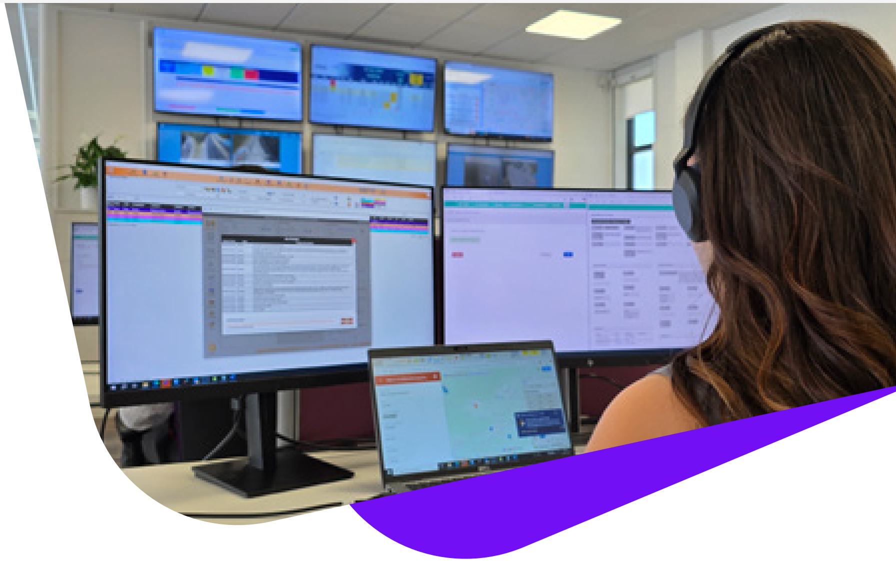
We keep customers moving, smarter.

ZIGUP plc | Annual Report and Accounts 2026

What's inside

Integrated mobility, delivered smarter.



We are focused on placing customers at the centre of our business, offering a broad range of services that can be flexed and tailored to each of their needs.

In 2025, ZIGUP plc was recognised by the King's Award for Enterprise for Promoting Opportunity. This is the most prestigious business award programme in the country, with successful businesses able to use the esteemed King's Awards emblem for the next five years.

Find out more on our website www.ZIGUP.com

Strategic report

Corporate governance

Financial statements.

Other information

Highlights of the year

Driving sustainable growth **for all our stakeholders.**

Underlying financial highlights

Revenue (excluding vehicle sales)
£1,636.3m
+5.2%

Underlying EPS
53.1p
-9.2%

EBIT (excluding disposal profits)
£164.0m
+9.7%

ROCE
11.2%
-1.4ppt

Underlying profit before tax
£160.1m
-4.1%

Steady state cash generation
£95.7m
+79.0m

Operational highlights

Fleet size (‘000)
139.4
+5.9%

Colleague engagement
74%
-1ppt

Net promoter score
66
+2 points

Non-GAAP statement

Throughout this report, we refer to underlying results and measures. The underlying measures allow management and other stakeholders to better compare the performance of the Group between the current and prior year without the effects of one-off or non-operational items.

Underlying profit measures exclude intangible asset amortisation from acquisitions, certain adjustments to depreciation and certain one-off items such as those arising from restructuring activities and the tax impact thereon.

Specifically, we refer to disposal profit(s). This is a non-GAAP measure used to describe the adjustment in depreciation charge made in the year for vehicles sold at an amount different to their net book value at the date of sale (net of attributable selling costs).

A reconciliation of GAAP (reported or statutory) to non-GAAP (underlying) measures is included on pages 42 to 44. A further explanation of alternative performance measures and a glossary of terms used in this report can be found on pages 188 to 191.

Well placed in our markets

Leveraging trends of outsourcing mobility needs and changing consumer expectations, together with adopting technology delivering resource efficiency and energy transition.

Discover more Pages 16 to 17

Delivering with purpose

A customer-centred focus on delivering mobility, smarter, supported by responsive delivery and measurable performance.

Discover more Page 2

Driven by our people

Our colleagues are our driving force – nurturing our talent through investment in learning and growing the skillsets of our people to fulfil our commitment to outstanding customer service delivery.

Discover more Pages 26 to 29

Our purpose framework

Our vision and purpose are supported by our **strong culture.**

Our vision.
To be the leading supplier of mobility solutions in the markets we serve.

Our purpose.
We keep customers moving, smarter.

We are focused on placing customers at the centre of our business, offering a broad range of services that can be flexed and tailored to each of their needs.

Our culture.
Supported by a strong culture and identity.

Our corporate values promote an inclusive and supportive culture of teamwork, integrity and support.

Read more on our culture Page 26

Our strategy
We leverage the strengths of our complementary businesses.

Together these deliver integrated mobility solutions across the vehicle lifecycle.

See our Strategy Page 22

Remuneration
We align reward for our people with the success of the Group.

We review these against a range of relevant financial metrics, and where appropriate also against a number of personal and strategic objectives.

Read our Remuneration report Pages 94 to 109

Stakeholders
We look to create long-term sustainable value.

Investing in the business for the benefit of our diverse stakeholder groups and our social environment.

Read more on our stakeholders Pages 20 to 21

ZIGUP at a glance

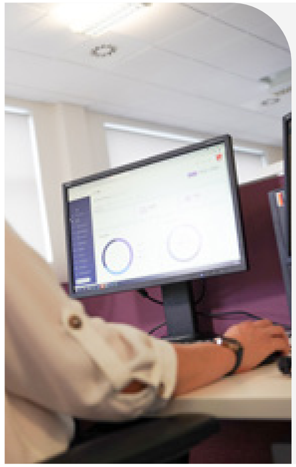
What **we do**.

We are an integrated mobility provider delivering end-to-end vehicle solutions ranging from fleet rental and management to accident support, repairs and disposal – to keep our customers moving smarter.

Vehicle provision

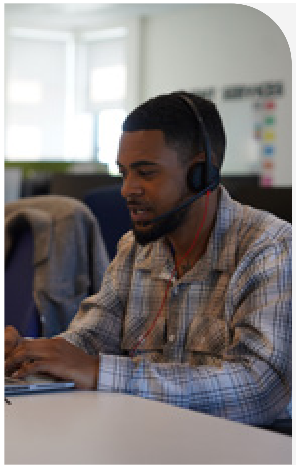
Vehicle rental, service and maintenance across the UK, Ireland and Spain to a range of blue-chip, public sector, corporate fleets and SMEs.

Wide range of fleet options including small to large panel vans, customised vans, e-LCVs and specialist vehicles including refrigerated, traffic management and support.



Fleet support and services

Management of the performance, compliance and maintenance of commercial fleets such as service scheduling, telematics, driver liaison, training, downtime management and EV fleet consulting.



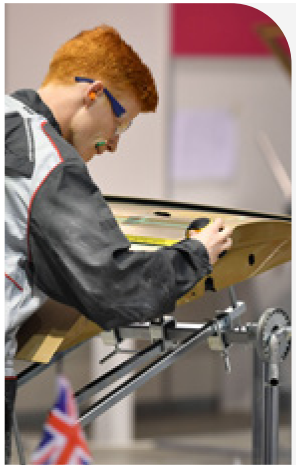
Claims support and accident management

End-to-end handling of any accident claim on a UK customer fleet or policyholder's behalf from initial incident reporting to repair and insurer management.

Replacement vehicle

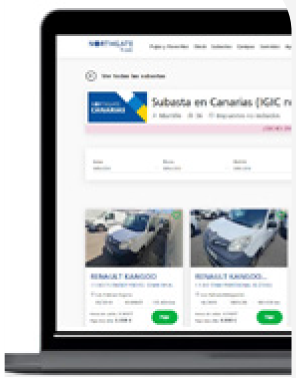
Replacement vehicle provision following an accident, either through credit hire arrangements or direct hire for insurer's own policyholders.

Like-for-like replacement vehicles in event of a non-fault accident, or where customer has subscribed to an upgraded courtesy car policy.



Bodyshop repair

Vehicle damage repairs for cars and LCVs, including plastic welding, structural and aluminium body repairs, together with mobile repair, glass repair and replacement services.



Vehicle disposal

Extensive range of used vans and cars offered to businesses and individuals through retail sites in UK, Ireland and Spain and online auction platforms, with comprehensive after-sales support.

Principal disposal route for the Group's fleet. Our e-auction platform is also used by other fleet operators to sell their vehicles.

ZIGUP at a glance continued

Keeping customers mobile.

We keep customers mobile through nationwide networks and partnerships.

We are trusted by customers across many sectors and industries to support their regular mobility needs or by helping them when unforeseen events occur.

Corporates

We support corporates from blue-chip to SMEs across a broad range of industries from support services to infrastructure.

Public sector

Accredited through a number of framework agreements, as well as specialist services including emergency and highways services.

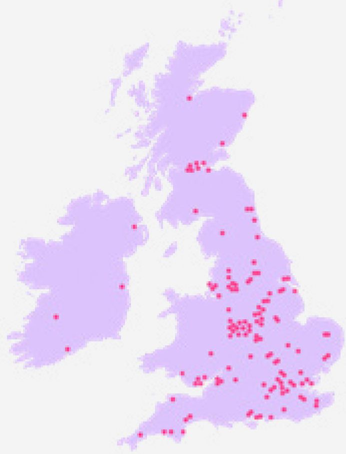
Insurance and leasing

Working with many of the UK's leading insurers and insurance brokers, as well as contract hire and leasing companies.

Consumers

Whilst our services are delivered principally through B2B relationships, we offer rental and incident claims handling through retail and partner channels.

UK and Ireland



Rental fleet
47,400

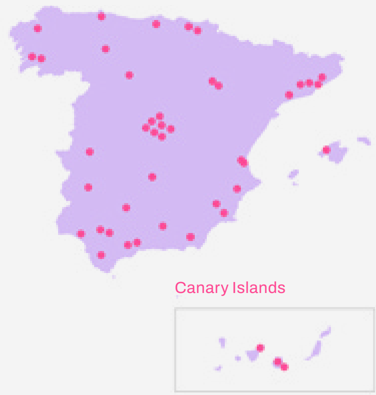
Replacement vehicle fleet
14,100

Rental locations
62

Repair locations
122

Colleagues
6,100

Spain



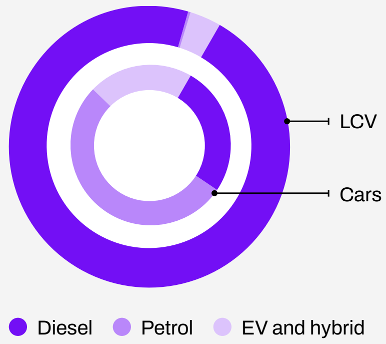
Rental fleet
77,900

Rental locations
28

Repair locations
51

Colleagues
1,500

Vehicle fuel types



Total fleet
139,400

Total rental locations
90

Total repair locations
173

Total colleagues
7,600

Total Group sites of 185 include those where rental and repair centres are in a shared location.
Repair locations include both workshop and bodyshop locations and where these are located at the same site, they are counted as separate locations.

Supporting our customers

Supporting customer mobility.

Initial fleet choices and onboarding

Helping make the most appropriate vehicle choices, looking at routes, payloads and specialist requirements, including fit-out and any corporate branding. Identifying the right service locations and building an account management relationship which ensures the rental fleet meets the mobility needs.

Fleet management and insights

Using telematics and other data insights to help manage fleets with optimal efficiency, including route choices and downtime planning and predictive maintenance. Supporting any transition to EVs together with maximising fleet flexibility and growth throughout our relationship.

In-service fleet support

Maintaining and repairing a customer's rental fleet when in-service, including managing planned service actions at convenient times and locations. Flexible support from a nationwide workshop network and mobile solutions at customers' locations. Replacement LCVs helping keep customers mobile when an unscheduled workshop visit is required.

Accident management

From managing the initial reporting of an incident 24/7, including roadside recovery and identifying claimants' needs and entitlement as an insurance partner policyholder, through to full resolution of the claim including replacement vehicle and repair.

Replacement vehicle

Responsive and high-touch management of requirements for a replacement vehicle when a vehicle is off the road under a partner's insurance or corporate cover. A like-for-like or courtesy vehicle where appropriate, delivered to the door, from EV to 4x4 and prestige cars.

Vehicle repair

A full capability from aluminium structural repair to plastic welding, paint spraying and electronic sensor / ADAS resetting from an expert nationwide bodyshop repair network, supporting both insurance partners and fleet customers.

Vehicle disposal and renewal

End-of-rental and end-of-vehicle-life management through in-house disposal channels both online and in branches. Customer account managers support seamless transfer to new rental vehicle or flexibility in adjusting the fleet to better suit changing mobility needs.

Why we win

Our competitive advantage.

Our competitive advantage comes through our ability to deliver outstanding customer service nationwide across a breadth of products and services that deliver smarter on customer needs. It is this combination and unique breadth of offering which differentiates us from other providers.

The complexity of delivering this at scale and through an integrated solution, is a meaningful barrier to new entrants. At the same time our investments in infrastructure, technology and training reinforces our market leading position and benefits the broadest range of customers.

This is a compelling proposition for many businesses looking to grow with a long-term, trusted outsourcing mobility partner. It helps us retain contracts when up for renewal, and win new contracts when benchmarked against other providers.

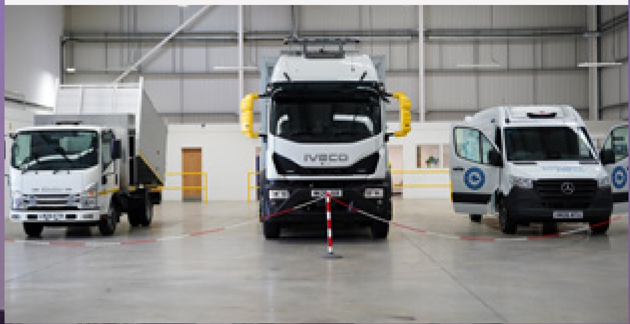
What our customers say about us

Word cloud created from Trustpilot reviews for FY2026

Why we win continued

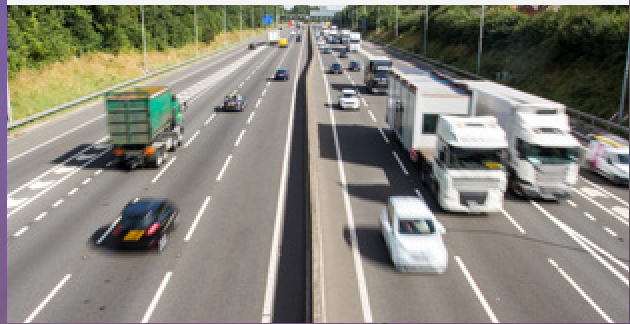
Simplified access to broadening fleet range

Adding specialist vehicles to our fleet account platform



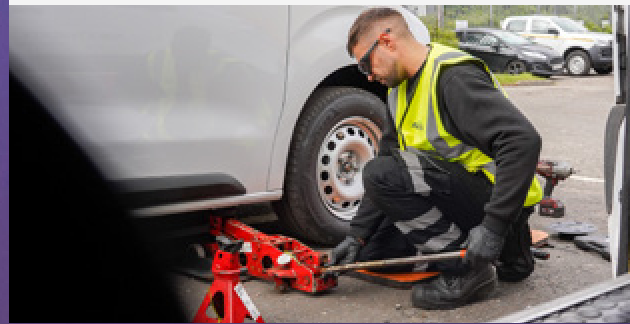
Trusted outsource partner for critical services

Longstanding trusted partner for managing critical recovery on the UK's national road network



Mobile solutions as part of our integrated offering

Bringing our services to the customer's doorstep



Reinforcing market leading position

Investing in growth, delivering greater economic moat

Delivering smarter mobility insights

Providing expert insights to keep customers moving, smarter

Improving productivity with infrastructure investment

Increasing bodyshop productivity through investing in the latest technologies

For more details of our case studies please see website www.ZIGUP.com/spotlight/whywewin

The evolution of our UK&I businesses

Northgate Mobility combines all of our UK&I rental activities with a fleet of over 60,000 vehicles nationwide.

From a broad range of LCVs to specialist traffic management and temperature controlled vehicles, and a replacement vehicle fleet for when customers' vehicles are off the road.

Together, these keep our corporate customers and insurance partner policyholders mobile, supported on a nationwide basis with fleet management, value-added solutions and insights.

Experts:
in fleet management and maintenance

Trusted adviser:
on smart fleet choices, e-LCV transition and fleet management insights

Nationwide scale:
57 branches with integrated workshops to quickly resolve any issues and keep customers mobile

Excellent customer service:
reflected in excellent Trustpilot scores and high customer loyalty

NORTHGATE Mobility

Vehicle Hire | Temperature Controlled | Highways | Insurance Services

61,500
total fleet

62
rental locations

57
Workshops

The evolution of our UK&I businesses

FMG comprises our claims management and roadside solutions, together with our bodyshop operations.

Together they provide end-to-end solutions for accident management, from roadside recovery through to bodyshop and mobile repair services.

We are experts in managing complexity and challenging situations, recovering and getting a vehicle back on the road quickly following an incident, minimising repair and replacement vehicle costs for insurers and drivers alike.

Experts:
200,000 repairs delivered annually by expert technicians using the latest repair technology

Trusted adviser:
by major UK insurers, fleet operators, lease / corporate customers as well as blue-light services

Nationwide scale:
65 bodyshops, 38 mobile repair vehicles and a repair network of 500 third party bodyshops

Excellent customer service:
24/7 driver support, digital and telephone claims journeys for all vehicle types

FMG THINKING AHEAD | FMG REPAIR SERVICES

+20m
policyholders supported

65
bodyshops

500
bodyshops in our third party network

Chairman's statement

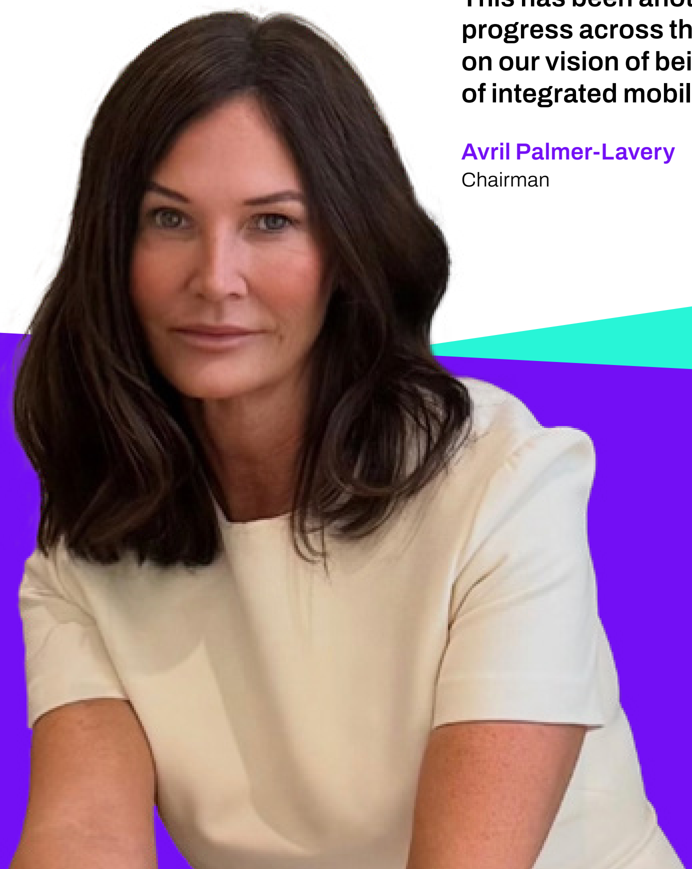
Continuing to deliver **with momentum.**

27.0p
Dividend per share

66
Group NPS score

This has been another year of significant progress across the business, delivering on our vision of being the leading provider of integrated mobility solutions.

Avril Palmer-Lavery
Chairman



Overview

This has been another year of significant progress across the business, delivering on our vision of being the leading provider of integrated mobility solutions.

With strong performances across our rental business, together with contract extensions and new wins within the Claims & Services business, we are demonstrating our competitive advantage.

Spain is experiencing substantial VOH growth as the market for flexible van rental grows, and the UK&I business model simplification is a key pillar in our evolution, making it easier for customers to contract with us and helping our business operate efficiently. I am delighted with the progress this programme has made to date.

The focus on simplifying our customer experience has been reflected in industry leading Trustpilot and NPS scores, strong customer retention and new business growth. How we are perceived by our customers and partners really matters and is key to our market leading reputation and how we attract new customers.

Equally, how we nurture staff and their development is critical to our long-term sustainable growth, and we place great emphasis on providing support across the career lifecycle, from our early careers induction, award-winning apprenticeship programme, to talent development and leadership training.

Financial performance

Our financial performance this year reflects the hard work of all colleagues across the business, and the strength of our diverse business model.

The inflexion in steady state cash generation demonstrates the growing cash returns being delivered from our implemented fleet replacement cycle, and this is a pivotal position where the Board has broader optionality across growth opportunities and capital allocation.

Having recovered from the vast majority of global supply chain challenges we faced during and after COVID-19 and a relatively stable market environment emerging, we have been able to invest for growth across fleet, infrastructure and technology this year.

Strategic progress

The strategic pillars of Enable, Deliver and Grow continue to resonate well across the business. In Spain, the team have continued to broaden their footprint and touchpoints with customers, managing substantial fleet growth over the past few years, including a new contract win with the national train infrastructure operator which went live in January 2026, whilst maintaining sustainable rental margins.

The UK&I simplification touches all of these pillars, and brings together our experience and capabilities delivered to our customers with accelerated momentum. Planned as an 18-month programme to deliver tighter integration and efficiencies, substantial progress has been made in the first six months, including the rebranding under Northgate Mobility and FMG. The early phases of supplier consolidation are also bearing fruit and the business is on track to deliver £20m of annual cost benefit from the programme by FY2028.

Our businesses operate in markets embracing structural change, and continue to benefit from secular trends such as greater outsourcing and connectivity. It is an exciting time for the automotive and mobility sectors and we are well positioned to benefit.

Chairman's statement continued

Capital allocation

The Board sees significant opportunities to develop the underlying business, and has a strong balance sheet that can support both organic and inorganic growth.

Our disciplined capital allocation and approach to leverage remains an important priority for the Board. It is an essential element of the capital structure, and together with growing steady state cash generation, brings substantial financial capacity and flexibility.

Reflecting this strong cash generation, the Board has proposed a final dividend of 18.2p, which together with the interim dividend of 8.8p, represents an 2.3% increase over the prior year. Shareholder returns are important constituents within our capital allocation framework.

Our people and sustainability

On behalf of the Board, I would like to express our thanks to all of ZIGUP's colleagues who have worked tirelessly for the business and our customers over the past year, demonstrating our core values every day.

We have been investing in training and technical skills across the businesses, and our award-winning apprenticeship programme is providing the skills needed for the future. Our talent development programme is also providing greater structure and clarity for those who we see as future leaders.

We were proud to have achieved our carbon reduction targets ahead of schedule last year. This accomplishment, combined with our commitment to support our customers' decarbonisation efforts, encouraged us to establish new, more ambitious near term science-based targets across all Scopes, and we have submitted these targets to the SBTi for validation.

The pathway we will take to achieve our near term targets and become net zero will be detailed in our Transition Plan, which is expected to be finalised in the coming months.

CFO appointment

Rachel Coulson joined us in August 2025 as CFO and we have very quickly benefitted from the insights she has brought from her senior finance roles in FTSE 100 businesses and strong background in technology transformation. She brings a clear perspective to the Board table and has made fast progress delivering change across finance, and technology, as well as supporting commercial business operations.

Board and governance

We benefit from the diverse skillset and experience of our Non-Executive Directors, including depth across automotive, technology and people. Our discussions are wide-ranging and the Non-Executive Board members provide constructive challenge and support to the executive team in equal measure.

I will continue to explore further opportunities to enhance the breadth and skills of the Board, and was pleased to see ZIGUP leading the UK FTSE 250 Women Leaders Review rankings over the last five years on board gender diversity.

Stakeholder engagement

Last year we proposed a Value Creation Plan (VCP) which was approved by shareholders at our last AGM. Having consulted widely with our large shareholders, there was a clear endorsement of our proposals, taking into account the policy restrictions on some funds' ability to support such an innovative structure.

Following the AGM, we engaged as normal with all our major shareholders as part of our interim results roadshow, where the VCP was regarded in nearly all meetings as being a positive initiative to align shareholder value.

This year we expanded our in-person investor engagement activities with a US East Coast roadshow in January with three days of investor meetings. We also undertook several UK site visits for lenders, equity analysts and investors, where our operational teams were able to showcase our competitive advantage. The feedback was excellent and the attendees quickly realised the scale, depth and capabilities of the business and positioning in the market.

The Group's investor relations programme has again been recognised this year as best in class: both for innovation in investor relations and for our corporate website for the third consecutive year in the UK and also as Best in Europe, which supports our efforts to raise awareness of how we are creating value.

Looking forward

Our rental markets continue to provide healthy demand for our service-led product offerings, and we are confident in the outlook for FY2027 with VOH growth expected in both geographies. In our FMG businesses we see a good pipeline of opportunities, high contract renewal rates and increasing repair productivity.

We are well positioned to deliver growth in line with market expectations for profit for the year, which take into account the cost savings identified from our UK&I simplification and are tracking well towards our target of generating in excess of £200m in steady state cash in FY2028.

Avril Palmer-Lavery
Chairman

7 July 2026

Reinforcing market leading position

Hear how we have expanded our fleet and supporting service solutions to grow our Spanish presence by over 25% over the past three years. Leaning into strong macro-economic growth, our Spanish team has developed a set of differentiated products which are centred around service-focused solutions.

These are driving demand for fleet rental across both large corporate fleets and SMEs, both of which are looking for a solution which comes with a full service wrap so they can focus on their business. With over 50 locations in Spain we have a clear market leading position, through our ability to deliver at scale nationwide, and this differentiation continues to grow as we expand our fleet and presence.

Find out more on our website www.ZIGUP.com/spotlight/whywewin

Chief Executive's review

Strengthening our leading position.

+9.7%
EBIT (excluding disposal profits)

+5.2%
Revenue (excluding vehicle sales)

This has been an excellent year and I am delighted with the progress made across our business as we strengthen our position as the leading integrated mobility solutions provider.

Martin Ward
Chief Executive Officer

Overview

This has been an excellent year and I am delighted with the progress made across our business as we strengthen our position as the leading integrated mobility solutions provider. We delivered a near 10% growth in EBIT, excluding disposal profits, reflecting both the underlying strength of our offering and sustained demand. With the normalisation of supply dynamics supporting fleet replacement we have also seen an inflexion in our steady state cash generation and remain on track to generate in excess of £200m in steady state cash in FY2028. The UK&I simplification has been progressing at pace with both operational milestones and cost savings on track, with Northgate Mobility and FMG brands operating from 1 May 2026.

Spain delivered stand-out performance, with underlying revenue up 16%, capitalising on our strong market position and favourable macro economic conditions. UK&I Rental also performed well, with new business wins and growth across specialist vehicles and additional services. Both rental businesses finished the year with good momentum in VOH growth.

New supply and used vehicle markets have been stable, supporting the later stages of our fleet refreshment programme, with both rental fleets well within efficient average ages. As a result, the inflexion in steady state cash flow was seen as expected in the year, up to £96m from £17m in the prior year. Growth capex of over £130m reflects the excellent opportunities seen for driving both VOH and share growth, with the Group's fleet growing 7,800 vehicles in the year.

Our differentiated business model continues to attract insurance partners to our integrated mobility platform. We secured a number of significant contract extensions and new signings, including National Highways, global insurance broker Howden Insurance and a multi-year renewal with Tesco Insurance.

Well positioned in healthy market environments

The markets we serve continue to embrace the structural trends of outsourcing and demonstrate an increasing preference for using a limited number of suppliers able to provide a breadth of product offering, combined with national scale and reach where appropriate. Larger customers in particular are looking for expertise and support from a long-term partner with a breadth of mobility solutions and greater digital integration. As mobility is a core need, our markets are also more resilient to macro-led volatility than many other support sectors.

Our business model is therefore working well and we are extremely well placed in attractive markets as a top-three participant, where our scale and breadth of capabilities put us in an excellent competitive position. Over the course of the year we have looked to further our advantage, attracting and retaining customers with a differentiated and simplified proposition while increasing our capacity through productivity and efficiency. In Spain, we have highly competitive products for both minimum term and flexible product offerings, allowing us to lean into demand in a strong macro-environment and appealing to both large corporates and SMEs.

In the UK, the breadth of our rental product range, including a growing range of specialist vehicles and range of value-added solutions, places us as a very strong contender for large fleet tenders. As the only integrated provider of both recovery and repair solutions at scale, we are also able to address opportunities with a compelling proposition in many market verticals, which delivered year-on-year growth in hire volumes through both new wins and organic growth.

Chief Executive's review continued

Disposal profits

The used vehicle market has been relatively stable over the past 12-18 months after a period of significant supply/demand imbalance, with disposal profits moderating as expected. These are likely to continue to moderate as the historic lack of new supply in 2021-23 reduces defleet volumes for a period, before the market readjusts as a greater number of used vehicles appear on the market.

Strategic positioning for growth

Our strategic actions this year have focused on leveraging our competitive advantage with new and existing customers. The Spanish contract with the largest rail maintenance operator is a reflection of our scale and nationwide footprint, with 25 branches involved in delivering and supporting 700 vehicles in the year. New hub facilities in core urban locations and two new service centres have expanded the service capacity necessary to support a rapidly growing rental fleet, which grew above the rental market rate for another year.

The UK&I simplification is a continuation of the evolution of our operating model. Northgate Mobility was launched on 1 May 2026 and aligns all vehicle provision and branch operations together, while FMG's incident management and repair operations are undertaking greater integration. Alongside simplifying the customer proposition and improving engagement channels, both divisions have also worked on streamlining their procurement actions, looking to achieve a more focused supply chain and operational support.

We also took the decision to accelerate our exit from two loss-making and non-core markets; personal injury claims and EV charging infrastructure, where we determined there were limited prospects for acceptable returns in the medium term; which will support improved future group profitability.

Differentiation through customer experience

Excellence in customer service and technical capability delivered across a breadth of products are key determinants of competitive advantage in our markets. Our track record in service delivery across our markets is why large corporates, vehicle leasing companies and insurance partners increasingly look to us for support at scale for their mobility needs.

For example, in Spain we are unique in the level of our service provision and are the market leader for flexible rental; due to our branch and workshop capability, which managed over 250,000 workshop visits last year. In UK&I Rental the breadth of our vehicle range and expertise in value-added solutions such as fleet management and EV consultancy are important differentiators for customers. Telematics insights are an important value-added service for a number of customers supporting fleet optimisation and EV transition, and have proved to support overall customer retention for us.

Our Claims & Services integrated offering is unique and allows us to support a far broader range of solutions, with partners increasingly taking multiple solutions from us. The National Highways 10-year contract renewal reflects our consistent success in delivering critical services, and provides a track record and expertise for growing our broader recovery and out-of-hours solutions.

We focus on NPS scores as an indicator of our success in delivery to corporate partners, and Trustpilot reviews to identify how our customer service is being received on the ground. Overall the Group NPS score rose by two points to 66 and UK&I rental businesses maintained a 4.9 Trustpilot score throughout the year. In Spain, NPS scores are ahead of industry benchmarks with customer loyalty KPIs at historic highs.

Our strategic collaboration with Microsoft, announced after the year end, reflects our ambition to use AI technology and its potential for leveraging data analytics for the benefit of customers and colleagues alike. Our initial focus will be on deploying the capabilities that make up a 'frontier firm' across over 3,500 colleagues, and to encourage use cases that will deliver incremental efficiencies and insights.

A trusted outsource partner for critical services

Hear how we have worked with National Highways for the past 18 years as a trusted partner, providing specialist statutory recovery on the UK's strategic network of motorways and major roads.

We recently were awarded an extension to the contract for up to a further 10 years, reflecting our performance against stringent service standards, and the strength of the working relationship over the past two decades.

With an upgraded operations control centre and development of bespoke apps for traffic officers, we continue to seek ways to improve the quality of service and of the information available to those working to keep our roads clear and traffic moving freely.

Find out more on our website www.ZIGUP.com/spotlight/whywewin

Chief Executive's review continued

Disciplined investment delivering productivity gains

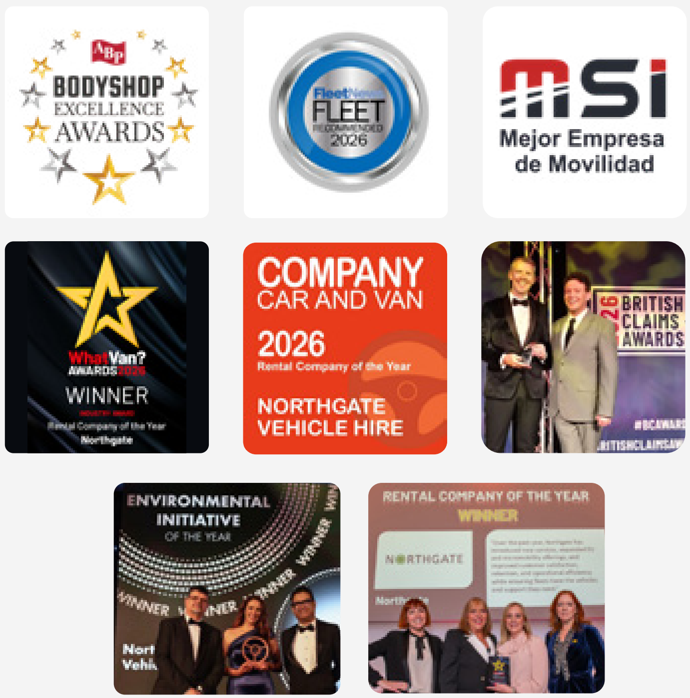
We have invested in infrastructure and technologies that underpin profitable growth and support improved customer delivery. In Spain, alongside three new facilities and additional vehicle handling expansion at a further four depots, further digital integration and a new customer portal strengthen long-term partnerships; and a new CRM system has quickly delivered greater pipeline visibility and prioritisation of rental opportunities.

In the UK&I Rental business, the focus has been on our One Road and One Fleet programmes, simplifying the customer journey and maximising access across all our fleet, alongside delivering higher margin value-added service opportunities. Northgate Highways has expanded to deliver services from four depots across the UK, better able to be more responsive to customers' traffic management needs.

The UK bodyshop network has invested in technician tools and training to improve productivity and key-to-key times, and brought structural aluminium capabilities in-house. Our newly located and fully modernised Cardiff bodyshop, with 28 repair bays and a mobile paint booth, is a good example of our target facility size and workflow. We have also expanded the mobile bodyshop fleet to manage smaller repairs at customer locations, freeing up bodyshop capacity.

The roll-out of a new telephony platform, with greater in-call support and process automation, was successfully implemented in one of our major claims contact centres, alongside further API solutions and self-service portals for major insurance partners; which are key enablers for enhancing claims process efficiencies and customer service.

Notable awards won in the year



Mobile solutions as part of our integrated offering

Hear how our mobile solutions support customers keeping mobile by providing maintenance or repair services at a customer's workplace or home, integrated into our mobility solutions.

This enables managers to improve fleet uptime by having vehicle servicing and minor fault corrections undertaken at onsite mobile clinics, minimising vehicles going to workshops.

Our repair vans are mini-bodyshops, able to set up on a driveway or workplace and undertake a wide range of repairs including panel painting. With mobile repair vans working from most of our bodyshops, they help improve productivity and key-to-key times by managing smaller tasks at a convenient time and location for customers.

Feedback on our mobile solutions has been very positive, with both servicing and repair customers finding our ability to resolve their mobility needs at their convenience a great example of customer service excellence.

Find out more on our website **www.ZIGUP.com/spotlight/whywewin**

Chief Executive's review continued

A differentiated and commercial sustainability proposition

As a key outsourcing partner in customers' value chains, our actions also support their sustainability goals as well as our own emissions reduction roadmap. For large corporates with science-based targets or public sector customers, the ability to provide verified data and practical expertise in advising on the transition to lower-carbon mobility are meaningful considerations for fleet customers.

The insurance sector's journey toward decarbonisation has also made sustainability a key lever for cost control, helping win and retain accident repair contracts. We have also aligned our repair operations with the ARIES best practice approach, and have been invited to join its governance board.

Having achieved our initial carbon reduction targets ahead of their FY2027 target we have established new and ambitious science-based targets across all Scopes, looking out to FY2035. These will be published later this year, together with our Transition Plan setting out our pathway to net zero.

Supporting our people

Investing in our colleagues' development and training strengthens our delivery capability and supports consistent, high-quality service for customers. It also deepens our expertise as trusted partners to customers looking for support with complex mobility needs. High NPS scores and Trustpilot reviews reflect the commitment across the Group for delivering outstanding customer service.

Our people strategy, launched last year, has been embedded across the business including a unified talent and succession platform. This has helped broaden our talent mapping and development targets to build longer term readiness and resilience across the business, such as internal promotions in Spain rising 25%. Our overall engagement score of 74% reflects the strong level of pride and commitment across the organisation.

Enhancing our in-house technical training has also been a core focus, including developing a Master Technician programme for Northgate Mobility, and certification for our Vehicle Damage Assessors. We now have 40 apprentice pathways spanning from early careers to degree level, and from technical disciplines to finance and AI, with over 525 apprentices working across the Group, of which 125 joined this year.

Together with building colleague loyalty, and helping deliver lower levels of voluntary turnover, especially for technicians, these programmes are helping deliver a much stronger pipeline of technical capability at a time of continued skills shortage across the industry.

Strong financial capacity and sustainable shareholder returns

We have strong support from a broad range of lenders, attracted to our diverse customer base and asset-backed profile, where fleet assets rose by over £250m on the prior year to £1.76bn. Combined with the strength of our balance sheet, our operational scale and depth of fleet generate strong OEM relationships and flexibility in supply options.

Together these are a key strategic advantage in managing our fleet, especially in a period of attractive market opportunities, and as a result we have been able to successfully grow the fleet in Spain and increasingly also in the UK&I.

Given our continued confidence in the business and its prospects, subject to shareholder approval, the Board has proposed a final dividend of 18.2p per share (FY2025: 17.6p) to be paid on 30 September 2026 to shareholders on the register as at close of business on 28 August 2026. This would result in a total dividend for the year of 27.0p (2025: 26.4p), a 2.3% increase on the prior year.

Martin Ward
Chief Executive Officer

7 July 2026

Improving productivity through investment in infrastructure

Hear how our investment both in advanced tooling and in larger facilities helps to deliver not only improved productivity and workflow through the repair process,
but also a motivated technical team.

Bodyshop technology is developing rapidly, with plastic welding and ADAS solutions now used across our network, and mobile paint booths being our latest investment. This reflects the greater connectedness of vehicles and use of advanced materials which allows us to continually deliver for our customers.

Find out more on our website www.ZIGUP.com/spotlight/whywewin

Our markets

Leading positions **in our target markets.**

Overview

LCV

Fleet customers are increasingly looking to outsource their LCV fleet needs – either for a portion of their fleet or in its entirety. This structural trend is due to a combination of factors, from the rising cost of new vehicles to the increasing complexities of managing a multi-site fleet, or the fact customers require support to manage a transition to e-LCVs.

Rental offers greater flexibility in managing fleet size, lower capital expenditure, improved flexibility of hire duration and better service support. Many businesses in the UK and Europe offer such services, but larger corporate fleets are increasingly focused on the larger rental operators, where LCV supply is part of a broad range of vehicle types.

While many larger operators can offer customers a range of additional fleet services and efficiencies, as well as superior vehicle choice and access to the latest analytics, ZIGUP has the additional advantage of being able to provide true nationwide coverage and high levels of in-sourced service support, principally focused on LCVs.

Accident management and repair

The broader market comprises a range of accident and claims management, replacement hire and bodyshop repair specialists. They typically offer services in a particular vertical, with few offering multiple solutions, often as part of a consortium, rather than fully integrated.

As an integrated solutions provider, ZIGUP's differentiated offering provides clear benefits to customers: breadth and quality of services offered through its claims and services platform; the ability to fully connect into insurance partner systems; and efficiencies including scaling automated processes and self-serve portals for policyholders.

The UK bodyshop market has been consolidating over the past two to three years, with fewer single-garage service centres and bodyshops; these have been acquired to form part of national chains better able to cope with the investment required for more modern complex vehicles. There also remain a number of in-house operations within large insurance companies, although the trend of insurers outsourcing requirements to networks of independent repair centres or nationwide bodyshop group operators, such as ZIGUP, continues.

Market opportunity

Our customer base of over 17,000 rental customers and over 200 claims and services partners is growing, supported by both acquisitions and underlying market growth, driven by the secular move to outsourcing non-core activities.

Clients are attracted to the services and breadth of vehicle types they can access from the Group's integrated platform, the simplicity this brings to complex processes, and our specialist technical expertise.

Our market-leading NPS and Trustpilot scores reflect the focus we have on excellent customer service as a key differentiator, and our ability to provide a consistent level of support nationwide.

Structural trends

Several structural trends are shaping our business, driving momentum and creating opportunities:

1. Consumer experience

- Shifting consumption and behaviour
- Changing customer expectations

2. Technology and skills

- Transformative technology and increased outsourcing
- Employment and skills gap

3. Resource efficiency

- Natural resource management and circularity
- Sustainable mobility

4. Energy transition

- Lower-carbon vehicles
- Climate change infrastructure transition

Find out more on our website **www.ZIGUP.com**

Vehicle supply

ZIGUP is one of the largest single purchasers of LCVs in the UK and Europe and has relationships with over 40 OEM automotive brands. This strong supply-side network typically allows early access to new vehicle supply at scale and at attractive rates, helping us refresh and expand our fleet of over 139,000 vehicles according to customer demand.

Markets have been increasingly normalising over the past two years, following on from the tight supply conditions for new vehicles and parts from 2021 to 2023. This has been allied to a stabilising of residual values for used vehicles.

EV and new technologies

As next-generation technology offers greater range and flexibility potential for fleet users, e-LCV adoption is expected to grow significantly in the coming years, as they come to market. Customer's takeup of e-LCVs is determined by a number of factors, including the requirements of public sector mandates and net zero commitments.

Payload and range limitations remain a critical factor in real world usability, and a growing number of fleet customers are using our EV consultancy services to help support their transition plans and alignment with expected future regulatory changes, such as the phasing out of sales of new ICE cars and LCVs.

Our markets continued

UK and Ireland: LCVs

The total number of LCVs on the road in the UK and Ireland is estimated at 5.2 million, and the outsourced segment makes up a modest but growing percentage. The decision for short term rental over long-term leasing is determined by several factors, including: financing exposures, greater flexibility in managing fleet size from shorter leasing durations and the advantage of full service and maintenance support offered by rental solutions.

Within the UK, ZIGUP is estimated to be the second-largest rental company by number of LCVs, and the largest specialising in B2B flexible and term rental. The companies in third and fourth position are estimated to be under half our fleet size and with no national branch network. Around half of our vehicles are on hire with industries which support the backbone of the UK economy, from local government, and healthcare to engineering and utilities; a further third support retail and consumer services.

Customers are increasingly attracted by our range of ancillary services. These include bespoke fitout, telematics, fleet management and support services, consulting and end-to-end support for the transition to EVs.

Total LCVs in UK and Ireland

5.2m

Current market dynamics:

- Strong new business opportunities, as large fleets increasing look to outsource expensive fleet replacement
- Rental is a more attractive fleet strategic option than leasing in a higher interest rate environment and given the greater need for service support for more complex vehicles
- Increasing interest in e-LCVs as businesses start to plan their net zero transition, though regulatory uncertainty and product limitations are restricting demand

Spain: LCVs

The total number of LCVs is estimated at 4.2 million, with the rental segment representing around 6%, well below the level seen in more mature markets. Smaller car-derived vans represent over half the rental fleet, a significantly higher proportion than in UK and Ireland; at 15 years the average fleet vehicle age in Spain is also higher.

LCV rental has seen significant growth over the past five years, competing with ownership and leasing which have remained the traditional routes for most corporates. Flexible rental has attracted strong interest both from large corporate fleets looking to manage overall capacity, and smaller businesses where ownership is not viable within their business model.

There are several large market participants; principally traditional/leasing companies focused on the minimum term rental product that typically has limited physical operations or internal service capabilities. Within the flexible rental segment, where a strong branch network is necessary to support a higher level of customer engagement and shorter hire durations, there are very few national or regional players. Northgate Spain has the largest fleet and branch network, with the second-largest provider of flexible rental having less than one third of our fleet size.

Total LCVs in Spain

4.2m

Current market dynamics:

- Continued robust GDP growth, supporting market growth from corporate expansion and startups
- Growth in both minimum term and flexible product penetration as rental market matures
- Very few operators with a presence in all major cities, no other nationwide service-focused operator
- Limited take-up of EVs as national charging infrastructure limited to urban centres

Accident management, claims and repair

In the UK, there are estimated to be over 42 million vehicles on UK roads and around 2.5 million road traffic accidents annually, resulting in c.1.7 million insurance-related vehicle repairs being undertaken.

Each claim results in different and complex legal processes but will typically involve incident recovery, replacement vehicle loan and bodyshop or mobile repair. Our existing insurance partners are estimated to represent over 20 million policyholders, and typically contract with providers to secure their hire and repair capacity needs, or as referral partners. We also support large leasing companies that are in the UK's top 50 contract hire and leasing companies, with incident management from the first notification of loss call.

The number of bodyshops in the UK are estimated to be around 3,000, and many of these operate as part of networks which provide nationwide reach and capacity. Large insurers are increasingly focused on contracting support from those who are able to utilise the latest repair technology and provide a consistent delivery of high quality repair to stringent service standards, requiring highly skilled technicians and integrated processes.

Insurance-related vehicle repairs undertaken

1.7m

Total vehicles on UK roads

42m

Current UK market environment:

- Softer insurance cycle, a number of regulatory reviews (Motor Insurance Taskforce, Consumer Duty)
- Consolidation both in the insurance market and also around bodyshop groups
- A number of new specialist insurer entrants operating a fully outsourced model
- Capacity easing in bodyshops, but technician supply shortage remains
- Greater requirement for digital processing, increase in ADAS and other technologies in vehicles requiring greater investment in bodyshop technology

Market information based on management estimates.

Our business model

Delivering complex outsourcing solutions **at scale**.

We generate revenues by providing vehicles and other mobility services through an integrated and differentiated service across the vehicle lifecycle.

Breadth and flexibility

With national networks across the UK, Ireland and Spain, we provide significant capability for customers requiring national coverage and experience to manage the demands of a large fleet or policyholder base.

Integrated mobility platform

End-to-end service offering

Our integrated platform enables us to provide a seamless suite of mobility services to B2B customers across the whole lifecycle, ensuring that we maximise revenue from our customers.

Vehicle lifecycle management and execution

ZIGUP

Operational scale

Leveraging our strong relationships with OEMs, repair network and wider supplier chain, customers benefit from our responsiveness and a seamless suite of services at scale, helping keep them mobile.

Systematic claims and repairs

Nationwide customer service

Trusted expertise

Our investment in technology and training enables us to deliver expert customer service, including supporting EV transition.

Future automotive skills development

Supporting energy transition

They are supported by core competencies set out on page 19.

Our competencies and resources

Our scale is a meaningful **barrier to new entrants**.

Our scale and longstanding expertise across vehicle rental, incident and claims management and repair services provides significant value to our customers.

Integrated mobility platform

The development and operation of an integrated platform delivering a seamless suite of mobility services to B2B partners and their customers and policyholders across the vehicle lifecycle. The combination of our expertise, scale and product offering simplifies the customer experience, flexing to our customers' mobility needs as they evolve.

20m Policyholders supported

1m Vehicles under fleet management

Systematic claims and repair

Longstanding expertise and development of industry leading, highly structured and fully documented claims and repair process, delivering cost and audit transparency for all parties involved in a claim and repair.

500 Total repair network

200,000 Vehicles repaired in FY2026

Future automotive skills development

Remaining at the forefront of advancing automotive technology through industry leading training and two IMI-accredited technical training centres. A vocational recruitment and training team, supporting our unparalleled commitment to developing and mentoring the next generation of vehicle technicians.

178,000 Training hours in FY2026

529 Apprentices[1]

Vehicle lifecycle management and execution

Deep understanding of market dynamics and expertise in the management of purchasing, holding and disposal of large-scale LCV and car fleets through market cycles in the UK, Ireland and Spain, achieving lower hire costs for both rental and replacement vehicle fleets and customers.

139,400 Vehicles

42,700 Vehicles purchased in FY2026

Supporting energy transition

Enabling LCV fleet transitions towards low-carbon mobility with industry leading advisory and EV vehicle capabilities through to management services.

9,600 EV's and hybrid vehicles

40,000 Active telematic units

Nationwide customer service

Customer-focused branch and quality-assured repair networks and delivery teams trusted to be the direct point of contact for customers of our outsourcing partners. Fast turnaround times, supported by customer service centres open 24/7.

1,100 Customer service centre colleagues

24/7 Customer service

1 This number relates to early careers apprentices only.

Delivering stakeholder value and positive impact

Being a long-term trusted **outsourcing mobility partner.**

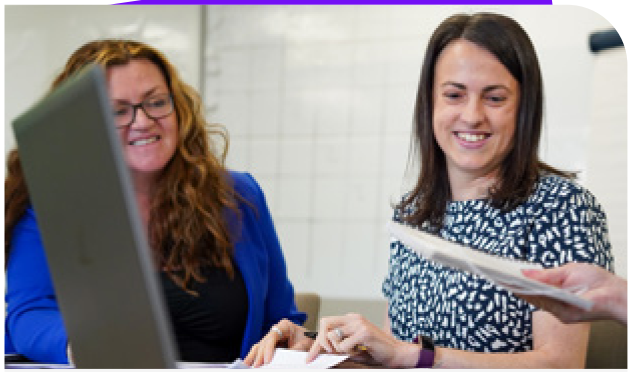
Understanding value chain impacts and stakeholder expectations is critical to our long-term success.

Customers and consumers

Customers and consumers are central to our business; from sole traders, large multi-national fleet owners and their drivers or policyholders of our insurance partners.

We strive to provide the highest levels of customer service and a flexible range of mobility solutions to keep them mobile and focused on what is important to them.

We aim to build long-lasting customer relationships and collect direct feedback, feedback from partners as well as through surveys such as Trustpilot, which we review at both branch and business level.



Partners and suppliers

We seek to build mutually beneficial relationships with all our partners and key supply chain partners, enabling us to focus on every step in the full supply chain and to operate efficiently. We have responsible business and supplier policies and commit to working in a transparent and consistent way.

We engage on a regular basis, including holding meetings to review performance and improvement plans, and collaborate where there are issues to improve delivery and customer service.

Key partners and suppliers have designated account managers; dialogue increasingly includes reviews of sustainable alternatives for products and adherence to our policies.

Governments and regulators

We look to engage with governments and regulators to maintain a constructive dialogue and ensure we understand an ever changing landscape for mobility.

Policies relating to the EV transition are a key focus, together with operational safety compliance aspects and personal data handling.

On policy matters we engage principally through our active participation with industry bodies, including BVRLA in the UK, SIMI in Ireland and AEDIVE in Spain.

Delivering stakeholder value and positive impact continued

Investors

We are committed to promoting investor confidence and understanding, to enable both equity investors and lenders to make informed decisions.

We seek regular dialogue with market participants to communicate our strategy and business objectives and maintain regular dialogue with lending institutions. We maintain regular dialogue with key lenders of the Group.

Engagement is supported by the award-winning corporate website.

Further details on our shareholder engagement can be found on page 83 of the Corporate governance report.

Colleagues

With 7,600 people across three countries and over 180 locations, our colleagues are central to our business performance and our ability to provide customer service.

We are focused on attracting and retaining talent in competitive markets and ensuring our colleagues fulfil their potential.

We promote a transparent, two-way communication approach with our colleagues, through townhalls, internal communications and in-person events such as the recent leadership conference and other site visits.

We also engage in formal communications through the Voice Network and the Have Your Say survey.

We are continually looking to develop our team members with appropriate development opportunities.

Community

We engage with the local communities in each major location we have a presence, through our involvement with local schools, business groups and community organisations.

We aim to positively impact our communities by encouraging our colleagues to volunteer locally, both individually and as part of team activities.

We seek out and engage directly with community group leaders and enterprises to determine how we can best support social and environmental projects.

Activities include the loan of vehicles, volunteering and fundraising activities.

Our strategy

Delivering smarter on customer needs.

Enable.

Joined up, sustainable mobility solutions.

Develop products, services and operational capabilities which embrace technologies to enable increasingly connected smart mobility within our customer proposition.

Through this:

We ensure our people and facilities are equipped with the right tools and skillsets to work in an increasingly complex and connected mobility environment.

We shape imaginative mobility products which use the power of digital and connected technologies to provide greater efficiencies and insights for customers.

Investment in our infrastructure ensures we are well placed to benefit from advances in technology and the automotive energy transition.

Deliver.

A differentiated and responsible customer experience.

Across our broad service offering, we are trusted to provide customer service that exceeds expectations and delivers industry leading responsiveness and operational efficiency.

Ensuring we:

Have customer service excellence at the heart of our integrated product and services offering.

Maintain a reputation for expert and reliable delivery of support to ensure customer mobility.

Seek continuous improvement across our network of modern and increasingly energy efficient branch operations and vehicle fleets.

Grow.

Broadening customers and markets, and an expanded product offering.

Exploring opportunities to responsibly grow the business breadth, size and capabilities, including into both complementary and new products and geographies.

Achieved through:

Expanding relationships with our existing customers, built on trust, partnership and the shared benefits of scale and the integrated mobility platform.

Extending our customer base and our operational footprint across our current regions through differentiated products and services.

Being agile in exploring opportunities in complementary and new products and geographies.

Sustainability overview

Making a **meaningful difference.**

Environment
Reducing environmental impact

Using our expertise to promote sustainable mobility, extend vehicle lifespan, optimise efficiency, and mitigate environmental risks.

7 Affordable and Clean Energy · 11 Sustainable Cities and Communities · 12 Responsible Consumption and Production · 13 Climate Action · 15 Life On Land

Discover more Page 30

Social
Supporting our people and communities

Providing positive social impact by nurturing talent from diverse backgrounds, investing in automotive skill development, and supporting local communities.

3 Good Health and Well-Being · 5 Gender Equality

Discover more Page 26

Governance
Growing our business responsibly

Creating sustainable value for our stakeholders, operating with integrity, transparency and responsible governance.

8 Decent Work and Economic Growth · 9 Industry, Innovation and Infrastructure

Discover more Page 25

ZIGUP's purpose is to keep our customers moving smarter. As a leading integrated mobility solutions provider, we make a meaningful impact by working across the full vehicle lifecycle, from rental through to recovery and repair, supporting customers at moments that matter most.

Being a responsible organisation allows us to build trust with our stakeholders and is important to our continuing prosperity. The governance framework and ESG approach we have established align with our purpose framework and the UN Sustainable Development Goals. This framework empowers our people to act responsibly, reduce environmental impact, positively influence our surrounding communities, and uphold high ethical standards.

Our leadership team promotes a culture that values sustainability, underpinned by robust and effective governance. Clear accountabilities, strong oversight, and transparent decision-making ensure ESG considerations are embedded into strategy, risk management, and day-to-day operations, enabling the Board and executive leadership to monitor progress, manage risks, and continually improve performance.

Our key sustainability framework

This section forms part of a comprehensive sustainability reporting framework outlining our approach to governing, measuring, and reporting sustainability to our stakeholders:

- Sustainability governance
- Sustainability strategy
- Climate action
- Engagement and materiality
- Data and disclosures

Discover more www.ZIGUP.com/sustainability

Sustainability progress

Progress key: ✓ Completed ● On track

	Progress	Status	Future actions
Growing our business responsibly (8 Decent Work and Economic Growth; 9 Industry, Innovation and Infrastructure)	The Customer First programme, which aims to enhance the customer experience, has led to a two-point increase in our NPS, now standing at 66.	Completed	• Launch the new Code of Conduct along with e-learning material. • Finalise the double materiality assessment and conduct a disclosure gap analysis.
	We have deployed an enterprise-wide risk management platform to strengthen governance, insight and organisational resilience.	On track	
	We conducted mock workplace fatality trials to enhance safety systems, decision-making, and response to legal action, ensuring preparedness in the event of a real incident.	Completed	
	In the FTSE Women Leaders Review, ZIGUP was recognised for making the most progress over five years in the FTSE 250, with 50% of the Board comprising women.	Completed	
Supporting our people and communities (3 Good Health and Well-Being; 5 Gender Equality)	A 2% decrease in voluntary attrition in FY2026 demonstrates the increasing strength of our colleague offering.	On track	• Develop our diverse talent-attraction approach through partnerships and career events. • Accelerate the development of identified successors in our talent management strategy.
	We deployed a Group wide talent management framework to establish success profiles for critical senior roles.	Completed	
	There has been a 31% increase in apprenticeship and internship numbers from our award-winning programme over the last two years.	On track	
	Participation in our people engagement survey remained strong in both UK and Ireland, and Spain, with satisfaction rates reaching 74% and 79%, respectively.	On track	
	In the UK&I, colleagues added £1.2m into their personal savings accounts during the year, representing a 50% increase on FY2025. The scheme was also expanded to include Spain.	On track	
	Northgate UK businesses increased technical training days by 40% from FY2025, with the FMG RS facility being approved by City and Guilds for Vehicle Damage Assessor training.	Completed	
Reducing environmental impact (7 Affordable and Clean Energy; 11 Sustainable Cities and Communities; 12 Responsible Consumption and Production; 13 Climate Action; 15 Life On Land)	We have reduced our Scope 1 and 2 emissions by 8% since FY2025 and launched e-learning carbon literacy training, with 450 colleagues having completed the course.	On track	• Implement an internal engagement programme for our Transition Plan. • Enhance the supplier code of conduct to increase focus on decarbonisation expectations. • Advance on carbon reduction objectives for EV service vehicles, alternative fuels, and green gas.
	We created a Transition Plan outlining how we'll meet our new science-based targets while adapting our operations and strategy for a low-carbon economy.	On track	
	99.9% of the electricity we use at our facilities comes from renewable sources, and the 16 solar arrays installed across our Spanish branches generated 574MWh.	Completed	
	We are implementing the ARIES framework to assist our repair bodyshop in their carbon-reduction efforts with a member of our ESG team joining the ARIES governance board.	On track	
	Over the last three years we have seen a 49% increase in the purchase of green vehicle parts in the UK from FY2024. Our Spanish operations recovered 20,500 car parts from vehicles, ready for reuse in FY2026.	On track	

Sustainability progress continued

Governance and **accountability**.

