

Financial statements



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Opinion

We have audited the financial statements of Knights Group Holdings PLC (the ‘parent company’) and its subsidiaries (the ‘group’) for the year ended 30 April 2025 which comprise the consolidated statement of comprehensive income, the consolidated and company statements of financial position, the consolidated and company statements of changes in equity, the consolidated statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 “Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group’s and of the parent company’s affairs as at 30 April 2025 and of the group’s profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Summary of our audit approach

Key audit matters	Group <ul style="list-style-type: none">• Revenue recognition and contract assets
	Parent Company <ul style="list-style-type: none">• None identified
Materiality	Group <ul style="list-style-type: none">• Overall materiality: £1,300,000 (2024: £1,540,000)• Performance materiality: £975,000 (2024: £1,150,000)
	Parent Company <ul style="list-style-type: none">• Overall materiality: £1,299,999 (2024: £1,539,000)• Performance materiality: £974,999 (2024: £1,149,000)
Scope	Our audit procedures covered 99% of revenue, 100% of total assets and 99% of underlying profit before tax.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the group financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, 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 were addressed in the context of our audit of the group financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition and contract assets

Key audit matter description	<p>The Group's accounting policy in respect of revenue recognition is set out in note 2.5. Note 4 sets out the critical judgements and estimates applied by the directors in relation to the amounts recoverable on contract assets, which may have a material effect on the amount of revenue recognised in the period, and note 5 to the financial statements gives detail on revenue.</p> <p>There is a risk that revenue could be materially misstated due to recognising revenue in the wrong accounting period, or in the wrong amount. Revenue is materially impacted by changes in the contract assets balance, which is subject to management judgement about recovery rates and provisions. Due to the large volume of transactions in the year there is a risk that not all of the matters in the year have been appropriately billed.</p> <p>Contract assets are carried at a value of £50,998,000 (2024: £40,191,000) (note 23). They are valued on a line by line (case by case) basis using an estimated recovery rate at the period end. The process of valuing contract assets and, in particular, estimating recovery rates, is judgemental and therefore considered to be a key audit matter. It is also an area to which we applied significant audit time and resource.</p>
How the matter was addressed in the audit	<p>Our response to the key audit matter included:</p> <ul style="list-style-type: none"> ♦ assessing management's revenue recognition policy for fixed fee arrangements, unconditional fee-for-service arrangements, and variable or contingent fee arrangements for open cases at the year end for compliance with IFRS 15 – Revenue from contracts with customers ♦ assessing the design and testing the operation of controls implemented by management over month and period end valuation of contract assets ♦ performing analytical review of the relationships between fee earner numbers and salary costs compared to reported revenue and to prior financial years ♦ using data analytics software to test the revenue recognised by confirming that the revenue transaction cycle was completed through to cash receipt or inclusion in trade receivables ♦ comparing the year end work in progress valuation and recovery rates to the prior year for each office and across departments (excluding those acquired in the year) ♦ comparing the expected recovery rate in the prior year valuation of work in progress to the actual amounts recovered for a sample of fee earners during the year ♦ reviewing a sample of contract assets balances at period end and discussing the nature of the case and the anticipated recovery rates with management and individual fee earners ♦ for the same sample, checking any billing or provisions following the period end to support the reported recovery rate ♦ period-end cut off testing to determine whether contract assets and revenue had been recognised in the correct accounting period ♦ reviewing the monthly chargeable hours recorded during the period and in the month immediately after the period end to determine whether there were any unexplained fluctuations in recorded hours ♦ comparing the recoverability of the balance of unbilled revenue to post year end billing and cash receipts and, where billing has not yet occurred, challenging fee-earners about the expected recovery, confirming unbilled revenue is recorded in the correct period and at the correct amount and is supported by time costs incurred

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

	Group	Parent company
Overall materiality	£1,300,000 (2024: £1,540,000)	£1,299,000 (2024: £1,539,000)
Basis for determining overall materiality	4.7% of underlying profit before tax (2024: 4% of underlying EBITDA)	1.5% of Net assets (2024: 1.7% of Net Assets)
Rationale for benchmark applied	A key metric used by management and shareholders in assessing performance of the Group is underlying PBT, as disclosed in note 39.	Parent company is a holding company so net assets used as the benchmark.
Performance materiality	£975,000 (2024: £1,150,000)	£974,000 (2024: £1,149,000)
Basis for determining performance materiality	75% of overall materiality	75% of overall materiality
Reporting of misstatements to the Audit Committee	Misstatements in excess of £65,000 (2024: £77,000) and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of £65,000 (2024: £77,000) and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

The group consists of 6 components, all of which are based in the UK.

The coverage achieved by our audit procedures was:

	Number of components	Revenue	Total assets	Profit before tax
Full scope audit	1	98%	100%	98%
Specified scope procedures	1	1%	0%	0%
Total	2	99%	100%	98%

All audit work was completed by the group audit team and no component auditors were used in our audit.

Independent auditor's report to the members of Knights Group Holdings plc continued

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included evaluating management's method of assessment, reviewing the forecasts prepared by the directors, performing sensitivity analysis, comparing the prior year forecast to actual outturn, confirming the terms of the banking facilities available to the group, checking the forecast covenant compliance and headroom available to the group, and considering the adequacy of the disclosures made by the directors 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 or the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- ♦ the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- ♦ the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 87, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- ♦ obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the group and parent company operate in and how the group and parent company are complying with the legal and regulatory frameworks;
- ♦ inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- ♦ discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

Independent auditor's report to the members of Knights Group Holdings plc continued

The most significant laws and regulations were determined as follows:

Legislation /Regulation	Additional audit procedures performed by the Group audit engagement team and component auditors included:
UK-adopted IAS, FRS101 and Companies Act 2006	<ul style="list-style-type: none">• Review of the financial statement disclosures and testing to supporting documentation; and• Completion of disclosure checklists to identify areas of non-compliance.
Tax compliance regulations	<ul style="list-style-type: none">• Inspection of advice received from external tax advisors; and• Consultation with a tax specialist regarding the approach taken to the audit of tax.
Solicitors' Regulatory Authority regulations	<ul style="list-style-type: none">• Discussion with the Group's in-house compliance team.• Review of returns submitted to and correspondence with the Solicitors' Regulatory Authority, including in relation to any breaches, potential litigation or claims.• The Group undergoes a separate SRA audit. We have discussed the outcome of this work with the RSM team responsible for it.

The areas that we identified as being susceptible to material misstatement due to fraud were:

Risk	Audit procedures performed by the audit engagement team:
Revenue recognition – occurrence, valuation & cut-off	<ul style="list-style-type: none">• Our audit procedures in this area are detailed above under key audit matters.
Management override of controls	<ul style="list-style-type: none">• Using data analytics and detailed testing to test the appropriateness of journal entries and other adjustments;• Assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and• Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

Use of our report

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

G Bond

Graham Bond FCA (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

Chartered Accountants
14th Floor
20 Chapel Street
Liverpool
L3 9AG

12 September 2025

Consolidated Statement of Comprehensive Income

For the year ended 30 April 2025

	Note	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Revenue	5	161,966	149,957
Other operating income	7	9,649	10,439
Staff costs*	8	(97,607)	(93,007)
Depreciation and amortisation charges*	11	(8,840)	(8,510)
Impairment of trade receivables and contract assets		(1,241)	(489)
Other operating charges*	12	(29,839)	(28,218)
Operating profit before non-underlying charges and amortisation on acquired intangibles		34,088	30,172
Amortisation on acquired intangibles	11	(4,033)	(3,580)
Non-underlying operating costs	13	(11,455)	(6,630)
Operating profit		18,600	19,962
Investment income	22	58	–
Finance costs*	14	(6,445)	(4,939)
Finance income	15	302	89
Non-underlying finance costs	13	(246)	(281)
Net finance costs		(6,389)	(5,131)
Profit before tax		12,269	14,831
Taxation – underlying*	17	(7,448)	(6,598)
Tax impact of non-underlying costs	17	2,755	1,614
Taxation		(4,693)	(4,984)
Profit and total comprehensive income for the year attributable to equity owners of the parent		7,576	9,847
Earnings per share		Pence	Pence
Basic earnings per share		8.83	11.47
Diluted earnings per share		8.43	11.11

The above results were derived from the Group's continuing operations.

* Excluding non-underlying items and amortisation on acquired intangibles

Consolidated Statement of Financial Position

As at 30 April 2025

	Note	30 April 2025 £'000	30 April 2024 £'000
Assets			
Non-current assets			
Goodwill	20	72,893	61,788
Intangible assets	20	32,980	25,112
Investments	22	111	50
Property, plant and equipment	23	23,685	14,896
Right-of-use assets	23	46,635	34,034
Finance lease receivables	26	1,335	1,633
Trade and other receivables	25	2,000	2,523
		179,639	140,036
Current assets			
Contract assets	24	50,998	40,191
Trade and other receivables	25	39,552	32,753
Finance lease receivables	26	405	364
Corporation tax asset		882	304
Cash and cash equivalents		5,853	5,453
Assets held for sale	27	1,283	–
		98,973	79,065
Total assets		278,612	219,101
Equity and liabilities			
Equity			
Share capital	28	171	171
Share premium		75,277	75,262
Treasury shares		(576)	–
Merger reserve		(3,506)	(3,506)
Retained earnings		33,167	28,333
Equity attributable to owners of the parent		104,533	100,260
Non-current liabilities			
Lease liabilities	30	48,603	35,389
Borrowings	31	69,807	40,149
Deferred consideration	32	563	350
Deferred tax	33	11,217	8,288
Provisions	35	5,404	3,968
		135,594	88,144
Current liabilities			
Lease liabilities	30	5,666	5,181
Borrowings	31	875	468
Trade and other payables	34	26,662	19,935
Deferred consideration	32	612	2,591
Contract liabilities	24	130	188
Provisions	35	3,651	2,334
Liabilities held for sale	27	889	–
		38,485	30,697
Total liabilities		174,079	118,841
Total equity and liabilities		278,612	219,101

The financial statements were approved by the board and authorised for issue on 12 September 2025 and are signed on its behalf by:



Kate Lewis

Chief Financial Officer

Registered No. 11290101

Consolidated Statement of Changes in Equity

For the year ended 30 April 2025

	Note	Share capital	Share premium	Merger reserve	Treasury shares	Retained earnings	Total
As at 1 May 2023		171	75,262	(3,506)	–	20,880	92,807
Profit for the period and total comprehensive income		–	–	–	–	9,847	9,847
<i>Transactions with owners in their capacity as owners:</i>							
Credit to equity for equity-settled share-based payments	9	–	–	–	–	1,131	1,131
Dividends	19	–	–	–	–	(3,525)	(3,525)
Balance at 30 April 2024		171	75,262	(3,506)	–	28,333	100,260
Profit for the period and total comprehensive income		–	–	–	–	7,576	7,576
<i>Transactions with owners in their capacity as owners:</i>							
Credit to equity for equity-settled share-based payments	9	–	–	–	–	1,161	1,161
Purchase of own shares		–	–	–	(598)	–	(598)
<i>Issue of shares</i>		–	15	–	22	–	37
Dividends	19	–	–	–	–	(3,903)	(3,903)
Balance at 30 April 2025		171	75,277	(3,506)	(576)	33,167	104,533

Consolidated Statement of Cash Flows

For the year ended 30 April 2025

	Note	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Operating activities			
Cash generated from operations	37	39,011	36,254
Non-underlying operating costs paid	13	(5,366)	(4,246)
Tax paid		(5,820)	(5,432)
Contingent acquisition payments		(2,571)	(3,745)
Net cash from operating activities		25,254	22,831
Investing activities			
Acquisition of subsidiaries (net of cash acquired)	21	(24,972)	(1,888)
Other investments and loans made		–	(2,500)
Other loan repayments		500	–
Loan interest received		234	–
Investment in joint ventures	22	–	(50)
Purchase of intangible fixed assets	20	(83)	(40)
Purchase of property, plant and equipment	23	(11,753)	(8,165)
Proceeds from lease receivables	26	458	405
Disposal of assets held for sale	22	141	–
Payment of deferred consideration		(2,616)	(2,417)
Net cash used in investing activities		(38,091)	(14,655)
Financing activities			
Proceeds of borrowings		52,150	23,200
Repayment of borrowings		(22,550)	(16,325)
Repayment of debt acquired with current year subsidiaries	21	(172)	(661)
Repayment of debt acquired with prior year subsidiaries		(473)	(166)
Repayment of lease liabilities		(4,661)	(5,113)
Landlord capital contribution		42	396
Associated lease costs		(306)	(72)
Interest and other finance costs paid		(6,213)	(4,502)
Purchase of own shares		(598)	–
Dividends paid		(3,903)	(3,525)
Net cash used in financing activities		13,316	(6,768)
Net increase in cash and cash equivalents		479	1,408
Cash and cash equivalents at the beginning of the period		5,453	4,045
Cash – continuing operations		5,853	5,453
Cash – assets held for sale (note 27)		79	–
Total cash and cash equivalents at end of period		5,932	5,453

Notes to the Consolidated Financial Statements

For the year ended 30 April 2025

1. General information

Knights Group Holdings plc ("the Company") is a public company limited by shares and is registered, domiciled and incorporated in England.

The Group consists of Knights Group Holdings plc, all of its subsidiaries and its share of joint ventures.

The principal activity and nature of operations of the Group is the provision of legal and professional services. The address of its registered office is:

The Brampton
Newcastle-under-Lyme
Staffordshire
ST5 0QW

2. Accounting policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with UK-adopted International Accounting Standards.

Applying these standards requires the directors to exercise judgement and use certain critical accounting estimates. The judgments and estimates that the directors deem significant in the preparation of these financial statements are explained in note 4.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Monetary amounts are presented in sterling, being the functional currency of the Group's subsidiaries, rounded to the nearest thousand except where otherwise indicated.

The principal accounting policies adopted are set out below. These policies have been consistently applied to all periods presented in the financial statements, unless otherwise stated.

2.2 Going concern

The accounts are prepared on a going concern basis as the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group has a strong trading performance, generates strong operating cashflows and has recently renewed and increased its banking facilities from £70,000,000 to £100,000,000, available until 7 November 2027. The Group's forecasts show sufficient cash generation and headroom in banking facilities and covenants, by comparison to anticipated future requirements, to support the Directors' conclusions that the assumption of the going concern basis of accounting in preparing the financial statements is appropriate.

The Group continues to trade profitably and cash generation at an operating cashflow level has remained strong and in line with expectation. In order to satisfy the validity of the going concern assumption, a number of different trading scenarios including a reduction in revenues and costs have been modelled and reviewed. Some of these scenarios forecast a significantly more negative trading performance than is expected. In all of these scenarios the Group remained profitable and with significant headroom in its cash resources for the 12 months from the date of approval of the accounts.

2.3 Basis of consolidation

The consolidated financial statements incorporate the results of Knights Group Holdings plc, all of its subsidiaries and share of joint venture.

Subsidiaries

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

Transactions eliminated on consolidation

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Where necessary, adjustments are made to the financial information of subsidiaries to bring the accounting policies used into line with those used by the Group.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

2. Accounting policies continued

Audit exemption of subsidiaries

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

Name	Registered number
Knights 1759 Limited	10279177
K & S Trust Corporation Limited	02885753
CLM Trust Corporation Limited	11247326
Thursfields Legal Limited	08829685
Thursfields (Legal Services) Limited	02689313
Thursfields LLP	OC355657
IBB Law LLP	OC430367
IBB Law (UK) Limited	02669392

The outstanding liabilities at 30 April 2025 of the above named subsidiaries have been guaranteed by the Company pursuant to s479A to s479C of the Act. In the opinion of the directors, the possibility of the guarantee being called upon is remote since the trade, assets and majority of liabilities of these subsidiaries were transferred to Knights Professional Services Limited before 30 April 2025.

2.4 Business combinations

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed.

