK, the Group acquired Milne Craig and Laurus Associates Limited. Milne Craig is an accountancy and wealth management firm based in Paisley, near Glasgow, the acquisition strengthens Azets client offering across accounting, tax, audit, corporate finance, payroll, and wealth management. Laurus Associates is a Newcastle-based Chartered Financial Planning organisation which offers a comprehensive range of personal and corporate advice on investments, pensions and life assurance. The UK business also acquired the client list of another smaller wealth management business.

Blick Rothenberg acquired Greenback Alan, an audit, accounts & tax advisory business based in London. Greenback Alan has a significant presence in the Japanese market and complements their focus on international expansion.

Azets entered the Irish market for the first time in FY23, acquiring Baker Tilly Ireland, which was rebranded as Azets Ireland, and acquired PKF O'Connor, Leddy & Holmes Ireland in FY24. During the year, Cooney Carey was acquired by Azets Ireland. This acquisition is another significant milestone as Azets grows its presence in Ireland. Cooney Carey is an established name that shaped a reputation for helping clients grow and prosper over the past four decades, serving businesses in Dublin, across Ireland and in the UK.

Two businesses were identified as non-core during the year. The sale of the Norway people business completed during the year. The Group's UK document solutions business was classified as held for sale at the balance sheet date and the sale completed on 15 August 2025.

On 15 August 2025, the Group completed the acquisition of KPMG Sweden's audit, advisory, and tax services for small businesses, selected services for mid-sized businesses, and audit and advisory services for municipalities and regional authorities. This strategic acquisition marks the Group's first entry into the Nordic regional audit and advisory market and doubles the Group's presence in Sweden.

On 1 September 2025, the Group completed the acquisition of Ensors, one of East Anglia's oldest and most respected firms of Chartered Accountants, expanding operations into a new UK region. Established more than 130 years ago, Ensors has operates across six offices in Bury St Edmunds, Cambridge, Huntingdon, Ipswich, Norwich and Saxmundham. It provides a full range of services including audit, tax, corporate finance, business recovery and forensic accounting.

Business Review

Revenue for the year of £757.5 million was £30.7 million or 4% higher than last year (2024: £726.8 million). This reflects organic growth in our existing business along with acquisitions in the year and a full-years impact of prior year acquisitions. Given the timing of the majority of the acquisitions in FY25, they did not make a significant contribution to revenue this year, but they are expected to do so going forward.

There was strong revenue growth in both the UK (11%), Blick Rothenberg (9%) and Ireland which particularly benefitted from acquisitions. However, there were challenging market conditions in certain of the Nordic countries which combined with the impact on utilisation of a major systems implementation in Norway and resulted in revenue 6% below FY24. Whilst, market conditions are expected to remain subdued in the near term, the new systems are now fully operational and the Nordic countries are expected to return to growth in FY26.

The main measure of the Group's profit performance is operating profit from continuing operations before depreciation, interest, taxation, intangible asset amortisation and exceptional items ("EBITDAE") and this measure is defined and reconciled to statutory measures on page 72. The Group has adopted IFRS 16 'Leases' , but to maintain consistency with internal reporting, EBITDAE is also stated before the impact of IFRS 16.

EBITDAE for the year at £120.3 million was £10.4 million or 9% higher than last year (2024: £109.9 million) with 4% revenue growth and a focus on margin expansion. EBITDAE margin of 15.9% was 80 bps ahead of last year (2024: 15.1%) demonstrating the Group's ability to control costs and deliver margin growth in excess of revenue growth.

Strategic report (continued)

Business Review (continued)

After accounting for IFRS 16 and before impairment and exceptional items, the Group generated an operating profit of £78.6 million (2024: £68.0 million). There were exceptional items (within operating profit) of £21.3 million (2024: £61.5 million a loss on disposal of a subsidiary of £2.5 million (2024: nil) and impairment charges of £1.7 million (2024: £8.2 million) resulting in an operating profit for the year of £53.1 million (2024: £1.6 million loss). There was a net interest charge of £167.6 million (2024: £187.7 million) and a tax credit of £2.7 million (2024: £7.9 million) resulting in a loss after tax for the year of £111.7 million (2024: £181.4 million).

During the year, the Group continued to develop scale and diversification through a number of acquisitions for a total consideration of £41.2 million. These acquisitions were completed with a combination of cash, equity and contingent consideration. Further details are contained in note 24.

Impairment charges have been recorded against right of use assets (£0.9m) and assets held for sale (£0.8m). Details of the annual impairment reviews are included in note 8 to the accounts.

Exceptional costs of £21.3 million principally relate to transformation activities; legal and professional costs associated with acquisitions in the year; and post-acquisition integration and restructuring costs.

The consolidated balance sheet on page 16 shows the Group's financial position at the year end with net current assets (excluding lease liabilities and borrowings) of £82.1 million (2024: £96.5 million). The net liabilities of £888.4 million (2024: £780.7 million) are a consequence of the financing structure of the Group.

There was strong operational cash flow in the year with a cash flow from operating activities of £130.5 million (2024: £37.6 million). After investing in acquisitions, and paying interest on the bank debt, there was a cash outflow for the year of £4.0 million (2024: inflow of £4.7 million).

In February 2025, the Group completed a refinancing of its debt facilities, securing additional Senior Debt facilities of £194.3m and incremental Acquisition Facility of £150m, and at the same time extended the maturity of each of the facilities by a year (see note 14 for further details). In line with IFRS 9, it was determined that the changes effected by the February 2025 refinancing represented a modification of the borrowings and a subsequent gain on modification of £32.7 million has been recognised in the income statement during the year.

The Group's financial position is considered satisfactory in terms of working capital and cash, and the directors believe the Group to be well positioned for future growth.

Future developments

FY25 saw Azets continue to invest in organic and acquisitive growth, supported by our Private Equity partners. Together we are delivering our five-year strategy - The Pathway - which sets out our ambitious growth strategy to be a £1bn+ revenue business by 2027 by offering trusted, business critical advice, compliance and outsourcing services to ambitious companies and business owners via our talented colleagues, network of local offices, effective technology and digital insights.

Underpinning our strategy is our purpose: to improve the lives of our colleagues, clients and communities, in a sustainable way. This is our driving force, and the successful delivery of our five-year strategy is underpinned by five strategic pillars, each with executive Group ownership for delivery.

1. *Ambitious Growth Pillar* – We continue to expand our range of services across our geographies and client segments to offer our existing clients the service they need as well as attracting new clients. Our successful M&A growth strategy means we have acquired and integrated new businesses internationally increasing our footprint into new sectors too. In FY25, we announced four significant transactions, including the continued expansion of our Ireland business through the acquisition of Cooney Carey, two acquisitions in the UK to bolster our specialist accountancy, advisory, and wealth management capability, and a transformational deal from KPMG in Sweden, which completed in August 2025 and sees Azets enter the Nordic audit market for the first time. We will continue to target acquisitions of quality, complementary businesses in existing and new territories, with an increased focus on smooth, successful integrations.

Strategic report (continued)

Future developments (continued)

We are continuing to develop our data capabilities and client insights to identify opportunities to help our clients achieve their ambitions - be that to grow, to exit, to increase profitability or to simply remain confidently compliant. We will continue to actively grow our market share in the SME/SMB sector, whilst retaining and growing our presence in private client, public sector, large corporates and international businesses. We have strength and depth in a number of sectors, and this is our next area of focus, to maximise the opportunity to go to market by sector which will give our colleagues an opportunity to evolve and refine their skills.

2. *Talented Smart People Pillar* – Our colleagues are central to our success and core to our purpose is our aim to improve the lives of our colleagues. Our goal is to be an attractive company to work for – the employer of choice – where our colleagues want to stay, and new people want to join. We continue to proactively invest in the development of our people through Azets Reach! - our talent and performance development framework that focuses on offering learning and development that enables our colleagues to progress to the most senior levels within Azets or to develop their specialist skills to be experts. More than 100,000 courses have been completed and by increasing our internal expertise, we will continue to attract the best talent in the market. We continue to offer an agile and flexible way of working, enabling our people to have the opportunity to diversify their careers across Azets. We are passionate and committed to recognising our internal talent and have a goal to fill 30% of our vacancies through internal promotions.
3. *Personalised Client Service Pillar* – We have a very loyal client portfolio of more than 100,000 clients driven by our ambitious client feedback process and network of local offices across our communities. We recognise that our clients want to find a local support network and no business of our scale operates through as many local communities as we do. Our ambition is to deliver a personalised client service using both traditional client service techniques but also leveraging best in breed technologies, enhancing our client propositions, and increasing our use of data analytics. Our data is a huge asset, providing client insight unrivalled in our sector. Investment in data analytics continues and will generate significant growth opportunities for both existing and new clients.
4. *Operational Excellence Pillar* – Our continuous improvement programmes continue to touch every area of our business enabling us to work smarter and more effectively, creating capacity to deliver services that our clients want and will enhance our trusted client relationships. We continue to optimise our core systems and processes to create and build a solid, scalable foundation for future growth. These include demand and resource planning tools, expansion of nearshoring to our Romania operation, process optimisation and automation technologies. Data is rapidly becoming one of the world's most valuable commodities and armed with the rich data our investments are generating, our colleagues can identify opportunities to help our clients make the right decisions for their business or on a personal level. Our use of data will increase and become the bedrock of business. Across Azets we will continue to enhance our automation strategy and deployments ensuring we fully embrace and maximise the potential that automation technologies can bring to our business. Process automation, system integration, software robotics and artificial intelligence sit at the heart of accelerated automation projects we have in the pipeline, all designed to create capacity to focus on higher value client work. These technologies provide us with opportunities to further improve both the predictability and reliability of our service delivery and, more importantly, the ability to scale up / down quickly to meet client demand and smooth peaks in our delivery.

5. *Effective Technology* – Our future client propositions will remain a combination of personal, face to face advisory support combined with a digital proposition to ensure we continue to capitalise on the demand for real time advice aimed at making our clients' businesses better. We will equip our advisors with the skills to deliver compliance services efficiently and proactive business advice, using real-time business intelligence from end-to-end digital solutions. We will deploy specialist technology consulting teams to help our clients successfully transition to digital business processes. Through our scale we will continue to partner with leading industry strategic third-party vendors such as Dext & Xero to embed the right end-to-end business solutions, for example the regulatory UK requirements of MTD mean our clients will interact with us more regularly, strengthening client relationships and opportunities to grow revenue. The combination of digital business tools, business intelligence, data driven client insight and the ongoing development of the Azets Cozone portal will differentiate us in our markets.

Strategic report (continued)

Risk management review

Enterprise Risk Management

The Group maintains a robust and mature risk management framework. The framework enables proactive identification, assessment and mitigation. Risk appetite is defined and aligned to enterprise risks categories, all of which are owned by Executive leads and Risk Owners across the Group and is agreed and signed off by the Board. Monthly review of risks is undertaken by our second line Risk and Governance function, with oversight by key governance fora (Executive Committee, Executive Risk and Governance Committee and Board Risk Committee). Fortnightly, a Group Risk Community Forum brings together risk, compliance and governance leads from across the Group to discuss key themes, requirements and promote ongoing awareness and continuous improvement. Group Risk and Governance conduct a series of risk assessments and assurance activity.

The Enterprise Risk Management (ERM) Framework is supported by the newly introduced and updated Group Fraud Risk Management and Governance Frameworks, designed to promote excellence, appropriate risk culture, behaviours and compliance; setting minimum standards of good practice and consistency across the Group. In addition, it continues to build its Entity Level Control (ELC) matrix, Horizon Scanning capability and Integrated Monitoring and Assurance Programme (IMAP), mapping assurance providers and assurance outcomes across the Group. This year, an in-house Group Internal Audit function was established, further emphasising Azets commitment to three lines oversight, good practice and continuous improvement.

There is continued investment in risk culture, training and oversight, including additional resource in the central risk and governance team and to local regional teams to support legal and regulatory compliance across the groups operating geographies, to enhance resilience, expert advice and to support sustainable growth.

Principal risks and uncertainties

- *Information / Cyber Security:* The Group is committed to maintaining the highest level of security of its internal and client data. Information security risk and the risk of a cyber-attack (malware, phishing, ransomware, denial of service) continues to feature as a key risk for the Group and is dealt with as a matter appropriately given the wider seen global cyber security risks. All employees are required to complete a programme of mandatory yearly cyber security training, and all staff are trained as part of their induction. This training, along with ongoing communication and testing, supports staff awareness and their need to report potential issues; for example, phishing attacks have been spotted, reported, and dealt with appropriately.
- *Macro Environment / Geopolitical:* With macro-economic changes (interest rates, inflation) and wider geo-political and economic instability, the Group continues to monitor direct and indirect impacts and risk exposure. Emerging risks, including but not limited to, economic downturn, media scrutiny / reputational risk, changes to legislation and regulation, changing client expectations/service needs, ESG requirements, are recorded, monitored and, where appropriate, actioned through the existing Group Horizon Scanning Forum and Group Risk Committee and then dealt with as part of the overall operational governance of the group.
- *Strategic Investment Risk*: The Group strives to create value for its stakeholders; our investors, our clients, our people, and wider community. Macroeconomic volatility, changing market conditions (including variable market costs of acquisitions and the evolving client delivery models, increases risk exposure to financial performance, investment return, and strategic growth. To mitigate and maintain optimal response to potential financial / investment pressures, key controls are in place to monitor working capital, pricing models, financial resilience, sound fiscal management, and the continued attractiveness of Azets as a group to both its clients and for potential acquisitions.
- *Talent and Human Capital:* The ability to attract, develop and retain talented people in a competitive market is critical to Azets continued growth, client service delivery, and achievement of strategic objectives. With strong employer of choice credentials, the Group remains focussed on recruitment, training, development, personal development plans, artificial intelligence (AI) training for empowerment and retention through highly competitive market packages. This includes creating and maintaining a diverse and inclusive culture, supporting an agile workforce and people wellbeing.

Strategic report (continued)

Risk management review (continued)

Principal risks and uncertainties (continued)

- *Business Model Sustainability / Operational Resilience / Strategic Change:* As the Group pursues organic growth and M&A activity, there is a risk that the business model will come under competitive challenge from existing traditional competitors and AI start-ups. Azets will face this challenge through continued and improving operational resilience from ongoing acquisitions, evolving technologies (including leveraging AI capability) and the delivery through Azets current change programmes. The Group is actively evolving and scaling the use of AI and other digital advances in its operations and client service delivery, to ensure it remains competitive, continuing to provide value add to its clients as a trusted adviser beyond a simple advice basis service. To manage change risk, a dedicated PMO and change governance is in place; with associated risk reporting, communication strategies, prioritisation frameworks, and assurance mechanisms.
- *Reputational Risk:* The Group proactively manages its reputation by building trust, credibility, and confidence with all key stakeholders (e.g. investors, clients, people, and the public). Reputational risk is minimised and managed through robust governance, an inclusive, speak up culture, a 'do the right thing' tone from the top (with supporting accountability), independent whistleblowing reporting, three lines monitoring and oversight (control, compliance, quality assurance, and Internal Audit).
- *Credit:* The Group's credit risk is primarily attributable to its trade receivables. The Group has no significant concentration of credit risk, with exposure spread over many customers and market segments.
- *Liquidity / Capital Management / Cash Flow:* The Group is financed through a combination of bank instruments that carry variable rates of interest (see note 14 on page 45 for more details). The appropriateness of these bank instruments and the risks related to variable rate debt has been reviewed by management and the Board and various interest rate swaps have been entered into to hedge against movements in interest rates. These facilities are secured against the assets of the Group including those of the Company. This financing provides the necessary headroom to support the expansion plans of the business.
- *Force Majure Events:* Horizon scanning is embedded within the overall risk management framework, but the Group recognises some events are unforeseeable. These could include health crisis/pandemics, adverse weather events and climate/environmental events (earthquakes). Proactive controls and core policies are in place to mitigate the impact of large-scale events; to include, but not limited to, business continuity and disaster recovery management, scenario and desktop analysis and testing / assurance programmes.

Strategic report (continued)

Going concern

The financial statements have been prepared on a going concern basis. In making their assessment of going concern, the Directors have considered the Group's cashflows, liquidity and likely business activities over the period to 31 March 2027.

As set out in the basis of preparation, the results of the base case scenario considered by the Directors in their assessment of going concern supports that the Group can continue to pay its liabilities as they fall due for the period of their assessment up to March 2027.

The Directors have also considered a severe but plausible downside scenario which assumes a 10 per cent reduction in pro forma EBITDA as compared to the year ended 30 June 2025. Should this scenario arise the Group would continue to be able to pay its liabilities as they fall due. As such, the Directors continue to adopt the going concern basis for the preparation of these financial statements.

Approved by the Board of Directors and signed on their behalf by:

JL Radford Signed by: JL Radford 31716631B99E45B... 28 October 2025
Director

Directors' report

The directors present their annual report and the audited financial statements for the year end 30 June 2025. The financial statements are presented in Sterling rounded to the nearest thousand.

Company overview
Lynx Topco Limited was incorporated on 15 June 2023 under the Companies (Jersey) Law 1991.

Principal activities
During the year, the principal activity of Lynx Topco Limited and subsidiaries ("the Group") was the provision of critical business support, Business Process Outsourcing ("BPO"), audit, tax and accounting and advisory services to clients, of which the majority are entrepreneurial, owner-managed, and family-owned businesses in the SME/SMB sector.

