

2025

Powering on

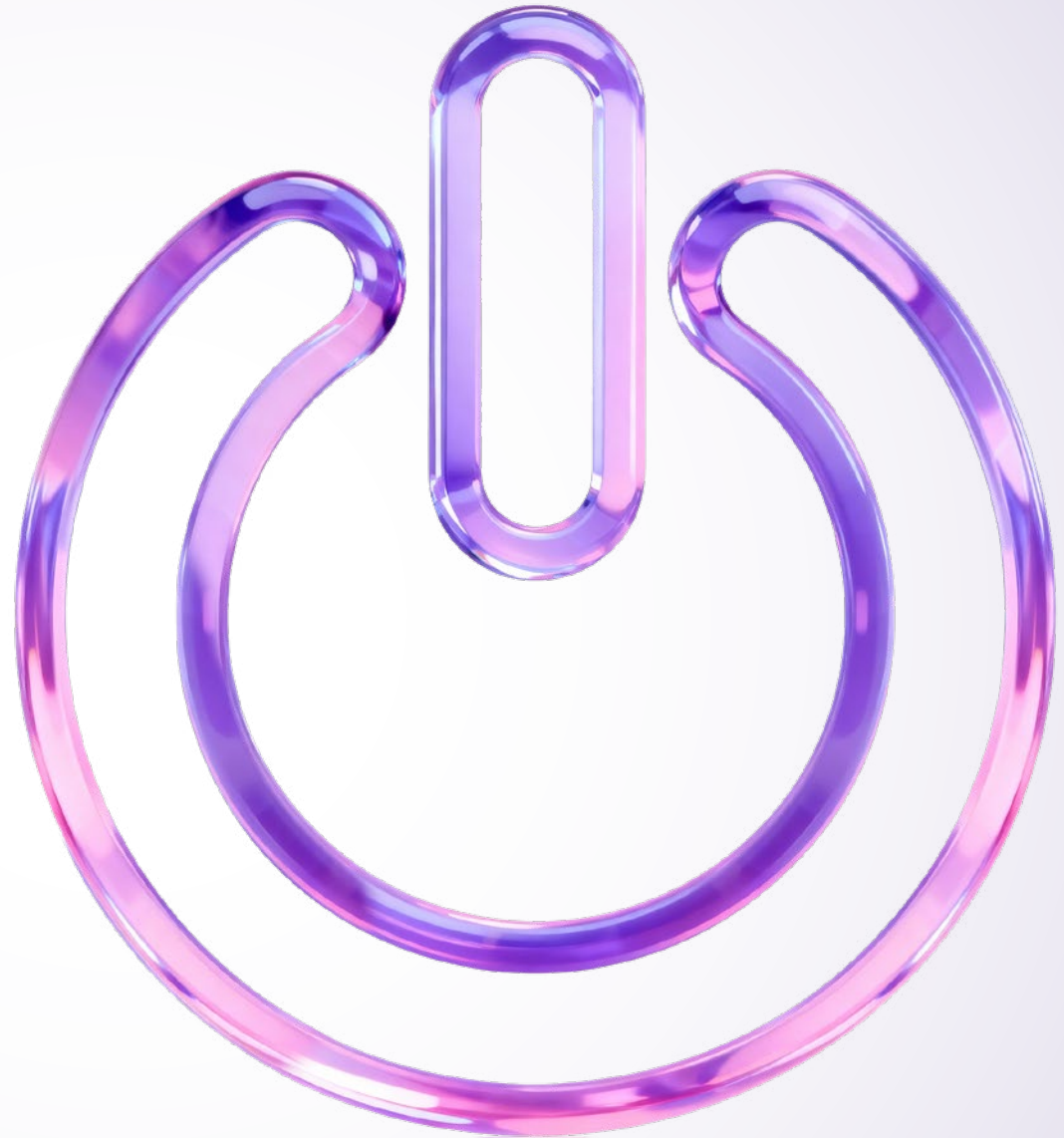
# Powering on

S4Capital and our global agency brand, Monks, is a new-age/new-era digital advertising, marketing and technology services company, operating in the fastest-growing segment of the advertising and marketing services market.

We are a unified, purely digital business, which disrupts analogue models by embracing marketing services and technology services.

We work with global, multinational, regional and local clients and for millennial-driven influencer brands in a 24-7 environment.

We are dedicated to reducing global warming through our net zero by 2040 pledge and providing for Monks and their dependents.



Read more at  
[s4capital.com](https://s4capital.com)  
[monks.com](https://monks.com)

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Pages 60 to 65 also form part of the Strategic Report



AI 6?

Our world in 2026



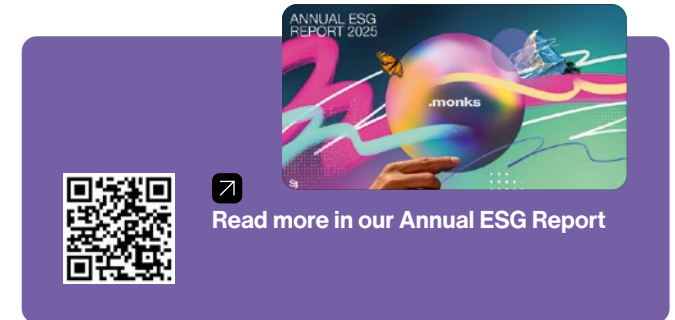
How far can AI take us? Will 2026 be an accelerator year? Sir Martin Sorrell and fellow Monks have some answers.

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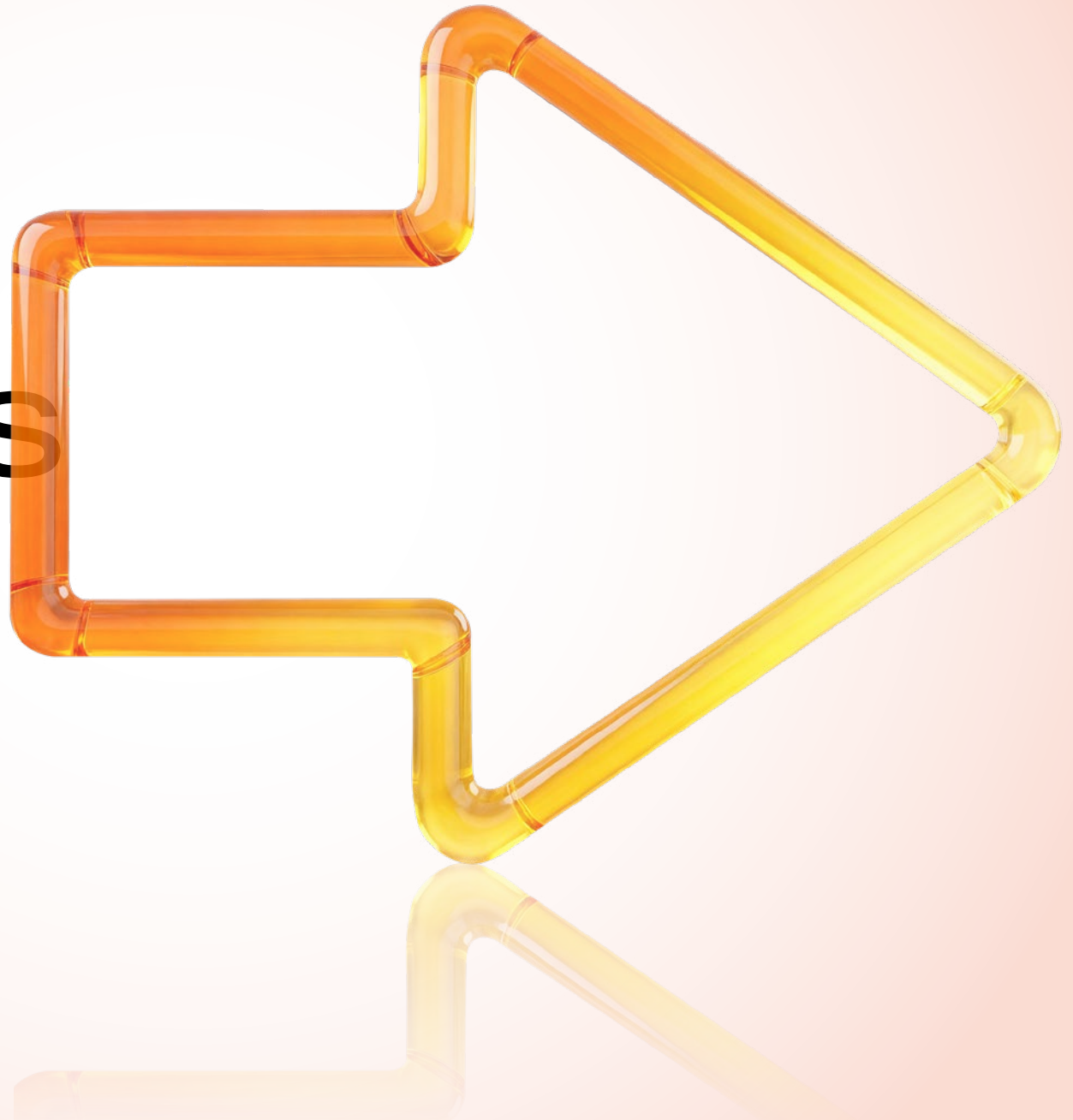
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# 1 Our business



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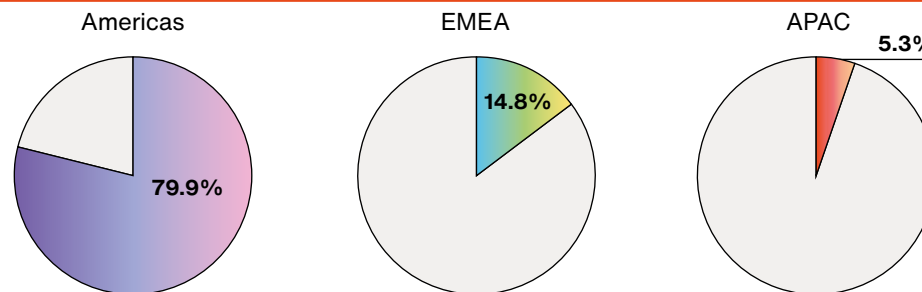
# Worldwide presence

## We're always on

A global communications business for the new marketing age. Integrated, agile and responsive.

Net revenue by region

Americas	79.9%
EMEA	14.8%
APAC	5.3%

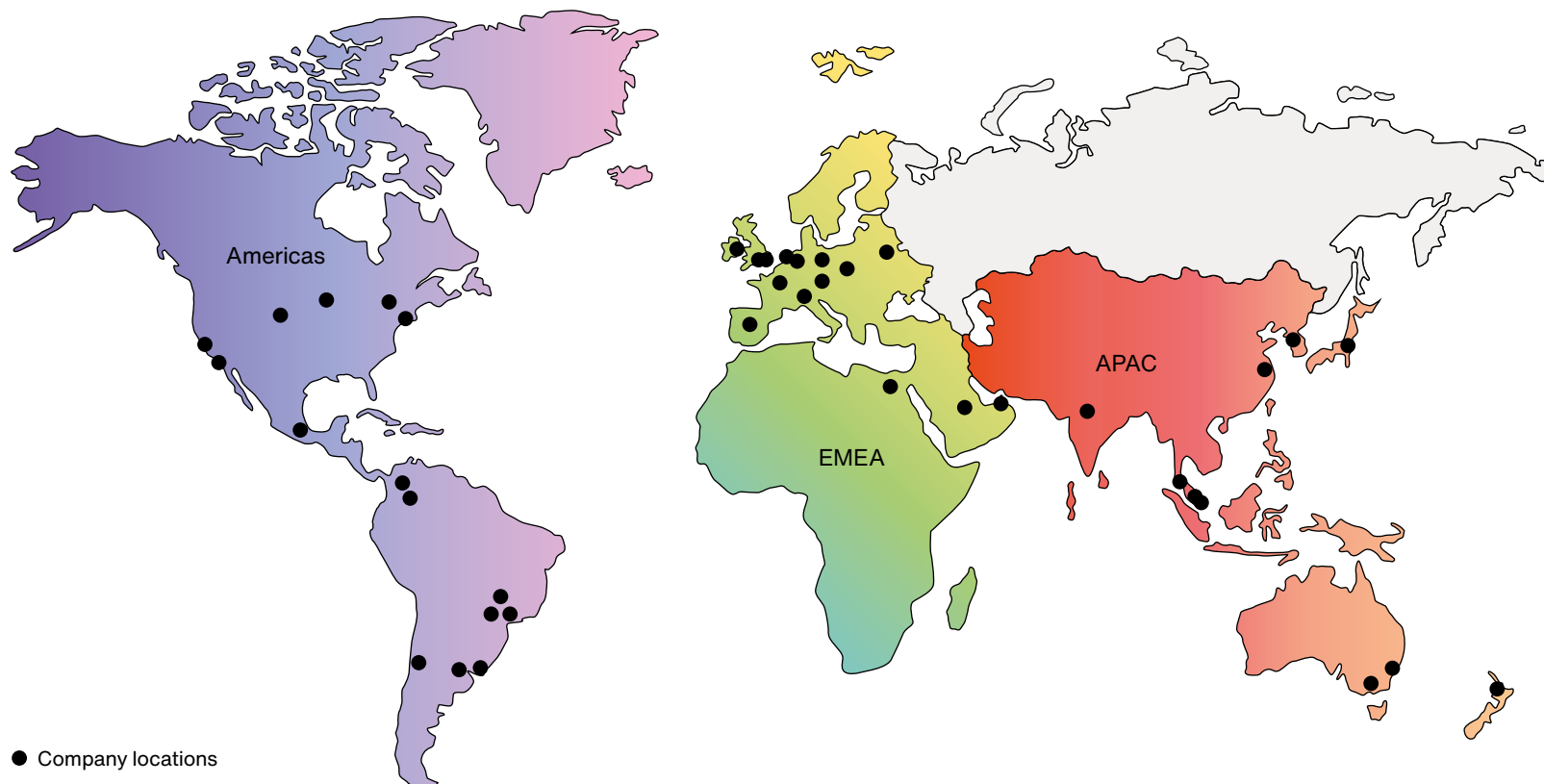


People  
**6,345**

Countries  
**33**

Offices  
**40**

Unitary structure  
**1**



# Financial highlights

<p><b>Billings<sup>1</sup></b></p> <p><b>£1.9bn</b></p> <p>-2.6%</p> <p>Like-for-like<sup>2</sup> +0.4%</p>	<p><b>Operational EBITDA<sup>3,4</sup></b></p> <p><b>£81.2m</b></p> <p>-7.5%</p> <p>Like-for-like -3.2%</p>	<p><b>Operating profit</b></p> <p><b>£2.7m</b></p> <p>2024 -£302.8m loss</p>
<p><b>Revenue</b></p> <p><b>£754.8m</b></p> <p>-11.0%</p> <p>Like-for-like -8.7%</p>	<p><b>Operational EBITDA margin<sup>3</sup></b></p> <p><b>12.1%</b></p> <p>+50bps</p> <p>Like-for-like +70bps</p>	<p><b>Loss before income tax</b></p> <p><b>-£23.8m</b></p> <p>2024 -£330.9m</p>
<p><b>Net revenue</b></p> <p><b>£673.0m</b></p> <p>-10.8%</p> <p>Like-for-like -8.4%</p>	<p><b>Dividend per share</b></p> <p><b>1.1p</b></p> <p>2024 1.0p</p>	<p><b>Adjusted operating profit<sup>6</sup></b></p> <p><b>£74.0m</b></p> <p>-5.5%</p> <p>Like-for-like -0.9%</p>

For full reconciliation from statutory to non-GAAP measures, please refer to the Alternative Performance Measures Appendix on page 175.

**Notes:**

1. Billings is gross billings to clients including pass-through costs.
2. Like-for-like relates to 2024 being restated to show the unaudited numbers for the previous year of the existing and acquired businesses consolidated for the same months as in 2025, applying currency rates as used in 2025.

3. Operational EBITDA margin is operational EBITDA as a percentage of net revenue.
4. Operational EBITDA is EBITDA adjusted for acquisition related expenses, non-recurring items (primarily acquisition payments tied to continued employment, amortisation and impairment of business combination intangible assets and restructuring and other one-off expenses) and recurring items (share-based payments), and includes right-of-use assets depreciation. It is a non-GAAP measure management uses to assess the underlying business performance.

5. Adjusted result before income tax is profit/loss before income tax adjusted for non-recurring and recurring items (as defined in footnote 4).
6. Adjusted operating profit is operating profit/loss adjusted for non-recurring and recurring items (as defined in footnote 4).

## Financial highlights continued

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Basic loss per share

**-3.7p**

2024 -45.7p

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Adjusted result before income tax<sup>5</sup>

**£47.5m**

-5.4%

---

Net debt

**£86.9m**

2024 £142.9m

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Share price at 23 March 2026

**20.5p**

---

Net debt/operational EBITDA

**1.1x**

---

Adjusted basic earnings per share

**5.0p**

2024 5.2p

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Market capitalisation at 23 March 2026

**£137m**

## Business model

# The change agent for the AI economy

We are a digital-first marketing and technology company that disrupts analogue models by accelerating and automating the way work is done to benefit our clients and their businesses.

### We amplify brand power with **Real-Time Brands**

With fragmented channels and the need to manage brand communications across social owned and earned and media paid channels, it's harder than ever for brands to stand out and make consistent connections that build brand power in the real-time world. By integrating our capabilities in brand-building creativity, social media, and data we use real-time signals across channels to dynamically adapt creativity to improve consumer engagement and, therefore, brand power.

### As an **Orchestration Partner** we remove complexity

Marketing organisations are getting clouded in complexity due to the increasing amount of content needed, fragmentation of media channels and increasing disruption of technology solutions, while marketing budgets are under constant pressure. We orchestrate the fragmented flow of work across tools, agencies and processes to improve speed, quality and ensure brand safety. With a combination of AI workflow and studio tools, we make more of the right work, faster, better, cheaper and more.

### We turn spend into growth as the **Media Acceleration Partner**

Built for the algorithmic age. We connect real-time intelligence, scalable content, deep platform expertise, holistic measurement and experience optimisation into one integrated system. Instead of optimising channels in silos, we accelerate the entire growth engine – turning media investment into measurable, compounding business impact. Closing the gap between spend and impact.

### We enable **Digital Business Transformation**

Clients need to do their own work faster, better and cheaper, but are beholden to legacy ways of working, and technology debt that they need to improve returns from. Our Technology Services and Consulting capabilities help transform our clients' legacy operating and marketing models via data optimisation and management, tech stack integration, digital consumer experiences and other aspects of harnessing technological innovation.

## Our tools

 **One P&L and one operating model**

 **Data, media, content, technology and ESG integrated**

 **Global scale, local relevance, sustainable impact**

 **AI enabled by Monks.Flow**

 **Borderless talent, diverse perspectives**

 **Technology partnerships, investor relationships**



# 2 Strategic Report



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## Letter to shareowners

# We remain confident in our strategy, business model and talent



**Sir Martin Sorrell**  
Executive Chairman

### Dear shareowner,

Throughout 2025, our trading reflected the continuing impact of increasingly volatile global macroeconomic conditions, heightened by tariff negotiations and increasing geopolitical risks. Clients remained cautious amid this uncertainty, with technology clients – representing almost half our revenue – continuing to prioritise capital expenditure on expanding AI capacity over operating expenditure. Technology Services was affected in the first half by a reduction in one of our larger relationships and longer sales cycles, although this impact was reduced as the year progressed. Despite the challenging backdrop and usual seasonal weighting to the second half, liquidity and cashflow improved significantly year-on-year, driven by disciplined cost control and strong working capital management, resulting in a substantial reduction in net debt over the course of the year. Performance strengthened in the second half, supported by the phasing of new business wins and expanding relationships with major enterprise clients.

Reported billings were £1,912.9 million down 2.6% on prior year and up 0.4% like-for-like. Reported revenue was down 11.0% to £754.8 million, down 8.7% like-for-like. Reported net revenue declined 10.8%, 8.4% like-for-like.

Operational EBITDA in the full year reflects improvement in margins in Marketing Services and Technology Services, due to strong cost management. The number of Monks at the end of the year was circa 6,350 down 11.5% from circa 7,150 at this time last year.

**Marketing Services'** net revenue declined in the year reflecting ongoing caution and lower activity with some of our larger technology clients. Marketing Services operational EBITDA was £92.6 million (2024: £94.7 million), up 1.5% like-for-like and on a reported basis down 2.2% versus 2024, due to the action taken on costs. Marketing Services

“Our new go-to-market propositions are resonating strongly with clients”

operational EBITDA margin was 15.1%, up 110 basis points like-for-like and 90 basis points reported compared to 14.2% in 2024.

**Technology Services'** performance was impacted by continued client caution, especially amongst technology clients as they allocate even more spend to building AI infrastructure, client losses and increasingly challenging global macroeconomic conditions. Reported operational EBITDA was down to £8.9 million (2024: £11.5 million) and operational EBITDA margin was 15.1%, up 190 basis points like-for-like and 180 basis points reported compared to 13.3% in 2024.

On a like-for-like basis, the Americas net revenue was down 5.6% and now accounts for 80% of the Company's net revenue. EMEA, accounting for 15%, was down 19.6%. Asia Pacific (APAC), accounting for the remaining 5% was down 13.8%. Reported Americas net revenue was £537.4 million, down 8.6%, EMEA net revenue was £99.9 million, down 19.0% and Asia Pacific was £35.7 million, down 17.6%.

Continuing the trends seen during the year, we are seeing our AI initiatives improve visualisation and copywriting productivity, deliver considerably more effective and economic hyper-personalisation, delivering more automated and integrated media planning and buying, improving general client and agency efficiency and democratise knowledge. We are now producing high

## Letter to shareowners continued

quality commercials using AI technologies such as Runway, Luma, Flux, Omniverse (Nvidia), Substance (Adobe) and Unreal that take hours and days to produce at significantly lower cost rather than traditional production techniques, which take weeks and months at significantly greater cost. The quality continues to improve in real-time and clients that are exposed to the results of these AI technologies are very excited about their implementation and the commercial impact on their marketing budgets and return on investment. As a result, we are changing our revenue model from a purely, time-based approach to one more based on outputs – i.e. use of assets and subscriptions.

We are seeing significant opportunities for new business, particularly driven by our AI tools and capability. New business wins so far this year include new or broadened relationships with Asana, Amplifon, Samsung, Square, NCS, Opella, Visa, Cinemark and HelloFresh. We also continue to expand many of our existing relationships, in particular General Motors and Amazon, which have ramped up significantly in the second half of the year. In April, we won a large “Real-Time Brands” assignment with our existing client T-Mobile. In July we were engaged by a leading US-based Global FMCG, as their Content Studio Agency Partner, which draws on both our “Real-Time Brands” and “Orchestration Partner” propositions with a focus on quality creative combined with dimension and cultural relevancy, beyond simply making assets at scale. These new wins contributed to our second-half performance and over time are expected to be significant relationships for us. In October, another existing US-based Global FMCG client appointed us to help implement AI throughout its marketing supply chain, a partnership based on a new subscription-based model focussing on outputs and outcomes. We continue to win multiple exploratory assignments and AI film projects, as clients experiment and explore AI applications and develop

AI use cases. AI capability is becoming more central to the agency’s way of working and new business efforts. In this regard the Company’s early adoption of AI and proactive approach to staff training on AI is beginning to pay off. We have won four major AI industry awards in the last two years.

Our new go-to-market propositions, Orchestration Partner, Real-Time Brands, Media Acceleration and Digital Transformation are all starting to resonate strongly with clients. These are built around hyper-personalisation at scale, social media, brand strategy, platform expertise and leveraging of technology.

### Environmental, Social and Governance (ESG) strategy

We remain committed to the pillars of our ESG strategy: People Fulfilment, Our Responsibility to the World and One Brand. We continue to focus on improving our external reporting, our reporting tools and governance to help us move towards increased transparency and effective reporting and to comply with current client requests and global regulatory requirements.

We remain focused on the wellbeing of our people and their experiences and recently added Debra Stroff as our new Chief People Officer. Her leadership will foster a culture where technology serves our people, allowing every individual to grow and find more space for creativity. Developing stronger cultural awareness remains central to our commitment to inclusion and operating as One Brand.

Across the Group, we support communities through donated hours, and deliver For Good projects with clients that generate positive social, cultural or environmental impact. We continue to enjoy our B Corp status. The certification reflects our commitment to stakeholder-driven governance, social impact and DE&I and transparent reporting.


### Summary and outlook

Clients are expected to remain cautious in the near term due to macroeconomic uncertainty, evolving tariff dynamics, and the conflict in the Middle East, alongside shifting technology priorities toward AI capex rather than marketing. Despite this, the Company remains confident in its strategy, business model, talent, and scaled client relationships, positioning it for sustainable long-term growth. 2026 like-for-like net revenue is expected to be in line with current analyst consensus, slightly below 2025, with operational EBITDA margin targeted to increase by at least 100 basis points, primarily due to the annualised impact of the 2025 cost actions. Despite a challenging first quarter, with the conflict in the Middle East having an impact on clients, the Company expects an improved performance in the second half, reflecting the seasonal nature of the business and the phasing of new business revenue. The proportion of operational EBITDA in H1 2026 is expected to increase compared to H1 2025 due to the annualised impact of the 2025 cost out actions.

Our targeted range for net debt at 31 December 2026 is £60 million to £90 million. We target medium term leverage of under 1.0x operational EBITDA and below our previous range. Net finance costs are expected to reduce from £25.7 million in 2025 to circa £20 – 22 million in 2026. Over the longer term we expect operational EBITDA margins to return to historic levels of around 20%.

The strategy of S<sup>4</sup>Capital remains the same. The Company’s unitary, purely digital transformation model, based on first-party data fuelling the creation, production and distribution of digital advertising content, distributed by digital media and built on technology platforms to ensure success and efficiency, resonates with clients. Our promise ‘faster, better, cheaper and more’ or ‘speed, quality, value and more’ and a unitary structure both appeal strongly, even more so in challenging economic times.

# Progress against our strategy



## Our clients

### Objectives

- Build scaled relationships with enterprise clients. 20x20 goal: 20 clients with \$20 million annual revenues ('whoppers')
- Maintain strong partnerships with Technology clients

### 2025 progress


- Eight 'whopper' clients (one new)
- Strong new business performance with wins at Amazon, PIF, T-Mobile and two leading FMCG brands
- Developed industry leading AI case studies and won multiple awards
- 41% revenue from Technology clients (2024: 45%)

### 2026 goals

- Further penetration of existing clients
- Develop more 'whoppers'
- Strong new business performance
- Broaden client industry sector exposure
- Deliver market-leading AI case studies and work

### Measurement

- Number of 'whoppers'
- % revenue by industry sector



## Revenue growth

### Objectives

- Outpace the growth of the addressable digital markets

### 2025 progress

- Net revenue declined 8.4% on a like-for-like basis

### 2026 goals

- Achieve 2026 like-for-like net revenue target in line with guidance

### Measurement

- Like-for-like net revenue growth



## Margin

### Objectives

- Improve margin
- Long-term target of around 20% operational EBITDA margin

### 2025 progress

- Operational EBITDA margin up 70bps from prior year to 12.1% on a like-for-like basis
- Strong cost management including reductions in number of Monks and operational costs

### 2026 goals

- Achieve 2026 operational EBITDA margin target
- Improve productivity (utilisation and billability)
- Continue to align personnel cost to net revenue ratio to industry averages

### Measurement

- Operational EBITDA margin
- Utilisation and billability rates
- Personnel cost/net revenue ratio



## Net debt

### Objectives

- Beat net debt target of 1.5-2x times operational EBITDA
- Achieve a balanced approach to net debt: balance corporate resilience with shareholder return

### 2025 progress

- Reduced net debt from £142.9 million or 1.6x operational EBITDA to £86.9 million or 1.1x operational EBITDA

### 2026 goals

- Achieve 2026 net debt target

### Measurement

- Net debt/pro-forma operational EBITDA ratio
- Ratings from external debt ratings agencies

# Progress against our strategy continued



## People and culture

### Objectives

- Attract, retain and develop the best talent in the industry

### 2025 progress

- HR processes integrated within Marketing Services and continued broader system
- Growth conversations fully deployed and made accessible to all managers, supported by global training to drive adoption
- AI-focused learning expanded through the launch of the *School of AI*, delivered via multiple modalities, alongside Flagship Leadership programming reaching 194 leaders globally
- Launched the What's Happening Now podcast, Motif and Executive Leadership team meetings

### 2026 goals

- Continue to evolve and embed a consistent performance review process across the Group
- Advance adoption of a standardised merit cycle to support equitable and effective compensation decisions

### Measurement

- Performance Reviews and Merit Cycle execution in Workday

[Read more on pages 42 to 46](#)



## Sustainability

### Objectives

- Net zero by 2040 (The Climate Pledge)

### 2025 progress

- Increased EcoVadis score to 66/100, bronze, top 35%
- Top 20% of S&P
- Transparency Award for sustainable reporting
- Accelerated our path towards net zero by 2040, achieving a 31.7% absolute reduction in total greenhouse gas emissions (market-based)
- Use of renewable energy up 130bps

### 2026 goals

- Carbon emission reduction in line with our SBTi targets
- Improve ESG data quality: increase the proportion of data collected directly from operations and suppliers, while reducing reliance on estimated or extrapolated data

### Measurement

- Carbon output reduction in line with our SBTi transition plan
- Increase use of renewable energy
- Third party accreditation such as EcoVadis, B Corp

[Read more on pages 27 to 65](#)



## Integration

### Objectives

- To operate a unitary structure

### 2025 progress

- Clear simplified structure, Marketing Services and Technology Services, organised via geography
- Released integrated Go-To-Market propositions to drive growth
- Improved system integration, data quality and connectivity
- Majority of the Group migrated to single ERP system, programme on track for completion as planned in 2026

### 2026 goals

- Further collaboration between capabilities for existing and new clients
- Finalise implementation of single ERP system

### Measurement

- Collaboration between capabilities
- Group migration to single ERP system

[Read more on page 99](#)



## AI

### Objectives

- Embed AI throughout clients' marketing supply chain

### 2025 progress

- Restructured teams to enable large-scale technology adoption, radical productivity gains and upskilling staff into award-winning AI orchestrator roles
- Launched agentic Monks.Flow platform, leveraging a model-agnostic stack
- Began the shift from time-based billing to output and subscription-based revenue
- Secured AI supply chain mandates for T-Mobile and two global FMCG clients, unifying production and measurement

### 2026 goals

- Establish Monks as AI transformation partner and scale long-term subscription to embed unified AI layer across strategy, creative and media
- Connect real-time media signals to automated generation to eliminate final manual gaps

### Measurement

- % of run-rate revenue delivered via output or subscription contracts
- Majority of top 50 clients adopting AI services or systems

[Read more on pages 33 to 35](#)

# Key Performance Indicators

The Group uses a variety of Key Performance Indicators (KPIs) to monitor both financial and non-financial performance. Where applicable, KPIs are based on alternative performance measures<sup>1</sup> to give a consistent year-on-year comparison.

## Financial

Like-for-like net revenue £m

**£673.0m**

Like-for-like -8.4%

This is more closely aligned to the fees the Group earns for its services provided to the clients. This is a key metric used in business when looking at both Group and practice performance.



Like-for-like operational EBITDA £m

**£81.2m**

Like-for-like -3.2%

Operational EBITDA is operating profit before the impact of adjusting items, amortisation of intangible assets and property, plant and equipment depreciation. The Group considers this to be an important measure of Group performance and is consistent with how the Group is assessed by the Board and investment community.



Like-for-like operational EBITDA margin

**12.1%**

Like-for-like +70bps

Operational EBITDA margin is operating profit before the impact of adjusting items, amortisation of intangible assets and property, plant and equipment depreciation, as a percentage of net revenue.

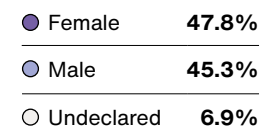
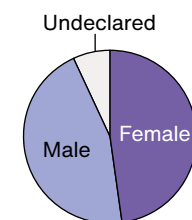


## Non-financial

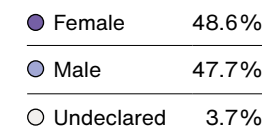
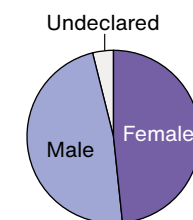
**Diversity, equity and inclusion**

Gender ratios across the Group as at 31 December 2025 and 2024. For further detail on diversity, equity, inclusion, gender equality and gender pay gap equality see pages 42 to 46.

**2025**



**2024**



**Carbon intensity (tCO<sub>2</sub>e) per employee**

**3.5 tCO<sub>2</sub>e**

2024: 2.8 tCO<sub>2</sub>e

Greenhouse gas emissions for the Group, 2025 vs 2024. For further information see pages 39 to 40.



**Note:**

1. Further detail on alternative performance measures can be found in the Appendix to the Annual Report and Accounts on page 175.

## Financial review

**Strong working capital performance and improved free cash flow**



**Radhika Radhakrishnan**  
Chief Financial Officer

### Billings

**£1,912.9m**

-2.6%

Like-for-like +0.4%

### Revenue

**£754.8m**

-11.0%

Like-for-like -8.7%

### Net revenue

**£673.0m**

-10.8%

Like-for-like -8.4%

### Operational EBITDA

**£81.2m**

-7.5%

Like-for-like -3.2%

### Operational EBITDA margin

**12.1%**

+50bps

Like-for-like +70bps

### Adjusted operating profit

**£74.0m**

-5.5%

Like-for-like -0.9%

### Operating profit

**£2.7m**

2024 £302.8m loss

“Disciplined cost management and strong focus on working capital is delivering improved operational EBITDA margins and lower net debt”

# Financial review continued

## Introduction

2025 saw continued pressure on net revenue. The Group prioritised strict cost control, right-sizing headcount to match activity and strong working capital and cost management. As a result, operational EBITDA margin improved and net debt significantly reduced. We are making solid progress with our finance transformation programme including the roll out of our global finance system, rationalising legal entities and integration of our practices and people.

## Alternative performance measures

Management includes non-GAAP measures in reporting as they consider these measures to be both useful and necessary. They are used by management for internal performance analyses; the presentation of these measures facilitates comparability with other companies, although managements' measures may not be calculated in the same way as similarly titled measures reported by other companies; and these 'alternative performance measures' are useful in connection with discussions with the investment community.

The Group uses alternative performance measures as we believe these measures provide additional useful information on the underlying trend, performance and position of the Group. These underlying measures are used by the Group for internal performance analyses, and credit facility covenants calculations. The alternative performance measures include 'adjusted operating profit', 'adjusting items', 'adjusted operational EBITDA' and 'EBITDA'. The terms 'adjusted operating profit', 'adjusting items', 'adjusted operational EBITDA' and 'EBITDA' are not defined terms under IFRS and may therefore not be comparable with similarly titled profit measures reported by other companies. The measures are not intended to be a substitute for, or superior to, GAAP measures. A full list of alternative performance measures and non-IFRS measures, together with reconciliations to IFRS measures, are set out in the Appendix to the Annual Report and Accounts on page 175.

## Financial summary

Reported billings were £1,912.9 million, down 2.6% reported and up 0.4% like-for-like. Controlled billings<sup>1</sup>, that is billings we influenced, were approximately £4,977.4 million (2024: £5,217.6 million).

Reported revenue was £754.8 million, down 11.0% from £848.2 million and down 8.7% like-for-like.

Reported net revenue was £673.0 million, down 10.8% and down 8.4% like-for-like.

Reported operational earnings before interest, taxes, depreciation and amortisation (operational EBITDA) was £81.2 million compared to £87.8 million in the prior year, down 7.5% on a reported basis and down 3.2% like-for-like. We have continued to maintain a disciplined and active approach to cost management, including headcount and discretionary costs.

These controls have resulted in the number of Monks at the end of the year being around 6,350, down 11.5% from 7,150 at this time last year.

## Notes:

1. Controlled billings is billings we influenced in addition to billings that flowed through the consolidated statement of profit or loss.
2. The comparatives as at 31 December 2024 have been represented to reflect the Group's revised segment structure.



# Financial review continued

Operational EBITDA margin was 12.1%, up 50 basis points versus 11.6% in 2024 and up 70 basis points like-for-like reflecting improvement in margins in Marketing Services and Technology Services primarily due to strong cost management. Our ambition remains to return full year margins to historic levels, around 20%, over the longer term.

Reported adjusted operating profit was down 5.5% to £74.0 million from £78.3 million, before adjusting items of £71.3 million (2024: £381.1 million), including £20.4 million of restructuring and one-off costs and £49.4 million of amortisation of intangible assets, a similar level to 2024. Adjusting items includes amortisation of business combination intangible assets, restructuring, primarily related to headcount reductions, contingent consideration, share-based payments, impairment of property, plant and equipment and reversal of lease impairment charges relating to property rationalisation.

The reported operating profit was £2.7 million versus a loss of £302.8 million in 2024, primarily reflecting a decrease in adjusting items as 2024 included a non-cash impairment charge. Loss for the year was £24.8 million (2024: £306.9 million loss).

Adjusted basic earnings per share was 5.0p, versus adjusted basic earnings per share of 5.2p in 2024, down 3.8%. Basic loss per share was 3.7p (2024: 45.7p).

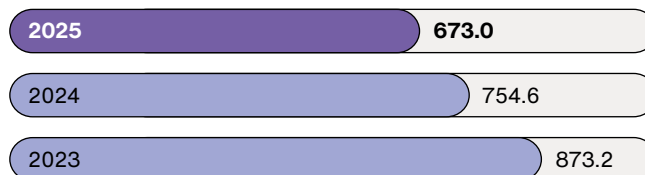
## Billings £m



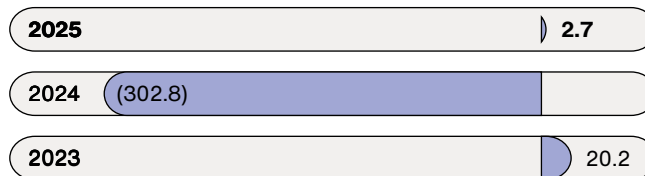
## Revenue £m



## Net revenue £m



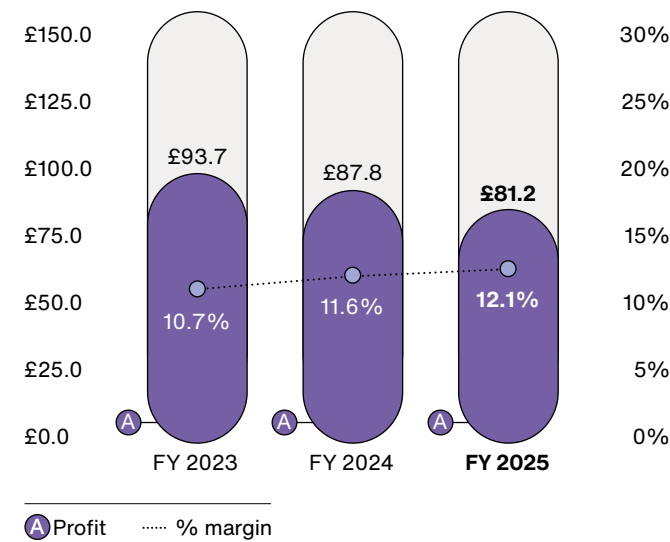
## Operating profit/(loss) £m



## Adjusted operating profit £m



## Operational EBITDA and margin £m



## Financial review continued

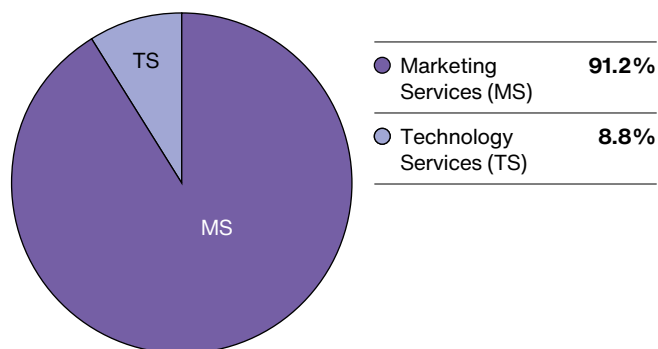
### Practice performance

Marketing Services<sup>2</sup> practice's reported net revenue was down 8.1% and down 5.6% like-for-like and reported operational EBITDA was £92.6 million, down 2.2% versus 2024 and up 1.5% like-for-like. Marketing Services<sup>2</sup> practice's operational EBITDA margin improved to 15.1%, compared to 14.2% in 2024, despite the lower revenue, reflecting a reduction in the number of Monks and other cost savings as compared to 2024.

Technology Services practice's reported net revenue was down 31.9% and down 29.9% like-for-like. Reported operational EBITDA of £8.9 million was down 22.6% from the prior year, down 19.8% like-for-like and delivered an operational EBITDA margin of 15.1% compared to 13.3% in 2024. Technology Services performance was impacted by continued client caution, especially amongst technology clients as they allocate even more spend to building AI infrastructure, client losses and increasingly challenging global macroeconomic conditions.

Reported central costs of £20.3 million were up 10.3% reflecting centralisation of procurement, IT roles and the full-year impact of 2024 hires.

Net revenue split by practice %



#### Net revenue

	2025 £m	2024 £m	Lfi YOY
Marketing Services	614.0	667.9	(5.6%)
Technology Services	59.0	86.7	(29.9%)

#### Operational EBITDA

	2025 £m	2024 £m	Lfi YOY
Marketing Services	92.6	94.7	1.5%
Technology Services	8.9	11.5	(19.8%)
Central	(20.3)	(18.4)	10.3%

#### Operational EBITDA margin

	2025	2024	Change
Marketing Services	15.1%	14.2%	0bps
Technology Services	15.1%	13.3%	190bps

Performance by practice			
	2025 £m	2024 £m	Lfi YOY
<b>Net revenue</b>	<b>673.0</b>	<b>754.6</b>	<b>(8.4%)</b>

	2025 £m	2024 £m	Lfi YOY
<b>Operational EBITDA</b>	<b>81.2</b>	<b>87.8</b>	<b>(3.2%)</b>

	2025 £m	2024 £m	Lfi YOY
<b>Operational EBITDA margin</b>	<b>12.1%</b>	<b>11.6%</b>	<b>70bps</b>

	2025	2024	Change
<b>Operational EBITDA margin</b>	<b>12.1%</b>	<b>11.6%</b>	<b>70bps</b>

# Financial review continued

## Geographic performance

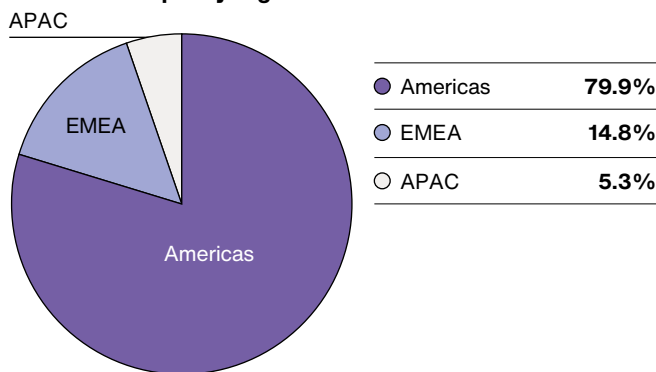
The Americas reported net revenue was £537.4 million (80% of total), down 8.6% from last year. Like-for-like, the Americas net revenue was down 5.6%.

EMEA reported net revenue was £99.9 million (15% of total), down 19.0% from last year. Like-for-like, EMEA net revenue was down 19.6%.

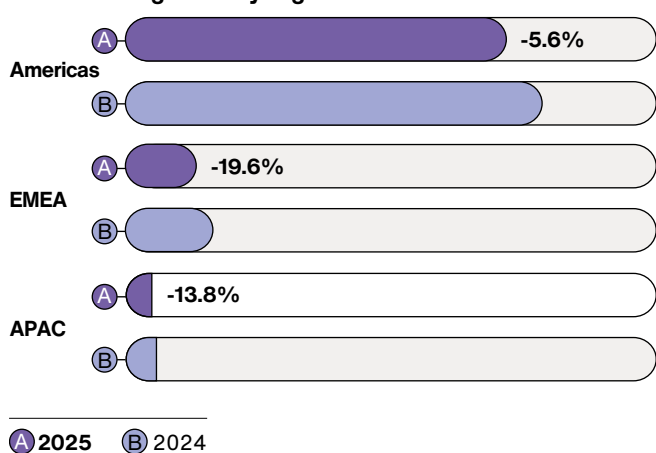
APAC reported net revenue was £35.7 million (5% of total), down 17.6%. Like-for-like APAC net revenue was down 13.8%.

“Free cash flow improved by £48.7 million as a result of strong working capital management”

### Net revenue split by region %



### Net revenue growth by region LFL %



## Cash flow

	Year ending 31 December 2025 £m	Year ending 31 December 2024 £m
Operational EBITDA	81.2	87.8
Capital expenditure <sup>1</sup>	(4.9)	(7.5)
Interest and facility fees paid	(23.6)	(29.1)
Interest received	2.2	2.1
Income tax paid	(3.5)	(9.0)
Restructuring and other one-off expenses paid	(20.4)	(21.1)
Change in working capital <sup>2</sup>	55.5	14.6
<b>Free cash flow</b>	<b>86.5</b>	<b>37.8</b>
Mergers & Acquisitions	(0.4)	(9.9)
Other <sup>3</sup>	(30.1)	10.0
<b>Movement in net debt</b>	<b>56.0</b>	<b>37.9</b>
<b>Opening net debt</b>	<b>(142.9)</b>	<b>(180.8)</b>
<b>Net debt</b>	<b>(86.9)</b>	<b>(142.9)</b>

### Notes:

- Includes purchase of intangible assets, purchase of property, plant and equipment, proceeds from sale of property, plant and equipment and security deposits.
- Working capital primarily includes movement on receivables, payables, principal elements of lease payments and depreciation of right-of-use assets.
- Other includes foreign exchange, hyperinflation impacts, dividends and share buy-backs.

Free cash flow for 2025 was £86.5 million, an improvement of £48.7 million compared to 2024, with an improvement in working capital and lower cash tax paid.

## Financial review continued

### Treasury and net debt

The year end net debt was £86.9 million (2024: £142.9 million) or 1.1x net debt/operational EBITDA. The balance sheet has sufficient liquidity and long dated debt maturities. During the year the Group complied with the covenants set in its loan agreement. The operational EBITDA for the year was £81.2 million.

The Group's key covenant is that the net debt should not exceed 4.5:1 of the pro-forma earnings before interest, tax, depreciation and amortisation. This ratio is measured at the end of any relevant period of 12 months ending each semi-annual date in a financial year, as defined in the facility agreement. As at 31 December 2025, the net debt/EBITDA, as defined by the facilities agreement, was 1.1x.

The duration of the 2021 facilities agreement is seven years in relation to the Term Loan B and the termination date is August 2028. The term of the RCF is five years and the termination date was August 2026. £80 million of the RCF facility has been extended to February 2028, with all four relationship banks extending on the same terms, with the remaining £20 million terminating in August 2026. The RCF remains undrawn as at 31 December 2025. Subsequent to the year ended 31 December 2025, the Group has repurchased €25.7 million of its €375 million Term Loan B at a discount, including €1 million remaining to be settled. Following settlement, the remaining €349.3 million is due to mature in August 2028.

**“Net debt for 2025 was £86.9 million an improvement of £56.0 million compared to 2024”**

### Net debt reconciliation

	2025 £m	2024 £m
Cash and bank	240.8	168.4
Loans	(327.7)	(311.3)
<b>Net debt</b>	<b>(86.9)</b>	<b>(142.9)</b>
Lease liabilities	(31.3)	(42.5)
<b>Net debt including lease liabilities</b>	<b>(118.2)</b>	<b>(185.4)</b>

### Interest and tax

Consolidated statement of profit or loss net financing costs were £25.7 million (2024: £26.4 million), a decrease of £0.7 million due to favourable exchange rates and reduction in bank interest expenses. The profit or loss tax expense for the year was £1.0 million (2024: £24.0 million credit).

### Balance sheet

Overall the Group reported net assets of £506.0 million as at 31 December 2025, which is a decrease £71.5 million compared to 31 December 2024, driven mainly by the amortisation of intangible assets and foreign exchange fluctuation.

### Acquisitions

No acquisitions were made in the year ended 31 December 2025.

### Outlook/guidance

We expect clients to remain cautious in the near term, reflecting heightened macroeconomic uncertainty as a result of the conflict in the Middle East. This challenging environment results in more measured decision-making, particularly as Technology clients continue to prioritise AI-related capital expenditure over operating expenditure, such as marketing. However, we remain confident in our strategy, business model and talent base. Combined with our scaled client relationships and the strong traction of our new go-to-market propositions, we believe we are well positioned to deliver sustainable long-term growth.

2026 like-for-like net revenue is expected to be in line with current analyst consensus, slightly below 2025, with operational EBITDA margin targeted to increase by at least 100 basis points, primarily due to the annualised impact of the 2025 cost actions. We expect like-for-like net revenue to be down for the first quarter, in part due to the ongoing conflict in the Middle East. However, our cost management initiatives will enable us to partially mitigate the full impact of the revenue shortfall. The proportion of operational EBITDA in H1 2026 is expected to increase compared to H1 2025 due to the annualised impact of the 2025 cost actions.

Our targeted net debt range for 2026 is £60 million to £90 million. We now aim for leverage over the medium term to be under 1.0 times net debt to operational EBITDA, which is below our previous target range. Net finance costs are expected to reduce from £25.7 million in 2025 to circa £20 – 22 million in 2026. As a measure of confidence in the future the Board is proposing to pay a dividend of 1.1p per share.

The Company's capital allocation policy is to prioritise dividends (currently 1.1p final dividend a 10% increase over prior year), then further debt repurchases and finally share repurchases as net debt falls further.

Over the longer term we continue to expect our growth to outperform our markets and operational EBITDA margins to return to historic levels of around 20%.

# Principal risks and uncertainties

## We believe that effective risk management is important

This will support the financial strength and resilience of the Group and for delivering its business strategy.

As part of the Group's strategy to enhance its resilience and seek to deliver long-term growth, the Group created an Enterprise Risk Management (ERM) framework in 2023, which has been adopted at a Group level, and is used across the global organisation. The framework is used to inform the Board of the key risks, using both a 'top down' and 'bottom up' approach to provide a holistic view of the key operational, financial, commercial and strategic risks facing the business.

Sustainability-related risks, including risks arising from governance, regulatory expectations and responsible business practices, are identified, assessed and managed as part of the Group's Enterprise Risk Management framework. Further detail on the identification, assessment and management of climate-related risks, including the use of scenario analysis, is provided in the Group's TCFD disclosures within the Sustainability statement.

The Board has ultimate responsibility for the Group's approach to risk management and internal control. On behalf of the Board, the Audit and Risk Committee oversees risk management for the Group. Both the Audit and Risk Committee and Board have reviewed and approved the Group's principal risks. In addition,

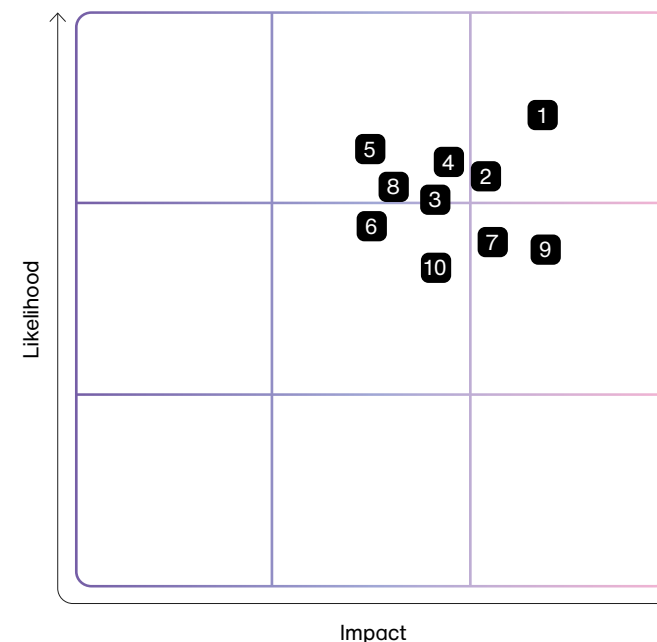
each principal risk has a senior leader owning it, who is also responsible for documenting the corresponding risk response plan, which is submitted to the Group CFO for review and monitoring.

### Risks

The principal risks and uncertainties that the Board believes could have a significant impact on the Group are set out on pages 20 to 23. Other, less material risks (including emerging risks) are monitored by the Group CFO and discussed at the Audit and Risk Committee or other appropriate internal forums.

#### Risk description

- 1** Global macroeconomic and geopolitical headwinds could result in existing clients reducing spend and potentially limiting new business opportunities.
- 2** During a period of financial and operational transformation, inconsistent practices across the Group during the transition period may potentially increase the variability of forecasts.
- 3** If there is inadequate management of the talent lifecycle, from critical succession planning for key roles, through to ensuring staff have the key skills in a rapidly changing market, this could result in gaps, misallocation of staff resource or loss of key talent.
- 4** If the Group's governance, compliance and ESG structure and processes are not robust, this could impact compliance with Corporate Governance regulations or best practice, or not meet client and investor requirements and expectations.
- 5** Artificial Intelligence (AI) is a disruptive technology that can impact the standard commercial models in our industry, as well as scale up and down the need for specific teams and talent in the business.
- 6** If the evolution of the internal technology and data landscape is not successfully streamlined, there could be an adverse impact on costs, support and internal efficiencies.



- 7** Concentration of clients and suppliers in certain sectors creates a risk of material financial disruption if there is a sudden relationship breakdown or contract loss, or more stringent regulation in certain sectors.
- 8** Risk of share price volatility if investors' expectations are not met through consistent and clear corporate messaging.
- 9** If there are insufficient controls over information security or data privacy, there is a risk of a security breach, non-compliance with client contracts, or regulatory breach.
- 10** Increased competitive offerings and low barriers to entry in the industry may impede new business opportunities and/or erode margins.

# Principal risks and uncertainties continued

The key changes and movements in the risks since the prior year have been as follows:

**Risk 2 (Operational decision making and internal efficiencies):**

The risk wording was updated to better reflect the current outlook.

**Risk 3 (Talent lifecycle):**

The risk wording was updated to focus more tightly on where the talent risk impacts the business given the strategic goal of reducing overall headcount.

**Risk 6 (Business transformation):**




Following changes in the business transformation programme over the year, the risk was reassessed and updated to focus on the technology landscape and raise its potential impact given the large number of current systems and in-house IT capabilities.

**Risk 8 (Reputation risk):**

The risk is deemed to have fallen in likelihood give the tighter narrative around external messaging.

Risk	Description	Risk response	Risk trend
<b>1. Macroeconomic headwinds</b>	Global macroeconomic and geopolitical headwinds could result in existing clients reducing spend and potentially limiting new business opportunities	<ul style="list-style-type: none"> <li>Strengthening the go-to-market proposition to increase the pipeline of potential 'scaled' clients</li> <li>Continuing to widen the Group's client and geographical mix to increase contribution of diverse regions and sectors beyond technology</li> <li>Business transformation programme to improve profitability, enhance delivery and increase accountability</li> <li>Improved planning processes for all 'scaled' clients</li> </ul>	↔
<b>2. Operational decision making and internal efficiencies</b>	During a period of financial and operational transformation, inconsistent practices across the Group during the transition period may potentially increase the variability of forecasts	<ul style="list-style-type: none"> <li>Strengthening budgeting and forecasting governance including formal review cycles, risk and opportunity reporting and accuracy metrics</li> <li>Improved data integrity and systems discipline across finance, operations, HR and the adoption of utilisation/billability reporting</li> <li>Enhanced leadership oversight and accountability across client, growth and operations teams</li> <li>Increased commercial rigour via refined go-to-market (GTM) strategies, tighter pipeline management and aligned cost controls</li> </ul>	↔

**Risk trend**

-  Likelihood has increased
-  Likelihood has decreased
-  Likelihood has stayed consistent

## Principal risks and uncertainties continued

Risk	Description	Risk response	Risk trend
<b>3. Talent lifecycle</b>	If there is inadequate management of the talent lifecycle, from critical succession planning for key roles, through to ensuring staff have the key skills in a rapidly changing market, this could result in gaps, misallocation of staff resource or loss of key talent	<ul style="list-style-type: none"> <li>• Workday embedded as our core human resources (HR) platform to support consistent performance and talent processes globally</li> <li>• Manager enablement and structured performance and development cycles (including growth conversations)</li> <li>• Capability building through the <i>School of AI</i> and flagship leadership development for senior leaders</li> <li>• Ongoing talent reviews and succession planning for key roles with regional HR and business leadership</li> <li>• Regular review of compensation and incentive approaches to support retention of critical talent</li> </ul>	↔
<b>4. Governance and compliance</b>	If the Group's governance, compliance and ESG structure and processes are not robust, this could impact compliance with Corporate Governance regulations or best practice, or not meet client and investor requirements and expectations	<ul style="list-style-type: none"> <li>• Compliance framework with an annual training schedule rolled out for all staff</li> <li>• Minimum control set established to comply with the updated Corporate Governance Code and formalise the link between risks and controls</li> <li>• ESG SteerCo in place to meet regulatory requirements and create formalised accountabilities for delivery of agenda</li> <li>• Annual policy reviews formalised with appropriate oversight and review on an annual basis for key policies</li> </ul>	↔
<b>5. Artificial intelligence (AI)</b>	Artificial Intelligence is a disruptive technology that can impact the standard commercial models in our industry, as well as scale up and down the need for specific teams and talent in the business	<ul style="list-style-type: none"> <li>• Investment in flagship Monks.Flow product that aligns marketers with AI and is being rolled out with new and existing clients</li> <li>• Weekly calls on the use of AI across all teams and functions of the business to embed its use on workflow and showcase successes</li> <li>• Ongoing training and enablement programmes on use of AI</li> <li>• Continuing to forge strong relationships with key technology companies on utilisation and execution of AI tools</li> </ul>	↔

## Principal risks and uncertainties continued

Risk	Description	Risk response	Risk trend
<b>6. Business transformation</b>	If the evolution of the internal technology and data landscape is not successfully streamlined, there could be an adverse impact on costs, support and internal efficiencies	<ul style="list-style-type: none"> <li>▪ Establishing a global IT operating model to eliminate regional silos and clarify global accountabilities</li> <li>▪ Migration from fragmented data platforms to a single, unified global data warehouse to create a 'single source of truth' for financial and operational reporting</li> <li>▪ Appointing dedicated business systems ownership for critical platforms to ensure data integrity at the source and enable future AI-driven efficiencies</li> <li>▪ Executing a structured roadmap to sunset duplicated and manual legacy systems, replacing them with automated, integrated enterprise solutions</li> <li>▪ Utilising enterprise integration platforms to automate cross-functional workflows, reducing manual data entry and increasing operational speed</li> </ul>	↑
<b>7. Key customers</b>	Concentration of clients and suppliers in certain sectors creates a risk of material financial disruption if there is a sudden relationship breakdown or contract loss, or more stringent regulation in certain sectors	<ul style="list-style-type: none"> <li>▪ Enhanced go-to-market proposition launched publicly to streamline and clarify the Group's client offering</li> <li>▪ Strategy of increasing the number of 'scaled' clients, to reduce concentration risk</li> <li>▪ Ongoing market offering that differentiates the Group against competitors</li> </ul>	↔
<b>8. Reputation risk</b>	Risk of share price volatility if investors' expectations are not met through consistent and clear corporate messaging	<ul style="list-style-type: none"> <li>▪ Regular communication with investors and analysts through roadshows and conferences</li> <li>▪ Communications guidelines to ensure responsible and consistent messaging</li> <li>▪ Use of trusted third parties to assist with timing and consistency of messaging</li> </ul>	↓



## Principal risks and uncertainties continued

Risk	Description	Risk response	Risk trend
<b>9. Information security and data privacy</b>	If there are insufficient controls over information security or data privacy, there is a risk of a security breach, non-compliance with client contracts, or regulatory breach	<ul style="list-style-type: none"> <li>▪ Ongoing compulsory all-employee training on significant information security (InfoSec) and privacy topics</li> <li>▪ Ongoing ISO 27001 certification programme being executed in key offices</li> <li>▪ Security controls deployed in critical products including Monks.Flow</li> <li>▪ InfoSec compliance assessments being conducted for scaled clients, with improvement plans rolled out for relevant areas of enhancement</li> <li>▪ Endpoint protection, security and compliance improvements implemented</li> <li>▪ Incident prevention, detection and treatment capabilities and third party risk management enhanced</li> <li>▪ Privacy policies, notices and procedures updated to meet regulatory requirements and best practices</li> <li>▪ Strengthened integration of Privacy by Design in business processes</li> <li>▪ Privacy Champions Network updated to embed privacy best practice in the business</li> <li>▪ Continued personal data mapping and documentation enhancing across business units and Monks.Flow</li> </ul>	↔
<b>10. Competitive environment</b>	Increased competitive offerings and low barriers to entry in the industry may impede new business opportunities and/or erode margins	<ul style="list-style-type: none"> <li>▪ Evolution of the Group's service offering, ensuring that it is leading edge. Current focus is on AI and our Monks.Flow solutions</li> <li>▪ Three-year strategic planning process to identify opportunities and risks</li> <li>▪ Ongoing investment in talent and technological tools to enhance the Group's differentiated offering</li> </ul>	↔

## Principal risks and uncertainties continued

### Viability Statement

In accordance with Provision 31 of the UK Corporate Governance Code 2018, the Board of Directors of S<sup>4</sup>Capital Group (the Group) has assessed the prospects and viability of the Group over a period of three years from 1 January 2026. The three-year period has been chosen as it aligns with the Group's strategic planning cycle, the rapidly changing landscape in the marketing and advertising industry, and the time horizon typically employed for the assessment of industry-specific risks and uncertainties.

