

B . P . M A R S H
& P A R T N E R S P L C



Annual Report 2025



Group Profile

B.P. Marsh & Partners Plc specialises in early stage and SME financial services intermediary businesses, in niche sectors within the insurance and financial sectors, where funding is often difficult to obtain.

The defining aspect in each of the Group's investments is the people. B.P. Marsh sees people as key to each investment and focuses on building relationships as well as businesses. The Group finds teams with a strategic and cultural alignment with B.P. Marsh's core values and remains committed until the management team feel the time has come to take the next step. There is a clear focus on working closely with management.

B.P. Marsh takes on investments which are smaller than those targeted by other private equity investors. The Group typically acquires 20–40% equity holdings. Very few private equity investment houses take minority stakes in firms of this size.

B.P. Marsh operates with an 'eyes on, hands-off' approach, where management typically retain majority ownership and overall control of the business.

B.P. Marsh provides funding for growth initiatives, with the potential for further follow-on financing to achieve ambitious business goals.

We are farmers, not hunters

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Operating and Financial Highlights

£104.7m

Profit before tax

83.5%

Increase in equity value of the portfolio over the year

£326.4m

Net Asset Value, a 42.4% increase, net of Dividend

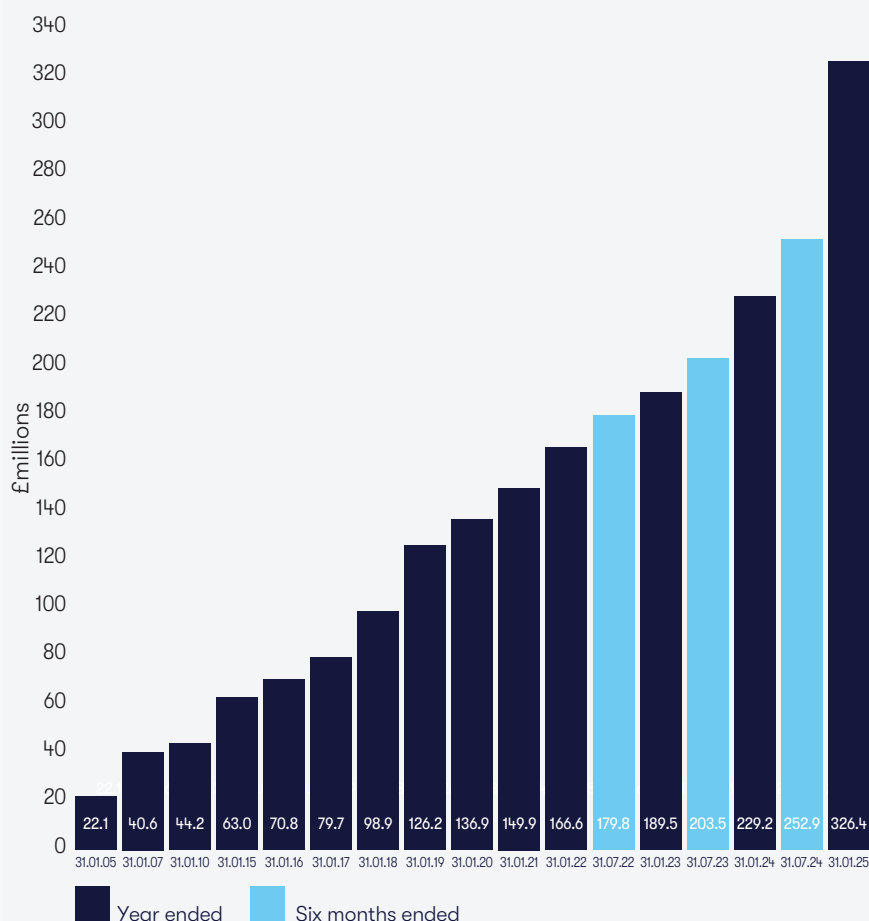
890.0p

Net Asset Value increase to 890.0p per share (31 January 2024: 629.0p)

44.2%

Total return to Shareholders in the year

Group Net Asset Value



£65.2m

Available cash as
at 10 June

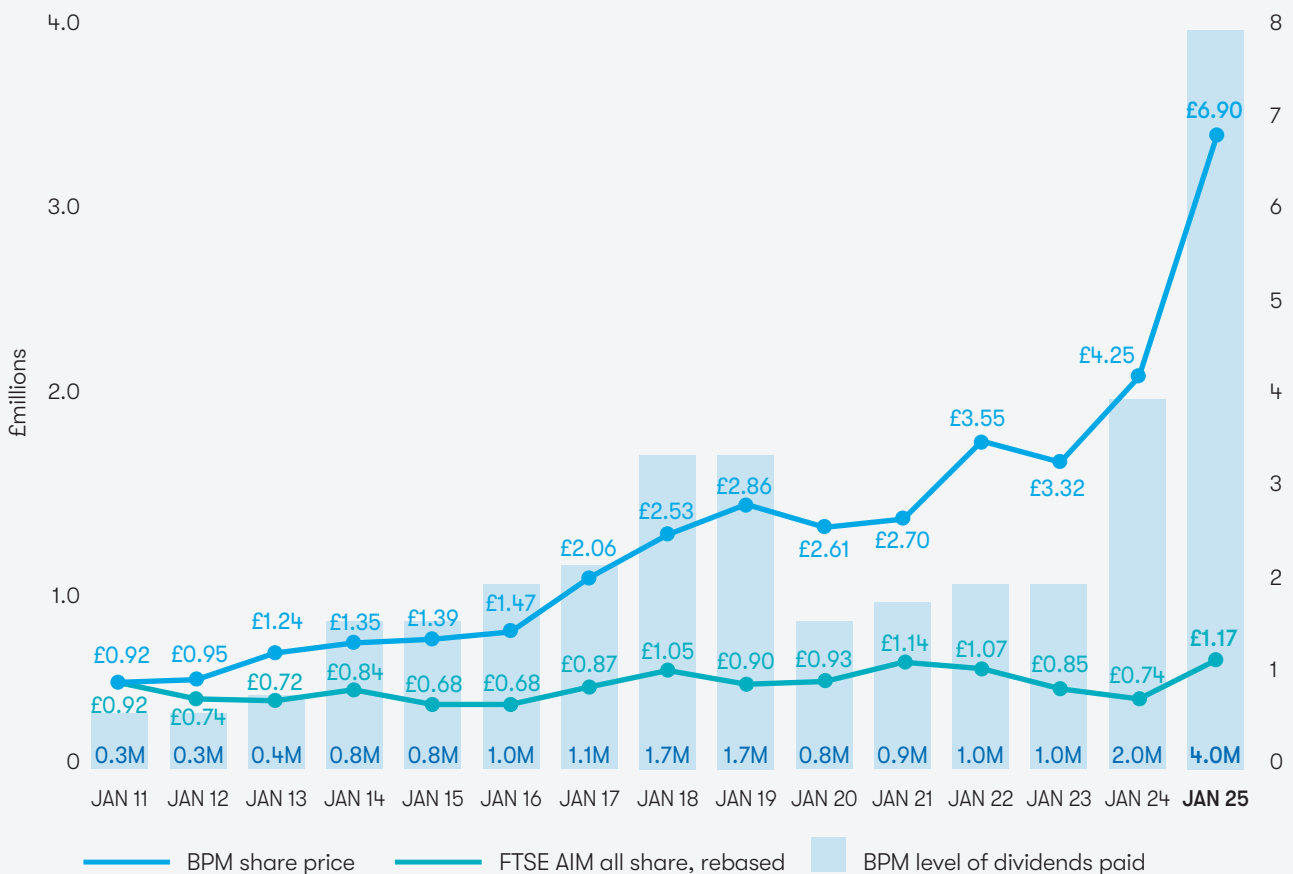
13.1%

Average Net Asset
Value annual
compound growth
rate since 1990

6.78p

Final Dividend of 6.78p
per share declared. Making
total dividends for FY25
21.64p. Intention to pay
total dividend of 21.64p
per share in FY26

Historic dividend and share price performance



Statement by the Chairman



Brian Marsh OBE,
Chairman

“I am pleased to report a year of exceptional performance, realisations, new investments, and cash returns to shareholders. B.P. Marsh creates real value, and, with a robust and diversified portfolio, we will continue to identify opportunities, support entrepreneurial teams and exit only when it is appropriate.

While the geopolitical picture continues to produce tension and uncertainty, we have more than succeeded in achieving our objectives. This resilience, reflected in our 42.4% NAV growth, the successful exits from Paladin and Lilley Plummer Risks, and the strategic addition of iO Partners stems from the dedication of our team, the foresight of our investors, and the innovation of our portfolio partners.

My gratitude extends to every stakeholder who contributed: investors who share our long-term vision, management teams who trust our partnership, and colleagues who exemplify integrity in action. As we look ahead, I am proud to say that one of B.P. Marsh's greatest strengths lies not in its capital alone, but in the people who steward it.”

£224.1m

The value of the
investment portfolio

13.1%

Compound annual
growth in Net Asset
Value since 1990

44.2%

Total shareholder
return for the year

We are pleased to present our 2025 annual report.

Results

The Group delivered another year of robust growth, with Net Asset Value (“NAV”) (net of dividends), rising to £326.4m (2024: £229.2m). This reflected a 42.4% increase over the year. The value of the equity portfolio increased by 83.5%, after adjusting for additions and disposals, to £224.1m (2024: £165.4m).

Undiluted NAV per share grew by 41.5% to 890.0p (2024: 629.0p). On a fully diluted basis, taking into account vesting of shares in the Group’s Joint Share Ownership Plan, and performance conditions being met in respect of share options issued to certain Directors and employees of the Group, NAV per share was 847.3p (2024: 626.9p).

These results benefited from two significant disposals during the year: the sale of our interests in LPR and Paladin. These disposals together realised £65.7m, resulting in a much increased cash and treasury balance as at 31 January 2025 of £74.1m (2024: £40.5m).

Dividend

The Group seeks to deliver value to its shareholders through the performance of our carefully selected portfolio of investments which we believe will continue to generate growth in NAV and the payment of dividends, subject to the cash needs of the business. We also use share buy-backs as a mechanism to return capital to shareholders and manage the discount at which our share price stands to NAV. In the year under review, we progressed both of these aims.

In mid-2023, we stated our intention to pay £2.0m in dividends in respect of each of the years ending 31 January 2024, 2025, and 2026. In March 2024, we

committed to increased dividend payments of £4.0m per annum for the financial years ending 31 January 2025, 2026, and 2027, making a total of £12.0m.

Following the disposal of our shareholding in LPR in October 2024, the Board further increased its dividend payment intentions to £5.0m per annum for the years ending 31 January 2026 and 2027 and resolved to extend this £5.0m dividend policy to 31 January 2028. Post year end, the Board paid a Special Dividend of £3.0m, following the receipt of deferred consideration from the 2024 disposal of Paladin.

This means that shareholders can expect to receive a minimum of £8.0m (21.64p per share) for the financial year ending 31 January 2026, and £5.0m (13.56p per share) in each of the financial years ending 31 January 2027 and 2028.

We believe these dividend allocations and the updated share buy-back policy are consistent with the Group’s long-term capital management strategy, which allows the Company to maintain its existing investment strategy whilst also rewarding shareholders.

Share buy-back policy

We began the year under review with a policy to buy back up to £0.5m worth of shares at a discount of at least 20.0% to the most recently announced NAV per share. In June 2024, following the strong share price performance, the Group agreed to amend its share buy-back policy to reduce the discount to NAV threshold from 20.0% to 15.0% and allocated up to £1.0m in aggregate for this purpose. Post year end, in April 2025, the Company announced a new £2.0m share buy-back policy. At a General Meeting held on 2 June 2025, shareholders

approved the renewal of the Company’s general authority to purchase a maximum of 10.0% of the Company’s issued ordinary share capital. Shareholders also authorised the Company to make such purchases without triggering a mandatory offer obligation on the Brian Marsh Concert Party, provided that the resultant shareholding of the Brian Marsh Concert Party does not exceed 42.5% of the ordinary shares in issue (excluding any held in treasury).

Secondary placing

Significant institutional demand for shares in B.P. Marsh was demonstrated through a two-stage secondary share acquisition, as existing investors increased their holdings and new investors became shareholders via transactions facilitated by the sale of shares by PSC UK Pty Limited (“PSC”), a subsidiary of The Ardonagh Group Limited. On 9 May 2025, 1,936,881 ordinary shares, representing approximately 5.2% of B.P. Marsh’s issued share capital, were successfully placed with institutional investors at a price of 630p per share, totalling approximately £12.2m. Following strong residual demand, a further 1,822,183 shares (approximately 4.9% of issued capital) were sold to a single institutional investor, Wellington Management Group LLP. B.P. Marsh did not receive any of the c. £23.7m gross proceeds from the transactions.

As at 9 June 2025, PSC has a 9.8% shareholding which is subject to lock-up provisions. As a result of the secondary placing, B.P. Marsh’s institutional investor base has been diversified with the addition of new, high quality institutional investors, highlighting the market’s continued confidence in the Company’s long-term growth strategy and investment approach.

Statement by the Chairman

continued

Disposals

The Group completed two major disposals during the year.

In March 2024, the sale of the Group's stake in Paladin completed, generating upfront proceeds of £41.1m, followed by a £1.9m working capital adjustment received in September 2024. A further £9.2m in deferred consideration was received post year end.

In October 2024, the Group agreed to sell its shareholding in LPR for total consideration of £21.7m.

Further information on these disposals is included in the Chief Investment Officer's Statement.

Portfolio

New Investments

During the year, the Group announced it had made four new investments.

In March 2024, the Group acquired a 30.0% Cumulative Preferred Ordinary shareholding in **Devonshire UW Topco Limited** ("Devonshire"), a London-based Underwriting Agency.

In September 2024, the Group acquired a 44.0% shareholding in **CEE Specialty s.r.o.** ("CEE"), a Czech Republic-based Underwriting Agency.

In October 2024, the Group subscribed for a 25.5% Cumulative Preferred Ordinary shareholding in **Volt UW Holdco Limited** ("Volt"), a London-based start-up Underwriting Agency.

Finally, in October 2024, the Group acquired a 30.0% Cumulative Preferred Ordinary shareholding in **SRT & Partners Limited** ("SRT"), a start-up UK Retail and London Market broker.

Follow-on Investments

During the year, the Group provided **XPT Group LLC** ("XPT") with a further US\$13.6m (£10.8m), structured via a purchase of equity and an additional loan facility.

In May 2024, the Group acquired 7.0% of **Pantheon Specialty Group Limited** ("Pantheon") for £7.3m from members of Pantheon's management team. Following this, the Group acquired a further 5.0% shareholding in Pantheon, also from members of Pantheon's management team, for cash consideration of £12.5m. These acquisitions raised the Group's total shareholding in Pantheon to 37.0%.

Post year-end activity

Since 31 January 2025, the Group has maintained its momentum in new investments and other portfolio activity.

In April 2025, the Group announced it had subscribed for an 8.0% shareholding, via a mixture of Preferred and Ordinary shares, in **iO Finance Partners Topco Limited** ("iO Partners"), for £10.0m.

In June 2025, the Group also announced it had subscribed for a 49.0% shareholding in **Amiga Specialty Holdings Limited** ("Amiga"). B.P. Marsh is providing funding of up to £10.0m via a mix of equity and a loan facility, of which £0.5m was drawn down on completion.

In June 2025, the Group completed the disposal of its investment in **Sterling Insurance Pty Limited** ("Sterling"), an Australian Underwriting Agency specialising in construction sector liability cover. Sterling was acquired by **ATC Insurance Solutions Pty Limited** ("ATC"), in which the Group is also a shareholder. B.P. Marsh's share of the consideration will amount to approximately AU\$ 6.5m (£3.1m) which will be received in shares in the enlarged ATC Group. Post-transaction, B.P. Marsh's shareholding in the ATC Group increased to 27.0%.

Outlook

We continue to demonstrate our ability to create long-term value and deliver strong returns. Deal origination remains active, particularly in the underwriting and broking sectors, and the new investments made during the year reflect the Company's proven capability in identifying well-positioned and compelling opportunities.

The Group remains committed to supporting its portfolio companies, not only with follow-on capital where appropriate, but also through strategic input aimed at unlocking further growth. With a robust pipeline of prospective investments in both the UK and international markets, supported by a strong cash position, the Group is well placed to act decisively where it sees exceptional potential.

Whilst we continue to prioritise deploying capital into high-conviction opportunities, we are also focused on returning surplus liquidity to shareholders through dividends and share buy-backs when market conditions permit. This dual approach ensures we capture value creation while rewarding the trust placed upon us by our long-term investors.

We extend our gratitude to our existing shareholders and welcome our new shareholders. We would also like to thank our colleagues and portfolio partners for their steadfast support. Our philosophy of patient capital and partnership-driven growth remains unchanged, positioning B.P. Marsh for long-term, sustainable success.

Brian Marsh, OBE
Chairman
10 June 2025

Chief Investment Officer's Statement



Daniel Topping,
Chief Investment Officer

“I am pleased to report that the Group’s performance in the financial year to 31 January 2025 is the strongest since the business floated on the AIM Market in 2006. These results demonstrate the continued success of our long-term, partnership-oriented investment approach, whereby the Group collaborates closely with our management teams, offering strategic and financial support, aiming for mutually beneficial outcomes without imposing strict exit timelines.

We have a strong pipeline of new business opportunities within the insurance intermediary sector and, subject to appropriate terms, we anticipate making additional investments over the course of the financial year to January 2026.

Given our strong liquidity position and positive track record, we are confident in our ability to continue to source and invest in opportunities which will create future shareholder value.”

Chief Investment Officer's Statement

continued

Portfolio Update and Outlook

During the financial year to 31 January 2025, the Group completed two substantial realisations, being:

- **Paladin Holdings Limited/CBC UK Limited** – Sold to Specialist Risk Group Limited for consideration of £44.0m (IRR: 47.3%).
- **Lilley Plummer Risks Limited** – Sold to Clear London Markets Limited, for consideration of £21.7m (IRR: 93.4%).

Both these realisations delivered substantial returns to the Company, exemplifying the Group's ability to identify and invest in businesses with strong management teams which can deliver considerable returns for all stakeholders.

These successful realisations, both at a premium to the Group's most recent valuations, bolstered the Group's free cash position as at 31 January 2025.

Such liquidity has enabled the Group to continue with its strategy of delivering an increased dividend yield, whilst also deploying cash within the existing portfolio companies alongside making new investments, with the continued aim of delivering NAV growth.

Over the financial year to 31 January 2025, the Group completed four new investments, as follows:

- **Devonshire UW Topco Limited** – A start-up underwriting agency specialising in global transactional liability risks.
- **CEE Specialty s.r.o** – An established underwriting agency specialising in marine hull, bonds and liability insurance, targeting business in Central and Eastern Europe.

- **Volt UW Holdco Limited** – A start-up underwriting agency specialising in energy insurance in both the renewable and non-renewable sectors.
- **SRT & Partners Limited** – A start-up UK Retail and London Market broker, which acquired two businesses on completion, being a retail and asset finance business.

Post financial year end, the Group completed a further two new investments, as follows:

- **iO Finance Partners** – A buy-and-build opportunity within the alternative finance market, looking to fill a funding gap for the UK SME market.
- **Amiga Specialty Holdings Limited** – A start-up focused on establishing an international specialty underwriting agency.

Alongside the deployment of capital for these new investments, the Group has increased its dividend distribution. The Group paid an interim dividend of 6.78p per share (£2.5m) on 28 February 2025, a special dividend of 8.08p per share (£3.0m) on 30 May 2025, and is proposing to pay a final dividend of 6.78p per share (£2.5m) on 25 July 2025. Therefore, a total of £8.0m (21.64p per share) will be paid in the financial year ending 31 January 2026.

Disposals

Paladin Holdings Limited / CBC UK Limited

The sale of Paladin to Specialist Risk Group Limited completed on 22 March 2024.

Upon completion, the Group received £42.1m in cash (net of transaction costs), which represented a 37.8% uplift on the Group's latest valuation of the investment as at 31 July 2023. In September 2024, the Group received a further £1.9m in respect of a working capital adjustment.

In April 2025, the Group received a deferred consideration payment of £9.17m from the disposal of Paladin, increasing the aggregate cash received to £53.2m.

The sale represents an Internal Rate of Return of 47.3%.

Subject to performance criteria being satisfied, the Group expects to receive a final deferred consideration payment in 2026.

Lilley Plummer Risks Limited

The sale of LPR to Clear London Markets Limited completed on 29 October 2024.

Upon completion, the Group received £21.7m (net of transaction costs), which represented a £4.5m uplift (26.0%) from the £17.1m valuation as at 31 July 2024.

The sale represents an Internal Rate of Return of 93.4% and a money multiple on equity investment of 70.5x.

Disposal – Post year end

Sterling Insurance Pty Limited

Post year end, B.P. Marsh completed on the disposal of its indirect equity interest in Sterling to ATC, an independent Australian Underwriting Agency, which it had held through a minority holding in Neutral Bay Investments Limited ("Neutral Bay").

ATC acquired 100% of the issued share capital of Sterling for a total consideration of AU\$33m. B.P. Marsh's share of the consideration, via Neutral Bay, will amount to approximately AU\$6.5m, which B.P. Marsh will receive in shares in the enlarged ATC Group. B.P. Marsh's shareholding in ATC will increase to approximately 27.0% as a result of the sale.

New Investments

Devonshire UW Topco Limited

In March 2024, the Group completed its investment in Devonshire, the London-based underwriting agency specialising in transactional risks, including Warranty & Indemnity, Specific Tax, and Legal Contingency Insurance.

Devonshire is backed by Lloyd's capacity with support from a strong panel of A-rated insurance capacity providers.

Date of initial investment: March 2024

31 January 2025 valuation: £300,000

Cost of Equity: £300,000

Equity stake: 30.0%

Loan Facility: £1,600,000

CEE Specialty s.r.o

In September 2024, the Group completed its investment in CEE, an underwriting agency based in Prague, with a branch office in Bucharest.

CEE was founded in 2019 and specialises in Marine Hull, Bonds and Liability Insurance, targeting businesses in Central and Eastern Europe.

CEE provided B.P. Marsh with an excellent opportunity to invest in a business with a well-established, highly experienced leadership team and strong growth potential over the coming years.

CEE is continuing its strategy of expanding its current product offering to new geographic areas, whilst also adding new product lines.

Since investment, CEE has performed well, with the business growing substantially year on year.

Date of initial investment: September 2024

31 January 2025 valuation: €2,819,852 (£2,350,000)

Cost of Equity: €2,819,852 (£2,354,134)

Equity stake: 44.0%

Loan Facility: €487,860 (£410,000)

Volt UW Holdco Limited

In October 2024, the Group completed its investment in Volt, a London-based underwriting agency, specialising in energy insurance, focusing specifically on insuring property risks related to power generation and midstream energy across both non-renewable and renewable sectors.

Volt has performed well since investment, exceeding its business plan and is on

course to become a best-in-class, client-centric energy underwriting agency with a strong emphasis on Environmental, Social, and Governance ("ESG") principles.

Volt operates as a Lloyd's coverholder and since investment has expanded its A-rated capacity from both Lloyd's and non-Lloyd's carriers.

Date of initial investment: October 2024

31 January 2025 valuation: £25.50

Cost of Equity: £25.50

Equity stake: 25.5%

Loan Facility: £2,500,000

SRT & Partners Limited

In October 2024, the Group completed its investment in SRT, a start-up London Market insurance broker, which at completion acquired two existing businesses, being a UK retail broker and an asset finance broker.

Since investment, SRT has successfully introduced a cross-selling opportunity between the two underlying businesses, as part of its strategy of creating organic sources of revenue between the retail insurance and asset finance brokers.

SRT is also in the process of building out their London Market presence, with the overall aim of SRT being a premier, client-focused broker, offering an array of diversified products across the insurance and asset finance sector.

Date of initial investment: October 2024

31 January 2025 valuation: £150,000

Cost of Equity: £150,000

Equity stake: 30.0%

Loan Facility: £2,350,000

Chief Investment Officer’s Statement

continued

New Investments – Post Year End

iO Finance Partners Topco Limited

In April 2025, the Group completed its investment in iO Partners, subscribing for an 8.0% shareholding, via a mix of Preferred and Ordinary shares for £10.0m.

iO Partners is a buy-and-build opportunity within the alternative finance market, intending to bring together a diverse group of alternative finance providers to support and grow the UK economy and SME market. Its strategy is to fill a funding gap in the UK market. Upon completion, iO Partners acquired three alternative finance providers.

A co-investor to this transaction is Janus Henderson Group plc (“Janus Henderson”), investing £10.0m on the same terms as B.P. Marsh. Janus Henderson is a NYSE listed global active asset manager headquartered in London. As of 31 December 2024, Janus Henderson had approximately £302.4 billion in assets under management.

B.P. Marsh has a successful track record of investing in the financial services sector, backing experienced management teams alongside supportive partners. Whilst iO Partners is not within our primary focus of insurance distribution investments, B.P. Marsh sees this as an opportunity to invest in an experienced management team with a strong track record in the sector, that will deliver long term returns to our shareholders.

<i>Date of initial investment:</i> April 2025
<i>31 January 2025 valuation:</i> N/A
<i>Cost of Equity:</i> £10,000,000
<i>Equity stake:</i> 8.0%

Amiga Specialty Holdings Limited

In June 2025, the Group completed its investment in Amiga, subscribing for a 49.0% shareholding for £49. Amiga is a start-up entity focused on establishing an international specialty underwriting agency. Amiga aims to build a diversified portfolio of specialty insurance products across key global markets, pursuing both organic growth and a strategic mergers and acquisitions approach.

Amiga is led by its Managing Director, Adam Kembrooke, a seasoned insurance professional with over 20 years of industry experience. Prior to founding Amiga, Mr. Kembrooke served as CEO and President of Nexus US, as well as Group Chief Legal Officer at its parent company, Kentro Capital Limited.

Alongside the equity investment, B.P. Marsh has provided a £10.0m loan facility to Amiga, of which £0.5m was drawn down at completion.

<i>Date of initial investment:</i> June 2025
<i>31 January 2025 valuation:</i> N/A
<i>Cost of Equity:</i> £49
<i>Equity stake:</i> 49.0%
<i>Loan Facility:</i> £10,000,000

Follow-on Investments and Funding

Pantheon Specialty Group Limited – UK

+ 141.4 pence NAV per share change in the year

Since the Group’s original investment in Pantheon in June 2023, when it subscribed for a 25.0% stake, the business has been a stand out performer in the portfolio.

Over the financial year to 31 January 2025, the Group made two further equity investments in Pantheon.

Firstly, the Group acquired a further 7.0% in May 2024, increasing its shareholding to 32.0%, for cash consideration of £7.3m. Secondly, in October 2024, the Group acquired a further 5.0% shareholding in Pantheon, for cash consideration of £12.5m, increasing its total shareholding to 37.0%.

Both of these share purchases were from Pantheon’s management team, allowing them to sell a portion of their shareholding, providing them with personal liquidity, whilst still retaining a significant majority stake in the business.

Since the Group backed management to establish Pantheon, its performance has been exceptional, rapidly becoming a leading independent broker in the London Insurance market. In its current financial year to 31 December 2025, Pantheon is forecasting to achieve an adjusted EBITDA of c. £18m.

In light of this performance, the Group saw the opportunity to increase its shareholding in Pantheon as a well-earned partial liquidity event for Pantheon's management team, whilst also increasing its shareholding in a rapidly growing company.

Date of initial investment: June 2023

31 January 2025 valuation: £91,500,000

Cost of Equity: £21,800,000

Equity stake: 37.0%

XPT Group LLC – USA

+ 24.1 pence NAV per share change in the year

The Group's investment in XPT, the specialty lines insurance distribution company, continues to perform well, with the business producing close to US\$1bn of gross written premium and adjusted EBITDA of US\$23.0m in its financial year to 31 December 2024. This strong growth is set to continue through 2025 with XPT budgeting to achieve gross written premium of US\$1.2bn and adjusted EBITDA of US\$29.0m.

In May 2024, the Group made an additional equity investment of US\$1.0m in XPT.

Following this, in November 2024, the Group provided XPT with a further US\$12.6m, structured via a purchase of existing equity and an additional loan facility. The funding was provided alongside the extension of XPT's current banking facilities with Apogem Capital LLC, which increased to US\$122.0m.

The Group's provision of funding has been structured as follows:

- An equity share purchase from three members of XPT's senior management; and
- A new loan facility of US\$6.3m which will attract an interest rate of SOFR plus 4.7% (subject to a minimum of 10.0%).

The Group's new loan facility, combined with additional bank financing, has enabled XPT to continue to achieve its growth targets through organic expansion, individual hires, and mergers & acquisitions.

Following these new funding arrangements, XPT's Platinum Specialty Underwriters programme business acquired Atri Insurance Services ("Atri"), the US underwriting agency specialising in management and professional liability insurance. Atri has capacity from highly rated paper, primarily Fair American Insurance and Reinsurance Company.

The provision of this new funding reflects our continued confidence in XPT's robust business model and impressive growth trajectory. Since the Group's initial involvement in 2017, XPT has demonstrated exceptional performance, driven by strategic acquisitions, talent hires, and solid organic growth.

Date of initial investment: June 2017

31 January 2025 valuation: £59,900,000

Cost of Equity: £18,838,733

Equity stake: 28.98%

IFA Investment

LEBC Holdings Limited – UK

+ 12.1 pence NAV per share change in the year

In April 2024, LEBC sold 100% of Aspira Corporate Solutions Limited ("Aspira") to Titan Wealth Holdings Limited, the discretionary fund management/wealth and asset management business.

Upon completion, B.P. Marsh received repayment in full of its outstanding loans with LEBC, a total of £3.3m. The upfront consideration also allowed LEBC to meet its obligations regarding historical defined benefit pension transfer advice, as agreed with the FCA.

LEBC was due to receive the proceeds of sale over a three year earn-out period linked to performance. The first payment was received by LEBC on 6 June 2025, with B.P. Marsh's pro-rata allocation being £5.9m.

All future performance criteria required for deferred consideration payments to LEBC have been removed.

Date of initial investment: April 2007

31 January 2025 valuation: £9,770,000

Cost of Equity: £13,473,657

Equity stake: 61.86%

Chief Investment Officer's Statement

continued

Other Portfolio Company Highlights

ATC Insurance Solutions – Australia

+ 31.9 pence NAV per share change in the year

ATC continues to perform strongly across its many product offerings.

When the Group invested in ATC in 2018, the business produced gross written premium of c. AU\$61m. Over the period of the Group's investment, the business has grown considerably, and is budgeting to produce gross written premium of AU\$225m in its current year to 30 June 2025.

Since investment, ATC has grown into the largest independent underwriting agency in Australia and the Group expects this growth trajectory to continue.

In May 2025, ATC completed the acquisition of 100% of Sterling for a total consideration of AU\$33m /£15.7m. Of this amount, AU\$6.5m /£3.1m was attributable to B.P. Marsh. The Group's consideration will be settled through the issuance of new ATC shares, resulting in an increase in B.P. Marsh's equity stake in ATC to 27.0%.

Date of initial investment: July 2018

31 January 2025 valuation: £30,650,000

Cost of Equity: £6,476,595

Equity stake: 25.56%

The Fiducia MGA Company Limited ("Fiducia") – UK

+ 4.0 pence NAV per share change in the year

Fiducia's performance over 2024 was positive, with gross written premium showing strong year on year growth. The Group expects this growth to continue throughout 2025.

This positive performance has allowed Fiducia to pay down £750,000 of its loan outstanding with the Group, demonstrating its ability to grow the business and generate cash.

Date of initial investment: November 2016

31 January 2025 valuation: £6,460,000

Cost of Equity: £227,909

Equity stake: 35.18%

Stewart Specialty Risk Underwriting Ltd ("SSRU") – Canada

+ 3.3 pence NAV per share change in the year

Performance of SSRU over 2024 was strong, with its EBITDA having more than doubled since 2020. SSRU's budget for 2025 shows strong year on year growth, and the Group is confident that its positive performance since inception will continue moving forward.

SSRU remains actively engaged in seeking new partnerships, consistently introducing additional capacity to the Canadian market.

Date of initial investment: January 2017

31 January 2025 valuation: £13,170,000

Cost of Equity: £19

Equity stake: 28.22%

Market Commentary

The Group continues to track key trends in the insurance sector in which we operate, with a specific focus on premium rates and merger and acquisition activity.

The softening trend in rates has continued into 2025, with global rates declining by 3.0% over the first quarter in 2025, which represented the third consecutive quarter whereby global insurance rates reduced.

The trend of softening rates is principally due to increased insurer competition, with there being new market entrants, alongside existing carriers increasing their exposure to hit growth targets.

A substantial proportion of the market now has access to sufficient capacity, which in turn applies a downward pressure on rates. This is a trend that the Group expects to continue over the course of 2025, subject to any unforeseen circumstances.