Our approach

The ESG framework we have in place provides a structured approach to managing risk, creating long-term value, and meeting the growing expectations of investors, customers, employees, and regulators. This systematic approach fosters accountability and transparency. Underpinning this framework is a suite of policies and procedures that set clear expectations for behaviour and decision making, ensuring we continue to operate in line with our values and purpose.

Leadership

The Board oversees ESG matters, with the CFO accountable for executive oversight. The CFO, as Chairman of the Sustainability Committee, serves as a liaison between the Sustainability Committee and the Board. Other key roles in managing ESG issues include the Group Head of ESG, the Head of Group Safety and Environment in the UK, and the ESG Manager in Spain.

The Sustainability Committee convened four times during the year. Its goal is to assess the significant issues affecting our ability to generate economic, environmental and social value. The Sustainability Committee evaluates the steps to address significant risks and opportunities, and recommends alternative programmes to improve social and environmental performance.

This year's key outcomes of the Committee included the following:

- Approved a Scope 3 footprint methodology change
- Evaluated the sustainability communication strategy
- Recommended new near term absolute carbon reduction targets
- Evaluated the key people-related priorities for FY2027

Outstanding customer service, keeping customers of the largest flexible rental fleet moving

Hear how we provide a differentiated customer service in Spain, based on our nationwide network of branches and service centres and with a differentiated in-house technical capability.

This year we have expanded the number of service points and now manage over 200,000 vehicle repairs a year, with an increasing use of reconditioned parts. We also have grown our technical training to help expand our overall capacity.

Northgate Spain prides itself on its technical expertise and proximity to customers, which alongside our adaptability and responsiveness to their needs is why more and more Spanish companies choose us to help keep them mobile.

Find out more on our website **www.ZIGUP.com/spotlight/whywewin**

Key metrics

2 points

increase in Group NPS

No.1

position in the FTSE 250 for the progress made in creating a diverse PLC board and leadership teams

Commitments

- Ensure effective board oversight of ESG
- Reinforce sustainable value creation within our strategy
- Promote ethical and responsible behaviour throughout ZIGUP
- Encourage a culture of continual improvement of customer service
- Maintain accountability by reporting on our ESG impacts

Sustainability progress continued

Our people and **culture.**

Nurturing the right culture is key to fulfilling our purpose of keeping our customers moving smarter.

Culture

Culture significantly impacts how decisions are made and how our colleagues interact within the organisation. This ensures that our strategic priorities are not just stated but are actively reflected in our day-to-day actions. This year, we focused on helping our colleagues understand our strategy and the direction our business is heading in. In our annual survey, 78% of colleagues reported feeling clearer and more confident about our future, showing strong alignment between our strategy and leadership.

For customers, colleagues and partners, culture directly influences outcomes. Our strong, customer-first culture supports consistent, high-quality delivery, enhancing our trust and reputation. A record high NPS of 66 across the business demonstrates that we are getting this right.

Engagement remains high across the Group, with colleague insight consistently highlighting teamwork, positive relationships, and effective line management as key cultural strengths. The improvement we have seen in our voluntary attrition levels, which have dropped by 8ppt over the last two years, highlights the success of our people strategy.

Strategy

Leadership plays an important role in maintaining the right culture, so we have continued to invest in developing our leadership capabilities. Our engagement data shows that culture is strongest where leadership quality and line management experience are most consistent.

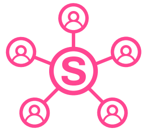
Building a strong cultural foundation involves identifying future talent and ensuring growth opportunities. Successors for senior roles have been identified, with development plans in place up to the CEO level, ensuring continuity in leadership. As part of this work, over 500 colleagues have been assessed, with 180 leaders actively involved in talent mapping.

Spain implemented a development programme that trained all leaders in key leadership and employee relations skills, fostering a consistent management culture.

Recruitment and development

We actively recruit and support talent from diverse communities, providing clear pathways for all individuals to reach their full potential. A well-rounded combination of technical and behavioural training can enhance business growth, strengthen our competitive advantage, and reinforce our core values.

Over the last five years, we have invested significantly in a Group wide learning and development programme to empower our colleagues to learn, innovate and provide exceptional customer service. This year 178,000 training hours were delivered. In Spain, new regional in-person onboarding programmes have strengthened new hires' engagement.



Key metrics

2ppt

decrease in voluntary attrition since FY2025

31%

in apprentices over the last two years

Commitments

- Work towards the goal of no harm or injuries
- Foster a mutually supportive workplace
- Recruit and nurture talent from diverse communities
- Generate positive social impact in the community
- Invest in the development of an early careers programme
- Invest in vehicle repair training and technology

Sustainability progress continued

Supporting our colleagues

The level of support we offer our colleagues is key to their growth and happiness at work. We take a holistic approach that includes learning and development, rewards and benefits, financial wellbeing, and overall wellness and flexibility. Only by looking at these areas together can we best help meet both professional and personal needs in a balanced and empathetic way.

We want to help our people succeed every step of the way. We are committed to supporting our colleagues on their journey through structured learning pathways, mentoring, and on-the-job opportunities. All of this contributes to building knowledge, skills, and confidence, ensuring our people acquire the experiences necessary to advance in their careers.

We routinely review rewards and benefits to ensure fairness, transparency, and alignment with long-term value. Growing engagement with financial wellbeing tools provides further insight into colleague confidence and financial resilience.

THE VOICE NETWORK

"It has been wonderful to see colleagues increasingly using Stream, a platform that helps our colleagues access fair financial services and flexible pay."

Emma Ayton
Group HR Director

It is important that we continue to use insight to shape the support levels we provide. We use a range of information sources, including colleague feedback mechanisms such as the Have Your Say engagement survey. Additionally, we have a direct channel for understanding colleagues' sentiments through our Voice network, which comprises representatives from across the business who regularly convene throughout the year.

We continued to strengthen support for financial wellbeing through access to the Stream platform. In the UK and Ireland colleagues added £1.2m into their personal savings accounts during the year, representing a 50% increase on last year. In its first year of implementation, Spain has enabled over 2,500 salary advance transactions, allowing employees earlier access to their earnings.

Early careers

We continue to strengthen our industry leading early careers programme, expanding opportunities that help build the skills our business and industry need for the future. Over the past two years, we have grown our UK apprenticeship programme by 31%, increasing Group apprentice numbers from 403 in FY2024 to 529 in FY2026. Across the Group, we now offer more than 40 apprenticeship pathways, ranging from entry-level to degree apprenticeships and covering disciplines from technical operations to finance and AI.

This year, we launched a new Vehicle Damage Assessor apprenticeship to support efficient vehicle repair and to nurture future talent. In Spain, internship participation rose by 25%, bringing the total to 250 interns and enhancing our early careers programme.

Mentoring and skills

In FY2025, we enhanced our mentor development programme and continued to build on this by training an additional 78 mentors in FY2026, bringing the total trained across the organisation over the last three years to 360. We believe that mentors enhance apprentices' skills and confidence, contributing to a more engaged and future-ready workforce.

In FY2025, we launched a new Technical Skills Competition aligned with the IMI WorldSkills framework. This year, our continued support for this initiative saw two of our apprentices from FMG RS and Northgate UK take home gold and silver awards at the Institute of the Motor Industry WorldSkills UK National Finals.

Mentoring in practice

An experienced technician supporting a newly qualified colleague and an apprentice through structured on the job learning, helping translate formal training into real world capability.

"Having the right support is key in a workshop environment. I have a confident and knowledgeable mentor whom I can rely on for help."

Freddie Rine
Motor Vehicle Technician – Northgate Mobility

For further details see website at
www.ZIGUP.com/media

Sustainability progress continued

Technical pathways and training

To support talent retention and development, Spain launched a new career plan providing a clear pathway for progression in workshop and bodyshop roles, with the first stage of this being the assessment of team capabilities.

11,000 hours of technical training on vehicle repair and maintenance were conducted in the UK this year. Northgate UK has begun developing an in-house Master Technician programme to ensure we have the essential technical skills and to future-proof our workforce. The first phase of this initiative, expected to be completed by FY2027, involves obtaining assessor status for our internal trainers, enabling them to conduct the Accredited Master Technician course.

We made further investments in technical training programmes and facilities to ensure we continue delivering high-quality training that keeps our technicians' skills aligned with evolving vehicle technologies. In addition, we enhanced our industry accreditation with the Northgate rental businesses, achieving international accreditation from the Institute of the Motor Industry. Furthermore, FMG RS became the first UK-approved City & Guilds training centre for Vehicle Damage Assessors.

In Spain, the paint teams have strengthened their technical skills through enhanced training programs in collaboration with 3M, ensuring consistent quality standards.

Colleague inclusion and engagement

We aim to engage our workforce, empowering them to shape a more positive working environment and enhance the overall employment experience. This year 77% of colleagues took part in our engagement survey, generating almost 20,500 comments and an overall engagement score of 74%, reflecting strong pride, commitment and openness across the organisation.

We remain committed to creating an inclusive culture where colleagues feel respected, valued and able to belong. During the year, we began a transition from a Diversity, Equity and Inclusion (DE&I) strategy to an Inclusion strategy, reflecting a clearer focus on everyday behaviours, lived experience and creating an environment where everyone can contribute and thrive.

Whilst 86% of colleagues feel accepted for who they are at work, inclusion must be felt by everyone, not just most people. Therefore, we are continuing to make important changes to further drive an inclusive culture. We have updated our recruitment training to reduce bias and ensure consistency in hiring decisions. We have revised our messaging to potential colleagues to clearly convey our commitment to inclusion in recruitment communications. Additionally, we have enhanced our outreach by participating in targeted career events to expand access for underrepresented talent.

Delivery of the inclusion strategy is supported by a Group Inclusion Squad, bringing together representatives from each business and key group functions. This structure supports shared accountability, ensures alignment to common priorities, and enables locally relevant actions that reflect different operating environments.

Workforce composition

	2026		
Group workforce	**Male**	**Female**	**Total**
UK and Ireland	**4,005**	**2,089**	**6,094**
Spain	**982**	**493**	**1,475**
Total	**4,987**	**2,582**	**7,569**
Senior management			
Directors	**4**	**4**	**8**
Senior managers	**3**	**2**	**5**

	2025		
Group workforce	Male	Female	Total
UK and Ireland	4,277	2,151	6,428
Spain	940	457	1,397
Total	5,217	2,608	7,825
Senior management			
Directors	4	3	7
Senior managers	4	2	6

Information as at 30 April 2026. Senior managers comprise members of the Executive Committee excluding Executive Directors.

Sustainability progress continued

Talent and succession

We advanced our talent and succession planning approach, developing a more structured, organisation-wide framework. A unified talent and succession platform is now established across the Group.

This provides improved visibility into leadership capability, performance, potential, retention risk, and successor readiness.

Progress has also been made on diversity within leadership pipelines. Female representation in successor pools for senior leadership roles is currently 26%. At the Board level, our progress was recognised in the FTSE Women Leaders Review 2025, with female representation increasing from 14% to 50% over the past five years.

Health and safety

We continued to carry out targeted management training and leadership engagement on health and safety matters. Our AFR increased marginally to 1.8 (2025: 1.7). We held three immersive health and safety mock trial events in which leaders faced realistic scenarios. This experience helped them understand the consequences of their decisions and enhanced their skills to ensure the safety of our people.

Wellbeing

We continued to enhance awareness of our benefits offering by printing and distributing benefit booklets across all branch locations. This initiative contributed to a 5% increase in usage of the Benefits Hub. Holiday Flex was launched, allowing colleagues to buy or sell up to five days of annual leave.

We enhanced our pension offering by moving to a Master Trust, giving colleagues access to real-time pension visibility, financial wellbeing tools and exclusive discounts. Pensionable pay was standardised, and banded earnings were removed, so employer contributions apply to the full basic salary, supported by an approved salary sacrifice scheme allowing tax efficient contributions.

Over the last three years, we have introduced a range of services and support to promote greater financial inclusion, including free shares, financial education sessions, and tools to help individuals plan and budget more effectively. This included Stream, a platform to improve workers' financial wellbeing by giving them access to fair financial services based on flexible pay.

Spain expanded flexible working options to better respond to individual needs, supporting a healthier work–life balance.

Community

We published a community impact and social value policy that outlines how we encourage and support our colleagues in creating a positive social impact in communities. This policy, along with a Volunteering policy, offers clear guidance on how colleagues can engage in volunteering activities that align with our values and business priorities while making a meaningful difference.

Mental health

To enhance resilience and promote physical wellbeing, an ambassador from Andy's Man Club, a mental health charity dedicated to suicide prevention, conducted both in-person and virtual sessions throughout the UK. Additionally, we increased our investment in mental health support by expanding the number of Mental Health First Aiders, improving access to trained support across our locations.

FMGive

Our FMG business has significantly strengthened its commitment to the local community in Yorkshire through its FMGive program. Employees contributed a total of 145 volunteering days and raised £22,000 for local hospices. They supported the community through various initiatives, including food drives, Christmas toy donations, and hands-on activities such as gardening and repairs for a local animal charity.

Sustainability progress continued

Environmental sustainability.

Using our expertise to promote sustainable mobility and minimise environmental impact.

Impact reduction

We are continually improving our management systems to reduce environmental impact, minimise water consumption, and enhance energy efficiency.

Our Scope 1 and 2 emissions have been reduced by 8% this year, and by 25% since FY2024 (our carbon footprint baseline). This reduction mainly relates to our management of vehicle movements. Operational improvements have reduced emissions from vehicle logistics, whilst new systems and processes have produced more accurate vehicle data to calculate our emissions.

Circular economy

We continue to embed circular economy principles into our procurement strategy and operations to minimise waste. We produced 6,600 tonnes of dry waste in the UK and Spain, with 100% of this waste diverted from landfill in the UK and 94% in Spain.

Over the last three years we have seen a 49% increase in the purchase of green vehicle parts in the UK since FY2024. Our Spanish operations recovered approximately 20,500 vehicle parts to be reused, valued at £4m.

Transition Plan

We have produced a transition plan that details our journey towards net zero including our value proposition, market context, near term science-based targets, and commitment to creating sustainable, long-term value in a low-carbon economy.

We are investing in our people, capabilities and partnerships, focusing on decarbonising the areas we can directly control, and working constructively with policymakers and industry bodies to remove barriers to progress. Through this pragmatic and collaborative approach, we believe we can deliver sustainable growth while supporting our customers on their own journeys to net zero.

Science-based carbon targets

Emission reductions by 2035

We are committed to setting near term science-based targets to 2035. This will include Scope 1 and 2 targets in excess of a 40% reduction from FY2024 to 2035, and a Scope 3 target focused on the transition of our client vehicle fleet which covers approximately 70% of our Scope 3 emissions.

Our targets have been submitted to SBTi for validation and will be published shortly in our Transition Plan.

By linking our ambitions against these science-based targets, we are embedding climate responsibility into the Group's long-term strategy and governance.

Key metrics

8%
reduction in Scope 1 and 2 emissions since FY2025

49%
increase on green parts spend since FY2024

Commitments

- To achieve our Scope 1, 2 and 3 science-based targets by 2035
- Embed circular economy principles in our operations
- Environmental impact reductions achieved across our sites
- Work with key suppliers to set sustainability targets
- Enabling a just transition towards low-carbon mobility

Sustainability progress continued

Vehicle accident **repair.**

ZIGUP manages vehicle accident repairs through our FMG RS business, with repair centre locations across the UK and mobile solutions, complemented by a network of external repair centres.

Sustainability is crucial for long-term viability in the repair sector. It is increasingly important for vehicle accident repairers to reduce their carbon emissions and pursue more sustainable outcomes, both commercially and strategically. Insurers are facing growing pressure to decarbonise their value chains and reduce Scope 3 emissions.

Additionally, energy-intensive processes, rising material costs, and waste disposal create direct financial incentives for operating more efficiently. As a result, sustainability is no longer a peripheral concern; it is becoming central to competitiveness, contract retention and long-term business viability within the repair sector.

Sustainable vehicle repair

Our approach focuses on restoring existing vehicle components to minimise costs, reduce waste, and lower lifecycle carbon emissions. We are implementing the ARIES framework to support our carbon reduction objectives.

"In everything we do now in training sessions, in performance reviews, we're bringing people on the journey. It's important that the environmental approach to repairing vehicles is as important as the technical aspects."

Paul Wrigglesworth
FMG RS Managing Director

Find out more on our website **www.ZIGUP.com/spotlight/whywewin**

Key performance indicators

We use our KPIs to assess and monitor the performance of the Group and to measure progress against how we execute our strategy.

Our core financial KPIs

Our core financial KPIs measure progress of our strategic priorities in delivering profitability, revenue and returns.

Risk key

1. The world we live in
2. Our markets and customers
3. Fleet availability
4. Our people
5. Regulatory environment
6. Technology and digitalisation
7. Recovery of contract assets
8. Access to capital

Growth

Revenue (excluding vehicle sales)

£1,636.3m

+5.2%

2026	£1,636.3m
2025	£1,555.0m
2024	£1,520.6m

How we calculate it

Underlying revenue includes hire of vehicles, and Claims & Services revenue, but does not include sale of vehicles at end of rental life.

Why it matters

Underlying revenue measures levels of the Group's activity across internal organic growth and acquisitions, and excludes the distorting effect of revenues from vehicle disposals, which can vary depending on timing of fleet replacement.

How we performed

Underlying revenue growth was driven by the rental businesses, with increased VOH and hire rates in Spain, alongside hire rate increases in UK&I Rental. Claims & Services revenue increased, through claim volumes supported by new contract wins and strong rates, offsetting lower repair volumes.

Risks

1, 2, 3, 4, 6, 7, 8

Profit

Underlying profit before tax

£160.1m

-4.1%

2026	£160.1m
2025	£166.9m
2024	£180.7m

How we calculate it

Underlying PBT is stated excluding exceptional items and other recurring amounts including amortisation of acquired intangibles and certain adjustments to depreciation.

Why it matters

Underlying PBT is our key measure of profitability and performance and identifies the success in delivering business growth, efficiencies and operating margins.

How we performed

EBIT excluding disposal profits grew by 9.7%, driven by strong rental performances as well as an increase in Claims & Services profits. An expected reduction in disposal profits, due to lower volumes and lower PPUs in the UK&I, as well as an increase in finance costs due to a continued investment in fleet resulted in 4.1% reduction in PBT.

Risks

1, 2, 3, 7

Returns

Underlying earnings per share

53.1p

-9.2%

2026	53.1p
2025	58.4p
2024	61.4p

How we calculate it

Underlying EPS is calculated as underlying profit after tax, divided by the weighted average number of ordinary shares, excluding shares held in treasury and employee trusts.

Why it matters

Underlying EPS is a key measure of value creation and helps the Board consider how to allocate capital, including returns to shareholders.

How we performed

The reduction in the year is driven by lower profit before tax mainly attributable to disposal profits and a higher effective tax rate in the year, with the prior year tax charge benefitting from certain one-off tax reliefs.

Risks

1, 2, 3, 7

Capital allocation

ROCE

11.2%

-1.4ppt

2026	11.2%
2025	12.6%
2024	14.5%

How we calculate it

ROCE is calculated as underlying EBIT divided by average capital employed.

Why it matters

In a capital-intensive business ROCE measures how efficiently the Group allocates capital.

How we performed

The decrease in ROCE is mainly driven by reductions in disposal profits. Fleet growth also impacts ROCE due to the upfront capital investment. This was partially offset by growth in Claims & Services which is a less capital-intensive business. The Group remains focused on maintaining strong cost control and a disciplined capital allocation approach.

Risks

1, 2, 3, 7

Remuneration

Our financial metrics form the majority of the elements within Executive Director and leadership team performance compensation: 75% of annual bonus is based on PBT targets and 25% from non-financial objectives, including both operational and environmental elements whose outcomes are seen within our non-financial KPIs.The VCP plan vesting in FY2028 is based on share price growth (plus dividends paid) over a three year performance period which is closely linked to shareholder returns reflecting performance across all KPIs.

Discover more Page 94

Key performance indicators continued

Non-financial KPIs

Our non-financial KPIs consider both operational performance and how we create sustainable value:

Risk key

1. The world we live in
2. Our markets and customers
3. Fleet availability
4. Our people
5. Regulatory environment
6. Technology and digitalisation
7. Recovery of contract assets
8. Access to capital

Operational

Fleet size ('000)

139.4

+5.9%

Utilisation

91%

0ppt

How we calculate it

The growth in our fleet across both rental and Claims & Services segments; while utilisation looks at the average percentage of the Group's rental fleets on hire in the year.

Why it matters

Fleet growth is a key indicator of achieving growth, while rental utilisation reflects operational and asset efficiency.

How we performed

The fleet size increased in the year as investment was made to grow, particularly in Spain where demand was strong. The Group continually monitors its fleet composition dependant on the needs of the business and our customers. Utilisation is considered to be at an optimal level and has been maintained in the year.

Risks
1, 2, 3

Customer

Customer experience rating[1]

4.4

-0.2 points

NPS[2]

66

+2 points

How we calculate it

We review a range of customer feedback channels, including Trustpilot and other surveys, to provide an aggregated picture of how customers perceive our service provision.

Why it matters

High levels of customer service are crucial to ensuring customer and contract retention, and feedback helps us identify areas where we can improve.

How we performed

Our continued focus on improving customer service led to an industry leading NPS of 66, a two-point increase on last year. A consistently strong customer experience rating has dropped slightly from 4.6 last year but remains above our peers.

Risks
2, 3, 4, 6

People

Colleague engagement

74%

-1ppt

Voluntary attrition

16%

-2ppt

How we calculate it

How our people perceive the support, recognition, and rewards they receive for their efforts, and in turn, the impact this has on their desire to remain with ZIGUP and build a rewarding career.

Why it matters

If we engage well with our people and they feel valued, they are more likely to remain with us, which has wide-ranging benefits for skills, retention and customer service.

How we performed

Our key people engagement metric remained relatively consistent with FY2025. A 2% decrease in attrition demonstrates the continued strength of our colleague offering.

Risks
4, 5

Environment

Intensity ratio (tCO_2e/£m revenue)

11

-14%

Hire fleet efficiency (gCO_2/km)[3]

163

N/A

How we calculate it

The emission intensity of our operations relative to revenue (excluding vehicle sales) and the average carbon emissions per km of our rental fleet.

Why it matters

Intensity ratios show greenhouse gas emissions relative to specific business metrics, and allow us to understand our carbon efficiency relative to business growth.

How we performed

The intensity ratio has decreased for the fourth year running, due to ongoing carbon footprint reductions whilst revenue increases. We have updated our methodology for hire fleet efficiency to use manufacturers' emissions performance data rather than DESNZ emission factors. Going forward this will provide a better measure of the carbon efficiency of our fleet.

Risks
1, 2, 3

Strategy

Our strategic priorities are centred around operational efficiency, business growth and expansion into new areas and technologies; we have quantifiable metrics against these, both in terms of financial performance and returns, and non-financial KPIs which underpin different aspects of our strategic progress – these form part of regular Executive and Board reviews.

1 The customer experience rating is a weighted average scoring of a number of different satisfaction scores such as Trustpilot and Google reviews and has a maximum scoring of 5.
2 The NPS score represents a weighted average across the Group.
3 A prior year comparator has not been stated due to a revision in calculation methodology.

Financial review

Sustainable value creation.

»

We delivered another year of strong performance through disciplined execution, creating a solid foundation for sustainable growth in the years ahead.

Rachel Coulson
Chief Financial Officer

Group revenue and EBIT

Year ended 30 April	2026 £m	2025 £m	Change £m	Change %
Revenue – vehicle hire	**749.9**	682.9	67.0	9.8%
Revenue – vehicle sales	**222.6**	257.6	(35.0)	(13.6%)
Revenue – claims and services	**886.4**	872.2	14.3	1.6%
Total revenue	**1,858.9**	1,812.6	46.3	2.6%
Rental profit	**133.4**	119.7	13.7	11.4%
Disposal profit	**36.5**	52.5	(16.0)	(30.4%)
Claims and services profit	**41.0**	38.3	2.7	7.0%
Corporate costs	**(10.4)**	(8.5)	(1.9)	(21.8%)
Underlying EBIT	**200.5**	202.0	(1.5)	(0.7%)
Underlying EBIT margin[1]	***12.3%***	*13.0%*		*(0.7ppt)*
Underlying EBIT excluding disposal profits	**164.0**	149.5	14.5	9.7%
Statutory EBIT	**142.4**	136.5	5.9	4.3%

1 Calculated as underlying EBIT divided by revenue (excluding vehicle sales).

Revenue

Total revenue of £1,858.9m (2025: £1,812.6) was 2.6% higher than prior year while revenue excluding vehicle sales of £1,636.3m (2025: £1,555.0m) was 5.2% higher than the prior year.

Hire revenues increased 9.8% due to strong VOH growth in Spain coupled with careful pricing actions across the Group. Claims and services revenue growth of 1.6% reflected new contract wins, offsetting reduced volumes in network repairs.

Vehicle sales revenue decreased by 13.6% with 5,300 fewer vehicles sold in the year, partially offset by price increases as average age of disposal reduced by 1.6 years across the year.

EBIT

Statutory EBIT increased by £5.9m, with underlying EBIT of £200.5m reducing by £1.5m compared to the prior year; with a £14.5m increase in EBIT excluding disposal profits being offset by a £16.0m reduction in disposal profits. Statutory EBIT included a £13.9m charge for adjustments to depreciation rates (2025: £26.5m), amortisation of acquired intangible assets of £17.3m (2025: £18.3m) and other exceptional items of £26.8m (2025: £20.6m).

Rental profit increased £13.7m to £133.4m (2025: £119.7m) with a £4.5m increase in UK&I Rental and a £9.2m increase in Spain.

Disposal profits for the year of £36.5m were 30.4% lower than the prior year due to a reduction in sales volume, with 29,200 vehicles sold (2025: 34,500), coupled with residual values normalising in the UK and Spain.

Claims and services profit increased £2.7m to £41.0m (2025: £38.3m), supported by new contract wins and reflecting increased hire volumes alongside stable hire durations, while carefully managing our cost base and improving margins.

Financial review continued

UK&I Rental

Year ended 30 April Underlying financial results	2026 £m	2025 £m	Change %
Revenue – vehicle hire[2]	412.7	392.1	5.2%
Revenue – vehicle sales	129.2	180.5	(28.4%)
Total revenue	**541.9**	572.6	(5.4%)
Rental profit	66.2	61.7	7.3%
Rental margin %	*16.0%*	*15.7%*	*0.3ppt*
Disposal profit	12.0	28.7	(58.0%)
Underlying EBIT	78.2	90.4	(13.4%)
EBIT margin %[3]	*19.0%*	*23.1%*	*(4.1ppt)*
ROCE %	*9.4%*	*12.5%*	*(3.1ppt)*

KPIs	('000)	('000)	%
Average VOH	43.3	43.9	(1.5%)
Closing VOH	44.5	43.1	3.3%
Average utilisation %	91%	91%	–

2 Including intersegment revenue of £11.4m (2025: £9.3m).

3 Calculated as underlying EBIT divided by revenue (excluding vehicle sales).

Rental revenue increased by 5.2% on the prior year, with underlying strong demand and increased average revenue per vehicle. Having refocused our activities within the lower margin broker channel in the first half, we added vehicles across the fleet later in the year and finished with a fleet 2,000 vehicles higher than the end of the prior year, up 4.3% on the first half.

Together with delivering on the large fleet orders identified in H1, we have seen strong order flow from a broad range of existing customers. Demand for additional services such as EV consulting, fleet management and telematics remains strong, with income up 14.8% and profit growth higher. The business has also been increasingly able to focus on developing attractive and high margin opportunities, including our specialist vehicles proposition.

Our customer proposition is clearly differentiated through our level of service and breadth of product, together with nationwide scale. This underpins our One Road initiative, making rental across our brands simpler and encouraging greater cross-sell. Customer satisfaction remained high with industry leading NPS scores, alongside 96% of Trustpilot reviews being 5-star, and an 'excellent' rating throughout the year for our rental businesses.

Rental profits rose 7.3% and rental margins reflected strong performance in every rental business, especially in higher margin channels, cost control across the underlying rental businesses and high utilisation levels. The average fleet age of 25.0 months is now well within our operating range, enabling fleet recycling activities to normalise. The primary driver for lower EBIT margin and ROCE was disposal profits 58% lower at £12m as guided, reflecting 5,600 lower volumes and moderating PPUs, but sold through our owned disposal channels into a receptive and stable used market.

Our specialist vehicle capabilities in traffic management and refrigerated vehicles have been enhanced through the broadening of the vehicle range, together with an expanding national network, now with a presence within five existing Northgate branches. Two replacement rental branch locations were opened in the year, upgrading our facilities in key locations.

The decision was made to close ChargedEV, our charging installation business, reflecting continued poor market volumes and margins, leading to unsustainable operations. Significant work has been undertaken on the UK&I simplification, with supplier consolidation a key focus alongside greater alignment across the operational brands.

Financial review continued

Spain Rental

Year ended 30 April Underlying financial results	2026 £m	2025 £m	Change %
Revenue – vehicle hire	**348.6**	300.1	16.2%
Revenue – vehicle sales	**84.8**	75.6	12.1%
Total revenue	**433.4**	375.7	15.4%
Rental profit	**67.2**	58.0	15.7%
Rental margin %	***19.3%***	*19.3%*	–
Disposal profit	**24.5**	23.7	3.1%
Underlying EBIT	**91.6**	81.8	12.1%
EBIT margin %[4]	***26.3%***	*27.3%*	*(1.0ppt)*
ROCE %	***11.6%***	*12.3%*	*(0.7ppt)*

KPIs	('000)	('000)	%
Average VOH	**66.8**	61.0	9.5%
Closing VOH	**70.0**	63.9	9.5%
Average utilisation %	**91%**	91%	–

4 Calculated as underlying EBIT divided by total revenue (excluding vehicle sales).

Spain has delivered excellent rental revenue growth of 16.2% and VOH growth of 9.5%. This reflects strong structural demand for our premium offering and the strength of our market position, with the closing rental fleet at 78,000 and significantly ahead of the nearest flexible rental competitor.

New contract growth has been strong, including deliveries starting in January for the main provider of railway infrastructure maintenance. With incremental fleet orders already made within this contract, it reached 700 vehicles on rent by year end. These are managed out of 25 locations, reflecting the benefits of having a nationwide service and maintenance presence.

Rental profit growth of 15.7% was helped by VOH growth and ancillary services up by 17% (principally telematics), combined with strong cost control both in repairs and overheads. Rental margin at 19.3% was stable on the prior period reflecting both strong operating leverage and the focus on efficiency, offsetting higher depreciation costs of a younger and growing fleet.

Direct headcount expanded to support fleet and branch growth, while indirect headcount growth was kept to a minimum. Technology investment included a new digital customer portal and e-invoicing platforms and the new CRM is now fully operational. At the same time, employee engagement remains strong, reflecting both growing training activities and internal promotions.

Disposal profits rose 3.1% on stable volumes, helped by continued strength in the used market for higher value vehicles, together with the enhanced features within our new e-auction site. Since the end of FY2025, average fleet age fell 0.8 months to 26.6 months, principally through growth of new vehicles and carefully managed defleets.

The business has continued to invest in growing its service infrastructure capacity, with two new service centres opened, enhancing customer service, while also lowering operational costs. The new Madrid delivery hub has been a notable success with a second hub opened in Valencia and a third planned for Barcelona in H1 FY2027.

Financial review continued

Claims & Services

Year ended 30 April Underlying financial results	2026 £m	2025 £m	Change %
Revenue – claims and services[5]	**898.1**	882.4	1.8%
Revenue – vehicle sales[6]	**37.1**	50.6	(26.8%)
Total revenue	**935.2**	933.0	0.2%
Gross profit	**167.6**	160.2	4.6%
Gross margin %[7]	***18.7%***	*18.2%*	*0.5ppt*
Operating profit	**40.4**	38.1	5.8%
Income from associates	**0.6**	0.2	264.7%
Underlying EBIT	**41.0**	38.3	7.0%
EBIT margin %[7]	***4.6%***	*4.3%*	*0.3ppt*
ROCE %	***24.2%***	*17.6%*	*6.6ppt*

5 Including intersegment revenue of £11.7m (2025: £10.2m).
6 Including intersegment revenue of £28.5m (2025: £49.1m).
7 Gross profit margin calculated as underlying gross profit divided by total revenue (excluding vehicle sales). EBIT margin calculated as underlying EBIT divided by total revenue (excluding vehicle sales).

Claims and services revenue rose £15.7m, through increased hire volumes including from new contract wins, alongside modest pricing actions and parts inflation. These offset industry-wide softness in repair claim frequency particularly for personal lines, and total loss trends. Operational metrics remained robust, including improved cycle times and stable conversion. Our FMG RS repair business continues to scale effectively, increasing volumes through expanded capacity, mobile capability and efficiency gains. Vehicle sales declined by £13.5m on lower disposal volumes, but with stable residual values.

Notable contract renewals included our integrated offering for Tesco Insurance and the 10-year renewal of the National Highways contract for statutory recovery across the UK's strategic road network, together with a number of police authority contracts. Howden Insurance went live in October with their Consumer & Local Commercial division. We also introduced self-serve portals for two key partners, reducing the cost to serve on high-volume accounts.

The scale of our capabilities gives us the operational platform to be able to pursue emerging opportunities, which include recovery and repair and replacement vehicle services for third-party intervention solutions. These included broadening our services solution with major partners such as Direct Line, and support for an increasing number of OEMs.

Overall, EBIT grew 7.0% over the prior year, with second-half EBIT margin at 4.9% reflecting both resilience and improved quality of earnings. We maintained our internal repair volumes, helped by our vertical integration and end-to-end management of the repair process, ensuring high bodyshop throughput and resulting productivity. Supply chain consolidation, including for parts, paint and glass, is progressing well and will bring financial and operational benefits in future periods.

Targeted investment included the upgrading of the Cardiff bodyshop and a new vehicle recovery operations centre. We have expanded our mobile repair fleet providing greater capacity and flexibility, with 38 mobile repair vans in service by year end. Investment in plastic welding and structural aluminium specialist centres also enhanced our in-house technical capabilities. These investments deliver a lower total repair cost and faster key-to-key performance, key metrics for insurance partners.

Following the strategic decision made in the prior year to exit the personal injury (PI) market, there has been significant focus within our loss-making legal services business, NewLaw, to manage its overheads and claims book, which included the disposal of a number of its activities in the year. Since year end, we have signed an agreement with a third-party specialist to provide outsourced management for the remaining PI claims book, with a consequential reassessment of impairment and expected recovery of costs.

Financial review continued

Group PBT and EPS

Year ended 30 April	2026 £m	2025 £m	Change £m	Change %
Underlying EBIT	**200.5**	202.0	(1.5)	(0.7%)
Net finance costs	**(40.4)**	(35.1)	(5.3)	(15.2%)
Underlying profit before taxation	**160.1**	166.9	(6.8)	(4.1%)
Statutory profit before taxation	**102.0**	101.5	0.5	0.5%
Underlying effective tax rate	**25.1%**	21.5%	–	3.6ppt
Underlying EPS	**53.1p**	58.4p	(5.3p)	(9.2%)
Statutory EPS	**33.7p**	35.6p	(1.9p)	(5.3%)

Profit before taxation

Underlying PBT was 4.1% lower than prior year, reflecting the lower EBIT, mainly driven by lower disposal profits and an increase in net finance costs due to higher average debt. Statutory PBT was 0.5% higher than the prior year, including £26.8m (2025: £20.6m) exceptional administrative expenses, amortisation of acquired intangibles of £17.3m (2025: £18.3m) and £13.9m (2025: £26.5m) relating to adjustments to depreciation rates on certain fleet.

Exceptional items

Exceptional costs of £26.8m recognised in the year comprise £3.4m following the decision to close our ChargedEV business, £22.3m relating to exiting NewLaw personal injury claims, and £1.2m restructuring costs relating to our programme to simplify our UK&I businesses. Further details of exceptional items can be found in Note 27 of the financial statements.

Amortisation of acquired intangibles and depreciation rate changes

Amortisation of acquired intangibles and adjustments to underlying depreciation charges are not exceptional items as they are recurring. However, these items are excluded from underlying results in order to provide a better comparison of performance of the Group. The total amortisation of acquired intangibles in the year was £17.3m (2025: £18.3m).

Depreciation rate adjustments of £13.9m (2025: £26.5m) on vehicles purchased before FY2021 have been excluded from underlying results.

Residual values increased significantly in the period from 2020 to 2023 due to the disruption of new vehicle supply supporting used vehicle values, and have started to normalise since then. As previously disclosed, a decision was made to reduce depreciation rates from 1 May 2022 on certain vehicles remaining on the fleet which were purchased before FY2021.

These depreciation rate changes impact the statutory income statement as follows:

£m	FY2023	FY2024	FY2025	FY2026	FY2027	Total
Reduced depreciation	55.1	38.3	11.0	1.6	0.9	106.9
Reduced disposal profits	(8.5)	(38.3)	(37.5)	(15.5)	(7.1)	(106.9)
Impact on statutory EBIT	**46.6**	**–**	**(26.5)**	**(13.9)**	**(6.2)**	**–**

The impact of the changing depreciation rates on this component of the fleet has rephased statutory EBIT over a five-year period as outlined above, with no impact on underlying results and no impact on cash.

No further depreciation rate changes have been made on the existing fleet. Depreciation rates on vehicles purchased in FY2027 will be set based on management's best estimates of future residual values when those vehicles are sold, with holding periods ranging from 12 to 60 months.

Interest

Net underlying finance costs increased to £40.4m (2025: £35.1m) due to higher average debt compared to the prior year. 77% of borrowings are held as fixed-rate debt, providing a higher degree of certainty over finance costs to the Group.

Taxation

The Group's underlying tax charge was £40.2m (2025: £35.8m) and the underlying effective tax rate was 25.1% (2025: 21.5%) with some one-off adjustments to the tax charge in the prior year. The statutory effective tax rate was 25.3% (2025: 21.3%) reflecting the impact of exceptional costs.

Earnings per share

Underlying EPS of 53.1p was 5.3p lower than prior year, reflecting a decrease in adjusted earnings after tax in the year. Statutory EPS of 33.7p was 1.9p lower, reflecting the movement in underlying EPS, exceptional items and depreciation rates adjustments which are not included within the underlying results.

Group balance sheet

Net assets at 30 April 2026 were £1,090.7m (2025: £1,063.2m), equivalent to net assets per share of 481p (2025: 473p). Net tangible assets at 30 April 2026 were £901.5m (2025: £856.9m), equivalent to a net tangible asset value of 398p per share (2025: 381p per share).

These calculations are based on the number of shares in issue at 30 April 2026 of 236,091,423 (2025: 246,091,423) less treasury and own shares of 9,453,977 (2025: 21,353,976).

Gearing at 30 April 2026 was 110.8% (2025: 97.6%) and ROCE was 11.2% (2025: 12.6%). The change in ROCE reflects the normalisation of disposal profits and increased fleet investment to support future profit growth. These investments will generate future attractive returns alongside a continued focus on disciplined capital allocation and sustaining returns above our cost of capital.

Financial review continued

Group cash generation

Year ended 30 April	2026 £m	2025 £m	Change £m
Underlying EBIT	**200.5**	202.0	(1.5)
Underlying depreciation and amortisation	**302.1**	262.5	39.6
Underlying EBITDA	**502.6**	464.5	38.1
Net replacement capex[8]	**(355.2)**	(388.3)	33.1
Lease principal payments[9]	**(51.7)**	(59.5)	7.8
Steady state cash generation	**95.7**	16.7	79.0
Exceptional cash costs	**(1.3)**	(3.8)	2.5
Working capital and non-cash items	**19.3**	49.0	(29.7)
Growth capex[8]	**(132.4)**	(65.1)	(67.3)
Taxation	**(19.9)**	(18.3)	(1.6)
Net operating cash	**(38.6)**	(21.5)	(17.1)
Distributions from associates	**0.6**	0.5	0.1
Interest and other financing cash flows	**(36.7)**	(37.1)	0.4
Free cash flow	**(74.7)**	(58.1)	(16.6)
Dividends paid	**(59.5)**	(59.0)	(0.5)
Payments to acquire treasury shares	**–**	(5.3)	5.3
Add back: Lease principal payments[10]	**51.7**	59.5	(7.8)
Net cash consumed	**(82.5)**	(62.9)	(19.6)

8 Net replacement capex is total capex less growth capex. Growth capex represents the cash consumed in order to grow the fleet or the cash that is generated if the fleet size is reduced in periods of contraction.

9 Lease principal payments are included so that steady state cash generation includes all maintenance capex irrespective of funding method.

10 Lease principal payments are added back to reflect the movement on net debt.

Steady state cash generation

Steady state cash generation reached inflexion and increased to £95.7m compared to prior year (2025: £16.7m), with strong underlying EBITDA and a reduction in net replacement capex as we progressed through our fleet replacement programme allowing us to focus on fleet growth.

Net capital expenditure

Net capital expenditure increased by £34.2m at £487.6m due to a £33.1m decrease in net replacement capex and a £67.3m increase in growth capex.

Net replacement capex was £355.2m, which was £33.1m lower than in the prior year as we progressed through our fleet replacement programme and focus turned to growth. Net replacement capex was £41.2m lower in UK&I Rental and £1.3m lower in Claims & Services which was partially offset by an increase of £9.6m in Spain.

Growth capex of £132.4m (2025: £65.1m) with £27.5m in UK&I Rental, £91.0m in Spain and £13.9m in Claims & Services, supporting fleet growth as UK&I Rental fleet increased following contraction in FY2025, and Spain continues to satisfy demand.

Lease principal payments of £51.7m (2025: £59.5m) decreased by £7.8m driven by reductions in both contract hire and hire purchase agreements in the Claims & Services business.

Working capital

Working capital inflow of £19.3m includes £5.4m of non-cash items. A reduction in aged rental debt, and claims collections improving due to insurers moving into protocol resulted in an £5.8m inflow, with a further £8.7m inflow mainly due to phasing of payments.

Free cash flow

Free cash flow decreased by £16.6m to an outflow of £74.7m (2025: £58.1m outflow).

Free cash flow is stated after taking account of investments that have been made in the year which will return future cash flow at a sustainable rate of return, ahead of our cost of capital. This includes investment in net replacement capex of £355.2m, capex lease payments of £51.7m and growth capex of £132.4m.

Net cash consumed

Net cash consumed of £82.5m (2025: £62.9m consumed) includes £59.5m of dividends paid (2025: £59.0m) and £nil (2025: £5.3m) for treasury shares purchased. Leverage has increased to 1.9x (2025: 1.8x) due to continued growth and replacement of the fleet.

Financial review continued

Net debt

Net debt reconciles as follows:

As at 30 April	2026 £m	2025 £m
Opening net debt	**836.7**	742.2
Net cash consumed	**82.5**	62.9
Other non-cash items	**69.2**	31.2
Exchange differences	**10.9**	0.4
Closing net debt	**999.3**	836.7

Closing net debt increased by £162.6m in the year driven by net cash consumed, non-cash items and exchange differences.

Exchange difference of £10.9m arose due to movement of exchange rates in the year, with the closing exchange rate being 1.15 (2025: 1.17).

Other non-cash items consist of £68.9m of new leases acquired and £0.3m of other items.

Borrowing facilities

As at 30 April 2026 the Group had headroom on facilities of £275m (2025: £412m), with £850m drawn (net of available cash balances) against total facilities of £1,125m.

	Facility £m	Drawn £m	Headroom £m	Maturity	Borrowing cost
UK bank facilities	522	275	247	Apr 31	4.4%
Loan notes	489	489	–	Nov 27-Oct 34	2.4%
Asset financing facility	100	75	25	Apr 29	5.2%
Other loans	14	11	3	Nov 26	3.2%
	1,125	**850**	**275**		**3.3%**

The other loans drawn include £9.6m of local borrowings in Spain, which were renewed for a further year in November 2025, and £0.5m of preference shares.

The Group exercised an option to extend its UK bank facilities up to April 2031. The asset financing facility is renewed on an annual basis with drawn debt maturities up to April 2029.

The above drawn amounts reconcile to net debt as follows:

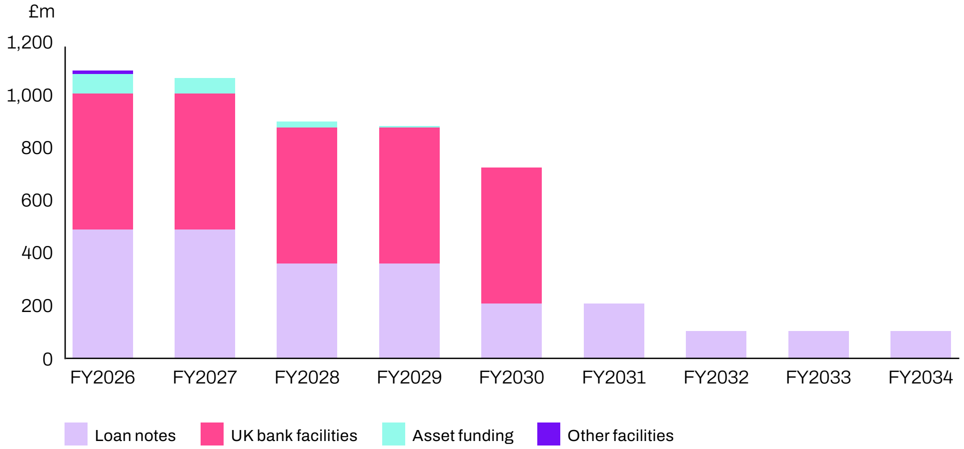
	Drawn £m
Borrowing facilities	850
Unamortised finance fees	(6)
Leases	155
Net debt	**999**

The overall cost of borrowings at 30 April 2026 is 3.3% (2025: 3.1%).The margin charged on bank debt is dependent upon the Group's net debt to EBITDA ratio, ranging from a minimum of 1.45% to a maximum of 3%. The net debt to EBITDA ratio at 30 April 2026 corresponded to a margin of 1.95% (2025: 1.95%).

The split of net debt by currency was as follows:

As at 30 April	2026 £m	2025 £m
Euro	**708.6**	649.9
Sterling	**297.2**	194.1
Borrowings and lease obligations before unamortised arrangement fees	**1,005.8**	844.0
Unamortised finance fees	**(6.5)**	(7.3)
Net debt	**999.3**	836.7

Maturity of facilities



There are three financial covenants under the Group's facilities as follows:

As at 30 April	Threshold	2026	Headroom	2025
Interest cover	3.0x	**6.2x**	£101m (EBIT)	7.1x
Loan to value	70.0%	**45.8%**	£453m (Net debt)	43%
Leverage	3.0x	**1.9x**	£165m (EBITDA)	1.8x

The covenant calculations have been prepared in accordance with the requirements of the facilities to which they relate.

Financial review continued

Dividend and capital allocation

Subject to approval, the final dividend proposed of 18.2p per share (2025: 17.6p) will be paid on 30 September 2026 to shareholders on the register as at close of business on 28 August 2026.

Including the interim dividend paid of 8.8p (2025: 8.8p), the total dividend relating to the year would be 27.0p (2025: 26.4p). The dividend is covered 2.0x by underlying earnings.

The Group's objective is to employ a disciplined approach to investment, returns and capital efficiency to deliver sustainable compounding growth. Capital will be allocated within the business in accordance with the framework outlined below:

- Funding organic growth
- Sustainable and growing dividend
- Inorganic growth
- Returning excess cash to shareholders

Foreign exchange

The Group's reporting currency is Sterling and 75% of its revenue was generated in Sterling during the year (2025: 77%). The Group's principal currency translation exposure is to the Euro, as the results of operations, assets and liabilities of its Spanish and Irish businesses are translated into Sterling to produce the Group's consolidated financial statements.

The average and year end exchange rates used to translate the Group's overseas operations were as follows:

	2026 £:€	2025 £:€
Average	**1.15**	1.19
Year end	**1.15**	1.17

Going concern

At 30 April 2026, the Group had approximately £275m in headroom available from cash and its committed facilities with maturities extending to October 2034. In assessing the Group's ability to continue as a going concern for the period until 31 July 2027, the Board analysed a variety of downside scenarios including a severe but plausible scenario and these sensitivities demonstrated there would be no breach of covenants and no scenario where the Group would run out of liquidity. The severe but plausible scenario modelled a reduction in revenue, profit and operating cash flows from risks continuing throughout 2026 and to the period ended 31 July 2027. In all scenarios, the Group would maintain comfortable headroom before modelling the mitigating effect of actions management would take in the event that these downside risks were to crystallise. The Directors concluded that the likelihood of these scenarios were remote.

Looking forward

As I close my first year in role, I thank our colleagues for their continued commitment which resulted in a strong set of financial results. The results are testament to the resilience of the business and the disciplined execution of our strategy. As we enter FY2027 with the new segments of Northgate Mobility, FMG and Spain, I look forward to continuing to deliver on that strategic ambition and driving value for our shareholders.

Rachel Coulson
Chief Financial Officer

7 July 2026

Simplified access to broadening fleet range

Hear how we have grown our specialist vehicle proposition over the past three years, and how the One Road simplification project has improved customer access to a broad range of vehicles across the UK&I fleet.

We acquired Blakedale, our traffic management business in 2023, and have grown its fleet from 320 vehicles to over 1,200 vehicles. On 1 May 2026 the business rebranded to Northgate Traffic Management.

Investment has included both fleet growth and product development, together with expanding its presence to four depots across the UK. This has brought our 18-tonne IPV protection HGVs, other workforce vehicles and specialist vehicles, such as arborealist and cherry pickers, closer to our customers, for increased responsiveness and fleet choices.

Our One Road programme has helped simplify choices and fleet management for customers, with all fleet choices able to be rented through a single account and relationship team.

Find out more on our website www.ZIGUP.com/spotlight/whywewin

GAAP reconciliation

Consolidated income statement reconciliation

Year ended 30 April	Footnotes (see below)	**Statutory 2026 £m**	**Adjustments 2026 £m**	**Underlying 2026 £m**	Statutory 2025 £m	Adjustments 2025 £m	Underlying 2025 £m
Revenue	(a)	**1,858.9**	**(222.6)**	**1,636.3**	1,812.6	(257.6)	1,555.0
Cost of sales	(b)	**(1,437.8)**	**236.5**	**(1,201.3)**	(1,414.7)	284.1	(1,130.6)
Gross profit		**421.1**	**13.9**	**435.0**	397.9	26.5	424.4
Administrative expenses	(c)	**(280.6)**	**44.2**	**(236.5)**	(261.5)	38.9	(222.6)
Other income		**1.3**	**–**	**1.3**	–	–	–
Operating profit		**141.8**	**58.1**	**199.9**	136.4	65.4	201.8
Income from associates		**0.6**	**–**	**0.6**	0.2	–	0.2
EBIT		**142.4**	**58.1**	**200.5**	136.5	65.4	202.0
Finance income		**1.0**	**–**	**1.0**	1.5	–	1.5
Finance costs		**(41.4)**	**–**	**(41.4)**	(36.6)	–	(36.6)
Profit before taxation		**102.0**	**58.1**	**160.1**	101.5	65.4	166.9
Taxation	(d)	**(25.8)**	**(14.4)**	**(40.2)**	(21.6)	(14.2)	(35.8)
Profit for the year		**76.2**	**43.7**	**119.9**	79.8	51.2	131.1
Shares for EPS calculation		**225.9m**		**225.9m**	224.3m		224.3m
Basic EPS		**33.7p**		**53.1p**	35.6p		58.4p

Adjustments comprise:	Footnotes	**Adjustments 2026 £m**	Adjustments 2025 £m
Revenue: sale of vehicles	(a)	**(222.6)**	(257.6)
Cost of sales: revenue sale of vehicles net down	(a)	**222.6**	257.6
Depreciation adjustment (Financial statements Note 27)		**13.9**	26.5
Cost of sales	(b)	**236.5**	284.1
Gross profit	(a)+(b)	**13.9**	26.5
Exceptional items (Financial statements Note 27)		**26.8**	20.6
Amortisation of acquired intangible assets (Financial statements Note 12)		**17.3**	18.3
Administrative expenses	(c)	**44.2**	38.9
Adjustments to EBIT		**58.1**	65.4
Adjustments to profit before taxation		**58.1**	65.4
Tax on exceptional items (Financial Statements Note 27)		**(6.7)**	(3.1)
Tax on depreciation rate adjustments and amortisation of acquired intangibles		**(7.7)**	(11.1)
Tax adjustments	(d)	**(14.4)**	(14.2)
Adjustments to profit for the year		**43.7**	51.2

GAAP reconciliation continued

Cash flow reconciliation

Year ended 30 April	2026 £m	2025 £m
Underlying EBIT	**200.5**	202.0
Add back:		
Depreciation of property, plant and equipment	**315.8**	287.5
Depreciation adjustment not included in underlying EBIT	**(13.9)**	(26.5)
Gain on disposal of assets	**(1.3)**	–
Intangible amortisation included in underlying operating profit	**1.5**	1.5
Underlying EBITDA	**502.6**	464.5
Net replacement capex[1]	**(355.2)**	(388.3)
Lease principal payments	**(51.7)**	(59.5)
Steady state cash generation	**95.7**	16.7
Exceptional items (cash expenses)	**(1.3)**	(3.8)
Working capital and non-cash items	**19.3**	49.0
Growth capex[1]	**(132.4)**	(65.1)
Taxation	**(19.9)**	(18.3)
Net operating cash	**(38.6)**	(21.5)
Distributions from associates	**0.6**	0.5
Interest and other financing costs	**(36.7)**	(37.1)
Free cash flow	**(74.7)**	(58.1)
Dividends paid	**(59.5)**	(59.0)
Purchase of treasury shares	**–**	(5.3)
Add back: lease principal payments	**51.7**	59.5
Net cash consumed	**(82.5)**	(62.9)
Reconciliation to cash flow statement:		
Net increase in cash and cash equivalents	**3.6**	2.6
Add back:		
Receipt of bank loans and other borrowings	**(159.9)**	(212.7)
Repayments of bank loans and other borrowings	**22.1**	87.7
Principal element of lease payments	**51.7**	59.5
Net cash consumed	**(82.5)**	(62.9)

1 Net replacement capex is total net capital expenditure less growth capex. Growth capex represents the cash consumed in order to grow the fleet or the cash that is generated if the fleet size is reduced in periods of contraction.

Year ended 30 April	2026 £m	2025 £m
Reconciliation of capital expenditure		
Purchases of vehicles for hire	**678.7**	672.7
Proceeds from disposals of vehicles for hire	**(200.8)**	(232.5)
Proceeds from disposal of other property, plant and equipment	**(2.6)**	(1.0)
Purchases of other property, plant and equipment	**10.7**	11.1
Purchases of intangible assets	**1.7**	3.1
Net capital expenditure	**487.6**	453.4
Net replacement capex[1]	**355.2**	388.3
Growth capex[1]	**132.4**	65.1
Net capital expenditure	**487.6**	453.4

GAAP reconciliation continued

Income statement reconciliations

Reconciliation of rental profit (current year)	UK&I Rental 2026 £000	Spain Rental 2026 £000	Group sub-total 2026 £000
Underlying operating profit (Financial statements note 4)	**78,228**	**91,648**	**169,876**
Exclude:			
Vehicle disposal profits	**(12,050)**	**(24,466)**	**(36,516)**
Rental profit	**66,178**	**67,182**	**133,360**
Divided by: Revenue: hire of vehicles[2]	**412,665**	**348,647**	**761,312**
Rental margin	**16.0%**	**19.3%**	**17.5%**

Reconciliation of rental profit (prior year)	UK&I Rental 2025 £000	Spain Rental 2025 £000	Group sub-total 2025 £000
Underlying operating profit (Financial statements note 4)	90,383	81,780	172,163
Exclude:			
Vehicle disposal profits	(28,723)	(23,735)	(52,458)
Rental profit	61,660	58,045	119,705
Divided by: Revenue: hire of vehicles[2]	392,083	300,098	692,181
Rental margin	15.7%	19.3%	17.3%

2 Revenue: hire of vehicles including intersegment revenue (see Note 4 of the financial statements).

Reconciliation of Underlying EBIT excluding disposal profits	2026 £000	2025 £000
Underlying EBIT (Financial statements note 4)	**200,487**	201,955
Exclude:		
Vehicle disposal profits	**(36,516)**	(52,458)
Underlying EBIT excluding disposal profits	**163,971**	149,497

Balance sheet reconciliations

Year ended 30 April	2026 £m	2025 £m	2024 £m
Reconciliation of Group ROCE			
Net assets	**1,090.7**	1,063.2	1,043.4
Net debt	**999.3**	836.7	742.2
Less: acquired intangibles	**(71.1)**	(88.3)	(106.8)
Less: goodwill	**(111.9)**	(111.9)	(115.9)
Less: Adjustments for exceptional depreciation	**(6.8)**	(17.4)	(37.2)
Capital employed	**1,900.2**	1,682.3	1,525.7
Average of capital employed[3]	**1,791.3**	1,604.0	
Underlying EBIT	**200.5**	202.0	
ROCE[4]	**11.2%**	12.6%	

3 Calculated as a two point average using the closing capital employed at 30 April in the current and comparative year.
4 Calculated as Underlying EBIT divided by average capital employed.

Year ended 30 April	2026 £'000	2025 £'000
Reconciliation of leverage		
Consolidated net debt (Financial statements note 19)	**999,295**	836,695
Less: IFRS16 adjustments[5]	**(151,126)**	(130,636)
Other adjustments	**7,937**	4,810
Adjusted net debt	**856,106**	710,869
Underlying EBITDA	**502,580**	464,494
Less: IFRS16 adjustments[5]	**(53,757)**	(61,052)
Adjusted EBITDA	**448,823**	403,442
Leverage[6]	**1.9x**	1.8x

5 IFRS16 adjustments relating to lease liabilities that would not have been recognised prior to adoption of IFRS16.
6 Calculated as adjusted net debt divided by adjusted EBITDA.

Identifying and managing risk

Managing risks to support our **strategy and stakeholders.**

Effective risk management allows us to be responsive to changing stakeholder needs and market dynamics; ensuring strong governance and execution of our strategy in order to deliver sustainable returns to our shareholders.

Risk focus

Risks facing the Group continue to be wide ranging, with both external and internal factors providing uncertainty and requiring careful management.

Geopolitical uncertainties, global conflicts and increased inflationary pressures create a less stable macro-economic environment. Within this evolving landscape, it is difficult to fully appraise the impact on the markets in which we operate, including costs in our supply chain and demand for our products and services, but this will continue to be closely monitored as it develops.