The selection of a three-year period also allows the Group to balance short-term responsiveness with long-term strategic planning, reflecting our focus on agility, adaptability and innovation. This period is deemed appropriate considering the following factors:

1. **Industry dynamics:** The marketing and advertising industry is characterised by rapid technological advancements (including the impact of AI), evolving consumer preferences and the need for constant innovation. A three-year period allows the Group to monitor and adapt to these changes, while maintaining a forward-looking perspective on future opportunities and challenges.
2. **Competitive landscape:** Given the fast-paced nature of the industry, it is essential for the Group to maintain a competitive advantage by anticipating and responding to emerging trends and client demands. A three-year period is suitable for assessing our competitive position and developing strategies to maintain and strengthen our market share.

3. **Environmental risks:** The Group recognises the importance of addressing environmental risks, including climate change and resource scarcity. A three-year period allows the Group to assess and manage the potential impact of these risks on its operations and implement measures to minimise any adverse effects.
4. **Financial resilience:** A three-year period aligns with the Group's budgeting and forecasting cycle, enabling the Board to evaluate the financial resilience of the business, while considering potential risks and uncertainties.

The Board has set the strategy for the Group within the digital marketing and advertising sector, considering key factors such as market dynamics, competitive landscape, technological developments, regulatory environment and the Group's financial resilience. The Board has also reviewed the Group's risk management framework, which identifies, evaluates and mitigates significant risks to the business, including both internal and external factors, with particular attention to environmental risks. For further information on the Board refer to page 76.

Key assumptions underpinning the viability assessment include the following:

1. Sustainable revenue growth driven by the increasing demand for digital marketing and advertising solutions and our ability to respond effectively to industry trends.
2. Successful integration and synergy realisation from strategic mergers and acquisitions, further enhancing our service offerings and expanding our global footprint.

3. Adherence to a disciplined financial strategy, focusing on maintaining a prudent level of debt and ensuring access to adequate sources of funding.
4. Compliance with relevant laws and regulations, as well as our commitment to upholding the standards of corporate governance.
5. Effective management of key risks, including economic, operational, environmental and reputational risks, through the implementation of robust mitigation strategies.

The Board of Directors has performed a robust assessment of the principal and emerging risks and uncertainties that could threaten the business model, future performance, solvency or liquidity of the Group. The assessment includes an evaluation of the Group's resilience to these threats in severe but plausible scenarios. The principal risks and uncertainties that the Board believes could have a significant adverse impact on the Group's business are set out on pages 20 to 23.

In the downside scenario, the Group models a considerable decline in demand during 2026 and 2027, resulting in a significant 10% reduction in net revenue along with a 0.5% reduction in operating costs when compared to the Board-approved three-year plan forecasts.

The results of our stress test in the downside scenario indicate that the Group maintains adequate liquidity throughout the evaluation period without breaking any existing debt covenants, demonstrating resilience under these challenging conditions.

## Principal risks and uncertainties continued

The Board can leverage a variety of potential mitigating actions to control costs and manage cash flow.

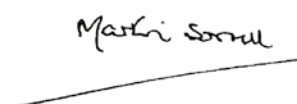
A combination of the following mitigating actions (all of which would be materially under the Group's control) could be leveraged to achieve over and above the level of operating cost reductions assumed in the downside scenario, if required:

1. **Workforce planning:** Review the Group's workforce and implement measures to optimise resource allocation, including potential hiring freezes, voluntary redundancy programmes or reskilling initiatives.
2. **Cost reduction:** Identify and implement cost-saving measures across the organisation, including further potential reductions in discretionary spending and operational efficiency improvements.
3. **Portfolio optimisation:** Re-evaluate the Group's product and service offerings to focus on high-margin, high-demand areas, while discontinuing underperforming or low-margin products and services.
4. **Financial management:** Review the Group's financial position and explore options for restructuring its debt, such as renegotiating loan terms, refinancing existing debt or securing alternative sources of financing.

In addition to the mitigating actions outlined above, the Group has access to a fully undrawn Revolving Credit Facility (RCF) of £100 million, which matures in August 2026 with £80 million extended until February 2028. This facility serves as an additional financial resource that can be utilised to manage liquidity, support operational stability and address any unforeseen challenges or opportunities that may arise during the assessment period.

Based on the outcome of this comprehensive assessment, the Board has a reasonable expectation that S<sup>4</sup>Capital plc Group will be able to continue in operation and meet its liabilities as they fall due over the three-year period of assessment. The Board acknowledges that there are inherent uncertainties in any forward-looking analysis and, therefore, it will continue to monitor and update the Group's risk management framework and business strategy as needed.

The Strategic Report on pages 07 to 25 was approved by the Board of Directors on 23 March 2026 and signed on its behalf by:



**Sir Martin Sorrell**  
Executive Chairman

23 March 2026



**Radhika Radhakrishnan**  
Group Chief Financial Officer

23 March 2026

# 3 Sustainability



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## Sustainability in action

# 2025 was a year of recalibration



Read more in our Monks ESG Report



**Regina Romeijn**  
Global Head of ESG

### A year of recalibration

2025 was defined by the continued evolution of ESG from a compliance-led activity into a framework for operational insight. While shifting regulatory thresholds for our sector changed the immediate reporting scope, the underlying discipline has matured. ESG (Environmental, Social and Governance) continues to grow from a reporting exercise to an operating discipline, leading to transformation and operational intelligence. Policies alone were insufficient; the focus shifted towards proof through budget allocation, accountable ownership and evidence of operational transformation. As geopolitical tensions prioritised security and data sovereignty, ESG competed more directly with other strategic risks for executive attention.

While global ESG momentum has slowed, leadership for change is emerging at regional and local levels. The future of ESG will be shaped by sustained, jurisdiction-level progress rather than grand global alignment. Our ESG strategy will progress as initiated over five years ago and is built upon three foundational pillars: Our Responsibility to the World, People Fulfilment and One Brand. Read more on pages 32 to 47.

### Our Responsibility to the World (environment)

#### Sustainable work and workspaces

We accelerated our path towards net zero by 2040 by achieving 31.7% absolute reduction in total greenhouse gas emissions (market-based) compared with our 2022 baseline of our Science Based Targets initiative (SBTi) approved targets. We drive sustainable outcomes through industry-leading AI innovations for our clients.

### People Fulfilment (social)

#### Our people and culture

In 2025, we prioritised workforce resilience amidst total industry disruption. We navigated to an AI-first working model by migrating talent from legacy workstreams into high-value, tech-augmented roles. This ensures our global talent pool is engineered for the future of tech and digital

“Regardless of shifts in regulatory pace or external pressure, we continue to bring ESG into our decision making, ensuring the technology and creativity we deploy create value for our clients and contribute positively to people and the planet”

production, maintaining our commitment to personal and professional development through the taxonomy of talent. This commitment is reinforced by our strategic investment in continuous learning and AI-enabled upskilling, directly addressing the rapid technological changes to ensure our talent remains future-fit.

### One Brand (governance)

#### Integration, communication and governance

Transitioning from intent to proof, we strengthened our unitary governance, embedding accountable KPIs and strategic budget allocation directly into our single P&L structure.

### Sustainability in action

S<sup>4</sup>Capital, operating as Monks, is dedicated to disrupting legacy marketing and technology models through innovation, agility and accountability. Our ESG strategy is wired into our unitary structure, ensuring that sustainable impact is woven into every client solution and serves our people as the foundation of our shared global culture, which enables us to empower brands to thrive responsibly.

# 2025 in brief

Our broad range of stakeholders – representing diverse and sometimes competing interests – provide valuable perspectives to our decision making. Integrating these perspectives is essential to executing our ESG strategy. Below are 2025’s highlights, achieved together with several of our stakeholders: our communities, our people and our clients.

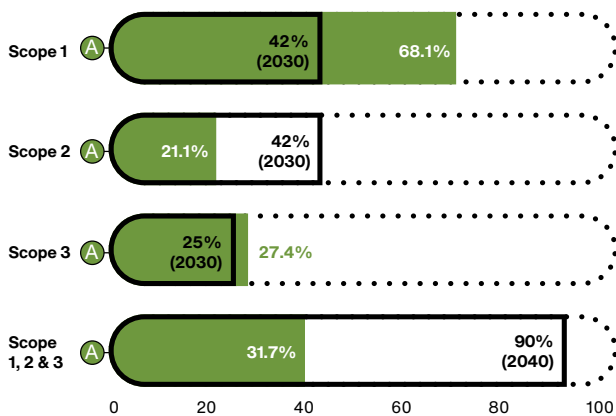


**Our communities and environment**


**43.4%**  
Renewable energy in our own operations



**Progress against targets**



● Target    ● Achieved 2022-2025




**Our people and culture**

**6,345**  
Total headcount

**48/45/7**  
% Women/men/undeclared

**36.9%**  
Women in executive roles

**33.3%**  
Women on the S<sup>4</sup>Capital Board

**Our clients**

**+2.9%**  
For Good projects

**+16.8%**  
Purpose-driven clients

**11.1%**  
Projects for Purpose-driven clients

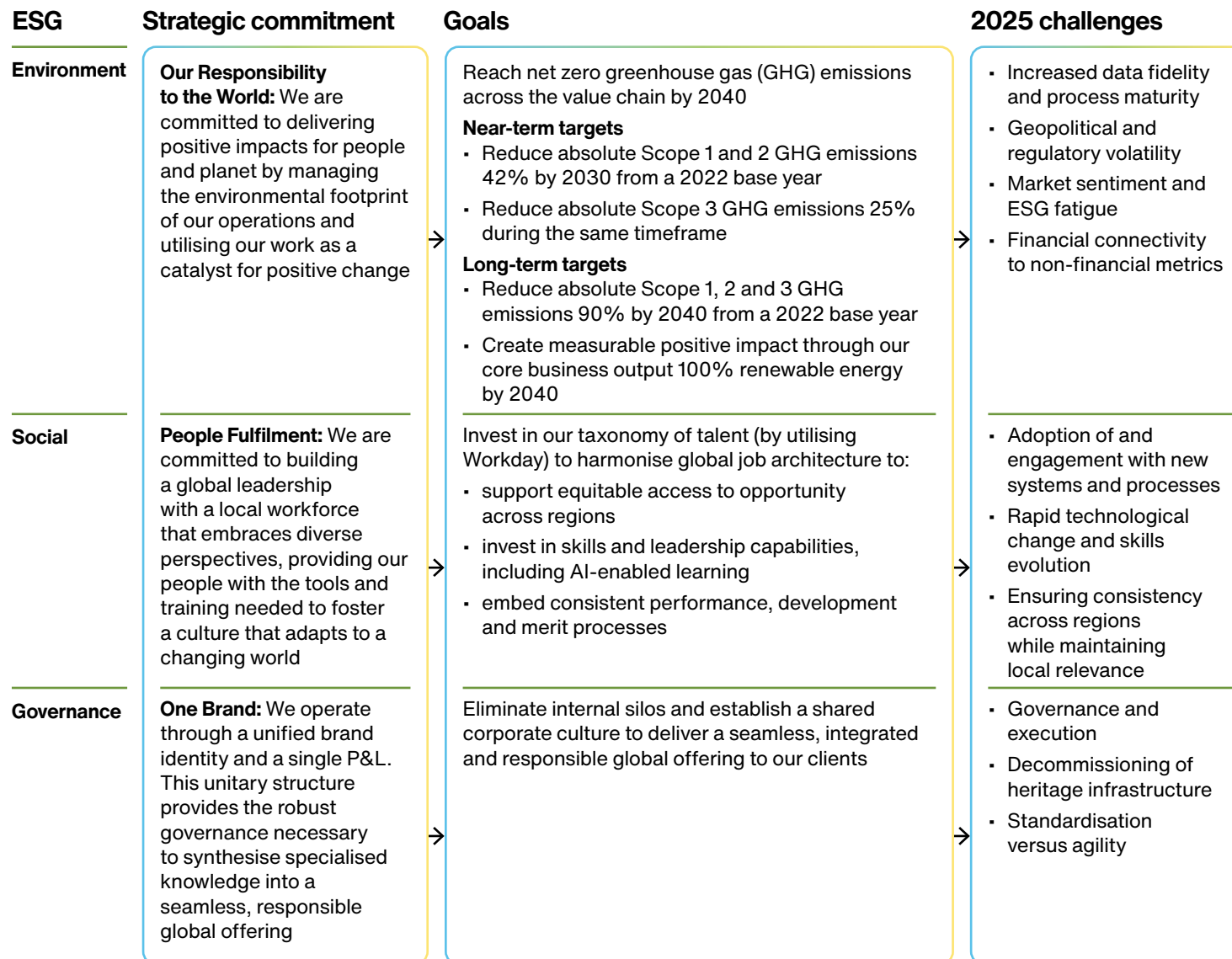
**162**  
Awards won



# Our ESG strategy

Despite global trends towards ESG fatigue, we recognise the opportunity that ESG compliance is creating. By leveraging reporting requirements to build foundational data processes and shared accountability, we are creating an intelligence layer across our unitary structure. Continuing the transitioning of ESG from a compliance burden into a proactive governance engine allows us to move up the maturity ladder, eventually utilising high-fidelity data for more resilient decision making. Within ESG, our focus remains on: Our Responsibility to the World, People Fulfilment and One Brand. These strategic areas of focus are tied to executive remuneration as part of our incentive programmes. Please see our performance against our goals on pages 37 to 40.

Our ESG priorities are interconnected by design. Sustainable work is rooted in Environment because of our digital decarbonisation work, and inherently multi-dimensional: through client engagements we drive inclusive social outcomes, embed ethical AI and responsible marketing, and generate environmental and social impact. ESG governance is integrated into our overall governance, risk, strategy and performance frameworks, with clear executive and senior accountability across each pillar, as set out in the Governance section of this report and our Task Force on Climate-related Financial Disclosures (TCFD)-aligned disclosures. Translating our ESG strategy into operational reality in 2025 highlighted areas for continuous refinement and focus. These areas of focus are now integrated into our forward planning, ensuring a continual refinement of our interconnected ESG priorities through 2026.



# Our value chain – impact model

Our value chain reflects how we harness talent, technology and data to deliver client value, while embedding climate considerations, transition actions and sustainable practices across our operations and broader value chain. Our impact model maps how our activities, products and services create specific, intended outcomes for our stakeholders.

As a predominantly digital, asset-light organisation, the Group’s exposure to climate-related risks and opportunities arises primarily through its people, digital infrastructure, offices, suppliers and client-facing activities rather than through physical production assets. This value chain therefore provides the context for understanding where

climate-related risks, opportunities and transition actions occur across upstream activities, own operations and downstream client or supplier engagement.

## 1. Upstream Key resources



### Human capital

Our primary resource is our global, decentralised talent pool of approximately 6,350 Monks. We rely on their creative and technical expertise.



### Intellectual and data capture

Our business runs on a purely digital infrastructure, leveraging first-party data to fuel content via our proprietary Monks.Flow AI ecosystem and strategic tech insights.



### Social and relationship capital

We rely on deep, collaborative integrations with industry leaders, to drive end-to-end content supply chains.



### Manufactured and financial capital

A global network of 40 offices across 33 countries and sustainable reinvestment under our unified, single-P&L model.



### Critical infrastructure providers

Reliance on global cloud service providers and specialised software developers to maintain digital reach.

## 2. Own operations The unitary platform

### Integrated unitary operating model

Operating under a single P&L and unified brand, we orchestrate work across tools and processes to improve speed and quality.

### AI-driven low-carbon workflows

Integration of AI processes to prioritise environmental decoupling, such as agentic workflows for content creation and remote production for live events.

### Data and insights activation

Collecting, analysing and activating first-party data to generate real-time insights that optimise creativity and brand performance.

### Creative and content production

Creating high-quality storytelling through our global network powered by data-informed creativity and sustainable production practices.

### Risk, ethics and digital governance

Embedding ethical AI principles through our Global AI Policy and maintaining ‘privacy by design’ to ensure responsible innovation and regulatory compliance.

## 3. Downstream Shared value



### Sustainable client transformation

Helping brands transition from legacy models to AI supply chains, delivering cost reductions and better cost-per-purchase.



### Environmental decoupling in action

The Group achieved a 31.7% absolute reduction in total GHG emissions since our 2022 SBTi baseline while maintaining operational scale.



### Low-carbon solutions

Providing clients sustainable alternatives, such as adaptive ad streaming that eliminates data waste and cuts loading emissions, and a token-aware marketing AI ecosystem that writes and organises prompts and agent workflows to reduce token use and avoid wasted computation.



### Social and planet value

Generating positive societal impact through For Good projects (6.4% of total revenue) and community service hours (40.3% increase).



# Materiality assessment and outcome

## Assessment: validating our strategic focus

Since 2019, we have leveraged voluntary frameworks, including the Global Reporting Initiative (GRI) and the Sustainability Accounting Standards Board (SASB), to guide our disclosures, while maintaining compliance with the Sustainability Disclosure Requirements (SDR) mandated by the FCA in the UK.

We continue to use materiality as a vital engagement tool to ensure our strategy remains aligned with stakeholder expectations.

In 2025, we conducted a targeted Materiality Survey to capture sentiment from our core stakeholder groups: clients, suppliers and our people. Participants ranked 10 material ESG topics derived from our 2024 materiality assessment and provided feedback on emerging issues. This process served to validate our existing strategic focus and confirmed that our core commitments remain the correct levers for the business.

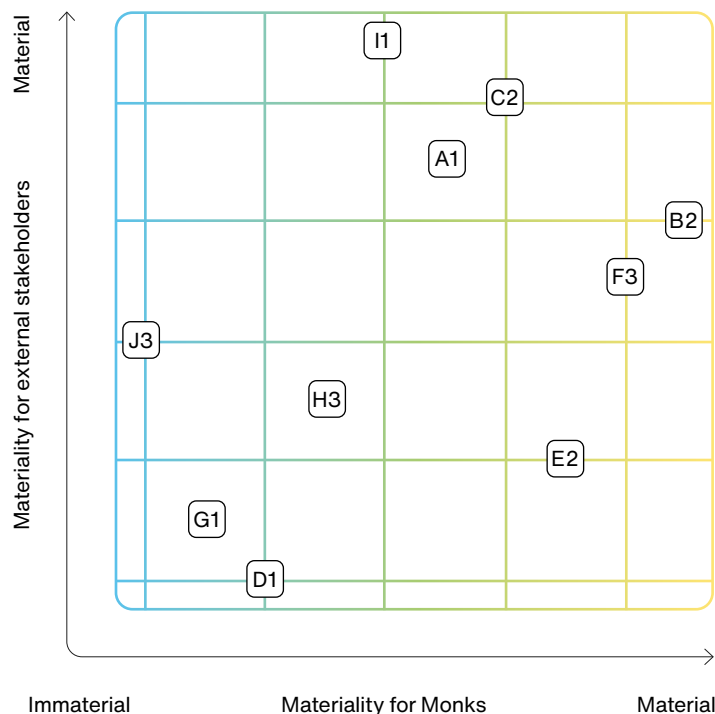
## Outcome: foundational culture and technological leadership

Our 2025 Materiality Survey highlights an operational dependency between our internal culture and our external delivery. While the rankings differ, they form a clear sequence: the foundational stability, deemed material by our people, is the prerequisite for the technological leadership demanded by our clients.

Our people remain consistent in their focus on the work environment, ranking working conditions, mental health and wellbeing (1) and ethics and responsible business practices (2) at the top. By prioritising ethics alongside mental health, our people are demanding a workplace that is both supportive and principled. We believe this alignment is critical to maintaining a sustainable, high-performance environment, ensuring Monks are equipped to deliver responsible, tech-led innovation for the global

brands we serve. Conversely, clients and suppliers, our external stakeholders, are focused on the output and capability of the engine. Their top priorities, sustainable innovation and technology (1) and talent development and training (2), show they look to us to lead the ethical and sustainable transition into a new technological era and emphasise the importance of training our talent and investing in their development to continue thriving in this fast-changing landscape.

**Materiality matrix**



- 1 Our Responsibility to the World
- 2 People Fulfillment
- 3 One Brand: Governance
- A Climate change, net zero commitment
- B Working conditions, mental health and wellbeing
- C Talent development and training
- D Impact work, For Good work
- E Diversity, equity and inclusion
- F Ethics and responsible business practices
- G Sustainable sourcing
- H Privacy and data protection
- I Sustainable innovation and technology
- J Responsible marketing practices

# Our Responsibility to the World: Sustainable work



## Our Responsibility to the World: Sustainable work

Monks' sustainable work is inherently multi-dimensional: through client engagements we embed ethical AI and responsible marketing, drive inclusive social outcomes and align high-performance delivery with environmental and social impact.

In 2025, Monks emerged as a global leader in AI. We were honoured to be selected as The One Show's inaugural AI Pioneer Organization, and awarded the Business Intelligence Group's 2025 Artificial Intelligence Excellence Award. At the core of our AI efforts is Monks.Flow, our AI ecosystem for marketing orchestration that reduces wasted computation while limiting the environmental impact as digital needs grow. By embedding environmental considerations directly into brand identities and production workflows, we ensure new digital ecosystems are equitable and efficient, and we have a governance framework in place that covers ethical and responsible marketing for ensuring we are using the technology responsibly.

Technological innovation currently moves faster than the global understanding of its long-term societal and environmental impacts. As a partner facilitating the strategic transition to AI-driven models for our clients, we recognise the responsibility inherent in rising computational demands. We navigate this complexity through proactive governance and agentic engineering. By considering ESG matters as part of foundational architecture, we ensure that rapid digital progression is balanced with a disciplined approach to ethical stewardship and operational efficiency.

As a B Corp, we partner with organisations and support initiatives that focus on making a positive difference for people and the planet. To advance this mission, we developed 'For Good' projects which are collaborations with clients, NGOs and partners that leverage our creativity and technology to deliver sustainable change and beneficial outcomes. Client engagements that are structured to deliver positive social and environmental outcomes are delivered on a paid, pro bono, or discounted basis. This approach includes a dedicated focus on Purpose-driven clients, a segment we are committed to growing year on year and we've made good progress over the past few years. Purpose-driven clients are focused on a meaningful mission beyond profit, embedding a core purpose (such as societal or environmental impact) into their strategy, culture and operations to create long-term value for stakeholders. We believe that by helping Purpose-driven organisations amplify their messages and scale their positive impact, we are indirectly contributing to a better world.

Revenue coming from For Good projects rose 25.2%, the percentage of revenue from For Good projects grew 190 basis points, and the total number of For Good projects increased by 2.9%. Although the volume of For Good projects completed with commercial clients decreased by 18.8% year on year, the related revenue increased by 18.7%, reflecting a higher average project value compared to the prior year for commercial clients. In 2025 we expanded our Purpose-driven clients base by 16.8% and, versus the previous year when we saw a concentration of Purpose-driven clients in the Asia Pacific region, our work with Purpose-driven clients is now more evenly spread across all four regions.

The hours our teams donated to community and charitable organisations surged by 40.3% year on year, demonstrating our continued commitment to supporting the communities we operate in. These projects are often driven by the interests and personal beliefs of our local Monks, guided by our global values as outlined in the related policies.

## Our performance 2025 vs 2024

	2025	2024	% change 2025/2024
Total number of projects	5,834	6,872	(15.1%)
Total For Good projects	560	544	2.9%
Revenue from For Good projects	£48,306,575	£38,581,276	25.2%
% Revenue from For Good projects/revenue	6.4%	4.5%	190 bps
Purpose-driven clients	132	113	16.8%
For Good projects for Purpose-driven clients	439	395	11.1%
Revenue from Purpose-driven clients	£31,426,662	£24,362,663	29.0%
% Revenue from Purpose-driven clients/revenue	4.2%	2.9%	130 bps
% Revenue from projects for alcohol and tobacco clients	2.2%	2.8%	(60 bps)
Monetary donations to community and charity services	£25,222	£78,136	(67.7%)
	(<0.01% of revenue)	(0.01% of revenue)	
Voluntary hours donated to community and charitable organisations	4,468	3,184	40.3%

**Note:** The Group does not have any revenue from tobacco clients (2024: £nil).

## Our Responsibility to the World: Sustainable work continued

# From service provider to operating system: redefining the agency model



**Wesley ter Haar**  
Chief AI Officer

### Leveraging AI as a force for good

It is clear that GenAI is poised to revolutionise industries. As pioneers in agentic AI, we are setting the standard for responsible deployment, embedding governance, oversight and ethical guardrails into every solution. With increased autonomy comes increased responsibility to prioritise human oversight and to mitigate potential biases and risks. This is a role and responsibility that we are dedicated to delivering at the highest possible standards. Here are some of the ways we ensure we are using AI as a force for good.

### Human-in-the-loop governance

At every stage, our human creative and strategic teams act as the essential control layer, operating within a rigorous governance model anchored by the cross-functional *AI Core* team (Legal, Data Privacy and Information Security). Clear review processes, with gates for legal clearance and brand safety, ensure that AI serves as a tool to augment, not replace, the informed, ethical judgment of our experts.

Organised training equips our teams to operate in our AI-forward culture: *School of AI* offers tailored learning paths; the weekly series *15 Minutes of Now* explores AI tools and trends across business, creative and tech applications; *AI Power Hour* provides on-site workshops for expert and in-person help. Monks' *AI Ambassadors* experiment with tools and processes to improve workflows and solve challenges, while the *#ai-collective* – a Slack group of nearly 2,000 Monks – connects peers for real-time problem solving and discussion.

### Ethical data and sourcing

We recognise the risks of models trained on unvetted internet data and we strongly favour tools that use proprietary, transparently sourced and legally permissible datasets.

“We started last year by focusing on how to help our clients move from Agencies to Agents, which is shorthand for moving them from siloed and fragmented services to running marketing systems at scale. After a year at the coalface, helping our clients get post pilot, it’s never been clearer that the technology is ready. An organisation’s ability to adopt and adapt is the differentiator”

We also apply a rigorous Vendor Security Assessment (VSA) process to demand contractual assurances from our technology partners (including NDAs and DPAs), protecting our clients from copyright and data privacy risks.



Read more in our Monks ESG Report

# Our Responsibility to the World: Sustainable work continued

## Active bias mitigation

In the past year alone, the conversation about bias has shifted to recognise that models can inherit bias from human training data. We proactively address these biases, aligning our work with broader DEI (diversity, equity and inclusion) commitments. Our teams undergo mandatory training and actively work to identify and correct stereotypical or inequitable representations in AI-generated content, while ensuring the work we produce authentically reflects the diverse audiences our clients serve.

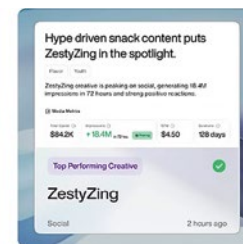
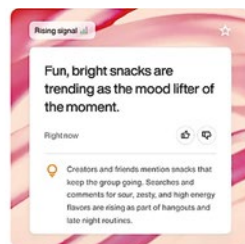
## Sustainable programming

Over the past year, early concerns about AI's environmental impact have eased: research from Google and others indicates AI usage has limited effect. Yet production-level scaling necessitating large data centres remains a key sustainability concern. Partnering with global brands, we distinguish pilot-scale testing from production scaling. Pilots can favour speed over token efficiency, scaling demands operational efficiency. Within Monks.Flow, our AI-powered platform, we've adopted a token-aware architecture, writing and organising prompts and agent workflows to use fewer tokens and avoid wasted computation. As digital ambitions grow, this disciplined approach manages environmental footprint.

## Innovation at speed and scale

As part of our ESG commitment, we have vowed to become a catalyst for change in our industry. While ESG is often sidelined in high-velocity technology cycles, the transition to AI represents the critical moment to embed impact on people and planet into the foundational architecture of creative models and workflows. Real industry transformation is only possible when responsibility is engineered from the start. By prioritising sustainability by design in our initial development, we ensure that new digital ecosystems are built on an equitable and efficient foundation.

## Compress time, cost and complexity, all in one flow



**Plan**  
Instant Strategy  
AI Agents turn cultural trends into actionable briefs instantly. Monks.Flow scans real-time data to find the "Big Idea" without the weeks of manual research.

**Create**  
Virtual Production  
Generative AI creates studio-quality visuals without the photoshoot. Monks.Flow produces high-fidelity fragrance assets at a fraction of the cost and time of traditional production.

**Scale**  
Automated Adaptation  
Intelligent workflows resize, translate, and version assets overnight. Asset Planner and Translation Agents automate the heavy lifting of adapting 500 assets for every local market.

**Deliver**  
AI Guardianship  
Automated QA validates every single asset before it goes live. Sentinel checks every file against specific market rules to ensure 100% compliance and brand safety.

Monks.Flow unifies the marketing process into intelligent, connected workflows powered by agents that learn the brand, goals and guardrails.

In every industry there are companies that adopt the latest innovations and technologies to change how they operate – the speed, scale and cost at which they work – to help them meaningfully pull away from competitors and there is a very realistic case to be made that those who adopt, adapt and evolve, win; those who don't, fall behind.

We report here on just some of the ways we are changing the way the work is done to ensure our clients are on the winning side of the equation.

## Monks.Flow: The agentification of (almost) everything

Historically, the biggest barrier to ongoing creative effectiveness has been fragmentation, because signals are trapped in silos and reused too slowly. Monks.Flow

unifies planning, activation, creation, measurement and optimisation with API pipelines, performance models and fatigue signals, and a generative layer turns those signals into action to close the loop for better efficiency and outcomes. Agents sit at the operational core: they consume unified signals, run workflows, generate creative variants, trigger rotations and update metadata – or route items for human review. Built for scale, compliance and control, Monks.Flow is a subscription to innovation – extensible, integrates with existing tools, avoids vendor lock-in, and unifies planning, production and media into an agent-driven pipeline for autonomous execution and measurable results.

# Our Responsibility to the World: Sustainable work continued

## Our partners: Helping us optimise resources

Strategic partnerships embed computational efficiency and data governance into our agentic workforce architecture. And by designing for precision, ESG is institutionalised as an operational discipline, optimising resource use, cutting digital waste and ensuring responsible data practices.

Collaboration with NVIDIA deployed high-performance infrastructure to power the Monks.Flow ecosystem. Leveraging NVIDIA DGX systems and advanced AI agent architectures accelerated the move from manual production to agentic orchestration at enterprise scale, processing complex datasets and high-fidelity creative outputs with unprecedented speed and precision, while focusing on computational efficiency.

Monks.Flow operates on a cloud-native infrastructure with support for multiple cloud providers, AWS and GCP (Google Cloud Platform) to name two, with Azure coming in 2026.

The partnership with Google Cloud integrated Vertex AI and advanced LLM capabilities into Monks.Flow, creating a hardened infrastructure that prioritises data sovereignty and security. Using Google’s cloud-native tools powers the Real-Time Brands model, enabling dynamic adaptation of creative messaging from live digital signals and advanced Answer Engine Optimisation (AEO), shifting brand discoverability to AI-driven insights. This integration builds a resilient, secure and scalable digital foundation aligned with governance and operational efficiency.

Monks and AWS integrate cloud-native services, advertising and martech APIs and generative AI to build scalable marketing systems. We convert large datasets into actionable insights; deploy ML models for UGC platforms, conversational interfaces and avatar services; and optimise broadcast pipelines for media and sports. Our rapid application development and DevOps practices ensure automated CI/CD, infrastructure-as-code and efficient, cost-effective deployments.

The partnership between Monks and Amplitude led to a shift from static performance reporting to a dynamic closed-loop system enabling real-time user behaviour to feed directly into successive AI-driven creative iterations. By leveraging Amplitude’s behavioural data layer, the orchestration model moves from a linear production workflow to a continuous optimisation cycle.

This integrated ecosystem provides an operational benchmark for Agentic Orchestration, using live digital signals to inform the automated content supply chain. The resulting synergy demonstrates the maturation of the One Brand data strategy: moving the value proposition from volume production to the delivery of high-fidelity, data-validated outcomes at the speed of culture.

## LiveVision™: AI video processing

Developed using NVIDIA technologies, this deployable AI solution enables intelligent automation through video inference, allowing brands to drive actions based on visual data from a live feed. LiveVision analyses video as it happens, then talks to the rest of a broadcast stack to trigger creative decisions, allocate wireless resources and tag footage automatically. What once took hours can now happen instantly, transforming an archive into a searchable database of moments and metrics. Broadcasters get up to 50% faster live switching, while reducing manual intervention, infrastructure costs and operational risk – all while increasing personalised asset creation 100x at scale. The solution debuted at the 2025 International Broadcasting Convention (IBC), where it received the Game-Changer Sustainable Product Innovation award.

## Awards for innovation



AI Pioneer Organization, The One Show



Artificial Intelligence Excellence Awards, Business Intelligence Group



Experimentation Partner of the Year, Optimizely



Game Changer: Sustainable Product Innovation, Corporate Star Awards



Best Marketing & Creative AI Solution, Global Generative AI Awards

# Our Responsibility to the World: Sustainable work continued

## Centre for Community Initiative

### My First Voice

In collaboration with the Centre for Community Initiative in Northeast India, Monks developed My First Voice, an AI-powered solution that turns children's non-verbal sounds into personalised speech (while preserving vocal identity and accents) in under five minutes. So far, 10 children have spoken for the first time – improving social interaction, reducing frustration and promoting inclusion – with plans to scale across India.



Read more here



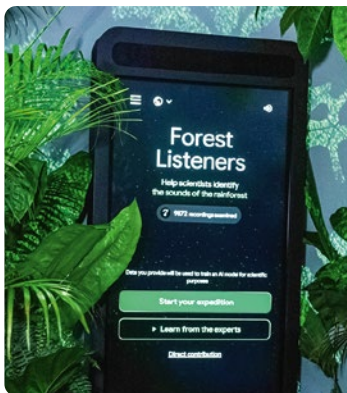
## Amsterdam Museum

### Amsterdam in Motion: a city brought to life

Curated by the Amsterdam Museum, this permanent immersive experience, a compelling audiovisual journey of Amsterdam's vibrant past and present, features the world's largest multimedia city maquette. Monks led the experience strategy, creative direction and concept development, crafted the name and brand identity, and produced the show. We also developed the teaser website and supported fundraising efforts for this non-profit initiative.



Read more here



Read more here

## Google Arts & Culture

### Forest Listeners App x COP30

Developed in collaboration with Google Arts & Culture, Google DeepMind and WildMon, the app utilises AI to pre-group thousands of rainforest audio recordings, inviting people to identify animal calls in Brazil's Amazon and Atlantic Forests. Interactions train AI models, supporting biodiversity monitoring and rainforest restoration. We worked on the concept, through prototype, to final launch, including UX/UI design, the WebGL digital forest and interactive quizzes.

## 100WEEKS

### Empowering women through direct support

When women are empowered to make their own choices, families eat better, children stay in school and communities thrive. This was the focus of a short documentary we launched in collaboration with 100WEEKS that followed the transformative journeys of three Rwandan women who received direct cash, and decided how to invest it for themselves, for 100WEEKS – challenging traditional aid methods to foster lasting change.



Read more here

# Our Responsibility to the World: Sustainable workspaces

## Sustainable workspaces and global GHG footprint

This section details our operational environmental impact, specifically the footprint of our physical facilities, global travel and the services we consume. We are committed to the Paris Agreement and The Climate Pledge, with a clear trajectory towards net zero by 2040 driven by our SBTi-validated targets.

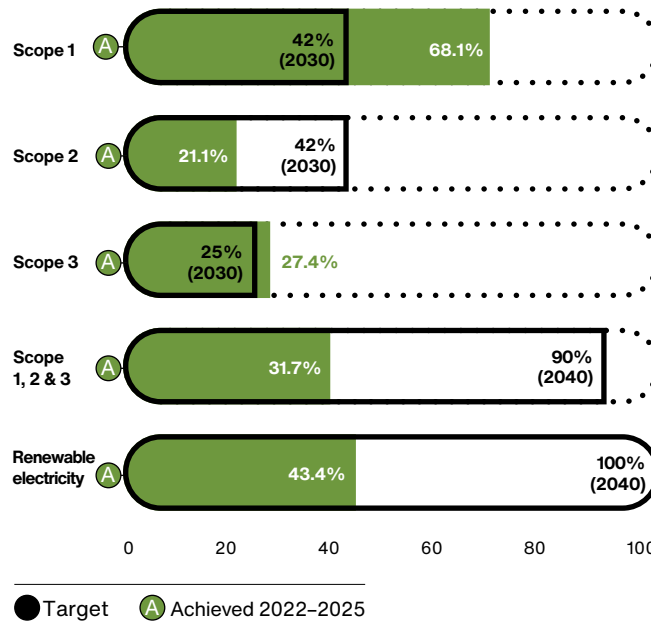
Using our 2022 baseline as a benchmark, our reduction strategy focuses on three critical levers:

- **Renewable energy and green offices:** We prioritise energy efficiency and the transition to fossil-fuel-free heating to minimise our dependence on fossil fuels across our global operations.
- **Smarter business travel:** Business travel remains essential for collaboration, client delivery and rapid capability transfer in a fast-evolving, AI-driven industry. Our focus is on improving travel efficiency through smarter deployment of regionally embedded expertise, clearer decision frameworks, better data capture and the prioritisation of high-impact journeys.
- **Supply chain decarbonisation:** Scope 3 emissions remain our most significant reporting challenge due to limited upstream visibility. We aim to drive greater transparency by formally requesting CO<sub>2</sub> reporting of our largest IT suppliers and integrating their emissions data into our reporting framework.

## Results

Our objective remains net zero by 2040. Since our 2022 base year, we have delivered a substantial reduction in our carbon footprint. Scope 1 emissions declined from 3,611 tCO<sub>2</sub>e to 1,152 tCO<sub>2</sub>e, while global Scope 2 emissions (market-based) decreased to 855 tCO<sub>2</sub>e. Scope 3 emissions also fell significantly compared with

### Progress against targets



our baseline, declining 27.4% from 27,520 tCO<sub>2</sub>e in 2022 to 19,989 tCO<sub>2</sub>e in 2025. These reductions largely reflect the consolidation of legacy offices and the continued optimisation of our operational footprint.

Short-term data shows a clear tension: despite a strong 2022-2025 performance profile, total global emissions rose 8.8% year on year. This increase, driven by employee commuting and the compute demands of our AI strategy, indicates our decarbonisation progress needs a slight course correction, having deviated from a steady path to net zero by 2040. To that end, we will conduct a data-driven reassessment of our emissions with the understanding

that our commercial growth in AI and expanded global client engagement do not absolve us of our long-term climate mandates. Please read more on pages 39 to 40 for further breakdown.

**Scope 1 emissions decreased by 10.9% across all categories.** In 2025 we closed offices known for high gas consumption and refrigerant leaks, and consolidated several offices into energy-efficient locations. Emissions from natural gas consumption declined significantly by 50.0%. While refrigerant leaks decreased by 5.6% year on year, it remains our most significant Scope 1 challenge at 1,045 tCO<sub>2</sub>e and an area of focus for our global facilities teams.

In the UK, our Scope 1 emissions remained broadly stable at 144 tCO<sub>2</sub>e, reflecting minimal change in gas consumption and refrigerant-related emissions across the portfolio.

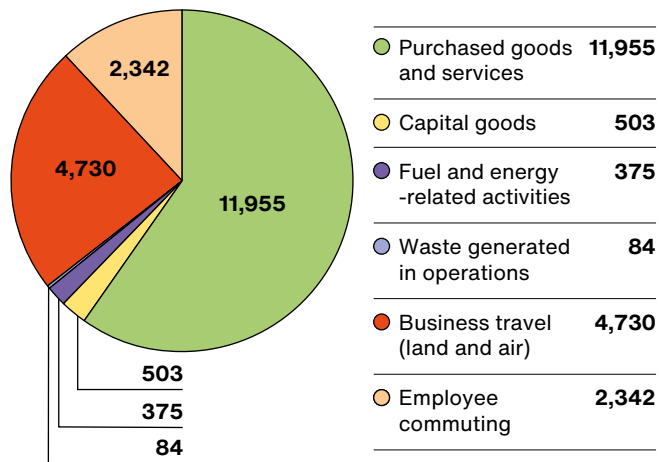
**Scope 2 emissions (market-based) decreased by 14.9%.** The primary factor was the significant reduction in purchased electricity (market-based), which decreased by 18.2%

Our purchased green electricity posted a modest increase of 130bps. The percentage of offices utilising renewable energy remains relatively stable. Our overall electricity consumption dropped by 6.6% while the share of renewable electricity increased slightly from 42.1% to 43.4%. The 112.0% increase in reported heating consumption represents a gain in data fidelity rather than an operational shift.

In the UK, our Scope 2 emissions have been affected by our Return to Office (RTO) policy, resulting in higher office utilisation, leading to a critical increase in electricity usage in one of the London offices. This significantly impacted total UK emissions.

# Our Responsibility to the World: Sustainable workspaces continued

## Scope 3 breakdown



### Scope 3 emissions increased by 11.5% and represent a major contribution to our 2025 GHG footprint in 2025.

The increase was primarily driven by higher emissions from purchased goods and services, fuel- and energy-related activities and employee commuting. Purchased goods and services rose 9.5% year on year, reflecting changes in procurement mix and greater use of compute-intensive digital infrastructure and cloud-based services that support our technology and AI capabilities. As a digital-first organisation, emissions across the value chain are our most complex decarbonisation challenge and demand improved supplier transparency and category-level visibility.

While we remain resolute in our 2040 net zero mandate, Scope 3 is our largest operational hurdle. Although procurement efficiencies in 2025 reduced overall spend, consumption shifted toward high-emission, compute-intensive services required for large-scale AI modelling, increasing our hosting-related emissions despite lower costs.

In 2025, we started looking more granularly into our AI suppliers. Our assessment revealed that many emerging AI providers have not yet developed CO<sub>2</sub> disclosures. By formally requesting CO<sub>2</sub> reporting from these suppliers and integrating that requirement into our procurement and engagement criteria, we can drive greater transparency and bring them into a reporting ecosystem over time. This approach both protects our climate risk exposure and strengthens supplier accountability as these businesses scale.

We saw a 0.1% drop in absolute business travel emissions but an increase in emissions per employee. Higher-than-expected in-person engagement in high-growth markets drove much of the rise. Air travel fell year on year, while land travel nearly doubled, indicating our ‘air only when necessary’ approach is having an effect as we shift to lower-carbon travel.

Employee commuting emissions increased significantly, rising 226.6% year on year, primarily due to the implementation of our RTO policy across several locations. Physical collaboration remains an important component of our operating model, particularly in creative and technology-driven environments. However, we recognise the additional emissions pressure created by increased commuting activity. It is also important to note that the response rate to the 2025 employee commuting survey was 21%, compared with more than 40% in the previous year. The lower response rate required greater extrapolation in the calculation methodology and may partially contribute to the scale of the reported increase.

### Methodology, collection of data and reporting

Our greenhouse gas reporting follows the GHG Protocol Corporate Standard and, for the UK, meets SECR requirements. We use an Operational Control approach for the organisational boundary and report global GHG emissions against a 2022 base year to enable multi-year

performance tracking. UK emissions disclosures are presented year on year to align with UK regulatory requirements. Carbon intensity is reported as tCO<sub>2</sub>e per employee (total global headcount, excluding contractors and contingent workers) as our primary intensity metric to ensure comparability across reporting periods.

For Scope 2, we disclose both location-based and market-based emissions to reflect grid-average factors and the effects of renewable electricity procurement. Energy consumption data is prioritised using a hierarchy. Primary utility data from meters or landlord invoices is used where available. In co-working or serviced-office locations with no actual data, we estimate using historical records or average consumption factors adjusted for headcount and occupancy. UK scope 1 and 2 energy data are 100% based on actual utility information. Emission factors are taken primarily from the UK Government DEFRA 2024 dataset and supplemented where needed by the latest IEA datasets for international electricity factors.

Scope 3 reporting follows the GHG Protocol Corporate Value Chain (Scope 3) Standard. A comprehensive screening of all 15 categories conducted in 2024 identified six material categories for our digital, talent-led business model: purchased goods and services (including high-intensity AI/cloud hosting), capital goods, fuel- and energy-related activities (FERA), waste, business travel and employee commuting. These categories were unchanged in 2025, as our reporting boundary remained relatively consistent. The remaining Scope 3 categories, including upstream transportation and distribution, downstream transportation and distribution, processing of sold products, use of sold products, end-of-life treatment of sold products, leased assets, franchises and investments, have been assessed and are currently considered not material based on their limited relevance to the Group’s operations and overall emissions profile.



## Our Responsibility to the World: Sustainable workspaces continued

### Emissions profile: Global and UK, 2022 to 2025

	Global					UK		
	2025	2024	2023	Base year 2022	% change 2025/2024	2025	2024	% change 2025/2024
Employees	6,345	7,166	7,707	8,891	(11.5%)	245	304	(19.4%)
Total tCO <sub>2</sub> e (market-based)	21,996	20,221	25,654	32,215	8.8%	1,442	1,235	16.8%
Carbon intensity tCO <sub>2</sub> e per employee	3.5	2.8	3.3	3.6	25.0%	5.9	4.1	43.9%

### Streamlined energy and carbon reporting (SECR): Global and UK operations, 2025 vs 2024

	Global gas consumption 2025	Global gas consumption 2024	Global gas consumption % change 2025/2024	UK gas consumption 2025	UK gas consumption 2024	UK gas consumption % change 2025/2024
kWh	463,881	916,143	(49.4%)	11,387	13,043	(12.7%)
kgCO <sub>2</sub> e	84,160	167,855	(49.9%)	2,110	2,390	(11.7%)
kWh/Employee	73	128	(43.0%)	47	43	9.3%
kgCO <sub>2</sub> e/Employee	13	23	(43.5%)	9	8	12.5%

	Global electricity consumption 2025	Global electricity consumption 2024	Global electricity consumption % change 2025/2024	UK electricity consumption 2025	UK electricity consumption 2024	UK electricity consumption % change 2025/2024
kWh	3,653,615	3,911,480	(6.6%)	47,063	24,444	92.5%
kgCO <sub>2</sub> e	802,213	980,029	(18.1%)	11,800	1,934	510.1%
kWh/Employee	576	546	5.5%	192	80	140.0%
kgCO <sub>2</sub> e/Employee	126	137	(8.0%)	48	6	700.0%

# Our Responsibility to the World: Sustainable workspaces continued

## Emissions breakdown by scope: Global and UK, 2022 to 2025

	Global tCO <sub>2</sub> e					UK tCO <sub>2</sub> e		
	2025	2024	2023	Base year 2022	% change 2025/2024	2025	2024	% change 2025/2024
<b>Scope 1</b>								
Natural gas – stationary combustion	84	168	376	1,682	(50.0%)	2	2	–
Company leased cars – mobile combustion	23	18	45	89	27.8%	–	–	–
Refrigerant leakages – fugitive emissions	1,045	1,107	2,343	1,840	(5.6%)	142	142	–
<b>Total Scope 1</b>	<b>1,152</b>	<b>1,293</b>	<b>2,764</b>	<b>3,611</b>	<b>(10.9%)</b>	<b>144</b>	<b>144</b>	<b>0</b>
<b>Scope 2</b>								
Purchased heat and steam	53	25	22	34	112.0%	–	–	–
Purchased electricity – Grey (market-based)	802	980	922	1,050	(18.2%)	12	2	500.0%
Purchased electricity – Grey (location-based)	1,143	1,295	1,538	N/A	(11.7%)	8	5	60.0%
Green electricity (% of total)	43.4%	42.1%	45.0%	57.0%	130 bps	40.4%	79.6%	(3,920 bps)
<b>Total Scope 2 (market-based)</b>	<b>855</b>	<b>1,005</b>	<b>944</b>	<b>1,084</b>	<b>(14.9%)</b>	<b>12</b>	<b>2</b>	<b>500.0%</b>
<b>Total Scope 2 (location-based)</b>	<b>1,196</b>	<b>1,320</b>	<b>1,560</b>	<b>N/A</b>	<b>(9.4%)</b>	<b>8</b>	<b>5</b>	<b>60.0%</b>
<b>Total Scope 1 &amp; 2 (market-based)</b>	<b>2,007</b>	<b>2,298</b>	<b>3,708</b>	<b>4,695</b>	<b>(12.7%)</b>	<b>156</b>	<b>146</b>	<b>6.8%</b>
<b>Total Scope 1 &amp; 2 (location-based)</b>	<b>2,348</b>	<b>2,613</b>	<b>4,324</b>	<b>N/A</b>	<b>(10.1%)</b>	<b>152</b>	<b>149</b>	<b>2.0%</b>
<b>Scope 3</b>								
Purchased goods and services <sup>1</sup>	11,955	10,918	13,987	15,881	9.5%	461	463	(0.4%)
Capital goods	503	1,117	1,359	4,200	(55.0%)	19	47	(59.6%)
Fuel and energy-related activities	375	299	567	1,056	25.4%	4	1	300.0%
Waste generated in operations	84	139	93	342	(39.6%)	2	3	(33.3%)
Business travel (land and air)	4,730	4,733	5,169	2,747	(0.1%)	764	549	39.2%
Employee commuting	2,342	717	771	3,294	226.6%	36	26	38.5%
<b>Total Scope 3</b>	<b>19,989</b>	<b>17,923</b>	<b>21,946</b>	<b>27,520</b>	<b>11.5%</b>	<b>1,286</b>	<b>1,089</b>	<b>18.1%</b>
<b>Total GHG emissions (market-based)</b>	<b>21,996</b>	<b>20,221</b>	<b>25,654</b>	<b>32,215</b>	<b>8.8%</b>	<b>1,442</b>	<b>1,235</b>	<b>16.8%</b>
<b>Total GHG emissions (location-based)</b>	<b>22,337</b>	<b>20,536</b>	<b>26,270</b>	<b>N/A</b>	<b>8.8%</b>	<b>1,439</b>	<b>1,238</b>	<b>16.2%</b>

**Note:**

1. Purchased goods and services includes water usage. Global tCO<sub>2</sub>e for 2025 is 5.29 (2024: 4.00) and UK tCO<sub>2</sub>e for 2025 is 0.06 (2024: 0.02).

# Our Responsibility to the World: Sustainable workspaces continued

## Clothes swap in Amsterdam and Hilversum

Swap. Shine. Repeat. Our clothing swap initiative is giving used clothes a second life and our Monks a fun way to reduce waste!



## Pollinating the urban landscape

Our building management in New York partnered with urban beekeeping company Alvéole to install and maintain a honeybee hive on the roof, helping to pollinate the urban landscape, while educating tenants on the important role honeybees play in our ecosystem.



## Delivering Joy in Bogotá

Through our Joy Loops initiative, our team in Bogotá came together to collect and wrap toys for children in underserved communities. What started as a simple idea became a shared moment of care, connection and collective effort for the communities that continue to inspire us.



## Disposing of electronics responsibly

Our offices in Brazil partner with local organisations to dispose of electronics responsibly in cities where waste management from the government doesn't exist. São Carlos and Votorantim offices partner with local NGO Ecobraz Emigre and São Paulo teamed up with Ingram Micro to manage the process.



# People Fulfilment



## People Fulfilment

We accelerated the transformation of our talent model to align with our AI-first strategy, redefining workstreams, roles and core competencies to lead in a technology-led era. By integrating AI-driven efficiencies across our unitary structure, we transitioned away from legacy, manual-intensive roles towards a leaner, higher-impact organisation.

“Our vision of the future is one where excellence and inclusivity aren’t competing priorities, they’re inseparable. We’ve worked to democratize access to cutting-edge skills training and empower local teams to drive change in ways that matter to their communities. Whether developing the next generation of leaders or supporting social causes that reflect our values, we’re focused on building a workforce that doesn’t just adapt to change, but helps shape it”

**Claire Elowitz**  
SVP, Global People Operations & Talent



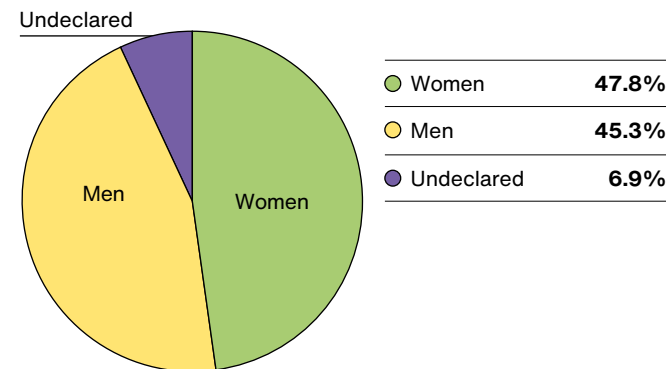
While this structural refinement resulted in a reduction of headcount within legacy operational areas, it has moved us beyond traditional agency models towards a high-agility environment where inclusive excellence is powered by AI-literacy and cognitive diversity. By democratising access to advanced training, we have empowered our Monks to evolve their mindset and capabilities, ensuring our talent pool remains as transformative and efficient as the digital solutions we deliver to our clients.

### Our representation

Our inclusive talent strategy ensures our leadership ranks mirror the global markets we disrupt. We continue to see steady, sustainable growth in the representation of women across the Group. In 2025, women’s representation within management increased by one percentage point, bringing the global total to 47.6% of all managers – reflecting our ongoing commitment to building a strong, high-performance talent pipeline. Our representation

of women to men remained consistent year on year and aligned with the industry despite structural shifts in our global workforce. While slight declines were reported in the percentages of both women (47.8%) and men (45.3%), it is feasible that it is partly due to the proportion of Monks reporting as ‘undeclared’ nearly doubling year on year.

### Gender balance of global workforce 2025



### Our people progress 2025 vs 2024

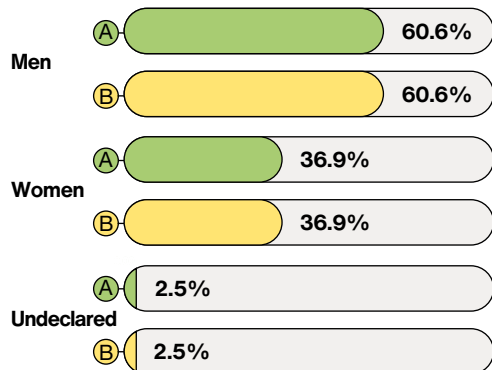
	Total 2025	Women 2025	Men 2025	Undeclared 2025	Total 2024	Women 2024	Men 2024	Undeclared 2024
Employees	6,345	47.8%	45.3%	6.9%	7,166	48.6%	47.7%	3.7%
Part time	1.2%				1.7%			
Full time	98.8%				98.3%			
Permanent contract	95.4%				95.2%			
Temporary contract	4.6%				4.8%			
% of turnover per total employees by gender	38.1%	46.9%	46.8%	6.3%	28.3%	46.6%	47.3%	6.1%
Covered by collective bargain agreement	35.7%				30.3%			
Absenteeism in the Netherlands	2.3%				3.5%			

# People Fulfilment continued

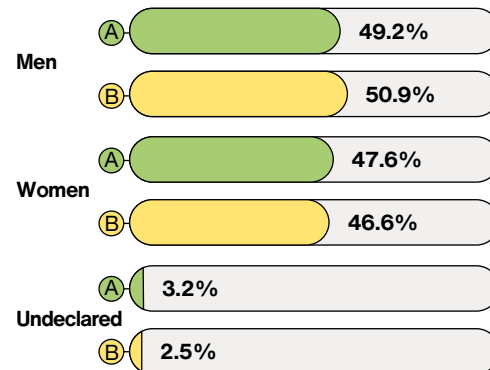
## Gender balance of workforce by role 2025

Ⓐ 2025 Ⓑ 2024

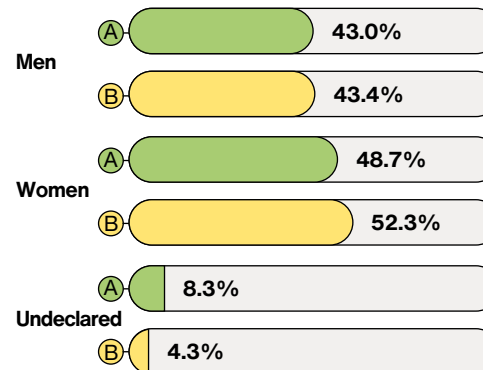
### Executive



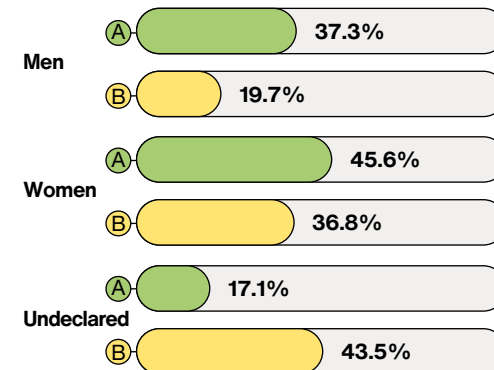
### Management



### Other positions



### Internship



This shift reflects a growing emphasis on employee data privacy and personal choice across our 33 countries of operation. For our Board representation, see page 76.

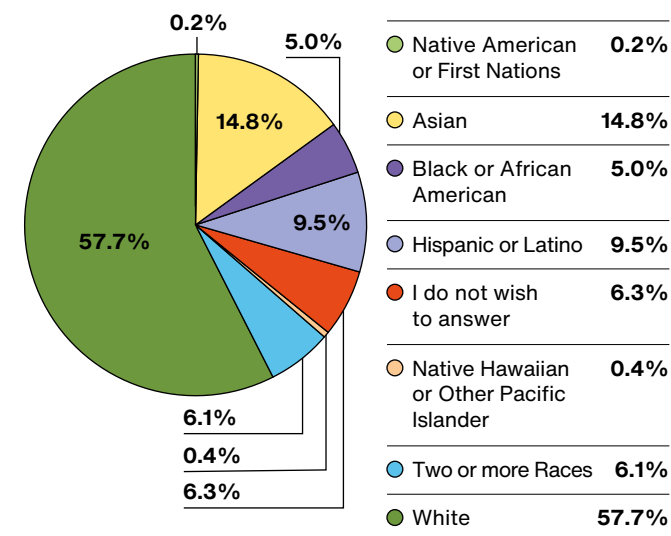
While our executive cohort remains lean at approximately 5% of our total workforce, women represent 36.9% of leadership roles, matching 2024 levels. While our ambition was to grow this figure year on year, sustaining representation through a period of ongoing structural change and industry headwinds demonstrates real resilience and reinforces our commitment to achieving gender parity in leadership.

Tracking race and ethnicity across a global company is complicated as laws, cultural norms and privacy rules differ by country. Because US laws permit and for large companies like ours mandate, data collection and reporting on employee ethnicity, the Group has historically monitored ethnicity and race data of our US employees to assess representation and identify under-represented groups. Racial and ethnic demographics remained broadly

consistent year on year, underscoring continuity in our BIPOC representation of 36.0% across our US workforce. Reinforcing our commitment to promoting a diverse workplace and industry, in 2021 the Group launched the S<sup>4</sup> Fellowship, a fully paid, two-year rotational programme that helps build a diverse leadership pipeline and amplifies under-represented voices. Targeting outstanding, early-career graduates – originally from HBCUs and expanding in 2024 to other Minority-Serving Institutions – the fellowship was created to provide an immersive, hands-on experience across diverse teams.

As we refine our unitary reporting systems, we are focused on building a diverse, high-performance talent pool through regionally informed strategies aligned with local market needs. These programmes invest in scalable, market-relevant pipelines that support a strong workforce across our global footprint.

## Overall US ethnicity, 2025



## People Fulfilment continued

“I see ESG not as a framework we comply with, but as a culture we design. The ‘S’ and the ‘G’ live in our people’s everyday experiences in who gets opportunities, how leaders are held accountable, and how safe and empowered our teams feel to speak up and innovate. When we embed equity in our talent systems, align incentives to long-term impact, and equip our workforce with the skills to lead through change, we don’t just advance ESG metrics, we future-proof our organisation. Sustainable performance is ultimately human performance”

**Debra Stroff**  
Chief People Officer



Employee-led community groups are a vital component of Monks’ diversity and inclusion strategy, designed and managed locally to provide support, connection and networking opportunities for individuals with shared identities and interests. Regional leadership is encouraged to cultivate specific programming relevant to their local composition, such as the Rise Her/They regional diversity and inclusion initiative in Mexico. And to ensure we are fostering a workplace where everyone is respected and valued, all Monks employees participate in formal culture and inclusion training.

Our People organisation leverages the CultureAmp platform to gather insights, foster engagement and collect and analyse employee feedback. Global assessments – including onboarding surveys that measure the effectiveness of hiring, training and integration, and exit surveys that gather actionable feedback on reasons for leaving, company culture and management – aim to improve retention and reduce turnover. Regional engagement surveys gather insights on how employees feel about their roles, teams, leadership and the overall work environment.

Local HR teams are important stakeholders and drivers of the post-survey data analysis and operate in partnership with leadership to share results with employees and launch strategies for improvement. In our rapidly evolving industry, where the ‘new normal’ is still taking shape, our strategy is clear: establish a strong global direction, while granting local teams the autonomy to adapt quickly and maintain alignment with that core vision.

# People Fulfilment continued

## Professional development

As emerging technologies reshape our work and our lives, professional development helps strengthen our people. Monks take a holistic approach, delivering training that builds practical skills, boosts confidence and fosters adaptability. Our programmes provide hands-on learning and mentoring, plus access to senior leadership, so our people can develop the judgment and resilience to navigate disruption, seize new opportunities and thrive in change.