Global Property, Financial and Professional lines, alongside Cyber, were the main driver of overall rate decreases, all dropping by 6.0% in the first quarter of 2025.

Conversely, Global Casualty rates increased by 4% in the first quarter of 2025, against the general trend, with rates having increased by 17% over the last 12 months. This has been primarily driven by US Casualty rates, which increased by 8.0% in the first quarter of 2025.

New Business

During the Group's financial year to 31 January 2025, the Group completed four new investments within the financial services (sub)sector in which it specialises, particularly in the underwriting and broking sectors.

The Group continues to invest in niche SME sectors, backed by skilled and knowledgeable management teams, which promotes long-term growth and generates significant value.

Over the financial year to 31 January 2025, the Group continued to see a high number of new business opportunities, having received 72 new business enquiries. This is similar to the 71 new opportunities received in the Group's previous year to 31 January 2024.

The Group has a strong pipeline of new business opportunities within the insurance intermediary sector and subject to appropriate terms, the Group anticipates making additional investments over the course of its financial year to 31 January 2026.

Given the Group's strong liquidity position and positive track record, the Group is confident in its ability to continue to source and invest in opportunities which will create future shareholder value.

Daniel Topping

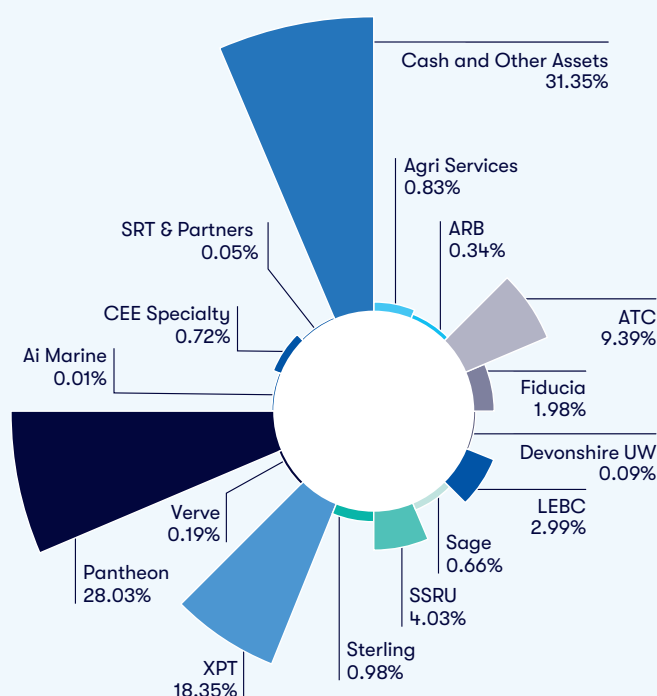
Chief Investment Officer

10 June 2025

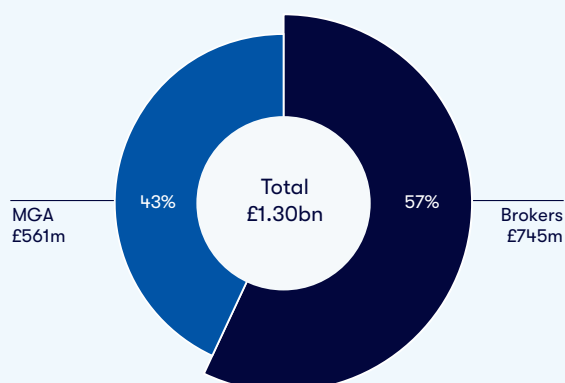
Portfolio Update & Activity

NAV breakdown by portfolio company

The composition of B. P. Marsh's underlying portfolio companies is shown on the chart below.



Our current insurance investments produced in aggregate over approximately £1.30bn of insurance premium during 2024 and a breakdown between brokers and Underwriting Agencies is shown below.



Chief Investment Officer's Statement

continued

Insurance Brokers

The Group's Broking portfolio placed over £745m of gross written premium in 2024, producing over £60.1m of brokerage income, accessing specialty markets around the world.

Brokers	Date of Investment	Jurisdiction	Equity % at 31 January 2025	Cost of Investment	Valuation at 31 January 2025	% of NAV 31 Jan 2025	Internal rate of return ¹ to 31 January 2025	Multiple on Invested Capital
Pantheon	Jun-23	UK	37.0%	£21,800,025	£91,500,000	28.0%	577.9%	4.2x
XPT	Jun-17	USA	29.0%	£18,838,733	£59,900,000	18.4%	30.7%	3.2x
ARB	Apr-16	Singapore	25.0%	£1,551,084	£1,100,000	0.3%	0.6%	0.7x
SRT & Partners	Oct-24	UK	30.0%	£150,000	£150,000	0.0%	10.3%	1.0x

¹ Inclusive of fees, loan interest and dividend income, and based on valuation at 31 January 2025

Underwriting Agencies/Managing General Agents ("MGAs")

The Group's Underwriting Agencies produced over £561.4m of gross written premium in 2024, yielding over £58.5m of commission income across many specialist product areas on behalf of more than 50 insurers.

MGAs	Date of Investment	Jurisdiction	Equity % at 31 January 2025	Cost of Investment	Valuation at 31 January 2025	% of NAV at 31 January 2025	Internal rate of return ¹ to 31 January 2025	Multiple on Invested Capital
ATC	Jul-18	Australia	25.6%	£5,290,640*	£30,650,000	9.4%	40.7%	9.2x
SSRU	Jan-17	Canada	28.2%	£19	£13,170,000	4.0%	85.9%	(N/A – over 1,000x)
Fiducia	Nov-16	UK	35.2%	£227,909	£6,460,000	2.0%	24.3%	28.3x
Ag Guard	Jul-19	Australia	41.0%	£1,465,071	£2,720,000	0.8%	17.5%	1.9x
CEE Specialty	Sep-24	Czech Republic	44.0%	£2,354,134	£2,350,000	0.7%	-0.1%	1.0x
Sage	Jun-20	USA	30.0%	£202,758	£2,170,000	0.7%	71.1%	10.7x
Verve	Apr-23	UK	35.0%	£430,791	£625,000	0.2%	23.1%	1.5x
Devonshire	Mar-24	UK	30.0%	£300,000	£300,000	0.1%	14.7%	1.0x
Ai Marine	Dec-23	UK	30.0%	£30,000	£30,000	0.0%	21.0%	1.0x
Volt UW	Oct-24	UK	25.5%	£25.50	£25.50	0.0%	30.2%	1.0x

¹ Inclusive of fees, loan interest and dividend income, and based on valuation at 31 January 2025

*ATC's equity investment is reported as the combined initial equity investment into ATC, MB Prestige Holdings PTY Limited, and Sterling Insurance PTY Limited

Asset Finance

Asset Finance	Date of Investment	Jurisdiction	Equity % at 31 January 2025	Cost of Investment	Valuation at 31 January 2025	% of NAV at 31 January 2025	Internal rate of return ¹ to 31 January 2025	Multiple on Invested Capital
iO Partners	April -25	UK	8%	£10,000,000	N/A	N/A	N/A	N/A

¹ Inclusive of fees, loan interest and dividend income, and based on valuation at 31 January 2025

Chief Finance Officer's Statement



Francesca Chappell,
Chief Finance Officer

“I am delighted to present my first set of Full Year Results, and to report that the Group has achieved a record financial performance for the year to 31 January 2025.

We have delivered an annual compound growth rate of 11.1% in Group NAV after running costs, realisations, losses, distributions and corporation tax since flotation, and 13.1% since 1990.

Over the financial year ended 31 January 2025, the valuation of the Group's equity portfolio has increased by 83.5% (year ending 31 January 2024: 35.9%), adjusting for investments and realisations.”

Chief Finance Officer's Statement

continued

Financial Performance Summary

The table below summarises the Group's financial results and key performance indicators for the year to 31 January 2025:

	Year to/as at 31 January 2025	Year to/as at 31 January 2024
Net asset value	£326.4m	£229.2m
Net asset value per share – undiluted	890.0p	629.0p
Net asset value per share – diluted	847.3p	626.9p
Profit on ordinary activities before tax	£104.7m	£43.6m
Dividend per share paid	10.72p	5.56p
Total shareholder return (including dividends)	£101.2m	£41.7m
Total shareholder return on opening shareholders' funds	44.2%	22.0%
Net cash (used by) / from operating activities (net of equity investments, realisations and loans)	£(4.2)m	£(1.2)m
Equity cash investment for the year	£31.5m	£3.4m
Realisations (net of disposal costs)	£65.7m	£53.1m
Loans issued in the year	£11.2m	£20.3m
Loans repaid by investee companies in the year	£14.7m	£2.7m
Cash and treasury funds at end of year	£74.1m	£40.5m
Borrowing / Gearing	£Nil	£Nil

The Group had a very strong year, delivering an increase in NAV of £97.2m (42.4%) to £326.4m (2024: £229.2m), compared with an increase of £39.7m (20.9%) for the same period in 2024. Including the £4.0m aggregate dividend paid in March 2024, May 2024 and July 2024, this represented an overall return of 44.2% for the year (2024: including a £2.0m aggregate dividend, the overall return was 22.0%).

The NAV of £326.4m at 31 January 2025 represents a total increase in NAV of £297.2m since the Group was originally formed in 1990 having adjusted for the original capital investment of £2.5m, the £10.1m net proceeds raised on AIM in 2006 and the £16.6m of net proceeds raised through the Share Placing and Open Offer in July 2018. The Group has delivered an annual compound growth rate of 11.1% in Group NAV after running costs, realisations, losses, distributions and corporation tax since flotation, and 13.1% since 1990.

Investment performance

The Group's equity portfolio movement during the year was as follows:

31 January 2024 valuation	Acquisitions at cost	Disposal proceeds	Reclassification from equity portfolio to debtor	Adjusted 31 January 2024 valuation	31 January 2025 valuation
£165.4m	£31.5m	£(65.7)m	£(9.0)m	£122.2m	£224.1m

The equity portfolio continued to increase in value, rising by 83.5% to £224.1m (31 January 2024: £165.4m, an increase of 35.9%) after adjusting for £65.7m of net realisations and £31.5m of acquisitions in the year, and after adjusting for a £9.0m reclassification of deferred consideration relating to the disposal of Paladin from the equity portfolio to a debtor within the Consolidated Statement of Financial Position.

The Group made two realisations during the year totalling £65.7m, being £44.0m from the sale of the Group's entire 38.63% investment in Paladin which completed on 22 March 2024 and £21.7m from the sale of the Group's entire 28.4% investment in LPR, which completed on 29 October 2024.

The Group invested a total of £31.5m in equity in the portfolio during the year (2024: £3.4m):

- £28.7m into the existing portfolio, including £21.8m in Pantheon, £5.8m in XPT, £1.1m in LEBC; and
- £2.8m into four new investments, including £2.35m in CEE, £0.3m in Devonshire, £0.15m in SRT and £26 (nominal value) in Volt.

Operating income

Net gains from investments were £107.5m (2024: £43.7m), a 145.9% increase over the previous year, of which £90.2m related to the revaluation of the investment portfolio, and £17.3m in respect of realised gains on disposal of investments during the year to 31 January 2025 (2024: £43.7m related to revaluation of the investment portfolio). The Paladin and LPR sales resulted in an aggregate

realised gain on disposal of £62.7m, which has been reflected within a movement from the fair value reserve to retained earnings within the Consolidated Statement of Financial Position.

Despite the Group making two significant realisations in the year to 31 January 2025, income from the portfolio increased by £0.3m, or 4.1% to £7.8m (2024: £7.5m). Dividend income was £0.4m higher due to strong investment portfolio performance, whilst loan interest increased by £0.5m, despite a net reduction in total loans outstanding over the year, due to higher interest rates charged resulting from Bank of England base rate increases. The increase to loan interest and dividend income over the year was offset by a reduction in fee income of £0.6m due to a lower amount of one-off transaction and loan arrangement fees charged in 2025 compared to 2024, as well as a general reduction in fees charged due to the realisations made over the year.

Operating expenses

Operating expenses increased by £5.8m, or 74%, during the year to £13.7m (2024: £7.9m). A significant proportion of the increase in operating expenses related to increased staff costs of £4.8m, of which £3.8m related to one-off bonuses awarded to employees in line with the Group's financial performance and successful realisations made, and £1.0m related to termination payments made to departing employees upon loss of office. The remaining £1.0m increase related to general cost inflation, professional fees incurred for new and follow-on investment activity and expenses relating to the implementation of the Group's Share Option Scheme.

Profit on ordinary activities

The consolidated profit on ordinary activities before taxation for the year was £104.7m which represented an increase of £61.1m, or 140%, over the £43.6m reported in 2024 (2024: up £16.0m, or 58%, to £43.6m). The consolidated profit on ordinary activities after taxation increased by £57.0m, or 134% to £99.5m (2024: up £18.7m, or 78.6%, to £42.5m).

The Group's strategy is to cover its expenses from the portfolio yield. On an underlying basis, including treasury returns and realised gains in cash, but excluding unrealised investment activity (unrealised gains on equity, movement in the provision for deferred consideration on equity portfolio disposals and provision against loans receivable from investee companies), this was achieved with a pre-tax profit of £9.0m for the year (2024: £0.1m).

Liquidity and loan portfolio

In addition to contributing equity to its investment portfolio, the Group frequently extends loan financing, either as part of the initial investment structure or as subsequent funding to support further growth. This additional financing may be used for acquisitions, working capital, recruitment or product development.

The Group's loan portfolio balance decreased by £3.3m during the year to £25.6m as at 31 January 2025 (31 January 2024: £28.9m). The key movements were:

- £5.8m was provided to the existing investment portfolio, including £5.0m to XPT, £0.7m to Dempsey Group Limited and £0.1m to Verve Risk Services Limited.

Chief Finance Officer's Statement

continued

- £5.4m was provided to the new investments made by the Group during the year, including £2.3m to SRT, £1.5m to Devonshire, £1.2m to Volt and £0.4m provided to the management of CEE as part of the investment transaction.
- £12.7m of loans were repaid during the year, including £5.9m from Paladin, £3.3m from LEBC, £2.5m from Pantheon, £0.5m from Fiducia and £0.4m from Brown & Brown (Europe) Holdco Limited.
- In addition to the £2.5m repaid by Pantheon during the year, the remaining loan balance outstanding of £2.0m was reclassified as further equity cost invested, reducing the loan balance owed by Pantheon to £Nil at the year end.
- A £0.2m increase due to foreign exchange movements offset by a £0.1m reduction resulting from loan impairments.

During the year the Group paid dividends totalling £4.0m and bought back £0.8m in shares.

At 31 January 2025, the Group had total available cash and treasury funds of £74.1m (31 January 2024: £40.5m).

Since 31 January 2025, the Group has provided £1.3m in further loans to its existing portfolio in respect of further drawdowns from agreed loan facilities, with £1.0m provided to Pantheon and £0.3m to Volt. The Group also received £0.1m in loan repayments from Fiducia. The loan portfolio balance is currently £26.9m.

The Group has also made two new equity investments. In April 2025, the Group invested £10.0m into iO Partners via a mixture of preferred and ordinary equity. This was followed by an investment made in June 2025 into Amiga for a nominal equity of £49, alongside an initial £0.5m loan drawdown, from its agreed £10.0m facility.

Other significant cash movements include the receipt of £9.2m in further consideration from the sale of the Group's investment in Paladin, which completed in March 2024. This represents the first tranche of deferred consideration that is expected in relation to the sale.

In addition, £5.5m has been distributed in dividends since the year end. The Group's current cash and treasury balance is £65.2m. Treasury funds are all in one month or less deposit accounts.

The Group is debt free.

Undiluted / diluted NAV per share

The NAV per share at 31 January 2025 is 890.0p (2024: 629.0p). Previously, 1,461,302 shares (which includes unallocated shares now owned by the Employee Benefit Trust which were forfeited by departing employees) being held within an Employee Benefit Trust as part of a long-term share incentive plan for certain Directors and employees of the Group were excluded as they did not have voting or dividend rights. However, in October 2023 voting and dividend rights

were granted for the 1,206,888 allocated shares which resulted in them being included in the undiluted NAV per share calculation. During the year 681,648 of these allocated shares were sold, leaving 525,240 allocated shares within the Employee Benefit Trust. During the year, the Group received £2.1m of loan debt owed by the Trust in relation to the original transfer of shares which is reflected within the Group's NAV of £326.4m as at 31 January 2025. The remaining 525,240 allocated shares are included in the undiluted NAV per share calculation, alongside £1.5m of loan debt, which remains repayable by the Trust in relation to the original transfer of shares. This debt cannot currently be consolidated within the accounts but will be repaid if the shares are sold.

The diluted NAV per share at 31 January 2025 is 847.3p (31 January 2024: 626.9p). This includes the full 761,499 shares remaining within the Employee Benefit Trust and also includes £2.0m of loan repayable if the shares, including the 236,259 shares that are currently unallocated, were sold.

The diluted NAV per share calculation also includes the 1,682,500 options over ordinary shares granted to certain Directors and employees of the Group in November 2023, which became dilutive at 31 July 2024, as the performance criteria for NAV growth had been met.

Francesca Chappell
Chief Finance Officer
10 June 2025



The Group had a
strong year, delivering
an increase in the
NAV of £97.2m

Current investments

As at 31 January 2025, the Group's equity interests were as follows:

United Kingdom



Ai Marine Risk Limited

(www.aimarinerisk.com)

Ai Marine is a start-up MGA with a focus on marine hull insurance and with a strong focus on the UK & Europe, Middle East and Asia Pacific regions.

Date of investment: December 2023

Equity stake: 30.0%

31 January 2025 valuation: £30,000



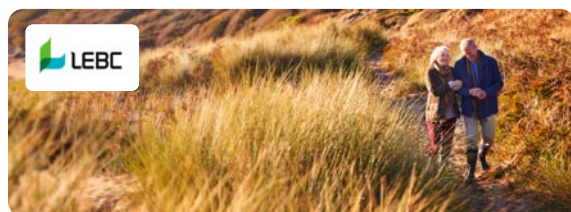
SRT & Partners Limited

SRT & Partners is a start up UK Retail and London Market broker. Headquartered in London, it furnishes its clients and partners with access to the special Broking and Underwriting services they require.

Date of investment: October 2024

Equity stake: 30.0%

31 January 2025 valuation: £150,000



LEBC Holdings Limited

(www.lebc-group.com)

LEBC is an Independent Financial Advisory company providing services to individuals, corporates and partnerships, principally in employee benefits, investment and life product areas.

Date of investment: April 2007

Equity stake: 59.3%

31 January 2025 valuation: £9,770,000



Devonshire UW Limited

(www.devonshire-underwriting.co.uk)

Devonshire is a London based Managing General Agency, specialising in transactional risks encompassing Warranty and Indemnity, Specific Tax, and Legal Contingency Insurance.

Date of investment: March 2024

Equity stake: 30%

31 January 2025 valuation: £300,000



Pantheon Specialty Group Limited

(www.pantheonspecialty.com)

Pantheon is a holding company established in partnership with Robert Dowman. Pantheon acquired 100% of the share capital of the Lloyd's broker Denison and Partners Limited. With the support of B.P Marsh, Robert Dowman is looking to build a market leading independent specialist broker, across multiple markets.

Date of investment: June 2023

Equity stake: 25.0%

31 January 2025 valuation: £91,500,000



New Denison Limited

Date of investment: June 2023

Equity stake: 40%

31 January 2025 valuation: £0



The Fiducia MGA Company Limited

(www.fiduciamga.co.uk)

Fiducia is a UK marine cargo Underwriting Agency and Lloyd's Coverholder which specialises in the provision of insurance solutions across a number of marine risks including, cargo, transit liability, engineering and terrorism Insurance.

Date of investment: November 2016

Equity stake: 35.2%

31 January 2025 valuation: £6,460,000



Verve Risk Services Limited

(www.ververisk.com)

Verve is a London based Managing General Agency specialising in Professional and Management Liability for the insurance industry. Verve operates in the USA, Canada, Bermuda, Cayman Islands and Barbados.

Date of investment: April 2023

Equity stake: 35.0%

31 January 2025 valuation: £625,000



Volt UW Limited

(www.volt-uw.com)

Volt is a London based Managing General Agency, specialising in energy insurance with a clear focus on insuring property risks associated with power generation and midstream energy in both the non-renewable and renewable sector.

Date of investment: October 2024

Equity stake: 25.5%

31 July 2025 valuation: £25.50

Current investments

As at 31 January 2025, the Group's equity interests were as follows:

Rest of the world



Stewart Specialty Risk Underwriting Ltd

(www.ssrु.ca)

SSRU is a Managing General Agency, providing insurance solutions to a wide array of clients in the construction, manufacturing, onshore energy, public entity and transportation sectors based in Toronto, Canada.

Date of investment: January 2017

Equity stake: 28.2%

31 January 2025 valuation: £13,170,000



Sage Program Underwriters, Inc.

(www.sageuw.com)

Sage provides specialist insurance products to niche industries, initially in the inland delivery and field sport sectors based in Bend, Oregon.

Date of investment: June 2020

Equity stake: 30.0%

31 January 2025 valuation: £2,170,000



XPT Group LLC

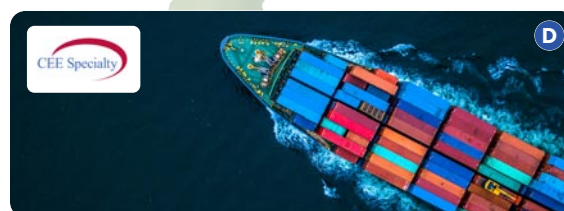
(www.xptspecialty.com)

XPT is a wholesale insurance broking and Underwriting Agency platform across the U.S. Specialty Insurance Sector operating from many locations in the United States of America, headquartered in Naples, Florida.

Date of investment: June 2017

Equity stake: 29.0%

31 January 2025 valuation: £59,900,000



CEE Specialty s.r.o.

(<https://cee-specialty.eu/index.php/cs/>)

CEE Specialty is a Managing General Agency based in Prague, Czech Republic specialising in Marine Hull, Bonds and Liability Insurance.

Date of investment: September 2024

Equity stake: 44%

31 January 2025 valuation: £2,350,000



Criterion Underwriting (Pte) Limited

Criterion was established to provide specialist insurance products to a variety of clients in the cyber, financial lines and marine sectors in Far East Asia, based in Singapore.

Date of investment: July 2018

Equity stake: 29.4%

31 January 2025 valuation: £0



Asia Reinsurance Brokers (Pte) Limited

(www.arbrokers.asia)

ARB is an independent specialist reinsurance and insurance risk solutions provider headquartered in Singapore.

Date of investment: April 2016

Equity stake: 25.0%

31 January 2025 valuation: £1,100,000



Sterling Insurance PTY Limited

(www.sterlinginsurance.com.au)

Sterling is a specialist Underwriting Agency offering a range of insurance solutions within the Liability sector, specialising in niche markets including mining, construction and demolition based in Sydney Australia. The Group holds its investment in Sterling via a joint venture with Besso Insurance Group Limited, Neutral Bay Investments Limited.

Date of investment: June 2013

Equity stake: 19.7%

31 January 2025 valuation: £3,200,000



ATC Insurance Solutions PTY Limited

(www.atcis.com.au)

ATC is a Managing General Agency and Lloyd's Coverholder, specialising in accident & health, construction & engineering, trade pack, motor and sports insurance headquartered in Melbourne, Australia.

Date of investment: July 2018

Equity stake: 25.6%

31 January 2025 valuation: £30,650,000



Ag Guard PTY Limited

(www.agguard.com.au)

Ag Guard is a Managing General Agency, which provides insurance to the agricultural sector, based in Sydney, Australia. The Group holds its investment through Ag Guard's Parent Company, Agri Services Company PTY Limited.

Date of investment: July 2019

Equity stake: 41.0%

31 January 2025 valuation: £2,720,000

Directors and Company Secretary



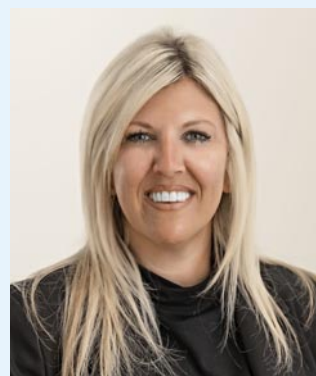
Brian Marsh OBE
Executive Chairman



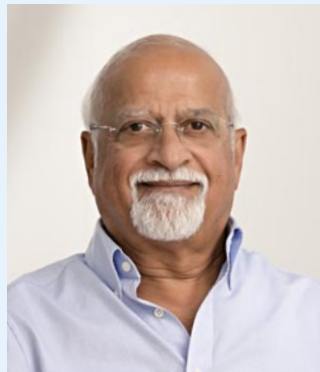
Alice Foulk BA (Hons)
Managing Director



Daniel Topping MCSI, FCG
Chief Investment Officer



Francesca Chappell FCCA
Chief Finance Officer



Pankaj Lakhani FCCA
Non-Executive Director



Nicholas Carter
Non-Executive Director



Ruth Pearson FCG
General Counsel & Group
Company Secretary

Directors' Report & Strategic Report & Consolidated Financial Statements

for the year ended 31 January 2025

References throughout the Reports and Consolidated Financial Statements to the "Company" or "B.P. Marsh" refer to the Parent Company, B.P. Marsh & Partners Plc, and references to the "Group" refer to the consolidated group, being the Parent Company and its subsidiary undertakings.

Directors and Group Company Secretary biographies

Brian Marsh OBE Executive Chairman, aged 84 (R) (I) (V) (N)	Alice Foulk BA (Hons) Managing Director, aged 38 (I) (V) (N) (D)	Daniel Topping MCSI, FCG Chief Investment Officer, aged 41 (I) (V) (N) (D) (E)
<p>Brian started his career in insurance broking and underwriting in Lloyd’s and the London and overseas market over 60 years ago and was, from 1979 to 1990, Chairman of Nelson Hurst & Marsh (Holdings) Ltd, before founding the Group. Brian has over 40 years’ experience in building, buying and selling financial services businesses particularly in the insurance sector. Brian’s considerable experience being Chairman of numerous companies in Financial Services means he is well suited as the Executive Chairman of B.P. Marsh. Brian is a member of the Remuneration, Investment, Valuation, and Nomination Committees. Brian is a significant shareholder in B.P. Marsh with a direct beneficial interest in 38.2% of the Company.</p>	<p>Alice joined B.P. Marsh in September 2011 having started her career at a leading Life Assurance company. In February 2015 Alice was appointed as a Director of B.P. Marsh and in January 2016 was appointed Managing Director where she is responsible for the overall performance of the Company and monitoring the Company’s overall progress towards achieving its objectives and goals, as set by the Board. Alice is a member of the Investment, Valuation, Nomination and Disclosure Committees.</p>	<p>Daniel was appointed as a Director of B.P. Marsh in March 2011 having joined the Group in February 2007, following two years at an independent London accountancy practice. Daniel graduated from the University of Durham in 2005 and is a member of the Securities and Investment Institute and the Chartered Governance Institute UK & Ireland. In January 2016 Daniel was appointed as Chief Investment Officer of the Group and is a member of the Investment, Valuation, Nomination and Disclosure Committees and Chairman of the Environmental, Social and Governance (“ESG”) Committee. Daniel is the Senior Executive with overall responsibility for the portfolio and alongside the Board and Investment Directors is instrumental in identifying ways to find, structure, develop, support and monitor the portfolio. Daniel currently has multiple nominee appointments across the investment portfolio.</p>

Francesca Chappell FCCA
Chief Finance Officer, aged 36
(I) (V) (D)

Francesca joined B.P. Marsh in January 2013, bringing experience in accounting and operational finance. Since then, she has played a key role in shaping the Company's financial operations and strategy. She qualified as a Chartered Certified Accountant (ACCA) in July 2018 and achieved Fellowship status (FCCA) in August 2023, recognising her professional experience and contribution to the field. In 2024, Francesca was appointed as a Director and Chief Finance Officer of B.P. Marsh. She leads the Finance Department, oversees all financial functions, ensures regulatory compliance, and supports the Company's financial and strategic growth. She is also a member of the Investment, Valuation and Disclosure Committees.

Pankaj Lakhani FCCA
Non-Executive Director, aged 71
(R) (A) (V) (N)

Pankaj is a Chartered Certified Accountant and joined B.P. Marsh in May 2015 and has over 40 years' experience within the global insurance sector, having worked at Marsh McLennan Group, Nelson Hurst & Marsh Group, Admiral Underwriting and Victor O. Schinnerer. Pankaj is Chairman of both the Remuneration and Audit Committees and is also a member of the Valuation and Nomination Committees.

Nicholas Carter
Non-Executive Director, aged 82
(R) (A) (E)

Nicholas was appointed to the Board of B.P. Marsh in May 2019 and has over 50 years' experience in the Lloyd's Insurance Market, having held a variety of positions within Nelson Hurst & Marsh Limited, Citicorp Insurance Brokers and Nelson Hurst Plc. Upon joining the Group Nicholas was appointed a member of the Remuneration and Audit Committees and is also a founding member of the ESG Committee.

Ruth Pearson FCG
General Counsel & Group
Company Secretary, aged 39
Post reporting period: (D)

Ruth is a qualified solicitor and fellow of the Corporate Governance Institute of UK and Ireland, with over 15 years' experience within the financial services and asset management industry. Initially qualifying as a solicitor at Simmons & Simmons, Ruth became a senior lawyer in the firm's banking team. She then joined LendInvest plc in 2016 as their first lawyer and built their legal, risk, compliance and governance functions. As Company Secretary of B.P. Marsh, she supports the Board of Directors to ensure that high standards of corporate governance and compliance are maintained. Ruth became a member of the Disclosure Committee in May 2025.

Key

(R) Member of the Remuneration Committee during the year
(A) Member of the Audit Committee during the year

(I) Member of the Investment Committee during the year
(V) Member of the Valuation Committee during the year

(N) Member of the Nomination Committee during the year
(D) Member of the Disclosure Committee during the year

(E) Member of the Environmental, Social and Governance ("ESG") Committee during the year

Corporate Governance

The Board of B.P. Marsh (“the Board”) is responsible for the Group’s corporate governance policies and recognises the importance of high standards of integrity, and consistently seeks to apply the principles set out in the 2018 Corporate Governance Code published by the Quoted Company Alliance to the extent that they are appropriate for, and applicable to, a company of B.P. Marsh’s size quoted on the Alternative Investment Market (“AIM”). The Board has identified three core stakeholder groups within its business model; Shareholders, Investee Companies and Employees.

Strategy & Business Model

Since its inception in 1990, the Company has focused on acquiring minority stakes in Financial Service Intermediary Businesses with no restrictions on their global location, assisting where possible its Investee Companies and selling that stake, in partnership with management, to the benefit of the Shareholders.

As time has gone by, whilst this model has remained unchanged, the size of the potential initial investment has risen to up to £10m as the Company’s assets have grown and its business has become better known. In addition, the Company can provide follow-on funding to further enhance growth.

We have been able to maintain an average compound annual increase in the Net Asset Value since inception of over 13%.

We have every reason to believe that the Company’s business will continue to grow in size, particularly as a result of the ability to make larger initial investments into larger businesses.

The B.P. Marsh & Partners Plc Board consists of four Executive and two Non-Executive Directors and has ultimate oversight over the business of B.P. Marsh & Partners Plc. The Board is responsible for the making and eventual disposal of investments and the continued monitoring of their performance.

Corporate Structure

The Company operates via five main departments reporting to the Board of B.P. Marsh & Partners Plc.

Chairman’s Office

Comprised of the Executive Chairman and Managing Director, the Chairman’s Office has oversight of the day to day management of the Company’s business.

Investment Department

Headed up by the Chief Investment Officer, the Investment Department is responsible for overseeing the Company’s Investment Portfolio. With appointments made to each of the Investee Companies’ Boards, the Investment Department monitors the performance of the Investee Companies and reports to the Chairman’s Office and ultimately the Board.

Finance Department

Led by the Chief Finance Officer, the Finance Department is responsible for the internal finance function of the Company, monitoring the financial performance of the Investee Companies and providing strategic financial support and advice.

Investor Relations Department

The Investor Relations Department, led by the Chairman and Managing Director, is a collaborative effort of each department. The Investor Relations Department is responsible for communication between the Company and the financial markets. This communication enables the investment community to make an informed judgement about the fair value of the Company’s shares and provides the Company with essential feedback from investors and the market on company performance and strategy.

Company Secretarial Department

Led by the General Counsel & Group Company Secretary, the Company Secretarial Department advises the Group on its compliance with its legal and regulatory obligations. It also acts as the point of contact for the legal departments of the Investee Companies where assistance is required.

Directors

Details of the appointment and resignation dates of Directors are shown in the Group Report of the Directors. Historically, all Directors were subject to re-election within a three-year period. All Directors are now subject to re-election annually.