The Group Risk Committee meets on a quarterly basis, with the risk management process embedded across the Group, and the Board overseeing its work. This enables risks to be identified from a top down and bottom up perspective, with appropriate ownership and management of these risks throughout the Group. A description of principal board decisions made during the year is included within the Section 172 statement on pages 70 to 72.

Identifying and managing risks

The Board recognises the importance of identifying and actively monitoring the impact of strategic, operational and financial risks.

The Board maintains overall responsibility for risk management, with a focus on determining the nature and extent of exposure to the principal and emerging risks the business is willing to have in achieving its strategic objectives. This includes reviewing risk appetite in each area of risk. Risk appetite is assessed in the context of our business model and the external environment in which we operate.

The Board oversee the continual process for identifying, evaluating and managing the significant risks the Group faces, which was strengthened in the year with the launch of a new Group wide risk management platform. The Board is also responsible for ensuring the appropriate risk management process is in place and that it accords with risk management guidance including a three-lines-of-defence approach. The Board has performed a robust assessment of the principal and emerging risks facing the Group during the year.

The executive-led Group Risk Committee, facilitated by the Group Head of Internal Audit, is responsible for facilitating the identification of risks, including emerging risks, and overseeing management of those principal risks throughout the Group in order to achieve our performance goals, within the context of risk appetite.

The Board confirmed they have performed an assessment of the risk management and internal control systems. On behalf of the Board, the Audit Committee takes responsibility for overseeing the effectiveness of internal control systems which are embedded into our risk management systems. The Group Risk Committee continues to review and evaluate the robustness of the risk management systems on behalf of the Board.

Ultimate responsibility for oversight of risk management rests with the Board. The Executive Committee assesses top down risk exposures against the context of the Group's strategy, and the effective day-to-day management of risk is embedded within our operational business units and forms an integral part of how we work. This bottom up approach allows potential risks to be identified at an early stage and escalated as appropriate, with mitigations put in place to manage such risks. Each business unit maintains a comprehensive risk register. Changes to the register are reviewed quarterly by the Group Risk Committee, with significant and emerging risks escalated to the Board.

Identifying and managing risk continued

Risk management framework.

There is a formal governance structure underpinning our approach to risk management.

The Group ensures that there are robust processes in place in order to achieve effective risk management. This involves the identification, evaluation, control and continuous monitoring of risk posed to the business. These processes ensure that we have appropriate measures to manage our exposure to risk in order to operate within the Group's risk appetite.

Further details on the Board's oversight of internal controls can be found within the Audit Committee report on pages 88 to 93.

Top down
Oversight, identification, assessment and mitigation of risk at a group level

Governance

The Board
- Overall responsibility for risk management
- Reviews and approves risk appetite
- Monitors the activity of the Group Risk Committee and agrees the risk programme
- Reviews principal and emerging risks with the Executive Directors

Audit Committee
- Supports the Board in monitoring risk exposure and ensuring that internal controls embedded in the business are relevant and proportionate to risk appetite and exposure
- Reviews internal controls
- Sets the objectives of and monitors the work of Group Internal Audit

Risk management

First line of defence

Executive Committee
- Set group strategy in context of risk appetite and risk tolerance
- Identify and review principal risks
- Identify and monitor emerging risks
- Design and implement the risk management framework

Second line of defence

Group Risk Committee
- Oversees and facilitates the process of identifying, recording and monitoring risks on a bottom up basis throughout the business units and functions in a consistent manner
- Ensures that risk owners are allocated to all risks
- Aggregates risk information and maps against principal risks ensuring escalation to Executive Committee and the Board
- Ensure that top down and emerging risks are captured and recorded in the risk register

Third line of defence

Group Internal Audit
- Monitors risk management processes with the Group Risk Committee including evaluation of risk exposures and emerging risks
- Supports the Audit Committee in assessing the adequacy of internal controls
- Designs and implements a testing programme of internal controls
- Provides recommendations to internal stakeholders in order to ensure adequate controls are in place and risks are sufficiently mitigated in accordance with the risk appetite

Risk ownership

Management teams and support functions
- Identify and assess risks in business operations and support functions
- Allocate risk owners to all risks
- Monitor risks and report to Group Risk Committee
- Ensure effective operation of internal controls

Bottom up
Identification, assessment and mitigation of risk at business unit and functional level

Identifying and managing risk continued

Risk **appetite**.

The Board is responsible for overseeing the risk appetite of the Group with risk appetite based on the level of risk that the Group is willing to take in order to deliver against strategic, operational and financial objectives.

The risk appetite processes ensure that risks are consistently managed across the Group with decisions being made regarding the right level of risk, and ensure that the appropriate resources and controls are put in place at each level of risk. This also makes sure that risks are escalated appropriately and proportionately in line with overall appetite.

1. Describe potential impact categories

Areas of potential risk impact are determined. These are categories of outcomes that could follow risk events materialising.

Risk impact categories are set out in table 1.

2. Set acceptable risk level

Increasing levels of impact are described within each impact category from very low to extreme. Consideration is then given to appetite for each level of impact within each impact category. Appetite is expressed as an acceptable probability for that level of impact arising from risk events over an agreed timeframe.

Impact levels are not directly comparable between impact categories: for example, a medium financial impact is not necessarily directly comparable with a medium environmental impact. Judgement is used to define what outcome would be medium risk in each category.

3. Analyse risks and compare to defined appetite levels

Risks are analysed for potential impacts that could arise, if the risk were to materialise; and the probability of the risk occurring.

The level of probability and potential impact are compared to defined risk appetite.

4. Determine action

Where the assessed combination of probability and impact falls outside of defined appetite, appropriate action is considered. This may include implementing additional or strengthened controls to lower probability or impact. Where appropriate, consideration is given to increasing exposure if it supports strategic objectives such as growth and higher returns.

Table 1: risk impact categories

	Appetite at each impact level				
	Very low	**Low**	**Medium**	**High**	**Extreme**
1 Financial					
2 Legal and regulatory compliance					
3 Commercial contract compliance					
4 Supplier contract compliance					
5 Health and safety					
6 Environment					
7 Employee					
8 Customer					
9 Public					

Lighter shading denotes lower acceptable probability, darker shading denotes greater acceptable probability.
Impact levels in different impact categories are not necessarily directly comparable.

Identifying and managing **risk**.

The Board maintains a focus on effective risk management, which flows all the way through the organisation. As with any business, the Group faces risks and uncertainties in the course of our operations. It is only by timely identification, effective management and monitoring of these risks that we are able to continue to deliver our strategy.

The assessment of principal risks are based on the perceived impact on the Group's ability to achieve its strategic objectives and the likelihood of their occurrence, taking into account controls that have been put in place to mitigate any impact.

Principal risks

Recognising that business activity involves elements of risk, the Group maintains a policy of continually identifying and reviewing risks that represent a threat to the business, or that may cause future financial results to differ materially from expected results. Our approach is not intended to eliminate risk entirely, but to manage our risk exposure across the business, whilst at the same time capitalising on opportunities.

The Executive Committee has carried out a robust assessment of the principal and emerging risks facing the Group, including those that would materially threaten its business model, future performance, solvency or liquidity. The risks specified are not intended to represent an exhaustive list of all potential risks and uncertainties.

For each risk we state what it means for us and what we are doing to manage it. The change in risk is assessed using the aggregation of bottom up risks which have been mapped against principal risks and also the top down view, as well as emerging risks. The risk level change represents the assessed risk exposure as at 30 April 2026 compared to the same point in the previous year.

The risk factors outlined should be considered in conjunction with the Group's system for managing risk, described on pages 45 to 47.

Emerging risks

In addition to principal risks, the Board considers emerging risks which may impact the Group. The Group considers an emerging risk to be one that does not currently have a material impact on the business but has the potential to impact future strategy or operations.

The Group deploys horizon scanning techniques to assess and regularly monitor these risks and develops actions to address them where appropriate.

The Board considers climate-related matters, including the recommendations from the TCFD as emerging risks and believes that climate change is not individually a principal risk, but is more appropriately addressed within our underlying risk categories for short to medium term impacts; and then separately through our TCFD risk assessment for longer term implications, as set out on pages 58 to 67. This better reflects the risks and opportunities which will arise over the longer term.

Principal risks and uncertainties

Strategic risks.

1 The world we live in

The successful delivery of our strategy is influenced by the world we live in, and we need to adapt to a changing global environment. Changes in both economic and environmental conditions in the countries that the Group operates in or is linked to, through our supply chain, could affect how we deliver our services or change the cost base of the business.

Risk appetite

Low

Mitigated risk within appetite

Yes

Risk trend

No change

Risk trend explanation

- Economic uncertainty in global markets due to political change and global conflicts could impact the Group in the future. We have not seen any immediate impact on demand or supply within our primary markets and will continue to monitor this
- Increased inflationary pressures continue to be managed through operational efficiencies and targeted pricing actions

Influencing factors

- Changes in economic conditions including economic growth forecasts, exchange rates, interest rates and inflationary pressures
- Influences of global conflicts on global supply chains
- Increases to global tariffs could increase the costs in the supply chain and affect our customers' businesses
- The impact that environmental conditions such as extreme weather could have on our operations, as well as our impact on the environments in which we operate
- Inability to find appropriate premises or facilities to fulfil the Group's operational needs

Stakeholder impact

Link to strategy

Enable. Deliver. Grow.

Controls and mitigating activities

- The Group's business model and balance sheet strength provide resilience to economic downturns, with the flexibility of our offer being attractive in times of uncertainty
- In the event of a downturn, the Group can manage its fleet flexibly, generating cash and reducing debt by reducing vehicle purchases or accelerating disposals
- The cost base related to management of insurance claims and services is flexible and can be scaled back in response to a downturn in revenue
- Pricing structures remain under review in the context of cost inflation with minimum return thresholds protecting margins
- Credit risk of new and existing customers is continually assessed, and the Group has a diversified customer base without over-reliance on an individual or group of customers across any sector
- The Group maintains close relationships with key suppliers to ensure continuity of supply and diversifies the supplier base in periods when supply becomes restricted
- Foreign exchange exposure is minimised through sourcing supplies in the same currency as the revenue is generated. Translation risk is managed through holding a proportion of borrowings in Euro in order to hedge against the investment in Euro net assets
- Our property portfolio is continually reviewed, with investment in infrastructure and new facilities added to our estate in the year to increase capacity and effective customer service
- Management continue to assess the impact of global conflicts and international tariffs on the operations of the Group

Key to stakeholder impact:

Customers and consumers | Partners and suppliers | Governments and regulators | Investors | Colleagues | Community

Risk appetite represents average risk appetite across the risk impacts (page 47) that relate to each risk.

Principal risks and uncertainties continued

Strategic risks.

2 Our markets and customers

We operate in markets undergoing significant transformations both through changing business models and customer expectations for smarter and increasingly sustainable mobility. If the Group does not respond to behavioural, structural, legal, or technological changes in our markets there is a risk that demand for our services will reduce. Changes to the insurance market or loss of a key insurance referral partner could adversely impact the Group's revenues.

Risk appetite

Low

Mitigated risk within appetite

Yes

Risk trend

No change

Risk trend explanation

- No significant change in customer composition which continues to be diversified across sectors with no reliance on individual customers or size
- We continue to receive excellent customer satisfaction scores as the breadth of our services remains attractive for our customers
- The decision to simplify the UK&I operations and exit a number of our non-core markets allows us to refocus our strategic delivery and offer the best experience for our customers

Influencing factors

- Structural changes to the rental and insurance and repair markets such as consolidation, digitalisation or vertical integration could impact on the viability of the business model if we are not agile enough to respond to those trends
- Changes to regulations for operation of ICE vehicles and widening of low-emission zones will change the way in which mobility services will need to be delivered
- Price competition for an equivalent service, could impact our ability to attract and retain customers at appropriate rates of return
- Increases in insurance referral rates or cost increases which cannot be passed on through claims could impact viability of returns
- Loss of a major customer or insurance referral partner could diminish returns if the cost base is not managed appropriately
- Inability to deliver change for evolving customer needs may hinder our ability to retain customers and secure new contract wins

Stakeholder impact

Link to strategy

Enable. Deliver. Grow.

Controls and mitigating activities

- Our strong reputation for trusted and expert advice and customer service improves retention of existing customers and increases our attractiveness to new customers by differentiating our offer from other market participants
- Continued evolution of the fleet towards non-ICE vehicles with development of our offering to cater to changing customer needs
- Significant investment has been made in our bodyshops to increase both our capacity and in-house capabilities to deliver to our customers
- Continual benchmarking of pricing and service offer compared to competitors and other market participants. Pricing controls over target levels of returns and discount authorities protect margins
- Minimising the concentration of business customers and maintaining long-term relationships with insurance partners, with a large proportion of revenue coming from contracts with customers, that are greater than one year in length
- The Group made the decision to exit some markets of non-core operations and restructure our UK&I operations to best serve our customers

Key to stakeholder impact:

Customers and consumers | Partners and suppliers | Governments and regulators | Investors | Colleagues | Community

Principal risks and uncertainties continued

Operational risks.

3 Fleet availability

Failure to secure sufficient access to fleet at appropriate pricing would impact on our ability to meet operational and customer service delivery, overall returns and our ability to grow organically.

An increase in fleet holding costs either through higher new vehicle pricing or lower residual values, if not recovered through pricing increases or operational efficiencies, would adversely affect returns.

Inability to access new vehicle entrants may make our product offering less attractive to customers and impact returns.

Risk appetite

Low

Mitigated risk within appetite

Yes

Risk trend

No change

Risk trend explanation

- After stabilising in the prior year, the Group continued to be able to source vehicles at appropriate prices, progressing our programme of fleet replacement following increase in holding periods post COVID-19
- Residual values normalised in line with expectations

Influencing factors

- Global supply has stabilised in recent years following a period of major disruption
- Residual values were stable in the year. Management continually review residual values as they are influenced by other economic conditions
- The impact of increases to global tariffs on the automotive industry remains uncertain

Stakeholder impact

Link to strategy

Enable. Deliver. Grow.

Controls and mitigating activities

- The business model supports high levels of utilisation and vehicles returned from customers are redeployed within the fleet
- The Group maintains close relationships with key suppliers to ensure continuity of supply and has diversified the supplier base in order to broaden access to new vehicles
- New vehicle models have been introduced as they have been introduced to market, reflecting our strong supplier relationships
- The Group minimises vehicle holding costs by flexibly managing the fleet so that vehicles can be defleeted at the optimal point in their lifecycle through our own sales channels. We manage vehicle sales through our own retail sales network and online sales channels
- Flexibility over asset management means that in the short term the Group can mitigate the shortage of supply of new vehicles by deferring capex

Key to stakeholder impact:

Customers and consumers | Partners and suppliers | Governments and regulators | Investors | Colleagues | Community

Principal risks and uncertainties continued

Operational risks.

4 Our people

We rely on the expertise and experience of our people in order to stay at the forefront of changes to our markets and to maintain and deliver high levels of customer service. Failure to attract, retain, develop and motivate this talent would impact the Group's ability to meet its strategic objectives.

We also understand our responsibility to keep our people safe through appropriate health and safety risk management to maintain trust with our people and reputation across all stakeholders. The Group continues to ensure that the health and safety procedures we have in place are robust to minimise this threat as far as possible.

Risk appetite

Very low

Mitigated risk within appetite

Yes

Risk trend

No change

Risk trend explanation

- Consistently strong colleague engagement scoring reflects the measures taken to improve communication, training and development of our people
- Continual review of benefits including a further free shares issuance, and initiatives such as buying and selling of annual leave
- Routes to employment markets continue to be supported by in-house recruitment and the vacancy filler platform used across the Group

Influencing factors

- External pressures in the labour market create issues in attracting and retaining talent and therefore delivery of the operating model and commercial proposition
- The diverse operations of the Group growing organically and inorganically across a wide geographical area increase the challenge of fostering a shared culture in line with strategic objectives
- Not safeguarding colleague's health and welfare and failure to invest in our workforce will lead to high levels of staff turnover, which will affect customer service, operational efficiency and overall delivery of the Group's strategy

Stakeholder impact

Link to strategy

Enable. Deliver. Grow.

Controls and mitigating activities

- Engagement with the Group's leadership teams through The Voice Network forums and the annual Have Your Say survey as well as site visits
- Internal communications establish values which are aligned to the Group's strategy, and we undertake regular communication of the strategic progress by the Group and how that best serves our people through various platforms
- Establishing a dedicated team to manage onboarding and support new joiners in the early stages of their ZIGUP careers
- Ongoing benchmarking of reward and benefits against the comparable employment market
- Regular performance reviews including personal development and tailored training as well as a mentoring programme
- Regular engagement with colleagues and access to health and wellbeing initiatives
- Widening of rewards and benefits including share ownership, financial wellbeing initiatives and holiday buy and sell initiatives
- Development of mentoring programmes to support career progression opportunities within the Group
- Continual development of the Group's health and safety initiatives to facilitate safe working environment

Key to stakeholder impact:

Customers and consumers | Partners and suppliers | Governments and regulators | Investors | Colleagues | Community

Principal risks and uncertainties continued

Operational risks.

5 Regulatory environment

The Group must comply with all laws and regulations as well as adhere to contractual obligations; certain activities within the Group are regulated, therefore ongoing compliance with regulations is required to ensure continuity of business.

Legal cases relating to the provision of credit hire and insurance-related services have provided a precedent framework which has remained stable for several years. Legal challenges or changes in legislation could undermine this framework with consequences for the markets in which the Group operates.

Risk appetite
Very low

Mitigated risk within appetite
Yes

Risk trend
No change

Risk trend explanation
- No material changes to laws and regulations
- No material changes to contractual obligations
- Continual horizon scanning and planning for future changes to laws and regulations

Influencing factors
- Changes to the legislation or regulatory environment in any of the Group's markets could impact revenue and profitability, particularly within the credit hire, insurance and legal services businesses
- Non-compliance with contractual obligations could give rise to disputes which could be costly to the business and damage the Group's reputation
- Inadequate operation of systems to monitor and ensure compliance with regulations could expose the Group to fines and penalties, or operating licences could be suspended. Our reputation could be adversely affected across all stakeholder groups

Stakeholder impact

Link to strategy
Enable. Deliver.

Controls and mitigating activities
- In-house legal and compliance team continually monitoring regulatory and legal compliance
- Horizon scanning and monitoring of legal and regulatory developments
- Policies and procedures and compliance monitoring programmes
- Training in relation to relevant legislation, regulatory responsibilities and the Group's policies and procedures
- The Group is underway with its programme to simplify the UK&I operating model resulting in a revised structure; the Group is committed to maintaining a strong control environment throughout transition
- As previously announced, the Group is in the process of exiting the personal injury market. This run-off is being managed in line with regulations protecting the handling of legal cases
- External advisors are retained where necessary

Key to stakeholder impact:

Customers and consumers | Partners and suppliers | Governments and regulators | Investors | Colleagues | Community

Principal risks and uncertainties continued

Operational risks.

6 Technology and digitalisation

The Group relies on technology to ensure the safe continuity of business operations, and advances in technology offer opportunities to leverage efficiencies in processes and enhanced service delivery, with stakeholders continuing to seek deeper digital engagement. Developments in AI provide significant opportunities for businesses to drive efficiencies when deployed with discipline.

Failure of existing systems, lack of development in new systems or poor integration of new systems, could result in a loss of commercial agility and/or harm the efficiency and continuity of our operations.

The global threat of cyber attacks is increasing as attacks are becoming more frequent and sophisticated as regularly reported in the media.

Risk appetite

Medium

Mitigated risk within appetite

Yes

Risk trend

No change

Risk trend explanation

- The complexity, frequency and threat of cyber attacks remains high. Our defences are continually evaluated and employees are required to undergo regular training on cyber security resilience

Influencing factors

- Inadequate IT systems can be at risk from failed processes, systems or infrastructure and from error, fraud or cyber crime
- The Group's business is dependent on the safe and efficient processing of a large number of complex transactions and stakeholder interactions. The effective performance and availability of core systems is central to the operation of the business
- Growth through inorganic acquisitions increases the complexity and diversity of operations, IT systems and infrastructure
- Cyber attacks are becoming increasingly frequent and sophisticated. The Group remains vigilant to changes in the cyber threat landscape and continues to review the technology deployed to defend against these threats
- The Group continually appraises opportunities to utilise AI capabilities and automations to drive efficiencies

Stakeholder impact

Link to strategy

Enable. Deliver. Grow.

Controls and mitigating activities

- Investments in key IT platforms and systems to ensure continued operational performance and delivery
- Changes to key IT systems are considered as part of wider Group change programmes and are implemented in phases where possible, with appropriate governance structures put in place to oversee progress against project objectives
- Ongoing monitoring of the continuity of IT systems with access to support where required
- Back-up and recovery procedures for key systems including disaster recovery plans
- Increased training on cyber security made mandatory for staff
- Operation of information security and data protection protocols to ensure that data is held securely, and is adequately protected from cyber attacks or other unauthorised access
- Development of Acceptable Use policy to include usage of AI functionality
- Expansion of security protections for users and devices to further safeguard our systems and data
- Expansion of automated threat detection and response capabilities, leveraging real-time monitoring tools to proactively identify and address emerging cyber threats

Key to stakeholder impact:

Customers and consumers | Partners and suppliers | Governments and regulators | Investors | Colleagues | Community

Principal risks and uncertainties continued

Financial risks.

7 Recovery of contract assets

Our credit hire and repair business involves the provision of goods and services on credit. The Group receives payment for the goods and services it has provided after a claim has been pursued against the party at fault (and the relevant third party insurer). This process can take a long period of time before a claim is agreed and settled.

Risk appetite
Low

Mitigated risk within appetite
Yes

Risk trend
No change

Risk trend explanation
- The overall risk remained consistent with the prior year, including the mix of partners under protocol arrangements

Influencing factors
- Recovery of insurance claims requires the orderly running of insurance markets with claims being settled on commonly agreed terms
- Due to the relative strength of insurance companies, they could influence the speed of settlement of claims in order to secure better terms
- Settlement of claims is normally reached through mutual agreement. Settlement through court arbitrations can be lengthy and relies on efficient operation of the court process

Stakeholder impact

Link to strategy
Enable. Deliver. Grow.

Controls and mitigating activities
- Services are only provided to customers after a full risk assessment process to ensure that the claim will be legally recoverable from a third party
- The Group manages collection risk by standardising terms with third party insurers (protocol agreements) where possible, which reduces collection risk under shorter payment terms. The proportion of claims under protocol terms was consistent with prior year
- Other claims are managed through specialist teams or managed through a court arbitration process

Key to stakeholder impact:

Customers and consumers | Partners and suppliers | Governments and regulators | Investors | Colleagues | Community

Principal risks and uncertainties continued

Financial risks.

8 Access to capital

The Group needs access to sufficient capital to maintain and grow the fleet and fund working capital requirements.

Investors increasingly require businesses to demonstrate that they act in a responsible and sustainable manner prior to granting access to financing facilities.

Risk appetite

Low

Mitigated risk within appetite

Yes

Risk trend

No change

Risk trend explanation

- Debt markets remain liquid and supportive of investment grade credit profiles
- Debt facility amounts and maturities remain adequate for funding strategic objectives
- The Group's credit-worthiness and strong relationships with its lenders meant that we were able to complete our refinancing programme in the prior year at attractive pricing. Our average cost of debt for 30 April 2026 was 3.3% (2025: 3.1%)

Influencing factors

- Debt markets can be volatile in terms of liquidity and pricing
- Failure to maintain or extend access to credit and fleet finance facilities or non-compliance with debt covenants could affect the Group's ability to achieve its strategic objectives or continue as a going concern

Stakeholder impact

Link to strategy

Enable. Deliver. Grow.

Controls and mitigating activities

- Debt facilities are diversified across a range of lenders and close relationships are maintained with key funders of the Group to ensure continuity of funding
- Debt facilities have been put in place to provide adequate headroom and maturities in order to support the strategy of the Group
- The Group continually monitors cash flow forecasts to ensure adequate headroom on facilities and ongoing compliance with debt covenants
- The Group maintains leverage within stated policy and the business model allows cash to be generated through economic cycles
- The impact of access to capital on the Group's viability is considered in the viability statement on page 57

Key to stakeholder impact:

Customers and consumers | Partners and suppliers | Governments and regulators | Investors | Colleagues | Community

Viability statement

Underpinned by a strong balance sheet and stable funding platform following a comprehensive debt refinancing programme in 2025, the Group is well equipped to execute its strategic ambitions and harness future growth opportunities.

Assessment of prospects

The Group's business model and strategy are fundamental to understanding its future prospects and are described in further detail on pages 18 to 22. The Group is well established in the markets in which it operates (see pages 16 to 17) and continues to benefit from key structural trends. During the year, the decision was taken to close the EV charging business, while continuing to support customers with their fleet transition plans. Together with the managed exit from the personal injury market announced in the prior year, these actions have enabled increased focus on the Group's core operations. The Group continues to deliver strong underlying profitability at attractive returns.

The Group has continued to make progress against its strategic pillars of Enable, Deliver and Grow, and during the year announced the next phase of its strategic ambition. This phase includes the simplification of the UK&I operating model into two distinct operating businesses, as outlined on pages 8 to 9. The Board maintains a measured approach to strategic risk while continuing to assess growth opportunities that are expected to deliver long-term value for the Group, both organically and inorganically. The Board also regularly reviews changes in the Group's risk profile and emerging risks, including climate-related impacts, further details of which are set out on pages 45 to 48. The Group undertakes only those activities that are consistent with its overall risk appetite.

The assessment process and key assumptions

The Group's prospects are continually assessed, and this culminates in an annual review of the ongoing strategic plan, led by the CEO, together with the involvement of business functions in all territories.

The Board engages closely with the Group's management teams throughout this process and challenges the delivery of the strategic plan during regular Board meetings. Part of the Board's role is to challenge the plan to ensure it is robust and makes due consideration of the appropriate external environment.

The Directors have assessed the viability of the Group over a three-year period to 30 April 2029, considering its current position and a robust assessment of the potential impact of the principal risks outlined in the Strategic report.

A three-year period was selected as this reflects the typical commercial contract lengths within the Group. In Rental, vehicles generate income across a mix of flexible and minimum term contracts. Flexible contracts are normally hired on a medium to long-term basis. Minimum term contracts are offered on a 12 to 48-month basis with the average being 36 months. The strength of our Claims & Services segment is underpinned by referral relationships with insurance partners. Commercial terms are continually reviewed, with three years representing an average review cycle of material terms.

The three-year period used for assessing viability is therefore aligned to how capital is employed in the business, the maturity of key commercial relationships and, therefore, how returns on investment are reviewed.

The strategic plan includes assumptions about the normal level of capital recycling of the fleet and investments for growth, and therefore considers whether additional financing will be required.

Based upon this assessment, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period to 30 April 2029.

Sensitivity analysis of our strategic plan

The three-year strategic plan considers the Group's cash flows, dividend cover under current policy, and headroom against borrowing facilities and financial covenants. The strategic plan was then stress tested using a sensitivity analysis to assess the Group's viability and ability to deliver its strategic objectives.

Financial position

The Group's core debt facilities were refinanced in the prior year, across banking and private placement markets providing extended maturities and a stable funding base over the medium term. Headroom against debt facilities at 30 April 2026 was £275m as detailed on page 40. This compares with headroom of £412m in the prior year, reflecting planned fleet investments.

Taking into account further planned financing assumptions, the Group's facilities will provide sufficient headroom to fund the capital expenditure and working capital requirements during the planned period.

The Directors have further considered the resilience of the Group, considering its current position and the principal risks facing the business. The plan was stress-tested for severe but plausible scenarios as follows:

- No further growth in vehicles on hire with rental customers
- A 1% reduction in rental hire rates
- A 2% increase above plan assumptions in the purchase cost of vehicles and other operating expenses not passed on to customers
- A £500 reduction to 'per vehicle' assumptions in the plan for the residual value of used vehicles
- A 7.5% reduction in insurance claims and services revenue in aggregate, either through lower demand or through ending the commercial relationship with a group of key insurance partners
- A prudent working capital view reflecting the impact of a slow-down in collections of historic insurance claims

The above scenarios took into account the effectiveness of mitigating actions that would be reasonably taken, such as reducing variable costs that are directly related to revenue, but did not take into account further management actions that would likely be taken, such as a change to the indirect cost base of the Group or a reduction in capital expenditure, both of which would generate cash and reduce debt.

Conclusions relating to viability and going concern

After considering the above sensitivities and reasonable mitigating actions, sufficient headroom remained against available debt facilities and the covenants attached to those facilities. The Directors have a reasonable expectation that the Group will continue to be able to meet its obligations as they fall due and continue to be viable over the period to 30 April 2029. The Directors also considered it appropriate to prepare the financial statements on the going concern basis, as explained in the Basis of preparation paragraph in Note 2 of the financial statements.

TCFD and SECR Report

Implementing our **climate transition strategy.**

Transport emissions account for 25% of Europe's domestic emissions. As a leading integrated mobility solution provider, we are evolving our services across the vehicle lifecycle to support the shift to a low-carbon economy. As a rental operator and accident repair service, we recognise that most emissions arise from customer needs and choices.

Transition pathway

We are committed to achieve net zero emissions by 2050 and have submitted science-based targets for validation. We have formulated a Transition Plan that outlines how we will reduce operational emissions while adapting our business to remain competitive in a low-carbon economy. The plan outlines our market context, decarbonisation objectives, and our commitment to delivering sustainable, long-term value. The transition to net zero will not be linear; some pathways depend on emerging technologies, regulatory development and a growing customer demand to lower their carbon emissions. It is essential that we adapt our approach as conditions change. We are investing in our people, capabilities and partnerships, decarbonising the areas we can directly control, and working constructively with policymakers and industry associations to remove barriers to progress. By taking a pragmatic collaborative approach, we believe we can deliver sustainable growth while supporting our customers on their journey to net zero.

Value chain vehicle emissions

Our position within our industry value chains affects our ability to directly influence or control emissions, which are significantly weighted towards Scope 3. The vehicles we purchase, rent to customers, and later sell on are categorised within our Scope 3 emissions, which account for 99% of our total value-stream emissions.

Included in the Scope 3 footprint are the tailpipe emissions from customers' use of our vehicles. While greater demand for EVs will result in lower tailpipe emissions for our fleet, its composition is predominantly determined by OEM supply and customer demand.

Scope 3 emissions also include embodied emissions generated across the vehicle supply chain prior to sale. Although EVs currently have higher embodied emissions than ICE vehicles, this impact is expected to reduce as manufacturers decarbonise their operations in line with science-based targets. When vehicles are defleeted and sold, we account for projected tailpipe emissions from the point of sale to the end of life. As the proportion of EVs in our fleet increases, emissions associated with vehicle disposal and onward use are expected to decline accordingly.

Vehicle repair and recovery

Vehicle accident recovery and repair is carbon-intensive and difficult to reduce in the short term. We aim to decarbonise our vehicle repair operations by using lower-carbon energy sources and fuels until more viable technologies become available. Additionally, we manage large networks of external vehicle recovery and accident repair suppliers. We will work closely with these networks to coordinate a programme that encourages our suppliers to establish and implement their own carbon reduction targets and plans.

Drive to net zero – Climate Transition Plan

The Group is set to publish it's first Transition Plan shortly after the publication of the Annual Report. Our Transition Plan translates long-term climate ambition into clear targets, actions and governance to drive delivery towards a lower-carbon, resilient future.

Discover more online **www.ZIGUP.com**

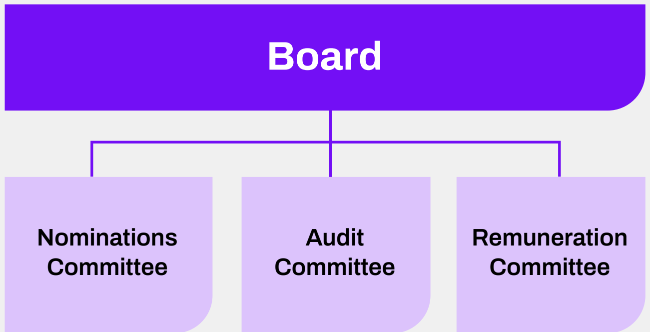
TCFD and SECR Report continued

Accountability.

This report was prepared in line with the UK Climate-Related Financial Disclosures Guidance and associated annexes, specifically annexe 1.

Climate change management is embedded within our existing governance framework, with clear accountability across the Board, the Executive Committee, and the Management Boards.

The Executive Committee oversees the delivery of our climate goals within an approved Transition Plan. Ongoing progress and any material updates are reviewed through established governance processes. The CEO holds ultimate accountability for climate-related matters, with day-to-day management delegated to the Group Management Boards. The CFO, as Chair of the Sustainability Committee, has delegated responsibility and ensures effective reporting to the Executive Committee and Board. The Sustainability Committee, supported by cross-functional working groups focused on fleet and carbon-intensive repair operations, assesses climate risks and proposes mitigation actions across all territories.



Monitors the transition.

Board – final approval of the Plan

Responsible for ensuring ZIGUP's long-term strategy is resilient in a low-carbon transition. They approve the Plan and ensure it is credible, deliverable, financed and transparently reported to investors and other key stakeholders.

Nomination Committee

Ensures there is sufficient climate literacy on the Board to challenge senior executives effectively.

Audit Committee

Monitors the integrity of climate-related disclosures and data reporting through internal and external assurance.

Remuneration Committee

Responsible for incentivising and monitoring performance against climate targets and approving related remuneration.

Delivers the transition.

Executive Committee – oversight of Plan delivery

Translates the climate strategy into a credible, operational Transition Plan and quantifies the Group wide impacts on cost and revenue.

Ensures accountability and responsibility are operationalised throughout ZIGUP.

Group Management Boards

Assigning clear ownership at senior management levels to deliver carbon reduction objectives.

Group Risk Committee

Identifying, assessing, and reporting climate-related risks and material impacts.

Sustainability Committee

Supporting the development of a systematic and collaborative approach to climate action.

TCFD and SECR Report continued

Our transition journey **so far**.

Over the last four years, we've invested in our fleet, operations, and our people to empower our customers on their own journeys to lower emissions. We've also successfully reduced our own operational emissions and continued to improve our sustainability governance and reporting, setting a solid foundation for achieving our climate goals.

Operational emission reduction

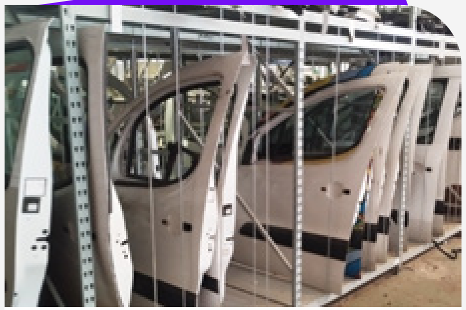
An increased adoption of renewable electricity, along with our initiatives to enhance energy efficiency and improve fleet logistics and data tracking, has led us to surpass the 10% absolute carbon-reduction target, achieving a 29% reduction in emissions in FY2026 compared to FY2022, and achieve an 8% reduction compared to FY2025.

We have significantly enhanced our energy and value stream emission reporting and further strengthened governance led by the Sustainability Committee.

Advancing the transition to lower-carbon mobility

Our award-winning Drive to Zero programme has gained momentum year after year, as customers seek to incorporate our diverse range of e-LCVs into their fleets.

In FY2024, we launched an EV consultancy service to assist fleet managers with data-driven analytics and targeted driver surveys, which support their transition plans. Alongside the ongoing development of our EV support services, we continue to adapt to automotive innovation by continually enhancing our technicians' expertise and investing in vehicle repair technology and facilities.



Decarbonising vehicle accident repair

The insurance sector's journey toward decarbonisation has emphasised sustainability as a crucial factor for cost control and for winning and retaining contracts.

In recent years, we have worked diligently to align ourselves with industry sustainability goals. We have placed a stronger emphasis on repair rather than replacement, utilising plastic welding techniques. Additionally, we are increasingly using green parts, both of which contribute to reducing lifecycle emissions. Governance has improved with better energy reporting and the formation of an environmental impact group that reports into the Group Sustainability Committee.

Climate metrics – Progress to date

Operational emissions

8%
Scope 1 and 2 emission reduction

99.9%
of electricity used at our sites is renewable

Lower-carbon mobility

9,600
number of EV and hybrid vehicles in fleet

99.5%
of UK company cars are either EV or hybrid

Decarbonising accident repair

6%
improvement in repair intensity

The repair intensity metric expresses carbon emissions per accident repair in our bodyshops.

TCFD and SECR Report continued

Climate outcome **scenarios**.

Through scenario analysis, we have improved our understanding of physical and transition risks to our business across short, near and long term time horizons.

We have provided a comprehensive overview of the potential impacts on the Group and its stakeholders under different climate scenarios. The potential climate outcomes considered this year, when reviewing climate risks and opportunities, range from an orderly transition scenario that limits global average surface warming to 1.5 degrees Celsius above pre-industrial temperatures, to an adaptation scenario in which emissions continue the current pathway, leading to around 4°C warming. Qualitative assessments for each of these climate scenarios are outlined in table 2 on page 63.

Physical risk exposure was assessed under two future states of the world using the latest Inter-governmental Panel on Climate Change (IPCC) scenarios specified in their sixth assessment report. The IPCC Shared Socio-economic Pathways are a natural choice as these scenarios are widely recognised, based on credible scientific databases, and are used to inform our global climate policy. As expected, the Group has minimal exposure to most of these hazards due to the operational profile of our business. When scenario pathways diverge, we expect physical risks to materialise around 2040.

Transition risks were explored through the application of the IEA Global Energy and Climate model scenarios, the IEA Global EV Outlook, and the National Energy System Operator (NESO) Future Energy Scenarios, all of which align with the Group's long-term net-zero commitment. The IEA Global Energy and Climate model scenarios assessed three states of global change.

The IEA and NESO scenarios were selected for their sector-specific analyses and industry dependencies. The NESO scenarios also apply specifically to the UK market, providing tailored insights into the potential future changes to our UK strategy and feeding into our wider organisational strategy. For more information, see table 2 on page 63.

TCFD and SECR Report continued

Climate risk **management**.

Climate change is reshaping vehicle mobility by driving electrification and the adoption of low-carbon fuels, tightening regulations, and changing how people and goods move.

We work across the full vehicle lifecycle, from rental through to recovery and repair. A thorough annual risk and opportunities assessment is undertaken to review the potential impacts of climate outcomes on our business. Our assessment covered key timeframes (as defined in table 3), which link to our fleet renewal cycles, key sector regulations and policies, and our net zero commitment. We assigned timeframes to each risk and opportunity based on expected material impact and quantified the impact where possible.

ZIGUP has a finite capacity for financial impacts and recognises that this capacity is best reserved for strategic and tactical objectives that create value. The Group is therefore cautious of financial impacts arising from risks and will accept only medium residual risks with low probability, with a strong preference to reduce risks to low and very low residual levels. Climate transition issues are considered fundamental to our commercial success, and such risks and opportunities are assessed against relevant financial planning horizons and also aligned with our customer strategy and demand requirements. These risks are embedded within the Group's risk management processes and risk register and are reviewed regularly by the Board, which oversees the Group's risk management strategy and internal control framework.

Climate-related risks are discussed in table 3 on page 64. Our risk identification, assessment, methodology and appetite is set on an annual basis. Where climate risks extend beyond the timeframe of our ERM process, they are assessed using the same methodology but considered within the longer-term context of our Transition Plan, and under the scrutiny of the Sustainability Committee, which is chaired by the CFO.

As set out in table 3, our mitigation and resiliency measures appropriately manage the risks identified within our scenario analysis. This comprises assessing the effectiveness of these systems, including regular reviews to ensure that the Group is identifying, considering, and, as far as practicable, mitigating the risks to the business. Further details on material impacts and mitigation activities can be found in the risk table on page 64.

Table 1: Risk assessment

Risks		Opportunities		
Sample hazard exposure	Severity	Likelihood	Impact contribution	Scale
High (>15%)	Critical	Virtually certain	Significant	5
	High	Likely	High	4
Moderate (10-15%)	Moderate-high	More likely than not	Moderate-high	3
	Moderate	About as likely as not	Moderate	2
Low <10%)	Low	Unlikely	Low	1
	None	Very unlikely	None	0

TCFD and SECR Report continued

Climate outcome **scenarios.**

Table 2: Climate outcome scenarios

Value chain engagement	1.5°C Orderly transition	2.0°C Disorderly transition	4.0+°C Adaptation
	An orderly transition to a low-carbon economy occurs over the long-term as sufficient regulatory action is taken to limit the rise in global temperature, resulting in significant transition risks while minimising physical risks.	**A disorderly transition with delays to Government pledges and stringent policies being introduced post-2030, causing maximum transition risk while limiting physical risk to a relatively low level.**	**This is where the current CO_2 emissions level will approximately double by 2050, and the global economy will grow, fuelled by the exploitation of fossil fuels and energy-intensive lifestyles.**
Government	Governments and cities have introduced policies that encourage the decarbonisation of road transport. By 2035, all new light-duty vehicles sold, including vans, will be low-emission vehicles. The number of car lanes will be reduced in urban environments to provide more space for public transport, pedestrians, and cyclists.	Phasing out of ICE vehicles is delayed with limited political will to strictly enforce the ZEV mandate. Inadequate investment in public charging infrastructure to support effective e-LCV operation.	Global policies and investment have shifted towards adapting to a new climate and responding to global geopolitical and environmental instability. Changing global weather patterns are causing severe physical risks, both acute and chronic.
Suppliers	Some large OEMs will cease ICE production by 2035 as ICE LCVs become increasingly available. Increased competition from China will have stimulated affordable EV ownership. Accelerating innovation in battery technologies has reduced the need for critical minerals, increasing supply chain resilience and security.	Significant increases in carbon prices will be implemented from 2030 onwards to discourage the use of materials produced by carbon-intensive nations. Limited innovation in new battery production and technologies will increase battery demand, further driving demand for critical minerals and steep cost increases from 2030.	Global economic instability and geopolitical issues have hindered efforts to reduce emissions, leading to limited investment in innovative low-carbon solutions. Significant changes in weather patterns and events impact global supply chains, resulting in sizeable price increases.
Operations	Low-emission LCVs optimised to meet varied operational requirements are readily available. Continued investment in training and infrastructure advances the electric vehicle mobility ecosystem. Facilities' emission reductions through high renewable capacity in the grid, with unabated gas sharply reduced. Hydrogen used to support industrial clusters.	Despite continuing demand, the limited availability of ICE LCVs results in longer replacement cycles, increased maintenance costs, and lower resale values. A growing EV skills gap undermines confidence in the industry's ability to service, maintain, and repair low-emission vehicles. Facilities remain heavily dependent upon gas, and power generation continues unabated to include fossil fuels.	Operations in some parts of Spain are becoming unviable due to excessive energy costs for cooling the facilities. To avoid the hottest parts of the day, restricted operating hours are introduced in the summer. Many facilities in the south of England and in Spain require costly water-efficiency measures to address high utility costs.
Customers	Europe has become the global leader in vehicle electrification with a regulation-driven market supported by positive customer demand trends. Customers' desire to meet their carbon-reduction targets has reinforced their demand for low-emission LCV fleets.	There is a lack of confidence in the suitability of low emission LCVs to meet operational requirements, which is compounded by insufficient policy incentives to decarbonise and issues regarding the suitability of charging infrastructure for LCVs. Cities and surrounding metropolitan areas have introduced draconian policies to ban all ICE vehicles in urban environments.	Unfettered growth in mobility has increased the number of vehicles on our roads, and emissions have risen markedly, leading to many health problems due to poor air quality. Extreme heat events have accelerated the degradation of materials such as asphalt and concrete, impacting transportation speed and causing service delays.

TCFD and SECR Report continued

Table 3: Climate-related risks

	Risk rating	Timeframe: Short 0-3 years	Timeframe: Medium 3-9 years	Timeframe: Long 9+ years	Scenario relevance	1	2	3	4	5	Our response
Transition risks						1	2	3	4	5	
Technology risk – eLCVs There is a limited supply of fit-for-purpose, low-emission LCVs optimised to meet diverse operational requirements, which affects our ability to transition customers' vehicle fleets.	2	3	1	0	Orderly transition						We are continuing to grow our range of operationally suitable e-LCVs. The Transition Plan we have written sets out our measured approach to transitioning to low-carbon mobility and helping customers navigate this complexity while balancing environmental ambition with operational reality.
					Disorderly transition						
					Adaptation						
Technology risk – Charging Charging infrastructure issues hamper our customers' and our ability to transition to e-LCVs, e.g., off-street and public charging for van drivers.	2	3	2	1	Orderly transition						Our Drive to Zero service provides guidance and support to help fleet managers develop an optimal charging strategy for their operations, vehicles and drivers.
					Disorderly transition						
					Adaptation						
Policy and legal risk – EU/UK vehicle emissions There is misalignment between the EU Corporate Average Fuel Economy (CAFE) regulatory timelines and the UK ZEV mandate, with customer demand for e-LCVs. This may impact our product offering and our ability to match customer needs.	2	2	3	0	Orderly transition						We work closely with trade bodies, such as the BVRLA, SIMI in Ireland, and FENEVAL in Spain. They aim to guide governments on the most effective ways to accelerate decarbonisation and transition towards low-carbon mobility.
					Disorderly transition						
					Adaptation						
Technology risk – Low carbon HGVs Vehicle recovery operators (VROs) predominantly use larger HGVs. Alternative drivetrains for HGVs are lagging behind those of other vehicles, hindering our ability to meet our customers' decarbonisation ambitions.	3	3	3	1	Orderly transition						We will work closely with our external network of VROs, supporting them in developing carbon-reduction targets and plans to improve their data collection and analysis processes, as well as to increase the adoption of alternative, lower-carbon fuels in the short to near term.
					Disorderly transition						
					Adaptation						
Technology risk – decarbonising accident repair Vehicle accident repair is carbon-intensive and challenging to abate hindering our ability to meet our customers' decarbonisation ambitions.	3	3	3	1	Orderly transition						We will gradually introduce green gas for our repair operations in the UK in the near term, whilst investigating alternative technology. We will encourage our large network of external accident repair suppliers to establish and implement their own carbon-reduction targets and plans. Adoption of repair over replacement techniques will reduce lifecycle emissions.
					Disorderly transition						
					Adaptation						
Physical risks											
Rising summer temperatures may impact vehicle repair operations by reducing workforce productivity, increasing health and safety risks, driving higher energy costs, and disrupting repair capacity.	4	3	4	5	Orderly transition						Business resilience plans are in place covering all operations in the UK, Ireland and Spain. These include setting clear temperature thresholds, providing cooling breaks, and adjusting shift patterns where required.
					Disorderly transition						
					Adaptation						
Risk of damage/loss to our vehicles and facilities due to increasing flooding incidents.	2	1	2	2	Orderly transition						The business resilience plans also address how we will continue to operate during and after unexpected extreme weather disruptions, continuing operations with minimal impact.
					Disorderly transition						
					Adaptation						

TCFD and SECR Report continued

Table 3: Climate-related opportunities

Opportunities	Risk rating	Timeframe: Short 0-3 years	Timeframe: Medium 3-9 years	Timeframe: Long 9+ years	Scenario relevance	1	2	3	4	5	Our response
The higher total cost of ownership and the demand for operational resilience are accelerating the shift toward service-led rental solutions for EVs.	2	2	3	2	Orderly transition						Our flexible rental terms and bundled services help reduce capital expenditures and lower customers' ownership costs, minimising the commercial and operational risks of transitioning their fleet to EVs.
					Disorderly transition						
					Adaptation						
Many public sector organisations aim to transition to all-electric vehicle fleets by 2030, while private-sector companies working with them are also adopting ambitious carbon-reduction initiatives.	1	2	1	0	Orderly transition						We provide tailored guidance on e-LCV options and charging solutions by gaining a thorough understanding of each customer's fleet, operations, and decarbonisation goals. By aligning our solutions with their strategies, we help customers achieve their ambitious carbon reduction targets.
					Disorderly transition						
					Adaptation						
The efficiency of ICE vehicles continues to improve, and the way a fleet is driven and managed can contribute to emissions reductions.	2	3	2	0	Orderly transition						We provide valuable insights for fleet management through telemetry services that detail vehicle routes, utilisation, and driver behaviour, helping clients select optimal vehicle specifications for fuel efficiency and emission reduction. Additionally, we offer driver safety and efficiency training, along with advice on low-carbon fuel options.
					Disorderly transition						
					Adaptation						
The insurance sector's journey toward decarbonisation has made sustainability a key lever for winning and retaining accident repair contracts.	2	2	2	1	Orderly transition						Our ambitious plans to reduce emissions from our repair operations and those of our external vehicle repair network will help safeguard our long-term profitability in the repair sector. Adoption of repair over replacement techniques will reduce lifecycle emissions.
					Disorderly transition						
					Adaptation						

TCFD and SECR Report continued

SECR Report.

Approach and methodology

We seek to enhance our disclosures through improved year-on-year reporting. This includes reviewing our data collection processes and our calculation methodology. This section incorporates emissions data presented in accordance with the operational control approach, as required under the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. We have included each facility under operational control within the figures.
The Group has used the principles of the GHG Protocol Corporate Accounting and Reporting Standard (revised edition), ISO 14064-1. We have predominantly used 2025 DESNZ conversion factors to arrive at the information supplied (supplemented by Our World in Data 2023 and Sustainable Energy Authority of Ireland 2023).
An independent, UKAS-accredited, third-party assessor has verified the GHG data. Verification includes Scope 1 and 2, and Scope 3 categories 2 (vehicles only), 3, 11 and 13, representing more than 95% of our footprint. Our assurance reports are available within the sustainability section of our website.

Reporting and baseline year

Our carbon reporting and fiscal years are aligned, so the information presented covers FY2026 as defined in the glossary. We are in the process of validating science-based targets. As part of our preparation we have reset our baseline year to FY2024. For Scope 3, our current business is better represented by the emissions in FY2024, as in FY2022 we were still experiencing post-pandemic impacts on our client fleet numbers. FY2024 was reviewed and restated in our last Annual Report (FY2025) and is an appropriate baseline for the Group, better reflecting our current business activities.

Energy efficiency

We continue to look for efficiency savings across our facilities. When opening new sites, or improving existing ones, consideration is taken to utilise new or more efficient technology to reduce energy consumption. For example, our new Hoddesdon site had an EPC rating of A, with benefits including electrical heating, solar panels and LED lighting. We are also continuing to roll out the heating asset replacement programme, replacing aged and inefficient assets with new energy-efficient models.

More than 70% of our natural gas consumption is used for our repair services. In the UK, FMG RS have developed a 10-year plan to replace all spray booths with newer, more energy-efficient technology. The plan is informed by the results from energy monitoring of new and old booths in Accrington, together with a portfolio-wide review of all spray booths, ranking them by age, condition and cost to maintain or annual maintenance costs.

8%

reduction in Scope 1 and 2 emissions since FY2025

99.9%

renewable electricity at our sites

Scope 3 analysis

95% of our Scope 3 emissions are from categories 2, 11, and 13, mainly related to vehicles within our value chain. Categories 8, 10, and 14-15 are not relevant to ZIGUP. Other categories contribute less than 1% each, except for Cat 1 at 2.8%. In FY2026, our Scope 3 emissions increased by 2.3% to 2,459,469 tCO_2e, less than the growth of 5.9% in our vehicle fleet.

Category 2 – Capital goods refers to the emissions from purchased vehicles, which we use Green NCAP's Life Cycle Assessment to evaluate. EVs have higher battery-related emissions than ICE vehicles, so we expect Cat 2 emissions to rise as we transition to EVs. However, the lower in-use emissions from EVs will offset this increase. In FY2026, category 2 emissions increased by 8.2% compared to FY2025, primarily due to the types and number of vehicles purchased.

Category 11 – Use of sold product refers to the expected emissions from fleet vehicles we dispose of and those sold on behalf of third parties. As we upgrade to more efficient vehicles, we sell older, less efficient ones. Emissions for category 11 fell 6.6% compared to FY2025, due to fewer vehicle sales in FY2026. Medium- to long-term, we anticipate a decrease in emissions as we transition to selling more EVs.

Category 13 – Downstream assets pertain to emissions from our vehicle fleet, which customers drive. In FY2026, our emissions increased by 12.5%, from 769,886 tCO_2e in FY2025 to 865,920 tCO_2e. This is predominantly due to strong business growth seen in Spain, where our fleet size increased. There were also some increases to DESNZ emission factors for LCVs and HGVs.

TCFD and SECR Report continued

Scope 1 and 2 analysis

In FY2026 our Scope 1 and 2 emissions have decreased 25% compared to our FY2024 baseline, to 14,587 t CO_2e. We are continuing to show year-on-year reductions (8% lower than FY2025) and will shortly publish a Transition Plan which will include updated Scope 1, 2 and 3 targets, set against the FY2024 baseline.

Our in-year reductions in Scope 1 and 2 emissions largely relates to our vehicles, through a combination of operational improvements in client fleet logistics, and improved systems for data monitoring giving greater clarity on how and where vehicles were moved. For example, we disposed of dedicated runner vehicles in FY2025, used to facilitate relocation of drivers. We now support collection and deliveries through improved logistics, and when a runner vehicle is required our drivers preferentially use an electric vehicle from the available fleet.

Within Scope 1, our gas consumption and emissions increased by 8%. This is predominantly due to increased consumption in repair services, alongside business growth in this area. However, considered on a 'per repair' basis, the CO_2e intensity of our repair business has improved by 6%, from 65.4 kg CO_2e/repair in FY2025 to 61.5 kg CO_2e/repair in FY2026.[3]

Our Scope 2 location-based emissions decreased, mainly due to a reduction in the DESNZ emission factors through greater use of renewables in the UK grid. The proportion of renewable electricity we procure and generate at our sites remains at 99.9%, compared to 64% in FY2024. We remain committed to 100% renewable electricity at our global sites.

1.1. GHG and energy

GHG emissions		Unit	FY2026	FY2025	FY2024[1] (Baseline)
Scope 1 emissions	UK	tCO_2e	**11,775**	12,670	13,561
Combustion of fuel and operation of facilities	Non-UK	tCO_2e	**2,640**	2,873	3,488
Scope 2 emissions	UK market-based	tCO_2e	**170**	286	2,395
Electricity, heat, steam and cooling	UK location-based	tCO_2e	**2,889**	3,336	3,732
	Non-UK market-based	tCO_2e	**2**	3	17
	Non-UK location-based	tCO_2e	**862**	868	729
Total gross Scope 1 and 2 (market-based)	UK	tCO_2e	**11,945**	12,956	15,956
	Non-UK	tCO_2e	**2,642**	2,876	3,505
Total gross Scope 1 and 2 (market-based)	Group	tCO_2e	**14,587**	15,832	19,461
Revenue (£m)[2]	Group	£m	**1,636**	1,555	1,521
Intensity ratio:[3]	Group	tCO_2e per £m of revenue	**11**	13	14
Scope 3 emissions[4]					
Cat 2: Purchased capital goods	Group	tCO_2e	**460,441**	425,604	371,400
Cat 11: Use of sold products	Group	tCO_2e	**1,017,933**	1,090,166	1,088,838
Cat 13: Downstream leased assets	Group	tCO_2e	**865,920**	769,886	837,484
Other categories[5]	Group	tCO_2e	**115,175**	118,678	134,333
Total gross Scope 3 emissions	Group	tCO_2e	**2,459,469**	2,404,334	2,432,055
Total gross Scope 1, 2 and 3 emissions	Group	tCO_2e	**2,474,056**	2,420,166	2,451,516
Energy consumption					
Scope 1 emissions	UK	kWh	**55,634,668**	58,859,411	62,792,736
	Non-UK	kWh	**10,333,458**	11,374,025	13,948,999
Scope 2 emissions	UK	kWh	**16,308,729**	16,108,101	18,023,965
	Non-UK	kWh	**4,812,805**	4,851,601[6]	4,550,161

1 Baseline reset to FY2024 according to restated emissions published in FY2025 Annual Report and Accounts.
2 Revenue excludes vehicles sales.
3 Revenue intensity ratio based on Scope 1 and Scope 2 location data. Per repair intensity based on Scope 1 and Scope 2 market data.
4 Scope 3 categories are calculated as Well-to-Wheel emissions.
5 Other Scope 3 categories includes categories 1, 3, 4, 5, 6, 7, 9, and 12.
6 Corrected figure replaces that previously published.

Non-financial and sustainability information statement

We continue to evolve our non-financial disclosures in line with emerging recommendations and principles, ensuring we remain compliant with the reporting requirements in sections 414CA and 414CB of the Companies Act. The information is included by cross-reference and further non-financial information is available in our Sustainability report and on our website at www.ZIGUP.com.

Reporting requirement	Policies and standards which govern our approach	Risk management and additional information	
Environmental matters	• Environmental sustainability policy • Health and safety policy • Waste and resource efficiency policy • Whistleblowing policy	**Stakeholder value and impact** pages 20 to 21	**Sustainability progress** page 30
Our people	• The Respect Training e-Learning package • Diversity, equity and inclusion policy • Code of business conduct • Whistleblowing policy • Health and safety policy	**Colleague numbers by gender** page 28 **Diversity** pages 29, 86 and 87	**Stakeholder value and impact** pages 20 to 21 **Sustainability progress** pages 26 to 29 **CEO's remuneration compared to employees** page 105 **Gender pay gap report published on qualifying entities' websites**
Human rights	• Modern slavery statement • Code of business conduct • Whistleblowing policy	**Governance** page 80	**Governance and operational reporting** page 82
Anti-corruption and anti-bribery	• Code of business conduct • Whistleblowing policy • Anti-corruption and anti-bribery policy	**Governance** page 80	**Governance and operational reporting** page 82
Social matters		**Sustainability progress** pages 26 to 29	**Stakeholder value and impact** page 20 to 21
Policy embedding, due diligence and outcomes		**Governance framework and structure** page 78	**Board activity during the year** page 77 **Report of the Audit Committee** pages 88 to 93
Principal risks and impact on business activity		**Identifying and managing risks** pages 45 to 48	**Principal risks and uncertainties** pages 49 to 56
Description of business model		**Our business model** page 18	**Our strategy** page 22
Non-financial key performance indicators			**Key performance indicators** page 33

Non-financial and sustainability information statement continued

Disclosures in compliance with the requirements of the UK Companies Act 2006 (as required by 414CA and 414CB) can be found in our report as follows:

Companies Act climate-related financial disclosure	Location of disclosure within this report
Governance arrangements for assessing and managing climate-related risks and opportunities	**Climate governance** page 59
How ZIGUP identifies, assesses and manages climate-related risks and opportunities	**Climate risk management** page 62
Integration of climate-related risk identification, assessment and management processes into our overall risk management process	**Identifying and managing risks** pages 45 to 48 **Climate risk management** page 62
Principal climate-related risks and opportunities arising in connection with our operations	**Climate-related risks** page 64 **Climate-related opportunities** page 65
The time periods by reference to which those risks and opportunities are assessed	**Climate risk management** page 62
The actual and potential impacts of the principal climate-related risks and opportunities on the business model and strategy in different climate-related scenarios	**Climate-related risks** page 64 **Climate-related opportunities** page 65
Resilience of our business model and strategy in different climate-related scenarios	**Climate-related risks** page 64 **Climate-related opportunities** page 65
Our targets to manage climate-related opportunities and performance against targets	**Climate metrics and targets** pages 30, 60 and 67
Key performance indicators for assessing progress against targets	**Climate metrics and targets** pages 60 and 67

Section 172 statement

Promoting success for the **benefit of all**.