The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

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

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. This discount rate used is the rate at which similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Deferred consideration is classified as a financial liability, which is held at amortised cost. The unwinding of the discount is recognised in non-underlying costs. Contingent acquisition payments are contingent on an employee remaining in employment with the Group, and are accounted for separately from the business combination as remuneration as described in notes 13 and 21.

2.5 Revenue

The Group earns revenue from the provision of legal and professional services. Revenue for these services is recognised over time in the accounting period in which the services are rendered, as the Group has an enforceable right to payment for work performed to date under its client terms of engagement.

Fee arrangements for legal and professional services include fixed fee arrangements, unconditional fee-for-service arrangements ("time and materials"), and variable or contingent fee arrangements.

For fixed fee arrangements, revenue is recognised based on the stage of completion with reference to the actual services provided as a proportion of the total services expected to be provided under the contract. The stage of completion is measured using the input method, and completion is tracked on a contract-by-contract basis using the hours spent by professionals providing the services.

In fee-for-service contracts, revenue is recognised up to the amount of fees that the Group is entitled to bill for services performed to date based on contracted rates.

Under variable or contingent fee arrangements, fees may be earned only in the event of a successful outcome of a client's claim. Fees under these arrangements may be fixed or may be variable based on a specified percentage of damages awarded under a claim.

For variable or contingent fee arrangements management makes a detailed assessment of the amount of revenue expected to be received and the probability of success of each case. Variable consideration is recognised over the duration of the matter, only to the extent that it is highly probable that the amount recognised will not be subject to significant reversal when the matter is concluded, based on the expected amount recoverable at that point in time. In such circumstances, a level of judgement is required to determine the likelihood of success of a given matter, as well as the estimated amount of fees that will be recovered in respect of the matter. Where the likelihood of success of a contingent fee arrangement is less than highly probable, the value recognised in contract assets is further reduced to reflect this uncertainty.

Certain contingent fee arrangements are undertaken on a partially funded basis. In such arrangements, the funded portion of fees is not contingent on the successful outcome of the litigation and in these instances the revenue is recognised up to the amount of fees that the Group is entitled to bill for services performed to date based on contracted rates. The remaining consideration is variable and conditional on the successful resolution of the litigation. The variable consideration is recognised over the duration of the matter and included in revenue based on the expected amount recoverable only to the extent that it is highly probable that the amount recognised will not be subject to significant reversal when the uncertainty is resolved at that point in time.

The Group's contracts with clients each comprise of a single distinct performance obligation, being the provision of legal and professional services in relation to a particular matter, and the transaction price is therefore allocated to this single performance obligation.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in the Consolidated Statement of Comprehensive Income in the period in which the circumstances that give rise to the revision become known by management.

The Group has determined that no significant financing component exists in respect of the provision of legal and professional services because the period between when the Group transfers its services to a client and when the client pays for that service will generally be one year or less.

Consideration for services provided under contingent or variable fee arrangements may be paid after a longer period. In these cases, no significant financing component exists because the consideration promised by the client is variable subject to the occurrence or non-occurrence of a future event that is not substantially within the control of the client or the Group.

A trade receivable is recognised when a bill has been issued to the client, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Unbilled revenue is recognised as contract assets. Costs incurred in fulfilling the future performance obligations of a contract are recognised as contract assets if the costs are expected to be recovered.

Contract liabilities are recognised in respect of consideration billed in advance of satisfying the performance obligation under the contract.

Revenue does not include disbursements. Recoverable expenses incurred on client matters that are expected to be recovered and are billed during the period are recognised in other income.

2.6 Interest received on client deposits

Interest recognised on client deposits held is recognised in the Consolidated Statement of Comprehensive Income as it accrues, based on the effective interest rate during the period. This forms part of other operating income as this is driven by the ongoing operations of the business.

2.7 Taxation

The tax expense represents the sum of the current tax expense and the deferred tax expense. Current tax assets are recognised when the tax paid exceeds the tax payable. Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised for temporary differences, calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date except for;

- When the deferred tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination and the amounts that can be deducted or assessed for tax. The deferred tax recognised is adjusted against goodwill.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset if, and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

2. Accounting policies continued

2.8 Intangible assets – Goodwill

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated impairment losses. Goodwill is tested annually by the directors for evidence of impairment.

2.9 Intangible assets – Other than goodwill

Intangible assets purchased, other than in a business combination, are recognised when future economic benefits are probable and the cost or value of the asset can be measured reliably.

Intangible assets arising on a business combination, such as customer relationships, are initially recognised at estimated fair value, except where the asset does not arise from legal or contractual rights, and there is no history or evidence of exchange transactions for the same or similar assets and estimating the assets fair value would depend on immeasurable variables. The fair value represents the directors' best estimate of future economic benefit to be derived from these assets discounted at an appropriate rate.

Other intangible assets are initially recognised at cost (which for intangible assets acquired in a business combination is the fair value at acquisition date) and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Customer relationships that are acquired by the Group as part of a business combination are stated at cost less accumulated amortisation and impairment losses (see accounting policy 'Impairment of non-financial assets'). Cost reflects management's judgement of the fair value of the individual intangible asset calculated by reference to the net present value of future benefits accruing to the Group from the utilisation of the asset, discounted at an appropriate discount rate.

Intangible assets are amortised to the Consolidated Statement of Comprehensive Income on a straight-line basis over their estimated useful lives, as follows:

Purchased computer software	- 4 years
Customer relationships	- 3-25 years
Brand	- 100 years

Purchased computer software is amortised over a period of 4 years, being the minimum period expected to benefit from the asset.

Customer relationships are amortised over a period of 3-25 years being the average length of relationship with key clients for acquired entities.

Brand value is amortised over a period of 100 years based on the directors' assessment of the future life of the brand. This is supported by a trading history dating back to 1759. Brand value relates to the 'Knights' brand only. Other acquired brands are not recognised as an asset as the impact of such recognition would not be material.

2.10 Property, plant and equipment

Property, plant and equipment are stated at cost net of depreciation and any provision for impairment.

Depreciation is provided on property, plant and equipment at rates calculated to write each asset down to its estimated residual value over its expected useful life, as follows:

Freehold property	- 2% on cost
Expenditure on short leasehold property	- 10% on cost
Leasehold property	- 1% on cost
Office equipment	- 25% on cost
Furniture and fittings	- 10% on cost
Motor vehicles	- 25% on cost
Right-of-use assets	- useful life of the lease (between 2 and 25 years)

Residual value is calculated on prices prevailing at the reporting date, after estimated costs of disposal, for the asset as if it were at the age and in the condition expected at the end of its useful life.

2.11 Investment in joint ventures

Entities in which the Group has a long-term interest and share control under a contractual arrangement are classified as joint ventures. Joint ventures are accounted for using the equity method. Where necessary, adjustments are made to bring the accounting policies of joint ventures into line with those used by the Group.

2.12 Impairment of non-financial assets

An assessment is made at each reporting date of whether there are indications that non-financial assets may be impaired or that an impairment loss previously recognised has fully or partially reversed. If such indications exist, the Group estimates the recoverable amount of the asset or, for goodwill, the recoverable amount of the cash-generating unit.

Shortfalls between the carrying value of non-financial assets and their recoverable amounts, being the higher of the fair value less costs to sell and value in use, are recognised as impairment losses. All impairment losses are recognised in the Consolidated Statement of Comprehensive Income.

Recognised impairment losses are reversed (other than for goodwill) if, and only if, the reasons for the impairment loss have ceased to apply. Reversals of impairment losses are recognised in the Consolidated Statement of Comprehensive Income. On reversal of an impairment loss, the depreciation or amortisation is adjusted to allocate the asset's revised carrying amount (less any residual value) over its remaining useful life.

2.13 Leases

Group as lessee

The Group leases offices, equipment and vehicles. Rental contracts are for periods of between 2 and 25 years. Lease terms are negotiated on a lease-by-lease basis and contain a variety of terms and conditions.

The Group assesses whether a contract is, or contains, a lease at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short term leases (defined as leases with a lease term of 12 months or less) or leases of low value assets (being those assets with a value less than £4,000). For short term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term assumed reflects the group exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the Group's incremental borrowing rate is used, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Underlying lease payments of both principal and interest are included in financing activities in the cash flow. Onerous lease payments of both principal and interest are included in non-underlying operating activities in the Statement of Cash Flows.

The lease liability is presented as a separate line in the Consolidated Statement of Financial Position.

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

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

An estimate of the costs to be incurred in restoring the leased asset to the condition required under the terms and conditions of the lease is recognised as part of the cost of the right-of-use asset when the Group incurs the obligation for these costs. The costs are incurred at the start of the lease or over the lease term. The provision is measured at the present value of the best estimate of the expenditure required to settle the obligation.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used);
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

2. Accounting policies continued

Group as lessor

The Group enters into lease agreements as a lessor with respect to some of its properties.

When the Group acts as a lessor, it 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 a major part of the economic life of the asset.

Finance lease receivables are initially measured on a present value basis. This includes the net present value of the following lease payments receivable:

- ♦ fixed payments receivable (including in-substance fixed payments), less any lease incentives payable;
- ♦ variable lease payments receivable that are based on an index or a rate;
- ♦ amounts expected to be receivable by the Group under residual value guarantees; and
- ♦ payments received on penalties for terminating the lease, if the lease term assumed reflects the group exercising that option.

The lease payments receivable are discounted using the interest rate implicit in the head lease.

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.

Underlying lease payments received of both principal and interest are included in investing activities in the cash flow.

The finance lease receivable is presented as a separate line in the Consolidated Statement of Financial Position.

After initial recognition, the lease receivable is reduced for payments received and increased to reflect interest on the lease receivable (using the effective interest method). The lease term shall include the period of an extension option where it is reasonably certain that the option will be exercised. Interest on the lease receivable is recognised in the Consolidated Statement of Comprehensive Income.

The Group remeasures the lease receivable (and makes a corresponding adjustment to the Consolidated Statement of Comprehensive Income) whenever:

- ♦ the lease term has changed or there is a significant change in the assessment of exercise of a purchase option, in which case the lease receivable is remeasured by discounting the revised lease payments receivable using a revised discount rate;
- ♦ the lease payments receivable change due to changes in an index or rate or a change in expected receivable under a guaranteed residual value, in which cases the lease receivable is remeasured by discounting the revised lease payments receivable using the initial discount rate (unless the lease payments receivable change is due to a change in a floating interest rate, in which case a revised discount rate is used);
- ♦ a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease receivable is remeasured by discounting the revised lease payments receivable using a revised discount rate.

2.14 Retirement benefits

2.14a Defined contribution scheme

The Group operates a defined contribution scheme. The amount charged to the Consolidated Statement of Comprehensive Income in respect of pension costs is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accrued expenses or prepayments and other receivables.

2.14b Defined benefit pension scheme

For defined benefit schemes the amounts charged to operating profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. The interest cost and the expected return on assets are shown as a net amount in other finance costs or finance income.

Defined benefit schemes are funded, with the assets of the scheme held separately from those of the Group, in separate trustee administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit credit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each reporting date.

Defined benefit assets are not recognised in the Consolidated Statement of Financial Position, on the basis that they are not deemed to be material.

For the 'With Profit Section' contributions are recognised in the Consolidated Statement of Comprehensive Income in the period to which they relate as there is insufficient information available to use defined benefit accounting. A liability will be recognised based on the agreed share of the Group in the scheme. No liability has been recognised in the current or prior period on the basis that they are not deemed to be material.

2.15 Share-based payments

The cost of providing share-based payments to employees is charged to the Consolidated Statement of Comprehensive Income over the vesting period of the awards. The cost is based on the fair value of awards at the date of grant of the award using an appropriate valuation model. The amount recognised as an expense will be adjusted to reflect differences between the expected and actual vesting levels. Further details of the schemes are included in note 9.

2.16 Financial instruments

Financial instruments are recognised on the date when the Group becomes a party to the contractual provisions of the instrument. Financial instruments are recognised initially at fair value.

Financial assets

Contract assets and trade and other receivables

Contract assets and trade and other receivables are initially measured at fair value. These assets are subsequently measured at amortised cost, being the transaction price less any amounts settled and any impairment losses.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ('ECL') on contract assets and trade and other receivables. The expected credit losses on trade receivables includes specific provisions against known receivables and an estimate using a provision matrix by reference to past experience, adjusted for forward looking considerations, and an analysis of the debtor's current financial position on the remaining balance. The expected credit losses on contract assets and other receivables is assessed based on expected credit loss experienced on these types of assets adjusted for known foreseeable estimated losses.

Financial liabilities and equity

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

Trade and other payables

Trade and other payables due within one year are initially measured at fair value and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Deferred consideration

Deferred consideration is initially recognised at the fair value of the amounts payable and subsequently at amortised cost of the agreed payments in accordance with the agreement. Any interest payable on the balance is reflected in the value of the liability and charged monthly to the Statement of Comprehensive Income as it arises.

Borrowings

Borrowings are initially recognised at the fair value of the consideration received net of issue costs associated with the borrowings. Borrowings are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised on the basis of the effective interest method and is included in finance costs.

Derecognition of financial assets and liabilities

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

2.17 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the effect of the time value of money is material, provisions are discounted using rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Onerous service charge provisions are recognised when the unavoidable costs of meeting service charge obligations exceed the expected economic benefits to be derived from the leased properties. The provision represents the present value of the expected future service charge payments for the remaining lease term. Any onerous lease payments for rent are recognised within lease liabilities.

In common with comparable practices, the Group is involved in a number of disputes in the ordinary course of business which may give rise to claims. Professional indemnity insurance cover is maintained in respect of professional negligence claims. Premiums are expensed as they fall due with prepayments being recognised accordingly. A provision is made in the financial statements for all claims where costs are likely to be incurred. The provision represents management's best estimate of the cost of defending and concluding claims and any excesses that may become payable. No separate disclosure is made for the cost of claims covered by insurance as to do so could seriously prejudice the position of the Group.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

2. Accounting policies continued

2.17 Provisions continued

Dilapidation provisions are recognised where the Group has an obligation under lease agreements to return leased properties to their original condition at the end of the lease term. An estimate of the costs to be incurred in restoring the leased asset to the condition required under the terms and conditions of the lease is recognised as part of the cost of the right-of-use asset when the Group incurs the obligation for these costs. The costs are incurred at the start of the lease or over the lease term. The provision is measured at the present value of the best estimate of the expenditure required to settle the obligation.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

2.18 Treasury Shares

The Group operates an Employee Benefit Trust ("EBT") under which ordinary shares are repurchased from the market and are subsequently issued to satisfy employee share options which are exercised. These are treated as treasury shares under IAS 32 and are added to the Treasury Shares Reserve.

Treasury shares are deducted from equity in accordance with IAS 32 Financial Instruments: Presentation. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any dividends on treasury shares are waived.

3. Accounting developments

New and amended IFRSs that are effective in this period for the first time:

The Group has applied the following amendments for the first time in these financial statements:

New and amended IFRSs

Amendments to IAS 7: Statement of Cashflows

Amendments to IAS 1: Presentation of Financial Statements

Amendments to IFRS 16: Leases

The application of these new amendments did not have a material impact on the financial statements.

New and amended IFRSs that are effective for the future

At the date of these financial statements, there are new standards and amendments to IFRSs in issue but not yet effective and have therefore not been applied as set out below:

New and amended IFRSs	Effective date
IFRS 18 – Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19 – Subsidiaries without Public Accountability – Disclosures	1 January 2027
Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments	1 January 2026

The full impact of IFRS 18 on the financial statements is in the process of being reviewed, however the directors do not expect that the adoption of the standard will have a material impact on the financial statements of the Group in future periods.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical accounting judgements

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Amounts recoverable on contracts – contingent fee arrangements

A level of judgement is required to determine the likelihood of success of a given matter for contingent fee arrangements. This is determined on a contract-by-contract basis after considering the relevant facts and circumstances surrounding each matter. The valuation exercise is conducted by experienced professionals with a detailed understanding of the individual matters. The carrying value of contingent fee arrangements at 30 April 2025 was £12,836,000 (2024: £13,070,000).