Directors
The directors who held office during the year were:

NA McIlroy
CP O'Sullivan
D Marriott
LP Kinsella
CN Horne
MJ Richards
JL Radford (appointed 30 September 2024)
DJ Lockie (appointed 30 September 2024)
NTG Martin (appointed 27 November 2024)
AS Risasen (appointed 22 February 2025)

Results and dividends
The Group's result for the year is reflected in the consolidated income statement on page 14. The loss on ordinary activities after taxation amounted to £111.7 million (2024: £181.4 million).

The directors do not recommend the payment of a dividend (2024: nil).

Share capital
During the year, the Company issued shares as follows:

33,178 B ordinary shares with a nominal value of £0.01, for consideration of £0.1 million;
116,857 C ordinary shares with a nominal value of £0.01, for consideration of £0.5 million; and
398,135,880 preference shares with a nominal value of £0.01, for consideration of £4.0 million

Going concern
The directors set out in the Strategic Report:

- the reasoning for the adoption of the going concern basis in preparing the annual report and financial statements for the Company; and
- the financial risk management objectives and policies of the Company.

Accordingly, the financial statements have been prepared on the going concern basis.

Directors' report (continued)

Auditor
The Company's auditor is Ernst and Young LLP. They have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at a forthcoming meeting of the members of the Company.

Approved by the Board of Directors and signed on their behalf by:

Signed by:
JL Radford
31716631B99E45B...

JL Radford
Director

22 Grenville Street
St Helier, Jersey
JE4 8PX

28 October 2025

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the Consolidated financial statements in accordance with the accounting standards they elect which have been determined as International Financial Reporting Standards as adopted by the European Union (the applicable financial reporting framework) and the Companies (Jersey) Law 1991 ("the Law").

The Companies (Jersey) Law 1991 requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

In preparing the Group financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Independent auditor's report to the members of Lynx Topco Limited

Opinion

We have audited the financial statements of Lynx Topco Limited and its subsidiaries (the "Group") for the year ended 30 June 2025 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity and the related notes 1 to 27, including material accounting policy information. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's affairs as at 30 June 2025 and of its loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- have been properly prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

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 in accordance with the ethical requirements that are relevant to our audit of the financial statements, including the UK FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's company's ability to continue as a going concern for a period to 31 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.

Other information

The other information comprises the information included in the annual report. other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in 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 to the members of Lynx Topco Limited (continued)

Matters on which we are required to report by exception

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

- proper accounting records have not been kept by the company, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the company's accounting records and returns; 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 10, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's 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 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 company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and determined that the most significant are the direct laws and regulations relating to tax legislation in respective jurisdictions, the Companies (Jersey) Law 1991, ICAEW accountancy practice regulations, the Money Laundering and Terrorist financing (Amendment) (EU Exit) Regulations 2020 and International Financial Reporting Standards as adopted by European Union;
- We understood how the Group is complying with these frameworks by making enquiries of management and those responsible for legal and compliance matters to understand how the Group maintains and communicates its policies and procedures in these areas.
- We made enquiries to understand the responsibilities of those charged with governance and how these drive a culture of honestly and ethical behaviour. We also made enquiries with the Group's external legal counsel where appropriate. We also perform procedures over the financial statements to assess the Group's compliance with International Financial Reporting Standards as adopted by the European Union;

Independent auditor's report to the members of Lynx Topco Limited (continued)

- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur, by considering areas of significant judgement and estimation, complex transactions, performance targets, economic or external pressures and the impact these factors have on a likelihood of material misstatement. Where the risk was considered to be higher, we performed additional audit procedures to address each identified risk;
- We identified a risk that management might override controls in certain key processes in order to achieve a desired financial reporting outcome. We determined that the most susceptible area to any such override was revenue recognition;
- We performed a targeted test of transactions and specific engagements including validation through to engagement agreements and other supporting documentation. We made direct enquiry of a sample of engagement partners in order to assess the appropriateness of their evaluation of revenue to recognise. We identified and tested manual adjustments made by management to the reported balances and tested evidence to support the reasonableness of recovery rates calculated by management; and
- Based on this understanding, we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved review of documentation, direct enquiry of management and those charged with governance. Further we complete testing of specific journals identified based upon risk criteria and assessment of any correspondence received from the relevant authorities through to the date of this audit opinion.

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.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. 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.

Colin Brown
for and on behalf of Ernst & Young LLP
London

29 October 2025

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Lynx Topco Limited
Consolidated income statement

For the year ended 30 June 2025

		Year ended 30 June 2025			Year ended 30 June 2024		
	Note	**Pre-exceptional items £'000**	**Exceptional items (note 4) £'000**	**Total £'000**	Pre-exceptional items £'000	Exceptional items (note 4) £'000	Total £'000
Revenue	1,2	**757,493**	**-**	**757,493**	726,794	-	726,794
Employee and other direct costs	5	**(535,180)**	**(12,610)**	**(547,790)**	(521,519)	(13,957)	(535,476)
Other operating costs	3	**(82,142)**	**(8,640)**	**(90,782)**	(76,098)	(47,511)	(123,609)
Impairment loss on trade receivables	12	**(1,721)**	**-**	**(1,721)**	(1,138)	-	(1,138)
Depreciation of property, plant & equipment	9	**(7,129)**	**-**	**(7,129)**	(8,143)	-	(8,143)
Depreciation of right of use assets	20	**(14,872)**	**-**	**(14,872)**	(15,129)	-	(15,129)
Amortisation	8	**(38,046)**	**-**	**(38,046)**	(37,023)	-	(37,023)
Impairment charges	4	**-**	**(1,733)**	**(1,733)**	-	(8,170)	(8,170)
Loss on disposal of subsidiary	4,26	**-**	**(2,525)**	**(12,525)**	-	-	-
Share of profit after tax from associates	10	**236**	**-**	**236**	262	-	262
Operating profit/(loss)		**78,639**	**(25,508)**	**53,131**	68,006	(69,638)	(1,632)
Finance income	6	**35,317**	**-**	**35,317**	2,170	-	2,170
Finance costs	6	**(199,046)**	**(3,822)**	**(202,868)**	(189,869)	-	(189,869)
Loss before taxation		**(85,090)**	**(29,330)**	**(114,420)**	(119,693)	(69,638)	(189,331)
Taxation (charge)/credit	7	**(931)**	**3,679**	**2,748**	4,925	3,013	7,938
Loss for the year		**(86,021)**	**(25,651)**	**(111,672)**	(114,768)	(66,625)	(181,393)

There is no material difference between the Group's results as reported and on a historical cost basis. All results relate to continuing operations.

Lynx Topco Limited
Consolidated statement of comprehensive income
For the year ended 30 June 2025

	Year ended 30 June 2025 £'000	Year ended 30 June 2024 £'000
Loss for the year recognised in the income statement	**(111,672)**	(181,393)
Other comprehensive income		
Items that may be reclassified to profit or loss:		
Effect of movements in foreign exchange	**(569)**	375
Reclassification adjustment on disposal of subsidiaries	**840**	-
Other comprehensive loss for the year	**(111,401)**	(181,018)
Total comprehensive loss for the year	**(111,401)**	(181,018)

Lynx Topco Limited - Registered number FC042680
Consolidated balance sheet

	Note	**30 June 2025 £'000**	30 June 2024 £'000
Non-current assets			
Intangible assets	8	**665,930**	660,883
Property, plant & equipment	9	**14,183**	14,999
Right of use assets	20	**48,177**	55,028
Investment in associates	10	**6,873**	6,525
Lease receivables		**567**	-
Total non-current assets		**735,730**	737,435
Current assets			
Trade and other receivables	12	**200,315**	206,362
Assets classified as held for sale	25	**175**	9,593
Cash and cash equivalents	13	**53,445**	58,758
Total current assets		**253,935**	274,713
Total assets		**989,665**	1,012,148
Current liabilities			
Trade and other payables	15	**(146,707)**	(147,629)
Derivative financial instruments	19	**(9,778)**	(9,271)
Lease liabilities	20	**(16,417)**	(14,846)
Provisions	16	**(14,441)**	(18,449)
Borrowings	14	**(28,351)**	(21,682)
Liabilities classified as held for sale	25	**(312)**	(2,634)
Income tax		**(566)**	(220)
Total current liabilities		**(216,572)**	(214,731)
Non-current liabilities			
Borrowings	14	**(707,056)**	(712,982)
Cumulative redeemable preference shares	19	**(881,231)**	(783,080)
Lease liabilities	20	**(41,851)**	(48,629)
Other non-current liabilities	15	**(394)**	(622)
Provisions	16	**(7,683)**	(8,102)
Deferred tax liabilities	11	**(23,230)**	(24,747)
Total non-current liabilities		**(1,661,445)**	(1,578,162)
Total liabilities		**(1,878,017)**	(1,792,893)
Net liabilities		**(888,352)**	(780,745)
Equity			
Share capital	17	**69**	68
Share premium		**9,826**	9,173
Own shares		**(1,315)**	-
Translation reserve		**(21,055)**	(21,326)
Merger reserve		**(108,132)**	(108,132)
Retained earnings		**(767,745)**	(660,528)
Total equity attributable to equity shareholders		**(888,352)**	(780,745)

These financial statements were approved by the board of directors on 28 October 2025 and were signed on its behalf by:

Signed by:
NTG Martin
F59DE00A5B014C6...

NTG Martin
Director

Lynx Topco Limited
Consolidated cash flow statement

For the year ended 30 June 2025

	Notes	Year ended 30 June 2025 £'000	Year ended 30 June 2024 £'000
Cash flow from operating activities			
Loss before taxation		**(114,420)**	(189,331)
Finance income	6	**(34,410)**	(2,170)
Finance expense	6	**202,868**	188,783
Share of profit after tax of associates	10	**(236)**	(262)
Amortisation	8	**38,046**	37,023
Impairments	4	**1,733**	8,170
Depreciation of property, plant & equipment	9	**7,129**	8,143
Depreciation of right of use assets	20	**14,872**	15,129
Loss on sale of subsidiary	26	**2,525**	-
Net foreign exchange differences	6	**(907)**	1,086
Equity share-based payments	17	**4,455**	3,968
Gain on termination of lease		**(453)**	-
Gain on disposal of property, plant and equipment		**-**	(54)
		121,202	70,485
Decrease in receivables		**8,229**	30,313
Decrease in payables		**392**	(59,139)
Cash generated from operations		**129,823**	41,659
Income taxes refunded /(paid)		**717**	(4,029)
Net cash inflow from operating activities		**130,540**	37,630
Cash flows from investing activities			
Purchase of property, plant and equipment	9	**(6,558)**	(7,417)
Purchase of intangibles	8	**(7,152)**	(7,839)
Purchase of subsidiaries (net of cash acquired)	24	**(24,476)**	(24,501)
Disposal of property, plant and equipment		**-**	171
Proceeds on disposal of subsidiaries (net of cash disposed)	26	**6,837**	-
Receipts from sub-leased assets		**400**	-
Payment of deferred and contingent consideration		**(20,115)**	(17,544)
Interest received		**1,605**	1,975
Net cash outflow from investing activities		**(49,459)**	(55,155)
Cash flows from financing activities			
Interest paid		**(66,836)**	(58,029)
Proceeds from issue of shares to management		**755**	-
Repurchase of shares from management		**(1,862)**	-
Repayment of debt on refinancing	18	**(254,535)**	(41,335)
Increase in short-term loans	18	**6,500**	30,635
Increase in long-term loans	18	**254,745**	137,003
Payment of debt commitment fees		**(2,589)**	(2,436)
Payment of financing fees	18	**(2,660)**	(12,008)
Payment of lease liabilities (including interest)	20	**(18,629)**	(19,007)
Cash inflow from investment transaction		**-**	34,819
Repayment of debt following investment transaction		**-**	(47,399)
Net cash inflow from financing activities		**(85,111)**	22,243
Net (decrease) / increase in cash and cash equivalents		**(4,030)**	4,718
Cash and cash equivalents at the beginning of the year		**58,758**	56,202
Cash reclassified as held for sale		**-**	(1,966)
Effect of movements in foreign exchange	18	**(1,283)**	(196)
Cash and cash equivalents at the end of the year	13	**53,445**	58,758

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Lynx Topco Limited
Consolidated statement of changes in equity

For the year ended 30 June 2025

	Issued capital £'000	Share premium £'000	Own shares £'000	Foreign currency translation reserve £'000	Merger reserve £'000	Retained earnings £'000	Equity attributable to owners of parent £'000	Non-controlling interests £'000	Total equity £'000
Balance as at 1 July 2023	5	21,814	-	(21,701)	-	(483,102)	(482,984)	-	(482,984)
Group restructure (note 17)	63	(12,641)	-		(108,132)	-	(120,710)	-	(120,710)
Loss for the year ended 30 June 2024	-	-	-	-		(181,393)	(181,393)	-	(181,393)
Other comprehensive loss									
Currency translation differences	-	-	-	375	-	-	375	-	375
Total other comprehensive loss for the year ended 30 June 2024	-	-	-	375	-	(181,393)	(181,018)	-	(181,018)
Equity share-based payment (see note 17)	-	-	-	-	-	3,967	3,967	-	3,967
Balance as at 30 June 2024	68	9,173	-	(21,326)	(108,132)	(660,528)	(780,745)	-	(780,745)
Share capital issued in the year	**1**	**653**	-	-	-	-	**654**	-	**654**
Shares held in treasury via EBT			**(1,315)**	-	-	-	**(1,315)**	-	**(1,315)**
Loss for the year ended 30 June 2025	-	-	-	-	-	**(111,672)**	**(111,672)**	-	**(111,672)**
Other comprehensive loss									
Currency translation differences	-	-	-	**(569)**	-	-	**(569)**	-	**(569)**
Reclassification on disposal of subsidiaries	-	-	-	**840**	-	-	**840**	-	**840**
Total other comprehensive loss for the year ended 30 June 2025	-	-	-	**271**	-	**(111,672)**	**(111,401)**	-	**(111,401)**
Equity share-based payment (see note 17)	-	-	-	-	-	**4,455**	**4,455**	-	**4,455**
Balance as at 30 June 2025	**69**	**9,826**	**(1,315)**	**(21,055)**	**(108,132)**	**(767,745)**	**(888,352)**	-	**(888,352)**

Basis of preparation and critical accounting estimates and judgements

Accounting policies applicable across the financial statements are shown below. Accounting policies that are specific to a component of the financial statements have been incorporated into the relevant note.

General information
The financial statements of Lynx Topco Limited and subsidiaries (the "Group") for the year ended 30 June 2025 were authorised for issue by the board of Directors on 28 October 2025.

The parent of the consolidated Group, Lynx Topco Limited, is incorporated and domiciled in Jersey as company number BR149240 (UK establishment). The registered office is 22 Grenville Street, St Helier, Jersey, JE4 8PX.

The principal activities of the Group are the provision of critical business support, BPO and advisory services to the entrepreneurial and private company business markets together with their owners and managers.

Group reorganisation in FY24
During the prior year, the Group undertook a group reorganisation exercise. As part of this process, Lynx Bidco Limited and the Company were inserted above Azets Topco in the Group's structure.

On 31 October 2023, the Company's immediate subsidiary, Lynx Bidco Limited, acquired the entire share capital of Azets Topco Limited and its related subsidiaries, with the Company becoming the Group's new parent company. The directors concluded that the insertion of the Company and Lynx Bidco on top of the existing Azets Group did not constitute a business combination under IFRS 3 'Business combinations' as there was no identifiable acquirer or new controlling owner of the Group, and instead it was accounted for as a group reorganisation. The reorganisation saw PAI join the business as a new investor, with the Company and Lynx Bidco both being incorporated as part of the process. As such, merger accounting was used to account for the insertion of the Company as the new ultimate parent of the Azets Group.

Basis of preparation
The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and with the Companies (Jersey) Law 1991. The accounting policies as set out below have, unless otherwise stated, been consistently applied to all years presented in these financial statements. The consolidated financial statements have been prepared on the historical cost basis, except for financial instruments and contingent consideration that have been measured at fair value.

These consolidated financial statements provide comparative information in respect of the previous year. In line with the application of merger accounting, the comparatives are those of the Group formerly headed by Azets Topco Limited as these were considered to be the most useful comparatives for the users of these financial statements.

The consolidated financial statements are presented in Sterling, which is the Company's functional currency, rounded to the nearest thousand pounds (£'000), except where otherwise indicated.

Basis of consolidation
The consolidated financial statements include the results of the Company and all its subsidiaries from the date that control commences to the date that control ceases

In line with the principles of merger accounting, these consolidated financial statements for FY24 included the results of the Company and all its subsidiaries for the year to 30 June 2024 as if the Group reorganisation had taken place at the start of the earliest period presented in those financial statements.

The consolidated financial statements also include the Group's share of the after-tax results, other comprehensive income and net assets of its associates on an equity-accounted basis from the point at which significant influence respectively commences, to the date that it ceases.

The Group controls an entity when it has the power, directly or indirectly, to direct the activities of an entity so as to significantly affect the returns of that entity, to which it is exposed, or has rights to variable returns from its involvement with the investee.

Basis of preparation and critical accounting estimates and judgements
(continued)

Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate. In making their assessment of going concern, the directors have considered the Group's cashflows, liquidity and likely business activities over the period to 31 March 2027.