In accordance with Section 172 of the Companies Act 2006 (Section 172), the Group and its Directors act in the way that they consider in good faith would most likely promote the success of the Company for the benefit of its members as a whole.

Key stakeholders

- Customers and consumers
- Partners and suppliers
- Our people
- Investors
- Community
- Governments and regulators

Throughout the Annual Report and Accounts, we provide examples of how the Group has taken into account the likely consequences of decisions in the long-term, fosters and builds relationships with stakeholders. The Board understands the importance of engaging with our people and gives consideration to their interests, recognises the impact of our operations on the communities and regions where we operate and the environment we depend upon and attributes importance to behaving as a responsible business.

The Board appreciates the importance of effective stakeholder engagement and considers its stakeholders' views in its decision making and in setting its strategy. The Board also understands the need to act fairly between the Group's members. Although the Board's decisions do not always impact all of the Group's stakeholders to the same extent, by having a process in place for decision making, the Board ensures that it has due regard for the interests of its stakeholders, including our people, customers, suppliers, shareholders and regulators, when making decisions.

More details on stakeholder engagement can be found throughout the Annual Report and Accounts and in particular on page 83. The following principal decisions and activities provide specific examples of how the Board and its Directors have complied with Section 172 and have considered, individually and collectively, stakeholder interests and impacts in making different decisions that support the implementation of the Group's strategy and the delivery of the Group's objectives now and in the longer term.

Details of how the Group's Board and committees of the Board operate, their responsibilities, and the matters they considered during the year are contained in the Corporate Governance Report on pages 80 to 83.

The Group's continuing strength is underpinned by our business model and strategic framework which is central to Board decision making Our strategic focus reflects our consideration of the interests of our key stakeholder groups. As the Group continues to grow organically and through acquisitions, the Board will continue to review the Group's performance and delivery of its strategy.

Section 172 statement continued

Customers and consumers

Our integrated proposition provides a broad customer offering across vehicle rental, vehicle data, accident management, vehicle repairs, fleet management service and maintenance, vehicle ancillary services and vehicles sales.

- The Board has supported this strategy because it affords our customers greater simplicity and efficiency benefits through outsourcing to us, and we have seen that this approach has been central to our success in winning a number of large multi-year contracts in recent years
- We regularly engage with our customers to understand their needs and enable them to receive the widest benefits of our proposition (whilst being mindful of supply chain and other economic challenges). As part of this, the Board has considered both the services customers look to receive, and the requirements that underpin demand for these services
- Our financial strength enables the Group to continue to provide both existing and new customers with a broader product offering. We continue to explore inorganic opportunities to further grow our services and product suite. We recognise the need to be agile and responsive in a challenging economic environment benefitting the customers and communities in which we operate
- The Board approved new or renewed contracts with a number of key insurance referral partners in line with the Group's delegation of authority policies

Partners and suppliers

Our partnerships with suppliers and business partners are fundamental to delivering consistent quality and long-term value. Through collaborative relationships, clear standards and responsible sourcing, we work together to maintain reliability, efficiency and shared success across our supply chain.

- The Board has taken care in reviewing current and future fleet supply conditions in the markets in which we operate
- The Board has also invested significant time and expertise considering the Group's pipeline of vehicles, as the Group has focused on building and maintaining relationships with OEM providers of EV and ICE vehicles to broaden and enhance our fleet proposition and provide versatility and diversity for our customers
- The Group regularly reviews its supply chain and maintains appropriate supplier codes of conduct, including compliance with the national living wage and supporting the welfare of the people who work for our suppliers. During the year, the Board reviewed and approved the Modern Slavery Statement, which builds on how we work with suppliers to ensure that there is a culture of ethical trading throughout our supply chain and also approved an updated Anti-Slavery and Human Trafficking policy
- The Board reviewed the adoption of a science-based emissions reduction target during the year. In doing so, the Directors considered the Group's long-term environmental impact and the importance of working collaboratively with suppliers and partners to address emissions across the value chain. The Board believes this approach supports sustainable growth while strengthening relationships with key partners and enhancing resilience within the supply chain
- As part of the simplification of the Group's UK&I operating model, the Group is seeking to deliver procurement efficiencies through engagement with its supply chain with a view to embedding long-term mutually beneficial relationships

Our people

Our people are central to our continued success. By fostering an inclusive culture, investing in development and supporting wellbeing, we aim to empower our employees to perform at their best and contribute to the long-term strength and resilience of our organisation.

- Effective recruitment, development and reward are essential to the continued success of the Group's businesses and strategy, supporting and incentivising our colleagues to deliver value and high levels of service to our customers
- During the year the Board placed increased emphasis on leadership succession and organisational effectiveness to support the Group's long-term strategy
- The Group conducted its annual Have Your Say survey during the year, achieving strong levels of colleague participation across the workforce. Survey results highlighted stable engagement levels, increased confidence in the Group's strategic direction and improved visibility of senior leadership. Key themes included colleagues' strong affiliation with their direct managers, pride in the service provided to customers and recognition of collaboration and teamwork across the business. The survey also identified continued opportunities to enhance fairness of progression, recognition and reward, which remain areas of focus for the Group
- The Board reviewed and approved the Board Diversity and Inclusion statement during the year, reaffirming its commitment to maintaining a diverse and inclusive Board. In reaching this decision, the Board recognised that diversity of skills, experience, background and perspective strengthens the quality of debate, supports effective decision making and is in the long term interests of the Company and its stakeholders

Our wider workforce: The Board remained focused on our people throughout the year, recognising the importance of supporting colleagues through decisions on pay and benefits across the wider workforce. In considering the FY2027 pay review, the Board approved a 2.5% salary increase for colleagues at the mid to senior levels, while colleagues in the UK earning below £12.71 per hour received a pay increase which aligned with changes to the National Minimum Wage. The Group also continued to deliver on its commitment to help our colleagues invest in the Company and promote their alignment with and participation in the Group's strategy through participating in the SAYE scheme and the Group's Free Share programme, under which all colleagues were provided with £500 of free shares in the SIP.

For further information on our people, see pages 26 to 29.

Section 172 statement continued

Investors

Our unique proposition, continuing strong performance and financial resilience alongside a robust capital allocation approach offers an attractive proposition to equity investors and debt lenders.

- The Executive Directors maintain a regular dialogue with our shareholders, analysts and prospective investors on the Group's strategy and performance
- Our annual general meeting (AGM) is an important event in our calendar, offering a constructive opportunity to engage with shareholders, hear their views and answer questions about the Group. This year's AGM will be held on Tuesday 29 September 2026 and provides an opportunity for shareholders to put questions to the Board in person and in advance. Further details are included in the Notice of AGM
- The Group's strong financial profile supports our longstanding relationships with lenders, providing us with the financial flexibility to operate and grow our businesses and strategic proposition
- The Group has maintained a conservative approach to capital allocation and leverage has remained within our 1 to 2x target range, being 1.9x at 30 April 2026. The Board declared an interim dividend of 8.8p per share and has proposed a final dividend of 18.2p per share, subject to shareholder approval at the AGM, bringing the total dividend in the year to 27.0p, a 2.3% increase on the prior year
- Throughout the year we undertook a programme of investor engagement activities, are set out on page 83, which provided a breadth of opportunities to discuss the Group's strategy, operational performance and long-term growth plans. This programme is supported by the Board, and feedback from investors and analysts is shared with the Board to ensure Directors remain informed of shareholder perspectives and can take these views into account when making decisions that promote the long-term success of the Group

The Board will continue to review the capital allocation priorities of the Group, taking into account the long-term interests of the Group and all of its stakeholders.

Community

Our focus on community includes those communities where we, our customers and suppliers work around the world, as well as the communities we serve. We prioritise positive dialogue with our community stakeholders as we believe they, collectively, provide our 'licence to operate'.

- During the year, the Group made significant progress in its sustainability roadmap. The Board monitored progress towards the Group's Scope 1 and 2 targets, and received updates from the CFO and Group Head of ESG at Board meetings on the work of the Sustainability Committee
- The Head of ESG presented to the Board on several EU sustainability reporting standards, including their potential impact on the Group's disclosures and operations. These updates informed the Board's understanding of emerging regulatory obligations
- The Board continued to support the Group's participation in the Darlington Cares programme, a partnership of local employers working collaboratively to deliver volunteering and community initiatives in the Darlington area
- The Executive Committee approved a Group volunteering policy during the year to support colleagues in contributing their time and skills to community initiatives. The Board recognises the importance of supporting community engagement and employee participation in volunteering activities across the Group

Governments and regulators

Our commitment to responsible operations, transparency and compliance supports constructive engagement with Government and regulatory bodies. Through strong governance, robust risk management and adherence to regulatory standards, we aim to contribute positively to the markets and communities in which we operate.

- The Board recognises the importance of maintaining constructive relationships with Government bodies and regulators and ensuring compliance with evolving regulatory requirements. During the year, the Board monitored developments in the UK regulatory landscape, including reforms introduced under the Economic Crime and Corporate Transparency Act 2023, and continued to strengthen internal controls and governance processes to support fraud prevention and corporate transparency
- The Board also monitors developments in areas such as environmental regulation, road safety standards and corporate transparency requirements and considers the implications of these for its operations and long-term strategy. The Board also oversees the Group's policies which are designed to support regulatory compliance

Further information

Further information on the Board's principal activities can be found in the governance section on page 77.
In accordance with our duty to do so under Section 172(1) of the Companies Act 2006, the Board, individually and collectively, has acted in a way that it considers, in good faith, is most likely to promote the success of the Company for the benefit of its members as a whole.

The Strategic report up to and including page 72 was approved by the Board on 7 July and signed on its behalf by:

Martin Ward
Chief Executive Officer

Corporate governance.

Chairman's introduction to governance

Growth focused, long-term governance management.

Our Board is committed to maintaining strong leadership and governance to support disciplined growth and long-term value.

Avril Palmer-Lavery
Chairman

Dear stakeholder,

On behalf of the Board, I am pleased to present the Corporate Governance Report for the year ended 30 April 2026. I have included a summary of the Board's key areas of focus and activities throughout the year. I have also outlined the Group's wider corporate governance framework, which underpins our decision making and business operations. The Board remains firmly committed to high standards of governance as we continue to pursue long-term value creation for all our stakeholders.

Throughout the year, the Board remained focused on strategic execution, leadership succession and maintaining a robust control environment as the Group continues to evolve.

UK&I Operating model

In December 2025, alongside our half-year results, we announced a new operating model for the UK&I businesses. The revised structure is designed to simplify our operating model and enhance clarity of responsibility and operational efficiency.

Strategy, capital allocation, and risk oversight

The Board devoted significant time during the year to reviewing the Group's strategy, capital allocation framework, and long-term financial resilience. The Board also maintained close oversight of the Group's principal and emerging risks, including funding and liquidity risks, supply chain dynamics, regulatory developments, and operational performance. The effectiveness of the internal control framework was monitored through reports from the Audit Committee and Group Internal Audit function.

Executive leadership and succession

We were delighted to welcome Rachel Coulson to the Board in August 2025. She has completed a comprehensive induction programme since she joined, spending time across the business and meeting with key stakeholders.

2026 Governance activities

- Assessed progress on the Group's strategic framework and purpose
- Reviewed succession plans for the Board and senior management
- Oversaw the induction process for Rachel Coulson
- Reviewed the Group's performance, including approval of the strategic plan
- Approval of shareholder dividends
- Reviewed and approved significant investment decisions and commercial contracts in line with the Group's delegation of authority policy
- Reviewed and approved actions from the Have Your Say survey and decisions on pay arrangements
- Undertook an internally facilitated evaluation of the Board and committees
- Reviewed updates to the Group's governance processes, policies and framework

See a detailed account of activities Page 77

Chairman's introduction to governance continued

Culture and stakeholder engagement

As the Group has evolved, the Board has remained focused on ensuring that our culture supports high standards of integrity and accountability and responsible decision-making, Employee engagement, leadership behaviours, and stakeholder considerations form an integral part of Board discussions, consistent with our statutory duties and long-term value creation objectives.

The Board believes that the strengthening of the executive team, the introduction of the revised UK&I operating model and continued focus on governance and risk management, position the Group well for the future. We remain committed to maintaining high standards of governance and supporting sustainable growth and long-term shareholder value.

Diversity

The Board is committed to operating in a way that supports diversity and inclusivity, and this is integral to how succession plans are prepared and recruitment is carried out.

In 2024, the Board approved a target for 10% representation of ethnically diverse groups within senior management by 2027, and we continue to monitor progress against this target.

We have met the diversity targets outlined in the FTSE Women Leaders Review and the Parker Review to have at least 40% female representation on the Board and at least one Director from an ethnic minority background. We also complied with the Board and senior executive gender and ethnicity targets set out in the Listing Rules. Female representation on the Board at 30 April 2026 was 50%. The Board will continue to make appointments to the Board having due regard to the benefits of diversity, social and cognitive personal strengths.

The Group was also recognised as one of the strongest performers across the FTSE 350 for progress in female representation on boards, reflecting the Board's sustained focus on building a balanced and inclusive leadership team. Over the period 2021 to 2025, the Company increased female representation by 36ppt from 14% to 50%, representing the highest level of improvement across the FTSE 350 and FTSE 250. In addition, the Company was recognised among the FTSE 250 companies reporting the strongest year-on-year progress in 2025, with a 12.5ppt increase.

These outcomes reflect the Company's continued commitment to diversity, effective succession planning and the development of a high-performing Board with a range of perspectives skills and experience.

Sustainability

The Group continues to place importance on embedding ESG principles in its governance programme which underpins the Group's long-term success. The CFO has responsibility for oversight of our climate change agenda and chairs the Sustainability Committee. Further information relating to the work of the Sustainability Committee and climate-related responsibilities, including TCFD, can be found on page 67.

Compliance with the UK Corporate Governance Code 2024 (the Code)

The Company is subject to the principles and provisions of the Code, a copy of which is available at www.frc.org.uk. For the year ended 30 April 2026, the Board considers that it has applied the principles and complied in full with the provisions of the Code.

Board effectiveness

As Chairman, I am responsible for ensuring that the Board operates effectively, and that the Board, its committees and each individual Director is evaluated on an annual basis. For FY2026, an internal evaluation process was carried out. The outcome of the evaluation confirmed that all of our Directors contribute effectively and continue to demonstrate commitment to their roles, and that the Board and its Committees continue to operate effectively. The evaluation process and its outcomes are described on page 81.

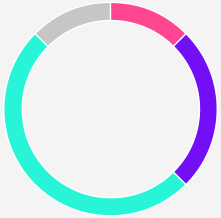
Avril Palmer-Lavery
Chairman

7 July 2026

Principles of the Code

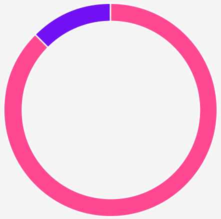
Governance at a glance

Board independence



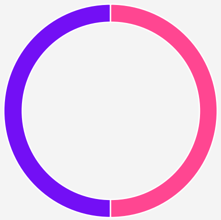
Chairman, independent on appointment	1
Executive Directors	2
Independent Non-Executive Directors	4
Additional Non-Executive Director	1

Board ethnicity balance[1]



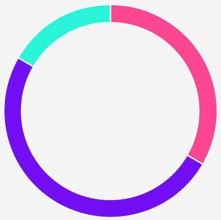
White	7
Ethnic minorities	1

Board gender balance



Male	4
Female	4

Non-Executive Director (including Chairman) tenure as at 30 April 2026



0–4 years	2
5–7years	3
7+ Years	1

The graphs above represent the position as at 30 April 2026.

1 Applying UK Office for National Statistics ethnicity categories of: Asian; Black; Mixed/ Multiple Ethnic Groups; Other Non-White Ethnic Group, in alignment with the listing rules.

Directors' attendance at Board and Committee meetings during the year is detailed as follows:

	Board	Nominations[1]	Audit[1]	Remuneration[1]
Number of meetings	**10**	**2**	**4**	**4**
Avril Palmer-Lavery	10	2	4	4
Martin Ward	10	2	4	4
Rachel Coulson[2]	7	2	2	2
John Pattullo	10	2	4	4
Mark Butcher	10	2	4	4
Bindi Karia	10	2	4	4
Mark McCafferty	10	2	4	4
Nicola Rabson	10	2	4	4

1 Including attendance by invitation at Nominations, Audit and Remuneration Committee by Directors who are not members of those Committees.
2 Rachel Coulson was appointed in August 2025; prior to this Richard Clay attended the meetings as Interim CFO.

The Group was recognised for the progress made in relation to the FTSE Women Leaders. For further information regarding Board diversity refer to page 87.

Rachel Coulson joined the Board in the year. See further details of our Board composition and breadth of skills.

See skills matrix Page 85

The Board remains committed to robust governance and complies fully with all provisions of the code.

Fully compliant

Governance at a glance continued

Annual agenda.

Our annual agenda reflects our strategy and gives us sufficient time to discuss and develop our strategic proposals to continue to promote the long-term prosperity of the Group.

Regular reports

- CEO business commentary
- CFO financial commentary
- Business reviews
- Risk management reports
- Legal and regulatory updates
- Health and safety reports
- Quarterly technology updates

Key activities and approvals

- Annual Report and interim financial statements
- Final dividend proposal and interim dividend declaration
- Annual budget and strategic plan
- Annual review and approval of risk appetite framework
- Annual review and approval of internal control effectiveness

JUNE 2025

- Update on key technology projects
- Board Evaluation review
- Review of Have your Say Survey results
- Approval of tax strategy and Group policies
- Approval of final dividend
- Approval of preliminary results, Annual Report and Accounts and associated shareholder documents

SEPTEMBER 2025

- Approval of Risk Appetite framework and Group policies
- AGM

OCTOBER 2025

- Strategy day in Spain and update from Spanish leadership team
- Review of UK&I procurement efficiency and restructuring plans

NOVEMBER 2025

- Approval of Modern Slavery statement and policy
- Approval of interim dividend and half-year results

JANUARY 2026

- Approval of Board Committees terms of reference
- Update on SBTi compliant targets by the Head of Sustainability

MARCH 2026

- Operational site visit including Claims & Services management presentation
- Health and safety updates from Group Head of Health and Safety

APRIL 2026

- Approval of Risk Management policy
- Review of Have your Say Survey results
- Approval of the Group budget
- Approval of the UK&I fleet insurance policy
- Approval of pay proposal structure

Governance structure and responsibilities

There is a clear and effective leadership structure in place for the Group. The Board has established three principal Board committees to assist with the execution of its responsibilities. These are the Audit Committee, Remuneration Committee and Nominations Committee. Each committee operates under its own terms of reference which are approved by the Board. The terms of reference are reviewed annually and can be found on the Company's website www.ZIGUP.com.

Board

The Board's role is to ensure the long-term sustainable success of the Group by setting the strategy through which value can be created and preserved for the mutual benefit of our shareholders, customers, our people, and the communities we serve. The Board provides rigorous challenge to management and ensures the Group maintains an effective risk management and internal control system with oversight of risk management processes and key risks.

Nominations Committee

Responsible for keeping under review the skills and experience of the Board and its committees; the recruitment of new Directors; ensuring orderly succession plans for the Board, and Executive Committee, and for overseeing the implementation of the Board Diversity and Inclusion policy. The Committee comprises the Chairman and independent Non-Executive Directors.

Report of the Nominations Committee on Pages 84 to 87

Audit Committee

Provides independent assessment of the financial affairs of the Group; reviews and provides oversight of financial reporting controls. Responsible for reviewing the effectiveness of the internal and external audit processes. The Committee comprises Independent Non-Executive Directors only.

Report of the Audit Committee on Pages 88 to 93

Remuneration Committee

Responsible for determining and approving the Remuneration policy and recommending its approval to shareholders. Responsible for setting the remuneration of the Chairman, Executive Directors, and Executive Committee having regard to pay across the workforce. Ensuring that workforce policies and practices are aligned with the Group's purpose, values, and long-term strategy. The Committee comprises the Chairman and Independent Non-Executive Directors.

Directors' Remuneration Report on Pages 94 to 109

Executive Committee

Responsible for developing, implementing and monitoring the execution of strategic objectives as well as horizon scanning for further strategic opportunities.

Key executive-led committees

Sustainability Committee
Responsible for; defining the Group's strategy relating to sustainability matters;governance of its programme, including climate-related reporting; and for implementing the Group's sustainability strategy.

Group Risk Committee
Assists the Board in its oversight of the risk management framework and is designed to identify, manage and mitigate the risks that the Group faces in the operation of its businesses and the execution of its strategy.

Group Management Boards

Responsible for the day to day management of the business.

Board of Directors

Our leadership.

The Directors of the Company who were in office during the year and at the date of signing the financial statements are as noted below.

For full detail regarding Board member biographies please refer to the website

Find out more on our website **www.ZIGUP.com**

For further information relating to the ZIGUP plc Board skills matrix, see page 85 of the Nominations Committee Report.

Board of Directors

1 Avril Palmer-Lavery N R
Non-Executive Chairman
Board tenure **6 years**

2 Martin Ward
Chief Executive Officer
Board tenure **6 years**

3 Rachel Coulson
Chief Financial Officer
Board tenure **<1 year**

4 John Pattullo OBE N A R
Senior Independent Director
Board tenure **7 years**

5 Mark Butcher N A R
Non-Executive Director
Board tenure **6 years**

6 Bindi Karia N A R
Non-Executive Director
Board tenure **4 years**

7 Mark McCafferty
Non-Executive Director
Board tenure **6 years**

8 Nicola Rabson N A R
Non-Executive Director
Board tenure **3 years**

Key: C Chairman of Committee | N Nominations Committee | A Audit Committee | R Remuneration Committee

Corporate governance

Leading with **good corporate governance.**

This Corporate Governance Report sets out how the Board promotes high standards of governance and accountability across the Group. It explains how the governance framework supports the long-term success of the business via a collaborative culture and effective decision making whilst protecting wider shareholder and stakeholder interests.

Section 172

The Board is committed in its duties in relation to Section 172 of the Companies Act to promote the success of the Company. The Board seeks to understand the views of the Company's key stakeholders and how their interests and the matters set out in Section 172 are considered in Board discussions and decision making.

A description on how the Board has evidenced this is included in the Section 172 statement on pages 70 to 72.

Information and communication

The Chairman ensures that all Directors are appropriately briefed so that they can discharge their duties effectively. Management accounts are prepared and submitted to the Board monthly. Before each Board meeting appropriate documentation on all items to be discussed is circulated. The Company Secretary is available to the Non-Executive Directors and can facilitate Board training events whenever required. The Non-Executive Directors meet without the Executive Directors present, and the Senior Independent Director leads the evaluation process of the Chairman.

Each reporting segment of the Group prepares monthly management accounts which include a comparison against their individual business plans and prior year performance. Management reviews any variance from targeted performance levels. These commentaries are consolidated and submitted to the Board. Year-to-date actuals are used to guide forecasts, which are updated regularly and communicated to the Board.

Independence

Pursuant to those provisions of the Companies Act 2006 relating to conflicts of interest and in accordance with the authority contained in the Company's Articles of Association, the Board has put in place procedures to deal with the notification, authorisation, recording and monitoring of Directors' conflicts of interest and these procedures have operated effectively throughout the year and to the date of signing of this Annual Report and Accounts.

Following the acquisition of Redde plc by the Group in 2020, Mark McCafferty joined the Board. Prior to this, he had completed 10 years' service on the Redde plc Board. Due to his previous service, Mark has served consecutively on both Boards for over nine years. As set out in provision 10 of the Code this is a matter that is relevant to the board's determination of independence. Upon assessment against this criteria, Mark McCafferty is not considered to be independent.

The Board remains of the opinion that despite Mark not being considered independent he was objective throughout the year and that he made thoughtful and valuable contributions to the Board and continued to constructively challenge management and other members of the Board as appropriate.

Audit and internal control

The Report of the Audit Committee on pages 88 to 93 describes the work of the Committee and how it discharges its roles and responsibilities. The Board is accountable for the Group's success and dealing with the challenges it faces. The Board reviews the results, risks and opportunities facing the Group. The Audit Committee plays a key part in this work, monitoring and evaluating the Group's processes and internal controls and providing a layer of independent oversight over our key activities. The Group's systems of risk management and internal control ensure that our businesses operate within risk appetite levels approved by the Board.

These are set out in the Identifying and Managing Risk report on pages 45 to 48.

Internal control

Although no system of internal controls can provide absolute assurance against material misstatement or loss, the Group's own systems are designed to provide the Directors with reasonable assurance that, should any problems occur, these are identified on a timely basis and dealt with appropriately. Confirmation that the Board has performed an assessment of the risk management and internal control systems of the Group, as required by the UK Corporate Governance Code (the Code) is contained in the Identifying and managing risk report on pages 45 to 48.

Cyber security and data privacy

Regular training programmes keep our colleagues informed about data protection and security risks and we operate rules and procedures in our contact centres to mitigate risks. We make ongoing investment to improve systems development and security, ensuring our technology remains strong and secure and we actively decommission outdated applications, platforms, and infrastructure to maintain an efficient and modern IT environment.

We continue to develop our security operations to provide visibility of potential threats and enable us to quickly address vulnerabilities. We perform periodic vulnerability assessments and penetration testing. We regularly review and test our incident plans, including business continuity and IT disaster recovery plans, to ensure resilience and preparedness.

Remuneration

The Remuneration report, on pages 99 to 109, describes the work of the Committee during the year. It sets out how executive remuneration is aligned to the Group's purpose, values, and strategy. It also shows how workforce remuneration and related policies have been considered in its decision making regarding executive remuneration.

Compliance with the Code

The Company is subject to the principles and provisions of the Code, a copy of which is available at www.frc.org.uk. For the year ended 30 April 2026, the Board considers that it has applied the principles and complied in full with the provisions of the Code.

Corporate governance continued

Board evaluation.

An internal Board evaluation took place in the year in accordance with our three-year cycle, the outcomes of which can be seen below.

Year 1 – External
Externally facilitated Board evaluation.

Year 2 – Internal
Internal evaluation facilitated by the Company Secretary.

Year 3 – Internal
Internal evaluation facilitated by the Company Secretary.

During the year, the Board undertook its annual effectiveness review through a structured questionnaire and evaluation process covering the Board, its committees and key governance processes.

The review considered a range of areas including Board composition, strategy, risk oversight, succession planning, Board dynamics, information flows, committee effectiveness and support provided by the Company Secretariat department.

The results of the review confirmed that the Board continues to operate effectively and that there remains a strong culture of openness, constructive challenge and mutual respect between Executive and Non-Executive Directors. The Board remains satisfied that it has an appropriate balance of skills, experience and behavioural capabilities to support the Company's strategy and long-term success.

Strengths identified during the review included the quality of chairmanship, the effectiveness of Board discussions, the relationship between Executive and Non-Executive Directors. Directors also highlighted the value of regular Board site visits which facilitate regular presentations from senior leaders, enhancing the Board's understanding of the business and its operations.

The review of the Chairman's performance was led by the Senior Independent Director, and the findings were presented to the Board without the Chairman being present. It was noted that the Company benefitted substantially from the Chairman's deep industry and marketplace knowledge; she facilitated the effective contribution of each Non-Executive Director and fostered constructive relationships and communications within the Board.

The Board concluded that it continues to operate effectively and that no significant issues were identified which would prevent it from discharging its duties and responsibilities effectively.

In accordance with the UK Corporate Governance Code, the Board intends to undertake an externally facilitated Board evaluation in FY2027. This review will provide an independent assessment of the effectiveness of the Board and its committees, the outcome of which will be reported in the FY2027 Annual Report and Accounts.

Corporate governance continued

How the Board monitors culture.

The Board monitors culture through leadership engagement, governance reporting, and workforce insight, enabling oversight of how the Group's values are embedded and experienced across the business.

Governance and operational reporting.

Culture-related matters are embedded within regular Board reporting, including updates on risk, internal audit, health and safety performance, whistleblowing, modern slavery compliance, and regulatory matters. The Group's Code of Conduct, compliance training, and whistleblowing procedures support consistent ethical standards across the organisation, with matters escalated through the Audit Committee where appropriate. The Spanish business is managed locally and receives assurance through reporting mechanisms and the Group's governance framework. The Spanish business also maintains multiple confidential reporting channels, enabling colleagues and colleague representatives and other stakeholders to raise concerns relating to discrimination, harassment or inappropriate conduct. All concerns are investigated through established procedures.

Outcomes and actions:

Regular reporting enables the Board to monitor alignment with the Group's standards and values, while oversight through the Audit Committee reinforces accountability, compliance and ethical conduct. These arrangements provide assurance that the Group's values and expected standards of conduct are embedded consistently across all operations, including Spain.

Engagement with leadership.

The Board engages regularly with Executive Directors and senior leadership through Board and Committee meetings, with culture forming a standing area of focus. During the year, discussions focused on the evolution of the Group's Inclusion Strategy, the establishment of the UK&I Inclusion Squad and local inclusion networks, alongside the transition to the new UK&I operating model, reinforcing collaboration, accountability, and leadership visibility.

Outcomes and actions:

Board discussions provided insight into leadership behaviours and how the Group's values are embedded across the business. During the year, the Board supported the preparation for transition to the Northgate Mobility and FMG operating model and strengthened executive accountability for inclusion.

Workforce engagement

The Board receives feedback from the Voice Network, management reporting and the Have Your Say survey, alongside insight gained through Board and Executive Committee site visits across the UK and Spain. The Spanish business is also committed to maintaining an inclusive and respectful workplace and, in line with Spanish legislation, has implemented Equality and LGBTi plans to support equal opportunities, diversity and appropriate workplace conduct. These initiatives contribute to a culture of openness, accountability and inclusion, supporting fair treatment and a safe and respectful working environment for all colleagues.

The survey results highlighted positive levels of engagement scores across both UK&I and Spain. In UK&I, 81% of colleagues said they are treated with respect and 86% felt accepted for who they are. Confidence in the Group's strategy and direction strengthened, with 80% believing the Group is well positioned to succeed and grow over the next two years, up four ppts year on year, while understanding of individual contribution increased to 76%. Leadership visibility also improved, with 68% agreeing senior leaders are visible across the organisation. In Spain, 90% of colleagues said they are treated with respect and 91% felt accepted for who they are. Confidence in the Group's future direction increased to 90%, while understanding of individual contribution rose seven ppts to 87%. Leadership visibility improved significantly, with 70% agreeing senior leaders are visible across the organisation, up 10 ppts year on year.

Outcomes and actions:

These insights informed actions taken during the year, including strengthening DE&I governance, establishing the UK&I inclusion Squad, increasing site engagement, and introducing leadership podcasts to further support colleague engagement, visibility, and communication. The Board remains focused on ensuring culture is consistently experienced across the Group and that colleague feedback informs decision making and strategic priorities.

Corporate governance continued

Shareholder **engagement**.

The Board is committed to an open, ongoing and broadening dialogue with our shareholders.

The Company engages actively with analysts and investors and is open and transparent in its communications. The Board is updated regularly on the views of its shareholders through briefings and reports from those who have interacted with shareholders, including the Directors, the Head of Investor Relations and the Company's equity brokers.

The Board and the Company's investor relations team engage directly with investors through a variety of communication channels, such as:

- Direct shareholder consultations, when considering matters of material impact to the Group, such as consultation on the Remuneration report and policy;
- Annual and Interim Reports and results presentations which are available to all shareholders and also include the contact details for the Company Secretary;
- Participation in investor conferences, roadshows and meetings with institutional investors and analysts throughout the year, providing opportunities for the Board and management to discuss the Group's strategy, operational performance and market outlook;
- Regular communications directly from the Investor Relations team, including investor newsletters and updates, designed to keep shareholders informed of key developments across the Group; and
- ZIGUP plc's award-winning corporate website demonstrating continued focus on delivering clear, accessible and engaging communications for investors and other stakeholders.

MAY 2025
- IR newsletter

JULY 2025
- FY2025 results and roadshow
- Investor meet fireside chat

SEPTEMBER 2025
- AGM

OCTOBER 2025
- IR newsletter
- NDR roadshow day

DECEMBER 2025
- Interim results and roadshow
- Investor meet fireside chat

JANUARY 2026
- Deutsche Bank conference
- US roadshow trip (NYC/Chicago)

FEBRUARY 2026
- Panmure Liberum conference

MARCH 2026
- Analyst site visit to Blakedale
- Berenberg conference
- IR newsletter

APRIL 2026
- Lender and investor site visits
- Barclays CEO fireside chat

The Group's financial results and other news releases are published via the London Stock Exchange's Regulatory News Service or another Regulatory Information Service.

Shareholders and other interested parties can subscribe to receive these news updates by email by registering online via the website.

Avril Palmer-Lavery
Chairman

7 July 2026

Report of the Nominations Committee

Our focus has been on building a diverse, capable, and future-ready leadership structure to deliver on ZIGUP's strategic priorities and sustainable growth.

Committee membership

	Meeting attendance
Avril Palmer-Lavery	2/2
Mark Butcher	2/2
Bindi Karia	2/2
John Pattullo	2/2
Nicola Rabson	2/2

Avril Palmer-Lavery
Nominations Committee Chairman

Dear stakeholder,

I am pleased to present the Report of the Nominations Committee (the Committee) for the year ended 30 April 2026 which outlines the Committee's work to ensure the Board and senior leadership of the Group continue to maintain the appropriate balance of skills, experience and diversity required to support the Group's long-term success and the effective delivery of its strategy.

Board changes

The Committee was pleased to welcome Rachel Coulson to the Board as CFO. Rachel brings significant financial, operational, and strategic experience gained in senior roles within complex, customer-focused organisations. Her appointment followed a thorough and rigorous selection led by the Committee, supported by external advisers, and we are confident that her expertise will support the Group as it executes its strategic priorities.

Rachel has undertaken a comprehensive and tailored induction programme, since joining the Board in August 2025, further details of which are available later in this report. Rachel has integrated quickly into the leadership team and the Board, and we are already benefitting from her insight and contribution.

Alignment with the Group's strategic ambition

During the year, the Group announced a new operating model for the UK&I business. The revised structure is designed to, set out a clear framework to deliver sustainable growth, enhance returns and further strengthen ZIGUP's market position. The Committee has carefully considered the implications of this strategic ambition for Board and executive leadership composition and is satisfied that the Group has the appropriate leadership capability experience and depth to support its delivery.

Ensuring that the Board and executive leadership team remain aligned with the Group's strategic direction is a core responsibility of the Committee, and we will continue to review succession plans and leadership requirements as the strategy evolves.

Board composition, diversity and effectiveness

The Committee continues to ensure that the Board maintains an appropriate balance of skills, experience, independence and diversity. We recognise that diversity in its broadest sense enhances the quality of Board debate and decision making and supports the long-term success of the Group. Diversity considerations remain central to our succession planning and appointment processes.

Activities during FY2026.

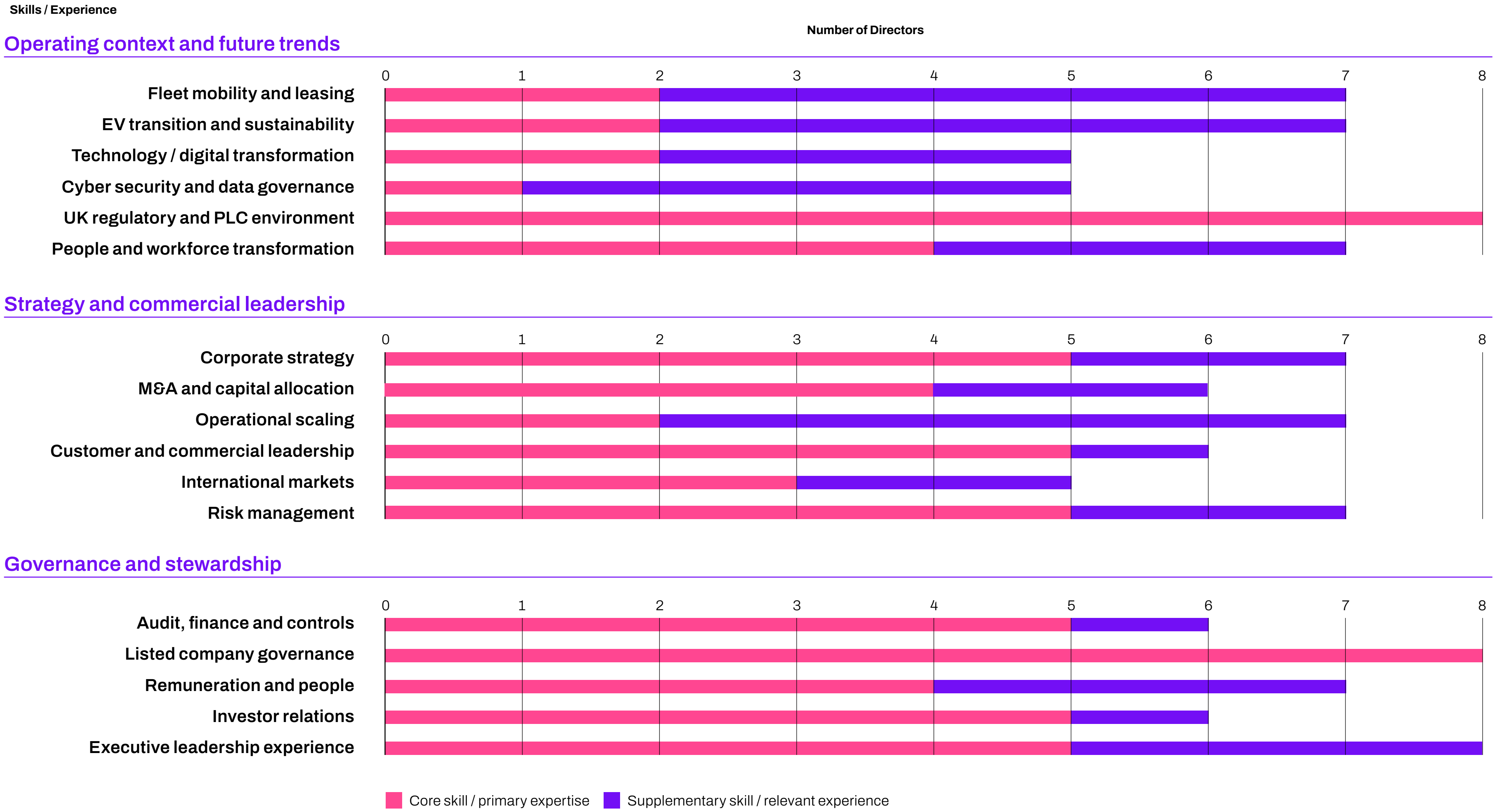
Since May 2025, the Committee has:

- Reviewed talent and succession plans for Board and senior management roles
- Overseen the induction process for the new CFO
- Made recommendations to the Board in relation to Directors' annual reappointment and re-election at the Company's AGM
- Overseen the Group's diversity and inclusion agenda, its role in promoting an inclusive and high-performing culture as part of the Group's strategy, and progress in building a diverse talent pipeline

Report of the Nominations Committee continued

Demonstrating our skills

The skills matrix below details some of the key skills and experience that our Board has, and is particularly valuable for the effective oversight of the Group and execution of our strategy. Directors bring those skills to the boardroom from their roles both within and outside ZIGUP plc. The skills matrix aligns with the Group's strategic priorities, to ensure the Board remains fully equipped to support delivery of the Group's strategy and purpose and provide challenge to the executive and senior management teams.



Report of the Nominations Committee continued

Board recruitment

Board appointments are made on merit against objective criteria. The Committee will evaluate the skills, experience and knowledge of the Board against the future challenges affecting the business (including climate-related issues), and in light of this, will prepare a description of the role and the attributes required for a particular appointment. This will include a job specification, and an estimate of the time commitment expected. The Committee then compiles a shortlist taking account of known candidates and candidates suggested by the Group's Board, advisers, and/or appointed recruitment consultants. The appointment process takes account of the benefits of diversity of the Board, including gender diversity; and in identifying suitable candidates, the Committee considers candidates from a range of backgrounds. However, all appointments are made on merit.

The Committee oversees succession planning for Directors and senior management, as well as broader consideration of the leadership needs of the business and senior management development.

We continue to support both the FTSE Women Leaders' Review and the Parker Review and, the Board is compliant with the recommendations of the Parker Review. As at 30 April 2026, the Board is compliant with the Board Diversity Targets as set out in Listing Rule 9.8.6(R) with women comprising 50% (2025 43%).

Succession planning

Succession planning for the Executive Committee and its direct reports is key to the long-term sustainable success of the Group, and ensuring there is a leadership pipeline of talent is part of the Committee's role. The Committee discusses the likely skills and talent that will be needed in the future, as the Group's business and external environment evolve.

The Committee, along with the Board, is also committed to recognising and nurturing talent within the executive management levels and its direct reports across the Group.

Alongside its focus on succession planning and the development of leadership talent across the Group, the Committee, together with the Board, also keeps the composition, tenure, and independence of the Board under regular review. The Committee notes that certain Non-Executive Directors have now served on the Board for a tenure of between six and seven years. In line with the Group's governance arrangements, the Committee will continue to keep the independence of all Directors under regular review, taking into account tenure, contribution, judgement and continued ability to exercise independent oversight. No concerns regarding the independence or effectiveness of these Directors have been identified.

CFO Board Induction programme

Rachel Coulson's induction commenced shortly after she joined the Company as CFO on 18 August 2025. This programme was designed to provide a comprehensive understanding of the Group's business model, financial structure, governance framework, and strategic priorities.

During the year, the CFO participated in meetings with Board members, senior management, and external advisers, together with visits to key operational sites across the Group. The programme provided insight into the Group's operations, financial and reporting processes, risk management and internal control framework, organisational culture, and key stakeholder relationships. In addition, the induction covered the Group's strategic priorities, governance arrangements and principal commercial and operational activities, enabling the CFO to develop a broad understanding of the business and the markets in which the Group operates.

Board Diversity Policy

Objective	Progress
Ensure that the Board composition is sufficiently diverse and reflects an appropriate balance of skills, knowledge, independence, and experience to enable it to meet its responsibilities, duties, and strategic objectives effectively.	The Committee undertakes an annual review of the composition of the Board and its committees, with further discussions during the year. An assessment of the Board, including skills, knowledge, independence and experience, and the strategic objectives of the Group, informs the criteria for any new appointment to the Board.
Ensure that both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, and the Board aims that there should be: • **at least 40% female Board representation;** • **at least one Board member from a minority ethnic background; and** • **at least one senior Board position (being the Chairman, CEO, CFO, and/or SID) being held by a woman**	Appointments to the Board are made on merit with an objective set of criteria based on the needs of the Board and the business, and the value and importance of increased diversity on the Board. At 30 April 2026, 50% of the Directors on the Board were women. When considering Committee composition and appointments, the Board will continue to have regard to diversity alongside the balance of skills, experience and knowledge required to support the Board.
Ensure that when seeking to appoint a new Director, the search pool will be wide and where executive search firms are used, the Group will only engage with those that have adopted the Voluntary Code of Conduct for Executive Search Firms or equivalent code.	During the year, the Group appointed a new CFO. The Committee confirms that the appointment process was conducted through engagement of executive search firm Russell Reynolds Associates, which has no other connection with the Company. Russell Reynolds Associates is a signatory to the Voluntary Code of Conduct for Executive Search firms or an equivalent code.
Ensure that the Board will support workforce initiatives that promote a culture of inclusion and diversity.	The Board is continually apprised of the work undertaken by the Group's Diversity & Inclusion Team and by the Group HR Director. The Board supports the initiatives being undertaken to promote inclusivity and diversity.

Report of the Nominations Committee continued

Independence of the Non-Executive Directors

During the year, the Committee considered the independence of the Non-Executive Directors, including whether length of tenure had any impact on their ability to exercise independent judgement. Having undertaken this review, the Board considers all Non-Executive Directors, with the exception of Mark McCafferty and the Chairman, to be independent in character and judgement and free from any material relationships or circumstances that could materially interfere with the exercise of their independent judgement. Mark McCafferty is not regarded as independent. Consistent with the UK Corporate Governance Code, the Chairman was independent on appointment and her independence is not subject to ongoing assessment.

In accordance with the results of the independence assessment, and in line with the requirements of the Code, all Directors will retire at this year's AGM and, submit themselves for reappointment by shareholders. Ahead of the 2026 AGM, the Committee considered the performance and effectiveness of each Director as well as the findings from the internal Board evaluation and the Committee concluded that all Directors were valuable members of the Board, provided constructive challenge and had the requisite skills and time to devote to the role and subsequently the Committee. The skills and experience of the Directors can be found on page 85 of the Nominations Committee Report and in the biographical details, also on the Company's website at www.zigup.com.

Board diversity

The Board considers that its composition should be designed to ensure it has the best experience and skills to advance the Group's strategy for the benefit of all its stakeholders, and that as part of this the benefits of all aspects of diversity should be considered, including, but not limited to, gender and ethnicity. The Group maintains an appropriate diversity and inclusion policy for all of its workforce, including our senior management and the Board. Accordingly, the Committee will consider candidates on merit against objective criteria, with regard to the benefits of diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, when identifying suitable candidates for appointment to the Board. The Board is also committed to operating in a way that supports diversity and inclusivity, including ensuring appropriate consideration of diversity and inclusion in succession planning at senior management and Board level. When searches for an appointment to the Board are conducted by the Company with external search firms, these firms will identify and present a list of qualified potential candidates, including having regard to diversity.

The Board, as part of its agenda oversees and monitors progress of the Group's diversity and inclusion agenda. In 2024 this included the Board endorsing an ambition for 10% representation of ethnically diverse groups within the Executive Committee and its members' direct reports, taking into account the Parker Review's 2023 report which requests all FTSE 350 companies to set a target for ethnic minorities in their senior management team and direct reports by 2027.

The Board and the Nominations Committee will continue to monitor progress against the Group's chosen target on an annual basis.

As at 30 April 2026, two of the senior positions on the Board were held by a woman. The Board also included one Director from an ethnic minority background. The Committee and the Board, whilst mindful of the targets set by the Listing Rules, will continue to make appointments based on merit, having regard to diversity.

Gender representation for Board and executive management as at 30 April 2026

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID, and Chairman)	Number in executive management[1]	Percentage of executive management
Men	4	50%	2	4	57%
Women	4	50%	2	3	43%

Ethnic background of Board and executive management as at 30 April 2026

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID, and Chairman)	Number in executive management[1]	Percentage of executive management
White British or other (including minority-white groups)	7	88%	4	7	100%
Asian/Asian British	1	12%	–	–	–

1 Executive management includes the Executive Committee (the most senior executive body below the Board) and the Company Secretary, excluding administrative and support staff, as defined by the Listing Rules.

Gender and ethnicity data relating to the Board, the Executive Committee and Company Secretary is collected on an annual basis applying a standardised process managed by the Company Secretary and the Group's HR functions. Each Board member, Executive Committee member and the Company Secretary is requested to confirm, on a strictly confidential and voluntary basis, their ethnicity and gender identity (or specify they do not wish to report such data). The criteria of the standard form questionnaire are fully aligned to the definitions specified in the Listing Rules, with individuals requested to specify:

(1) Self-reported gender identity. Selection from (a) male; (b) female; (c) other category/please specify; (d) not specified (due to local data privacy laws); or prefer not to say.

(2) Self-reported ethnic background (classifications as designated by the UK Office of National Statistics). Selection from: (a) White British or other white; (b) Mixed or multiple ethnic groups; (c) Asian or Asian British; (d) Black; (e) Other ethnic group/please specify (f) not specified (due to local data privacy laws); or prefer not to say.

As at 30 April 2026, the Group's Executive Committee and direct reports comprised 57% male and 43% female.

Looking ahead

The Committee will continue to ensure that the Board and executive leadership team remain well positioned to support the delivery of the Group's strategic ambition. This includes maintaining robust succession plans, supporting leadership development, and ensuring that the Board continues to reflect the skills and experience required to oversee the Group's long-term strategy.

On behalf of the Committee, I would like to thank my fellow Directors and the executive leadership team for their continued commitment and contribution during the year.

Avril Palmer-Lavery
Chairman

7 July 2026

Report of the Audit Committee

Maintaining robust governance, strong controls and effective risk oversight remains central to the Committee's role in supporting the long-term success of the Group.

Committee membership

	Meeting attendance
Mark Butcher	4/4
Bindi Karia	4/4
John Pattullo	4/4
Nicola Rabson	4/4

Mark Butcher
Audit Committee Chairman

Dear stakeholder,

On behalf of the Audit Committee (the Committee) and the Board, I am pleased to present the Committee's report for the year ended 30 April 2026. This report summarises the Committee's work during the year to safeguard the interests of the Group's stakeholders through strong internal controls, effective risk management and transparent financial reporting.

It outlines the Committee's role within the Group's governance framework, including how it supports the Board in assessing the integrity of financial reporting and the effectiveness of risk management and internal controls.

The Board retains responsibility for setting risk appetite and reviewing the risk register, reflecting its commitment to robust risk management. Further details on the Group's risk processes can be found on pages 45 to 48. Throughout the year, the Committee focused on its core responsibilities: ensuring the integrity of financial information, maintaining audit quality and overseeing the Group's internal control environment as well as supporting the Group in the preparation of reporting guidance under Provision 29 of the UK Corporate Governance Code (Provision 29).

Meetings

The Committee is required to meet at least three times a year. Details of attendance at meetings held in the year ended 30 April 2026 are included in this report. Due to the cyclical nature of its agenda, which is linked to the Group's financial calendar, the Committee met four times during the year. The external auditor and the Group Head of Internal Audit attend all meetings, and Directors not part of the Committee are normally invited.

The Committee confirms that the operation of the Committee and its terms of reference are reflective of the FRC's Audit Committees and the External Audit: Minimum Standard (the Minimum Standard) as published in May 2023.

The Code requires that at least one member of the Audit Committee (the Committee) should have recent and relevant financial experience. Currently, the Chairman of the Committee, Mark Butcher, fulfils this requirement. All members of the Committee are expected to be and are financially literate. The Committee is comprised of Independent Non-Executive Directors with relevant experience and proficiency in line with the requirements of the Code and the Committee's terms of reference.

Activities in FY2026.

The Committee continues to support the risk management framework of the Group through regular review of internal controls and oversight of the work of Group Internal Audit. The Committee has overseen the preparations for meeting the reporting requirements under Provision 29.

During the year, the Committee reviewed management's viability assessment, including the period of assessment, economic conditions, climate change and downside sensitivities, and challenged the underlying assumptions. The Committee is satisfied that the Group remains viable. Further detail is provided in the viability statement on page 57.

The Committee reviewed key accounting judgements, including depreciation rates and the valuation of claims due from insurers and self-insuring organisations. Depreciation assessments considered the outlook for residual values in the context of vehicle supply and macroeconomic conditions, while insurance claim recovery assessments reviewed the mix of protocol and non-protocol claims, historical settlements and factors affecting future outcomes.

The Committee reviewed the presentation of underlying financial results taking into consideration items which have been classed as exceptional or presented as not part of underlying performance. In particular, it reviewed management judgements in assessing the impairment of assets and the classification of restructuring costs.

The Committee reviewed and made a recommendation to the Board to approve both the Group's tax strategy and the Group's Treasury policy and framework which the Board approved. The Group's tax strategy demonstrates the Group's commitment to tax transparency and its stated desire to pay the right amount of tax.The Group's Treasury policy ensures effective liquidity management, financial risk control, and disciplined funding decisions.

Report of the Audit Committee continued

Activity

The main activities of the Committee are outlined below. The meeting in June primarily relates to the completion of the reporting cycle for the previous financial year, therefore the meeting held in June 2026 has been included below as it related to the year ended 30 April 2026.

September 2025

Key focus

Reviewed the effectiveness of the FY2025 external audit and agreed the scope of the FY2026 audit work to be undertaken by PwC

- Reviewed and approved PwC's audit plan including an assessment of their independence
- Agreed the audit fee for FY2026
- Reviewed and confirmed endorsement of the Group's non-audit fee policy
- Reviewed and approved the Committee's terms of reference, prior to making a recommendation to the Board

November 2025

Key focus

Reviewed the interim financial statements to be issued in December 2025 and related reports prepared by management and PwC

- Reviewed management's assessment of going concern
- Reviewed management papers supporting the key judgement areas in the interim financial statements including depreciation rates, recoverability of contract assets and interim tax accounting
- Reviewed a paper on the presentation of financial statements including consideration of exceptional items
- Reviewed and approved the Group Internal Audit Charter

March 2026

Key focus

Reviewed the quality and effectiveness of Group Internal Audit and endorsed the preparatory activities for reporting in compliance with Provision 29

- Reviewed the quality and effectiveness of Group Internal Audit
- Set the programme of internal audits
- Reviewed the proposal for the annual audit exemption
- Reviewed the Group's treasury arrangements and policies
- Reviewed regulatory updates presented by PwC
- Reviewed business readiness activities pursuant to reporting compliance with Provision 29

June 2026

Key focus

Reviewed the FY2026 Financial Statements and related reports prepared by management and PwC

- Reviewed and approved the Group's Fair, balanced and understandable statement
- Reviewed management's and PwC's papers on areas of key judgement including depreciation rates, recoverability of contract assets, going concern and viability
- Reviewed management papers on tax accounting and presentation of financial statements
- Reviewed management papers on impairments and exceptional items
- Reviewed the Group's corporate taxation arrangements and recommended that the Board approve the Group's tax strategy
- Reviewed and approved non-audit services provided by PwC

At each meeting, the Committee received regular reports from the Group Head of Internal Audit and reviewed progress made by management in responding to their internal control recommendations. The Committee had regular discussions with the Group Head of Internal Audit and the external audit partner without management being present.

Report of the Audit Committee continued

Overview of internal controls

Risk management

The Committee is responsible for overseeing the adequacy of internal controls and the work of Group Internal Audit. The Board determines the extent and nature of the risks it is prepared to take in order to achieve the Group's strategic objectives.

During the year the Board approved an updated Risk Management policy, as well as an updated risk appetite framework which supports the implementation of the Group's risk management framework.

Following the Committee's review and recommendation, the Board agreed that internal controls (including risk management and management of climate-related emerging risks) continue to be effective. This was in accordance with the requirements of the FRC's Guidance on risk management, internal control and related financial and business reporting. The Committee supported the Board's confirmation that no significant failings or weaknesses have been identified during the financial year. Processes are in place to ensure that necessary action is taken, and progress is monitored where areas for improvement are identified.

Preparation for reporting compliance with Provision 29

The Committee is responsible for overseeing the business's readiness activities relating to changes from revisions to the UK Corporate Governance Code, particularly the approach to demonstrate compliance with Provision 29 in the year ending 30 April 2027. A project group has been established, with specific focus on the documentation of material controls and the assurance which is already or will need to be in place. The transition towards reporting will be kept under review by the Committee.

Internal financial controls

On a continual basis, the Committee reviews the adequacy and effectiveness of the Group's system of internal financial controls, with an overview of the framework shown on this page.

The Committee received detailed reports on the operation and effectiveness of the internal financial controls from members of the senior management team. The outcome of the external audit at the year end and the half-year review are considered in respect of internal controls. The Committee also receives updates on the policies and procedures in place and how these are being communicated to and complied with by the wider workforce.

1. The Governance framework	2. Risk management	3. Strategy, policy and review procedures
Board and its committees	Review of effectiveness of system of internal control	Financial reporting forecasting and sensitivity analyses
Group Executive Committee and executive-led committees	Risk Appetite statement Principal risk assessment including emerging risks Viability assessment	Group tax and treasury strategy, policies and procedures Climate-related reporting
Group Management Boards	Group risk register Key controls Key risk indicators	Business unit, policies, procedures, processes and systems

4. Underpinned by our assurance framework

Independent external audit | Group Internal Audit

1. Our governance framework supports effective internal controls through an approved schedule of matters reserved for decision by the Board and the Executive Committee, supported by defined responsibilities, levels of authority and supporting committees.
2. The Board regularly reviews the Group's risk register, the schedule of key controls and key risk indicators. The Board also assesses the impact of emerging risks to the Group. Our risk management procedures are robust and can be viewed on pages 45 to 48.
3. Comprehensive programmes of financial reporting and forecasting are conducted frequently and include both sensitivity and variance analysis. A budgeting exercise and strategic review is conducted annually. Sensitivity analyses are included in both the strategic review and the rolling forecasts. Taxation is a complex area and is subject to frequent external review. The Committee provides oversight and this year recommended to the Board the approval of the Group's tax strategy. Oversight of climate-related disclosures is managed through the Sustainability Committee.
4. The Treasury function ensures compliance with the Group's treasury policies set by the Board and reviewed by the Committee which cover liquidity risk, credit risk, interest rate risk, foreign exchange risk and capital management. The Group's Liquidity policy includes continual monitoring of the Group's debt facilities to ensure sufficient access to capital. All complex or large transactions are discussed in advance with the Board.
5. During the year, no significant deficiencies had been raised by PwC through the course of the annual external audit nor through the work carried out by Group Internal Audit and overseen by the Committee.

Report of the Audit Committee continued

Significant matters considered in relation to the financial statements

The Committee reviewed the significant matters set out in this report in relation to the Group's financial statements for the year ended 30 April 2026. We discussed these issues at various stages with management during the financial year and during the preparation and approval of the financial statements.

Following a review and consideration of the presentations and reports presented by management, we are satisfied that the financial statements appropriately address the critical judgements and key estimates, in respect of both the amounts reported and the disclosures made and that our conclusions in relation to these issues are in line with those drawn by the auditor.

Significant financial judgements, key assumptions and estimates

Any key accounting issues or judgements made by management are monitored and discussed with the Committee throughout the year.
The table below provides information on the key issues discussed with the Committee during the year and the judgements adopted.