It is expected that all Directors dedicate as much time as is required during the year to successfully discharge their duties. The Group requires each Director to prepare adequately for and to attend the four main Board Meetings held each year. Directors are also required to commit any time required to provide informed approval for any other matters that arise between the four main Board Meetings.

All the Directors have access to the advice and services of the Company Secretary and may, in furtherance of their duties, take independent legal and financial advice at the Company's expense. They also have access to the minutes of the Board meetings, in which any concerns expressed by them regarding matters pertaining to the Group are recorded.

A review of the performance and effectiveness of each Director, including the Non-Executive Directors, and the Committees of the Board, takes place annually and is assessed on an on-going basis by the other members of the Board.

The Board believes that its two Non-Executive Directors are independent. It has considered the fact that Pankaj Lakhani and Nicholas Carter are both shareholders in the Company and both

have an employment history with the Chairman, Brian Marsh. Notwithstanding these factors, the Board remains comfortable that both of its Non-Executive Directors provide independent input and challenge. The Board believes it has an appropriate balance between Executive and Non-Executive Directors.

Board Meetings

The Board meets at least quarterly and at such other times as required and receives regular reports on a wide range of key issues including investment performance, financial performance, investment opportunities, disposals and corporate strategy. All major decisions affecting the Group are taken at Board level and all the Directors are free to bring any matter to the attention of the Board at any time.

Committees of the Board

The Board has established seven standing committees – the Remuneration Committee, the Audit Committee, the Investment Committee, the Valuation Committee, the Nomination Committee, the Disclosure Committee and the Environmental, Social and Governance (“ESG”) Committee.

Remuneration Committee

The Remuneration Committee is comprised of its Chair, Pankaj Lakhani, and members Nicholas Carter and Brian Marsh. In accordance with its terms of reference, the Committee determines the level and make-up of remuneration (including bonuses and awards) of the Executive Directors and members of staff.

The Report of the Remuneration Committee to the shareholders on how Directors are remunerated, together with details of individual Directors' remuneration packages, is to be found on pages 33 to 38.

Corporate Governance

continued

Audit Committee

The Audit Committee is comprised of the two Non-Executive Directors of the Company and during the year was chaired by Pankaj Lakhani. The external auditor, together with the Chief Finance Officer and other financial staff, are invited to attend these meetings.

The Report of the Audit Committee, found on pages 39 to 40, details the role of the Committee and the work carried out by the Committee throughout the year.

Investment Committee

The Investment Committee is comprised of all the Executive Directors of the Company and the Directors of the Company's operating subsidiary, B.P. Marsh & Company Limited, and meets whenever significant investment matters arise which are not dealt with in the normal course of Board business. During the year the Board of B.P. Marsh & Company Limited, whose constituent membership is exactly the same as the Investment Committee, took responsibility for all matters relating to ongoing portfolio management, with the Investment Committee reserved solely for considering advanced stage new business opportunities.

Valuation Committee

The Valuation Committee is comprised of Brian Marsh, Alice Foulk, Jonathan Newman (until 5 September 2024), Daniel Topping, Francesca Chappell (appointed on 16 September 2024) and Pankaj Lakhani and, in accordance with its terms of reference, is responsible for preparing investment valuations and reviewing the suitability of the Company's investee company valuation policy.

Nomination Committee

The Nomination Committee is comprised of at least three Directors (including at least one Non-Executive Director) and during the year was composed of Brian Marsh, Alice Foulk, Daniel Topping, Pankaj Lakhani and the Group's then Company Secretary, Sinead O'Haire (until 29 November 2024). In accordance with its terms of reference the Committee is responsible for reviewing the structure, size and

composition of the Board and senior staff and for identifying and nominating for approval of the Board, candidates for Board positions and other senior staff vacancies as and when they arise. The Committee is also responsible for reviewing the leadership of the Group, including the consideration of succession planning with a view to ensuring the continued ability of the Group to compete effectively in the marketplace.

Disclosure Committee

The Disclosure Committee (regarding Market Abuse Regulation Disclosure) is comprised of Alice Foulk, Jonathan Newman (until 5 September 2024), Francesca Chappell (appointed 16 September 2024), Daniel Topping and, until 29 November 2024, the Group's then Company Secretary, Sinead O'Haire. Ruth Pearson was appointed to the Disclosure Committee in May 2025 (interim Company Secretary positions were held by Julie Bignell and Oliver Bogue during the intervening period between Sinead O'Haire's departure and Ruth Pearson's appointment). In accordance with its terms of reference the Committee is responsible for overseeing the Company's compliance with its obligations (as laid down by the AIM Rules, Disclosure and Transparency Rules and the Market Abuse Regulation) in respect of the disclosure and control of inside information directly concerning the Company.

Environmental, Social and Governance ("ESG") Committee

The ESG Committee is comprised of Daniel Topping, Nicholas Carter and, until 29 November 2024, the Group's then Company Secretary, Sinead O'Haire. In accordance with its terms of reference the Committee is responsible for developing and reviewing the strategies, policies and performance of the Company in relation to environmental, social and governance matters and suggesting ways to drive improvement in these areas. The Committee is also responsible for ensuring the Company has an appropriate ESG strategy that is integrated with the core business strategy and ensuring the strategy is embedded across the Group, continues to evolve and is aligned to the culture and values of the Company.

Directors' Attendance Record

	Board Meeting	Audit Committee	Remuneration Committee	Valuation Committee	ESG Committee	Nomination Committee
Brian Marsh	4/4	N/A	2/2	2/2	N/A	1/1
Alice Foulk	4/4	N/A	N/A	2/2	N/A	1/1
Daniel Topping	4/4	N/A	N/A	2/2	2/2	1/1
Francesca Chappell*	4/4	N/A	N/A	2/2	N/A	N/A
Pankaj Lakhani	3/4	2/2	2/2	2/2	N/A	1/1
Nicholas Carter	4/4	2/2	2/2	N/A	2/2	N/A

*appointed 16 September 2024

Engagement of External Advisers

The Company engages external advisers as and when it feels it necessary, for example when there is a skills gap internally, or it is agreed that the matter is important enough that the prudent approach is to ensure that professional advisers have opined on the matter.

Advice is sought from selected lawyers and accountants as and when required, including on financial, tax, acquisition and disposal matters, and is limited to the particular matter which they have been engaged to advise on.

Each Committee of the Board has, contained within its Terms of Reference, the ability to seek external third-party advice on any issue contained within their remit at the expense of the Company.

Each Director is able to engage external advisers at the expense of the Company in order to discharge their duties.

Board Evaluation

An annual evaluation is conducted to review the performance and effectiveness of the Board. This evaluation is conducted through a questionnaire which is identical for both Executive and Non-Executive Directors covering the performance of the Chairman, the Board and its Committees. It is conducted in an interview format, which is felt a more effective way of obtaining more detailed feedback.

The results of all the interviews were analysed and communicated through a written report compiled by the Company Secretarial Department, with recommendations made where relevant.

Corporate Culture

Ever since the Company was founded, and hence its name, the Group has advocated and emphasised that it makes its decisions based on the nature, needs and aspirations of the people it employs, or those with whom it goes into Partnership; sinking or swimming together, alongside one another.

As a consequence of the above, the Company pays careful attention to the 'people dimension', regardless of the size of the investee company.

In addition, and one of the main differentials between the Company and its peers, is the fact that it often offers flexibility to its Partners where necessary to allow them to develop at their own pace, for example, not requiring personal guarantees to accompany loans, and subordinating its loans behind bank debt.

Likewise, this progressive approach is also demonstrated internally, whereby the executive team is continually challenged to develop its skills and responsibilities within the Company, resulting in a motivated management team committed to developing a principled yet sustainable entity, that achieves the best results for all its stakeholders.

Corporate Governance

continued

Relations with Shareholders

As a company listed on the Alternative Investment Market, B.P. Marsh is responsible for ensuring that it is aware of shareholder needs and expectations. B.P. Marsh attaches great importance to maintaining good relationships with all of its shareholders and interested parties and seeks to ensure that they have access to correct and adequate information at all times.

The Company is aware that as stakeholders, its shareholders play a vital role in the fabric of the Company and therefore regularly engages in dialogue with its shareholders and offers meetings with institutional and major shareholders following the release of B.P. Marsh's Annual and Interim Results.

Much of the Company's shareholder base is comprised of small retail shareholders holding shares through nominee accounts and therefore the identities of the underlying shareholders are not always available to B.P. Marsh. The Company welcomes these, and all shareholders to make contact with the Company and provide any feedback or comments that they may have.

The Company's Annual General Meeting is also open to retail investors who hold their shares in nominee accounts.

Internal Controls and Risk Management

The Board is responsible for ensuring the Group has effective internal controls in place throughout the year, as well as procedures necessary for reviewing the Group's system of internal controls and assessing the nature and extent of the risks facing the Group.

The task of reporting on the internal controls and risk management has been delegated to the Audit Committee, the report of which can be read on pages 39 to 40.

The Board believes that its Annual Report and these consolidated financial statements play an important part in presenting all shareholders with an assessment of the Group's position and prospects. The Chairman's Statement included within the Annual Report contains a detailed consideration of the Group's current position and outlook.

A statement of the Directors' responsibilities in respect of the consolidated financial statements is set out on page 41.

B.P. Marsh
Chairman
9 June 2025

Report of the Remuneration Committee

The Remuneration Committee of the Board (the “Committee”) during the year was composed of the Non-Executive Directors of the Company, Pankaj Lakhani and Nicholas Carter, as well as the Chairman of the Group, Brian Marsh.

The Committee is responsible for setting the remuneration of the Executive Directors and other members of staff, as detailed in the Remuneration policy below.

Remuneration Policy

The Committee reviews remuneration levels annually and seeks to ensure that they are set at a level which is in line with comparable companies in the industry, are capable of attracting, retaining and motivating Directors and staff of appropriate calibre, are consistent with the performance of the Company and at the same time are aligned with the best interests of the shareholders.

The Committee’s terms of reference allow that for as long as the Chairman and the Managing Director of the Company are executive, they can attend either as members or observers and be invited to express their views on remuneration levels for other executives and staff, but should not be present when their own salaries are decided or when decisions are taken on performance targets for incentive arrangements in which they participate.

The Board has delegated the review and setting of Non-Executive Director remuneration to a sub-committee of the Board consisting of Brian Marsh, Alice Foulk and, until her resignation on 29 November 2024, Sinead O’Haire.

The Committee receives advice from external remuneration advisers where appropriate.

Directors’ Service Agreements

The Executive Directors entered into service agreements with the Company on the following dates:

Director	Date of service agreement	Term	Notice period
B.P. Marsh	21 November 2023	Continuous	6 months
J.S. Newman	1 February 2024	Employment terminated on 5 September 2024	N/A
D.J. Topping	1 March 2011	Continuous	6 months
A.H.D. Foulk	1 February 2024	Continuous	6 months
F.L. Chappell	1 February 2024	Continuous	6 months

The Non-Executive Directors do not have service agreements, but their letters of appointment provide that their tenure of office is for an initial period of 12 months and shall continue until either terminated by the Non-Executive Director or the Company, on giving to the other, 3 months prior written notice.

Director	Date of Office tenure	Initial period	Notice period
P.B. Lakhani	21 May 2015	12 months	3 months
N.H. Carter	1 May 2019	12 months	3 months

Report of the Remuneration Committee

continued

Joint Share Ownership Plan ("JSOP")

During the year to 31 January 2019, B.P. Marsh & Partners Plc entered into joint share ownership agreements ("JSOAs") with certain employees, Directors and JTC Employer Solutions Trustee Limited, as trustee of the B.P. Marsh Employees' Share Trust ("the Employee Benefit Trust"), subject to certain conditions being met.

Since 12 June 2021, following the performance criteria being met, the following Directors of the Company each own, jointly with the trustee of the Employee Benefit Trust, and subject to the terms of JSOAs, a beneficial interest (as joint owner) in the number of shares respectively shown opposite the name of each such Director:

Director	Number of jointly-owned shares	% of total remaining allocated jointly-owned shares
A.H.D. Foulk	46,665	8.9%
D.J. Topping	123,715	23.6%
F.L. Chappell	42,354	8.1%
Total	212,734	40.6%

Under the terms of the JSOAs, the employees and Directors are entitled to any gain on sale of the shares in excess of 312.6 pence per share.

Alternatively, the participant and the Trustee may exchange their respective interests in the jointly-owned shares such that each becomes the sole owner of a number of ordinary shares of equal value to their joint interests.

On 26 October 2023, following the removal of a dividend waiver and block on voting rights on the 1,206,888 allocated ordinary shares held by the Employee Benefit Trust, these ordinary shares became eligible for dividend and voting rights and therefore became fully dilutive for the Group.

During the year, 681,648 of the shares held within the Employee Benefit Trust were sold, including 336,600 shares jointly-owned by 4 Executive Directors of the Company (of which 74,850 shares

were sold by an Executive Director who departed during the year). As at 31 January 2025 761,499 shares remained within the Employee Benefit Trust, of which 236,259 were unallocated.

Further details are given in Note 24 to the financial statements.

Share Incentive Plan ("SIP")

Since 2016, the Group has had an HMRC approved Share Incentive Plan ("SIP").

During the reporting year, a total of 22,380 ordinary shares in the Company, which were held in Treasury as at 31 January 2024 (2024: 32,780 ordinary shares in the Company, of which 4,850 were held in Treasury as at 31 January 2023 and 27,930 were bought back into Treasury during that year) were transferred to the B.P. Marsh SIP Trust ("SIP Trust"). As a result, a total of 22,380 ordinary shares in the Company were available for allocation to the participants of the SIP (2024: 32,780 ordinary shares were available for allocation).

On 11 April 2024, a total of 12 eligible employees (including 3 Executive Directors of the Company) applied for the 24-25 SIP and were each granted 746 ordinary shares ("24-25 Free Shares"), representing approximately £3,600 at the price of issue.

Additionally, on the same date, all eligible employees were also invited to take up the opportunity to acquire up to £1,800 worth of ordinary shares ("Partnership Shares"). For every Partnership Share that an employee acquired, the SIP Trust offered two ordinary shares in the Company ("Matching Shares") up to a total of £3,600 worth of shares. All 12 eligible employees (including 3 Executive Directors of the Company) took up the offer and acquired the full £1,800 worth of Partnership Shares (373 ordinary shares) and were therefore awarded 746 Matching Shares.

The 24-25 Free and Matching Shares are subject to a 1 year forfeiture period.

A total of 22,380 (2024: 32,780) Free, Matching and Partnership Shares were granted to the 12 (2024: 11) eligible employees during the year, including 5,595 (2024: 8,940) granted to 3 (2024: 3) Executive Directors of the Company.

86,150 ordinary shares were withdrawn from the SIP Trust during the year due to the departure of three employees, including 33,024 ordinary shares withdrawn by a departing Executive Director of the Company (2024: No withdrawals).

As at 31 January 2025, and after adjusting for a total of 106,101 ordinary shares withdrawn from the SIP Trust by employees on departure and 11,318 ordinary shares forfeited on departure (since inception), a total of 228,537 Free, Matching and Partnership Shares had been granted to 11 eligible employees under the SIP, including 101,787 granted to 3 Executive Directors of the Company.

£85,780 of the IFRS 2 charges (2024: £77,492) associated with the award of the SIP shares to 12 (2024: 11) eligible Directors and employees of the Company has been recognised in the Statement of Comprehensive Income as employment expenses.

The results of the SIP Trust have been fully consolidated within these financial statements on the basis that the SIP Trust is effectively controlled by the Company.

Share Option Plan ("SOP")

On 6 September 2023, the Group established a new employee Share Option Plan ("SOP").

On 17 October 2023, Share Options ("Options") over 1,682,500 ordinary shares of 10p each in the Company, in aggregate, were granted to 12 employees, including 3 Executive Directors of the Company.

The total number of Options available for allocation amounted to 1,685,970, which represented 4.5% of the Company's total ordinary shares in issue at the time the SOP was adopted.

Each of the Options will vest, on a ratchet basis, subject to certain Net Asset Value growth targets being achieved for the three consecutive financial years ending 31 January 2024, 31 January 2025 and 31 January 2026 (the "Performance Period"). The first exercise date is 6 September 2026 whereby 50% of vested Options will be exercisable at 10p per share, with the remaining 50% exercisable at 10p per share from 6 September 2027.

The number of Options which vest will vary depending on the level of Net Asset Value growth achieved, subject to the growth performance criteria as set out below, alongside the percentage of Options that will vest at each value:

Compounded annual growth of Net Asset Value over the Performance Period	% vesting of Options
Less than 8.5%	0%
Between 8.5% and less than 9.25%	25%
Between 9.25% and less than 10%	50%
10% or above	100%

For these purposes, Net Asset Value is defined as "audited Total Assets less Total Liabilities for the consolidated Group plus any dividends or other form of shareholder return that are paid in the relevant Financial Year".

Therefore, for all Options to vest, the Net Asset Value (as defined above) would need to exceed £252.2m, adjusted for any shareholder distributions.

Report of the Remuneration Committee

continued

Of the total 1,682,500 Options granted, the following Directors of the Company were each awarded, subject to the terms of the SOP, a beneficial interest in the number of Options respectively shown opposite the name of each such Director:

Director	Number of Options granted	% of total Options granted
A.H.D. Foulk	260,000	15.4%
D.J. Topping	220,000	13.1%
F.L. Chappell	137,500	8.2%
Total	617,500	36.7%

£305,924 of the IFRS 2 charges (2024: £89,437) associated with the grant of the SOP options to 12 (2024: 12) eligible Directors and employees of the Company has been recognised in the Statement of Comprehensive Income as employment expenses.

Since the year end, and as announced on 27 March 2025, 490,000 Options have been granted following the lapse of 490,000 Options due to departing employees, 200,000 of which had previously been granted to a former Executive Director (as announced on 15 November 2023). These Options have been reallocated to the 11 currently eligible employees under the scheme, including 3 Executive Directors of the Company.

Further details are given in Note 24 to the financial statements.

Following the awards made under the various share schemes, as at 31 January 2025, 3 Executive Directors had a beneficial interest in the ordinary shares of the Company (specifically held within or granted under its share plans) as follows:

Director	Ordinary shares held under JSOP	Ordinary shares held under SIP	Share Options granted under SOP
A.H.D. Foulk	46,665	15,362	260,000
D.J. Topping	123,715	15,949	220,000
F.L. Chappell	42,354	15,362	137,500
Total	212,734	46,673	617,500

The Directors' interests in other shares of the Company are detailed in the Group Report of the Directors.

Aggregate Directors' Remuneration

	2025 £	2024 £
Emoluments	4,924,246	2,932,885
Fees	53,200	29,700
Pension contributions	101,125	67,370

Aggregate Directors' Emoluments

	Salaries and fees £	Benefits £	Bonuses and other one-off remuneration £	Compensation for loss of office £	2025 Emoluments excluding pension contributions £
B.P. Marsh	400,000	–	250,000	–	650,000
A.H.D. Foulk	246,234	7,754	415,000	–	668,988
J.S. Newman*	216,950	8,941	914,583	500,000	1,640,474
D.J. Topping	433,198	8,763	990,000	–	1,431,961
F.L. Chappell**	84,805	1,925	289,426	–	376,156
P.B. Lakhani	121,867	–	–	–	121,867
N.H. Carter	88,000	–	–	–	88,000

* J.S. Newman resigned as an Executive Director of the Company on 5 September 2024.

** F.L. Chappell was appointed as an Executive Director of the Company on 16 September 2024 and the total emoluments shown above are pro-rated for the period from appointment.

The bonuses and other one-off remuneration include special bonuses paid to the Executive Directors of the Company amounting to £1,025,000 relating to the sale of the Group's investment in Paladin Holdings Limited ("Paladin") during the year, of which £900,000 was paid to Jonathan Newman, £75,000 to Daniel Topping and £50,000 to Alice Foulk. The bonuses and other one-off remuneration also include special bonuses paid to the Executive Directors of the Company amounting to £700,000 relating to the sale of the Group's investment in Lilley Plummer Holdings Limited ("Lilley Plummer"), of which £600,000 was paid to Daniel Topping and £50,000 each to Alice Foulk and Francesca Chappell. The sale of the Group's holdings in Paladin and Lilley Plummer delivered gains on disposal, as compared to the net cost of the investments, of £44,012,262 and £21,418,937 respectively (Note 12).

Mr. J.S. Newman stepped down from his role as Director and Group Finance Director on 5 September 2024. In accordance with the terms of his service agreement and the Company's remuneration policy, Mr. Newman received a total payment of £500,000 in respect of loss of office. This amount comprised:

- £187,500 as contractual notice pay in lieu of six months' notice;
- £307,500 as compensation for loss of office; and
- £5,000 as a settlement for agreed restrictive covenants and non-compete obligations.

No further payments or benefits were provided to Mr. Newman upon his departure.

Report of the Remuneration Committee

continued

Directors' Pensions

The Executive Directors received the following pension contributions during the year:

	2025 £
B.P. Marsh	—
A.H.D. Foulk	39,000
J.S. Newman*	40,625
D.J. Topping	10,000
F.L. Chappell**	11,500

* J.S. Newman resigned as an Executive Director of the Company on 5 September 2024.

** F.L. Chappell was appointed as an Executive Director of the Company on 16 September 2024 and the total pension contributions shown above are pro-rated for the period from appointment.

Audit

The tables in this report (including the Notes thereto) have been audited by Rawlinson & Hunter Audit LLP.

This report has been approved by the Remuneration Committee and the Board as a whole.

By order of the Board

P.B. Lakhani
Chairman
Remuneration Committee
9 June 2025

Report of the Audit Committee

The Audit Committee's role is to provide effective governance over the Group's financial reporting, including the disclosures made in the financial statements, the performance of the external auditors and oversight of the Group's internal financial control function and to report to the Board on these matters. The Company's external auditors are Rawlinson & Hunter Audit LLP ("Rawlinson & Hunter").

The Audit Committee members during the year were Pankaj Lakhani (Chairman) and Nicholas Carter, both Non-Executive Directors of the Company. The Audit Committee formally met twice in the financial year to 31 January 2025, and remained in frequent contact throughout the period. The external auditors are invited to each meeting, together with the relevant members of the Finance Department as appropriate.

The full responsibilities of the Audit Committee are set out in its Terms of Reference that are available on the Company's Website.

The Audit Committee has reviewed, with both management and the external auditors, the interim and final financial statements, focusing on:

- Changes in accounting policies and practices
- Major judgemental areas
- Significant adjustments resulting from the audit
- The going concern assumption
- Compliance with Accounting Standards
- Compliance with applicable regulatory and legal requirements
- Compliance with best practice in the area of Corporate Governance

The Company adopted the QCA Governance Code ("QCA Code") issued by the Quoted Companies Alliance in September 2018. The QCA Code is a practical, outcome-oriented approach to corporate governance that is tailored for small and mid-size quoted companies in the UK. The Audit Committee will be reviewing the requirements of the 2023 QCA Code and intends to report against the new requirements in 2026.

The Audit Committee has agreed that the selection of appropriate accounting policies and practices has not materially changed since the previous year.

The Audit Committee has considered the material risks and exposures faced by the Company, most notably in the current climate being inflation and the wider economic issues arising from various geopolitical conflicts. However, the Committee is in agreement that there are no further risks that remain unidentified in the Financial Statements. It was also agreed that there were no material uncertainties related to events and conditions that may cast significant doubt on the Group's ability to continue as a going concern.

As Chairman of the Audit Committee, I am pleased to report that we work and communicate well with Rawlinson & Hunter throughout the year and most importantly during the Group's external audit process, which runs smoothly and effectively.

During the year, fees of £29,800 (2024: £27,576) were paid to the external auditors for non-audit work, including tax compliance. This non-audit work was undertaken by independent teams within Rawlinson & Hunter.

Report of the Audit Committee

continued

Rawlinson & Hunter was appointed as B.P. Marsh's external auditor for the year ended 31 January 2025. The Rawlinson & Hunter partner ("Engagement Partner") responsible for the B.P. Marsh audit is Kulwarn Nagra, and HAT Group, an independent audit, accountancy and ICAEW compliance training organisation is the Engagement Quality Reviewer.

Due to extenuating circumstances affecting the planned rotation of the Engagement Partner, and as permitted by Section 3.15 of the Financial Reporting Council's Ethical Standards 2019, the Audit Committee gave consideration to Kulwarn Nagra's continuation as Engagement Partner beyond the prescribed term of 5 years. The Audit Committee determined that given the circumstances this was the most favourable course of action in order to safeguard the quality of the audit engagement.

As a result of the Company's average market capitalisation exceeding EUR 200,000,000 per year for the past three calendar years, the Company is considered to be an 'Other entity of public interest'. Rawlinson & Hunter are unable to provide audit services to such businesses and as such, Rawlinson & Hunter will be resigning as the Company's auditor with effect from the end of the upcoming AGM.

The Audit Committee is currently conducting a tender process to appoint new independent auditors for the 2026 audit. Following the conclusion of the current audit of the Company's results for the year ended 31 January 2025 the Company is expecting to be able to recommend the successful audit firm to be appointed at the Company's upcoming AGM.

The Committee will continue to keep its activities under review to ensure that it complies with any changes in the regulatory environment.

This report has been approved by the Audit Committee and the Board as a whole.

By order of the Board

P.B. Lakhani
Audit Committee Chairman
9 June 2025

Group Report of the Directors

Directors

- B.P. Marsh OBE (*Chairman*)
- A.H.D. Foulk BA (Hons)
- J.S. Newman ACMA, CGMA, MCSI
(resigned 5 September 2024)
- D.J. Topping MCSI, FCG
- F.L. Chappell FCCA
(appointed 16 September 2024)
- P.B. Lakhani FCCA (*Non-Executive Director*)
- N.H. Carter (*Non-Executive Director*)

The Directors submit their report and the audited financial statements of the Company and the Group (namely B.P. Marsh & Partners Plc, B.P. Marsh & Company Limited, Marsh Insurance Holdings Limited, B.P. Marsh Asset Management Limited, B.P. Marsh (North America) Limited, B.P. Marsh Europe Limited, RHS Midco I LLC, B.P. Marsh US LLC, B.P. Marsh & Co. Trustee Company Limited, Marsh Development Capital Limited, XPT London Limited, the B.P. Marsh SIP Trust and the B.P. Marsh Employees' Share Trust) for the year ended 31 January 2025.

Statement of Directors' Responsibilities

The Directors are responsible for preparing the annual report (including the Group Report of the Directors and the Group Strategic Report) and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors are required by the AIM Rules of the London Stock Exchange to prepare Group financial statements in accordance with UK-adopted international accounting standards and have elected to prepare the Company financial statements on the same basis. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and the Group's profit or loss for that year.

In preparing financial statements the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK-adopted international accounting standards subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the on-going integrity of the financial statements contained therein.

Group Report of the Directors

continued

Disclosure of Information to the Auditors

Each of the persons who are Directors at the time when the Group Report of the Directors is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- that Director has taken all steps that ought to have been taken as a Director in order to be aware of any information needed by the Company and Group's auditors in connection with preparing their report and to establish that the auditors are aware of that information.

This information is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Principal Activity

The principal activity of the Group during the year was the provision of consultancy services to, as well as making and trading investments in, financial services businesses.

Country of Incorporation and Registration

B.P. Marsh & Partners Plc was incorporated and is registered in England and Wales.

Results of the Business

The results for the year are set out on page 70. The Directors consider the current state of affairs of the Group to be satisfactory.

Dividends

The Company paid three dividends to shareholders during the year: a dividend of 2.68p per share (£990,908) was paid on 18 February 2024

(28 February 2023: £500,672 or 1.39p per share), a special dividend of 2.68p per share (£990,908) was paid on 3 May 2024 following the completion of the sale of the Group's investment in Paladin Holdings Limited on 22 March 2024 (24 November 2023: a special dividend of 2.78p (£1,028,368) per share was paid following the completion of the sale of the Group's investment in Kentro Capital Limited on 9 October 2023) and a dividend of 5.36p per share (£1,982,164) was paid on 26 July 2024 (31 July 2023: £499,166 or 1.39p per share).

In line with the Group's announcement to the market on 29 October 2024, in which it announced its intention to distribute a £5,000,000 dividend for its 31 January 2026 financial year, payable in two instalments in February 2025 and July 2025, an interim dividend of 6.78p per share (£2,497,743) was paid on 28 February 2025. This was followed by a special dividend of 8.08p per share (£2,977,929) paid on 30 May 2025 following receipt of the first tranche of deferred consideration (£9.17m) due in respect of the sale of the Group's investment in Paladin Holdings Limited. The Directors have recommended a final dividend of 6.78p per share which will be paid, subject to Shareholder approval, on 25 July 2025 to Shareholders registered at the close of business on 27 June 2025. Based upon the current number of shares in issue, and excluding the shares held within the Joint Share Ownership Plan and in Treasury, this would total £2,498,807.

As outlined in its announcement on 23 January 2025, it remains the Group's intention to pay a dividend of at least £5,000,000 per annum in each of the financial years ending 31 January 2027 and 31 January 2028, subject always to the Board's right to recommend an increased or decreased final dividend, for example in the event of significant realisations or capital commitments.

Significant Interests

As at 22 May 2025, the Directors have been made aware that the following shareholders held disclosable interests of 3% or more of the issued share capital of the Company:

	No. of Ordinary shares of 10p each held	% of issued Share capital
Mr B.P. Marsh	14,184,419	38.2%
PSC UK Pty Limited	3,626,440	9.8%
Wellington Management Group LLP	2,035,346	5.5%
Hargreaves Lansdown Asset Management	1,878,876	5.1%
Mr M. MacLeish	1,869,936	5.0%
Interactive Investor	1,605,158	4.3%
Mr C. Thompson	1,575,133	4.3%
James Sharp & Co	1,172,847	3.2%

Directors

The names of the Directors who served at any time during the year are stated at the head of this report.

The Directors' interests in the shares of the Company were:

	31 January 2025 Ordinary shares of 10p each	31 January 2024 Ordinary shares of 10p each
Mr B.P. Marsh ¹	14,184,419	15,110,079
Mr D.J. Topping ²	268,753	314,423
Ms A.H.D. Foulk ³	85,455	214,837
Ms F.L. Chappell (appointed 16 September 2024) ⁴	58,303	N/A
Mr P.B. Lakhani	36,912	36,912
Mr N.H. Carter	29,000	27,526

¹ 31 January 2024: Total interest included 925,660 ordinary shares held by the Marsh Christian Trust of which Mr B.P. Marsh is Trustee and Settlor. These shares were sold by the Marsh Christian Trust during the year to 31 January 2025.

² Total interest includes 15,949 ordinary shares held within the Company's SIP Trust, 123,715 ordinary shares co-owned with JTC Employer Solutions Trustee Limited ("JTC") under a Joint Share Ownership Agreement between Mr D.J. Topping, JTC and the Company and 129,089 ordinary shares directly owned by Mr D.J. Topping (31 January 2024: Total interest included 24,531 ordinary shares held within the Company's SIP Trust, 167,465 ordinary shares co-owned with JTC Employer Solutions Trustee Limited ("JTC") under a Joint Share Ownership Agreement between Mr D.J. Topping, JTC and the Company and 122,427 ordinary shares directly owned by Mr D.J. Topping).

³ Total interest includes 15,362 ordinary shares held within the Company's SIP Trust, 46,665 ordinary shares co-owned with JTC under a Joint Share Ownership Agreement between Ms A.H.D. Foulk, JTC and the Company and 23,428 ordinary shares directly owned by Ms A.H.D. Foulk (31 January 2024: Total interest included 23,944 ordinary shares held within the Company's SIP Trust, 167,465 ordinary shares co-owned with JTC under a Joint Share Ownership Agreement between Ms A.H.D. Foulk, JTC and the Company and 23,428 ordinary shares directly owned by Ms A.H.D. Foulk).

⁴ F.L. Chappell was appointed as an Executive Director of the Company on 16 September 2024. Total interest includes 15,362 ordinary shares held within the Company's SIP Trust, 42,354 ordinary shares co-owned with JTC under a Joint Share Ownership Agreement between Ms F.L. Chappell, JTC and the Company and 587 ordinary shares directly owned by Ms F.L. Chappell.

The Directors' interests in the Company's Share Option Plan are set out on pages 35 to 36 in the Report of the Remuneration Committee.

Group Report of the Directors

continued

Share Capital

Information relating to the Company's ordinary share capital (including share repurchases and cancellation) is shown in Note 19 to the financial statements.

Events after the Reporting Date

Group

On 19 March 2025 the Group provided Pantheon Specialty Group Limited ("Pantheon") with further loan funding of £1,000,000. As at 31 January 2025 no loans were outstanding to the Group from Pantheon, and following the aforementioned draw down total loans stand at £1,000,000 at the date of this report.