### S<sup>4</sup> Women in Leadership Program

In its fifth year, the S<sup>4</sup> Women in Leadership Program brought 30 women from Monks and S<sup>4</sup>Capital to the UC Berkeley Haas School of Business for an immersive leadership development experience. Guided by Monks and industry leaders, the curriculum helped participants explore leadership DNA, hone negotiation and financial skills, and learn how to build effective teams.



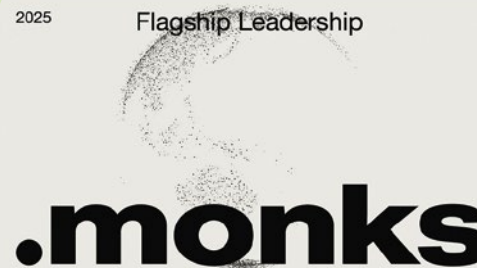
## Democratising culture

Globally, our Monks communities actively champion women's voices and drive culturally attuned change. Key initiatives include the six-month Aurora programme (Brazil Monks), based on global S<sup>4</sup> Women in Leadership goals but customised for LATAM; Womxn in Tech (APAC), which addresses gendered challenges in Asia; and SheConnects (NAMER), which offers strategic networking and professional growth workshops.



## Investing in future leaders

We believe that leadership isn't just about titles – it's about how one thinks, navigates challenges and creates meaningful change. Monks' Flagship Leadership Program strengthens the way our senior leaders lead by emphasising core and innovative business concepts using a case study approach modelled after top business schools. In 2025, the programme cohort included 194 Monks leaders.



## School of AI

We aim to empower every Monk with the fundamental AI knowledge required to influence decision making, boost creativity and ensure competitiveness. *School of AI* training caters to all proficiency levels, providing accessible, snackable content to build subject matter expertise to offer a base level of holistic AI knowledge as well as in-depth knowledge of emerging tools and technologies.

# People Fulfilment continued

## Community action

Empowering local teams to take action promotes inclusivity and ensures our cultural story remains diverse, representative and relevant – even as the world continually changes. Through local action and the collective commitment rooted in our DNA, these community projects strengthen a rich, inclusive culture, enabling us to create meaningful impact, while reinforcing the values that bind us together globally.



### Helping those in need stay warm

To strengthen community care and social responsibility, our São Carlos, Sorocaba and São Paulo offices collected winter clothing for people in vulnerable situations. In São Paulo, we worked in partnership with Gerando Falcões, while in our other offices, donations were sent to the Helena Dorfeld Elderly Home and other partner NGOs.



### Donating our skills for impact

In partnership with Netherlands-based De Nieuwe Gevers (the New Givers), a platform that connects professionals with purpose-driven projects, we offered Monks up to three workdays to devote their professional skills to causes that speak to them. Monk designers, writers, marketers, developers – and everything in between – leveraged their skills to help make a difference.

### CleansDay 2025

What started with co-founder Victor Knaap's LinkedIn post on Amsterdam's waste, CleansDay 2025 became the city's largest community clean-up, mobilising over 30,000 residents, businesses, students and entrepreneurs to celebrate its 750th anniversary. This movement highlights the massive impact of collective small actions. Many thanks to our teams and partners, including The Social Hub (B Corp™) and B Lab.



### Supporting women entrepreneurs

Rise & Thrive, a Singapore charity, empowers women entrepreneurs (Risers) to grow home-based businesses, strengthening household income and fostering financial independence. Annually, Monks host an event to celebrate the programme's dedicated volunteers and engage the community supporting these women.



# One Brand



## One Brand

Since S<sup>4</sup>Capital's founding, more than 30 content, data and digital media, and technology companies have been integrated into a single operating model that combines the foundational knowledge of our legacy teams with a clear, forward-looking vision under One Brand: Monks. ESG underpins our entire organisation and is embedded across functions, with governance acting as the enforcement mechanism for our values, ensuring consistency across the business. Monks' One Brand is built on shared values, global policies and aligned operating standards, defining how we engage our clients, our people and other stakeholders, while providing clear direction for the future of the industry.

### Unitary structure

Designed to simplify the organisational structure, clarify mandates and foster greater collaboration under the single Monks brand, the organisation is built around two practices – Marketing Services and Technology Services – that operate in synergy and go-to-market together.

### Go-To-Market

Our flagship offering, Monks.Flow, unifies fragmented marketing functions into one automated, modular ecosystem, combining customisable apps and proprietary AI with expert oversight to preserve creativity and strategic alignment. Our integrated Go-To-Market propositions – Orchestration Partner, Real-Time Brands, Media Acceleration Partner and Digital Transformation – amplify our shared identity and impact. To ensure all of our Monks are rowing in the same direction, we maintain a centralised knowledge base and repository for all sales materials and institutional knowledge. This single-interface sales enablement hub, Storefront 2.0, equips teams with the resources needed to sell work more profitably and make informed decisions. In 2025, two major brand moments brought our team together on the global centre stage: CES in Las Vegas – the annual global tech trade show – and the Cannes Lions Festival of Creativity, the world's largest annual gathering for advertising, creative communications and marketing.

### Universal tools and training

Across the Monks organisation we work as one. Employees leverage integrated applications and tools – like Gemini, Google Flow, Workday and Salesforce, for example – and take part in training to equip them with a foundational understanding of AI and ensure that everyone can contribute to our AI-driven strategies. Company-wide training initiatives such as our *School of AI* and the *15 Minutes of Now* series, as well as AI Power Hour and *#ai-collective* make AI knowledge accessible across teams to embed innovation into our culture.

### Global People framework

The People organisation operates through a global People Fulfilment model that builds a decentralised workforce, intentionally embracing diverse perspectives, skills and experiences across regions. Governed by a central framework, it embeds global best practices while allowing local teams to adapt policies and programmes to regional needs. This approach ensures consistent standards in recruitment, development and wellbeing, yet preserves cultural nuance and agility. By combining global oversight with local empowerment, we are creating a resilient talent ecosystem that supports career growth, inclusion and business priorities worldwide. Read more about our People Fulfilment model on pages 42 to 46.

# Task Force on Climate-related Financial Disclosures Report

## Overview/Executive summary

The Group remains committed to understanding and managing climate change as a potential driver of physical and transition-related risks, while strengthening the resilience of its business model. As a digital, asset-light organisation, S<sup>4</sup>Capital's exposure to climate-related risks is primarily indirect and linked to its people, offices, digital infrastructure, value chain dependencies and client-facing activities, rather than to physical production assets. During 2025, the Group continued to embed climate-related considerations into its ERM, strategic planning and performance monitoring processes. Climate change was confirmed as a material environmental topic through the materiality assessment. For the purposes of this TCFD disclosure, climate-related risks and opportunities are assessed through a dedicated climate-risk lens, focused on business resilience and financial relevance.

The Group is currently not in scope of the Corporate Sustainability Reporting Directive (CSRD) for the 2025 reporting period, considering the applicable thresholds, listing criteria and latest regulatory developments, including the EU Omnibus simplification package. Nevertheless, the Group continuously monitors evolving global sustainability reporting regulations and frameworks, and is strengthening its disclosures and practices in line with emerging best practices and regulatory expectations where appropriate.

## Governance

The Board of Directors retains ultimate oversight of climate-related risks and opportunities, supported by the Audit and Risk Committee and the Executive Committee. Climate-related matters are integrated into existing governance and risk management structures. Day-to-day coordination is supported by the ESG Steering Committee and ESG Core Team, which monitor climate-related risks, performance and disclosures, and escalate relevant matters through established governance channels.

## Strategy

Climate-related risks and opportunities are considered as part of the Group's strategic planning and decision making processes. Scenario analysis is used to assess the resilience of the business under different climate pathways. Given the Group's digital-first, asset-light operating model and operational flexibility, climate-related risks and opportunities are not expected to materially disrupt revenue or operating performance under the scenarios assessed. Climate insights are used to inform considerations around operational resilience, low-carbon delivery models and sustainable client solutions.

## Risk management

Climate-related risks and opportunities are identified, assessed and managed through the Group's ERM framework, using consistent approaches to likelihood, impact and materiality. Physical climate risks are assessed using external geospatial modelling tools, including Munich Re's Location Risk Intelligence platform, drawing on IPCC climate scenarios across multiple time horizons. Transition risks are assessed at Group level, with a focus on regulatory, market, technology and reputational drivers. Overall, residual climate-related financial risk is currently assessed as limited.

## Metrics and targets

S<sup>4</sup>Capital's climate approach is anchored in science-based emissions reduction targets validated by the Science Based Targets initiative (SBTi) in 2024 and aligned with a 1.5°C pathway. These targets remain unchanged.

## 2025 progress

- Absolute Scope 1 and 2 greenhouse gas emissions decreased by approximately 57.3% compared to the 2022 base year (target: 42% reduction by 2030), driven by office consolidations, reduced gas use, refrigerant improvements and further electrification of the vehicle fleet.
- Absolute Scope 3 greenhouse gas emissions decreased by approximately 27.4% compared to the 2022 base year (target: 25% reduction by 2030), supported by reduced hosting usage, refined business travel policies, improved supplier data quality and lower commuting emissions.
- Total absolute Scope 1, 2 and 3 emissions continued to decline relative to the base year, supporting progress towards the long-term target of a 90% reduction by 2040.

# Task Force on Climate-related Financial Disclosures Report continued

## Compliance with UK Listing Rules

The Board has noted the requirement for mandatory climate-related disclosures arising from the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022, amending sections 414C, 414CA and 414CB of the Companies Act 2006, in addition to Listing Rule LR 6.6.6R. Accordingly, S<sup>4</sup>Capital has provided climate-related disclosures in this Annual Report in line with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and designed to meet the applicable requirements of the Companies Act 2006.

While there is a high degree of alignment between the TCFD framework and the Companies Act climate-related financial disclosure requirements, the Group has considered the specific regulatory requirements separately to ensure appropriate coverage and compliance.

We set out below our compliance with climate-related financial disclosures in line with the TCFD recommendations and recommended disclosures, as detailed in the Recommendations of the Task Force on Climate-related Financial Disclosures (2017), with consideration of the additional guidance in Implementing the Recommendations of the Task Force on Climate-related Financial Disclosures (2021). These disclosures are presented throughout this section of the Annual Report. The Group continues to monitor developments related to the UK's transition towards ISSB-aligned sustainability disclosures.

<b>Pillars</b>	<b>Recommended disclosures</b>	<b>Companies Act CFD reference</b>	<b>Page</b>
<b>Governance</b> Disclose the organisation's governance around climate-related risks and opportunities	a) Board oversight of climate-related risks and opportunities	414C(2)(b)	50 to 51
	b) Management's role in assessing and managing climate-related risks and opportunities	414C(2)(b)	50 to 51
<b>Strategy</b> Disclose the actual and potential impacts of climate-related risks and opportunities	a) Climate-related risks and opportunities identified over short, medium, long term	414CZA(a)	52 to 54
	b) Impact on business, strategy and financial planning	414CZA(b)	52 to 54
	c) Resilience of strategy under different climate scenarios	414CZA(c)	52 to 54
<b>Risk management</b> Disclose how the organisation identifies, assesses and manages climate-related risks	a) Processes for identifying and assessing risks	414C(2)(b)	55 to 58
	b) Processes for managing risks	414C(2)(b)	55 to 58
	c) Integration into overall risk management	414C(2)(b)	55 to 58
<b>Metrics and targets</b> Disclose the metrics and targets used to assess and manage climate-related risks and opportunities	a) Metrics used to assess risks and opportunities	414CA(a)	59
	b) Scope 1, Scope 2 and (if appropriate) Scope 3 emissions	414CA(b)	59
	c) Targets and performance against targets	414CA(c)	59

# Task Force on Climate-related Financial Disclosures Report continued

## Governance

### Governance overview (why and how)

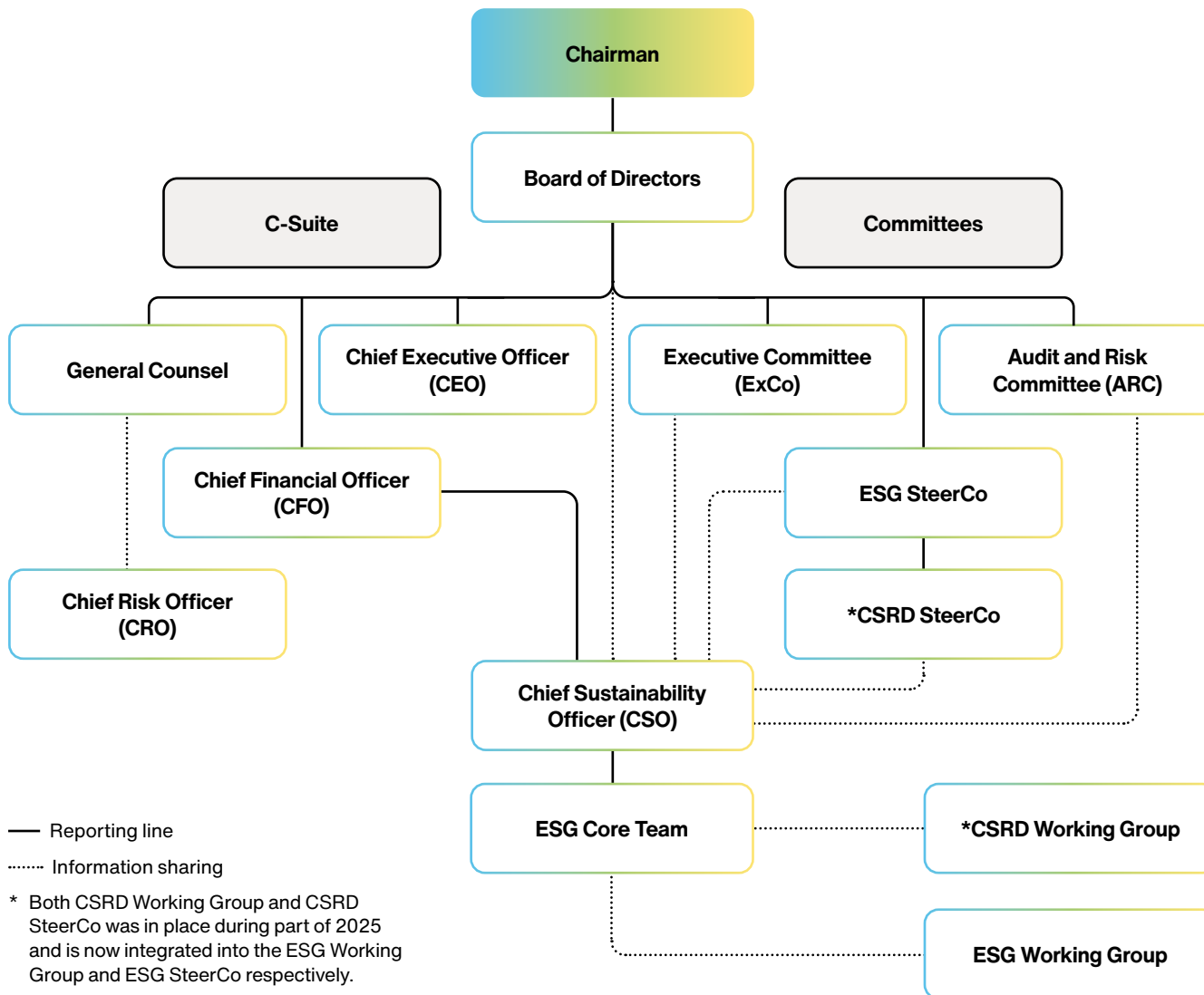
Climate governance at S<sup>4</sup>Capital is designed to embed climate-related considerations into existing risk management, decision-making and operational processes, rather than treating climate as a standalone governance agenda. This approach reflects the Group’s digital, asset-light operating model and supports proportionate oversight aligned with business opportunities.

Climate-related matters are addressed through established governance and risk processes, enabling consistent identification, assessment and monitoring of climate-related risks and opportunities alongside other enterprise risks. This integrated approach supports alignment between climate considerations, business continuity, service delivery and financial resilience. The governance framework emphasises clear accountability, effective escalation and decision-useful information flows, supporting the translation of climate ambition into execution across the organisation. Further detail on governance structure and the allocation of roles and responsibilities for climate-related risks and opportunities is set out on the following pages.

### Governance structure (who and flow)

The diagram illustrates how climate-related oversight, information sharing and escalation are embedded within the Group’s existing governance structure. In line with the governance framework outlined in the TCFD section, our approach remains iterative and adaptive, reflecting the evolving regulatory and stakeholder landscape. In 2025, we evolved from a dedicated CSRD-focused group to a broader ESG group, recognising that sustainability oversight extends beyond regulatory compliance and requires integrated, cross-functional ownership. This shift creates a more agile structure, enabling coordinated oversight of climate and ESG priorities, while driving continuous improvement, tracking progress and aligning decisions with long-term sustainability goals.

### S<sup>4</sup>Capital’s climate governance



# Task Force on Climate-related Financial Disclosures Report continued

## Governance continued

### Roles and responsibilities (what)

Governance body	Roles and responsibilities (for climate-related risks and opportunities)	Reporting line/Meeting frequency
Chairman	<ul style="list-style-type: none"> <li>Provides leadership and supports discussion of climate-related matters within the Board's broader oversight</li> <li>Supports alignment between the Board, Executive Committee and senior management on climate-related topics</li> <li>Engages with shareholders and stakeholders on ESG-related matters as part of broader responsibilities</li> </ul>	<ul style="list-style-type: none"> <li>Reports to shareowners and works closely with the Board</li> <li>Attends ESG-related forums biannually</li> </ul>
Board of Directors	<ul style="list-style-type: none"> <li>Oversees climate-related risks and opportunities as part of the Group's governance and risk oversight duties</li> <li>Updated on climate-related matters, progress and emerging risks via established governance and reporting channels</li> <li>Considers climate-related topics relevant to long-term value creation, business resilience and risk oversight</li> </ul>	<ul style="list-style-type: none"> <li>Reports to shareowners via ESG disclosures</li> <li>Meets biannually on climate topics</li> </ul>
CEO	<ul style="list-style-type: none"> <li>Provides executive leadership and supports integration of climate-related considerations into business decisions</li> <li>Updated on climate-related risks, opportunities and performance through senior management and governance forums</li> </ul>	<ul style="list-style-type: none"> <li>Reports to the Board</li> <li>Monthly reviews</li> </ul>
CFO	<ul style="list-style-type: none"> <li>Supports integration of climate-related considerations into financial planning and financial risk processes</li> <li>Oversees the consistency and integrity of climate-related data used in external disclosures, in coordination with relevant teams</li> </ul>	<ul style="list-style-type: none"> <li>Reports to CEO/Board (ARC)</li> <li>Quarterly updates</li> </ul>
CSO (Global Head of ESG)	<ul style="list-style-type: none"> <li>Coordinates the Group's climate-related activities, reporting and disclosures across business units</li> <li>Oversees preparation of climate-related reporting outputs, supporting consistency and data quality</li> <li>Supports climate-related risk assessment, scenario analysis and target tracking processes with relevant functions</li> </ul>	<ul style="list-style-type: none"> <li>Reports to Board/CGO/ExCo/ARC</li> <li>Quarterly and biannual reviews</li> </ul>
ARC	<ul style="list-style-type: none"> <li>Oversees how climate-related risks are considered within the Group's ERM framework</li> <li>Reviews climate-related risk assessment processes, including physical and transition risk analysis</li> <li>Supports oversight of climate-related disclosures as part of broader risk and compliance processes</li> </ul>	<ul style="list-style-type: none"> <li>Reports to the Board</li> <li>Quarterly meetings</li> </ul>
Remuneration Committee	<ul style="list-style-type: none"> <li>Considers ESG metrics as part of executive remuneration, in line with the Group's remuneration framework</li> </ul>	<ul style="list-style-type: none"> <li>Reports to the Board</li> <li>Annual review</li> </ul>
ExCo	<ul style="list-style-type: none"> <li>Considers climate-related insights as part of business planning, operational priorities and resource discussions</li> <li>Receives updates on climate-related risks, opportunities and performance</li> </ul>	<ul style="list-style-type: none"> <li>Reports to Chairman/Board</li> <li>Weekly meetings</li> </ul>
ESG SteerCo	<ul style="list-style-type: none"> <li>Provides cross-functional coordination on climate-related risks, performance and reporting</li> <li>Reviews climate-related inputs prior to external reporting submissions</li> <li>Supports alignment across Finance, HR, Operations, Legal and Real Estate on climate-related topics</li> </ul>	<ul style="list-style-type: none"> <li>Reports to ExCo and ARC</li> <li>Biannual meetings</li> </ul>
*CSRD SteerCo	<ul style="list-style-type: none"> <li>Was responsible for overseeing the implementation of CSRD-related processes, data structures and reporting timelines during part of 2025</li> </ul>	<ul style="list-style-type: none"> <li>Reports to ExCo and ARC</li> <li>Quarterly meetings</li> </ul>
ESG Core Team	<ul style="list-style-type: none"> <li>Coordinates ESG and climate data collection across business units</li> <li>Drafts inputs and disclosures for climate-related reporting, ensuring data quality and documentation</li> <li>Collaborates with the ESG related workstreams, working groups</li> </ul>	<ul style="list-style-type: none"> <li>Reports to Global Head of ESG/ ESG SteerCo</li> <li>Weekly meetings</li> </ul>

**Note:** Responsibilities described above are intended to support oversight, coordination and reporting for climate-related risks and opportunities, and do not imply standalone ownership of climate strategy, targets or transition planning.

\* The CSRD SteerCo was in place during part of 2025 and is now integrated into the ESG SteerCo

# Task Force on Climate-related Financial Disclosures Report continued

## Climate strategy

### Climate strategy overview: value chain lens and why it matters

S<sup>4</sup>Capital's climate strategy is grounded in how the Group creates value and where climate-related risks and opportunities arise across its value chain. As a predominantly digital, asset-light organisation, climate-related exposures are concentrated in people, workplaces, digital infrastructure, suppliers and client-facing delivery, rather than physical manufacturing assets. Viewing the business through this value chain lens supports a proportionate and decision-useful assessment of climate-related risks and opportunities, reflecting the nature of the Group's operating model. A detailed description of the Group's value chain is provided in the ESG Report within the TCFD disclosure, the value chain is referenced to explain how climate considerations inform strategy, risk identification and decision making.

### Why climate matters

Climate change presents both risks and opportunities for S<sup>4</sup>Capital. Transition-related drivers, such as regulatory developments, client expectations, market dynamics and technological change are generally more relevant to the Group's business model than direct physical impacts, reflecting the flexibility and geographic diversity of our digital delivery model.

Physical climate risks, including extreme weather events, are assessed primarily from a business continuity and service delivery perspective. These risks are evaluated within the Group's established ERM processes, alongside other operational and strategic risks. Overall, the Group's approach focuses on ensuring that climate-related insights remain

proportionate, decision-useful and aligned with the resilience characteristics of its operating model, rather than positioning climate change as a standalone or overriding strategic risk.

### Our climate journey and ambition

S<sup>4</sup>Capital's climate journey has developed progressively over recent years, moving from initial disclosure and transparency towards a more structured and integrated approach to climate governance, risk management and delivery.

Early sustainability disclosures established climate change as a relevant consideration for the Group and created the foundation for more consistent emissions measurement and reporting. Building on this groundwork, S<sup>4</sup>Capital formalised its climate ambition through the adoption of a net zero by 2040 commitment and the subsequent validation of science-based emissions reduction targets by the SBTi, aligned with a 1.5°C pathway, baseline 2022. As the Group's climate ambition became more clearly defined, attention shifted towards strengthening the systems and processes required to support delivery. This included enhancements to emissions data quality, completion of a materiality assessment and the establishment of clearer governance and oversight mechanisms for climate-related performance and disclosures. These steps enabled climate considerations to be embedded more systematically into the Group's ERM and financial planning processes, rather than being addressed in isolation.

Building on this journey, S<sup>4</sup>Capital's climate ambition is translated into a set of strategic focus areas that guide action across operations, the value chain, governance and organisational capability. These focus areas, set out on the following page, describe how the Group is progressing from ambition to action in a manner that is proportionate, decision-useful and aligned with long-term business resilience.

### Our approach to scenario analysis

Scenario analysis is used to assess the resilience of S<sup>4</sup>Capital's strategy and business model under a range of plausible climate-related physical and transition pathways. Rather than predicting specific outcomes, it is applied as a strategic tool to explore how identified risks and opportunities may evolve over time and to test the robustness of strategic choices under different future conditions. This approach supports forward-looking decision making by informing strategy development, risk identification and prioritisation and long-term planning, while remaining proportionate to the Group's digital, asset-light operating model.

**Time horizons:** Scenario analysis is considered across short (0–3 years), medium (3–10 years) and long-term (10+ years) time horizons, reflecting timeframes relevant to managing the business. These include short-term operational and budgeting cycles, medium-term strategic planning horizons and longer-term considerations aligned with the Group's net zero ambition. Time horizons are applied based on when risks need to be managed, rather than solely when potential impacts may crystallise.

**Scenario frameworks used:** The Group applies internationally recognised climate scenarios to inform its analysis. Transition risks and opportunities are assessed using scenarios derived from the International Energy Agency (IEA), while physical climate risks are assessed using scenarios aligned with Intergovernmental Panel on Climate Change (IPCC) pathways. Scenario analysis is considered across short, medium and long-term time horizons, reflecting operational planning cycles, strategic decision-making horizons and the Group's net zero ambition.



Read more in our  
Monks ESG Report

# Task Force on Climate-related Financial Disclosures Report continued

## Climate strategy continued



### 1. Embedding climate into governance and risk

- Ensuring climate matters are systematically integrated into decision making, risk management and Board oversight
- Climate risks embedded within the Group's ERM framework
- Oversight through the ESG Steering Committee and established governance channels
- Alignment with relevant climate disclosure standards (TCFD, ISSB)
- Regular review of climate performance and transition progress



### 2. Decarbonising our operations

- Leveraging our asset-light operating model to reduce direct emissions across our operations
- Improving energy efficiency across offices and workspaces
- Transitioning to renewable electricity where available
- Energy-efficient office design and fit-outs
- Reduction of business-related air travel
- Ongoing optimisation of office footprint and utilisation to support emissions reduction and cost efficiency



### 3. Building climate literacy and culture

- Strengthening organisational capability by embedding climate awareness, accountability and ownership
- ESG and climate training modules for employees
- Inclusion of climate-related considerations in performance objectives
- Internal awareness initiatives (e.g. sustainable workspaces, sustainable production, policies)
- Ongoing engagement to support behavioural change and shared accountability



### 4. Enabling low-carbon creativity

- Using creative, data and technology platforms to support lower-carbon outcomes for clients and campaigns
- 'For Good' policy linking creative output with environmental and social impact
- Sustainable production standards across content and delivery
- Digital-first delivery models to minimise production and travel emissions
- Responsible use of AI and data through global governance frameworks



### 5. Engaging our value chain

- Addressing Scope 3 emissions with material stakeholders as value chain emissions represent the majority of our material climate footprint
- Supplier engagement and ESG questionnaires
- Preference for vendors with SBTi-aligned targets or renewable-energy sourcing
- Integration of climate and ESG criteria into procurement decisions
- Progressive improvement of Scope 3 data quality and coverage over time

# Task Force on Climate-related Financial Disclosures Report continued

## Climate strategy continued

**Identifying relevant climate hazards:** Scenario analysis is used to identify climate-related physical hazards and transition drivers that could be relevant to the Group, taking into account its global geographic footprint, asset-light operating model and the nature of its digital advertising, marketing and technology services.

Relevant hazards include acute and chronic physical climate impacts that could affect office locations, employees and service delivery, as well as transition-related drivers such as regulatory developments, technology, market expectations, client requirements, reputational considerations and people-related factors. In the context of the Group's people-led business model, particular attention is given to transition drivers that may influence organisational capability, skills availability and the ability to adapt ways of working in response to evolving climate-related expectations.

**Exposure, vulnerability and resilience – strategic perspective:** At a strategic level, the Group considers how identified climate-related hazards may interact with its operations, workforce and value chain, taking into account the flexibility and resilience characteristics of its digital-first operating model. This includes consideration of geographic distribution, reliance on people and knowledge-based delivery and the ability to adapt operations in response to disruption.

Detailed assessment of exposure, vulnerability, impact and likelihood is undertaken through the Group's ERM framework and is described in the risk management section. Within the Strategy context, scenario analysis is used to understand where climate-related risks could become strategically relevant and how they may influence business continuity, service delivery and long-term resilience.

**From strategy to risk management:** Through scenario analysis, the Group explores how identified physical and transition risks could evolve over time, scenario analysis helps the Group assess where climate-related risks may become material, how they may affect business continuity and service delivery and when management action may be required. The outputs of scenario analysis are used to inform the identification, prioritisation and management of climate-related risks within the Group's existing ERM framework. For each material risk identified, potential mitigating actions are considered and assessed in terms of their ability to enhance business resilience over relevant time horizons. The resulting material risks, associated time horizons and mitigation actions are set out in the risk management section that follows.



# Task Force on Climate-related Financial Disclosures Report continued

## Risk management

### Risk management

S<sup>4</sup>Capital integrates climate-related risks and opportunities into its established ERM framework to ensure that climate considerations are identified, assessed and managed alongside other principal business risks. Climate-related risks are not treated as a standalone risk category. Instead, they are assessed through targeted climate risk discovery and scenario analysis exercises and then fed into the Group's existing ERM processes, governance structures and escalation mechanisms. This approach reflects the Group's digital, asset-light operating model and ensures consistency with broader risk management practices.

The identification of climate-related risks is informed by the preceding scenario analysis and value chain assessment, which together support a structured understanding of where and how climate hazards may interact with the Group's operations, value chain and business model. These insights are subsequently translated into ERM-aligned risk statements and assessed using the same impact, likelihood and time-horizon considerations applied to other enterprise risks, enabling for a clear distinction between inherent (gross) and residual (net) risk positions. Oversight of climate-related risks is provided through existing governance forums, including the Audit and Risk Committee, with ongoing monitoring by management. This integrated approach ensures that climate-related risks are managed in a proportionate, decision-useful manner and remain aligned with strategic priorities, business resilience and long-term value creation.

**Our risk management cycle:** S<sup>4</sup>Capital applies a structured and iterative risk management cycle to identify, assess, prioritise and manage climate-related risks and opportunities in line with its ERM framework. Climate-related risks are identified through targeted risk discovery and scenario analysis exercises and then assessed, prioritised and managed using the same methodology applied to other enterprise risks. This cycle ensures that climate-related risks are systematically assessed based on impact and likelihood, assigned clear ownership and monitored over time as part of the Group's ongoing risk governance processes.

**1. Risk discovery:** Engage business units and functional teams to identify a broad range of climate-related risks and opportunities through scenario analysis, value chain assessment, management reviews and workshops. This step focuses on understanding how climate hazards and transition drivers could interact with the Group's operations, value chain and business model building on the scenario analysis and value chain assessments described in the Strategy section.

**2. Assess impact and likelihood:** Each identified risk is assessed based on its potential impact and likelihood, using ERM-aligned criteria and defined time horizons. This assessment considers the nature of the Group's digital, asset-light operating model and provides a consistent basis for comparing climate-related risks with other enterprise risks.

**3. Plot on the risk matrix:** Risks are plotted on the Group's risk matrix based on assessed impact and likelihood. This step provides a transparent view of relative risk significance and supports consistent application of materiality thresholds across the risk universe.

**4. Prioritise and articulate:** Risks are prioritised based on their position on the risk matrix and overall materiality. The most significant risks are articulated as principal risks, while others are retained for monitoring and review. This prioritisation informs management focus and escalation in governance.

**5. Create risk responses:** For material risks, mitigating actions are identified, ownership is assigned to relevant risk owners through established governance structures and response plans are developed. Actions may include operational controls, strategic initiatives, policy measures, or monitoring mechanisms, depending on the nature of the risk.

**6. Review and update:** The risk register and matrix are treated as living tools and are reviewed regularly to reflect changes in the Group's operating environment, emerging risks and the effectiveness of mitigation actions. Climate-related risks are re-assessed as part of the ongoing ERM review cycle.

**Our approach to risk assessment:** S<sup>4</sup>Capital risk assessment approach is aligned with the Group's ERM methodology and ensures consistency with the treatment of other principal business risks. This section explains how S<sup>4</sup>Capital assesses and prioritises climate-related risks and opportunities once they have been identified through the risk discovery process.

# Task Force on Climate-related Financial Disclosures Report continued

## Risk management continued

The assessment approach is aligned with the Group's ERM methodology and ensures consistency with the treatment of other principal business risks. Climate-related risks are assessed on both a gross (inherent) and net (residual) basis. Gross risk reflects exposure prior to mitigation, while net risk reflects the impact of existing controls, mitigation actions and the characteristics of the Group's digital, asset-light operating model.

**Assessment dimensions:** Climate-related risks are assessed using three core dimensions:

- **Hazard:** The underlying climate-related driver, such as regulatory change, carbon pricing, market expectations or physical climate impacts.
- **Exposure:** The extent to which the Group's operations, value chain and business model are exposed to the identified hazard, taking into account its predominantly digital, asset-light operating model.
- **Vulnerability:** The sensitivity of the Group to the identified hazard, informed by the Group's operating model and existing risk management practices, considering:
  - existing governance and controls
  - operational flexibility and digital resilience
  - data maturity and monitoring capabilities
  - adaptive capacity

A climate-related risk is considered material where a hazard interacts with a material vulnerability.

**Impact and likelihood assessment:** Each identified climate-related risk is assessed based on impact and likelihood, in line with the Group's ERM scoring methodology and defined time horizons. Likelihood reflects the probability of the risk arising, informed by scenario analysis, regulatory outlooks and market trends. Impact reflects the residual (net) impact after taking into account existing controls, mitigation actions and the resilience characteristics of the Group's operating model.

For physical climate risks, site-specific assessments indicate that while certain hazards, including fire weather stress and precipitation stress, are present across a proportion of locations, overall vulnerability and residual financial impact remain limited. This reflects the Group's high degree of operational flexibility, including remote working capability, a geographically diversified office portfolio with predominantly short-term leases, insurance coverage and the ability to relocate activities where required. This approach enables consistent comparison between climate-related risks and other enterprise risks and supports transparent prioritisation within the Group's risk matrix and escalation through established governance processes.

**Mitigation, opportunity realisation and resilience:**

For each material climate-related risk or opportunity, mitigation or enhancement actions are defined, ownership is assigned through established governance structures and progress is monitored through KPIs and management review. Where mitigation actions are already embedded within existing policies, controls or strategic initiatives, these are reflected in the net (residual) risk assessment. Where actions are still evolving, the Group recognises areas for further development and continuous improvement.

# Task Force on Climate-related Financial Disclosures Report continued

## Risk management continued

### Transition risks

	Policy and legal	Technology	Market	Reputation
<b>Risk definition</b>	<ul style="list-style-type: none"> <li>Regulatory and climate disclosure non-compliance risk</li> </ul>	<ul style="list-style-type: none"> <li>AI-driven sustainability and control risk</li> </ul>	<ul style="list-style-type: none"> <li>Client expectations and procurement standards risk</li> </ul>	<ul style="list-style-type: none"> <li>Perceived greenwashing, loss of credibility and reputational spillover risk</li> </ul>
<b>Description</b>	<ul style="list-style-type: none"> <li>Global increases in climate-related regulations and disclosure requirements elevate the risk of non-compliance. As a global organisation, S<sup>4</sup>Capital faces closer examination of the accuracy, consistency and credibility of its own and its clients' climate statements</li> </ul>	<ul style="list-style-type: none"> <li>Growing adoption of AI and automation in content, marketing and data processing can increase energy needs and embedded Scope 3 emissions. Scaling digital delivery and the limited visibility into AI's environmental impact could hinder effective emissions management</li> </ul>	<ul style="list-style-type: none"> <li>Growing client demand for credible climate strategies, science-based targets and transparent Scope 3 data mean that failure to comply could reduce competitiveness, limit client access, delay contracts, or lead to business loss</li> </ul>	<ul style="list-style-type: none"> <li>As a marketing organisation, S<sup>4</sup>Capital's climate disclosures and client campaigns expose it to reputational risk. Unsubstantiated claims risk greenwashing allegations, damaging the Group, its clients and stakeholder trust due to ECPT</li> </ul>
<b>Financial impact</b>	<ul style="list-style-type: none"> <li>Regulatory fines and legal costs</li> <li>Increased compliance, assurance and reporting costs</li> <li>Indirect revenue impacts linked to reduced client confidence</li> </ul>	<ul style="list-style-type: none"> <li>Increased energy use and Scope 3 emissions related to AI and cloud infrastructure</li> <li>Potential impacts on progress towards net zero targets</li> </ul>	<ul style="list-style-type: none"> <li>Reduced revenues from lost or delayed contracts</li> <li>Increased cost of client compliance and reporting</li> <li>Potential loss of market share</li> </ul>	<ul style="list-style-type: none"> <li>Loss of client trust/relationships</li> <li>Damage to brand credibility and market positioning</li> <li>Increased scrutiny from regulators, investors, media, society</li> </ul>
<b>Monitoring indicators</b>	<ul style="list-style-type: none"> <li>Disclosure completeness/quality</li> <li>External ESG ratings and assessments</li> <li>Number of regulatory or compliance findings</li> <li>Internal audit and assurance outcomes</li> </ul>	<ul style="list-style-type: none"> <li>Visibility of AI and cloud-related energy consumption</li> <li>Scope 3 emissions associated with data centres and cloud service providers</li> <li>Coverage and quality of supplier emissions disclosures (technology and cloud vendors)</li> </ul>	<ul style="list-style-type: none"> <li>Client ESG and climate-related requirements in tenders</li> <li>Client retention rates</li> <li>External ESG ratings referenced by clients</li> <li>Scope 3 data coverage and quality</li> </ul>	<ul style="list-style-type: none"> <li>Stakeholder and client feedback on climate communications</li> <li>External ESG and sustainability ratings</li> <li>Media coverage and reputational monitoring for climate claims</li> <li>Internal review and assurance for client-facing climate outputs</li> </ul>
<b>Mitigation and response</b>	<ul style="list-style-type: none"> <li>Group-wide ESG and Climate Policies aligned with regulatory requirements</li> <li>Centralised climate data governance, controls and assurance</li> <li>Oversight through the ESG Steering Committee and Audit and Risk Committee</li> </ul>	<ul style="list-style-type: none"> <li>Global AI Policy and responsible AI principles governing technology use</li> <li>Governance frameworks to oversee AI and digital infrastructure impacts</li> <li>Engagement with cloud and technology providers to improve transparency</li> </ul>	<ul style="list-style-type: none"> <li>SBTi-approved targets and Transition Plan</li> <li>Supplier engagement and Scope 3 data improvements</li> <li>Integration of climate criteria into procurement standards</li> <li>Client-facing transparency on climate performance</li> </ul>	<ul style="list-style-type: none"> <li>Clear governance and approval processes for climate-related claims</li> <li>Independent review of key climate data used in disclosures and campaigns</li> <li>Ongoing engagement with clients to support responsible climate communications</li> </ul>
<b>Time horizon</b>	<ul style="list-style-type: none"> <li>Short term</li> </ul>	<ul style="list-style-type: none"> <li>Short term</li> </ul>	<ul style="list-style-type: none"> <li>Short term</li> </ul>	<ul style="list-style-type: none"> <li>Short term</li> </ul>
<b>Impact</b>	<ul style="list-style-type: none"> <li>Low-medium</li> </ul>	<ul style="list-style-type: none"> <li>Low</li> </ul>	<ul style="list-style-type: none"> <li>Low</li> </ul>	<ul style="list-style-type: none"> <li>Medium</li> </ul>
<b>Likelihood</b>	<ul style="list-style-type: none"> <li>Likely</li> </ul>	<ul style="list-style-type: none"> <li>Likely</li> </ul>	<ul style="list-style-type: none"> <li>Likely</li> </ul>	<ul style="list-style-type: none"> <li>Likely</li> </ul>

# Task Force on Climate-related Financial Disclosures Report continued

## Risk management continued

### Transition opportunities

	Policy and legal	Technology	Market	Reputation
<b>Opportunity</b>	<ul style="list-style-type: none"> <li>Proactive compliance and leadership in climate-related regulations and disclosures</li> </ul>	<ul style="list-style-type: none"> <li>Responsible AI and data-enabled sustainability solutions</li> </ul>	<ul style="list-style-type: none"> <li>Growing client demand for climate-aligned and low-carbon services</li> </ul>	<ul style="list-style-type: none"> <li>Strengthened brand trust through credible, transparent climate leadership</li> </ul>
<b>Description</b>	<ul style="list-style-type: none"> <li>Proactive alignment with evolving climate-related regulations and disclosures presents an opportunity to strengthen governance and transparency, demonstrate regulatory leadership and position S<sup>4</sup>Capital as a trusted partner for clients navigating complex sustainability requirements</li> </ul>	<ul style="list-style-type: none"> <li>Leveraging AI, data and automation responsibly creates opportunities to improve sustainability performance, enhance transparency and support clients with climate-related insights, while differentiating S<sup>4</sup>Capital through strong AI governance and control frameworks</li> </ul>	<ul style="list-style-type: none"> <li>Increasing client focus on climate performance and decarbonisation creates opportunities to expand climate-aligned service offerings, support client transition strategies and strengthen long-term relationships, particularly among sustainability-led organisations</li> </ul>	<ul style="list-style-type: none"> <li>Delivering on climate commitments and maintaining transparent, consistent disclosures enhances trust with clients, investors, regulators and wider stakeholders, while reducing the risk of reputational spillover linked to client-facing climate communications</li> </ul>
<b>Impact</b>	<ul style="list-style-type: none"> <li>Increased competitiveness in client tenders</li> <li>Reduced regulatory and compliance risk</li> <li>Enhanced investor and stakeholder confidence</li> </ul>	<ul style="list-style-type: none"> <li>New revenue from sustainability-enabled services</li> <li>Improved operational efficiency and scalability</li> <li>Enhanced client trust in AI-driven delivery</li> </ul>	<ul style="list-style-type: none"> <li>Revenue growth from climate-aligned services</li> <li>Improved client retention and long-term contracts</li> <li>Enhanced positioning in sustainability-driven markets</li> </ul>	<ul style="list-style-type: none"> <li>Increased attractiveness in competitive tenders</li> <li>Stronger investor and stakeholder confidence</li> <li>Positive impact on talent attraction and retention</li> </ul>
<b>Monitoring indicators</b>	<ul style="list-style-type: none"> <li>Timely and compliant ISSB-aligned disclosures</li> <li>External ESG ratings and benchmarking data</li> <li>Assurance results and audit findings</li> <li>Client feedback on disclosure quality</li> </ul>	<ul style="list-style-type: none"> <li>Adoption of responsible AI frameworks</li> <li>Client demand for sustainability-enabled digital solutions</li> <li>Internal efficiency and automation metrics</li> <li>ESG-related client feedback</li> </ul>	<ul style="list-style-type: none"> <li>Revenue from sustainability-related services</li> <li>Client retention and growth metrics</li> <li>Number of climate-focused client engagements</li> <li>Client satisfaction scores</li> </ul>	<ul style="list-style-type: none"> <li>Incidents or allegations related to greenwashing or misleading climate claims</li> <li>External ESG ratings and rankings</li> <li>Stakeholder and media sentiment</li> <li>Brand perception indicators</li> </ul>
<b>Mitigation and response</b>	<ul style="list-style-type: none"> <li>Continuous monitoring of regulatory developments</li> <li>Early adoption of emerging disclosure standards</li> <li>Strengthened climate data governance and assurance</li> </ul>	<ul style="list-style-type: none"> <li>Development of low-carbon, digital models</li> <li>Integration of sustainability considerations into AI use cases</li> <li>Ongoing training and capability building</li> </ul>	<ul style="list-style-type: none"> <li>Integration of climate considerations into client offerings</li> <li>Development of sustainable production and marketing standards</li> <li>Engagement with clients on transition strategies</li> </ul>	<ul style="list-style-type: none"> <li>Transparent reporting aligned with TCFD</li> <li>Independent review of key climate data</li> <li>Clear communication of progress and challenges</li> <li>Ongoing stakeholder engagement</li> </ul>
<b>Time horizon</b>	<ul style="list-style-type: none"> <li>Short-medium</li> </ul>	<ul style="list-style-type: none"> <li>Medium</li> </ul>	<ul style="list-style-type: none"> <li>Medium</li> </ul>	<ul style="list-style-type: none"> <li>Short-medium</li> </ul>
<b>Impact</b>	<ul style="list-style-type: none"> <li>Medium</li> </ul>	<ul style="list-style-type: none"> <li>Medium</li> </ul>	<ul style="list-style-type: none"> <li>Medium</li> </ul>	<ul style="list-style-type: none"> <li>Medium</li> </ul>
<b>Likelihood</b>	<ul style="list-style-type: none"> <li>Likely</li> </ul>	<ul style="list-style-type: none"> <li>Likely</li> </ul>	<ul style="list-style-type: none"> <li>Likely</li> </ul>	<ul style="list-style-type: none"> <li>Likely</li> </ul>

# Task Force on Climate-related Financial Disclosures Report continued

## Metrics and targets

S<sup>4</sup>Capital monitors climate-related performance using consistent, decision-useful metrics aligned with the Greenhouse Gas Protocol and the SBTi. Climate metrics are embedded within performance monitoring, risk management and strategic decision-making processes, supporting delivery of the Group's long-term net zero ambition, while remaining proportionate to its digital, asset-light operating model. Climate-related metrics are used to assess progress against targets, inform management actions and support transparency with stakeholders. Performance is reviewed regularly and considered alongside broader business priorities, regulatory developments and evolving risk expectations.

**Emissions metrics:** S<sup>4</sup>Capital measures and reports Scope 1, Scope 2 and Scope 3 GHG emissions in accordance with the Greenhouse Gas Protocol. Scope 1 and 2 emissions primarily reflect energy use across offices and leased workspaces where Scope 3 emissions represent the majority of the Group's footprint, reflecting the asset-light, digital nature of the business and the importance of purchased goods and services, business travel and employee commuting. In 2025, continued improvements were made to emissions data quality, completeness and internal controls, strengthening consistency and comparability of emissions reporting across the Group and supporting more robust decision making. Please read more on pages 37 to 40.

During the year, Group's greenhouse gas emissions data and methodology were subject to external review by a third-party advisor. While full external assurance is not currently required, the Group continues to enhance its data management processes, documentation and internal controls in preparation for potential future assurance requirements.

**Targets:** The Group's climate targets were validated by the SBTi in 2024 and remain unchanged in 2025. S<sup>4</sup>Capital has committed to:

- reducing absolute Scope 1 and 2 GHG emissions by 42% by 2030 from a 2022 base year;
- reducing absolute Scope 3 GHG emissions by 25% by 2030 from a 2022 base year; and
- achieving a 90% reduction in absolute Scope 1, 2 and 3 emissions by 2040, with residual emissions neutralised in line with SBTi net zero requirements.

These targets provide a clear long-term trajectory, while allowing flexibility in how actions are prioritised across operations and the value chain.

**Performance management:** Progress against climate targets is monitored through defined metrics and reviewed by management on a regular basis. Climate performance informs operational and strategic decision making, including office portfolio management, energy procurement, travel policies, supplier engagement and capital allocation decisions. Emissions intensity metrics are used alongside absolute emissions to assess progress and the effectiveness of decarbonisation actions, supporting continued decoupling of emissions from business growth and reinforcing the resilience of the Group's digital-first operating model. Climate-related considerations are also reflected within broader ESG-linked performance management and remuneration frameworks. While ESG-related factors are included within executive remuneration, the Group is currently assessing the most appropriate approach for integrating climate-specific performance metrics into incentive structures, taking into account materiality, data maturity and alignment with long-term value creation.

**Transition actions:** Actions to deliver the Group's climate targets are guided by the climate strategy and supported by the ongoing development of a Transition Plan. This work is currently in progress and focuses on establishing a structured, forward-looking framework for prioritising and sequencing decarbonisation actions over time. In the interim, and independent of the formalisation of the Transition Plan, the Group continues to progress climate-related actions through the strategic pillars set out in the Strategy section. These pillars provide the basis for integrating climate considerations into operational decision making, risk management and value chain engagement in a manner aligned with the Group's digital, asset-light operating model. Progress and prioritisation of climate-related actions are reviewed periodically to ensure continued alignment with business strategy, risk exposure and evolving regulatory expectations. The Group has re-evaluated the use of an internal carbon price during the year and continues to consider it unnecessary and immaterial given its digital, asset-light operating model, while keeping this position under review for future significant investments or changes in the operating footprint.

# Non-financial, sustainability and climate-related information statement

This section constitutes the Group’s non-financial, sustainability and climate-related information statement in accordance with Sections 414CA and 414CB of the UK Companies Act 2006. It also provides cross-references to the Group’s climate-related disclosures prepared in alignment with TCFD recommendations and global sustainability reporting frameworks.

Disclosure topic	Policies and approach	References
<b>Climate-related financial disclosures</b>	Climate governance, strategy, risk management, and metrics disclosures are aligned with TCFD. The Group continues to monitor developments in global sustainability reporting standards, including IFRS S1 and S2	TCFD Report, starting on page 48
<b>Environmental matters</b>	SBTi validated and approved emission reduction targets; Annual GHG emissions disclosure (scope 1, 2 and 3); TCFD statement	Starting on page 37
<b>Sustainability governance</b>	Oversight of sustainability strategy and performance through the Group’s governance framework	Governance Report, pages 50 to 51
<b>Responsible supply chain</b>	Supplier Code of Conduct outlining expectations regarding ethical conduct; human rights and responsible sourcing	S <sup>4</sup> Capital and Monks websites
<b>Employees</b>	Global Code of Conduct; Anti Financial Crime Policy; Speak Up Policy; Equal Opportunity Employment Statement; Health and Safety Standards; Employee Empowerment; Acceptable Use Policy; Information Sensitivity Policy; General Information Security Policy; Anti Hate Statement; Conflict of Interest Policy; Global AI Policy; Global Travel and Expense Policy; Remote Working Policy; Information Security and Privacy Policies; Anti-Misconduct Policy; Social Media Acceptable Use Policy	Policies can be found on S <sup>4</sup> Capital and Monks websites
<b>Human rights</b>	Modern Slavery Act 2015 slavery and human trafficking statement; Global Code of Conduct; Anti Financial Crime Policy; Accessibility Statement.	S <sup>4</sup> Capital and Monks websites
<b>Social matters</b>	Global Code of Conduct; Anti Financial Crime Policy; Share Dealing Code; Anti Hate Statement; Information Security and Compliance; Ethical Marketing Policy; Armed Forces Covenant; Global Supplier Code of Conduct	S <sup>4</sup> Capital and Monks websites
<b>Anti-corruption and anti-bribery</b>	S <sup>4</sup> Capital has zero tolerance for any form of bribery or influence peddling, we comply with the anti-bribery and corruption laws of the countries where we operate, as well as those that apply across borders	Global Code of Conduct and Anti Bribery and Corruption Policy
<b>Principal risks and impact of business activities</b>	The Group’s ERM framework integrates sustainability-related risks and opportunities, including climate-related risks assessed through TCFD-aligned processes	TCFD Report, starting on page 48 and Principal risks and uncertainties starting on page 19
<b>Business model</b>	Reflected in the Group’s business model and value creation approach described in the Strategic Report	Page 06
<b>Non-financial KPIs</b>	Performance KPIs align with our ESG strategy and include a range of financial and non-financial metrics across three ESG pillars: Our Responsibility to the World, People Fulfilment and One Brand	Pages 37 to 47

## Human rights

Respect for human rights is a fundamental principle for S<sup>4</sup>Capital. We are committed to conducting business ethically and responsibly and to respecting internationally recognised human rights standards across our operations and value chain. Expectations regarding responsible conduct are embedded in our Global Code of Conduct and Global Supplier Code of Conduct.

## Anti-slavery and human trafficking

S<sup>4</sup>Capital does not tolerate modern slavery. We are committed to assess and address any modern slavery risks that may arise in the course of our business. As part of this commitment, we are implementing a Supplier Code of Conduct and seeking to regularly educate our people on the risks and how to mitigate them. This helps us identify and manage slavery and human trafficking risk in accordance with the principles and goals promoted by the Modern Slavery Act 2015 and related guidance.

## Anti-bribery

S<sup>4</sup>Capital has zero tolerance for any form of bribery or influence peddling. We aim to comply with the anti-bribery and corruption laws of the countries where we operate, as well as those that apply across borders. We do not offer, pay, or accept bribes or kickbacks for any purpose, either directly or through a third party. We do not make facilitation payments or permit others to make them on our behalf.

## Whistleblowing policy

Key values of S<sup>4</sup>Capital are integrity and responsibility – which link to our Core Principles of Authenticity, Integrity and the highest Ethical Standards in our business dealings. These apply in all our dealings within Monks, and when we work with clients, suppliers and in our communities. Employees’ concerns are important and we encourage all of our people to take advantage of the Speak Up Policy.

## Section 172(1) statement

### Addressing the needs of our stakeholders

Section 172(1) of the Companies Act 2006 requires the Directors to act in good faith in a manner they believe would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, the Directors must consider a range of factors including the long-term consequences of decisions, the interests of employees, relationships with suppliers, clients and others, the impact of the Company's operations on the community and the environment, the desirability of maintaining a reputation for high standards of business conduct and the need to act fairly between members of the Company.

In fulfilling their duties under Section 172(1), the Directors have regard to the above factors and any other factors which they consider relevant to the decision being made. The Board recognises that not all decisions will result in positive outcomes for all stakeholders. However, by considering the Company's purpose, mission, values and strategic objectives, and having a process in place for decision making, the Board ensures that the decisions are considered proportionate and support the long-term success of the Company.

Further details on how the Board operates and reflects stakeholder views in its decision making are set out in the Corporate Governance Report on pages 67 to 112.

### Engagement with stakeholders

#### Our stakeholders

Building strong, constructive relationships through regular engagement is fundamental to understanding what matters to our stakeholders and to the execution of our long-term strategy. Our principal stakeholder groups are our clients, our people and our shareowners, along with our communities and our suppliers (including our lenders). These groups bring diverse, informative and, at times, competing perspectives to our decision making.

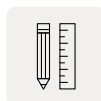
The Board recognises that effective stakeholder engagement is critical to delivering the Company's mission and promoting its long-term success. The Directors continue to have regard to the interest of our people and the Company's other stakeholders, including the impact of its activities on the community, the environment and the Company's reputation when making decisions.

Information provided by management, together with direct engagement with stakeholders, is considered throughout the year at Board and Committee meetings and through ongoing dialogue across the business.

The Directors are fully aware of their responsibilities to promote the success of the Company in accordance with Section 172(1) of the Act. Our intention is to behave responsibly and ensure that management operates the business in a responsible manner, operating within the high standards of business conduct and good governance expected of us.

## Section 172(1) statement continued

# What are the key interests of our stakeholders?



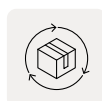
### Our clients

We facilitate the provision of first-party data to fuel creative content and digital media planning and digital content, the design and development of digital creative content and provision of programmes to allow our clients to efficiently plan and deliver audience-focused campaigns.



### Our people

Creating a positive environment for our people that encourages and supports personal development and career progression through impactful programmes and opportunities, flexible and agile working, and a strong commitment to inclusion and diversity.



### Our suppliers

A productive and fair working relationship through collaboration, innovation and shared values.



### Our communities and the environment

Creation of social value, supporting sustainability initiatives and community education.

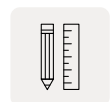


### Our shareowners

Robust financial accounts, sustainable long-term growth in the Company and its share price, sound investment and combination decisions and effective communication of strategy.



## Section 172(1) statement continued



### Our clients

- Our mission for S<sup>4</sup>Capital is driven by engagement with our clients and our mantra of ‘speed, quality, value and more, the use of AI’.
- We have combined best-in-class practices, promoting alignment, an integrated service offering and emphasising transparency to clients.

#### How we engage

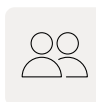
- We work alongside our clients, helping them communicate with their audiences, continuously evolve how we communicate and deliver our services based on client feedback.
- We co-locate or embed our people, which not only facilitates clear communication, collaboration and teamwork, but also leaves a light environmental footprint.
- We continuously focus to implement (more) sustainable solutions throughout our processes and advise our clients on the next best solution in our industry.

#### How the Board engages

- Our senior executive and regional leadership provide updates to the Board regarding client relationships, key markets, and new business opportunities.
- The Executive Directors engage regularly with clients, strengthening relationships and gaining first-hand insight into client priorities and opportunities for growth.

#### Outcomes

- We continue to build our existing and new client base, with significant assignments from some of the world’s top companies and at a local level. We maintain strong retention and new business rates, often boosted by cross-practice pitches and referrals.



### Our people

- Our people are central to our business. They play a significant role in the delivery of our strategy and the future growth of our business.

#### How we engage

- Our unitary structure, with a single P&L, gives our people a sense of common values, shared goals and a collaborative spirit.
- We have an active internal communications programme to keep our people engaged and informed on Group strategy, progress and development. This includes regular All-Hands meetings and team briefings on matters important to our global talent pool and a weekly ‘State of our One Nation’ email from the Executive Chairman to all Monks.
- We provide programmes to support connection and development, fostering a culture of collaboration and growth.
- Our culture is one of openness and transparency, where everyone has a voice and is free to raise questions and issues of concern.

- We recognise the importance of attracting, developing and retaining the best talent, and the need to provide a safe and inclusive environment where individuals can thrive.

#### How the Board engages

- Our Non-Executive Directors collectively share responsibility for employee engagement and report to the Board on their findings.
- In addition, Miles Young has been designated as the Independent Non-Executive Director responsible for overseeing culture.
- The Board receives updates from our Chief People Officer on communication activities with our people.
- The Nomination and Remuneration Committee reviews diversity initiatives across the Group and senior leadership succession plans.

#### Outcomes

- Deployed *School of AI* for all employees globally and delivered a flagship leadership programme for senior leaders to refine strategic and leadership skills.
- Localised programmes and celebrations were expanded, with regional People teams taking increased ownership of initiatives, reinforcing a sense of inclusion, connection and shared purpose across our global workforce.
- We continued to run our S<sup>4</sup> Women in Leadership program, and ongoing engagement with existing S<sup>4</sup> Fellows was maintained to sustain development momentum for high-potential talent globally.

## Section 172(1) statement continued



### Our suppliers

- We rely on suppliers to help deliver our services to clients and maintain our productivity, as well as helping to make our supply chain as sustainable and diverse as possible.
- Strong relationships with suppliers can bring innovative approaches and solutions that create shared value.

#### How we engage

- We ask our suppliers to commit to upholding the principles of our Global Code of Conduct, including fundamental standards on human rights, modern slavery and the prevention of financial crime.
- We aim to have a fair and transparent relationship with our suppliers and partners through regular dialogue and annual surveys on ESG matters.
- We comply with non-financial or supplier diversity reporting frameworks like EcoVadis, CDP and UniTier for transparency in reporting.

#### How the Board engages

- The Board oversees and monitors compliance to our Global Code of Conduct.

#### Outcomes

- We build and maintain collaborative, long-term relationships with our suppliers as some of them are also our clients and innovation partners.
- We improved our EcoVadis score to 66/100, a non-financial framework we use to be transparent about our operations as a supplier.



### Our communities and the environment

- We continue to focus on ESG, sustainability and our climate change commitments, and aim to operate in a sustainable and responsible way while delivering value to our shareowners.

#### How we engage

- Our businesses and people support local initiatives through donated hours and money or hands-on activities like charity runs and cycling events. We continue to connect with diverse talent by reaching out to students at all levels – from middle school through university – through education and engagement.
- We contribute to society by actively sharing our talents, digital expertise and thought leadership with NGOs, social initiatives and charity projects.
- Our people actively launch local internal and external initiatives that encourage environmental stewardship.

#### How the Board engages

- The Board has oversight of our ESG strategy, which includes the related policies around sustainable procurement, travel, donations, voluntary work, community service and For Good projects.
- ESG-related targets are included in the Group's annual performance targets, which are linked to the annual bonus.
- Scott Spirit and the Independent Non-Executive Director, Miles Young, together champion our sustainability and culture efforts. More information on our Environmental, Social and Governance activities is available from pages 22 to 56 and in the Monks Annual ESG Report [www.monks.com/esg](http://www.monks.com/esg).

#### Outcomes

- Our science-based targets were accredited and approved, reinforcing our commitment to measurable emissions reductions, working towards net zero by 2040.
- We continued S<sup>4</sup> flagship programmes to increase diverse representation, empower female leadership and promote equality – building a more accessible, equitable and diverse workforce.
- We made charitable donations totalling £25,222 in 2025.
- Beyond financial contributions, we actively encourage and support our people in giving back to their communities through voluntary work. In 2025, we recorded 4,468 hours of voluntary service, a significant 40.3% increase compared to 2024, and continued building on successful local initiatives. More on page 32.
- The S<sup>4</sup> Forest, our carbon offsetting and reforestation initiative, has planted a total of 507,380 trees over the last five years.

## Section 172(1) statement continued



### Our shareowners

- We recognise the importance of providing all of our shareowners with regular updates on our operations, financial performance and ESG activities. Engagement with shareowners gives us a broad insight into their priorities, which influences our own decision making and our strategic direction. The ongoing support of our shareowners during 2025 is something that we continue to value greatly.

#### How we engage

- We maintain regular contact with our shareowners through a comprehensive investor relations programme of conferences, roadshows and meetings, predominantly led by our Executive Chairman and Group Chief Financial Officer.
- After each quarterly results announcement, we have held extensive roadshows with investors.
- All our investor presentations, reports and earnings calls are available on the S<sup>4</sup>Capital website.