Matter	Key consideration	Progress to date	Conclusion
Determining appropriate depreciation rates for vehicles available for hire	Ensuring that depreciation rates are set appropriately.	The Committee reviewed trends of vehicle residual values. In addition, management papers were reviewed at each reporting date which included a quantitative and qualitative assessment of the current and forecast trends in the used vehicle market, management of fleet and review of the Group's depreciation policy and accounting estimates in this context. We challenged and debated the assumptions and judgements made and were content with management's assessment.	We agreed with management's assessment of depreciation rates to be applied to the existing fleet and their proposal for depreciation rates on new vehicle purchases to be applied in FY2027.
Claims due from insurance companies and self-insuring organisations	Ensuring that the carrying value of insurance claims represents the best estimate of the net claim value to be recovered.	At each reporting date, the Committee reviewed papers prepared by management which included assessment of the expected net claim values at each reporting date. We challenged the underlying assumptions and significant areas of judgement and were satisfied with management's assessments.	We concluded that the judgements made in determining net claim values as at 30 April 2026 were appropriate.
Impairment of Group assets and disclosure of exceptional items	Ensuring the recoverable amounts of the assets held on the balance sheet are in excess of carrying values and that exceptional items are appropriately presented.	The Committee reviewed a paper prepared by management considering the presentation of certain items as exceptional, or reported outside of underlying results, including impairment of assets and restructuring costs. We challenged the assumptions made and were satisfied with management's assessment.	We reviewed management assessments in calculating the impairment of assets which have been disclosed as exceptional items, along with other costs that have been presented outside of underlying results and agree that this presentation provides a clearer comparison of the underlying performance of the Group.
Financial statements and other information	Fair and balanced presentation of financial statements and other information including use of appropriate alternative performance measures.	The Committee considered the presentation of the financial statements, including the presentation of reported results between underlying and statutory performance, as well as evaluating how financial results and alternative performance measures were used as part of the Strategic report. The Committee reviewed papers prepared by management at each reporting date which outlined management's judgement in assessing whether any items should be classified as exceptional items, or otherwise excluded from underlying results, to ensure that the judgements made were reasonable and were in line with stated policy.	We concluded that the Annual Report and Accounts, taken as a whole, were fair, balanced and understandable, and that the use of alternative performance measures was appropriate.

Report of the Audit Committee continued

Group Internal Audit

Group Internal Audit is an independent and objective assurance and consulting function designed to add value and improve the operations of the Group by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of risk management, control and governance processes.

In fulfilling its duty to monitor the effectiveness of the Group Internal Audit function, the Committee has:

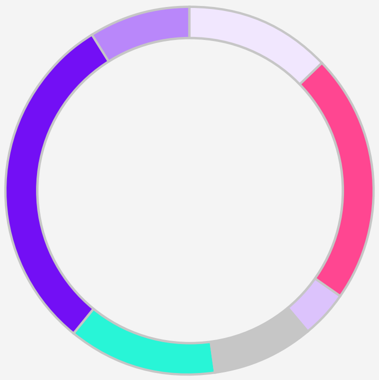
- Reviewed the adequacy of the resources of the Group Internal Audit function;
- Reviewed the Group Internal Audit Charter;
- Ensured that the Group Head of Internal Audit has direct access to the Chairman of the Board and to all members of the Committee;
- Conducted one-to-one meetings with the Group Head of Internal Audit without management present; and
- Approved the Group Internal Audit programme and reviewed quarterly reports by the Group Head of Internal Audit, ensuring the Committee was satisfied with the quality of these reports.

In determining the risk-based internal audit programme, the Group Internal Audit function take into account the following:

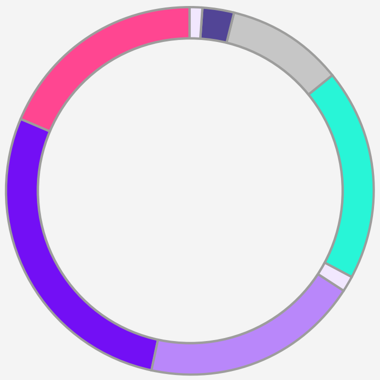
- Feedback gathered from Board committees and executive-led committees;
- Feedback from regular meetings with internal stakeholders and management throughout the business;
- Transformation projects, acquisitions and significant areas of financial value or risk;
- Meetings with the Group's external auditor to understand the scope of their work and gather feedback on risk and control issues that they are reviewing;
- Relevant regulations and any regulatory changes applicable to the Group; and
- Review of the summary of auditable areas, previous internal audit scores and the length of time between audits.

The FY2026 Internal Audit plan resulted in the following coverage of principal risks and audit themes[1]:

Theme



Principal risk



1 Each audit may cover multiple principal risks but will only have one theme.

Theme:
- Governance and compliance
- Technology and data
- Transformation and Change
- People
- Financial
- Business operations
- Asset management

Principal risk:
- Access to capital
- Fleet availability
- Our markets and customers
- Our people
- Recovery of contract assets
- Regulatory environment
- Technology and digitalisation
- The world we live in

Management action plans to improve internal controls and to mitigate risks are agreed with the business area after each audit. Group Internal Audit has a robust process in place to monitor the implementation of management actions, which, where required, includes review and testing of evidence to corroborate action implementation.

During the March 2026 meeting, the Committee considered the findings of the review of the performance, effectiveness and independence of Group Internal Audit, a process which is undertaken annually. The Committee concluded that the Group internal audit process had been conducted effectively and that the quality of audit and reporting was rated highly.

Report of the Audit Committee continued

External auditor

The Committee reviews and makes recommendations regarding the appointment of the external auditor. In making this recommendation, we consider auditor effectiveness and independence including consideration of non-audit fees and length of tenure of the audit firm and senior members of the audit team.

The audit firm

The Committee confirmed compliance with the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Process and Audit Committee Responsibilities) Order 2014, after having carried out a competitive tender in FY2025 with PwC first appointed in 2015 meeting the statutory 10-year requirement. PwC was reappointed as Group auditor after the matter was put to a shareholder vote in the 2025 AGM.

The Committee continually evaluates the effectiveness of the external auditor and supports the proposed reappointment of PwC for a further year at the upcoming AGM in September 2026.

Audit partner transition

The FY2026 audit was Jonathan Greenaway's last year serving as engagement partner and Nick Cook will take over as engagement partner for the financial year ending 30 April 2027. The Committee is satisfied with PwC's arrangements for a smooth transition, to help preserve the effectiveness of the audit process for FY2027.

Auditor effectiveness

The Committee carries out an annual assessment of the external auditor by reviewing the effectiveness of the audit process and the objectivity and independence of the external auditor, both in terms of the engagement team and the firm as a whole. In order to perform this assessment, the following criteria are considered:

- the auditor's safeguards to independence including the independence letter which annually confirms their independence and compliance with the FRC Ethical Standard;
- the operation, and compliance with, the Group's policy on non-audit work being performed by the auditor;
- how the auditor identified risks to audit quality and how these were addressed, including the controls the auditor relied upon;
- the quality of the audit plan including identification of key risks, materiality assessment and scope of Group audit;
- how the auditor demonstrated professional scepticism and challenged management's assumptions where necessary; and
- assessment of the quality of the firm, including the reputation of the firm and the outcome of the FRC's inspection of PwC's audit quality

In assessing how the auditor demonstrated professional scepticism and challenged management's assumptions, the Committee considered the depth of discussions held with the auditor, particularly with respect to challenging the Group's approach to its significant judgements and estimates. The Committee is satisfied with the level of challenge raised by the audit partner and the team during the year.

The Committee concluded that the audit process was operating effectively.

Non-audit fees

The Committee ensures that non-audit work may only be undertaken by the external auditor in limited circumstances. All non-audit services are subject to the Committee's prior approval. Non-audit services provided by our external auditor are subject to a cap equal to 70% of the average annual audit fee for the preceding three years.

Non-audit fees for services provided by PwC for the year amounted to £84,000 which included £71,000 for the review of the interim financial statements. As the interim review work was required by legislation this is not included for the purposes of comparing non-audit fees to the 70% cap included in the FRC's guidance. The remaining non-audit fees comprised of £10,000 relating to agreed-upon procedures in Spain as well as a total of £3,000 for non-audit fees, which was incurred for providing access to PwC's online technical resources. The level of non-audit fees is equivalent to 1% of the three-year average audit fee.

Looking forward

In FY2027, the Committee will continue to support the Board as the business delivers on its strategy and governance framework. The Committee will oversee upcoming financial reporting changes driven by both the reshaping of our businesses and incoming changes to accounting standards. The Committee will also oversee risk management processes and internal controls in the context of requirements under the Corporate Governance Code.

Mark Butcher
Audit Committee Chairman

7 July 2026

Introduction to the Remuneration report

We greatly appreciate your continued support in aligning executive compensation with accelerated value creation.

Committee membership

	Meeting attendance
John Pattullo	4/4
Mark Butcher	4/4
Bindi Karia	4/4
Avril Palmer-Lavery	4/4
Nicola Rabson	4/4

John Pattullo
Remuneration Committee Chairman

Dear stakeholder,

On behalf of the Remuneration Committee (the Committee), I am pleased to present the Directors' Remuneration report for the year ended 30 April 2026. This report outlines the key decisions made by the Committee over the last 12 months. The Committee is satisfied that the Remuneration Policy approved by shareholders at the 2025 AGM operated as expected during the year.

As set out in last year's Report, we put the new VCP for senior executives to a shareholder vote at last year's AGM. Prior to the VCP being proposed to shareholders, the Committee undertook an extensive programme of consultation with our major shareholders. The holders of over 50% of the Company's shares were consulted with, in addition to some proxy advisers. Their feedback was taken into account in the final design of the VCP.

The Committee and the Board accepted when the VCP was proposed that it represented a departure from the established approach to executive remuneration in the UK. Nonetheless, given the persistent disconnect between share price progression and the underlying performance of the Group, it was felt by the Committee that introducing a VCP was in the best interests of shareholders. This position was strongly supported by a number of major institutional investors following extensive consultation and the Board was satisfied with the level of support the VCP received at the AGM.

We are committed to maintaining our policy of open and transparent dialogue with investors. In the course of our regular programme of investor engagement since the AGM, we were pleased that a number of major shareholders have continued to express their strong support for the VCP and the ambition it represents.

Performance of the Group

Following the rebranding in May 2024, the Group's transformation continued in FY2026. In December we communicated our commitment to building a simpler, stronger and more agile UK&I business. As part of this commitment, we announced our intention to streamline our operating model around the two distinct businesses that underpin our value proposition: Northgate Mobility and FMG. By bringing these businesses closer together, we aim to simplify how we operate, strengthen collaboration and ensure we continue building a resilient, sustainable rental and mobility business for the future.

The Group's operations continue to deliver value, with more normalised markets enabling us to grow both revenue and fleet while also making significant progress in both cash generation and our strategic ambitions.

Spain delivered standout performance, with underlying revenue up 16%, capitalising on our strong market position and favourable macroeconomic conditions. UK&I Rental also performed well, supported by new business wins and growth across specialist vehicles and additional services. Both rental businesses ended the year with good momentum in VOH growth.

Activities during FY2026.

- Implementation of the Directors' Remuneration Policy for Executive Directors
- Continued consultation with investors including in relation to the VCP
- Design and implementation of the VCP
- Design and implementation of long-term incentives for participants not in the VCP
- Continued investment in and consideration of reward for our colleagues
- Introduction of shareholding guidelines for VCP participants

Introduction to the Remuneration report continued

Claims & Services also saw growth supported by significant contract extensions and new signings as we continued to attract insurance partners to our integrated mobility platform.

New vehicle supply and used vehicle markets have remained stable, supporting the later stages of our fleet refreshment programme, and as a result the inflexion in steady state cash generation was achieved, increasing to £96m from £17m in the prior year.

Our strategic actions this year have focused on leveraging our competitive advantage with both new and existing customers, with the expansion of our Spanish footprint and the simplification of UK&I both set to enhance customer service and support sustainable, profitable growth.

There have also been strong shareholder returns over the period with our total shareholder return being c.40% over the financial year, higher than the FTSE 250 index shareholder return over the same period of c.18%.

Remuneration outcomes for the year ended 30 April 2026

Annual bonus

The maximum annual bonus opportunity for the year was 125% of salary for the CEO and 100% of salary for the CFO. 75% of the award was based on underlying PBT, with actual performance for the year being £160.1m, which exceeded the maximum target. The remaining 25% was based on strategic and ESG targets, against which the Group and the individuals performed strongly. Therefore the CEO and CFO received an overall annual bonus of 100% of maximum, with the CFO's annual bonus pro-rated from the date of appointment. The PBT targets took into account that vehicle disposal profits were expected to continue reducing as volumes decreased and residual values decreased, and this trend did continue. Consequently, the PBT outcome reflects strong underlying performance during the year and the Committee is satisfied that no discretionary adjustment is required.

50% of the annual bonus is awarded in shares and subject to deferral for three years.

2023 LTIP vesting

The 2023 LTIP awards were granted to the CEO in August 2023 subject to challenging EPS and relative TSR targets. Whilst underlying performance has been strong over the period, the stretching EPS threshold was not met. The relative TSR of the Company over the three-year period was between median and upper quartile and therefore 62.23% of this element will vest. As the Relative TSR element had a weighting of 25% of the overall award, the total vesting is 15.56% of maximum. The Committee is satisfied that these outcomes are consistent with the overall business performance over the relevant performance period and that no discretion is required.

Awards for Executive Directors are subject to a two-year post-vesting holding period.

Remuneration for the new CFO in FY2026

Rachel Coulson joined ZIGUP as the Group's CFO with effect from 18 August 2025. As disclosed last year, on appointment, her remuneration consisted of a salary of £400,000, a pension contribution of 4% of salary (in line with the wider workforce), benefits in line with our Policy, a maximum bonus opportunity in line with our Policy (being 100% of salary) and participation in the VCP.

I also confirmed in last year's annual report that the salary was set below her predecessor and conservatively against the market to reflect that this is her first CFO role, and that the Company may make adjustments as Rachel performs and develops in the role. As Rachel has performed strongly and developed into the role, the Committee have agreed to uplift Rachel's salary to £435,000, effective from 18 August 2026 (the first anniversary of her employment). This salary is in line with where the base salary of the previous incumbent would have been positioned if he was still in post and is more closely aligned with other companies of a similar size to ZIGUP.

As set out last year, awards have also been made to compensate Rachel for awards forfeited upon leaving her previous employer. In line with market practice and shareholder views, these have taken account of the form, value, and time horizons of the forfeited awards. Further detail is provided later in this report.

Operation of policy for FY2027

Base salary

Effective 1 May 2026, the CEO's salary increased by 2.5% to £675,871 and the CFO's salary also increased by 2.5% to £410,000. These salary increases are aligned with the rate applied to mid and senior management levels in ZIGUP and below the average 3.2% pay increase across the wider business. As set out above, Rachel will receive a further increase to £435,000 (6.1% increase) on the first anniversary of her employment.

Pension

Executive Director pension levels remain aligned to the majority of the UK workforce (currently 4% of salary).

Annual bonus

For FY2027, the Committee has determined to use the headroom available in the shareholder-approved policy and increase the maximum bonus opportunity for the CEO to 150% of salary (from 125% of salary). The Committee was mindful that the previous maximum opportunity was below market-level for a company of our size and this change addresses that positioning, whilst also factoring in the strong performance of the Group and the individual.

There are no proposed changes to the performance measures, which will continue to be based 75% on PBT performance and 25% on strategic and operational measures including ESG. Half of any bonus earned net of taxes will be used by the Executive Directors to purchase shares, which will be subject to a three-year holding period and cannot be sold during that time.

Long term incentive plans

There will be no LTIP awards granted in FY2027 to current Executive Directors given they are both participants in the VCP which has a performance period to the end of FY2028.

Introduction to the Remuneration report continued

Wider workforce pay and benefits

On 1 May 2026, the Group made pay increases to colleagues at lower salary levels of between 2.5% and 6%, and a capped 2.5% rise at mid to senior levels. The average increase was 3.2%.

The SAYE scheme continued to be well utilised with 1,136 colleagues across the Group joining the 2025 scheme. Following a 24% increase in participation in FY2025, we were pleased the participation remained high, with a 28% increase in Spain and in total there was an increase of £425,000 in grants awarded versus the prior year.

For the fourth year in a row the Company made a grant of free shares to over 7,000 eligible colleagues to the value of £500. In 2025, we also saw a vesting of free shares, benefitting almost 4,500 colleagues.

In the UK and Ireland feedback from the Have Your Say engagement survey tells us that more colleagues feel fairly awarded when considering their pay and benefits; this demonstrates the Group's reward strategy is having a positive impact on colleagues, with further details provided below.

Return on investment

At ZIGUP, our colleagues are always fundamental to our success and one of our goals is to ensure that we are an attractive workplace where colleagues feel engaged and valued. In recent years, we have purposefully increased our focus on this area and we are delighted with the progress achieved.

Over the last three years our total compensation spend (encompassing salary, benefits, and variable pay) has grown, reflecting our commitment to investing in our people. We actively promote a culture of share ownership through our SAYE scheme and the grant of free shares to eligible colleagues. We have also broadened our range of benefits, including Holiday Flex (recently introduced to colleagues in the UK), health and wellbeing initiatives, and access to Stream – a financial wellbeing platform that provides colleagues with access to fair, flexible financial services.

Additionally, our EAP offers confidential support for colleagues and their families, providing access to mental health resources, lifestyle coaching, and guidance on various life challenges. During FY2026 in the UK we have partnered with Aviva to consolidate more than 10 pension schemes into a single Master Trust, enabling us to increase awareness and education around retirement planning. In recent years, we have also taken deliberate steps to improve colleague awareness and understanding of the full range of benefits available to them.

This investment has been very positively received by our colleagues. Across the Group, participation in the SAYE scheme has increased by approximately 25%, and in the UK take-up of our Benefits Hub has risen from 66% to 85% of colleagues. Our colleague engagement score of 74% reflects strong sentiment across the workforce and is testament to our continued focus on colleague experience and wellbeing.

The investment has also yielded significant benefits to business performance. Voluntary attrition has fallen from 25% to 16% over the last three years, contributing to improved Group productivity. Our financial performance reflects the value of this investment in our people, with revenue per head increasing by 7.3% over the last 12 months, and engaged teams contributing to stronger productivity and profitability across the Group. Furthermore, during the last two financial years we have tracked the commercial impact of non- productive time in the UK. This is calculated using the average salary of colleagues who leave the business with less than 12 months' service who are not here long enough to be considered fully productive. Voluntary attrition, particularly for colleagues in their first year of employment has fallen significantly. As a consequence, the impact on non-productive time has halved from £12m to £6m. Having a more productive workforce has directly contributed to increased VOH and customer satisfaction across Northgate UK&I, and has also supported the successful performance of FMG RS.

Creating an attractive workplace remains fundamental to our ability to attract and retain the talent required to deliver our strategic objectives, and we remain committed to investing in and developing our people.

Board engagement with wider workforce

In the UK, the Voice Network (the Forum) continues to meet regularly with senior leaders. The Forum has focused on gathering and sharing insight and sentiment from the wider workforce to enable senior leaders to get closer to the pulse of the organisation.

This feedback helped to shape the internal communications strategy around articulating progress towards simplifying our UK&I operating model, as well as clearer direction around the Group's longer-term ambitions. Additionally, the Forum was instrumental to the introduction of a volunteering policy, enabling colleagues across the UK and Ireland to take one day's paid leave every year to support charities in their local community. In Spain, regular touchpoints and strong partnerships with the workers' councils enable open communication and feedback from the wider workforce to be shared with senior leaders and vice-versa.

In November 2025, the Board travelled to Spain and met with colleagues and leaders in the Northgate branch in Bilbao. The Board were hugely impressed by the impact of the green parts recycling programme, which had already reused and recovered over 20,000 vehicle parts. In March 2026, the Board visited a Claims & Services operational site to meet with leaders and colleagues and understand the impact the new telephony system was having on ways of working and productivity.

Colleague engagement

The Company reviewed and discussed the results of its sixth annual Have Your Say colleague survey, which received a 77% response rate, with 5,700 colleagues completing the survey. The overall engagement score remains high at 74%. Colleagues submitted almost 20,500 comments (2,500 higher than previous year), 57% of these were categorised as positive or highly positive (compared to 50% last year). Our highest scoring areas continue to reflect strong colleague pride in our service, trust, and inclusion.

Conclusion

The Committee feels it has successfully balanced its responsibilities to retain and motivate senior leaders, support the broader workforce and align with the interests of all stakeholders.

I would like to thank my fellow Committee members and all internal and external stakeholders for their valuable input throughout the year. Your continued support at the forthcoming AGM will be greatly appreciated.

John Pattullo
Remuneration Committee Chairman

7 July 2026

Remuneration at a glance

Aligning remuneration with **our strategy.**

Components of Executive Director remuneration

Short-term: Annual cash bonus; Long-term: Annual bonus deferred into shares released after 3 years, VCP/ LTIP[1]

Fixed: Salary, Pension and benefits; Variable: Annual cash bonus, Annual bonus deferred into shares released after 3 years, VCP/ LTIP[1]

Elements of Executive Director remuneration

Salary + **Pension and benefits** + **Annual cash bonus** + **Annual bonus deferred into shares released after 3 years** + **VCP/ LTIP[1]** = **Total remuneration**

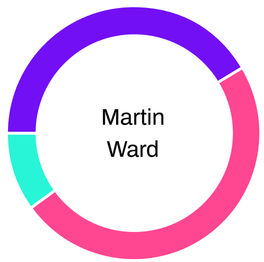
How performance is reflected in our Executive Directors' remuneration

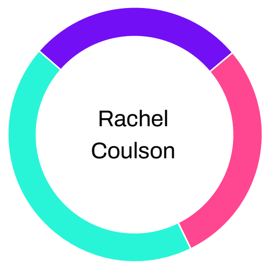
Remuneration outcomes

	Measure	Link to strategy	Award %	Stretch	Actual	Outcome	Weighted outcome
Annual bonus	PBT	Deliver, Grow	75%	£153.2m	£160.1m	100%	75%
	Enable	Enable	25% based on strategic objectives including ESG	5%	Fully met	100%	5%
	Deliver	Deliver		7.5%	Fully met	100%	7.5%
	Grow	Grow		12.5%	Fully met	100%	12.5%
	Total outcome						100%
2023 LTIP	EPS	Deliver, Grow	75%	61.5p	53.1p	0%	0%
	TSR	Deliver, Grow	25%	Upper quartile	Partially met	62.23%	15.56%
	Total outcome						15.56%

Link to strategy: Enable Deliver Grow

Total remuneration in FY2026





(£'000)	Martin Ward	Rachel Coulson
Salary, pension and benefits	709	298
Annual bonus	824	282
LTIP vesting	169	445
Total Remuneration	**1,702**	**1,025**

Rachel Coulson's LTIP vesting represents awards upon joining which are considered as variable and detailed further on page 103. Rachel did not receive an award relating to the 2023 LTIP.

1 Long term variable pay includes the VCP which was granted in October 2025 with a performance period ending in 2028.

Remuneration at a glance continued

How we incentivise **at all levels**.

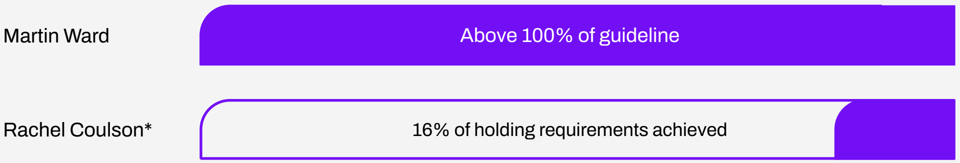
Remuneration across our Group

Remuneration element		Executive Directors	Wider workforce (>7,500)
Fixed pay		Salary is determined with reference to responsibility and the scale and complexity of the business. Salary is reviewed annually with pay increases considered in line with pay trends across the broader UK workforce.	Salaries are set to reflect the market value of each role on appointment and reviewed annually in accordance to pay trends and to support both recruitment and retention.
Pension and benefits		Pension rate of 4% aligned to the wider workforce. Initiatives are continually broadened including access to health and wellbeing support services. Holiday flex was introduced to UK colleagues in the year as well as access to Stream – a financial wellbeing platform that provides colleagues with access to fair, flexible financial services.	
Annual bonus	50% cash 50% shares for Executive Director bonus	Executive Director bonus includes 50% deferred to shares, subject to a three-year holding period to align to shareholder value creation.	Certain colleagues are eligible for operational bonuses or an annual bonus designed to reward the achievement of the Group's strategic and financial objectives and targets.
Share ownership	VCP	Participants including Executive Directors and certain senior managers will have the opportunity to share in 10% of the value created over and above a share price hurdle of £5.21 over period 1 May 2025 to 30 April 2028 (adjusted for dividends paid). CEO entitlement of 30% and CFO entitlement of 15% of the total pool value.	Not applicable.
	Other employee share schemes	LTIPs are awarded to senior management at the discretion of the Committee to ensure they are incentivised for delivering our strategy. All eligible colleagues are able to participate in our SAYE scheme promoting colleague engagement and enabling our colleagues to share in the Group's long-term success. This scheme allows employees to purchase shares in the Company at a discounted price after a three-year savings period. The Company will award a number of shares based on an agreed value. For the fourth consecutive year, the Group awarded free shares worth £500 to all eligible employees.	

Ensuring shareholder value

- 50% of the annual bonus is awarded in shares subject to a three-year holding period.
- Share ownership guidelines set at 200% of salary with a two-year post-employment holding period.
- As at 30 April 2026, Martin Ward met the target of holding shares equivalent in value to at least 200% of basic salary. Rachel Coulson met 16% of the holding requirement at this date.
- The VCP was approved in the year and incentivises management to deliver shareholder value creation.

Executive Directors' shareholding



* Rachel joined the Board in August 2025 and is on course to meet shareholding requirements, see further detail on page 103.

Directors' Remuneration report

This part of the Directors' Remuneration report sets out the Remuneration Policy (the Policy) for the Directors and has been prepared in accordance with the Companies Act 2006, The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, the Companies (Miscellaneous Reporting) Regulations 2018, the UK Corporate Governance Code and the UK Listing Rules.

Annual Report on Remuneration

The table below summarises how the Committee intends to implement the Remuneration Policy in FY2027 (that was approved by shareholders at the 2025 AGM). The full Directors' Remuneration Policy can be found in the 2025 Directors' Remuneration report.

The table below summarises proposed implementation of the policy for FY2027.

Element	Policy operation	Implementation for FY2027
Salary	Normally reviewed annually by the Committee, taking account of Group performance, individual performance, changes in responsibility, changes in the size and complexity of the business and levels of increase for the broader UK population.	• CEO – £675,871 (2.5% increase effective 1 May 2026). • CFO – £410,000 (2.5% increase effective 1 May 2026). As set out earlier, the Committee have agreed to uplift Rachel's salary by a further 6.1%, to £435,000, to reflect performance and progression in the role. This increase will be effective 18 August 2026 (the first anniversary of appointment). The salary increase of 2.5% is aligned with the rate applied to the mid and senior management levels in ZIGUP and are below the average 3.2% pay increase across the wider business.
Pension	Executive Directors receive pension provision in line with the wider workforce (currently considered to be 4% of base salary).	No change for FY2027.
Benefits	Car allowance, healthcare and life assurance.	No change for FY2027.
Annual bonus	Maximum opportunity: 150% of salary for CEO and 100% of salary for other executives. Half of any bonus earned net of taxes will be used by the Executive Directors to purchase shares which will be subject to a three-year holding period and cannot be sold during that time. There will normally be a financial underpin to the non-financial element of the bonus. The Committee will assess the payout under the non-financial element if the financial underpin is not met, and would normally expect to use discretion to reduce the non-financial element in these circumstances. Maximum: 100% payout. Target: Normally 50% of maximum. Threshold: No greater than 25% of maximum. For performance below threshold, no bonus is payable. The Committee has the discretion to adjust the formulaic outcome where it considers it is not appropriate, taking into account such matters as it considers relevant including without limitation the underlying performance of the Group, investor experience, wider colleague or stakeholder experience. Recovery and withholding provisions apply.	• CEO maximum opportunity: 150% of salary. • CFO maximum opportunity: 100% of salary. As set out earlier, the CEO maximum annual bonus opportunity has increased from 125% of salary in FY2026 to 150% of salary in FY2027. This is aligned to the shareholder-approved Remuneration Policy and the Committee believes this to be an appropriate increase to reflect strong performance of the Company and the individual as well as market positioning. Performance measures are based 75% on financial (PBT) performance and 25% on strategic and operational measures (including ESG). As in previous years, the targets are considered commercially sensitive and will be disclosed retrospectively.

Directors' Remuneration report continued

Element	Policy operation	Implementation for FY2027
Value Creation Plan	The VCP rewards for the creation of shareholder value above a hurdle of £5.21. Shareholder value is measured based on the share price at the end of the performance period and dividends paid during the performance period. Above this hurdle, the Executive Directors and other participants will share 10% of the value created, ensuring a fair split of returns between management and shareholders. The performance period starts on 1 May 2025 and ends on 30 April 2028. A further two-year holding period will apply following the vesting of awards. Of the 10% total pool, the CEO will receive 30% and the CFO will receive 15%. The pool is capped so that if the value created through share price and dividends exceeds £8, the overall monetary value will not increase beyond this point. The Committee will retain the flexibility to exercise discretion in relation to the VCP taking account of the wider performance context and the wider stakeholder and shareholder experience. Malus and clawback provisions apply.	No new LTIP or VCP awards will be granted to current Executive Directors in FY2027 due to participation in the existing VCP.
Share ownership requirements	The Executive Directors are normally expected to accumulate a holding of ordinary shares of the Company equivalent in value to 200% of their basic annual salary. Executive Directors are expected to hold the lower of (1) shares held on cessation and (2) shares equivalent in value to 200% of salary at the time of cessation, for a period of two years from the date they cease to be an Executive Director.	No change for FY2027.
Non-Executive Directors	The Chairman is currently paid a consolidated single fee for all their responsibilities. The Non-Executive Directors are paid a basic fee. The Chairs of the main Board committees and the Senior Independent Director are paid an additional fee to reflect their extra responsibilities.	The Chairman and base Non-Executive Directors fees have been increased by 2.5%, in line with the increase awarded to the Executive Directors and mid to senior management. No changes have been made to the supplementary fees for Non-Executive Directors.

	Fee as at 1 May 2025	Fee as at 1 May 2026	Increase
Chairman	£210,120	£215,373	2.5%
Base fee	£59,517	£61,005	2.5%
Senior Independent Director	£10,000	£10,000	–
Audit Committee Chair	£10,000	£10,000	–
Remuneration Committee Chair	£10,000	£10,000	–

Directors' Remuneration report continued

Remuneration for the year ended 30 April 2026 (audited)

The table below sets out the remuneration received by the Directors in relation to the year ended 30 April 2026 (and for long term incentive awards' performance periods ending in the year) and in the year ended 30 April 2025.

£000		Salary and fees	Taxable benefits	Annual bonus	Long term incentive	Pension[3]	Total	Total fixed	Total variable
M Ward	2026	659	24	824	169[1]	26	1,702	709	993
	2025	646	18	613	639[2]	26	1,942	690	1,252
R Coulson[5]	2026	282	5	282	445[4]	11	1,025	298	727
	2025	–	–	–	–	–	–	–	–
Non-Executive Chairman									
A Palmer-Lavery	2026	210	–	–	–	–	210	210	–
	2025	206	–	–	–	–	206	206	–
Non-Executive Directors									
J Pattullo	2026	80	–	–	–	–	80	80	–
	2025	78	–	–	–	–	78	78	–
M Butcher	2026	70	–	–	–	–	70	70	–
	2025	68	–	–	–	–	68	68	–
B Karia	2026	60	–	–	–	–	60	60	–
	2025	58	–	–	–	–	58	58	–
M McCafferty	2026	60	–	–	–	–	60	60	–
	2025	58	–	–	–	–	58	58	–
N Rabson	2026	60	–	–	–	–	60	60	–
	2025	58	–	–	–	–	58	58	–

1 For FY2026, the 2023 LTIP vests based on the achievement of TSR and EPS performance to 30 April 2026 and has been valued based on the average share price during the three-month period to 30 April 2026 of 396.7p and a vesting outcome of 15.56%. £22,170 of the value in the single figure table is attributable to share price appreciation. No discretion has been exercised in relation to share price changes. 2023 LTIP awards will vest in July 2026 subject to continued employment until that date and the post-tax value of the shares will remain subject to a holding period of two years. No dividend equivalents have been allocated to the award on vesting.

2 The LTIP amounts shown in last year's report in respect of the LTIPs awarded in 2022 were calculated based on the average share price for the three-month period to 30 April 2025 of 304.1p. The actual share price at vesting on 13 July 2025 was 338.0p and therefore the values have been updated to reflect the share price on that date. No dividend equivalents were allocated to the award on vesting.

3 Martin Ward's pension entitlement was paid in cash. Rachel Coulson's contributions were paid into the Group's pension scheme.

4 As disclosed on page 103, Rachel Coulson received awards for compensation of awards forfeited from her previous employer. Further detail is provided later on in this report.

5 As Rachel Coulson was appointed on 18 August 2025, the remuneration reported in the single figure table reflects the period from the date of appointment to the end of the financial year.

Directors' Remuneration report continued

FY2026 salary

When reviewing the base salary for the CEO and the CFO, the Committee took into account a number of factors, including the approach for our wider workforce population, individual performance and overall contribution to the business in the year. The salary increase of 2% with effect from 1 May 2025 for the CEO was aligned with the capped 2% rate applied to mid and senior management levels, with the greatest increases applied to those at lower salary levels.

	FY2026	FY2025	Increase
M Ward	**£659,386**	£646,457	2%
R Coulson[1]	**£400,000**	N/A	N/A

1 Rachel Coulson's salary was agreed on appointment on 18 August 2025.

Pension and taxable benefits (audited)

A breakdown of the taxable benefits received by Executive Directors is set out in the table below:

£000	M Ward	R Coulson
Car	15	2
Medical insurance	9	3

The Executive Directors are eligible for membership of a Group personal pension plan. In view of the annual allowance cap, Martin Ward elected to receive his entitlement in cash. Both Executive Directors received an entitlement of 4% of base salary, which is in line with the pension provision for the wider UK workforce.

Annual bonus for the year ended 30 April 2026 (audited)

Total opportunity

The maximum bonus opportunity for the CEO was 125% of salary and was 100% of salary for the CFO on a pro-rata basis from the date of appointment. The bonus was based 75% on underlying PBT and 25% on strategic objectives. The targets, performance against them and resulting payment are set out in the tables on this page.

Financial objectives

The element related to financial objectives (PBT performance) was awarded at 100% of maximum for this element:

PBT performance	Threshold performance (25% of maximum)	Target performance (50% of maximum)	Maximum performance	Actual PBT performance
PBT 75% of total bonus	£144.2m	£148.7m	£153.2m	£160.1m

Strategic objectives

The Directors' strategic objectives were set by the Committee at the beginning of the financial year and were based on a robust framework of clear objectives directly aligned to the Board's strategic priorities for the year.

The strategic objectives and the performance against them for FY2026 are set out below:

Objective	How the objective has been satisfied	Maximum scoring	Outcome
Enable: Develop products, services and operational capabilities which embrace technologies to enable increasingly connected smart mobility within our customer proposition.	• Scope 1 and 2 emissions have fallen 29% since FY2022, in excess of our target to reduce emissions by 10% by 2027. Compared to our new baseline, FY2024, this represents a 25% reduction. • Revised Scope 1, 2 and 3 targets have been submitted to SBTi for validation. These will be published within our net zero transition plan in the summer 2026. • ZIGUP recognised in first position, as the most improved Company in the FTSE 250 for the progress made in creating a diverse PLC board and leadership teams over the last five years. In 2024 ZIGUP were ranked 188, in 2025 this increased to 46. • 99.9% of the energy procured across the state is renewable (FY2025: 99%). • 99% of company cars in the UK are EVs or hybrids (FY2025: 95%).	5%	5%
Deliver: Trusted to provide customer service excellence which exceeds expectations, delivering industry leading responsiveness and operational efficiency.	Delivering excellent customer service continues to be a strength across the Group with NPS improving by two points year on year and now averaging 66. Focusing on delivering an excellent customer experience continues to be a priority and point of differentiation. Customers continue to share their experience with us using online platforms such as Trustpilot and our ratings across all businesses are excellent. In Spain the launch of a new customer area and app has created a digital platform that centralises leasing management, giving customers more choice in how they choose to interact with us. The strength of our customer experience is evidenced by a series of significant wins and renewals, reflecting an organisation that delivers consistently and at scale. In the UK, new partnerships such as Howden demonstrate our ability to win in competitive environments, underpinned by trusted service and proven outcomes. At the same time, strategic renewals, including National Highways and Tesco Insurance's extended partnership, reinforce the value we continue to deliver to existing clients which also explicitly demonstrate the value of our integrated mobility platform. Likewise, the rail infrastructure partnership in Spain demonstrates the Company's commitment to winning new business and scaling the operation.	3.75%	3.75%

Directors' Remuneration report continued

Objective	How the objective has been satisfied	Maximum scoring	Outcome
Deliver (continued)	Revenue per head has increased by 7.3% year on year. This has been driven by both improvements in ways of working, as well as the optimisation of organisational structures. Specifically, the continued rollout of initiatives such as unified comms has improved ways of working across the customer contact centres. The streamlining of the UK&I operating model across Northgate Mobility and FMG, has brought the UK&I region closer together. Opportunities have been identified and delivered to simplify how we operate. Focus has been on strengthening collaboration and on ensuring we continue building a resilient, sustainable rental and mobility business for the future.	3.75%	3.75%
Grow: Exploring opportunities to responsibly grow the business scale and capabilities, including into both complementary and new markets and geographies	The Group has achieved an increase in revenue (excluding vehicle sales) of 5.2% compared to the prior year. This has been underpinned by a further year of exceptional growth in Spain, with revenues up 16% capitalising on our strong market position. Growth was further supported by some strong performances across parts of the UK&I business, particularly UK&I Rental who secured new business wins and growth across specialist vehicles and additional services. Both rental businesses ended the year with good momentum in VOH growth.	12.5%	12.5%
Total		**25%**	**25%**

Further context on the targets and outcome is provided in the Introduction to the Remuneration report on pages 94 to 96.

Based on performance to 30 April 2026, the annual bonus outcomes for the Executive Directors during the year are shown on page 102. The Committee is satisfied that no adjustments to the payouts are required, and that the outcomes are reflective of underlying performance. Further detail is set out in the Statement by the Committee Chairman.

A summary of the bonus outcome is as follows:

Executive	% of maximum	% of salary	Bonus outcome (£000)	Awarded in cash (£000)	Awarded in shares (£000)
M Ward	100	125	824	412	412
R Coulson	100	100	282	141	141

Rachel Coulson's bonus opportunity was pro rated to reflect the period of service following appointment.

50% of the bonus will be used to purchase shares. Shares are subject to a minimum deferral period of three years and are not subject to continued employment.

Vesting of 2023 LTIP awards (audited)

The performance conditions related to the 2023 LTIP award are due to vest as follows:

Performance	Threshold target (25% vesting)	Stretch target (100% vesting)	Actual performance	Vesting achieved
EPS 75% of total LTIP	57.9p	61.5p	53.1p	0%
TSR versus FTSE 250 (excluding investment trusts) 25% of total LTIP	Median	Upper quartile	Between median and upper quartile	62.23%
Total				**15.56%**

No dividend equivalents were included as part of the award.

The Committee reviewed the formulaic LTIP outcome and determined that this was appropriate in the context of wider business performance over the performance period. As such, no discretionary adjustments were made.

The share price used to determine the 2023 LTIP of 345p was higher than the share price used to determine awards granted in 2022 and therefore the Committee considered that there were no windfall gains related to this award.

The awards are due to vest in August 2026, subject to ongoing service conditions being met, and will be subject to a two-year holding period.

Awards granted during FY2026

CFO awards granted to replace forfeited awards

As set out earlier, share awards with a total value of £444,920 have been made to compensate Rachel Coulson for awards that were forfeited upon leaving her previous employer. These took into account the form, value, and time horizons of forfeited awards, in line with market practice.

Restricted shares forfeited

Upon leaving her previous employer, two awards of restricted shares were forfeited that were due to vest in May 2025 and May 2026 respectively. These had a total value of £168,726 and were replaced in full. An award of 49,978 nil-cost options was made on 20 August 2025, with a vesting date of 1 May 2026, extending the time horizon of the award that was originally due to vest in May 2025.

Performance shares forfeited

Upon leaving her previous employer, two awards of performance shares were forfeited that were due to vest in May 2025 and 2026. The award due to vest in May 2025 had a value of £197,915 following the application of the performance vesting level that would have applied had Rachel remained at her previous employer. On 9 September 2025, Rachel was awarded 31,071 shares on a net of tax basis. Whilst this award was due to vest in May 2025, the Committee determined to extend the time horizon of this award and to impose a one-year holding period. The award due to vest in May 2026 had a value of £80,817 following the application of the performance vesting level that would have applied had Rachel remained at her previous employer. On 1 May 2026, Rachel was awarded 12,687 shares on a net of tax basis. Whilst this award was due to vest in May 2026, the Committee determined to impose a one-year holding period. The total value of these awards (gross of tax) using the share price on date of grant was £276,194.

Directors' Remuneration report continued

Awards granted on appointment were converted into ZIGUP shares using the average share price one month prior to joining of £3.38 and any subsequent awards were converted using share price on date on transfer. No buy-out was made in respect of any bonus awards or shares that had been due to vest in May 2027. All awards are subject to malus and clawback provisions.

Value Creation Plan

Following shareholder approval of the Company's VCP at the AGM held on 23 September 2025, awards were granted on 23 October 2025 to Executive Directors and members of the Executive Committee. The VCP is designed to align participants with the long-term shareholder value creation. The VCP Pool Value will be determined following the three-year performance period ending 30 April 2028 and will normally be calculated as 10% of the growth in value of the Company's issued share capital (including the aggregate value of dividends paid during the performance period) above a hurdle of £5.21 per share, subject to a cap of £8 per share. Participants will be entitled to acquire ordinary shares at nominal cost corresponding to their allocated share of the VCP Pool Value. Awards vest subject to the rules of the Plan and are normally subject to a further two-year holding period. The allocation of the VCP pool value for the Executive Directors is as follows: Martin Ward 30.0% share and Rachel Coulson 15.0% share. The Remuneration Committee believes the VCP provides a strong alignment between management and shareholders by linking rewards directly to long term value creation.

Malus and clawback provisions

The Committee may decide within three years from the date at which performance has been determined by the Committee that malus and/or clawback will be applied to the underlying awards. The Committee selected this period as it is considered to be a reasonable timeframe for any relevant events to come to light and the period is consistent with market practice. Malus and clawback may be applied in the following circumstances: (i) misconduct; (ii) an error in or restatement of the Group's financial statements; (iii) error in assessing performance criteria and/or (in respect of the VCP) pool value and participation percentage; (iv) corporate failure; (v) serious reputational damage (vi) failure of risk management (vii) misrepresentation; or (viii) such other exceptional circumstances as the Committee determines. Further details are provided on page 110 of the ZIGUP Annual Report for the year ended 30 April 2025. Malus and clawback have not been applied during the year.

Percentage change in remuneration levels

The table below sets out the percentage change in base salary, value of taxable benefits and bonus for all the Directors compared with the average percentage change for employees of the Company.

	Average percentage change 2025–2026			Average percentage change 2024–2025			Average percentage change 2023–2024			Average percentage change 2022–2023			Average percentage change 2021–2022		
	Salary	**Taxable benefits**	**Annual bonus**	Salary	Taxable benefits	Annual bonus	Salary	Taxable benefits	Annual bonus	Salary	Taxable benefits	Annual bonus	Salary	Taxable benefits	Annual bonus
M Ward	**2%**	**27%**	**34%**	3%	(9%)	(22%)	3%	8%	3%	3%	(4%)	3%	15%	12%	28%
R Coulson	**N/A**	**N/A**	**N/A**	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
A Palmer-Lavery	**2%**	**N/A**	**N/A**	3%	N/A	N/A	0%	N/A	N/A	0%	N/A	N/A	20%	N/A	N/A
J Pattullo	**1%**	**N/A**	**N/A**	2%	N/A	N/A	0%	N/A	N/A	18%	N/A	N/A	3%	N/A	N/A
M Butcher	**2%**	**N/A**	**N/A**	3%	N/A	N/A	0%	N/A	N/A	3%	N/A	N/A	3%	N/A	N/A
B Karia	**2%**	**N/A**	**N/A**	3%	N/A	N/A	1%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
M McCafferty	**2%**	**N/A**	**N/A**	3%	N/A	N/A	0%	N/A	N/A	3%	N/A	N/A	3%	N/A	N/A
N Rabson	**2%**	**N/A**	**N/A**	4%	N/A	N/A	110%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Company employees*	**6%**	**74%**	**16%**	9%	(36%)	(23%)	7%	(23%)	31%	(22%)	87%	(31%)	44%	(70%)	2015%

* As there are less than 50 colleagues who are directly employed by ZIGUP plc, the average pay calculation can be easily skewed by a change in composition of staff and this is one of the reasons for the changes during the year.

Annual bonus for Company employees is the amount paid in each year, whereas the Directors' bonus is the amount earned in each period as the information on Company employees' bonus amounts is not available at the date of this report.

Directors' Remuneration report continued

Payments to past Directors and payments for loss of office (audited)

There were no payments to past Directors or payments for loss of office during FY2026.

CEO to employee pay ratio

The table below sets out the ratio of the CEO's single figure of total remuneration to the total remuneration of the 25th percentile, median (50th percentile), and 75th percentile remuneration of our UK employees, in line with the regulations.

Option A of the Companies (Miscellaneous Reporting) Regulations 2018 has been used to calculate the ratio as it was considered to provide the most accurate basis of calculation. Full-time equivalent remuneration for all UK employees for the financial year has been used for pay periods across the year. Total remuneration has been prepared using the same methodology as the single figure table with the exception of the bonus. The bonus figure for employees is based on the amount paid in each year as the information on employees' bonus amounts is not available at the date of this report whereas the bonus included in the single figure table is the amount earned in each period.

Financial year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2026	**Option A**	**57:1**	**47:1**	**33:1**
2025	Option A	67:1	56:1	39:1
2024	Option A	84:1	71:1	50:1
2023	Option A	171:1	142:1	101:1
2022	Option A	63:1	51:1	35:1
2021	Option A	57:1	45:1	30:1
2020	Option A	64:1	53:1	37:1
2019	Option A	47:1	38:1	26:1

Salary and total remuneration details for the relevant individuals are set out as follows:

£000	CEO	25th percentile	Median	75th percentile
2026				
Salary	659	27	35	47
Total remuneration	1,702	30	37	52

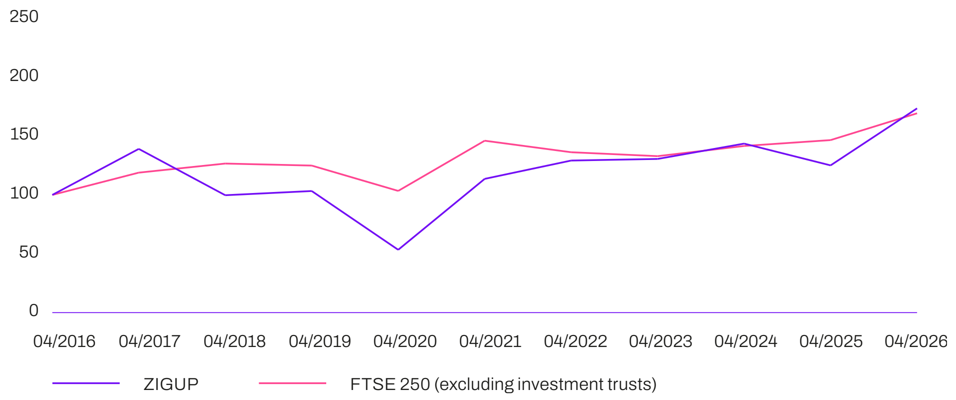
The employees at the 25th, 50th and 75th percentile have been determined by reference to average employee pay across the Group for the financial year being reported on.

Unlike the total remuneration for the majority of employees, total remuneration for the CEO is mostly dependent on business performance and share price movements over time. As a result, the ratios may fluctuate significantly from year to year. The pay ratio is lower in 2026 when compared to 2025 primarily due to the value of the LTIP award with a performance period ending FY2026 being lower than FY2025.

The Committee has responsibility for setting the remuneration of the Executive Directors and other senior management, and reviews the wider policies and practices for our workforce. The Committee is satisfied that the median pay ratio is consistent with the Group's pay, reward and progression policies.

Performance graph measured by TSR

The graph below illustrates the performance of ZIGUP plc measured by Total Shareholder Return (share price growth plus dividends reinvested in shares) against a 'broad equity market index' over a rolling 10-year period (the period covered by the graph below is 30 April 2016 to 30 April 2026). Consistent with the approach adopted in previous years, we show performance against the FTSE 250 (excluding investment trusts) of which we are a constituent. The mid-market price of the Company's ordinary shares at 30 April 2026 was 397.0p (30 April 2025: 312.5p). The range during the year was 294.5p – 430.0p.



Total remuneration for the CEO

The total remuneration figure for the CEO during each of the previous 10 financial years is as follows:

Year ended 30 April	2017	2018	2019	2020	2021	2022	2023	2024	2025	**2026**
Total remuneration £000	821	490	1,032	1,319	1,200	1,440	4,218	2,282	1,942	**1,702**
Annual bonus (% of maximum)	–	–	72.4	–	100	100	100	100	75.9	**100**
LTIP vesting (% of maximum)	61.8	–	–	–	–	–	100	100	69.6	**15.6**

The total remuneration figure includes the annual bonus and LTIP awards which vested based on performance periods ending in those years. The annual bonus and LTIP percentages show the payout for each year as a percentage of the maximum. In years when there was a change of CEO, the figures shown are the aggregate for the office holders during that year and include any payments for loss of office. The CEO in office for each year can be found in previously published reports.

Directors' Remuneration report continued

Importance of spend on pay

£000	2026	2025	Increase
Staff costs	**332,866**	310,082	7.3%
Dividends	**59,512**	59,042	0.8%
Share buybacks	**–**	5,332	(100%)

The table above shows the movement in spend on staff costs versus that on dividends and share buybacks, reflecting a significant return of capital to our shareholders and our significantly increased investment in the wider workforce. The previously announced share buy back programme was completed in FY2025.

Outstanding share awards

The table below sets out details of Executive Directors' outstanding share awards.

M Ward

Scheme	Grant date	Exercise price (p)	Shares under option at 30 April 2025	Number of options/shares granted during the year	Vested during year	Exercised during year[2]	Lapsed during year	Forfeited during year	Number of shares at 30 April 2026[1]	End of performance period	Vesting date	Exercise period
LTIP	13.07.22	Nil	271,763	–	271,763	271,763	–	–	–	30.04.25	13.07.25	13.07.25 – 13.07.32
LTIP	02.08.23	Nil	273,143	–	–	–	–	–	273,143	30.04.26	02.08.26	02.08.26 – 02.08.33
LTIP	22.07.24	Nil	228,609	–	–	–	–	–	228,609	30.04.27	22.07.27	22.07.27 – 22.07.34
Total			773,515	–	271,763	271,763	–	–	501,752			

R Coulson

Scheme	Grant date	Exercise price (p)	Shares under option at 30 April 2025	Number of options/shares granted during the year	Vested during year	Exercised during year	Lapsed during year	Forfeited during year	Number of shares at 30 April 2026[1]	End of performance period	Vesting date	Exercise period
LTIP[3]	20.08.25	Nil	–	49,978	49,978	–	–	–	49,978	N/A	01.05.26	01.05.26 – 01.05.36
Total			–	49,978	49,978	–	–	–	49,978			

1 All outstanding awards are structured as nil-cost options.
2 The market value of the shares on date of exercise was £925,353 at an exercise price of 340.5p on 16 July 2025.
3 Upon joining the Company, Rachel Coulson forfeited outstanding incentive awards from her previous employer. In accordance with the Company's approved Remuneration Policy, the Committee granted a replacement award under the LTIP rules to compensate for remuneration forfeited on recruitment. The Committee considered the value, vesting dates and performance conditions attaching to the forfeited awards and structured the replacement awards to provide broadly equivalent value to the remuneration foregone.

Directors' Remuneration report continued

SAYE

The Board believes that encouraging wider share ownership by all colleagues will have longer term benefits for the Group and therefore the Group has SAYE schemes available to qualifying colleagues. The SAYE provides an effective way of achieving that aim at no financial risk to individuals.

Under the SAYE, colleagues choose to make monthly savings (which are paid to a financial institution) in return for options to buy shares in the Company, at the option price and using savings accumulated over the savings period (three years). Colleagues can choose to cease saving and withdraw their money at any time allowing the related options to lapse.

Options over 1,500,568 shares were granted under the SAYE scheme, in August 2025, with approximately 1,136 colleagues making monthly savings under the schemes. The next offer to take part in the SAYE scheme is expected to be made later in 2026.

Martin Ward and Rachel Coulson are entitled to participate in the SAYE, but the Non-Executive Directors cannot participate.

SIP

The SIP, like the SAYE plan, is available to all eligible colleagues across the Group. In December 2025, the Company awarded free shares to eligible UK colleagues and restricted stock options to eligible Irish and Spanish colleagues, each with a value of £500 under the Share Incentive Plan. During the year, the SIP and SAYE schemes had approximately 8,588 participants.The next invitation to participate in the SIP is expected to be made later in 2026.

Executive Directors are entitled to participate in the SIP, but the Non-Executive Directors cannot participate in the scheme. Martin Ward and Rachel Coulson were granted 127 free shares each on 5 December 2025.

Sourcing of shares

A combination of newly-issued, treasury and market purchase shares (using a Guernsey employee benefit trust) may be used to satisfy the requirements of the Group's existing share schemes.

Overall plan limits

All the Company's share schemes operate within the following limits: in any 10-calendar-year period, the Company may not issue (or grant rights to issue) more than:

a. 10% of the issued ordinary share capital under all the share plans; and

b. 5% of the issued ordinary share capital under the executive and senior management share plans (EPSP and DABP).

The dilution position as at 30 April 2026 was 1.0 % under the EPSP and 0% under the DABP, and 1.2 % under the SAYE and 1.1% under the SIP.

Service contracts and letters of appointment

The table below gives details of the service contracts and letter of appointments for each member of the Board.

	Date of appointment	Date of current contract/ letter of appointment	Notice from the Company	Notice from the individual	Unexpired period of service contract/letter of appointment
Executive Director					
M Ward[1]	21 February 2020	22 December 2010	12 months	12 months	Rolling contract
R Coulson	18 August 2025	18 August 2025	6 months	6 months	Rolling contract
Non-Executive Directors[2]					
A Palmer-Lavery	12 August 2019	12 August 2019	6 months	6 months	Rolling contract
J Pattullo	1 January 2019	18 December 2020	3 months	3 months	Rolling contract
M Butcher	24 September 2019	18 September 2019	3 months	3 months	Rolling contract
B Karia	6 May 2022	6 May 2022	3 months	3 months	Rolling contract
M McCafferty	21 February 2020	21 February 2020	3 months	3 months	Rolling contract
N Rabson	9 November 2022	9 November 2022	3 months	3 months	Rolling contract

1 Redde plc (as it was) contract rolled over.

2 The Non-Executive Directors' contracts are typically entered into for an anticipated term of three years, which is extended by the Board for further terms as appropriate.

Directors' shareholding and share interests

The Executive Directors are required to build up a shareholding equivalent to 200% of salary, to be achieved primarily through the retention, after tax, of shares acquired on exercise of options granted under the LTIP and shares acquired through bonus deferral, until such time as their share ownership requirement has been met. Directors are not required to go into the market to purchase shares, although market purchases are encouraged and any shares so acquired would count towards meeting the guidelines.

The Chairman and Non-Executive Directors do not have a shareholding guideline although the holding of shares in the business is encouraged. Details of the Directors' interests in shares are shown in the table on page 108.

Directors' Remuneration report continued

Share interests (audited)

Number of shares:

	Beneficially owned at 30 April 2026	Vested but not exercised LTIP	Unvested LTIP	% shareholding guideline achieved at 30 April 2026
M Ward	2,733,385	–	501,752	Fully met
R Coulson	31,198	–	49,978	16%
A Palmer-Lavery	110,442	–	–	N/A
J Pattullo	80,000	–	–	N/A
M Butcher	34,676	–	–	N/A
B Karia	–	–	–	N/A
M McCafferty	11,007	–	–	N/A
N Rabson	8,272	–	–	N/A

Martin Ward met the shareholding policy guideline as he holds shares with a value in excess of 200% of basic annual salary. Rachel Coulson has not yet met the shareholding guideline as she has only been in role since 18 August 2025, and she is on track to meet the guidline.

Martin Ward exercised 271,763 shares during the year under the LTIP. Martin Ward's shares include 277,139 shares under the deferred element of the bonus scheme including 49,369 awarded in July 2025 and 127 shares awarded under the SIPs. The annual bonus deferred shares vested immediately but are held in a nominee account for three years following the date of award, in accordance with the scheme rules.

No changes in the above interests have occurred between 30 April 2026 and the date of this report.

The Remuneration Committee

The members of the Committee during the year and their attendance at Committee meetings during the year are listed on page 94.

The CEO and CFO attend meetings by invitation and assist the Committee in its deliberations, except when issues relating to their own remuneration are discussed. Directors are not involved in deciding their own remuneration. The Company Secretary acts as secretary to the Committee.

Remuneration advisers

In 2022, the Committee reviewed its remuneration advisory arrangements and conducted a competitive selection process to appoint a new remuneration adviser to the Committee. Following the selection process, the Committee appointed Deloitte LLP (Deloitte) as remuneration adviser to the Committee on 6 September 2022. Since its appointment, Deloitte has provided independent advice to the Committee on certain remuneration matters. The total fees paid to Deloitte in respect of its services to the Committee during the year were £61,950 inclusive of VAT. The fees are charged on a time spent and expenses basis.