The Group has net liabilities of £888.4 million, recorded a loss after taxation for the year of £111.7 million and a cash outflow of £4.0 million. Funding is provided to the Group through external borrowings. At the time of this review, 30 September 2025, there was cash of £55.9 million which is available for operations.

See note 14 for details of available facilities

Liquidity
The Directors assessment of going concern shows that the Group will have adequate resources to continue to meet its liabilities for the period under review.

External debt
In February 2025, the Group secured additional Senior Debt facilities of £194.3 million and an incremental Acquisition Facility of £150.0 million, and at the same time extended the maturity of each of the facilities by a year. The additional Senior debt was drawn on 27 February 2025 and used to repay the Group's PIK facility.

The Group is subject to an incurrence leverage ratio (Total net debt to consolidated pro-forma EBITDA) financial covenant for this external debt which relates to the Group's ability to complete acquisitions. There is no maintenance covenant related to the external borrowings.

As at 30 June 2025, there were gross external borrowings of £786.6 million of which £29.6 million is due to mature in October 2029 and £757.0 million in October 2030. These borrowings are presented in the balance sheet net of capitalised finance fees and the gain on refinancing.

Going concern review
In making their assessment of going concern, the Directors have reviewed the liquidity of the Company in both a base case and a downside scenario.

The base case scenario applied by the Directors in their assessment of going concern shows that the Group will have adequate resources to continue in operational existence for the period under review.

Basis of preparation and critical accounting estimates and judgements
(continued)

Going concern (continued)

The Directors have also considered what they believe to be a severe but plausible downside scenario being a 10% reduction in EBITDA compared to pro forma EBITDA generated in the year ended 30 June 2025. This scenario also shows that the Group would continue meet its liabilities as they fall due for the period to 31 March 2027.

For these reasons, the Directors continue to believe that it is appropriate to continue to adopt a going concern basis for the preparation of the financial statements.

Foreign currency

The Group's consolidated financial statements are presented in Sterling, which is the functional currency of the parent. Each group company determines its own functional currency, and items are included in the accounts of that company using that functional currency.

At the individual company level, transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rate prevailing at the balance sheet date and any resulting foreign exchange differences are recorded in the income statement. Non-monetary assets and liabilities are maintained at historical cost and are translated using the exchange rate at the date of the transaction.

On consolidation, the results of Group companies with a functional currency other than Sterling are translated at a monthly average exchange rate. The net assets are translated at the rate prevailing on the balance sheet date.

Exchange differences arising from the retranslation of opening net assets of Group companies, together with differences arising from the restatement of the net results of Group companies from average rates to rates at the balance sheet date, are recognised in other comprehensive income and are shown within foreign currency translation reserve in equity.

On disposal of foreign entities, the cumulative amount of exchange differences previously recognised in other comprehensive income relating to that operation is reclassified to profit or loss as part of the gain or loss on disposal.

New or amended accounting standards

There are no new accounting standards or amendments to existing accounting standards that are relevant in the year.

Future accounting standards

There are no IFRS, IAS amendments or IFRIC interpretations which are not yet effective that would be expected to have a material impact on the Group.

Critical accounting estimates and judgements

In applying the Group's accounting policies, which have been incorporated into the relevant note that are specific to a component of the financial statements, management are required to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or future periods if the revision affects future periods.

Information about these judgements and estimates is included in relevant note that are specific to a component of the financial statements, the most significant being:

Basis of preparation and critical accounting estimates and judgements *(continued)*

Critical accounting estimates and judgements (continued)

Revenue recognition

Other than for assignments undertaken on a contingent fee basis, revenue on client assignments is recognised over time. This requires management to determine the measurement method that best depicts the Group's performance in transferring services to its clients. Management has concluded that the input method of measuring progress is appropriate based on the internal time and external costs incurred to date as a percentage of total expected internal time and external costs.

This requires an estimate to be made of the stage of completion of those assignments. Management estimates the remaining internal time and external costs to be incurred in completing the assignments and the client's willingness and ability to pay for the services provided. A different assessment of the outturn on an assignment may result in a different value being determined for revenue and a different carrying value being determined for unbilled revenue for client work. Unbilled revenue as at 30 June 2025 was £50.5 million (2024: £41.2 million), given that the timing of billing has not yet been agreed with the clients, there remains a risk that elements of this balance are not billable and so will not be recovered in cash. A sensitivity analysis has been performed to illustrate the impact of a change in management's assumptions related to the valuation of unbilled revenue. This indicates that a 5% reduction in the amount billable would result in an additional charge to the income statement of £2.5 million.

Impairment of goodwill

As at 30 June 2025, the carrying value of goodwill was £509.3 million. Goodwill is tested for impairment annually, or more often if indicators of impairment exist. There are two key areas of estimation in relation to goodwill impairment.

The first is the appropriateness of the cash-generating units ("CGUs") for the purpose of impairment testing. In the year ended 30 June 2025, management determined the CGUs as the four separate operating segments. A cash-generating unit ("CGU") is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. In identifying whether cash inflows from an asset (or a group of assets) are largely independent of the cash inflows from other assets (or groups of assets), management considers various factors including how management monitors the entity's operations (such as by product or service lines businesses geographical areas).

The other key area of estimation relates to the assumptions applied in calculating value in use of the CGUs being tested for impairment. The key assumptions applied in the calculation relate to the future performance expectations of the business – primarily, the Group's 5-year forecasts and long-term growth rates. Assessment for impairment involves comparing the book value of an asset with its recoverable amount (being the higher of value in use and fair value less costs to sell). Value in use is determined with reference to projected future cash flows of the existing perimeter i.e. excluding any future planned / expected investment, discounted at an appropriate rate. Both the cash flows and the discount rate involve a significant degree of estimation uncertainty.

Valuation of acquired intangible assets in a business combination

As at 30 June 2025, the carrying value of acquired intangible assets was £142.1 million. The Group's intangible assets are initially measured at fair value in accordance with IFRS 3, *Business Combinations*. Management has determined the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of the intangible assets, the Group uses market-observable data to the extent it is available. For material carrying values, management have engaged external providers for valuation analysis, and these are based on the prevailing market, economic and other conditions at the date of the business combination. Valuation methodologies adopted in determining the fair value of intangibles include:

- Income method in determining the fair value of customer relationship and contracts;
- Relief from Royalty method in determining the fair value of patents and trade names; and
- Cost approach in determining the fair value of software.

Information on the carrying values of intangibles assets are disclosed in note 8.

Basis of preparation and critical accounting estimates and judgements *(continued)*

Critical accounting estimates and judgements *(continued)*

Valuation of contingent consideration for acquired businesses

A number of the Group's recent acquisitions have consideration payments which are based on earn out provisions. This requires estimates to be made of the future revenue, profit and working capital of acquired businesses. These estimates are reviewed on a regular basis and any variance in the actual performance will result in future payments being higher or lower than the balance sheet provision. Further details of contingent consideration are disclosed in note 24.

Equity related balances - estimating the share price

Certain estimates within the financial statements require a value to be placed on either the current or future value of the equities in Lynx Topco Limited. As these equities are not publicly traded, this requires the use of a valuation technique and estimates to be made of the expectation of future performance of the business – primarily the Group's 5-year forecast, and the value multiple that would be applied in the event of a sale of the Group.

Notes to the financial statements

Note 1. Divisional results

Accounting policy

Revenue
Revenue represents the value of sales made to customers after deduction of discounts and sales taxes. Revenue does not include sales between Group companies. Revenue is measured based on the consideration specified in a contract with a customer, which are less than a year in duration. The Group recognises revenue when it transfers control of its good and services to the customer. For the majority of services revenue is recognised over time, but for services performed on a contingent fee basis, revenue is typically recognised when the appropriate milestone, as set out in the contracts, is achieved.

Divisional reporting
The Group is not required to identify its operating segments or present financial information related to their performance during the year as the parent company does not have any debt or equity instruments traded in a public market. However, in order to allow for a fair presentation of the Group's results, the directors have elected to present financial information related to the performance of each of its four divisions.

In preparing this information, the directors have identified the chief operating decision maker and the divisional information below is presented on a consistent basis with the information presented to the chief operating decision maker for the purposes of allocating resources within the Group and assessing the performance of the Group's businesses. The chief operating decision maker is the Group's Board.

The Board assesses the performance of the divisions based on EBITDAE prior to the adoption of IFRS 16. EBITDAE is a non-GAAP measure of operating profit or loss including share of profit after tax from associates, but excluding exceptional items, depreciation and amortisation and the impact of IFRS16. EBITDAE is reconciled to the Group's loss before tax on page 72.

Divisional results include items directly attributable to a division as well as those that can be allocated on a reasonable basis.

For the year ended 30 June 2025, the Group had four divisions, as described below. These divisions are derived from the management and internal reporting structure, which combine businesses with common characteristics, primarily with respect to the type of services offered by each business and the geographical location of where the services are carried out.

Azets Europe
Provision of accounting and payroll outsourcing services and tax and advisory services across the Nordic region (Norway, Sweden, Denmark and Finland).

Azets UK
Provision of accounting, tax, business advisory, wealth management, payroll and other outsourcing services across the UK.

Blick Rothenberg
Provision of accounting, tax, business advisory, payroll and other outsourcing services in London.

Republic of Ireland ("ROI")
Provision of accounting, tax, business advisory, payroll and other outsourcing services in the Republic of Ireland.

Notes to the financial statements *(continued)*

Note 1. Divisional results *(continued)*

The accounting policies of the divisions are the same as the Group's accounting policies described in the relevant note to the financial statements. Divisional profit/(loss) represents the profit after tax earned by each division without allocation of central administration costs and excluding the impact of IFRS 16. This is the measure reported to the chief operation decision maker, the Group's Board, for assessment of divisional performance.

For the year ended 30 June 2025

	Azets Europe £'000	Azets UK £'000	Blick Rothenberg £'000	ROI £'000	Head Office/ elims £'000	Total Pre-IFRS 16 £'000	Impact of IFRS 16 £'000	Total per income statement £'000
Revenue from external customers	293,868	328,596	116,674	22,874	(4,519)	757,493	-	757,493
Operating profit before associates, exceptional items, depreciation and amortisation	48,807	61,391	27,568	3,360	(21,090)	120,036	18,414	138,450
Profit after tax from associates	-	26	100	110	-	236	-	236
EBITDAE	48,807	61,417	27,668	3,470	(21,090)	120,272	18,414	138,686
Amortisation of intangibles	(10,609)	(19,431)	(5,592)	(1,436)	(978)	(38,046)	-	(38,046)
Depreciation	(1,767)	(4,274)	(960)	(131)	(3)	(7,135)	6	(7,129)
Depreciation of right of use asset	-	-	-	-	-	-	(14,872)	(14,872)
Operating profit/(loss) before exceptional costs	36,431	37,712	21,116	1,903	(22,071)	75,091	3,548	78,639
Exceptional items	(5,125)	(5,984)	(3,241)	(3,121)	(4,107)	(21,578)	328	(21,250)
Impairment	(855)	-	-	-	-	(855)	(878)	(1,733)
Loss on disposal of subsidiary	(2,525)	-	-	-	-	(2,525)	-	(2,525)
Profit/(loss) before interest and taxation	27,926	31,728	17,875	(1,218)	(26,178)	50,133	2,998	53,131
Finance income*	2,502	35	624	4	32,090	35,255	62	35,317
Finance costs	(27,144)	(17,358)	(927)	(4,679)	(148,908)	(199,016)	(3,852)	(202,868)
Taxation	(1,526)	4,428	(961)	866	(647)	2,160	588	2,748
Profit/(loss) for the year	1,758	18,833	16,611	(5,027)	(143,643)	(111,468)	(204)	(111,672)

* including amounts presented as exceptional

Notes to the financial statements *(continued)*

Note 1. Divisional results *(continued)*

For the year ended 30 June 2024

	Azets Europe £'000	Azets UK £'000	Blick Rothenberg £'000	ROI £'000	Head Office/ elims £'000	Total Pre-IFRS 16 £'000	Impact of IFRS 16 £'000	Total per income statement £'000
Revenue from external customers	312,053	296,798	107,513	14,199	(3,687)	726,876	(82)	726,794
Operating profit before associates, exceptional items, depreciation and amortisation	49,944	47,929	24,392	2,103	(14,758)	109,610	18,429	128,039
Profit after tax from associates	-	162	100	-	-	262	-	262
EBITDAE	49,944	48,091	24,492	2,103	(14,758)	109,872	18,429	128,301
Amortisation of intangibles	(11,429)	(18,262)	(5,479)	(853)	(1,000)	(37,023)	-	(37,023)
Depreciation	(1,754)	(5,760)	(986)	(74)	(4)	(8,578)	435	(8,143)
Depreciation of right of use asset	-	-	-	-	-	-	(15,129)	(15,129)
Operating profit/(loss) before exceptional costs	36,761	24,069	18,027	1,176	(15,762)	64,271	3,735	68,006
Exceptional items	(1,797)	(8,021)	(493)	(8,329)	(45,851)	(64,491)	3,023	(61,468)
Impairment	(706)	(265)	-	(5,510)	530	(5,951)	(2,219)	(8,170)
Profit/(loss) before interest and taxation	34,258	15,783	17,534	(12,663)	(61,083)	(6,171)	4,539	(1,632)
Finance income	1,704	6	774	-	(318)	2,166	4	2,170
Finance costs	(26,077)	(16,990)	(1,426)	(2,172)	(139,649)	(186,314)	(3,555)	(189,869)
Taxation	(2,931)	3,864	3,052	530	3,584	8,099	(161)	7,938
Profit/(loss) for the year	6,954	2,663	19,934	(14,305)	(197,466)	(182,220)	827	(181,393)

Notes to the financial statements *(continued)*

Note 2. Revenue

In the following table, revenue is disaggregated by primary geographical market and major service line. The service lines reported have changed during the year to align with those reported internally.

For the year ended 30 June 2025

	Azets Europe £'000	**Azets UK £'000**	**Blick Rothenberg £'000**	**ROI £'000**	**Head Office / elims £'000**	**Total £'000**
Primary geographical market:						
UK	**-**	**328,596**	**116,674**	**-**	**(4,519)**	**440,751**
Europe	**293,868**	**-**	**-**	**22,874**	**-**	**316,742**
Revenue	**293,868**	**328,596**	**116,674**	**22,874**	**(4,519)**	**757,493**
Major service line:						
Advisory and tax	**45,864**	**105,238**	**52,072**	**8,291**	**(1,295)**	**210,170**
Audit, accounting and bookkeeping	**122,769**	**185,314**	**64,278**	**12,221**	**(3,158)**	**381,424**
Payroll and HR	**80,709**	**13,181**	**-**	**513**	**(14)**	**94,389**
IT	**44,526**	**2,722**	**-**	**-**	**(47)**	**47,201**
Corporate finance	**-**	**22,141**	**324**	**1,849**	**(5)**	**24,309**
Revenue	**293,868**	**328,596**	**116,674**	**22,874**	**(4,519)**	**757,493**

For the year ended 30 June 2024

	Azets Europe £'000	Azets UK £'000	Blick Rothenberg £'000	ROI £'000	Head Office / elims £'000	Total £'000
Primary geographical market:						
UK	-	296,798	107,513	-	(3,769)	400,542
Europe	312,053	-	-	14,199		326,252
Revenue	312,053	296,798	107,513	14,199	(3,769)	726,794
Major service line:						
Advisory and tax	48,953	92,253	46,822	5,618	(578)	193,068
Audit, accounting and bookkeeping	119,089	171,600	54,526	7,175	(2,636)	349,754
Payroll and HR	95,172	12,607	6,165	168	(461)	113,651
IT	48,839	2,193	-	-	(86)	50,946
Corporate finance	-	18,145	-	1,238	(8)	19,375
Revenue	312,053	296,798	107,513	14,199	(3,769)	726,794

Notes to the financial statements *(continued)*

Note 2. Revenue *(continued)*

The Group's revenue is largely derived from the provision of services over time, however there was revenue recognised of £7.7m (2024: £4.4m) in Azets UK and nil (2024: £0.1m) in Blick Rothenberg that related to engagements carried out on a contingent fee basis and where the revenue was recognised on completion.

Contract assets and liabilities

The following table provides a summary of contract asset and liabilities arising from the Group's contracts with customers:

	2025	2024
	£'000	£'000
Trade receivables	**101,942**	110,371
Unbilled receivables and work-in-progress	**50,461**	41,217
Deferred income	**(5,109)**	(5,613)

The contract asset balances include amounts the Group has invoiced to customers (trade receivables) as well as amounts where the Group has the right to receive consideration for work completed which has not been billed at the reporting date (unbilled receivables and work-in-progress). Unbilled receivables and work-in-progress are transferred to trade receivables when the rights become unconditional which usually occurs when the customer is invoiced.

Trade receivables and unbilled receivables and work-in-progress are included within the 'Trade and other receivables' heading in the consolidated balance sheet.

During the year, the Group has continued to focus on credit control and work-in-progress management and has continued strong cash conversion. This is demonstrated by a reduction in receivable days, including the full year's impact of acquisitions, to 52 days (2024: 57 days). Year end balances for billed and unbilled revenue are in line with the prior year as the impact of working capital control has offset the impact of acquisitions in the year.

Deferred income primarily relates to advance consideration received from customers, for which revenue is recognised over time. The deferred income of £5.6 million as at 30 June 2024 was recognised as revenue in its entirety during the year. Deferred income is included in the 'Trade and other payables' heading in the consolidated balance sheet.