As at 31 January 2025 the Group had provided loans of £1,200,000 from a total loan facility of £2,500,000 to Volt UW HoldCo Limited. On 20 March 2025 a further £300,000 was drawn down. Total loans stand at £1,500,000, with a remaining undrawn facility of £1,000,000 at the date of this report.

On 27 March 2025 490,000 Options were granted under the Group's Share Option Plan ("SOP") following the lapse of 490,000 Options due to departing employees, 200,000 of which had previously been granted to a former Executive Director (as announced on 15 November 2023). These Options have been reallocated to the 11 currently eligible employees under the scheme, including 3 Executive Directors of the Company.

On 16 April 2025 the Group received further consideration of £9,172,141 from the disposal of its investment in Paladin Holdings Limited ("Paladin") to Specialist Risk Group Limited which completed on 22 March 2024. The payment represents the first tranche of deferred contingent consideration due to the Group which is based upon Paladin achieving 20% EBITDA growth targets above its actual adjusted

EBITDA for 2023 in respect of its 2024 financial year and brings the total consideration received by the Group to £53,187,903 at the date of this report. As outlined in Note 12, the Group will be entitled to receive further deferred contingent consideration if this growth target is also achieved in respect of Paladin's 2025 financial year, payable in 2026. There is also the possibility for the Group to receive further consideration in FY25 should Paladin outperform these growth targets.

On 17 April 2025, the Group announced a new Share Buy-back Programme, replacing the policy previously announced on 11 June 2024 (and subsequently updated on 2 August 2024 and 31 October 2024). The Group has entered into an irrevocable commitment with Singer Capital Markets to manage the Programme through a non-discretionary programme, repurchasing the Company's Ordinary Shares on its behalf, for up to a maximum aggregate consideration of £2,000,000 (previously £1,000,000), and within certain defined parameters. Singer Capital Markets will make trading decisions in relation to the buyback of Ordinary Shares independently of the Company within the programme terms and will therefore have the ability to trade during close periods. Share repurchases will take place in open market transactions and may be made from time to time depending on market conditions, share price, trading volume and other terms. The maximum price paid per Ordinary Share will be no more than the higher of (a) 5% (previously 10%) above the average middle market quotations for an Ordinary Share (as derived from the AIM Appendix to the London Stock Exchange Daily Official List) for the five business days immediately prior to the day the purchase is made and (b) the higher of the price of the last independent trade and the highest current independent purchase bid for Ordinary Shares on the trading venue where the purchase is carried out. At a General Meeting held on 2 June 2025, shareholders approved the renewal of the

Company's general authority to purchase a maximum of 10% of the Company's issued ordinary share capital. Shareholders also authorised the Company to make such purchases without triggering a mandatory offer obligation on the Brian Marsh Concert Party, provided that the resultant shareholding of the Brian Marsh Concert Party does not exceed 42.5% of the ordinary shares in issue (excluding any held in treasury).

On 23 April 2025 the Group acquired an 8% equity stake in iO Finance Partners Topco Limited ("iO Partners"), via a mixture of preferred and ordinary shares, for consideration of £10,000,000. iO Partners is a buy-and-build opportunity within the alternative financing market, intending to bring together a diverse group of alternative finance providers to support and grow the UK economy and SME market.

On 9 May 2025, following a successful Secondary Share Placing, new investors became shareholders in the Company through a two-stage secondary share acquisition, as existing investors increased their holdings and new investors became shareholders via transactions facilitated by the sale of shares by PSC UK Pty Limited, a subsidiary of The Ardonagh Group Limited. 1,936,881 ordinary shares, representing approximately 5.2% of the Company's issued share capital, were successfully placed with institutional investors at a price of 630p per share, totalling £12,202,350. Following strong residual demand, a further 1,822,183 shares (approximately 4.9% of issued capital) were sold to a single institutional investor, Wellington Management Group LLP. The Group did not receive any of the £23,682,103 gross proceeds from the transactions.

On 30 May 2025 the Group completed the disposal of its c.19.7% investment in Sterling Insurance PTY Limited ("Sterling"), held via a 49.9% equity holding in Neutral Bay Investments Limited. Sterling was acquired by ATC Insurance Solutions PTY Limited

("ATC"), in which the Group is also a shareholder. Under the terms of the transaction ATC has acquired 100% of Sterling and the Group's consideration for the sale of AUD 6,542,481 (c.£3.1m) will be received in shares in ATC. The expected consideration to be received (subject to foreign exchange translation) is in line with the Group's carrying value of Sterling at 31 January 2025. Following receipt of the consideration, the Group's shareholding in ATC will increase from 25.56% as at 31 January 2025 to 27.0%.

On 4 June 2025 the Group acquired a 49% equity stake in Amiga Specialty Holdings Limited ("Amiga") for a nominal consideration of £49. Amiga is a start-up entity which is looking to build an international specialty underwriting agency, with a diverse portfolio of specialty products across key international markets, both organically and via a targeted M&A strategy. The Group also provided Amiga with a loan facility of up to £10,000,000, of which £500,000 was drawn down on completion, with a remaining undrawn facility of £9,500,000 at the date of this report.

On 5 June 2025, LEBC Holdings Limited ("LEBC"), an investee company of the Group, received the first tranche of deferred contingent consideration due over a three year earn-out period in respect of the sale of 100% of Aspira Corporate Solutions Limited ("Aspira"), a wholly-owned subsidiary of LEBC, to Titan Wealth Holdings Limited which completed in April 2024. The Group is expecting to receive its pro-rata share of the deferred contingent consideration of c.£5,900,000 once onward distribution of the proceeds has been finalised by LEBC. Further proceeds are expected to be received by the Group in 2026 and 2027 and as part of the first payment, all future performance criteria required for the payment of the remaining two deferred consideration payments have been removed.

Group Report of the Directors

continued

Company

On 30 May 2025 the Company's subsidiary undertaking, B.P. Marsh & Company Limited, paid a dividend of £16,500,599 (6.549 pence per share) to the Company. This distribution was made in order to provide the Company with sufficient aggregate distributable reserves to allow for the payment of future dividends and to undertake share buy-backs.

Directors' and Officers' Liability Insurance

The Company has purchased insurance to cover Directors' and Officers' liability, as permitted by Section 233 of the Companies Act 2006. This insurance was in force throughout the year ended 31 January 2025 and remains in force at the date of this report.

Financial Risk Management

The Directors' assessment of the principal risks and uncertainties is set out in the Group Strategic Report.

By order of the Board

B.P. Marsh
Chairman
9 June 2025

Registered Office:
5th Floor
4 Matthew Parker Street
London
SW1H 9NP

Group Strategic Report

Business Review

During the year the major activities of the Group were as follows:

On 22 March 2024 the Group completed the disposal of its entire 38.63% holding in Paladin Holdings Limited ("Paladin") to Specialist Risk Group Limited ("SRG"), following receipt of regulatory approval. On completion, the Group received £42,075,838 in initial cash consideration, net of transaction costs, plus repayment in full of its £5,900,500 loans to Paladin. Further proceeds of £1,939,924, representing the net working capital adjustment due to the Group following finalisation of Paladin's completion accounts, were received on 6 September 2024 bringing the total proceeds received as at 31 January 2025 to £44,015,762. The cash proceeds received represented an overall gain of £44,012,262 above the net cost of investment. As well as the initial consideration and working capital adjustment, the Group will also be entitled to receive deferred contingent consideration based upon 20% EBITDA growth targets above Paladin's actual adjusted EBITDA for 2023, in FY24 and FY25, payable in 2025 and 2026. There is also the possibility for the Group to receive further consideration in FY25 should Paladin outperform these growth targets. For amounts received since 31 January 2025, refer to Note 26.

On 27 March 2024 the Group acquired a 30% cumulative preferred ordinary equity stake in Devonshire UW Limited ("Devonshire") via a holding company, Devonshire UW Topco Limited, for consideration of £300,000. Devonshire is a London-based Underwriting Agency specialising in transactional risks, including Warranty & Indemnity, Specific Tax and Legal Contingency Insurance, with the ability to underwrite transactions in the UK, Europe, Middle East, Africa, Asia, South America, Central America and Australasia. The Group also provided Devonshire with a loan facility of £1,600,000, of which £1,490,125 had been drawn down as at 31 January 2025, with a remaining undrawn facility of £109,875 (Note 22).

On 16 April 2024, further to the agreement entered into on 10 November 2023 and receipt of regulatory approval, LEBC Holdings Limited ("LEBC") completed the sale of 100% of Aspira Corporate Solutions Limited ("Aspira"), a wholly-owned subsidiary of LEBC, to Titan Wealth Holdings Limited ("Titan Wealth"). On the same date, the Group received full repayment of its £3,300,000 loans that were outstanding as at 31 January 2024.

On 17 April 2024, the Group acquired a further 2.52% ordinary equity holding in LEBC Holdings Limited ("LEBC") for consideration of £1,100,000. On completion the ordinary shares were immediately converted into preferred shares. The transaction increased the Group's holding in LEBC from 59.34% as at 31 January 2024 to 61.86% as at 31 January 2025.

On 9 May 2024 the Group acquired a further 7% cumulative preferred ordinary equity stake in Pantheon Specialty Group Limited ("Pantheon") for consideration of £7,300,000 increasing its equity holding from 25% as at 31 January 2024 to 32% at the time of investment. On 29 October 2024 the Group invested a further £12,500,000 in cumulative preferred ordinary shares, increasing its equity holding from 32% to 37%. In addition, the Group converted £2,000,000 of Pantheon's loan outstanding into equity. The loan to equity reclassification did not increase the Group's overall equity holding in Pantheon, which remained 37% as at 31 January 2025, but has been treated as an increase to the Group's cost of investment which stood at £21,800,025 as at 31 January 2025. Following the loan reclassification and other repayments made during the year, total outstanding loans due from Pantheon reduced from £4,536,000 as at 31 January 2024 to £Nil as at 31 January 2025.

Group Strategic Report

continued

On 13 May 2024 the Group acquired, through its wholly-owned subsidiary company B.P. Marsh (North America) Limited, a further 0.95% equity stake in XPT Group LLC ("XPT") for USD 1,000,787 (£800,073) as part of a pre-emption share offer. In addition, on 22 November 2024 the Group invested a further USD 6,323,724 (£4,996,575) in equity, together with loan funding of USD 6,287,675 (£4,968,091), providing funding to assist XPT with a management shareholder restructure. Following these investments, the uptake of other shareholder's pre-emptive rights and other dilutive events, the Group's fully diluted shareholding in XPT reduced from 29.10% as at 31 January 2024 to 28.98% as at 31 January 2025 and the Group's loan balance to XPT increased from USD 6,000,000 (£4,683,644) as at 31 January 2024 to USD 12,287,675 (£9,861,860) as at 31 January 2025.

On 30 September 2024 the Group acquired, through its wholly-owned subsidiary company B.P. Marsh Europe Limited, a 44% equity stake in CEE Specialty s.r.o. ("CEE") for consideration of €2,819,852 (£2,354,134). CEE is an underwriting agency based in Prague, Czech Republic specialising in Marine Hull, Bonds and Liability Insurance, targeting business in Central and Eastern Europe. As part of the overall funding, the Group also provided €487,860 (£407,287) in management loans to the two founder members of CEE.

On 11 October 2024 the Group acquired a 25.5% cumulative preferred ordinary equity stake in Volt Underwriting Limited ("Volt") via a holding company, Volt UW HoldCo Limited, for consideration of £25.50. Volt is a London-based Managing General Agency start-up underwriting a global portfolio of energy business, with a particular focus on the US. The Group also provided Volt with a loan facility of £2,500,000, of which £1,200,000 had been drawn down as at 31 January 2025, with a remaining undrawn facility of £1,300,000 (Note 22).

On 29 October 2024 the Group completed the disposal of its entire fully diluted 28.4% holding in Lilley Plummer Holdings Limited ("Lilley Plummer") to Clear London Markets Limited, following receipt of regulatory approval. On completion the Group received £21,718,937 in cash consideration, net of transaction costs. The cash proceeds received represented an overall gain of £21,418,937 above the net cost of investment.

On 29 October 2024 the Group acquired a 30% cumulative preferred ordinary equity stake in SRT & Partners Limited ("SRT") for consideration of £150,000. SRT is a start-up UK Retail and London Market broker. The Group also provided SRT with a loan facility of £2,350,000, which was drawn down in full on completion and remained outstanding as at 31 January 2025.

During the year The Fiducia MGA Company Limited ("Fiducia") made total loan repayments of £482,000, reducing their outstanding loan from £1,481,000 as at 31 January 2024 to £999,000 as at 31 January 2025.

During the year Dempsey Group Limited made further drawdowns, in various tranches over the year, amounting to £750,000 in aggregate from its £1,570,000 loan facility agreed by the Group at the time of initial investment in December 2023. As at 31 January 2024 £500,000 of loans were outstanding, and following the aforementioned drawdowns total loans outstanding amounted to £1,250,000 as at 31 January 2025, leaving a remaining undrawn facility of £320,000 (Note 22).

Financial performance summary

The table below summarises the Group's financial results and key performance indicators for the year to 31 January 2025:

	Year to/as at 31 January 2025	Year to/as at 31 January 2024
Net asset value	£326.4m	£229.2m
Net asset value per share – undiluted	890.0p	629.0p
Net asset value per share – diluted	847.3p	626.9p
Profit on ordinary activities before tax	£104.7m	£43.6m
Dividend per share paid	10.72p	5.56p
Total shareholder return (including dividends)	£101.2m	£41.7m
Total shareholder return on opening shareholders' funds	44.2%	22.0%
Net cash (used by) / from operating activities (net of equity investments, realisations and loans)	£(4.2)m	£(1.2)m
Equity cash investment for the year	£31.5m	£3.4m
Realisations (net of disposal costs)	£65.7m	£53.1m
Loans issued in the year	£11.2m	£20.3m
Loans repaid by investee companies in the year	£14.7m	£2.7m
Cash and treasury funds at end of year	£74.1m	£40.5m
Borrowing / Gearing	£Nil	£Nil

The Group had a very strong year, delivering an increase in the NAV of £97.2m (42.4%) to £326.4m (2024: £229.2m), compared with an increase of £39.7m (20.9%) in the same period in 2024. Including the £4.0m aggregate dividend paid in March 2024, May 2024 and July 2024, this represented an overall return of 44.2% for the year (2024: including a £2.0m aggregate dividend the overall return was 22.0%).

The NAV of £326.4m at 31 January 2025 represents a total increase in NAV of £297.2m since the Group was originally formed in 1990 having adjusted for the original capital investment of £2.5m, the £10.1m net proceeds raised on AIM in 2006 and the £16.6m of net proceeds raised through the Share Placing and Open Offer in July 2018. The Group has delivered an annual compound growth rate of 11.1% in Group NAV after running costs, realisations, losses, distributions and corporation tax since flotation and 13.1% since 1990.

Investment performance

The Group's equity portfolio movement during the year was as follows:

31 January 2024 valuation	Acquisitions at cost	Disposal proceeds	Reclassification from equity portfolio to debtor	Adjusted 31 January 2024 valuation	31 January 2025 valuation
£165.4m	£31.5m	£(65.7)m	£(9.0)m	£122.2m	£224.1m

Group Strategic Report

continued

The equity investment portfolio continued to increase in value, rising by 83.5% to £224.1m (31 January 2024: £165.4m, an increase of 35.9%) after adjusting for £65.7m of net realisations and £31.5m of acquisitions in the year, and after adjusting for a £9.0m reclassification of deferred consideration relating to the disposal of Paladin Holdings Limited (“Paladin”) from the equity investment portfolio to a debtor within the Consolidated Statement of Financial Position.

The Group made two realisations during the year totalling £65.7m, being £44.0m from the sale of the Group’s entire 38.63% investment in Paladin which completed on 22nd March 2024 and £21.7m from the sale of the Group’s entire 28.4% investment in Lilley Plummer Holdings Limited (“Lilley Plummer”), which completed on 29 October 2024.

The Group invested a total of £31.5m in equity in the portfolio during the year (2024: £3.4m):

- £28.7m into the existing portfolio, including £21.8m in Pantheon Specialty Group Limited (“Pantheon”), £5.8m in XPT Group LLC (“XPT”), £1.1m in LEBC Holdings Limited (“LEBC”); and
- £2.8m into four new investments, including £2.35m in CEE Specialty s.r.o. (“CEE”), £0.3m in Devonshire UW Topco Limited (“Devonshire”), £0.15m in SRT & Partners Limited (“SRT”) and £26 (nominal value) in Volt UW HoldCo Limited (“Volt”).

Operating income

Net gains from investments were £107.5m (2024: £43.7m), a 145.9% increase over the previous year, of which £90.2m related to the revaluation of the investment portfolio, and £17.3m in respect of realised gains on disposal of investments during the year ended 31 January 2025 (2024: £43.7m related to revaluation of the investment portfolio). The Paladin and Lilley Plummer sales resulted in an aggregate realised gain on disposal of £62.7m, which has been reflected within a movement from the fair value reserve to retained earnings within the Consolidated Statement of Financial Position.

Despite the Group making two significant realisations in the year to 31 January 2025, income from the portfolio increased by £0.3m, or 4.1% to £7.8m (2024: £7.5m). Dividend income was £0.4m higher due to strong investment portfolio performance, whilst loan interest increased by £0.5m, despite a net reduction in total loans outstanding over the year, due to higher interest rates charged resulting from Bank of England base rate increases. The increase to loan interest and dividend income over the year was offset by a reduction in fee income of £0.6m due to a lower amount of one-off transaction and loan arrangement fees charged in 2025 compared to 2024, as well as a general reduction in fees charged due to the realisations made over the year.

Operating expenses

Operating expenses increased by £5.8m, or 74% during the year to £13.7m (2024: £7.9m). A significant proportion of the increase in operating expenses related to increased staff costs of £4.8m, of which £3.8m related to one-off bonuses awarded to employees in line with the Group’s financial performance and successful realisations made and £1.0m related to termination payments made to departing employees upon loss of office. The remaining £1.0m increase related to general cost inflation, professional fees incurred for new and follow-on investment activity and expenses relating to the implementation of the Group’s Share Option Scheme.

Profit on ordinary activities

The consolidated profit on ordinary activities before taxation for the year was £104.7m which represented an increase of £61.1m, or 140%, over the £43.6m reported in 2024 (2024: up £16.0m, or 58%, to £43.6m). The consolidated profit on ordinary activities after taxation increased by £57.0m, or 134% to £99.5m (2024: up £18.7m, or 78.6%, to £42.5m).

The Group's strategy is to cover expenses from the portfolio yield. On an underlying basis, including treasury returns and realised gains in cash, but excluding unrealised investment activity (unrealised gains on equity, movement in the provision for deferred consideration on equity portfolio disposals and provision against loans receivable from investee companies), this was achieved with a pre-tax profit of £9.0m for the year (2024: £0.1m).

Liquidity and Loan Portfolio

In addition to contributing equity to its investment portfolio, the Group frequently extends loan financing, either as part of the initial investment structure or as subsequent funding to support further growth. This additional financing may be used for acquisitions, working capital, recruitment or product development.

The Group's loan portfolio balance decreased by £3.3m during the year to £25.6m as at 31 January 2025 (31 January 2024: £28.9m). The key movements were:

- £5.8m was provided to the existing investment portfolio, including £5.0m to XPT, £0.7m to Dempsey Group Limited ("Dempsey") and £0.1m to Verve Risk Services Limited.
- £5.4m was provided to the new investments made by the Group during the year, including £2.3m to SRT, £1.5m to Devonshire, £1.2m to Volt and £0.4m provided to the management of CEE as part of the investment transaction.
- £12.7m of loans were repaid during the year, including £5.9m from Paladin, £3.3m from LEBC, £2.5m from Pantheon, £0.5m from The Fiducia MGA Company Limited ("Fiducia") and £0.4m from Brown & Brown (Europe) Holdco Limited.
- In addition to the £2.5m repaid by Pantheon during the year, the remaining loan balance outstanding of £2.0m was reclassified as further equity cost invested, reducing the loan balance owed by Pantheon to £Nil at the year end.

- A £0.2m increase due to foreign exchange movements offset by a £0.1m reduction resulting from loan impairments.

During the year the Group paid dividends totalling £4.0m and bought back £0.8m in shares.

At 31 January 2025 the Group had total available cash and treasury funds of £74.1m (31 January 2024: £40.5m).

Since 31 January 2025 the Group has provided £1.3m in further loans to its existing portfolio in respect of further drawdowns from agreed loan facilities, with £1.0m provided to Pantheon and £0.3m to Volt. The Group also received £0.1m in loan repayments from Fiducia. The loan portfolio balance is currently £26.9m.

The Group has also made two new equity investments. In April 2025, the Group invested £10.0m into iO Finance Partners Topco Limited via a mixture of preferred and ordinary equity. This was followed by an investment made in June 2025 into Amiga Specialty Holdings Limited for a nominal equity of £49, alongside an initial £0.5m loan drawdown, from its agreed £10.0m facility.

Other significant cash movements include the receipt of £9.2m in further consideration from the sale of the Group's investment in Paladin which completed in March 2024. This represents the first tranche of deferred consideration that is expected in relation to the sale.

In addition, £5.5m has been distributed in dividends since the year end. The Group's current cash and treasury balance is £65.2m. Treasury funds are all in one month or less deposit accounts.

The Group is debt free.

Group Strategic Report

continued

Undiluted / Diluted NAV per share

The NAV per share at 31 January 2025 is 890.0p (2024: 629.0p). Previously, 1,461,302 shares (which includes unallocated shares now owned by the Employee Benefit Trust which were forfeited by departing employees) being held within an Employee Benefit Trust as part of a long-term share incentive plan for certain Directors and employees of the Group were excluded as they did not have voting or dividend rights. However, in October 2023 voting and dividend rights were granted for the 1,206,888 allocated shares which resulted in them being included in the undiluted NAV per share calculation. During the year 681,648 of these allocated shares were sold, leaving 525,240 allocated shares within the Employee Benefit Trust. During the year the Group received £2.1m of loan debt owed by the Trust in relation to the original transfer of shares which is reflected within the Group's NAV of £326.4m as at 31 January 2025. The remaining 525,240 allocated shares are included in the undiluted NAV per share calculation, alongside £1.5m of loan debt, which remains repayable by the Trust in relation to the original transfer of shares. This debt cannot currently be consolidated within the accounts but will be repaid if the shares are sold.

The diluted NAV per share as at 31 January 2025 is 847.3p (31 January 2024: 626.9p). This includes the full 761,499 shares remaining within the Employee Benefit Trust and also includes £2.0m of loan repayable if the shares, including the 236,259 shares that are currently unallocated, were sold.

The diluted NAV per share calculation also includes the 1,682,500 options over ordinary shares granted to certain Directors and employees of the Group in November 2023, which became dilutive as at 31 July 2024 as the performance criteria for NAV growth had been met.

Financial Risk Management

Effective risk management is integral to the Group's ability to deliver its strategy of achieving returns for its shareholders.

As an investor, the Group is in the business of taking risk and its operations therefore expose the Group to a variety of financial risks. The Group's risk management framework is essential in ensuring that it monitors, manages and mitigates those risks, and acts accordingly, to limit the adverse effects on the financial performance of the Group.

As at 31 January 2025 the Group was debt free (31 January 2024: debt free).

Approach to risk governance

The Board is responsible for risk assessment, the risk management process and for the protection of the Group's reputation and integrity and all employees are expected to meet the Group's high standard of conduct and support effective risk management through a strong control culture.

Risk governance structure

Board

The Board governs and approves the Group's risk appetite and strategy and is responsible for ensuring an effective risk management and oversight process. It is assisted by seven standing committees of the Board (outlined on pages 29 to 30 and discussed further below), each with specific responsibility for key risk management areas, ensuring that standards of integrity, financial performance, risk management and internal control are upheld.

Audit Committee

The primary responsibility of this committee is for managing financial reporting risk and internal controls, as well as the relationship with the external auditor.

Valuation Committee

The primary responsibility of the Valuation Committee is for determining the valuation of the Group's unquoted equity investment portfolio, comprising 69% of net assets at 31 January 2025 (2024: 72%). The Valuation Committee also provides oversight and challenge of the underlying assumptions and valuation policy which formulate the valuations and directly engages with the Group's external auditor at each reporting period to confirm that the basis of its valuations is reasonable and appropriate based upon the information available to the Group at that time.

Investment Committee

The Investment Committee is the principal committee for managing the Group's investment portfolio and is primarily responsible for considering and approving all significant investment and divestment decisions for recommendation to the Board.

Nomination Committee

The Nomination Committee is responsible for ensuring that the Board has the necessary skills, experience and knowledge to deliver its strategic objectives.

Disclosure Committee

The Disclosure Committee is responsible for overseeing the Group's compliance with its obligations (as laid down by the AIM Rules, Disclosure and Transparency Rules and the Market Abuse Regulation) in respect of the disclosure and control of inside information directly concerning the Group.

Remuneration Committee

The Remuneration Committee determines the level and make-up of remuneration (including bonuses and awards) of the Executive Directors and members of staff.

The activities of the Remuneration Committee and Audit Committee are discussed further in the Report of the Remuneration Committee on pages 33 to 38 and Report of the Audit Committee on pages 39 to 40.

Environmental, Social and Governance ("ESG") Committee

The ESG Committee is responsible for developing and reviewing the strategies, policies and performance of the Company in relation to environmental, social and governance matters and suggesting ways to drive improvement in these areas. The Committee is also responsible for establishing an appropriate ESG strategy that is integrated with the Company's core business strategy and that this strategy is embedded across the Group, continues to evolve and is aligned to the culture and values of the Company. The activities of the ESG Committee are outlined on pages 56 to 57 under 'Environmental, Social and Governance ("ESG") Reporting'.

In addition to the standing committees of the Board, regular meetings between the Chairman's Office and the various internal departments of the Company, including the Investment, Finance, Company Secretarial and Investor Relations departments are held to ensure effective communication and transparency of information throughout the Group.

Regular portfolio monitoring is an integral element of the meetings held between the Investment Department and the Chairman's Office to continually manage risks associated with the portfolio.

Group Strategic Report

continued

The specific risks to which the Group is exposed are outlined as follows:

Price risk

The Group is exposed to private equity securities price risk as it invests in unquoted companies. The Group manages the risk by ensuring that a Director of the Group is appointed to the board of each investee company. In this capacity, the appointed Director can advise the Group's Board of the investee companies' activities and prompt action can be taken to protect the value of the investment. Monthly management reports are required to be prepared by investee companies for the review of the appointed Director and for reporting to the Group Board.

Credit risk

The Group is subject to credit risk on its unquoted investments, cash and deposits. The credit quality of unquoted investments, which are held at fair value and include debt and equity elements, is based on the financial performance of the individual portfolio companies. The credit risk relating to these assets is based on their enterprise value and is reflected through fair value movements.

The Group is exposed to the risk of default on the loans it has made available to investee companies. The loans rank in preference to the equity shareholding and the majority are secured by a charge over the assets of the investment. The Group manages the risk by ensuring that there is a Director of the Group appointed to the board of each of its investee companies. In this capacity, the appointed Director can advise the Group's Board of investee companies' activities and prompt action can be taken to protect the value of the loan, such that the Directors believe the credit risk to the Group is adequately managed. When a loan is assessed to be likely to be in default then the Group will review the probability of recoverability, and if necessary, make a provision for any amount considered irrecoverable.

Liquidity risk

The Group invests in unquoted early stage companies. The timing of the realisation of these investments can be difficult to estimate. The Directors assess and review the Group's liquidity position and funding requirements on a regular basis and this is an agenda item for its Board meetings. A key objective is to ensure that the income from the portfolio covers operating expenses such that funds available for investment are not used for working capital. The Group regularly reviews the cash flow forecast to ensure that it has the ability to meet commitments as they fall due and to manage its working capital. The Board considers that the Group has sufficient liquidity to manage current commitments.

Interest rate risk

Interest rate risk arises from changes in the interest receivable on cash and deposits, on loans issued to investment companies and on certain preferred dividend mechanisms linked to an interest rate. In addition, the risk arises on any borrowings with a variable interest rate. At 31 January 2025, the Group did not have any interest bearing liabilities but did have interest bearing assets. The majority of loans provided by the Group are subject to a minimum interest rate to protect the Group from a period of low interest rates, and also a hurdle rate linked to the UK Base Rate.

Currency risk

In terms of financial risk, the Group currently has substantial exposure to foreign investment and derives income outside the UK. As such some of the Group's income and assets are subject to movement in foreign currencies which will affect the Consolidated Statement of Comprehensive Income in accordance with the Group's accounting policy. The Board monitors the movements and manages the risk accordingly (see Note 27).

New investment risk

An inherent risk of realising an investment is the loss of a performing asset and a potential lack of suitable new investments to replace the lost income and capital growth. Prior to reinvestment, returns on cash can be significantly lower, which may reduce underlying profitability on a short-term basis until funds are reinvested. The Group has an active Investment Department which continues to receive a strong pipeline of new investment opportunities. In addition, there is often potential for further investment within the Group's existing portfolio.

Concentration risk

Although the Group only invests in financial service businesses, and specifically insurance intermediaries, the Group has a wealth of experience in this specific sector. It seeks to manage concentration risk by making investments across a variety of geographic areas, development stages of business and classes of product.

Political risk

As a UK domiciled business with overseas investments, the Group is exposed to the risks associated with changes in UK foreign policy and overseas political regimes. The Board is continually assessing the impact of these on the Group and its underlying investments, however the direct impact on the Group's investment portfolio of these has not been material to date. It remains the Group's intention to continue to invest into the international financial services market. As outlined under 'Currency risk' above, the Group continues to monitor the movements in its foreign currency denominated income and assets and manages this risk accordingly.

Ongoing geopolitical events and inflation risk

The Group is exposed to the risks associated with the ongoing geopolitical events. The Board continually assesses the potential impact of such events and the potential impact on the Group and its underlying investments. Whilst the Group may not have any direct investments in the affected regions, the impact on the wider global economy and associated disruption to capital markets, foreign exchange volatility, price inflation and supply chain issues could affect both the Group's operations and those of its investment portfolio, which could, in turn, impact the future performance of the Group.

The Board is continually assessing the wider economic impact of such events on the Group and its investment portfolio and whilst there has been price inflation which has led to interest rate increases, and volatility within foreign exchange currency rates, certain investments within the Group's portfolio have seen premium rate increases and thus increased commission. Therefore at the current time the Group does not consider these events and inflation to have had a material impact upon the Group.

Further analysis of the Group's sensitivity to certain risks outlined above is set out in Note 27 'Financial Risk Management'.

Group Strategic Report

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Environmental, Social and Governance (“ESG”) Reporting

The Group is exempt from the requirements of the Regulation 7, Part 2 – Amendments to the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008, to report on its energy and carbon consumptions.

The Group remains committed to incorporating Environmental, Social, and Governance (“ESG”) principles into its strategy and operations in a proportionate and meaningful way. Since the establishment of our ESG Committee in December 2021, we have taken continuous steps to embed sustainability considerations into our corporate culture. The Committee meets quarterly to guide and oversee our evolving ESG strategy, helping ensure our practices contribute to a more sustainable and responsible future.

We continue to assess the ESG profile of our portfolio companies through an annual questionnaire process. This survey builds on our initial benchmarking exercise, allowing us to monitor progress and highlight areas for development across the portfolio. ESG considerations are also factored into our due diligence process prior to investment, although the extent of analysis can vary depending on the size and stage of the investee business, many of which are early-stage ventures.

In support of sound governance, and in recognition of the fact that the majority of our portfolio is regulated by the Financial Conduct Authority (“FCA”) or equivalent overseas bodies, we continue to track regulatory developments closely.

Environmental

As we continue our ESG journey, we are exploring practical and impactful ways to reduce our environmental footprint. During the reporting year, we implemented a corporate policy to offset all business flight emissions at the time of booking, using the verified platform Ecologi Action Limited (“Ecologi”). We recognise that international travel

remains an essential part of our operations as a relationship-driven, global, investment firm however, we are committed to offsetting these emissions responsibly. Following our first full year of participation, we are pleased to report the specific carbon volumes offset and outline the sustainability projects supported below.

In addition to addressing travel-related emissions, we are working to reduce our office carbon footprint through practical day-to-day initiatives, such as installing SMART lighting systems, promoting recycling, and encouraging staff to choose sustainable modes of transport for commuting and local meetings.

We have also adopted policy to offset the carbon emissions associated with printing our Annual Report and Accounts. This applies when the number of printed copies of any statutory publication exceeds 500. Emissions will be calculated using industry-standard tools or in consultation with our print provider, and offset through certified carbon programs aligned with our environmental values, focusing on renewable energy, reforestation, and community-driven conservation.