Deloitte is a signatory to the Remuneration Consultants' Code of Conduct. During the year Deloitte did not provide any other services to the Company. The Committee is satisfied that advice received from Deloitte during the year was objective and independent and that all individuals who provided remuneration advice to the Committee had no connections with ZIGUP or its Directors that may impair their independence. The Committee's terms of reference are available on the Company's website: www.zigup.com

The Committee is responsible for making recommendations to the Board on the remuneration packages and terms and conditions of employment of the Chairman and the Executive Directors of the Company, as well as the Company Secretary; and under the new Code, of members of the Group Operating Board immediately below the Executive Directors. The Committee also reviews remuneration policies and practices generally throughout the Group. In accordance with the policy, the Committee has sought to ensure that the incentive structure will not raise ESG risks by inadvertently motivating irresponsible behaviour and will take account of ESG matters generally in determining overall remuneration policy and structure. The Committee considers corporate performance on ESG issues when setting the Executive Directors' annual objectives and remuneration.

Directors’ Remuneration report continued

Statement of shareholder voting and shareholder feedback

The following table sets out the votes received from shareholders for the Directors’ Remuneration report at the 2025 AGM:

Directors’ Remuneration report 2025 – Resolution 3	Total number of votes	Votes %
Votes cast		
For	177,871,452	98.73
Against	2,285,432	1.27
Total votes cast (excluding votes withheld)	180,156,884	
Votes withheld	24,499	
Total votes cast (including votes withheld)	180,181,383	

Directors’ Remuneration Policy 2025 – Resolution 4	Total number of votes	Votes %
Votes cast		
For	119,090,151	66.11
Against	61,060,823	33.89
Total votes cast (excluding votes withheld)	180,150,974	
Votes withheld	30,409	
Total votes cast (including votes withheld)	180,181,383	

Votes withheld are not included in the final proxy figures as they are not recognised as a vote in law. Further context in relation to the voting outcome and the actions taken by the Committee has been provided in the Remuneration Committee Chair’s letter.

Approval

This annual report on remuneration has been approved by, and signed on behalf of, the Board of Directors.

John Pattullo
Remuneration Committee Chairman

7 July 2026

Report of the Directors

The Directors present their report and the audited consolidated accounts for the year ended 30 April 2026.

Results and preparation

Details on financial performance and dividends can be found in the Strategic Report from pages 34 to 41.

This report has been prepared in accordance with the requirements outlined within The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and forms part of the management report as required under Disclosure Guidance and Transparency Rule (DTR) 4. This section, together with the Strategic Report, the Corporate Governance section on pages 74 to 121 and the other sections of the Annual Report and Accounts as referred to herein, fulfil the requirements of the Directors' report.

Strategic Report

The Strategic Report on pages 01 to 72 was approved by the Board on 7 July 2026 and is incorporated into this Directors' report by reference.

Close company status

So far as the Directors are aware, the close company provisions of the Income and Corporation Taxes Act 2010 do not apply to the Company.

Articles of Association

The rights and obligations attached to the Company's ordinary shares are set out in the Company's Articles of Association (the Articles), copies of which can be obtained from Companies House in the UK or by writing to the Company Secretary. With regard to the appointment and replacement of Directors, the Company is governed by the Articles, the UK Corporate Governance Code, the Companies Act 2006 (the Companies Act) and related legislation. The powers of Directors are set out in the Articles.

Amendment to Articles of Association

Any amendments to the Articles may be made in accordance with the provisions of the Companies Act by special resolution of the shareholders.

Share capital

Details of the issued share capital, together with details of any movements during the year, are shown in Note 23 to the financial statements. The Company has one class of ordinary share, which carries no right to fixed income. Each ordinary share carries the right to one vote at general meetings of the Company.

The Company has also issued cumulative preference shares of 50p each that entitle the holder to receive a cumulative preferential dividend at the rate of 5% on the paid-up capital and the right to a return of capital at either winding up or a repayment of capital. The cumulative preference shares do not entitle the holders to any further or other participation in the profits or assets of the Company.

The percentage of the total issued nominal value of all shares represented by the ordinary shares is 99.6% (2025: 98.3%) with the remainder being preference shares.

Share rights

Subject to the provisions of the Companies Act and without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, subject to and in default of such determination, as the Board shall determine. The Company's shares when issued are free from all liens, equities, charges, encumbrances, and other interests. No shareholder shall be entitled to vote at a general meeting, either in person or by proxy, in respect of any share held by them unless all monies presently payable by them in respect of that share have been paid. In addition, no shareholder shall be entitled to vote, either in person or by proxy, if they have been served with a notice under section 793 of the Companies Act (concerning interests in those shares) and have failed to supply the Company with the requisite information.

Other than restrictions considered to be standard for a UK listed company (for example, restrictions on transfer of partly-paid certificated shares), there are no specific restrictions on the size of a holding nor on the transfer of shares in the Company, which are both governed by the general provisions of the Articles and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights.

Details of employee share schemes are set out in the Directors' Remuneration report. Shares held by the Company's Share Schemes Trustees are voted on the instructions of the employees on whose behalf they are held. Shares held in the Guernsey Trust are voted at the discretion of the Trustees.

No person has any special rights of control over the Company's share capital and all issued shares are fully paid.

Directors' interests

Details of the Directors' interests in shares are set out in the Remuneration report on pages 107 to 108. No Company in the Group was, during or at the end of the year, party to any contract of significance in which any Director was materially interested. The Directors are not aware of any agreements between the Company and its Directors or employees that provide for compensation for loss of office or employment that occurs because of a change of control.

Authority to issue shares

Subject to the provisions of the Companies Act and without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, subject to and in default of such determination, as the Board shall determine.

The authority conferred on the Directors at last year's AGM to allot shares in the Company up to a maximum nominal amount of £38,135,928 (representing 33.3% of the issued ordinary share capital of the Company (excluding treasury shares), as at the latest practicable date before publication of the Notice of the Company's last AGM) and, in connection with a pre-emptive offer to existing shareholders, to allot additional shares in the Company up to a maximum nominal amount of £38,135,928 (representing a further 33.3% of the issued ordinary share capital of the Company (excluding treasury shares), as at the latest practicable date before publication of the Notice of the Company's last AGM), expires on the date of the forthcoming AGM. Shareholders will be asked to give a similar authority to allot shares at the forthcoming AGM.

Report of the Directors continued

The Company at its last AGM, sought authority to allot shares in line with the guidance, issued by the Pre-Emption Group of the Financial Reporting Council, that issuers may disapply pre-emption rights up to 10% of the Company's issued ordinary share capital and a further 2% follow-on offer and seek further authority to disapply pre-emption rights for up to an additional 10% for certain acquisitions or specified capital investments and a further 2% follow-on offer.

The authorities were limited to:

- firstly, an aggregate nominal amount of £11,441,922, representing approximately 10% of the current issued ordinary share capital (excluding treasury shares); and
- secondly, a further 10% of the Company's ordinary share capital (excluding treasury shares), provided that this additional power is only used in connection with acquisitions and specified capital investments which are announced contemporaneously with the issue, or which have taken place in the preceding 12-month period and are disclosed in the announcement of the issue.

The authorities in a follow-on offer were limited to:

- firstly, an aggregate nominal value of £2,288,384, representing approximately 2% of the current issued share capital (excluding treasury shares); and
- secondly, an additional aggregate nominal value of £2,288,384, representing approximately 2% of the current issued share capital (excluding treasury shares).
- these amounts are in addition to the amounts authorised for the general use authority and authority for acquisitions and specified capital investments described above.

Shareholders will be asked to give similar authorities to disapply pre-emption rights at the forthcoming AGM.

Authorities to purchase shares

The authorities for the Company to purchase in the market up to: (i) 22,883,844 of its ordinary shares (representing 10% of the issued share capital of the Company as at the latest practicable date before publication of the Notice of the Company's last AGM); and (ii) 1,000,000 of its preference shares (being all of its preference shares remaining in issue), in each case granted at the Company's last AGM, expire on the date of the forthcoming AGM. Shareholders will be asked to give similar authorities to purchase shares at the forthcoming AGM.

Directors

The names of the Directors who served on the Board during the year are set out on pages 79. Director Resolutions to reappoint each of the Directors in office at the date of this report will be proposed at the AGM. Termination provisions in respect of Executive Directors' contracts can be found in the Directors' Remuneration report, starting on page 94.

Interests in shares

The Company is aware of the following persons who, either directly or indirectly, held 3% or more of the issued share capital of the Company as at 30 April 2026:

	30 April 2026	%
Fidelity International*	22,159,828	9.68
BlackRock*	17,082,037	7.46
Aberforth Partners*	16,789,074	7.34
JO Hambro Capital Management*	14,054,970	6.14
Lombard Odier Investment Managers*	13,505,535	5.90
Vanguard Group*	12,070,525	5.27
Dimensional Fund Advisors	10,992,662	4.80
Schroder Investment Management*	8,364,549	3.66
Employee Benefit Trust*	7,345,540	3.21
Artemis Investment Management *	7,163,278	3.13

* Information obtained from the Company's share register.

Directors' indemnities

As permitted by the Company's Articles, qualifying third party indemnities for each Director of the Company were in place throughout their periods of office during the year and, for those currently in office, remained in force as at the date of signing of this report.

The Company's Articles are available on the Company's website: www.ZIGUP.com

Disabled employees

The Group welcomes and gives full and fair consideration to applications for employment from persons with a disability (both visible and non-visible). Our focus is on providing the right tools to support both current and future employees with a disability to be successful in the workplace. The Group assists employees who have a disability with training, career development and progression opportunities and, in a situation where an existing employee develops a disability, our approach is to provide continuing support and training wherever possible. Where changes to working practices or structure affect employees, they are consulted and given the appropriate assistance.

Report of the Directors continued

Stakeholder engagement

The Board understands the importance of the need to foster relationships with customers, suppliers, investors and other stakeholders. Examples of how the Board engaged directly with the Group's people, customers and suppliers during the year are highlighted below.

People engagement

We are committed to ensuring that we can create a safe and inclusive environment for our people, and we continue to work to ensure our commitments are well implemented across all areas of the Group. All colleagues are provided with information on matters of concern to them in their work, through regular briefing meetings and internal publications. To inform colleagues of the economic and financial factors affecting our business, regular updates are posted on our intranet, and we receive regular communications of matters of interest from the CEO. Alongside this, information is cascaded to colleagues through senior management, also boosting engagement. Group incentive schemes reinforce financial and economic factors affecting the performance of the business. In recent years the Company has successfully operated the SAYE risk-free share saving programme across the Group and the Free Share programme, under which all eligible colleagues were provided with £500 worth of free shares in the Company.

The Free Shares programme, allows colleagues the opportunity to participate in the success of the Group and promotes alignment of interests between colleagues and shareholders.

The Group also engages with its colleagues in the business through The Voice Network, which is chaired by a senior member of the Group. The Forum comprises members from across the Group to ensure a balanced representation of the workforce and is attended by other members of senior management from time to time. The Voice Network is a forum which allows colleagues to address any matters of concern they have about the Group, and any matters which are deemed to be of material importance are cascaded to the Board. For further information relating to the work of this group see page 82 .

Engagement with customers and suppliers

The Company regularly engages with its customers to understand their needs and enable them to receive the widest of benefits through the Company's customer offering. As part of this the Board considered during the year both the services the customers look to receive and the requirements that underpin demand for these services. The Company also engages with its suppliers at the outset of the relationship to agree on performance metrics and ensure continual monitoring and performance. Regular meetings with our suppliers are undertaken, which also includes periodic performance reviews to ensure compliance with the Company's Modern Slavery statement and its Code of Conduct. The Board reviewed and approved the Modern Slavery statement in the year.

Further detail on how the Directors have discharged their duties under Section 172(1) of the Companies Act is included on pages 70 to 72.

Future developments

Details of likely future developments affecting the Group are included within the Chief Executive's review on pages 12 to 15 and within the Our strategy section on page 22.

Disclosure of information under Listing Rule 9.8.4R(12)

Dividend waiver arrangements are in place for the employee trusts and shares held in treasury:

Section	Topic	Location
1	Interest capitalised	N/A
2	Publication of unaudited financial information	N/A
3	Details of long term incentive schemes	This can be found in the Remuneration report on pages 94 to 109
4	Waiver of emoluments by a Director	N/A
5	Waiver of future emoluments by a Director	N/A
6	Non pre-emptive issues of equity for cash	N/A
7	As item (6), in relation to major subsidiary undertakings	N/A
8	Parent participation in a placing by a listed subsidiary	N/A
9	Significant agreements	This can be found on page 113
10	Provision of services by a controlling shareholder	N/A
11	Shareholder waivers of dividends	This can be found immediately above this table
12	Shareholder waiver of future dividends	N/A
13	Agreements with controlling shareholders	N/A

Dividends

Subject to shareholder approval, the Directors are recommending a final dividend of 18.2p per share (2025: 17.6p) which will be paid on 30 September 2026 to shareholders on the register as at close of business on 28 August 2026. Dividend waiver arrangements are in place for shares held in employee trusts and shares held in treasury.

Political donations

No political donations were made by the Group in the year.

Report of the Directors continued

Subsidiaries

As a Group our interests and activities are operated through subsidiaries in the UK, Spain and Ireland, and are subject to the laws and regulations of these jurisdictions.

There are no overseas branches.

Significant agreements

The Group's financing facilities (Note 19 to the financial statements) and share plans are subject to change of control provisions.

Research and development

The Group carries out research and development necessary to support its principal activities as a mobility solutions provider.

Energy and carbon reporting

The disclosures regarding greenhouse gas emissions, energy consumption and energy efficiency actions included in the Companies Act (Strategic Report and Directors' Report) Regulations 2013 (as amended) are included in the TCFD and SECR report of the Strategic Report on pages 58 to 67.

The Remuneration report

The Remuneration report contains the following sections:

- a statement by John Pattullo, Chairman of the Remuneration Committee;
- the Remuneration Policy; and
- the Directors' Remuneration report, which sets out payments made in the financial year ended 30 April 2026.

The statement by the Chairman and Directors' Remuneration report will be put to an advisory shareholder vote by ordinary resolution.

The Remuneration report can be found on pages 94 to 109 and is incorporated in this Directors' report by reference.

Length of notice of general meetings

The minimum notice period permitted by the Companies Act for general meetings of listed companies is 21 days, but the Companies Act provides that companies may reduce this period to 14 days (other than for AGMs) provided that two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website.

A separate notice of AGM has been issued to all shareholders which includes details of the Company's arrangements for electronic proxy appointment. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

A resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs will be proposed at the AGM. The approval will be effective until the Company's next AGM, when it is intended that the approval be renewed.

It is the Board's intention that this authority would not be used as a matter of routine but only when merited by the circumstances of the meeting and in the best interests of shareholders.

Financial instruments

Details of the Group's use of financial instruments are given in Note 29 to the financial statements.

Important events

There have been no notable events since the end of the financial year.

Auditor

In the case of each of the persons who are Directors of the Company at the date when this report was approved:

- so far as each of the Directors is aware, there is no relevant audit information of which the Company's auditors is unaware; and
- each of the Directors has taken all the steps that they ought to have taken as a Director to make himself or herself aware of any relevant audit information (as defined) and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act.

A resolution for the reappointment of PwC as auditor of the Company will be proposed at the forthcoming AGM. This proposal is supported by the Audit Committee.

The Directors' report, comprising the Corporate governance report and the reports of the Audit, Nominations and Remuneration Committees, have been approved by the Board and signed on its behalf.

On behalf of the Board.

Avril Palmer-Lavery
Chairman

7 July 2026

Statement of Directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework', and applicable law).

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the Group financial statements, and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

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

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration report comply with the Companies Act 2006.

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

Directors' confirmations

Each of the Directors, whose names and functions are listed in the Corporate Governance section confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the Report of the Directors includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditor is aware of that information.

On behalf of the Board.

Martin Ward
Chief Executive Officer

7 July 2026

Independent auditor's report to the members of ZIGUP plc

Report on the audit of the financial statements

Opinion

In our opinion:

- ZIGUP plc's Group financial statements and Company financial statements (the 'financial statements') give a true and fair view of the state of the Group's and of the Company's affairs as at 30 April 2026 and of the Group's profit and the Group's cash flows for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK -adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006 ;
- the Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 'Reduced Disclosure Framework', and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Accounts 2026 (the 'Annual Report'), which comprise:

- the Consolidated balance sheet as at 30 April 2026;
- the Company balance sheet as at 30 April 2026;
- the Consolidated income statement for the year then ended;
- the Consolidated statement of comprehensive income for the year then ended;
- the Consolidated cash flow statement for the year then ended;
- the Consolidated statement of changes in equity for the year then ended;
- the Company statement of changes in equity for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit Committee.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in Note 5, we have provided no non-audit services to the Company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- The Group is organised into 26 reporting components and the Group financial statements are a consolidation of these reporting components.
- Of the 26 components, we identified 5 which, in our view, required a full scope audit either due to their size or risk characteristics.
- Specified audit procedures were performed over a further 5 components due to their contributions to the financial statement line items in the Group financial statements. These include procedures over cost of sales, revenue, cash and bank balances, finance costs, borrowings, administrative expenses, lease liabilities, provisions, other intangible assets and amortisation of intangible assets.

Key audit matters

- Determining appropriate depreciation rates for vehicle assets held for hire (Group).
- Claims due from insurance companies and self-insuring organisations, incorporating revenue recognition (Group).
- Recoverability of investments in subsidiary undertakings and amounts due from subsidiary undertakings (parent).

Materiality

- Overall Group materiality: £6,880,000 (2025: £7,940,000) based on 5% of average profit before tax and exceptional items over three years.
- Overall Company materiality: £17,386,000 (2025: £16,600,000) based on 1% of total assets.
- Performance materiality: £5,160,000 (2025: £5,955,000) (Group) and £13,039,000 (2025: £12,450,000) (Company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Independent auditor's report to the members of ZIGUP plc continued

Key audit matters

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

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with those of last year.

Key audit matter	How our audit addressed the key audit matter
Determining appropriate depreciation rates for vehicle assets held for hire (Group)	
The Group has a total of £1,763.0m (2025: £1,511.3m) of vehicle assets held for hire with a depreciation charge totalling £286.1m (2025: £258.7m). The Group adopts an accounting policy that uses depreciation rates based on estimated useful lives with the anticipation that the net book value of these vehicle assets approximates to their market value at the time of disposal. This policy seeks to minimise any significant gains or losses upon disposal of the vehicle assets. This policy requires management to make an estimate of what the residual value will be at the time of disposal. Determining likely residual values for future vehicle disposals is judgemental and requires a number of judgements and estimates to be made, including the age, condition and expected future market conditions, such as forecast levels of supply and demand. Further explanation is included in the Group's critical accounting judgements and key sources of estimation uncertainty in Note 3 and the Report of the Audit Committee on pages 88 to 93. The disclosures in respect of vehicle assets held for hire are shown in Notes 2, 3 and 13.	We have obtained management's forecasts used to support the depreciation rates selected. We performed the following procedures over management's forecasts: • Challenged management's assumptions around expected future market values of hire vehicles and corroborated management's expectations of vehicle supply and demand against external third-party industry data; • Challenged the forecasted sales mix, including the mix of sales channels, and considered this against historical mix and industry data; • Considered management's assumptions around the net book value of future vehicles sold and challenged this through historical purchase price information and understanding of the developments that have impacted the fleet in prior years; • Assessed management's forecasting ability through consideration of actual performance versus forecasted performance; • Considered management's forecasted infleets and defleets against historical patterns; and • Performed sensitivity analysis on management's forecasts. We also considered the adequacy of the Group's disclosures in respect of the estimation uncertainty in setting appropriate depreciation rates. Based on the procedures performed, we were able to obtain sufficient audit evidence in respect of the judgements and estimates applied by management in determining the depreciation rates used.
Claims due from insurance companies and self-insuring organisations, incorporating revenue recognition (Group)	
Within the Claims & Services operating segment the Group recognises contract assets amounting to £166.8m (2025: £166.1m) on claims due from insurance companies and self-insuring organisations, which are subject to the insurance claims being settled. Included within this balance is revenue recognised on non-protocol hire claims which represents variable consideration and is subject to a variable consideration adjustment which takes into account the settlement risk. This includes historical and expected collection rates , as well as the aged profile of amounts due. The assumptions underlying the calculation of the variable consideration adjustment, as well as the adjustments made, involve significant judgement and therefore impact both the carrying value of the associated assets and revenue recognised in relation to the associated claims. We determined that the valuation of outstanding claims, which incorporates the variable consideration adjustment, has a high degree of estimation uncertainty. Further explanation of the estimation uncertainty is included in the critical accounting judgements and key sources of estimation uncertainty in Note 3 and the Report of the Audit Committee on pages 88 to 93.	We assessed the accounting policy and approach to recognising revenue to ensure it was consistent with the principles of IFRS 15 'Revenue from contracts with customers' and in particular variable consideration. We reperformed the calculation within the model from the input data such as the ageing and recovery rates. We assessed and challenged the key assumptions used by management to derive the variable consideration adjustment, taking into account historical collection rates for individual insurers for each category of claim and any outliers within the data. We assessed whether there was any contradictory evidence which could call into question the assumptions made and we corroborated explanations provided to supporting information or evidence. We formed an independent view of the adequacy of the variable consideration adjustment, by obtaining invoice and settlement data since January 2016. We used this data to analyse the historical collection performance of monthly cohorts of invoices for each category of claim and derived an expectation of the potential settlement of claims outstanding at the balance sheet date. We also requested management perform a look back test, by assessing the outcome of cash settlements in the period against the assumptions made in determining the variable consideration adjustment at the previous balance sheet date. Using the historical recovery rates and aging profiles we calculated an auditor's range as of the expected provision required. The results of this look back test have been disclosed in the financial statements within Note 16, receivables and contract assets. We have considered the adequacy of the disclosures in respect of estimation uncertainty included within the financial statements. Based on the procedures above, we concluded that the level of the provision held at the balance sheet date is reasonable.

Independent auditor's report to the members of ZIGUP plc continued

Key audit matter	How our audit addressed the key audit matter
Recoverability of investments in subsidiary undertakings and amounts due from subsidiary undertakings (parent)	
The Company has significant investments in respect of acquisitions made across various subsidiaries amounting to £458.3m (2025: £454.3m) and amounts due from subsidiary undertakings amounting to £1,255.7m (2025: £1,175.9m). The recoverable amount of the subsidiary is impacted by various factors, a number of which are outside of management's control, which could affect whether results are in line with expectations. Where a subsidiary has shown poor historical performance, there is a risk around the recoverability of this investment. There is a level of judgement involved in assessing whether there are impairment indicators present. Amounts due from Group undertakings are considered as part of management's IFRS 9 expected credit loss assessment which includes significant accounting estimates. The disclosures in respect of investments in subsidiary undertakings and amounts due from subsidiary undertakings are shown in Notes 2, 3, 5 and 7.	We evaluated and challenged management's process for assessing impairment triggers for investments in subsidiary undertakings and management's IFRS 9 expected credit loss assessment in respect of amounts owed by subsidiary undertakings. We have performed the following procedures in relation to the recoverable amount of investments in subsidiary undertakings: • Assessed and challenged the completeness of management's consideration of impairment indicators; including reviewing board minutes and considering the market capitalisation of the Group relative to the net assets; • Compared historical performance to historical forecasts to assess accuracy in the budget process; • Engaged our Valuation experts to assess the discount rate and long term growth rate; and • Assessed the reasonableness of the key assumptions, including revenue and cost assumptions, and performed sensitivity analysis on the forecasts. We have considered management's approach to the expected credit loss assessment of each of the counterparty balances and the risk of default. We have also considered the adequacy of the disclosures in respect of investments in subsidiary undertakings and amounts due from subsidiary undertakings. We are satisfied with management's conclusion on the carrying value of investments and amounts due from subsidiary undertakings.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Group is organised into 26 reporting components and the Group financial statements are a consolidation of these reporting components. The reporting components vary in size and we identified 5 components, in the UK and Spain, that required a full-scope audit of their financial information due to either their size or risk characteristics.

Specified audit procedures were performed over a further 5 reporting components due to their contributions to the financial statement line items in the Group financial statements. These include procedures over cost of sales, revenue, bank balances, finance costs, borrowings, administrative expenses, lease liabilities, provisions, other intangible assets and amortisation of intangible assets.

Our audit scope was determined by considering the significance of each component's contribution to profit before tax and exceptional items, and individual financial statement line items, with specific consideration to obtaining sufficient coverage over significant risks.

The Group engagement team were significantly involved at all stages of the component audit by virtue of regular communications throughout, including the issuance of detailed audit instructions and review and discussions of the audit approach and findings, in particular over our areas of focus. The Group audit team met with local management and the component audit team and attended their clearance meeting. In addition, we reviewed the component team reporting results and their supporting working papers, which together with the additional procedures performed at Group level, gave us the evidence required for our opinion on the financial statements as a whole. Our audit procedures at the Group level included the audit of the consolidation, goodwill and other intangible assets, investments in associates, income and deferred taxation and certain aspects of IFRS 16 'Leases'.

The Company is subject to a full scope audit of its financial information due to the separate presentation of the Company financial statements. The Company audit was also performed by the Group audit team. The Company is principally a holding company and there are no branches outside the UK. The Company is audited on a stand-alone basis, and hence, testing has been performed on all material financial statement line items.

Independent auditor's report to the members of ZIGUP plc continued

The impact of climate risk on our audit

Climate change is expected to present both risks and opportunities for the Group. As explained in the Sustainability section of the Strategic Report, the Group is mindful of its impact on the environment and is focused on ways to reduce climate-related impacts as management continues to develop its plans towards a net zero pathway by 2050. Management's climate change initiatives and commitments will impact the Group in a variety of ways, and while the Group has started to quantify some of the impacts that may arise on its net zero pathway, the future financial impacts are clearly uncertain given the medium to long term horizon. Disclosure of the impact of climate change risk based on management's current assessment is incorporated in the Task Force on Climate-Related Financial Disclosures (TCFD) section of the Annual Report.

As part of our audit, we made enquiries of management to understand the extent of the potential impact of climate change on the Group's business and the financial statements, including reviewing management's climate change risk assessment which was prepared with support from an external expert. We used our knowledge of the Group to evaluate the risk assessment performed by management.

We assessed that the key areas in the financial statements which are more likely to be materially impacted by climate change are those areas that are based on future cash flows. As a result, we particularly considered how climate change risks and the impact of climate commitments made by the Group could impact the assumptions made in the forecasts prepared by management that are used in the Group's impairment analysis and for going concern purposes.

We challenged how management had considered longer term physical risks such as severe weather-related impacts, and shorter term transitional risks such as policy changes in fuel subsidies and limited supply of EVs and hybrids. Our procedures did not identify any material impact on our audit for the year ended 30 April 2026. We also checked the consistency of the disclosures in the TCFD section of the Annual Report with the relevant financial statement disclosures, including the going concern section of the accounting policies, and with our understanding of the business and knowledge obtained in the audit.

We confirmed with management and the Audit Committee that the estimated financial impacts of climate change will be reassessed prospectively and our expectation is that climate change disclosures will evolve as the understanding of the actual and potential impacts on the Group's future operations are established with greater certainty.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements – Group	Financial statements – Company
Overall materiality	£6,880,000 (2025: £7,940,000).	£17,386,000 (2025: £16,600,000).
How we determined it	5% of average profit before tax and exceptional items over 3 years	1% of total assets
Rationale for benchmark applied	Based on the benchmarks used in the Annual Report, profit before tax and exceptional items is the primary measure used by the shareholders in assessing the performance of the Group, and is a generally accepted auditing benchmark. We have chosen this as our benchmark as it is a key performance measure disclosed to users of the financial statements. This figure takes prominence in the Annual Report as well as the communications to both the shareholders and the market, and an element of management remuneration is linked to this performance measure. Due to volatility in the benchmark over the last three years, an average was used to calculate the current year materiality. Based on this it is considered appropriate to use the three-year average adjusted profit before tax figure for the year as an appropriate benchmark.	We consider total assets to be appropriate as the Company is not a profit oriented entity. The Company is a non-trading holding company only and therefore total assets is deemed a generally accepted auditing benchmark.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between £500,000 and £6,000,000. Certain components were audited to a local statutory audit materiality that was also less than our overall Group materiality.

Independent auditor's report to the members of ZIGUP plc continued

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2025: 75%) of overall materiality, amounting to £5,160,000 (2025: £5,955,000) for the Group financial statements and £13,039,000 (2025: £12,450,000) for the Company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £340,000 (Group audit) (2025: £397,000) and £869,000 (Company audit) (2025: £830,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

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

- We obtained from management their latest assessments supporting their conclusions with respect to the going concern basis of preparation of the financial statements;
- We evaluated the historical accuracy of the budgeting process to assess the reliability of the data;
- We evaluated management's base case forecast and downside scenarios, and challenged the adequacy and appropriateness of the underlying assumptions;
- In conjunction with the above we have also reviewed management's analysis of both liquidity, including the Group's available financing and maturity profile, and covenant compliance to satisfy ourselves that no breaches are anticipated over the period of assessment;
- We reviewed management accounts for the financial period to date and checked that these were consistent with the starting point of management's forecasts, and supported the key assumptions included in the assessment; and
- We have reviewed the disclosures made in respect of going concern included in the financial statements.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and the Company's ability to continue as a going concern for a period of at least 12 months from when the financial statements are authorised for issue.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's and the Company's ability to continue as a going concern.

In relation to the Directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Report of the Directors for the year ended 30 April 2026 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Report of the Directors.

Directors' remuneration

In our opinion, the part of the Directors' Remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

Independent auditor's report to the members of ZIGUP plc continued

Corporate governance statement

The Listing Rules require us to review the Directors' statements in relation to going concern, longer term viability and that part of the corporate governance statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The Directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The Directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the Group's and Company's ability to continue to do so over a period of at least 12 months from the date of approval of the financial statements;
- The Directors' explanation as to their assessment of the Group's and Company's prospects, the period this assessment covers and why the period is appropriate; and
- The Directors' statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the Directors' statement regarding the longer term viability of the Group and Company was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the Group and Company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The Directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the Group's and Company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the Directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

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

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to direct laws and regulations, for example UK Listing Rules, corporation tax legislation in the Group's key territories and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate revenue and financial performance and management bias included within accounting judgements and estimates.

Independent auditor's report to the members of ZIGUP plc continued

The Group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the Group engagement team and/or component auditors included:

- Review of Board minutes, discussions with management, Group Internal Audit and the Group's legal function, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Evaluation of management's controls designed to prevent and detect fraudulent financial reporting;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations including to revenue;
- Assessing management's significant judgements and estimates in particular to those relating to the determination of depreciation rates for vehicles held for hire and claims due from insurance companies and self-insuring organisations; and
- Reviewing financial statement disclosures and testing to supporting documentation, where appropriate, to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

Use of this report

This report, including the opinions, has been prepared for and only for the Company' s members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- the Company financial statements and the part of the Directors' Remuneration report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Appointment

We were first appointed by the Company for the financial year ended 30 April 2016. Our uninterrupted engagement covers 11 financial years.

Other matter

The Company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R – 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Jonathan Greenaway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne

7 July 2026

Financial statements.

Consolidated income statement
For the year ended 30 April 2026

	Note(s)	2026 £000	2025 £000
Revenue: hire of vehicles	4	**749,887**	682,888
Revenue: sale of vehicles	4	**222,609**	257,600
Revenue: claims and services	4	**886,438**	872,156
Total revenue	4	**1,858,934**	1,812,644
Cost of sales		**(1,437,835)**	(1,414,745)
Gross profit		**421,099**	397,899
Administrative expenses (excluding exceptional items)		**(247,467)**	(232,497)
Net impairment of trade receivables (excluding exceptional items)	29	**(6,307)**	(8,417)
Exceptional administrative expenses: impairment of trade receivables	27	**(3,282)**	(3,006)
Exceptional administrative expenses: other operating costs	27	**(23,564)**	(17,617)
Total administrative expenses		**(280,620)**	(261,537)
Other income	5	**1,276**	–
Operating profit	5	**141,755**	136,362
Share of net profit of associates accounted for using the equity method	14	**620**	170
EBIT	4	**142,375**	136,532
Finance income		**1,027**	1,495
Finance costs	7	**(41,406)**	(36,559)
Profit before taxation		**101,996**	101,468
Taxation	8	**(25,837)**	(21,623)
Profit for the year		**76,159**	79,845

Profit for the year is wholly attributable to owners of the Company. All results arise from continuing operations.

Earnings per share		2026	2025
Basic	10	**33.7p**	35.6p
Diluted	10	**32.9p**	34.9p

Throughout this report we refer to underlying results in order to allow management and other stakeholders to better compare the performance of the Group between years. For a reconciliation of underlying to reported results see pages 42 to 44.

Consolidated statement of comprehensive income
For the year ended 30 April 2026

	Note	2026 £000	2025 £000
Amounts attributable to the owners of the Company			
Profit attributable to the owners		**76,159**	79,845
Other comprehensive income			
Foreign exchange differences on retranslation of net assets of subsidiary undertakings	26	**11,919**	1,413
Net foreign exchange differences on long-term borrowings held as hedges	26	**(9,512)**	(1,859)
Foreign exchange difference on revaluation reserve	26	**16**	(2)
Net fair value gains (loss) on cash flow hedges		**33**	(104)
Deferred tax (charge) credit recognised directly in equity relating to cash flow hedges		**(8)**	26
Total other comprehensive income (expense)		**2,448**	(526)
Total comprehensive income for the year		**78,607**	79,319

All items will subsequently be reclassified to the consolidated income statement.

Consolidated balance sheet
As at 30 April 2026

	Note	2026 £000	2025 £000
Non-current assets			
Goodwill	11	**111,906**	111,906
Other intangible assets	12	**77,254**	94,336
Property, plant and equipment	13	**1,931,790**	1,683,456
Deferred tax assets	22	**–**	1,095
Total non-current assets		**2,120,950**	1,890,793
Current assets			
Inventories	15	**27,478**	28,509
Receivables and contract assets	16	**351,165**	378,147
Derivative financial instrument assets	21	**39**	–
Income tax assets		**12,556**	4,202
Cash and bank balances		**23,479**	33,738
Total current assets		**414,717**	444,596
Total assets		**2,535,667**	2,335,389
Current liabilities			
Trade and other payables	17	**343,216**	340,450
Provisions	18	**6,418**	4,738
Derivative financial instrument liabilities	21	**6**	–
Income tax liabilities		**6,307**	238
Lease liabilities	20	**47,247**	39,507
Borrowings	19	**47,692**	54,367
Total current liabilities		**450,886**	439,300
Net current (liabilities) assets		**(36,169)**	5,296
Non-current liabilities			
Income tax liabilities		**3,004**	2,549
Provisions	18	**13,027**	10,323
Lease liabilities	20	**108,220**	98,473
Borrowings	19	**819,615**	678,086
Deferred tax liabilities	22	**50,228**	43,501
Total non-current liabilities		**994,094**	832,932
Total liabilities		**1,444,980**	1,272,232
Net assets		**1,090,687**	1,063,157

Consolidated balance sheet continued

	Note	2026 £000	2025 £000
Equity			
Share capital	23	**118,046**	123,046
Share premium account	24	**113,510**	113,510
Treasury shares reserve	25	**(26,483)**	(72,820)
Own shares reserve	25	**(7,662)**	(3,740)
Translation reserve	26	**(4,798)**	(7,205)
Other reserves	26	**335,495**	330,454
Retained earnings			
At 1 May		**579,912**	560,248
Profit for the financial year		**76,159**	79,845
Dividends paid		**(59,512)**	(59,042)
Other changes in retained earnings		**(33,980)**	(1,139)
At 30 April		**562,579**	579,912
Total equity		**1,090,687**	1,063,157

Total equity is wholly attributable to the owners of the Company (Company number 00053171). The financial statements on pages 123 to 174 were approved by the Board of Directors on 7 July 2026 and signed on its behalf by:

Rachel Coulson
Chief Financial Officer

Consolidated cash flow statement
For the year ended 30 April 2026

	Note	2026 £000	2025 £000
Cash generated from operations	(a)	**520,664**	509,730
Income taxes paid, net		**(19,904)**	(18,255)
Interest paid		**(39,679)**	(34,855)
Net cash generated from operations before purchases of and proceeds from disposal of vehicles for hire		**461,081**	456,620
Purchases of vehicles for hire		**(678,717)**	(672,744)
Proceeds from disposals of vehicles for hire		**200,833**	232,576
Net cash (used in) generated from operations		**(16,803)**	16,452
Investing activities			
Finance income		**1,027**	1,495
Distributions from associates	14	**620**	476
Proceeds from disposal of other property, plant and equipment		**2,633**	965
Purchases of other property, plant and equipment		**(10,703)**	(11,106)
Purchases of intangible assets		**(1,696)**	(3,098)
Net cash used in investing activities		**(8,119)**	(11,268)
Financing activities			
Dividends paid		**(59,512)**	(59,042)
Receipt of bank loans and other borrowings		**159,852**	212,685
Repayments of bank loans and other borrowings		**(22,126)**	(87,680)
Debt issue costs paid		**(625)**	(4,022)
Principal element of lease payments		**(51,689)**	(59,501)
Payments to acquire treasury shares		**–**	(5,332)
Proceeds from sale of own shares		**2,592**	263
Net cash generated from (used in) financing activities		**28,492**	(2,629)
Net increase in cash and cash equivalents		**3,570**	2,555
Cash and cash equivalents at 1 May		**(3,870)**	(6,818)
Effect of foreign exchange movements		**807**	393
Cash and cash equivalents at 30 April	(b)	**507**	(3,870)

Notes to the consolidated cash flow statement for the year ended 30 April 2026

(a) Net cash generated from operations

	2026 £000	2025 £000
Operating profit	**141,755**	136,362
Adjustments for:		
Impairment of goodwill	**–**	4,012
Amortisation of intangible assets	**18,832**	19,812
Depreciation of property, plant and equipment	**315,803**	287,557
Gain on disposal of other property, plant and equipment	**(1,276)**	(31)
Impairment of property, plant and equipment	**1,961**	1,043
Impairment of interest in associates	**–**	4,196
Share options fair value charge	**5,989**	3,691
Operating cash flows before movements in working capital	**483,064**	456,642
Decrease in non-vehicle inventories	**469**	1,451
Decrease in receivables	**25,864**	44,888
Increase in payables	**7,531**	6,326
Increase in provisions	**3,736**	423
Cash generated from operations	**520,664**	509,730

Cash outflows for additions and proceeds from disposal in relation to vehicles for hire are recognised within operating cash flows. Cash outflows for additions and proceeds from disposal in relation to other property, plant and equipment are recognised as investing activities.

(b) Cash and cash equivalents

	2026 £000	2025 £000
Cash and cash equivalents comprise:		
Cash and bank balances	**23,479**	33,738
Bank overdrafts (Note 19)	**(22,972)**	(37,608)
Cash and cash equivalents	**507**	(3,870)

Cash and bank balances are stated gross where arrangements exist to pool accounts and offset balances, but are not net settled.

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

	Share capital and share premium[1] £000	Treasury shares reserve[2] £000	Own shares reserve[2] £000	Translation reserve[3] £000	Other reserves[3] £000	Retained earnings £000	Total £000
Total equity at 1 May 2024	236,556	(67,488)	(9,694)	(6,759)	330,534	560,248	1,043,397
Share options fair value charge	–	–	–	–	–	3,691	3,691
Share options exercised	–	–	–	–	–	(5,692)	(5,692)
Dividends paid	–	–	–	–	–	(59,042)	(59,042)
Purchase of shares net of proceeds received on exercise of share options	–	(5,332)	262	–	–	–	(5,070)
Transfer of shares on vesting of share options	–	–	5,692	–	–	–	5,692
Deferred tax on share based payments recognised in equity	–	–	–	–	–	862	862
Total comprehensive income	–	–	–	(446)	(80)	79,845	79,319
Total equity at 30 April 2025 and 1 May 2025	236,556	(72,820)	(3,740)	(7,205)	330,454	579,912	1,063,157
Share options fair value charge	–	–	–	–	–	5,989	5,989
Share options exercised	–	–	–	–	–	(4,179)	(4,179)
Dividends paid	–	–	–	–	–	(59,512)	(59,512)
Shares cancelled in the year[4]	(5,000)	35,644	–	–	5,000	(35,644)	–
Transfer treasury shares to own shares reserve	–	10,693	(10,693)	–	–	–	–
Proceeds received on exercise of share options	–	–	2,592	–	–	–	2,592
Transfer of shares on vesting of share options	–	–	4,179	–	–	–	4,179
Deferred tax on share based payments recognised in equity	–	–	–	–	–	(146)	(146)
Total comprehensive income	–	–	–	2,407	41	76,159	78,607
Total equity at 30 April 2026	**231,556**	**(26,483)**	**(7,662)**	**(4,798)**	**335,495**	**562,579**	**1,090,687**

1 Further details can be found within Note 23 and 24.

2 Further details can be found within Note 25.

3 Other reserves comprise the other reserve capital redemption reserve, revaluation reserve, hedging reserve and merger reserve; further details on translation reserve and other reserves can be found within Note 26.

4 During the year, the Group cancelled 10,000,000 ordinary shares that were being held as treasury shares. Share capital has been reduced by the nominal value of these shares of £5,000,000, and a corresponding amount has been credited to the capital redemption reserve. £35,644,000 has been transferred from treasury shares reserve to retained earnings to account for the price paid for the shares when they were originally credited to treasury shares. This value has been calculated on a weighted average basis.

Notes to the consolidated financial statements

1 General information

ZIGUP plc is a public company limited by shares incorporated and domiciled in the United Kingdom under the Companies Act 2006. The address of the registered office is given on page 192 of this report. The nature of the Group's operations and its principal activities are set out in the Strategic Report on pages 1 to 72.

The financial statements are presented in Sterling because this is the currency of the primary economic environment in which the Group operates. Foreign operations are included in accordance with the policies set out in Note 2.

2 Material accounting policies

Statement of compliance

The financial statements have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

Basis of preparation

The financial information has been prepared on the historical cost basis, except for the revaluation of certain financial instruments.

With the exception of new accounting standards outlined below, all other accounting policies have been applied consistently.

The recognition and measurement of assets and liabilities considers the impact of climate-related matters which could reasonably be assumed to impact their value including in the assessment of potential impairment of assets.

Going concern

The financial statements have been prepared on the going concern basis as the Directors have a reasonable expectation that the Group has adequate resources for a period of at least 12 months from the date of approval, having reassessed the principal and emerging risks facing the Group and determined that there are no material uncertainties to disclose.

The Directors' assessment of the Group's ability to continue as a going concern includes an assessment of cash flow forecasts which incorporate an estimated impact of the current macroeconomic environment on the Group. This includes the consideration of a number of severe but plausible scenarios recognising the degree of uncertainty that continues to exist.

At 30 April 2026, there was £275m of headroom against the Group's borrowing facilities.

Application of new accounting standards and changes in accounting policy

The following new standards, interpretations and amendments to standards are mandatory for the Group for the first time for the year ended 30 April 2026:

- Amendments to IAS 21 – Lack of exchangeability (effective 1 January 2025)

The Group has considered the above amendments to published standards and has concluded that these would have no material impact on the Group.

The following are further standards that have been issued but are not yet effective that would not have a material impact on the Group:

- Amendment to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments (effective 1 January 2026)
- Amendment to IFRS 9 and IFRS 7 – Contracts Referencing Nature-dependent Electricity (effective 1 January 2026)
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective 1 January 2027)
- Amendments to IAS 21 – Translation to a Hyperinflationary Presentation Currency (effective 1 January 2027)

The following are further standards that have been issued but are not yet effective that would have a material impact on the Group:

- IFRS 18 – Replacing IAS 1 Presentation of Financial Statements (effective 1 January 2027). Whilst IFRS 18 will not directly impact recognition or measurement, it will impact how amounts are presented, with the principal changes being:
  - Categorisation of all income and expenditure into three new defined categories: Operating, Investing and Financing
  - Introduction of two new defined subtotals to be presented within the income statement: Operating profit and Profit before financing and income taxes
  - New disclosure requirement for Management Performance Measures (MPMs) – New requirements regarding the aggregation and disaggregation of information to be presented in the financial statements

Notes to the consolidated financial statements continued

2 Material accounting policies continued

Basis of consolidation

Subsidiary undertakings are entities controlled by the Group. Control exists when the Company is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. The consolidated financial statements include the financial statements of the Company and its subsidiary undertakings made up to 30 April 2025 and 30 April 2026.

On acquisition, the assets, liabilities and contingent liabilities of a subsidiary undertaking are measured at their fair values at the date of acquisition. Any excess of the fair value of consideration over the fair values of the identifiable net assets acquired is recognised as goodwill. If the fair value of consideration is lower than the fair values of the identifiable net assets acquired (i.e. the difference) it is credited to the consolidated income statement in the period of acquisition.

Where necessary, adjustments are made to the financial statements of subsidiary undertakings to bring the accounting policies used into line with those used by the Group. All intra-Group transactions, balances, income and expenses are eliminated on consolidation.

Revenue recognition

Revenue from the hire of vehicles is recognised under IFRS16. Other Group revenue is measured and recognised in accordance with IFRS 15 at the fair value of consideration received or receivable from contracts with customers in respect of sale of used vehicles, the supply of related goods and services in the normal course of business and claims and services net of value added tax and discounts.

Hire of vehicles

Revenue from the hire of vehicles is recognised evenly over the hire period, with payments typically being received on a monthly basis. As the Group retains the risk and rewards associated with the ownership of the vehicles, the Group's hire contracts are considered to be operating leases. Vehicle hire customers are assumed to utilise the vehicle evenly over the hire period; meaning the recognition of hire revenue on a straight-line basis best reflects the pattern of use of the underlying vehicle asset.

Any related income will be invoiced and recognised on an as incurred basis.

Sale of vehicles

Revenue from the sale of used vehicles is derived from the resale of vehicles for hire and vehicles purchased directly for resale by the Group and is recognised at the point in time when the control is transferred. Revenues from the supply of related goods and services are recognised at the point which they are provided. Where cash is received in advance of customers collecting or taking delivery of vehicles, revenue is deferred until such point that the performance obligation within the contract is met.

Claims and services

Revenue is recognised on the basis of contractual performance obligations following the five step model under IFRS 15 and is the consideration to which the Group expects to be entitled based on contractual terms and customary business practice (after applying the variable consideration constraint), net of VAT and other sales taxes. Where more than one service is provided under a single arrangement, the consideration receivable is allocated to the identifiable services on the basis of a relative standalone selling price of the individual service.

Credit hire revenue is recognised from the date a vehicle is placed on hire, over time as the performance obligation is completed. Each performance obligation is the provision of an individual vehicle for the required duration and is satisfied as the hire takes place. Vehicles are only supplied and remain on credit hire after a validation process that assesses to the Group's satisfaction that liability for the accident rests with another party. The rates used are based on daily commercial tariffs for particular categories of vehicles and are accrued on a daily basis, by claim, after adjustment for variable consideration to the expected settlement value, for an estimation of the extent to which insurers are entitled or expected to take advantage of the terms of the protocols that are in place.

The Group also receives late payment fees where relevant claims are not settled within the terms of any protocol arrangements or other agreements. Such charges are not recognised at the time of the hire transaction as they would be at significant risk of reversal; rather they are recognised on settlement of the related claim.

Credit repair revenue represents income from the recovery of the costs of repair of customers' vehicles carried out by third party bodyshops. Each performance obligation for this service is the repair of an individual vehicle and is satisfied over time as this repair takes place. Credit repair revenue is recognised based on a reasonable estimate of the cost and stage of completion of the repair services at the reporting date. Credit repair revenue is reported after adjustment for variable consideration to the expected settlement value. The Group records credit repair revenue on a principal basis as the service is controlled by the Group, which has primary responsibility for its provision. Managed repair revenue is recorded at a point in time when the repair is started based on the contractual value of each repair, net of discounts, VAT and other sales-related taxes.

Notes to the consolidated financial statements continued

2 Material accounting policies continued

Claims and services continued

Fleet and incident management revenue represents amounts chargeable, net of VAT, in respect of fleet and incident management and other related services provided to customers. The Group's performance obligations include various services related to the management of a fleet of vehicles, and revenue is recognised over time or at a point in time, depending on the individual service, as or when these obligations are performed. Where more than one service is provided under a single arrangement, the consideration receivable is allocated to the identifiable services on the basis of the relative standalone selling price of the individual service. In providing fleet and incident management services, the Group acts either as principal or agent. This is differentiated by the extent to which the Group has control over the service provided, primary responsibility for providing the service and discretion in establishing pricing. Where there are circumstances that do not meet the above criteria, and therefore the Group is not the principal in providing the service, revenue is accounted for on a net basis and comprises fees for processing services. Where the Group is acting as a principal, revenue is accounted for gross.

Revenue in respect of legal services represents amounts chargeable, net of VAT, in respect of legal services to customers. The Group's performance obligation is the provision of legal services, and revenue is recognised at a point in time when the case is settled or, in the case of interim and processing fees, over time as the legal work required to process the case is completed. Revenue in respect of cases which are contingent upon future events which are outside the control of the Group is not recognised until the contingent event has occurred and the performance obligation has been completed. Revenue in relation to legal services is valued at the expected recoverable amount, after due regard to non-recoverable time. Expected recoverable amount is based on chargeable time less any anticipated write-offs prior to completion. No value is placed on work in progress in respect of contingent fee cases until there is virtual certainty as to the receipt of cash flows, either through an interim fee or through the outcome of cases, to justify the recognition of an asset. Certain costs incurred and associated with partnerships and directly relating to the activities of the Group's legal services are held as prepayments until the corresponding benefits accrue to the business.

Revenue from vehicle repair contracts is recognised at the point in time when substantially all of the repair work is carried out, being when the performance obligation has been substantially achieved. Where cash is received in advance of repair services being performed, revenue is deferred until such point that the performance obligation within the contract is met.

Other accident management activities represent ancillary revenue streams, including hire of vehicles other than on a credit hire basis and the provision of outsourced fleet accident management services. Revenue for other accident management activities is recorded as the performance obligation is completed, over time or at a point in time depending on the nature of the service, at the fair value of the consideration received or receivable, net of discounts, VAT and other sales-related taxes.

Expected adjustment arising on settlement of claims

By their very nature, claims against motor insurance companies or self-insuring organisations can be subject to dispute, and are therefore considered to be variable consideration. On initial recognition, this consideration is adjusted to exclude any revenue at significant risk of reversal. As described above, the Group records revenue net of potential reversal on the settlement of claims, which reflects the Group's estimate of the expected recoverable amounts from insurers. The Group reassesses the amounts of variable consideration at the balance sheet date reflecting the latest information available on the settlement of claims in the period.

The Group's estimation of the amounts of revenue arising on settlement of claims is calculated with reference to a number of factors, including the Group's historical experience of collection levels, its anticipated collection profiles and analysis of the current profile of the claims against insurance companies. Although in principle this is determined by reference to individual cases, in practice the homogeneous nature of most claims means that the level of adjustment is calculated by reference to specific categories of claim.

Contract assets – Claims due from insurance companies and self-insuring organisations

Credit hire and credit repair contract assets and claims in progress are stated at the expected net claim value, which is after a variable consideration adjustment for an estimation of the extent to which insurers are entitled or expected to take advantage of settlement arrangements afforded under protocol agreements and an estimation of the expected adjustments arising on the settlement of claims. At the end of each reporting period the Group updates the estimated claim values, to reflect the Group's most recent estimation of amounts ultimately recoverable. Any further variable consideration adjustments arising from such subsequent vision of the Group's expected claim values are recorded in the consolidated income statement against revenue.

Notes to the consolidated financial statements continued

2 Material accounting policies continued

Goodwill

Goodwill represents amounts arising on acquisition of subsidiary undertakings and is the difference between the fair value of consideration of the acquisition and the fair value of the net identifiable assets and liabilities acquired.

Goodwill is stated at cost less any accumulated impairment losses identified through annual or other tests for impairment. Any impairment is recognised immediately in the consolidated income statement and is not subsequently reversed. Where the fair value of consideration is less than the fair value of the net identifiable assets and liabilities acquired this gain on bargain purchase is recognised immediately in the consolidated income statement.

Intangible assets – arising on business combinations

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. The estimated useful lives are as follows:

Customer relationships	10 to 15 years
Brand names	3 to 15 years
Other software	3 to 10 years

Intangible assets – other

Other intangible assets are stated at cost less accumulated amortisation and impairment losses. Other intangible assets are amortised on a straight-line basis over their estimated useful lives, which range from three to 10 years; amortisation is presented in administrative expenses within the consolidated income statement.

Software assets in the course of development are stated at cost less any impairment losses. Software development costs are capitalised after the technical and commercial feasibility of the asset has been established. Amortisation is not charged on assets in the course of development. Amortisation commences when assets are brought into use.

Interest in associates

The Group's interests in associates, being those entities over which it has significant influence, and which are not subsidiaries, are accounted for using the equity method of accounting. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Under the equity method, the interest in associate is carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associate, less distributions received and less any impairment in the value of individual investments. The Group income statement reflects the share of the associates' results after tax.

Notes to the consolidated financial statements continued

2 Material accounting policies continued

Property, plant and equipment

Property, plant and equipment is stated at historical cost, less accumulated depreciation and any provision for impairment. Certain properties were revalued prior to the adoption of IFRS. These valuations were treated as deemed cost at the time of adopting IFRS for the first time. Depreciation is provided so as to write off the cost of assets to residual values on a straight-line basis over the assets' useful estimated lives as follows:

Freehold buildings	50 years
Leasehold buildings	50 years or over the life of the lease, whichever is shorter, unless the entity expects to use the assets beyond the lease term
Plant, equipment and fittings	3 to 10 years
Vehicles for hire	3 to 12 years
Motor vehicles	1 to 6 years

The total vehicle hire fleet, including those available for hire, are depreciated on a straight line basis using depreciation rates that reflect economic lives of between three and 12 years, averaging around 7.1 years. These depreciation rates have been determined with the anticipation that the net book values at the point the vehicles are transferred into inventories is in line with the open market values for those vehicles.

The Group is required to review its depreciation rates and estimated useful lives regularly to ensure that the expected net book values of disposals of tangible assets are broadly equivalent to their expected market values net of directly attributable selling costs.

Freehold land is not depreciated. On the subsequent sale or retirement of properties revalued prior to the adoption of IFRS, the attributable revaluation surplus remaining in the revaluation reserve is transferred directly to retained earnings. The residual value, if not insignificant, is reassessed annually.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of their tangible and intangible assets to determine whether there is any indication that those assets have incurred an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

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

An impairment loss is recognised in the consolidated income statement whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash generating units and then to reduce the carrying amount of other assets in the unit on a pro-rata basis.

Where an impairment loss has been recognised in an earlier period, the Group reassesses whether there are any indications that such impairment has decreased or no longer exists. If an impairment has decreased or no longer exists, an impairment reversal on assets other than goodwill is recognised in the consolidated income statement to the extent required.

Inventories

Used vehicles held for resale are valued at the lower of cost and net realisable value. Net realisable value represents the estimated selling price less costs to be incurred in marketing, selling and distribution.

Other inventories comprise spare parts and consumables and are valued at the lower of cost and net realisable value using the first in, first out (FIFO) costing method.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year and any amounts outstanding in relation to previous years. Taxable profit differs from net profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Notes to the consolidated financial statements continued

2 Material accounting policies continued

Taxation continued

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

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised. Current and deferred tax is charged or credited in the consolidated income statement, except when it relates to items charged or credited directly to equity, in which case the current or deferred tax is also dealt with in equity.

The Group has applied the exemption to recognising and disclosing information about deferred tax assets and liabilities related to Pillar II income taxes.

Financial instruments and hedge accounting

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

Trade receivables are non-interest bearing and are initially stated at their fair value and subsequently at amortised cost less any appropriate provision for impairment. A provision for impairment of trade receivables is recognised using a lifetime expected credit loss model which in principal uses objective evidence to justify that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the consolidated income statement within operating expenses. When a trade receivable is uncollectable, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts written off are credited against operating expenses in the consolidated income statement.

Trade payables are non-interest bearing and are stated initially at their fair value and subsequently at amortised cost.

The Group may use derivative financial instruments to hedge its exposure to interest and foreign exchange rate risks arising from operational, financing and investment activities. In accordance with its treasury policy, the Group does not hold or issue derivative financial instruments for trading purposes.

Derivative financial instruments are stated at fair value. Any gain or loss on remeasurement to fair value is recognised immediately in the consolidated income statement except where derivatives qualify for hedge accounting, where recognition of the resultant gain or loss depends on the nature of the items being hedged.

The fair value of interest rate derivatives is the estimated amount that the Group would receive or pay to terminate the derivative at the balance sheet date, taking into account current interest rates and the current creditworthiness of the derivative counterparties.

Changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows are recognised in other comprehensive income and the ineffective portion is recognised in the consolidated income statement. Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the consolidated income statement as the recognised hedged item.

However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the consolidated income statement as they arise.

Hedge accounting for cash flow hedges is discontinued when the hedging instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to the consolidated income statement as a net profit or loss for the period.

Notes to the consolidated financial statements continued

2 Material accounting policies continued

Financial instruments and hedge accounting continued

Changes in the fair value of derivative financial instruments that are designated, and effective as net investment hedges are recognised directly in equity and the ineffective portion is recognised in the consolidated income statement. Exchange differences arising on the net investment hedges are transferred to the translation reserve.

No derivative assets and liabilities are offset.

Liquid investments and cash and cash equivalents

Liquid investments represent highly liquid current asset investments such as term deposits and managed funds invested in high-quality fixed income instruments. They do not meet the IAS 7 definition of cash and cash equivalents, normally because even if readily accessible, the underlying investments have an average maturity profile greater than 90 days from the date first entered into, or because they are held primarily for investment purposes rather than meeting short term cash commitments.

Cash and cash equivalents comprise cash on hand, deposits held on call with banks, highly liquid investments that are readily convertible into known amounts of cash, and which are subject to insignificant risk of changes in value and are held for the purpose of meeting short term cash commitments rather than for investment or other purposes. Cash at bank and in hand and bank overdrafts are shown gross, where accounts have a right of offset within the same banking facility but are not net settled.

Bank loans, other loans, loan notes and issue costs

Bank loans, other loans and loan notes are stated initially at fair value – the amount of proceeds after deduction of issue costs – and then subsequently at amortised cost. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for in the consolidated income statement on an accruals basis.

Foreign currencies

Transactions in foreign currencies other than Sterling are recorded at the rate prevailing at the date of the transaction. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date.

The net assets of overseas subsidiary undertakings are translated into Sterling at the rate of exchange ruling at the balance sheet date. The exchange difference arising on the retranslation of opening net assets is recognised directly in equity. The results of overseas subsidiary undertakings are translated into Sterling using average exchange rates for the financial year and variances compared with the exchange rate at the balance sheet date are recognised directly in equity. All other translation differences are taken to the consolidated income statement with the exception of exchange differences on foreign currency borrowings that provide a hedge against Group equity investments in foreign enterprises, which are recognised directly in equity, together with the exchange difference on the net investment in these enterprises.