#### Outcomes

- Our AGM provides the opportunity for our private shareowners to hear from, and engage directly with, the Board.
- During 2025, the Executive Chairman, Group Chief Financial Officer and Chief Growth Officer held extensive meetings, in person and virtually, to engage with institutional investors and analysts. More information is available on pages 81 and 82.

# 4 Governance Report



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## Executive Chairman’s statement

# Leadership and culture deliver long-term success



**Sir Martin Sorrell**  
Executive Chairman

### Dear fellow shareowners,

I am pleased to present our Corporate Governance Report for the year ended 31 December 2025, which sets out how the Group’s governance framework supports and promotes its long-term success and provides an overview of the Board and its Committees.

### Governance framework

We voluntarily adopted the 2024 edition of the UK Corporate Governance Code (the Code) and have continued to comply with the majority of its provisions throughout the year under review. Of the three areas where we depart from the Code, two relate to share schemes, which are limited in duration, while the third relates to my role as Executive Chairman, which continues to operate subject to appropriate checks and balances. Further information on the Group’s application of the Code is set out on page 69.

During the year we continued to evolve our governance, risk and compliance frameworks and policies, unifying them under a Global Code of Conduct, which sets out the standards and principles for every single Monk in the organisation, including freelancers, consultants and contractors.

The Board sets the tone of the Group’s culture, values and behaviours, and these together with consideration of the view of all our stakeholders, drive our decision making and focus on the delivery of the long-term sustainable success of the Group.

### Purpose

As a unified, purely digital business, we deliver marketing and technology services that create transformative, AI-enabled solutions for our clients. Our strategy, business model and progress are outlined on pages 5 to 6 and 10 to 11.

“The Board is accountable for the leadership and oversight of the Group’s culture, values and behaviours”

### Sustainability

The year marked continued progress strengthening the Group’s ESG governance and operational integration. We focused on embedding sustainability considerations more systematically into decision making across the business, building on our previously validated science-based targets (SBTi) and ongoing B Corp certification. This included enhancing internal data controls, improving the granularity and reliability of emissions measurement methodologies, and reinforcing shared accountability across our unitary structure. ESG oversight remains integrated within our broader governance, risk, strategy and performance frameworks, supporting a more disciplined and transparent approach to long-term value creation.

Our ESG strategy continues to be structured around three interconnected pillars: Our Responsibility to the World, People Fulfilment and One Brand. During the year, we progressed our net zero ambition, strengthened global talent and leadership processes, and enhanced governance under a unified operating model and single P&L. These priorities are embedded within executive accountability, linking sustainability performance to strategic delivery. Further details on our ESG strategy are set out on page 29.

## Executive Chairman's statement continued

### Board composition and effectiveness

A number of Executive and Non-Executive Directors stepped down from the Board at the 2025 AGM, and I would like to thank each of them for their contribution and service. These changes have helped maintain an appropriate balance of skills, experience and diversity on the Board, as assessed by the Nomination and Remuneration Committee with reference to the Group's formal skills matrix. The Committee also continues to oversee succession planning. Further information on the Committee's activities is set out on page 78.

During the year, we were also pleased to welcome Radhika Radhakrishnan, as our new Group Chief Financial Officer, whose appointment further strengthens the Board and Executive Committee. In addition we also appointed two new Non-Executive Directors, Nirvik Singh and Alina Kessel to the Board.

The Board also commenced an external effectiveness review of its performance that started in 2025. The review is being facilitated by the Company Secretary and an external consultant and will continue into 2026, with the outcomes and actions to be reported in next year's Annual Report. At the end of 2025, following the departure of Caroline Kowall, Radhika Radhakrishnan assumed the responsibilities of Company Secretary.

### Diversity and inclusion

The Board believes that greater diversity and inclusivity support better decision making and, in turn, stronger outcomes for our people, our clients and the Group as a whole.

Throughout the year under review and up to the date of this report, the Board has met the ethnicity-related recommendations set out in the Parker Review. While the Board did not meet the gender targets set out by the FTSE Women Leaders Review during the year, it remains committed to making progress against these targets, taking into account the overall balance, skills and experience of the Board. Further information on Board diversity is set out on page 75.

### Stakeholder engagement

The Board recognises the importance of engaging with, and understanding the views of, our shareowners in supporting the Group's long-term success.

During the year, we deepened our engagement with colleagues across the business, including through a series of events held alongside Board meetings in the US, Argentina and Singapore. Given the Group's geographic footprint, the Board has chosen to share responsibility for workforce engagement among all Non-Executive Directors rather than appointing a single designated Director. The Board considers this approach to be well suited to the Group, as it enables a broader range of employee perspectives to be gathered and shared at Board level. It also allows Committee Chairs to engage directly with employees on matters relevant to their respective areas of responsibility. Further information on our approach to stakeholder engagement is set out on page 62.

The Company's AGM remains a key opportunity for engagement between the Board and shareowners. However, we welcome dialogue throughout the year and encourage shareowners to share their views at any time via the Company Secretary ([cosec@s4capital.com](mailto:cosec@s4capital.com)).

### Conclusion

The Board and I remain committed to maintaining high standards of governance and to open, constructive dialogue with all our shareowners. As in the prior year, we will again hold a physical AGM at our offices in early June 2026, with the option of virtual attendance for those shareowners unable to join us in person.

I would like to thank our shareowners for their continued loyalty and support, and I look forward welcoming you to the 2026 AGM.

**Sir Martin Sorrell**  
Executive Chairman  
23 March 2026

# Corporate governance statement of compliance

## During the year, the Board has voluntarily complied with the UK Corporate Governance Code (the Code) which was issued by the Financial Reporting Council in 2024.

During the year, the Board has applied the principles of, and complied with the provisions of, the UK Corporate Governance Code issued by the Financial Reporting Council in January 2024, except with Provisions 9, 36 and 37, as further described on page 70. Further details on the Company's governance arrangements can be found on our website at [www.s4capital.com](http://www.s4capital.com). This report, together with the reports from the Audit and Risk Committee and the Nomination and Remuneration Committee, and the other statutory disclosures, provides details of how the Company has applied the provisions of the Code on pages 83 to 109.

The Board also considers sustainability-related governance matters where relevant to the Group's long-term success, risk profile and stakeholder expectations. Further information on the governance of climate-related risks and opportunities, including roles and responsibilities across the Board, Committees and management, is provided in the Group's TCFD disclosures pages 50 to 51.

The following table outlines how we have structured the governance section of this Annual Report and Accounts around the Code. The table mirrors the numbering style used in our 2024 Annual Report, and some rows combine multiple provisions or follow the S<sup>4</sup> grouping approach (e.g., "37 & 38" and "40 & 41"). For 2025, the Company is reporting against the UK Corporate Governance Code 2024.

Provision 29 of the UK Corporate Governance Code, relating to the board's review of internal controls and risk management, is effective for the 2026 Annual Report. The Company intends to voluntarily adopt the requirements for the next financial year, is taking steps to implement the requirements.

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## Corporate governance statement of compliance continued

### Non-compliance

Provision	Explanation
<p>9. The chair should be independent on appointment when assessed against the circumstances set out in Provision 10. The roles of chair and chief executive should not be exercised by the same individual. A chief executive should not become chair of the same company. If, exceptionally, this is proposed by the Board, major shareholders should be consulted ahead of appointment. The board should set out its reasons to all shareholders at the time of the appointment and also publish these on the company website.</p>	<p>The Board recognises that Sir Martin Sorrell's position as Executive Chairman, which he has held since the Group's foundation, exercising the roles of both Chairman and Chief Executive Officer, represents a departure from the Code.</p> <p>Sir Martin has been a leading figure in the marketing and communications services industry for over 40 years and the Board acknowledges that his expertise, knowledge and global network of relationships are an unparalleled advantage to the Group. In light of this, the Board, supported by the Nomination and Remuneration Committee, keeps the appropriateness of this leadership structure under regular review and will recommend changes should it consider them to be in the best interests of the Group and its shareowners. The Independent Non-Executive Directors have concluded that the position remained appropriate for the year under review.</p> <p><b>Control enhancements</b></p> <ul style="list-style-type: none"> <li>▪ Independent Non-Executive Director oversight: The Independent Non-Executive Directors meet regularly in private sessions, to consider the appropriateness of the governance structure and safeguards for shareowners.</li> <li>▪ Strong Committee leadership: The Chairs of the Board Committees, all of whom are Independent Non-Executive Directors, dedicate a significant amount of time in the oversight of the functions that report to each respective Committee and have in-depth relationships with relevant executives.</li> </ul>
<p>36. Remuneration schemes should promote long-term shareholdings by executive directors that support alignment with long-term shareholder interests. Share awards granted for this purpose should be released for sale on a phased basis and be subject to a total vesting and holding period of five years or more. The Remuneration Committee should develop a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares.</p>	<p>Executive Directors are required to build and maintain a meaningful shareholding in the Group, in line with the shareholding guidelines set out in the Remuneration Policy. In addition, Executive Directors are required to retain a proportion of their shareholdings for a period of two years following cessation of employment, in order to maintain alignment with long-term shareholder interests.</p> <p>The Board acknowledges that the new-hire equity grant made to the Group Chief Financial Officer vests over a two-year period. This award formed part of the CFO's onboarding arrangements and was a critical element of the recruitment process.</p> <p>The long-term incentive award granted to the Group CFO is otherwise consistent with the Group's standard arrangements, with a three-year performance period followed by a two-year holding period. The Board believes that this approach achieves an appropriate balance between long-term alignment with shareowners and the need to remain competitive in the international markets in which the Group operates, where performance and vesting periods are often shorter than the UK market norm.</p>
<p>37. Remuneration schemes and policies should enable the use of discretion to override formulaic outcomes. Directors' contracts and/or other agreements or documents which cover director remuneration should include malus and clawback provisions that would enable the company to recover and/or withhold sums or share awards, and specify the circumstances in which it would be appropriate to do so.</p>	<p>While the Nomination and Remuneration Committee does not have discretion to override the formulaic outcome of the Incentive Share Scheme (A1/A2 shares), the Board considers that the design of the scheme is aligned with the wider shareowner experience due to the long-term nature of the scheme. Furthermore, the participants only receive benefits once shareowners have experienced significant growth in the value of their investment.</p>



# Leadership: Board of Directors

## Effective leadership and direction



### Sir Martin Sorrell

#### Executive Chairman

Appointed: 28 September 2018  
Nationality: British

EC

Sir Martin was Founder and CEO of WPP for 33 years, building it from a £1 million ‘shell’ company in 1985 into the world’s largest advertising and marketing services company. When Sir Martin left in April 2018, WPP had a market capitalisation of over £16 billion and revenues of over £15 billion.

Sir Martin supports a number of leading business schools and universities, including his alma maters, Harvard Business School and Cambridge University, and a number of charities, including his family foundation. He has been nominated as one of the TIME 100: The Most Influential People and received the Harvard Business School Alumni Achievement Award.

#### Key skills

- Corporate governance
- Legal and regulatory
- Corporate transactions
- Finance
- Risk and compliance
- Global media, marketing and advertising
- Strategy and M&A
- Technology
- ESG
- Organisational design and corporate culture

#### Current external appointments

- None



### Radhika Radhakrishnan

#### Group Chief Financial Officer & Company Secretary

Appointed: 1 May 2025  
Nationality: British

EC

Qualifying as a Chartered Accountant with Ernst & Young in London, Radhika’s career spans Group M/WPP where she was Global Chief Finance Officer, Wavemaker and Bartle Bogle Hegarty, Publicis where she held the dual roles of Global Chief Financial Officer and Chief Financial Officer BBH London.

Prior to her tenure at BBH, she was Chief Finance Officer at 20th Century Fox UK and Chief Financial of Officer Hachette Filipacchi UK now Hearst Magazines.

#### Key skills

- Finance
- Strategy and M&A
- Corporate governance
- Corporate transactions
- Risk and compliance
- Technology
- Organisational design and corporate culture

#### Current external appointments

- Non-Executive Director of the University of Cambridge Press and Assessment Board



### Colin Day

#### Independent

#### Non-Executive Director

Appointed: 2 August 2022  
Nationality: British

AR\* NR

Colin brings significant experience in financial, management and governance roles including Non-Executive Chairman of Premier Foods plc, Chief Executive of Essentra plc and 15 years of experience as Chief Financial Officer of both Reckitt Benckiser plc and Aegis plc.

He has served as a Non-Executive Director on the boards of major UK-listed businesses including Amec Foster Wheeler, WPP, Cadbury, Imperial Brands, Meggitt, Euromoney Institutional Investor and easyJet.

#### Key skills

- Corporate governance
- Legal and regulatory
- Corporate transactions
- Finance
- Risk and compliance
- Strategy and M&A
- ESG
- Information security, cyber security, privacy
- Organisational design and corporate culture

#### Current external appointments

- Chair of Premier Foods Plc
- Non-Executive Director, Cranfield University
- Non-Executive Director, FM Global

#### Committee membership:

AR Audit and Risk Committee

NR Nomination and Remuneration Committee

EC Executive Committee

\* Denotes Chair of Committee

## Leadership: Board of Directors continued



### Margaret Ma Connolly

**Independent  
Non-Executive Director**

Appointed: 10 December 2019  
Nationality: American  
and Chinese

AR

Margaret is President and CEO of Asia, Informa Markets, overseeing its businesses in mainland China, Hong Kong, Japan, Korea, Singapore, Thailand, Indonesia, Malaysia, Vietnam, the Philippines and Cambodia, a portfolio of more than 200 brands, which include industry-leading exhibitions and digital services across 11 countries and regions. Margaret joined UBM in 2008, before its combination with Informa in 2018.

In the last 16 years, she spearheaded multiple milestones in key market sectors and has successfully grown the business through organic development and strategic partnerships, including 26 equity joint ventures. Prior to this, she held senior positions at TNT (now FedEx) and Global Sources (now Clarion Events). Margaret is a member of WomenExecs on Boards (WEoB) and National Association of Corporate Directors (NACD). She received an MBA degree from Oxford Brookes Business School with Corporate Director Certificate from Harvard Business School.

#### Key skills

- Corporate governance
- Legal and regulatory
- Finance
- Risk and compliance
- Strategy and M&A
- Technology
- ESG
- Information security, cyber security, privacy
- Organisational design and corporate culture

#### Current external appointments

- President and CEO of Asia, Informa Markets



### Alina Kessel

**Independent  
Non-Executive Director**

Appointed: 14 November 2025  
Nationality: American and British

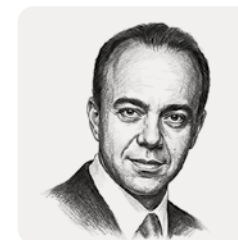
Alina has over 25 years' experience in advertising and brand building, having worked across the US, Australia, Germany and the UK. She was Global Client Leader at WPP and Chief Executive Officer of DDB Tribal Group and Grey Advertising in Germany. She previously served as a Non-Executive Director of DS Smith plc, a FTSE 100 packaging company. She brings expertise in client leadership, integration, organisational culture and growth strategies from her senior executive and non-executive roles.

#### Key skills

- Finance
- Global media, marketing and advertising
- Strategy and M&A
- Technology
- ESG
- Information security, cyber security, privacy
- Organisational design and corporate culture

#### Current external appointments

- Non-Executive Director, Y TREE S
- Senior Advisor, HH Global
- Trustee, Glyndebourne Opera



### Daniel Pinto

**Independent  
Non-Executive Director**

Appointed: 24 December 2018  
Nationality: French and British

Daniel is the Founder, Chairman and CEO of Stanhope Capital Group, the global investment management and advisory group overseeing approximately US\$40 billion of client assets. He has considerable experience in asset management and merchant banking having advised prominent families, entrepreneurs, corporations and governments for over 25 years.

Formerly Senior Banker at UBS Warburg in London and Paris concentrating on mergers and acquisitions, he was a member of the firm's Executive Committee in France. He was also Chief Executive of a private equity fund backed by CVC Capital Partners. Daniel founded the New City Initiative, a think tank comprised of the leading independent UK and European investment management firms. He is the author of Capital Wars (Bloomsbury 2014), a book which won the prestigious Prix Turgot (Prix du Jury) and the HEC/Manpower Foundation prize.

#### Key skills

- Corporate governance
- Corporate transactions
- Finance
- Strategy and M&A

#### Current external appointments

- Director of Soparexo (Holding of Chateau Margaux)
- Chairman and CEO of Stanhope Capital Group

## Leadership: Board of Directors continued



### Nirvik Singh

**Independent  
Non-Executive Director**  
Appointed: 1 May 2025  
Nationality: Indian

NR\*

Until the end of 2024, Nirvik was Global Chief Operating Officer and President International of Grey Group, a WPP subsidiary, overseeing operations across Europe, Latin America, the Middle East, Africa and Asia-Pacific. He has also led multiple acquisitions in China, India, South Korea, the UAE, the UK and South Africa, covering sectors such as ecommerce, data analytics, and marketing technology.

Beginning his career at Lipton India, a Unilever company, Nirvik Singh transitioned into advertising, becoming CEO of Grey Group India at 33 and later leading its expansion into South Asia. In 2010 he relocated to Singapore, when he was appointed Chairman and CEO of Grey Asia-Pacific, before assuming his global role in 2019.

#### Key skills

- Corporate governance
- Legal and regulatory
- Corporate transactions
- ESG
- Risk and compliance
- Strategy and M&A
- Organisational design and corporate culture

#### Current external appointments

- Director and member of the Audit and Risk Committees of Gulf Oil Lubricants India Ltd
- Chairman of Shoppers Stop Ltd
- Chairman of Hype Luxury



### Rupert Faure Walker

**Senior Independent  
Non-Executive Director**  
Appointed: 28 September 2018  
Nationality: British

AR NR

Rupert qualified as a Chartered Accountant with Peat Marwick Mitchell in 1972. He joined Samuel Montagu in 1977 to pursue a career in corporate finance. Over a period of 34 years, Rupert advised major corporate clients on mergers, acquisitions, IPOs and capital raisings, including advising WPP on its acquisitions of JWT, Ogilvy & Mather and Cordiant, together with related funding. He was appointed a director of Samuel Montagu in 1982 and was Head of Corporate Finance between 1993 and 1998.

He was a Managing Director of HSBC Investment Banking until his retirement in 2011.

#### Key skills

- Corporate governance
- Legal and regulatory
- Corporate transactions
- Finance
- Risk and compliance
- Strategy and M&A

#### Current external appointments

- Trustee of the Landisdale Almshouses and the Hospital and Homes of St Giles



### Miles Young

**Independent  
Non-Executive Director**  
Appointed: 1 July 2020  
Nationality: British

NR

Miles spent almost 35 years at Ogilvy, ultimately as its global Chairman and CEO. He is currently the Warden of New College at Oxford University.

Miles joined what was then the 'advertising' business from Oxford in 1973, eventually moving to Ogilvy & Mather. After a period in the Asia-Pacific region based in Hong Kong, and working especially in China, he moved to New York in 2008 as Chief Executive, then Chairman of Ogilvy & Mather Worldwide. From then until 2016 Miles led a period of strong client growth and creative success.

In 2016, Miles returned to his Alma Mater of New College in Oxford, where he is Warden. He is President of the Oxford Literary Festival and Chair of the Oxford Bach Soloists, among other voluntary activities.

Miles is actively engaged in ESG efforts, maintaining oversight of S<sup>4</sup>Capital's ESG performance and instrumental in the development of disruptive and innovative ESG initiatives.

#### Key skills

- Corporate governance
- Risk and compliance
- Global media, marketing and advertising
- ESG
- Information security, cyber security, privacy
- Organisational design and corporate culture

#### Current external appointments

- Warden of New College, Oxford University

# Leadership: Executive Committee



**Wesley ter Haar**  
**Chief AI and Revenue Officer**  
 Nationality: Dutch

Wesley is Co-Founder of Media.Monks, and former Chief Operating Officer of the legacy Media.Monks brand.

Wesley co-founded Media.Monks in 2001 to focus on craft and creativity in digital, working tirelessly to grow that company into a creative production powerhouse with global reach and recognition that merged with S<sup>4</sup>Capital in 2018.



**Scott Spirit**  
**Chief Growth Officer**  
 Nationality: British

Scott joined S<sup>4</sup>Capital from artificial intelligence company Eureka, where he continues to serve as a board member and adviser. Previously, Scott spent almost 15 years at WPP in various roles in London, Shanghai and Singapore and was ultimately the Global Chief Strategy and Digital Officer.

In 2006 Scott moved to China and oversaw a period of rapid growth and multiple acquisitions, responsible for WPP's corporate strategy and growth agenda. Scott was also a director of Nairobi-listed WPP-Scangroup PLC. Prior to WPP, Scott worked at Deloitte and Associated Newspapers.

Scott also oversees ESG matters, with the Global Head of ESG reporting to him.



**Bruno Lambertini**  
**CEO, Marketing Services**  
 Nationality: Argentinian

Bruno is a catalyst for industry innovation and advancement. He founded Circus Marketing in 2005, a venture that championed social-first brands and expanded into a multinational enterprise spanning eight countries.

In 2020, Bruno arranged the merger between Circus and Media.Monks/S<sup>4</sup>Capital, greatly enhancing Media.Monks' social capabilities and relationships with esteemed brands.



**Alex Norman**  
**Head of Legal**  
 Nationality: British

Alex has a sophisticated track record in aligning legal strategy with commercial growth across the media, technology, advertising, entertainment and sports sectors.

Alex trained as a lawyer at Freshfields in London and subsequently spent a number of years in private practice, both in Europe and in Asia Pacific. He brings deep multi-disciplinary expertise and industry knowledge to Monks, having led global business development and strategy teams at Electronic Arts and global legal teams at WPP. Alex has a reputation as a highly commercial and collaborative executive, who blends legal and strategic rigour to help businesses grow.

Alex holds an MBA and is admitted to practice as a solicitor in England and Wales.



**Debra Stroff**  
**Chief People Officer**  
 Nationality: American

A seasoned human resources and organisational leader with more than 25 years of experience, Debra brings deep expertise in scaling people operations at pace through periods of change and innovation. Before joining Monks in February 2026, she served as an executive coach and fractional CHRO, and held senior leadership roles including Chief People Officer at Quartet Health and OnDeck Capital, Head of HR for the Americas at Coty and strategic HR leadership positions at Time Inc., Ernst & Young and The Ritz-Carlton.

Debra is recognised for her ability to integrate strategic rigour with a human-first approach to culture and organisational design, advancing inclusive talent practices that align with business goals in rapidly evolving technology and services environments.

Sir Martin Sorrell and Radhika Radhakrishnan are also members of the Executive Committee. Their details appear on the preceding pages. During 2025 Jean-Benoit Berty, James Nicholas Kinney and Caroline Kowall left the Company. Radhika Radhakrishnan replaced Caroline Kowall as Group Company Secretary.

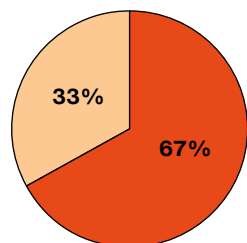
# The role of the Board

## Board and senior management diversity

The information included in the following graphs and table has been collected by self-disclosure directly from the individuals concerned, using a questionnaire requesting the individual to select their gender identity and ethnicity from a list of options of equal prominence. The gender split for all employees can be found on page 72.

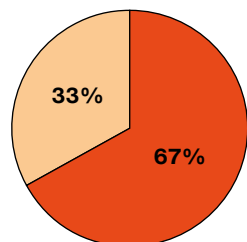
### Diversity by gender

Board	
Male	67%
Female	33%



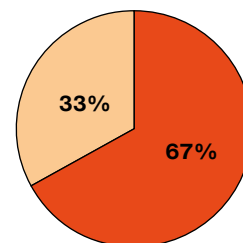
### Senior management

Male	67%
Female	33%



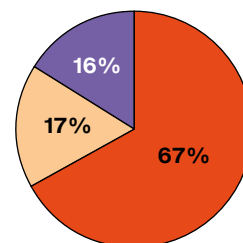
### Diversity by ethnicity

Board	
White	67%
Asian/Asian British	33%



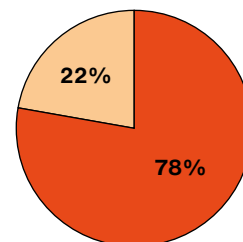
### Senior management

White	67%
Asian/Asian British	17%
Hispanic or Latinx	16%



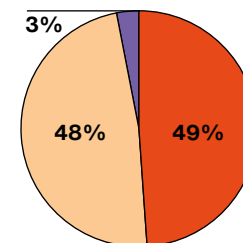
### Board independence balance

Independent Non-Executive Directors	78%
Executive Directors	22%



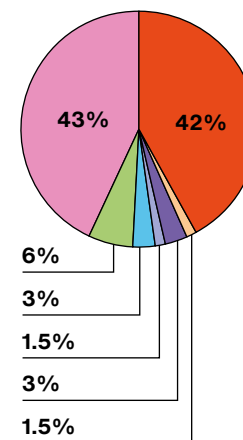
### Senior management direct reports

Gender	
Male	49%
Female	48%
Not specified/prefer not to say	3%



### Ethnicity

White	42%
Mixed/Multiple ethnic groups	1.5%
Asian/Asian British	3%
Black/African/Caribbean/Black British	1.5%
Other ethnic group, including Arab	3%
Hispanic or Latinx	6%
Not specified/prefer not to say	43%



## The role of the Board continued

### Table on gender or sex and ethnicity representation in the Board and executive management, FCA

The Financial Conduct Authority (FCA) requires us to have a structure approach to monitoring gender diversity and ethnicity. Gender diversity is included on page 42 for all employees.

	Board		Senior management	
	Number of Board members	Percentage of the Board	Number of senior positions on the Board	Percentage of senior management
<b>Reporting on gender identify or sex</b>				
Men	6	66.7%	1	66.7%
Women	3	33.3%	1	33.3%
Other categories	–	–	–	–
Not specified/ prefer not to say	–	–	–	–
<b>Reporting on ethnic background</b>				
White British or other White (including minority White groups)	6	66.7%	1	66.6%
Mixed/Multiple ethnic groups	–	–	–	–
Asian/Asian British	3	33.3%	1	16.7%
Black/African/Caribbean/Black British	–	–	–	–
Other ethnic group, including Arab	–	–	–	–
Hispanic or Latin	–	–	–	16.7%
Not specified/ prefer not to say	–	–	–	–

# The role of the Board continued

## Board and Committee attendance

The following table shows the Directors' attendance at scheduled meetings they were eligible to attend for the year ended 31 December 2025:

### Board and Committee meeting attendance

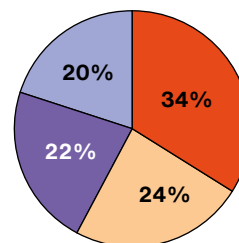
Director	Board <sup>1</sup>	Audit and Risk Committee	Nomination and Remuneration Committee
<b>Total meetings</b>	6	5	7
Sir Martin Sorrell	6/6	–	–
Mary Basterfield <sup>3</sup>	2/2	–	–
Elizabeth Buchanan <sup>3</sup>	4/4	–	–
Margaret Ma Connolly	6/6	2/2	–
Colin Day	6/6	5/5	7/7
Alina Kessel <sup>3</sup>	2/2	–	–
Daniel Pinto <sup>2</sup>	4/6	–	–
Sue Prevezer <sup>2/3</sup>	3/3	1/2	5/5
Radhika Radhakrishnan <sup>3</sup>	4/4	–	–
Nirvik Singh <sup>3</sup>	4/4	–	2/2
Rupert Faure Walker	6/6	5/5	7/7
Miles Young <sup>2</sup>	5/6	–	6/7

#### Notes:

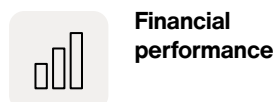
- There were four scheduled Board meetings during the year and two ad hoc meetings, called at shorter notice.
- Daniel Pinto, Sue Prevezer and Miles Young were unable to attend some Board or Committee meetings due to pre-existing arrangements which could not be changed, primarily due to the shorter notice with which those largely ad hoc meetings had been called. Where a Director is unable to attend a meeting, their absence is usually notified to the Executive Chairman in advance of the meeting, together with any comments the individual has relating to the subjects to be discussed at the meeting.
- Mary Basterfield, Elizabeth Buchanan and Sue Prevezer resigned as Directors during 2025, Nirvik Singh, Radhika Radhakrishnan and Alina Kessel joined in 2025; their attendance is included for the period as Director in 2025.

## Activities of the Board during the year

Strategy and operations	34%
Practice reviews	24%
Financial performance	22%
Governance	20%

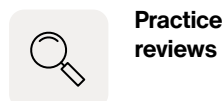


### During the year, the key Board activities were:



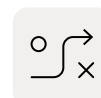
#### Financial performance

- Reviewed and approved the Group's full year, interim and quarterly results, and the Group's Budget and Three-Year Plan.
- Received regular reports from the Group and practice Chief Financial Officers, including results and forecasts.
- Received updates on the activities of the Audit and Risk Committee.



#### Practice reviews

- Received updates on the performance of each practice area or region, including financial performance and forecasting, clients, strategy and operations.



#### Strategy and operations

- Received updates on the Monks rebranding, internal integration and restructuring activities, including the creation of the Marketing Services and Technology Services practices, and external strategy and growth.
- Received updates on the Group's AI strategy and the development and financial treatment of the Monks.Flow offer.
- Received regular reports from the Global Chief People Officer, the Chief Operating Officer, Chief Growth Officer, and from Investor Relations.



#### Governance and compliance

- Reviewed and approved recommendations arising from the Board's performance evaluation.
- Reviewed and approved the Board role profiles, skills matrix and composition, Committee Terms of Reference and other key Group policies including the Global Code of Conduct.
- Received updates on the Group's ESG strategies and activities and on the governance arrangements supporting the integrity and oversight of sustainability-related disclosures. Further detail on climate governance, strategy and scenario analysis provided in the Group's TCFD disclosures.
- Received updates from the General Counsel and the Head of Risks on Legal, Governance and Compliance and Risk matters, and the Chief Information Officer on the Group's IT systems and roadmap.

## The role of the Board continued

### Conflicts of interest

The Board operates a policy under which a Director is not permitted to participate in, or vote on, any matter in which they may have a personal interest, unless the Board unanimously determines otherwise.

Ahead of all significant Board decisions, the Executive Chairman requires Directors to confirm that they have no actual or potential conflicts of interest in relation to the matters under consideration. Where a conflict is identified, the relevant Director is excluded from the discussion and decision-making process.

Internal measures are in place to ensure that any related party transaction involving Directors, or their connected parties, are conducted on an arm's length basis. Directors have an ongoing obligation to disclose and update the Board on any changes to their interests or potential conflicts.

### Governance framework

The Group's governance framework comprises the Board of Directors and its Committees. The Committees operate under delegated authority in accordance with their respective Terms of Reference, which are available on the Company's website at [www.s4capital.com/investors](http://www.s4capital.com/investors). In addition, certain Directors, such as the Senior Independent Director, Rupert Faure Walker, or Miles Young and Margaret Ma Connolly, designated Non-Executive Directors for overseeing culture, have specific individual responsibilities. This governance framework supports the effective discharge of the Board's responsibilities and enables the Company to maintain alignment with the principles and provisions of the UK Corporate Governance Code.

### Our governance framework

#### Board of Directors

The Board has responsibility for the overall leadership of the Group, setting the Group's purpose, values and strategy and satisfying itself that these align with its culture, taking into consideration the views of shareowners and other key stakeholders, to promote the long-term sustainable success of the Group. It also has responsibility for the Group's performance and governance oversight, including evaluating and managing principal risks through an effective internal controls environment. This oversight includes consideration of sustainability-related matters where they are relevant to the Group's strategy, risk management and long-term value creation.

#### Audit and Risk Committee

The Audit and Risk Committee ensures the governance and integrity of financial reporting and disclosures and reviews the controls in place. It oversees the internal audit function and the relationship with the external auditors, including monitoring independence, and also reviews the effectiveness of internal controls in the Group. The Committee also reviews and makes recommendations to the Board on the Group's risk appetite, risk principles and policies so the risks are reasonable and appropriate for the Group and can be managed and controlled within the limits of the Group's resources and appetite.

The Committee also oversees the governance and integrity of selected sustainability-related risks, disclosures and the effectiveness of related internal controls.

**For more information see page 83**

#### Nomination and Remuneration Committee

Responsible for reviewing the balance of skills, knowledge, experience and diversity of the Board and making recommendations for Board and Committee appointments and monitoring succession plans for the Board and senior management. It is also responsible for determining the remuneration and other benefits of Executive Directors. Reviews and approves the Remuneration Policy, ensuring that it is clear, simple and aligned to culture. Recommends and monitors overall remuneration for senior management, while considering employee remuneration and alignment of incentives and rewards with culture.

**For more information see page 87**

#### Executive Committee

The Executive Committee is responsible for defining strategic proposals, implementing the Group's strategy and reviewing its success, overseeing performance against the strategy, defining the budget for the Company, promoting cultural development and establishing and monitoring the ESG strategy for the Group.

This includes responsibility for implementing sustainability-related policies and embedding relevant considerations into operational decision-making.



## The role of the Board continued

### Purpose, values and culture

The Board, supported by its Committees, oversees the alignment of the Company's culture with its purpose, values and strategy. Culture is integral to the Company's success, and we continue to foster a culture of innovation that shapes how we operate and serve our clients. The Board remains focused on strengthening and evolving this culture, considering the global and diverse nature of our workforce and communities.

Key central functions, including Legal, Finance and People, promote high standards of ethical behaviour and corporate governance across the Group through global frameworks, policies and internal controls. These are brought together under the Global Code of Conduct, which sets out the standards, principles and expectations that guide the behaviour of the Group and its people.

The Board monitors and assesses the cultural dynamics of the Group through a range of workforce engagement activities, including site visits, employee surveys, regular 'Need to Know' and 'Unmuted' briefing sessions, as well as informal discussions with senior executives. Miles Young has been designated as the Non-Executive Director with responsibility for culture and, in this role, supports the Board in setting the tone from the top and strengthening connections between the Board and senior leadership in promoting an appropriate culture across the Group globally.

### Role of the Board

The Board is collectively responsible for the effective oversight and the long-term success of the Company. The Board delegates some of its responsibilities to the Audit and Risk Committee and the Nomination and Remuneration Committee, through agreed Terms of Reference, which are subject to annual review and approval. The responsibilities of each Committee are described in the governance framework on page 78, in the Committee Reports on pages 83 to 110, and are available on our website.

The Board also receives regular updates on the performance of the Group's businesses, operational matters and legal updates from the Executive Chairman, the Executive Directors and General Counsel and this provides opportunities for Board members to provide guidance and constructive challenge. All Board members have full access to the Group's advisers for seeking professional advice at the Company's expense.

### Division of responsibilities

The Board acknowledges that Sir Martin Sorrell's role as Executive Chairman, effectively combining the roles of Chairman and Chief Executive Officer, a position he has held since S<sup>4</sup>Capital's founding, is a departure from the Code. The Independent Non-Executive Directors met during the year to review the Board structure including consideration of the ongoing suitability of this combined role. Sir Martin has been a leading figure in the marketing and communication services industry for over 40 years and the Board continues to be of the view that his expertise,

knowledge and global network of relationships are a significant advantage to the Group. In light of this, the Board believes that combining the roles of Chairman and Chief Executive continued to be appropriate during the year under review. The Board continues to review this, including through an in-camera session held at each Board meeting with only the Non-Executive Directors participating.

### Directors' performance

During the year, the Executive Chairman held meetings with individual Directors at which, among other things, their individual performance was discussed. Informed by the Executive Chairman's ongoing observation of individual Directors during the year, these discussions form part of the basis for recommending the election and re-election of Directors at the Company's AGM, and includes consideration of the Director's performance and contribution to the Board and its Committees, their time commitment and the Board's overall composition.

Role	Responsibility
<b>Executive Chairman</b> Sir Martin Sorrell	Chairs the Board meetings, sets the Board agendas and promotes effective relationships between Executive Directors and other senior management, and the Non-Executive Directors.
<b>Senior Independent Director</b> Rupert Faure Walker	Provides a sounding board for the Executive Chairman and is available to act as an intermediary for other Directors when necessary. Responsible for reviewing the effectiveness of the Executive Chairman.
<b>Non-Executive Directors</b>	Independent of management and assist in developing and approving the strategy. Provide independent advice and constructive challenge to management, bring relevant experience and knowledge and serve on the Board Committees.
<b>Company Secretary</b> Radhika Radhakrishnan	Advises the Board on matters of corporate governance and ensures that the correct Board procedures are followed. All members of the Board and Committees have access to the services and support of the Company Secretary.

Further information on our Board roles and responsibilities are available on our website, [www.s4capital.com/investors](http://www.s4capital.com/investors).

## The role of the Board continued

### Executive Chairman's performance

Rupert Faure Walker in his capacity as the Senior Independent Director, leads the annual performance review of the Executive Chairman. This involved meetings during the year with the Independent Non-Executive Directors, without the Executive Chairman being present. The Senior Independent Director provided feedback to the Executive Chairman.

### Election and re-election of Directors at the 2026 AGM

In accordance with the Company's Articles of Association and the UK Corporate Governance Code, all Directors will retire at the 2026 AGM. All Directors will stand for election or re-election at the AGM. The Board has confirmed that each Director standing for election or re-election continues to demonstrate effectiveness and commitment to their role. On the recommendation of the Nomination and Remuneration Committee, the Board will recommend that shareowners vote in favour of the resolutions relating to the election or re-election, as applicable, of each Director at the 2026 AGM.

### B Shareowner

As the founder of the Group, Sir Martin Sorrell has been issued with a B Share which provides him with enhanced rights.

As the owner of the B Share, Sir Martin has the right to:

- appoint one Director of the Company from time to time and remove or replace such Director from time to time;
- ensure no executives within the Group are appointed or removed without his consent;
- ensure no shareowner resolutions are proposed (save as required by law) or passed without his consent; and
- save as required by law, ensure no acquisition or disposal by the Company or any of its subsidiaries of an asset with a market or book value in excess of £100,000 (or such higher amount as Sir Martin may agree) may occur without his consent.

The B Share will lose the B Share rights if it is transferred by Sir Martin and also:

- (i) in any event after 14 years from 28 September 2018 (being the date on which the B Share was issued), or, if earlier, the date on which Sir Martin retires or dies; or
- (ii) if Sir Martin sells any of the Ordinary Shares that he acquired on 28 September 2018 (other than in order to pay tax arising in connection with his holding of such shares).

In order to ensure that Sir Martin's exercise of the rights attaching to the B Shares do not prejudice the Company's ability to comply with the UK Listing Rules, Sir Martin and the Company have entered into a relationship agreement. Pursuant to this relationship agreement, Sir Martin has undertaken to ensure that:

- transactions and arrangements with Sir Martin (and/or any of his associates) will be conducted at arm's length and on normal commercial terms;
- neither Sir Martin nor any of his associates will take any action that would have the effect of preventing the Company from complying with its obligations under the Listing Rules; and
- neither Sir Martin nor any of his associates will propose or procure the proposal of a shareowner resolution, which is intended or appears to be intended to circumvent the proper application of the Listing Rules.

The Group has policies in place to ensure that the rights attaching to the B Share are not infringed.

### Board Evaluation/Evaluation conclusions

In accordance with the UK Corporate Governance Code, the Board maintains a three-year evaluation cycle. Following internal assessments in 2023 and 2024, an external review was commissioned for 2025.

The Board appointed Sean O'Hare of Boardroom Dialogue to lead this process. Mr O'Hare previously conducted the 2022 review, providing him with a clear benchmark to evaluate the Board's progress over the last three years. The Board confirms that Mr O'Hare and Boardroom Dialogue have no other connection to the Company or its individual Directors.

The 2025 evaluation is a comprehensive exercise, involving:

- Individual Interviews: One-to-one interviews with all Directors and the Company Secretary to gather candid feedback on Board dynamics and effectiveness.
- Observation: Attendance at a scheduled Board meeting to observe the quality of debate and constructive challenge.
- Document Audit: A rigorous review of Board and Committee papers, alongside wider governance frameworks, covering the preceding twelve months.

While the evaluation process commenced in late 2025, the interview phase is continuing through the first quarter of 2026.

The final report is scheduled for formal Board consideration in April 2026. As the review remains ongoing at the date of this report, the resulting conclusions, agreed actions and an update on progress against previous objectives will be disclosed in full within the 2026 Annual Report.

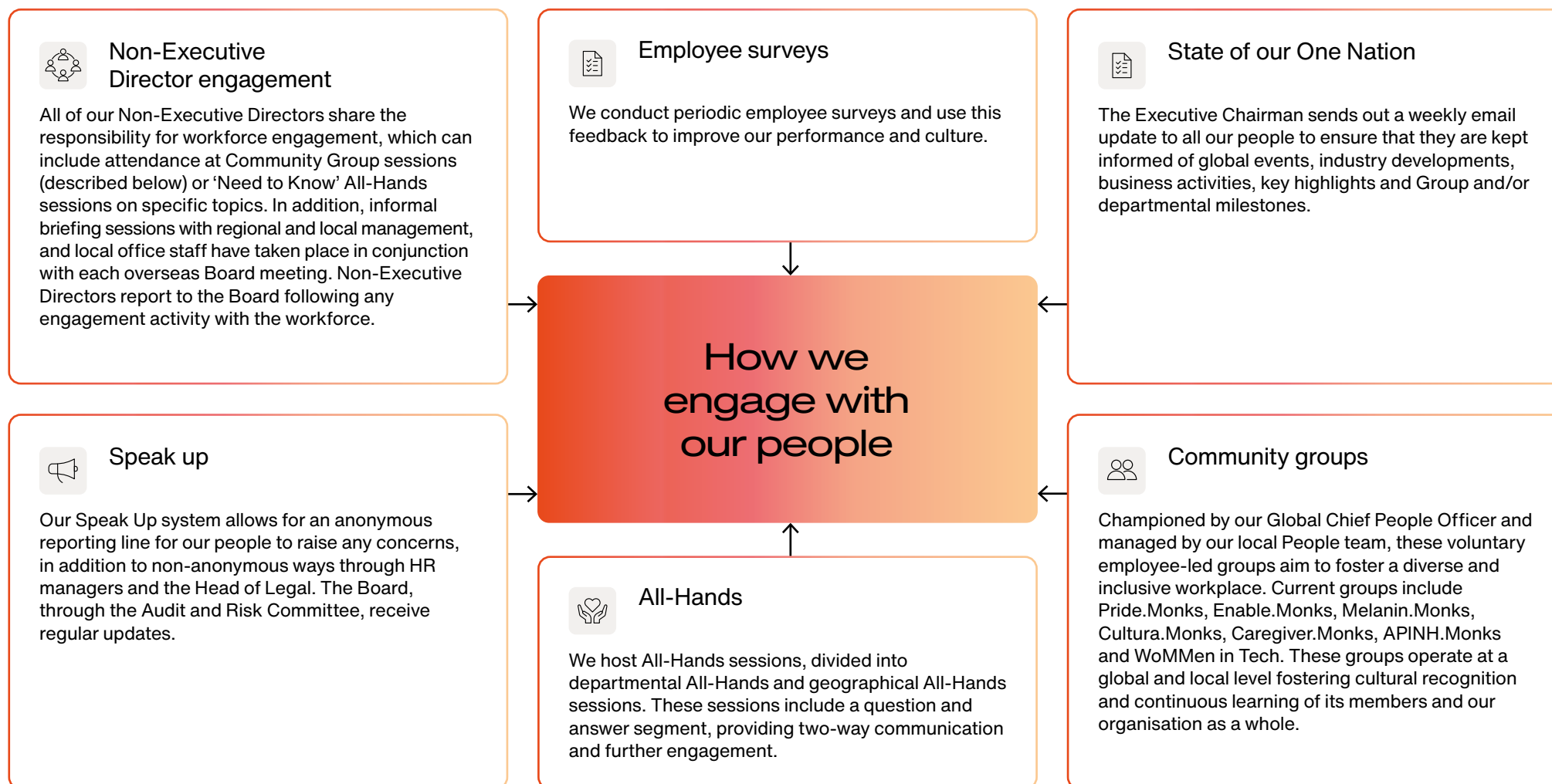
### The evaluation's conclusions

As the review is ongoing, the Board has not yet reached final conclusions or agreed a formal action plan. Initial themes emerging from the process were discussed by the Board after the year end, together with a review of the outcomes of the previous year's evaluation to assess the effectiveness of actions previously implemented. The externally facilitated review will be completed in 2026, with conclusions and resulting actions to be reported in next year's Annual Report.

# The role of the Board continued

## How we engage with our people

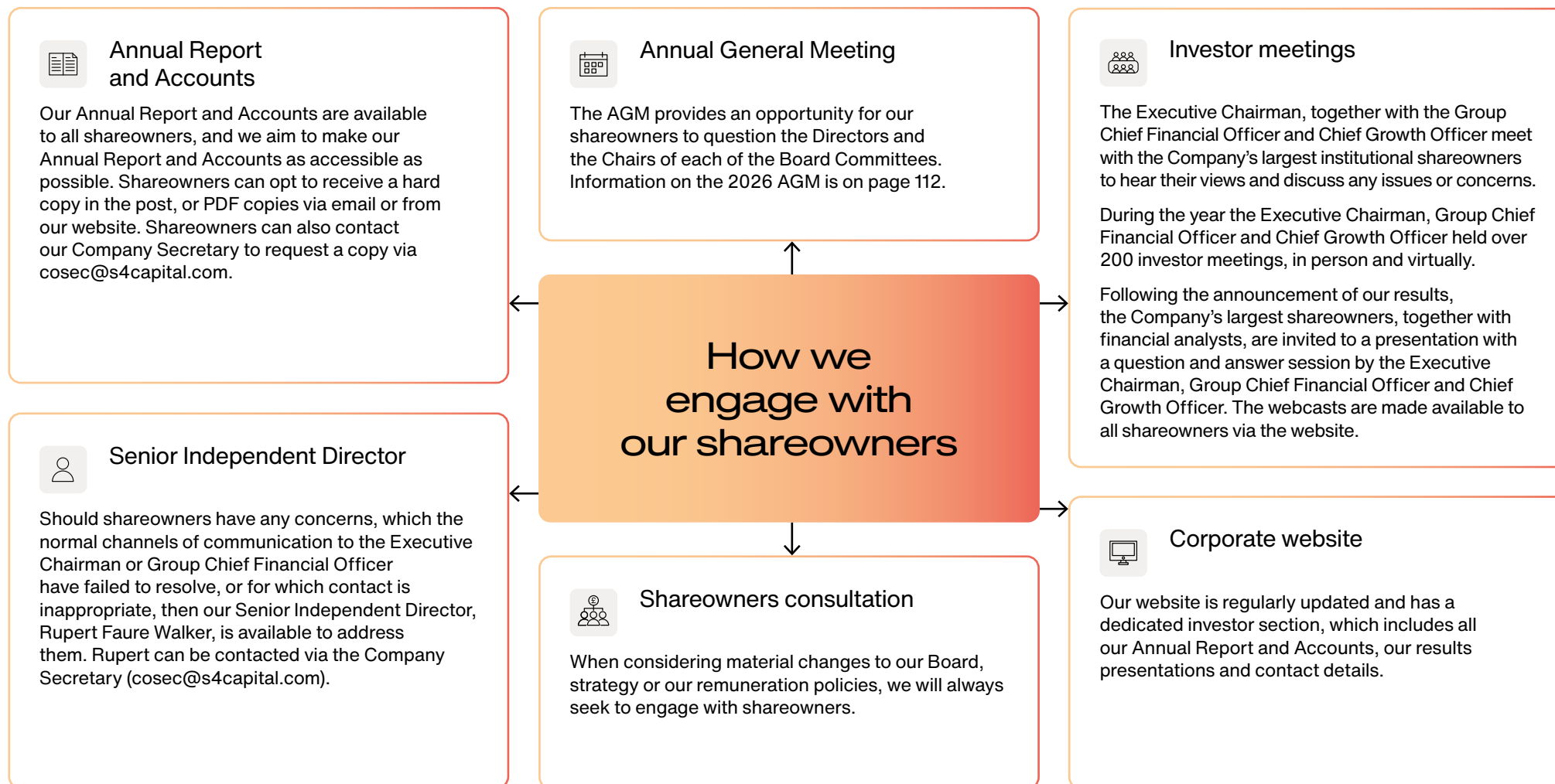
Our diverse and dedicated people underpin the success of our business. The Board uses a combination of both informal and formal engagement channels as detailed below:



# The role of the Board continued

## How we engage with our shareowners

Our main engagement methods are listed below:



# Audit and Risk Committee Report

## We remain focused on assisting the Board



**Colin Day**  
Chair, Audit and Risk Committee

### Letter from the Chair

Committee membership

#### Colin Day: Chair

Rupert Faure Walker  
Margaret Connolly (from 3 October 2025)  
Sue Prevezer KC (until 3 October 2025)

#### Dear shareowners,

As Chair, I present my report on the activities of the Audit and Risk Committee for the year ended 31 December 2025.

The Committee has been established by the Board primarily for the purpose of overseeing the accounting, financial reporting, internal controls and risk management processes and the audit of the financial statements of the Group. The Committee's role and responsibilities are set out in the Committee's Terms of Reference, which are available on our website, [www.s4capital.com/investors](http://www.s4capital.com/investors) and are reviewed annually.

The Committee plays an important role in assisting the Board in its oversight of the quality and integrity of the Group's external financial reporting and accounting policies and practices for the benefit of its shareowners and other key stakeholders.

During the year, the Committee continued to oversee the Group's financial reporting process and the integrity of the financial statements, including consideration of significant judgments and key reporting assumptions. It also monitored the progress on finance transformation initiatives and enhancements to forecasting processes, as well as the ongoing integration of the Content and Data&Digital Media practices and the associated financial reporting and control considerations.

**“The Committee remained focused on assisting the Board in overseeing financial reporting, internal controls and the effective management of principal risks”**

The Committee maintained oversight of risks and developments within the control environment as well as the continued strengthening of risk reporting within the Group's governance framework. It reviewed management's preparations for evolving obligations under the UK Corporate Governance Code and related regulatory requirements, considering the implications for risk management and internal controls.

The Committee assessed the effectiveness of the internal audit function and oversaw the work of the external auditors in providing assurance over the Group's financial statements and governance arrangements.

The Committee also oversaw the external appointment of a Group Chief Financial Officer.

As part of my responsibilities, I continued to visit key finance locations across NAMER, APAC, EMEA and LATAM to engage with local management and finance teams, and to share insights from these visits with my fellow Committee members.

# Audit and Risk Committee Report continued

## Significant issues considered by the Committee during the year

In discharging its duties by reviewing the financial accounts of the Company and the auditor's report, the Committee considered and discussed the following key financial matters:

- Revenue recognition: The Committee oversaw internal audit reports and management responses into revenue recognition. Due to the size and complexity of contracts, particularly in Marketing Services, management's judgement remains key, and the Committee was generally satisfied with the approach taken.
- Taxation: The Committee assessed the reasonableness of provisions for uncertain tax positions and the approach taken in respect of BEAT and Pillar 2. The Committee reviewed the appropriateness of the disclosures in the Annual Report, and the Board reviewed and approved the Group's tax strategy statement, which is available on the Company's website at [www.s4capital.com](http://www.s4capital.com).
- Deferred taxation: the Committee reviewed the management's assessment of deferred tax positions particularly in relation to business combinations and carried forward losses.
- Impairment review: The Committee reviewed management's approach to, and recommendations in respect of, the annual impairment review. This was performed at the two cash-generating units (CGUs) as well as on the Company's investment in subsidiary. The Committee reviewed management's approach and recommendations and concluded that management's assessment was appropriate.

## Audit and Risk Committee activities in 2025

The main areas of the Committee activities during the 2025 financial year included:

### Financial and narrative reporting

- Identify the material areas where significant or key judgments were applied, based on reports from both the Group's management and the external auditor.
- Review the information and underlying assumptions presented in support of the impairment, going concern, and viability assessment.
- Assess the consistency and appropriateness of the financial control and reporting environment.
- Monitor updates on the finance transformation project, which has been progressing steadily.

### Internal control and risk management

- Reviewed the effectiveness of the Company's systems of risk management and internal controls, together with the Enterprise Risk Management Framework.
- Performed a review of the Company's principal and emerging risks and uncertainties, risk appetite statements, risk owners and risk response plans.
- Review of material control framework to voluntarily comply with the revised 2024 UK Corporate Governance Code.
- Received updates on information security, information governance, data privacy and the Group's IT infrastructure.

### Compliance, whistleblowing and fraud

- Reviewed reports arising from the Speak Up Line.
- Evaluated management's identification of fraud risk and its implementation of anti-fraud measures, as required by the Economic Crime and Corporate Transparency Act.

### Internal audit

- Approved the Internal Audit Charter and the annual internal audit plan.
- Reviewed key themes and findings from the internal audit reviews and tracked follow-up actions from previous reviews.

### External auditor

- Reviewed the scope of, and findings from, the external audit undertaken by PricewaterhouseCoopers LLP (PwC) as the external auditor.
- Assessment of the performance, continued objectivity and independence of, and fees charged by, PwC.

## Key focus for 2026

Alongside the regular cycle of matters that the Committee schedules for consideration each year, we are planning over the next 12 months to focus on the following areas:

- Conduct deep dives into the Group's principal risks and uncertainties to evaluate their potential impact and the effectiveness of mitigation measures.
- Oversee the ongoing transformation of the finance function, including systems consolidation and process improvements.
- Continue to review and assess the work being undertaken around compliance with provision 29 of the revised 2024 UK Corporate Governance Code including the development of an ongoing assurance plan; and
- Support the in-house Internal Audit function in performing risk-based audits across material areas of the business.

# Audit and Risk Committee Report continued

## Internal audit

The Committee is responsible for monitoring and reviewing the operation and effectiveness of the Group's Internal Audit function, including its independence, strategic focus, activities, plans and resources. During the year, the function was strengthened through three new appointments, forming a team responsible for providing assurance on the adequacy and effectiveness of the Group's internal controls and risk management systems.

The Group's internal audit plan is prepared in accordance with standards promoted by the Chartered Institute of Internal Auditors. The Committee meets regularly with the Head of Internal Audit to review progress against the plan.

The Committee is satisfied that the Internal Audit function has the necessary integrity, objectivity and competency to fulfil its mandate. It has also satisfied itself that the Internal Audit function has adequate standing and is free from management or other restrictions.

## External audit

The Committee has primary responsibility for overseeing the relationship with, and performance of, the external auditor, PwC. This includes making recommendations to the Board concerning the appointment, reappointment and removal of the external auditor, as well as assessing its independence on an ongoing basis.

PwC has served as external auditor since 2018. The current lead audit partner, Jason Burkitt, has been in position since 2023.

The Group is required to put the external audit out to tender at least every 10 years in line with regulatory requirements. PwC has acted as the Group's external auditor since 2018. The Audit & Risk Committee reviews the effectiveness, independence and objectivity of the external auditor annually.

During the year, the Committee reviewed the external auditor's performance and concluded that the external auditor remains independent, objective and effective in its role and should be re-appointed for a further year. On the recommendation of the Committee, the Board is therefore putting forward a resolution at this year's AGM to re-appoint PwC as external auditor for a further year.

The Committee's policy is that the external auditors should not undertake any work outside the scope of their annual audit and the review of the interim financial statements. The Committee has discretion to grant exceptions to this policy where it considers that exceptional circumstances exist and that independence can be maintained, whilst having due regard to the FRC's Revised Ethical Standard 2024. The Committee's approval is required to instruct PwC to perform non-audit services.

## Fees

The audit fees for the year ended 31 December 2025 amounted to £3.8 million (2024: £4.0 million). The non-audit fees for the year ended 31 December 2025 amounted to £0.4 million (2024: £0.5 million). Further information is available on page 143.

## Fair, balanced and understandable

At the request of the Board, the Committee considered whether, in its opinion, the 2025 Annual Report, taken as a whole, is fair, balanced and understandable. In its review, the Committee examined the preparation and review process and considered the continuing appropriateness of the accounting policies, important financial reporting judgments and the adequacy and appropriateness of disclosures. Board and Committee members received drafts of the Annual Report for their review and input, which provided an opportunity to discuss the drafts with both management and the external auditor.

Following its review and the Committee's recommendation, the Board believes that the 2025 Annual Report and Accounts is representative of the year and, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareowners to assess the Group's position, performance, business model and strategy.

## Going concern and long-term viability

The Committee considered the going concern position as detailed on page 129. Having reviewed and challenged the downside assumptions, forecasts and mitigation strategy of management, the Committee believes that the Group and Company are adequately placed to manage its business and financing risks.

The Directors have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence for a period longer than 12 months from the date of signing the financial statements, while maintaining sufficient headroom against the Group's banking covenants. Therefore, the Directors continue to adopt the going concern basis in preparing the financial statements.

The Directors, having considered the longer-term viability assessment as detailed on page 24, confirm that they have a reasonable expectation that the Group and Company will be able to continue in operation and meet their liabilities as they fall due over the viability period to 31 December 2028. In forming this conclusion, the Directors have reviewed the Group's strategic plan, financial forecasts and liquidity position, and have assessed the resilience of the business model through stress testing against a range of severe but plausible scenarios, including a significant reduction in demand and revenue relative to the Board-approved plan. These assessments considered the potential impact on profitability, cash flows, liquidity headroom and compliance with debt covenants. The Directors also considered the mitigating actions available to management, including

# Audit and Risk Committee Report continued

cost reduction initiatives, workforce planning measures, optimisation of the Group's service portfolio, and financial management actions such as refinancing or utilisation of available credit facilities. Taking these factors into account, together with the Group's available liquidity including its undrawn revolving credit facility, the Directors are satisfied that the Group has sufficient financial and operational flexibility to withstand such severe but plausible downside scenarios and remain viable over the assessment period.

## Risk management

The Board has overall responsibility for setting the Group's risk appetite and ensuring that there is an effective risk management and internal controls framework in place and has delegated the responsibility for review of the risk management methodology and effectiveness of internal controls to the Audit and Risk Committee. The Group's Enterprise Risk Management (ERM) framework is used to inform the Board of the key risks across the global organisation, using both a 'top-down' and 'bottom-up' approach to provide a holistic view of the key operational, financial, commercial and strategic risks facing the business.

Both the Audit and Risk Committee and Board have reviewed and approved the Group's principal risks, which are detailed on pages 19 to 22. In addition, each principal risk has a senior leader owning it, who is also responsible for documenting the corresponding risk response plan, which is submitted to the Group CFO for review and monitoring.

## Internal controls

Financial reporting is governed by a global finance manual and Group minimum financial controls to ensure consistency in record-keeping and consolidation. Results and forecasts are consolidated centrally by the Group finance team on a monthly basis, reviewed by the Group Financial Controller

and Group FP&A and Transformation Director, and presented to senior leadership for discussion. Each business unit is required to self-certify its compliance with the minimum financial controls on a semi-annual basis, while Internal Audit conducts risk-based audits throughout the year and reports findings to the Audit and Risk Committee.

## Speak Up

The Committee oversees the Group's Speak Up Policy and procedures. Concerns can be raised by employees with managers, HR or the Head of Legal or can be reported by anyone, anonymously, if necessary, to a confidential hotline. The Committee received regular reports on matters raised. In 2025, a total of 28 cases were reported through the programme, over 82% of which were HR-related.

Each issue was investigated under our standard investigation procedures and appropriate steps were taken ranging from action against specific individuals to formalising local or global policies. No material issues were identified.

## Membership of the Committee and attendance at meetings

The Committee is comprised solely of independent Non-Executive Directors with a wide range of experience. As the Chair of the Committee, I am considered by the Board to have recent and relevant financial experience. My biographical details and those of my fellow Committee members can be found on pages 71 to 73. Meeting attendance of the Committee members can be found on page 77. The Board is satisfied that the Committee has the resources and expertise to fulfil its responsibilities. By invitation, the Executive Chairman, Group Chief Financial Officer, Head of Internal Audit, Group Financial Controller, General Counsel and Company Secretary and external auditors (PwC) attend Committee meetings.

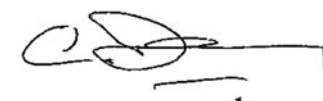
The Committee met five times during the year. To further facilitate open dialogue and assurance, the Committee holds private sessions with the internal and external auditors without members of management being present.

During the year, Sue Prevezer KC stepped down from the Audit and Risk Committee following their resignation from the Board on 3 October 2025. The Committee thanks Sue for her valuable contributions. On the same date, Margaret Connolly was appointed as a member of the Committee.

## Committee effectiveness

An evaluation of the effectiveness of the Board and its Committees was undertaken just after the year end, in line with the requirements of the revised 2024 UK Corporate Governance Code. The results confirmed that the Committee is operating effectively. The Committee considered that during the year, it continued to have access to sufficient resources to enable it to carry out its duties and has continued to perform effectively. Further information on the Board effectiveness review is available on page 88.

As Chair of the Audit and Risk Committee, I am available to shareowners and stakeholders should they wish to discuss any matters within this report or under the Committee's area of responsibility generally, whether at the AGM or by writing to the General Counsel and Company Secretary at [cosec@s4capital.com](mailto:cosec@s4capital.com).



