



# ANNUAL REPORT AND ACCOUNTS 2025

**“ It is our team’s combined wealth of knowledge, understanding and experience that really sets Diales apart from its peers in the eyes of our clients ”**

**Nicholas Stagg**  
Non-Executive Chair

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# Highlights

For the year ended 30 September 2025

## £43.0m

Revenue from continuing operations |  
(2024: £43.0m)

## £11.6m

Gross profit from continuing operations | **+6%**  
(2024: £11.0m)

## £1.4m

Underlying\* profit from continuing operations before tax | **+17%**  
(2024: £1.2m)

## £0.9m

Profit for the year from continuing operations | **+125%**  
(2024: £0.4m)

## 2.0p

Underlying\* basic earnings per share | **+43%**  
(2024: £1.4p)

## 1.7p

Basic earnings per share from continuing operations | **+113%**  
(2024: 0.8p)

## 27%

Gross margin | **+0.6%**  
(2024: 25.6%)

## 1.3p

Basic earnings per share | **+208%**  
(2024: Loss 1.2p)

## 71.6%

Utilisation\*\*\* | **-1%**  
(2024: 72.6%)

- The Group recorded a 17% increase to £1.4m in underlying\* operating profit (2024: £1.2m)
- Revenue from continuing operations stable at £43.0m (2024: £43.0m)
- Gross profit margin increased by 0.6% to 27.0% (2024: 25.6%), a £0.6m increase to £11.6m (2024: £11.0m)
- Profit for the year from continuing operations increased by 125% to £0.9m (2024: £0.4m)
- There was a decrease in net cash year on year to £3.0m (2024: £4.3m), after funding dividend payments of £0.8m (2024: £0.8m), tax payments of £0.8m (2024: £0.4m), share buybacks of £0.2m (2024: £0.1m) and capital expenditure of £0.2m (2024: £0.1m)
- Dividend maintained in the year at 1.5p (2024: 1.5p)
- Utilisation\*\*\* decreased slightly to 71.6% (2024: 72.6%)
- Basic earnings per share from continuing operations increased 113% to 1.7p (2024: 0.8p)
- Basic earnings per share increased by 208.3% to 1.3p (2024: loss 1.2p)

\* Underlying figures are stated before the share-based payment costs and non-recurring costs

\*\* Net cash consists of cash and cash equivalents and bank loans

\*\*\* Utilisation % is calculated by dividing the total hours billed by the total working hours available for chargeable staff

# Chair's statement

Nicholas Stagg  
Non-Executive Chair  
8 December 2025



## Overview

I am delighted to report in this, my first statement since joining Diales Group Plc as your Chair in September, that FY25 has been a year of significant achievement and one in which further accretive value has been generated for our shareholders. The efficient management of the Group's global business, together with the reorganisation of some of the overseas offices builds on and reflects a continuing, cumulative and well-executed integrated transformation strategy which is now half-way through its four-year life. This continues to deliver valuable efficiency gains for the business, an improved offering to our clients and a more competitive market position. The transformation strategy was initiated under my predecessor, Shaun Smith, whom I should like to take this opportunity to thank for his extremely valuable contribution to the Group and to wish him well for the future.

The year has seen the delivery of considerably improved underlying profitability and further enhancements in the way in which we manage our business and deliver accountability, outcome and value to our clients. As the Group enters FY26, it can do so confident that it is now able to focus with greater clarity and conviction on making the next two years about strong and sustainable delivery for our shareholders and I look forward, therefore, to assisting the fulfilment of this strategically important mission for our business.

Despite the headwinds in the global economy that we have previously noted, we are beginning to see welcome early signs of a return to more normalised trading conditions in some of our key markets. The stated and expected investments of leading economies in infrastructure and energy, together with several unresolved issues arising from the US Federal Administration's introduction of new bilateral tariff arrangements at the start of H2 FY25, are all likely to contribute to the Group's future pipeline of work. Taken together with a more encouraging medium-term forecast for Eurozone performance, I believe we



can begin to feel more confident about future levels of demand for the Group's services in FY26. In everything we do, we will focus on improving margin and profitability within the Group and I look forward to supporting our CEO and CFO as they work through the next stage of the transformation strategy and return further value to our shareholders in FY26.