The information required by IFRS 15 paragraph 120 is not disclosed as the contracts with customers are expected to be less than one year in duration.

Notes to the financial statements *(continued)*

Note 3. Operating costs

Operating costs (pre-exceptional items) include:	**2025** **£'000**	2024 £'000
IT costs	**29,743**	28,796
Legal & professional costs	**12,965**	12,030
Other operating and administration costs	**20,909**	18,670
Other property costs	**14,662**	12,969
Motor and travel	**3,863**	3,633
	82,142	76,098

Other property costs include rental payments for short term leases along with utilities, rates, service charges and other property costs.

Note 4. Exceptional items

Accounting policy

Exceptional items are items of income and expenditure which are non-recurring and unrelated to the ongoing operating performance of the business. They require separate disclosure by virtue of their nature, size or incidence to obtain a clear and consistent presentation of the Group's underlying performance and to provide consistency with internal management reporting.

Exceptional items include, but are not limited to:

- Acquisition related costs;
- Restructuring costs which are outside of normal business operations;
- Gains and losses on the disposal, or closure, of businesses;
- Gains and losses on the disposal of property, plant and equipment;
- Impairment charges.

Acquisition-related costs may include financing costs; legal and professional fees (including external advisory, legal, valuation and other professional fees); post-acquisition integration costs; internal costs that can be directly attributed to the acquisition (including payments to selling shareholders that are accounted for as remuneration) and changes in the fair value of contingent consideration.

Exceptional income	**2025** **£'000**	2024 £'000
Movement in the fair value of contingent consideration	**(2,920)**	(4,155)
Other income	**-**	(6,077)
Total exceptional income	**(2,920)**	(10,232)
Exceptional costs		
Transformation costs	**13,310**	6,644
Acquisition costs	**7,784**	8,063
Restructuring and integration costs	**1,346**	694
Investment and refinancing costs	**664**	54,258
Other costs	**840**	-
Movement in the fair value of contingent consideration	**226**	2,041
Loss on disposal of subsidiary	**2,525**	-
Impairment costs	**1,733**	8,170
Total exceptional costs included within operating profit	**28,428**	79,870
Financing costs classed as exceptional (note 6)	**3,822**	-
Net exceptional costs	**29,330**	69,638

Notes to the financial statements *(continued)*

Note 4. Exceptional items *(continued)*

Other exceptional income - nil (2024: £6.1 million)
As part of the FY24 investment transaction discussed in the strategic report and below, the Group's Employee Benefit Trust (the "Trust") sold the shares that it held in Azets Topco Limited and used part of the proceeds to repay its loan to that company. The trust then lent the remaining proceeds to Azets Opco Limited to fund payment of retention and completion bonuses to management. As the Trust was liquidated as part of the investment transaction, this loan was not repayable.

Transformation costs – £13.3 million (2024: £6.6 million)
As noted in the strategic report, the Group launched a Value Creation Framework in FY25, professional costs of £2.5m were incurred in the year in developing this framework including developing a scalable and resilient operating model, and systems landscape.

Delivery of the Operational Excellence Pillar, as described on page 4, involves continuous improvement programmes that touch every area of the business, enabling smarter and more efficient working. In delivering against this pillar there were redundancy costs of £10.5m (FY24:£5.0m). In addition, the office footprint is being reviewed to ensure that the Group has the right number of offices, in the correct locations to best serve our clients and people. During FY24 there was a charge of £1.3 million related to properties closed in the year and the costs of holding properties vacated in prior years.

Acquisition costs – £7.8 million (2024: £8.1 million)
Acquisition costs include legal, professional and other transactions costs related to acquisition and potential acquisitions, along with certain costs related to investment in staff in new business areas. Acquisition costs also include payments to selling shareholders that are accounted for as remuneration and retention arrangements put in place for certain key individuals post-acquisition.

The Group completed two acquisitions in the UK, one in Blick Rothenberg and one in the Republic of Ireland during the year along with the client list of a business based in the UK. During the prior year, the Group completed one acquisition in Europe and one in the Republic of Ireland during the year along with the client book and the associated client facing employees of a business based in the UK.

Restructuring and integration costs – £1.3 million (2024: £0.7 million)
Restructuring and integration costs of £1.3m (2024: £0.7 million) related to acquisitions in 2025 and prior years and includes post-acquisition integration costs such as dual management costs, rebranding and cessation of pre-acquisition contractual obligations and post-acquisition restructuring such as redundancy, IT and property costs.

Investment and refinancing costs- £0.7 million (2024: £54.3 million)
The Group completed a refinancing of its debt facilities during FY25 incurring legal costs of £0.7 million.

Costs of £54.3 million were incurred in FY 24 in securing new investment in the Group, including legal and professional fees related to due diligence and sell-side advisory (£44.4 million), external contractors (£0.6 million), retention arrangements for key individuals (£4.9 million) and other success related bonuses (£4.4 million).

Other costs – £0.8 million (2024: £nil)
Other costs of £0.8 million in FY25 include dual running costs associated with a change in management during the year, and movements in provisions that meet the definition of exceptional under the Group's policy.

Loss on disposal of subsidiaries - £2.5 million (2024: £nil)
As discussed in the strategic report, the Group identified two businesses as non-core during FY25, one of which was disposed of during the year at a loss of £2.3 million, including allocated goodwill of £2.8 million. The other business is classified as held for sale in the balance sheet. The sale of the business classified as held for sale in FY24 completed during FY25 and foreign exchange differences of £0.2 million were reclassified to loss on disposal.

Notes to the financial statements *(continued)*

Note 4. Exceptional items *(continued)*

Impairment charges – £1.7 million (2024: £8.2 million)
Impairment charges of £1.7 million include right of use assets (£0.9 million) and assets held for sale (£0.8 million). Charges in FY24 included goodwill allocated to the Republic of Ireland (£5.5 million), right of use assets (£2.2 million) assets held for sale (£1.0 million) and amounts due from related parties (credit of £0.5 million).

- *Right of use assets - £0.9 million (2024: £2.2 million).* As part of delivery of the Operational Excellence Pillar, there is an ongoing review of the Group's property portfolio to ensure that the Group has the right number of offices in the right locations to best support its business and clients. Once an office has closed, and is not expected to reopen, the associated right of use asset is fully impaired, with a charge of £0.9 million in the year (2024: £2.2 million).

- *Assets held for sale - £0.8 million (2024: £1.0 million).* As noted above, two businesses were identified as non-core in FY25, and a disposal process was launched. The sale of one of these businesses completed during the year and the other met the definition of held for sale as at 30 June 2025. A review of the carrying value of this business compared to the expected sale proceeds resulted in an impairment charge of £0.8 million, including allocated intangible assets of £0.3 million. As at 30 June 2024, Isännöinti Luotsi Oy, the property management business based in Finland and a smaller business based in Scotland met the definition of held for sale. A review of the carrying value of these businesses compared to the expected sale proceeds resulted in an impairment charge of £1.0 million.

- *Goodwill allocated to the Republic of Ireland - 2024: £5.5 million.* Following the annual impairment review in FY24 there was an impairment of £5.5 million charged against the goodwill allocated to the Republic of Ireland CGU. The results of the FY25 impairment review support the carrying value of the goodwill allocated to the Republic of Ireland at 30 June 2025 with no further impairment required, See note 8 for more details.

- *Amounts due from related parties – 2024: credit of £0.5 million.* In a prior year, the Group made a loan to a former director, repayment of which was limited to the proceeds from their shares on sale. An impairment of £5.4 million was booked against the carrying value of this loan in the year ended 30 June 2023 based on the view of the expected share price at that time. The completion of the investment transaction in October 2023 and finalisation of the actual share price generated a reversal of £0.5m to the previously booked impairment.

Notes to the financial statements *(continued)*

Note 5. Employees and other direct costs

Accounting policy
Employee costs consist of salary and wages paid to employees, social security costs and contributions payable by the Group in respect of defined contribution pension schemes.

Average number of employees

	2025 Number	2024 Number
United Kingdom	**4,378**	4,236
Europe	**3,368**	3,581
Republic of Ireland	**239**	217
Average number of employees	**7,985**	8,034

Employee costs	**2025 £'000**	2024 £'000
Wages and salaries	**430,227**	440,204
Social security contributions	**47,660**	61,017
Contributions to defined contribution pension schemes	**21,644**	19,896
Share-based payments	**4,455**	3,967
Total employee benefits expense	**503,986**	525,084

Other direct costs include subcontractor costs, costs related to agency and other staff not directly employed by the Company.

Notes to the financial statements *(continued)*

Note 6. Finance income and costs

Accounting policy

Finance income and costs are recognised using the effective interest method. Finance costs are recognised in the income statement simultaneously with the recognition of an increase in a liability or the reduction in an asset. Foreign currency movements on intercompany balances are recognised in the profit and loss account within finance income and costs. Fair value gains and losses associated with interest rate swaps are recognised in the profit and loss account within finance income and costs and classified as fair value adjustment to derivative.

	2025 £'000	2024 £'000
Finance income		
Interest income	**1,605**	2,170
Interest income on lease assets	**63**	-
Gain arising from debt modification on refinancing (see below)	**32,742**	-
Foreign exchange gains on financing activities	**907**	-
Total finance income	**35,317**	2,170
Finance costs		
Interest expense on bank loans	**(102,422)**	(94,538)
Interest expense on PIK and Vendor Loan Note	**-**	(19,936)
Amortisation of modified liability post refinancing	**(1,917)**	-
Dividend on cumulative redeemable preference shares	**(94,170)**	(60,298)
Interest expense on lease liabilities	**(3,852)**	(3,555)
Fair value loss on derivative financial instruments	**(507)**	(10,456)
Foreign exchange losses on financing activities	**-**	(1,086)
Total finance costs	**(202,868)**	(189,869)

The Group refinanced certain of its debt facilities during the year, this included a reduction in the interest rates charged under the facilities and a one-year extension to their maturity. This has been accounted for as a debt modification and has generated a gain of £32.7 million based on the net present value of the cash flows post refinancing compared to the net present value of the cash flows under the original terms. This gain has been recognised in financing income with the associated asset presented within borrowings on the balance sheet. This asset will be amortised to the income statement over the period from the date of refinancing to the maturity of the debt facilities.

Within finance costs is £3.8 million of previously capitalised financing costs which were written off following the refinancing and are presented as exceptional costs in the income statement.

Notes to the financial statements *(continued)*

Note 7. Taxation

Accounting policy

Income tax on profit or loss for the year comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly taken to equity.

Current tax is the tax expected to be payable on taxable income for the year, using tax rates enacted or substantively enacted during the year, together with any adjustment to tax payable in respect of previous years.

	2025 £'000	2024 £'000
Current tax expense		
UK - Corporate tax	**2,116**	-
Overseas - Corporate tax	**730**	2,206
Adjustment in respect of previous periods	**58**	(2,115)
	2,904	91
Deferred tax (credit)/expense		
Origination & reversal of temporary differences	**(8,355)**	(8,263)
Effect of changes in tax rates	**-**	-
Adjustment in respect of previous periods	**2,703**	234
	(5,652)	(8,029)
Total income tax credit in income statement	**(2,748)**	(7,938)

Reconciliation of effective tax rate	2025 £'000	2024 £'000
Loss before taxation	**(114,420)**	(189,331)
Nominal tax charge at UK corporation tax rate of 25% (2024: 25%)	**(28,605)**	(47,333)
Expenses not deductible for tax purposes	**29,663**	32,282
Income not taxable for tax purposes	**(589)**	(2)
Uncertain tax provisions	**1**	714
Effect of overseas tax rates	**(335)**	1,987
Tax rate differences	**176**	-
Temporary differences not recognised	**(66)**	-
Movement on deferred tax not recognised	**(5,754)**	6,294
Adjustment in respect of previous periods	**2,761**	(1,880)
Total income tax credit in income statement	**(2,748)**	(7,938)

Notes to the financial statements *(continued)*

Note 7. Taxation *(continued)*

The Company's central management and control is undertaken in the UK, consequently the Company is considered to be a UK tax resident. As a result of this, the tax disclosures have been prepared on the basis of UK corporation tax rules and rates.

On 20 June 2023, the UK substantively enacted the Pillar Two global minimum tax model rules (the "Pillar Two" rules) of the OECD's Inclusive Framework on Base Erosion and Profit Shifting ("BEPS"). The legislation took effect for financial years commencing on or after 1 January 2024, making it effective for Azets from 1 July 2024. Under these rules, a top-up tax will arise where the effective tax rate of the Group's operations in any individual jurisdiction, calculated using principles set out in the Pillar Two legislation, is below 15%. Any resulting tax would be payable by Lynx Topco Limited, being the Group's ultimate parent, to the UK tax authority (HMRC). The Group has applied the exception under IAS 12 to recognising and disclosing information about deferred tax assets and liabilities related to top-up income tax in these accounts.

The Group monitors its potential impact to the global minimum tax rules. An assessment of the potential global minimum tax has been performed based on the FY25 actual results for each jurisdiction, this assessment has also considered which of the Transitional Safe Harbour Exemptions ("TSHE") are available to the Group.

The assessment has indicated that the Group's operations in Estonia meet the threshold test, those in Norway, Denmark, Sweden and Romania pass the simplified Expected Tax Rate (ETR) test and operations in the UK, Ireland and Finland meet the routine profits test. All the Group's operations therefore fall within one or more of the THSEs. Furthermore, if in future periods, any of the Group's operations in a territory do not meet the threshold or simplified ETR tests, it is anticipated that given the significant payroll costs incurred by the Group, all jurisdictions would qualify for the routine profits test. Given the ongoing availability of the TSHE, the global minimum tax rules are not expected to have a material impact on the results or cash flows of the Group.

Deferred taxation balances are analysed in note 11.

Note 8. Intangible assets

This note provides details of the non-physical assets used by the Group to generate revenues and profits. These assets include items such as goodwill, which represents the excess of the amount paid to acquire a business over the fair value of the identifiable net assets of that business at the acquisition date, and other intangible assets such as brands, customer relationships and computer software, which have predominantly been acquired as part of business combinations. These assets are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value at the acquisition date. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date.

This section also explains the accounting policies applied, and the specific judgements and estimates made by the management in arriving at the carrying value of these assets.

Notes to the financial statements *(continued)*

Note 8. Intangible assets *(continued)*

Accounting policy

Intangible assets acquired separately are initially measured at cost. Operating intangible assets are acquired in the ordinary course of business and typically include computer software. Non-operating intangible assets acquired in a business combination such as brands, patents and customer relationships with cost deemed to be their fair value at the date of acquisition. Following initial recognition, they are carried at cost less any accumulated amortisation and accumulated impairment losses.

Goodwill is not amortised. Other intangible assets are amortised over their estimated useful economic lives. Estimated useful economic lives and amortisation rates are as follows:

Brand	-	5 years straight-line
Patents	-	5 years straight-line
Customer relationships	-	10 years straight-line
Computer software	-	3 - 7 years straight-line

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Cash generating unit

A cash-generating unit ("CGU") is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. In identifying whether cash inflows from an asset (or a group of assets) are largely independent of the cash inflows from other assets (or groups of assets), management considers various factors including how management monitors the entity's operations (such as by product or service lines businesses geographical areas).

Impairment

The carrying amounts of the Group's intangible assets, right of use assets and property, plant and equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. For goodwill and intangibles without a finite life, the recoverable amount is estimated at least annually.

An impairment charge is recognised in the income statement whenever the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount.

Impairment charges recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to that CGU and then to reduce the carrying amount of the other assets in the CGU on a pro rata basis.

Calculation of recoverable amount

The recoverable amount of assets is the greater of their fair value less costs to sell and their value in use. In assessing value in use, estimated future cash flows are discounted to present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs.

Notes to the financial statements *(continued)*

Note 8. Intangible assets *(continued)*

	Goodwill	Patents and brand names	Customer relationships	Computer software	Total
	£'000	**£'000**	**£'000**	**£'000**	**£'000**
Cost					
At 1 July 2023	511,535	20,247	339,113	14,473	885,368
Acquired through business combinations	23,757	-	14,049	-	37,806
Additions	16	-	6,028	3,497	9,541
Reclassified as held for sale	(5,024)	-	(3,658)	-	(8,682)
Exchange and other movements	1	95	(532)	117	(319)
At 30 June 2024	530,285	20,342	355,000	18,087	923,714
Acquired through business combinations	**24,021**	**-**	**16,358**	**-**	**40,379**
Additions	**-**	**-**	**1,012**	**6,640**	**7,652**
Measurement period adjustment	**(724)**	**-**	**(1,000)**	**-**	**(1,724)**
Disposal of a subsidiary	**(2,788)**	**-**	**-**	**-**	**(2,788)**
Reclassified as held for sale	**-**	**-**	**(747)**	**-**	**(747)**
Exchange and other movements	**(933)**	**(285)**	**(905)**	**130**	**(1,993)**
At 30 June 2025	**549,861**	**20,057**	**369,718**	**24,857**	**964,493**
Amortisation and impairment					
At 1 July 2023	35,063	17,075	160,539	8,536	221,213
Amortisation charge for the year	-	322	35,350	1,351	37,023
Reclassified as held for sale	-	-	(1,509)	-	(1,509)
Impairment charge for the year	5,510	-	-	-	5,510
Exchange and other movements	-	184	349	61	594
At 30 June 2024	40,573	17,581	194,729	9,948	262,831
Amortisation charge for the year	**-**	**577**	**36,865**	**604**	**38,046**
Reclassified as held for sale	**-**	**-**	**(486)**	**-**	**(486)**
Exchange and other movements	**-**	**(380)**	**(1,243)**	**(205)**	**(1,828)**
At 30 June 2025	**40,573**	**17,778**	**229,865**	**10,347**	**298,563**
Net book value					
At 30 June 2024	489,712	2,761	160,271	8,139	660,883
At 30 June 2025	**509,288**	**2,279**	**139,853**	**14,510**	**665,930**

Goodwill

As at 30 June 2025, the consolidated balance sheet included goodwill of £509.3 million (2024: £489.7 million). The Group is required to test its goodwill and intangible assets for impairment at least annually, or more frequently if indicators of impairment exist. The review of goodwill for indicators of impairment by management is performed at the operating segment level, being the lowest level of cash generating unit ('CGU') monitored for goodwill purposes. The table below shows the goodwill by CGU, post recognition of any impairment losses.