**Colin Day**  
Chair, Audit and Risk Committee  
23 March 2026



# Nomination and Remuneration Committee Report

The management team has demonstrated significant drive and leadership



**Nirvik Singh**  
Chair, Nomination and Remuneration Committee

## Letter from the Chair

Committee membership

**Nirvik Singh: Chair** (Non-Executive Director from 1 May 2025, Committee Chair as of 3 October 2025)

Colin Day

Miles Young

Rupert Faure Walker

Sue Prevezer (until 3 October 2025)

## Dear shareowners,

As Chair of the Nomination and Remuneration Committee, I am pleased to present the Committee's Report for the financial year ended 31 December 2025. I am also extremely grateful to my predecessor, Sue Prevezer, who retired from the Board and from the Committee in October 2025. The other members of the Committee are Rupert Faure Walker, Colin Day and Miles Young. All four of us are considered by the Board to be independent Non-Executive Directors.

## Board composition and succession planning

2025 was a year of leadership transition following the announcement in January 2025 of Mary Basterfield, the former Group Chief Financial Officer, stepping down. Following an extensive and rigorous search process, we were pleased to appoint Radhika Radhakrishnan as the new Group Chief Financial Officer on 1 May 2025.

As part of a process of ongoing Board refreshment, I joined the Board as a new Non-Executive Director with effect from 1 May 2025. Alina Kessel also joined the Board as a Non-Executive Director on 14 November 2025 (standing for election at the AGM in 2026), replacing Elizabeth Buchanan who subsequently retired from the Board on 31 December 2025. In respect of Board composition and succession planning, the Committee monitors both with reference to an agreed skills matrix, which analyses each Director's areas

“The Committee is committed to ensuring that executive remuneration is aligned with the challenging business environment and its impact on the financial results, reflecting the Company's strategy, performance and long-term shareowner value”

of expertise to ensure there is alignment for the successful execution of the Company's strategy.

## Board diversity

Diversity, as articulated in the Board's Diversity Policy, is broader than just that of gender and ethnicity and remains a priority for the Committee and the Board as a whole. There are currently three women on the Board out of a total of nine Directors (33% female representation). We are conscious that this is below the 40% recommended by the FTSE Women Leaders Review, and therefore this is being kept under active review. We currently meet the requirement that at least one senior Board position (being the Chair, Chief Financial Officer or Senior Independent Director) is held by a woman, with Radhika Radhakrishnan holding the position of Group Chief Financial Officer. The Committee is committed to improving the gender diversity across the Board.

# Nomination and Remuneration Committee Report continued

During 2025, and as at the date of this report, the Board met the recommendation to have at least one Director from an ethnic minority on the Board. Further details of our Board Diversity Policy are available on our website, [www.s4capital.com](http://www.s4capital.com). Information on the Company's Diversity, Equity and Inclusion (DE&I) Policy and the diversity of the workforce as a whole are set out in the ESG section of the Strategic Report from page 42. In addition, on page 75 we include details of the gender and ethnic balance across the Board and senior management.

## Directors' Remuneration Policy

The Committee is responsible for determining the Directors' Remuneration Policy, which provides the overall framework for payments to the Directors. No payment can be made to a Director, which is inconsistent with the Policy. The Committee is also responsible for implementing the Policy and its application to specific Executive Directors. There are formal and transparent procedures in respect of the Committee's work, based around a regular cadence of Committee meetings and additional support. Shareowners approved a new Remuneration Policy at the AGM in June 2025. The Policy was approved by a large majority with 91% of votes in favour. As explained last year, the Policy was broadly unchanged from the prior version but we made a number of minor amendments to the Policy to ensure its ongoing suitability for the Company. We considered the current state of the business, the opportunities for the coming years (including AI), the need to attract and retain top executive talent, common market practice and the views of major investors and relevant representative bodies.

## Directors' remuneration in 2025

During 2025 the business again experienced challenging trading conditions reflecting the global macroeconomic conditions and clients' caution and fears of recession and conflicts. This resulted in a difficult year for new business and longer sales cycles, particularly for larger transformation projects. The management team focused on managing costs, reshaping teams and improving operations efficiency to align the workforce with business reality. Throughout this difficult period, the management team has demonstrated significant drive and leadership and a commitment to regaining the confidence of the market. This has formed the context for the decisions taken by the Committee. The Committee remains very conscious of the competitiveness of global talent markets and the challenges this presents in recruiting and retaining senior leaders. We continue to encourage an approach to executive compensation which allows UK-listed companies to be competitive against peers in other markets.

Each Executive Director participated in the annual cash bonus scheme for 2025, with payments based on performance against both financial (75% weighting) and non-financial (25%) measures. For 2025, we made some changes to the financial measures, with targets linked to EBITDA margin, EBITDA (absolute number), net revenue (absolute number) and cash conversion. For the non-financial measures, targets were linked to ESG performance, DE&I, ongoing business integration and usage of AI within the business. The full targets are set out on page 98.

After the year end, the Committee reviewed performance against the targets set. Both financial and non-financial targets were partially met, with 35% (out of 75%) and 12.5% (out of 25%), leading to a total bonus outcome of 47.5% of the maximum. However, mindful of the Company's overall financial results for the year, the Committee chose to exercise downwards discretion and override this formulaic calculation, determining a bonus achievement of nil, therefore resulting in no bonus payment to the Directors for the year.

We considered whether new long-term share incentives should be granted to the Executive Directors in 2025, ultimately concluding only to grant such awards to the new Group Chief Financial Officer. Awards were also made to senior executive leaders below Board level, in the interests of the competitiveness of their compensation packages and to ensure ongoing alignment with shareowners. The performance conditions for the Group Chief Financial Officer's award are the same as those granted to other participants, with half of the award subject to a net revenue measure and the other half based on EBITDA. These are key financial measures for the business and indicators of the Group's success. In both cases, a single target has been set to focus participants on sustained growth in both net revenue and EBITDA over the three-year period covered by the award. The award is structured as a mixture of share options and conditional shares. The Group Chief Financial Officer's award was pro-rated to reflect her period of service during 2025. The award includes a two-year post-vesting holding period. Full details of this award are set out on page 100.

## Nomination and Remuneration Committee Report continued

During 2025 Sir Martin Sorrell and Scott Spirit (a former Executive Director) continued to participate in the separate Incentive Share Scheme, which was established at the time of S<sup>4</sup>Capital's creation in 2018 and which rewards the growth in value of the invested capital in S<sup>4</sup>Capital 2 Limited. During 2025, the Nomination and Remuneration Committee agreed to extend the life of this scheme for a further seven years, to 6 July 2032. This ensures that the plan can continue to operate and incentivise the current participants in the event of significant value creation by the Group. At 31 December 2025, the minimum growth condition for this scheme had not been met and therefore awards are not yet capable of being exercised.

All decisions taken during 2025 were consistent with the Directors' Remuneration Policy and the Committee therefore considered that the Policy operated as intended during the year. The Policy provides the Committee with appropriate flexibility to make the right decisions in the best interests of the business and of shareholders. This was evidenced by the decisions reached in respect of 2025.

### **Group Chief Financial Officer**

Radhika Radhakrishnan's remuneration package is in line with the Director's Remuneration Policy. Her basic salary is £400,000 and she receives a pension contribution at a level of 4% of salary, aligned to the contribution rate for the majority of UK employees. She has an annual bonus opportunity of 100% of basic salary, dependent on the achievement of the same performance conditions that apply to the other Executive Director. Long-term equity incentives were agreed as part of her package. As discussed above, she received a long-term incentive award during 2025 on the same terms as other key employees. In addition, it was also agreed that Radhika would receive a separate new hire equity award when she joined the Company, as part of the terms of her recruitment. This award will vest after two years subject to continued employment and the satisfaction of specific performance conditions linked to her role. This award is designed so that Radhika has a clear incentive to drive further improvements in the finance function over the medium term, and will contribute towards her building a significant holding of shares. Full details of the awards are set out on page 100.

Mary Basterfield stepped down as Chief Financial Officer following Radhika's appointment. She received no payments for loss of office but remained employed by the Company in a transitional role until 31 December 2025, during which time she received her salary and other benefits. She was also eligible for consideration for an annual bonus in respect of 2025. The Committee determined that she was a good leaver for the purposes of her outstanding equity awards, recognising the terms of Mary's departure, the fact that she was not leaving to join another company, her commitment to her role during the handover period and the absence of any matter which would have automatically conferred bad leaver status. As a good leaver, she retains a pro-rated entitlement to her outstanding equity awards. Full details of these awards were disclosed to shareholders in the required website statement when Mary stepped down from the Board in May 2025. An updated summary of all the relevant remuneration elements linked to Mary's departure is set out on page 101.

# Nomination and Remuneration Committee Report continued

## Remuneration plans for 2026

For 2026, all elements of the Executive Directors' pay will continue to be in line with the approved Remuneration Policy. As at the date of this report, the Committee has not yet finalised a decision on any salary increases to apply to the Executive Directors for 2026. Any increases, if agreed, will be effective no earlier than 1 April 2026 and, among other things, will take into account any salary increases agreed for the wider workforce. Full disclosure of any changes to Directors' salaries will be provided in next year's Directors' Remuneration Report at the latest. Pension and benefits provision to the Executive Directors will remain unchanged.

Under the annual bonus scheme, Executive Directors will continue to have the opportunity to earn up to 100% of salary as a bonus, subject to the satisfaction of performance conditions linked to strategically important key financial and non-financial measures. 90% of the bonus will be payable by reference to performance measured against financial metrics, including EBITDA margin, EBITDA (absolute number), net revenue (absolute number) and cash conversion. These metrics all align with our focus on improving profitability against the backdrop of ongoing macro challenges. The remaining 10% of the bonus will be payable by reference to key non-financial objectives. This includes measures linked to integration and increase in usage of AI.

The exact targets for the annual bonus scheme are currently considered commercially confidential, but as normal will be disclosed in full in next year's Directors' Remuneration Report alongside a discussion of the level of performance achieved.

At this stage the Committee has not made any final decisions regarding the potential grant of long-term incentive awards to the Executive Directors in 2026. Any awards will be consistent with the terms of the Directors' Remuneration Policy, with full details provided in next year's Remuneration Report.

The Board (excluding the Non-Executive Directors) is responsible for determining Non-Executive Director fees. No changes to Non-Executive Director fee levels are proposed for 2026.

## UK Corporate Governance Code

The Committee follows the UK Corporate Governance Code and remains confident that the overall approach to remuneration is aligned to the 2024 version of the Code, against which the Group is now formally reporting.

The overall Directors' Remuneration Policy and the way it is implemented is aligned with the strategy of the business and the promotion of long-term sustainable success. As a business, we seek to generate value by using our technology and data to create exceptional content, distributed by digital media. The success of this approach is to a significant extent measured by financial performance. A key component of the incentive schemes is rewarding the achievement of challenging targets based on financial measures, which include among others EBITDA margin, EBITDA and net revenue. These are indicators of the success of our strategic objectives and measures, which are closely tracked internally and by S<sup>4</sup>Capital's shareowners and market analysts. This is supplemented by a focus on non-financial measures, which are critical to the long-term value of the business. The ultimate value of the separate Incentive Share scheme to participants is closely correlated with the long-term success of the business since its

foundation in 2018 and incorporates an extended vesting period, consistent with the expectations of the Code.

We comply with the provisions on malus and clawback introduced in the 2024 version of the Code, other than in respect of the Incentive Share Scheme. Details of the circumstances in which malus and clawback may be invoked, and the description of the period covered by these provisions, are included on page 94. Malus and clawback provisions were not used during 2025.

There are two areas where we do not fully comply with the remuneration-related elements of the Code:

- **Provision 36:** The remuneration package for the new Group Chief Financial Officer includes a new hire equity award, which does not have a total vesting and holding period of five years or more. As explained above, this award was agreed as part of the recruitment arrangements for the role and is intended to incentivise and reward role-specific performance over a two-year period. The separate long-term incentive award granted to the Group Chief Financial Officer in 2025 includes a standard three-year performance period and two-year post-vesting holding period. As previously disclosed, and in relation to a similar matter, certain equity awards granted to the former Group Chief Financial Officer do not include a total vesting and holding period of five years or more. The reason for this was explained in previous Directors' Remuneration Reports.

# Nomination and Remuneration Committee Report continued

- **Provision 37:** The Incentive Share scheme does not include malus or clawback provisions, nor does the Committee have the ability to override the formulaic outcome of the scheme. This is due to the long-term nature of the plan and the fact that participants in the scheme can only receive benefits once shareowners have experienced significant growth in the value of their investment. In line with the Code, the other incentives in place for Directors (the annual bonus scheme, the equity incentives for the Group Chief Financial Officer, including long-term incentive awards) include malus and clawback provisions and provisions, which give the Committee the ability to override the formulaic outcome of the performance tests if deemed appropriate. Similar arrangements will apply to any new long-term incentive offered to the Executive Directors in the future.

## Discretion

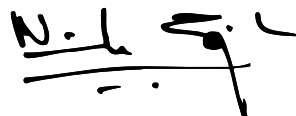
The Committee oversees the application of discretion in accordance with the Remuneration Policy. The Committee exercised its discretion to treat Mary Basterfield as a good leaver under the terms of the Employee Share Ownership Plan for the purposes of her outstanding equity awards, during the year under review. In addition, the Committee exercised discretion to reduce the cash bonus outcome for all Executive Directors and the performance outcome for the former Group Chief Financial Officer's 2025 equity awards from 47.5% to nil.

## Committee engagement

The Committee welcomes the engagement of shareowners and is committed to maintaining an open dialogue regarding any nomination or remuneration-related matters. The Committee continued to reflect on and consider shareowner views on remuneration when implementing the Directors' Remuneration Policy throughout 2025.

In early 2025, my predecessor Sue Prevezer wrote to major shareowners and the proxy voting agencies explaining the proposed changes to the Directors' Remuneration Policy for which approval was sought at the 2025 AGM, and subsequently had a number of conversations with shareowners to discuss the changes. Others provided comments in writing. Further discussions took place ahead of the AGM. The Committee was grateful for all shareowner feedback received during the year.

I remain as committed to ongoing dialogue with shareowners as my predecessor, and welcome any comments or questions; should shareowners wish to raise any matters with me, please do not hesitate to get in touch via the Company Secretary.



**Nirvik Singh**  
Chair, Nomination and Remuneration Committee

23 March 2026

# Remuneration Report

## Summary of the Directors' Remuneration Policy

The Directors' Remuneration Policy was approved by shareowners at the AGM on 4 June 2025 and will continue to apply until no later than the AGM in 2028. Payments to Directors and payments for loss of office can only be made if they are consistent with the terms of the approved Remuneration Policy. The Committee will be required to seek shareowner approval if it wishes to make a payment to a Director which is not envisaged by the approved Policy.

A summary of the key features of the Policy is included below. The full Policy can be found on pages 84 to 91 of the 2024 Annual Report and is also available on the Group's website at [www.s4capital.com/investors](http://www.s4capital.com/investors). If there is any discrepancy between the summary and the full Policy, the full Policy will prevail.

## Policy table for Executive Directors

The table below sets out the core components of the remuneration package for Executive Directors and explains the purpose of each element and how it furthers the strategy of the Group. The table also summarises the operation of each element and its performance conditions (where relevant), the maximum reward opportunity and the relevant performance metrics.

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance assessment
<b>Base salary</b>	A fixed element of the Executive Directors' remuneration, intended to provide a base level of income.	Salary is reviewed annually and otherwise by exception. Takes into account the role performed by the individual and information on the rates of pay for similar jobs in companies of comparable size and complexity.	Annual increases will ordinarily be in line with awards to other people within the Group. Consistent with other roles within the Group, other specific adjustments may be made to take account of any changes to individual circumstances, such as an increase in scope and responsibility, an individual's development and performance in the role and any realignment following changes in market levels.	An individual's performance is one of the considerations in determining the level of annual increase in salary.
<b>Benefits</b>	A fixed element of the Executive Directors' remuneration, intended to provide a market-competitive benefits package.	Benefits such as insurance, fully-expensed transportation, private medical insurance and life assurance may be paid to the Executive Directors in line with market practice.	Benefits are set at a level which the Nomination and Remuneration Committee considers to be commensurate with the role and comparable with those provided in companies of a similar size and complexity.	n/a
<b>Pension</b>	A fixed and standard element of the Executive Directors' remuneration to support retirement.	Takes into account the role performed by the individual, the level of pension provided to the wider workforce, and the legal requirements in the country of appointment. Payment may be made into a Company pension scheme, private pension plans or paid as cash in lieu.	The maximum level of pension contribution is aligned with the rate payable to the majority of the workforce or the legal requirements in the Executive Directors' country of appointment.	n/a

## Remuneration Report continued

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance assessment
<b>Annual Bonus Scheme</b>	The annual bonus scheme is intended to reward Executive Directors for their achievements and the performance of the Group in the financial year.	<p>Following the end of each financial year, the Nomination and Remuneration Committee reviews actual performance against the objectives set under the scheme and determines awards accordingly.</p> <p>Awards are normally paid in cash but the Nomination and Remuneration Committee has discretion to determine if a proportion of the bonus should be invested in shares. Where a Director has not met their shareholding guidelines, any bonus over 100% of basic salary will be deferred into shares and subject to a minimum two-year holding period.</p> <p>At the discretion of the Committee, for certain leavers, a pro-rata annual bonus may become payable at the normal payment date for the period of employment and based on full-year performance.</p>	<p>Maximum 150% of basic salary.</p> <p>The Nomination and Remuneration Committee has discretion regarding the amount payable for achieving a minimum level of performance.</p>	<p>The targets against which annual performance is judged are determined annually by the Nomination and Remuneration Committee. Annual performance may be assessed against a combination of financial, operational, strategic and personal goals, typically with a majority weighting on financial goals.</p> <p>Malus and clawback provisions apply to payments under the annual bonus scheme. For more details see page 98.</p>
<b>Incentive Share Scheme</b>	The Incentive Shares and Options are intended to motivate the Executive Directors who are invited to subscribe for them to contribute towards the long-term development of the Group.	The Nomination and Remuneration Committee reviews the development of the Group against the terms of the scheme, as described on page 104.	In aggregate, for all holders of Incentive Shares and Options, 15% of the growth in value of S <sup>4</sup> Capital 2 Limited, as described on page 104.	A compound annual growth rate of 6% since the foundational investment into S <sup>4</sup> Capital 2 Limited, as described on page 104.
<b>Employee Share Ownership Plan (ESOP)</b>	<p>Motivate and incentivise employees and Executive Directors to contribute to the long-term development of the Group.</p> <p>As set out on page 94, Executive Directors may become eligible to participate in other long-term incentive arrangements if deemed appropriate.</p>	<p>Awards over shares which vest subject to the satisfaction of performance. The vesting period will be up to four years.</p> <p>Awards can be structured as options (with or without an exercise price) or conditional share awards.</p>	<p>For Executive Directors, 200% of salary per annum (or 250% in exceptional circumstances) for performance share awards. If other types of award are made, these would have a similar equivalent fair value.</p> <p>The Nomination and Remuneration Committee has discretion regarding the amount, which may vest for achieving a minimum level of performance.</p> <p>This threshold vesting level will vary depending on the awards that are granted under the ESOP.</p>	<p>Performance conditions will be linked to key strategic priorities or other targets identified at the time of grant. Normally there will be a majority or exclusive weighting on financial targets (which may include targets linked to share price).</p> <p>Malus and clawback provisions apply to these awards.</p>

## Remuneration Report continued

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance assessment
<b>Share Ownership Guidelines</b>	Requires the Executive Directors to hold a minimum level of shares both during and after the period of their employment.	Executive Directors are encouraged to build up and then subsequently hold a minimum level of shareholding as soon as reasonably practicable following appointment with the expectation that this will normally be within five years of appointment.  Executive Directors are also required to maintain a minimum level of shareholding for a period of two years following the cessation of their employment.	The minimum shareholding, which should be built up by an Executive Director, is a holding equivalent in value to 200% of their basic salary.  Executive Directors must also maintain a shareholding for a minimum period of two years following the cessation of their employment of the lower of (1) the in-employment shareholding requirement of 200% of salary; and (2) the individual's actual shareholding at the time of their departure.	n/a

### Malus and clawback

The Annual Bonus Scheme includes malus and clawback provisions which may be invoked by the Nomination and Remuneration Committee at its discretion within the two-year period following the payment of any bonus in the following circumstances:

- a material misstatement of the financial results of the Company;
- the identification of an error in the calculation of the grant or determination of a performance target;
- action or conduct which amounts to fraud or gross misconduct or other circumstances which would have warranted summary dismissal;
- a material failure of risk management;
- circumstances which have a significant impact on the reputation of the Group; and/or
- the insolvency of the Group.

The equity incentives granted to certain Executive Directors under the Employee Share Ownership Plan are subject to similar malus and clawback provisions. Furthermore, the Committee intends that similar provisions will be applied to any new long-term incentive scheme put in place during the lifetime of the Remuneration Policy.

The two-year clawback period is viewed as appropriate as it provides a suitable defined timeframe for the Group to detect and identify any circumstance which would merit the clawback provisions being invoked.

Due to the long-term nature of the rewards offered by the Incentive Share scheme, which only allows the owners of the Incentive Shares to receive benefits under the scheme once shareowners have experienced significant growth in the value of their investment, there are no malus and clawback arrangements in respect of awards under this scheme. Awards are, however, subject to leaver provisions intended to motivate holders to remain with the Group over the long term, subject to extension.

### Nomination and Remuneration Committee discretion

The Nomination and Remuneration Committee will operate the incentive schemes in accordance with the relevant scheme rules. Consistent with standard market practice, the Committee has certain discretions regarding the operation and administration of these schemes, including as to:

- participants;
- timing of grants or awards;
- size of awards;
- determination of how far performance metrics have been met;
- treatment of leavers or arrangements on a change of control; and
- adjustments of targets and/or measures if required following a specific event (e.g. material acquisition or disposal).

Any use of these discretions would be explained in the annual report on remuneration for the relevant year.



## Remuneration Report continued

In addition, and in accordance with good practice, the Committee has the discretion to adjust the formulaic outcome of the annual bonus scheme and equity awards granted to Executive Directors to reflect overall business performance over the vesting period. A similar discretionary override would be put in place for any new long-term incentive arrangement put in place during the lifetime of the Remuneration Policy.

### Additional long-term incentive arrangements

Under this Remuneration Policy, the Committee has the flexibility to agree additional long-term incentive arrangements for Executive Directors during the lifetime of the Policy. This reflects the fast-moving nature of the business environment and the potential need to react quickly to changing circumstances without needing formal shareholder approval for an amendment to the Policy. Any new scheme would be aligned to the Company's medium and long-term strategy and would include appropriate performance metrics linked to the financial performance of the Company (unless the Committee determines that other targets are appropriate).

If any new long-term incentive plan is established, the limit on the size of individual awards would be a grant over shares worth up to 200% of basic salary each year if granted as performance shares (with flexibility to increase to 250% of basic salary in exceptional circumstances). If other types of awards are made, these would have a similar equivalent fair value. Such awards would vest over a period of up to four years, subject to the satisfaction of performance targets as noted.

### Recruitment

When hiring a new Executive Director, the Committee will use the Remuneration Policy as the initial basis for formulating the individual's package. To facilitate the hiring of candidates of the appropriate calibre to implement the Group's strategy, the Committee may include any other remuneration component or award not explicitly referred to in this Remuneration Policy (or a higher award opportunity than that set out in the Remuneration Policy table) sufficient to attract the right candidate. Any long-term incentive award granted to a new appointee would be up to a maximum of 250% of basic salary per annum whilst any annual bonus award would have a maximum opportunity of 150% of basic salary.

Awards outside the Policy would only be made (i) if they are considered a necessary part of an acquisition which involves a new Director joining the Board; and/or (ii) to buy out awards being foregone by the incoming Executive Director, with the value of these buyout awards reflecting the value of the awards foregone. It is the Committee's intention that any buyout award would reflect the same delivery vehicle, performance and vesting horizon of the awards foregone. Where the recruitment requires the individual to relocate, appropriate relocation costs may be offered.

In determining the appropriate remuneration, the Committee will take into consideration all relevant factors, including the quantum and nature of the remuneration, to ensure the arrangements are in the best interests of the Company and its shareholders.

### Contracts of service

The Company's policy is to offer contracts of employment that attract, motivate and retain skilled people who are incentivised to deliver the Company's strategy.

The Executive Directors have service agreements with the Company but are remunerated pursuant to agreements concluded with other entities in the Group. A summary of the agreements pursuant to which the Executive Directors are remunerated is set out as follows.

The service agreements are available for inspection at the Company's registered office.

Director	Date of appointment	Date of contract	Notice period (months)
Sir Martin Sorrell	28 September 2018 <sup>1</sup>	24 June 2018	12
Radhika Radhakrishnan	1 May 2025	1 May 2025	12

#### Note:

1. Sir Martin has acted as a Director of S<sup>4</sup>Capital 2 Limited since its foundation on 23 May 2018, which is the effective date of the start of his employment pursuant to his service agreement.

# Remuneration Report continued

## Policy on payments for loss of office

The service agreements for the Executive Directors allow for lawful termination of employment by making a payment in lieu of notice or by making phased payments over any remaining unexpired period of notice. There is no automatic or contractual right to annual bonus payments. At the discretion of the Committee, for certain leavers, a pro-rata annual bonus may be payable at the normal payment date for the period of employment and based on full-year performance. Should the Committee decide to make a payment in such circumstances, the rationale would be fully disclosed in the annual Remuneration Report.

The equity incentives awarded to Executive Directors under the Employee Share Ownership Plan include customary leaver provisions. In certain specific 'good leaver' circumstances (death, illness or disability, the business for which the individual works no longer being part of the Group, or any other reason determined by the Committee), the Committee may determine that awards which have not vested at the date of cessation shall continue and be available for vesting on the normal vesting date. The extent of vesting would depend upon the satisfaction of the relevant performance conditions.

The award would also be subject to a pro-rata reduction to reflect the number of completed days in the period between the grant date and the date of cessation as a proportion of the total number of days in the vesting period. The Committee has the discretion to disapply this time pro-rating if deemed appropriate. If the Committee deems the individual to be a 'bad leaver', then any unvested award would lapse immediately on the date of cessation.

In the event of a change of control or winding up of the Company, the Committee has the discretion to determine that the performance conditions would continue to apply, and that the number of shares which vest would be subject to prorating to reflect the number of completed days between the grant date and the date of the corporate event.

The Committee reserves the right to make additional liquidated damages payments outside the terms of the Directors' service contracts where such payments are made in good faith in order to discharge an existing legal obligation, or by way of damages for breach of such an obligation, or by way of settlement or compromise of any claim arising in connection with the termination of a Director's office or employment.

## Statement of consideration of employment conditions elsewhere in the Group

The Group operates in fast-moving sectors across multiple jurisdictions. Pay levels and structures for people across the organisation are designed to be competitive and to reflect the dynamics in specific markets. Performance-related pay is a significant part of the remuneration of many employees, with annual cash incentives and equity awards used as appropriate to ensure suitably competitive compensation packages. The Committee regularly considers matters relating to compensation across the organisation and takes this into account when making decisions on the Directors' Remuneration Policy. Although certain elements of remuneration arrangements for the Executive Directors (such as the Incentive Share Scheme) differ from those available to other employees, the Committee is satisfied that there is sufficient alignment between the Directors and other employees. There is a focus on performance across all levels of the business. For example, Group financial and non-financial performance (which determines bonus payments to the Executive Directors) is taken into account when awarding bonuses to employees across the Group. Among other things, the Committee compares the level of bonus outcome for the Directors with awards for others across the business to consider alignment and fairness.

## Consideration of shareowner views

The Committee considers it extremely important to maintain open and transparent communication with the Company's shareowners. The views of shareowners are received through various avenues, such as at the AGM, during meetings with investors and through other contact during the year. These views are considered by the Committee and help to inform the development of the overall Remuneration Policy.

In early 2025 the Committee Chair wrote to major shareowners and the leading proxy voting agencies to seek their feedback on the shape of the Policy and the proposed changes to the Policy ultimately approved at the AGM in June 2025. The comments received were considered by the Committee and taken into account when finalising the Policy.

# Remuneration Report continued

## Policy table for the Non-Executive Directors

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance assessment
<b>Fees</b>	To attract and retain Non-Executive Directors with adequate experience and knowledge.	The fees of the Non-Executive Directors are determined by the Board based upon comparable market levels and time commitment. The Non-Executive Directors do not participate in any performance-related incentive arrangements, nor do they have any entitlement to benefits or pension contributions. Directors may be paid additional amounts for services such as acting as the Senior Independent Director or as a Committee Chair.	The maximum fees payable are subject to an aggregate annual limit as set out in the Articles of Association, which is currently £500,000.	n/a

## Letters of appointment

The terms of appointment of the Non-Executive Directors are set out in their respective letters of appointment. Appointment as a Non-Executive Director is subject to a three-month notice period. The Group has no obligation to make termination payments if a Non-Executive Director is not re-elected as a Director at an AGM.

The appointment of Rupert Faure Walker is governed by his appointment letter with S<sup>4</sup> Limited, which remained in place following the completion of the Company's acquisition of S<sup>4</sup>Capital 2 Limited on 28 September 2018.

Director	Date of appointment	Date of letter of appointment	Notice period (months)
Rupert Faure Walker	28 September 2018	12 March 2021 <sup>1</sup>	3
Daniel Pinto	24 December 2018	4 December 2018	3
Margaret Ma Connolly	10 December 2019	6 December 2019	3
Miles Young	1 July 2020	30 June 2020	3
Colin Day	2 August 2022	2 August 2022	3
Nirvik Singh	1 May 2025	1 May 2025	3
Alina Kessel	14 November 2025	14 November 2025	3

**Note:**

1. A new letter of appointment was signed with Rupert Faure Walker on this date, superseding those dated 24 June 2018 and 10 September 2018.

## Recruitment of new Non-Executive Directors

Any new Non-Executive Director appointed during the period covered by this Remuneration Policy will have their remuneration set in line with the provisions of the Policy table.

## Annual Remuneration Report

The information provided in this Annual Remuneration Report is subject to audit where indicated. Details of the Directors' interests in the share capital of the Company are set out on page 103. The remuneration of the Executive Directors for the year to 31 December 2025 is presented below with a comparison for the year to 31 December 2024.

# Remuneration Report continued

## Executive Directors' remuneration as a single figure (audited)

£000	Salary		All taxable benefits <sup>1</sup>		Annual bonus		Long-Term Incentives		Pension		Other		Total		Total fixed remuneration		Total variable remuneration	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Sir Martin Sorrell <sup>2</sup>	266	260	123	121	–	96	–	–	10	10	–	–	399	487	399	391	–	96
Radhika Radhakrishnan <sup>3</sup>	267	–	2	–	–	–	–	–	11	–	–	–	280	–	280	–	–	–
Mary Basterfield <sup>4</sup>	150	401	2	5	–	148	–	–	6	16	–	83	158	653	158	422	–	231
<b>Total</b>	<b>683</b>	<b>661</b>	<b>127</b>	<b>126</b>	<b>–</b>	<b>244</b>	<b>–</b>	<b>–</b>	<b>27</b>	<b>26</b>	<b>–</b>	<b>83</b>	<b>837</b>	<b>1,140</b>	<b>837</b>	<b>813</b>	<b>–</b>	<b>327</b>

### Notes:

1. Taxable benefits include, and in the case of Sir Martin Sorrell exclusively comprise, amounts relating to health insurance.
2. Total remuneration for Sir Martin Sorrell is the aggregate remuneration of the highest paid UK Director.
3. Disclosures for Radhika Radhakrishnan relate to the period from her appointment to the Board on 1 May 2025.
4. Disclosures for Mary Basterfield for 2025 relate to her services as a Director up to 1 May 2025.

## Salary (audited)

The annual salaries for the current Executive Directors for 2025 were as follows:

Sir Martin Sorrell <sup>1</sup>	<b>£267,800</b>
Radhika Radhakrishnan	<b>£400,000</b>

### Note:

1. Sir Martin Sorrell's salary was increased by 3% with effect from 1 April 2025, from £260,000 to £267,800, consistent with the average merit increase across the wider workforce.

## Pension (audited)

For 2025, all Executive Directors' pensions were aligned with the rate for the wider UK workforce, at 4% of basic salary. Radhika Radhakrishnan's and Mary Basterfield's contributions were paid into the Company's pension scheme. Sir Martin Sorrell received a payment of a cash amount in lieu of pension.

## Annual bonus scheme (audited)

The 2025 bonus scheme was based on the achievement of performance targets linked to the Group's strategic priorities. 75% of the bonus was payable by reference to performance against Group financial metrics, and the remaining 25% was payable by reference to key non-financial objectives.

The specific financial metrics and targets are set out in the table below.

	Weighting (% of total bonus)	Targets	Result
EBITDA margin	15%	EBITDA margin as a percentage of net revenue of 11.5%	12.1%
EBITDA (absolute number)	20%	£85.4m	£81.2m
Net revenue (absolute number)	20%	£742.6m	£673m
Cash conversion <sup>1</sup>	20%	EBITDA to cash conversion ratio of 70% to 80%	162.3%

### Note:

1. Defined as EBITDA less capex expenditure less the change in working capital, divided by EBITDA.

## Remuneration Report continued

For the 25% of the bonus subject to non-financial objectives, targets were set based on the ongoing integration of the various businesses within S<sup>4</sup>Capital, Diversity, Equity and Inclusion, ESG and AI, as summarised below.

Objective	Targets	Weighting (% of total bonus)	Achievements	Score
<b>Diversity, Equity and Inclusion</b>	<ul style="list-style-type: none"> <li>Increase our year-over-year representation of Women in Leadership (job levels 8–11)</li> <li>Successful continuation of S<sup>4</sup> Fellowship and S<sup>4</sup> Women's Leadership Program</li> </ul>	2.5%	<ul style="list-style-type: none"> <li>No change observed, Women in Leadership remaining at 36.9%</li> <li>S<sup>4</sup> Women's Leadership Program was successfully held – 5th year of the program</li> </ul>	50%
<b>ESG</b>	<ul style="list-style-type: none"> <li>Accelerate our SBTi transition plan on emission reduction activities to be net zero by 2040</li> <li>Prepare for ESG audits and implement controls in anticipation of CSRD compliance</li> <li>Increase EcoVadis score</li> </ul>	2.5%	<ul style="list-style-type: none"> <li>No accelerated SBTi reduction activities were undertaken in 2025, though progress remains aligned with our SBTi net-zero targets</li> <li>Not applicable, as the company does not fall within the latest reporting scope under the CSRD Omnibus revisions</li> <li>Increased EcoVadis score from 49/100 to 66/100, bronze rating, top 35%</li> </ul>	50%
<b>Integration</b>	<ul style="list-style-type: none"> <li>Unifying business processes to improve efficiency and further enhance the 'one S<sup>4</sup>Capital' approach</li> <li>Identifying and managing execution of opportunities to integrate the Group's physical presence</li> <li>Working as an integrated team to identify and execute opportunities to grow the top line</li> </ul>	10%	<ul style="list-style-type: none"> <li>Work done on integrating legacy Content and Data and Digital Media into Marketing Services</li> <li>Further work to be done on fully integrating across Marketing Services and Technology Services</li> </ul>	50%
<b>AI</b>	<ul style="list-style-type: none"> <li>Monks.Flow enabled for 20 existing clients</li> <li>Monks.Flow used by 50% of internal team</li> </ul>	10%	<ul style="list-style-type: none"> <li>Monks.Flow targets partly met</li> </ul>	50%

Following the end of the financial year, the Committee considered in detail the achievements against both the financial and non-financial targets, which on a formulaic basis resulted in a bonus equivalent to 47.5% of the maximum opportunity. This reflected a score of 35% out of 75% for the financial measures and 12.5% out of 25% for the non-financial measures.

However, mindful of the Company's overall financial results for the year, the Committee considered that the formulaic calculation was not representative of Group or share price performance during the year and therefore chose to exercise its discretion and override the formulaic calculation, resulting in a determination of a bonus level of nil, meaning that no bonus was paid to the Executive Directors.

# Remuneration Report continued

## Long-term incentives granted during the year (audited)

As explained in the Statement from the Chair of the Nomination and Remuneration Committee, during the financial year under review the new Group Chief Financial Officer was granted a long-term incentive award under the Employee Share Ownership Plan (ESOP). This award was granted as a mix of market-priced share options and conditional share awards, as set out in the table below. The total value of the award was agreed at 100% of salary (pro-rated for the year). However, only a portion of the award was granted during the year. The Nomination and Remuneration Committee has agreed that a top-up award will be granted in 2026 to rectify the situation. Full details will be included in the relevant regulatory announcement and in next year's Remuneration Report.

Director	Date of grant	Basis of award	Face value of award	Number of shares/options awarded <sup>1</sup>	Exercise price	Vesting date
Radhika	8 May 2025	25% of salary <sup>2</sup>	£66,849	187,305 share options	£0.3569	8 May 2028
Radhakrishnan	8 May 2025	25% of salary <sup>2</sup>	£66,849	187,305 conditional shares	n/a <sup>3</sup>	8 May 2028

### Notes:

- Share price used to calculate the award was £0.3569, representing the 30-day volume-weighted average price as at 2 January 2025. The same pricing approach was used for all long-term incentive awards granted to employees in 2025. This share price was higher than the share price on the date of grant (£0.241).
- The salary for the calculation was pro-rated to reflect the period of service during 2025 (1 May to 31 December).
- These awards were granted as conditional share awards and do not have an exercise price.

The vesting of the award is subject to performance conditions based on the following targets, measured over the three-year period 1 January 2025 to 31 December 2027:

Performance measure	Weighting	Target
Net revenue growth	50%	5% CAGR
EBITDA growth	50%	10% CAGR

No awards vest until May 2028, i.e. three years after the date of grant. Awards which vest to the Executive Director are then subject to a further two-year post-vesting holding period. In the event of the above targets being met over the performance period, the award will vest. The targets will be assessed independently of each other.

## New hire award granted during the year (audited)

In accordance with the terms of her appointment, Radhika Radhakrishnan received a new hire award when joining the Company under the Employee Share Ownership Plan (ESOP). This award was granted in conditional shares with performance conditions attached to the award. The total value of the award was agreed at 100% of salary. However, only a portion of the award was granted during the year. The Nomination and Remuneration Committee has agreed that a top-up award will be granted in 2026 to rectify the situation. Full details will be included in the relevant regulatory announcement and in next year's Remuneration Report.

Director	Date of grant	Face value of award	Number of shares awarded <sup>1</sup>	Exercise price (£)	Vesting date
Radhika	8 May 2025	£168,990 <sup>2</sup>	568,990	n/a <sup>3</sup>	8 May 2027
Radhakrishnan			conditional shares		

### Notes:

- The number of shares was calculated by a specific formula linked to the share price as at the date of grant and the Group CFO's salary.
- Represents the face value of the award at the date of grant, on the basis of the £0.297 30-day volume-weighted average share price.
- As conditional share awards, these awards do not have an exercise price.

This new hire award will vest after a two-year period, subject to the satisfaction of the performance targets. These targets are currently deemed to be commercially confidential as they relate to objectives specific to the Group CFO's role and the Company's finance function. They will be disclosed after the end of the performance period.

The Nomination and Remuneration Committee will assess the extent to which these targets have been achieved at the end of the vesting period. The new hire award is not subject to a post-vesting holding period.

## Remuneration Report continued

### Non-Executive Directors' remuneration as a single figure (audited)

£000	Year to 31 December 2025 <sup>1</sup>	Year to 31 December 2024
Rupert Faure Walker	60	53
Sue Prevezer <sup>2</sup>	46	49
Daniel Pinto	50	44
Elizabeth Buchanan <sup>3</sup>	50	44
Margaret Ma Connolly	50	44
Miles Young	50	44
Colin Day	62	54
Nirvik Singh <sup>4</sup>	36	–
Alina Kessel <sup>5</sup>	6	–

#### Notes:

- The basic fee is £50,000 per annum, with an additional fee of £10,000 paid to the Senior Independent Director and the Chair of the Nomination and Remuneration Committee and an additional fee of £12,500 paid to the Chair of the Audit and Risk Committee. There were no increases to the fees payable to the Non-Executive Directors during 2025.
- Sue Prevezer retired from the Board on 3 October 2025.
- Elizabeth Buchanan retired from the Board on 31 December 2025.
- Nirvik Singh joined the Board on 1 May 2025.
- Alina Kessel joined the Board on 14 November 2025.

### Payments for loss of office/Payments to past Directors (audited)

Mary Basterfield stepped down as Group Chief Financial Officer and as a Director on 1 May 2025. She remained employed in an advisory capacity until 31 December 2025. The following arrangements were agreed in connection with her departure.

She continued to receive her basic salary until the termination of her employment on 31 December 2025.

The Company will continue to pay in respect of Mary and her family premiums to a private medical scheme for a period of 12 months from 31 December 2025.

Mary was eligible to participate in the annual bonus scheme for the period worked in 2025, up to a maximum opportunity of 100% of basic salary. Taking into account performance during 2025, as discussed on page 98, there was no bonus payment for the year 2025.

Mary holds a number of outstanding equity awards under the terms of the Employee Share Ownership Plan (ESOP). Given Mary's status as a good leaver, it was agreed that these awards will continue and will vest on their normal vesting date, subject to the satisfaction of the applicable performance conditions, and pro-rated for time.

This includes the annual equity awards which were made in connection with terms originally agreed as part of Mary's recruitment to S<sup>4</sup>Capital plc in 2021, as disclosed in previous Directors' Remuneration Reports. Mary received four separate awards (in each of 2022, 2023, 2024 and 2025), as a mixture of market-priced options and conditional shares, each with performance tested against the same measures and targets as for the relevant year's annual bonus scheme. The Nomination and Remuneration Committee determined the relevant performance outcome and agreed the ultimate level of vesting for each award.

The vesting date for all four awards is 2 August 2026. In light of Mary's departure, the number of shares/ options which will vest has been reduced on a pro-rata basis. Following this pro-rating, the number of shares/options which will vest is set out below:

Original grant date	Number of shares/options to vest in August 2026 (i.e. following application of time pro-rating)
2 August 2022	72,269 market-value share options 72,269 conditional shares
13 July 2023	92,979 market-value share options 92,979 conditional shares
28 March 2024	199,111 market-value share options 199,111 conditional shares
8 May 2025	nil market-value share options nil conditional shares

## Remuneration Report continued

The 2025 award was subject to the same performance conditions as the 2025 annual bonus scheme, as set out in the bonus section earlier in this report. Taking into account performance against these measures, the total vesting level for the award was 0%. The number of shares awarded and the number scheduled to vest following the assessment of the performance condition (and the application of time pro-rating) is set out in the table below.

Director	Date of grant	Face value of award	Number of shares/options awarded <sup>1</sup>	Exercise price (£)	Vesting proportion	No. of shares options to vest	Value as at 31 Dec 2025 <sup>3</sup>	Vesting date
Mary	8 May 2025	£250,000	841,751 share options	0.2970 <sup>1</sup>	0%	nil	£nil	2 Aug 2026
Basterfield	8 May 2025	£250,000	841,751 conditional shares	n/a <sup>2</sup>	0%	nil	£nil	2 Aug 2026

### Notes:

1. The number of shares awarded and the exercise price for the share options was based on the 30-day volume weighted average price per share, as calculated on the date of grant.
2. These awards were granted as conditional share awards and do not have an exercise price.
3. Of the total value, £ nil is deemed attributable to share price appreciation since the date of grant.

In addition to the awards discussed above, Mary retains the long-term incentive award granted under the terms of the ESOP in July 2023. This award, which was granted as a mix of 197,436 premium-priced share options and 197,436 conditional shares, is subject to the achievement of a performance condition based on share price performance over the three-year period ending in July 2026. To the extent that the performance conditions are met, the award will be pro-rated for time.

No further remuneration payment for services as a Director or payment for loss of office has been, or will be, made to Mary. Mary remains subject to the post-employment shareholding requirement as set out in the Directors' Remuneration Policy.

### Directors' interests in shares and share options (audited)

Details of Directors' interests in Ordinary Shares, unvested and vested share awards, and Incentive Shares are shown in the table below. Sir Martin Sorrell is a substantial shareowner in the Company as a consequence of his foundational investment into S<sup>4</sup>Capital 2 Limited.

The Directors' Remuneration Policy includes a minimum shareholding requirement for Executive Directors to build and hold shares equivalent in value to 200% of their basic salary. This holding should be built up as soon as reasonably practicable following appointment and with the expectation that this will normally be within five years of appointment. The Policy also includes a requirement for Executive Directors to maintain a shareholding for a minimum period of two years following the cessation of their employment of the lower of (1) the in-employment shareholding requirement of 200% of salary; and (2) the individual's actual shareholding at the time of their departure.



## Remuneration Report continued

Details of Directors' interests in Ordinary Shares, unvested and vested share awards, and Incentive Shares as at 31 December 2025, or their date of resignation (if earlier), are set out in the table below.

Director	Interest in Ordinary Shares	Unvested Share Awards and Share Options subject to performance conditions	Unvested Share Awards and Share Options subject to no performance conditions	Vested but unexercised Share Options	Interest in incentive instruments	Shareholding requirement (% of basic salary)	Shareholding requirement met
<b>Executive Directors</b>							
Sir Martin Sorrell <sup>1</sup>	54,229,810	–	–	–	4,000	200%	Yes
Radhika Radhakrishnan	–	943,600	–	–	–	200%	No
<b>Non-Executive Directors</b>							
Rupert Faure Walker	1,008,450	–	–	–	–	–	–
Daniel Pinto <sup>4</sup>	13,572,769	–	–	–	–	–	–
Margaret Ma Connolly	19,523	–	–	–	–	–	–
Miles Young	50,000	–	–	–	–	–	–
Colin Day	109,695	–	–	–	–	–	–
Nirvik Singh	–	–	–	–	–	–	–
Alina Kessel	–	–	–	–	–	–	–
<b>Former Directors</b>							
Elizabeth Buchanan	37,777	–	–	–	–	–	–
Sue Prevezer	293,512	–	–	–	–	–	–
Mary Basterfield	60,618	1,166,726 <sup>2</sup>	728,718 <sup>3</sup>	–	–	200%	No

**Notes:**

1. Sir Martin Sorrell holds 4,000 A2 Incentive Shares and also holds the B share.
2. These awards reflect the share options and conditional share awards granted during 2023 under the long-term incentive plan (as disclosed in last year's report) and also include the separate share award granted to Mary Basterfield in 2025 in connection with the arrangements agreed at the time of her recruitment.
3. Reflects the number of share options and conditional share awards remaining from the awards granted to Mary Basterfield in 2022, 2023 and 2024 in connection with the arrangements agreed at the time of her recruitment. These awards are scheduled to vest in August 2026. There are no further performance conditions attached to these awards.
4. Comprises 232,600 shares held personally and 13,340,169 shares acquired by Stanhope Entrepreneur Fund, a growth capital fund managed by Stanhope Capital Group, of which Daniel Pinto is Chief Executive.

There were no changes to Directors' interests during the period from 31 December 2025 to the date of this report.

# Remuneration Report continued

## The S<sup>4</sup>Capital 2 Limited Scheme

Arrangements were put in place shortly after the formation of S<sup>4</sup>Capital 2 Limited (formerly S<sup>4</sup>Capital Limited) to create incentives for executives who were expected to make key contributions to the success of the Group. The Group's success depends upon the sourcing of attractive investment opportunities and the improvement of the performance of any businesses that are acquired. Accordingly, an incentive scheme (the S<sup>4</sup>Capital 2 Limited Scheme, or the Incentive Share Scheme) was created to reward key contributors for the creation of value through the use of Incentive Shares.

Sir Martin Sorrell subscribed for A2 Incentive Shares in May 2018 and Scott Spirit (former Executive Director) was granted an option to subscribe for A1 Incentive Shares in January 2020. The terms of these awards are set out in the table below.

Director	Number of Incentive Instruments	Date of issue
Sir Martin Sorrell	4,000 A2 Incentive Shares	29 May 2018
Scott Spirit <sup>1</sup>	2,000 A1 Incentive Share options	Option issued 27 January 2020 following Nomination and Remuneration Committee approval December 2019

### Note:

1. Scott Spirit also has an option to subscribe for up to an additional 666 A1 Incentive Shares in the event of the issue of any further Incentive Shares by the Directors. The purpose of this additional award is to ensure that his interest in the Incentive Shares is maintained at the same level (5%, being one-third of the total 15%) in the event of the issue of further Incentive Shares.

There were no new Incentive Shares awarded under the S<sup>4</sup>Capital 2 Limited Scheme during the year ended 31 December 2025.

The Directors of S<sup>4</sup>Capital 2 Limited have the authority to issue a further 2,000 A1 Incentive Share options. The issue of further Incentive Shares will not increase the aggregate entitlement of the holders of Incentive Shares above 15% of the growth in value of S<sup>4</sup>Capital 2 Limited.

The Incentive Shares are subject to a number of conditions, as follows.

## Terms of the S<sup>4</sup>Capital 2 Limited Scheme

The Incentive Shares entitle the holders, subject to certain performance criteria and leaver provisions, to up to 15% of the growth in value of S<sup>4</sup>Capital 2 Limited from the plan's inception provided that the growth condition (as described below) has been met. The growth in value of S<sup>4</sup>Capital 2 Limited is measured against the market capitalisation of the Company based on an average of the mid-market closing price of the Ordinary Shares over the preceding 30 trading days, plus any dividends or distributions to the Company's shareowners prior to the date of calculation and then deducting the net asset value of the Company on a standalone basis, ignoring the investment in S<sup>4</sup>Capital 2 Limited and its subsidiaries, and deducting the aggregate amount invested in the Company whether in cash or by issue of shares in its acquisitions, mergers and combinations.

Provided that the growth condition has been satisfied, the Incentive Shares entitle the holders to their return upon a sale or combination of S<sup>4</sup>Capital 2 Limited, its liquidation, the takeover or combination of the Company or, if none of those events had occurred prior to 9 July 2023 (being the fifth anniversary of the combination with Media.Monks by S<sup>4</sup>Capital 2 Limited), if Sir Martin Sorrell serves notice on the Company requiring it to acquire all of the Incentive Shares eligible for sale on or before 6 July 2032 or such later date as the Company and each of the Incentive Share classes agree. A decision to extend the life of the plan beyond its original end date of 9 July 2025 was agreed during 2025, as explained in the letter from the Nomination and Remuneration Committee Chair. If Sir Martin serves such a notice, the growth in value of S<sup>4</sup>Capital 2 Limited is measured against the market capitalisation of the Company based on an average of the mid-market closing price of the Ordinary Shares over the preceding 30 trading days, plus any dividends or distributions over time. Once triggered, all of the Incentive Shares eligible for sale receive value at the same time on a pro-rata basis and then automatically reset such that they may receive the same return over a further period of up to seven years, subject to extension.

The consideration payable if the Incentive Shares are triggered, save on a takeover, liquidation or combination of S<sup>4</sup>Capital 2 Limited, will be satisfied by the issue of Ordinary Shares in S<sup>4</sup>Capital plc at the average of the mid-market closing price of the Ordinary Shares over the 30 trading days preceding the triggering of the Incentive Shares.

# Remuneration Report continued

## Growth condition

The growth condition is the compound annual growth rate of the invested capital in S<sup>4</sup>Capital 2 Limited being equal to or greater than 6% per annum since the foundational investment into S<sup>4</sup>Capital 2 Limited on 29 May 2018. The growth condition takes into account the date and price at which shares in S<sup>4</sup>Capital 2 Limited have been issued, the date and price of any subsequent share issues and the date and amount of any dividends paid, or capital returned by S<sup>4</sup>Capital 2 Limited to the Company. Any cash raised by the Company from time to time has been and will continue to be invested in S<sup>4</sup>Capital 2 Limited so that the growth condition will apply to that capital also.

As at 31 December 2025, the growth condition had not been met as there had been no growth in the invested capital when measured against the Company’s market capitalisation.

## Compulsory redemption

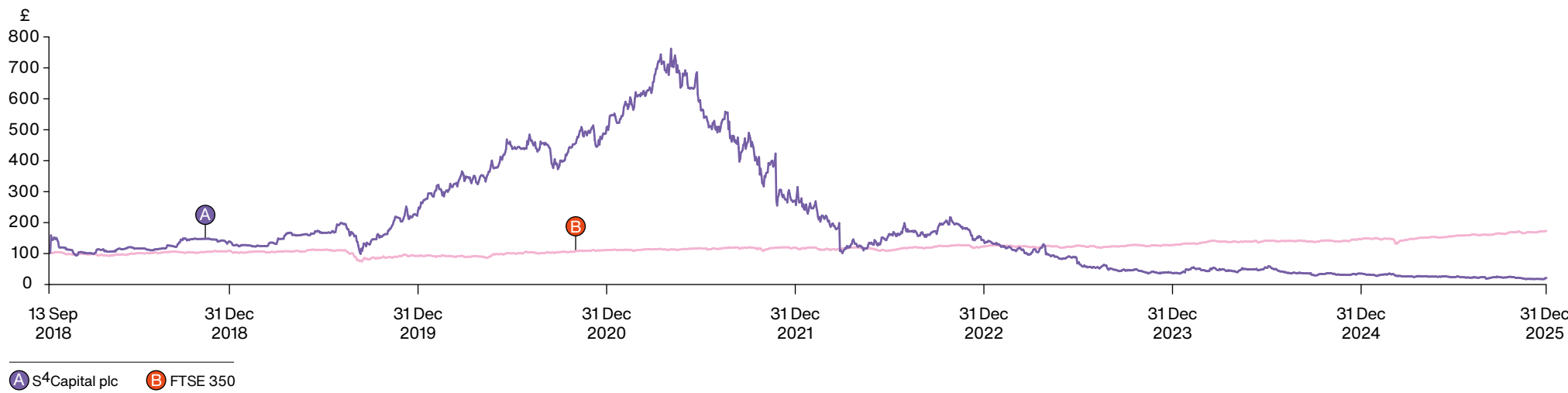
If the growth condition is not satisfied on or before 6 July 2032, or such later date as the Company and each of the Incentive Share classes agree, the Incentive Shares must be sold to the Company at a price per Incentive Share equal to the subscription price of £25.00 per Incentive Share.

## Leaver provisions

The Incentive Shares are subject to leaver provisions. If a holder of Incentive Shares ceases to be employed by, or hold office with, the Group, that holder will become a ‘Leaver’ and, depending on the circumstances of their departure, certain aspects of their Incentive Shares may be subject to forfeiture.

## Total Shareholder Return

The chart below illustrates the performance over the period of an investment of £100 in the Company’s shares made on 13 September 2018, shortly before the Company acquired the Group and was re-admitted to trading on the Official List, to 31 December 2025. This has been compared to the performance of the same investment on the same date in the FTSE 350. This comparator has been chosen as it is a broad equity market index of large and medium-sized UK-listed companies, many of which have an international dimension.



**Note:**

1. Source: LSEG Workspace.

## Remuneration Report continued

The table below sets out the Executive Chairman's total remuneration as a single figure, together with the percentage of maximum annual bonus awarded over the same period as the previous chart in respect of the Company's share price.

Director	Year to 31 December 2018	Year to 31 December 2019	Year to 31 December 2020	Year to 31 December 2021	Year to 31 December 2022	Year to 31 December 2023	Year to 31 December 2024	Year to 31 December 2025
Executive Chairman single figure of remuneration (£000)	140	272	218	203	509	371	487	399
Annual bonus payout (% of maximum)	100%	85%	75%	0%	40%	0%	37%	0%
Share award vesting (% of maximum)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

### Percentage change in remuneration of Directors compared to employees

The table below shows the year-on-year percentage change in salary, benefits and bonus for each of the current Directors for each of the last five financial years, compared with the average change in employee pay.

The figures for the Directors are based on the disclosures in the single total figure table on page 98 and the corresponding tables from previous Directors' Remuneration Reports.

	2025 vs 2024			2024 vs 2023			2023 vs 2022			2022 vs 2021			2021 vs 2020		
	Salary/Fees	Benefits	Bonus	Salary/Fees	Benefits	Bonus	Salary/Fees	Benefits	Bonus	Salary/Fees	Benefits	Bonus	Salary/Fees	Benefits	Bonus
<b>Executive Directors</b>															
Sir Martin Sorrell	2.3%	1.7%	(100.0%)	0.8%	17.4%	100.0%	3.0%	22.6%	(100.0%)	150%	14%	100%	33%	62%	(100%)
Radhika Radhakrishnan <sup>1</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Non-Executive Directors</b>															
Rupert Faure Walker	13.2%	-	-	10.4%	-	-	11.8%	-	-	(4%)	-	-	32.0%	-	-
Daniel Pinto	13.6%	-	-	15.8%	-	-	-	-	-	-	-	-	36.0%	-	-
Margaret Ma Connolly <sup>1</sup>	13.6%	-	-	15.8%	-	-	-	-	-	-	-	-	36.0%	-	-
Miles Young <sup>1</sup>	13.6%	-	-	15.8%	-	-	-	-	-	-	-	-	-	-	-
Colin Day <sup>1</sup>	14.8%	-	-	20.0%	-	-	-	-	-	-	-	-	-	-	-
Nirvik Singh <sup>1</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Alina Kessel <sup>1</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>All UK Group employees<sup>2,3</sup></b>	<b>3.0%</b>	<b>(5.6%)</b>	<b>-<sup>4</sup></b>	<b>1.3%</b>	<b>5.9%</b>	<b>(2.9%)</b>	<b>4.0%</b>	<b>-</b>	<b>25.0%</b>	<b>4.0%</b>	<b>3.0%</b>	<b>(68.0%)</b>	<b>(6.0%)</b>	<b>(6.0%)</b>	<b>(67.0%)</b>

#### Notes:

- Percentage change not shown for these Directors in certain periods as they had part-year service for one of the comparative periods.
- Included to provide a more representative sample of the wider employee base in the UK. The listed entity, S<sup>4</sup>Capital plc, has no direct employees.
- There has been an amendment to the Bonus data presented last year.
- As at the date of writing, final 2025 bonuses for all UK employees have yet to be finalised.

# Remuneration Report continued

## Pay ratio

The table below reports the pay ratio for the year ended 31 December 2025 and has been calculated using the method known as Option A, which involves calculating a single figure for each UK employee based on their actual pay for the year. This ensures that the most accurate information is used for the purposes of calculating the ratio and is the option most favoured by investors.

Year <sup>1</sup>	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
<b>2025</b>	Option A	<b>10.9</b>	<b>6.7</b>	<b>5.0</b>
<b>Total pay and benefits £000</b>		<b>36.5</b>	<b>60.0</b>	<b>80.6</b>
<b>Salary £000</b>		<b>36.5</b>	<b>59.3</b>	<b>80.6</b>
2024	Option A	11.5	7.9	5.8
2023	Option A	8.4	6.0	4.5
2022	Option A	12.1	8.5	6.2
2021	Option A	5.0	3.6	2.6
2020	Option A	5.3	3.7	2.8
2019	Option A	6.8	5.8	4.1

### Note:

- The calculations of the pay for the employees at the different levels have been calculated as of 31 December of each relevant year.

A full-time equivalent calculation has been applied to the pay of part-time employees and those leaving or joining during each year to ensure an appropriate annualised comparison with the pay of the Executive Chairman. The Committee believes that the median pay ratio for 2025, as disclosed in the table above, is reflective of the current pay policies across the UK employee base at this stage, and is consistent with the wider pay, reward and progression policies affecting UK employees. Employees' pay packages are designed to be competitive and to ensure that performance as a whole is rewarded through appropriate incentive schemes. As illustrated in the table above, the 2025 pay ratio decreased across all quartiles compared to the prior year.

S<sup>4</sup>Capital is a global business with approximately 6,350 employees in 33 countries. Multiple different compensation arrangements have been inherited from the various businesses acquired over the period since S<sup>4</sup>Capital was established. A key focus of management in recent years has been to ensure a greater level of harmonisation of people and compensation practices across the whole Group. Pay and benefits policies and practices are increasingly standardised across the whole Group, with fixed pay supplemented by variable compensation to reward key talent effectively in what remain very competitive employment markets. Equity is granted to selected key employees in the form of long-term incentives (mirroring the approach taken for certain Executive Directors).

The Committee regularly reviews wider workforce remuneration, with a focus on the incentives available across the organisation, cash bonus awards, equity grants to key employees and salary increases. On a number of occasions during the year, members of the Committee have engaged with representatives of the wider workforce to discuss a number of issues, including the culture of the business, performance and the experience of working for S<sup>4</sup>Capital. This, plus the insights gained from the people teams within the organisation has ensured the Committee has a good understanding of remuneration matters across the Group.

## Relative importance of spend on pay

The table below shows the relative importance of spend on pay for all of the Group's people in comparison to distributions to shareowners. Total pay includes wages and salaries, pension costs, social security and share-based payments. The Board is recommending a final dividend of 1.1 pence per share in respect of the year ended 31 December 2025.

	Year to 31 December 2025	Year to 31 December 2024	% change
Average number of employees	<b>6,744</b>	7,498	<b>-10%</b>
Total personnel costs (£000)	<b>503,873</b>	581,515	<b>-13%</b>
Total distributions to shareowners (£000)	<b>7,371</b>	6,100	<b>21%</b>

# Remuneration Report continued

## Statement of voting on remuneration

The table below provides details of the voting results on (1) the Directors' Remuneration Report resolution; and (2) the Directors' Remuneration Policy resolution presented for shareowner approval at the AGM in June 2025.

	Votes for	Votes against	Total votes cast	Votes withheld
Approve the Directors' Remuneration Report	268,735,303	9,203,870	277,939,173	103,345
	96.69%	3.31%		
Approve the Directors' Remuneration Policy	253,476,103	24,446,786	277,922,889	119,629
	91.20%	8.80%		

## Nomination and Remuneration Committee membership and meetings

The Committee is comprised solely of independent Non-Executive Directors with a wide range of experience. Biographical details of the Committee Chair and members can be found on pages 71 to 73. The Committee met seven times during the year and the meeting attendance of the Committee members can be found on page 77. Additional attendees at Committee meetings may include the Executive Chairman, Group Chief Financial Officer, Global Chief People Officer, Company Secretary, and the Head of Rewards. No individual participates in decisions regarding their own remuneration.