Business combinations

Management make judgements regarding the date of control of an acquisition in accordance with IFRS 10. The judgement considers the individual legal agreements on each transaction and the date at which the Group starts to exercise control over the activities of the subsidiary, usually the date of exchange of contracts. Financial performance of the acquisitions is included in the consolidated Group from the deemed date of control.

Alternative performance measures (APMs)

The Group presents various APMs to assist the user in understanding the underlying performance of the Group. The selection of these APMs requires the exercise of judgement as to the key performance indicators used.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty in the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

IFRS 16

The Group makes estimates of the cost of restoring leased assets to their original condition when required to do so under the terms and conditions of the lease. Those estimates are based on the current condition of the leased assets and past experience of restoration costs. As at 30 April 2025 the Group had total provisions of £6,726,000 (2024: £4,761,000) (see note 35).

Amounts recoverable on contract assets – recoverable amounts

The valuation of amounts recoverable on contract assets ('AROC') involves the use of estimates of the likely recovery rate which will be made on the gross value of chargeable time recorded to each matter.

This percentage represents management's best estimate of future value following a line by line review of the matters by professionals. The estimation process takes into account the progress of the case at the reporting date, the estimated eventual fee payable by the client and the amount of time which will be incurred in bringing the matter to a successful conclusion. The amount recognised in AROC at the year end was £50,998,000 (2024: £40,191,000), a 3% change in the estimated recovery of all matters would impact the profit for the period by approximately £1,895,000 (2024: £1,469,000).

Accounting for business combinations and valuation of acquired intangibles

Business combinations are accounted for at fair value. The valuation of goodwill and acquired intangibles is calculated separately on each individual acquisition. In attributing value to intangible assets arising on acquisition, management has made certain assumptions in relation to the expected growth rates, length of key customer relationships and the appropriate weighted average cost of capital ('WACC') and internal rate of return ('IRR'). Profitability at an EBITDA margin level is also assumed, but is considered reasonably predictable.

The value attributable to the intangible assets acquired on acquisitions also impacts the deferred tax provision relating to these items.

The total carrying value of acquired intangibles (excluding brands) is £27,960,000 (2024: £20,027,000). In order to assess the impact of the key assumptions on the values disclosed in the Financial Statements the Directors have applied the following sensitivities to the acquisitions in the current year:

Key assumption	Rate applied in the financial statements	Sensitivity tested	Annual profit impact £'000	Value of intangible assets £'000
Long term growth rate	2%	0%	47	(60)
WACC and IRR	10.5 – 11.6% ⁽¹⁾	Increase by 5%	203	(369)
Length of customer relationships	5.1 – 8.0 years	Increase of 5 years	114	1,640

(1) Each acquisition has been reviewed and, dependent upon the structure of the acquisition, an appropriate WACC or IRR rate has been applied. These sensitivities have been calculated by adjusting the adopted rates as noted above.

Growth rates are estimated based on the current conditions at the date of each acquisition with reference to independent surveys of future growth rates in the legal profession in real, inflation adjusted terms.

The length of customer relationships is estimated by considering the length of time the acquiree has had its significant client relationships up to the date of acquisition and historic customer attrition rates as appropriate.

The Directors consider the resulting valuations used give a reasonable approximation as to the value of the intangibles acquired and that any reasonably possible change in any one of the estimations in isolation would not have a material impact on the financial statements.

Intangible Assets – carrying amount of goodwill – impairment review

The Directors undertake an annual impairment review of goodwill to assess whether the carrying value of £72,893,000 is still supported by using a discounted cash flow model to derive the value in use of the cash generating unit ('CGU'). Cash flow forecasts are derived from the most recent financial budgets approved by management for the next three years and extrapolated using a terminal value calculation.

The key assumptions for the value in use calculations are those regarding the discount rates and growth rates for the Group's revenues from legal and professional services and the EBITDA margin. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

4. Critical accounting judgements and key sources of estimation uncertainty continued

Revenue growth over the three years of the forecast period reflects, for FY26, the current run rate of revenue from the Group's existing business and a full year of revenue from acquisitions made during the year ended 30 April 2025, with an element of organic growth in FY27 and FY28. The long-term growth rate of 2% (2024: 2%) is based on UK economic growth forecasts for the legal services market.

The Group has conducted a sensitivity analysis on the impairment test of the CGU value in use. Management considers there is no reasonably plausible scenario under which goodwill would be impaired.

5. Revenue

All revenue is derived from contracts with clients and is recognised over time. As explained further in note 6, the Group's legal and professional services business operates as a single business unit so there are no relevant categories into which revenue can be disaggregated.

The transaction price allocated to unsatisfied performance obligations of contracts at 30 April 2025 is not required to be disclosed because it is comprised of contracts that are expected to have a duration of one year or less.

Management information does not distinguish between contingent and non-contingent revenue as contingent fees are not separately identifiable from other fees.

6. Segmental reporting

The Board of Directors, as the chief operating decision-making body, reviews financial information for and makes decisions about the Group's overall legal and professional services business and has identified a single operating segment, that of legal and professional services operating entirely in the UK.

The legal and professional services business operates through a number of different service lines and in different locations; however, management effort is consistently directed to the firm operating as a single segment. No segmental reporting disclosure is therefore provided as all revenue is derived from this single segment.

7. Other operating income

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Other income	811	758
Bank interest on client monies	8,838	9,681
	9,649	10,439

8. Staff costs

The average monthly number of employees (including executive directors) of the Group was:

	Year ended 30 April 2025 Number	Year ended 30 April 2024 Number
Fee earners	1,079	1,131
Other employees	275	298
	1,354	1,429

Their aggregate remuneration comprised:

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Wages and salaries	84,380	80,456
Social security costs	9,452	9,053
Other pension costs	3,829	2,615
Share-based payment charge	1,200	1,131
Other employment costs	1,018	1,097
Aggregate remuneration of employees	99,879	94,352
Redundancy costs and share-based payment charges analysed as non-underlying costs	(2,272)	(1,345)
Underlying staff costs in Consolidated Statement of Comprehensive Income	97,607	93,007

Directors' remuneration

Companies Act disclosures

The total amounts for directors' remuneration in accordance with Schedule 5 to the Accounting Regulations were as follows:

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Salaries, fees, bonuses and benefits in kind	1,000	749
Money purchase pension contributions	14	7
	1,014	756

The number of directors to whom benefits are accruing under money purchase pension schemes is 1 (2024: 1).

The remuneration of the highest paid director was:

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Salaries, fees, bonuses, benefits in kind and gains on exercise of options	380	315
Money purchase pension contributions	14	–
	394	315

9. Share-based payments

The Group issues equity-settled share-based payments to its employees. The Group recognised total expenses of £1,200,000 (2024: £1,131,000) relating to equity-settled share-based payment transactions in the year. £1,195,000 (2024: £1,121,000) is recognised within staff costs, and £5,000 (2024: £10,000) is classified as non-underlying costs.

Any charges relating to schemes introduced as one-off schemes as part of the listing on AIM in 2018 are included in non-underlying costs because in the directors view these schemes were as a reward to employees for their past performance prior to the IPO and on acquisitions. All charges relating to other recurring LTIP or SAYE schemes are included as a normal operating expense.

The following schemes were in place during the period:

Omnibus Plan

The Omnibus Plan is a discretionary share plan, which is administered, and the grant of awards is supervised by, the Remuneration Committee.

Two forms of award are available under the Omnibus Plan, as considered appropriate by the Remuneration Committee, as follows:

- "Restricted Stock Awards": Awards granted in the form of nil or nominal cost share options, subject to time-based vesting requirements and continued employment within the Group. No performance targets will apply to Restricted Stock Awards.
- "Performance Share Awards": Awards granted in the form of nil or nominal cost share options, whereby vesting is subject to satisfaction of performance conditions and continued employment within the Group. The performance condition is in relation to meeting target underlying EPS values.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

9. Share-based payments continued

	Restricted stock awards		Performance share awards	
	Number	Weighted average exercise price Pence	Number	Weighted average exercise price Pence
Outstanding at 1 May 2023	3,170,654	0.2	367,064	0.2
Granted during the period	433,332	0.2	–	0.2
Dividend equivalents awarded	144,200	0.2	9,471	0.2
Forfeited during the period	(105,912)	0.2	(138,397)	0.2
Exercised during the period	(100,184)	0.2	–	–
Outstanding at 30 April 2024	3,542,090	0.2	238,138	0.2
Exercisable at 30 April 2024	992,586	0.2	–	–
Granted during the period	1,050,000	0.2	3,120,000	0.2
Dividend equivalents awarded	132,516	0.2	6,316	0.2
Forfeited during the period	(258,154)	0.2	(55,015)	0.2
Exercised during the period	(72,927)	0.2	–	0.2
Outstanding at 30 April 2025	4,393,525	0.2	3,309,439	0.2
Exercisable at 30 April 2025	1,971,598	0.2	–	–

The options outstanding at 30 April 2025 had a weighted average exercise price of 0.2p and a weighted average remaining contractual life of 2.5 years. The average share price for options exercised during the year was 131.1p.

During the year 1,050,000 options were granted as restricted stock awards and 3,120,000 options were granted as performance stock awards. The maximum term of any award is four years.

The aggregate of the estimated fair values of the options granted during the year was £4,707,960. The model used is based on intrinsic values and the inputs are as follows:

Date Granted	Number of Shares	Fair Value £	Share Price (p)	Exercise Price (p)	Expected Life	Type of award
26 July 2024	270,000	347,760	129.0	0.2	3.0 years	Restricted stock
29 October 2024	780,000	872,040	112.0	0.2	3.8 years	Restricted stock
29 October 2024	3,120,000	3,488,160	112.0	0.2	3.8 years	Performance share

Company Share Option Plan ('CSOP')

The CSOP is separate from the Knights Omnibus Plan. Subject to Rule 2 of the CSOP, CSOP Options granted under the CSOP have the same terms as Share Options as defined in and granted under the Knights Omnibus Plan, but as modified by the CSOP.

As approved by HMRC these are awards granted in the form of share options at an exercise price of £1.238 representing the average of the closing prices quoted for Shares in the Financial Times in respect of the five dealing days immediately preceding the Grant Date. The awards are subject to time-based vesting requirements and continued employment within the Group. No performance targets will apply to the CSOP's.

	Number	Weighted average exercise price Pence
Outstanding at 1 May 2024	–	–
Granted during the period	1,017,765	123.8
Forfeited during the period	(48,465)	123.8
Outstanding at 30 April 2025	969,300	123.8

The options outstanding at 30 April 2025 had a weighted average exercise price of 123.8p and a weighted average remaining contractual life of 2.5 years.

The aggregate of the estimated fair values of the options granted during the year was £324,428. The inputs into the Black-Scholes model are as follows:

Exercise price	123.8p
Expected volatility	55.2%
Expected life	3.0 years
Risk-free rate	4.1%
Expected dividend yield	3.9%

Share Incentive Plan ('SIP')

The SIP is an "all employee" scheme under which every eligible employee within the Group was invited to participate. The original SIP scheme was launched in September 2019, eligible employees could apply to invest up to £1,800 from pre-tax income in partnership shares; matching shares were awarded on the basis of two free matching shares for each partnership share purchased.

In January 2024, the Group launched a new 'evergreen' SIP scheme which allows eligible employees to purchase shares each month with the maximum investment per employee per year being £1,800. Matching shares are awarded on the basis of one free matching share for every two partnership shares purchased.

Under both schemes, matching shares are forfeited if the employee leaves within three years of the grant date.

	Partnership Shares Number	Matching Shares Number	Dividend Shares Number
Outstanding at 1 May 2023	118,196	236,393	–
Granted during the period	48,856	24,418	16,188
Withdrawn during the period	(37,219)	–	–
Reallocated during the period	(6,766)	(12,733)	19,499
Forfeited during the period	–	(70,351)	(4,784)
Outstanding at 30 April 2024	123,067	177,727	30,903
Unrestricted at 30 April 2024	74,285	153,346	30,903
Granted during the period	76,141	38,053	12,216
Withdrawn during the period	(22,292)	–	–
Reallocated during the period	–	–	–
Forfeited during the period	–	(30,735)	(3,150)
Outstanding at 30 April 2025	176,916	185,045	39,969
Unrestricted at 30 April 2025	61,658	127,440	39,969

Sharesave Scheme ('SAYE')

This is an HMRC approved scheme and is open to any person that was an employee or officer of the Group at the launch date of each scheme. Under the scheme, members save a fixed amount each month for three years. Subject to remaining in employment by the Group, at the end of the three-year period they are entitled to use these savings to buy shares in the Company at 80% of the market value at launch date.

The first scheme was launched in November 2018 and further new SAYE schemes were launched in February 2020 and March 2022.

	SAYE options	
	Number	Weighted average exercise price Pence
Outstanding at 1 May 2023	870,168	306
Forfeited during the period	(569,621)	310
Outstanding at 30 April 2024	300,547	298
Exercisable at 30 April 2024	7,977	361
Forfeited during the period	(135,308)	300
Outstanding at 30 April 2025	165,239	296
Exercisable at 30 April 2025	165,239	296

The options outstanding at 30 April 2025 had a weighted average exercise price of 296p.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

9. Share-based payments continued

March 2022 Scheme

The aggregate of the estimated fair values of the options granted in March 2022 is £110,000. The inputs into the Black-Scholes model are as follows:

Exercise price	296p
Weighted average share price	148p
Expected volatility	53.7%
Expected life	3.1 years
Risk-free rate	5.9%
Expected dividend yield	3.0%

The March 2022 scheme matured on 30 April 2025, the number of share options exercised in respect of this scheme as at 30 April 2025 is nil. There are 165,239 share options which remain exercisable.

10. Retirement benefit schemes

The Group operates a defined contribution pension scheme for employees. The total cost charged to income of £3,829,000 (2024: £2,615,000) represents contributions payable to the scheme by the Group. As at 30 April 2025, total contributions of £759,000 (2024: £551,000) due in respect of the reporting period had not been paid over to the schemes.

The defined benefit impact is discussed in note 41. There were no charges against income in the year ended 30 April 2025.

11. Depreciation and amortisation charges

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Depreciation	3,333	2,656
Depreciation on right-of-use assets	5,223	5,607
Amortisation on computer software	92	103
Loss on disposal of property, plant and equipment	192	144
Underlying depreciation and amortisation charges in Consolidated Statement of Comprehensive Income	8,840	8,510
Amortisation on acquired intangibles	4,033	3,580
	12,873	12,090

Amortisation on acquired intangibles has been separately identified within overall depreciation and amortisation charges as it is deemed to be a non-underlying cost, on the basis that it relates to acquisitions.

12. Other operating charges

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Establishment costs	8,301	7,775
Short term and low value lease costs	62	247
Other overhead expenses	21,476	20,196
	29,839	28,218

13. Non-underlying costs

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Redundancy and reorganisation staff costs	2,266	1,335
Share-based payment charges	5	10
Contingent acquisition payments treated as remuneration	3,752	2,824
Impairment of right-of-use assets	2,078	153
Impairment of acquired software	352	–
Recognition of onerous service charge	750	–
(Profit) on disposal of right-of-use assets	(340)	(125)
Loss on disposal of property, plant and equipment	315	930
Transaction costs	2,277	1,503
Non-underlying operating costs	11,455	6,630
Non-underlying finance costs	246	281
	11,701	6,911

Non-underlying costs cash movement

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Non-underlying costs	11,701	6,911
<i>Adjustments for:</i>		
Contingent acquisition payments shown separately	(3,752)	(2,824)
<i>Non-cash movements:</i>		
Share-based payment charge	(5)	(10)
Impairment of right-of-use assets	(2,078)	(153)
Impairment of acquired software	(352)	–
Recognition of onerous service charge	(750)	–
Profit on disposal of right-of-use assets	468	449
(Loss) on disposal of property, plant and equipment	(315)	(930)
Transaction costs	(107)	(443)
Non-underlying finance costs	(246)	(281)
<i>Additional cash movements:</i>		
Rental payments on onerous leases	435	605
Service charge payments on onerous leases	128	104
Dilapidation payments	239	818
	5,366	4,246

Non-underlying costs relate to redundancy costs to streamline the support function of the Group following acquisitions or strategic reorganisations, transaction costs in respect of acquisitions, onerous lease costs in respect of acquisitions, this is where properties have become vacant as employees have been moved into right-sized offices in the same region. Also disposals of acquired assets and share-based payment charges relating to one off share schemes offered to employees as part of the IPO and on acquisitions.