## Trading Performance

It is now two years since the Group returned to profitable trading from continued operations. Last year the Board reported a notable increase in profitability, and I am delighted to say that, thanks to the active management of the business over the course of FY25, the FY25 results show a further improvement in our trading performance. The Group's underlying operating profit in FY25 has improved to 1.4m, compared to £1.2m last year, which is the clearest possible evidence that the transformation strategy is really starting to deliver for the business and its shareholders. This improved profitability also reflects the importance that the Group rightly attaches to the key performance indicator of staff retention, as well as to the recruitment of the very best talent available in the markets in which we compete.

The Middle East has made a noteworthy contribution to the business's performance, reflecting strong regional leadership, a tireless focus on building the business, the hub and spoke model that we introduced under the transformation strategy, and the benefits that have flowed from all of this.

We have ended FY25 with a robust cash position of £3m, which represents a marked improvement on the position at the end of H1 FY25 (£2.4m). I consider this encouraging and a good foundation from which to begin FY26.

## Strategy

FY25 has, as the CEO's Review explains in greater depth, seen significant investment in upgrading the

Group's technological capabilities; these will bring real benefits to our clients, staff and shareholders in the short and medium term. Fully integrated during FY25, our staff now have access to live dashboards providing reporting data about the business and its performance which enables and empowers management to ensure the deployment of resourcing in a way that is efficient, timely and appropriate for our clients, and returns growing value to our shareholders.

In FY26, the Group will invest further time and effort into margin improvement in all areas of the Group. We need to ensure that the business is match fit for the challenges that lie ahead and to deliver increasing returns for shareholders over the medium term.

### Governance

We continue to adhere to the highest standards of governance both in the UK and in the territories and jurisdictions in which the Group conducts its business. The Group follows the Quoted Companies Alliance "Corporate Governance Guidelines for Smaller Quoted Companies" (the QCA Code) and its ten principles. In this year's annual report, we report against the 2023 version of the QCA Code for the first time.

### People

Since joining the Board of Diales Group Plc, I have already had the enormous pleasure of meeting members of the business's global management team and some of its experts, all of whom contribute so vitally to ensuring our clients' needs are properly and professionally served.

It is our team's combined wealth of knowledge, understanding and experience that really sets Diales apart from its peers in the eyes of our clients and prospects and whose expertise and capability is a hallmark of the Group's professional and forward-facing global culture. In the coming period I look forward to meeting many more of our team around the world and hearing their ideas about how we may serve our clients better. I would like to take this opportunity to thank all our staff for their hard work and dedication during FY25 which have contributed so meaningfully to the Results we are reporting today and is, in turn, a real tribute to them.

A key management action is the recruitment of the best hires in the markets in which we compete for business; this is just as important for the Group as retention of highly capable and effective staff. As we continue to grow and strengthen our teams around the world, we will also focus on ensuring we bring on board some exceptional hires where we believe there is a specific market need and a good fit with our existing team. This kind of approach represents the right outcome for all our stakeholders.

I would like to thank our CEO, Mark Wheeler, a key work winner, whose own professional experience as

an expert witness makes him exceptionally well qualified to lead our business with insight, understanding and empathy, and our CFO, Charlotte Parsons, whose tireless focus on financial forecasting and monitoring has played a key role in driving our performance. Together, Mark and Charlotte have delivered an accomplished performance for the business, our clients, and our shareholders. I look forward to working closely with both of them in FY26 as we move the business forward.

In October 2025, our Non-Executive Director of the Group, Elizabeth Filkin, announced her intention to retire by the end of the calendar year. I should like to extend my thanks to Elizabeth for her service to the Group over the last 6 years. In November 2025, we welcomed on board Jane Dumeresque as a new Non-Executive Director. Jane brings to the Group extensive relevant experience from a successful career in leadership and non-executive director roles in the financial services sector, and we look forward to working with her.