The Board is satisfied that the Committee has the resources and expertise to fulfil its responsibilities, and the Committee is authorised to seek external legal or independent advice as it sees fit.

The Terms of Reference for the Committee were last reviewed in December 2025. A copy of the Committee's current Terms of Reference can be found on the Company's website.

## External advisers

Korn Ferry is the Committee's remuneration adviser and was appointed by the Committee in 2019 following the Committee's decision to seek regular external advice on remuneration matters and consideration of potential providers. Korn Ferry provides independent commentary and advice, together with updates on legislative requirements, best practice and market practice to assist with its decision making. The fees paid to Korn Ferry in respect of work carried out for the Committee during 2025 totalled £58,815. Fees are determined on a time and materials basis using standard hourly rates for Korn Ferry consultants.

The Committee undertakes due diligence to ensure that the remuneration advisers remain independent of the Group and that the advice provided is impartial and objective. Korn Ferry reports directly to the Committee and is a member of the Remuneration Consultants Group and operates under its code of conduct. No other services were provided by Korn Ferry to the Company during 2025.

## Implementation of Remuneration Policy for 2026

The Directors' Remuneration Policy approved at the AGM in 2025 will continue to operate for the year ending 31 December 2026. The Nomination and Remuneration Committee intends to implement the Policy as follows.

## Basic salary

As at the date of this report, the Committee has not yet finalised a decision on any salary increases to apply to the Executive Directors for 2026. Any increases, if agreed, will be effective no earlier than 1 April 2026 and, among other things, will take into account salary increases for the wider workforce. Full disclosure of any changes to Directors' salaries will be provided in next year's Directors' Remuneration Report at the latest.

# Remuneration Report continued

## Pension and benefits

Executive Directors' pension provision will continue unchanged at a rate of 4% of basic salary.

Benefits will be similar to those provided in 2025.

## Annual bonus

The Committee has decided that the annual bonus scheme for 2026 will operate in a broadly similar manner to that in place for 2025, however with a stronger focus on the financial objectives. 90% of the bonus will again be payable by reference to performance measured against financial metrics, including EBITDA margin, EBITDA, Net Revenue and cash conversion. The remaining 10% will be payable by reference to key non-financial objectives, including measures linked to the ongoing integration of the various businesses within S<sup>4</sup>Capital and the increased use of AI across the business. The specific targets are currently considered commercially confidential but full details will be disclosed in next year's Remuneration Report after the end of the performance period. The maximum bonus opportunity for 2026 will remain at 100% of basic salary.

The bonus scheme includes the discretion to adjust formulaic outcomes as well as recovery and withholding provisions, as summarised in the Directors' Remuneration Policy.

## Share incentives

It is the Committee's intention that Radhika Radhakrishnan will receive a long-term incentive award in 2026. At the time of writing the exact terms of the award have not yet been finalised by the Committee. The Committee does not have any plans to grant any equity award to the other Executive Director at the time of writing. Any awards will be consistent with the terms of the Directors' Remuneration Policy, with full details provided in next year's Remuneration Report.

## Non-Executive Directors

The Non-Executive Directors receive a base fee of £50,000, with an additional fee of £10,000 paid to the Senior Independent Director and the Chair of the Nomination and Remuneration Committee, and an additional £12,500 paid to the Chair of the Audit and Risk Committee. There are no changes proposed to the Non-Executive fees for 2026. Any changes to fee levels will be disclosed in next year's Directors' Remuneration Report.

# Directors' Report

S<sup>4</sup>Capital plc is incorporated and domiciled in the UK and is registered in England and Wales with the registered number 10476913. The correspondence address and registered office of the Company is 12 St James's Place, London SW1A 1NX.

This report has been drawn up and presented in accordance with, and in reliance upon, applicable English law and the liabilities of the Directors in preparing this report shall be subject to the limitations and restrictions provided by such law. The Directors' Report is designed to inform shareowners and help them assess how the Directors have performed their duty to promote the success of the Company.

## Strategic Report and Corporate Governance

The Strategic Report can be found on pages 7 to 25 and 61 to 65 and is included by reference into this Directors' Report. The Strategic Report sets out the development and performance of the Group's business during the financial year, the position of the Group at the end of the period, an outlook containing an indication of future developments within the industry, a description of the principal risks and uncertainties facing the Group, details of the Group's Diversity, Equity and Inclusion Policy and reporting of ESG activities. The Strategic Report also sets out a summary of how the Directors have engaged with our people as well as how the Directors have had regard to the need to foster the Group's business relationships with suppliers, clients and others, in line with Section 172 (page 62). The other sections of the Group's Governance Report are also included by reference into this report.

## Directors and their interests

Biographies of the Directors who served on the Board at the year ended 31 December 2025 and up to the date of signing of the consolidated financial statements are set out on pages 71 to 73. As set out in the Notice of Annual General Meeting, all the Directors will retire at this year's Annual General Meeting (AGM) and will submit themselves for election and re-election by shareowners. All Directors seeking appointment and reappointment were subject to a formal and rigorous performance evaluation, further details of which can be found on page 80. Details of Directors' service contracts are set out in the Directors' Remuneration Report on page 95. The interests of the Directors in the shares of the Company are also shown on page 103 of that report.

Other than the Incentive Shares held by Sir Martin Sorrell (as disclosed on page 104), no Directors have beneficial interests in the shares of any subsidiary company.

## Dividend

The full-year 2024 dividend was declared and paid in 2025. The Directors are proposing that, subject to shareowner approval, a final dividend of 1.1 pence per share be paid on 10 July 2026 to all shareowners on the record on 5 June 2026 (2025: £6.1 million).

## Capital structure

As at 23 March 2026, the Company's issued share capital comprised of 670,052,897 Ordinary Shares of £0.25 each and one B Share of £1.00. During the year the 6,000,000 Ordinary Shares which were held in treasury were transferred to the Employee Benefit Trust. The Company was authorised at the 2025 AGM to allot up to 194,497,148 Ordinary Shares as permitted by the Act. A renewal of a similar authority will be proposed at the 2026 AGM. The Company's issued share capital as at 31 December 2025, together with details of shares issued during the year, is set out in Note 22 to the consolidated financial statements on page 157.

The holders of Ordinary Shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. The holder of the B Share has no right to receive dividends and is entitled to one vote at general meetings of the Company when voting in favour of resolutions, and such number of votes as may be required to defeat the relevant resolution when voting against.

Any appointment and removal of a Director requires the consent of Sir Martin Sorrell as the holder of the B Share. The processes for the appointment and replacement of Directors are governed by the Company's Articles of Association, the 2024 UK Corporate Governance Code, the Companies Act 2006 and related legislation. The powers of Directors are described in the Articles, which can be found on our website.

## Restrictions on transfer of securities

The Ordinary Shares are freely transferable and there are no restrictions on transfer. Except for Sir Martin Sorrell, who holds the B Share. No other person holds securities in the Company carrying special rights with regard to control of the Company. The Company is not aware of any agreements between holders of securities that may result in restrictions on the transfer of securities or voting rights.

## Articles of Association

The Company's Articles were adopted at the 2022 Annual General Meeting (AGM) and may only be amended by a special resolution of the shareowners. The Articles can be found on our website, [www.s4capital.com](http://www.s4capital.com).



## Directors' Report continued

### Authority to purchase shares

The Company was given authority at its AGM in 2025 to make market purchases of Ordinary Shares up to a maximum number of 58,349,144 Ordinary Shares. During the year no Ordinary Shares were repurchased.

The Directors believe that it is desirable to have the general authority to buy back the Company's Ordinary Shares in order to provide maximum flexibility in the management of the Group's capital resources, and accordingly, propose to renew these authorities at the 2026 AGM for a further year. This authority will only be used if the Board was satisfied at the time that to do so would be in the best interests of shareowners.

### Insurance and indemnities

The Company maintains Directors' and Officers' liability insurance in respect of legal action that might be brought against its Directors and Officers. As permitted by the Company's Articles of Association (the Articles), and to the extent permitted by law, the Company indemnifies each of its Directors and other Officers of the Group against certain liabilities that may be incurred as a result of their positions with the Group. The indemnities were in force throughout the tenure of each Director during the last financial year and are currently in force. The Group's financial risk management policies and objectives can be found in Note 20 on page 151 of the consolidated financial statements.

### Substantial shareholders

As of 28 February 2026, being the latest practicable date prior to the publication of this Annual Report, the Company had been notified on the following interest in voting rights pursuant to the Disclosure Guidance and Transparency Rules:

	Number of Shares	% shareholding
Sir Martin Sorrell <sup>1</sup>	54,229,810	8.093
Third Avenue	48,122,595	7.182
Oro en Fools B.V.	37,092,132	5.536
Aberforth Partners	33,212,730	4.957
M&G Investments	25,803,031	3.851
Patient Capital Management	25,034,889	3.736

#### Note:

- In addition, Sir Martin Sorrell has, in aggregate, donated 3,910,000 Ordinary Shares to the UBS Donor Advised Foundation.

### Employees

The Board recognises the importance of attracting, developing and retaining the best people. In accordance with best practice, we have employment policies in place which provide equal opportunities for all employees, irrespective of age, sex, race, colour, disability, sexual orientation, religious beliefs, socio-economic background education and professional backgrounds or marital status. The Group also materially complies with all applicable national and international human and labour rights within the locations in which it operates. Further information on the Board's methods for engaging with the workforce is on page 81.

### Significant agreements

The Group's term loan and revolving facility contain customary prepayment, cancellation and default provisions including, if required by a lender, mandatory prepayment of all utilisations provided by that lender upon the sale of all or substantially all of the business and assets of the Group or a change of control. The Company does not have agreements with any Director that would provide compensation for loss of office or employment resulting from a takeover except for provisions, which may cause awards granted under such arrangements to vest on a takeover.

### Political donations

The Group's policy prohibits any donations being made for or on behalf of the Group for political purposes, accordingly, the Group did not make any donations or contributions to any political party or other political organisation and did not incur any political expenditure within the meanings of sections 362 to 379 of the Companies Act 2006.

### Independent auditors

PricewaterhouseCoopers LLP has confirmed its willingness to continue as auditors of the Group. In accordance with section 489 of the Companies Act 2006, separate resolutions for the appointment of PricewaterhouseCoopers LLP as auditors of the Group and for the Directors to determine its remuneration will be proposed at the forthcoming AGM of the Company.

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware and that each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and ensure that the auditor is aware of such information.

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

## Directors' Report continued

### Post balance sheet events

On the 23 March 2026 the Board proposed to pay a final dividend of 1.1p per share, amounting to £7.4 million, subject to shareowner approval. This will be paid on 10 July 2026 to all shareowners on the register as at 5 June 2026.

Subsequent to the year ended 31 December 2025, the Group has repurchased €25.7 million of its €375 million Term Loan B at a discount, including €1 million remaining to be settled. Following settlement, the remaining €349.3 million is due to mature in August 2028.

### Annual General Meeting

The AGM of the Company will be held at midday on 4 June 2026 at Monks, 15 Bonhill Street, London, EC2A 4DN. For participation details please refer to the Notice of AGM, which will be posted to shareowners and available on our website [www.s4capital.com](http://www.s4capital.com) in due course.

### Statement of Directors' responsibilities in respect of the consolidated financial statements

The Directors are responsible for preparing the Annual Report and the consolidated financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare consolidated financial statements for each financial year. Under that law, the Directors have prepared the Group consolidated financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework', and applicable law).

Under company law, Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the Group consolidated financial statements and United Kingdom Accounting Standards, comprising FRS 101 have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

### Directors' confirmations

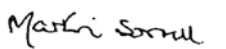
Each of the Directors, whose names and functions are listed in the Governance Report confirm that, to the best of their knowledge:

- the Group consolidated financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and loss of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

On behalf of the Board:



**Sir Martin Sorrell**  
Executive Chairman

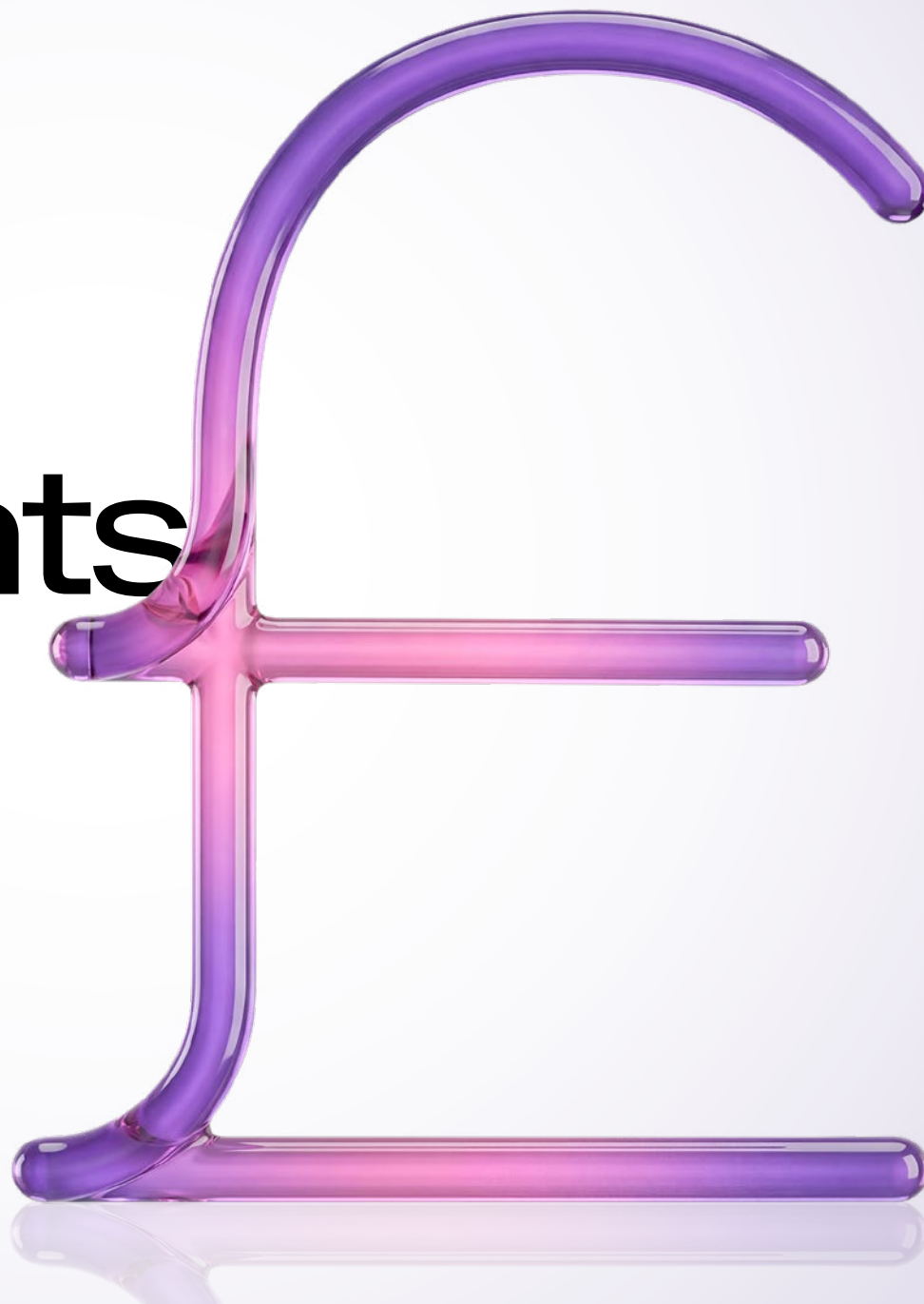
23 March 2026



**Radhika Radhakrishnan**  
Group Chief Financial Officer

23 March 2026

# 5 Financial statements



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# Independent auditors' report to the members of S<sup>4</sup>Capital plc

## Report on the audit of the financial statements

### Opinion

In our opinion:

- S<sup>4</sup>Capital plc's group financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2025 and of the group's loss and the group's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Accounts 2025 (the "Annual Report"), which comprise:

- the Consolidated and Company balance sheets as at 31 December 2025;
- the Consolidated statement of profit or loss, the Consolidated statement of comprehensive income, the Consolidated and Company statements of changes in equity and the Consolidated statement of cash flows for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit and Risk Committee.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in Note 6, we have provided no non-audit services to the company or its controlled undertakings in the period under audit.

# Independent auditors' report to the members of S<sup>4</sup>Capital plc continued

## Our audit approach

### Context

S<sup>4</sup>Capital plc is a United Kingdom-based public company limited by shares. S<sup>4</sup>Capital group's principal activities are focused on the provision of tech-led, new age/new era digital advertising, marketing and technology services via two operating segments: Marketing Services and Technology Services. Following the acquisition in prior years of a number of businesses the group has significant goodwill and intangible assets and it is now focussed on integrating the acquired businesses. There is also a significant investment value held on the company balance sheet relating to these acquisitions. Within the group's business operations, there are material fixed fee contracts which require judgement in revenue recognition where they remain open across reporting periods. We have considered these factors in our risk assessment and designed appropriate audit procedures in response to the related identified risks. Further details regarding our audit procedures over management's impairment assessment and revenue recognition on fixed fee contracts are set out within our key audit matters.

### Overview

#### Audit scope

- Full-scope audits were conducted over five components. Additionally, we performed specified procedures on certain account balances of six components and conducted an audit of certain financial statement line items for three components.
- Taken together, the components subjected to audit and specified procedures accounted for 79% of the group's consolidated revenue.

#### Key audit matters

- Impairment of goodwill and intangible assets (group)
- Impairment of investment in subsidiary (parent)
- Accuracy of revenue recognition on fixed fee contracts (group)

### Materiality

- Overall group materiality: £7.5 million (2024: £8.2 million) based on approximately 1% of revenue.
- Overall company materiality: £6 million (2024: £6.0 million) based on approximately 1% of total assets.
- Performance materiality: £5.625 million (2024: £6.15 million) (group) and £4.5 million (2024: £4.5 million) (company).

### The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

### Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

# Independent auditors' report to the members of S<sup>4</sup>Capital plc continued

## Key audit matter

### Impairment of goodwill and intangible assets (group)

At 31 December 2025, the group had goodwill of £381.0 million (2024: £391.2 million) and intangible assets of £258.4 million (2024: £315.2 million).

The determination of whether an impairment exists can be judgemental. Management must determine the recoverable amount when impairment indicators are identified or annually where a CGU contains goodwill. The annual goodwill impairment assessment, covering the Marketing Services CGU, was performed as at 30 September 2025. Additionally, management identified indicators of impairment in the Technology Services CGU and therefore conducted an impairment test as at 30 September 2025.

The determination of recoverable amount, being the higher of value-in-use ("VIU") and fair value less costs of disposal ("FVLCD"), requires judgement and estimation on the part of management in identifying and then determining the recoverable amounts for the relevant CGUs. The recoverable amounts were calculated on a VIU basis incorporating management's view of key assumptions which include net revenue growth rates and EBITDA margins.

Management concluded that there was no impairment, however each of the two CGUs were sensitive to changes to key assumptions.

Refer to the accounting policies section within the financial statements for disclosure of the related accounting policies, judgements and estimates, Note 10 for detailed goodwill disclosures and Note 11 for detailed intangible asset disclosures within the consolidated financial statements.

## How our audit addressed the key audit matter

Our audit procedures focused on challenging and evaluating the discount rates, short-term forecasts and long-term growth rates used in the respective discounted cash flow models to determine the recoverable amount of each CGU and included the following audit procedures:

- obtained an understanding of and performed walkthroughs of the controls over the impairment review of goodwill and intangible assets;
- assessed the appropriateness of management's identification of the group's CGUs;
- tested the integrity of the formulae and the mathematical accuracy of management's valuation models;
- held discussions with the finance team leaders responsible for forecasts and with several account managers who had prepared the underlying account budgets in each CGU, in order to evaluate the reasonableness of the group's cash flow forecasts, and the process by which they were prepared;
- held discussions with group executives responsible for growth and transformation programmes to corroborate the progress of these initiatives and the impact on cash flow forecasts;
- confirmed that the forecasts used in management's impairment test were approved by the board of directors and assessed the reasonableness of the revenue, costs and margins included in those forecasts based on our understanding of the group and its past performance, including the impact of climate change;
- assessed management's forecasts against external market indicators such as wider digital advertising growth trends and independent analyst reports;
- evaluated management's ability to accurately forecast future revenues and growth rates by comparing actual results to management's historical forecasts;
- with the assistance of our valuations specialists, we assessed the discount rates and long term growth rates used in the models and whether the rates fell within a reasonable range taking into consideration both internal and external market data;
- performed sensitivity analysis of the key assumptions based on findings from the above procedures;
- evaluated the group's disclosures on goodwill and intangible assets against the requirements of UK-adopted international accounting standards.

Based on the procedures performed, we noted no material issues arising from our work.

# Independent auditors' report to the members of S<sup>4</sup>Capital plc continued

## Key audit matter

### Impairment of investment in subsidiary (parent)

At 31 December 2025, the company held investments in its subsidiary amounting to £601.3 million (2024: £597.3 million).

The investment in subsidiary is accounted for at historical cost less accumulated impairment. Judgement is required to assess if impairment triggers exist and where triggers are identified, if the investment carrying value is supported by the recoverable amount. In assessing impairment triggers, management considers if the underlying net assets of the investment support the carrying amount and whether other facts and circumstances would be indicative of a trigger.

Management identified indications of impairment as the carrying amount exceeded market capitalisation. Accordingly, management performed an impairment test to determine whether the recoverable amount exceeded the carrying amount of the company's investment in the subsidiary.

The determination of recoverable amount, being the higher of value-in-use ("VIU") and fair value less costs of disposal ("FVLCD"), requires estimation on the part of management in determining the recoverable amount of the subsidiary. The recoverable amount was calculated on a VIU basis incorporating management's view of key assumptions which include net revenue growth rates and EBITDA margins. Management concluded that there was no impairment in the investment in subsidiary, however the conclusion is sensitive to changes to key assumptions.

Refer to the accounting policies section within the financial statements for disclosure of the related accounting policies, judgements and estimates and Note 1 to the company financial statements for detailed investment disclosures.

## How our audit addressed the key audit matter

In respect of the company's investment in subsidiary, we performed the following procedures over management's impairment test:

- obtained an understanding of and performed walkthroughs of the controls over the impairment review of the investment in subsidiary;
- evaluated management's assessment of impairment indicators for the investment in subsidiary including ensuring that consideration had been given to the results of the group's goodwill impairment assessment (see impairment of goodwill and intangible assets Key audit matter above);
- evaluated the appropriateness of management's assessment and judgements to calculate value in use in conjunction with the goodwill and intangible impairment test referred to in the above key audit matter;
- verified the mathematical accuracy of management's assessment and that the cash flows used for the value in use calculation were adjusted for the contractual cash outflows relating to the outstanding debt; and
- evaluated the disclosures in Note 1 of the company financial statements.

Based on the procedures performed, we noted no material issues arising from our work.

# Independent auditors' report to the members of S<sup>4</sup>Capital plc continued

## Key audit matter

### Accuracy of revenue recognition on fixed fee contracts (group)

The group often enters fixed price contracts under which obligations (such as the delivery of creative content) are promised to a customer for a specific contractual price. Assessing the timing of revenue recognised on fixed fee contracts which were open at year-end is an area of complexity and judgement is required in identifying performance obligations and whether the revenue should be recognised over time or at a point in time. Further, estimation is required in assessing the stage of delivery of performance obligations on open contracts where revenue is recognised over time.

Given the complexity in estimation and judgement involved, the timing of revenue recognition and the accuracy of fixed fee contract revenue recognised in the financial statements is subject to both risk of error and fraud as there is an incentive for management to manipulate the results by allocating revenues attributable to future periods into 2025 in order to achieve targets.

These factors led us to identify the revenue recognition for fixed fee contracts open as at 31 December 2025 as a key audit matter.

Auditing these estimates requires extensive audit effort and a high degree of judgement given the bespoke nature of each contract and the variety of evidence needing to be assessed in order to support the percentage of completion determined. Refer to the accounting policies section within the financial statements for disclosure of the related accounting policies, judgements and estimates and Note 5 of the consolidated financial statements.

## How our audit addressed the key audit matter

Our audit procedures to address the significant risk in relation to the accuracy of revenue recognition on fixed fee contracts which were open at year end, included the following:

- We obtained an understanding of and performed walkthroughs of the controls over revenue recognition including the revenue recognition on fixed fee contracts. This included a walkthrough of controls related to management's assessment of IFRS 15 'Revenue from contracts with customers';
- We assessed the revenue accounting policy to ensure it was consistent with the principles of IFRS 15 and in particular the correct application of IFRS 15 with regards to recognising revenue over time;
- We evaluated the accuracy of management's previous estimates of stage of completion and forecasts of effort to complete projects by performing retrospective reviews of such estimates as compared to actual results for performance obligations that have been fulfilled;
- We selected a sample of contracts with customers and performed the following audit procedures;
  - assessed contractual terms (e.g. acceptance criteria, delivery and payment terms) to ensure that these terms were applied correctly within each project;
  - evaluated the reasonableness and consistency of the methods and assumptions used by management to develop the estimate with respect to the effort to complete and stage of delivery of the relevant performance obligations;
  - considered whether there was any evidence which contradicted management's assumptions regarding the percentage of completion and the estimated effort to complete; and
  - recalculated revenue recognised based on the proportion of the service performed in respect of each performance obligation by obtaining support for service delivery or schedules of estimated effort to complete from project managers and challenging the key supporting evidence to test its completeness and accuracy.

Based on the procedures performed, we noted no material issues arising from our work.



# Independent auditors' report to the members of S<sup>4</sup>Capital plc continued

## How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

The group is organised into two reportable segments – the Marketing Services and Technology Services practices. The group's accounting processes for its operations are structured around a local finance function at each component, which are supported by the practice finance team and the group's central functions in the United Kingdom. Each component reports to the group through an integrated consolidation system. For the purposes of our scoping, we have also considered the levels at which management prepared aggregated financial information.

We scoped in five components requiring an audit of their complete financial information, all of them were considered to be significant due to risk or size. Of the five significant components, four were audited by our component teams in the US, Germany and Netherlands and 1 by the group engagement team.

In addition, nine components were scoped in for the performance of an audit or specified procedures over specific account balances and transactions to obtain appropriate coverage of all material balances. Specified procedures were performed for these components by the group engagement team along with PwC component auditors in Argentina, Colombia, France and Brazil.

Taken together, the components subjected to audit and specified procedures accounted for 79% of the group's consolidated revenue.

The group engagement team were significantly involved at all stages of the component audits by virtue of numerous communications throughout, including the issuance of detailed audit instructions and review and discussions of the audit approach and findings, in particular over our areas of focus. This also involved regular component calls through video conferencing. The group engagement team met with local management and the component audit teams and attended their interim and completion clearance meetings.

The group engagement team members visited our US, German and Dutch components as part of our oversight procedures. In addition, we reviewed all component team reporting results and, for certain components, conducted a review of their supporting

working papers, which together with the additional procedures performed at group level, gave us the evidence required for our opinion on the financial statements as a whole. We performed centralised audit procedures over consolidation, goodwill and intangible assets impairment assessment, right of use assets and lease liabilities, cash and cash equivalents (for components not in scope for full scope audit or specified audit procedures), share-based payments and borrowings.

The financial statements of the company are prepared using the same accounting processes and controls as the group's central functions and were audited by the group engagement team. This includes the procedures performed in relation to impairment of investment in subsidiary as explained in the key audit matters section above.

## The impact of climate risk on our audit

As part of our audit, we made enquiries of management to understand their process to assess the extent of the potential impact of climate change on the group and its financial statements. The group explains the impact of climate change on its business within the 'Sustainability' section of the Annual report.

As a result of our procedures, we concluded that the key areas in the financial statements which are more likely to be materially impacted by climate change are those areas that are based on forecast cash flows. As such, we particularly considered how the commitments made by the group would impact the assumptions made in the forecasts prepared by management that are used in the group's impairment assessment, for assessing both the recoverability of goodwill and intangible assets and the investment held by the company. We did not identify any matters as part of this work which were inconsistent with the disclosures in the Annual Report or led to any material adjustments to the accounts.

Our procedures included reading the disclosures in relation to climate change within the Annual Report and considering its consistency with the financial statements and our knowledge from the audit. We did not identify any material impact on our key audit matters or the wider audit for the year ended 31 December 2025.

## Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

# Independent auditors' report to the members of S<sup>4</sup>Capital plc continued

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements – group	Financial statements – company
Overall materiality	£7.5 million (2024: £8.2 million).	£6 million (2024: £6.0 million).
How we determined it	approximately 1% of revenue	approximately 1% of total assets
Rationale for benchmark applied	We have consistently used revenue to determine materiality as opposed to a profit based benchmark as there is considerable volatility in profit before tax. Revenue continues to be a key performance metric for the group and is considered to be more stable than a profit based metric.	We considered the total assets to be an appropriate benchmark for the company, given that it is the ultimate holding company and holds a material investment in a subsidiary undertaking. Total assets is also a generally accepted auditing benchmark for companies of this nature.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between £1.0 million and £6.7 million. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to £5.625 million (2024: £6.15 million) for the group financial statements and £4.5 million (2024: £4.5 million) for the company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit and Risk Committee that we would report to them misstatements identified during our audit above £375,000 (group audit) (2024: £410,000) and £300,000 (company audit) (2024: £300,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

## Conclusions relating to going concern

Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- reading management's paper to the Audit and Risk Committee in respect of going concern, and agreeing the forecasts set out in this paper to the underlying base case cash flow model and board approved budgets;
- obtaining and examining management's base case and severe but plausible downside scenarios;
- evaluating the key assumptions within management's forecasts and applying our own independent sensitivities based on our knowledge from the audit and assessment of previous forecasting accuracy;
- considering the historical reliability of management's forecasting for cash flows and net debt by comparing budgeted results to actual performance;
- assessing the level of remaining liquidity available to the group under both the base case and severe but plausible downside scenario;
- identifying the covenants applicable to the group's borrowings and auditing whether management's assessment supports ongoing compliance with those covenants under both base case and severe but plausible downside scenarios;
- evaluating the appropriateness of management's severe but plausible downside scenario and the cost control measures management have identified and could implement if required; and
- considering the appropriateness of the disclosure given in note 2C to the consolidated financial statements.

# Independent auditors' report to the members of S<sup>4</sup>Capital plc continued

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

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

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

In relation to the directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

## Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

## Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

## Directors' Remuneration

In our opinion, the part of the Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

## Corporate governance statement

ISAs (UK) require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code, which the Listing Rules of the Financial Conduct Authority specify for review by the auditor. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement, included within the Governance Report is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the group's and company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the group's and company's prospects, the period this assessment covers and why the period is appropriate; and

# Independent auditors' report to the members of S<sup>4</sup>Capital plc continued

- The directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the group and company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the group and company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the group's and company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit and Risk Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

## Responsibilities for the financial statements and the audit

### Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to employment, health and safety regulations and data protection regulations (including the General Data Protection Regulation), and 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 financial statements such as tax legislation and 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 increase revenue or profits and management bias within accounting estimates.

The group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the group engagement team and/or component auditors included:

- Understanding and evaluating the design and implementation of controls designed to prevent and detect fraud;

# Independent auditors' report to the members of S<sup>4</sup>Capital plc continued

- Inquiry of management, the Audit and Risk Committee, Internal Audit and the group's internal legal counsel regarding their consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Assessment of the group's whistleblowing facility and matters reported through the facility;
- Identifying and testing journal entries, in particular journal entries posted with unusual account combinations;
- Identifying and testing intercompany balances to ensure they were genuine and were eliminated appropriately within the consolidated financial statements; and
- Challenging assumptions and judgements made by management in respect of critical accounting judgements and significant accounting estimates, and assessing these judgements and estimates for management bias.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

## Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

## Other required reporting

### Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

### Appointment

We were first appointed by the company for the financial year ended 31 December 2018. Our uninterrupted engagement covers eight financial years.

## Other matter

The company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R – 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Jason Burkitt (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

23 March 2026

# Consolidated statement of profit or loss

For the year ended 31 December 2025

	Notes	2025 £m	2024 £m
<b>Revenue</b>	5	<b>754.8</b>	<b>848.2</b>
Direct costs		<b>(81.8)</b>	(93.6)
<b>Net revenue</b>		<b>673.0</b>	<b>754.6</b>
Personnel costs	6	<b>(503.9)</b>	(581.5)
Other operating expenses	6	<b>(80.1)</b>	(78.7)
Acquisition, restructuring and other one-off expenses	6	<b>(19.0)</b>	(23.8)
Depreciation, amortisation, loss on disposal and impairment	6	<b>(67.3)</b>	(373.5)
Share of profit of joint venture and associates	14	–	0.1
<b>Total operating expenses</b>		<b>(670.3)</b>	(1,057.4)
<b>Operating profit/(loss)</b>		<b>2.7</b>	<b>(302.8)</b>
Adjusted operating profit		<b>74.0</b>	78.3
Adjusting items <sup>1</sup>		<b>(71.3)</b>	(381.1)
Operating profit/(loss)		<b>2.7</b>	(302.8)
Finance income	7	<b>2.9</b>	5.3
Finance costs	7	<b>(28.6)</b>	(31.7)
Net finance costs		<b>(25.7)</b>	(26.4)
Loss on the net monetary position		<b>(0.8)</b>	(1.7)
<b>Loss before income tax</b>		<b>(23.8)</b>	<b>(330.9)</b>
Income tax (expense)/credit <sup>2</sup>	8	<b>(1.0)</b>	24.0
<b>Loss for the year</b>		<b>(24.8)</b>	<b>(306.9)</b>

	Notes	2025 £m	2024 £m
Attributable to owners of the Company		<b>(24.8)</b>	(306.9)
Attributable to non-controlling interests		–	–
		<b>(24.8)</b>	<b>(306.9)</b>

## Loss per share is attributable to the ordinary equity holders of the Company

	Notes	2025 £m	2024 £m
Basic loss per share (pence)	9	<b>(3.7)</b>	(45.7)
Diluted loss per share (pence)	9	<b>(3.7)</b>	(45.7)

### Notes:

- Adjusting items comprises amortisation of £49.4 million (2024: £44.3 million), impairment of intangible assets of £nil (2024: £301.2 million), acquisition related gain of £1.1 million (2024: £1.3 million), share-based payments of £4.0 million (2024: £6.5 million) and restructuring and other one-off expenses of £19.0 million (2024: £30.4 million).
- Income tax expense includes £nil (2024: £20.8 million credit) relating to the deferred tax impact of the impairment charge of £nil (2024: £301.2 million), resulting in a net impairment charge of £nil (2024: £280.4 million).

The results for the year are wholly attributable to the continuing operations of the Group.

The accompanying notes on pages 129 to 166 form an integral part of these consolidated financial statements.

# Consolidated statement of comprehensive income

For the year ended 31 December 2025

	2025 £m	2024 £m
<b>Loss for the year</b>	<b>(24.8)</b>	<b>(306.9)</b>
<b>Other comprehensive expense</b>		
<i>Items that may be reclassified to profit or loss</i>		
Foreign operations – foreign currency translation differences	(46.6)	(16.8)
Other comprehensive expense	(46.6)	(16.8)
<b>Total comprehensive expense for the year</b>	<b>(71.4)</b>	<b>(323.7)</b>
Attributable to owners of the Company	(71.4)	(323.7)
Attributable to non-controlling interests	–	–
	<b>(71.4)</b>	<b>(323.7)</b>

The accompanying notes on pages 129 to 166 form an integral part of these consolidated financial statements.

# Consolidated balance sheet

## At 31 December 2025

	Notes	2025 £m	2024 £m
<b>Assets</b>			
Goodwill	10	381.0	391.2
Intangible assets	11	258.4	315.2
Right-of-use assets	12	27.3	34.7
Property, plant and equipment	13	9.9	16.4
Interest in joint ventures and associates	14	0.8	0.8
Deferred tax assets	15	46.7	49.0
Other receivables	16	4.5	9.2
<b>Non-current assets</b>		<b>728.6</b>	<b>816.5</b>
Trade and other receivables	16	374.2	450.8
Current tax assets		4.0	9.6
Cash and cash equivalents	17	240.8	168.4
<b>Current assets</b>		<b>619.0</b>	<b>628.8</b>
<b>Total assets</b>		<b>1,347.6</b>	<b>1,445.3</b>
<b>Liabilities</b>			
Deferred tax liabilities	15	(12.9)	(18.6)
Loans and borrowings	19	(324.4)	(307.2)
Lease liabilities	12	(19.3)	(29.7)
Contingent consideration and holdbacks	20	–	(4.8)
Provisions	21	(2.3)	(3.5)
<b>Non-current liabilities</b>		<b>(358.9)</b>	<b>(363.8)</b>
Trade and other payables	18	(452.9)	(482.0)
Contingent consideration and holdbacks	20	(6.2)	(4.7)
Loans and borrowings	19	(0.1)	(0.2)
Lease liabilities	12	(12.0)	(12.8)
Provisions	21	(8.5)	(0.8)
Current tax liabilities		(3.0)	(3.5)
<b>Current liabilities</b>		<b>(482.7)</b>	<b>(504.0)</b>
<b>Total liabilities</b>		<b>(841.6)</b>	<b>(867.8)</b>

	Notes	2025 £m	2024 £m
<b>Net assets</b>		<b>506.0</b>	<b>577.5</b>
<b>Equity</b>			
Share capital	22	167.5	154.9
Share premium	22	205.2	164.9
Other reserves <sup>1</sup>		19.5	70.7
Foreign exchange reserves		(69.5)	(22.9)
Retained earnings		183.2	209.8
<b>Attributable to owners of the Company</b>		<b>505.9</b>	<b>577.4</b>
Non-controlling interests	22	0.1	0.1
<b>Total equity</b>		<b>506.0</b>	<b>577.5</b>

**Note:**

1. During 2024 the Group completed a share buy-back scheme and purchased 6,000,000 shares for £2.5 million.

The accompanying notes on pages 129 to 166 form an integral part of these consolidated financial statements.

The consolidated financial statements of S<sup>4</sup>Capital plc on pages 124 to 126, Company registration number 10476913, were approved by the Board of Directors on 23 March 2026 and signed on its behalf by:

  
  
**Sir Martin Sorrell** Executive Chairman      **Radhika Radhakrishnan** Group Chief Financial Officer



# Consolidated statement of changes in equity

For the year ended 31 December 2025

	Notes	Share capital <sup>1</sup> £m	Share premium £m	Other reserves <sup>2</sup> £m	Foreign exchange reserves £m	Retained earnings/ (accumulated losses) £m	Attributable to owners of the Company £m	Non-controlling interests £m	Total equity £m
<b>At 1 January 2024</b>		<b>145.9</b>	<b>80.4</b>	<b>162.7</b>	<b>(6.1)</b>	<b>508.9</b>	<b>891.8</b>	<b>0.1</b>	<b>891.9</b>
Hyperinflation restatement		–	–	4.5	–	–	4.5	–	4.5
<b>Adjusted opening balance</b>		<b>145.9</b>	<b>80.4</b>	<b>167.2</b>	<b>(6.1)</b>	<b>508.9</b>	<b>896.3</b>	<b>0.1</b>	<b>896.4</b>
<b>Comprehensive expense for the year</b>									
Loss for the year		–	–	–	–	(306.9)	(306.9)	–	(306.9)
Other comprehensive expense		–	–	–	(16.8)	–	(16.8)	–	(16.8)
<b>Total comprehensive expense for the year</b>		<b>–</b>	<b>–</b>	<b>–</b>	<b>(16.8)</b>	<b>(306.9)</b>	<b>(323.7)</b>	<b>–</b>	<b>(323.7)</b>
<b>Transactions with owners of the Company</b>									
Business combinations	22	9.0	84.5	(94.9)	–	1.8	0.4	–	0.4
Share-based payments	24	–	–	0.9	–	6.0	6.9	–	6.9
Share buy-backs		–	–	(2.5)	–	–	(2.5)	–	(2.5)
<b>At 31 December 2024</b>		<b>154.9</b>	<b>164.9</b>	<b>70.7</b>	<b>(22.9)</b>	<b>209.8</b>	<b>577.4</b>	<b>0.1</b>	<b>577.5</b>
<b>At 1 January 2025</b>		<b>154.9</b>	<b>164.9</b>	<b>70.7</b>	<b>(22.9)</b>	<b>209.8</b>	<b>577.4</b>	<b>0.1</b>	<b>577.5</b>
Hyperinflation restatement		–	–	2.2	–	–	2.2	–	2.2
<b>Adjusted opening balance</b>		<b>154.9</b>	<b>164.9</b>	<b>72.9</b>	<b>(22.9)</b>	<b>209.8</b>	<b>579.6</b>	<b>0.1</b>	<b>579.7</b>
<b>Comprehensive expense for the year</b>									
Loss for the year		–	–	–	–	(24.8)	(24.8)	–	(24.8)
Other comprehensive expense		–	–	–	(46.6)	–	(46.6)	–	(46.6)
<b>Total comprehensive expense for the year</b>		<b>–</b>	<b>–</b>	<b>–</b>	<b>(46.6)</b>	<b>(24.8)</b>	<b>(71.4)</b>	<b>–</b>	<b>(71.4)</b>
<b>Transactions with owners of the Company</b>									
Business combinations	22	12.6	40.3	(54.1)	–	1.0	(0.2)	–	(0.2)
Dividends		–	–	–	–	(6.1)	(6.1)	–	(6.1)
Share-based payments	24	–	–	0.7	–	3.3	4.0	–	4.0
<b>At 31 December 2025</b>		<b>167.5</b>	<b>205.2</b>	<b>19.5</b>	<b>(69.5)</b>	<b>183.2</b>	<b>505.9</b>	<b>0.1</b>	<b>506.0</b>

**Notes:**

- At the end of the reporting period, the issued and paid up share capital of S<sup>4</sup>Capital plc consisted of 670,052,897 (2024: 619,636,656) Ordinary Shares having a nominal value of £0.25 per Ordinary Share.
- Other reserves primarily includes the deferred equity consideration arising from business combinations of £7.2 million (2024: £61.3 million), made up of TheoremOne for £7.2 million, the treasury shares issued in the name of S<sup>4</sup>Capital plc to an employee benefit trust for the amount of £0.7 million (2024: £0.3 million), share buy-backs of £nil (2024: £2.5 million) and hyperinflation restatement in Argentina of £14.2 million (2024: £12.0 million).

The accompanying notes on pages 129 to 166 form an integral part of these consolidated financial statements.

# Consolidated statement of cash flows

For the year ended 31 December 2025

	Notes	2025 £m	2024 £m
<b>Cash flows from operating activities</b>			
<b>Loss before income tax</b>			
Net finance costs	7	25.7	26.4
Depreciation, amortisation, loss on disposal and impairment	6	67.3	373.5
Share-based payments	24	4.0	6.8
Acquisition, restructuring and other one-off expenses	6	19.0	23.8
Employment linked contingent consideration paid <sup>1</sup>	20	(0.1)	(2.9)
Restructuring and other one-off expenses paid		(20.4)	(21.1)
Share of profit in joint venture	14	–	(0.1)
Loss on the net monetary position		0.8	1.7
Other non-cash items		(1.6)	2.0
Decrease/(increase) in trade and other receivables		66.1	(44.4)
(Decrease)/increase in trade and other payables		(9.4)	58.3
<b>Cash flows from operations</b>		<b>127.6</b>	<b>93.1</b>
Income taxes paid		(3.5)	(9.0)
<b>Net cash flows generated from/(used in) operating activities</b>		<b>124.1</b>	<b>84.1</b>
<b>Cash flows from investing activities</b>			
Purchase of intangible assets	11	(2.4)	(4.2)
Purchase of property, plant and equipment	13	(2.3)	(4.0)
Proceeds from disposal of property, plant and equipment		0.1	0.1
Acquisition of subsidiaries, net of cash acquired <sup>1</sup>		(0.3)	(7.0)
Interest received		2.2	2.1
Dividends from joint venture		–	0.2
Amounts (paid into)/withdrawn from security deposits		(0.3)	0.5
<b>Cash flows used in investing activities</b>		<b>(3.0)</b>	<b>(12.3)</b>

	Notes	2025 £m	2024 £m
<b>Cash flows from financing activities</b>			
Share buy-backs		–	(2.5)
Principal element of lease payments	12	(13.0)	(12.7)
Repayments of loans and borrowings	19	(0.2)	(0.2)
Transaction costs on borrowings	19	(0.5)	–
Interest and facility fees paid		(23.6)	(29.1)
Dividends paid		(6.1)	–
<b>Cash flows used in financing activities</b>		<b>(43.4)</b>	<b>(44.5)</b>
Net movement in cash and cash equivalents		77.7	27.3
Cash and cash equivalents at the beginning of the year	17	168.4	145.7
Exchange loss on cash and cash equivalents		(5.3)	(4.6)
<b>Cash and cash equivalents at the end of the year</b>	17	<b>240.8</b>	<b>168.4</b>

**Note:**

1. Acquisitions of subsidiaries comprises contingent consideration and holdback payments, net of cash released from escrow accounts of £0.2 million (2024: £3.3 million). Employment linked contingent consideration paid is net of cash released from escrow accounts of £nil (2024: £0.6 million).

The accompanying notes on pages 129 to 166 form an integral part of these consolidated financial statements.

# Notes to the consolidated financial statements

## 1. General information

S<sup>4</sup>Capital plc ('S<sup>4</sup>Capital' or 'Company'), is a public Company on the London Stock Exchange, limited by shares, incorporated and domiciled in the United Kingdom on 14 November 2016. The Company has its registered office at 12 St James's Place, London, SW1A 1NX, United Kingdom. Under the UK Listing Rules S<sup>4</sup>Capital plc is in the equity shares (transition) category.

The consolidated financial statements represent the results of the Company and all its subsidiaries (together referred to as the 'Group'). An overview of the subsidiaries is included in Note 29. The Group's principal activities are focused on the provision of tech-led, new age/new era digital advertising, marketing and technology services.

## 2. Basis of preparation

### A. Statement of compliance

The financial statements of S<sup>4</sup>Capital plc have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards and disclosure guidance and transparency rules sourcebook of the United Kingdom's Financial Conduct Authority.

The consolidated financial statements were authorised for issue by the Board of Directors on 23 March 2026.

### B. Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Pound Sterling (£ or GBP), S<sup>4</sup>Capital plc's functional currency. All financial information in Pound Sterling has been rounded to the nearest million, unless otherwise indicated, for both current and prior years.

### C. Basis of measurement

The consolidated financial statements are prepared on a going concern basis. The consolidated financial statements are prepared on the historical cost basis, except for the fair value measurement of contingent considerations and holdbacks. The accounting principles have been consistently applied over the reporting periods.

### Going concern

The Board has examined the Group's cash flow projections for the next twelve months, under both base and a severe yet plausible downside scenario. These assessments take into account uncertainties such as inflation, decreased demand, and the potential impacts of these uncertainties on growth rates, macroeconomic conditions, and the Group as a whole. The primary assumptions in the base case are in accordance with the Group's Board-approved 2026–28 three-year plan, adjusted for latest outlook.

The Group possesses substantial financial resources and has significant liquidity in all scenarios considered. As of 31 December 2025, the Group's financial liquidity amounted to £341 million, comprising cash and bank balances of £241 million and an undrawn £100 million multicurrency senior secured revolving credit facility, with £20 million set to expire in August 2026 and £80 million set to expire in February 2028. These facilities ensure that the Group has access to adequate cash resources and working capital.

The severe yet plausible downside scenario reflects a 10% reduction in net revenue versus the base case, with a mitigation of 0.5% reduction in total operating costs which management believe could reasonably be achieved through natural cost reductions from lower activity, including reduced bonuses. In this scenario, no breach of covenants was identified. The Group has also identified additional cost control measures that could be implemented, if required, in the event of a reduction in net revenue. These cost control measures include limited recruitment, cost control measures on certain areas of discretionary spend, reviewing the Group's work force and implementing measures to optimise resource allocation, identifying and implementing cost-saving measures across the Group and re-evaluating the Group's product and service offerings to focus on high-margin high-demand areas. Management is confident that these forecasts have been prudently established and consider potential effects on growth rates and trading performance.

The Board is confident that the Group can operate within the confines of their current debt and revolving credit facility, and covenants (see Note 20), while maintaining sufficient liquidity to fulfil its financial obligations as they become due for at least 12 months from the date of signing these financial statements. Consequently, the Group will continue to employ the going concern basis in the preparation of their financial statements.

In preparing these consolidated financial statements, S<sup>4</sup>Capital Group makes certain judgments and estimates. Judgments and estimates are continually evaluated based on historical experience and other factors, including the expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these judgments and estimates.

# Notes to the consolidated financial statements continued

## 2. Basis of preparation continued

The judgments and estimates that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities or the consolidated statement of profit or loss within the next financial year are discussed below.

### D. Critical accounting judgments and estimates

#### Judgments

##### Revenue recognition

The Group's revenue is earned from creative content, full service campaign management, the provision of data analytics, digital media solutions and digital transformation services. Under IFRS 15, revenue from contracts with customers is recognised as, or when, the performance obligation is satisfied.

Specifically for the Marketing Services segment, due to the size and complexity of contracts, management is required to form a number of judgments in the determination of the amount of revenue to be recognised including the identification of performance obligations within the contract and whether the performance obligation is satisfied over time or at a point in time.

The key judgement is whether revenue should be recognised over time or at point in time. Revenue is recognised over time consistent with, when the customer simultaneously receives and consumes the benefit of the services as they are performed throughout the contract period. Revenue is also recognised over time where we create an asset with no alternative use to the Group and are contractually entitled to payment for performance completed to date, even in the event the client terminates the contract for convenience.

Where revenue is recognised over time, an estimate must be made regarding the progress towards completion of the performance obligation. Revenue is recognised at a point in time only in limited circumstances involving discrete deliverables.

See Note 3 for a full description of the Group's revenue accounting policies.

##### Impairment of goodwill and intangible assets

The Group applies judgement in determining whether the carrying value of goodwill and intangible assets have any indication of impairment on an annual basis, or more frequently if required. Both external and internal factors are monitored for indicators of impairment. The recoverable amount is compared with the carrying amount of the cash generating units to assess if the cash generating unit is impaired at the reporting date.

##### Tax positions

The Group is subject to sales tax in a number of jurisdictions. Judgement is required in determining whether the sales tax is chargeable to the customers or not. Provisions in

relation to uncertain tax positions are established on an individual rather than portfolio basis, considering whether, in each circumstance, the Group considers it is probable that the uncertainty will crystallise.

##### Use of alternative performance measures

In establishing which items are disclosed separately as adjusting items to enable a better understanding of the underlying financial performance of the Group, management exercise judgement in assessing the size and nature of specific items. The Group uses alternative performance measures as we believe these measures provide additional useful information on the underlying trend, performance, and position of the Group. These underlying measures are used by the Group for internal performance analysis, and credit facility covenants calculations. The alternative performance measures include 'adjusted operating profit', 'adjusting items' and 'operational EBITDA'. The terms 'adjusted operating profit', 'adjusting items', 'EBITDA' and 'operational EBITDA' are not defined terms under IFRS and may therefore not be comparable with similarly titled profit measures reported by other companies. The measures are not intended to be a substitute for, or superior to, GAAP measures. A full list of alternative performance measures and non-IFRS measures together with reconciliations to IFRS measures are set out in the Alternative Performance Measures on pages 176 to 179.

##### Estimates

##### Impairment of goodwill and intangible assets

The recoverable amount of each cash-generating unit (CGU) is determined as the higher of value in use (VIU) and fair value less costs to dispose (FVLCD). In performing the impairment assessment, management primarily uses a value-in-use model based on forecast cash flows.

Cash flow projections are derived from forecasts of net revenue and EBITDA margins, adjusted for non-cash items, and are based on Board-approved three-year business plans for each CGU with a long-term growth rate of 2.0% applied in perpetuity beyond the three-year explicit forecast period.

The forecasts reflect management's expectations of future financial performance for each CGU and incorporate assumptions relating to inflation, macroeconomic conditions and other relevant external factors, as well as historic performance and observed trends. The determination of recoverable amounts requires the use of significant estimates and judgments, particularly in relation to forecast revenue growth and EBITDA margins. Actual outcomes may differ from these estimates.

Both internal and external indicators of impairment are monitored on an ongoing basis to assess whether there is any indication that the carrying amount of a CGU may not be recoverable. Further detail is provided in Note 10.

## Notes to the consolidated financial statements continued

### 2. Basis of preparation continued

#### E. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial liabilities. When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

#### F. New and amended standards and interpretations adopted by the Group

In the current year, the Group has applied a number of amendments to IFRS Accounting Standards that are mandatorily effective for an accounting period that begins on or after 1 January 2025. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

##### Lack of exchangeability – Amendments to IAS 21

For annual reporting periods beginning on or after 1 January 2025, Lack of Exchangeability – Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The amendments did not have a material impact on the Group's financial statements.

#### G. New and amended standards and interpretations not yet adopted

Certain new and amended accounting standards and interpretations have been published that are not mandatory for 31 December 2025 reporting periods and have not been early adopted by the Group. The impact of the following standard is under assessment:

IFRS 18 'Presentation and Disclosure in Financial Statements', which will become effective in the consolidated Group financial statements for the financial year ending 31 December 2027, subject to endorsement from UK Endorsement Board.

For all other standards there is not expected to be any material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

#### H. Re-presentation of segment information

Effective 1 January 2025, the Group has focused its capabilities into two practices: Marketing Services and Technology Services, which also represent its two reportable segments under IFRS 8.

### 3. Accounting policies

#### A. Basis of consolidation

##### Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred;
- amount of any non-controlling interest in the acquired entity; and
- acquisition-date fair value of any previous equity interest in the acquired entity.

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in the consolidated statement of profit or loss as a bargain purchase.

# Notes to the consolidated financial statements continued

## 3. Accounting policies continued

### A. Basis of consolidation continued

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

Contingent consideration is classified either as equity or a financial liability.

Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised as a fair value gain or loss within acquisition, restructuring and other expenses within the consolidated statement of profit or loss.

#### Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that entitle their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying value of non-controlling interests is the value of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and balance sheet respectively.

### B. Investments in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these financial statements using the equity method of accounting.

Under the equity method, an investment is recognised initially in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

### C. Revenue recognition

The Group's revenue is earned from creative content, full service campaign management, the provision of data analytics, digital media solutions and digital transformation services.

Revenue comprises of gross amounts billed, or billable to clients less pass-through expenses, if any and is stated exclusive of VAT and equivalent applicable taxes. The difference between revenue and net revenue represents direct costs.

When a third-party is involved in the delivery of our services to the client, we assess whether or not we are acting as a principal or an agent in the arrangement. The assessment is based on whether we control the specified services at any time before they are transferred to the customer. We act as principal when we control the specified services before they are transferred to the client and we are responsible for providing the specified services, or we are responsible for directing and integrating third-party vendors to fulfill our performance obligation at the agreed upon contractual price. We act as an agent and arrange, at the client's direction, for third parties to perform certain services. In these cases, we do not control the services prior to the transfer to the client.

For performance obligations in which we act as principal, we record the gross amount billed to the customer within total revenue and the related incremental costs incurred as direct costs. Direct costs comprise fees and expenses paid to external suppliers when they are engaged to perform all or part of a specific project and are charged directly to the customer, and where the Group retains quality control oversight.

## Notes to the consolidated financial statements continued

### 3. Accounting policies continued

#### C. Revenue recognition continued

For performance obligations for which we act as the agent, we record our revenue as the net amount of our gross billings less any pass-through expenses amounts remitted to third parties.

Costs to obtain a contract are typically expensed as incurred as contracts are generally short term in nature.

The Group determines all the separate performance obligations within the customers' contract at contract inception. In many instances, promised services in a contract are not considered distinct or represent a series of services that are substantially the same with the same pattern of transfer to the customer and, as such, are accounted for as a single performance obligation.

Revenue is recognised when a performance obligation is satisfied, in accordance with the terms of the contractual arrangement. This is assessed on a contract-by-contract basis. Revenue is recognised over time when the customer consumes the services as it is performed or the Group is entitled to payment for the services performed to date.

For each performance obligation that is satisfied over time, revenue is recognised by measuring progress towards completion of that performance obligation. Revenue recognised over time is based on the proportion of the level of services performed. Either an input method or an output method, depending on the particular arrangement, is used to measure progress for each performance obligation. For most fee arrangements, costs incurred are used as an objective input measure of performance. The primary input of substantially all work performed under these arrangements is labour and direct costs. There is normally a direct relationship between costs incurred and the proportion of the contract performed to date. In other circumstances, relevant output measures, such as the achievement of any project milestones stipulated in the contract, are used to assess proportional performance.

Revenue recognised in the current reporting period that related to performance obligations that were satisfied, or partially satisfied, in a prior reporting period was immaterial.

For our retainer arrangements, we have a stand-ready obligation to perform services on an ongoing basis over the life of the contract. The scope of these arrangements is broad and generally not reconcilable to another input or output criteria. In these instances, revenue is recognised using a time-based method resulting in straight-line revenue recognition.

Where the total project costs exceed the project revenue, the loss is recognised within direct costs and personnel costs in the consolidated statement of profit or loss. A provision is recognised for such loss. No material onerous contract provisions have been identified in the year.

Accrued income is a contract asset and is recognised when a performance obligation has been satisfied but has not yet been billed. Accrued income is transferred to receivables when the right to consideration is unconditional and billed per the terms of the contractual agreement.

In certain cases, payments are received from customers or amounts are billed with an unconditional right to receive consideration prior to satisfaction of performance obligations and recognised as deferred income. These balances are considered contract liabilities and are included in deferred income.

Accrued income and deferred income arising on contracts are included in trade and other receivables and trade and other payables, as appropriate.

Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components in which case they are recognised at fair value. They are subsequently measured at amortised cost using the effective interest method, less loss allowance. No element of financing is deemed present as the sales are made with a general credit term of 30 days; some large multinational customers have credit terms of 45 days to 120 days.

The Group has applied the practical expedients in IFRS 15 not to account for significant financing components where the timing difference between receiving consideration and transferring control of services or created content to its customer is one year or less; and to expense the incremental costs of obtaining a contract when the amortisation period of the asset otherwise recognised would have been one year or less.

The Group has applied the practical expedient permitted by IFRS 15 to not disclose the transaction price allocated to performance obligations unsatisfied (or partially unsatisfied) as of the end of the reporting period as contracts typically have an original expected duration of a year or less.

# Notes to the consolidated financial statements continued

## 3. Accounting policies continued

### D. Foreign currency

The main foreign currencies for the Group are the US dollar (USD) and Euro (EUR).

#### Foreign currency transactions and balances

- Foreign currency transactions are translated into the functional currency using the average exchange rates in the month. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss.
- Share capital, share premium and brought forward earnings are translated using the exchange rates prevailing at the dates of the transactions.

#### Consolidation of foreign entities

On consolidation, income and expenses of the foreign entities are translated from the local functional currencies to Pound Sterling, the presentation currency of the Group, using average exchange rates during the period, apart from any foreign entities in hyperinflationary economies (see Note 3F). All assets and liabilities of the Group's foreign operations are translated from the local functional currencies to Pound Sterling using the exchange rates prevailing at the reporting date. The exchange differences arising from the translation of the net investment in foreign entities are recognised in other comprehensive income and accumulated in a separate component of equity. Exchange differences are recycled to the consolidated statement of profit or loss as a reclassification adjustment upon disposal of the foreign operation.

### E. Employee benefits

#### Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### Share-based payments

The Group issues equity-settled share-based payments (including share options) to certain employees and accounts for these awards in accordance with IFRS 2. The share-based payments are measured at fair value at the grant date.

The fair value determined at the grant date is recognised in the consolidated statement of profit or loss as an expense on a straight-line basis over the relevant vesting period, based on the Group's estimate of the number of shares that will ultimately vest and adjusted for the effect of non-market vesting conditions. A detailed description of the share-based payment plans is included in Note 24.

#### Defined contribution plans

The Group accounts for retirement benefit costs in accordance with IAS 19 Employee Benefits. For defined contribution plans, contributions are charged to the consolidated statement of profit or loss as payable in respect of the accounting period.

### F. Hyperinflation

Argentina is designated as a hyperinflationary economy and the financial statements of the Group's subsidiaries in Argentina have been adjusted for the effects of inflation.

IAS 29 Financial Reporting in Hyperinflationary Economies requires that the consolidated statement of profit or loss is adjusted for inflation in the period and translated at the year-end foreign exchange rate and that non-monetary assets and liabilities on the balance sheet are restated to reflect the change in purchasing power caused by inflation from the date of initial recognition.

In 2025, this resulted in an increase in property, plant and equipment of £0.8 million (2024: £1.8 million), an increase in right-of-use assets of £1.1 million (2024: £1.8 million), an increase in equity of £nil (2024: £nil) and an opening equity restatement of £2.2 million (2024: £4.5 million). For the year ended 31 December 2025, this resulted in a loss on the net monetary position of £0.8 million (2024: loss on the net monetary position of £1.7 million) in the consolidated statement of profit or loss. The impact on other non-monetary assets and liabilities in the year was immaterial. The FACPCE price index (Federación Argentina de Consejos Profesionales de Ciencias Económicas) of 10,084.7 was used at 31 December 2025 (2024: 7,694.0). The movement in this index during 2025 was 131% (2024: 218%).