Contingent acquisition payments are included in non-underlying costs as it represents payments which are contingent on the continued employment of those individuals with the Group, agreed under the terms of the sale and purchase agreements with vendors of certain businesses acquired. The payments extend over periods of one to three years and are designed to preserve the value of goodwill and customer relationships acquired in the business combinations. IFRS requires such arrangements to be treated as remuneration and charged to the Consolidated Statement of Comprehensive Income. The individuals also receive market rate salaries for their work, in line with other similar members of staff in the Group. The contingent earnout payments are significantly in excess of these market salaries and would distort the Group's results if not separately identified.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

14. Finance costs

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Interest on borrowings	4,133	3,402
Interest on leases	2,312	1,537
	6,445	4,939

15. Finance income

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Loan interest receivable	239	23
Lease interest receivable	63	66
	302	89

16. Auditor's remuneration

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Fees payable to the parent company's auditor and their associates for the audit of the parent company's annual accounts	56	50
Fees payable to the auditor and their associates for other services to the Group:		
– The audit of the Company's subsidiaries	177	170
Total audit fees	233	220
– Audit-related assurance services	25	25
Total non-audit fees	25	25

17. Taxation

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Corporation tax:		
Current year	4,626	4,991
Adjustments in respect of prior years	224	218
	4,850	5,209
Deferred tax:		
Origination and reversal of temporary differences	(157)	(225)
Tax expense for the year	4,693	4,984

The charge for the period can be reconciled to the Consolidated Statement of Comprehensive Income as follows:

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Profit before tax	12,269	14,831
Tax at the UK corporation tax rate of 25% (2024: 25%)	3,067	3,708
Expenses that are not deductible in determining taxable profit	1,382	1,058
Partnership tax paid on acquired subsidiaries	20	–
Adjustment in respect of prior years	224	218
Tax expense for the year	4,693	4,984
Consisting of:		
Taxation – underlying	7,448	6,598
Tax impact of non-underlying costs	(2,755)	(1,614)

The impact of non-underlying costs on the effective rate of tax is set out below:

	Year ended 30 April 2025			Year ended 30 April 2024		
	Total £'000	Underlying £'000	Non-Underlying £'000	Total £'000	Underlying £'000	Non-Underlying £'000
Profit before tax	12,269	28,003	(15,734)	14,831	25,322	(10,491)
Tax expense	4,693	7,448	(2,755)	4,984	6,598	(1,614)
Effective rate of tax	38%	27%	18%	34%	26%	15%

18. Earnings per share

Basic and diluted earnings per share have been calculated using profit after tax and the weighted average number of ordinary shares in issue during the period.

	Year ended 30 April 2025 Number	Year ended 30 April 2024 Number
Weighted average number of ordinary shares for the purposes of basic earnings per share	85,950,758	85,840,067
Weighted average shares held in EBT	(137,332)	–
	85,813,426	85,840,067
Effect of dilutive potential ordinary shares:		
Share options	4,027,011	2,778,654
Weighted average number of ordinary shares for the purposes of diluted earnings per share	89,840,437	88,618,721
	£'000	£'000
Profit after tax	7,576	9,847
Earnings per share	Pence	Pence
Basic earnings per share	8.83	11.47
Diluted earnings per share	8.43	11.11

Underlying earnings per share is calculated as an alternative performance measure in note 39.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

19. Dividends

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Amounts recognised as distributions to equity holders in the year:		
Final dividend for the year ended 30 April 2024 of 2.79p per share (2023: 2.50p)	2,396	2,145
Interim dividend for the year ended 30 April 2025 of 1.76p per share (2024: 1.61p per share)	1,507	1,380
	3,903	3,525

For the year ended 30 April 2025 the Board have proposed a final dividend of 3.05p per share (2024: 2.79p per share). The proposed final dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed dividend is payable to all shareholders on the register of members on 10 October 2025. The payment of this dividend will not have any tax consequences for the Group.

20. Intangible assets and goodwill

	Goodwill £'000	Brand £'000	Customer relationships £'000	Purchased computer software £'000	Total £'000
Cost					
As at 1 May 2023	59,661	5,401	35,134	495	100,691
Acquisitions of subsidiaries	2,049	–	395	–	2,444
Adjustments	78	–	–	–	78
Additions	–	–	–	40	40
Disposals	–	–	(1,097)	–	(1,097)
As at 30 April 2024	61,788	5,401	34,432	535	102,156
Acquisitions of subsidiaries	11,261	–	11,912	352	23,525
Adjustments	(156)	–	–	(2)	(158)
Additions	–	–	–	83	83
Impairment	–	–	–	(352)	(352)
As at 30 April 2025	72,893	5,401	46,344	616	125,254
Amortisation and impairment					
As at 1 May 2023	–	432	11,976	262	12,670
Amortisation charge	–	54	3,526	103	3,683
Eliminated on disposal	–	–	(1,097)	–	(1,097)
As at 30 April 2024	–	486	14,405	365	15,256
Amortisation charge	–	54	3,979	92	4,125
As at 30 April 2025	–	540	18,384	457	19,381
Carrying amount					
At 30 April 2025	72,893	4,861	27,960	159	105,873
At 30 April 2024	61,788	4,915	20,027	170	86,900
At 30 April 2023	59,661	4,969	23,158	233	88,021

The carrying amount of goodwill of £72,893,000 (2024: £61,788,000) has been allocated to the single cash generating unit (CGU) present in the business, which is the provision of legal and professional services.

The recoverable amount of the Group's goodwill has been determined by a value in use calculation using a discounted cash flow model. The Group has prepared cash flow forecasts derived from the most recent financial budgets approved by management for the next three years after which cash flows are extrapolated using a terminal value calculation based on an estimated growth rate of 2% (2024: 2%). This rate does not exceed the expected average long-term growth rate for the UK legal services market.

The key assumptions for the value in use calculations are those regarding the growth rates for the Group's revenues from legal and professional services, the EBITDA margin and the discount rate. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU.

The rate used to discount the forecast cash flows is based on a pre tax estimated weighted average cost of capital of 12.9% (2024: 13.4%).

Revenue growth over the three years of the forecast period reflects, for FY26, the current run rate of revenue from the Group's existing business and a full year of revenue from acquisitions made during the year ended 30 April 2025, and an element of organic growth in FY27 and FY28 through continued recruitment and increases in chargeable hours and recovered rates. The long-term growth rate is based on UK economic growth forecasts for the legal services market.

The Group has conducted a sensitivity analysis on the impairment test of the CGU value in use. Management considers there is no reasonably plausible scenario under which goodwill would be impaired.

21. Acquisitions

Acquisitions summary

During the year the Group has completed two acquisitions Thursfield Legal Limited and IBB Law LLP. The table below summarises the consideration paid and the net cash flow arising on all acquisitions in the period:

	Total £'000
Total identifiable assets less liabilities acquired	18,894
Goodwill	11,261
Total consideration	30,155
Satisfied by:	
Cash	29,357
Deferred consideration arrangement	798
Total consideration transferred	30,155
Net cash outflows arising on acquisition:	
Cash consideration net of cash acquired	24,972
Net investing cash outflow arising on acquisition	24,972
Repayment of debt acquired	172
Net financing cash outflow arising on acquisition	172
Repayment of debt in future years	932

Details for the individual acquisitions are included on the following pages.

The acquisition date in each case is the date of exchange of the sale and purchase agreement, being the date on which control passes and the Group is exposed to variable returns.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

21. Acquisitions continued

Thursfields Legal Limited ('Thursfields')

On 25 July 2024 the Group exchanged contracts to acquire Thursfields by purchasing the shares of the entity. This acquisition completed on 14 September 2024. Thursfields is a law firm which will significantly strengthen Knights' presence in the West Midlands.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below. These figures are provisional as the purchase accounting is not yet finalised:

	Carrying amount £'000	Fair value adjustment £'000	Total £'000
Identifiable assets			
Identifiable intangible assets	–	1,631	1,631
Property, plant and equipment	552	(3)	549
Assets held for sale	208	–	208
Right-of-use assets	–	602	602
Contract assets	1,947	–	1,947
Trade and other receivables	842	(66)	776
Cash and cash equivalents	3,899	–	3,899
Liabilities			
Trade and other payables	(1,712)	–	(1,712)
Lease liabilities	–	(602)	(602)
Provisions	(222)	5	(217)
Deferred tax	(4)	(408)	(412)
Total identifiable assets and liabilities	5,510	1,159	6,669
Goodwill			4,453
Total consideration			11,122
Satisfied by:			
Cash			10,324
Deferred consideration			798
Total consideration transferred			11,122
Net cash outflow arising on acquisition:			
Cash consideration (net of cash acquired)			6,424
Net cash outflow arising on acquisition			6,424

Intangibles relating to customer relationships of £1,631,000 has been arrived at using the excess earnings method. The goodwill of £4,453,000 represents the assembled workforce, with the acquisition bringing a number of new fee earners and expected synergies. None of the goodwill is expected to be deductible for income tax purposes.

A contingent consideration arrangement was entered into as part of the acquisition. This is contingent on the sellers remaining in employment with the Group therefore it has been excluded from the consideration and will be recognised in the Consolidated Statement of Comprehensive Income on a straight-line basis as a remuneration expense over the 3 years post-acquisition period. This is recognised within non-underlying operating costs.

The maximum undiscounted amount of all potential future payments under the contingent consideration arrangement is £4,117,000 and is payable in equal instalments on the first, second and third anniversary of completion.

There are also undiscounted deferred consideration payments totalling £883,000 outstanding. This is payable in instalments on the first, second and third anniversaries of completion.

Thursfields contributed £8,164,000 of revenue to the Group's Statement of Comprehensive Income for the period from 27 July 2024 to 30 April 2025. The profit contributed is not separately identifiable due to the hive-up of its trade and assets being incorporated into Knights Professional Services Limited from 14 September 2024.

IBB Law LLP ('IBB')

On 28 February 2025 the Group exchanged contracts to acquire IBB by purchasing the controlling membership interests of the entity. This acquisition completed on 4 April 2025. IBB is a law firm which will significantly strengthen Knights' presence in the South East.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below. These figures are provisional as the purchase accounting is not yet finalised:

	Carrying amount £'000	Fair value adjustment £'000	Total £'000
Identifiable assets			
Identifiable intangible assets	352	10,281	10,633
Property, plant and equipment	325	11	336
Investments	132	–	132
Right-of-use assets	–	3,921	3,921
Contract assets	4,369	–	4,369
Trade and other receivables	4,748	–	4,748
Cash and cash equivalents	485	–	485
Liabilities			
Trade and other payables	(3,560)	281	(3,279)
Lease liabilities	–	(3,921)	(3,921)
Borrowings	(1,043)	(61)	(1,104)
Provisions	(1,421)	–	(1,421)
Deferred tax	–	(2,674)	(2,674)
Total identifiable assets and liabilities	4,387	7,838	12,225
Goodwill			6,808
Total consideration			19,033
Satisfied by:			
Cash			19,033
Deferred consideration			–
Total consideration transferred			19,033
Net cash outflow arising on acquisition:			
Cash consideration (net of cash acquired)			18,548
Net cash outflow arising on acquisition			18,548

Intangibles relating to customer relationships of £10,281,000 has been arrived at using the excess earnings method. The goodwill of £6,808,000 represents the assembled workforce, with the acquisition bringing a number of new fee earners and expected synergies. None of the goodwill is expected to be deductible for income tax purposes.

A contingent consideration arrangement was entered into as part of the acquisition. This is contingent on the sellers remaining in employment with the Group therefore it has been excluded from the consideration and will be recognised in the Consolidated Statement of Comprehensive Income on a straight-line basis as a remuneration expense over the post-acquisition period. This is recognised within non-underlying operating costs.

The maximum undiscounted amount of all potential future payments under the contingent consideration arrangement is £9,000,000 and is payable in equal instalments on the first, second and third anniversary of completion.

IBB contributed £4,334,000 of revenue to the Group's Statement of Comprehensive Income for the period from 28 February 2025 to 30 April 2025. The profit contributed is not separately identifiable due to the hive-up of its trade and assets being incorporated into Knights Professional Services Limited from 4 April 2025.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

22. Investments

	Joint ventures £'000	Other investments £'000	Total £'000
At 1 May 2024	50	–	50
Acquired	16	350	366
Investment income	30	28	58
Dividends received	(13)	–	(13)
Disposed	–	(167)	(167)
Reclassified as held for sale	–	(183)	(183)
At 30 April 2025	83	28	111

On 28 March 2024, the Group acquired 50% of the share capital of Convex Corporate Finance Limited ('Convex') as part of a joint venture with key management personnel of Convex. The initial investment was £50,000 and each joint venturer has equal voting rights. The profit within Convex for the period ending 30 April 2025 was £1,026,000. A share of net assets of £13,000 has been recognised in the Group during the year as the first £1,000,000 of profits in each financial year are allocated to the key management personnel of Convex.

On 28 February 2025, the Group acquired IBB Law LLP, as part of this acquisition, the Group acquired IBB Wealth Limited, a 50% joint venture between IBB Law LLP and Kubera Wealth Limited. During the year the Group has recognised a share of net assets of £16,000 representing 50% of the profit in IBB Wealth Limited in the period post-acquisition.

As part of the Thursfields acquisition, the Group acquired an investment in the capital and current accounts in Thursfields Child Care LLP, this was subsequently disposed of during the year. A 9% investment in respect of Meridies Insurance Company Limited was also acquired, the Group has taken steps to exit this investment during the year and this value has subsequently been classified as held for sale at the year end.

As part of the IBB acquisition, the Group acquired an investment in an insurance captive called Lawnet the Group has taken steps to exit this investment during the year and this value has subsequently been classified as held for sale at the year end.

23. Property, plant and equipment

	Expenditure on short leasehold property £'000	Freehold property £'000	Long leasehold property £'000	Office equipment £'000	Furniture and fittings £'000	Motor Vehicles £'000	Right-of- use assets £'000	Total £'000
Cost								
As at 1 May 2023	8,690	–	–	6,452	1,317	90	55,487	72,036
Acquisitions of subsidiaries	7	–	380	35	37	–	–	459
Additions	5,297	–	–	1,424	1,444	–	7,076	15,241
Disposals	(1,178)	–	–	(1,410)	(262)	–	(11,346)	(14,196)
Impairment	–	–	–	–	–	–	(882)	(882)
As at 30 April 2024	12,816	–	380	6,501	2,536	90	50,335	72,658
Acquisitions of subsidiaries	137	409	–	164	178	–	4,522	5,410
Additions	7,956	–	–	2,182	1,616	–	18,875	30,629
Disposals	(247)	–	–	(1,154)	(511)	–	(6,216)	(8,128)
Reclassification to held for sale	–	–	–	(8)	–	–	–	(8)
Adjustment	–	–	–	–	–	–	(260)	(260)
Impairment	–	–	–	–	–	–	–	–
Alignment	(2)	–	–	(1)	(3)	1	1	(4)
As at 30 April 2025	20,660	409	380	7,684	3,816	91	67,257	100,297
Depreciation and impairment								
As at 1 May 2023	2,465	–	–	3,501	568	11	17,287	23,832
Depreciation charge	979	–	4	1,474	176	23	5,607	8,263
Eliminated on disposal	(422)	–	–	(1,257)	(95)	–	(5,864)	(7,638)
Impairment	–	–	–	–	–	–	(729)	(729)
As at 30 April 2024	3,022	–	4	3,718	649	34	16,301	23,728
Depreciation charge	1,605	5	4	1,410	286	23	5,268	8,601
Eliminated on disposal	(65)	–	–	(1,009)	(330)	–	(3,025)	(4,429)
Impairment	–	–	–	–	–	–	2,078	2,078
Alignment	–	–	–	(1)	–	–	–	(1)
As at 30 April 2025	4,562	5	8	4,118	605	57	20,622	29,977
Carrying amount								
At 30 April 2025	16,098	404	372	3,566	3,211	34	46,635	70,320
At 30 April 2024	9,794	–	376	2,783	1,887	56	34,034	48,930
At 30 April 2023	6,225	–	–	2,951	749	79	38,200	48,204

Net impairment charges of £2,078,000 (2024: £153,000) due to leases being classified as onerous are included in non-underlying operating costs (see note 13).