Goodwill and fair value adjustments arising on acquisition of a foreign entity are treated as assets and liabilities of the foreign entity. They are denominated in the functional currency of the foreign entity and translated at the exchange rate prevailing at the balance sheet date, with any variances reflected directly in equity.

All foreign exchange differences reflected directly in equity are shown in the translation reserve component of equity.

Leased assets

As lessee:

For any new contracts entered into, the Group considers whether a contract is, or contains a lease.

A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition, the Group assesses whether the contract meets three key evaluations, which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet.

The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

Notes to the consolidated financial statements continued

2 Material accounting policies continued

Leased assets continued

Measurement and recognition of leases as a lessee continued

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the incremental borrowing rate relevant to the class of asset.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or consolidated income statement if the right-of-use asset is already reduced to zero.

The Group has elected to account for short term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in the consolidated income statement on a straight-line basis over the lease term.

As lessor:

Motor vehicles and equipment hired to customers are included within property, plant and equipment. Income from such leases is taken to the consolidated income statement evenly over the period of the lease agreement.

For other assets leased to third parties, like the sub-lease of property, the Group determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

Retirement benefit costs

The Group operates defined contribution pension schemes. Contributions in respect of defined contribution arrangements are charged to the consolidated income statement in the period they fall due. Pension contributions in respect of one of these arrangements are held in Trustee administered funds, independently of the Group's finances.

The Group also operates group personal pension plans. The costs of these plans are charged to the consolidated income statement as they fall due.

Employee share schemes and share based payments

The Group issues equity settled awards to certain employees.

Equity settled employee schemes, including employee share options, annual bonuses and long-term incentive plans, provide employees with the option to acquire Company shares. Employee share options and equity settled annual bonuses and long-term incentive plans are generally subject to performance and/or service conditions.

The fair value of equity settled payments is measured at the date of grant and charged to the consolidated income statement over the period during which performance or service conditions are required to be met or immediately where no performance or service criteria exist. The fair value of equity settled payments granted is measured using the Black-Scholes or the Monte Carlo models. At the end of each reporting period, the Group revises its estimate of the number of options that are expected to vest based on the non-market vesting conditions and service conditions. It recognises the impact of the revision to the original estimates in the consolidated income statement, with a corresponding adjustment to equity.

The Group also operates a share incentive plan under which allows colleagues to receive a number of free shares. The Group recognises the free shares as an expense evenly throughout the period over which the employees must remain in employment of the Group in order to receive the free shares.

The Group operates a share save scheme under which employees have the option to convert savings to shares at an agreed exercise price. The Group recognises the option value evenly over the savings period.

Notes to the consolidated financial statements continued

2 Material accounting policies continued

Finance income and finance costs

Finance income and finance costs are recognised in the consolidated income statement using the effective interest rate method.

Exceptional items and amortisation of acquired intangible assets

Items are classified as exceptional gains or losses where in the opinion of the Directors, disclosing them separately will improve the understanding of the financial statements and will enable the underlying financial performance of the Group to be better understood and more comparable between periods. Items will only be classed as exceptional if they are of a significant size individually or in aggregate and are considered to be non-recurring in nature. Other items may be classified as exceptional items if by nature they need to be separately disclosed to provide a clearer understanding of financial performance. Examples of costs that would be considered as exceptional include non-recurring impairments of assets or restructuring costs arising from significant one-off restructuring programmes. The presentation is consistent with the way financial performance is measured by management and reported to the Board.

Amortisation of acquired intangible assets is not classed as an exceptional item as it is recurring in nature. However, it is excluded from underlying results as it is considered non-operational and would otherwise not present a clear understanding of underlying performance, as growth of the business is achieved organically and inorganically. The revenue and costs attached to those acquisitions are included within underlying results.

Where depreciation rates are subsequently changed from their initial assessments, the impact of this change on the depreciation charge may be shown separately from the underlying results in order to better compare the results of the Group between periods.

Dividends

Dividends on ordinary shares are recognised in the period in which they are either paid or formally approved, whichever is earlier.

Provisions

A provision is recognised in the consolidated balance sheet when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Treasury shares

When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserve. Treasury shares may be transferred to the own shares reserve in order to satisfy vestings of share options and are transferred at the weighted average cost of the purchase price paid for the shares.

Own shares

The Group makes open market purchases of its own shares or transfers shares previously recognised as treasury shares in order to satisfy the requirements of the Group's existing share schemes. Own shares are recognised at cost as a reduction in shareholder equity. The carrying values of own shares are compared with their market values at each reporting date and adjustments are made to write down the carrying value of own shares when, in the opinion of the Directors, there is a significant market value reduction.

3 Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the Group's accounting policies, which are described in Note 2, the Group has not identified any critical judgements, which are separate to key sources of estimation uncertainty outlined below. The Group has made the following estimates that have the most significant effect on the amounts recognised in the financial statements that will have an impact on the next 12 months.

Depreciation – vehicles for hire

Vehicles for hire are depreciated on a straight-line basis using depreciation rates that reflect their economic lives. These depreciation rates have been determined with the anticipation that the net book values at the point the vehicles are transferred into inventories is in line with the open market values for those vehicles, after taking account of costs required to sell the vehicles.

The Group is required to review its depreciation rates and estimated useful lives at least annually, to ensure that the net book value of disposals of tangible assets are broadly equivalent to their market value.

Depreciation charges reflect adjustments made as a result of differences between expected and actual residual values of used vehicles, taking into account the further directly attributable costs to sell the vehicles.

The Group applies judgement in determining the appropriate method of depreciation (straight line) and are required to estimate the future residual value of vehicles with due consideration of market conditions for sales including age, mileage and condition.

Notes to the consolidated financial statements continued

3 Critical accounting judgements and key sources of estimation uncertainty continued

Depreciation – vehicles for hire continued

A 5% increase or decrease in the price of vehicles sold in the year would have had a £9.6m impact (2025: a £10.0m impact) on the adjustment to depreciation charge for vehicles sold in the year.

The impact of changes made to depreciation rates after their initial assessment is outlined in the Financial review on page 38.

Contract assets – claims due from insurance companies and self-insuring organisations

A key source of estimation uncertainty affecting the Group's financial statements relates to the expected variable consideration adjustments arising on settlement of insurance claims.

Claims due from insurance companies and self-insuring organisations are stated at the expected net claim value, which is stated after allowance for an estimation of expected adjustments arising on settlement of such claims.

Where necessary, the estimation of the expected adjustment arising on settlement of claims is revised, at each balance sheet date, to reflect the Group's most recent estimation of variable consideration amounts ultimately recoverable, which is constrained to exclude any revenue at significant risk of reversal.

The Group's estimation of the expected adjustment arising on settlement of claims is calculated with reference to judgements made on a number of factors, including the Group's historical experience of collection levels, its anticipated collection profiles and analysis of the current profile of the portfolio of cases. Settlement risk arises on claims due from insurance companies and self-insuring organisations due to their magnitude and the nature of the claims settlement process. The Group recovers its charges for vehicle hire and the cost of repair of customers' vehicles from the insurer of the at-fault party to the associated accident or, in a minority of claims, from the at-fault party direct where they are a self-insuring organisation. However, by their very nature, claims due from motor insurance companies can be subject to dispute which may result in subsequent adjustment to the Group's original estimate of the amount recoverable.

An adjustment of £1.1m was made in the 12 months to 30 April 2026 for claims that were settled at a higher net amount than the carrying value at 30 April 2025 (2025: £2.9m for claims that were settled at a higher net amount than the carrying value at 30 April 2024).

The carrying value of contract assets for claims from insurance companies at 30 April 2026 was £166,780,000 (2025: £166,091,000). The area of estimation which is subject to the highest level of uncertainty are the assumptions made for the recovery rates of non-protocol claims. A 7% change in recovery rates of non-protocol claims would result in a £10m change to the carrying value of assets.

The Group manages this risk by ensuring that vehicles are only supplied and remain on hire and repairs to customers' vehicles are carried out after a validation process that ensures to the Group's satisfaction that liability for the accident rests with another party. In the normal course of its business the Group uses three principal methods to conclude claims: through the use of protocol agreements, by negotiation with the insurer of the at-fault party where the claim is not covered by a protocol agreement and where a claim fails to settle because negotiations have been fruitless, by litigation. The vast majority of these claims settle before or on the threat of litigation, but where they do not, formal proceedings are issued.

In view of the tripartite relationship between the Group, its customer and the at-fault party's insurer and the nature of the claims process, claims due from insurance companies and self-insuring organisations do not carry a contractual 'due date', nor does the expected adjustment arising on settlement represent an impairment for credit losses. The circumstances of the insurance companies with which the Group deals are currently such that no provision for credit risk is considered necessary and so the disclosures required by IFRS 7 on provision for credit loss are not provided. Management do not consider any expected credit loss to be material to the accounts.

Instead, the Group reviews claims due from insurance companies and self-insuring organisations according to the age of the claim based upon the date that the claim was presented to the relevant insurer. The Group's strategy is that claims due should be collected by normal in-house processes including collections made under protocol arrangements with insurers and only then transferred to the Group solicitor process or other external solicitors as appropriate in specific circumstances pertaining to a case. Management do not consider any expected credit loss to be material to the accounts.

Impairment losses relating to businesses which Group is exiting

Impairment losses have been recognised during the year in relation to the loss making NewLaw and ChargedEV businesses where the Group is in the process of exiting those businesses. Impairment assessments were completed in relation to the assets of these businesses with impairment losses (as detailed in Note 27) subsequently being recognised in the year. As per the Group's policy those impairment reviews require these businesses' assets to be written down to their recoverable amount. A level of estimation has been required in support of the calculation of the assets' recoverable amounts.

4 Segmental reporting

Management have determined the operating segments based upon the information provided to the Board of Directors which is considered to be the chief operating decision maker. The Group identifies three reportable segments, namely UK&I Rental, Spain Rental and Claims & Services. The Group is managed and reports internally on a basis consistent with its three main operating divisions and is satisfied that the IFRS 8 aggregation criteria have been met. The principal activities of these divisions are set out in the Strategic Report. Intersegment transactions are carried out on an arm's length basis and eliminated prior to consolidating Group financial statements.

Following the Group's announcement to simplify the UK&I businesses, in FY2027 the Group will report under the new segments of Northgate Mobility, FMG and Spain at which point FY2026 comparatives will be restated.

Notes to the consolidated financial statements continued

4 Segmental reporting continued

	UK&I Rental 2026 £000	Spain Rental 2026 £000	Claims & Services 2026 £000	Corporate 2026 £000	Eliminations 2026 £000	Total 2026 £000
Revenue: hire of vehicles	401,240	348,647	–	–	–	749,887
Revenue: sale of vehicles	129,218	84,781	8,610	–	–	222,609
Revenue: claims and services	–	–	886,438	–	–	886,438
External revenue	530,458	433,428	895,048	–	–	1,858,934
Intersegment revenue	11,425	–	40,126	–	(51,551)	–
Total revenue	541,883	433,428	935,174	–	(51,551)	1,858,934
Underlying cost of sales[1]	(401,444)	(306,418)	(767,577)	–	51,551	(1,423,888)
Underlying administrative expenses (see page 42)	(63,487)	(35,362)	(127,232)	(10,374)	–	(236,455)
Other income	1,276	–	–	–	–	1,276
Underlying operating profit (loss)	78,228	91,648	40,365	(10,374)	–	199,867
Share of net profit of associates accounted for using the equity method	–	–	620	–	–	620
Underlying EBIT[2]	78,228	91,648	40,985	(10,374)	–	200,487
Exceptional items (Note 27)						(26,846)
Amortisation of acquired intangible assets (Note 12)						(17,319)
Depreciation adjustment (Note 27)						(13,947)
EBIT						142,375
Finance income						1,027
Finance costs						(41,406)
Profit before taxation						101,996
Other information						
Timing of revenue recognition:						
At a point in time	129,218	84,781	476,827	–	–	690,826
Over time	401,240	348,647	418,221	–	–	1,168,108
External revenue	530,458	433,428	895,048	–	–	1,858,934
Capital expenditure	337,272	319,320	102,619	–	–	759,211
Depreciation	132,705	131,692	51,406	–	–	315,803
Amortisation	921	1,188	16,723	–	–	18,832
Reportable segment assets	999,850	932,585	590,637	–	–	2,523,072
Derivative financial instrument assets						39
Income and deferred tax assets						12,556
Total assets						2,535,667
Reportable segment liabilities	459,847	634,744	290,844	–	–	1,385,435
Derivative financial instrument liabilities						6
Income and deferred tax liabilities						59,539
Total liabilities						1,444,980

1 Underlying cost of sales is gross of cost of vehicle sales of £222.6m and excludes depreciation adjustment of £13.9m not included in underlying results.

2 Underlying EBIT stated before adjustments to depreciation rates, amortisation of acquired intangible assets and exceptional items is the measure used by the Board of Directors to assess segment performance (see GAAP reconciliation on page 42 to 44).

Notes to the consolidated financial statements continued

4 Segmental reporting continued

	UK&I Rental 2025 £000	Spain Rental 2025 £000	Claims & Services 2025 £000	Corporate 2025 £000	Eliminations 2025 £000	Total 2025 £000
Revenue: hire of vehicles	382,790	300,098	–	–	–	682,888
Revenue: sale of vehicles	180,473	75,621	1,506	–	–	257,600
Revenue: claims and services	–	–	872,156	–	–	872,156
External revenue	563,263	375,719	873,662	–	–	1,812,644
Intersegment revenue	9,293	–	59,351	–	(68,644)	–
Total revenue	572,556	375,719	933,013	–	(68,644)	1,812,644
Underlying cost of sales[1]	(420,595)	(263,543)	(772,770)	–	68,644	(1,388,264)
Underlying administrative expenses (see page 42)	(61,578)	(30,396)	(122,105)	(8,516)	–	(222,595)
Underlying operating profit (loss)	90,383	81,780	38,138	(8,516)	–	201,785
Share of net profit of associates accounted for using the equity method	–	–	170	–	–	170
Underlying EBIT[2]	90,383	81,780	38,308	(8,516)	–	201,955
Exceptional items (Note 27)						(20,623)
Amortisation of acquired intangible as assets (Note 12)						(18,319)
Depreciation adjustment (Note 27)						(26,481)
EBIT						136,532
Finance income						1,495
Finance costs						(36,559)
Profit before taxation						101,468
Other information						
Timing of revenue recognition:						
At a point in time	180,473	75,621	473,536	–	–	729,630
Over time	382,790	300,098	400,126	–	–	1,083,014
External revenue	563,263	375,719	873,662	–	–	1,812,644
Capital expenditure	339,771	319,525	63,495	–	–	722,791
Depreciation	120,990	112,351	54,216	–	–	287,557
Amortisation	975	1,122	17,716	–	–	19,812
Reportable segment assets	898,715	815,474	615,903	–	–	2,330,092
Income and deferred tax assets						5,297
Total assets						2,335,389
Reportable segment liabilities	372,833	560,567	292,544	–	–	1,225,944
Income tax liabilities						46,288
Total liabilities						1,272,232

1 Underlying cost of sales is gross of cost of vehicle sales of £257.6m and excludes depreciation adjustment of £26.5m not included in underlying results.

2 Underlying EBIT stated before adjustments to depreciation rates, amortisation of acquired intangible assets and exceptional items is the measure used by the Board of Directors to assess segment performance (see GAAP reconciliation on page 42 to 44).

Segment assets and liabilities exclude derivatives, current and deferred tax assets and liabilities, since these balances are not included in the segments' assets and liabilities as reviewed by the chief operating decision maker.

Notes to the consolidated financial statements continued

4 Segmental reporting continued

Geographical information

Revenues are attributed to countries on the basis of the Group's location.

	Revenue 2026 £000	Non-current assets[1] 2026 £000	Revenue 2025 £000	Non-current assets[1] 2025 £000
United Kingdom and Ireland	**1,425,506**	**1,218,471**	1,436,925	1,107,655
Spain	**433,428**	**902,479**	375,719	782,043
	1,858,934	**2,120,950**	1,812,644	1,889,698

1 Non-current assets excludes deferred tax assets of £nil (2025: £1,095,000), which are not attributable to segmental analysis.

	United Kingdom and Ireland 2026 £000	Spain 2026 £000	Total 2026 £000
Revenue from contracts with customers	**1,024,266**	**84,781**	**1,109,047**
Revenue from other sources	**401,240**	**348,647**	**749,887**
	1,425,506	**433,428**	**1,858,934**

	United Kingdom and Ireland 2025 £000	Spain 2025 £000	Total 2025 £000
Revenue from contracts with customers	1,054,135	75,621	1,129,756
Revenue from other sources	382,790	300,098	682,888
	1,436,925	375,719	1,812,644

There are no external customers from whom the Group derives more than 10% of total revenue in the current and prior year.

Notes to the consolidated financial statements continued

5 Operating profit

	2026 £000	2025 £000
Operating profit is stated after charging (crediting):		
Depreciation of property, plant and equipment (Note 13)		
Owned	**264,040**	231,677
Relating to leases	**51,763**	55,880
Amortisation of intangible assets (Note 12)	**18,832**	19,812
Staff costs (Note 6)	**332,866**	310,082
Cost of inventories recognised as an expense	**339,158**	371,975
Impairment of goodwill (Note 11)	**–**	4,012
Impairment of property, plant and equipment (Note 13)	**1,961**	1,043
Impairment of interest in associates (Note 14)	**–**	4,196
Exceptional administrative expenses: impairment of other receivables (Note 27)	**16,737**	3,598
Exceptional administrative expenses: adjustments to provisions (Note 27)	**2,468**	977
Exceptional administrative expenses: other operating costs (Note 27)	**1,359**	3,791
Net impairment of trade receivables (Note 29)	**9,589**	11,423
Auditor's remuneration for audit services	**1,052**	1,094
Auditor's remuneration for audit-related assurance services	**71**	71
Auditor's remuneration for non-audit services	**14**	9
Other income	**(1,276)**	–

	2026 £000	2025 £000
Fees payable to the Company's auditors for the audit of the Company's annual financial statements	**457**	457
Fees payable to the Company's auditors and its associates for the audit of the Company's subsidiaries pursuant to legislation	**595**	637
Total audit fees	**1,052**	1,094

Fees payable to PwC and its associates for non-audit services to the Company are not required to be disclosed because the consolidated financial statements disclose such fees on a consolidated basis.

Other income includes gains on disposal of property, plant and equipment of £1,276,000 (2025: £nil).

A description of the work of the Audit Committee is set out on pages 88 to 93 and includes an explanation of how auditor objectivity and independence are safeguarded when non-audit services are provided by the auditor.

Notes to the consolidated financial statements continued

6 Staff costs

	2026 Number	2025 Number
The average monthly number of persons employed by the Group:		
By geography:		
United Kingdom and Ireland	**6,348**	6,508
Spain	**1,467**	1,399
	7,815	7,907
By function:		
Direct operations	**5,735**	5,781
Administration	**2,080**	2,126
	7,815	7,907

	2026 £000	2025 £000
The aggregate remuneration of Group employees comprised:		
Wages and salaries	**271,959**	264,307
Social security costs	**43,346**	32,903
Other pension costs	**11,572**	9,181
Share based payments	**5,989**	3,691
	332,866	310,082

Details of Directors' remuneration, pension contributions and share options are provided in the Remuneration report on page 101.

7 Finance costs

	2026 £000	2025 £000
Interest on bank overdrafts, loans and asset financing facility	**30,599**	27,278
Amortisation of arrangement fees	**1,480**	1,879
Interest arising on lease obligations	**7,006**	6,311
Preference share dividends	**25**	25
Unwinding of discount on provisions (Note 18)	**333**	319
Other interest	**1,963**	747
Finance costs	**41,406**	36,559

Notes to the consolidated financial statements continued

8 Taxation

	2026 £000	2025 £000
Current tax:		
UK corporation tax	**6,433**	17,699
UK adjustment in respect of prior years	**643**	(293)
Pillar II	**3,004**	2,549
Foreign corporation tax	**5,318**	6,125
Foreign tax adjustment in respect of prior years	**2,756**	–
	18,154	26,080
Deferred tax:		
Origination and reversal of timing differences	**6,038**	(3,450)
Adjustment in respect of prior years	**1,645**	(1,007)
	7,683	(4,457)
Total tax charge	**25,837**	21,623

UK Corporation Tax is calculated at 25% (2025: 25%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in those respective jurisdictions.

The net charge for the year can be reconciled to the profit before taxation as stated in the consolidated income statement as follows:

	2026 £000	2026 %	2025 £000	2025 %
Profit before taxation	**101,996**		101,468	
Tax at the UK Corporation Tax rate of 25% (2025: 25%)	**25,499**	**25.0**	25,367	25.0
Tax effect of expenses that are not deductible in determining taxable profit	**2,163**	**2.1**	4,780	3.9
Tax effect of income not taxable in determining taxable profit	**(4,028)**	**(3.9)**	(4,236)	(4.2)
Pillar II	**3,004**	**2.9**	2,549	2.5
Difference in tax rates in overseas subsidiary undertakings	**(2,362)**	**(2.3)**	(2,183)	(2.2)
Overseas available reliefs	**(3,483)**	**(3.4)**	(3,308)	(2.4)
Adjustment in respect of prior years	**5,044**	**4.9**	(1,346)	(1.3)
Tax charge and effective tax rate for the year	**25,837**	**25.3**	21,623	21.3

In addition to the amount charged to the consolidated income statement, a net deferred tax amount of £154,000 has been charged directly to equity (including net of £8,000 of other temporary differences included in other comprehensive income). 2025: £888,000 credited directly to equity (including net of £26,000 of other temporary differences included in other comprehensive income).

There are no deferred tax assets which are not recognised in the balance sheet in the current or prior year.

The tax disclosures reflect deferred tax measured at 25% in the UK (2025: 25%) and 25% in Spain (2025: 25%).

The Group is within the scope of the OECD Pillar II model rules which are designed to ensure that large multinational groups incur a 15% minimum effective tax rate in each jurisdiction in which they operate. Under the legislation, the Group is liable to pay a top-up tax for the difference between its effective tax rate per jurisdiction and the 15% minimum rate resulting in an additional charge recognised of £3,004,000 (2025: £2,549,000) which results in a 2.9% increase in the Group's statutory effective tax rate. The Group has applied the exemption under IAS12 for not recognising and disclosing information about deferred tax assets and liabilities related to Pillar II.

Notes to the consolidated financial statements continued

9 Dividends

An interim dividend of 8.8p per ordinary share was paid in January 2026 (2025: 8.8p). The Directors propose a final dividend for the year ended 30 April 2026 of 18.2p per ordinary share (2025: 17.6p), which is subject to approval at the AGM and has not been included as a liability as at 30 April 2026. Based upon the shares in issue at 30 April 2026 and excluding treasury shares and shares in employee trusts where dividends are waived, this equates to a final dividend payment of £41m (2025: £40m). No dividends have been paid between 30 April 2026 and the date of signing the financial statements.

10 Earnings per share

	2026 £000	2025 £000
Basic and diluted earnings per share		
The calculation of basic and diluted earnings per share is based on the following data:		
Earnings		
Earnings for the purposes of basic and diluted earnings per share, being profit for the year attributable to the owners of the Company	**76,159**	79,845
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share	**225,881,329**	224,263,336
Effect of dilutive potential ordinary shares – share options	**5,317,057**	4,294,495
Weighted average number of ordinary shares for the purposes of diluted earnings per share	**231,198,386**	228,557,831
Basic earnings per share	**33.7p**	35.6p
Diluted earnings per share	**32.9p**	34.9p

The calculated weighted average number of ordinary shares for the purpose of basic earnings per share includes a reduction of 7,568,042 shares (2025: 20,179,932 shares) relating to treasury shares and a reduction of 2,669,448 shares (2025: 1,648,155) for shares held in employee trusts.

11 Goodwill

	£000
At 1 May 2024	115,918
Impairment of goodwill (Note 27)	(4,012)
At 30 April 2025, 1 May 2025 and 30 April 2026	**111,906**

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from the business combination. The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

The allocation of goodwill by CGU as follows:

	2026 £000	2025 £000
Auxillis	**74,827**	74,827
FMG	**31,078**	31,078
Blakedale	**3,956**	3,956
FridgeXpress	**2,045**	2,045
	111,906	111,906

Notes to the consolidated financial statements continued

11 Goodwill continued

The recoverable amounts of the CGUs are determined from value-in-use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the year. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time-value of money and the risks specific to the CGUs. The growth rates are aligned to UK GDP growth rate forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

The current year impairment assessment was based on risk-adjusted cash flow forecasts derived from a business plan, approved by the Directors in April 2026. The approved business plan includes the three-year strategic plan of the Group and a forecast for a further two years. It was concluded that there were no indicators of additional impairment or reversal of impairment of other non-current assets previously charged.

The business plan and growth rate applied to terminal values include management's assessment of the impacts of climate-related issues which could reasonably be assumed to impact the future cash generation of each CGU, such as the transition of fleet away from ICE vehicles. This has not materially impacted the business plan and growth rate applied to terminal values used within the value-in-use assessment.

The value-in-use assessment is sensitive to changes in the key assumptions used, most notably the discount rate and growth rates as follows:

	Goodwill 2026 £000	Pre-tax discount rate %	Growth rate applied to terminal values %	Impact of 1% increase in discount rate on recoverable amount £m	Impact of 1% reduction in growth rate applied to terminal values on recoverable amount £m
Auxillis	**74,827**	9.6%	2.0%	(134.7)	(94.1)
FMG	**31,078**	9.6%	2.0%	(22.5)	(15.9)
Blakedale	**3,956**	9.1%	2.0%	(13.5)	(9.8)
FridgeXpress	**2,045**	9.1%	2.0%	(10.2)	(7.5)
	111,906				

The above sensitivity analysis, with no further reasonable changes in assumptions, would not result in an impairment charge to the carrying value of goodwill in any of the recognised CGUs.

In the prior year, impairment assessment was based on risk-adjusted cash flow forecasts derived from a business plan approved by the Directors in April 2025 using a pre-tax discount rate of 10.4% for the Auxillis and FMG CGUs and a pre-tax discount rate of 9.9% for the Blakedale and FridgeXpress CGUs; and a pre-tax growth rate of 2.0% for all CGUs. It was concluded that there were no indicators of additional impairment or reversal of impairment of other non-current assets previously charged.

Notes to the consolidated financial statements continued

12 Other intangible assets

	Customer relationships £000	Other software £000	Brand names £000	Total £000
Cost:				
At 1 May 2024	176,250	28,358	13,900	218,508
Additions	–	3,098	–	3,098
Disposals	–	(1)	–	(1)
Exchange differences	–	(3)	–	(3)
At 30 April 2025 and 1 May 2025	176,250	31,452	13,900	221,602
Additions	–	1,696	–	1,696
Exchange differences	–	163	–	163
At 30 April 2026	**176,250**	**33,311**	**13,900**	**223,461**
Accumulated amortisation:				
At 1 May 2024	79,907	22,812	4,735	107,454
Charge for the year	16,187	2,625	1,000	19,812
Disposals	–	(1)	–	(1)
Exchange differences	–	1	–	1
At 30 April 2025 and 1 May 2025	96,094	25,437	5,735	127,266
Charge for the year	16,183	1,654	995	18,832
Exchange differences	–	109	–	109
At 30 April 2026	**112,277**	**27,200**	**6,730**	**146,207**
Carrying amount:				
At 30 April 2026	**63,973**	**6,111**	**7,170**	**77,254**
At 30 April 2025	80,156	6,015	8,165	94,336
Weighted average remaining amortisation period (years) at 30 April 2026	**4**	**2**	**8**	
Weighted average remaining amortisation period (years) at 30 April 2025	5	3	9	

	2026 £000	2025 £000
Intangible amortisation is included in the consolidated income statement as follows:		
Administrative expenses: included within underlying EBIT	**1,513**	1,493
Administrative expenses: excluded from underlying EBIT*	**17,319**	18,319
	18,832	19,812

* Amortisation of intangible assets excluded from underlying EBIT relates to intangible assets recognised on business combinations. Amortisation of acquired intangible assets is not classed as an exceptional item as it is recurring in nature. However, it is excluded from underlying results as it is considered non-operational and would otherwise not present a clear understanding of underlying performance as growth of the business is achieved organically and inorganically. The revenue and costs attached to those acquisitions are included within underlying results.

Notes to the consolidated financial statements continued

13 Property, plant and equipment

	Vehicles for hire £000	Land and buildings £000	Plant, equipment and fittings £000	Motor vehicles £000	Total £000
Cost:					
At 1 May 2024	1,857,013	246,713	68,844	7,757	2,180,327
Additions	697,595	7,269	10,749	4,079	719,692
Transfer to inventories	(475,287)	–	–	–	(475,287)
Disposals	–	(7,339)	(826)	(1,513)	(9,678)
Exchange differences	(838)	(262)	(52)	–	(1,152)
At 30 April 2025 and 1 May 2025	2,078,483	246,381	78,715	10,323	2,413,902
Additions	723,571	22,925	8,664	2,355	757,515
Right-of-use leased assets remeasurements	–	(464)	–	–	(464)
Transfer to inventories	(446,135)	–	–	–	(446,135)
Disposals	–	(23,860)	(1,913)	(1,420)	(27,193)
Exchange differences	18,169	1,286	622	–	20,077
At 30 April 2026	**2,374,088**	**246,268**	**86,088**	**11,258**	**2,717,702**
Accumulated depreciation:					
At 1 May 2024	556,333	94,073	43,882	2,695	696,983
Charge for the year	258,687	18,766	7,321	2,783	287,557
Impairment charge (Note 27)	–	956	87	–	1,043
Transfer to inventories	(247,142)	–	–	–	(247,142)
Disposals	–	(5,662)	(327)	(1,220)	(7,209)
Exchange differences	(673)	(71)	(42)	–	(786)
At 30 April 2025 and 1 May 2025	567,205	108,062	50,921	4,258	730,446
Charge for the year	286,061	18,398	8,018	3,326	315,803
Impairment charge (Note 27)	–	1,051	910	–	1,961
Transfer to inventories	(247,383)	–	–	–	(247,383)
Disposals	–	(18,430)	(1,606)	(1,035)	(21,071)
Exchange differences	5,198	526	432	–	6,156
At 30 April 2026	**611,081**	**109,607**	**58,675**	**6,549**	**785,912**
Carrying amount:					
At 30 April 2026	**1,763,007**	**136,661**	**27,413**	**4,709**	**1,931,790**
At 30 April 2025	1,511,278	138,319	27,794	6,065	1,683,456

At 30 April 2026, the Group had entered into total contractual commitments amounting to £59,272,000 (2025: £68,094,000).

Notes to the consolidated financial statements continued

13 Property, plant and equipment continued

Land and buildings include the following:

	2026 £000 NBV	2025 £000 NBV
Land and buildings by category:		
Freehold and long leasehold	**46,961**	48,213
Short leasehold	**89,700**	90,106
	136,661	138,319

Property, plant and equipment include the following right-of-use leased assets:

	Vehicles for hire £000	Land and buildings £000	Other property, plant and equipment £000	Total £000
Cost:				
At 1 May 2024	110,877	152,033	7,586	270,496
Additions	23,768	6,991	4,000	34,759
Reclassification to owned assets at end of lease	(2,440)	–	(31)	(2,471)
Disposals	(34,911)	(5,290)	(1,339)	(41,540)
Exchange differences	–	(112)	–	(112)
At 30 April 2025 and 1 May 2025	97,294	153,622	10,216	261,132
Additions	51,083	20,889	2,353	74,325
Reclassification to owned assets at end of lease	(507)	–	–	(507)
Right-of-use leased asset remeasurement	–	(464)	–	(464)
Disposals	(50,067)	(21,581)	(989)	(72,637)
Exchange differences	–	550	–	550
At 30 April 2026	**97,803**	**153,016**	**11,580**	**262,399**
Accumulated depreciation:				
At 1 May 2024	52,680	55,113	2,319	110,112
Charge for the year	36,835	16,295	2,750	55,880
Reclassification to owned assets at end of lease	(616)	–	(14)	(630)
Impairment charge for the year	–	956	–	956
Disposals	(34,370)	(3,788)	(1,092)	(39,250)
Exchange differences	–	(27)	–	(27)
At 30 April 2025 and 1 May 2025	54,529	68,549	3,963	127,041
Charge for the year	32,245	16,160	3,358	51,763
Reclassification to owned assets at end of lease	(39)	–	–	(39)
Impairment charge	–	1,051	–	1,051
Disposals	(49,736)	(16,859)	(687)	(67,282)
Exchange differences	–	260	–	260
At 30 April 2026	**36,999**	**69,161**	**6,634**	**112,794**
Carrying amount:				
At 30 April 2026	**60,804**	**83,855**	**4,946**	**149,605**
At 30 April 2025	42,765	85,073	6,253	134,091

Notes to the consolidated financial statements continued

14 Interest in associates

The Group has interest in associates, which comprise a minority participation in four (2025: four) active Limited Liability Partnerships (LLPs) registered and situated in the United Kingdom. All of the LLPs are engaged in the processing of legal claims and are regulated by the Solicitors Regulation Authority. The LLPs are businesses over which the Group is deemed to have significant influence but which it does not control.

Interest in associates is as follows:

	£000
At 1 May 2024	4,502
Group's share of:	
Profit from continuing operations	170
Distributions from associates	(476)
Impairment charge (Note 27)	(4,196)
At 30 April 2025 and 1 May 2025	–
Group's share of:	
Profit from continuing operations	620
Distributions from associates	(620)
At 30 April 2026	**–**

Details of the Group's associates, being interests in the following LLPs of which a Group Company is a designated Principal Member, at 30 April 2026 are as follows:

Name	Registered office
Ageas Law LLP	Helmont House, Churchill Way, Cardiff, CF10 2HE
Carole Nash Legal Services LLP	Helmont House, Churchill Way, Cardiff, CF10 2HE
RCN Law LLP	Helmont House, Churchill Way, Cardiff, CF10 2HE
Your Law LLP	Helmont House, Churchill Way, Cardiff, CF10 2HE

The Group, through NewLaw Legal Limited (NewLaw), is a designated member of each of the above LLPs (which are considered to be associates) and has contributed 50% of the capital for each of those LLPs (usually amounting to £1 for each LLP). NewLaw supplies legal processing services to each LLP. Each member firm of the LLPs is required to appoint individuals to the management board of the LLPs but NewLaw does not appoint or control the majority of individuals to these boards who are ultimately responsible for the day-to-day operations, decision making and strategic development of the LLPs and therefore NewLaw is not considered to have overall control of the LLPs. Accordingly, the Group only accounts for the results of these joint operations as associated company income based upon the (variable) share of the net income generated by way of profit share after the deduction of any other fixed allocations of such income.

15 Inventories

	2026 £000	2025 £000
Vehicles held for resale	**16,577**	18,660
Spare parts and consumables	**10,901**	9,849
	27,478	28,509

Replacement cost of spare parts and consumables is considered to not significantly differ from carrying values as stated above.

Notes to the consolidated financial statements continued

16 Receivables and contract assets

	2026 £000	2025 £000
Trade receivables	**104,299**	119,169
Contract assets – claims due from insurance companies and self-insuring organisations	**166,780**	166,091
Prepayments	**31,951**	41,422
Other receivables	**48,135**	51,465
	351,165	378,147

Allowances for estimated irrecoverable amounts and the Group's credit risk are considered in Note 29. Trade receivables are stated after net impairments of £9,589,000 (2025: £11,423,000), including £3,282,000 (2025: £3,006,000) classified as an exceptional item (Note 29).

Other receivables is stated after impairment losses of £16,737,000 (2025: £3,598,000) (Note 27).

The Group considers that the carrying amount of receivables and contract assets approximates to their fair value.

Contract assets – claims due from insurance companies and self-insuring organisations

An analysis of claims from insurance companies is given below:

	2026 £000	2025 £000	2026 %	2025 %
Pending claims	**23,217**	18,852	**14**	11
Between 1 and 120 days old	**61,077**	58,546	**37**	35
More than 120 days old	**82,486**	88,693	**49**	54
Total	**166,780**	166,091	**100**	100

Risk is spread primarily across the major UK-based motor insurance companies in proportion to their respective share of the market. No credit insurance is taken out, given the regulated nature of these entities. The Group does not have a significant concentration of credit risk, with exposure spread across a large number of insurer counterparties. The most significant five insurers represented 28% (2025: 28%) of contract assets. The measurement of contract assets changes from period to period due to the estimation uncertainty.

An adjustment of £1.1m was made in the 12 months to 30 April 2026 for claims that were settled at a higher net amount than the carrying value at 30 April 2025 (2025: £2.9m for claims that were settled at a higher net amount than the carrying value at 30 April 2024).

17 Trade and other payables

	2026 £000	2025 £000
Trade payables	**214,023**	202,595
Social security and other taxes	**14,422**	17,925
Accruals and deferred income	**114,771**	119,930
	343,216	340,450

The Group considers that the carrying amount of trade and other payables approximates to their fair value.

Notes to the consolidated financial statements continued

18 Provisions

	2026 £000	2025 £000
Current		
Dilapidations	**2,993**	2,716
Onerous contracts	**782**	198
Fleet insurance	**1,754**	1,824
Restructuring	**889**	–
	6,418	4,738
Non-current		
Dilapidations	**8,140**	6,787
Onerous contracts	**1,478**	679
Fleet insurance	**3,409**	2,857
	13,027	10,323
	19,445	15,061

	2026 £000	2025 £000
Movement in the carrying amount of provisions		
At 1 May	**15,061**	14,506
Provisions made during the year	**5,492**	3,887
Utilised during the year	**(2,662)**	(4,136)
Change in cost estimates	**1,221**	485
Unwinding of discount	**333**	319
At 30 April	**19,445**	15,061

Dilapidation provisions are estimates of the Group's legal obligations relating to leases of land and buildings. These balances include estimates based on external and internal sources of information and, where appropriate, reports from third party advisers. The timing of outflows is expected to be upon cessation of the related lease but may be longer if the lease is extended or renegotiated. Amounts settled will depend on the level of dilapidations agreed with the landlord.

Onerous contract provisions of £2,260,000 comprise £1,362,000 (2025: £977,000) relating to a property held by NewLaw which is no longer being fully used where a provision has been recognised to reflect the Group's legal obligations of the unavoidable net holding cost of the lease to the end of that lease and other onerous contract provisions recognised in NewLaw of £513,000 and ChargedEV of £385,000.

Fleet insurance provisions are estimates of the Group's legal obligations of future outflows for vehicle accident insurance claims. These balances include estimates based on internal and external sources of information. The timing of outflows is expected to be upon receiving insurance claims from the Group's external insurance provider. Amounts of claims settled will be based on the agreements made with the insurance provider.

Restructuring provisions relate primarily to redundancy costs arising from the simplification of the UK&I operating model. Further details of the programme and the associated costs recognised during the year are provided in the Exceptional Items Note 27.

Provisions include £2,468,000 of charges (2025: £977,000) which have been classified as exceptional items (Note 27).

Notes to the consolidated financial statements continued

19 Borrowings

Carrying amounts of the Group's borrowings approximate to their fair value.

	2026 £000	2025 £000
Bank loans and overdrafts	**302,103**	200,422
Loan notes	**489,119**	480,875
Asset financing facility (secured)	**75,444**	49,987
Cumulative preference shares	**500**	500
Confirming facilities	**141**	669
	867,307	732,453

All borrowings are unsecured unless otherwise noted.

The borrowings are repayable as follows:

	2026 £000	2025 £000
On demand or within one year (shown within current liabilities)		
Bank loans and overdrafts	**32,569**	46,975
Confirming facilities	**141**	669
Asset financing facility (secured)	**14,982**	6,723
	47,692	54,367
In the second year		
Loan notes	**129,938**	–
Asset financing facility (secured)	**34,800**	19,185
	164,738	19,185
In the third to fifth years		
Bank loans	**275,709**	160,398
Loan notes	**151,594**	276,835
Asset financing facility (secured)	**25,662**	24,079
	452,965	461,312
Due after more than five years		
Loan notes	**207,900**	204,432
Cumulative preference shares	**500**	500
	208,400	204,932
Unamortised finance fees relating to the bank loans and loan notes	**(6,488)**	(7,343)
Total borrowings	**867,307**	732,453
Amounts due for settlement within one year (shown within current liabilities)	**(47,692)**	(54,367)
Amounts due for settlement after more than one year	**819,615**	678,086

The bank loans and overdrafts, totalling £308,278,000 (gross of unamortised fees) at 30 April 2026, would become repayable in full in the event of a change in control of the Group. The holders of the loan notes, totalling £489,432,000 (gross of unamortised fees) at 30 April 2026, would have to be offered full repayment in the event of a change in control of the Group.

Notes to the consolidated financial statements continued

19 Borrowings continued

Bank loans and overdrafts

Bank loans are unsecured and bear interest at rates of 1.00% to 1.95% (2025: 1.00% to 1.95%) above the relevant interest rate index, being SONIA for Sterling-denominated debt and EURIBOR for Euro-denominated debt, subject to a minimum of 0%. UK bank loans mature in April 2031. Other bank loans of £10m which will mature in November 2026 unless renewed. Overdrafts are unsecured and can be withdrawn at any time and are repayable on demand.

Loan notes

The Group has £489,432,000 (2025: £481,267,000) of loan notes (gross of unamortised fees) which bear interest at an average rate of 2.4% (2025: 2.4%). Loan notes are unsecured and are repayable with maturities ranging from November 2027 to October 2034.

Asset financing facility

The asset financing facility has drawn balances of £75,444,000 as at 30 April 2026 (2025: £49,987,000). Drawn balances are amortised over a 40-month period and attract a floating rate charge equal to Bank of England Base Rate plus a 1.40% interest margin. The facility is secured against certain vehicles for hire with the carrying amounts of assets pledged as security as at 30 April 2026 totalling £80,273,000 (2025: £49,923,000).

Cumulative preference shares

The cumulative preference shares of 50p each entitle the holder to receive a cumulative preferential dividend at the rate of 5% on the paid-up capital and the right to a return of capital at either winding up or a repayment of capital. The cumulative preference shares do not entitle the holders to any further or other participation in the profits or assets of the Group. These shares have no voting rights other than in exceptional circumstances.

The total number of authorised cumulative preference shares of 50p each is 1,300,000 (2025: 1,300,000), of which 1,000,000 (2025: 1,000,000) were allotted and fully paid at the balance sheet date.

Confirming facilities

Confirming facilities of £141,000 (2025: £669,000) are unsecured and fall due within one year. The Group pays no interest on confirming facilities.

Total borrowing facilities

The Group has various borrowing facilities available to it. The undrawn facilities (not including cash available to offset) at the balance sheet date, in respect of which all conditions precedent had been met at that date, are as follows:

	2026 £000	2025 £000
Less than one year	**51,057**	72,109
In one year to five years	**224,291**	339,601
	275,348	411,710

The above undrawn facilities take into cash and bank balances available to offset of £23,479,000 (2025: £33,738,000).

The total amount permitted to be borrowed by the Company and its subsidiary undertakings under the terms of the Articles of Association shall not exceed six times the aggregate of the issued share capital of the Company and Group reserves, as defined in those Articles.

Group reserves includes paid-up share capital and all other balances within the statement of changes in equity, less goodwill and other intangible assets. The Company and its subsidiary undertakings were fully compliant with this requirement of the Articles of Association in the current and prior year.

Notes to the consolidated financial statements continued

19 Borrowings continued

Analysis of consolidated net debt

An analysis of movements in the Group's consolidated net debt is as follows:

	At 1 May 2025 £000	Cash flow £000	Other non-cash changes £000	Foreign exchange movements £000	**At 30 April 2026 £000**
Bank loans	162,814	112,270	775	3,272	**279,131**
Bank overdrafts	37,608	(15,102)	–	466	**22,972**
Loan notes	480,875	–	80	8,164	**489,119**
Asset financing facility	49,987	25,457	–	–	**75,444**
Cumulative preference shares	500	–	–	–	**500**
Confirming facilities	669	–	(539)	11	**141**
Lease liabilities	137,980	(51,689)	68,873	303	**155,467**
	870,433	70,936	69,189	12,216	**1,022,774**
Cash and bank balances	(33,738)	11,532	–	(1,273)	**(23,479)**
Consolidated net debt	836,695	82,468	69,189	10,943	**999,295**

Borrowings are designated as financial liabilities carried at amortised cost.

	At 1 May 2024 £000	Cash flow £000	Other non-cash changes £000	Foreign exchange movements £000	At 30 April 2025 £000
Bank loans	250,052	(84,401)	(2,062)	(775)	162,814
Bank overdrafts	46,620	(8,734)	–	(278)	37,608
Loan notes	320,267	159,419	(392)	1,581	480,875
Asset financing facility	–	49,987	–	–	49,987
Cumulative preference shares	500	–	–	–	500
Confirming facilities	67	–	593	9	669
Lease liabilities	164,524	(59,501)	33,042	(85)	137,980
	782,030	56,770	31,181	452	870,433
Cash and bank balances	(39,802)	6,179	–	(115)	(33,738)
Consolidated net debt	742,228	62,949	31,181	337	836,695

The Group calculates gearing to be net borrowings (including lease obligations) as a percentage of shareholders' funds less goodwill and the net book value of intangible assets, where net borrowings comprise borrowings and lease obligations less cash and bank balances. At 30 April 2026, the gearing of the Group amounted to 110.8% (2025: 97.6%) where net borrowings (including lease obligations) are £999,295,000 (2025: £836,695,000) and shareholders' funds less goodwill and the net book value of intangible assets are £901,527,000 (2025: £856,913,000).

Notes to the consolidated financial statements continued

19 Borrowings continued

Analysis of consolidated net debt continued

Under the terms of its borrowing facilities, the Group is required to comply with the following financial covenants[1] at the end of each annual and interim reporting period[1]:

- Interest cover of at least three times annualised EBIT;
- Group loan to value must not exceed 70%
- Net debt must not exceed three times EBITDA.

The Group has complied with these covenants throughout the current and prior reporting period as detailed in the Financial Review found on page 38.

Financial assets

The Group's principal financial assets are cash and bank balances, and receivables and contract assets relating to claims due from insurance companies and self-insuring organisations.

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. The Group has credit insurance policies in place to partially mitigate this risk.

Treasury policies and the management of risk

The function of Group Treasury is to mitigate financial risk, to ensure sufficient liquidity is available to meet foreseeable requirements, to secure finance at minimum cost and to invest cash assets securely and profitably. Treasury operations manage the Group's funding, liquidity and exposure to interest rate risks within a framework of policies and guidelines authorised by the Board of Directors.

The Group uses derivative financial instruments for risk management purposes only. Consistent with the Group's policy, Group Treasury does not engage in speculative activity and it is policy to avoid using more complex financial instruments.

The policy followed in managing credit risk permits only minimal exposures, with banks and other institutions meeting required standards as assessed normally by reference to major credit rating agencies. Deals for material deposits are authorised only with banks with which dealing mandates have been agreed and which maintain an A rating. Individual aggregate credit exposures are limited accordingly.

Financing and interest rate risk

The Group's policy is to finance operating subsidiary undertakings by a combination of retained earnings and medium term bank loans and loan notes.

Cash at bank, and on deposit, yields interest based principally on interest rate indices applicable to periods of less than three months, those indices being SONIA for Sterling-denominated cash and EURIBOR for Euro-denominated cash. The Group's exposure to interest rate fluctuations on its borrowings is limited by having fixed rate financial instruments covering a significant proportion of borrowings. At 30 April 2026, 76.8% (2025: 68.7%) of net borrowings (excluding unamortised finance fees and including leases arising under HP obligations) were at fixed rates of interest comprising loan notes of £489,432,000, £500,000 of preference shares, £141,000 of confirming facilities and leases arising under HP obligations of £4,341,000 (30 April 2025: loan notes of £481,267,000, £500,000 of preference shares, £669,000 of confirming facilities and leases arising under HP obligations of £7,345,000).

Notes to the consolidated financial statements continued

19 Borrowings continued

Foreign currency exchange risk

The Group maintains borrowings in the same currency as its cash requirements, with the exception of borrowings maintained in Euros as net investment hedges against its Euro-denominated investments (Note 21).

An analysis of the Group's borrowings and lease obligations by currency is given below:

	Sterling £000	Euro £000	Total £000
At 30 April 2026			
Bank loans	**84,074**	**195,057**	**279,131**
Bank overdrafts	**3,009**	**19,963**	**22,972**
Loan notes	**–**	**489,119**	**489,119**
Asset financing facility	**75,444**	**–**	**75,444**
Cumulative preference shares	**500**	**–**	**500**
Confirming facilities	**–**	**141**	**141**
Lease liabilities	**135,429**	**20,038**	**155,467**
	298,456	**724,318**	**1,022,774**

	Sterling £000	Euro £000	Total £000
At 30 April 2025			
Bank loans	18,176	144,638	162,814
Bank overdrafts	10,682	26,926	37,608
Loan notes	–	480,875	480,875
Asset financing facility	49,987	–	49,987
Cumulative preference shares	500	–	500
Confirming facilities	–	669	669
Lease liabilities	119,986	17,994	137,980
	199,331	671,102	870,433

Notes to the consolidated financial statements continued

20 Lease liabilities

As lessee

Lease liabilities are presented in the balance sheet as follows:

	2026 £000	2025 £000
Current	**47,247**	39,507
Non-current	**108,220**	98,473
	155,467	137,980

The tables below describe the nature of the Group's leasing activities by the type of right-of-use asset recognised:

At 30 April 2026	**Number of right-of-use assets leased**	**Range of remaining term (years)**	**Average remaining lease term (years)**	**Carrying value at 30 April 2026 £000**	**Depreciation expense for year to 30 April 2026 £000**
Vehicles for hire	**9,155**	**0–4**	**2**	**60,804**	**32,245**
Land and buildings	**179**	**1–95**	**5**	**83,855**	**16,160**
Other property, plant and equipment	**382**	**1–4**	**2**	**4,946**	**3,358**

At 30 April 2025	Number of right-of-use assets leased	Range of remaining term (years)	Average remaining lease term (years)	Carrying value at 30 April 2025 £000	Depreciation expense for year to 30 April 2025 £000
Vehicles for hire	10,726	0–4	2	42,765	36,835
Land and buildings	177	1–95	5	85,073	16,295
Other property, plant and equipment	331	1–5	2	6,253	2,750

The lease liabilities are secured by the related underlying assets. Future minimum lease payments are as follows:

At 30 April 2026	**<1 year £000**	**1-2 years £000**	**2-5 years £000**	**>5 years £000**	**Total £000**
Lease payments:					
Total lease payments	**53,304**	**39,187**	**51,173**	**38,321**	**181,985**
Finance charges:					
Total finance charges	**(6,057)**	**(3,935)**	**(5,851)**	**(10,675)**	**(26,518)**
Net present values	**47,247**	**35,252**	**45,322**	**27,646**	**155,467**

Notes to the consolidated financial statements continued

20 Lease liabilities continued

At 30 April 2025	<1 year £000	1-2 years £000	2-5 years £000	>5 years £000	Total £000
Lease payments:					
Total lease payments	44,230	30,726	46,125	37,954	159,035
Finance charges:					
Total finance charges	(4,723)	(3,093)	(4,466)	(8,773)	(21,055)
Net present values	39,507	27,633	41,659	29,181	137,980

The total cash outflow for leases was £58,695,000 (2025: £65,812,000) which includes principal element of lease payments and interest arising on lease obligations.

Lease payments not recognised as a liability

The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less). Expenses of £12,827,000 were recognised in the year (2025: £6,622,000) on a straight-line basis over the lease term.

The Group has elected not to recognise a lease liability for leases of low value assets of £5,000 or less over the lease term. Expenses of £1,429,000 were recognised in the year (2025: £1,526,000) on a straight-line basis over the lease term.

As lessor

The revenue of the Group is principally generated from the hire of vehicles under operating lease arrangements. For the majority of vehicles hired, there is no minimum contracted rental period. The revenue of the Group under these arrangements is as shown in the consolidated income statement. There are no contingent rentals recognised in income.

21 Derivative financial instruments

Interest rate derivatives

The Group's derivative financial instruments at the balance sheet date comprise of interest rate swaps. The net estimated fair values are as follows:

	2026 £000	2025 £000
Interest rate derivatives	**33**	–
They are represented in the balance sheet as follows:		
Current derivative financial instrument asset	**39**	–
Current derivative financial instrument liability	**(6)**	–

The Group's exposure to interest fluctuations on its borrowings is managed using fixed-rate instruments and interest rate derivatives. These derivatives are also used to manage the Group's desired mixed of fixed and floating rate debt. The policy is to fix a substantial element of the interest cost on outstanding debt. The interest rate derivatives to which the Group was party as at 30 April 2026 are summarised as below:

	Total nominal values	Weighted average fixed-contract net pay rates	Weighted average remaining life (years)
Euro interest rate swap	€100,000,000	1.8%	0.2
GBP interest rate swap	£75,000,000	3.8%	0.2

Notes to the consolidated financial statements continued

21 Derivative financial instruments continued

Net investment hedges

The Group manages its exposure to currency fluctuations on retranslation of the balance sheets of those subsidiary undertakings whose functional currency is in Euros by maintaining a proportion of its borrowings in the same currency. The hedging objective is to reduce the risk of spot retranslation of the Euro subsidiaries from Euros to Sterling at each reporting date.

At 30 April 2026, the nominal amount attributable to the hedging instrument equated to £679,140,000 (2025: £622,666,000). Exchange differences arising on the borrowings and net investment hedges have been recognised directly within equity along with the exchange differences on retranslation of the net assets of the Euro subsidiaries. The hedges are considered highly effective in the current and prior year.

22 Deferred tax

The following are the major deferred tax liabilities and (assets) recognised by the Group and movements thereon during the current and prior year:

	Accelerated capital allowances £000	Revaluation of buildings £000	Share based payments £000	Intangible assets £000	Losses £000	Other temporary differences £000	Total £000
At 1 May 2024	24,671	342	(2,569)	27,790	(76)	(2,429)	47,729
(Credit) charge to the income statement	(4)	–	286	(4,447)	70	(362)	(4,457)
Credit to equity	–	–	(862)	–	–	(26)	(888)
Exchange differences	24	(1)	–	–	–	(1)	22
At 30 April 2025 and 1 May 2025	24,691	341	(3,145)	23,343	(6)	(2,818)	42,406
Charge (credit) to the income statement	12,372	–	(626)	(4,075)	–	12	7,683
Charge to equity	–	–	146	–	–	8	154
Exchange differences	20	6	–	–	–	(41)	(15)
At 30 April 2026	**37,083**	**347**	**(3,625)**	**19,268**	**(6)**	**(2,839)**	**50,228**

Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to do so. The analysis of the deferred tax balances after offset is as follows:

	Total £000
At 30 April 2026	
Deferred tax assets	–
Deferred tax liabilities	**50,228**
Net deferred tax liabilities	**50,228**
At 30 April 2025	
Deferred tax assets	(1,095)
Deferred tax liabilities	43,501
Net deferred tax liabilities	42,406

There are no unrecognised deferred tax assets in the current or prior year.

Notes to the consolidated financial statements continued

23 Share capital

Called-up share capital, allotted and fully paid:

	30 April 2026 No. of shares	30 April 2025 No. of shares	30 April 2026 £000	30 April 2025 £000
Opening ordinary share capital	**246,091,423**	246,091,423	**123,046**	123,046
Cancellation of treasury shares	**(10,000,000)**	–	**(5,000)**	–
Closing ordinary share capital	**236,091,423**	246,091,423	**118,046**	123,046

The Group has one class of ordinary shares with a par value of 50p. On 1 May 2025, the Group cancelled 10,000,000 ordinary shares of 50p each which were held in treasury.

24 Share premium account

	£000
At 1 May 2024, 30 April 2025 and at 30 April 2026	**113,510**

25 Treasury shares and own shares reserve

Movements on the treasury shares reserve and own shares reserve are shown in the consolidated statements of changes in equity, which can be seen on page 129. Further information on these reserves is given below:

Treasury shares reserve

The reserve for the Company's treasury shares comprises the cost of the Company's shares held by the Group. Following the cancellation of treasury shares detailed in Note 23, as at 30 April 2026, the Group held 7,252,974 of the Company's shares (2025: 20,252,974). The total number of shares held in treasury represents 3.1% (2025: 8.2%) of the allotted and fully paid share capital of the Group.

Own shares reserve

The own shares reserve represents shares held by employee trusts in order to meet commitments under the Group's various share schemes (Note 28). At 30 April 2026, the Guernsey Trust held 2,201,003 (2025: 1,101,002) 50p ordinary shares and the YBS Trust held 74,173 (2025: 182,812) 50p ordinary shares. The total number of shares held by these employee trusts represents 1.0% (2025: 0.5%) of the allotted and fully paid share capital of the Group.

The results of the trusts are consolidated into the results of the Group in accordance with IFRS 10 'Consolidated Financial Statements'.

26 Translation reserve and other reserves

Translation

The translation reserve represents the aggregate of the cumulative exchange differences arising from the retranslation of the balance sheets of the Euro-based subsidiary undertakings and the cumulative exchange differences arising from long-term borrowings held as hedges.

The management of the Group's foreign exchange translation risks is detailed in Note 19.

	£000
At 1 May 2024	(6,759)
Exchange differences recognised in total comprehensive income	(446)
30 April 2025	(7,205)
Exchange differences recognised in total comprehensive income	2,407
30 April 2026	**(4,798)**

Notes to the consolidated financial statements continued

26 Translation reserve and other reserves continued

Other reserves

	Capital redemption reserve £000	Revaluation reserve £000	Merger reserve £000	Hedging reserve £000	Other reserve £000	Total other reserves £000
At 1 May 2024	40	1,122	67,463	78	261,831	330,534
Foreign exchange differences	–	(2)	–	–	–	(2)
Other comprehensive (expense)	–	–	–	(78)	–	(78)
At 30 April 2025	40	1,120	67,463	–	261,831	330,454
Shares cancelled	5,000	–	–	–	–	5,000
Foreign exchange differences	–	16	–	–	–	16
Other comprehensive income	–	–	–	25	–	25
At 30 April 2026	**5,040**	**1,136**	**67,463**	**25**	**261,831**	**335,495**

Merger reserve

The merger reserve arose from acquisitions in previous years.

Hedging reserve

The hedging reserve represents the cumulative amounts of changes in fair values of hedged interest rate derivatives that are deferred in equity, as explained in Notes 2 and 21, less amounts transferred to the consolidated income statement and other components of equity.