### G. Income tax

Income tax expense or credit for the period is the tax payable on the current period's taxable income, based on the applicable tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses. It is recognised in the consolidated statement of profit or loss, except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.



# Notes to the consolidated financial statements continued

## 3. Accounting policies continued

### G. Income tax continued

#### Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the financial year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if certain criteria are met.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

#### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which these items can be utilised.

In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities, which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### H. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

## Notes to the consolidated financial statements continued

### 3. Accounting policies continued

#### H. Intangible assets continued

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit or loss.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss.

##### **Other intangible assets – arising on the acquisition of business combinations**

Brands, customer relationships and order backlog arising on the acquisition of business combinations, are measured at cost less accumulated amortisation and accumulated impairment losses. The acquired brands are well-known brands which are registered, have a good track record and have finite useful lives. Customer relationships are measured at the time of the business combination and have finite useful lives. Order backlog has finite useful lives and represents the contracted but not yet fulfilled revenues at the time of the business combination.

##### **Other intangible assets – development expenditure and purchased software**

Expenditure on research activities is recognised in the consolidated statement of profit or loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the consolidated statement of profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses.

Purchased software packages have finite useful lives and are measured at cost less accumulated amortisation and accumulated impairment losses.

##### **Amortisation**

Amortisation is charged to the consolidated statement of profit or loss to allocate the cost of intangible assets over their estimated useful economic lives, using the straight-line method.

The estimated useful economic lives of intangible assets for current and comparative periods are as follows:

• Brands	3–20 years
• Customer relationships	6–16.5 years
• Order backlog	0–3 years
• Others	3–10 years

Amortisation methods and useful lives are reviewed at each reporting date and adjusted if appropriate.

#### I. Goodwill

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred is measured at the fair value of the assets given, equity instruments issued, and liabilities incurred or assumed at the date of exchange. Costs directly attributable to the acquisition are expensed in the year. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Goodwill represents the excess of the cost of the acquisition over the Group's interest in the fair value of net identifiable assets and liabilities acquired. Goodwill is measured at cost less accumulated impairment losses. Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is credited in full to the consolidated statement of profit or loss on the acquisition date.

# Notes to the consolidated financial statements continued

## 3. Accounting policies continued

### I. Goodwill continued

#### Impairment of goodwill

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on the most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of three years. A long-term growth rate is calculated and applied to project future cash flows after the third year.

Impairment losses of continuing operations are recognised in the consolidated statement of profit or loss in expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit or loss.

Goodwill is tested for impairment annually at year end and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

### J. Leases

At inception of a lease contract, the Group assesses whether the contract conveys the right to control the use of an identified asset for a certain period of time and whether it obtains substantially all the economic benefits from the use of that asset, in exchange for consideration.

Each lease is recognised as a right-of-use asset with a corresponding liability at the date at which the lease asset is available for use by the Group. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any lease incentives received.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Depreciation is recognised in operating expenses costs and interest expense is recognised under finance expenses in the consolidated statement of profit or loss. The lease term includes periods covered by an option to extend if the Group is reasonably certain to exercise that option. Right-of-use assets are reviewed for indicators of impairment and an impairment test is performed when an impairment indicator exists.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate for the same term as the underlying lease. Lease payments included in the measurement of lease liabilities comprise fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate as at the commencement date. Lease modifications result in remeasurement of the lease liability.

#### Short-term leases and leases of low value assets

The Group has elected to use the practical expedient not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option and leases of low value assets which the present value of the assets is below £5,000. The payments associated with these leases are recognised as operating expenses over the lease term.

## Notes to the consolidated financial statements continued

### 3. Accounting policies continued

#### K. Property, plant and equipment

##### Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Any gain or loss on disposal of an item of property, plant and equipment is recognised in the consolidated statement of profit or loss.

##### Depreciation

Depreciation is charged to the consolidated statement of profit or loss to allocate the cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives, using the straight-line method. The estimated useful lives for current and comparative periods range as follows:

- |                          |                                       |
|--------------------------|---------------------------------------|
| • Leasehold improvements | Shorter of useful life and lease term |
| • Furniture and fixtures | 5 years                               |
| • Office equipment       | 3–5 years                             |
| • Other assets           | 3–5 years                             |

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

##### Impairment

PPE assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Any impairment in carrying value is being charged to the consolidated statement of profit or loss. PPE assets that have been impaired are reviewed for possible reversal of the impairment loss at the end of each reporting period. The reversal is limited to the carrying amount net of depreciation, had no impairment loss been recognised in the prior reporting periods.

#### L. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### Financial assets – Recognition and initial measurement

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI) – debt investment; FVOCI – equity investment; or fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

##### Classification and subsequent measurement – Financial assets

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

# Notes to the consolidated financial statements continued

## 3. Accounting policies continued

### L. Financial instruments continued

#### Financial assets – Derecognition

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its consolidated balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

#### Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12 month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

In certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

#### Financial liabilities – Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

#### Financial liabilities – Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss; and
- Financial liabilities at amortised cost.

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Any gains or losses on liabilities held are recognised as a fair value gain or loss in the consolidated statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

#### Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit or loss.

# Notes to the consolidated financial statements continued

## 3. Accounting policies continued

### L. Financial instruments continued

#### Financial liabilities – Derecognition

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in the consolidated statement of profit or loss as a fair value gain or loss.

### M. Equity

The Group's ordinary share capital is classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. The Group issues financial instruments which are treated as equity only to the extent that they do not meet the definition of a financial liability. These equity instruments are based on a fixed number of shares. These equity instruments include both initial deferred equity consideration and deferred equity consideration following the achievement of contingent consideration criteria.

### N. Cash flow statement

The cash flow statement is prepared using the indirect method. The cash and cash equivalents in the cash flow statement comprise cash and cash equivalents except for deposits with a maturity of longer than three months and minus current bank loans drawn under overdraft facilities. Cash flows denominated in foreign currencies are converted based on average exchange rates. Exchange rate differences affecting cash items are shown separately in the cash flow statement.

Income taxes paid are included in cash flows from operating activities. Interest and facility fees paid is included in cash flows from financing activities. Purchase consideration for amounts paid for acquiring subsidiaries, net of cash acquired, is included in cash flows from investing activities, insofar as the acquisition is settled in cash. Performance linked contingent consideration paid is included within the investing activities. Where the estimate of contingent consideration is adjusted outside of the measurement period, through the consolidated statement of profit or loss, then the payment of the difference between the initial estimate and the increased estimate is included within operating cash flows. Employment linked contingent consideration paid is included in cash flows from operating activities. Principal elements of lease payments are included in cash flows from financing activities.

## 4. Acquisitions

### Current year acquisitions

No acquisitions were made during the year ended 31 December 2025.

### Prior year acquisitions

#### TheoremOne

Included within other reserves at 31 December 2025 is £7.2 million (2024: £26.4 million) comprised of £7.2 million recognised as deferred equity consideration in 2023.

At 31 December 2025, £5.7 million of holdbacks (2024: £6.1 million) remain relating to amounts held back due to cover and indemnify the Group against certain acquisition costs and damages. The Group currently expects to settle the maximum holdback amount. The amount payable would be dependent on the amount of these acquisition costs and damages, with the minimum amount payable being £nil.

## 5. Segment information

### A. Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM has been identified as the Board of Directors of the Group.

Effective 1 January 2025, the Group has focused its capabilities into two practices: Marketing Services and Technology Services which also represent its two reportable segments under IFRS 8. Marketing Services comprises the previously reported Content and Data&Digital Media segments. The information presented for prior periods have been re-presented to be on a consistent basis with the new segments.

During the year, the Group has two reportable segments as follows:

- Marketing Services: Creative content, campaigns, and assets at a global scale for paid, social and earned media – from digital platforms and apps to brand activations that aim to convert consumers at every point of contact. Full service campaign management analytics, creative production and ad serving, platform and systems integration and transition, training and education.
- Technology Services: Digital transformation services in delivering advanced digital product design, engineering services and delivery services.

## Notes to the consolidated financial statements continued

### 5. Segment information continued

#### A. Operating segments continued

The Board of the Group uses net revenue rather than revenue to manage the Group due to the fluctuating amounts of direct costs, which form part of revenue. The following is an analysis of the Group's net revenue and results by reportable segments:

	Marketing Services <sup>1</sup> £m	Technology Services £m	Total £m
<b>2025</b>			
<b>Revenue</b>	<b>695.8</b>	<b>59.0</b>	<b>754.8</b>
Net revenue	614.0	59.0	673.0
Segment profit <sup>2,3</sup>	92.6	8.9	101.5
Overhead costs			(20.3)
Adjusted non-recurring and acquisition related expenses <sup>4</sup>			(21.0)
Depreciation, amortisation and impairment <sup>5</sup>			(57.5)
Net finance costs and loss on net monetary position			(26.5)
<b>Loss before income tax</b>			<b>(23.8)</b>

#### Notes:

- Comparative information for the prior period has been represented to reflect the Group's revised segment structure.
- Including £11.8 million related to depreciation of right-of-use assets, £0.9 million related to impairment of property, plant and equipment and £2.0 million reversal of impairment of right-of-use assets to align with internal decision making.
- In arriving at segment profit, personnel costs of £445.3 million and £45.2 million were deducted from Marketing Services and Technology Services respectively.
- Comprised of acquisition and restructuring expenses (£15.9 million), share-based payment costs (£4.0 million), transformation costs (£4.1 million), reversal of impairment of right-of-use assets (£2.0 million) and onerous lease provision (£1.0 million credit). See Note 6.
- Excluding £11.8 million related to depreciation of right-of-use assets, £0.9 million related to impairment of property, plant and equipment and £2.0 million reversal of impairment of right-of-use assets to align with internal decision making.

	Marketing Services <sup>1</sup> £m	Technology Services £m	Total £m
<b>2024</b>			
<b>Revenue</b>	<b>761.7</b>	<b>86.5</b>	<b>848.2</b>
Net revenue	667.9	86.7	754.6
Segment profit <sup>2,3</sup>	94.7	11.5	106.2
Overhead costs			(18.4)
Adjusted non-recurring and acquisition related expenses <sup>4</sup>			(35.6)
Depreciation, amortisation and impairment <sup>5,6</sup>			(355.0)
Net finance costs and gain on net monetary position			(28.1)
<b>Loss before income tax</b>			<b>(330.9)</b>

#### Notes:

- Comparative information for the prior period has been represented to reflect the Group's revised segment structure.
- Including £13.2 million related to depreciation and £5.3 million impairment of right-of-use assets to align with internal decision making.
- In arriving at segment profit, personnel costs of £497.4 million and £68.4 million were deducted from Marketing Services and Technology Services respectively.
- Comprised of acquisition and restructuring expenses (£21.7 million), share-based payment costs (£6.5 million), impairment of right-of-use assets (£5.3 million) and onerous lease provision (£2.1 million). See Note 6.
- Includes impairment of goodwill of £204.4 million in Marketing Services and of goodwill and intangibles of £96.8 million in Technology Services.
- Excluding £13.2 million related to depreciation and £5.3 million impairment of right-of-use assets to align with internal decision making.

Segment profit represents the profit earned by each segment without allocation of the share of profit of joint ventures, central administration costs including Directors' salaries, finance income, non-operating gains and losses, and income tax expense. This is the measure reported to the Group's Board of Directors for the purpose of resource allocation and assessment of segment performance.

## Notes to the consolidated financial statements continued

### 5. Segment information continued

#### B. Information about major customers

One customer (2024: one) accounted for more than 10% of the Group's revenue during the year, contributing £132.0 million (2024: £148.1 million). The revenue from this customer was attributable to the Marketing Services segment.

#### C. Geographical information

The Group's revenue, net revenue and non-current assets by geographical segment are shown below. Non-current assets exclude deferred tax assets.

2025	Americas	Europe, Middle East & Africa	Asia Pacific	Total
	£m	£m	£m	
Revenue	585.6	126.8	42.4	754.8
Net revenue	537.4	99.9	35.7	673.0
Non-current assets	429.8	227.1	25.0	681.9

2024	Americas	Europe, Middle East & Africa	Asia Pacific	Total
	£m	£m	£m	
Revenue	628.7	165.7	53.8	848.2
Net revenue	587.9	123.4	43.3	754.6
Non-current assets	504.6	232.7	30.2	767.5

### 6. Operating expenses

	2025	2024
	£m	£m
<b>Personnel expenses<sup>1</sup></b>		
Wages and salaries	394.7	465.0
Social security costs <sup>2</sup>	80.4	77.9
Other pension costs	11.1	12.6
Share-based payments <sup>2</sup>	4.0	6.8
Other personnel costs	13.7	19.2
<b>Total</b>	<b>503.9</b>	<b>581.5</b>

#### Notes:

- Contingent consideration is disclosed separately from personnel expenses, as part of acquisition expenses overleaf.
- Social security costs includes £nil (2024: £0.3 million credit) of social security relating to share-based payments.

The key management personnel comprise the Directors of the Group. Details of compensation for key management personnel are disclosed on page 98.

Monthly average number of employees by segment	2025	2024
Marketing Services	6,211	6,764
Technology Services	477	678
Central	56	56
<b>Total</b>	<b>6,744</b>	<b>7,498</b>

Monthly average number of employees by geography	2025	2024
Americas	4,890	5,328
Europe, Middle East and Africa	1,160	1,382
Asia Pacific	694	788
<b>Total</b>	<b>6,744</b>	<b>7,498</b>

Acquisition, restructuring and other one-off expenses	2025	2024
	£m	£m
Advisory, legal, due diligence and related costs	1.3	0.8
Restructuring costs	17.0	18.8
Transformation costs	4.1	4.2
Acquisition related bonuses	–	0.2
Contingent consideration linked to employee service	(0.7)	0.7
Contingent consideration fair value gain	(1.7)	(3.0)
Onerous lease (income)/expense	(1.0)	2.1
<b>Total</b>	<b>19.0</b>	<b>23.8</b>



## Notes to the consolidated financial statements continued

### 6. Operating expenses continued

	2025	2024
	£m	£m
<b>Depreciation, amortisation, loss on disposal and impairment</b>		
Depreciation of property, plant and equipment	6.7	9.5
Depreciation of right-of-use of assets	11.8	13.2
Amortisation of intangible assets	49.4	44.3
Impairment of goodwill	–	280.4
Impairment of intangible assets	–	20.8
Impairment of property, plant and equipment	0.9	–
(Reversal of)/Impairment of right-of-use of assets	(2.0)	5.3
Loss on disposal of property, plant and equipment	0.5	–
<b>Total</b>	<b>67.3</b>	<b>373.5</b>
<b>Other operating expenses</b>		
IT expenses	32.6	31.0
Consultancy fees	6.1	6.0
Accounting and administrative service fees	7.0	7.5
Lease costs	5.2	6.5
Sales and marketing costs	7.6	7.4
Legal fees	4.5	3.1
Travel and accommodation costs	6.7	7.9
Insurance fees	2.9	2.7
Impairment loss recognised on trade receivables	2.2	1.4
Other general and administrative costs	5.3	5.2
<b>Total</b>	<b>80.1</b>	<b>78.7</b>

Lease costs mainly relate to short term and low value lease costs under IFRS 16.

Audit fees included in general and administrative costs are as follows:

	2025	2024
	£m	£m
<b>Audit fees</b>		
Fees payable to the Company's auditors and their associates for the audit of parent company and consolidated financial statements	3.5	3.8
Fees payable to Company's auditors and their associates for other services:		
Audit of the financial statements of the Company's subsidiaries	0.3	0.2
<b>Total audit fees for the current year audit</b>	<b>3.8</b>	<b>4.0</b>
<b>Total audit fees</b>	<b>3.8</b>	<b>4.0</b>
Fees payable to Company auditors and their associates for audit-related assurance services	0.4	0.4
Other assurance services	–	0.1
<b>Total</b>	<b>4.2</b>	<b>4.5</b>

Audit-related assurance services to the Group relates to the fee charged for the half-year review. No other fees than those disclosed above were payable to PricewaterhouseCoopers LLP.

### 7. Finance income and expenses

	2025	2024
	£m	£m
<b>Finance income</b>		
Interest income	2.9	3.0
Foreign exchange differences	–	2.3
<b>Total</b>	<b>2.9</b>	<b>5.3</b>
<b>Finance expenses</b>		
Interest on bank loans and overdrafts	(20.3)	(25.5)
Interest on lease liabilities	(2.1)	(2.5)
Foreign exchange differences	(3.0)	–
Other finance costs	(3.2)	(3.7)
<b>Total</b>	<b>(28.6)</b>	<b>(31.7)</b>

## Notes to the consolidated financial statements continued

### 8. Income tax

The income tax credit/(expense) comprises the following:

	2025 £m	2024 £m
Current tax for the year	(9.9)	(7.3)
Adjustments for current tax of prior years	1.9	2.4
<b>Total current tax</b>	<b>(8.0)</b>	<b>(4.9)</b>
Origination and reversal of timing differences	12.8	31.4
Adjustments for deferred tax of prior periods	(3.5)	(3.1)
Effect of change in tax rates	(2.3)	0.6
<b>Income tax (expense)/credit in profit or loss</b>	<b>(1.0)</b>	<b>24.0</b>

The tax credit for the year can be reconciled to the income tax credit/(expense) in the consolidated statement of profit or loss as follows:

	2025 £m	2024 £m
Loss before income tax	(22.6)	(330.9)
Tax credit at the UK rate of 25.0% (2024: 25.0%)	5.7	82.7
Tax effect of amounts which are non-deductible	(5.7)	(57.2)
Difference in overseas tax rates	(1.0)	(1.5)
<b>Income tax (expense)/credit in profit or loss</b>	<b>(1.0)</b>	<b>24.0</b>

The UK rate was 25% in 2025 (2024: 25%). The applicable tax rate is based on the proportion of the contribution to the result by the Group entities and the tax rate applicable in the respective countries. The applicable tax rate in the respective countries ranges from 0% to 35%. The effective tax rate for the year deviates from the applicable tax rate mainly because of non-deductible items, amortisation, accelerated capital allowances over depreciation on plant, property and equipment and differences in overseas tax rate.

The Group is within the scope of the OECD Pillar Two model rules. Pillar Two legislation was enacted in the United Kingdom, the jurisdiction in which the Company is incorporated, in July 2023 and came into effect for accounting periods commencing on or after 31 December 2023. Under the legislation, the Group is liable to pay a top-up tax on adjusted jurisdictional profits for the difference between its GloBE effective tax rate per jurisdiction and the 15% minimum rate.

The Group has assessed the current tax impact of the Pillar Two legislation in the jurisdictions within which the Company operates, and no material current tax expense is expected to arise under Pillar Two for the current period. The Group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

The Group intends to apply the transitional safe harbour provisions available under the OECD Framework in the majority of jurisdictions, based on Country-by-Country Reporting (CbCR) data for the current period, which are expected to provide an exemption to the requirement for detailed Pillar Two jurisdictional computations during the transitional period.

The Group continues to monitor legislative developments related to Pillar Two and will assess any potential impact on its consolidated results of operations, financial position, and cash flows.

### 9. Loss per share

	2025	2024
Loss attributable to shareowners of the Company (£m)	(24.8)	(306.9)
Weighted average number of Ordinary Shares	674,818,805	671,956,509
<b>Basic loss per share (pence)</b>	<b>(3.7)</b>	<b>(45.7)</b>

Loss per share is calculated by dividing the loss attributable to the shareowners of the Group by the weighted average number of Ordinary Shares in issue during the year.

	2025	2024
Loss attributable to shareowners of the Company (£m)	(24.8)	(306.9)
Weighted average number of Ordinary Shares	674,818,805	671,956,509
<b>Diluted loss per share (pence)</b>	<b>(3.7)</b>	<b>(45.7)</b>

	2025	2024
Adjusted profit attributable to shareowners of the Company (£m)	33.6	34.7
Weighted average number of Ordinary Shares	674,818,805	671,956,509
<b>Adjusted basic earnings per share (pence)</b>	<b>5.0</b>	<b>5.2</b>

## Notes to the consolidated financial statements continued

### 10. Goodwill

	2025 £m	2024 £m
<b>Cost</b>		
At 1 January	697.3	706.5
Foreign exchange differences	(22.1)	(9.2)
<b>At 31 December</b>	<b>675.2</b>	<b>697.3</b>
<b>Accumulated impairment</b>		
At 1 January	(306.1)	(15.2)
Impairment charge in year	–	(280.4)
Foreign exchange differences	11.9	(10.5)
<b>At 31 December</b>	<b>(294.2)</b>	<b>(306.1)</b>
<b>Net book value</b>		
<b>At 1 January</b>	<b>391.2</b>	<b>691.3</b>
<b>At 31 December</b>	<b>381.0</b>	<b>391.2</b>

Goodwill represents the excess of consideration over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition.

#### Impairment testing

Goodwill acquired through business combinations is allocated to CGUs for the purpose of impairment testing.

Effective 1 January 2025, the Group has focused its capabilities into two practices: Marketing Services and Technology Services which also represent its two reportable segments and CGUs.

Marketing Services comprises the previously reported Content and Data&Digital Media CGUs. The goodwill held at 31 December 2025 is allocated to the Marketing Services CGU. The goodwill related to the Technology Services CGU was fully impaired during the year ended 31 December 2024. For the year ended 31 December 2025, following impairment indicators, an impairment test was performed over the remaining assets other than goodwill.

	2025 £m	2024 £m
Marketing Services <sup>1</sup>	381.0	391.2

#### Note:

1. Comparative information for the prior period has been represented to reflect the Group's revised segment structure.

The recoverable amount for each CGU is determined using a value-in-use calculation. In determining the value-in-use, the Group uses forecast revenue and profits adjusted for non-cash transactions to generate cash flow projections. The forecasts are prepared by management based on the Board-approved three-year business plans for each CGU with a long-term growth rate of 2.0% applied in perpetuity beyond the three-year explicit forecast period. The forecasts reflect the expected financial performance for each CGU, and consider the impact of inflation and the latest macroeconomic trends and external factors, as well as historic performance and trends, amongst other factors.

For Marketing Services, with a headroom of £101.0 million (2024: net impairment in Content of £196.5 million and headroom of £1.1 million in Data&Digital Media), the range of net revenue growth rates across the three-year-forecast period is between -0.2% and 5.0% (2024: -0.6% and 15.2%), and the range of EBITDA margin across the three-year forecast period is between 18.7% and 23.5% (2024: 12.6% and 19.0%). A pre-tax discount rate of 17.2% (2024: 14.3% and 15.1%) has been used, with a long-term growth rate of 2.0% (2024: 2.0%) applied in perpetuity beyond the three-year explicit forecast period. The recoverable amount would equal the carrying amount either if net revenue growth were to be reduced to a range of -0.3% to 3.7% (with costs remaining unchanged) or if EBITDA margin were to be reduced to a range of 16.1% to 21.0% (with net revenue remaining unchanged).

For Technology Services, with a headroom of £20.5 million (2024: net impairment of £83.9 million), the range of net revenue growth rates across the three-year-forecast period is between -2.2% and 5.0% (2024: -4.9% and 10.2%), and the range of EBITDA margin across the three-year forecast period is between 19.8% and 24.9% (2024: 15.7% and 17.0%). A pre-tax discount rate of 15.1% (2024: 13.4%) has been used, with a long-term growth rate of 2.0% (2024: 2.0%) applied in perpetuity beyond the three-year explicit forecast period. The recoverable amount would equal the carrying amount either if net revenue growth were to be reduced to a range of -3.3% to 2.4% (with costs remaining unchanged) or if EBITDA margin were to be reduced to a range of 14.2% to 19.3% (with net revenue remaining unchanged).

## Notes to the consolidated financial statements continued

### 10. Goodwill continued

The following is a sensitivity analysis for Marketing Services and Technology Services showing the headroom/(impairment) in the case of changes in the key assumptions. The consequential impacts of the changes in net revenue growth and EBITDA margins on cash flow assumptions including working capital movements and tax charges have been incorporated into the sensitivity analyses set out below, but all other variables are held constant.

£m	Net revenue growth 30.0% reduction	EBITDA margin 150bps reduction
Marketing Services	(13.0)	43.1
Technology Services	8.3	15.1

#### Notes:

1. A 30% reduction has been applied to net revenue growth rate in each year of the explicit forecast period (with costs remaining unchanged), with the long-term growth rate unchanged.
2. A 150 basis point reduction in EBITDA margin has been applied in each year of the forecast period, including in the terminal period (with revenue remaining unchanged).

In the net revenue growth sensitivity analyses referred to above, no cost mitigation actions are assumed within the forecasts. In the event of a reduction in net revenue growth, the Group has identified cost control measures that could be implemented, such as reduced bonuses, limited recruitment, cost control measures on certain areas of discretionary spend, reviewing the Group's work force and implementing measures to optimise resource allocation, identifying and implementing cost-saving measures across the Group and re-evaluating the Group's product and service offerings to focus on high-margin high-demand areas.

### 11. Intangible assets

Cost	Customer relationships £m	Brands £m	Order backlog £m	Other £m	Total £m
At 1 January 2024	510.6	25.1	0.5	19.7	555.9
Additions	–	–	–	4.2	4.2
Disposals	–	(8.4)	(0.3)	(0.1)	(8.8)
Foreign exchange differences	(4.0)	(0.7)	–	(0.2)	(4.9)
<b>At 31 December 2024</b>	<b>506.6</b>	<b>16.0</b>	<b>0.2</b>	<b>23.6</b>	<b>546.4</b>
Additions	–	–	–	2.4	2.4
Foreign exchange differences	(15.6)	0.4	0.5	(0.3)	(15.0)
<b>At 31 December 2025</b>	<b>491.0</b>	<b>16.4</b>	<b>0.7</b>	<b>25.7</b>	<b>533.8</b>

Accumulated amortisation and impairment	Customer relationships £m	Brands £m	Order backlog £m	Other £m	Total £m
At 1 January 2024	(144.6)	(16.2)	(0.5)	(13.0)	(174.3)
Charge for the year	(38.3)	(2.9)	–	(3.1)	(44.3)
Impairment	(20.8)	–	–	–	(20.8)
Disposals	–	8.4	0.3	0.1	8.8
Foreign exchange differences	(1.1)	0.4	–	0.1	(0.6)
<b>At 31 December 2024</b>	<b>(204.8)</b>	<b>(10.3)</b>	<b>(0.2)</b>	<b>(15.9)</b>	<b>(231.2)</b>
Charge for the year	(45.1)	(0.8)	–	(3.5)	(49.4)
Foreign exchange differences	5.8	(0.2)	(0.5)	0.1	5.2
<b>At 31 December 2025</b>	<b>(244.1)</b>	<b>(11.3)</b>	<b>(0.7)</b>	<b>(19.3)</b>	<b>(275.4)</b>

#### Net book value

<b>At 31 December 2024</b>	<b>301.8</b>	<b>5.7</b>	<b>–</b>	<b>7.7</b>	<b>315.2</b>
<b>At 31 December 2025</b>	<b>246.9</b>	<b>5.1</b>	<b>–</b>	<b>6.4</b>	<b>258.4</b>

Other intangibles relates mainly to software. The average remaining amortisation period of intangible assets as at 31 December 2025 was 4.0 years (2024: 5.4 years).

The following table details individually material intangible assets by acquisition:

Acquisition	Customer relationships £m	Remaining useful life
MediaMonks	51.1	5–9 years
Firewood	29.1	8 years
TheoremOne	28.8	2 years
Decoded	27.5	9–10 years
Zemoga	18.8	10 years
MightyHive	17.3	4 years
Jam 3	13.0	9 years
Cashmere	11.8	8 years
Raccoon	8.1	3–5 years
Metric Theory	7.6	5 years
XX Artists	7.4	4 years
Circus	6.4	4 years

## Notes to the consolidated financial statements continued

### 12. Leases

	2025 £m	2024 £m
<b>Right-of-use assets</b>		
<b>Balance at 1 January</b>	<b>34.7</b>	<b>45.8</b>
Additions	2.5	2.1
Impairments <sup>2</sup>	–	(5.3)
Reversal of impairment <sup>3</sup>	2.0	–
Disposals and modifications	(0.1)	5.8
Depreciation of right-of-use assets	(11.8)	(13.2)
Hyperinflation	0.7	1.8
Exchange rate differences	(0.7)	(2.3)
<b>At 31 December 2025<sup>1</sup></b>	<b>27.3</b>	<b>34.7</b>
<b>Lease liabilities</b>		
<b>Balance at 1 January</b>	<b>(42.5)</b>	<b>(49.0)</b>
Additions	(2.3)	(2.0)
Disposals and modifications	0.1	(5.8)
Payment of lease liabilities	15.1	15.2
Interest on lease liabilities	(2.1)	(2.5)
Exchange rate differences	0.4	1.6
<b>At 31 December 2025<sup>1</sup></b>	<b>(31.3)</b>	<b>(42.5)</b>
Non-current lease liabilities	(19.3)	(29.7)
Current lease liabilities	(12.0)	(12.8)
<b>At 31 December 2025<sup>1</sup></b>	<b>(31.3)</b>	<b>(42.5)</b>

**Notes:**

- The right-of-use assets and lease liabilities primarily relate to offices.
- Right-of-use asset impairments relate to leases impaired as part of the Group's Property Rationalisation Programme.
- The reversal of impairment relates to expected future economic benefits from the previously impaired right-of-use asset that the entity now expects to generate from sublease agreements.

### 13. Property, plant and equipment

	Leasehold improvements £m	Furniture and fixtures £m	Office equipment £m	Other assets £m	Total £m
<b>Cost</b>					
At 1 January 2024	18.4	5.1	33.9	1.7	59.1
Additions	0.7	0.2	3.1	–	4.0
Hyperinflation	1.8	0.3	2.7	0.4	5.2
Disposals	(1.3)	(0.2)	(2.8)	(0.2)	(4.5)
Foreign exchange differences	(1.3)	(0.2)	(1.9)	(0.3)	(3.7)
<b>At 31 December 2024</b>	<b>18.3</b>	<b>5.2</b>	<b>35.0</b>	<b>1.6</b>	<b>60.1</b>
Additions	0.2	0.1	2.0	–	2.3
Hyperinflation	0.7	0.1	1.0	0.1	1.9
Disposals	(0.9)	(0.2)	(0.2)	(0.2)	(1.5)
Foreign exchange differences	(0.7)	(0.2)	(1.6)	(0.2)	(2.7)
<b>At 31 December 2025</b>	<b>17.6</b>	<b>5.0</b>	<b>36.2</b>	<b>1.3</b>	<b>60.1</b>
<b>Accumulated depreciation and impairment</b>					
At 1 January 2024	(8.8)	(3.4)	(24.3)	(0.7)	(37.2)
Charge for the year	(2.6)	(0.6)	(6.0)	(0.3)	(9.5)
Hyperinflation	(1.0)	(0.1)	(2.0)	(0.2)	(3.3)
Disposals	1.3	0.2	2.8	0.2	4.5
Foreign exchange differences	0.6	0.1	1.0	0.1	1.8
<b>At 31 December 2024</b>	<b>(10.5)</b>	<b>(3.8)</b>	<b>(28.5)</b>	<b>(0.9)</b>	<b>(43.7)</b>
Charge for the year	(2.4)	(0.4)	(3.7)	(0.2)	(6.7)
Hyperinflation	(0.5)	(0.1)	(1.0)	(0.1)	(1.7)
Disposals	0.4	0.2	0.2	0.2	1.0
Impairment	(0.9)	–	–	–	(0.9)
Foreign exchange differences	0.6	(0.1)	1.2	0.1	1.8
<b>At 31 December 2025</b>	<b>(13.3)</b>	<b>(4.2)</b>	<b>(31.8)</b>	<b>(0.9)</b>	<b>(50.2)</b>
<b>Net book value</b>					
<b>At 31 December 2024</b>	<b>7.8</b>	<b>1.4</b>	<b>6.5</b>	<b>0.7</b>	<b>16.4</b>
<b>At 31 December 2025</b>	<b>4.3</b>	<b>0.8</b>	<b>4.4</b>	<b>0.4</b>	<b>9.9</b>

## Notes to the consolidated financial statements continued

### 14. Interest in joint ventures and associates

The Group has a 50% interest in the GP (2024: 50%), a joint venture whose primary activity is to invest in technology companies focused on the marketing and advertising industries, to focus on early-stage technology investments with the ability to transform the sector.

The Group has a 25% interest in Hoorah, a South African based Company. Hoorah is a full-service creative digital marketing agency specialising in creating impactful campaigns that connect brands with their audiences.

On 2 January 2025 the Group (through S<sup>4</sup>Capital 2 Limited) and Alvear Limited became equal shareholders in a joint venture entity, Monkfilms Limited (Monkfilms). The primary commercial objective of Monkfilms is to secure a production and distribution deal with a major media company for a documentary film. There was no movement in the value of the investment during the year, and the Group's carrying amount as at 31 December 2025 was £50. There was no profit or comprehensive income.

Summarised financial information of the joint venture and associate, based on its IFRS financial statements, and reconciliation with the carrying amount of the investment in the consolidated financial statements are set out below:

	Ownership	Nature of relationship	2025 £m	2024 £m
S <sup>4</sup> S	50%	Joint venture	–	0.1
Hoorah	25%	Associate	0.8	0.7
Monkfilms	50%	Joint venture	–	–
<b>At 31 December</b>			<b>0.8</b>	<b>0.8</b>

	2025 S <sup>4</sup> S £m	2025 Hoorah £m	2025 Total £m	2024 Total £m
<b>Balance at the beginning of the year</b>	<b>0.1</b>	<b>0.7</b>	<b>0.8</b>	<b>0.2</b>
Investment in the year	–	–	–	0.7
Share of (loss)/profits	(0.1)	0.1	–	0.1
Dividends	–	–	–	(0.2)
<b>Balance at the end of the year</b>	<b>–</b>	<b>0.8</b>	<b>0.8</b>	<b>0.8</b>

Summarised balance sheet:

	2025 S <sup>4</sup> S £m	2025 Hoorah £m	2025 Total £m	2024 Total £m
Non-current assets	–	1.0	1.0	1.1
Current assets <sup>1</sup>	0.5	0.7	1.2	0.8
Current liabilities	(0.7)	(0.3)	(1.0)	(0.5)
<b>Net assets</b>	<b>(0.2)</b>	<b>1.4</b>	<b>1.2</b>	<b>1.4</b>
<b>Group's share of net assets</b>	<b>(0.1)</b>	<b>0.4</b>	<b>0.2</b>	<b>0.4</b>
Less: loss restricted to carrying value of investment <sup>2</sup>	0.1	–	0.1	–
Goodwill	–	0.4	0.4	0.4
<b>Group's carrying amount of the investment</b>	<b>–</b>	<b>0.8</b>	<b>0.8</b>	<b>0.8</b>

Notes:

1. Includes cash and cash equivalents held by the joint venture of £0.2 million (2024: £0.2 million).
2. The Group has not recognised losses totalling £0.1 million in 2025 in relation to its interests in S<sup>4</sup>S Ventures, because the Group has no obligation in respect to these losses.

Summarised statement of profit or loss:

	2025 S <sup>4</sup> S £m	2025 Hoorah £m	2025 Total £m	2024 Total £m
Revenue	1.0	2.4	3.4	1.9
Operating expense	(1.2)	(2.1)	(3.3)	(1.8)
(Loss)/Profit for the year	(0.2)	0.3	0.1	0.1
Other comprehensive expense	–	–	–	–
<b>Total comprehensive (expense)/income</b>	<b>(0.2)</b>	<b>0.3</b>	<b>0.1</b>	<b>0.1</b>

## Notes to the consolidated financial statements continued

### 14. Interest in joint ventures and associates continued

Group's share of joint venture and associate profit or loss:

	2025 S <sup>4</sup> S £m	2025 Hoorah £m	2025 Total £m	2024 Total £m
Revenue	0.5	0.6	1.1	0.7
Operating expense	(0.6)	(0.5)	(1.1)	(0.6)
<b>(Loss)/Profit for the year</b>	<b>(0.1)</b>	<b>0.1</b>	<b>–</b>	<b>0.1</b>
<b>Total comprehensive (expense)/income</b>	<b>(0.1)</b>	<b>0.1</b>	<b>–</b>	<b>0.1</b>
<b>Group's share of joint venture/associate (loss)/profit</b>	<b>(0.1)</b>	<b>0.1</b>	<b>–</b>	<b>0.1</b>

The joint venture had no other contingent liabilities or commitments as at 31 December 2025 (2024: £nil).

### 15. Deferred tax assets and liabilities

	Goodwill and intangible assets £m	Leases and Property, plant and equipment <sup>1</sup> £m	Short term differences £m	Losses £m	Total £m	Offset <sup>2</sup> £m	Net deferred tax assets £m
<b>Deferred tax assets</b>							
<b>At 1 January 2024</b>	<b>45.8</b>	<b>15.1</b>	<b>13.7</b>	<b>–</b>	<b>74.6</b>	<b>(49.9)</b>	<b>24.7</b>
Reclassification	–	(0.5)	(0.7)	0.7	(0.5)	–	(0.5)
Credited/(charged) to profit or loss <sup>3</sup>	15.3	(3.0)	2.6	3.1	18.0	–	18.0
Foreign exchange differences	(0.1)	(0.9)	0.1	–	(0.9)	–	(0.9)
Movement in deferred tax offset	–	–	–	–	–	7.7	7.7
<b>At 31 December 2024</b>	<b>61.0</b>	<b>10.7</b>	<b>15.7</b>	<b>3.8</b>	<b>91.2</b>	<b>(42.2)</b>	<b>49.0</b>
Credited/(charged) to profit or loss	(2.0)	(2.4)	2.2	3.7	1.5	–	1.5
Foreign exchange differences	(3.2)	(0.3)	(1.1)	(0.4)	(5.0)	–	(5.0)
Movement in deferred tax offset	–	–	–	–	–	1.2	1.2
<b>At 31 December 2025</b>	<b>55.8</b>	<b>8.0</b>	<b>16.8</b>	<b>7.1</b>	<b>87.7</b>	<b>(41.0)</b>	<b>46.7</b>

	Goodwill and intangible assets £m	Leases and Property, plant and equipment <sup>1</sup> £m	Short term differences £m	Total £m	Offset <sup>2</sup> £m	Net deferred tax liabilities £m
<b>Deferred tax liabilities</b>						
<b>At 1 January 2024</b>	<b>(60.6)</b>	<b>–</b>	<b>(13.4)</b>	<b>(74.0)</b>	<b>49.9</b>	<b>(24.1)</b>
Reclassification	–	–	0.5	0.5	–	0.5
Credited/(charged) to profit or loss	6.6	–	4.5	11.1	–	11.1
Foreign exchange differences	0.9	–	0.7	1.6	–	1.6
Movement in deferred tax offset	–	–	–	–	(7.7)	–
<b>At 31 December 2024</b>	<b>(53.1)</b>	<b>–</b>	<b>(7.7)</b>	<b>(60.8)</b>	<b>42.2</b>	<b>(18.6)</b>
Credited to profit or loss	4.3	–	1.2	5.5	–	5.5
Foreign exchange differences	1.1	–	0.3	1.4	–	1.4
Movement in deferred tax offset	–	–	–	–	(1.2)	(1.2)
<b>At 31 December 2025</b>	<b>(47.7)</b>	<b>–</b>	<b>(6.2)</b>	<b>(53.9)</b>	<b>41.0</b>	<b>(12.9)</b>

#### Notes:

1. Includes deferred tax assets recognised on lease liabilities and dilapidation provisions of £7.4 million (2024: £10.1 million) and deferred tax liabilities recognised on right-of-use assets of £6.0 million (2024: £7.6 million).
2. Where there is a right of offset, any deferred tax assets and deferred tax liabilities within the same tax jurisdiction have been offset.
3. Includes a credit to the profit and loss account of £nil (2024: £15.4 million) in respect of the movement in deferred tax assets attributable to the impairment of goodwill and intangible assets.

Recognition of the deferred tax assets is based upon the expected generation of future taxable profits. Our expectation is based on long-term planning.

The value of unrecognised deferred tax assets on future losses is £2.8 million (2024: £3.5 million). The value of unrecognised deferred tax assets on future tax-deductible goodwill is £18.2 million (2024: £18.4 million).

## Notes to the consolidated financial statements continued

### 16. Trade and other receivables

	2025 £m	2024 £m
Trade receivables	213.3	364.7
Prepayments	20.5	16.0
Accrued income	46.4	31.1
Other receivables	98.5	48.2
<b>Total</b>	<b>378.7</b>	<b>460.0</b>
Included in current assets	374.2	450.8
Included in non-current assets	4.5	9.2
<b>Total</b>	<b>378.7</b>	<b>460.0</b>

### 17. Cash and cash equivalents

The cash and cash equivalents in the statement of cash flows is made up as follows:

	2025 £m	2024 £m
Cash and bank	240.8	168.4
<b>Cash and cash equivalents</b>	<b>240.8</b>	<b>168.4</b>

### 18. Trade and other payables

	2025 £m	2024 £m
Trade payables	(212.7)	(236.7)
Accruals	(127.2)	(158.7)
Deferred income <sup>1</sup>	(28.8)	(49.6)
Sales taxes	(16.0)	(12.6)
Wage taxes and social security contributions	(7.5)	(7.0)
Other payables	(60.7)	(17.4)
<b>Total</b>	<b>(452.9)</b>	<b>(482.0)</b>
Included in current liabilities	(452.9)	(482.0)
<b>Total</b>	<b>(452.9)</b>	<b>(482.0)</b>

**Note:**

1. The deferred income as at 31 December 2024 has been fully recognised in the consolidated statement of profit or loss of 2025.

### 19. Loans and borrowings

	Bank loans £m	Senior secured Term Loan B (TLB) £m	Transaction costs £m	Interest payable on facilities agreement £m	Total £m
<b>Loans and borrowings</b>					
<b>Balance at 1 January 2024</b>	<b>(0.4)</b>	<b>(325.9)</b>	<b>5.4</b>	<b>(0.2)</b>	<b>(321.1)</b>
Repayments	0.2	–	–	23.8	24.0
Charged to profit or loss	–	–	(1.3)	(23.8)	(25.1)
Exchange rate differences	–	15.0	(0.2)	–	14.8
<b>Total transactions during the year</b>	<b>0.2</b>	<b>15.0</b>	<b>(1.5)</b>	<b>–</b>	<b>13.7</b>
<b>At 31 December 2024</b>	<b>(0.2)</b>	<b>(310.9)</b>	<b>3.9</b>	<b>(0.2)</b>	<b>(307.4)</b>
Additions	–	–	0.5	–	0.5
Repayments	0.2	–	–	19.3	19.5
Charged to profit or loss	–	–	(1.3)	(19.3)	(20.6)
Exchange rate differences	–	(16.7)	0.1	0.1	(16.5)
<b>Total transactions during the year</b>	<b>0.2</b>	<b>(16.7)</b>	<b>(0.7)</b>	<b>0.1</b>	<b>(17.1)</b>
<b>At 31 December 2025</b>	<b>–</b>	<b>(327.6)</b>	<b>3.2</b>	<b>(0.1)</b>	<b>(324.5)</b>
Included in current liabilities	–	–	–	(0.1)	(0.1)
Included in non-current liabilities	–	(327.6)	3.2	–	(324.4)

#### A. Facility agreement

The Group has a facility agreement, consisting of a Term Loan B (TLB) of EUR375 million and a multicurrency Revolving Credit Facility (RCF) of £100 million. During 2025, the RCF remained fully undrawn (2024: fully undrawn). The interest on TLB is the aggregate of the variable interest rate (EURIBOR) and a 3.75% margin. The interest on the multicurrency RCF facility is the aggregate of the variable interest rate (EURIBOR or, in relation to any loan in GBP, SONIA) and a margin range from 2.25% to 3.25% depending on the leverage. The duration of the facility agreement is seven years in relation to the TLB, therefore the termination date is August 2028. £80 million of the RCF facility will mature February 2028, with the remaining £20 million terminating in August 2026. Subsequent to the year ended 31 December 2025, the Group has repurchased €25.7 million of its €375 million term loan B. See Note 28.



## Notes to the consolidated financial statements continued

### 19. Loans and borrowings continued

#### A. Facility agreement continued

During the reporting period, the average interest rate of the outstanding loans amounted to 5.94% (2024: 6.92%). The average effective interest rate for the outstanding loans is 5.93% (2024: 7.36%) and during the period interest expense of £19.3 million was recognised (2024: £23.8 million).

The facility agreement imposes certain covenants on the Group. The Group will ensure that the net debt will not exceed 4.5:1 of the pro-forma earnings before interest, tax, depreciation, and amortisation, measured at the end of any relevant period of 12 months ending each semi-annual date in a financial year, as defined in the facility agreement. During the year the Group complied with the covenants set in the loan agreement. Certain subsidiaries of the Group guarantee its principal debt obligation and are obligors under the facility agreement.

### 20. Financial instruments

The Board of Directors of S<sup>4</sup>Capital plc has overall responsibility for the determination of the Group's risk management objectives and policies. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. The Group reports in Pound Sterling. All funding requirements and financial risks are managed based on policies and procedures adopted by the Board. The Group does not issue or use financial instruments of a speculative nature.

The Group is exposed to the following financial risks:

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

The Group is exposed to risks that arise from its use of financial instruments. The principal financial instruments used by the Group, from which financial instrument risk arises, are trade and other receivables, cash and cash equivalents, accrued income, trade and other payables, loans and borrowings, contingent consideration and lease liabilities.

Fair values of the Group's financial liabilities are categorised into different levels in a fair value hierarchy based on inputs used in the valuation techniques.

To the extent financial instruments are not carried at fair value in the consolidated balance sheet, the carrying amount approximates to fair value as of the financial year end due to being short term in nature.

Financial instruments by category

	2025 £m	2024 £m
<b>Financial assets</b>		
<b>Financial assets held at amortised cost</b>		
Cash and cash equivalents	240.8	168.4
Trade receivables	213.3	364.7
Accrued income	46.4	31.1
Other receivables	98.5	48.2
<b>Total</b>	<b>599.0</b>	<b>612.4</b>

	2025 £m	2024 £m
<b>Financial liabilities</b>		
<b>Financial liabilities held at amortised cost</b>		
Trade and other payables	(400.5)	(412.8)
Loans and borrowings	(324.5)	(307.4)
Lease liabilities	(31.3)	(42.5)
<b>Financial liabilities held at fair value through profit or loss</b>		
Contingent consideration and holdbacks	(6.2)	(9.5)
<b>Total</b>	<b>(762.5)</b>	<b>(772.2)</b>

The following table categorises the Group's financial liabilities held at fair value on the consolidated balance sheet. There have been no transfers between levels during the year (2024: none).

	2025 Fair value £m	2025 Level 3 £m	2024 Fair value £m	2024 Level 3 £m
<b>Financial liabilities held at fair value</b>				
Contingent consideration and holdbacks	(6.2)	(6.2)	(9.5)	(9.5)
<b>Total</b>	<b>(6.2)</b>	<b>(6.2)</b>	<b>(9.5)</b>	<b>(9.5)</b>

## Notes to the consolidated financial statements continued

### 20. Financial instruments continued

The following table shows the movement in contingent consideration and holdbacks.

Contingent consideration and holdbacks	Performance linked contingent consideration £m	Employment linked contingent consideration £m	Holdbacks <sup>1</sup> £m	Total £m
<b>Balance at 1 January 2024</b>	<b>(9.0)</b>	<b>(3.0)</b>	<b>(13.5)</b>	<b>(25.5)</b>
Recognised in consolidated statement of profit or loss	–	(0.7)	3.0	2.3
Cash paid	6.7	2.9	3.9	13.5
Equity settlement	–	–	0.2	0.2
Exchange rate differences	(0.1)	–	0.1	–
<b>Balance at 31 December 2024</b>	<b>(2.4)</b>	<b>(0.8)</b>	<b>(6.3)</b>	<b>(9.5)</b>
Recognised in consolidated statement of profit or loss	1.7	0.7	–	2.4
Cash paid	–	0.1	0.2	0.3
Exchange rate differences	0.3	–	0.3	0.6
<b>Balance at 31 December 2025</b>	<b>(0.4)</b>	<b>–</b>	<b>(5.8)</b>	<b>(6.2)</b>
Included in current liabilities	(2.4)	(0.8)	(1.5)	(4.7)
Included in non-current liabilities	–	–	(4.8)	(4.8)
<b>Balance at 31 December 2024</b>	<b>(2.4)</b>	<b>(0.8)</b>	<b>(6.3)</b>	<b>(9.5)</b>
Included in current liabilities	(0.4)	–	(5.8)	(6.2)
Included in non-current liabilities	–	–	–	–
<b>Balance at 31 December 2025</b>	<b>(0.4)</b>	<b>–</b>	<b>(5.8)</b>	<b>(6.2)</b>

**Note:**

1. Holdback payments of £0.2 million (2024: £3.9 million) includes £0.2 million (2024: £3.9 million) of cash paid out escrow accounts.

Where the contingent consideration conditions have been satisfied, consideration that is payable as equity is recognised within Other Reserves as deferred equity consideration. See Note 22.

The fair value of the performance linked contingent consideration has been determined based on management's best estimate of achieving future targets to which the consideration is linked. The most significant unobservable input used in the fair value measurements is the future forecast performance of the acquired business. The fair value is assessed and recognised at the acquisition date, and reassessed at each balance sheet date thereafter, until fully settled, cancelled or expired. Any change in the range of future outcomes is recognised in the consolidated statement of profit or loss as a fair value gain or loss. During the year ended 31 December 2025, a fair value gain of £1.7 million (2024: £nil) was recognised in the consolidated statement of profit or loss.

The fair value of the employment linked contingent consideration has been determined based on management's best estimate of achieving future targets to which the consideration is linked. The most significant unobservable input used in the fair value measurements is the future forecast performance of the acquired business. The fair value is assessed at the acquisition date, and systematically accrued over the respective employment term. Any changes in the range of future outcomes are recognised in the consolidated statement of profit or loss as a fair value gain or loss. During the year ended 31 December 2025, a £0.7 million credit (2024: £0.7 million charge) was recognised in the consolidated statement of profit or loss. The £0.7 million credit (2024: £0.7 million charge) relates to the release of accrual of the employment linked contingent consideration.

Holdbacks relate to amounts held by the Group to cover and indemnify the Group against certain acquisition costs and any damages. The fair value of the holdbacks has been determined based on management's best estimate of the level of the costs incurred and any damages expected to which the holdback is linked, which is the most significant unobservable input used in the fair value measurement. During the year ended 31 December 2025, £nil (2024: £3.0 million credit) has been recognised in the consolidated statement of profit or loss. No further amounts are to be charged to the consolidated statement of profit or loss.

## Notes to the consolidated financial statements continued

### 20. Financial instruments continued

#### A. Market risk

Market risk arises from the Group's use of interest bearing and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk) or foreign exchange rates (currency risk).

##### Interest rate risk

The Group is exposed to cash flow interest rate risk from bank borrowings at variable rates. The Group's bank loans and other borrowings are disclosed in Note 19. The Group manages the interest rate risk centrally.

The Group's treasury function reviews its risk management strategy on a regular basis and will, as appropriate, enter into derivative financial instruments in order to manage interest rate risk.

The following table demonstrates the sensitivity to a 1% change (lower/higher) to the interest rates of the loans and borrowings as of year end to the loss in the current year before tax (increase/decrease) and net assets (increase/decrease) for the year if all other variables are held constant:

	2025 £m	2024 £m
Bank loans	327.6	311.1
<b>+/- 1% impact</b>	<b>3.3</b>	<b>3.1</b>

The contractual repricing or maturity dates, whichever dates are earlier, and effective interest rates of borrowings are disclosed in Note 19.

##### Foreign exchange risk

Foreign exchange risk is the risk that movements in exchange rates affect the profitability of the business. Management estimate that for a one cent change in the exchange rate between USD and GBP, net revenue will change by approximately £3.5 million, and operational EBITDA will change by approximately £1.3 million. The Group manages this risk through natural hedging. The effect of fluctuations in exchange rates on the USD, EUR and other currencies denominated trade receivables and payables is partially offset.

The Group considers the need to hedge its exposure as appropriate and, if needed, will enter into forward foreign exchange contracts to mitigate any significant risks. No hedging was considered necessary during the year.

The Group's gross exposure to foreign exchange risk is as follows:

	GBP £m	USD £m	EUR £m	Other currencies £m	Total £m
<b>At 31 December 2025</b>					
Trade receivables	10.7	144.8	20.0	37.8	213.3
Cash and cash equivalents	44.0	148.3	13.3	35.2	240.8
Trade payables	(6.3)	(162.4)	(9.1)	(34.9)	(212.7)
Loans and borrowings	–	–	(324.5)	–	(324.5)
<b>Financial assets/(liabilities)</b>	<b>48.4</b>	<b>130.7</b>	<b>(300.3)</b>	<b>38.1</b>	<b>(83.1)</b>
<b>+/- 10% impact</b>	<b>–</b>	<b>13.1</b>	<b>(30.0)</b>	<b>3.8</b>	<b>(13.1)</b>

	GBP £m	USD £m	EUR £m	Other currencies £m	Total £m
<b>At 31 December 2024</b>					
Trade receivables	10.2	276.4	27.4	50.7	364.7
Cash and cash equivalents	(4.0)	83.5	26.0	62.9	168.4
Trade payables	(5.9)	(178.0)	(16.4)	(36.4)	(236.7)
Loans and borrowings	–	–	(311.3)	–	(311.3)
<b>Financial assets/(liabilities)</b>	<b>0.3</b>	<b>181.9</b>	<b>(274.3)</b>	<b>77.2</b>	<b>(14.9)</b>
<b>+/- 10% impact</b>	<b>–</b>	<b>18.2</b>	<b>(27.4)</b>	<b>7.7</b>	<b>(1.5)</b>

## Notes to the consolidated financial statements continued

### 20. Financial instruments continued

#### B. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is exposed to credit risk primarily attributable to its receivable balance from customers. The Group's net trade receivables for the reported periods are disclosed in the financial assets table on page 151.

The Group attempts to mitigate credit risk by assessing the credit rating of new customers prior to entering into contracts and by entering contracts with customers with agreed credit terms. In order to minimise this credit risk, the Group endeavours only to deal with companies which are demonstrably creditworthy and this, together with the aggregate financial exposure, is continuously monitored. The maximum exposure to credit risk is the value of the outstanding amount. The Group evaluates the collectability of its accounts receivable and provides an allowance for expected credit losses based upon the ageing of receivables.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. The loss allowance for other receivables is based on the three stage expected credit loss model. No other receivables have had material impairment.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of 36–48 months before the end of the period and the corresponding historical credit losses experienced within this period. The Group's assessment of expected credit losses includes provisions for specific clients and receivables where the contractual cash flow is deemed at risk. Considerations include the current economic environment along with historical loss rates for each category of customers. The Group has identified the current and future health of the economy (such as market interest rates and growth rates), of the countries in which it sells its services to be the most relevant factors and accordingly adjusts the historical loss rates based on expected changes in these factors. Additional provisions are made based on the assessment of recoverability of aged receivables where sufficient evidence of recoverability is not evident.

The Group identifies and monitors significant concentrations of credit risk, and the Group has a material concentration of credit risk with one customer, as disclosed in Note 5, which accounted for more than 10% of the Group's revenue during the year. As at 31 December 2025, the outstanding trade receivable balance relating to this customer represented 15% of total gross trade receivables.

On that basis, the loss allowance for trade receivables is determined as follows:

Trade receivables	Expected Credit Loss Rate	Gross trade receivables £m	Impairment provision £m	Net trade receivables £m
Not passed due	0.20–0.25%	174.3	(0.4)	173.9
Past due 1 day to 30 days	0.40–0.50%	16.8	(0.1)	16.7
Past due 31 days to 60 days	0.60–1.00%	1.8	–	1.8
Past due 61 days to 90 days	0.80–2.00%	4.9	(0.1)	4.8
Past due more than 90 days	1.00–7.50%	10.2	(0.4)	9.8
Specific provisions against individual debtors	up to 100%	10.7	(4.4)	6.3
<b>Balance at 31 December 2025</b>		<b>218.7</b>	<b>(5.4)</b>	<b>213.3</b>

Trade receivables	Expected Credit Loss Rate	Gross trade receivables £m	Impairment provision £m	Net trade receivables £m
Not passed due	0.20–0.25%	286.0	(0.6)	285.4
Past due 1 day to 30 days	0.40–0.50%	49.4	(0.2)	49.2
Past due 31 days to 60 days	0.60–1.00%	16.0	(0.1)	15.9
Past due 61 days to 90 days	0.80–2.00%	4.0	(0.1)	3.9
Past due more than 90 days	1.00–7.50%	8.8	(0.4)	8.4
Specific provisions against individual debtors	up to 100%	4.3	(2.4)	1.9
<b>Balance at 31 December 2024</b>		<b>368.5</b>	<b>(3.8)</b>	<b>364.7</b>

## Notes to the consolidated financial statements continued

### 20. Financial instruments continued

#### B. Credit risk continued

Trade receivables are written off when there is no reasonable expectation of recovery.

The Group has a process of assessing the creditworthiness of customers which includes review of payment history, external credit ratings, industry specific risks, review of financial statements, monitoring of market news and developments and direct communication with customers to identify early signs of payment difficulties. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

The changes in the loss allowance for trade receivables is as follows:

	2025 £m	2024 £m
Balance at the beginning of the year	3.8	9.0
Utilised during the period	(0.6)	(6.6)
Charge for the year	2.2	1.4
<b>Balance at the end of the year</b>	<b>5.4</b>	<b>3.8</b>

Due to the short-term nature of the trade and other receivables, their carrying amount is considered to be the same as their fair value.

Expected credit losses on accrued income and other receivables were immaterial for the years presented.

Credit risk on cash and cash equivalents is considered to be small as the majority of external counterparties are substantial banks with high credit ratings assigned by international credit rating agencies and are managed through regular review.

As per the end of the reporting period, credit ratings are summarised in the table below:

	2025 £m	2024 £m
Aa1	3.7	4.9
Aa2	128.4	85.8
Aa3	31.8	24.5
A 1	58.3	15.4
A 2	5.9	23.7
A 3	3.4	5.1
Baa1	1.0	–
Baa2	–	1.3
Ba1	1.0	2.3
B3	0.2	–
No credit rating	7.1	5.4
<b>Total cash and cash equivalents</b>	<b>240.8</b>	<b>168.4</b>

The maximum exposure is the amount of the deposit. To date, the Group has not experienced any losses on its cash and cash equivalent deposits.

Other receivables primarily comprise escrow account balances held against holdbacks and lease rental deposits. The credit risk on most of these balances are limited as the balances are held with banks which have high credit ratings, and the Group has not experienced any losses on the other receivables.

## Notes to the consolidated financial statements continued

### 20. Financial instruments continued

#### C. Liquidity risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Group monitors its liquidity risk using a cash flow projection model which considers the maturity of the Group's assets and liabilities and the projected cash flows from operations. The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The table below analyses the Group's financial liabilities by contractual maturities and all amounts disclosed in the table are the undiscounted contractual cash flows:

At 31 December 2025	Within 1 year £m	1–2 years £m	2–5 years £m	More than 5 years £m
Trade payables	212.7	–	–	–
Lease liabilities	13.3	8.8	11.7	0.1
Contingent consideration and holdbacks	6.2	–	–	–
Loans and borrowings	0.1	–	327.6	–
Interest payments	19.3	19.3	11.6	–
Accruals	127.2	–	–	–
Other payables	60.7	–	–	–
<b>Total</b>	<b>439.5</b>	<b>28.1</b>	<b>350.9</b>	<b>0.1</b>

At 31 December 2024	Within 1 year £m	1–2 years £m	2–5 years £m	More than 5 years £m
Trade payables	236.7	–	–	–
Lease liabilities	14.7	12.9	18.2	1.1
Contingent consideration and holdbacks	4.7	4.8	–	–
Loans and borrowings	0.2	–	310.9	–
Interest payments	23.8	23.8	38.3	–
Accruals	158.7	–	–	–
Other payables	17.4	–	–	–
<b>Total</b>	<b>456.2</b>	<b>41.5</b>	<b>367.4</b>	<b>1.1</b>

#### D. Capital management

The Group's objectives when maintaining capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareowners and benefits for other stakeholders; and
- to provide an adequate return to shareowners by pricing products and services commensurately with the level of risk.

The risks to safeguard the ability to continue as a going concern and to provide an adequate return to our shareowners are reviewed and discussed regularly by the Board in order to meet our objectives.

As per the end of the reporting period, the Group's net debt position is made up as follows:

	2025 £m	2024 £m
Loans and borrowings <sup>1</sup>	(327.7)	(311.3)
Cash and bank	240.8	168.4
<b>Total</b>	<b>(86.9)</b>	<b>(142.9)</b>

#### Note:

1. This excludes transaction costs of £3.2 million (2024: £3.9 million).

Movements in loans and borrowings is disclosed further in Note 19.

The Group's capital as at the end of the reporting period is disclosed on page 157.

The capital structure of the Group consists of shareowners' equity as set out in the consolidated statement of changes in equity. All working capital requirements are financed from existing cash resources and borrowings. The Group is not subject to externally imposed regulatory capital requirements.