See note 30 for further details of right of use assets.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

24. Contract assets and liabilities

	Contract assets £'000	Trade receivables £'000	Contract liabilities £'000
At 30 April 2025	50,998	30,639	(130)
At 30 April 2024	40,191	25,931	(188)
At 30 April 2023	38,215	23,610	(218)

The movement during the year is not separately identifiable.

Contract assets

Contract assets consist of unbilled revenue in respect of legal and professional services performed to date.

Contract assets in respect of fee-for-service and fixed fee arrangements are billed at appropriate intervals, normally on a monthly basis in arrears, in line with the performance of the services. Where such matters remain unbilled at the period end the asset is valued on a contract-by-contract basis at its expected recoverable amount.

The Group undertakes some matters based on contingent fee arrangements. These matters are billed when the claim is successfully settled. For matters ongoing at the period end, each matter is valued based on its specific circumstances. If the matter has agreed funding arrangements in place, then it is valued based on the estimated amount recoverable from the funding depending on the stage of completion of the matter.

If the liability of a matter has been admitted and performance obligations satisfied, such that it is no longer contingent, these matters are valued based on the expected recoverable amount. Due to the complex nature of these matters, they can take a considerable time to be finalised therefore performance obligations may be settled in one period but the matter not billed until a later financial period. The amount of contingent fee work in progress at 30 April 2025 was £12,836,000 (2024: £13,070,000).

If the performance obligations for contingent matters have not been satisfied at the reporting date, these assets are valued on a contract-by-contract basis taking into account the expected recoverable amount and the likelihood of success. Where the likelihood of success of a contingent fee arrangement is less than highly probable, the amount recognised in contract assets is further reduced to reflect this uncertainty.

During the year, contract assets of £6,316,000 (2024: £344,000) were acquired in business combinations.

An impairment loss of £48,000 has been recognised in relation to contract assets in the year (2024: £36,000). This is based on the expected credit loss under IFRS 9 of these types of assets. The contract asset loss is estimated at 0.2% (2024: 0.2%) of the balance.

Trade receivables

Trade receivables are recognised when a bill has been issued to the client, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. Trade receivables also includes disbursements.

Bills are payable within thirty days of date of issue unless otherwise agreed with the client.

Contract liabilities

When matters are billed in advance or on the basis of a monthly retainer, this is recognised in contract liabilities and released over time as the services are performed.

25. Trade and other receivables

	30 April 2025 £'000	30 April 2024 £'000
Trade receivables	32,023	26,694
Impairment provision – trade receivables	(1,384)	(763)
Prepayments and other receivables	8,913	6,822
Amount owed from joint venture	2,000	2,523
	41,552	35,276
Trade and other receivables	30 April 2025 £'000	30 April 2024 £'000
> 1 year	2,000	2,523
< 1 year	39,552	32,753
	41,552	35,276

Trade receivables

The average credit period taken on sales is 31 days as at 30 April 2025 (2024: 28 days). No interest is charged on trade receivables. The Group uses appropriate methods to recover all balances once overdue. Once the expectation of recovery is deemed remote a debt may be written off.

The Group measures the loss allowance for trade receivables at an amount equal to 12 months expected credit losses ('ECL'). The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of a provision matrix when measuring the expected loss provision for all trade receivables. As the Group's expected credit loss experience does not show significantly different loss patterns for different client segments, the provision for loss allowance is based on past due status.

The following table details the risk profile of trade receivables (excluding disbursements) based on the Group's provision matrix:

	30 April 2025			30 April 2024		
	Gross carrying amount £'000	Expected credit losses £'000	Expected credit loss rate %	Gross carrying amount £'000	Expected credit losses £'000	Expected credit loss rate %
Not past due	18,287	52	0.28	14,893	42	0.28
1-30 days past due	2,765	19	0.67	3,667	14	0.38
31-60 days past due	1,933	6	0.33	1,378	5	0.36
61-90 days past due	398	1	0.33	209	1	0.48
>91 days past due	3,740	510	13.65	2,176	605	27.80
12 month ECL £'000	27,123	588	2.17	22,323	667	2.99

In addition to the above on trade receivables a further £284,000 (2024: £96,000) impairment loss has been recognised against disbursement balances (excluding CL Medilaw). This is based on 100% impairment against all disbursements with no activity on the matter for over 12 months and 0.3% against the remainder of the balance based upon the expected credit loss of this type of asset.

The movement in the allowance for impairment in respect of trade receivables and contract assets during the year was as follows:

	2025 £'000	2024 £'000
Balance at 1 May	763	914
Increase in loss allowance recognised in profit and loss during the year	1,241	489
Acquired provisions	814	129
Receivables written off during the year as uncollectable	(1,434)	(769)
Balance at 30 April	1,384	763

26. Finance lease receivable

The Group sub-leases floors in three office buildings on head leases that were acquired in previous periods. The Group has classified the sub-leases as finance leases because the sub-leases are for the whole of the remaining term of the head leases.

The following table sets out a maturity analysis of lease receivables, showing the undiscounted lease payments to be received after the reporting date.

	30 April 2025 £'000	30 April 2024 £'000
Less than one year	457	424
One to two years	457	424
Two to three years	457	424
Three to four years	436	424
Four to five years	151	406
More than five years	73	225
	2,031	2,327
Less: unearned finance income	(291)	(330)
	1,740	1,997

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

26. Finance lease receivable continued

Finance lease receivable	30 April 2025 £'000	30 April 2024 £'000
> 1 year	1,335	1,633
< 1 year	405	364
	1,740	1,997

Total lease payments received for the year ended 30 April 2025 was £458,000 (2024: £405,000).

The Group's finance lease arrangements do not include variable payments.

The directors of the Group estimate the loss allowance on finance lease receivables at the end of the reporting period at an amount equal to lifetime ECL. None of the finance lease receivables at the end of the reporting period are past due, and considering the historical default experience and the future prospects of the sectors in which the lessees operate, the directors of the Group consider that no finance lease receivable is impaired.

27. Disposal of assets and liabilities held for sale

IBB Crime

On 4 April 2025 the Group completed the acquisition of IBB Law LLP which included a legal aid funded crime business. At the time of acquisition, it was noted that this work-type, which is considered non-core to Knights, would be reviewed following completion.

In April 2025, management committed to a plan to sell the legal aid funded crime business. Accordingly, all assets and liabilities are presented as assets and liabilities held for sale. Efforts to sell the crime business commenced and on 18 July 2025 the Group completed the sale of the crime business.

No fair value gains or losses have been recognised on reclassification as fair values of assets and liabilities are deemed to be equal to the carrying value at the period end.

As at 30 April 2025, the crime business was stated at fair value less cost to sell and comprised of the following assets and liabilities:

	30 April 2025 £'000
Tangible assets	8
Contract assets	358
Trade and other receivables	655
Cash and cash equivalents	79
Assets held for sale	1,100

	30 April 2025 £'000
Trade and other payables	(889)
Liabilities held for sale	(889)

Assets held for sale do not include £246,000 due to other group entities which have been eliminated on consolidation.

Other assets and liabilities held for sale

During the year, Knights acquired unlisted investments as part of the acquisitions of Thursfields Legal Limited and IBB Law LLP. At 30 April 2025, the Group has committed to disposing its share in these investments in line with the terms of share agreement for the individual investments.

	IBB Crime £'000	Other investments £'000	Total £'000
Assets held for sale			
At 1 May 2024	–	–	–
Additions	1,100	183	1,283
At 30 April 2025	1,100	183	1,283

	IBB Crime £'000	Other investments £'000	Total £'000
Liabilities held for sale			
At 1 May 2024	–	–	–
Additions	(889)	–	(889)
At 30 April 2025	(889)	–	(889)

28. Share capital

	Ordinary shares	
	Number	£'000
As at 1 May 2023	85,813,976	171
<i>Changes during the period</i>		
Ordinary shares of 0.2p each issued in respect of exercised share options	100,184	–
At 30 April 2024 (allotted, called up and fully paid)	85,914,160	171
<i>Changes during the period</i>		
Ordinary shares of 0.2p each issued in respect of exercised share options	53,148	–
At 30 April 2025 (allotted, called up and fully paid)	85,967,308	171

29. Treasury Shares

At 30 April 2025, the Group held treasury shares with a total value of £576,000 (2024: £nil). These shares are held to satisfy obligations under the Group's share-based payment schemes.

During the year, the Group purchased 499,283 of its own ordinary shares to be held in treasury. These purchases were made throughout the year; the total cost of these purchases was £598,000. Additionally, 19,799 shares were transferred out of treasury during the year to satisfy employee share option exercises. The shares transferred were valued at £22,000, based on a FIFO costs basis.

	Treasury shares	
	Number	£'000
As at 1 May 2024	–	–
<i>Changes during the period</i>		
Treasury shares purchased	(499,283)	(598)
Treasury shares issued in respect of exercised share options	19,799	22
At 30 April 2025	(479,484)	(576)

Treasury shares are deducted from equity in accordance with IAS 32 Financial Instruments: Presentation. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any dividends on treasury shares are waived.

30. Lease liabilities

Incremental borrowing rates applied to individual leases ranged between 1.7% and 8.3%.

The table below sets out the Consolidated Statement of Financial Position as at 30 April 2025 and 30 April 2024:

	30 April 2025 £'000	30 April 2024 £'000
Right-of-use assets		
Property	46,115	33,496
Equipment	520	538
	46,635	34,034
Lease liability		
> 1 year	48,603	35,389
< 1 year	5,666	5,181
	54,269	40,570

Right of use assets include additions and acquired assets of £23,250,000 (2024: £6,565,000) for property and £147,000 (2024: £511,000) for equipment. The related depreciation charge for the year is £5,102,000 (2024: £5,127,000) for property and £165,000 (2024: £480,000) for equipment.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

30. Lease liabilities continued

The table below shows lease liabilities maturity analysis – contractual undiscounted cash flows at 30 April 2025:

	30 April 2025			30 April 2024		
	Property £'000	Equipment £'000	Total £'000	Property £'000	Equipment £'000	Total £'000
Less than one year	8,058	202	8,260	6,810	188	6,998
One to five years	28,731	457	29,188	23,485	509	23,994
More than five years	34,434	3	34,437	20,342	–	20,342
	71,223	662	71,885	50,637	697	51,334
Less unaccrued future interest	(17,517)	(99)	(17,616)	(10,658)	(106)	(10,764)
	53,706	563	54,269	39,979	591	40,570

The table below shows amounts recognised in the Consolidated Statement of Comprehensive Income for short term and low value leases as at 30 April 2025:

	30 April 2025			30 April 2024		
	Property £'000	Equipment £'000	Total £'000	Property £'000	Equipment £'000	Total £'000
Expenses relating to short – term and low value leases	61	1	62	215	32	247

For right-of-use asset depreciation and lease interest charges on leases see note 11 and 14.

Total lease payments, including payments for short term and low value leases, for the year ended 30 April 2025 were £7,307,000 (2024: £7,502,000).

31. Borrowings

	30 April 2025 £'000	30 April 2024 £'000
Secured borrowings at amortised cost:		
Bank loans	69,400	39,800
Other loans	1,282	817
Total borrowings	70,682	40,617
Amount due for settlement within 12 months	875	468
Amount due for settlement after 12 months	69,807	40,149

The above excludes lease liabilities.

All of the Group's borrowings are denominated in sterling.

The Group has a credit facility of £100,000,000 in total (2024: £70,000,000). The facility remains available until 7 November 2027.

The facility is a revolving credit facility and has the ability to roll on a monthly, quarterly, half yearly basis or any other period at the Groups option and is due for final repayment in November 2027. The facility is secured by a fixed and floating charge over the Group's assets. The facility carries an interest margin above SONIA of between 1.65% and 2.55% depending on the leverage level. A commitment fee of one third of the applicable margin is payable on the undrawn amounts.

32. Deferred consideration

	30 April 2025 £'000	30 April 2024 £'000
Non-current liabilities		
Deferred consideration	563	350
Current liabilities		
Deferred consideration	612	2,591

Deferred consideration as at 30 April 2025 relates to the acquisition of Coffin Mew LLP, St James' Law Limited and Thursfields Legal Limited and is not contingent.

In addition, the Group has accrued contingent acquisition payments relating to acquisitions included within trade and other payables. This is contingent based upon the continued employment of certain individuals and is being accrued on a monthly basis in the Consolidated Statement of Comprehensive Income in accordance with the terms of the agreements. It is expected that employment will continue for the terms of the agreements and, therefore, the contingent acquisition payments will be payable in full.

33. Deferred tax

The following are the major deferred tax liabilities and (assets) recognised by the Group and movements thereon during the current and prior reporting period.

	Accelerated capital allowances £'000	Intangible assets £'000	Share- based payments £'000	Unpaid employer contributions £'000	IFRS 16 £'000	Total £'000
As at 1 May 2023	1,376	7,032	(459)	–	439	8,388
Acquisitions of subsidiaries	26	99	–	–	–	125
Charge/(credit) for the year	947	(895)	(221)	(1)	(55)	(225)
As at 30 April 2024	2,349	6,236	(680)	(1)	384	8,288
Acquisitions of subsidiaries	4	2,978	–	–	104	3,086
Charge/(credit) for the year	1,273	(1,008)	(268)	(87)	(67)	(157)
As at 30 April 2025	3,626	8,206	(948)	(88)	421	11,217

Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to do so. The following is the analysis of the deferred tax balances after offset for financial reporting purposes:

	30 April 2025 £'000	30 April 2024 £'000
Deferred tax assets	(1,036)	(681)
Deferred tax liabilities	12,253	8,969
	11,217	8,288

34. Trade and other payables

	30 April 2025 £'000	30 April 2024 £'000
Trade payables	6,915	5,574
Other taxation and social security	9,291	7,435
Other payables	2,675	1,281
Accruals	7,781	5,645
	26,662	19,935

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 22 days (2024: 22 days). No interest is payable on the trade payables.

The Directors consider that the carrying amount of trade payables approximates to their fair value.

Included within other payables is a contingent acquisition payments liability, this arises on acquisition and the liability is contingent on employees completing a specified length of service. As at 30 April 2025 £2,458,000 of contingent acquisition payments are included within other payables (2024: £1,277,000). The total potential value of the contingent liability is £12,252,000 (2024: £2,960,000).

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

35. Provisions

	Dilapidation provision £'000	Onerous contract provision £'000	Professional indemnity provision £'000	Total £'000
As at 1 May 2023	4,827	282	1,326	6,435
Acquisitions of subsidiaries	38	–	10	48
Additional provision in the year	853	66	1,125	2,044
Utilisation of provision	(957)	(104)	(1,164)	(2,225)
As at 30 April 2024	4,761	244	1,297	6,302
Acquisitions of subsidiaries	1,492	–	145	1,637
Additional provision in the year	902	762	772	2,436
Utilisation of provision	(429)	(128)	(763)	(1,320)
As at 30 April 2025	6,726	878	1,451	9,055
Consisting of:				
Non-current liabilities	4,693	711	–	5,404
Current liabilities	2,033	167	1,451	3,651

The dilapidations provision relates to the potential rectification of leasehold sites upon expiration of the leases. This has been based on internal estimates of the schedule of works included in the lease.