In FY25, I am pleased to report that the Group has turned a corner. It is now delivering sustainable levels of profitability based on the sure foundations that come with a global platform of experts who are themselves equipped with metrics and tools that enable the business to manage its own arrangements in an efficient and agile manner. The competitive requirements of our time demand no less and, with a focus on margin improvement and growth, I believe we can now with confidence look forward to a period of sustainable growth for the Group and, in turn, the creation of enhanced value for our shareholders.

***“The year has seen the delivery of considerably improved underlying profitability and further enhancements in the way in which we manage our business and deliver accountability, outcome and value to our clients.”***

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# About us

**Diales is a multi-disciplinary consultancy which provides specialist commercial management, planning, programming and scheduling, project management, dispute resolution and expert witness services, to the global construction and engineering industries.**

The quality and experience of our people is fundamental to our success. Whether your requirement is for initial commercial and programming support, technical advice, dedicated training at the outset of a project, dispute management, or testifying expert witness services, our skilled and experienced team can assist.

We have experience across the breadth of the construction and engineering industry, including building, highways, structures, utilities, renewable energy, power, process and nuclear, and transportation.

Our experience combined with our in-house IT expertise allows us to work remotely and handle large volumes of data. Our business is Cyber Essentials Plus certified, which is the highest level of the government-backed Cyber Essentials scheme. This accreditation includes an independent, hands-on technical assessment of our cyber security practices. It demonstrates that we not only have the essential protections in place but that these controls have been independently tested and verified. Our commitment to achieving Cyber Essentials Plus gives clients added assurance that their data is safeguarded to a high standard.

We create innovative and flexible solutions for our clients at every opportunity, with our company values of innovation, integrity and transparency at the core of what we do. We look forward to having the opportunity to work with you.