Notes to the financial statements *(continued)*

Note 8. Intangible assets *(continued)*

CGU	2025	2024	Pre-tax discount rate 2025	2024
	£'000	£'000	**%**	%
Azets Europe	**341,936**	346,259	**13.9**	13.8
Azets UK	**107,489**	97,836	**13.5**	14.3
Blick Rothenberg	**28,274**	20,783	**12.9**	13.8
Republic of Ireland	**31,589**	24,834	**17.2**	17.8
Total	**509,288**	489,712		

The recoverable amount of all CGUs has been based on value in use calculations. These calculations use cash flow projections included in the most recent budget for FY26 and the 5-year plan, which has been approved by the Board and reflects management's expectations of revenue growth and operating costs and margin for the core business in place at 30 June 2025, based on all information available to it. Where long-term growth rates for periods are not covered by the annual budget, management has used assumptions relating to the services, industries and countries in which the relevant CGU operates.

For some recently acquired businesses, management expects to achieve growth over the next five years in excess of the long-term growth rates for the applicable country or region. In these circumstances, budgeted cash flows are extended, using specific growth assumptions and considering the specific business risks.

For the purpose of impairment testing, central costs were allocated to the CGUs on a proportion of revenue.

The growth rates to perpetuity beyond the initial budgeted cash flows, applied in the value in use calculations for goodwill allocated to each of the CGUs or groups of CGUs that are significant to the total carrying amount of goodwill were: 2.7% (2024: 2.7%) for the UK CGUs based on the spot and the forecast yields for 30-year UK government bonds. In the Europe CGU, a blend of appropriate risk-free rates was used between the range of 2.7% and 3.4% (2024: 2.7% and 3.4%) in each of the geographical regions. In the Ireland CGU, an appropriate risk-free rate of 3.0% (2024: 3.0%) was used based on the spot and forecast yields for 30-year ROI government bonds.

The value-in-use has been compared to the carrying value for each CGU and no impairment is required nor has been charged in respect of the Azets Europe, Azets UK, Blick Rothenberg or Republic of Ireland CGUs.

Sensitivity to changes in key assumptions

A sensitivity analysis has been performed in respect of the Azets UK, Blick Rothenberg and Azets Europe CGUs in order to review the impact of changes in key assumptions. The results of this sensitivity analysis indicate that no reasonably possible change in any of the key assumptions would cause the carrying value of those CGUs to exceed its recoverable amount. The most sensitive assumptions in the impairment analysis are deemed to be the discount rate and the terminal value rate.

The value-in-use calculations referred to above showed headroom of £3.0 million in the Republic of Ireland CGU. However, the sensitivity analysis performed indicates that applying a 1% increase in the discount rate would eliminate the headroom and would result in an impairment of £1.6 million; applying a 1% decrease to the terminal value rate would eliminate the headroom and result in an impairment of £0.2 million.

The level of headroom in the Republic of Ireland CGU and its sensitivity to changes in key assumptions is not unexpected in the year following an impairment charge being booked. As noted in the strategic report, the Group is expanding into the Republic of Ireland, having completed four acquisitions to date and with more expected in the future. To build scale and to ensure smooth integration of future acquisitions, there has been investment in the infrastructure in Ireland, including leased property and new IT systems, and the Group remains confident in the future prospects of both its existing business in Ireland and the value in further acquisitions.

Intangible assets

During the year, the UK business acquired the client book from one business at a cost of £1.0 million, and adjusted the cost of a prior year acquisition by £1.0 million as the post-acquisition performance did not meet the criteria for payment of the contingent consideration. This has been shown as a measurement period adjustment in the above table.

Notes to the financial statements *(continued)*

Note 9. Property, plant and equipment

Accounting policy
Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment charges. Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of items of property, plant and equipment sufficient to reduce them to estimated residual value. Estimated useful lives are generally deemed to be no longer than:

Leasehold improvements	10 years and/or over the period for lease straight line
Fixtures and fittings	3 – 8 years straight line
Motor vehicles and equipment	3 – 5 years straight line

	Motor vehicles & equipment	Leasehold improvements	Fixtures and fittings	Total
	£'000	**£'000**	**£'000**	**£'000**
Cost				
At 1 July 2023	24,304	6,863	4,466	35,633
Acquired through business combinations	391	-	-	391
Additions	4,636	777	2,004	7,417
Disposals	(478)	(181)	(267)	(926)
Exchange and other movements	(97)	-	-	(97)
At 30 June 2024	28,756	7,459	6,203	42,418
Acquired through business combinations	**128**	**-**	**2**	**130**
Additions	**3,335**	**877**	**2,346**	**6,558**
Disposals	**(6,924)**	**(20)**	**(696)**	**(7,640)**
Disposal of a subsidiary	**(2)**	**-**	**-**	**(2)**
Assets held for sale	**(1,075)**	**-**	**-**	**(1,075)**
Exchange and other movements	**(546)**	**6**	**-**	**(540)**
At 30 June 2025	**23,672**	**8,322**	**7,855**	**39,849**
Accumulated depreciation				
At 1 July 2023	15,845	2,580	1,462	19,887
Depreciation charge for the year	5,499	479	2,165	8,143
Disposals	(393)	(154)	(262)	(809)
Exchange and other movements	95	56	47	198
At 30 June 2024	21,046	2,961	3,412	27,419
Depreciation charge for the year	**4,011**	**611**	**2,507**	**7,129**
Disposals	**(6,924)**	**(20)**	**(696)**	**(7,640)**
Assets held for sale	**(995)**	**-**	**-**	**(995)**
Exchange and other movements	**(281)**	**9**	**25**	**(247)**
At 30 June 2025	**16,857**	**3,561**	**5,248**	**25,666**
Net book value				
At 30 June 2024	7,710	4,498	2,791	14,999
At 30 June 2025	**6,815**	**4,761**	**2,607**	**14,183**

Notes to the financial statements *(continued)*

Note 10. Investments in associates

Accounting policy
The Group's investments in associates are accounted for using the equity method. Under the equity method, the investments are initially measured at cost. Subsequently, the carrying amounts are adjusted to recognise changes in the Group's share of net assets of the associates since the acquisition dates. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately. The income statement reflects the Group's share of the associate's profit or loss after tax and any non-controlling interests in the subsidiaries of the associate.

The aggregate of the Group's share of profit or loss of associates is shown on the face of the income statement within operating profit. The financial statements of the associates are prepared for the same reporting period as the Group. After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investments. At each reporting date, the Group determines whether there is objective evidence that the investments are impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss in the income statement.

This note presents information about the Group's investment in its associates, which are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. The Group determines whether it has significant influence based on the voting and any other rights it holds as a result of its investment and any contractual arrangements in place. Normally, if the Group holds over 20% of the voting rights of an entity without having control or joint control of that entity, the investment will be treated as an associate unless it can be clearly demonstrated that this is not the case.

The Group has 100% economic interest in its associates but does not have a controlling interest because it holds more than 20% but less than 50% of the voting rights. The remaining voting rights in both associates are held by a single individual. As a result of its economic interest, the Group equity accounts 100% of revenue, expenditure and net assets of those associates.

The Group's associates provide audit services to customers of the Group. Due to the nature of the relationship with the associates, the Group is considered to be acting as principal and the revenue from audit services is included within consolidated Group revenue. Details of associates are listed in note 22.

Summarised financial information that represents the Group's share of the assets, liabilities and profit of associates is as follows:

	2025 **£'000**	2024 £'000
Non-current assets	**5,583**	5,583
Current assets	**26,515**	24,293
Current liabilities	**(25,225)**	(23,351)
Net assets	**6,873**	6,525
Group's carrying amount of the investment	**6,873**	6,525

	Year ended **30 June 2025** **£'000**	Year ended 30 June 2024 £'000
Revenue	**132,933**	111,432
Profit	**236**	262
Total other comprehensive profit	**236**	262

Notes to the financial statements *(continued)*

Note 11. Deferred tax assets and liabilities

Accounting policy
Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised, or the liability is settled, based on tax rates (tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred taxes are recognised in equity to the extent that they relate to equity transactions.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balance on a net basis.

	2025	2024
	£'000	£'000
Net deferred tax liability	**23,230**	24,747

The deferred taxation balance is attributed to the following:	**2025**	2024
	£'000	£'000
Fixed asset temporary differences	**2,114**	1,076
Intangible assets arising on consolidation	**31,541**	36,905
Losses	**(279)**	(4,089)
Interest restricted under Corporate Interest Restriction rules	**(8,085)**	(6,544)
Leases	**(1,177)**	(587)
Other temporary differences	**(884)**	(2,014)
Provision at end of year	**23,230**	24,747

In calculating the amount of deferred tax asset to be recognised, the Group has considered the extent to which the deferred tax asset may be offset against taxable profits arising on the reversal of the deferred tax liability currently existing within the Group.

The Group has a gross unrecognised deferred tax asset value of £142.3 million (2024: £155.9 million). This asset comprises: £142.3 million (2024: £155.4 million) of interest restricted under Corporate Interest Restriction rules; and £nil (2024: £0.5 million) of provisions and other short term timing differences.

Notes to the financial statements *(continued)*

Note 11. Deferred tax assets and liabilities *(continued)*

The Group holds the following unrecognised deferred tax assets (net of tax):	**2025**	2024
	£'000	£'000
Interest restricted under Corporate Interest restriction rules	**(35,581)**	(38,844)
Short term timing differences	**-**	(129)
Balance at end of year	**(35,581)**	(38,973)

Movement in deferred tax during the current year

	At 1 July 2024	Recognised in profit or loss	On acquisition of subsidiaries	Disposal of subsidiaries & other balance sheet movements	Exchange and other movements	At 30 June 2025
	£'000	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**
Fixed asset temporary differences	**1,076**	**1,037**	**-**	**-**	**1**	**2,114**
Intangible assets arising on consolidation	**36,905**	**(9,238)**	**3,805**	**(12)**	**81**	**31,541**
Losses	**(4,089)**	**3,829**	**-**	**-**	**(19)**	**(279)**
Interest restricted under Corporate Interest Restriction rules	**(6,544)**	**(1,540)**	**-**	**-**	**(1)**	**(8,085)**
Leases	**(587)**	**(588)**	**-**	**-**	**(2)**	**(1,177)**
Short term timing differences	**(2,014)**	**848**	**-**	**-**	**282**	**(884)**
	24,747	**(5,652)**	**3,805**	**(12)**	**342**	**23,230**

Movement in deferred tax during the prior year

	At 1 July 2023	Recognised in profit or loss	On acquisition of subsidiaries	Disposal of subsidiaries & other balance sheet movements	Exchange and other movements	At 30 June 2024
	£'000	£'000	£'000	£'000	£'000	£'000
Fixed asset temporary differences	1,230	(70)	51	9	(144)	1,076
Intangible assets arising on consolidation	41,552	(6,755)	2,179	(426)	355	36,905
Losses	(109)	(3,975)	-	3	(8)	(4,089)
Interest restricted under Corporate Interest Restriction rules	(9,309)	2,765	-	-	-	(6,544)
Leases	(748)	161	-	-	-	(587)
Short term timing differences	(1,947)	(155)	-	17	71	(2,014)
	30,669	(8,029)	2,230	(397)	274	24,747

Notes to the financial statements *(continued)*

Note 12. Trade and other receivables

Accounting policy

Trade receivables
Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less expected credit loss. Allowances are made against trade receivables based on the Group's estimate of expected losses using the simplified method set out in IFRS 9 whereby lifetime expected credit loss is estimated using a provision matrix and is accounted for on initial recognition of trade receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified.

The collective loss allowance is determined based on historical data of payment statistics for similar financial assets adjusted for expected future losses.

Work-in-progress

Work-in-progress ("WIP") is work performed, and not yet billed. The carrying values includes outlays incurred on behalf of clients and an appropriate portion of directly attributable costs and overheads on incomplete assignments. Revenue not billed to clients is included in amounts recoverable on contracts, within trade and other receivables. Payments on account in excess of the relevant amount of revenue are included in excess payments received on account within trade and other payables.

Revenue is generally recognised as contract activity progresses and in determining the amount of revenue to be recognised on incomplete contracts, it is necessary to estimate their stage of completion, the remaining time and cost to be incurred and the amount that will be paid for the services provided. These estimates are made on a contract-by-contract basis and a different assessment of any these factors would result in a change to the amount of revenue recognised. Revenue related to contingent fee arrangements is typically recognised when the appropriate milestones as set out in the contracts are met.

	2025	2024
	£'000	£'000
Amounts expected to be recovered within one year		
Trade receivables	**107,907**	115,731
Provision for expected credit loss	**(5,965)**	(5,360)
Net trade receivables	**101,942**	110,371
Unbilled receivables and work-in-progress	**50,461**	41,217
Receivables due from associates	**17,563**	17,181
Receivables due from related parties	**912**	574
Other receivables	**10,320**	11,061
Prepayments	**10,595**	14,327
Income tax	**8,204**	11,583
Lease receivable	**318**	48
Trade and other receivables	**200,315**	206,362

Other receivables and prepayments include prepaid rent, IT licences, professional fees and other prepaid costs along with the insurance receivable related to claims under the Group's professional indemnity insurance. See note 16 for further details.

Notes to the financial statements *(continued)*

Note 12. Trade and other receivables *(continued)*

Ageing of receivables	**2025**	2024
	£'000	£'000
Not past due	**79,658**	84,000
0 - 3 months	**13,075**	14,234
Greater than 3 months	**15,174**	17,497
Total trade receivables	**107,907**	115,731

The movement on the Group's provision allowance for expected credit loss is as follows:

	2025	2024
	£'000	£'000
At 1 July	**5,360**	5,051
Acquired through business combinations	**87**	70
Disposed of subsidiary	**(14)**	-
Created	**2,211**	2,110
Utilised	**(1,202)**	(848)
Released	**(490)**	(972)
Effect of movement in foreign exchange	**13**	(51)
At 30 June	**5,965**	5,360

Trade receivables disclosed above are classified as loans and receivables and are therefore measured at amortised cost.

Total trade receivables (net of allowances) held by the Group at 30 June 2025 amounted to £101.9 million (2024: £110.4 million).

The average credit period taken on sales of services, including the full year's impact of acquisitions is 52 days (2024: 57 days).

Allowances for expected credit losses are made against trade and other receivables based on the Group's estimate of expected losses in respect of trade and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified.

The collective loss allowance is determined based on historical data of payment statistics for similar financial assets adjusted for expected future losses.

Trade receivables disclosed include amounts which are past due at the reporting date but against which the Group has not recognised an allowance for doubtful receivables because there has not been a significant change in credit quality and the amounts are still considered recoverable. See note 19 for details on the Group's credit risk management.

The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value. The other classes within trade and other receivables do not contain impaired assets.

Note 13. Cash and cash equivalents	**2025**	2024
	£'000	£'000
Cash at bank and in hand	**53,445**	58,758

Cash at bank and in hand generally earns interest at rates based on the daily bank deposit rate. The carrying amount of cash and cash equivalents approximates fair value. Included within the cash balance is restricted cash of £2.2 million (2024: £2.4 million).

Notes to the financial statements *(continued)*

Note 14. Borrowings

Accounting policy

Interest-bearing borrowings are initially recognised at fair value, net of transaction costs incurred. Such interest-bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liabilities in the balance sheet. Interest expense in this context includes initial transaction costs and any interest payable while the liability is outstanding. Borrowings are also net of unamortised gain on refinancing.

	2025	2024
	£'000	£'000
Current loans		
Revolving facility	**28,351**	21,682
Non-current loans		
Bank loans	**707,056**	712,982
Secured loans		
- GBP floating rate	**553,809**	553,069
- NOK floating rate	**100,653**	106,809
- EUR floating rate	**80,132**	50,295
- DKK floating rate	**27,895**	30,382
- SEK floating rate	**24,149**	20,519
	786,638	761,074
Capitalised and unamortised finance fees	**(20,406)**	(26,410)
Unamortised gain recognised on refinancing	**(30,825)**	-
Total Secured loans	**735,407**	734,664

Bank loans

At 30 June 2025, the Group had a number of committed facilities with a syndicate of commercial banks. These borrowings are secured by fixed and floating charges over the assets of a number of the Group's subsidiaries.

In order to secure its long-term funding, the Group completed a complete refinancing of its facilities during FY23 and a further refinancing in February 2025.