Other reserve

The other reserve represents the excess of the share price on the date of acquisition of Redde plc, 282p over the nominal share price of 50p. The share premium represents the excess of the share price of 251p at the time of the sale of these shares over the nominal share price of 50p. The Company has recorded the premium for the issue of shares for this acquisition in other reserves in accordance with Section 612 of the Companies Act 2006 in respect of merger relief.

Notes to the consolidated financial statements continued

27 Exceptional items

Exceptional items are recognised in the income statement as follows:

	2026 £000	2025 £000
Exceptional administrative expenses: impairment of trade receivables	**3,282**	3,006
Exceptional administrative expenses: other operating costs	**23,564**	17,617
Exceptional administrative expenses	**26,846**	20,623

Exceptional administrative expenses by financial statement line item are as follows:

	2026 £000	2025 £000
Impairment of goodwill (Note 11)	**–**	4,012
Impairment of property, plant and equipment (Note 13)	**1,961**	1,043
Impairment of interest in associates (Note 14)	**–**	4,196
Impairment of inventories (Note 15)	**1,039**	–
Impairment of trade receivables (Note 16)	**3,282**	3,006
Impairment of other receivables and prepayments (Note 16)	**16,737**	3,598
Adjustments to provisions (Note 18)	**2,468**	977
Exceptional administrative expenses: other operating costs (Note 5)	**1,359**	3,791
Exceptional administrative expenses	**26,846**	20,623

Exceptional administrative expenses by nature of expense comprise the following:

	2026 £000	2025 £000
Impairment of goodwill	**–**	4,012
NewLaw strategy	**22,280**	12,820
ChargedEV strategy	**3,364**	–
Other exceptional operating costs	**1,202**	3,791
Exceptional administrative expenses	**26,846**	20,623
Total exceptional items included within EBIT	**26,846**	20,623
Total pre-tax exceptional items	**26,846**	20,623
Tax credits relating to exceptional items	**(6,712)**	(3,104)
Cash expenses	**1,293**	3,791
Non-cash expenses	**25,553**	16,832
Total pre-tax exceptional items	**26,846**	20,623

Notes to the consolidated financial statements continued

27 Exceptional items continued

Exceptional items recognised in the prior year

In the prior year total exceptional items of £20,623,000 were recognised including £4,012,000 impairment of goodwill, £12,820,000 relating to the decision to exit the personal injury market through NewLaw and £3,791,000 relating to restructuring of the Group's UK operations. For further details regarding prior year exceptionals refer to the 2025 Annual Report and Accounts.

NewLaw Strategy

Following the strategic decision made in the prior year to exit the personal injury market, the Group has been managing the run-off of existing legal cases and post year-end signed an outsourcing agreement for the remaining PI claims book with a third-party specialist. A re-assessment of the expected success of and recoverability of those cases and the costs required to complete has resulted in costs totalling £22,280,000 being recognised in the year including impairments of property plant and equipment of £1,625,000, impairments of trade and other receivables of £19,097,000 and other costs of £1,559,000.

ChargedEV Strategy

A decision was made in the year to close the Group's business ChargedEV. Exceptional costs of £3,364,000 have been recognised related to the closure including £336,000 impairments of property, plant and equipment, £1,039,000 impairments of inventories, £922,000 impairments of trade and other receivables and £1,067,000 of other costs.

Other exceptional operating costs

Restructuring costs of £1,202,000 relate to a restructuring plan to further simplify the Group's business across the UK of which £570,000 arose in Claims & Services and £632,000 in UK&I Rental.

Other costs not classified as exceptional items but excluded from underlying results

Amortisation of acquired intangible assets

Amortisation of acquired intangible assets of £17,319,000 (2025: £18,319,000) is not classified as an exceptional item as it is recurring. However, it is excluded from underlying results in order to provide a better comparison of results between periods as the Group grows through a combination of organic and inorganic growth. The revenue and operating costs of these acquisitions are included within underlying results. Amortisation of intangible assets of £1,513,000 (2025: £1,493,000) which do not relate to acquisitions is included within underlying profit.

Depreciation rate changes

The Group has adjusted the depreciation rates from 1 May 2022 on vehicles remaining on the fleet which were purchased before FY2021. This adjustment is explained further in the financial review on pages 34 to 41. The depreciation adjustment is a debit to the consolidated income statement of £13,947,000 (2025: debit of £26,481,000). This adjustment is not classified as an exceptional item, however, it is excluded from underlying results in order to provide a better comparison of results between periods.

Notes to the consolidated financial statements continued

28 Share based payments

The Group and Company's share incentive plans are as follows:

VCP

During the year, the Group introduced a VCP for senior employees including Executive Directors and other members of the Executive Committee. In accordance with the plan rules, participants are eligible for a share in a pool of excess shareholder value created over a three-year performance period from 1 May 2025 to 30 April 2028. If the share price at the end of the performance period (plus accumulated dividends) is between the threshold hurdle of £5.21 and maximum cap of £8.00, any VCP pool value will be converted into Company shares which will normally be subject to a two-year holding period.

The estimate of the fair value at grant date has been calculated using Black Scholes models to determine the fair value at grant date at the 'maximum cap' price less the fair value grant date at the 'threshold hurdle' price.

	VCP at hurdle 2026	VCP at cap 2026
Share price at grant	£3.40	£3.40
Date options granted during the year	Oct 2025	Oct 2025
The inputs into the Black-Scholes model were as follows:		
Expected share price at end of performance period	£5.21	£8.00
Expected exercise price	£nil	£nil
Expected volatility	40.5%	40.5%
Expected life	3 years	3 years
Risk-free rate	3.8%	3.8%
Expected dividends	0.0%	0.0%

The estimated fair value of awards granted under the scheme is £6,882,000 which is charged to the income statement over the three-year performance period. The Group recognised an expense of £1,147,000 (2025: £nil) in the income statement during the year relating to these awards.

DABP

The DABP is closed for new awards. Remaining options are all fully vested and are exercisable until 10 years after the date of grant. Options are nil-cost options to be settled in equity.

Free shares

The Board makes discretionary awards of free shares to eligible employees. Employees must remain in employment of the Group during the vesting period of three years in order to receive free shares. Free shares are settled in equity.

EPSP

EPSP awards have a three-year vesting period from the date of grant and the level of vesting is determined against certain market and non-market based performance conditions. After vesting, options are exercisable until 10 years after the date of grant. Options are nil-cost options to be settled in equity.

Notes to the consolidated financial statements continued

28 Share based payments continued

SAYE

The SAYE has a three-year savings period where employees save at an agreed rate. At the end of the savings period, employees can choose to exercise options for equity or withdraw their savings. Options granted under the SAYE have exercise prices ranging from £2.64 to £3.45. Options can be exercised and settled in equity up to six months following the end of the relevant savings period.

Details regarding the plans in the year ended 30 April 2026 are outlined below:

	DABP Number of share options	Number of free shares	EPSP Number of share options	SAYE Number of share options
At 1 May 2025	8,067	2,395,767	2,336,432	2,775,620
Granted during the year	–	962,660	661,748	1,500,568
Exercised during the year	(5,224)	–	(418,442)	–
Vested during the year	–	(590,018)	–	(976,924)
Forfeited/lapsed during the year	(1,173)	(266,517)	(307,068)	(469,701)
At 30 April 2026	**1,670**	**2,501,892**	**2,272,670**	**2,829,563**
Exercisable at the end of the year	1,670	–	59,657	–

	DABP 2026	Free shares 2026	EPSP 2026	SAYE 2026
Weighted average remaining contractual life at the end of the year	**1.2 years**	**1.5 years**	**8.3 years**	**1.6 years**
Weighted average share price at the date of exercise of options in the year	**£3.52**	**£3.90**	**£3.44**	**£3.23**
Date options granted during the year		**Dec 2025**	**Jul 2025**	**Aug 2025**
Aggregate estimated fair-value of options at the date of grant		**£2,179,000**	**£1,730,000**	**£1,040,000**
The inputs into the Black-Scholes/Monte Carlo model were as follows:				
Weighted average share price		**£3.92**	**£3.44**	**£3.37**
Weighted average exercise price		**£nil**	**£nil**	**£2.74**
Expected volatility		**43.1%**	**44.4%**	**46.4%**
Expected life		**3 years**	**3 years**	**3 years**
Risk-free rate		**3.9%**	**4.0%**	**4.0%**
Expected dividends		**8.2%**	**7.8%**	**8.0%**

Expected volatility was determined by calculating the historical volatility of the Group's share price over the previous three years.

Notes to the consolidated financial statements continued

28 Share based payments continued

SAYE continued

Details regarding the plans in the year ended 30 April 2025 are outlined below:

	DABP Number of share options	Number of free shares	EPSP Number of share options	SAYE Number of share options
At 1 May 2024	13,171	1,737,033	2,708,133	2,195,907
Granted during the year	–	947,818	1,152,944	1,093,211
Exercised during the year	(5,104)	–	(773,052)	–
Vested during the year	–	(5,748)	–	(106,040)
Forfeited/lapsed during the year	–	(283,336)	(751,593)	(407,458)
At 30 April 2025	8,067	2,395,767	2,336,432	2,775,620
Exercisable at the end of the year	8,067	–	32,726	–

	DABP 2025	Free shares 2025	EPSP 2025	SAYE 2025
Weighted average remaining contractual life at the end of the year	1.0 years	1.5 years	7.3 years	1.4 years
Weighted average share price at the date of exercise of options in the year	£4.28	£3.63	£3.89	£4.03
Date options granted during the year		Aug 2024	Jul 2024	Aug 2024
Aggregate estimated fair-value of options at the date of grant		£2,180,000	£3,083,000	£875,000
The inputs into the Black-Scholes/Monte Carlo model were as follows:				
Weighted average share price		£4.07	£4.25	£4.00
Weighted average exercise price		£nil	£nil	£3.45
Expected volatility		45.3%	45.5%	45.4%
Expected life		3 years	3 years	3 years
Risk-free rate		3.7%	3.9%	3.7%
Expected dividends		7.1%	7.2%	7.1%

In addition, 80,440 options were awarded in the year under the EAB (2025: 74,369 options). These all vested immediately as there were no ongoing performance or service obligations and were valued based on the share price at the grant date for each grant. The shares will normally be held in trust for the required three-year holding period.

Notes to the consolidated financial statements continued

29 Financial instruments

The following disclosures and analysis relate to the Group's financial instruments.

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, which includes the borrowings disclosed in Note 19, cash and cash equivalents and equity attributable to equity holders of the Parent, comprising issued share capital, reserves and retained earnings as disclosed in Notes 23 to 26.

Foreign currency risk management

The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise.

Net investment hedges

The Group manages its exposure to currency fluctuations on retranslation of the balance sheets of those subsidiary undertakings whose functional currency is in Euros by maintaining a proportion of its borrowings in the same currency. The hedging objective is to reduce the risk of spot retranslation of the Euro subsidiaries from Euros to Sterling at each reporting date. Exchange differences arising on the borrowings and net investment hedges have been recognised directly within equity along with the exchange differences on retranslation of the net assets of the Euro subsidiaries.

The hedges are considered highly effective in the current and prior year.

Foreign currency sensitivity analysis

During the year, the Group has been exposed to movements in the exchange rate between Euro and Sterling, where Sterling is the functional currency of the Group.

The following tables detail the Group's sensitivity to a €0.20 (2025: €0.20) increase and decrease in the Euro/Sterling exchange rate.

A €0.20 (2025: €0.20) movement in the rate in either direction is management's assessment of the reasonably possible change in foreign exchange rates in the near-term. The sensitivity analysis only includes any outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a €0.20 (2025: €0.20) change in foreign currency rates.

2026	**As stated in Annual Report and financial statements £000**	**As would be stated if €0.20 increase £000**	**As would be stated if €0.20 decrease £000**
Profit before taxation	**101,996**	**92,418**	**115,596**
Total equity	**1,090,687**	**1,064,876**	**1,133,912**

2025	As stated in Annual Report and financial statements £000	As would be stated if €0.20 increase £000	As would be stated if €0.20 decrease £000
Profit before taxation	101,468	91,177	115,910
Total equity	1,063,157	1,045,364	1,088,257

Interest rate risk management

The Group is exposed to interest rate risk, as entities within the Group borrow funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings and by the use of interest rate swap contracts if necessary. Hedging activities are reviewed regularly to align with interest rate views and defined risk appetite, ensuring optimal hedging strategies are applied.

The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this Note.

Notes to the consolidated financial statements continued

29 Financial instruments continued

Interest rate sensitivity analysis

The sensitivity analysis below have been determined on the exposure to interest rates for floating rate liabilities and related derivatives. For the floating rate liabilities, the analysis is prepared on the basis of both the average liability outstanding over the year and the average rate applicable for the year. In all instances it is assumed that any derivatives designated in hedging relationships are 100% effective.

A 1.0% (2025: 1.0%) increase or decrease has been used in the analysis and represents management's best estimate of a reasonably possible change in interest rates in the near-term.

2026	As stated in Annual Report and financial statements £000	As would be stated if 1.0% increase £000	As would be stated if 1.0% decrease £000
Profit before taxation	101,996	99,979	104,014
Total equity	1,090,687	1,091,901	1,094,927

2025	As stated in Annual Report and financial statements £000	As would be stated if 1.0% increase £000	As would be stated if 1.0% decrease £000
Profit before taxation	101,468	98,835	104,102
Total equity	1,063,157	1,061,182	1,065,132

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Directors who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities. Included in Note 19 is a description of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risk.

Liquidity and interest risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. All interest cash flows and the weighted average effective interest rate have been calculated using interest rate conditions prevailing at the balance sheet date.

Group 2026	Weighted average effective interest rate	<1 year £000	2nd year £000	3–5 years £000	>5 years £000	Total £000
Non-interest bearing	–	237,137	–	–	–	237,137
Fixed interest rate instruments	2.35%	11,533	141,470	179,658	226,616	559,277
Variable interest rate instruments	4.76%	36,819	45,327	328,384	–	410,530
		285,489	186,797	508,042	226,616	1,206,944

Group 2025	Weighted average effective interest rate	<1 year £000	2nd year £000	3–5 years £000	>5 years £000	Total £000
Non-interest bearing	–	240,872	–	–	–	240,872
Fixed interest rate instruments	2.35%	11,340	11,340	307,996	230,597	561,273
Variable interest rate instruments	4.64%	25,700	27,709	205,690	–	259,099
		277,912	39,049	513,686	230,597	1,061,244

Notes to the consolidated financial statements continued

29 Financial instruments continued

Fair value of financial instruments

The Group is required to analyse financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (i.e. prices) or indirectly (i.e. derived from prices)
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs)

All the financial instruments below are categorised as Level 2. The fair values of financial assets and financial liabilities are determined as follows:

- Derivative financial instruments are measured at the present value of future cash flows estimated and discounted based on applicable yield curves derived from quoted interest rates
- The fair values of other non-derivative financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis

The carrying amounts of financial assets and financial liabilities are recorded at amortised cost, except for derivatives which are held at fair value. For the majority of borrowings, the fair values are not materially different from their carrying amounts, since either the interest rate payable on those borrowings is close to current market rates or the borrowings are of a short-term nature. The only borrowings which have been assessed as having a material difference are loan notes which have carrying value of £489,432,000 (Note 19) and an estimated fair value of £459,684,000. The fair value has been calculated based on discounted cash flows using a comparable current borrowing rate. They are classed as level three fair-value measurements due to the use of unobservable inputs, including credit risk.

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

Cash and bank balances of £23,479,000 (2025: £33,738,000) include £22,029,000 (2025: £33,522,000) held under a pooled overdraft arrangement with the same banking institution which has a right of set-off but where the balances are not net settled. Bank overdrafts of £22,972,000 (2025: £37,608,000) were available to offset against bank balances under this agreement, therefore the residual credit risk exposure was £507,000 (2025: £Nil). Credit risk is managed by only holding material deposits with banks and other institutions meeting required standards as assessed normally by reference to major credit agencies. Group credit exposure for material deposits is limited to banks individually which maintain an A rating.

The Group's credit risk is primarily attributable to its trade receivables. The trade receivables amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made using the simplified model applicable to trade receivables as per IFRS 9.

	2026 £000	2025 £000
Trade receivables		
Trade receivables (maximum exposure to credit risk)	**128,386**	147,598
Allowance for doubtful receivables	**(24,087)**	(28,429)
	104,299	119,169
Ageing of trade receivables not impaired		
Not overdue	**77,290**	87,521
Past due not more than two months	**14,356**	14,594
Past due more than two months but not more than four months	**3,676**	5,734
Past due more than four months but not more than six months	**8,977**	11,320
Total	**104,299**	119,169

Before accepting any new customers, the Group will perform credit analysis to assess the credit risk on an individual basis. This enables the Group only to deal with creditworthy customers, therefore reducing the risk of financial loss from defaults. Of the trade receivables balance at the end of the year, £3,997,000 (2025: £4,205,000) is due from the Group's largest customer. There are no customers which represent more than 5% of the total balance of trade receivables.

Notes to the consolidated financial statements continued

29 Financial instruments continued

Credit risk management continued

The Group has no significant concentration of credit risk as trade receivables consist of a large number of customers, spread across diverse industries and geographical areas in the UK, Ireland and Spain.

	2026 £000	2025 £000
Movement in the allowance for doubtful receivables		
At 1 May	**28,429**	24,219
Impairment losses recognised	**14,471**	15,838
Amounts written off as uncollectable	**(14,209)**	(7,157)
Impaired losses reversed	**(4,882)**	(4,415)
Exchange differences	**278**	(56)
At 30 April	**24,087**	28,429

Net impairment of trade receivables for the year ended 30 April 2026 totalled £9,589,000. This comprises of £6,307,000 (2025: £8,417,000) in underlying results and £3,282,000 (2025: £3,006,000) recognised as an exceptional item in the year (Note 27). In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and mainly unrelated. Accordingly, the Directors believe that there is no further credit provision required in excess of the allowance for doubtful receivables.

Included in the allowance for doubtful receivables are trade receivables with customers which have been placed under liquidation of £175,000 (2025: £204,000).

	2026 £000	2025 £000
Ageing of impaired trade receivables		
Not overdue	**1,069**	3,963
Past due not more than two months	**1,156**	1,051
Past due more than two months but not more than four months	**3,394**	3,317
Past due more than four months but not more than six months	**942**	998
Past due more than six months	**17,526**	19,100
	24,087	28,429

The Directors consider that the carrying amount of receivables and contract assets approximates their fair value.

Notes to the consolidated financial statements continued

30 Related party transactions

Transactions with subsidiaries

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this Note. Transactions between ZIGUP plc and its subsidiaries are fully disclosed in the Company's financial statements on page 186.

Transactions with associates

Details of the Group's interests in associates, which are regarded as related parties, are provided in Note 14. The Group made sales and recharges of expenses to these associates amounting to £2,875,000 (2025: £4,983,000) and made purchases of £260,000 (2025: £204,000) from those associates. At the year end, the Group was owed £532,000 (2025: £320,000) by these associates, included in trade receivables.

Transactions with other related parties

There were no transactions with other related parties in the current or prior year.

Remuneration of key management personnel

In the current and prior year, the Directors of the Company are determined to be the key management personnel of the Group. There are other senior managers in the Group who are able to influence the Company in the achievement of its goals. However, in the opinion of the Directors, only the Directors of the Company have significant authority for planning, directing and controlling the activities of the Group.

In respect of the compensation of key management personnel, the short term employee benefits, post-employment (pension) benefits, termination benefits and details of share options granted are set out in the Remuneration Report on pages 94 to 109.

The fair value charged to the income statement in respect of equity settled share based payment transactions with the Directors is £1,215,000 (2025: £601,000). There are no other long-term benefits accruing to key management personnel, other than as set out in the Remuneration report.

Notes to the consolidated financial statements continued

31 Investments

At 30 April 2026, a full list of subsidiaries of the Group, for all of which the ordinary shares were wholly owned, was as follows:

Name	Company number+	Registered office
Angel Assistance Limited*^	03902646	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Cab Aid Limited*^	05013600	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Car Monster Limited*^	03217696	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Charged Electric Vehicles Limited*^	12702971	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
FMG Finance Limited*^	09347579	Broad Lea House, Dyson Wood Way, Bradley, Huddersfield, West Yorkshire, HD2 1GZ
FMG Group Holdings Limited*^	09341508	Broad Lea House, Dyson Wood Way, Bradley, Huddersfield, West Yorkshire, HD2 1GZ
FMG Legal LLP*^	OC378834	Helmont House, Churchill Way, Cardiff, CF10 2HE
FMG Repair Services Limited*	05120241	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
FMG Support (FIM) Ltd*^	02658067	Broad Lea House, Dyson Wood Way, Bradley, Huddersfield, West Yorkshire, HD2 1GZ
F M G Support (HO) Limited*^	03576057	Broad Lea House, Dyson Wood Way, Bradley, Huddersfield, West Yorkshire, HD2 1GZ
FMG Support (RRRM) Limited*^	02762997	Broad Lea House, Dyson Wood Way, Bradley, Huddersfield, West Yorkshire, HD2 1GZ
FMG Support Group Limited*^	06489429	Broad Lea House, Dyson Wood Way, Bradley, Huddersfield, West Yorkshire, HD2 1GZ
FMG Support Ltd*^	03813859	Broad Lea House, Dyson Wood Way, Bradley, Huddersfield, West Yorkshire, HD2 1GZ
Goode Durrant Administration Limited*^	00059051	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
GRG Public Resources Limited*^	02946432	Broad Lea House, Dyson Wood Way, Bradley, Huddersfield, West Yorkshire, HD2 1GZ
Helphire EBT Trustee Limited*^	03852243	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Moco Claims and Services Limited^	03120010	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Moco Group Limited*^	09713395	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
NewLaw Legal Limited*	07200038	Helmont House, Churchill Way, Cardiff, CF10 2HE
NewLaw Trustees Limited*^	08702402	Helmont House, Churchill Way, Cardiff, CF10 2HE
NG Finance Limited*	00545062 (Ireland)	6th Floor, South Bank House, Barrow Street, Dublin 4, Ireland
Northgate (CB) Limited*^	07233528	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Northgate (CB2) Limited*^	07983969	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Northgate (Europe) Limited^	05932194	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Northgate España Renting Flexible S.A.*	(CIF) A-28659423 (Spain)	Av. de Bruselas 20, 28108 Alcobendas, Madrid, Spain
Northgate Fleet Services Limited (formerly Auxillis Services Limited)*>	02686430	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Northgate Highways Limited (formerly Blakedale Limited)*^	03045741	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Northgate Insurance Services Limited (formerly Auxillis Limited)*^>	02948256	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Northgate Mobility Limited (formerly HAS Accident Management Solutions Limited)*^	03198299	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Northgate Temperature Controlled Limited (formerly Fridgexpress (UK) Limited)^*	06554050	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Northgate Vehicle Hire (Ireland) Limited*	00333586 (Ireland)	6th Floor, South Bank House, Barrow Street, Dublin 4, Ireland
Northgate Vehicle Hire Limited	01434157	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Northgate Vehicle Sales Limited*^	02337128	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
Principia Law Limited*	08305964	Greystone House, Rudheath Way, Northwich, CW9 7LL
Recovery Management Services Limited*^	02948091	Broad Lea House, Dyson Wood Way, Bradley, Huddersfield, West Yorkshire, HD2 1GZ
Total Accident Management Limited*^	03156157	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ
ZIGUP Corporate Services Limited (formerly Northgate Holdings Limited)^	12366193	Northgate Centre, Lingfield Way, Darlington, DL1 4PZ

* Interest held indirectly by the Company.

^ The members of the Company have elected to take the exemption from audit available under S479A of the Companies Act 2006 relating to subsidiary companies for the year ended 30 April 2026. A guarantee has been or will be provided by ZIGUP plc as the ultimate Parent Company.

\+ UK registered unless stated otherwise.

> On 1 July 2026 Auxillis Services Limited changed its name to Northgate Fleet Services Limited and Auxillis Limited changed its name to Northgate Insurance Services Limited.

Company balance sheet
As at 30 April 2026

	Note	2026 £000	2025 £000
Non-current assets			
Investments	5	**458,330**	454,294
Deferred tax assets	6	**3,701**	3,229
Total non-current assets		**462,031**	457,523
Current assets			
Receivables and contract assets	7	**1,256,517**	1,176,765
Derivative financial instrument assets		**39**	–
Cash and bank balances		**20,037**	27,414
Total current assets		**1,276,593**	1,204,179
Total assets		**1,738,624**	1,661,702
Current liabilities			
Trade and other payables	8	**172,722**	210,770
Derivative financial instrument liabilities		**6**	–
Income tax liability		**2,549**	–
Borrowings	9	**3,008**	6,603
Total current liabilities		**178,285**	217,373
Net current assets		**1,098,308**	986,806
Non-current liabilities			
Income tax liability		**3,004**	2,549
Borrowings	9	**759,153**	634,822
Total non-current liabilities		**762,157**	637,371
Total liabilities		**940,442**	854,744
Net assets		**798,182**	806,958
Equity			
Share capital	10	**118,046**	123,046
Share premium account	11	**113,510**	113,510
Treasury shares reserve	12	**(26,483)**	(72,820)
Other reserves	13	**330,054**	325,030
Retained earnings			
At 1 May		**318,192**	248,523
Profit for the financial year		**34,176**	124,158
Dividends paid		**(59,512)**	(59,042)
Other changes in retained earnings		**(29,801)**	4,553
At 30 April		**263,055**	318,192
Total equity		**798,182**	806,958

The financial statements on pages 175 to 186 were approved by the Board of Directors on 7 July 2026 and signed on its behalf by:

Rachel Coulson
Chief Financial Officer

Company statement of changes in equity
For the year ended 30 April 2026

	Share capital and share premium[1] £000	Treasury shares reserve[2] £000	Other reserves[3] £000	Retained earnings £000	Total £000
Total equity at 1 May 2024	236,556	(67,488)	325,108	248,523	742,699
Group share options fair value charge	–	–	–	3,691	3,691
Purchase of treasury shares	–	(5,332)	–	–	(5,332)
Dividends paid	–	–	–	(59,042)	(59,042)
Deferred tax on share based payments recognised in equity	–	–	–	862	862
Total comprehensive income	–	–	(78)	124,158	124,080
Total equity at 30 April 2025 and 1 May 2025	236,556	(72,820)	325,030	318,192	806,958
Group share options fair value charge	–	–	–	5,989	5,989
Sale of shares to employee share trust	–	10,693	–	–	10,693
Shares cancelled in the year[4]	(5,000)	35,644	5,000	(35,644)	–
Dividends paid	–	–	–	(59,512)	(59,512)
Deferred tax on share based payments recognised in equity	–	–	–	(146)	(146)
Total comprehensive income	–	–	24	34,176	34,200
Total equity at 30 April 2026	**231,556**	**(26,483)**	**330,054**	**263,055**	**798,182**

1 Further details can be found within Notes 10 and 11.

2 Further details can be found within Note 12.

3 Other reserves comprise the other reserve, capital redemption reserve, hedging reserve and merger reserve, further details on Other reserves can be found within Note 13.

4 During the year, the Group cancelled 10,000,000 ordinary shares that were being held as treasury shares. Share capital has been reduced by the nominal value of these shares of £5,000,000, and a corresponding amount has been credited to the capital redemption reserve. £35,644,000 has been transferred from treasury shares reserve to retained earnings to account for the price paid for the shares when they were originally credited to treasury shares. This value has been calculated on a weighted average basis.

Notes to the Company financial statements

1 General information

Basis of preparation

ZIGUP plc is a public company limited by shares incorporated and domiciled in the United Kingdom under the Companies Act 2006. The ZIGUP plc Company balance sheet, Statement of changes in equity and related notes have been prepared in accordance with the Companies Act 2006 as applicable to companies using Financial Reporting Standard 101 Reduced Disclosure Framework, which applies the recognition and measurement bases of IFRS with reduced disclosure requirements. The financial information has been prepared on an historical cost basis except for the revaluation of certain financial instruments.

The financial statements have been prepared on a going concern basis. The functional currency of the Company and the presentation currency adopted is Sterling.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share based payment' (details of the number and weighted-average exercise prices of share options and how the fair value of goods or services received was determined)
- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair-value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:

  i. paragraph 79(a)(iv) of IAS 1, 'Presentation of financial statements'

  ii. paragraph 73(e) of IAS 16, 'Property, plant, and equipment'

  iii. paragraph 118(e) of IAS 38, Intangible assets (reconciliations between the carrying amount at the beginning and end of the period)

  The following paragraphs of IAS 1, 'Presentation of financial statements':

  i. 10(d), (statement of cash flows)

  ii. 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements)

  iii. 16 (statement of compliance with all IFRS)

  iv. 38A (requirement for minimum of two primary statements, including cash flow statements)

  v. 38B-D (additional comparative information)

  vi. 40A-D (requirements for a third statement of financial position)

  vii. 111 (cash flow statement information), and

  viii. 134-136 (capital management disclosures)

- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosure' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group. All of the Company's intercompany transactions and balances are with wholly-owned subsidiaries of the Group.

As permitted by section 408 of the Companies Act 2006, the income statement account of the Company is not presented as part of these financial statements. The profit after tax for the year of the Company amounted to £34,176,000 (2025: £124,158,000).

Notes to the Company financial statements continued

2 Material accounting policies of the Company

A summary of the material accounting policies is set out below. These accounting policies have been applied consistently.

Currency translation

The Company's functional currency is Sterling. Transactions in currencies other than the functional currency are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities, including amounts due from or to subsidiaries, denominated in currencies other than the functional currency (being Sterling) are retranslated at year end exchange rates. Gains and losses on retranslation are included in the net income statement for the year.

Income recognition

Dividends proposed by subsidiaries are recognised as income by the Company when they represent a present obligation of the subsidiaries, in the period in which they are formally approved for payment.

Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividends payable

Dividends proposed are recognised when they represent a present obligation, in the period in which they are formally approved for payment. Accordingly, an interim dividend is recognised when paid and a final dividend is recognised when approved by the Board of Directors.

Investments in subsidiaries

Investments in subsidiaries represent equity holdings in subsidiaries and long-term amounts owed by subsidiaries. Such investments are valued at cost less any impairment provisions. Investments relating to equity holdings in subsidiaries are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable; the recoverable amount of the investment is the higher of fair value less costs of disposal and value in use. Investments relating to long-term amounts owed by subsidiaries are reviewed to assess if a material expected credit loss provision is required in respect of these balances.

Liquid investments and cash and cash equivalents

Liquid investments represent highly liquid current asset investments such as term deposits and managed funds invested in high quality fixed income instruments. They do not meet the IAS 7 definition of cash and cash equivalents, normally because even if readily accessible, the underlying investments have an average maturity profile greater than 90 days from the date first entered into, or because they are held primarily for investment purposes rather than meeting short term cash commitments.

Cash and cash equivalents comprise cash on hand, deposits held on call with banks, highly liquid investments that are readily convertible into known amounts of cash, and which are subject to insignificant risk of changes in value and are held for the purpose of meeting short term cash commitments rather than for investment or other purposes. The cash balance is presented net of bank overdrafts which are repayable on demand. Cash and cash equivalents have a maturity period of 90 days or less.

Borrowings

Interest bearing loans and bank overdrafts are initially recorded at the proceeds received, net of direct issue costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis using the effective interest rate method.

Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Notes to the Company financial statements continued

2 Material accounting policies of the Company continued

Hedge accounting

The Group may use derivative financial instruments to hedge its exposure to interest and foreign exchange rate risks arising from operational, financing and investment activities. In accordance with its treasury policy, the Group does not hold nor issue derivative financial instruments for trading purposes.

Derivative financial instruments are stated at fair value. Any gain or loss on remeasurement to fair value is recognised immediately in the consolidated income statement except where derivatives qualify for hedge accounting, where recognition of the resultant gain or loss depends on the nature of the items being hedged.

The fair value of interest rate derivatives is the estimated amount that the Group would receive or pay to terminate the derivative at the balance sheet date, taking into account current interest rates and the current creditworthiness of the derivative counterparties.

Changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows are recognised in other comprehensive income and the ineffective portion is recognised in the consolidated income statement. Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to the income statement in the periods when the hedged item is recognised in the income statement, in the same line of the consolidated income statement as the recognised hedged item.

However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the consolidated income statement as they arise.

Hedge accounting for cash flow hedges is discontinued when the hedging instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to the consolidated income statement as a net profit or loss for the period.

Changes in the fair value of derivative financial instruments that are designated, and effective as net investment hedges are recognised directly in equity and the ineffective portion is recognised in the consolidated income statement. Exchange differences arising on the net investment hedges are transferred to the translation reserve.

No derivative assets and liabilities are offset.

Treasury shares

The Company makes open market purchases of its own shares in order to fund future investment. When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserve. The acquired shares are initially recognised at historical cost and then at each reporting date, adjustments are made to write down the carrying value of own shares when, in the opinion of the Directors, there is a significant market value reduction. Treasury shares are transferred to the own shares reserve at the weighted average cost of the purchase price paid for the shares.

Employee share schemes and share based payments

The Company issues equity settled awards to certain employees of the Group.

Equity settled employee schemes, including employee share options and deferred annual bonuses, provide employees with the option to acquire shares of the Company. Employee share options and deferred annual bonuses are generally subject to performance or service conditions.

The fair value of equity settled payments is measured at the date of grant and charged to the income statement over the period during which performance or service conditions are required to be met or immediately where no performance or service criteria exist. The fair value of equity settled payments granted is measured using the Black–Scholes or the Monte Carlo model. At the end of each reporting period, the Company revises its estimate of the number of options that are expected to vest based on the non-market vesting conditions and service conditions. It recognises the impact of the revision to the original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The Company also operates a share incentive plan under which employees each have the option to purchase an amount of shares annually and receive an equivalent number of free shares. The Company recognises the free shares as an expense evenly throughout the period over which the employees must remain in employment of the Company in order to receive the free shares.

The Company operates a share save scheme under which employees have the option to convert savings to shares at an agreed exercise price. The Company recognises the option value evenly over the savings period.

Notes to the Company financial statements continued

3 Significant accounting estimates and judgements

The Directors do not consider there to be critical accounting judgements or key sources of estimation uncertainty which could have a significant risk of causing a material adjustment to the carrying amounts of the Company's assets and liabilities within the next financial year. We have set out below the most significant judgements and estimates applied in the preparation of the Company's balance sheet.

The most significant accounting judgements relate to those made in performing impairment reviews as these are based on forward looking forecasts and future cash flows are discounted using discounts rates and growth rates which are inherently judgemental, to assess the carrying value of the Company's investments in subsidiaries and amounts due from subsidiary undertakings.

The most significant accounting estimate is whether a credit loss provision is required in respect of any of the Company's receivable balances. Over 99% of the receivable balances relate to intercompany balances, primarily with intermediary holding Companies which indirectly hold the Company's investments in the operating Companies of the Group. There is not considered to be any significant risk of a relevant overstatement of these carrying values. In assessing this, the Company has considered the cash and operating assets held by the relevant group Companies and the level of earnings generated by the Group's operations.

4 Staff costs

The average monthly number of employees was 38 (2025: 50), engaged in management and administrative activities.

	2026 £000	2025 £000
Wages and salaries	**7,008**	7,026
Social security costs	**1,368**	1,006
Other pension costs	**470**	514
Share based payments	**1,954**	418
Staff costs	**10,800**	8,964

The above employee figures include remuneration paid to Directors, details of which are set out in the Remuneration Report.

Share based payments

The Group's and Company's various share incentive plans are explained in the Remuneration report on pages 95 to 98 and in Note 28 of the Notes to the Group financial statements.

All options granted under the DABP, EPSP and EAB are nil-cost options. Options granted under the SAYE Scheme have exercise prices ranging from £2.64 to £3.45.

During the year, the Group introduced a VCP Value Creation Plan (VCP) for senior employees including Executive Directors and other members of the Executive Committee. In accordance with the plan rules, participants are eligible for a share in a pool of excess shareholder value created over a three-year performance period from 1 May 2025 to 30 April 2028. If the share price at the end of the performance period (plus accumulated dividends) is between the threshold hurdle of £5.21 and maximum cap of £8.00, any VCP pool value will be converted into Company shares which will normally be subject to a two-year holding period.

The Board makes discretionary awards of free shares to eligible employees. Employees must remain in employment of the Company during the vesting period of three years in order to receive the free shares.

The SAYE Scheme has a three-year savings period where employees save at an agreed rate. At the end of the savings period, employees can choose to either exercise options or withdraw their savings.

Notes to the Company financial statements continued

5 Investments

	Investment in subsidiary undertakings £000
Cost and carrying amount:	
At 1 May 2024	451,022
Capital contribution	3,272
At 30 April 2025 and 1 May 2025	454,294
Capital contribution	4,036
At 30 April 2026	**458,330**

Subsidiary holdings, included in the Group financial statements for the year ended 30 April 2026, are shown in Note 31 of the Group financial statements. All of these subsidiary holdings are wholly-owned, unless otherwise indicated in Note 31 of the Group financial statements. All operating subsidiaries' results are included in the Group financial statements.

6 Deferred tax assets

The following are the major deferred tax assets recognised by the Company and movements during the current and prior year: The deferred tax asset is supported by future Group profitability.

	Share based payments £000	Other temporary differences £000	Total £000
At 1 May 2024	2,569	125	2,694
Charge to the income statement	(286)	(67)	(353)
Credit to equity	862	26	888
At 30 April 2025 and 1 May 2025	3,145	84	3,229
Credit to the income statement	626	–	626
Charge to equity	(146)	(8)	(154)
At 30 April 2026	**3,625**	**76**	**3,701**

Notes to the Company financial statements continued

7 Receivables and contract assets

	2026 £000	2025 £000
Amounts due from subsidiary undertakings	**1,255,750**	1,175,898
Prepayments	**643**	759
Other receivables	**124**	108
	1,256,517	1,176,765

Amounts due from subsidiary undertakings includes £1,180,603,000 (2025: £1,153,325,000) non-interest bearing and repayable on demand, a loan of £40,107,000 (2025: £nil) which is repayable in June 2028 which bears an interest rate of 5.95% and a £35,040,000 balance (2025: £22,573,000) on a loan repayable in June 2028 which bears interest at a fixed rate of 5.00% (2025: 5.00%).

Where amounts due from subsidiary undertakings are non-interest bearing and repayable on demand, the Company does not intend to call upon these amounts due in the 12 months following the date of issuance of the Annual Report.

8 Trade and other payables

	2026 £000	2025 £000
Trade payables	**96**	62
Amounts due to subsidiary undertakings	**165,802**	204,292
Social security and other taxes	**114**	261
Accruals and deferred income	**6,710**	6,155
	172,722	210,770

The Directors consider that the carrying amount of trade and other payables approximates to their fair value due to their short term nature.

Amounts due to subsidiary undertakings includes £28,508,000 (2025: £66,620,000) non-interest bearing and repayable on demand and a loan repayable in June 2028 of £137,294,000 (2025: £137,672,000) which bears interest at 1.95% above SONIA (2025: 1.95%).

Notes to the Company financial statements continued

9 Borrowings

	2026 £000	2025 £000
Bank loans and overdrafts	**272,542**	160,050
Loan notes	**489,119**	480,875
Cumulative preference shares	**500**	500
	762,161	641,425

The carrying value of the Company's borrowings approximate to their fair value as the interest rate payable on those borrowing is close to current market rates, other than the loan notes of £489,432,000 which have an estimated fair value of £459,684,000. The fair value has been calculated based on discounted cash flows using a comparable borrowing rate.

The borrowings are repayable as follows:

	2026 £000	2025 £000
On demand or within one year (shown within current liabilities)		
Bank loans and overdrafts	**3,008**	6,603
	3,008	6,603
In the second year		
Loan notes	**129,938**	–
	129,938	–
In the third to fifth years		
Bank loans	**275,709**	160,398
Loan notes	**151,594**	276,835
	427,303	437,233
Due after more than five years		
Loan notes	**207,900**	204,432
Cumulative preference shares	**500**	500
	208,400	204,932
Unamortised finance fees relating to the bank loans and loan notes	**(6,488)**	(7,343)
Total borrowings	**762,161**	641,425
Amounts due for settlement within one year (shown within current liabilities)	**(3,008)**	(6,603)
Amounts due for settlement after more than one year	**759,153**	634,822

Notes to the Company financial statements continued

9 Borrowings continued

Bank loans and overdrafts

Bank loans and overdrafts are unsecured and bear interest at rates of 1.95% (2025: 1.95%) above the relevant interest rate index, being SONIA for Sterling-denominated debt and EURIBOR for Euro-denominated debt, subject to a floor of 0%. Bank loan facilities mature in April 2031. Overdrafts are unsecured and can be withdrawn at any time and are repayable on demand.

Loan notes

The Company has £489,432,000 (2025: £481,267,000) of loan notes (gross of unamortised fees) which bear interest at an average rate of 2.4% (2025: 2.4%). These are unsecured and are repayable in November 2027, November 2029, October 2031, November 2031 and October 2034.

Cumulative preference shares

The cumulative preference shares of 50p each entitle the holder to receive a cumulative preferential dividend at the rate of 5% on the paid-up capital and the right to a return of capital at either winding up or a repayment of capital. The cumulative preference shares do not entitle the holders to any further or other participation in the profits or assets of the Company. These shares have no voting rights other than in exceptional circumstances.

The total number of authorised cumulative preference shares of 50p each is 1,300,000 (2025: 1,300,000), of which 1,000,000 (2025: 1,000,000) were allotted and fully paid at the balance sheet date.

10 Share capital

Called-up share capital, allotted and fully paid:

	30 April 2026 No. of shares	30 April 2025 No. of shares	**30 April 2026 £000**	30 April 2025 £000
Opening ordinary share capital	**246,091,423**	246,091,423	**123,046**	123,046
Cancellation of treasury shares	**(10,000,000)**	–	**(5,000)**	–
Closing ordinary share capital	**236,091,423**	246,091,423	**118,046**	123,046

The Company has one class of ordinary shares with a par value of 50p. On 1 May 2025, the Group cancelled 10,000,000 ordinary shares of 50p each which were held in treasury.

11 Share premium account

	£000
At 1 May 2024, 30 April 2025 and at 30 April 2026	**113,510**

12 Treasury shares reserve

Movements on the treasury shares reserve are shown in the Statement of changes in equity, which can be seen on page 176. Further information on these reserves is given below:

Treasury shares reserve

The reserve for the Company's treasury shares comprises the cost of the Company's shares held by the Company. Following the cancellation of treasury shares detailed in Note 10, as at 30 April 2026, the Company held 7,252,974 of the Company's shares (2025: 20,252,974). The total number of shares held in treasury represents 3.1% (2025: 8.2%) of the allotted and fully paid share capital of the Company.

Notes to the Company financial statements continued

13 Other reserves

	Capital redemption reserve £000	Merger reserve £000	Hedging reserve £000	Other reserve £000	Total other reserves £000
At 1 May 2024	40	63,159	78	261,831	325,108
Change to comprehensive income	–	–	(78)	–	(78)
At 30 April 2025	40	63,159	–	261,831	325,030
Change to comprehensive income	–	–	24	–	24
Share cancellations	5,000	–	–	–	5,000
At 30 April 2026	**5,040**	**63,159**	**24**	**261,831**	**330,054**

The above shows the movements on the reserves classified as 'Other reserves' on the Company's Statement of changes in equity. Movements on the translation reserve are shown in the Statement of changes in equity, which can be seen on page 176. Further information on certain of these reserves is given below:

Merger reserve

The merger reserve in the Company and the Group arose from acquisitions in previous years.

Hedging reserve

The hedging reserve represents the cumulative amounts of changes in fair values of hedged interest rate derivatives that are deferred in equity, as explained in Note 2, less amounts transferred to the income statement and other components of equity.

Other reserve

The other reserve represents the excess of the share price on the date of acquisition of Redde plc, 282p over the nominal share price of 50p. The share premium represents the excess of the share price of 251p at the time of the sale of these shares over the nominal share price of 50p. The Company has recorded the premium for the issue of shares for this acquisition in other reserves in accordance with Section 612 of the Companies Act 2006 in respect of merger relief.

14 Dividends

An interim dividend of 8.8p per ordinary share was paid in January 2026 (2025: 8.8p). The Directors propose a final dividend for the year ended 30 April 2026 of 18.2p per ordinary share (2025: 17.6p), which is subject to approval at the AGM and has not been included as a liability as at 30 April 2026. Based upon the shares in issue at 30 April 2026 and excluding treasury shares and shares in employee trusts where dividends are waived, this equates to a final dividend payment of £41m (2025: £40m). No dividends have been paid between 30 April 2026 and the date of signing the financial statements.

Notes to the Company financial statements continued

15 Related party transactions

Transactions with subsidiary undertakings

Transactions between the Company and its subsidiary undertakings, which are related parties, are £8,105,000 (2025: £9,366,000) interest payable, £3,263,000 (2025: £3,534,000) interest receivable and £12,562,000 (2025: £10,869,000) royalty charges receivable.

Balances with subsidiary undertakings at the balance sheet date are shown in Notes 7 and 8.

Transactions with other related parties

There were no transactions with other related parties in the current or prior years.

Remuneration of key management personnel

In the current and prior year, the Directors of the Company are determined to be the key management personnel of the Company. There are other senior managers in the Company who are able to influence the Company in the achievement of its goals. However, in the opinion of the Directors, only the Directors of the Company have significant authority for planning, directing and controlling the activities of the Company.

In respect of the compensation of key management personnel, the short term employee benefits, post-employment (pension) benefits, termination benefits and details of share options granted are set out in the Remuneration report on pages 99 to 109.

The fair value charged to the income statement in respect of equity settled share based payment transactions with the Directors is £1,215,000 (2025: £601,000). There are no other long-term benefits accruing to key management personnel, other than as set out in the Remuneration report.

Other information.

Glossary

Term	Definition
1.5 degree world	A term used in the Paris Agreement to target a 1.5 degree celsius reduction in the world's surface temperature compared to pre-industrial levels
ADAS	Advanced Driver Assistance Systems: A set of technologies, designed to assist drivers in the safe operation of vehicles
AEDIVE	A trade association in Spain representing companies engaged in vehicle rental, leasing and fleet management
AFR	Accident Frequency Rate: a standard measure of recording workplace accidents
AGM	Annual general meeting of the Company
Annual report on remuneration	That section of the Remuneration report which is subject to an advisory shareholder vote
API technology	A set of protocols and tools that allow different software applications to communicate with each other
ARIES	An environmental framework specific to the UK bodyshop network designed to drive sustainability, carbon reduction and efficiency across vehicle accident repair
Auxillis	A business within the Claims & Services operating segment providing fault and non-fault accident management assistance and related services
B2B	Non-consumer-related business activity
Blakedale	A business within the UK&I Rental operating segment providing specialist traffic management services
Blue-chip	A nationally or internationally recognised, well established company
BVRLA	A UK trade association representing companies engaged in vehicle rental, leasing and fleet management
Capex	Capital expenditure
CEO	Chief Executive Officer
CFO	Chief Financial Officer
ChargedEV	A business within the UK&I Rental operating segment providing EV charging and solar infrastructure and solutions
Claims & Services	The Claims & Services operating segment representing the insurance claims and services part of the Group providing a range of mobility solutions
Companies Act	The Companies Act 2006
Colleague engagement	A percentage score following a method to calculate colleague engagement using the results of the colleague Have Your Say annual survey
Consumer Duty	A regulatory framework for financial services in the UK, introduced by the FCA
Contract hire	A vehicle lease accounted for under IFRS 16 (Leases), where the funder retains the legal ownership of the vehicle and the residual value risk
CRM	A technology tool used to manage and analyse customer interactions throughout the customer lifecycle
DABP	Deferred Annual Bonus Plan: a senior management share award scheme
DENZ	A UK government department responsible for energy security and achieving net zero emissions
DE&I	Diversity, equity and inclusion
Disposal profit(s)	This is a non-GAAP measure used to describe the adjustment in the depreciation charge made in the year for vehicles sold at an amount different to their net book value at the date of sale (net of attributable selling costs and excluding depreciation adjustments described on page 38)
Drive to Zero	A project related to the Group's targets to reduce emissions
e-auction	The part of the Group which generates vehicles sales revenue through the Group's online sales platforms
EAB	Executive Annual Bonus scheme: a senior management share award scheme
EBIT	Earnings before interest and taxation, underlying unless otherwise stated
EBIT excluding disposal profits	Underlying EBIT excluding disposal profits (see GAAP reconciliation on page 44)
EBIT margin / underlying EBIT margin	Underlying EBIT divided by revenue excluding vehicle sales (see GAAP reconciliation on page 42)
EBIT margin (excluding disposal profits)	EBIT excluding disposal profits divided by revenue (excluding vehicle sales)
EBITDA	Earnings before interest, taxation, depreciation and amortisation
ED&I	Equality, diversity and inclusion in the workplace
e-LCV(s)	Electrically powered LCV(s)
EPS	Basic earnings per share. Underlying unless otherwise stated
ERM	Enterprise Risk Management: a risk management methodology
EPSP	Executive Performance Share Plan: a senior management share award scheme
ESG	Environmental, social and governance
EU CAFE	Regulations in the EU for new car sales and CO_2 emissions targets

Glossary continued

Term	Definition
EV(s)	Electrically powered vehicle(s)
Facility headroom	Calculated as facilities of £1,125m less net borrowings of £850m. Net borrowings represent net debt of £999m excluding lease liabilities of £155m and unamortised arrangement fees of £6m, and are stated after the deduction of £23m of cash balances which are available to offset against borrowings
FCA	Financial Conduct Authority, a UK regulatory body
FENEVAL	A Spanish trade association representing companies engaged in vehicle rental, leasing and fleet management
Fleet assets	Referring to the net book value of vehicles for hire
FN50	A ranking of the top 50 fleet operators in the UK based on their fleet size
Free Shares	Part of the SIP and also including international awards of free shares to Group employees
FMG	A newly defined operating segment for FY2027 comprising FMG and FMG RS businesses, providing accident, fleet management, and vehicle repair services
FMG RS	A business within the Claims & Services operating segment providing vehicle repair services
FRC	Financial Reporting Council, a UK regulatory body
Free cash flow	Net cash generated after principal lease payments and before the payment of dividends and payments to acquire treasury shares
FridgeXpress	A business within the UK&I Rental operating segment providing specialist temperature controlled vehicle services
FTSE	The Financial Times Stock Exchange: the UK-based index for global equity markets
FTSE 100	An index or group of the 100 largest companies on the FTSE by market capitalisation
FTSE 250	An index or group of the next 250 largest companies on the FTSE by market capitalisation after the FTSE 100
FTSE 350	An index or group of companies combining the FTSE 100 and FTSE 250

Term	Definition
FY2021/FY2022/ FY2023/ FY2024/ FY2025/ FY2026/ FY2027/ FY2028/ FY2029/ FY2030/ FY2031/ FY2032/ FY2033/FY2034	Each of the financial years ending 30 April 2021 to 30 April 2034
GAAP	Generally Accepted Accounting Practice: meaning compliance with IFRS
Gearing	Calculated as net debt divided by net tangible assets
GHG	Greenhouse gas
Green NCAP's Life Cycle Assessment methodology	A method used to estimate the overall environmental impact of a vehicle over its lifecycle
Growth capex	Growth capex represents the cash consumed in order to grow the total owned rental fleet or the cash generated if the fleet size is reduced in periods of contraction
H1/H2	Half-year period. H1 being the first six months and H2 being the second six months of the financial year
HP obligations	Lease liabilities that would have been recognised on the balance sheet as finance leases prior to adoption of IFRS 16 (Leases)
Have Your Say survey	An annual Group wide survey to facilitate colleague engagement across the Group
Hybrid vehicles	Vehicles that are powered by a combination of a combustion engine and a battery-powered electric motor
ICE vehicles	Vehicles powered by an internal combustion engine
IEA	The International Energy Agency providing data analysis and solutions on all fuels and technologies
IFRS	International Reporting Standards, as adopted in the UK
IMI	The professional association for individuals working in the UK motor industry
Income from associates	The Group's share of net profit of associates accounted for using the equity method
IPCC	A UN body for assessing the science related to climate change
IPV	Impact protection vehicle: A specialised vehicle designed to protect roadworkers and motorists during live traffic operations

Glossary continued

Term	Definition
ISO 14064-1	An international standard that specifies how organisations must quantify, manage and report their GHG emissions
KPIs	Key performance indicators
LCV	Light commercial vehicle: the official term used within the European Union for a commercial carrier vehicle with a gross vehicle weight of not more than 3.5 tonnes
Lease principal payments	Principal payments on leases recognised under IFRS 16 (Leases)
Leverage	Calculated as net debt divided by underlying EBITDA (see GAAP reconciliation on page 44)
Listing Rules	The Listing Rules of the FCA
LTIP	Long term incentive plan, including the EPSP
M&A	Referring to inorganic growth/growth opportunities
Motor Insurance Taskforce	A UK Government based initiative to oversee and improve integrity of the insurance market
NCAP	An international vehicle safety standard system that evaluates the crash-worthiness and safety features of new cars
Net replacement capex	Net capital expenditure other than that defined as growth capex
NESO	An independent system planner and operator for the UK's energy system
Net zero	As defined under The Paris Agreement, a legally binding international treaty on climate change
NewLaw	A business within the Claims & Services operating segment providing legal services
Net tangible assets	Net assets less goodwill and other intangible assets
Non-GAAP	A financial metric used which is not defined under GAAP
Non-ICE vehicles	Vehicles not powered by an internal combustion engine
Northgate	The vehicle rental business in UK, Ireland and Spain
Northgate Mobility	The brand and accounting segment under which our UK&I rental businesses and Auxillis business will operate as of 1 May 2026
Northgate Traffic Management	Referring to the business previously known as Blakedale.

Term	Definition
Northgate Spain	Referring to the Spain Rental operating segment
Northgate UK	The UK-based vehicle rental business, part of the UK&I Rental operating segment
NPS	Net promoter score: a measure used to assess customer satisfaction
OEM(s)	Original equipment manufacturer(s): a reference to our vehicle suppliers
One Fleet	A strategic initiative focused on managing vehicles across the lifecycle as one connected proposition
One Road	A strategic initiative focused on simplifying and integrating the customer offering across the Group
Parker Review	An independent framework reporting on the diversity of UK boards of directors of publicly listed companies
PBT	Profit before taxation, underlying unless otherwise stated
PPU	Profit per unit/loss per unit – this is a non-GAAP measure used to describe disposals profits (as defined), divided by the number of vehicles sold
PwC	PricewaterhouseCoopers LLP
Rental margin	Calculated as rental profit divided by underlying revenue
Rental profit(s)	EBIT excluding disposal profits
ROCE	Underlying return on capital employed: calculated as underlying EBIT divided by average capital employed (see GAAP reconciliation on page 44)
SAYE	The Company's all employee share saving scheme
SBTi	A global framework used to set and validate GHG emission reduction targets in line with climate science and pathway to a 1.5 degree world
SECR	Streamlined Energy & Carbon Reporting: UK regulation requiring certain companies to report on their energy use and GHG emissions
Section 172	Referring to Section 172 of the Companies Act 2006
SIMI	An trade association in Ireland representing the motor industry
SIP	The Company's HMRC-approved share incentive plan, including the All Employee Share Scheme (AESS) and the Free Shares programme
Spain	Referring to the Spain Rental operating segment
Spain Rental	The Spain Rental operating segment located in Spain and providing commercial vehicle hire and ancillary services (previously called Northgate Spain)

Glossary continued

Term	Definition
SMEs	Small or medium-sized businesses. No formal definition: generally interpreted to mean companies falling below the Companies Act 2006 medium-sized business size company thresholds
SONIA	An interest rate benchmark reference rate for Sterling
Steady state cash generation	Underlying EBITDA less net replacement capex and lease principal payments
Stream	A Group-wide savings platform facilitated by a third party organisation
TCFD	The Task Force on Climate-related Financial Disclosures
The business	Referring to the Group
The Code	The UK Corporate Governance Code: setting standards for good practice corporate governance for listed companies in the UK
The Company	ZIGUP plc
The Group	The Company and its subsidiaries
The Remuneration report	Referring to pages 102 to 121 of this report, comprising the Introduction to the Remuneration report, Remuneration at a glance and the Directors' remuneration report
The UK business	Referring to all of the Group's operations and businesses located within the UK
The Voice Network	A connected system of forums in the UK and Ireland led by a member of the Group Management Board, to facilitate colleague engagement
Trustpilot	An independent digital platform for consumers to share experiences of interactions with businesses
UKAS	A UK government body providing accreditation to organisations
UK Climate-Related Financial Disclosures Guidance	Mandatory climate-related disclosures for publicly listed companies issued by the UK Government in 2022
UK&I	Referring to all operating businesses within the UK and Ireland
UK&I Rental	The UK&I Rental operating segment located in the UK and the Republic of Ireland providing commercial vehicle hire and ancillary services (previously called Northgate UK&I)
Underlying free cash flow	Free cash flow excluding growth capex
Underlying revenue	Revenue excluding vehicle sales revenue (see GAAP reconciliation on page 42)
UN Sustainable Development goals	A set of 17 sustainable development goals to be achieved by 2030 as adopted by all United Nations Member States in 2015

Term	Definition
Utilisation	Calculated as the average number of vehicles on hire divided by average rentable fleet in any period
VCP	Value Creation Plan: a long term incentive plan
VOH	Vehicles on hire. Average unless otherwise stated
Well-to-Wheel	A method to evaluate efficiency and emissions of an energy source by considering its entire lifecycle
ZEV mandate	The Zero Emissions Vehicle mandate: a legal framework introduced by the UK Government to increase the proportion of zero emission vehicles sold in the UK
ZIGUP	The Group

Shareholder information

Classification

Information concerning day-to-day movements in the price of the Company's ordinary shares can be found on the Company's website at: **www.zigup.com.**

The Company's listing symbol on the London Stock Exchange is ZIG.

The Company's joint corporate brokers are Barclays Bank plc and Deutsche Bank AG, London Branch (trading for these purposes as Deutsche Numis) and the Company's ordinary shares are traded on the Stock Exchange Trading system for Money Market, (SETSmm).

The Company is registered in England and Wales.

Company number 00053171.

Financial calendar

December
Publication of interim statement

January
Payment of interim dividend

July
Announcement of year end results

Report and financial statements available to shareholders

September
AGM

Payment of final dividend

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Calls are charged at the standard geographic rate and will vary by provider.

Calls from outside the United Kingdom will be charged at the applicable international rate.

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