The onerous contract provision relates to service charges on vacant offices where the Group is the lessee. The Group is actively marketing these leases for reassignment. The provision represents the Directors' estimate of the future service charge costs to be paid by the Group prior to reassignment of the leases. The onerous contracts provision also includes contracts acquired via acquisition that are no longer utilised but are non-cancellable. The provision represents the present value of the remaining payments under the terms of the lease. Future service charge payments are offset against the provision.

The professional indemnity provision relates to a number of disputes in the ordinary course of business for all claims where costs are likely to be incurred and represents the cost of defending and concluding claims and any excess amounts that may become payable. The Group carries professional indemnity insurance and no separate disclosure is made of the cost of claims covered by insurance as to do so could seriously prejudice the position of the Group.

36. Financial instruments

Categories of financial instruments

	30 April 2025 £'000	30 April 2024 £'000
Financial assets		
<i>Amortised cost</i>		
Contract assets	50,998	40,191
Trade and other receivables (excluding prepayments)	33,699	29,134
Lease receivable	1,741	1,997
Cash and cash equivalents	5,853	5,453
Financial liabilities		
<i>Amortised cost</i>		
Borrowings	70,682	40,617
Deferred consideration	1,175	2,941
Trade and other payables	14,913	11,223
Leases	54,269	40,570

Financial risk management objectives

The Group's Executive board and finance function monitors and manages the financial risks relating to the operations of the Group. These risks include market risk (interest rate risk), credit risk, liquidity risk and cash flow interest rate risk.

Market risk

The Group's activities expose it primarily to the financial risks of changes in interest rates (see next page). Market risk exposures are measured using sensitivity analysis.

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

Interest rate risk management

The Group is exposed to interest rate risk because the Group borrows funds at floating interest rates. The risk is managed by the Group by keeping the level of borrowings at a manageable level. The Group is also exposed as it holds client monies where interest is received at floating interest rates. This risk is managed by ensuring that the Group holds client monies with banks where interest rates are maximised. Overall the Group do not see interest rate risk as a significant risk as fluctuations in rates would impact both interest receivable and payable amounts. The operations of the Group are not dependent on the finance income received.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for financial instruments at the end of the reporting period. For floating rate liabilities, the sensitivity is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

If interest rates had been 0.5% higher/lower and all other variables were held constant, the Group's profit for the year ended 30 April 2025 would decrease/increase by £353,000 (2024: decrease/increase by £203,000). This is attributable to the Group's exposure to interest rates on its variable rate borrowings.

For floating rate assets, the sensitivity is prepared taking an average client balance held throughout the year.

If interest rates had been 0.5% higher/lower and all other variables were held constant, the Group's profit for the year ended 30 April 2025 would decrease/increase by £1,275,000 (2024: decrease/increase by £956,000). This is attributable to the Group's exposure to interest rates on its variable rate client monies held.

Credit risk management

Note 25 details the Group's maximum exposure to credit risk and the measurement bases used to determine expected credit losses.

The risk of bad debts is mitigated by the Group having a policy of performing credit checks or receiving payments on account for new clients when practical and ensuring that the Group's exposure to any individual client is tightly controlled, through credit control policies and procedures.

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the financial charges on its debt instruments and repayments of principal. There is a risk that the Group will encounter difficulty in meeting its financial obligations as they fall due or not meet its required covenants. The Group manages this risk and its cash flow requirements through detailed annual, monthly and daily cash flow forecasts. These forecasts are reviewed regularly to ensure that the Group has sufficient working capital to enable it to meet all of its short-term and long-term cash flow needs.

Measurement of fair values

Financial assets and liabilities are measured in accordance with the fair value hierarchy and assessed as Level 1, 2 or 3 based on the following criteria:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Based on the Groups financial instruments disclosed at fair value, cash is level 1, borrowings is level 2 and deferred consideration is level 3. The remaining financial instruments are measured at amortised cost.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities

30 April 2025	< 1 year £'000	1-2 years £'000	2-5 years £'000	Total £'000
Borrowings	875	585	69,222	70,682
Deferred consideration	612	563	–	1,175
Trade and other payables	17,371	–	–	17,371

30 April 2024	< 1 year £'000	1-2 years £'000	2-5 years £'000	Total £'000
Borrowings	468	55	40,094	40,617
Deferred consideration	2,591	350	–	2,941
Trade and other payables	12,501	–	–	12,501

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For the year ended 30 April 2025

36. Financial instruments continued

Trade and other payables above exclude other taxation and social security costs.

The Group has met its covenant tests during the year.

For lease maturity see note 30.

Capital management

The capital structure of the Group consists of borrowings (as disclosed in note 31) and equity of the Group (comprising issued capital, reserves, and retained earnings as disclosed in the Consolidated Statement of Changes in Equity).

In managing its capital, the Group's primary objective is to provide a return for its equity shareholders through capital growth and future dividend income. The Group seeks to maintain a gearing ratio that balances risk and returns at an acceptable level and also to maintain a sufficient funding base to enable the Group to meet its working capital and strategic investment needs and objectives.

Gearing ratio

The gearing ratio at the year end is as follows:

	30 April 2025 £'000	30 April 2024 £'000
Borrowings (note 31)	70,682	40,617
Cash and cash equivalents	(5,853)	(5,453)
Net debt	64,829	35,164
Equity	104,532	100,260
	%	%
Net debt to equity ratio	62	35

Significant accounting policies

Details of the significant accounting policies and methods adopted (including the criteria for recognition, the basis of measurement and the bases for recognition of income and expenses) for each class of financial asset, financial liability and equity instrument are disclosed in note 2.

37. Reconciliation of profit before taxation to net cash generated from operations

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Profit before taxation	12,269	14,831
<i>Adjustments for:</i>		
Amortisation on computer software	92	103
Amortisation on acquired intangibles	4,033	3,580
Depreciation – property, plant and equipment	3,333	2,656
Depreciation – right-of-use assets	5,223	5,607
Loss on disposal (net of £315,000 (2024: £930,000 loss) included in non-underlying costs)	192	144
Contingent acquisition payments	3,752	2,824
Other non-underlying operating costs	7,703	3,806
Non-underlying finance costs	246	281
Share-based payments	1,194	1,121
Non-operating income	(48)	–
Finance income	(302)	(89)
Finance costs	6,445	4,939
Operating cash flows before movements in working capital	44,132	39,803
(Increase) in contract assets	(4,850)	(1,632)
(Increase) in trade and other receivables	(1,903)	(767)
Increase in provisions	71	29
(Decrease) in contract liabilities	(58)	(29)
Increase/(Decrease) in trade and other payables	1,619	(1,150)
Cash generated from operations	39,011	36,254

38. Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's Consolidated Statement of Cash Flows as cash flows from financing activities.

	Borrowings £'000	Leases £'000
As at 1 May 2023	33,265	44,916
New borrowings and leases	23,200	6,690
Acquired borrowings and leases	638	–
Finance costs	3,402	1,537
Interest and other finance costs paid	(2,965)	(1,537)
Unpaid interest not applied to principal	(437)	–
Non-cash movement	5	(5,378)
Repayment of debt acquired with prior year subsidiaries	(166)	–
Repayments	(16,325)	(5,113)
Amounts included in operating activities	–	(545)
As at 30 April 2024	40,617	40,570
New borrowings and leases	52,150	17,750
Adjustments to existing leases	–	70
Acquired borrowings and leases	1,033	4,595
Interest charged	4,133	2,312
Interest paid	(4,067)	(2,312)
Unpaid interest not applied to principal	(66)	–
Non-cash movement	6	(3,659)
Repayment of debt acquired with current year subsidiaries	(172)	–
Repayment of debt acquired with prior year subsidiaries	(473)	–
Repayments	(22,550)	(4,661)
Amounts included in operating activities	71	(393)
As at 30 April 2025	70,682	54,272

39. Alternative performance measures

This Annual Report contains both statutory measures and alternative performance measures. In management's view the underlying performance of the business provides a more meaningful measure and year on year comparison of how the Group's business is managed and measured on a day-to-day basis.

The Group's alternative performance measures and key performance indicators are aligned to the Group's strategy and together are used to measure the performance of the business.

Alternative performance measures are non-GAAP (Generally Accepted Accounting Practice) measures and provide supplementary information to assist with the understanding of the Group's financial results and with the evaluation of operating performance for all the periods presented. Alternative performance measures, however, are not a measure of financial performance under UK-adopted International Accounting Standards ('IAS') and should not be considered as a substitute for measures determined in accordance with IFRS. As the Group's alternative performance measures are not defined terms under IFRS they may therefore not be comparable with similarly titled measures reported by other companies.

Reconciliations of alternative performance measures to the most directly comparable measures reported in accordance with IFRS are provided below.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

39. Alternative performance measures continued

a) Underlying EBITDA

Underlying EBITDA is presented as an alternative performance measure to show the underlying operating performance of the Group excluding the effects of depreciation, amortisation and non-underlying items.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Operating profit	18,600	19,962
Depreciation and amortisation charges (note 11)	12,873	12,090
Non-underlying operating costs (note 13)	11,455	6,630
Underlying EBITDA	42,928	38,682
Depreciation of right of use assets (note 11)	(5,223)	(5,607)
Interest on leases (note 14)	(2,312)	(1,537)
Lease interest receivable (note 15)	63	66
Underlying EBITDA post IFRS16 charges	35,456	31,604

Underlying EBITDA post IFRS 16 is used as a metric as this reflects the profits after deduction of rental costs which is most comparable to the EBITDA reported at IPO, before the introduction of IFRS 16.

b) Underlying profit before tax (PBT)

Underlying PBT is presented as an alternative performance measure to show the underlying performance of the Group excluding the effects of amortisation of acquired intangible assets and non-underlying items.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Profit before tax	12,269	14,831
Amortisation on acquired intangibles (note 11)	4,033	3,580
Non-underlying operating costs (note 13)	11,455	6,630
Non-underlying finance costs (note 13)	246	281
Underlying profit before tax	28,003	25,322

c) Underlying operating profit to underlying profit after tax (PAT)

Underlying PAT is presented as an alternative performance measure to show the underlying performance of the Group excluding the effects of investment income, finance costs and income.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Operating profit before non-underlying charges	34,088	30,172
Investment income (note 22)	58	–
Finance costs (note 14)	(6,445)	(4,939)
Finance income (note 15)	302	89
Underlying profit before tax	28,003	25,322
Taxation	(7,448)	(6,598)
Underlying profit after tax	20,555	18,724

d) Underlying profit after tax (PAT) and adjusted earnings per share (EPS)

Underlying PAT and EPS are presented as alternative performance measures to show the underlying performance of the Group excluding the effects of amortisation of intangible assets, share-based payments and non-underlying items.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Profit after tax	7,576	9,847
Amortisation on acquired intangibles (note 11)	4,033	3,580
Non-underlying costs (note 13)	11,701	6,911
Tax impact of non-underlying costs (note 17)	(2,755)	(1,614)
Underlying profit after tax	20,555	18,724
Underlying earnings per share	Pence	Pence
Basic underlying earnings per share	23.95	21.81
Diluted underlying earnings per share	22.88	21.13

Tax has been calculated at the corporation tax rate of 25% (2024: 25%) and deferred tax rate of 25% (2024: 25%)

e) Free cash flow and cash conversion %

Free cash flow measures the Group's underlying cash generation. Cash conversion % measures the Group's conversion of its underlying PAT into free cash flows. Free cash flow is calculated as the total of net cash from operating activities after adjusting for tax paid and the impact of IFRS 16 cash flows. Cash conversion % is calculated by dividing free cash flow by underlying PAT, which is reconciled to profit after tax above.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Cash generated from operations (note 37)	39,011	36,254
Tax paid	(5,820)	(5,432)
Net underlying cash outflow for IFRS16 leases	(6,515)	(6,245)
Free cashflow	26,676	24,577
Underlying profit after tax	20,555	18,724
Cash conversion (%)	130%	131%

f) Net debt

Net debt is presented as an alternative performance measure to show the net position of the Group after taking account of bank borrowings and cash at bank and in hand.

	30 April 2025 £'000	30 April 2024 £'000
Borrowings (note 31)	70,682	40,617
Cash and cash equivalents	(5,853)	(5,453)
Net debt	64,829	35,164

40. Capital commitments

As at 30 April 2025 there is a capital commitment of £361,000 (2024: £6,342,000).

41. Defined benefit pension schemes

The Stonehams Pension Scheme

The Group operates a legacy defined benefit pension arrangement, the Stonehams Pension Scheme (the "Scheme"). The Scheme provides benefits based on salary and length of service on retirement, leaving service, or death. The following disclosures exclude any allowance for any other pension schemes operated by the Group.

The Scheme was acquired as part of the acquisition of ASB Law where contracts were exchanged on 5 March 2020. Therefore, the disclosures below represent the period of ownership from 5 March 2020 to 30 April 2025. The scheme is closed and provides benefits for 38 legacy employees (now pensioners and deferred members).

The Scheme is subject to the Statutory Funding Objective under the Pensions Act 2004. A valuation of the Scheme is carried out at least once every three years to determine whether the Statutory Funding Objective is met. As part of the process the Group must agree with the Trustees of the Scheme the contributions to be paid to address any shortfall against the Statutory Funding Objective.

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

41. Defined benefit pension schemes continued

The most recent comprehensive actuarial valuation of the Scheme was carried out as at 31 December 2021. The results of that valuation were updated to 30 April 2025 allowing for cashflows in and out of the Scheme and changes to assumptions over the period.

From March 2023 it was agreed that Employer contributions towards administration expenses would be deferred until January 2026. Administration expenses are to be met directly from the assets of the Scheme. The Group will separately meet the cost of the PPF levy.

The Scheme typically exposes the Group to actuarial risks such as: investment risk, interest rate risk and longevity risk.

Investment risk	<p>The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to high quality corporate bond yields; if the return on plan assets is below this rate, it will create a plan deficit.</p> <p>Currently assets are invested in a variety of funds, which will reduce volatility. The investment approach is reviewed every three years as part of the valuation process.</p>
Interest risk	<p>There is some hedging in the asset portfolio, but at a low level.</p> <p>A decrease in the bond interest rate will increase the plan liability but this will be partially offset by an increase in the return on the plan's debt investments.</p>
Longevity risk	<p>The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.</p> <p>The average duration of the Scheme's obligations is 12 years.</p>

Actuarial assumptions

Principal actuarial assumptions

	30 April 2025 %	30 April 2024 %
Discount rate	5.50	5.06
Retail Prices Index ("RPI") Inflation	3.15	3.57
Consumer Price Index ("CPI") Inflation	2.25	2.67
Pension increase (LPI 5%)	3.05	3.40
Pension increase (LPI 2.5%)	2.13	2.25
Post retirement mortality	<p>Males: 90% S3PMA</p> <p>Females: 100% S3PFA (CMI 2023 model) using a long term improvement rate of 1%</p>	<p>106%/99% (m/f) S2PA CMI_2022 projections using a long-term improvement rate of 1.5% pa and initial addition of 0.3%</p>
Commutation	<p>80% of members are assumed to take the maximum tax free cash possible using current commutation factors</p>	<p>80% of members are assumed to take the maximum tax free cash possible using current commutation factors</p>
Life expectancy at age 65 of male aged 65	22.1	22.0
Life expectancy at age 65 of female aged 65	23.8	23.8
Life expectancy at age 65 of male aged 45	23.0	23.0
Life expectancy at age 65 of female aged 45	24.9	24.9

The weighted average duration of the Scheme's obligations is 12 years.