Notes to the financial statements *(continued)*

Note 14. Borrowings *(continued)*

As at 30 June 2024, the senior facilities included Senior Debt facilities of £523 million ("**Facility B**"), a £172 million acquisition facility (the "**Acquisition Facility**") and a £70 million revolving facility (the "**Revolving Facility**"). The Revolving Facility is available for general corporate purposes. The Acquisition Facility is available to fund permitted acquisitions and deferred consideration payments.

Facility B was split into GBP 202,376,165, NOK 1,442,045,128, SEK 275,048,165, DKK 267,392,748 and EUR 60,051,663.

On 7 October 2022, alongside a refinancing of the banking facilities, the Group secured additional PIK funding of £135 million (the "**PIK Facility**") by way of a PIK ('payment in kind') facility agreement between, among others, Azets Debtco Limited and the lenders listed therein. The PIK Facility was drawn down in full on 28 October 2022 and was due to mature on 28 October 2030. The PIK Facility was repaid as part of the refinancing during the year.

In February 2025, the Group secured additional Senior Debt facilities of £194,259,844 and incremental Acquisition Facility of £150,000,000, and at the same time extended the maturity of each of the facilities by a year. The additional Senior debt was drawn on 27 February 2025 and used to repay the PIK facility.

As at 30 June 2025, Facility B was split into GBP 509,952,217, NOK 1,310,757,902, SEK 250,007,124, DKK 243,048,7675 and EUR 54,584,416.

Facility B and the Acquisition facility mature on 28 October 2030 and the Revolving Facility matures on 26 October 2029, having all been extended by a year following the 2025 refinancing.

As at 30 June 2025, Facility B and the Acquisition Facility bear interest at a rate of 4.75% above SONIA (0.75% floor), NIBOR (0.75% floor), STIBOR (0.25% floor), CIBOR (0.25% floor) or EURIBOR (zero floor), as applicable. The Revolving Facility bears interest at a rate of 3.50% above SONIA (zero floor), NIBOR (zero floor), STIBOR (zero floor), CIBOR (zero floor) or EURIBOR (zero floor), as applicable.

In line with IFRS 9, it was determined that the changes effected by the February 2025 refinancing represented a modification and a subsequent gain on modification of £32.7 million was recognised in financing income, with the associated asset presented within borrowings on the balance sheet.

As at 30 June 2025, there were unamortised capitalised finance fees of £20.4 million (2024: £26.4 million) and an unamortised gain on refinancing of £30.8 million (2024: nil) which are presented in the borrowings table above. These loan arrangement costs and gain on refinancing are being amortised over the period to maturity of the debt.

As at 30 June 2025, the Group had committed banking facilities of £1,090.6 million. Of these available facilities, £786.6 million was drawn, of which £29.6 million was the Revolving Credit Facility; £698.6 million term loans; and £58.4 million the acquisition facility. £304.0 million of the available facilities was undrawn.

As at 30 September 2025, the Group had committed banking facilities of £1,090.6 million, of which £867.7 million was drawn and £222.9 million was undrawn.

Following the refinancing, the Group is no longer subject to a quarterly financial covenant test.

Notes to the financial statements *(continued)*

Note 15. Trade and other payables

Current trade and other payables	**2025**	2024
	£'000	£'000
Trade payables	**21,548**	25,450
Accrued interest	**16,217**	11,946
Other taxes and social security payables	**40,631**	38,210
Employee benefit payables	**46,041**	46,402
Deferred income	**5,109**	5,613
Other payables and accruals	**16,577**	11,817
Deferred consideration	**584**	8,191
Total trade and other payables	**146,707**	147,629

Non-current trade and other payables	**2025**	2024
	£'000	£'000
Non-current liabilities		
Other payables	**394**	387
Deferred consideration	**-**	235
Total other non-current liabilities	**394**	622

Due to the short-term nature of the financial liabilities included in this note they are held at undiscounted cost and are repayable on demand. The Directors consider that the carrying amount of trade payables approximates to their fair value.

Other payables primarily relate to professional fees, IT accruals and exceptional accruals. Non-current other payables relate to certain amounts due to former owners of acquired businesses.

Note 16. Provisions

This note provides details of the provisions recognised by the Group, where a liability exists of uncertain timing or amount. The main estimates in this area relate to contingent consideration, dilapidation charges and claims.

This section also explains the accounting policies applied, and the specific judgements and estimates made by the Directors in arriving at the value of these liabilities.

Accounting policy

Provisions are recognised when a present obligation (legal or constructive) as a result of past events exists, and it is probable that a settlement of that obligation will be paid, and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle that obligation, at the balance sheet date, considering the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flow estimated to settle the present obligation, it carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Notes to the financial statements *(continued)*

Note 16. Provisions *(continued)*

	Contingent consideration £'000	Dilapidation £'000	Claims £'000	Others £'000	Total £'000
At 1 July 2023	26,906	7,566	3,911	733	39,116
Acquisition of subsidiary	9,181	15	-	-	9,196
Created	3,182	47	635	-	3,864
Utilised	(13,466)	(674)	(596)	-	(14,736)
Released	(4,155)	-	(1,776)	(300)	(6,231)
Transfer to payables	(4,569)	-	-	-	(4,569)
Exchange and other movements	(653)	-	564	-	(89)
At 30 June 2024	16,426	6,954	2,738	433	26,551
Acquisition of subsidiary	**7,645**	**435**	**-**	**-**	**8,080**
Created	**4,155**	**153**	**3,781**	**-**	**8,089**
Utilised	**(11,955)**	**(689)**	**(2,177)**	**-**	**(14,821)**
Released	**(3,920)**	**-**	**(1,293)**	**(433)**	**(5,646)**
Transfer to payables	**-**	**-**	**(141)**	**-**	**(141)**
Exchange and other movements	**(39)**	**7**	**44**	**-**	**12**
At 30 June 2025	**12,312**	**6,860**	**2,952**	**-**	**22,124**
2025					
Current	**11,462**	**27**	**2,952**	**-**	**14,441**
Non-current	**850**	**6,833**	**-**	**-**	**7,683**
	12,312	**6,860**	**2,952**	**-**	**22,124**
2024					
Current	15,251	27	2,738	433	18,449
Non-current	1,175	6,927	-	-	8,102
	16,426	6,954	2,738	433	26,551

Contingent consideration

Certain acquisitions include payments of contingent consideration to the previous owners of the businesses linked to post-acquisition financial performance. Provision is made based on the expected future payments based on expectations of post-acquisition performance. The payments will be made over the period to March 2027 based on the acquisition agreements.

During the year, £3.9m of contingent consideration provisions were released following changes in the estimates of contingent consideration payable on the acquisition made in prior years. £2.9m has been presented within exceptional income and £1.0m as an adjustment to the cost of the acquired intangible asset.

Refer to note 24 for more details on contingent consideration with respect to uncertainties about the amount or timing and the major assumptions made concerning future events.

Dilapidations

Relates to the dilapidation provision on the property leases within Azets UK, Blick Rothenberg and Ireland. The majority of the resulting outflow of economic benefit is not expected within the next 5 years and is dependent on the timing of the lease agreement termination.

Claims

From time to time, the Group will provide business advisory services on a number of matters which exposes the Group to risks of future investigation and potential claims. Provisions have been recognised for certain known or reasonably likely legal claims or actions against the Group.

Notes to the financial statements *(continued)*

Note 16. Provisions *(continued)*

Claims *(continued)*
In nearly all cases, the known claims are covered by the Group's professional indemnity insurance. Once the insurer has accepted liability and panel solicitors have been appointed, an insurance receivable is recognised and reported within other receivables on the balance sheet. In the rare cases where a legal claim or action is made which is not covered by the Groups PI insurance, then an appropriate provision will be made in the event that the directors believe that it is probable that a settlement of that obligation will be paid, and a reliable estimate can be made of the amount of the obligation.

Others
This provision related to PAYE and National Insurance payments on amounts paid to senior management employees. This stems from legacy payment arrangements in our UK regional platform that were phased out at the start of FY19. The provision was released in the year as is no longer considered probable that an outflow will be required in respect of this matter.

Note 17. Share Capital

On 31 October 2023, the Company's immediate subsidiary, Lynx Bidco Limited, acquired the entire share capital of Azets Topco Limited and its related subsidiaries, with the Company becoming the Group's new parent company. The insertion of the Company and Lynx Bidco on top of the existing Azets Group did not constitute a business combination under IFRS 3 'Business combinations' and instead was accounted for as a group reorganisation. Merger accounting was used to account for the insertion of the Company and Lynx Bidco Limited. The effect was an increase in share capital, to reflect the underlying capital structure of the Company, with the offset posted to a newly created merger reserve. The reorganisation was undertaken as part of the investment transaction, which saw PAI joining the business as a new investor, with the Company and Lynx Bidco being incorporated as part of the process.

The movement in issued share capital during the year was as follows:

	Nominal value £	Number of shares	Share capital £000	Share premium £000	Merger reserve £000
As at 1 July 2023 (per accounts of Azets Topco Limited	0.01	535,367	5	21,814	-
Group reorganisation – Remove Azets Topco Limited	0.01	(535,367)	(5)	(21,814)	21,819
Insertion of Lynx Topco Limited	0.01	6,791,076	68	9,173	(9,241)
Additional merger reserve (Group reorganisation)	-	-	-	-	(120,710)
As at 30 June 2024	0.01	6,791,076	68	9,173	(108,132)
Issued during the year	0.01	149,866	1	653	-
As at 30 June 2025		**6,940,942**	**69**	**9,826**	**(108,132)**

Share based payment

During the current and prior years, a number of shares in Lynx Topco Limited were awarded to selected senior employees under the Management Investment Plan ("the plan") at a weighted average cost to the employee of £3.94 (2024: £4.43). Under the terms of this plan, the Group does not have any obligation to repurchase the shares for cash or other assets. The intention is that the employees will sell their shares to a third-party purchaser on a future sale of the Group, as such, the employees have to remain in employment until a future exit event in order to realise any gain on their shares. All of the shares issued in FY23 and prior vested as part of the investment transaction in October 2023.

Notes to the financial statements *(continued)*

Note 17. Share Capital *(continued)*

Share based payment *(continued)*

The number of shares awarded and outstanding under the plan was as follows:

	2025 Number	2024 Number
Outstanding at 1 July	**751,950**	192,632
Vested during the year	**-**	(192,632)
Awarded during the year	**190,292**	754,781
Lapsed during the year	**(189,239)**	(2,831)
Outstanding at 30 June	**753,003**	751,950

The fair value of services received in return for shares awarded is measured by reference to the fair value of those shares. The fair value is measured at grant date and spread over the period during which the employees are expected to become unconditionally entitled to the shares, this period being reassessed on an annual basis. The amount recognised as an expense is adjusted for leavers who have lost the rights to their shares. The Monte Carlo pricing model was used to value the awards, the inputs (on a weighted average basis where appropriate) into the model were as follows:

	2025	2024
Issue price	**3.94**	4.43
Expected share price volatility	**45%**	45%
Expected term	**42 months**	59 months

The share based payment charge included within the Consolidated Income Statement relating to these shares for the year ended June 2025 was £4.5m (2024: £4.0m)

Note 18. Analysis of net debt

	As at 30 June 2024 £'000	**Cash flow £'000**	**Non-cash items £'000**	**Exchange adjustments £'000**	**As at 30 June 2025 £'000**
Bank loans	(734,664)	(4,050)	2,079	1,228	**(735,407)**
Cumulative redeemable preference shares	(783,080)	-	(98,151)	-	**(881,231)**
	(1,517,744)	(4,050)	(96,072)	1,228	**(1,616,638)**
Cash at bank	58,758	(4,029)	-	(1,284)	**53,445**
Net debt excluding leases liabilities	(1,458,986)	(8,079)	(96,072)	(56)	**(1,563,193)**
Lease liabilities	(63,475)	18,629	(13,564)	142	**(58,268)**
Net debt including leases liabilities	(1,522,461)	10,550	(109,636)	86	**(1,621,461)**

Cash and cash equivalents comprise cash and bank balances. The carrying amount of these assets is equal to their fair values. Cash at bank at the end of the year as shown in the consolidated statement of cash flows can be reconciled to the related items in the consolidated balance position as shown above. The Group did not maintain any overdrafts during either FY25 or FY24.

Notes to the financial statements *(continued)*

Note 18. Analysis of net debt *(continued)*

Non-cash transactions

Non-cash items include interest payable on the PIK notes, bank loans and preference shares; amortisation of capitalised finance fees; and interest accretion, addition and disposal of lease liabilities. During the year ended 30 June 2025 there were non-cash transactions as follows:

- Amortisation of finance fees associated with the secured bank debt of £11.3 million (2024: £7.3 million).
- Additional accrued interest on the new PIK notes of £20.1 million (prior to the settlement of this loan), of which £13.8 million was capitalised (2024: £25.2 million, of which £24.5 million was capitalised);
- Additional accrued interest on the existing cumulative preference shares of nil (2024: £1.6 million). The investment transaction saw the existing preference share principal converted into ordinary shares in Azets Topco Limited and the accrued interest thereon became payable to the Company;
- The investment transaction resulted in the issuance of new cumulative preference shares of £724.4 million and a further £4.0 million of principal was issued during the year. Interest on these preference shares of £94.2 million (2024: £58.7 million) accrued during the year; and
- Interest accretion, additions and disposals of lease liabilities. See note 20 for more details.

Note 19. Financial instruments

This note shows details of the fair value and carrying value of long-term borrowings, trade and other payables, lease liabilities, trade and other receivables, cash at bank and derivative financial instruments. These items are all classified as "financial instruments" under accounting standards. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

To assist users of these financial statements in assessing any risks relating to financial instruments, this note also shows the ageing of these items and analyses their sensitivity to changes in key inputs, such as interest rates and foreign exchange rates. An explanation of the Group's exposure to and management of capital, liquidity, credit, interest rate and foreign currency risk is set out in the financial risk management section at the end of this note.

Accounting policy

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets are derecognised when the rights to receive cash flows from the asset have expired, or when the Group has transferred those rights and either has also transferred substantially all the risks and rewards of the asset or has neither transferred nor retained substantially all the risks and rewards of the asset but no longer has control of the asset.

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative financial instruments are initially recognised at cost and subsequently measured at fair value. Changes in fair value are included within financing costs in the income statement.

Notes to the financial statements *(continued)*

Note 19. Financial Instruments *(continued)*

Carrying amounts and fair values of financial assets and liabilities
Most of the Group's financial instruments are carried at amortised cost in the Consolidated Balance Sheet. For certain other financial instruments, specifically trade and other receivables and payables, the carrying amounts approximate to fair value due to the immediate or short-term nature of these financial instruments. The fair value of the interest-bearing loans is approximate to the carrying value. Derivative financial instruments are remeasured to fair value at each balance sheet date.

	2025	2024
	£'000	£'000
Financial assets		
Cash and bank balances	**53,445**	58,758
Trade and other receivables	**200,315**	206,362
Total financial assets	**253,760**	265,120
Financial liabilities		
Current		
Trade and other payables	**146,707**	147,629
Contingent consideration	**11,462**	15,251
Lease liabilities	**16,417**	14,846
Derivative financial instruments	**9,778**	9,271
Revolving credit facility	**28,351**	21,682
Non-current		
Trade and other payables	**394**	622
Contingent consideration	**850**	1,175
Lease liabilities	**41,851**	48,629
Bank loans	**707,056**	712,982
Redeemable preference shares	**881,231**	783,080
Total financial liabilities	**1,844,097**	1,755,167

The maturity profile of the undiscounted contractual amounts of the Group's bank loans and non-current financial liabilities was as follows:

	2025				
	Due within 1 year	**Due between 1 and 5 years**	**Due after 5 years**	**Contracted amount**	**Carrying amount**
	£'000	**£'000**	**£'000**	**£'000**	**£'000**
Bank loans	**107,582**	**277,601**	**790,935**	**1,176,118**	**735,407**
Trade and other payables	**-**	**394**	**-**	**394**	**394**
Lease liabilities	**-**	**38,154**	**14,696**	**52,850**	**41,851**
Contingent consideration	**-**	**850**	**-**	**850**	**850**
Cumulative redeemable preference shares	**-**	**-**	**1,286,170**	**1,286,170**	**881,231**
Total bank loans and non-current financial liabilities	**107,582**	**316,999**	**2,091,801**	**2,516,382**	**1,659,733**

Notes to the financial statements *(continued)*

Note 19. Financial instruments *(continued)*

	2024				
	Due within 1 year	Due between 1 and 5 years	Due after 5 years	Contracted amount	Carrying amount
	£'000	£'000	£'000	£'000	£'000
Bank loans	92,716	272,649	1,063,497	1,428,862	734,664
Trade and other payables	-	622	-	622	622
Lease liabilities	-	44,361	14,210	58,571	48,629
Contingent consideration	-	1,175	-	1,175	1,175
Cumulative redeemable preference shares	-	-	1,315,464	1,315,464	783,080
Total bank loans and non-current financial liabilities	92,716	318,807	2,393,171	2,804,694	1,568,170

Borrowing facilities
The Group's borrowing facilities and other loans are disclosed in note 14.

Prior to the Investment Transaction in the prior year, the Azets Topco Group had issued redeemable cumulative preference shares with a coupon rate of 12% per annum and an issue price of £1 per share. They were redeemable ten years from the date of issue at £1 per share, not publicly traded and represented unsecured borrowings of the Group These shares did not contain any equity component and were classified as financial liabilities in their entirety. As part of the Investment Transaction, the existing preference share principal was converted into ordinary shares in Azets Topco Limited and the accrued interest thereon became payable to the Company.