Carbon offset initiatives supported to date include:

- **Solar PV Electricity Generation in Indonesia:** Displaces fossil fuel-based power with renewable solar energy and supports 18 community development activities.
- **Conserving the Amazon in Brazil:** Preserves biodiversity and prevents deforestation through sustainable forest management at Fazenda Manoa.
- **Methane Capture at Macaúbas Landfill in Brazil:** Reduces emissions and generates renewable electricity while creating skilled jobs.
- **Water Borehole Rehabilitation in Eritrea:** Improves access to clean water, reduces reliance on firewood for water purification, and supports community health.

Total amount of carbon emissions offset to date: 169,138 kgCO₂.

Social

Social initiatives have not been the central focus of ESG activity this year; however, we continue to maintain a positive and responsible approach in this area. The ESG Committee, with the support of the Board, remains confident that the Company's impact, from employee wellbeing to community engagement, remains constructive and meaningful. We have supported several charitable initiatives directly, as well as indirectly through our investee portfolio. We remain open to new opportunities to increase our societal contribution in future periods.

Governance

We continue to strengthen our governance framework, both within B.P. Marsh and across our portfolio. A core element of our value proposition is the ability to provide tailored governance guidance to investee portfolio, leveraging our extensive industry experience. We support improvements in board structures, operational transparency, and long-term strategic alignment.

Internally, we maintain our commitment to high standards of corporate governance. In line with the principles of the QCA Corporate Governance Code, we have introduced new internal governance policies this year designed to strengthen oversight, enhance transparency, and support the long-term success of the business. These measures reflect our ongoing efforts to ensure our governance framework evolves in step with regulatory expectations and best practice.

This year has been one of consolidation and refinement, focusing on embedding ESG frameworks and enhancing our foundational policies. While we have not yet set formal ESG performance targets, we are encouraged by the progress made to date and remain committed to evolving our approach in line with best practices.

Directors' duties under Section 172

The purpose of this statement is to outline how, during the year, the Directors of the Company had regard to the matters set out in section 172(1) (a) to (f) of the Companies Act 2006 when performing their duty under section 172.

Under section 172(1) a director of a company must act in the way that he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- a) the likely consequences of any decision in the long term;
- b) the interests of the company's employees;
- c) the need to foster the company's business relationships with suppliers, customers and others;
- d) the impact of the company's operations on the community and the environment;
- e) the desirability of the company maintaining a reputation for high standards of business conduct; and
- f) the need to act fairly towards all members of the company.

In order to fulfil their duties under section 172, and promote the success of the Group for the benefit of all its stakeholders, the Directors need to ensure that the Group not only acts in accordance with its legal duties but also engages with, and has regard for, all its stakeholders when taking decisions. The Group has a number of key stakeholders that it is committed to maintaining a strong relationship with. Understanding the Group's stakeholders and how they and their interests will impact on the strategy and success of the Group over the long term is a key factor in the decisions that the Board make.

Group Strategic Report

continued

Shareholders

The promotion of the success of the Group is ultimately for the benefit of the Company's shareholders who provide the Company's permanent capital.

As a company listed on the Alternative Investment Market, the Company is responsible for ensuring that it is aware of shareholder needs and expectations. The Company attaches great importance to maintaining good relationships with all of its shareholders and interested parties and seeks to ensure that they have access to correct and adequate information in a timely fashion.

The Company is aware that as stakeholders, its shareholders play a vital role in the fabric of the Company and therefore regularly engages in dialogue with the Company's shareholders and is available for meetings with institutional and major shareholders following the release of the Group's Annual and Interim Results.

Much of the Company's shareholder base is comprised of small retail shareholders holding shares through nominee accounts and therefore the identities of the underlying shareholders are not always available to the Company. The Company welcomes these and all shareholders to make contact with the Company and provide any feedback or comments that they may have and contact details are available on the Company's website.

The Company's Annual General Meeting is also an important opportunity for retail and institutional investors to meet and engage with Directors, and ask questions on the Company and its performance.

Employees

Our employees are key to the success of the Group and recruiting, retaining and developing our team is one of the Group's most important priorities. The Group expects a high standard of integrity and accountability from its employees. In return, the Group rewards and incentivises its staff on the basis of merit, ability and performance.

Employee engagement is a key factor of this performance and the Group encourages an open communication forum amongst all members of staff, aided by the Group's small size and relatively flat hierarchical structure.

The Group is committed to promoting diversity in all its forms together with equal opportunities and is a supportive employer, providing training and development where required.

The Group recognises that employee wellbeing is also a fundamental element in maintaining the success of the Group and employees are provided with medical insurance and the opportunity to have annual well person screenings.

The Group is acutely aware of the impact that current inflationary pressures caused by the geopolitical actions is having on households, particularly in regard to higher energy and food costs. It has taken active steps to assist employees in this regard.

Investee Companies

Engagement with the Group's portfolio of investee companies is critical to delivering the Company's long-term strategy of delivering shareholder return. Whilst the Group does not involve itself in the day-to-day operations of its investee companies, it does retain formal oversight by placing at least one nominee Director on each investee board. Informal oversight and engagement with each investee company is carried out on an ongoing basis by members of the Investment Department in conjunction with other department members.

Regulatory Bodies

Although the Company is not itself directly regulated, it operates within a regulated environment and therefore actively engages with various regulatory bodies and advisory firms to ensure that compliance standards are maintained and that the Company continues to act with the high standards of business conduct that have established its reputation thus far. The Company is also a member of the British Venture Capital Association.

Suppliers

The Company's suppliers are integral to the day to day operation of the Group. Relationships with suppliers are carefully managed to ensure that the Group is always obtaining value for money. The Group seeks to ensure that good relationships are maintained with suppliers through regular contact and the prompt payment of invoices.

Other stakeholders and the wider community

The Company is committed to ensuring that none of its activities have a detrimental impact on the wider community and the environment. The Group actively encourages its employees to participate in charitable work and community projects.

Decision making and section 172 of the Companies Act 2006

The Group's primary strategy is to deliver shareholder value through the increase of its Net Assets. The key driver of this growth is the investment of the Group's resources into businesses with experienced management teams that have excellent growth potential to which the Group can offer its expertise and add value. This objective was achieved through growing the Net Asset Value from £229.2m to £326.4m over the year.

During the year, the Group continued to fund its existing portfolio of investee companies through the provision of both follow-on equity investment and loan funding. Historically the Group has used funds from past realisations and external fundraising to fund future opportunities both within its current portfolio and to new investments. During the year the Group made two successful realisations and since the year end a further successful realisation has been made (refer to Note 26) which has provided the Group with significant funds to finance future investment opportunities.

Another key priority for the Group is to ensure that shareholder expectations are being met, not only through the growth in the Group's Net Asset Value, profitability and share price, but through distributions.

The Group takes a responsible approach to dividend distribution and has ensured that its distribution policy strikes a balance between rewarding loyal shareholders and providing sufficient resources for the Group to continue investing in growth opportunities in financial services business to continue its long-term success.

Policy on Payment of Suppliers

The Group's policy on the payment of suppliers is to settle transactions based upon the supplier's agreed terms of trade. Average supplier days were 17 (2024: 21) during the year.

Going Concern

The Directors continue to adopt the going concern basis in preparing the financial statements. This is because the Directors, after making enquiries and specifically considering the implications of the ongoing geopolitical events and the wider economic issues arising from these, and following a review of the Group's forecasts for 2026 and 2027 including cash flows, consider that the Group has adequate resources to continue its operation for the foreseeable future.

This report has been approved by the Board as a whole.

By order of the Board

B.P. Marsh
Chairman
9 June 2025

Independent Auditor's Report

to the Members of B.P. Marsh & Partners Plc

Opinion

Our opinion on the financial statements is unmodified

We have audited the Group financial statements of B.P. Marsh & Partners Plc ("the Parent Company" or "the Company") and its subsidiaries ("the Group") for the year ended 31 January 2025 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Cash Flows, the Consolidated and Parent Company Statements of Changes in Equity and the related notes, including significant accounting policies.

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

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 31 January 2025 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with UK-adopted international accounting standards; 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.

Conclusions Relating to Going Concern

The Directors have prepared the Group's and the Parent Company's financial statements on the going concern basis as they have concluded that there are no material uncertainties that could have cast significant doubt over the Group's and the Parent Company's ability to continue as a going concern for at least one year from the date of the approval of the Group's and the Parent Company's financial statements ("the going concern period").

Our responsibility is to conclude on the appropriateness of the Directors' conclusions and, had there been a material uncertainty related to going concern, to make reference to that in this auditor's report.

Our evaluation of the Directors' assessment of the Group's and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- obtaining the Directors' going concern assessment and the forecasts they have prepared for each of the two years to 31 January 2027 which predict profit and positive cashflows and challenging the rationale for assumptions used in the preparation of these forecasts;
- considering the impact of the various geopolitical events and the wider economic issues arising from these on the Directors' assessment to continue to adopt the going concern basis of accounting; and
- considering the inherent risks to the Group and the Parent Company's business model and how these risks might affect the Group's and the Parent Company's financial resources or ability to continue operations over the going concern period. We evaluated these risks and concluded that they were not significant enough to require us to perform additional procedures.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and the Parent Company's ability to continue as a going concern for a period of at least twelve months from when the Group financial statements are authorised for issue.

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

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's and the Parent Company's ability to continue as a going concern.

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

Key Audit Matters

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

Risk 1: Valuation of unquoted equity investments

Refer to the significant accounting policies (pages 74 to 81); and Notes 1 and 12 of the financial statements.

The equity investment portfolio comprises Level 3 instruments in unquoted legal entities. In both the Group and the Parent Company's Statements of Financial Position these are shown under Non-Current Assets, unless the investments are held for resale, in which case they are shown under Current Assets.

Independent Auditor's Report

continued

The Group adopts various valuation methodologies based on the International Private Equity and Venture Capital Valuation Guidelines – December 2022 ("IPEVCV Guidelines"), in conformity with International Financial Reporting Standard ("IFRS") 13 – Fair Value Measurement. Owing to the unquoted and illiquid nature of these investments, the assessment of fair valuation is subjective and requires a number of significant and complex judgments to be made by the Valuation Committee. The exit value will be determined by the market at the time of realisation and therefore despite the valuation policy adopted and judgments made by the Valuation Committee, the final sales value on realisation may differ materially from the valuation at the year end date.

There is the risk that inaccurate judgments made in the assessment of fair value, particularly in respect of earnings multiples, the application of liquidity discounts, calculation of discount rates and the estimation of future maintainable earnings, could lead to the incorrect valuation of the unquoted equity investment portfolio. In turn, this could materially misstate the value of the investment portfolio in the Statement of Financial Position, the gross investment return and total return in the Consolidated Statement of Comprehensive Income and the net asset value per share.

There is also the risk that management and the Valuation Committee may influence the significant judgments and estimations in respect of unquoted equity investment valuations in order to meet market expectations of the overall net asset value of the Group.

How we address the Key Audit Matters

We performed the following procedures:

We obtained an understanding of the Valuation Committee's processes and controls for determining the fair valuation of unquoted equity investments by performing walkthrough procedures. This included discussing with management and the Valuation Committee the valuation governance structure and protocols around their oversight of the valuation process and corroborating our understanding by obtaining the detailed minutes for the Valuation Committee meetings. We have identified key controls in the process, assessed the design adequacy and tested the operating effectiveness of those controls.

We compared the Valuation Committee's valuation methodology to IFRS and the IPEVCV Guidelines. We sought explanations from management and the Valuation Committee where there were judgments applied in their application of the guidelines and assessed their appropriateness.

Using our knowledge of private company valuation methodologies, historical valuations and specific research guidance from brokers where available, we formed an independent range for the key assumptions used in the valuation of a sample of unquoted investments. We derived a range of fair values using our assumptions and other qualitative risk factors. We compared these ranges to management's fair values and discussed our results with the Valuation Committee.

With respect to unquoted investments, on a sample basis, we corroborated key inputs in the valuation models, such as earnings and net debt to source data. We also performed the following procedures on key judgments made by the Valuation Committee in the calculation of fair value:

- assessed the suitability of the comparable companies used in the calculation of the earnings multiples;
- challenged management on the applicability of adjustments made to earnings multiples and obtained rationale and supporting evidence for adjustments made;
- performed corroborative calculations to assess the appropriateness of discount rates; and
- discussed the adjustments made to calculate future maintainable earnings and corroborated this to supporting documentation.

On a sample basis, we verified the valuation of unquoted investments using market data on acquisition multiples and other data from third party pricing sources used by the Valuation Committee in the calculation of fair value.

We checked the mathematical accuracy of the valuation models on a sample basis. We reperformed the calculation of the unrealised profits on the revaluation of investments impacting the Consolidated Statement of Comprehensive Income.

We discussed with the Valuation Committee the rationale for any differences between the exit prices of investments realised during the year and the prior year fair value, to further assess the reasonableness of the current year valuation assumptions and methodology adopted by the Valuation Committee.

Key observations communicated to the Audit Committee:

The valuation of the unquoted equity investment portfolio was determined to be within a reasonable range of fair values. All valuations tested have been recognised in accordance with IFRS and the IPEVCV Guidelines. Appropriate inputs to the valuations were used and the valuations calculated by the Valuation Committee are within a reasonable range. Based on our procedures and discussion of certain matters with the Audit Committee, there were no material outstanding matters.

Risk 2: Recognition of portfolio income and of realised profits on disposal of investments

Refer to the significant accounting policies (pages 74 to 81); and Notes 1, 12 and 14 of the financial statements

Portfolio income is directly attributable to the return from investments. This includes: dividends from investee companies which are recognised when the Group's rights to receive payments have been established, gross interest income from loans which is recognised on an accruals basis and advisory fees from management services provided to investee companies which are recognised on an accruals basis in accordance with the substance of the relevant investment advisory agreement.

Realised profits originate from disposals of investments. Realised profits are calculated as the difference between the net proceeds and the investment's fair value at the beginning of the year.

Market expectations and revenue-based targets may place pressure on management to influence the recognition of portfolio income or realised gains. This may result in overstatement or deferral of revenues to assist in meeting current or future targets or expectations.

Independent Auditor's Report

continued

How we address the Key Audit Matters

We performed the following procedures:

We obtained an understanding of management's processes and controls around accounting for portfolio income and realised gains by discussing with the management team and observations during the audit fieldwork to substantiate the processes and controls.

We performed detailed testing on a sample of transactions to confirm whether they had been appropriately recorded in the Consolidated Statement of Comprehensive Income.

For portfolio income, on a sample basis, we:

- agreed dividends from the underlying investment agreements and the dividend notices where available;
- re-performed the calculation of interest income based on the terms of the underlying agreements;
- agreed advisory fees to the relevant investment advisory agreements; and
- agreed the receipts of the income to the bank statements, or, if not yet received at the year end, agreed to the debtors or accrued income and assessed the recoverability of these debtors or accrued income.

For any realised gains on disposals, on a sample basis we would typically have:

- analysed the contract and terms of the sale to determine whether the Group had met the stipulated requirements, confirming that the net proceeds and therefore the realised profit over opening value could be reliably measured;
- re-performed management's calculations to determine mathematical accuracy and confirmed the collection of the net proceeds by agreeing the cash receipt to bank statements; and
- assessed the recoverability if the related income had not been received by the due date.

For all samples selected for testing we verified that revenue is recognised when the significant risks and rewards of ownership have been transferred.

We performed enquiries of management and read minutes of meetings throughout the year and subsequent to the year end in order to address the risk of management override of controls to defer revenue recognition or over accrue revenue.

Key observations communicated to the Audit Committee

Our audit procedures did not identify any material matters regarding the recognition of portfolio income and of realised profits on disposal of investments. All transactions tested had been recognised in accordance with contractual terms and UK-adopted international accounting standards. Based on our procedures and discussion of certain matters with the Audit Committee, there were no material outstanding matters.

Our Application of Materiality

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

Materiality

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

We determined materiality for the Group and the Parent Company to be £3,200,000 (2024: £2,300,000) for unrealised investment related items, which is 1% of net assets. We believe that net assets provide us with a consistent year on year basis for determining materiality and is the most relevant measure to the stakeholders of the Group.

However, due to the much lower net comprehensive income generated each year in comparison with the level of net assets, we have set a lower materiality of £150,000 (2024: £150,000) for the Group and for the Parent Company for realised comprehensive income and amortised cost balance sheet items which represents approximately 2% of realised income.

We believe that the above basis provides us with a consistent year on year basis for determining materiality and is the most relevant measure to the stakeholders of the Group and the Parent Company.

We calculated materiality during the planning stage of the audit based on the management accounts provided to us which exclude the investment valuation at the year end, and then reassessed it based on the 31 January 2025 revised management accounts updated with the investment valuation at the year end on the basis set out above and adjusted our audit procedures accordingly.

Performance materiality

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

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgment was that performance materiality was 75% (2024: 75%) of our planning materiality, namely £2,400,000 (2024: £1,700,000) for unrealised investment related items and £110,000 (2024: £110,000) for realised comprehensive income and amortised cost balance sheet items. This is at the top end of the range of 50% and 75% typically used. In arriving at the top range of 75%, we considered the judgmental nature of the valuations in the Consolidated Statement of Financial Position and the relative value of transactions recorded in the other primary statements, to ensure that total uncorrected and undetected audit differences in all accounts did not exceed our materiality of £3,200,000 for unrealised investment related items and £150,000 for comprehensive income and amortised cost balance sheet items.

Independent Auditor's Report

continued

Reporting threshold

Our reporting threshold is defined as an amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £160,000 (2024: £115,000) for unrealised investment related items and £7,500 (2024: £7,500) for realised comprehensive income and amortised cost balance sheet items, which is set at approximately 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

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

An Overview of the Scope of our Audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the Group level.

We performed an audit of the complete financial information of 3 (2024: 3) full scope components.

The Group comprises 3 consolidated subsidiaries and 1 investment entity subsidiary. Monitoring and control over the operations of these subsidiaries, including those located overseas, is centralised in London.

The full scope components accounted for 100% of the investment portfolio and 100% of each of profit before tax, external revenue and of total assets (all measures used to calculate materiality).

Whilst materiality for the Group financial statements as a whole was set out as detailed in this report, each component of the Group was audited to an equal or lower level of materiality.

Audits of the components were performed at a materiality level calculated by reference to a proportion of Group materiality appropriate to the relative scale of the business concerned.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the 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 Group Strategic Report and the Group Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements;
- the Group Strategic Report and the Group Report of the Directors have been prepared in accordance with applicable legal requirements; and
- the part of the Report of the Remuneration Committee required to be audited by us has been properly prepared in accordance with the Companies Act 2006.

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 Group Strategic Report or the Group Report of the Directors.

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 and the part of the Directors' Remuneration Report to be audited 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, 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.

Independent Auditor's Report

continued

Auditor's Responsibilities for the Audit of the Financial Statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the Group and the industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of UK regulations. We considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to inflate revenue of the Group and the Parent Company, and management bias in accounting estimates and

judgemental areas of the financial statements, such as investment valuations and provisions. Audit procedures performed by us included:

- discussing with the Directors and management involved in the risk and compliance functions and the Group and Parent Company's company secretary function, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- reviewing correspondence between the Group and the investee companies, and discussions with the management responsible for liaising with the investee companies in relation to the investee companies' compliance with laws and regulations;
- reviewing board minutes as well as relevant meeting minutes, including those of the Valuation Committee, Audit Committee and the Disclosure Committee;
- challenging assumptions made by management in arriving at accounting estimates and judgements, in particular in relation to the valuation of unquoted equity investments and recognition of portfolio income as described in the related key audit matters above;
- identifying and testing journal entries, in particular, any journal entries posted with unusual account combinations, such as a credit to revenue and a debit to the statement of financial position (other than to expected accounts), which may be indicative of the overstatement or manipulation of revenue; and
- designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

Because of the inherent limitations of an audit and the audit procedures described above, there is an unavoidable risk that we will not have detected all irregularities, including some leading to material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it. In addition, as with any audit, there remains a higher risk of non-detection of irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: 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.

Kulwarn Nagra
(Senior Statutory Auditor)
For and on behalf of

RAWLINSON & HUNTER AUDIT LLP
Statutory Auditor
Chartered Accountants
Eighth Floor
6 New Street Square
New Fetter Lane
London
EC4A 3AQ

9 June 2025

Consolidated Statement of Comprehensive Income

for the year ended 31 January 2025

	Notes	2025		2024	
		£'000	£'000	£'000	£'000
Gains on investments	1				
Realised gains / (losses) on disposal of equity investments (net of costs)	14	17,292		(37)	
Net provision (made) / released against equity investments and loans	16	(36)		24	
Unrealised gains on equity investment revaluation	12	90,207		43,711	
			107,463		43,698
Income					
Dividends	1,25	3,910		3,504	
Income from loans and receivables	1,25	2,342		1,861	
Fees receivable	1,25	1,524		2,103	
			7,776		7,468
Operating income	2		115,239		51,166
Operating expenses		(13,672)		(7,881)	
	2		(13,672)		(7,881)
Operating profit			101,567		43,285
Financial income	2,4	3,184		721	
Financial expenses	2,3	(137)		(55)	
Exchange movements	2,8	79		(333)	
			3,126		333
Profit on ordinary activities before taxation	8		104,693		43,618
Income taxes	9		(5,194)		(1,089)
Profit on ordinary activities after taxation attributable to equity holders	20		99,499		42,529
Total comprehensive income for the year	20		99,499		42,529
Earnings per share – basic (pence)	10		269.5p		114.7p
Earnings per share – diluted (pence)	10		256.2p		114.0p

The result for the year is wholly attributable to continuing activities.

The notes on pages 74 to 121 form part of these financial statements.

Consolidated and Parent Company Statements of Financial Position

31 January 2025

	Notes	Group		Company	
		2025 £'000	2024 £'000	2025 £'000	2024 £'000
Assets					
Non-current assets					
Property, plant and equipment	11	84	65	–	–
Right-of-use asset	21	342	507	–	–
Investments – equity portfolio	12	224,095	115,833	290,359	190,860
Investments – subsidiaries	12	–	–	36,123	38,383
Loans and receivables	15	22,623	16,197	1,979	2,948
		247,144	132,602	328,461	232,191
Current assets					
Investments – assets held for sale	12	–	49,549	–	–
Investments – treasury portfolio	13	–	78	–	–
Trade and other receivables	16	19,603	15,633	–	1,157
Cash and cash equivalents	13	74,137	40,435	7	7
Total current assets		93,740	105,695	7	1,164
Total assets		340,884	238,297	328,468	233,355
Liabilities					
Non-current liabilities					
Lease liabilities	21	(218)	(416)	–	–
Deferred tax liabilities	17	(11,847)	(6,687)	–	–
Total non-current liabilities		(12,065)	(7,103)	–	–
Current liabilities					
Trade and other payables		(2,215)	(1,843)	–	–
Lease liabilities	21	(194)	(180)	–	–
Total current liabilities	18	(2,409)	(2,023)	–	–
Total liabilities		(14,474)	(9,126)	–	–
Net assets		326,410	229,171	328,468	233,355
Capital and reserves – equity					
Called up share capital	19,20	3,710	3,729	3,710	3,729
Share premium account	20	29,356	29,345	29,356	29,345
Fair value reserve	20	135,132	112,768	288,216	188,717
Reverse acquisition reserve	20	393	393	–	–
Capital redemption reserve	20	44	25	44	25
Capital contribution reserve	20	72	72	–	–
Retained earnings	20	157,703	82,839	7,142	11,539
Shareholders' funds – equity	20	326,410	229,171	328,468	233,355
Net asset value per share – undiluted (pence)	10	890.0p	629.0p	891.6p	627.1p
Net asset value per share – diluted (pence)	10	847.3p	626.9p	847.5p	627.1p

The Financial Statements were approved by the Board of Directors and authorised for issue on 9 June 2025 and signed on its behalf by:

B.P. Marsh & F.L. Chappell

The notes on pages 74 to 121 form part of these financial statements.

Consolidated Statement of Cash Flows

for the year ended 31 January 2025

	Notes	2025 £'000	2024 £'000
Cash from operating activities			
Income from loans to investee companies		2,342	1,861
Dividends		3,910	3,504
Fees received		1,524	2,103
Operating expenses		(13,672)	(7,881)
Net corporation tax payable	9	(34)	(33)
Purchase of equity investments	12	(31,501)	(3,364)
Net proceeds from sale of equity investments	12,14	65,738	53,117
Net loan repayments from / (payments to) investee companies		3,466	(17,630)
Adjustment for non-cash share incentive and share option plans		413	186
Exchange movement		(118)	(53)
Decrease / (increase) in receivables		838	(1,052)
Increase in payables		381	13
Depreciation and amortisation	11,21	200	191
Net cash from operating activities		33,487	30,962
Net cash from investing activities			
Purchase of property, plant and equipment	11	(54)	(13)
Purchase of treasury investments net of cash and cash equivalents		–	–
Net proceeds from the sale of treasury investments		79	1,130
Net cash from investing activities		25	1,117
Net cash from / (used by) financing activities			
Financial income	4	3,184	87
Financial expenses	3	(137)	(39)
Net decrease in lease liabilities	21	(184)	(175)
Dividends paid	7	(3,964)	(2,028)
Payments made to repurchase company shares	10	(835)	(1,053)
Cash received in respect of JSOP shares sold	10,24	2,126	–
Net cash from / (used by) financing activities		190	(3,208)
Change in cash and cash equivalents		33,702	28,871
Cash and cash equivalents at beginning of the year		40,435	11,564
Cash and cash equivalents at end of year	13	74,137	40,435

All differences between the amounts stated in the Consolidated Statement of Cash Flows and the Consolidated Statement of Comprehensive Income are attributed to non-cash movements.

The notes on pages 74 to 121 form part of these financial statements.

Parent Company Statement of Cash Flows

for the year ended 31 January 2025

	Notes	2025 £'000	2024 £'000
Cash from operating activities			
Dividends received from subsidiary undertakings		–	10,003
Net cash from operating activities		–	10,003
Net cash used by financing activities			
Decrease / (increase) in amounts owed by group undertakings		2,260	(7,109)
Adjustment relating to non-cash items		413	186
Dividends paid	7	(3,964)	(2,028)
Payments made to repurchase company shares	10	(835)	(1,053)
Cash received in respect of JSOP shares sold	24	2,126	–
Net cash used by financing activities		–	(10,004)
Change in cash and cash equivalents		–	(1)
Cash and cash equivalents at beginning of the year		7	8
Cash and cash equivalents at end of year		7	7

Consolidated and Parent Company Statements of Changes in Equity

for the year ended 31 January 2025

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Opening total equity	229,171	189,537	233,355	193,721
Comprehensive income for the year	99,499	42,529	99,499	42,529
Dividends paid	(3,964)	(2,028)	(3,964)	(2,028)
Repurchase of company shares	(835)	(1,053)	(835)	(1,053)
Share incentive and share option plan	413	186	413	186
Amounts received from the Employee Benefit Trust on the sale of shares held under joint ownership	2,126	–	–	–
Total equity	326,410	229,171	328,468	233,355

Refer to Note 20 for detailed analysis of the changes in the components of equity.

The notes on pages 74 to 121 form part of these financial statements.

Notes to the Consolidated Financial Statements

for the year ended 31 January 2025

1. Accounting policies

B.P. Marsh & Partners Plc is a public limited company incorporated in England and Wales under the Companies Act 2006 and domiciled in the United Kingdom. The address of the Company's registered office is 5th Floor, 4 Matthew Parker Street, London SW1H 9NP. The consolidated financial statements for the year ended 31 January 2025 comprise the financial statements of the Parent Company and its consolidated subsidiaries (collectively "the Group").

Basis of preparation of financial statements

These consolidated financial statements have been prepared in accordance with UK-adopted international accounting standards, and in accordance with the Companies Act 2006.

The consolidated financial statements are presented in sterling, the functional currency of the Group, rounded to the nearest thousand pounds (£'000) except where otherwise indicated.

The preparation of financial statements in conformity with UK-adopted international accounting standards requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable in the circumstances, the results of which form the basis of judgements about the carrying amounts of assets and liabilities. Actual results may differ from those amounts.

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the financial statements:

Assessment as an investment entity

Entities that meet the definition of an investment entity within IFRS 10: Consolidated Financial Statements ("IFRS 10") are required to account for their investments in controlled entities, as well as investments in associates at fair value through profit or loss. Subsidiaries that provide investment related services or engage in permitted investment related activities with investees that relate to the parent investment entity's investment activities continue to be consolidated in the Group results. The criteria which define an investment entity are currently as follows:

- a) an entity that obtains funds from one or more investors for the purpose of providing those investors with investment services;
- b) an entity that commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both; and
- c) an entity that measures and evaluates the performance of substantially all of its investments on a fair value basis.

The Group's annual and interim consolidated financial statements clearly state its objective of investing directly into portfolio investments and providing investment management services to investors for the purpose of generating returns in the form of investment income and capital appreciation. The Group has always reported its investment in portfolio investments at fair value. It also produces reports for investors of the funds it manages and its internal management report on a fair value basis. The exit strategy for all investments held by the Group is assessed, initially, at the time of the first investment and this is documented in the investment paper submitted to the Board for approval.

The Board has also concluded that the Company meets the additional characteristics of an investment entity, in that it has more than one investment; the investments are predominantly in the form of equities and similar securities; it has more than one investor and its investors are not related parties. The Board has concluded that B.P. Marsh & Partners Plc and its three trading subsidiaries, B.P. Marsh & Company Limited, B.P. Marsh (North America) Limited and B.P. Marsh Europe Limited, which provide investment related services on behalf of B.P. Marsh & Partners Plc, all meet the definition of an investment entity. These conclusions will be reassessed on an annual basis for changes to any of these criteria or characteristics.

Application and significant judgments

When it is established that a parent company is an investment entity, its subsidiaries are measured at fair value through profit or loss. However, if an investment entity has subsidiaries that provide services that relate to the investment entity's investment activities, the exception to the Amendment of IFRS 10 is not applicable as in this case, the parent investment entity still consolidates the results of its subsidiaries. Therefore, the results of B.P. Marsh & Company Limited, B.P. Marsh (North America) Limited and B.P. Marsh Europe Limited are consolidated into its Group financial statements for the year.

The most significant estimates relate to the fair valuation of the equity investment portfolio as detailed in Note 12 to the Financial Statements. The valuation methodology for the investment portfolio is detailed below. 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.

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

New Accounting Standards

There are no new standards that have been issued, but are not yet effective for the year ended 31 January 2025, which might have a material impact on the Group's financial statements in future periods.

Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. Control, as defined by IFRS 10, is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- a) power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- b) exposure, or rights, to variable returns from its involvement with the investee; and
- c) the ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- a) rights arising from other contractual arrangements; and
- b) the Group's voting rights and potential voting rights.

Notes to the Consolidated Financial Statements

continued

1. Accounting policies continued

Basis of consolidation continued

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

B.P. Marsh & Partners Plc (“the Company”), an investment entity, has three subsidiary investment entities, B.P. Marsh & Company Limited, B.P. Marsh (North America) Limited and B.P. Marsh Europe Limited, that provide services that relate to the Company’s investment activities. The results of these three subsidiaries, together with other subsidiaries (except for LEBC Holdings Limited (“LEBC”)), are consolidated into the Group consolidated financial statements. The Group has taken advantage of the Amendment to IFRS 10 not to consolidate the results of LEBC. Instead, the investment in LEBC is valued at fair value through profit or loss.

(ii) Associates

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Investments that are held as part of the Group’s investment portfolio are carried in the Consolidated Statement of Financial Position at fair value even though the Group may have significant influence over those companies.

Business combinations

The results of subsidiary undertakings are included in the consolidated financial statements from the date that control commences until the date that control ceases. Control exists where the Group has the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities. Accounting policies of the subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

All business combinations are accounted for by using the acquisition accounting method. This involves recognising identifiable assets and liabilities of the acquired business at fair value. Goodwill represents the excess of the fair value of the purchase consideration for the interests in subsidiary undertakings over the fair value to the Group of the net assets and any contingent liabilities acquired. The one exception to the use of the acquisition accounting method was in 2006 when B.P. Marsh & Partners Plc became the legal parent company of B.P. Marsh & Company Limited in a share for share exchange transaction. This was accounted for as a reverse acquisition, such that no goodwill arose, and a merger reserve was created reflecting the difference between the book value of the shares issued by B.P. Marsh & Partners Plc as consideration for the acquisition of the share capital of B.P. Marsh & Company Limited. This compliance with IFRS 3: Business Combinations (“IFRS 3”) also represented a departure from the Companies Act.

Intra-group balances and any unrealised gains and losses or income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements.

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Investments that are held as part of the Group’s investment portfolio are carried in the Consolidated Statement of Financial Position at fair value even though the Group may have significant influence over those companies. This treatment is permitted by IAS 28: Investment in Associates (“IAS 28”), which requires investments held by venture capital organisations to be excluded from its scope where those investments are designated, upon initial recognition, as at fair value through profit or loss and accounted for in accordance with IAS 39: Financial Instruments (“IAS 39”), with changes in fair value recognised in the profit or loss in the period of the change. The Group has no interests in associates through which it carries on its business.