### 21. Provisions

	Property £m	Restructuring £m	Healthcare £m	Other £m	Total £m
<b>31 December 2024</b>	<b>(4.3)</b>	–	–	–	<b>(4.3)</b>
Charged to the income statement	(0.2)	(2.9)	(2.0)	(2.9)	(8.0)
Utilised	0.5	–	–	–	0.5
Released to the income statement	1.0	–	–	–	1.0
<b>31 December 2025</b>	<b>(3.0)</b>	<b>(2.9)</b>	<b>(2.0)</b>	<b>(2.9)</b>	<b>(10.8)</b>

## Notes to the consolidated financial statements continued

### 21. Provisions continued

	2025 £m	2024 £m
Included in current liabilities	(8.5)	(0.8)
Included in non-current liabilities	(2.3)	(3.5)
<b>Total</b>	<b>(10.8)</b>	<b>(4.3)</b>

### 22. Equity

#### A. Share capital and share premium

The authorised share capital of S<sup>4</sup>Capital plc contains an unlimited number of Ordinary Shares having a nominal value of £0.25 per Ordinary Share. At the end of the reporting period, the issued and paid up share capital of S<sup>4</sup>Capital plc consisted of 670,052,897 (2024: 619,636,656) Ordinary Shares having a nominal value of £0.25 per Ordinary Share.

On 28 September 2018, S<sup>4</sup>Capital plc issued 1 B share at a price of 100 pence per share to Sir Martin Sorrell. See the Governance Report on page 80 for details.

The share premium is net of costs directly relating to the issuance of shares. In accordance with Section 612 of the Companies Act 2006, merger relief has been applied on share for share exchanges. No share issuances in the current or prior period qualified for merger relief.

During the year ended 31 December 2025, £12.6 million and £40.3 million has been credited to share capital and share premium in relation to the deferred equity consideration and contingent consideration which have been issued during the period. The amounts credited to share capital and share premium comprise of TheoremOne (£3.7 million and £15.0 million respectively), Raccoon (£4.6 million and £12.9 million respectively) and XX Artists (£4.3 million and £12.4 million respectively).

During the year ended 31 December 2024, £9.0 million and £84.5 million was credited to share capital and share premium in relation to the deferred equity consideration and contingent consideration which have been issued during the period. The amounts credited to share capital and share premium comprise of TheoremOne (£4.7 million and £49.6 million respectively), Raccoon (£2.7 million and £23.5 million respectively), XX Artists (£0.8 million and £6.7 million respectively), Zemoga (£0.3 million and £2.0 million respectively), 4 Mile (£0.2 million and £2.3 million respectively), Hoorah (£0.3 million and £0.3 million respectively) and Destined (£nil and £0.1 million respectively).

#### B. Reserves

The following describes the nature and purpose of each reserve within equity:

Merger reserves by merger relief	Amount subscribed for share capital in excess of nominal value less transaction costs as required by merger relief. Further details are in section D.
Other reserves	Other reserves include treasury shares issued in the name of S <sup>4</sup> Capital plc to an employee benefit trust, EBT pool C and MightyHive. Included within other reserves is the deferred equity consideration relating to the initial deferred equity consideration and deferred equity consideration following the achievement of contingent consideration criteria.
Foreign exchange reserves	Legal reserve for foreign exchange translation gains and losses on the translation of the financial statements of a subsidiary from the functional to the presentation currency.
Retained earnings	Retained earnings represents the net gain for the year and all other net gains and losses and transactions with shareowners (example dividends) not recognised elsewhere.

The following table shows the amount of deferred equity consideration, and number of shares, held in other reserves by acquisition.

	2025 £m	2025 shares	2024 £m	2024 shares
TheoremOne	7.2	5,683,597	26.4	20,974,897
Raccoon	-	-	17.4	18,345,301
XX Artists	-	-	17.5	17,987,325
<b>Total</b>	<b>7.2</b>	<b>5,683,597</b>	<b>61.3</b>	<b>57,307,523</b>

#### C. Non-controlling interest

On 24 May 2018, non-controlling interests arose as a result of the issuance of 4,000 A2 incentive shares by S<sup>4</sup>Capital 2 Limited subscribed at fair value for £0.1 million and paid in full.

The incentive shares provide a financial reward to executives of the Group for delivering shareowner value, conditional on achieving a preferred rate of return.

The incentive shares entitle the holders, subject to certain performance conditions and leaver provisions, up to 15%, of the growth in value of S<sup>4</sup>Capital 2 Limited provided that certain performance conditions have been met. Further details are within the Remuneration Report on page 92.

## Notes to the consolidated financial statements continued

### 23. Dividends

A dividend of 1p per share, amounting to £6.1 million (2024: £nil) was paid out on 10 July 2025. On the 23 March 2026 the Board proposed to pay a final dividend of 1.1p per share, amounting to £7.4 million, subject to shareowner approval. This will be paid on 10 July 2026 to all shareowners on the register as at 5 June 2026.

### 24. Share-based payments

As at 31 December 2025, a total number of 4,191,591 (31 December 2024: 1,045,250) shares are held by the Equity Benefit Trust (EBT). The EBT will be used for future option schemes and bonus shares for employees.

Awards movement during the reporting period	Employee Share Ownership Plan m	Restricted stock units m	All-employee incentive plan m	A1 incentive share options m	Total m
Outstanding at 1 January 2024	25.4	1.3	0.5	–	27.2
Granted	24.4	–	–	–	24.4
Exercised	(3.7)	(0.2)	–	–	(3.9)
Lapsed	(10.3)	(0.2)	–	–	(10.5)
<b>Outstanding at 31 December 2024</b>	<b>35.8</b>	<b>0.9</b>	<b>0.5</b>	<b>–</b>	<b>37.2</b>
Granted	17.7	–	–	–	17.7
Exercised	(2.4)	(0.1)	(0.4)	–	(2.9)
Lapsed	(17.8)	(0.1)	–	–	(17.9)
<b>Outstanding at 31 December 2025</b>	<b>33.3</b>	<b>0.7</b>	<b>0.1</b>	<b>–</b>	<b>34.1</b>
Exerciseable at 31 December 2025	4.1	0.7	0.1	–	4.9
Within 1 year	11.2	–	–	–	11.2
1–2 years	9.2	–	–	–	9.2
2–5 years	8.8	–	–	–	8.8
<b>Outstanding at 31 December 2025</b>	<b>33.3</b>	<b>0.7</b>	<b>0.1</b>	<b>–</b>	<b>34.1</b>

### Employee Share Ownership Plan (ESOP) – previously known as Discretionary Share Option Plan (DSOP)

In 2021, the Group Board approved employee option schemes for key employees of 3,124,241 options over S<sup>4</sup>Capital plc Ordinary Shares with an exercise price of between £nil and £8.04 and a maximum term of six years. In 2022 6,741,277 options were approved by the Board with an exercise price in the range between £nil and £5.72 and a maximum term of four years. In 2023 an additional 4,575,606 options were approved by the Board with an exercise price in the range between £nil and £5.60 and a maximum term of 3 years. In 2024 an additional 9,375,889 options were approved by the Board with an exercise price in the range between £nil and £2.00 and a maximum term of 3 years. In 2025 an additional 6,179,486 options were approved by the Board with an exercise price in the range between £nil and £2.00 and a maximum term of 3 years. In accordance with IFRS 2, the Group recognises share-based payment charges from the date of granting the option plans until the vesting of the option plans. Vesting of the options are subject to the Group achieving year-on-year business performance targets and options holders achieving personnel performance targets with continued employment. During 2025, 294,682 (2024: 3,742,510) options were exercised with an average weighted exercise price of £nil.

During 2025 a total charge of £1.2 million (2024: £3.7 million) was recognised in relation to the ESOP and DSOP.

### Long Term Incentive Plan (LTIP)

In 2023, the Group Board approved a long term incentive plan for key employees of 11,639,329 options over S<sup>4</sup>Capital plc Ordinary Shares with an exercise price of between £1.17 and £2.00 and a maximum term of three years. During 2024, 15,037,796 options have been approved by the Board with an exercise price of between £nil and £2.00 and a maximum term of 3 years. During 2025, 11,566,927 options have been approved by the Board with an exercise price of between £nil and £0.36 and a maximum term of three years. In accordance with IFRS 2, the Group recognises share-based payment charges from the date of granting the option plans until the vesting of the option plans. Vesting of the options are subject to the Group achieving year-on-year business performance targets and options holders achieving performance targets with continued employment. During 2025, nil (2024: nil) options were exercised.

During 2025 a total charge of £0.9 million (2024: £1.2 million) is recognised in relation to the LTIP.



## Notes to the consolidated financial statements continued

### 24. Share-based payments continued

#### Restricted Stock Units (RSUs)

In December 2018, the Group Board approved an employee option scheme of 8,952,610 RSUs over S<sup>4</sup>Capital plc Ordinary Shares. During 2019 to 2024 no RSUs were approved. In accordance with IFRS 2, the Group recognises a share-based payment charge from grant date until vesting date in relation to this option plan. Vesting of the RSUs are subject to continued employment and have a maximum term of 4 years. During the reporting period a total of 71,994 shares (2024: 163,294) were exercised by employees with an average exercise price of nil pence.

During 2025 a total charge of £nil (2024: £nil) is recognised in relation to the RSU plan.

#### A1 incentive share options

In 2019, the Group Board approved 2,000 options over A1 incentive shares in S<sup>4</sup>Capital 2 Limited to executives. In accordance with IFRS 2, the Group recognises share-based payment charges from the date of granting the option plans till the moment of vesting of the option plans. During 2025 a total charge of £1.9 million (2024: £1.9 million) is recognised in relation to the A1 incentive share options. Full disclosure of these options is contained within the Remuneration Report on page 104. These shares are potentially dilutive for the purposes of calculating diluted EPS if the Company were to recognise a profit in future years and if the growth target (as detailed on page 104) is met.

#### All-employee incentive plan

In 2019, the Group Board approved an employee option scheme of 873,500 options, with an average exercise price of nil pence, over S<sup>4</sup>Capital Ordinary Shares for all employees employed by the Group at 30 November 2018. Based on the number of years service at Media.Monks Group all employees received a set amount of options over S<sup>4</sup>Capital Ordinary Shares. In accordance with IFRS 2, the Group recognised a share-based payment charge from January 2019 until vesting date in relation to this option plan. Vesting of the options are subject to continued employment and have a maximum term of 6 years. During 2025 £nil (2024 :£nil) was recognised in relation to the all-employee incentive plan.

A credit of £nil (2024: £0.3 million) has been taken in the year in relation to employer social security costs on share-based payment schemes.

#### Valuation methodology

For all of these schemes, the valuation methodology is based upon fair value on grant date, which is determined by the market price on that date or the application of a Black-Scholes or Monte-Carlo model, depending upon the characteristics of the scheme concerned. The assumptions underlying the models are detailed below. Market price on any given day is obtained from external, publicly available sources.

During 2025, 17,746,413 granted options in the ESOP and LTIP plans have an exercise price in the range between £nil and £0.35. The weighted average fair value of options granted in the year was as follows:

	2025
Weighted average of fair value of options	£0.16
<b>Weighted average assumptions</b>	
Risk free rate	1.9%
Expected life (years)	2.5
Expected volatility	34.9%
Dividend yield	n/a

The weighted average exercise price of options outstanding at the beginning of the financial year was £0.93. The weighted average exercise price of options forfeited during the year ended 31 December 2025 was £0.63 (2024: £0.45).

Expected life is the weighted average life across all shares granted. Expected volatility is sourced from external market data and represents the historical volatility of share prices of comparable company datasets over a period equivalent to the expected option life.

The options were exercised on a regular basis during the period; the average share price in 2025 was £0.25 (2024: £0.45).

## Notes to the consolidated financial statements continued

### 24. Share-based payments continued

The range of exercise prices of the share options outstanding as at 31 December 2025 and the weighted average remaining contractual life were as follows:

Number of options	Exercise price (pence)	Weighted remaining contractual life
2,325,415	–	0.53
12,950,651	–	1.54
442,338	30	9.59
5,919,688	36	9.27
56,038	36	9.23
175,000	38	8.95
199,111	41	8.24
92,979	117	7.59
122,000	127	7.54
113,357	142	2.07
50,000	149	6.75
227,950	151	2.30
352,418	180	3.78
8,440,234	200	7.70
1,416,014	237	5.59
25,538	309	8.14
4,490	322	7.38
39,766	377	6.84
52,375	382	0.13
23,591	399	6.94
2,939	426	7.63
32,500	488	4.29
119,459	502	4.89
9,500	526	5.17
35,500	536	4.86
9,567	554	5.41
40,095	605	5.91
7,148	804	5.73
<b>Total</b>	<b>33,285,661</b>	

### 25. Net debt reconciliation

The following table shows the reconciliation of net cash flow to movements in net debt:

	Borrowings and overdraft <sup>1</sup> £m	Cash £m	Net debt £m	Leases £m	Net debt including lease liabilities £m
<b>Net debt as at 1 January 2024</b>	<b>(326.5)</b>	<b>145.7</b>	<b>(180.8)</b>	<b>(49.0)</b>	<b>(229.8)</b>
Financing cash flows	0.2	27.3	27.5	12.7	40.2
Lease additions	–	–	–	(2.0)	(2.0)
Foreign exchange adjustments	15.0	(4.6)	10.4	1.6	12.0
Interest expense	(25.5)	–	(25.5)	(2.5)	(28.0)
Interest payment	25.5	–	25.5	2.5	28.0
Other	–	–	–	(5.8)	(5.8)
<b>Net debt as at 31 December 2024</b>	<b>(311.3)</b>	<b>168.4</b>	<b>(142.9)</b>	<b>(42.5)</b>	<b>(185.4)</b>
Financing cash flows	0.2	77.7	77.9	13.0	90.9
Lease additions	–	–	–	(2.3)	(2.3)
Foreign exchange adjustments	(16.6)	(5.3)	(21.9)	0.4	(21.5)
Interest expense	(20.3)	–	(20.3)	(2.1)	(22.4)
Interest payment	20.3	–	20.3	2.1	22.4
Other	–	–	–	0.1	0.1
<b>Net debt as at 31 December 2025</b>	<b>(327.7)</b>	<b>240.8</b>	<b>(86.9)</b>	<b>(31.3)</b>	<b>(118.2)</b>

**Note:**

1. This excludes transaction costs of £3.2 million (2024: £3.9 million).

### 26. Related party transactions

Compensation for key management personnel is made up as follows:

	2025 £m	2024 £m
Short-term employee benefits	3.0	4.1
Share-based payments	2.3	2.6
Pension	0.1	0.1
<b>Total</b>	<b>5.4</b>	<b>6.8</b>

Details of compensation for key management personnel are disclosed on page 98.

## Notes to the consolidated financial statements continued

### 26. Related party transactions continued

#### Interest in joint ventures and associates

The Group has both an interest in joint venture with S<sup>4</sup>S Ventures and an interest in associate with Hoorah. During the financial year, there were transactions with S<sup>4</sup>S totalling £0.3 million which were outstanding at 31 December 2025.

On 2 January 2025 the Group (through S<sup>4</sup>Capital 2 Limited) and Alvear Limited became equal shareholders in a joint venture entity, Monkfilms Limited (Monkfilms). The primary commercial objective of Monkfilms is to secure a production and distribution deal with a major media company for a documentary film.

The Group did not have any other related party transactions during the financial year (2024: £nil).

### 27. Contingent liabilities

#### Capital commitments

Capital commitments represents capital expenditure contracted for at the end of the reporting period but not yet incurred at the period end. At 31 December 2025, the Group has no capital commitments outstanding (2024: £nil).

### 28. Events occurring after the reporting period

On the 23 March 2026 the Board proposed to pay a final dividend of 1.1p per share, amounting to £7.4 million, subject to shareowner approval. This will be paid on 10 July 2026 to all shareowners on the register as at 5 June 2026.

Subsequent to the year ended 31 December 2025, the Group has repurchased €25.7 million of its €375 million Term Loan B at a discount, including €1 million remaining to be settled. Following settlement, the remaining €349.3 million is due to mature in August 2028.

## Notes to the consolidated financial statements continued

### 29. Interest in other entities

#### Subsidiaries

The Group's subsidiaries at the end of the reporting period are set out below. Unless otherwise stated, they have share capital consisting solely of Ordinary Shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. S<sup>4</sup>Capital 2 Limited has Ordinary Shares, 4,000 A2 incentive shares, 2,000 options over A1 incentive shares as disclosed in Note 21. S<sup>4</sup>Capital plc directly holds effectively 100% of the ordinary shares in S<sup>4</sup>Capital 2 Limited. S<sup>4</sup>Capital plc indirectly holds effectively 100% of the ordinary shares in the other entities.

Name of entity	Address of the registered office	Place of business/ Country of incorporation	Ownership interest %	Principal activity
S <sup>4</sup> Capital 2 Limited	3rd Floor, 44 Esplanade St Helier, JE4 9WG	Jersey	100	Holding company
S <sup>4</sup> Capital Acquisitions 2 Limited	3rd Floor, 44 Esplanade St Helier, JE4 9WG	Jersey	100	Holding company
S <sup>4</sup> Capital APAC Holdings Limited	3rd Floor, 44 Esplanade St Helier, JE4 9WG	Jersey	100	Holding company
S <sup>4</sup> Capital Australia Holdings Pty Ltd (Previously MediaMonks Australia Holding Pty Ltd)	HWL Ebsworth Lawyers 'Australia Square' Level 14, 264-278 George Street, Sydney, NSW 2000	Australia	100	Holding company
S <sup>4</sup> Capital BRL Finance Limited	12 St. James's Place, London, SW1A 1NX	United Kingdom	100	Financing company
S <sup>4</sup> Capital EMEA Holdings BV	Oude Amersfoortseweg 125, 1212 AA Hilversum	The Netherlands	100	Holding company
S <sup>4</sup> Capital France Holdings SAS	43-47 Avenue de la Grande Armée, 75116 Paris	France	100	Holding company
S <sup>4</sup> Capital Germany Holdings GmbH	Zielstattstraße 40 c/o BDO AG, 81379, München	Germany	100	Holding company
S <sup>4</sup> Capital Holdings Limited	3rd Floor, 44 Esplanade St Helier, JE4 9WG	Jersey	100	Holding company
S <sup>4</sup> Capital INR Finance Limited	3rd Floor, 44 Esplanade St Helier, JE4 9WG	Jersey	100	Financing company
S <sup>4</sup> Capital Investment Pte Ltd	19 Keppel Road, #02-08, Jit Poh Building, Singapore 089058	Singapore	100	Holding company
S <sup>4</sup> Capital Italy Holdings S.r.l.	Viale Abruzzi 94 CAP 20131 Milano	Italy	100	Holding company
S <sup>4</sup> Capital LUX Finance S.à.r.l.	Numéro 20 Rue Eugène Ruppert 2453 Luxembourg	Luxembourg	100	Financing company
S <sup>4</sup> Capital Services Limited	3rd Floor, 44 Esplanade St Helier, JE4 9WG	Jersey	100	Financing company
S <sup>4</sup> Capital South America Holdings Limited	3rd Floor, 44 Esplanade St Helier, JE4 9WG	Jersey	100	Holding company
S <sup>4</sup> Capital UK Holdings Limited	3rd Floor, 44 Esplanade St Helier, JE4 9WG	Jersey	100	Holding company
S <sup>4</sup> Capital US Holdings LLC	251 Little Falls Drive, Wilmington, DE 19808 and 8 The Green, STE B, Dover, DE 19901	United States of America	100	Holding company
4 Mile Analytics Pty Ltd	Unit 501, 2-20 Botany Road, Alexandria NSW 2015.	Australia	100	Marketing Services
Brightblue Consulting Limited	Media.Monks, Bonhill Building, 15 Bonhill Street, London, England, EC2A 4DN	United Kingdom	100	Marketing Services
Brightblue Holdings Limited	Media.Monks, Bonhill Building, 15 Bonhill Street, London, England, EC2A 4DN	United Kingdom	100	Holding company
Cashmere Agency Inc.	8 The Green STE B Dover DE 19901 United States	United States of America	100	Marketing Services
Circus Colombia S.A.S	Calle 95 15-09 Piso 3, Bogotá, D.C Código postal: 110221	Colombia	100	Marketing Services
Circus Marketing DF, S.A.P.I DE C.V	Cto. Interior Mtro. José Vasconcelos No. 105, Hipódromo Cond Mexico	Mexico	100	Marketing Services

## Notes to the consolidated financial statements continued

### 29. Interest in other entities continued

Name of entity	Address of the registered office	Place of business/ Country of incorporation	Ownership interest %	Principal activity
Circus Network Holding, S.A.P.I. DE C.V.	Avenida Amsterdam 271, Interior 203, Colonia Hipodromo, Cuauhtemoc, 06100 Ciudad de Mexico, Mexico	Mexico	100	Holding company
Citrusbyte, LLC (DBA TheoremOne, LLC)	228 East 45th Street, Ste 9E New York, NY 10017-3373 United States	United States of America	100	Technology Services
Conversion Works Limited	Media.Monks, Bonhill Building, 15 Bonhill Street, London, England, EC2A 4DN	United Kingdom	100	Marketing Services
Decoded Advanced Media LLC	8 The Green STE B Dover DE 19901 United States	United States of America	100	Marketing Services
Decoded Advertising LLC	8 The Green STE B Dover DE 19901 United States	United States of America	100	Marketing Services
Destined 4 Pty Ltd	HWL Ebsworth Lawyers, Level 14, 'Australia Square', 264-278 George Street, Sydney Cove NSW 2000	Australia	100	Marketing Services
Digocloud SAS	Calle 95 15-09 Piso 3, Bogotá, D.C Codigo postal: 110221	Colombia	100	Marketing Services
Digodat SA	Tucumán 1, 4th. Floor, City of Buenos Aires C1049AAA	Argentina	100	Marketing Services
Digolab SPA	La Capitanía nro 80, Bloque Of Dpto, 108 Las Condes, Santiago	Chile	100	Marketing Services
Digosoft SRL de CV	Goldsmith 40, ofna 9, Colonia Polanco, Delegación Miguel Hidalgo, Ciudad de México, CP 11550	Mexico	100	Marketing Services
Egypt.Monks for Distribution and Production LLC	Unit No. B-27, Ground Floor Walk of Cairo Project - El-Sheikh Zayed Giza Egypt	Egypt	100	Marketing Services
Firewood Marketing Inc	8 The Green STE B Dover DE 19901 United States	United States of America	100	Marketing Services
Flying Nimbus SAS	Tucumán 1, 4th. Floor, City of Buenos Aires C1049AAA	Argentina	100	Marketing Services
Hilanders (Hong Kong) Limited	Room 303, 3/F, Golden Gate Commercial Building, 136-138 Austin Road, Tsim Sha Tsui, Kowloon, Hong Kong	Hong Kong	100	Marketing Services
Maverick Digital Inc	838 Walker Road, Suite 21-2, Dover, County of Kent, 19904, Delaware.	United States of America	100	Marketing Services
Maverick Digital Services Pvt Ltd	C/o Mr. BHAGWANT SINGH, H 25/30 TH/FLOOR TILAK NAGAR, New Delhi: 110018	India	100	Marketing Services
MediaMonks Canada Holdings Inc.	8 The Green STE B Dover DE 19901 United States	United States of America	100	Holding company
MEDIA.MONKS DUBLIN LIMITED	Block C, Magennis Court, Magennis Place, Dublin, D02 Fk76, Ireland	Ireland	100	Marketing Services
Media.Monks Paris SAS	17 rue Martel – 75010 Paris	France	100	Marketing Services
Media.Monks Taiwan Co. Ltd	27F., No.9, Songgao Rd., Xinyi Dist., Taipei City 110, (R.O.C.)	Taiwan	100	Marketing Services
MediaMonks Arabian Company for Media Production LLC	Bld 8087, Street Handalah Ibn Malik, Al wourud Dist., Riyadh, KSA, Postal code : 12253	Kingdom of Saudi Arabia	100	Marketing Services
MediaMonks Australia Pty Ltd	HWL Ebsworth Lawyers, Level 14, Australia Square, 264-278 George Street, Sydney Cove NSW 2000	Australia	100	Marketing Services
MediaMonks B.V.	Oude Amersfoortseweg 125, 1212 AA Hilversum	The Netherlands	100	Marketing Services

## Notes to the consolidated financial statements continued

### 29. Interest in other entities continued

Name of entity	Address of the registered office	Place of business/ Country of incorporation	Ownership interest %	Principal activity
MediaMonks Buenos Aires SRL	Tucumán 1, 4th Floor, C1049AAA, Buenos Aires	Argentina	100	Marketing Services
MediaMonks Cape Town Pty Ltd	410 The Hills, Buchanan Square, 160 Sir Lowry Road, Woodstock 7925, Cape Town	South Africa	100	Marketing Services
MediaMonks FZ-LLC	Premises 213, Second floor , Building 4 Dubai Media City Dubai United Arab Emirates	United Arab Emirates	100	Marketing Services
MediaMonks Germany GmbH	Münchener Freiheit 2, 80802 München, Bayern, Germany	Germany	100	Marketing Services
MediaMonks Hong Kong Ltd	11/F, Unit B, Winbase Centre, 208 Queen's Road Central Sheung Wang, Hong Kong	Hong Kong	100	Holding company
MediaMonks Inc.	8 The Green STE B Dover DE 19901 United States	United States of America	100	Marketing Services
MediaMonks Information Technology (Shanghai) Co. Ltd.	Room 436, No. 1256, 1258 Wanrong Road, Jing'an District, Shanghai, 200040, China	P.R. China	100	Marketing Services
MediaMonks London Ltd	Media.Monks, Bonhill Building, 15 Bonhill Street, London, England, EC2A 4DN	United Kingdom	100	Marketing Services
MediaMonks Madrid S.L.U	C/ Garcia Paredes No. 17, Interior Madrid 28010, Madrid	Spain	100	Marketing Services
MediaMonks Malaysia Sdn. Bhd.	No. 256B, Jalan Bandar 12, Taman Melawati, Wilayah Persekutuan, Kuala Lumpur, 53100	Malaysia	100	Marketing Services
MediaMonks Mexico City S. de R.L. de C.V.	Cto. Interior Mtro. José Vasconcelos No. 105, Hipódromo Cond Mexico	Mexico	100	Marketing Services
MediaMonks Milan S.R.L.	Milano (mi), Viale Papiniano 44, 20123, Italy	Italy	100	Marketing Services
MediaMonks Multimedia Holding B.V.	Oude Amersfoortseweg 125, 1212 AA Hilversum	The Netherlands	100	Holding company
MediaMonks Poland Spółka Z Ograniczoną Odpowiedzialnością	ul. SZCZYTNICKA, nr 11, lok. miejsc. WROCŁAW, kod 50-382, poczta WROCŁAW	Poland	100	Marketing Services
MediaMonks São Paulo Serviços de Internet para Publicidade Ltda.	Rua Girassol, 106, 2o andar, Vila Madalena, São Paulo, SP, CEP: 05433-000.	Brazil	100	Marketing Services
MediaMonks Seoul LLC	3F, Heung Guk BLDG, 166, Toegye-ro, Jung-gu, Seoul, 04627	Republic of Korea	100	Marketing Services
MediaMonks Services B.V.	Oude Amersfoortseweg 125, 1212 AA Hilversum	The Netherlands	100	Marketing Services
MediaMonks Singapore Pte. Ltd.	9 Raffles Place #26-01, Republic Plaza, Singapore 048619	Singapore	100	Marketing Services
MediaMonks Stockholm AB	c/o BDO Mälardalen AB Att: Skatteavdelningen, Box 6343, 102 35 Stockholm, Sweden	Sweden	100	Marketing Services
MediaMonksTokyo G.K.	1-6-5 Jinnan, Shibuya Ku, Tokyo 150-0041	Japan	100	Marketing Services
MediaMonks Toronto Ulc	Suite 1700, Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8	Canada	100	Marketing Services
Metric Theory LLC	8 The Green STE B Dover DE 19901 United States	United States of America	100	Marketing Services
MightyHive AB	c/o BDO Mälardalen AB Att: Skatteavdelningen Box 6343 10235 Stockholm Sweden	Sweden	100	Marketing Services

## Notes to the consolidated financial statements continued

### 29. Interest in other entities continued

Name of entity	Address of the registered office	Place of business/ Country of incorporation	Ownership interest %	Principal activity
MightyHive AU Pty Ltd	HWL Ebsworth Lawyers, Level 14, Australia Square, 264-278 George Street, Sydney Cove NSW 2000	Australia	100	Marketing Services
MightyHive Brazil Consulting Ltda.	Rua Girassol, 106, 1 andar, Vila Madalena, São Paulo, SP, CEP: 05433-000	Brazil	100	Marketing Services
MightyHive Germany GmbH	Münchner Freiheit 2, 80802 München	Germany	100	Marketing Services
MightyHive Holdings Ltd	Suite 1700, Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8.	Canada	100	Marketing Services
MightyHive Hong Kong Limited	47/F Central Plaza, 18 Harbour Road, Wanchhai, Hong Kong	Hong Kong	100	Marketing Services
MightyHive Inc	8 The Green, STE B, Dover, DE 19901, United States	United States of America	100	Marketing Services
MightyHive India Private Ltd	Office No.5, 1st Floor, Harismruti CHSL, Opp. HDFC Bank, S.V.P Road, Borivali (West), Mumbai, Maharashtra, India: 400092	India	100	Marketing Services
MightyHive Information Technology (Shanghai) Co. Ltd	Room 07-130, Floor 08, No. 3, Lane 26, Qixia Road, China (Shanghai) Pilot Free Trade, Zone (actual floor, 7th floor)	P. R. China	100	Marketing Services
MightyHive K.K.	1-6-5 Jinnan, Shibuya-ku, Tokyo 150-0041, Japan	Japan	100	Marketing Services
MightyHive Korea Co. Ltd	14F, 416 Hangang-daero, Jung-gu, Seoul 14-111, Republic of Korea	Republic of Korea	100	Marketing Services
MightyHive Ltd	15 Bonhill Street, London, EC2A 4DN, United Kingdom	United Kingdom	100	Marketing Services
MightyHive NZ Limited	William Buck (NZ) Ltd, Level 4, Zurich House, 21 Queen Street, Auckland, 1010	New Zealand	100	Marketing Services
MightyHive SG Pte Ltd	50 Raffles Place, #29-01 Singapore Land Tower, Singapore 048623	Singapore	100	Marketing Services
MightyHive S.r.l.	Milano (MI) ViaLe Abruzzi 94 CAP 20131	Italy	100	Marketing Services
M-Monks Digital Media Pvt. Ltd.	Flat No. 402, Paras Pearl, No. 161, Greenglen Layout, Sarjapur Outer Ring Rd, Bellandur, Bangalore: 560037, Karnataka	India	100	Marketing Services
Monks Marketing (Thailand) Co., Ltd	Unit 3001-3014, 30th Floor, 689 Bhiraj Tower at EmQuartier, Soi 35, Sukhumvit Road, Klongtan Nuea Sub-district, Bangkok, Wattana District, 10110, Thailand	Thailand	100	Marketing Services
Progmedia Argentina SAS	Ortiz de Ocampo 3302 Building 1, 1st floor Office No. 7, City of Buenos Aires	Argentina	100	Marketing Services
PT Media Monks Indonesia	Equity Tower Building 35-37th floor, JL. JEND. SUDIRMAN, KAV 52-53, Desa/Kelurahan Senayan, Kec. Kebayoran Baru, Kota Adm. Jakarta Selatan, Provinsi DKI Jakarta, Kode Pos: 12190	Indonesia	100	Marketing Services
Raccoon Publicidade Ltda.	Rua Dona Alexandrina, No. 1366, Vila Monteiro, Gleba I, São Carlos, SP, CEP: 13.560-290	Brazil	100	Marketing Services

## Notes to the consolidated financial statements continued

### 29. Interest in other entities continued

Name of entity	Address of the registered office	Place of business/ Country of incorporation	Ownership interest %	Principal activity
Rocky Publicidade Ltda.	Av. Irene da Silva Venâncio, 199, GP 03A, Bairro Protestantes, Votorantim, SP, CEP: 18111-100	Brazil	100	Marketing Services
Technical Performance Services LLC	228 East 45th Street, Ste 9E New York, NY 10017-3373 United States	United States of America	100	Technology Services
Zemoga SaS	Calle 95 15-09 Piso 4 y 5, Bogotá, D.C. Código postal: 110221	Colombia	100	Technology Services

### Joint Ventures

Name of entity	Address of the registered office	Place of business/ Country of incorporation	Ownership interest %	Principal activity
Monkfilms	5 Technology Park Colindeep Lane, Colindale, London, United Kingdom, NW9 6BX	United Kingdom	50	Marketing Services
S <sup>4</sup> S Ventures General Partner S.À R.L.	412F, Route d'Esch L-1471, Luxembourg	Luxembourg	50	Holding company
S <sup>4</sup> S Ventures General Partner LLC	251 Little Falls Drive, Wilmington, DE 19808	United States of America	50	Holding company



# Company balance sheet

At 31 December 2025

	Notes	2025 £m	2024 £m
<b>Assets</b>			
<b>Non-current assets</b>			
Investment in subsidiary	1	601.3	597.3
Deferred tax asset		0.6	–
Right-of-use assets	2	0.2	0.3
		<b>602.1</b>	<b>597.6</b>
<b>Current assets</b>			
Trade and other receivables	3	1.2	3.3
Cash and cash equivalents	4	–	0.1
		<b>1.2</b>	<b>3.4</b>
<b>Total assets</b>		<b>603.3</b>	<b>601.0</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Lease liabilities	2	(0.2)	(0.2)
		<b>(0.2)</b>	<b>(0.2)</b>
<b>Current liabilities</b>			
Lease liabilities	2	(0.1)	(0.1)
Trade and other payables	5	(30.7)	(20.2)
		<b>(30.8)</b>	<b>(20.3)</b>
<b>Total liabilities</b>		<b>(31.0)</b>	<b>(20.5)</b>
<b>Net assets</b>		<b>572.3</b>	<b>580.5</b>
<b>Equity</b>			
Share capital	6	167.5	154.9
Reserves	6	404.8	425.6
<b>Total equity</b>		<b>572.3</b>	<b>580.5</b>

The Company reported a net loss for the financial year ended 31 December 2025 of £5.9 million (2024: £529.0 million loss). The accompanying notes on pages 169 to 173 form an integral part of the financial statements.

The financial statements on pages 167 to 168 were approved by the Board of Directors on 23 March 2026 and signed on its behalf by


  
**Sir Martin Sorrell**                      **Radhika Radhakrishnan**  
 Executive Chairman                      Group Chief Financial Officer

Company's registered number: 10476913

# Company statement of changes in equity

For the year ended 31 December 2025

	Share capital £m	Share premium £m	Other reserves £m	Retained earnings £m	Total equity £m
<b>Balance at 1 January 2024</b>	<b>145.9</b>	<b>80.4</b>	<b>155.2</b>	<b>723.2</b>	<b>1,104.7</b>
Loss for the year	-	-	-	(529.0)	(529.0)
<b>Total comprehensive loss</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(529.0)</b>	<b>(529.0)</b>
<b>Transactions with owners of the Company</b>					
Business combinations	9.0	84.5	(94.9)	1.8	0.4
Employee share schemes	-	-	0.9	6.0	6.9
Treasury shares	-	-	(2.5)	-	(2.5)
<b>Balance at 31 December 2024</b>	<b>154.9</b>	<b>164.9</b>	<b>58.7</b>	<b>202.0</b>	<b>580.5</b>
Loss for the year	-	-	-	(5.9)	(5.9)
<b>Total comprehensive loss</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(5.9)</b>	<b>(5.9)</b>
<b>Transactions with owners of the Company</b>					
Business combinations	12.6	40.3	(54.1)	1.0	(0.2)
Employee share schemes	-	-	0.7	3.3	4.0
Dividends	-	-	-	(6.1)	(6.1)
<b>Balance at 31 December 2025</b>	<b>167.5</b>	<b>205.2</b>	<b>5.3</b>	<b>194.3</b>	<b>572.3</b>

The accompanying notes on pages 169 to 173 form an integral part of the Company financial statements.

# Notes to the Company financial statements

## A. General

The Company financial statements are part of the 2025 financial statements of S<sup>4</sup>Capital plc. S<sup>4</sup>Capital plc is a public Company, listed on the London Stock Exchange, limited by shares and incorporated and domiciled in the United Kingdom. The Company has its registered office at 12 St James's Place, London, SW1A 1NX, United Kingdom. Under the UK Listing Rules S<sup>4</sup>Capital plc is in the equity shares (transition) category. S<sup>4</sup>Capital plc (the Company) is a holding company for investments active in the digital advertising, marketing and technology services space.

## B. Basis of preparation

The Parent Company balance sheet and related notes have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). The Parent Company financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410).

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- statement of cash flows and related notes;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRSs; and
- disclosures in respect of the compensation of Key Management Personnel.

As the Group consolidated financial statements (presented on pages 124 to 166) include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

IFRS 2 'Share-based Payments' in respect of Group settled share-based payments certain disclosures required by IFRS 13 'Fair Value Measurement' and the disclosures required by IFRS 7 'Financial Instrument Disclosures'.

No individual profit or loss account is prepared as provided by Section 408 of the Companies Act 2006.

## C. UK-adopted international accounting standards

The consolidated financial statements of S<sup>4</sup>Capital plc have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

## D. New and amended standards and interpretations adopted by the Company

In the current year, the Company has applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2025. Further detail can be found in the Group accounts on page 131. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

## E. Basis of accounting

The Company financial statements are prepared under the historical cost convention and on a going concern basis, in accordance with the Companies Act 2006. The following paragraphs describe the main accounting policies, which have been applied consistently.

The ability of the Company to continue as a going concern is contingent on the ongoing viability of the Group. The Group meets its day-to-day working capital requirements through its bank facilities. The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within the level of its current facilities. Having assessed the principal risks and the other matters discussed in connection with the viability statement, the Directors considered it appropriate to adopt the going concern basis of accounting in preparing its consolidated financial statements.

## Estimates and judgments

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

# Notes to the Company financial statements continued

## E. Basis of accounting continued

Actual results could differ from those judgments and estimates. The judgments and estimates that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed overleaf.

### Judgments

#### Impairment of investment in subsidiary

The Company applies judgement in determining whether the carrying value of the Company's investment in subsidiary have any indication of impairment at each reporting period. Both external and internal factors are monitored for indicators of impairment. When performing the impairment review, management's approach is to determine whether the recoverable amount exceeded the carrying amount of the investment in subsidiary.

### Estimates

#### Impairment of investment in subsidiary

The carrying value of the Company's investment in subsidiary have been disclosed in Note 1 and is assessed for indicators of impairment at each reporting period. In testing for impairment, management determines whether recoverable amount exceeds the cost of investment recognised. The recoverable amount is assessed on a value in use basis. The value in use is calculated using a discounted cash flow methodology using financial information related to the subsidiaries including projected cash flows in conjunction with the goodwill impairment analysis performed by the Group, as disclosed in Note 10 of the consolidated financial statements. The Group's value in use calculated for the goodwill impairment has been adjusted downwards for the contractual cash flows relating to debt to arrive at the investment in subsidiary's value in use. These cash flows are then discounted at the Group cost of equity discount rate.

### Material accounting policies

#### Foreign currencies

Profit or loss account items in foreign currencies are translated into GBP at average rates for the relevant accounting periods. Monetary assets and liabilities are translated at exchange rates prevailing at the date of the Company balance sheet. Exchange gains and losses on loans and on short-term foreign currency borrowings and deposits are included within net finance cost. Exchange differences on all other foreign currency transactions are recognised in operating profit.

### Taxation

The current tax payable is based on taxable profit for the year. Taxable profit differs from reported profit because taxable profit excludes items that are either never taxable or tax deductible or items that are taxable or tax deductible in a different period. The Company's current tax assets and liabilities are calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the asset can be utilised. This requires judgments to be made in respect of the availability of future taxable income.

No deferred tax asset or liability is recognised in respect of temporary differences associated with investments in subsidiaries and branches where the Company is able to control the timing of reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

The Company's deferred tax assets and liabilities are calculated using tax rates that are expected to apply in the period when the liability is settled or the asset realised based on tax rates that have been enacted or substantively enacted by the reporting date.

Accruals for tax contingencies require management to make judgments of potential exposures in relation to tax audit issues. Tax benefits are not recognised unless the tax positions will probably be accepted by the authorities. This is based upon management's interpretation of applicable laws and regulations and the expectation of how the tax authority will resolve the matter. Once considered probable of not being accepted, management reviews each material tax benefit and reflects the effect of the uncertainty in determining the related taxable result.

Accruals for tax contingencies are measured using either the most likely amount or the expected value amount depending on which method the Company expect to better predict the resolution of the uncertainty.

### Investments

Fixed asset investments, including investments in subsidiaries, are stated at cost and reviewed for impairment if there are indications that the carrying value may not be recoverable.

# Notes to the Company financial statements continued

## E. Basis of accounting continued

### Share-based payments

The issuance by the Company to employees of its subsidiaries of a grant of awards over the Company's shares, represents additional capital contributions by the Company to its subsidiaries. An additional investment in subsidiaries results in a corresponding increase in shareholders' equity. The additional capital contribution is based on the fair value of the grant issued, allocated over the underlying grant's vesting period, less the market cost of shares charged to subsidiaries in settlement of such share awards.

### Litigation

Through the normal course of business, the Group is involved in legal disputes, the settlement of which may involve cost to the Company. Provision is made where an adverse outcome is probable and associated costs can be estimated reliably. In other cases, appropriate descriptions are included.

### Dividends

In 2025 a dividend of 1.1p per share, amounting to £7.4 million was paid by S<sup>4</sup>Capital plc to its shareowners (2024: £nil).

### Employees

The Company had no employees during either year. Details of Directors' emoluments, which were paid by other Group companies, are set out in the Directors' Remuneration Report on page 98.

## 1. Investment in subsidiary

Investment in subsidiary is stated at cost less, where appropriate, provisions for impairment.

	2025 £m	2024 £m
<b>Balance at the beginning of the year</b>	<b>597.3</b>	<b>1,112.2</b>
Capital contributions	–	0.9
Impairment of investment	–	(522.7)
Share-based payments	4.0	6.9
<b>Balance at the end of the year</b>	<b>601.3</b>	<b>597.3</b>

The Company directly holds 100% ownership in S<sup>4</sup>Capital 2 Limited. The Company indirectly holds effectively 100% of Ordinary Shares of the subsidiaries disclosed in Note 29 of the consolidated financial statements. The investment in subsidiary is assessed to determine if there is any indication that the investment might be impaired.

The recoverable amount is assessed on a value in use basis. The value in use is calculated using a discounted cash flow methodology using financial information related to the subsidiaries including projected cashflows in conjunction with the impairment analysis performed by the Group, as disclosed in Note 10 of the consolidated financial statements. The Group's value in use calculated for the impairment has been adjusted downwards for the contractual cashflows relating to debt to arrive at the investment in subsidiary's value in use and using the Group's discount rate. The resultant value in use exceeds the carrying value of the investment in subsidiary, resulting in headroom of £40.9 million (2024: impairment of £522.7 million).

Sensitivity analysis has been carried out for the value-in-use calculation. Based on this sensitivity analysis, it has been determined that the excess of recoverable amount over the carrying amount could, without further mitigation, be reduced to nil as a result of reasonably possible changes in the key assumptions of net revenue growth and EBITDA margin in the cash flow forecasts.

The range of net revenue growth rates across the three-year forecast period is between -0.4% and 5.0% (2024: between -1.1% and 11.4%), and the range of EBITDA margin across the three-year forecast period is between 15.2% and 20.2% (2024: between 10.1% and 15.2%). The recoverable amount would equal the carrying amount either if net revenue growth range were to be reduced to a range of -0.4% to 4.4% (with costs remaining unchanged) or if EBITDA margin were to be reduced to a range of 14.1% to 19.1% (with net revenue growth remaining unchanged).

The following is a sensitivity analysis for impairment losses recognised in the Company's investment in subsidiary, in the case of changes in the key assumptions. The consequential impacts of the changes in net revenue growth and EBITDA margins on cash flow assumptions including working capital movements and tax charges have been incorporated into the sensitivity analyses set out below, but all other variables are held constant.

	Net revenue growth 30% reduction £m	EBITDA margin 150 bps reduction £m
Impairment charge under sensitivity	66.8	14.2

# Notes to the Company financial statements continued

## 1. Investment in subsidiary continued

In the net revenue growth sensitivity analyses referred to above, no cost mitigation actions are assumed within the forecasts. In the event of a reduction in net revenue growth, the Group has identified cost control measures that could be implemented, such as reduced bonuses, limited recruitment, cost control measures on certain areas of discretionary spend, reviewing the Group's work force and implementing measures to optimise resource allocation, identifying and implementing cost-saving measures across the Group and re-evaluating the Group's product and service offerings to focus on high-margin high-demand areas.

## 2. Leases

	2025 £m	2024 £m
<b>Right-of-use assets<sup>1</sup></b>		
<b>Balance at 1 January</b>	<b>0.3</b>	–
Additions	–	0.4
Depreciation of right-of-use assets	(0.1)	(0.1)
<b>Balance at 31 December</b>	<b>0.2</b>	<b>0.3</b>

	2025 £m	2024 £m
<b>Lease liabilities</b>		
<b>Balance at 1 January</b>	<b>(0.3)</b>	–
Additions	–	(0.4)
Payment of lease liabilities	–	0.1
<b>Balance at 31 December</b>	<b>(0.3)</b>	<b>(0.3)</b>

Non-current lease liabilities	(0.2)	(0.2)
Current lease liabilities	(0.1)	(0.1)
<b>Balance at 31 December</b>	<b>(0.3)</b>	<b>(0.3)</b>

**Note:**

1. The right-of-use assets and lease liabilities relates to an office.

## 3. Trade and other receivables

	2025 £m	2024 £m
Value added tax	0.2	0.2
Amounts owed from subsidiaries	0.4	2.1
Other receivables and prepayments	0.6	1.0
<b>Total</b>	<b>1.2</b>	<b>3.3</b>

The Company has assessed expected credit losses as immaterial on amounts owed from subsidiaries (2024: immaterial).

## 4. Cash and cash equivalents

	2025 £m	2024 £m
Cash and cash equivalents	–	0.1
<b>Total</b>	<b>–</b>	<b>0.1</b>

## 5. Trade and other payables

	2025 £m	2024 £m
Trade payables	(0.3)	(0.1)
Other payables and accruals	(3.0)	(2.4)
Amounts owed to subsidiaries <sup>1</sup>	(27.4)	(17.7)
<b>Total</b>	<b>(30.7)</b>	<b>(20.2)</b>

**Note:**

1. Amounts owed are payable on demand.

## 6. Equity

### A. Share capital

The authorised share capital of S<sup>4</sup>Capital plc contain an unlimited number of Ordinary Shares having a nominal value of £0.25 per Ordinary Share. At the end of the reporting period, the issued and paid-up share capital of the Company consisted of 670,052,897 (2024: 619,636,656) Ordinary Shares having a nominal value of £0.25 per Ordinary Share.

## Notes to the Company financial statements continued

### **7. Related party transactions**

Details of compensation for key management personnel are disclosed on page 98.

During the year the Group invested in Hoorah Digital Proprietary Limited, a South African, minority-owned, digital media business. See Note 14 of the consolidated financial statements.

The Company did not have any other related party transactions during the financial year (2024: £nil).

### **8. Events occurring after the reporting period**

Details of events occurring after the reporting period are disclosed in Note 28 of the consolidated financial statements.

# 6 Additional information



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## Appendix: Alternative Performance Measures

The Group has included various unaudited alternative performance measures (APMs) in its Annual Report and Accounts. The Group includes these non-GAAP measures as it considers these measures to be both useful and necessary to the readers of the Annual Report and Accounts to help them more fully understand the performance and position of the Group. The Group's measures may not be calculated in the same way as similarly titled measures reported by other companies. The APMs should not be viewed in isolation and should be considered as additional supplementary information to the IFRS measures. Full reconciliations have been provided between the APMs and their closest IFRS measures.

The Group has concluded that these APMs are relevant as they represent how the Board assesses the performance of the Group and they are also closely aligned with how shareowners value the business. They provide like-for-like, year-on-year comparisons and are closely correlated with the cash inflows from operations and working capital position of the Group. They are used by the Group for internal performance analysis and the presentation of these measures facilitates comparison with other industry peers as they adjust for non-recurring factors which may materially affect IFRS measures. Adjusting items for the Group include amortisation of acquired intangibles, acquisition related expenses, share-based payments, employment-related acquisition costs and restructuring costs. Whilst adjusted measures exclude amortisation of intangibles, acquisition costs and restructuring costs they do include the revenue from acquisitions and the benefits of the restructuring programmes and therefore should not be considered a complete picture of the Group's financial performance, that is provided by the IFRS measures.

The adjusted measures are also used in the calculation of the adjusted earnings per share and banking covenants as per our agreements with our lenders.

As there have been no acquisitions in the current or prior year, pro-forma has been removed as an alternative performance measure, as there are no impact from the acquisitions.

APM	Closest IFRS measure	Adjustments to reconcile to IFRS measure	Reason for use
<b>Consolidated statement of profit or loss</b>			
Controlled billings	Revenue	Includes media spend contracted directly by clients with media providers and pass-through costs (see reconciliation A1 on page 176).	It is an important measure to help understand the scale of the activities that the Group has managed on behalf of its clients, in addition to the activities that are directly invoiced by the Group.
Billings	Revenue	Includes pass through costs (see reconciliation A1 on page 176).	It is an important measure to understand the activities that are directly invoiced by the Group to its clients.
Net revenue	Revenue	Excludes direct costs (see reconciliation A2 on page 176).	This is more closely aligned to the fees the Group earns for its services provided to the clients. This is a key metric used in business when looking at the Practice performance.
Operational EBITDA	Operating profit	Excludes acquisition related expenses, non-recurring items (primarily acquisition payments tied to continued employment, amortisation of business combination intangible assets and restructuring and other one-off expenses) and recurring share-based payments, and includes right-of-use asset depreciation (see reconciliation A3 on page 177).	Operational EBITDA is operating profit before the impact of adjusting items, amortisation of intangible assets and PPE depreciation. The Group considers this to be an important measure of Group performance and is consistent with how the Group is assessed by the Board and investment community.
Like-for-like	Revenue and operating profit	Is the prior year comparative, in this case 2024, restated to include acquired businesses for the same months as 2025, and restated using same FX rates as used in 2025 (see reconciliations A4 on page 177).	Like-for-like is an important measure used by the Board and investors when looking at Group performance. It provides a comparison that reflects the impact of acquisitions and changes in FX rates during the period.

## Appendix: Alternative Performance Measures continued

APM	Closest IFRS measure	Adjustments to reconcile to IFRS measure	Reason for use
Adjusted basic earnings per share	Basic earnings per share	Excludes amortisation of intangible assets, acquisition related costs, share-based payments and restructuring and other one-off expenses (see reconciliation A5 on page 178)	Adjusted basic earnings per share is used by management to understand the earnings per share of the Group after removing non-recurring items and those linked to combinations.
Adjusted profit for the year	(Loss)/profit for the year	Excludes amortisation of intangible assets, acquisition related expenses, share-based payments and restructuring and other one-off expenses (see reconciliation A5 on page 178)	Adjusted profit for the year is used by management to understand the profit for the Group after removing non-recurring items and those linked to combinations.
<b>Consolidated balance sheet</b>			
Net debt	Cash and loans and borrowings	Net debt is cash less gross bank loans (excluding transaction costs and lease liabilities). This is a measure used by management and in calculations for bank covenants (see reconciliation A6 on page 179)	Net debt is a commonly used metric to identify the debt obligations of the Group after utilising cash in bank.
<b>Consolidated statement of cash flows</b>			
Free cash flow	Net cash inflow/ (outflow) from operating activities	Cash flow from operating activities adjusted for purchase of intangibles and property, plant and equipment, lease liabilities, interest and facility fees paid, security deposits and employment linked contingent consideration paid (see reconciliation A7 on page 179)	Free cash flow is a commonly used metric used to identify the amount of cash at the disposal of the Group.

	2025 £m	2024 £m
<b>Billings and controlled billings (A1)</b>		
<b>Revenue</b>	<b>754.8</b>	<b>848.2</b>
Pass-through expenses	1,158.1	1,114.8
<b>Billings<sup>1</sup></b>	<b>1,912.9</b>	<b>1,963.0</b>
Third party billings direct to clients	3,064.5	3,254.6
<b>Controlled billings<sup>2</sup></b>	<b>4,977.4</b>	<b>5,217.6</b>

	2025 £m	2024 £m
<b>Net revenue (A2)</b>		
<b>Revenue</b>	<b>754.8</b>	<b>848.2</b>
Direct costs	(81.8)	(93.6)
<b>Net Revenue</b>	<b>673.0</b>	<b>754.6</b>

**Notes:**

1. Billings are gross billings to clients including pass-through expenses.
2. Controlled billings are billings we influenced.

## Appendix: Alternative Performance Measures continued

	2025 £m	2024 £m
<b>Reconciliation to operational EBITDA (A3)</b>		
<b>Operating profit/(loss)</b>	<b>2.7</b>	<b>(302.8)</b>
Amortisation	49.4	44.3
Impairment of intangible assets	–	301.2
Acquisition expenses	(1.1)	(1.3)
Share-based payments	4.0	6.5
Restructuring and other one-off expenses <sup>1</sup>	19.0	30.4
Depreciation of property, plant and equipment	6.7	9.5
Loss on disposal of property, plant and equipment	0.5	–
<b>Operational EBITDA</b>	<b>81.2</b>	<b>87.8</b>

**Note:**

1. Restructuring and other one-off expenses relate to restructuring costs of £17.0 million (2024: £18.8 million), transformation costs of £4.1 million (2024: £4.2 million), impairment of property, plant and equipment of £0.9 million (2024: £nil), reversal of impairment of right-of-use assets of £2.0 million (2024: £5.3 million impairment), onerous lease provisions of £1.0 million (2024: £2.1 million), and by £nil due to the significant devaluation of the Argentinian Peso (2024: £nil).

### Like-for-Like (A4)

	Marketing Services <sup>1</sup> £m	Technology Services £m	Total £m
Like-for-like revenue Year ended 31 December 2024			
<b>Revenue</b>	<b>761.7</b>	<b>86.5</b>	<b>848.2</b>
Impact of foreign exchange	(19.2)	(2.4)	(21.6)
<b>Like-for-like revenue<sup>1</sup></b>	<b>742.5</b>	<b>84.1</b>	<b>826.6</b>
% like-for-like revenue change	(6.3%)	(29.8%)	(8.7%)

**Notes:**

1. Like-for-like is a non-GAAP measure and relates to 2024 being restated to show the audited numbers for the previous year of the existing and acquired businesses consolidated for the same months as in 2025, applying currency rates as used in 2025.
2. Comparative information for the prior year has been represented to reflect the Group's revised segment structure.

	Marketing Services <sup>1</sup> £m	Technology Services £m	Total £m
Like-for-like net revenue Year ended 31 December 2024			
<b>Net revenue</b>	<b>667.9</b>	<b>86.7</b>	<b>754.6</b>
Impact of foreign exchange	(17.2)	(2.5)	(19.7)
<b>Like-for-like net revenue<sup>1</sup></b>	<b>650.7</b>	<b>84.2</b>	<b>734.9</b>
% like-for-like net revenue change	(5.6%)	(29.9%)	(8.4%)

**Notes:**

1. Like-for-like is a non-GAAP measure and relates to 2024 being restated to show the audited numbers for the previous year of the existing and acquired businesses consolidated for the same months as in 2025, applying currency rates as used in 2025.
2. Comparative information for the prior year has been represented to reflect the Group's revised segment structure.

	Total £m
Like-for-like operational EBITDA Year ended 31 December 2024	
<b>Operational EBITDA</b>	<b>87.8</b>
Impact of acquisitions	–
Impact of foreign exchange	(3.9)
<b>Like-for-like operational EBITDA<sup>1</sup></b>	<b>83.9</b>
% like-for-like operational EBITDA change	(3.2%)

**Note:**

1. Like-for-like is a non-GAAP measure and relates to 2024 being restated to show the audited numbers for the previous year of the existing and acquired businesses consolidated for the same months as in 2025, applying currency rates as used in 2025.

## Appendix: Alternative Performance Measures continued

### Adjusted basic earnings per share (A5)

	Reported £m	Amortisation <sup>1</sup> £m	Impairment £m	Acquisition expenses <sup>2</sup> £m	Share-based payments £m	Restructuring and other one-off expenses <sup>3</sup> £m	Adjusted £m
<b>Year ending 31 December 2025</b>							
<b>Operating profit/(loss)</b>	<b>2.7</b>	<b>49.4</b>	<b>-</b>	<b>(1.1)</b>	<b>4.0</b>	<b>19.0</b>	<b>74.0</b>
Net finance costs	(25.7)	-	-	-	-	-	(25.7)
Gain on the net monetary position	(0.8)	-	-	-	-	-	(0.8)
<b>(Loss)/profit before income tax</b>	<b>(23.8)</b>	<b>49.4</b>	<b>-</b>	<b>(1.1)</b>	<b>4.0</b>	<b>19.0</b>	<b>47.5</b>
Income tax expense/(credit)	(1.0)	(11.4)	-	-	3.4	(4.9)	(13.9)
<b>(Loss)/profit for the year</b>	<b>(24.8)</b>	<b>38.0</b>	<b>-</b>	<b>(1.1)</b>	<b>7.4</b>	<b>14.1</b>	<b>33.6</b>

**Notes:**

- Amortisation relates to the intangible assets recognised as a result of the acquisitions (see Note 6).
- Acquisition expenses relate to acquisition related advisory fees of £1.3 million, contingent consideration as remuneration of £0.7 million and remeasurement gain on contingent considerations of £1.7 million.
- Restructuring and other one-off expenses relate to restructuring costs of £17.0 million, transformation costs of £4.1 million, impairment of property, plant and equipment of £0.9 million, reversal of impairment of right-of-use assets of £2.0 million and onerous lease provision reversal of £1.0 million.

	Reported £m	Amortisation and impairment <sup>1</sup> £m	Impairment of Intangibles £m	Acquisition expenses <sup>2</sup> £m	Share-based payments £m	Restructuring and other one-off expenses <sup>3</sup> £m	Adjusted £m
<b>Year ending 31 December 2024</b>							
<b>Operating (loss) / profit</b>	<b>(302.8)</b>	<b>44.3</b>	<b>301.2</b>	<b>(1.3)</b>	<b>6.5</b>	<b>30.4</b>	<b>78.3</b>
Net finance expenses	(26.4)	-	-	-	-	-	(26.4)
Loss on net monetary position	(1.7)	-	-	-	-	-	(1.7)
<b>(Loss)/profit before income tax</b>	<b>(330.9)</b>	<b>44.3</b>	<b>301.2</b>	<b>(1.3)</b>	<b>6.5</b>	<b>30.4</b>	<b>50.2</b>
Income tax credit/(expense)	24.0	(12.0)	(20.8)	-	(0.8)	(5.9)	(15.5)
<b>(Loss)/profit for the year</b>	<b>(306.9)</b>	<b>32.3</b>	<b>280.4</b>	<b>(1.3)</b>	<b>5.7</b>	<b>24.5</b>	<b>34.7</b>

**Notes:**

- Amortisation relates to the intangible assets recognised as a result of the acquisitions (see Note 6).
- Acquisition expenses relate to acquisition related advisory fees of £1.0 million, contingent consideration as remuneration of £0.7 million and remeasurement gain on contingent considerations of £3.0 million.
- Restructuring and other one-off expenses relate to restructuring costs of £18.8 million, transformation costs of £4.2 million, impairment of right-of-use assets of £5.3 million and onerous lease provisions of £2.1 million.

## Appendix: Alternative Performance Measures continued

### Adjusted basic earnings per share (A5) continued

<u>Adjusted basic result per share</u>	<u>2025</u>	<u>2024</u>
Adjusted profit attributable to owners of the Company (£m)	<b>33.6</b>	34.7
Weighted average number of Ordinary Shares for the purpose of basic EPS (shares)	<b>674,818,805</b>	671,956,509
Adjusted basic earnings per share (pence)	<b>5.0</b>	5.2

### Net debt (A6)

<u>Net debt</u>	<u>2025</u>	<u>2024</u>
	<u>£m</u>	<u>£m</u>
Cash and bank	<b>240.8</b>	168.4
Loans and borrowings <sup>1</sup>	<b>(327.7)</b>	(311.3)
<b>Net debt</b>	<b>(86.9)</b>	<b>(142.9)</b>
Lease liabilities	<b>(31.3)</b>	(42.5)
<b>Net debt including lease liabilities</b>	<b>(118.2)</b>	<b>(185.4)</b>

#### Note:

1. Excludes transaction costs of £3.2 million (2024: £3.9 million).

### Free cash flow (A7)

<u>Free cash flow</u>	<u>2025</u>	<u>2024</u>
	<u>£m</u>	<u>£m</u>
<b>Net cash inflow from operating activities</b>	<b>124.1</b>	<b>84.1</b>
Employment linked contingent consideration paid	<b>0.1</b>	2.9
Interest and facility fees paid	<b>(23.6)</b>	(29.1)
Interest received	<b>2.2</b>	2.1
Purchase of intangible assets	<b>(2.4)</b>	(4.2)
Purchase of property, plant and equipment	<b>(2.3)</b>	(4.0)
Amounts withdrawn (paid into)/withdrawn from security deposits	<b>(0.3)</b>	0.5
Principal element of lease payments	<b>(13.0)</b>	(12.7)
Other non-cash items	<b>1.7</b>	(1.8)
<b>Free cash flow</b>	<b>86.5</b>	<b>37.8</b>

## Shareowner information

### Advisers and registrars

<b>Principal bankers</b>	HSBC Bank Plc
<b>Joint brokers</b>	Dowgate Capital Limited Morgan Stanley & Co Jefferies International Limited
<b>Independent auditors</b>	PricewaterhouseCoopers LLP
<b>Solicitor</b>	Travers Smith LLP
<b>Communications adviser</b>	Kate Richling
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in association with Monks www.monks.com.

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