The current asset split is as follows

	Asset allocation at 30 April 2025	Asset allocation at 30 April 2024
Equities and growth assets	50%	51%
Bonds, LDI and cash	50%	49%

	Value as at 30 April 2025 £'000	Value as at 30 April 2024 £'000
Fair value of assets	1,982	2,132
Present value of funded obligations	(1,467)	(1,605)
Surplus in scheme	515	527
Deferred tax	–	–
Net defined benefit surplus after deferred tax	515	527

The fair value of the assets can be analysed as follows:

	Value as at 30 April 2025 £'000	Value as at 30 April 2024 £'000
Low risk investment funds	984	1,050
Credit Investment funds	604	647
Cash	394	435
Fair value of assets	1,982	2,132

	30 April 2025 £'000	30 April 2024 £'000
Administration costs	39	36
Net interest on liabilities	(26)	(27)
Total charge to the Statement of Comprehensive Income	13	9

Remeasurements over the period since acquisition

	30 April 2025 £'000	30 April 2024 £'000
Loss on assets in excess of interest	(105)	(115)
Gain on scheme obligation from assumptions and experience	127	31
Loss on scheme obligations due to scheme experience	(21)	8
Gain on scheme obligations from demographic assumptions	–	34
Total remeasurements	1	(42)

The change in value of assets

	30 April 2025 £'000	30 April 2024 £'000
Fair value of assets brought forward	2,132	2,314
Interest on assets	104	105
Benefits paid	(110)	(136)
Administration costs	(39)	(36)
Loss on assets in excess of interest	(105)	(115)
Fair value of assets carried forward	1,982	2,132
Actual return on assets	(1)	(10)

Change in value of liabilities

	30 April 2025 £'000	30 April 2024 £'000
Value of liabilities brought forward	1,605	1,736
Interest cost	78	78
Benefits paid	(110)	(136)
Actuarial gain	(106)	(73)
Value of liabilities carried forward	1,467	1,605

Notes to the Consolidated Financial Statements continued

For the year ended 30 April 2025

41. Defined benefit pension schemes continued

Sensitivity of the value placed on the liabilities

Approximate effect on liability

	30 April 2025 £'000	30 April 2024 £'000
Discount rate		
Minus 0.50%	78	93
Inflation		
Plus 0.50%	64	70
Life Expectancy		
Plus 1.0 years	41	49

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, inflation rate and mortality. The sensitivity analysis above has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the changes in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

The With Profits Section of the Cheviot pension

Allocation of liabilities between employers

The With Profits Section was acquired initially as part of the acquisition of ASB Law where the transaction completed on 17 April 2020. However a couple of recent acquisitions have also been legacy members of the scheme resulting in an increased overall percentage for Knights.

The Trustee has discretion under the contribution rule on how the cost of providing the benefits of the With Profits Section is allocated between employers. The contribution rule applies until the earlier of the discharge of the employer by the Trustee and the termination of the With Profits Section. The Trustee's current policy is not to discharge employers. Employers therefore remain liable under the contribution rule even if their last member dies or transfers out.

The Trustee has been considering how best to ensure all employers bear an appropriate share of the With Profits Section's obligations whilst ensuring fairness between employers and a practical and transparent methodology for the future.

As discussed at the Employers' Meeting on 5 July 2017, the Trustee has decided to fix the allocation between employers on the basis of the promised benefits just before the Section was re-classified in 2014 (the valuation as at 31 December 2013). The allocation to each employer will be expressed as a percentage of the total Scheme liabilities. The intention is to apply this percentage to any funding, buyout or IFRS deficit in the future to calculate any contribution that may be due or any accounting liability.

The estimated percentage in relation to Knights Professional Services Limited as at 30 April 2025 is 0.9554%.

This approach enables each employer to calculate the extent of their obligation to the Section on the basis of the funding level at any time. Cheviot will publish funding updates on the website: quarterly, on the scheme funding basis, which includes an allowance for future investment returns; and annually, on an estimated buyout basis, which looks at the position should all benefits be secured with an external provider.

Estimated funding position as at 30 April:

	Scheme funding basis	
	30 April 2025 £'000	30 April 2024 £'000
Total assets	52,500	58,300
Total liabilities excluding expenses	(57,200)	(63,000)
Deficit	(4,700)	(4,700)
Funding level	92%	93%

Information provided as at 30 April 2025 is at 31 March 2025, the latest information available. This is not expected to be materially different from the 30 April 2025 position.

Allocation to the Group

The estimated share of the Scheme liabilities is 0.9554%.

Over the year to 30 April 2025, the Section's funding position is a small deficit.

	30 April 2025 £'000	30 April 2024 £'000
Estimated cost of providing benefits	(546)	(498)
Value of assets	502	461
Resulting deficit	(44)	(37)
Funding level	92%	93%

The deficit has not been recognised as management consider this to be temporary and not material.

The Trustee continues to monitor the funding position.

The Trustee reserves the right to withdraw, replace or amend the policy for the allocation between employers in the future.

42. Related party transactions

Balances and 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 the Group and its other related parties are disclosed below.

KPV Propco Ltd is a company controlled by Mr D.A. Beech, a person with significant influence over the Group and a member of key management personnel.

The Group leases a property from KPV Propco Ltd. During the year rents of £606,000 (2024: £376,000) were charged by KPV Propco Ltd to the Group. A new lease of The Brampton, Newcastle-under-Lyme was granted for a term of 25 years from and including 9 December 2024 to 8 December 2049 at a current rent of £801,000 per annum (excluding VAT).

During the year Knights Professional Services Limited charged KPV Propco Ltd for professional services totalling £8,000 (2024: £145,000) and a management fee of £20,000 (2024: £40,000). At 30 April 2025, there was an amount of £nil owed by the Group to KPV Propco Ltd (2024: £24,000).

During the year Knights Professional Services Limited provided legal services to the Directors in an individual capacity of £2,000 (2024: £10,000). At 30 April 2025, there was an amount of £nil (2024: £nil) owed to the Group from the Directors.

Remuneration of key management personnel

The remuneration of the key management personnel of the Group is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Short-term employee benefits and social security costs	1,739	1,338
Pension costs	37	20
Share-based payments	182	(23)
	1,958	1,335

Key management personnel includes Board members and directors of the Group and the main trading company Knights Professional Services Limited.

Transactions with directors

Dividends totalling £868,000 (2024: £789,000) were paid in the year in respect of ordinary shares held by the Company's directors.

43. Post balance sheet events

On 2 May 2025 the Group exchanged contracts to acquire Birkett Long LLP and Birket Long IFA (collectively trading as Birkett Long). The Group will acquire Birkett Long for total consideration of £16.6m. The transaction completed on 13 June 2025 and all assets and liabilities of Birkett Long LLP were hived into the Group on that date.

On 30 June 2025 the Group exchanged contracts to acquire Rix & Kay LLP. The Group will acquire Rix & Kay LLP for a total consideration of £0.87m. The transaction completed on 1 August 2025 and all assets and liabilities of Rix & Kay LLP were hived into the Group on that date.

On 18 July 2025 the group disposed of the crime business, acquired as part of the IBB Law LLP acquisition in April 2025.

On 15 August 2025 the Group completed the acquisition of Le Gros Solicitors Limited for a total consideration of £0.5m. All assets and liabilities of Le Gros were hived up to the Group on that date.

Initial accounting for the business combination is not yet complete and the fair value of net assets acquired has not yet been determined; accordingly details of the assets acquired and liabilities assumed, and goodwill arising on the acquisitions, cannot be given.

Company Statement of Financial Position

As at 30 April 2025

	Note	As at 30 April 2025 £'000	As at 30 April 2024 £'000
Assets			
Non-current assets			
Investments in subsidiaries	47	5,437	4,343
Amounts receivable from subsidiaries	48	82,759	84,662
		88,196	89,005
Current assets			
Trade and other receivables		24	24
Total assets		88,220	89,029
Equity and liabilities			
Equity			
Share capital		171	171
Share premium		75,277	75,262
Treasury shares		(576)	–
Share-based payment reserve		6,756	5,595
Other reserve		(100)	(100)
Retained earnings		6,522	7,472
Equity attributable to owners of the Company		88,050	88,400
Current liabilities			
Trade and other payables		162	413
Corporation tax liability		8	216
Total liabilities		170	629
Total equity and liabilities		88,220	89,029

Under section 408 of the Companies Act 2006 the company is exempt from the requirement to present its own Statement of Comprehensive Income. The Company reported a profit for the year ended 30 April 2025 of £2,953,000 (2024: £6,239,000).

The financial statements were approved by the board and authorised for issue on 12 September 2025 and are signed on its behalf by:



Kate Lewis

Director

Registered No. 11290101

Company Statement of Changes in Equity

For the year ended 30 April 2025

	Share capital £'000	Share premium £'000	Share- based payments £'000	Other reserve £'000	Treasury shares £'000	Retained earnings £'000	Total £'000
At 1 May 2023	171	75,262	4,464	(100)	–	4,758	84,555
Profit for the period and total comprehensive income	–	–	–	–	–	6,239	6,239
Transactions with owners in their capacity as owners:							
Credit to equity for equity-settled share-based payments	–	–	1,131	–	–	–	1,131
Dividends	–	–	–	–	–	(3,525)	(3,525)
At 30 April 2024	171	75,262	5,595	(100)	–	7,472	88,400
Profit for the period and total comprehensive income	–	–	–	–	–	2,953	2,953
<i>Transactions with owners in their capacity as owners:</i>							
Credit to equity for equity-settled share-based payments	–	–	1,161	–	–	–	1,161
Purchase of own shares	–	–	–	–	(598)	–	(598)
Issue of shares	–	15	–	–	22	–	37
Dividends	–	–	–	–	–	(3,903)	(3,903)
Balance at 30 April 2025	171	75,277	6,756	(100)	(576)	6,522	88,050

44. Accounting policies

The separate financial statements of the Company are presented as required by the Companies Act 2006. The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payments, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective and certain related party transactions.

Where required, equivalent disclosures are given in the consolidated financial statements.

The financial statements have been prepared on the historical cost basis. The principal accounting policies adopted are the same as those set out in note 2 to the consolidated financial statements except as noted below.

Investments in subsidiaries

Investments in subsidiaries and associates are stated at cost less, where appropriate, provisions for impairment.

On 18 June 2018, the whole of the share capital of Knights 1759 Limited was acquired by the Company via a share for share exchange agreement. This was a Group reorganisation satisfying the criteria of IAS 27:13. The investment cost is measured at £nil because the carrying amount of the equity items shown in the separate financial statements of Knights 1759 Limited was negative at the date of the reorganisation.

Investments in subsidiaries includes capital contributions to subsidiaries as a result of the issue of equity-settled share-based payments to employees of subsidiaries. The accounting policy for share-based payments is set out in note 2.15 to the consolidated financial statements.

45. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 44, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Recoverability of amounts due from subsidiaries

Due to the requirements of IFRS 9, Management uses judgements to assess the recoverability of amounts receivable from subsidiaries through the potential proceeds from the sale of subsidiaries.

There are no other major accounting judgements or key sources of estimation uncertainty at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities within the next financial year.

46. Profit for the year

As permitted by s408 of the Companies Act 2006, no separate Statement of Comprehensive Income is presented in respect of the parent Company. The profit attributable to the Company is disclosed in the footnote to the Company's Statement of Financial Position.

The auditor's remuneration for audit and other services is disclosed in note 16 to the consolidated financial statements.

The average monthly number of employees comprised of the executive directors and non-executive directors and was 5 (2024: 5). Their aggregate remuneration borne by the Company was £nil (2024: £nil). All remuneration is borne by a subsidiary entity and no recharge is made to the Company in respect of their services as it is not practicable to allocate the costs appropriately.

The directors' emoluments are disclosed in note 8 to the consolidated financial statements.

47. Investments in subsidiaries

	£'000
<i>Cost and net book value</i>	
At 1 May 2023	3,457
Capital contribution in respect of equity-settled share-based payments	1,131
Recharge of exercised share options	(245)
At 30 April 2024	4,343
Capital contribution in respect of equity-settled share-based payments	1,200
Recharge of exercised share options	(106)
At 30 April 2025	5,437

Further information about share-based payment transactions is provided in note 9 to the consolidated financial statements.

Details of the Company's subsidiaries at 30 April 2025 are as follows:

Name	Place of business and registered office address	Principal activity	Class of shares	Proportion of ownership interest %	Proportion of voting power held %
Knights 1759 Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Holding company	Ordinary	100%	100%
Knights Professional Services Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Provision of legal and professional services	Ordinary	100%	100%
Turner Parkinson LLP	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	99.99%	99.99%
Darbys Solicitors LLP	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	99.99%	99.99%
K & S Secretaries Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	Ordinary	100%	100%
K & S Directors Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	Ordinary	100%	100%
K & S (Nominees) Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	Ordinary	100%	100%
ASB Law LLP**	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	100%	100%
Shulmans LLP**	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	100%	100%
Mundays LLP**	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	100%	100%
K & S Trust Corporation Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Non-Trading	Ordinary	100%	100%
Keebles LLP**	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	100%	100%
Langleys Solicitors LLP**	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	100%	100%
Coffin Mew LLP**	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	100%	100%
CLM Trust Corporation Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Non-Trading	Ordinary	100%	100%
Radnor Trustees Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	Ordinary	100%	100%

Notes to the Company Financial Statements continued

Name	Place of business and registered office address	Principal activity	Class of shares	Proportion of ownership interest %	Proportion of voting power held %
CLM Trustees Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	Ordinary	100%	100%
Meade King LLP**	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	100%	100%
Thursfields Legal Limited	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Trading	Ordinary	100%	100%
Thursfields (Legal services) Limited*	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	Ordinary	100%	100%
Thursfields LLP*	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant	N/A	100%	100%
IBB Law LLP**	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Trading	N/A	100%	100%
IBB Law (UK) Limited*	The Brampton, Newcastle-under-Lyme, Staffordshire, ST5 0QW	Dormant*	Ordinary	100%	100%

* The acquired entities were active during the financial year but are dormant as at 30 April 2025.

** Indirect ownership through each of the direct parent companies, being Knights Professional Services Limited and K&S Directors Limited.

48. Amounts receivable from subsidiaries

	30 April 2025 £'000	30 April 2024 £'000
Amounts receivable from subsidiaries	82,759	84,662

Amounts receivable from subsidiaries are unsecured and repayable on demand. Interest is charged at a rate of 5.75% per annum (5% per annum until 30 June 2023) and is payable annually on 30 April each year. Unpaid interest at 30 April each year is added to the principal of the loan.

The balances are considered recoverable (see note 45), therefore the Company has recognised a loss allowance of £nil (2024: £nil) against amounts receivable from subsidiaries.

49. Capital and reserves

The movements on share capital are disclosed in note 28 to the consolidated financial statements.

Share premium represents consideration received for shares issued above their nominal value net of transaction costs.

The share-based payment reserve is a non-distributable reserve representing the total credits to equity in respect of equity-settled share-based payment charges recognised as capital contributions within investments.

The other reserve arose as a result of applying the requirements of IAS 27:13 to the share-for-share exchange acquisition of Knights 1759 Limited because the total equity of Knights 1759 Limited was less than the nominal value of the shares issued by the Company as consideration.

Retained Earnings represents cumulative profits and losses of the Company net of distributions to members.

Glossary of Terms

Financial Performance Measure

This document contains certain financial measures that are not defined or separately recognised under IFRS. These measures are used by the Board and other users of the accounts to evaluate the Group's underlying trading performance excluding the impact of any non-recurring items and items that do not reflect the underlying day-to-day trading of the Group. These measures are not audited and are not standard measures of financial performance under IFRS. There are no generally accepted principles governing the calculation of these measures and the criteria upon which these measures are based can vary from company to company. Accordingly, these measures should be viewed as supplemental to, not as a substitute for, the financial measures calculated under IFRS.