No Statement of Comprehensive Income is prepared for the Company, as permitted by Section 408 of the Companies Act 2006. The Company made a profit for the year of £99,498,802, prior to a dividend distribution of £3,963,981 (2024: profit of £42,529,132 prior to a dividend distribution of £2,028,206).

Employee services settled in equity instruments

The Group has entered into a joint share ownership plan ("JSOP") with certain employees and Directors.

On 12 June 2021 (the "vesting date") the performance criteria was met for 1,206,888 of 1,461,302 shares held under joint share ownership arrangements within the Employee Benefit Trust, after which the members of the scheme became joint beneficial owners of the shares and became entitled to any gain on sale of the shares in excess of 312.6 pence per share.

On 26 October 2023 following the removal of a dividend waiver and block on voting rights on the 1,206,888 allocated ordinary shares held by the Employee Benefit Trust, these ordinary shares became eligible for dividend and voting rights and therefore became fully dilutive for the Group.

236,259 ordinary shares held within the Employee Benefit Trust are unallocated and do not have voting or dividend rights. The Employee Benefit Trust remains the owner of these unallocated shares, however if these shares are sold from the Employee Benefit Trust in the future they would then, post-sale, have voting and dividend rights attached, such that they would become fully dilutive for the Group.

Provided that the shares are eventually sold from the Employee Benefit Trust for at least 284.5 pence per share on average, the Group would be entitled to receive £4,106,259 in total.

The Group has established an HMRC approved Share Incentive Plan ("SIP"). Ordinary shares in the Company, previously repurchased and held in Treasury by the Company, have been transferred to The B.P. Marsh SIP Trust ("the SIP Trust"), an employee share trust, in order to be issued to eligible employees.

Under the rules of the SIP, eligible employees can each be granted up to £3,600 worth of ordinary shares ("Free Shares") by the SIP Trust in each tax year. The number of shares granted is dependent on the share price at the date of grant. In addition, all eligible employees have been invited to take up the opportunity to acquire up to £1,800 worth of ordinary shares ("Partnership Shares") in each tax year and for every Partnership Share that an employee acquires, the SIP Trust will offer two ordinary shares in the Company ("Matching Shares") up to a total of £3,600 worth of shares. The Free and Matching Shares are subject to a one year forfeiture period, however the awards are not subject to any vesting conditions, hence the related expenses are recognised when the awards are made and are apportioned over the forfeiture period.

The fair value of the services received is measured by reference to the listed share price of the Parent Company's shares listed on the AIM on the date of award of the free and matching shares to the employee.

The Group has also established a Share Option Plan ("SOP") for certain employees and Directors. Share Options ("Options") over 1,682,500 ordinary shares of 10p each in the Company, in aggregate, have been granted. 3,470 Options of the total 1,685,970 available for allocation are unallocated.

Each of the Options will vest, on a ratchet basis, subject to certain Net Asset Value growth targets being achieved for the three consecutive financial years ending 31 January 2024, 31 January 2025 and 31 January 2026 (the "Performance Period"). The first exercise date is 6 September 2026 whereby 50% of vested Options will be exercisable at 10p per share, with the remaining 50% exercisable at 10p per share from 6 September 2027.

Notes to the Consolidated Financial Statements

continued

1. Accounting policies continued

Employee services settled in equity instruments continued

The number of Options which vest will vary depending on the level of Net Asset Value growth achieved, subject to the growth performance criteria as set out below, alongside the percentage of Options that will vest at each value:

Compounded annual growth of Net Asset Value over the Performance Period	% vesting of Options
Less than 8.5%	0%
Between 8.5% and less than 9.25%	25%
Between 9.25% and less than 10%	50%
10% or above	100%

For these purposes, Net Asset Value is defined as “audited Total Assets less Total Liabilities for the consolidated Group plus any dividends or other form of shareholder return that are paid in the relevant Financial Year”.

Therefore, for all Options to vest, the Net Asset Value (as defined above) would need to exceed £252.2m, adjusted for any shareholder distributions.

Investments – equity portfolio

All equity portfolio investments are designated as “fair value through profit or loss” assets and are initially recognised at the fair value of the consideration. They are measured at subsequent reporting dates at fair value.

The Board conducts the valuations of equity portfolio investments. In valuing equity portfolio investments, the Board applies guidelines issued by the International Private Equity and Venture Capital Valuation Committee (“IPEVCV Guidelines”). The following valuation methodologies have been used in reaching the fair value of equity portfolio investments, some of which are in early stage companies:

- at cost, unless there has been a significant round of new equity finance in which case the investment is valued at the price paid by an independent third party. Where subsequent events or changes to circumstances indicate that an impairment may have occurred, the carrying value is reduced to reflect the estimated extent of impairment;
- by reference to underlying funds under management;
- by applying appropriate multiples to the earnings and revenues and/or premiums of the investee company; or
- by reference to expected future cash flow from the investment where a realisation or flotation is imminent.

Both realised and unrealised gains and losses arising from changes in fair value are taken to the Consolidated Statement of Comprehensive Income for the year. In the Consolidated Statement of Financial Position the unrealised gains and losses arising from changes in fair value are shown within a “fair value reserve” separate from retained earnings. Transaction costs on acquisition or disposal of equity portfolio investments are expensed in the Consolidated Statement of Comprehensive Income.

Equity portfolio investments are treated as ‘Non-current Assets’ within the Consolidated Statement of Financial Position unless the Directors have committed to a plan to sell the investment and an active programme to locate a buyer and complete the plan has been initiated. Where such a commitment exists, and if the carrying amount of the equity portfolio investment will be recovered principally through a sale transaction rather than through continuing use, the investment is classified as an ‘Investments – Assets held for sale’ under ‘Current Assets’ within the Consolidated Statement of Financial Position.

Income from equity portfolio investments

Income from equity portfolio investments comprises:

- a) gross interest from loans, which is taken to the Consolidated Statement of Comprehensive Income on an accruals basis;
- b) dividends from equity investments are recognised in the Consolidated Statement of Comprehensive Income when the shareholders rights to receive payment have been established; and
- c) advisory fees from management services provided to investee companies, which are recognised on an accruals basis in accordance with the substance of the relevant investment advisory agreement.

Investments – treasury portfolio

All treasury portfolio investments are designated as “fair value through profit or loss” assets and are initially recognised at the fair value of the consideration. They are measured at subsequent reporting dates at fair market value as determined from the valuation reports provided by the fund investment manager. Where appropriate, these investments are included within “cash and cash equivalents”.

Both realised and unrealised gains and losses arising from changes in fair market value are taken to the Consolidated Statement of Comprehensive Income for the period. In the Consolidated Statement of Financial Position the unrealised gains and losses arising from changes in fair value are shown within the retained earnings as these investments are deemed as being easily convertible into cash. Costs associated with the management of these investments are expensed in the Consolidated Statement of Comprehensive Income.

Income from treasury portfolio investments

Income from treasury portfolio investments comprises of dividends receivable which are either directly reinvested into the funds or received as cash.

Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the property, plant and equipment cost less their estimated residual value, over their expected useful lives on the following bases:

- Furniture & equipment – 5 years
- Leasehold fixtures and fittings and other costs – over the life of the lease

Right-of-use asset

IFRS 16 requires lessees to recognise a lease liability, representing the present value of the obligation to make lease payments, and a related right of use (“ROU”) asset. The lease liability is calculated based on expected future lease payments, discounted using the relevant incremental borrowing rate. An incremental borrowing rate of 5% was used to discount the future lease payments when measuring the lease liability on adoption of IFRS 16.

The ROU asset is recognised at cost less accumulated depreciation and impairment losses, with depreciation charged on a straight-line basis over the life of the lease. In determining the value of the ROU asset and lease liabilities, the Group considers whether any leases contain lease extensions or termination options that the Group is reasonably certain to exercise.

Notes to the Consolidated Financial Statements

continued

1. Accounting policies continued

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies at the reporting period end are translated at the exchange rate ruling at the reporting period end.

Transactions in foreign currencies are translated into sterling at the foreign exchange rate ruling at the date of the transaction.

Exchange gains and losses are recognised in the Consolidated Statement of Comprehensive Income.

Income taxes

The tax credit or expense represents the sum of the tax currently recoverable or payable and any deferred tax. The tax currently recoverable or payable is based on the estimated taxable profit for the year. Taxable profit differs from net profit as reported in the Consolidated Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's receivable or liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the date of the Consolidated Statement of Financial Position.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and of liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and it is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each date of the Consolidated Statement of Financial Position and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to the Consolidated Statement of Comprehensive Income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current assets and liabilities on a net basis.

Pension costs

The Group operates a defined contribution scheme for some of its employees. The contributions payable to the scheme during the period are charged to the Consolidated Statement of Comprehensive Income.

Financial assets and liabilities

Financial instruments are recognised in the Consolidated Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument. De-recognition occurs when rights to cash flows from a financial asset expire, or when a liability is extinguished.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the reporting period which are classified as non-current assets. They are stated at their cost less impairment losses.

Loans and borrowings

All loans and borrowings are initially recognised at the fair value of the consideration received net of issue costs associated with the borrowings. After initial recognition, these are subsequently measured at amortised cost using the effective interest method, which is the rate that exactly discounts the estimated future cash flows through the expected life of the liabilities. Amortised cost is calculated by taking into account any issue costs and any discount or premium on settlement.

Trade and other receivables

Trade and other receivables in the Consolidated Statement of Financial Position are initially measured at original invoice amount and subsequently measured after deducting any provision for impairment.

Cash and cash equivalents

Cash and cash equivalents in the Consolidated Statement of Financial Position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less. For the purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents comprise cash and short-term deposits as defined above and other short-term highly liquid investments that are readily convertible into cash and are subject to insignificant risk of changes in value, net of bank overdrafts.

Trade and other payables

Trade and other payables are stated based on the amounts which are considered to be payable in respect of goods or services received up to the date of the Consolidated Statement of Financial Position.

2. Segmental Reporting

The Group operates in one business segment, provision of consultancy services to, as well as making and trading investments in, financial services businesses.

Under IFRS 8: Operating Segments ("IFRS 8") the Group identifies its reportable operating segments based on the geographical location in which each of its investments is incorporated and primarily operates. For management purposes, the Group is organised and reports its performance by two geographic segments: UK and Non-UK.

If material to the Group overall (where the segment revenues, reported profit or loss or combined assets exceed the quantitative thresholds prescribed by IFRS 8), the segment information is reported separately.

Notes to the Consolidated Financial Statements

continued

2. Segmental Reporting continued

The Group allocates revenues, expenses, assets and liabilities to the operating segment where directly attributable to that segment. All indirect items are apportioned based on the percentage proportion of revenue that the operating segment contributes to the total Group revenue (excluding any realised and unrealised gains and losses on the Group's current and non-current investments).

Each reportable segment derives its revenues from three main sources from equity portfolio investments as described in further detail in Note 1 under 'Income from equity portfolio investments' and also from treasury portfolio investments as described in Note 1 under 'Income from treasury portfolio investments'.

All reportable segments derive their revenues entirely from external clients and there are no inter-segment sales.

Financial income has been analysed between the segments based on the underlying portfolio income generated by each of the segments.

	Geographic segment 1: UK		Geographic segment 2: Non-UK		Group	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Operating income	82,855	45,345	32,384	5,821	115,239	51,166
Operating expenses	(7,826)	(4,356)	(5,846)	(3,525)	(13,672)	(7,881)
Segment operating profit	75,029	40,989	26,538	2,296	101,567	43,285
Financial income	1,822	399	1,362	322	3,184	721
Financial expenses	(79)	(31)	(58)	(24)	(137)	(55)
Exchange movements	(18)	(39)	97	(294)	79	333
Profit before tax	76,754	41,318	27,939	2,300	104,693	43,618
Income taxes	–	–	(5,194)	(1,089)	(5,194)	(1,089)
Profit for the year	76,754	41,318	22,745	1,211	99,499	42,529

Included within the operating income reported above are the following amounts requiring separate disclosure owing to the fact that they are derived from a single investee company and the total revenues attributable to that investee company are 10% or more of the total realised and unrealised income generated by the Group during the period:

Investee Company	Total net operating income attributable to the investee company £'000		% of total realised and unrealised operating income		Reportable geographic segment	
	2025	2024	2025	2024	2025	2024
Pantheon Specialty Group Limited	56,224	14,955	49	29	1	1
XPT Group LLC ¹	16,135	–	14	–	2	–
ATC Insurance Solutions PTY Limited ¹	12,984	–	11	–	2	–
Paladin Holdings Limited ¹	–	32,382	–	63	–	1
Lilley Plummer Holdings Limited ¹	–	6,888	–	13	–	1

¹ There are no disclosures for Paladin Holdings Limited and Lilley Plummer Holdings Limited in the current year as the income derived from these investee companies did not exceed the 10% threshold prescribed by IFRS 8. There is also no disclosure shown for XPT Group LLC and ATC Insurance Solutions PTY Limited in the prior year as the income derived from these investee companies did not exceed the 10% threshold prescribed by IFRS 8 in that year.

	Geographic segment 1: UK		Geographic segment 2: Non-UK		Group	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Non-current assets						
Property, plant and equipment	41	34	43	31	84	65
Right-of-use asset	166	268	176	239	342	507
Investments – equity portfolio	108,835	37,783	115,260	78,050	224,095	115,833
Loans and receivables	13,239	10,775	9,384	5,422	22,623	16,197
	122,281	48,860	124,863	83,742	247,144	132,602
Current assets						
Investments – assets held for sale	–	49,549	–	–	–	49,549
Investments – treasury portfolio	–	78	–	–	–	78
Trade and other receivables	17,294	14,840	2,309	793	19,603	15,633
Cash and cash equivalents	74,137	40,435	–	–	74,137	40,435
	91,431	104,902	2,309	793	93,740	105,695
Total assets	213,712	153,762	127,172	84,535	340,884	238,297
Non-current liabilities						
Lease liabilities	(106)	(220)	(112)	(196)	(218)	(416)
Deferred tax liabilities	–	–	(11,847)	(6,687)	(11,847)	(6,687)
	(106)	(220)	(11,959)	(6,883)	(12,065)	(7,103)
Current liabilities						
Trade and other payables	(2,210)	(1,838)	(5)	(5)	(2,215)	(1,843)
Lease liabilities	(94)	(95)	(100)	(85)	(194)	(180)
	(2,304)	(1,933)	(105)	(90)	(2,409)	(2,023)
Total liabilities	(2,410)	(2,153)	(12,064)	(6,973)	(14,474)	(9,126)
Net assets	211,302	151,609	115,108	77,562	326,410	229,171
Cash flow arising from:						
Operating activities	49,488	37,534	(16,001)	(6,572)	33,487	30,962
Investing activities	25	1,117	–	–	25	1,117
Financing activities	190	(3,208)	–	–	190	(3,208)
Change in cash and cash equivalents	49,703	35,443	(16,001)	(6,572)	33,702	28,871

Notes to the Consolidated Financial Statements

continued

2. Segmental Reporting continued

As outlined previously, under IFRS 8 the Group reports its operating segments (UK and Non-UK) and associated income, expenses, assets and liabilities based upon the country of domicile of each of its investee companies.

In addition to the segmental analysis disclosure reported above, the Group has undertaken a further assessment of each of its investee companies' underlying revenues, specifically focusing on the geographical origin of this revenue. Geographical analysis of each investee company's 2025 and 2024 revenue budgets was carried out and, based upon this analysis, the Directors have determined that on a look-through basis, the Group's portfolio of investee companies can also be analysed as follows:

	2025 %	2024 %
UK	6	29
Non-UK	94	71
Total	100	100

3. Financial Expenses

	2025 £'000	2024 £'000
Interest costs on lease liability (Note 21)	30	39
Investment management costs (Note 13)	107	16
	137	55

4. Financial Income

	2025 £'000	2024 £'000
Bank and similar interest	709	87
Income from treasury portfolio investments – interest, dividend and similar income (Note 13)	1,996	467
Income from treasury portfolio investments – net unrealised gains on revaluation (Note 13)	479	167
	3,184	721

5. Staff Costs

The average number of employees, including all Directors (Executive and Non-Executive), employed by the Group during the year was 17 (2024: 16); 6 of those are in a management role (2024: 6) and 11 of those are in a support role (2024: 10). All remuneration was paid by B.P. Marsh & Company Limited.

The related staff costs were:

	2025 £'000	2024 £'000
Wages and salaries	9,114	5,145
Social security costs	1,321	746
Pension costs	277	192
Other employment costs (Note 24)	392	167
	11,104	6,250

During the year to 31 January 2017 the Group established a Share Incentive Plan ("SIP") under which certain eligible Directors and employees were granted Ordinary shares in the Company. These shares are being held on behalf of these Directors and employees within the B.P. Marsh SIP Trust. Refer to the Report of the Remuneration Committee on pages 34 to 35 and Note 24 for further details.

During the year to 31 January 2019, Joint Share Ownership Agreements were also entered into between certain Directors and employees and the Company. Refer to the Report of the Remuneration Committee on page 35 and Note 24 for further details.

During the year to 31 January 2024 the Group established a Share Option Plan ("SOP") under which certain Directors and employees were granted options over Ordinary shares in the Company. Refer to the Report of the Remuneration Committee on pages 35 to 36 and Note 24 for further details.

Share-based charges of £85,780 (2024: £77,492) relating to the SIP and £305,924 (2024: £89,437) relating to the SOP are included within 'Other employment costs' above. No charges relating to the Joint Share Ownership Agreements are included within 'Other employment costs' above as the scheme vested during the year to 31 January 2022.

Notes to the Consolidated Financial Statements

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6. Directors' Emoluments

The aggregate emoluments of the Directors were:

	2025 £'000	2024 £'000
Management services – remuneration	4,924	2,933
Fees	53	30
Pension contributions – remuneration	101	67
	5,078	3,030

474,484 of the 1,461,302 shares, in respect of which joint interests were granted during the year to 31 January 2019, were issued to current Directors. During the year 261,750 of the 474,484 jointly-owned shares in which the current Directors have a joint beneficial interest were sold, with 212,734 jointly-owned shares remaining held by those Directors as at 31 January 2025. Refer to the Report of the Remuneration Committee on page 34 and Note 24 for further details.

Of the total 22,380 (2024: 32,780) Free, Matching and Partnership Shares granted under the SIP during the year, 5,595 (2024: 8,940) were granted to Directors of the Company.

Of the £85,780 (2024: £77,492) charge relating to the SIP and £305,924 (2024: £89,437) charge relating to the SOP, as set out in Note 5, £28,593 (2024: £21,134) and £148,643 (2024: £36,147) related to the Directors respectively.

Refer to the Report of the Remuneration Committee on pages 34 to 36 and Note 24 for further details.

	2025 £'000	2024 £'000
Highest paid Director		
Emoluments	1,640	1,451
Pension contribution	41	7
	1,681	1,458

The total emoluments of the highest paid Director disclosed above includes £500,000 paid to the Director in respect of loss of office. Refer to the Report of the Remuneration Committee on page 37 for further details.

The Company contributes into defined contribution pension schemes on behalf of certain employees and Directors. Contributions payable are charged to the Consolidated Statement of Comprehensive Income in the period to which they relate.

During the year, 4 Directors (2024: 3) accrued benefits under these defined contribution pension schemes.

The key management personnel comprise only the Directors.

7. Dividends

	2025 £'000	2024 £'000
Ordinary dividends		
Dividend paid:		
10.72 pence each on 36,977,431* Ordinary shares (2024: 5.56 pence each on 36,478,524* Ordinary shares)	3,964	2,028
	3,964	2,028

* Due to the Company making three separate dividend payments during the current year (2024: three dividend payments made), the calculation of the number of ordinary shares on which the dividend was paid is an average based upon the total aggregate dividend distribution made divided by the total pence per ordinary share distributed during the year.

In the current year total dividends of £26,902 (2024: £13,304) were payable on the 261,852 (2024: 247,476) ordinary shares held by the B.P. Marsh SIP Trust ("SIP Trust").

In the current year total dividends of £94,692 (2024: £33,551) were payable on the 844,006 allocated ordinary shares held by the B.P. Marsh Employees' Share Trust ("the Employee Benefit Trust") under the Joint Share Ownership Plan ("JSOP") which had full dividend and voting rights. Of this total dividend paid on the shares, £35,083 was paid to participants of the JSOP based upon the employees' proportionate ownership rights attached to the shares which is determined by the Company's share price on the record date. No dividend was payable on the 236,259 unallocated ordinary shares held by the Employee Benefit Trust as these shares do not have full dividend and voting rights attached (2024: No dividend payable on the unallocated ordinary shares).

In addition, no dividend is payable on unallocated ordinary shares held in Treasury on the dividend record date.

8. Profit on Ordinary Activities Before Taxation

	2025 £'000	2024 £'000
The profit for the year is arrived at after charging/(crediting):		
Depreciation and amortisation of property, plant & equipment, and right-of-use asset	200	191
Auditor's remuneration:		
Audit fees for the Company	49	37
Other services:		
– Audit of subsidiaries' accounts	18	18
– Taxation	18	14
– Other advisory	12	14
Exchange (gain) / loss	(79)	333

Notes to the Consolidated Financial Statements

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9. Income Tax Expense

	2025 £'000	2024 £'000
Current tax:		
Current tax on profits for the year	34	33
Adjustments in respect of prior years	–	–
Total current tax	34	33
Deferred tax (Note 17):		
Origination and reversal of temporary differences	5,160	1,056
Total deferred tax	5,160	1,056
Total income taxes charged in the Consolidated Statement of Comprehensive Income	5,194	1,089

The tax assessed for the year is lower (2024: lower) than the standard rate of corporation tax in the UK. The differences are explained below:

	2025 £'000	2024 £'000
Profit before tax	104,693	43,618
Profit on ordinary activities at the standard rate of corporation tax in the UK of 25.00% (2024: 24.00%)	26,173	10,468
Tax effects of:		
Expenses not deductible for tax purposes	355	132
Withholding tax suffered at source on overseas income	34	33
(Non-taxable)/taxable capital gains on disposal of investments	(4,323)	31
Other effects:		
Non-taxable income (dividends received)	(977)	(841)
Non-taxable income (unrealised gains on equity portfolio revaluation)	(17,512)	(9,475)
Management expenses unutilised	1,444	741
Total income taxes charged in the Consolidated Statement of Comprehensive Income	5,194	1,089

Refer to Note 17 for the deferred tax liability relating to the Group's unrealised gains on the equity portfolio.

10. Earnings and Net Asset Value Per Share from Continuing Operations Attributable to the Equity Shareholders

	2025 £'000	2024 £'000
Earnings		
Earnings for the purpose of basic and diluted earnings per share being total comprehensive income attributable to equity shareholders	99,499	42,529
Earnings per share – basic	269.5p	114.7p
Earnings per share – diluted	256.2p	114.0p
	2025 Number	2024 Number
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share	36,919,364	37,081,306
Number of dilutive shares under option	1,918,759	236,259
Weighted average number of ordinary shares for the purposes of dilutive earnings per share	38,838,123	37,317,565
	2025 £'000	2024 £'000
Net Asset Value		
Basic Net Asset Value		
Net Asset Value attributable to equity shareholders	326,410	229,171
Adjustment to Net Asset Value ¹	1,476	3,391
Adjusted Net Asset Value for the purposes of basic Net Asset Value per share being total Net Asset Value attributable to equity shareholders	327,886	232,562
Diluted Net Asset Value		
Net Asset Value attributable to equity shareholders	326,410	229,171
Adjustment to Net Asset Value ²	1,980	4,106
Adjusted Net Asset Value for the purposes of diluted Net Asset Value per share being total Net Asset Value attributable to equity shareholders	328,390	233,277
Net Asset Value per share – basic	890.0p	629.0p
Net Asset Value per share – diluted	847.3p	626.9p
	2025 Number	2024 Number
Number of shares		
Number of ordinary shares for the purposes of basic Net Asset Value per share	36,839,869	36,974,191
Number of dilutive shares under option	1,918,759	236,259
Number of ordinary shares for the purposes of diluted Net Asset Value per share	38,758,628	37,210,450

1 Adjustment to Net Asset Value represents the cash receivable by the Group when the 525,240 (2024: 1,206,888) remaining allocated ordinary shares that are held under joint ownership arrangements within the Employee Benefit Trust, and which were considered fully dilutive as at 31 January 2025, are sold.

2 Adjustment to Net Asset Value represents the cash receivable by the Group when the total remaining 761,499 (2024: 1,443,147) allocated and unallocated ordinary shares that are held under joint ownership arrangements within the Employee Benefit Trust, are sold.

Notes to the Consolidated Financial Statements

continued

10. Earnings and Net Asset Value Per Share from Continuing Operations Attributable to the Equity Shareholders continued

During the year the Company paid a total of £835,267 including commission, in order to repurchase 156,702 ordinary shares at an average price of 532 pence per share (2024: the Company paid a total of £1,052,751, including commission, in order to repurchase 283,480 ordinary shares at an average price of 370 pence per share).

On 31 October 2024 188,000 ordinary shares in the Company were cancelled. These shares were previously held in Treasury. Following the cancellation, the total number of ordinary shares in issue reduced from 37,288,000 as at 31 January 2024 to 37,100,000 as at 31 January 2025.

Ordinary shares held by the Company in Treasury

Movement of ordinary shares held in Treasury:

	2025 Number	2024 Number
Opening total ordinary shares held in Treasury at 1 February	77,550	4,850
Ordinary shares repurchased into Treasury during the year	156,702	283,480
Ordinary shares transferred to the B.P. Marsh SIP Trust during the year	(22,380)	(32,780)
Ordinary shares cancelled from Treasury during the year	(188,000)	(178,000)
Total ordinary shares held in Treasury at 31 January	23,872	77,550

The Treasury shares do not have voting or dividend rights and have therefore been excluded for the purposes of calculating Earnings per share and Net Asset Value per share.

The repurchase of the ordinary shares is borne from the Group's commitment to reduce share price discount to Net Asset Value. Prior to 11 June 2024, and in accordance with its Share Buy-Back Policy announcement on 14 November 2023, the Group's policy was to buy back shares when the share price was below 20% of its published Net Asset Value (for up to a maximum aggregate consideration of £500,000).

As outlined in the Group's Share Buy-Back Policy announcement on 11 June 2024, its policy has been, subject to ordinary shares in the Company being available to purchase, to be able to buy small parcels of shares (for up to a maximum aggregate consideration of £1,000,000) at a price representing a discount of at least 15% to the most recently announced diluted Net Asset Value per share and place them into Treasury. On 2 August 2024 this threshold was subsequently upwardly revised to a 10% discount to diluted Net Asset Value per Share.

On 31 October 2024 a further £1,000,000 was added to the Share Buy-Back programme (increasing the aggregate Share Buy-Back budget to £1,164,733 at that time) to allow the Company to continue purchasing small parcels of ordinary shares, where available, in a Net Asset Value accretive way.

As at 31 January 2024 there were 1,443,147 shares held within the Employee Benefit Trust under the Joint Share Ownership Plan ("JSOP"), of which 236,259 shares were unallocated. The Employee Benefit Trust remains the owner of these unallocated shares which have no dividend or voting rights.

Provided that the shares are eventually sold from the Employee Benefit Trust for at least 284.5 pence per share on average, the Group would be entitled to receive £4,106,259 in total.

During the year 681,648 of the 1,206,888 allocated shares held within the Employee Benefit Trust were sold, including 239,400 shares jointly-owned by 3 Executive Directors of the Company. As at 31 January 2025 761,499 shares remained within the Employee Benefit Trust, of which 236,259 were unallocated.

Of the £4,106,259 receivable by the Group in total, £2,126,259 was received during the year, leaving a balance outstanding of £1,980,000. As such, provided that the remaining shares are eventually sold from the Employee Benefit Trust for at least 260.0p/share on average, the Group will receive this balance in full.

The weighted average number of shares used for the purposes of calculating the basic earnings per share, net asset value and net asset value per share of the Group includes the 525,240 remaining allocated ordinary shares held within the Employee Benefit Trust as these were considered fully dilutive as at 31 January 2025 due to the dividend and voting rights attached to them. The Group net asset value also includes an adjustment representing the economic right the Group has to the first 281 pence per share (£1,475,924) on the 525,240 allocated ordinary shares held within the Employee Benefit Trust as when the joint share ownership arrangements are eventually exercised, this would also increase the Group's net asset value by £1,475,924.

236,259 unallocated shares currently held within the Employee Benefit Trust have been excluded for the purposes of calculating the basic earnings per share, net asset value and net asset value per share as these shares do not have voting rights or dividend rights whilst they are held within this Employee Benefit Trust. The Group net asset value has also excluded the economic right the Group has to the first 281 pence per share on the 236,259 unallocated shares issued to the Employee Benefit Trust for the same reasons.

On this basis the current undiluted net asset value per share is 890.0 pence for the Group. When the joint share ownership arrangements are eventually exercised in full, although this would increase the number of shares in issue entitled to voting and dividend rights, this would also increase the Group's net asset value by a further £504,076 (total of £4,106,259 based upon the total 1,461,302 shares originally issued to the Employee Benefit Trust at 281 pence per share).

The diluted earnings per share and net asset value per share include the 1,682,500 options over ordinary shares granted as part of the Company's Share Option Plan ("SOP") as these were dilutive for the Group as at 31 January 2025 based upon the performance conditions attached to the options (Note 24).

The diluted net asset value per share is therefore 847.3 pence.

The diluted weighted average number of ordinary shares at 31 January 2025 has been calculated by proportioning the 236,259 vested, but unallocated, shares held under joint share ownership arrangements from the vesting date over the period.

The decrease to the undiluted weighted average number of ordinary shares between 2024 and 2025 is mainly attributable to the 156,702 ordinary shares repurchased into Treasury during the year, offset by the 22,380 ordinary shares transferred from Treasury to the SIP Trust during the year that have been treated as re-issued for the purposes of calculating earnings per share.

22,380 ordinary shares (comprising 22,380 ordinary shares transferred from Treasury to the SIP Trust in April 2024) were allocated to the participating employees as Free, Matching and Partnership shares under the share incentive plan arrangement on 11 April 2024 (Note 24).

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11. Property, Plant and Equipment

Group	Furniture and Equipment £'000	Leasehold Fixtures and Fittings and Others £'000	Total £'000
Cost			
At 1 February 2023	148	152	300
Additions	13	-	13
Disposals	-	-	-
At 31 January 2024	161	152	313
At 1 February 2024	161	152	313
Additions	33	21	54
Disposals	-	-	-
At 31 January 2025	194	173	367
Depreciation			
At 1 February 2023	128	93	221
Eliminated on disposal	-	-	-
Charge for the year	12	15	27
At 31 January 2024	140	108	248
At 1 February 2024	140	108	248
Eliminated on disposal	-	-	-
Charge for the year	13	22	35
At 31 January 2025	153	130	283
Net book value			
At 31 January 2025	41	43	84
At 31 January 2024	21	44	65
At 31 January 2023	20	59	79

12. Investments – Equity Portfolio

Group	Shares in investee companies		
	Continuing investments	Current Assets – Investments held for sale	Total
	£'000	£'000	£'000
At valuation			
At 1 February 2023	171,461	–	171,461
Transfers between categories	(18,380)	18,380	–
Additions	3,364	–	3,364
Disposals	(53,154)	–	(53,154)
Provisions	–	–	–
Unrealised gains in this period	12,542	31,169	43,711
At 31 January 2024	115,833	49,549	165,382
At 1 February 2024	115,833	49,549	165,382
Additions	31,501	–	31,501
Disposals	(13,446)	(49,549)	(62,995)
Provisions	–	–	–
Unrealised gains in this period	90,207	–	90,207
At 31 January 2025	224,095	–	224,095
At cost			
At 1 February 2023	59,321	–	59,321
Transfers between categories	(4)	4	–
Additions	3,364	–	3,364
Disposals	(16,758)	–	(16,758)
Provisions	–	–	–
At 31 January 2024	45,923	4	45,927
At 1 February 2024	45,923	4	45,927
Additions	31,501	–	31,501
Disposals	(308)	(4)	(312)
Provisions	–	–	–
At 31 January 2025	77,116	–	77,116

The additions relate to the following transactions in the year:

On 27 March 2024 the Group acquired a 30% cumulative preferred ordinary equity stake in Devonshire UW Limited (“Devonshire”) via a holding company, Devonshire UW Topco Limited, for consideration of £300,000. Devonshire is a London-based Underwriting Agency specialising in transactional risks, including Warranty & Indemnity, Specific Tax and Legal Contingency Insurance, with the ability to underwrite transactions in the UK, Europe, Middle East, Africa, Asia, South America, Central America and Australasia. The Group also provided Devonshire with a loan facility of £1,600,000, of which £1,490,125 had been drawn down as at 31 January 2025, with a remaining undrawn facility of £109,875 (Note 22).