As part of the Group restructure following the Investment Transaction (see basis of preparation on page 19 for details), 72,435,743,913 new cumulative redeemable preference shares were issued, with a coupon rate of 12% per annum and an issue price of £0.01 per share, for consideration of £724.4 million. These preference shares are: redeemable on exit at the paid up amount per share plus a sum equal to the accrued (and unpaid) preference dividend; are not publicly traded; and represent unsecured borrowings of the Group. During the year, a further 398,135,880 cumulative redeemable preference shares were issued, with a coupon rate of 12% per annum and an issue price of £0.01 per share, for consideration of £4.0 million.

Both the new and existing instruments are measured at cost and the Directors consider that the carrying amount approximates to their fair value. There were no dividends paid on the redeemable cumulative preference shares during 2025 (2024: nil).

Interest rate swaps
The Group uses interest rate swaps to minimise its exposure to interest rate movements on its bank borrowings. As part of the October 2022 refinancing, the Group entered into certain interest rate swaps that fixed interest payments on an element of the variable rate debt. The original interest rate swaps expired in October 2023 and during the FY24, new interest rate swaps were taken out to partially hedge changes in interest rates until October 2026. The net fair value loss on these costs been recognised in finance cost as a fair value adjustment to derivative financial instruments.

Notes to the financial statements *(continued)*

Note 19. Financial instruments *(continued)*

Fair value hierarchy

Accounting policy

The Group determines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: in the principal market for the asset or liability; or in the absence of a principal market, in the most advantageous market for the asset or liability. In estimating the fair value of an asset or a liability, the Group considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Group classifies these financial instruments using a fair value hierarchy that reflects the relative significance of both objective evidence and subjective judgements on the inputs used in making the fair value measurements.

Trade and other receivables excluding prepayments and accrued income are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. The carrying amount of cash and trade and other payables excluding tax and social security approximates fair value.

The fair value of secured loans approximates to their carrying amounts as they reflect the floating rates, and these are level 1. The fair value of unsecured loans disclosed in note 14 approximates to their carrying amounts.

Financial risk identification and management

The Group is exposed to the following financial risks from its use of financial instruments:

- Market risk;
- Credit risk; and
- Liquidity risk.

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Notes to the financial statements *(continued)*

Note 19. Financial instruments *(continued)*

Market Risk
Market risk is the risk of movements in the fair value of future cash flows of a financial instrument or forecast transaction as underlying market prices change. The Group is exposed to changes in interest rates and foreign exchange rates.

(i) Interest rate risk
Interest rate risk arises on floating rate borrowings, as changes in floating interest rates affect the fair value of these financial instruments and cash flows on interest receivable or payable.

The Group exposure to interest rate risk relates primarily to obligations on debt facilities, which are based on the relevant risk-free reference rate (SONIA, NIBOR, CIBOR and EURIBOR) plus a margin.

At 30 June 2025, 79% (2024: 79%) of the Group's total borrowings were at fixed rates. The Group does not have significant sensitivities to the impact of interest rates on floating rate borrowings as it has interest rate swaps in place to fix the interest rates on the refinanced bank debt until October 2026. The total outstanding debt is not fully covered by the interest rate swap and therefore the sensitivity to a reasonable possible change (+/– 1.0%) in the relevant base rates would equate to a £7.6 million (2024: +/– 1.0% £3.5 million) post tax profit or loss exposure over the next 12 months.

(ii) Foreign exchange risk
The Group is exposed to changes in foreign exchange rates as it presents its financial statements in pounds Sterling but the operations in the Nordic region and Republic of Ireland have a functional currency other than Sterling. Changes in foreign currency exchange rates impact the translation into sterling of both the income statement and net assets of these foreign operations.

Where appropriate, the Group finances its operations by borrowing locally in the functional currency of its operations. This reduces net asset values reported in functional currencies other than Sterling, thereby reducing the economic exposure to fluctuations in foreign currency exchange rates on translation.

The Group does not actively hedge the translation impact of foreign exchange rate movements on the income statement (other than via the partial economic hedge arising from the servicing costs on non-sterling borrowings).

At the balance sheet date, the sensitivity to a reasonable possible change (+/– 10%) in the NOK exchange rates would equate to a £0.9 million (2024: £0.8 million) post tax profit or loss exposure in relation to the NOK for the unhedged forecast foreign currency exposures over the next 12 months, and £0.5 million for a reasonable possible change (+/– 10%) in the EUR exchange rates .

Credit risk
Credit risk is the risk that counterparties to financial instruments do not perform according to the terms of the contract or instrument. The Group's businesses are exposed to counterparty credit risk when dealing with customers and arises principally from the Group's receivables from customers. The Group has low operational credit risk due to the transactions being principally of a high volume and low value. There is no significant concentration of credit risk since the risk is spread over a large number of unrelated counterparties and customers.

The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified.

The collective loss allowance is determined based on historical data of payment statistics for similar financial assets adjusted for expected future losses.

Notes to the financial statements *(continued)*

Note 19. Financial instruments *(continued)*

Credit risk *(continued)*

The immediate credit exposure of financial instruments is represented by those financial instruments that have a net positive fair value by counterparty at 30 June 2025. The Group considers its maximum exposure to credit risk to be:

	2025	2024
	£'000	£'000
Cash and cash equivalents	**53,445**	58,758
Trade and other receivables	**200,315**	206,362
	253,760	265,120

Group cash balances are held with strong investment-grade banks or financial institutions.

The credit risk on liquid funds is considered to be low, as the Group Board assesses and approves all significant investments with approved counterparties to minimise the risk of loss.

In addition, the Group is exposed to the credit risk in relation to financial guarantees given to external suppliers by the Group. The Group's maximum exposure in this respect is the maximum amount the Group will have to pay if guarantees are called on (see note 21 for details of guarantees).

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with its financial liabilities as they fall due. The Group evaluates and continuously monitors the amount of liquid funds needed for business operations and ensures that the Group has sufficient headroom in its committed facilities to meet unforeseen or abnormal requirements. The Group also has access to committed facilities to assist with short-term funding requirements.

Available headroom is monitored via the use of cash flow forecasts prepared by each business, which are reviewed at least quarterly, or more often, as required. Actual results are compared to budget and forecast each period, and variances are investigated and explained, with particular focus on working capital.

Details of the Group's borrowing facilities are given note 14.

Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern. The capital structure of the Group is presented in the balance sheet. The statement of changes in equity provides details on the equity structure and note 14 provides details of borrowings and available facilities. Short and medium-term funding requirements are provided by a variety of committed loan facilities with a single syndicate of lenders and a range of maturities. Longer term funding is sourced from the same facilities.

The Group is not subject to any externally imposed capital requirements.

The Group does not have any target gearing ratios and operationally, management focuses on debt optimisation to meet financial covenants. The Group is no longer subject to quarterly leverage ratio tests under its financial covenants.

Notes to the financial statements *(continued)*

Note 20. Leases

Accounting policy

The Group assesses at contract inception whether a contract is, or contains, a lease. A lease is a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right of use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Leasehold improvements	10 years
Fixtures and fittings	3 – 8 years
Motor vehicles and equipment	3 – 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. See note 4 for further details.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises a lease liability measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Group's lease liabilities are presented separately on the face of the balance sheet.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Notes to the financial statements *(continued)*

Note 20. Leases *(continued)*

Group as a lessee

The Group has lease contracts for various items of property, vehicles and equipment used in its operations. Leases of property generally have lease terms between 5 and 15 years, while motor vehicles and equipment generally have lease terms between 3 and 6 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options, which are further discussed below.

The Group also has certain leases of property with lease terms of 12 months or less and leases of equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

	Buildings £'000	Motor vehicles & equipment £'000	Total £'000
As at 1 July 2023	50,277	1,175	51,452
Acquired through business acquisition	283	-	283
Additions	20,839	1,098	21,937
Depreciation expense	(14,478)	(651)	(15,129)
Impairment charge	(2,219)	-	(2,219)
Disposals	(1,237)	-	(1,237)
Exchange and other movements	(67)	8	(59)
As at 30 June 2024	53,398	1,630	55,028
Acquired through business acquisition	**601**	**-**	**601**
Additions	**8,946**	**216**	**9,162**
Depreciation expense	**(14,232)**	**(640)**	**(14,872)**
Impairment charge	**(878)**	**-**	**(878)**
Disposals	**(722)**	**(33)**	**(755)**
Exchange and other movements	**(108)**	**(1)**	**(109)**
As at 30 June 2025	**47,005**	**1,172**	**48,177**

Set out below are the carrying amounts of lease liabilities (included under borrowings) and the movements during the year:

	2025 **£'000**	2024 £'000
As at 1 July	**63,475**	58,061
Acquired through business acquisition	**601**	283
Additions	**10,319**	21,937
Accretion of interest	**3,852**	3,555
Payments	**(18,629)**	(19,007)
Disposals	**(1,208)**	(1,237)
Exchange and other movements	**(142)**	(117)
As at 30 June	**58,268**	63,475
Current liability (note 19)	**16,417**	14,846
Non-current liability (note 19)	**41,851**	48,629

Notes to the financial statements *(continued)*

Note 20. Leases *(Continued)*

The maturity analysis of lease liabilities is disclosed in note 19.

The following amounts are recognised in profit or loss:

	2025 **£'000**	2024 £'000
Depreciation expense of right-of-use assets	**14,872**	15,129
Interest expense on lease liabilities	**3,852**	3,555
Impairment charge of right-of-use assets	**878**	2,219
Profit on disposal	**(453)**	-
Expense relating to short-term leases (included in other operating costs)	**1,721**	1,167
Expense relating to leases of low-value assets (included in other operating costs)	**91**	440
Total amount recognised in profit or loss	**20,961**	22,510

The Group had total cash outflows for leases (excluding short-term leases and leases of low value) of £18.6 million for the year ended 30 June 2025 (2024: £19.0 million). The Group also had non-cash additions to right-of-use assets and lease liabilities of £10.3 million for the year ended 30 June 2025 (2024: £21.9 million). See note 4 for additional details on the impairments. The future cash outflows relating to leases that have not yet commenced are disclosed in note 21.

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. The assessment of whether these options are reasonably certain to be exercised is based on management's expectations at the commencement date of each lease.

Set out below are the undiscounted potential future rental payments:

Maturity analysis	**2025** **£'000**	2024 £'000
Within one year	**19,059**	17,867
In two to five years	**38,154**	44,361
In over 5 years	**14,696**	14,210
Total undiscounted liabilities	**71,909**	76,438
Future finance charges	**(13,641)**	(12,963)
Lease liabilities in the financial statements	**58,268**	63,475

Notes to the financial statements *(continued)*

Note 21. Commitments and contingent liabilities

a) Guarantees and related matters

Where the Group enters into financial guarantee contracts to guarantee the indebtedness of other companies within the Group, the Group considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until it becomes probable that the company will be required to make a payment under the guarantee. As at 30 June 2025, the company provided guarantees of £13.1 million (2024: £14.9 million) in respect of liabilities of third parties in the ordinary course of business. These related to guarantees on property leases.

b) Commitments

There are 17 property lease contracts that had not yet commenced as at 30 June 2025 (2024: none). Of these lease contracts, 15 are related to the post balance sheet acquisition of part of KMPG Sweden's business (refer to note 27 for more details) and two relate to new office leases in the UK. The Group is committed to a future cash outflow in relation to these contracts of £6.2 million.

c) Contingent liabilities

From time to time, the Group will provide business advisory services on a number of matters which exposes the Group to risks of future investigation and potential claims.

We have recognised provisions for certain known or reasonably likely legal claims or actions against the Group where it is probable that a settlement of that claim or action will be paid, and a reliable estimate can be made of the amount of the related claim or action. None of the actual legal claims or actions which are known and for which a provision has not been established are currently expected to have a material adverse impact of the Group's financial position, results of operations or cash flows.

Note 22. Group entities

The largest Group in which the results of the Company are consolidated is that headed by Lynx Topco Limited, which is incorporated in Jersey.

A number of limited partnerships, which are managed by Hg Pooled Management Limited (held through a nominee company) and PAI Partners S.à r.l. held a significant interest in the ordinary shares of the ultimate parent company as at 30 June 2025.

The directors understand and believe that there is no ultimate controlling party as there is no individual investor in any of the funds managed by PAI Partners S.à r.l. or HG Pooled Management Limited that hold more than a 25% interest in the funds or their underlying investment or exercise control over the funds.

Notes to the financial statements *(continued)*

Note 22. Group entities *(continued)*

Subsidiary undertakings

A list of the Group's subsidiaries as at 30 June 2025 is given below. The entire share capital of subsidiaries is held within the Group except where the Group's ownership percentages are shown. All subsidiaries are consolidated in the Group's financial statements.

Jersey	**% effective holding if not 100%**
Lynx Bidco Limited	
Azets Topco Limited	
Azets BA Bidco Limited	
Azets BA Holdco Limited	
Azets BR Bidco Limited	
Azets Debtco Limited	
Azets Holdco Limited	
Azets Holdco 2 Limited	
Azets Group Limited	
Azets Midco Limited	
Azets Opco Limited	
Azets UK Holdco Limited	
Kar Romania Bidco Limited	
United Kingdom	
Cogidocs Holdings Limited	
Azets Document Solutions Limited (sold on 15 August 2025)	
Blick Rothenberg Limited	
Blick Rothenberg Global Business Services Limited	
NBB Associates Limited	
TaxFax Limited	
Blick Rothenberg Audit LLP	
Azets (Ashby) Limited (dissolved 12 August 2025)	
Azets (Cannock) Limited	
Azets (Cheltenham) Limited (dissolved 19 August 2025)	
Azets Corporate Finance Limited	
Azets (Coventry) Limited	
Azets Holdings Limited	
Azets (McC) Limited	
Azets (North East) Limited	
Azets (Tamworth) Limited	
Azets (Walsall) Limited (dissolved 19 August 2025)	
Azets (Wolverhampton) Limited (dissolved 12 August 2025)	
Azets (Yarm) Limited	
Azets (CD) Limited (dissolved 12 August 2025)	
Azets Debt Solutions Limited	

Notes to the financial statements *(continued)*

Note 22. Group entities *(continued)*

United Kingdom *(continued)*	
Azets (CHBS) Limited	
Titanium Trustees Limited	
Azets Financial Planning Limited	
Azets Probate Services Limited	5%
Roffe Swayne Limited	
Azets Ireland Holdco Limited	
Gorilla Holdings Limited	
Gorilla Accounting Limited	
Naylor Wintersgill Limited	
Azets Sandisons Limited	
Azets Inspire Ventures & Investments Ltd	
Azets Inspire Professional Services Limited	
Azets G & E Professional Services Limited	
Azets Garbutt & Elliott LLP	
Azets PS Limited (previously Azets Technology Solutions Limited)	
Azets Tait Walker Management Limited	
Don't Fret About Debt Limited (dissolved 19 August 2025)	
Azets Wealth Management Limited	
Azets Milne Craig Holdings Limited	
Azets Milne Craig	
Azets LA Holding Limited	
Azets LA Limited	

Republic of Ireland
Azets Ireland Holdings Limited
Azets Ireland Limited
Azets CC Limited
Heptad Ireland Holdings Limited

Norway
Azets AS
Azets Norway Holding AS
Azets Insight AS
Azets Treasury AS
Azets Document Solutions AS
Kar Norway Holdco AS

Denmark
Azets Denmark Holdco ApS
Azets Denmark Holding ApS
Azets Insight A/S
Azets Labs A/S
Azets Employee Public A/S

Notes to the financial statements *(continued)*

Note 22. Group entities *(continued)*

Denmark *(continued)*
Azets ATB ApS
Azets Perspektiv A/S
Azets Solutions ApS

Estonia
Azets Estonia Holding OÜ
Azets Insight OÜ

Finland
Azets Finland Holdings Oy
Azets Insight OY
Azets Document Solutions OY

Sweden
Azets Sweden Holding AB
Azets Insight AB
Azets Document Solutions AB
IDUR Information AB
Azets Software AB
Azets Solutions AB
Azets Norrköping AB

Romania
Azets Document Solutions SRL
Azets Insight SRL
Azets AS Holding SRL

USA
Blick Rothenberg Inc

Notes to the financial statements *(continued)*

Associates

A list of the Group's associates as at 30 June 2025 is given below. All associates are included in the Group's financial statements using the equity method of accounting.

Name	Country	% effective holding if not 100%
Blick Rothenberg Holdco Limited	United Kingdom	49.0%
Azets Audit Services Limited	United Kingdom	49.0%
Azets Audit Services Ireland Limited	Republic of Ireland	49.0%

The principal activity of these associates is the provision of audit services.

Note 23. Related parties

The Group has a related party relationship with its associates, key management personnel, Hg and PAI. Key management personnel include the directors of the Company and the directors of its parent and subsidiary undertakings.