Underlying EBITDA

Underlying EBITDA is presented as an alternative performance measure to show the underlying operating performance of the Group excluding the effects of depreciation, amortisation, and non-underlying items.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Operating profit	18,600	19,962
Depreciation and amortisation charges (note 11)	12,873	12,090
Non-underlying operating costs (note 13)	11,455	6,630
Underlying EBITDA	42,928	38,682
Depreciation of right of use assets	(5,223)	(5,607)
Interest on leases	(2,312)	(1,537)
Lease interest receivable	63	66
Underlying EBITDA post IFRS 16	35,456	31,604

Underlying EBITDA post IFRS 16 is used as a metric as this reflects the profits after deduction of rental costs which is most comparable to the EBITDA reported at IPO, before the introduction of IFRS 16.

Underlying Profit Before Tax (PBT)

Underlying PBT is presented as an alternative performance measure to show the underlying performance of the Group excluding the effects of amortisation on acquired intangible assets, and non-underlying items.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Profit before tax	12,269	14,831
Amortisation on acquired intangibles	4,033	3,580
Non-underlying operating costs (note 13)	11,455	6,630
Non-underlying finance costs (note 13)	246	281
Underlying profit before tax	28,003	25,322

Underlying Operating Profit to Underlying Profit After Tax (PAT)

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Operating profit before non-underlying charges	34,088	30,172
Investment income	58	–
Finance costs	(6,445)	(4,939)
Finance income	302	89
Underlying profit before tax	28,003	25,322
Taxation	(7,448)	(6,598)
Underlying profit after tax	20,555	18,724

Glossary of Terms continued

Underlying Profit After Tax (PAT) and Underlying Earnings per Share (EPS)

Underlying PAT and underlying EPS are presented as alternative performance measures to show the underlying performance of the Group excluding the effects of amortisation on acquired intangible assets and non-underlying items.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Profit after tax	7,576	9,847
Amortisation on acquired intangibles (note 11)	4,033	3,580
Non-underlying costs (note 13)	11,701	6,911
Tax impact of non-underlying costs (note 17)	(2,755)	(1,614)
Underlying profit after tax	20,555	18,724

Underlying earnings per share	Pence	Pence
Basic underlying earnings per share	23.95	21.81
Diluted underlying earnings per share	22.88	21.13

Free Cash Flow and Cash Conversion %

Free cash flow measures the Group's underlying cash generation.

Cash conversion % measures the Group's conversion of its underlying PAT into free cash flows. Free cash flow is calculated as the total of net cash from operating activities after adjusting for tax paid and the impact of IFRS 16 cash flows. Cash conversion % is calculated by dividing free cash flow by underlying profit after tax, which is reconciled to profit after tax above.

	Year ended 30 April 2025 £'000	Year ended 30 April 2024 £'000
Cash generated from operations (note 37)	39,011	36,254
Tax paid	(5,820)	(5,432)
Total cash outflow for IFRS 16 leases	(6,515)	(6,245)
Free cashflow	26,676	24,577
Underlying profit after tax	20,555	18,724
Cash conversion (%)	130%	131%

Net debt

Net debt is presented as an alternative performance measure to show the net position of the Group after taking account of bank borrowings and cash at bank and in hand.

	30 April 2025 £'000	30 April 2024 £'000
Borrowings (note 31)	70,682	40,617
Cash and cash equivalents	(5,853)	(5,453)
Net debt	64,829	35,164

Working Capital

Working capital is calculated as:

	30 April 2025 £'000	30 April 2024 £'000
Current assets		
Contract assets	50,998	40,191
Trade and other receivables	39,552	32,753
Corporation tax receivable	882	304
Total current assets	91,432	73,248
Current liabilities		
Trade and other payables	(26,662)	(19,935)
Contract liabilities	(130)	(188)
Total current liabilities	(26,792)	(20,123)
Net working capital	64,640	53,125

Other Definitions

Colleague/Talent Retention/Employee Turnover

Churn is calculated based on the number of qualified fee earners who had been employed by the Group for more than one year. Churn is calculated taking the number of leavers in the above group over the financial year as a percentage of the average number of colleagues for the year. Retention is 100% less the churn rate. Churn excludes expected churn from acquisitions in the year of acquisition and the first full year post acquisition.

Fee Earner Concentration

This is calculated taking the largest fees allocated to an individual fee earner as a percentage of the total turnover for the year and demonstrates the Group's reliance on the fee earning potential of an individual fee earner.

Client Concentration

On an individual basis this is calculated as the percentage of total turnover for the financial year that arises from fees of the largest client. For the top 10 client concentration calculation this takes the fee income from the 10 largest clients for the year as a percentage of the total turnover for the year.

Top 50 clients

Based on fee income from the 50 largest clients for the year, excluding CL Medilaw and one off transactions.

Client Satisfaction

Net Promoter Score (NPS) measures the loyalty of a client to a company and can be used to gauge client satisfaction. NPS scores are measured with a single question survey and reported with a number from -100 to +100, the higher the score, the higher the client loyalty/satisfaction.

Colleague Satisfaction

Employee Net Promoter Score (ENPS) measures the loyalty of employees to a company and how likely they are to recommend their employer as a place to work, which can also be used to gauge employee satisfaction. ENPS scores are measured with a single question survey and reported with a number from -100 to +100, the higher the score the higher the employee loyalty.

Glossary of Terms continued

Fee Earners

When referring to the number of fee earners in the Group we include all individuals working in the Group on a mainly fee earning basis. This includes professionals (legal and non-legal) of all levels including paralegals, trainees and legal assistants. When referring to the number of fee earners in the business this will refer to the absolute number of individuals working in the Group. When using the number of fee earners to calculate the average fees or profit per fee earner or the ratio of fee earners to support staff these calculations are based on the number of full-time equivalent (FTE) individuals to reflect that a number of individuals choose to work on a part-time basis. Fee earner numbers exclude any professionals working within businesses held for sale at the year end.

Non-Fee Earners/Support Staff

This includes all employees that are not fee earning.

Recurring Revenue

This is calculated based on the amount of revenue in a year that reoccurs in the following year from the same clients.

Lock Up

This is calculated as the combined debtor and WIP days as at a point in time. Debtor days are calculated on a count back basis using the gross debtors at the period end and compared with the total fees raised over prior months. WIP (work in progress) days are calculated based on the gross work in progress (excluding that relating to clinical negligence claims, insolvency and real estate investment as these matters operate on a mainly conditional fee arrangement and a different profile to the rest of the business) and calculating how many days billing this relates to, based on average fees (again excluding clinical negligence, insolvency and real estate investment fees) per month for the last 3 months.

Lock up days excludes the impact of acquisitions in the last quarter of the financial year.

Organic Growth

Organic growth excludes revenue growth from acquisitions in the year of their acquisition, and for the first full financial year following acquisition, based on the fees generated by the individuals joining the Group from the acquired entity. Recruitment of individuals into the acquired offices post-acquisition is treated as part of the organic growth of the business.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Knights Group Holdings plc

(Incorporated under the Companies Act 2006 and registered
in England and Wales with registered number 11290101)

Notice of Annual General Meeting

Notice of the Annual General Meeting (AGM) of Knights Group Holdings plc (the **Company**) to be held at The Brampton, Newcastle-Under-Lyme, Staffordshire, ST5 0QW on 24 October 2025 at 10:00am is set out on pages 148 to 152 of this document.

You will receive a hard copy form of the proxy but will also be able to vote electronically using the link www.investorcentre.co.uk/eproxy. You will be asked to enter the control number, shareholder reference number and pin number all of which are stated on the first page of the proxy form.

Additional proxy forms may be obtained directly from our registrars, Computershare Investor Services Plc, by contacting their helpline on 0370 703 0078. Calls will be charged at the standard geographic rate and will vary by provider. Lines are open between 8:30am–5:00pm Monday to Friday excluding public bank holidays in England and Wales.

CREST members who wish to appoint a proxy or proxies via the CREST system may use this service and should follow the relevant instructions set out in the Notice of AGM set out in this document.

Proxy appointments must be received by 10:00am on 22 October 2025.

A copy of this document is available at the Company's website at www.knightspc.com/ar2025/. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

Notice of Annual General Meeting

COMPANY NUMBER: 11290101

Knights Group Holdings plc (Company)

NOTICE IS GIVEN that the annual general meeting of the above named Company will be held at the Company's offices at The Brampton, Newcastle-under-Lyme, Staffordshire ST5 0QW on 24 October 2025 at 10.00am for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive the Company's audited accounts for the financial year ended 30 April 2025 together with the report of the directors, the strategic report and the auditors' report on those accounts.
2. To approve the directors' remuneration report for the financial year ended 30 April 2025, which is set out in the Company's annual report for the financial year ended 30 April 2025.
3. To re-elect Dave Wilson as a director of the Company.
4. To re-elect David Beech as a director of the Company.
5. To re-elect Kate Lewis as a director of the Company.
6. To re-elect Jane Pateman as a director of the Company.
7. To re-elect Gillian Davies as a director of the Company.
8. To re-appoint RSM UK Group LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at which the accounts are laid before the Company.
9. To authorise the Audit Committee to determine the remuneration of the auditors of the Company.
10. To declare a final dividend for the year ended 30 April 2025 of 3.05 pence per ordinary share in the capital of the Company, to be paid on 7 November 2025 to shareholders whose names appear on the register of members at the close of business on 10 October 2025.

SPECIAL BUSINESS

11. To consider and, if thought fit, pass the following resolution as an ordinary resolution, **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (**Act**) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as **Relevant Securities**):
 - 11.1 up to an aggregate nominal value of £57,311; and
 - 11.2 comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £57,311 in connection with an offer by way of a rights issue:
 - (a) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that these authorities, unless previously renewed, varied or revoked by the Company in general meeting, to expire at the conclusion of the next annual general meeting of the Company or 24 December 2026 whichever is the earlier, save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

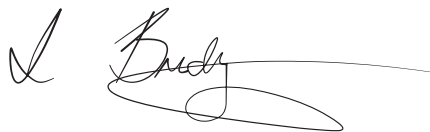
To consider and, if thought fit, pass the following resolutions as special resolutions:

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12. **THAT**, subject to the passing of resolution 11 and pursuant to sections 570 and 573 of the Act, the directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:
-
- 12.1 the allotment of equity securities or sale of treasury shares in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
- (a) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and
 - (b) to holders of other equity securities in the capital of the Company as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,
- but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
-
- 12.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to clause 12.1 of this resolution) to any person up to an aggregate nominal amount of £17,193 (representing 10% of the current issued share capital of the Company).
- The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 26 December 2026, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) for cash after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.
- This power is in substitution for all existing powers under sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).
-
13. **THAT**, subject to the passing of resolution 11, the directors be and are generally empowered, in addition to any authority granted under resolution 12, to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by resolution 11 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £17,193 (representing 10% of current issued share capital of the Company); and
 - (b) used only for the purpose of financing (or refinancing, if the authority is to be used within 6 months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.
- The power granted by this resolution will expire at the conclusion of the Company's next annual general meeting after this resolution is passed or, if earlier, at the close of business on 24 December 2026, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) for cash after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired (Please see note 14).
-
14. **THAT**, for the purposes of section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.002 each in the capital of the Company (**Ordinary Shares**) provided that:
-
- 14.1 the maximum number of Ordinary Shares which may be purchased is 8,596,730 (representing 10% of the current issued share capital of the Company);
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- 14.2 the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.002;
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Notice of Annual General Meeting continued

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- 14.3 the maximum price (excluding expenses) which may be paid for each Ordinary Share shall not be more than 5% above the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of The London Stock Exchange plc for the 5 business days immediately preceding the day on which the Ordinary Share is contracted to be purchased;
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- 14.4 unless previously renewed, varied or revoked by the Company in general meeting, this authority shall expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 24 December 2026);
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- 14.5 the Company may enter into a contract or contracts to purchase Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and, notwithstanding such expiry, make a purchase of Ordinary Shares in pursuance of such contracts as if the power conferred hereby had not expired.
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15. That the period of notice required for general meetings of the Company (other than annual general meetings) shall be not less than 14 clear days' notice. (please see note 15)
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BY ORDER OF THE BOARD



Lisa Bridgwood

Secretary

Date: 12 September 2025

REGISTERED OFFICE

The Brampton
Newcastle-under-Lyme
Staffordshire
ST5 0QW

NOTES:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders on the register of members of the Company as at 10.00 a.m. on 22 October 2025 (or, if the meeting is adjourned, not later than close of business on the date which is two business days before the date of the adjourned meeting) will be entitled to attend or vote at the AGM and they may only vote in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 10.00 a.m. on 22 October 2025 (or, if the meeting is adjourned, after close of business on the day which is two business days before the date of the adjourned meeting) will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. A proxy need not be a member of the Company, but must attend the AGM to represent the member. Appointment of a proxy will not prevent members from attending this meeting and voting in person.
3. A form of proxy is enclosed with this Notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms please contact Computershare on +44 (0370) 703 0078. Should you wish to appoint more than one proxy, please photocopy the form indicating on each copy the name of the proxy you wish to appoint, the number of Ordinary Shares in respect of which the proxy is appointed and the way in which you wish them to vote on the resolutions that are proposed. You should send all pages together to Computershare in accordance with the instructions below.
4. To be valid, the form of proxy must be lodged with Computershare not later than 48 business hours before the time fixed for the meeting, along with any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
5. You can lodge your vote electronically, by logging onto the Computershare website at www.eproxyappointment.com/Login. An identifying Control Number, together with your unique Shareholder Reference Number (SRN) and PIN (all of which are printed on your attendance card/form of proxy) will be required. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by the Company's registrars not later than 10.00 a.m. on 22 October 2025.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International Limited's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent Computershare Investor Services PLC (under CREST ID number 3RA50), no later than 10.00 a.m. on 22 October 2025, or by not later than two business days prior to the time appointed for the holding of any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Notice of Annual General Meeting continued

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8. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see notes 4 and 6 above) also applies in relation to amended instructions, any amended proxy appointment received after the relevant cut-off time will be disregarded.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
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9. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member, provide that no more than one corporate representative exercises powers over the same share. A certified copy of the board resolution appointing the relevant person(s) as the representative of that corporation in connection with the meeting must be deposited at the address set out at note 4 above for Computershare prior to the commencement of the meeting.
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10. As at 8 September 2025 (being the last practicable date before the publication of this notice), the Company's issued share capital consists of 85,967,308 ordinary shares of £0.002 each, carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the Company as at 8 September 2025 are 85,967,308.
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11. Copies of all directors' service contracts with the Company and letters of appointment of non-executive directors are available for inspection during normal business hours at the registered office of the Company (public holidays excluded) and will also be available for inspection at the AGM.
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12. You may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
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13. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out on pages 66 and 67 of the enclosed annual report and accounts.
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14. In accordance with the guidelines issued by the Pre-Emption Group, the Directors do not expect to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolutions 12 and 13 in excess of an amount equal to 10% of the issued share capital of the Company without prior consultation with the Company's shareholders, other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment, in which case the Directors may allot for cash on a non-pre-emptive basis an additional amount up to 10% of the issued share capital of the Company.
-
15. Notice of general meetings. The notice period required by the Act for general meetings of traded companies is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. The Company is not a traded company for the purposes of the Act but is choosing to put Resolution 15 to Shareholders to comply with best practice. Annual General Meetings will continue to be held on at least 21 clear days' notice. The authority granted by Resolution 15, if passed, will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The shorter notice period afforded by Resolution 15 would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. It is the Directors' intention not to call a meeting on less than 14 working days' notice unless there is a need for urgency.
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16. Members who have general queries about the annual general meeting should contact the Company's Registrars, Computershare on 0370 703 0078. From overseas +44 (0370) 703 0078. Calls outside the United Kingdom will be charged at the applicable international rate. Computershare are open between 08.30a.m.-17.30p.m, Monday to Friday excluding public bank holidays in England and Wales). You may not use any electronic address provided either:
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- 16.1 in this notice; or
-
- 16.2 any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.
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