On 17 April 2024, the Group acquired a further 2.52% ordinary equity holding in LEBC Holdings Limited (“LEBC”) for consideration of £1,100,000. On completion the ordinary shares were immediately converted into preferred shares. The transaction increased the Group’s holding in LEBC from 59.34% as at 31 January 2024 to 61.86% as at 31 January 2025.

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12. Investments – Equity Portfolio continued

On 9 May 2024 the Group acquired a further 7% cumulative preferred ordinary equity stake in Pantheon Specialty Group Limited (“Pantheon”) for consideration of £7,300,000 increasing its equity holding from 25% as at 31 January 2024 to 32% at the time of investment. On 29 October 2024 the Group invested a further £12,500,000 in cumulative preferred ordinary shares, increasing its equity holding from 32% to 37%. In addition, the Group converted £2,000,000 of Pantheon’s loan outstanding into equity. The loan to equity reclassification did not increase the Group’s overall equity holding in Pantheon, which remained 37% as at 31 January 2025, but has been treated as an increase to the Group’s cost of investment which stood at £21,800,025 as at 31 January 2025. Following the loan reclassification and other repayments made during the year, total outstanding loans due from Pantheon reduced from £4,536,000 as at 31 January 2024 to £Nil as at 31 January 2025.

On 13 May 2024 the Group acquired, through its wholly-owned subsidiary company B.P. Marsh (North America) Limited, a further 0.95% equity stake in XPT Group LLC (“XPT”) for USD 1,000,787 (£800,073) as part of a pre-emption share offer. In addition, on 22 November 2024 the Group invested a further USD 6,323,724 (£4,996,575) in equity, together with loan funding of USD 6,287,675 (£4,968,091), providing funding to assist XPT with a management shareholder restructure. Following these investments, the uptake of other shareholder’s pre-emptive rights and other dilutive events, the Group’s fully diluted shareholding in XPT reduced from 29.10% as at 31 January 2024 to 28.98% as at 31 January 2025 and the Group’s loan balance to XPT increased from USD 6,000,000 (£4,683,644) as at 31 January 2024 to USD 12,287,675 (£9,861,860) as at 31 January 2025.

On 30 September 2024 the Group acquired, through its wholly-owned subsidiary company B.P. Marsh Europe Limited, a 44% equity stake in CEE Specialty s.r.o. (“CEE”) for consideration of €2,819,852 (£2,354,134). CEE is an underwriting agency based in Prague, Czech Republic specialising in Marine Hull, Bonds and Liability Insurance, targeting business in Central and Eastern Europe. As part of the overall funding, the Group also provided €487,860 (£407,287) in management loans to the two founder members of CEE.

On 11 October 2024 the Group acquired a 25.5% cumulative preferred ordinary equity stake in Volt Underwriting Limited (“Volt”) via a holding company, Volt UW HoldCo Limited, for consideration of £25.50. Volt is a London-based Managing General Agency start-up underwriting a global portfolio of energy business, with a particular focus on the US. The Group also provided Volt with a loan facility of £2,500,000, of which £1,200,000 had been drawn down as at 31 January 2025, with a remaining undrawn facility of £1,300,000 (Note 22).

On 29 October 2024 the Group acquired a 30% cumulative preferred ordinary equity stake in SRT & Partners Limited (“SRT”) for consideration of £150,000. SRT is a start-up UK Retail and London Market broker. The Group also provided SRT with a loan facility of £2,350,000, which was drawn down in full on completion and remained outstanding as at 31 January 2025.

The disposals relate to the following transactions in the year:

On 22 March 2024 the Group completed the disposal of its entire 38.63% holding in Paladin Holdings Limited (“Paladin”) to Specialist Risk Group Limited (“SRG”), following receipt of regulatory approval. On completion, the Group received £42,075,838 in initial cash consideration, net of transaction costs, plus repayment in full of its £5,900,500 loans to Paladin. Further proceeds of £1,939,924, representing the net working capital adjustment due to the Group following finalisation of Paladin’s completion accounts, were received on 6 September 2024 bringing the total proceeds received as at 31 January 2025 to £44,015,762. The cash proceeds received represented an overall gain of £44,012,262 above the net cost of investment. As well as the initial consideration and working capital adjustment, the Group will also be entitled to receive deferred contingent consideration based upon 20% EBITDA growth targets above Paladin’s actual adjusted EBITDA for 2023, in FY24 and FY25, payable in 2025 and 2026. There is also the possibility for the Group to receive further consideration in FY25 should Paladin outperform these growth targets. For amounts received since 31 January 2025, refer to Note 26.

The carrying value of the Group's investment in Paladin as at 1 February 2024 was £49,549,000. A proportion of this carrying value related to the Group's discounted deferred contingent consideration estimate. On disposal, the fair value attributed to the deferred contingent consideration element of the sale amounting to £9,021,000 was reclassified within the Consolidated Statement of Financial Position from 'Investments – assets held for sale' to a debtor balance within 'Other receivables'. As at 31 January 2025 the fair value of the deferred contingent consideration was revalued at £14,541,000 and the associated gain of £5,520,000 has been recognised within the Consolidated Statement of Comprehensive Income.

On 29 October 2024 the Group completed the disposal of its entire fully diluted 28.4% holding in Lilley Plummer Holdings Limited ("Lilley Plummer") to Clear London Markets Limited, following receipt of regulatory approval. On completion the Group received £21,718,937 in cash consideration, net of transaction costs. The cash proceeds received represented an overall gain of £21,418,937 above the net cost of investment.

The unquoted investee companies, which are registered in England except for Asia Reinsurance Brokers Pte Limited (Singapore), Stewart Specialty Risk Underwriting Ltd (Canada), XPT Group LLC (USA), ATC Insurance Solutions PTY Limited (Australia), Criterion Underwriting Pte Limited (Singapore), Agri Services Company PTY Limited (Australia), Sage Program Underwriters, Inc. (USA) and CEE Specialty s.r.o (Czech Republic) are as follows:

Name of company	% holding of share capital	Date information available to	Aggregate capital and reserves £	Post tax profit/(loss) for the year £	Principal activity
Agri Services Company PTY Limited	41.00	30.06.24	1,214,831	71,022	Holding company for specialist Australian agricultural Managing General Agency
Asia Reinsurance Brokers Pte Limited	25.00	31.05.24	2,298,607	337,610	Specialist reinsurance broker
ATC Insurance Solutions PTY Limited	25.56	30.06.24	16,677,743	5,329,842	Specialist Australian Managing General Agency
CEE Specialty s.r.o.	44.00	31.12.24	465,361	783,638	Specialist Managing General Agency
Criterion Underwriting Pte Limited ¹	29.40	31.05.20	(445,842)	(32,019)	Specialist Singaporean Managing General Agency
Dempsey Group Limited ²	30.00	–	–	–	Holding company for specialist Managing General Agency
Devonshire UW Topco Limited	30.00	31.12.24	297,076	(2,994)	Specialist Managing General Agency
The Fiducia MGA Company Limited	35.18	31.12.23	345,832	511,692	Specialist UK Marine Cargo Underwriting Agency
LEBC Holdings Limited	61.86	30.09.23	(671,916)	(2,427,586)	Independent financial advisor company
Neutral Bay Investments Limited	49.90	31.03.25	4,241,417	345,204	Investment holding company
New Denison Limited ³	40.00	30.06.24	3	–	Dormant company
Pantheon Specialty Group Limited	37.00	31.12.23	(451,965)	(452,065)	Holding company for specialist insurance broker
Sage Program Underwriters Inc ⁴	30.00	31.12.23	(12,151)	48,267	Specialist Managing General Agency
SRT & Partners Limited ⁵	30.00	–	–	–	Specialist Insurance Broker
Stewart Specialty Risk Underwriting Limited	28.22	31.12.23	6,013,626	3,096,411	Specialist Canadian Casualty Underwriting Agency
Verve Risk Services Limited	35.00	31.12.23	253,290	(177,631)	Specialist Managing General Agency
Volt UW HoldCo Limited ⁶	25.50	–	–	–	Specialist Managing General Agency
XPT Group LLC	28.98	31.12.23	(17,929,386)	(6,089,523)	USA Specialty lines insurance distribution company

1 Recent statutory financial information is not available for Criterion Underwriting Pte Limited as the company is not currently trading.

2 Dempsey Group Limited is a newly incorporated company. Statutory accounts are not available as these are not yet due.

3 New Denison Limited is a newly incorporated company that is not currently trading.

4 Statutory accounts are not available for Sage Program Underwriters, Inc. as these are not required to be filed in the jurisdiction in which the company operates. The financial information included above is therefore based upon management accounts information received for the relevant accounting period.

5 SRT & Partners Limited is a newly incorporated company. Statutory accounts are not available as these are not yet due.

6 Volt UW HoldCo Limited is a newly incorporated company. Statutory accounts are not available as these are not yet due.

Notes to the Consolidated Financial Statements

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12. Investments – Equity Portfolio continued

The Group's 35% equity investment in EC3 Brokers Group Limited has not been listed above as the company went into administration in November 2022 and remained in administration as at 31 January 2025. The Group does not expect to recover any amounts in respect of this investment which has been provided against in full.

The aggregate capital and reserves and profit/(loss) for the year shown above are extracted from the relevant local GAAP accounts of the investee companies.

Company	Shares in group undertakings £'000
At valuation	
At 1 February 2023	158,333
Additions	–
Unrealised gains in this period	32,527
At 31 January 2024	190,860
At 1 February 2024	190,860
Additions	–
Unrealised gains in this period	99,499
At 31 January 2025	290,359
At cost	
At 1 February 2023	2,143
Additions	–
At 31 January 2024	2,143
At 1 February 2024	2,143
Additions	–
At 31 January 2025	2,143

Shares in group undertakings

All group undertakings are registered in England and Wales. The details and results of group undertakings held throughout the year, which are extracted from the UK-adopted international accounting standards accounts of B.P. Marsh & Company Limited, Marsh Insurance Holdings Limited, B.P. Marsh Asset Management Limited, B.P. Marsh (North America) Limited, B.P. Marsh Europe Limited and the UK GAAP accounts for the other companies, are as follows:

Name of company	% holding of share capital	Aggregate capital and reserves at 31 January 2025 £	Profit/(loss) for the year to 31 January 2025 £	Principal activity
B.P. Marsh & Company Limited	100	326,407,884	99,498,802	Consulting services and investment holding company
Marsh Insurance Holdings Limited	100	6,099,974	–	Investment holding company – dormant
B.P. Marsh Asset Management Limited	100	776	–	Dormant
B.P. Marsh (North America) Limited*	100	26,445,716	9,799,626	Investment holding company
B.P. Marsh Europe Limited	100	92,021	92,021	Investment holding company
B.P. Marsh & Co. Trustee Company Limited	100	1,000	–	Dormant
Marsh Development Capital Limited	100	1	–	Dormant
XPT London Limited	100	2	–	Dormant

* At the year end B.P. Marsh (North America) Limited held a 100% economic interest in RHS Midco I LLC, a US registered entity incorporated during the year to 31 January 2018 for the purpose of holding the Group's equity investment in XPT Group LLC. In addition, at the year end B.P. Marsh (North America) Limited also held a 100% economic interest in B.P. Marsh US LLC, a US registered entity, which was incorporated during the year to 31 January 2018. There were no profit or loss transactions in either of these two US registered entities during the current or prior year.

In addition, the Group also controls the B.P. Marsh SIP Trust and the B.P. Marsh Employees' Share Trust (Note 24).

Loans to the subsidiaries of £36,122,975 (2024: £38,382,626) are treated as capital contributions.

Notes to the Consolidated Financial Statements

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13. Cash and Cash Equivalents

Group	2025 £'000	2024 £'000
Cash and cash equivalents comprise:		
Treasury portfolio – current investments	51,693	27,447
Cash and bank balances	22,444	12,988
	74,137	40,435
Treasury portfolio – current investments		
At valuation	2025 £'000	2024 £'000
Market value at 1 February	27,525	11,337
Additions at cost	69,730	64,000
Disposals	(47,930)	(48,430)
Change in value in the year	2,368	618
Market value at 31 January	51,693	27,525
Disclosed as:		
Cash and cash equivalents	51,693	27,447
Investments – treasury portfolio	–	78
Total	51,693	27,525
Investment fund split:		
GAM London Limited	17,268	7,175
Rathbone Investment Management Limited	12,484	10,310
Rothschild & Co Wealth Management UK Limited	21,941	10,040
Total	51,693	27,525

The treasury portfolio comprises of investment funds managed and valued by the Group's investment managers, GAM London Limited, Rathbone Investment Management Limited and Rothschild & Co Wealth Management UK Limited. All investments in securities are included at year end market value.

The initial investment into the funds was made following the realisation of the Group's investment in Summa Insurance Brokerage, S.L. in 2022 and further funds were invested following the sale of Kentro Capital Limited during the year ended 31 January 2024. Further funds have been invested following the sale of Paladin Holdings Limited and Lilley Plummer Holdings Limited during the current year.

The purpose of the funds is to hold (and grow) the Group's surplus cash until such time that suitable investment opportunities arise.

As at 31 January 2025 all amounts held in the funds were non-risk interest bearing deposits (as at 31 January 2024, of the total £27,525,222 held within the funds, only £78,462 was risk bearing, with the remaining funds of £27,446,760 being non-risk interest bearing deposits).

The risk bearing fund values can increase, but also have the potential to fall below the amount initially invested by the Group. However, the performance of each fund is monitored on a regular basis and the appropriate action is taken if there is a prolonged period of poor performance.

Investment management costs of £106,793 (2024: £15,569) were charged to the Consolidated Statement of Comprehensive Income during the period.

14. Realised Gains / (Losses) on Disposal of Equity Investments

The realised gains / (losses) on disposal of investments for the year comprises of a net gain of £17,292,319 (2024: net loss on disposal of investments of £(36,689)).

£3,487,762 of this net gain was in relation to the Group's disposal of its entire 38.63% holding in Paladin Holdings Limited ("Paladin") for initial cash consideration of £44,015,762 (including £1,939,924 received as a post completion working capital adjustment), compared to the attributable fair value of £40,528,000 at 1 February 2024.

As outlined in Note 12, the Group expects to receive deferred contingent consideration based upon Paladin achieving certain EBITDA growth targets. The total carrying value of the Group's investment in Paladin as at 1 February 2024 including the deferred contingent consideration was £49,549,000. On disposal, the fair value attributed to the deferred contingent consideration element of the sale of £9,021,000 was reclassified within the Consolidated Statement of Financial Position from 'Investments – assets held for sale' to a debtor balance included within 'Other receivables'. As at 31 January 2025 the fair value of the deferred contingent consideration was revalued at £14,541,000 resulting in a gain of £5,520,000 which has been recognised within the Consolidated Statement of Comprehensive Income and in Loans and Receivables – Non-current.

£8,281,179 of this net gain was in relation to the Group's disposal of its entire fully diluted 28.4% holding in Lilley Plummer Holdings Limited ("Lilley Plummer") for cash consideration of £21,718,937, compared to the fair value of £13,446,000 at 1 February 2024 and following the release of a provision of £8,242 relating to share consideration due by the Group to a subsidiary company of Lilley Plummer which was not required to be paid.

The disposals of Paladin and Lilley Plummer resulted in a net release of previously unrealised gains to Retained Earnings from the Fair Value Reserve of £62,683,258 (£49,545,500 in respect of Paladin and £13,137,758 in respect of Lilley Plummer) as set out in Note 20.

£3,378 of this net gain was in relation to the receipt of an additional capital distribution from the Group's former investment in Walsingham Holdings Limited ("WHL") following the conclusion of WHL's liquidation process which commenced in February 2022.

The amount included in realised gains on disposal of investments for the year ended 31 January 2024 comprised of a net loss of £(36,689).

£132,000 of this net loss was in respect of the Group's disposal of its entire 40% equity investment in Denison and Partners Limited ("Denison and Partners") for nil cash consideration, compared to the fair value of £132,000 at 1 February 2023. There were no releases of previously unrealised gains or losses to Retained Earnings from the Fair Value Reserve as a result of this disposal in that period as the investment had been held at cost.

The above realised loss arising from the disposal of Denison and Partners was offset by the following realised gains:

A £4,000 realised gain relating to the Group's partial disposal of 250,000 ordinary shares (c.5.9% at the time of divestment) in Paladin Holdings Limited ("Paladin") in that year which were held under a call option arrangement, for consideration of £804,000, compared to the fair value of £800,000 at 1 February 2023.

A £91,311 realised gain relating to an additional capital distribution recognised during that year from the Group's former investment in Summa Insurance Brokerage, S.L. ("Summa") which was sold during the year to 31 January 2022.

There were no releases of previously unrealised gains or losses to Retained Earnings from the Fair Value Reserve as a result of the disposal of Denison and Partners and partial disposal of Paladin in that year as the investments had been held at cost.

Refer to Note 12 for further details relating to the above disposals.

Notes to the Consolidated Financial Statements

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15. Loans and Receivables – Non-Current

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Loans to investee companies (Note 25)	17,254	16,197	–	–
Amounts owed by group undertakings	–	–	1,979	2,948
Other receivables (Note 14)	5,369	–	–	–
	22,623	16,197	1,979	2,948

The amounts owed to the Company by group undertakings are interest free and repayable on demand.

Other receivables of £5,368,859 relates to deferred contingent consideration due in relation to the Group's disposal of its investment in Paladin Holdings Limited, which is expected to be received in 2026 (Notes 12 and 14).

See Note 16 for the provisions against loans to investee companies and Note 25 for terms of the loans.

16. Trade and Other Receivables – Current

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Trade receivables	728	1,040	–	–
Less provision for impairment of receivables	–	–	–	–
	728	1,040	–	–
Loans to investee companies (Note 25)	8,343	12,706	–	–
Other receivables (Note 14)	9,172	1	–	–
Prepayments and accrued income	1,360	1,886	–	–
Amounts owed by group undertakings	–	–	–	1,157
	19,603	15,633	–	1,157

In the current year a provision of £74,354 was made (2024: no provisions were made against loans to investee companies) against a loan provided to Brown & Brown (Europe) Holdco Limited ("Brown and Brown"). The loan of £524,253 was made to Brown and Brown in the prior year in relation to the Group's disposal of its investment in Kentro Capital Limited in October 2023, alongside other major selling shareholders in respect of certain identified indemnities under the Sale and Purchase Agreement. In the current year, following notification of the actual specified claims, against which the £74,354 provision was made, the Group received repayment of the remaining loan balance of £449,899. No further amounts are expected to be recovered in relation to this loan.

A provision of £38,564 previously made against a loan was released during the current year due to repayments being received (2024: a provision of £24,000 previously made against a loan was released during that year due to repayments being received). The total provision as at 31 January 2025 was £69,154 (31 January 2024: £107,718) with a potential of recovery.

Other receivables of £9,172,141 relates to deferred contingent consideration due in relation to the Group's disposal of its investment in Paladin Holdings Limited (Note 12). This amount was received in full after the year end (Note 26).

Included within net trade receivables is a gross amount of £632,050 (2024: £929,989) owed by the Group's participating interests. No provision for bad debts has been made in either the current or prior year.

Trade receivables are provided for based on estimated irrecoverable amounts from the fees and interest charged to investee companies, determined by the Group's management based on prior experience and their assessment of the current economic environment.

Movement in the allowance for doubtful debts:

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Balance at 1 February	–	–	–	–
Movement in allowance recognised in the Statement of Comprehensive Income	–	–	–	–
Balance at 31 January	–	–	–	–

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date.

The Group's net trade receivable balance includes debtors with a carrying amount of £728,476 (2024: £1,039,891), of which £163,068 (2024: £485,086) of debtors are past due at the reporting date for which the Group has not made a provision as all amounts are considered recoverable by the Directors. The Group does not hold any collateral over these balances other than over £369,539 (2024: £244,160) included within the net trade receivables balance relating to loan interest due from investee companies which is secured on the assets of the investee company.

Ageing of past due but not impaired:

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Not past due	565	555	–	–
Past due: 0 – 30 days	7	43	–	–
Past due: 31 – 60 days	3	283	–	–
Past due: more than 60 days	153	159	–	–
	728	1,040	–	–

See Note 25 for terms of the loans and Note 23 for further credit risk information.

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17. Deferred Tax Liabilities – Non-Current

	Group £'000	Company £'000
At 1 February 2023	5,631	–
Tax movement relating to investment revaluation for the year (Note 9)	1,056	–
At 31 January 2024	6,687	–
At 1 February 2024	6,687	–
Tax movement relating to investment revaluation for the year (Note 9)	5,160	–
At 31 January 2025	11,847	–

Finance (No.2) Act 2017 introduced significant changes to the Substantial Shareholding Exemption (“SSE”) rules in Taxation of Chargeable Gains Act 1992 Sch. 7AC which applied to share disposals on or after 1 April 2017. In general terms, the rule changes relaxed the conditions for the Group to qualify for SSE on a share disposal.

New tax legislation was introduced in the US in 2018 which taxes at source gains on disposal of any foreign partnership interests in US limited liability companies (“LLCs”). As such, deferred tax needs to be assessed on any potential net gains from the Group’s investment interests in US LLCs.

Having reviewed the Group’s current investment portfolio, the Directors consider that the Group should benefit from this reform to the SSE rules on all non-US LLC investments. As a result, the Directors anticipate that on a disposal of shares in the Group’s current non-US LLC investments, so long as the shares have been held for 12 months they should qualify for SSE and no tax charge should arise on their disposal.

The requirement for a deferred tax provision is subject to continual assessment of each investment to test whether the SSE conditions continue to be met based upon information that is available to the Group and that there is no change to the accounting treatment in this regard under UK-adopted international accounting standards. It should also be noted that, until the date of the actual disposal, it will not be possible to ascertain if all the SSE conditions are likely to have been met and, moreover, obtaining agreement of the tax position with HM Revenue & Customs may possibly not be forthcoming until several years after the end of a period of accounts.

Having assessed the current US portfolio, the Directors anticipate that there is a requirement to provide for deferred tax in respect of the unrealised gains on investments under the current requirements of UK-adopted international accounting standards as the US LLC investments currently show a net gain. As such, a provision of £11,847,000 has been made as at 31 January 2025 (2024: £6,687,000).

The deferred tax provision of £11,847,000 as at 31 January 2025 (2024: £6,687,000) has been calculated based upon an assessment of the US tax liability arising from the valuations of the Group’s holdings within US LLCs at 31 January 2025, using the US Federal rate of 21% together with US State Tax rates prevailing in the states where the Group’s US LLCs operate, which range between 0% and 10%. Adjustments were then made based upon available allowances and taxable losses. Given the complexity, the Group utilised the services of a specialist US tax advisory firm.

18. Current Liabilities

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Trade and other payables				
Trade payables	92	90	–	–
Other taxation & social security costs	139	142	–	–
Accruals and deferred income	1,942	1,561	–	–
Amounts owed to participating interests	42	50	–	–
Lease liabilities (Note 21)	194	180	–	–
	2,409	2,023	–	–

All of the above liabilities are measured at amortised cost.

19. Called Up Share Capital

	2025 £'000	2024 £'000
Allotted, called up and fully paid		
37,100,000 Ordinary shares of 10p each (2024: 37,288,000)	3,710	3,729
	3,710	3,729

During the year the Company paid a total of £835,267 including commission, in order to repurchase 156,702 ordinary shares at an average price of 532 pence per share (2024: the Company paid a total of £1,052,751, including commission, in order to repurchase 283,480 ordinary shares at an average price of 370 pence per share).

Distributable reserves have been reduced by £835,267 (2024: £1,052,751) as a result.

On 31 October 2024 188,000 ordinary shares in the Company were cancelled. These shares were previously held in Treasury. Following the cancellation, the total number of ordinary shares in issue reduced from 37,288,000 as at 31 January 2024 to 37,100,000 as at 31 January 2025.

As at 31 January 2025 a total of 23,872 ordinary shares were held by the Company in Treasury (31 January 2024: 77,550 ordinary shares were held by the Company in Treasury).

The Treasury shares do not have voting or dividend rights and have therefore been excluded for the purposes of calculating earnings per share and Net Asset Value per share.

The repurchase of the ordinary shares is borne from the Group's commitment to reduce share price discount to Net Asset Value. Prior to 11 June 2024, and in accordance with its Share Buy-Back Policy announcement on 14 November 2023, the Group's policy was to buy back shares when the share price was below 20% of its published Net Asset Value (for up to a maximum aggregate consideration of £500,000).

As outlined in the Group's Share Buy-Back Policy announcement on 11 June 2024, its policy has been, subject to ordinary shares in the Company being available to purchase, to be able to buy small parcels of shares (for up to a maximum aggregate consideration of £1,000,000) at a price representing a discount of at least 15% to the most recently announced diluted Net Asset Value per share and place them into Treasury. On 2 August 2024 this threshold was subsequently upwardly revised to a 10% discount to diluted Net Asset Value per Share.

On 31 October 2024 a further £1,000,000 was added to the Share Buy-Back programme (increasing the aggregate Share Buy-Back budget to £1,164,733 at that time) to allow the Company to continue purchasing small parcels of ordinary shares, where available, in a Net Asset Value accretive way.

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20. Statement of Changes In Equity

Group	Share capital £'000	Share premium account £'000	Fair value reserve £'000	Reverse acquisition reserve £'000	Capital redemption reserve £'000	Capital contribution reserve £'000	Retained earnings £'000	Total £'000
At 1 February 2023	3,747	29,350	106,509	393	7	72	49,459	189,537
Comprehensive income for the year	–	–	42,654	–	–	–	(125)	42,529
Net transfers on disposal of investments (Note 12)	–	–	(36,395)	–	–	–	36,395	–
Dividends paid (Note 7)	–	–	–	–	–	–	(2,028)	(2,028)
Repurchase of Company shares (Note 19)	–	–	–	–	–	–	(1,053)	(1,053)
Cancellation of Company shares (Note 19)	(18)	–	–	–	18	–	–	–
Share based payment arrangements	–	(5)	–	–	–	–	191	186
At 31 January 2024	3,729	29,345	112,768	393	25	72	82,839	229,171
At 1 February 2024	3,729	29,345	112,768	393	25	72	82,839	229,171
Comprehensive income for the year	–	–	85,047	–	–	–	14,452	99,499
Net transfers on disposal of investments (Note 12 and Note 14)	–	–	(62,683)	–	–	–	62,683	–
Dividends paid (Note 7)	–	–	–	–	–	–	(3,964)	(3,964)
Repurchase of Company shares (Note 19)	–	–	–	–	–	–	(835)	(835)
Cancellation of Company shares (Note 19)	(19)	–	–	–	19	–	–	–
Share based payment arrangements	–	11	–	–	–	–	402	413
Amounts received from the Employee Benefit Trust on the sale of shares held under joint ownership (Note 24)	–	–	–	–	–	–	2,126	2,126
At 31 January 2025	3,710	29,356	135,132	393	44	72	157,703	326,410

Company	Share capital £'000	Share premium account £'000	Fair value reserve £'000	Capital redemption reserve £'000	Capital contribution reserve £'000	Retained earnings £'000	Total £'000
At 1 February 2023	3,747	29,350	156,190	7	–	4,427	193,721
Comprehensive income for the year	–	–	32,527	–	–	10,002	42,529
Dividends paid (Note 7)	–	–	–	–	–	(2,028)	(2,028)
Repurchase of Company shares (Note 19)	–	–	–	–	–	(1,053)	(1,053)
Cancellation of Company shares (Note 19)	(18)	–	–	18	–	–	–
Share based payment arrangements	–	(5)	–	–	–	191	186
At 31 January 2024	3,729	29,345	188,717	25	–	11,539	233,355
At 1 February 2024	3,729	29,345	188,717	25	–	11,539	233,355
Comprehensive income for the year	–	–	99,499	–	–	–	99,499
Dividends paid (Note 7)	–	–	–	–	–	(3,964)	(3,964)
Repurchase of Company shares (Note 19)	–	–	–	–	–	(835)	(835)
Cancellation of Company shares (Note 19)	(19)	–	–	19	–	–	–
Share based payment arrangements	–	11	–	–	–	402	413
At 31 January 2025	3,710	29,356	288,216	44	–	7,142	328,468

21. Leases

Group

The Group has applied IFRS 16: Leases (“IFRS 16”) using the retrospective approach. The Group has one lease, that of its main office premises. Information about this lease, for which the Group is a lessee, is presented below.

Right-of-use asset

	Land and Buildings £'000
At 1 February 2023	671
Depreciation charge	(164)
At 31 January 2024	507
At 1 February 2024	507
Depreciation charge	(165)
At 31 January 2025	342

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21. Leases continued

Lease liabilities

The Group was committed to making the following future aggregate minimum payments under its leases:

	2025 Land and Buildings £'000	2024 Land and Buildings £'000
Maturity analysis – contractual undiscounted cash flows:		
Earlier than one year	214	214
Between two and five years	230	444
	444	658
Lease liabilities included in Consolidated Statement of Financial Position at 31 January:	412	596
Maturity analysis:		
Current liabilities (Note 18)	194	180
Non-current liabilities	218	416
	412	596
Amounts recognised in profit or loss:		
	2025 £'000	2024 £'000
Interest on lease liabilities (Note 3)	30	39
Amounts recognised in the Consolidated Statement of Cash Flows:		
	2025 £'000	2024 £'000
Total cash outflow for leases	(214)	(214)

Company

There are no right-of-use assets or associated lease liabilities recognised in the Company's Statement of Financial Position.

22. Loan and Equity Commitments

On 26 June 2020 (as amended on 1 June 2023) the Group entered into an agreement to provide Sage Program Underwriters, Inc. with a loan facility of USD 300,000. As at 31 January 2025 USD 150,000 had been drawn down, leaving a remaining undrawn facility of USD 150,000. Any drawdown is subject to satisfying certain agreed criteria.

On 28 April 2023 the Group entered into an agreement to provide Verve Risk Services Limited with a loan facility of £569,209 which was drawn down in full on completion. On 10 September 2024 the facility was increased by a further £500,000 to £1,069,209 and on 12 September 2024 a further £75,000 was drawn down. As at 31 January 2025 total loans of £644,209 had been drawn down, leaving a remaining undrawn facility of £425,000.

On 21 December 2023 the Group entered into an agreement to provide Dempsey Group Limited with a loan facility of £1,570,000. As at 31 January 2025 £1,250,000 had been drawn down, leaving a remaining undrawn facility of £320,000.

On 27 March 2024 the Group entered into an agreement to provide Devonshire UW Topco Limited with a loan facility of £1,600,000. As at 31 January 2025 £1,490,125 had been drawn down, leaving a remaining undrawn facility of £109,875.

On 11 October 2024 the Group entered into an agreement to provide Volt UW HoldCo Limited with a loan facility of £2,500,000. As at 31 January 2025 £1,200,000 had been drawn down, leaving a remaining undrawn facility of £1,300,000.

Please refer to Note 26 for details of equity payments made together with loan facilities offered and amounts drawn down after the year end.

23. Financial Instruments

The Group's financial instruments comprise loans to participating interests, cash and liquid resources and various other items, such as trade debtors, trade creditors, other debtors and creditors and loans. These arise directly from the Group's operations.

It is, and has been throughout the period under review, the Group's policy that no trading in financial instruments shall be undertaken unless there are economic reasons for doing so, as determined by the Directors.

The main risks arising from the Group's financial instruments are price risk, credit risk, liquidity risk, interest rate risk, currency risk, new investment risk, concentration risk, political risk and ongoing geopolitical events and inflation risk. The Board reviews and agrees policies for managing each of these risks.

Interest rate profile

The Group has cash and cash equivalent balances of £74,137,000 (2024: £40,435,000), which are part of the financing arrangements of the Group. The cash and cash equivalent balances comprise bank current accounts and deposits placed at investment rates of interest, which ranged up to 5.25% p.a. in the period (2024: deposit rates of interest ranged up to 5.25% p.a.). During the year all cash and cash equivalent balances were held in immediate access accounts or on short term deposits of up to 1 month (2024: all cash balances were held in immediate access accounts or on short-term deposits of up to 1 month).

Notes to the Consolidated Financial Statements

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23. Financial Instruments continued

Currency hedging

During the year the Group engaged in two currency hedging transactions of USD 3,075,000 and AUD 600,000 (2024: two currency hedging transactions USD 1,075,000 and AUD 600,000) to mitigate the exchange rate risk for certain foreign currency receivables. These were settled before the year end. A net loss of £102,901 (2024: net gain of £30,049) relating to these hedging transactions was recognised under Exchange Movements within the Consolidated Statement of Comprehensive Income when the transactions were settled. As at the year end the Group had three currency hedging transactions amounting to USD 6,200,000, AUD 600,000 and EUR 244,000 which were entered into on 31 January 2025. The fair values of these hedges are not materially different to the transaction costs.

Financial liabilities

The Company had no borrowings as at 31 January 2025 (2024: no borrowings).