Related party transactions entered into by the Company in the course ordinary trading have been contracted on an arm's length basis unless otherwise noted in the table below. Material transactions and year end balances with related parties were as follows:

	Sub note	**2025 £'000**	2024 £'000
Charges from Hg Pooled Management Limited in respect of services provided for the Group	1	**-**	3,575
Charges from PAI Partners S.à r.l. in respect of services provided for the Group	1	-	7,000
Charges to associates in respect of services provided by the Group on normal trading terms	2	**132,933**	111,532
Rental payments	3	**1,176**	1,103
Amounts due from associates	4	**17,563**	17,181
Interest bearing loans	5	**912**	574
Short term employee benefits to key management personnel	6	**5,816**	10,688
Preference shares due to Hg Capital 7 Nominees Limited	7	**258,641**	354,380
Preference shares due to PAI Life Investments 2 S.à r.l (via Lynx UK Holdco)	7	**299,672**	354,380
Preference shares due to Alameda SEC LP	7	**150,448**	-
Preference shares due to key management personnel	7	**2,231**	2,476
Ordinary shares held by key management personnel	8	**1,323**	2,469

1. During the year ended 30 June 2024, Hg Pooled Management Limited recharged the Group for recurring management fees and director's fees and costs associated with the investment transaction and PAI Partners S.à r.l. recharged the Group for costs associated with the investment transaction.
2. During FY25 and FY24, the Group recharged employee and other direct costs related to services provided to its associates during the year.
3. During the year ended 30 June 2025, the Group made rental payments of £1.2 million (2024: £1.1 million) in respect of properties occupied by group companies in which management and shareholders had an ownership interest. There were no amounts outstanding in respect of these arrangements at 30 June 2025 or 30 June 2024.
4. As at 30 June 2025, the Group is owed £0.1 million (2024: £1.4 million) by Blick Rothenberg Holdco Limited; £15.8 million (2024: £15.7 million) by Azets Audit Services Limited; and £1.7 million (2024: nil) by Azets Audit Services Ireland Limited.

Notes to the financial statements *(continued)*

Note 23. Related parties *(continued)*

6. During FY25, the Group made loans of £0.4 million to certain management as part of Management Incentive Plan (2024: £0.6 million) and £0.1 million made in prior years were repaid.

7. The Group paid £5.8 million (2024: £10.7 million) in short term employee benefits to key management personnel during the year. There were no other employment benefits.

8. As part of the Group restructure,72,435,743,913 new cumulative redeemable preference shares were issued, with a coupon rate of 12% per annum and an issue price of £0.01 per share for consideration of £724.4 million. Of these new preference shares, £354.4 million were issued to each of PAI Partners S.à.r.l and Hg Capital 7 Nominees Limited, with a further £2.5 million issued to key management personnel. During FY25, PAI Partners S.à.r.l and Hg Capital 7 Nominees Limited reduced their preference share holdings to £300.0 million and £258.6 million and £150.4 million were issued to Alameda SEC LP. At the FY25 year end, £2.2 million were held by key management personnel.

9. At the year end, key management personnel held 4,132 A ordinary shares, 14,295 B ordinary shares, and 354,722 C ordinary shares in the Company

Notes to the financial statements *(continued)*

Note 24. Acquisitions

Accounting policy

Business combinations
On the acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities acquired, reflecting conditions at the date of acquisition. Provisional fair values are finalised within 12 months of the acquisition date. This may involve judgement to determine these values.

Goodwill
Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets and liabilities acquired (including separately identified intangible assets), net of non-controlling interests. Non-controlling interests are measured at the proportionate share of the net identifiable assets acquired.

Contingent considerations
Contingent consideration which represents future anticipated payments to vendors (earnout agreements) are initially recorded at fair value which is the present value of the expected cash outflows of the obligations and are classified as a liability. The obligations are dependent on the future financial performance of the interests acquired (typically over a one to three-year period following the year of acquisition) and assume the operating companies improve profits in line with directors' estimates. Management derives their estimates from internal business plans together with financial due diligence performed in connection with the acquisition.

Subsequent changes in contingent consideration other than those changes relating to the finalisation of provisional fair values is recognised in the income statement.

2025
During the year, the Group acquired two businesses in the UK, one in Ireland and one in Blick Rothenberg. Total consideration was £41.2 million comprising: £25.9 million in cash; a further £4.0 million in cash which was reinvested in equity of Lynx Topco Limited; deferred consideration of £0.1 million and contingent consideration of £11.2 million. 100% of the businesses in the UK and Ireland were acquired, with the Blick Rothenberg acquisition being a trade and assets acquisition which has been treated as a business combination under IFRS 3 'Business Combinations'. All businesses were joined onto the existing businesses in the respective territories.

The acquisitions contributed aggregate revenues of £9.6 million and a profit before tax of £2.1 million for the period between the dates of acquisition and 30 June 2025. Aggregate contributions to revenue and adjusted profit before tax, had the acquisitions occurred at the beginning of the period and for pro-forma full year, are not disclosed as appropriate financial information, prepared under IFRS, is not available.

2024
During the year, the Group acquired one business in Europe and one business in the Republic of Ireland. Total consideration was £40.7 million, comprising: £26.8 million in cash; a further £2.5 million in cash which was reinvested in equity of Lynx Topco Limited ; deferred consideration of £2.2 million and contingent consideration of £9.2 million. 100% of these businesses were acquired and both were joined onto the existing businesses in the respective territories.

The acquisitions contributed aggregate revenues of £3.1 million and a profit before tax of £1.7 million for the period between the dates of acquisition and 30 June 2024. Aggregate contributions to revenue and adjusted profit before tax, had the acquisitions occurred at the beginning of the period and for pro-forma full year, are not disclosed as appropriate financial information, prepared under IFRS, is not available.

Notes to the financial statements *(continued)*

Note 24. Acquisitions *(continued)*

2025

The provisional fair value of net assets acquired, and cash consideration paid in respect of the acquisition of businesses for the year ended 30 June 2025 are as follows:

	Azets UK £'000	Republic of Ireland £'000	Blick Rothenberg £'000	Total £'000
Identifiable assets and liabilities				
Intangible assets	8,917	2,356	5,085	**16,358**
Property, plant and equipment	130	-	-	**130**
Right of use assets	-	601	-	**601**
WIP	1,011	349	80	**1,440**
Trade receivables	1,923	783	843	**3,549**
Other debtors and prepayments	136	137	83	**356**
Cash and cash equivalents	1,290	96	-	**1,386**
Trade payables	-	(28)	-	**(28)**
Other payables	(987)	(471)	(87)	**(1,545)**
Lease liabilities	-	(601)	-	**(601)**
Provisions	(300)	(136)	-	**(436)**
Deferred tax liabilities	(2,239)	(294)	(1,271)	**(3,804)**
Current tax payable	(176)	(10)	-	**(186)**
Net identifiable assets and liabilities	9,705	2,782	4,733	**17,220**
Goodwill	9,654	6,885	7,482	**24,021**
Total consideration	19,359	9,667	12,215	**41,241**
Satisfied by				
Cash consideration	11,089	7,145	7,628	**25,862**
Equity consideration	2,700	285	1,000	**3,985**
Deferred consideration	191	(33)	-	**158**
Contingent consideration	5,379	2,270	3,587	**11,236**
	19,359	9,667	12,215	**41,241**
Net cash				
Cash consideration	11,089	7,145	7,628	**25,862**
Cash and cash equivalents acquired	(1,290)	(96)	-	**(1,386)**
	9,799	7,049	7,628	**24,476**

Notes to the financial statements *(continued)*

Note 24. Acquisitions *(continued)*

2024

The provisional fair value of net assets acquired, and cash consideration paid in respect of the acquisition of businesses for the year ended 30 June 2024 are as follows:

	Azets Europe £'000	Republic of Ireland £'000	Total £'000
Identifiable assets and liabilities			
Intangible assets	5,846	8,203	14,049
Property, plant and equipment	259	132	391
Right of use assets	-	283	283
WIP	-	712	712
Trade receivables	663	2,603	3,266
Other debtors and prepayments	771	233	1,004
Cash and cash equivalents	24	2,283	2,307
Trade payables	(156)	(238)	(394)
Other payables	(995)	(89)	(1,084)
Lease liabilities	-	(283)	(283)
Other non-current liabilities	-	(932)	(932)
Deferred tax liabilities	(1,205)	(1,025)	(2,230)
Current tax (payable)/recoverable	81	19	100
Net identifiable assets and liabilities	5,288	11,901	17,189
Goodwill	2,149	21,366	23,515
Total consideration	7,437	33,267	40,704
Satisfied by			
Cash consideration	4,681	22,127	26,808
Equity consideration	337	2,140	2,477
Deferred consideration	-	2,238	2,238
Contingent consideration	2,419	6,762	9,181
	7,437	33,267	40,704
Net cash			
Cash consideration	4,681	22,127	26,808
Cash and cash equivalents acquired	(24)	(2,283)	(2,307)
	4,657	19,844	24,501

There have been some minor hindsight period adjustments to the Republic of Ireland acquisition as presented in Note 8.

Notes to the financial statements *(continued)*

Note 24. Acquisitions *(continued)*

Contingent consideration

Contingent consideration relates to additional payments that will be made if certain targets are met by the acquired businesses in the years immediately following the acquisition. The valuation of contingent consideration is based on management's best estimates of the future financial performance of the acquired business.

In FY25, all acquisitions included an element of contingent consideration, with the range of possible payments on each acquisition between nil and £5.4 million on acquisition. The total carrying amount at 30 June 2025 was £11.2 million.

Both of the FY24 acquisitions included an element of contingent consideration. The range of possible liability payments on these acquisitions was nil and £6.7 million on acquisition and the carrying amount at 30 June 2024 was £9.2 million. During the year, contingent consideration of £6.7 million was paid relating to these acquisitions and £2.2 million was released due to non-achievement of financial performance conditions relating to the contingent consideration. The carrying amount relating to these acquisitions at 30 June 2025 was £nil.

Deferred consideration

The deferred consideration on the balance sheet at 30 June 2025 of £0.6 million is expected to be settled within the next financial year.

£20.1 million (2024: £17.5 million) of deferred and contingent was paid during the year related to acquisitions in prior years.

Goodwill

Goodwill arose in the acquisitions disclosed above as the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of revenue growth, future market development and from the value of the assembled workforce of the target acquisitions. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

Acquisition related costs

The total acquisition related costs for the year ended 30 June 2025 were £2.3 million (2024: £2.0 million) this relates to the legal and professional costs associated with acquisitions, along with costs of retaining the senior management team post-acquisition. These costs were recognised in profit and loss and were presented within exceptional items.

	2025	2024
	£'000	£'000
Azets Europe	**7**	729
Azets UK	**748**	-
Head office	**-**	1,284
Blick Rothenberg	**310**	-
Azets Ireland	**1,188**	-
Total acquisition related costs	**2,253**	2,013

Notes to the financial statements *(continued)*

Note 25. Assets and liabilities classified as held for sale

Accounting policy

Non-current assets (or disposal groups comprising assets and liabilities) that are expected to be recovered primarily through sale rather than continuing use are classified as held for sale. Immediately before classification as held for sale, the assets (or components of a disposal group) are remeasured in accordance with the Group's accounting policies. Thereafter generally the assets (or disposal group) are measured at the lower of their carrying amount and fair value less cost to sell. Any impairment loss on a disposal group first is allocated to goodwill, and then to remaining assets and liabilities on a pro-rata basis, except that no loss is allocated to WIP, financial assets, deferred tax assets, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

As at 30 June 2025, the following assets and liabilities of the Group's UK document solutions business, Azets Document Solution (UK) Limited, were classified as held for sale. In the prior year, the assets and liabilities of Isännöinti Luotsi Oy were classified as held for sale.

	2025	**2024**
	£'000	**£'000**
Assets held for sale		
Intangibles	**-**	7,169
Trade and other receivables	**175**	458
Cash and cash equivalents	**-**	1,966
	175	9,593
Liabilities held for sale		
Trade and other payables	**(312)**	(2,039)
Accruals	**-**	(595)
	(312)	(2,634)
Net (liabilities)/assets held for sale	**(137)**	6,959

An impairment loss of £0.9 million (2024: £0.7 million) has been recognised in the income statement.

Note 26. Sale of subsidiaries

On 30 August 2024, the Group completed the sale of Isännöinti Luotsi Oy, a 100% subsidiary which was classified as held for sale as at 30 June 2024 resulting in the loss of control over the subsidiary. The Group recognised an impairment loss of £1.0 million upon classification of Isännöinti Luotsi Oy as held for sale in FY24. Upon disposal, a further £0.2 million loss was recognised due to the recycling of cumulative foreign exchange differences from other comprehensive income to profit or loss. The total loss on disposal was £1.2 million. Cash proceeds of £6.9 million were received.

Notes to the financial statements *(continued)*

Note 26. Sale of subsidiaries *(continued)*

On 30 June 2025, the Group completed the sale of its 100% ownership interest in Azets People AS and Azets People Management AS, resulting in the loss of control over the subsidiaries. The sale was accounted for in accordance with IFRS 10 'Consolidated Financial Statements'. Upon the loss of control, the Group: derecognised the assets and liabilities of the subsidiaries; recognised the fair value of consideration received; and the resulting loss in the consolidated income statement as follows:

	£'000
Sale proceeds	703
less: carrying amount of net assets derecognised	505
less: carrying amount of goodwill derecognised	1,883
less: reclassification of cumulative foreign exchange differences	585
Loss on disposal recognised	(2,270)

The total consideration for the sale amounted to £0.7 million, comprising cash proceeds of £0.4 million and deferred consideration of £0.3 million.

Note 27. Post balance sheet events

On 15 August 2025, the Group completed the sale of its UK document solutions business.

Also on 15 August 2025, the Group completed the acquisition of the part of KPMG Sweden's business focused on audit, advisory and tax services for SMEs, and audit and audit-related services for municipalities and regions for initial consideration of £55.7 million.

On 1 September 2025, the Group completed the acquisition of Ensors, one of East Anglia's oldest and most respected firms of Chartered Accountants expanding operations into a new UK region. Day 1 cash consideration was £25.4 million. As part of the acquisition, the Company issued 56,990 B shares and 683,880,000 preference shares, with a value of £0.2 million and £6.8 million respectively.

Due to the proximity of these acquisitions to the finalisation of these financial statements, management has not completed its assessment of the fair values of the assets and liabilities acquired.

Unaudited information

Non-statutory measures - EBITDAE

Earnings before interest, taxation, depreciation, amortisation and impairment and exceptional items (commonly referred to as "EBITDAE") is the measure the Group uses to assess its operational performance. This measure is presented to the Chief Operating Decision maker, the Group Board, as part the regular board meetings. EBITDAE is also stated before the impact of IFRS 16.

A reconciliation of the Group's statutory loss to EBITDAE is as follows:

	Year ended 30 June 2025 £'000	Year ended 30 June 2024 £'000
Loss for the year	**(111,672)**	(181,393)
Add back:		
Finance income	**(35,317)**	(2,170)
Finance costs (including exceptional items)	**202,868**	189,869
Taxation	**(2,748)**	(7,938)
Depreciation of property, plant & equipment	**7,129**	8,143
Depreciation of right of use asset	**14,872**	15,129
Amortisation	**38,046**	37,023
Impairments	**1,733**	8,170
Loss on sale of subsidiary	**2,525**	-
EBITDA	**117,436**	66,833
Exceptional items included within EBITDA	**21,250**	61,468
EBITDAE on IFRS 16 basis	**138,686**	128,301
Impact of IFRS 16	**(18,414)**	(18,430)
EBITDAE	**120,272**	109,871

Skatteetaten

Vår dato
02.07.2021

Din/Deres dato

Saksbehandler
Robin Ingebrigtsen

800 80 000
Skatteetaten.no

Din/Deres referanse
Gro L Alvsåker

Telefon
99778267

Org.nr
974761076

Vår referanse
2021/6061547

Postadresse
Postboks 9200 Grønland
0134 OSLO

KAR NORWAY HOLDCO AS
Postboks 342 Sentrum
0101 OSLO

Fritak for konsernregnskapsplikt for Kar Norway Holdco AS, org. nr. 917 774 374

Vi viser til deres brev av 23. juni 2021 hvor dere søker om fritak fra plikten til å utarbeide konsernregnskap for Kar Norway Holdco AS.

Kar Norway Holdco AS er morselskap i et underkonsern hvor Azets Topco Limited er det ultimate morselskapet og er hjemmehørende i England. Konsernregnskap utarbeides av Azets Topco Limited på engelsk språk etter IFRS, hvor Kar Norway Holdco AS med datterselskaper er omfattet.

Skattekontoret finner med hjemmel i regnskapsloven av 17. juni 1998 nr. 56 § 3-7 fjerde ledd å kunne gi tillatelse til at det gjøres unntak for konsernregnskapsplikten for Kar Norway Holdco AS. Det forutsettes at Azets Topco Limited utarbeider konsernregnskap som omfatter den regnskapspliktige og dennes datterselskaper. Det legges til grunn at dette konsernregnskapet er utarbeidet i samsvar med IFRS og at kravene i regnskapsloven § 3-7 med forskrifter for øvrig følges. Bestemmelsene i regnskapsloven kapittel 8 gjelder tilsvarende for dette konsernregnskapet.

Når det gjelder hvilket språk morselskapet skal utarbeide konsernregnskapet på, vises det til forskrift av 7. september 2006 nr. 1062 til utfylling og gjennomføring mv. av regnskapsloven. Det følger av § 3-7-1 at konsernregnskapet foruten norsk, kan være på svensk, dansk eller engelsk.

Kopi av dette brev må sendes Regnskapsregisteret i Brønnøysund sammen med årsregnskapet mv. Det påligger den regnskapspliktige å dokumentere ved dette brev at tillatelsen er gitt.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Magrit Kilen Stoebner
underdirektør
Innsats, storbedrift
Skatteetaten

Robin Ingebrigtsen

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.