Fair values

The Group has adopted the amendment to IFRS 7 for financial instruments which are measured at fair value at the reporting date. This requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- **Level 1:** Quoted prices unadjusted in active markets for identical assets or liabilities;
- **Level 2:** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, observed either directly as prices or indirectly from prices; and
- **Level 3:** Inputs for the asset or liability that are not based on observable market data.

Unquoted equity instruments are measured in accordance with the IPEVCV Guidelines with reference to the most appropriate information available at the time of measurement. Further information regarding the valuation of unquoted equity instruments can be found in the section 'Investments – equity portfolio' under the Accounting Policies (Note 1).

The following presents the classification of the financial instruments at fair value into the valuation hierarchy at 31 January 2025:

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Assets				
Equity portfolio investments designated as "fair value through profit or loss" assets	–	–	224,095	224,095
	–	–	224,095	224,095

The Group's classification of the financial instruments at fair value into the valuation hierarchy at 31 January 2024 are presented as follows:

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Assets				
Equity portfolio investments designated as "fair value through profit or loss" assets	–	–	165,382	165,382
	–	–	165,382	165,382

Level 3 inputs are sensitive to assumptions made when ascertaining fair value. Setting the valuation policy is the responsibility of the Valuations Committee, which is then reviewed by the Board. The policy is to value investments within the portfolio at fair value by applying a consistent approach and ensuring that the valuation methodology is compliant with the IPEVCV Guidelines. Valuations of the investment portfolio of the Group are performed twice a year, and the half-year valuations are subjected to the same level of scrutiny and approach as the audited final year accounts by the Valuations Committee.

Of assets held at 31 January 2025 classified as Level 3, 82% by value (2024: 41%) were valued using a multiple of earnings and 18% (2024: 59%) were valued using alternative valuation methodologies.

Valuation multiple – the valuation multiple is the main assumption applied to a multiple of earnings based valuation. The multiple is derived from comparable listed companies or relevant market transaction multiples. Companies in the same industry and geography and, where possible, with a similar business model and profile are selected and then adjusted for factors including size, growth potential and relative performance. A discount is applied or a reduced multiple used to reflect that the investment being valued is unquoted. The multiple is then applied to the earnings, which may be adjusted to eliminate one-off revenues or costs to better reflect the ongoing position, or to adjust for any minority interests. The resulting value is the enterprise value of the investment, after which certain adjustments are made to calculate the equity value. These adjustments may include debt, working capital requirements, regulatory capital requirements, deferred consideration payable, or anything that could be dilutive which is quantifiable. The Group's investment valuation is then derived from this based upon its shareholding.

The weighted average post discount EBITDA earnings multiple used (based on the valuations derived) when valuing the portfolio at 31 January 2025 was 13.2x (2024: 11.4x).

If the multiple used to value each unquoted investment valued on an earnings basis as at 31 January 2025 moved by 10%, this would have an impact on the investment portfolio of £21.2m (2024: £8.5m) or 9.4% (2024: 5.1%).

Alternative valuation methodologies – there are a number of alternative investment valuation methodologies used by the Group, for reasons for specific types of investment. These may include valuing on the basis of an imminent sale where a price has been agreed but the transaction has not yet completed, using a discounted cash flow model, at cost, using specific industry metrics which are common to that industry and comparable market transactions have occurred, and a multiple of revenues where the investments are not yet profitable.

At 31 January 2025 the proportion of the investment portfolio that was valued using these techniques were: 13% using industry metric (2024: 27%), 4% using forecast cash flow (2024: 32%) and 1% at cost (2024: 0.02%).

If the value of all the investments valued under alternative methodologies moved by 10%, this would have an impact on the investment portfolio of £2.7m (2024: £4.2m) or 1.2% (2024: 2.6%).

Notes to the Consolidated Financial Statements

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24. Share Based Payment Arrangements

Joint Share Ownership Plan

During the year to 31 January 2019, B.P. Marsh & Partners Plc entered into joint share ownership agreements (“JSOAs”) with certain employees and Directors.

On 12 June 2018 1,461,302 new 10p Ordinary shares in the Company were issued and transferred into joint beneficial ownership for 12 employees (including 4 Directors) under the terms of joint share ownership agreements. No consideration was paid by the employees for their interests in the jointly-owned shares.

The new Ordinary shares were issued into the name of RBC cees Trustee Limited (“the Trustee”) as trustee of the B.P. Marsh Employees’ Share Trust (“the Employee Benefit Trust”) at a subscription price of 281 pence per share, being the mid-market closing price on 12 June 2018. Following the acquisition of the Trustee by JTC Plc on 10 December 2020, the Trustee has since been rebranded to JTC Employer Solutions Trustee Limited.

The jointly-owned shares are beneficially owned by (i) each of the 7 currently participating employees (including former employees) and (ii) the trustee of the Employee Benefit Trust upon and subject to the terms of the JSOAs entered into between the participating employee, the Company and the Trustee.

Under the terms of the JSOAs, the employees and Directors are entitled to receive on vesting the growth in value of the shares above a threshold price of 281 pence per share (market value at the date of grant) plus an annual carrying charge of 3.75% per annum (simple interest) to the market value at the date of grant to the date of vesting. The Employee Benefit Trust retains the carrying cost, with 281 pence per share due back to the Company.

On 12 June 2021 (the “vesting date”) the performance criteria were met, after which the members of the scheme became joint beneficial owners of the shares and therefore became entitled to any gain on sale of the shares in excess of 312.6 pence per share. Alternatively, the participant and the Trustee may exchange their respective interests in the jointly-owned shares such that each becomes the sole owner of a number of Ordinary shares of equal value to their joint interests.

There were 254,414 shares where the performance criteria was not met on the vesting date that had been forfeited by departing employees and which remained unallocated within the Employee Benefit Trust as at 31 January 2022.

During the year to 31 January 2023, 18,155 of the 254,414 unallocated shares within the Employee Benefit Trust were transferred to the B.P. Marsh SIP Trust (“SIP Trust”) to be used as part of the 22-23 SIP awards made in April 2022. Following this transfer and as at 31 January 2024 there were 1,443,147 shares held within the Employee Benefit Trust, of which there were 236,259 shares where the performance criteria was not met on the vesting date and which remained unallocated. The Employee Benefit Trust remains the owner of these unallocated shares and they do not have dividend and voting rights attached.

On 26 October 2023 following the removal of a dividend waiver and block on voting rights on the 1,206,888 allocated ordinary shares held by the Employee Benefit Trust, these ordinary shares became eligible for dividend and voting rights and therefore became fully dilutive for the Group.

Provided that the shares are eventually sold from the Employee Benefit Trust for at least 284.5 pence per share on average, the Group would be entitled to receive £4,106,259 in total.

During the year 681,648 of the shares held within the Employee Benefit Trust were sold, including 239,400 shares jointly-owned by 3 Executive Directors of the Company (of which 74,850 shares were sold by an Executive Director who departed during the year). As at 31 January 2025 761,499 shares remained within the Employee Benefit Trust, of which 236,259 were unallocated.

Of the £4,106,259 receivable by the Group in total, £2,126,259 was received during the year, leaving a balance outstanding of £1,980,000. As such, provided that the remaining shares are eventually sold from the Employee Benefit Trust for at least 260.0p/share on average, the Group will receive this balance in full.

Share Incentive Plan

During the year to 31 January 2017 the Group established an HMRC approved Share Incentive Plan ("SIP").

During the year a total of 22,380 ordinary shares in the Company, which were held in Treasury as at 31 January 2024 (2024: 32,780 ordinary shares in the Company, of which 4,850 were held in Treasury as at 31 January 2023 and 27,930 were bought back into Treasury during that year) were transferred to the B.P. Marsh SIP Trust ("SIP Trust"). As a result, a total of 22,380 ordinary shares in the Company were available for allocation to the participants of the SIP (2024: 32,780 ordinary shares were available for allocation).

On 11 April 2024, a total of 12 eligible employees (including 3 Executive Directors of the Company) applied for the 24-25 SIP and were each granted 746 ordinary shares ("24-25 Free Shares"), representing approximately £3,600 at the price of issue.

Additionally, on the same date, all eligible employees were also invited to take up the opportunity to acquire up to £1,800 worth of ordinary shares ("Partnership Shares"). For every Partnership Share that an employee acquired, the SIP Trust offered two ordinary shares in the Company ("Matching Shares") up to a total of £3,600 worth of shares. All 12 eligible employees (including 3 Executive Directors of the Company) took up the offer and acquired the full £1,800 worth of Partnership Shares (373 ordinary shares) and were therefore awarded 746 Matching Shares.

The 24-25 Free and Matching Shares are subject to a 1 year forfeiture period.

A total of 22,380 (2024: 32,780) Free, Matching and Partnership Shares were granted to the 12 (2024: 11) eligible employees during the year, including 5,595 (2024: 8,940) granted to 3 (2024: 3) Executive Directors of the Company.

86,150 ordinary shares were withdrawn from the SIP Trust during the year due to the departure of three employees, including 33,024 ordinary shares withdrawn by a departing Executive Director of the Company (2024: No withdrawals).

As at 31 January 2025, and after adjusting for a total of 106,101 ordinary shares withdrawn from the SIP Trust by employees on departure and 11,318 ordinary shares forfeited on departure (since inception), a total of 228,537 Free, Matching and Partnership Shares had been granted to 11 eligible employees under the SIP, including 101,787 granted to 3 Executive Directors of the Company.

£85,780 of the IFRS 2 charges (2024: £77,492) associated with the award of the SIP shares to 12 (2024: 11) eligible Directors and employees of the Company has been recognised in the Statement of Comprehensive Income as employment expenses (Note 5).

The results of the SIP Trust have been fully consolidated within these financial statements on the basis that the SIP Trust is effectively controlled by the Company.

Notes to the Consolidated Financial Statements

continued

24. Share Based Payment Arrangements continued

Share Option Plan

On 6 September 2023 the Group established a new employee Share Option Plan (“SOP”).

On 17 October 2023 Share Options (“Options”) over 1,682,500 ordinary shares of 10p each in the Company, in aggregate, were granted to 12 employees, including 3 Executive Directors of the Company.

The total number of Options available for allocation amounted to 1,685,970, which represented 4.5% of the Company’s total ordinary shares in issue at the time the SOP was adopted. 3,470 Options remained unallocated as at 31 January 2025.

Each of the Options will vest, on a ratchet basis, subject to certain Net Asset Value growth targets being achieved for the three consecutive financial years ending 31 January 2024, 31 January 2025 and 31 January 2026 (“Performance Period”). The first exercise date is 6 September 2026 whereby 50% of vested Options will be exercisable at 10p per share, with the remaining 50% exercisable at 10p per share from 6 September 2027.

The number of Options which vest will vary depending on the level of Net Asset Value growth achieved, subject to the growth performance criteria as set out below, alongside the percentage of Options that will vest at each value:

Compounded annual growth of Net Asset Value over the Performance Period	% vesting of Options
Less than 8.5%	0%
Between 8.5% and less than 9.25%	25%
Between 9.25% and less than 10%	50%
10% or above	100%

For these purposes, Net Asset Value is defined as “audited Total Assets less Total Liabilities for the consolidated Group plus any dividends or other form of shareholder return that are paid in the relevant Financial Year”.

Therefore, for all Options to vest, the Net Asset Value (as defined above) would need to exceed £252.2m, adjusted for any shareholder distributions.

The details of the arrangements are described in the following table:

Nature of the arrangement	Share options
Form of option	Asian options
Type of option	Nominal-cost option
Date of grant	17 October 2023
Number of instruments granted	1,682,500
Exercise price (pence)	10.00
Share price (market value) at grant (pence)	354.22
Vesting period (years)	3 years
Vesting conditions	<p>The recipient must remain an employee throughout the vesting period. The awards vest after 3 years or earlier resulting from either:</p> <ul style="list-style-type: none"> a) a change of control resulting from a person, or another company, obtaining control of the Company either (i) as a result of a making a General Offer; (ii) pursuant to a court sanctioned Compromise or Scheme of Arrangement; or (iii) in consequence of a Compulsory Acquisition; or b) a person or another company becoming bound or entitled to acquire shares in the Company pursuant to sections 974 to 991 of the Companies Act 2006; or c) a winding up. <p>In such circumstances, an Option may be exercised at any time during the period of six months following the date of the event. Any Option not exercised within this period shall lapse immediately upon the expiry of the six-month period.</p> <p>If a Participant ceases to be a Group Employee before the Vesting Date by reason of being a Good Leaver, the Pro-rated Portion of their Option shall be capable of vesting on the Cessation Date.</p> <p>If a Participant ceases to be a Group Employee by reason of being a Good Leaver after the Vesting Date but before the Exercise Date the Participant shall be entitled to exercise the vested Shares of such a vested Option at any time after the Exercise Date.</p>
Performance period	The three consecutive financial years beginning 1 February 2023 (i.e. the three periods ending on 31 January 2026)
Net Asset Value at which Options vest	<p>10% compound annual growth over the Performance Period, or an Net Asset Value threshold of £252.2m, adjusted for any shareholder distributions, with the percentage of Options vesting as follows:</p> <p>Compound Annual Growth achieved:</p> <ul style="list-style-type: none"> • Less than 8.5%: 0% vest • Between 8.5% and less than 9.25%: 25% vest • Between 9.25% and less than 10%: 50% vest • 10% or above: 100% vest
Exercise period	50% of the vested options may be exercised immediately after the end of the Performance Period or 6 September 2026 (whichever is the latter) with the remaining 50% being capable of exercise after 6 September 2027
Expected volatility	19% annual volatility
Risk free rate	5%
Expected annual dividends (pence)	2.78
Settlement	Cash settled on sale of shares
% expected to vest (based upon leavers)	80%
Number expected to vest	1,346,000
Valuation model	Monte Carlo techniques using the assumptions of Geometric Brownian Motion
Fair value per granted instrument (pence)	75.24
Charge for year ended 31 January 2025	£305,924

£305,924 of the IFRS 2 charges (2024: £89,437) associated with the grant of the SOP options to 12 (2024: 12) eligible Directors and employees of the Company has been recognised in the Statement of Comprehensive Income as employment expenses.

Since the year end, and as announced on 27 March 2025, 490,000 Options have been granted following the lapse of 490,000 Options due to departing employees, 200,000 of which had previously been granted to a former Executive Director (as announced on 15 November 2023). These Options have been reallocated to the 11 currently eligible employees under the scheme, including 3 Executive Directors of the Company.

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25. Related Party Disclosures

The following loans owed by the investee companies (including their subsidiaries and other related entities, and including loans to management where indicated) of the Company and its subsidiaries were outstanding at the year end:

	2025 £'000	2024 £'000
Alchemy Underwriting Limited	6,000,000	6,000,000
Dempsey Group Limited	1,250,000	500,000
The Fiducia MGA Company Limited	999,000	1,481,000
LEBC Holdings Limited	–	3,300,000
Paladin Holdings Limited	–	5,900,500
Pantheon Specialty Group Limited	–	4,536,000
Pantheon Specialty Limited (formerly Denison and Partners Limited)	670,000	670,000
Verve Risk Services Limited	644,209	569,209
Devonshire UW Limited	1,490,125	–
Volt UW Limited	1,200,000	–
SRT & Partners Limited	2,350,000	–
	AUD	AUD
Agri Services Company PTY Limited	1,200,000	1,200,000
	USD	USD
XPT Group LLC (including management loans)	12,287,675	6,000,000
Sage Program Underwriters, Inc.	150,000	150,000
	SGD	SGD
Criterion Underwriting Pte Limited	120,000	120,000
	EUR	EUR
CEE Specialty s.r.o. (including management loans)	487,860	–

The loans are typically secured on the assets of the investee companies and an appropriate interest rate is charged based upon the risk profile of that company.

In the current year a provision of £74,354 was made against a loan provided to Brown & Brown (Europe) Holdco Limited (“Brown and Brown”). The loan of £524,253 was made to Brown and Brown in the prior year in relation to the Group’s disposal of its investment in Kentro Capital Limited in October 2023, alongside other major selling shareholders in respect of certain identified indemnities under the Sale and Purchase Agreement. In the current year, following notification of the actual specified claims, against which the £74,354 provision was made, the Group received repayment of the remaining loan balance of £449,899. No further amounts are expected to be recovered in relation to this loan.

The loans of £425,831 to Bastion Reinsurance Brokerage (PTY) Limited (2024: £425,831), £665,000 to Bulwark Investment Holdings (PTY) Limited (2024: £665,000) and £1,450,778 to Property and Liability Underwriting Managers (PTY) Limited (2024: £1,450,778) have been written off as these businesses are in the process of being dissolved with no expectation of recovery.

Income receivable, consisting of consultancy fees, interest on loans and dividends recognised in the Consolidated Statement of Comprehensive Income in respect of the investee companies (including their subsidiaries and other related entities) of the Company and its subsidiaries for the year were as follows:

	2025 £'000	2024 £'000
Agri Services Company PTY Limited	171,802	190,685
Alchemy Underwriting Limited	738,904	254,110
Asia Reinsurance Brokers Pte Limited	–	17,702
ATC Insurance Solutions PTY Limited	595,207	457,722
Brown & Brown (Europe) Holdco Limited	35,445	5,399
CEE Specialty s.r.o.	93,292	–
Dempsey Group Limited	119,936	87,505
Devonshire UW Topco Limited	209,677	–
The Fiducia MGA Company Limited	145,686	192,946
Kentro Capital Limited	–	637,709
LEBC Holdings Limited	598,129	854,337
Lilley Plummer Holdings Limited	669,919	441,643
Neutral Bay Investments Limited	122,394	118,508
Paladin Holdings Limited	141,357	1,208,851
Pantheon Specialty Group Limited	1,299,372	180,292
Pantheon Specialty Limited (formerly Denison and Partners Limited)	78,120	85,926
Sage Program Underwriters, Inc.	51,915	51,813
SRT & Partners Limited	119,260	–
Stewart Specialty Risk Underwriting Limited	691,862	674,610
Verve Risk Services Limited	116,461	132,166
Volt UW HoldCo Limited	123,541	–
XPT Group LLC	1,603,424	1,828,713

In addition, the Group made management charges of £41,000 (2024: £39,000) to the Marsh Christian Trust (“the Trust”), a grant making charitable Trust, of which Brian Marsh, the Executive Chairman and a significant shareholder of the Company, is also the Trustee and Settlor.

The Group also made management charges of £9,600 (2024: £8,000) to Brian Marsh Enterprises Limited (“BME”). Brian Marsh, the Chairman and a significant shareholder of the Company is also the Chairman and majority shareholder of BME.

All the above transactions were conducted on an arms-length basis.

Of the total dividend payments made during the year of £3,963,981, £1,571,327 was paid to the Directors or parties related to them (2024: total dividend payments of £2,028,206, of which £857,193 was paid to the Directors or parties related to them).

Notes to the Consolidated Financial Statements

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26. Events After the Reporting Date

Group

On 19 March 2025 the Group provided Pantheon Specialty Group Limited (“Pantheon”) with further loan funding of £1,000,000. As at 31 January 2025 no loans were outstanding to the Group from Pantheon, and following the aforementioned draw down total loans stand at £1,000,000 at the date of this report.

As at 31 January 2025 the Group had provided loans of £1,200,000 from a total loan facility of £2,500,000 to Volt UW HoldCo Limited. On 20 March 2025 a further £300,000 was drawn down. Total loans stand at £1,500,000, with a remaining undrawn facility of £1,000,000 at the date of this report.

On 27 March 2025 490,000 Options were granted under the Group’s Share Option Plan (“SOP”) following the lapse of 490,000 Options due to departing employees, 200,000 of which had previously been granted to a former Executive Director (as announced on 15 November 2023). These Options have been reallocated to the 11 currently eligible employees under the scheme, including 3 Executive Directors of the Company.

On 16 April 2025 the Group received further consideration of £9,172,141 from the disposal of its investment in Paladin Holdings Limited (“Paladin”) to Specialist Risk Group Limited which completed on 22 March 2024. The payment represents the first tranche of deferred contingent consideration due to the Group which is based upon Paladin achieving 20% EBITDA growth targets above its actual adjusted EBITDA for 2023 in respect of its 2024 financial year and brings the total consideration received by the Group to £53,187,903 at the date of this report. As outlined in Note 12, the Group will be entitled to receive further deferred contingent consideration if this growth target is also achieved in respect of Paladin’s 2025 financial year, payable in 2026. There is also the possibility for the Group to receive further consideration in FY25 should Paladin outperform these growth targets.

On 17 April 2025, the Group announced a new Share Buy-back Programme, replacing the policy previously announced on 11 June 2024 (and subsequently updated on 2 August 2024 and 31 October 2024). The Group has entered into an irrevocable commitment with Singer Capital Markets to manage the Programme through a non-discretionary programme, repurchasing the Company’s Ordinary Shares on its behalf, for up to a maximum aggregate consideration of £2,000,000 (previously £1,000,000), and within certain defined parameters. Singer Capital Markets will make trading decisions in relation to the buyback of Ordinary Shares independently of the Company within the programme terms and will therefore have the ability to trade during close periods. Share repurchases will take place in open market transactions and may be made from time to time depending on market conditions, share price, trading volume and other terms. The maximum price paid per Ordinary Share will be no more than the higher of (a) 5% (previously 10%) above the average middle market quotations for an Ordinary Share (as derived from the AIM Appendix to the London Stock Exchange Daily Official List) for the five business days immediately prior to the day the purchase is made and (b) the higher of the price of the last independent trade and the highest current independent purchase bid for Ordinary Shares on the trading venue where the purchase is carried out. At a General Meeting held on 2 June 2025, shareholders approved the renewal of the Company’s general authority to purchase a maximum of 10% of the Company’s issued ordinary share capital. Shareholders also authorised the Company to make such purchases without triggering a mandatory offer obligation on the Brian Marsh Concert Party, provided that the resultant shareholding of the Brian Marsh Concert Party does not exceed 42.5% of the ordinary shares in issue (excluding any held in treasury).

On 23 April 2025 the Group acquired an 8% equity stake in iO Finance Partners Topco Limited (“iO Partners”), via a mixture of preferred and ordinary shares, for consideration of £10,000,000. iO Partners is a buy-and-build opportunity within the alternative financing market, intending to bring together a diverse group of alternative finance providers to support and grow the UK economy and SME market.

On 9 May 2025, following a successful Secondary Share Placing, new investors became shareholders in the Company through a two-stage secondary share acquisition, as existing investors increased their holdings and new investors became shareholders via transactions facilitated by the sale of shares by PSC UK Pty Limited, a subsidiary of The Ardonagh Group Limited. 1,936,881 ordinary shares, representing approximately 5.2% of the Company’s issued share capital, were successfully placed with institutional investors at a price of 630p per share, totalling £12,202,350. Following strong residual demand, a further 1,822,183 shares (approximately 4.9% of issued capital) were sold to a single institutional investor, Wellington Management Group LLP. The Group did not receive any of the £23,682,103 gross proceeds from the transactions.

On 30 May 2025 the Group completed the disposal of its c. 19.7% investment in Sterling Insurance PTY Limited (“Sterling”), held via a 49.9% equity holding in Neutral Bay Investments Limited. Sterling was acquired by ATC Insurance Solutions PTY Limited (“ATC”), in which the Group is also a shareholder. Under the terms of the transaction ATC has acquired 100% of Sterling and the Group’s consideration for the sale of AUD 6,542,481 (c.£3.1m) will be received in shares in ATC. The expected consideration to be received (subject to foreign exchange translation) is in line with the Group’s carrying value of Sterling at 31 January 2025. Following receipt of the consideration, the Group’s shareholding in ATC will increase from 25.56% as at 31 January 2025 to 27.0%.

On 4 June 2025 the Group acquired a 49% equity stake in Amiga Specialty Holdings Limited (“Amiga”) for a nominal consideration of £49. Amiga is a start-up entity which is looking to build an international specialty underwriting agency, with a diverse portfolio of specialty products across key international markets, both organically and via a targeted M&A strategy. The Group also provided Amiga with a loan facility of up to £10,000,000, of which £500,000 was drawn down on completion, with a remaining undrawn facility of £9,500,000 at the date of this report.

On 5 June 2025, LEBC Holdings Limited (“LEBC”), an investee company of the Group, received the first tranche of deferred contingent consideration due over a three year earn-out period in respect of the sale of 100% of Aspira Corporate Solutions Limited (“Aspira”), a wholly-owned subsidiary of LEBC, to Titan Wealth Holdings Limited which completed in April 2024. The Group is expecting to receive its pro-rata share of the deferred contingent consideration of c. £5,900,000 once onward distribution of the proceeds has been finalised by LEBC. Further proceeds are expected to be received by the Group in 2026 and 2027 and as part of the first payment, all future performance criteria required for the payment of the remaining two deferred consideration payments have been removed.

Company

On 30 May 2025 the Company’s subsidiary undertaking, B.P. Marsh & Company Limited, paid a dividend of £16,500,599 (6.549 pence per share) to the Company. This distribution was made in order to provide the Company with sufficient aggregate distributable reserves to allow for the payment of future dividends and to undertake share buy-backs.

Notes to the Consolidated Financial Statements

continued

27. Financial Risk Management

A review of the Group's objectives, policies and processes for managing and monitoring risk is set out in the Financial Risk Management section of the Group Strategic Report on pages 52 to 55.

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context.

The Group's operations expose it to a variety of financial risks. The Group manages the risk to limit the adverse effects on the financial performance of the Group by monitoring those risks and acting accordingly.

The monitoring of the financial risk management is the responsibility of the Board. The policies of the Board of Directors are implemented by the Group's various internal departments under specific guidelines.

The Group is a selective investor and each investment is subject to an individual risk assessment through an investment approval process. The Group's Investment Committee is part of the overall risk management framework. The risk management processes of the Company are aligned with those of the Group and both the Group and the Company share the same financial risks.

Price risk

The Group is exposed to private equity securities price risk as it invests in unquoted companies. The Group manages the risk by ensuring that a Director of the Group is appointed to the board of each investee company. In this capacity, the appointed Director can advise the Group's Board of the investee companies' activities and prompt action can be taken to protect the value of the investment. Monthly management reports are required to be prepared by investee companies for the review of the appointed Director and for reporting to the Group Board.

A 10% change in the fair value of those investments would have the following direct impact on the Consolidated Statement of Comprehensive Income:

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Fair value of investments – equity portfolio	224,095	165,382	290,359	190,860
Impact of a 10% change in fair value on Consolidated Statement of Comprehensive Income	22,410	16,538	29,036	19,086

Credit risk

The Group is subject to credit risk on its unquoted investments, cash and deposits. The maximum exposure is the amount stated in the Consolidated Statement of Financial Position.

The credit quality of unquoted investments, which are held at fair value and include debt and equity elements, is based on the financial performance of the individual portfolio companies. The credit risk relating to these assets is based on their enterprise value and is reflected through fair value movements.

The Group is exposed to the risk of default on the loans it has made available to investee companies. The loans rank in preference to the equity shareholding and the majority are secured by a charge over the assets of the investment. The Group manages the risk by ensuring that there is a Director of the Group appointed to the board of each of its investee companies. In this capacity, the appointed Director can advise the Group's board of investee companies' activities and prompt action can be taken to protect the value of the loan, such that the Directors believe the credit risk to the Group is adequately managed. When a loan is assessed to be likely to be in default then the Group will review the probability of recoverability, and if necessary, make a provision for any amount considered irrecoverable.

The Group's cash is held with a variety of different counterparties with 100% (2024: 100%) held with A rated institutions.

Liquidity risk

The Group invests in unquoted early stage companies. The timing of the realisation of these investments can be difficult to estimate. The Directors assess and review the Group's liquidity position and funding requirements on a regular basis and this is an agenda item for its Board meetings. A key objective is to ensure that the income from the portfolio covers operating expenses such that funds available for investment are not used for working capital. The Group regularly reviews the cash flow forecast to ensure that it has the ability to meet commitments as they fall due and to manage its working capital. The Board considers that the Group has sufficient liquidity to manage current commitments.

As at 31 January 2025 the Group had no borrowings (31 January 2024: no borrowings).

Interest rate risk

Interest rate risk arises from changes in the interest receivable on cash and deposits, on loans issued to investment companies and on certain preferred dividend mechanisms linked to an interest rate. In addition, the risk arises on any borrowings with a variable interest rate. At 31 January 2025, the Group did not have any interest bearing liabilities but did have interest bearing assets. The majority of loans provided by the Group are subject to a minimum interest rate to protect the Group from a period of low interest rates, and also a hurdle rate linked to the UK Base Rate.

An increase of 100 basis points, based upon the Group's closing balance sheet position of its interest bearing assets, excluding any future contractual loan repayments and loan balances provided against at the year end, over a 12-month period, would lead to an approximate increase in total comprehensive income of £270,000 for the Group (2024: £281,000 increase).

Currency risk

The Group currently has substantial exposure to foreign investment and derives income outside the UK. As such some of the Group's income and assets are subject to movement in foreign currencies which will affect the Consolidated Statement of Comprehensive Income in accordance with the Group's accounting policy. The Board monitors the movements and manages the risk accordingly.

At 31 January 2025, 65% of the Group's net assets were sterling denominated (2024: 66%). The Group's general policy remains not to hedge its foreign currency denominated investment portfolio.

Notes to the Consolidated Financial Statements

continued

27. Financial Risk Management continued

The Group's net assets in US Dollar, Australian Dollar, Euro and all other currencies combined are shown in the table below. The sensitivity analysis has been undertaken based upon the sensitivity of the Group's net assets to movements in foreign currency exchange rates, assuming a 10% movement in exchange rates against sterling. The sensitivity of the Company to foreign exchange risk is not materially different from the Group.

As at 31 January 2025	Sterling £'000	Australian dollar £'000	US dollar £'000	Euro £'000	Other £'000	Total £'000
Net assets	212,004	37,171	60,205	2,760	14,270	326,410

Sensitivity analysis

Assuming a 10% movement of exchange rates against sterling

Impact on net assets	N/A	(3,352)	(5,132)	(19)	(1,297)	(9,800)
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As at 31 January 2024	Sterling £'000	Australian dollar £'000	US dollar £'000	Euro £'000	Other £'000	Total £'000
Net assets	152,386	25,540	39,375	–	11,870	229,171

Sensitivity analysis

Assuming a 10% movement of exchange rates against sterling

Impact on net assets	N/A	(2,294)	(3,363)	–	(1,079)	(6,736)
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New investment risk

An inherent risk of realising an investment is the loss of a performing asset and a potential lack of suitable new investments to replace the lost income and capital growth. Prior to reinvestment, returns on cash can be significantly lower, which may reduce underlying profitability on a short-term basis until funds are reinvested. The Group has an active Investment Department which continues to receive a strong pipeline of new investment opportunities. In addition, there is often potential for further investment within the Group's existing portfolio.

Concentration risk

Although the Group only invests in financial service businesses, and specifically insurance intermediaries, the Group has a wealth of experience in this specific sector. It seeks to manage concentration risk by making investments across a variety of geographic areas, development stages of business and classes of product. Quantitative data regarding the concentration risk of the portfolio across geographies can be found in the Segmental Reporting analysis in Note 2.

Political risk

As a UK domiciled business with overseas investments, the Group is exposed to the risks associated with changes in UK foreign policy and overseas political regimes. The Board is continually assessing the impact of these on the Group and its underlying investments, however the direct impact on the Group's investment portfolio of these has not been material to date. It remains the Group's intention to continue to invest into the international financial services market. As outlined under 'Currency risk' above, the Group continues to monitor the movements in its foreign currency denominated income and assets and manages this risk accordingly.

Ongoing geopolitical events and inflation risk

The Group is exposed to the risks associated with the ongoing geopolitical events. The Board continually assesses the potential impact of such events and the potential impact on the Group and its underlying investments. Whilst the Group may not have any direct investments in the affected regions, the impact on the wider global economy and associated disruption to capital markets, foreign exchange volatility, price inflation and supply chain issues could affect both the Group's operations and those of its investment portfolio, which could, in turn, impact the future performance of the Group.

The Board is continually assessing the wider economic impact of such events on the Group and its investment portfolio and whilst there has been price inflation which has led to interest rate increases, and volatility within foreign exchange currency rates, certain investments within the Group's portfolio have seen premium rate increases and thus increased commission. Therefore at the current time the Group does not consider these events and inflation to have had a material impact upon the Group.

28. Ultimate Controlling Party

The Directors consider there to be no ultimate controlling party.

Company Information

Directors

Brian Marsh OBE (*Chairman*)
Alice Foulk (*Managing Director*)
Daniel Topping (*Chief Investment Officer*)
Francesca Chappell (*Chief Finance Officer*)
Pankaj Lakhani (*Non-Executive Director*)
Nicholas Carter (*Non-Executive Director*)

Company Secretary

Ruth Pearson

Company Number

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Joint Corporate Broker

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