## Global expertise, delivered locally



## Our Company Values



People



Independence



Quality



Integrity



Innovation



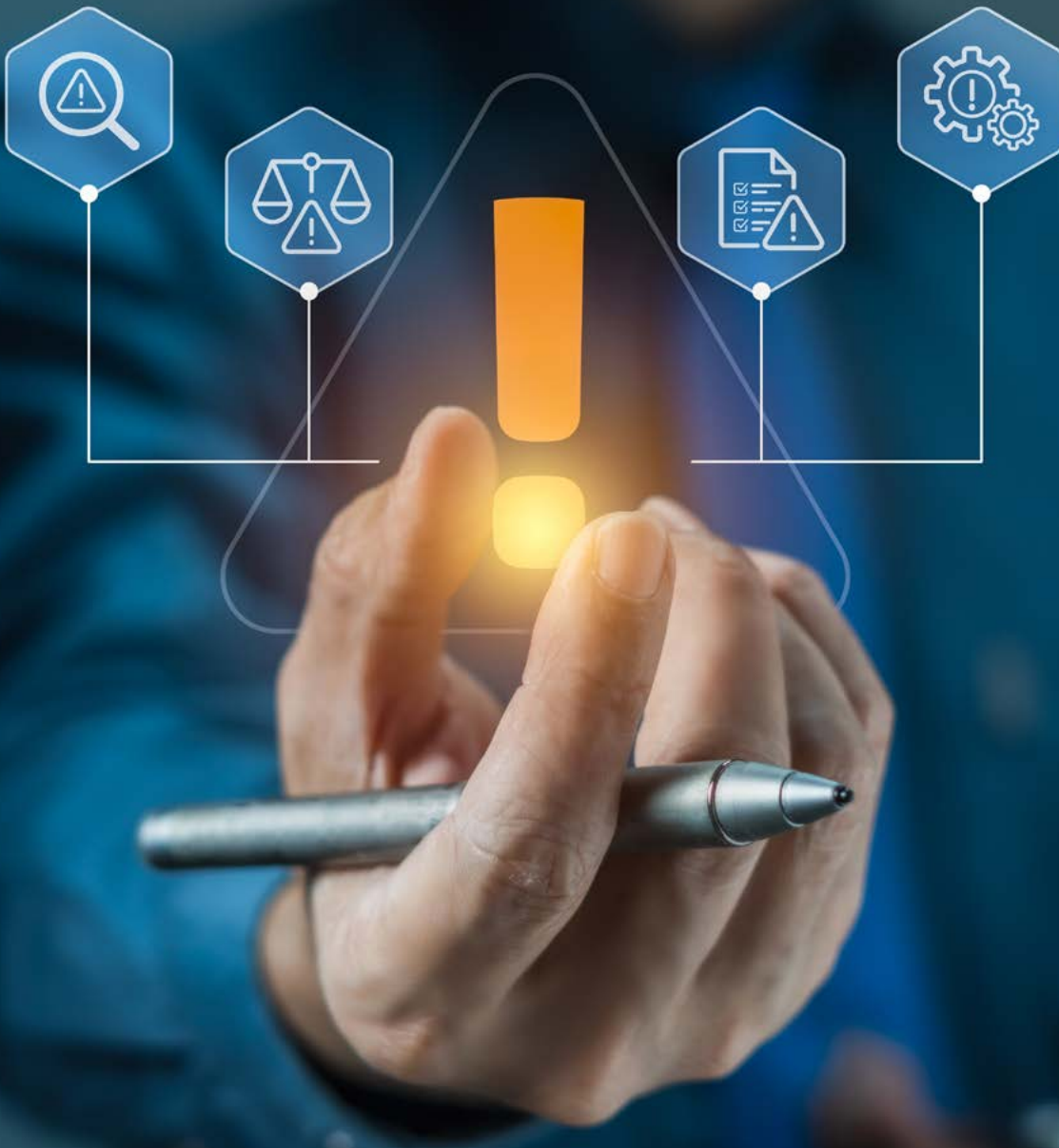
Transparency

## Our Approach

All assignments are managed by a director who remains personally responsible until its conclusion.

The director will regularly evaluate the client's requirements to ensure that the most appropriate members of the Group's multi-disciplinary team are engaged on the assignment and that, where necessary, they are successfully integrating into the client's team.

This approach consistently ensures that we add value to our clients.



# Expert services

**We have been providing expert services for over four decades.**

Diales experts offer uncompromised expertise to the legal profession in adjudication, arbitration, litigation and all forms of alternative dispute resolution, including mediation, independent evaluation and dispute avoidance boards. Our expert team also includes accredited Adjudicators, Arbitrators and Mediators.

Working across all areas of the construction and engineering industries, our experts provide experienced opinion in the fields of quantum, delay, project management, construction management and technical, including architecture, civil and structural engineering, mechanical and electrical engineering, and power and environmental engineering.

Depending on the nature of the dispute, we are able to provide a multi-disciplined team of experts, with broad experience, offering a complete expert service with the benefit of collaboration and enhanced understanding of the issues between the instructed experts.

Our experts have access to a global network of offices, with a support team which collectively speaks over 25 languages.

Our Experts and their assistants are well versed in their obligations to the tribunal, and are committed to providing the best service possible in the timeframe and budget available. They are experienced in working closely with clients and their legal teams, delivering robust and reasoned opinion, whatever the choice of dispute resolution forum.



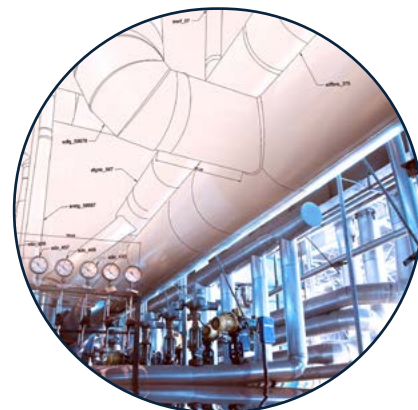
## Quantum

**Quantum experts are key in developing independent, soundly reasoned and evidenced reports that are essential in delivering a clear, comprehensive and coherent assessment of costs on matters in dispute.**

Our quantum experts include Chartered Quantity Surveyors with many years of live project experience, who are able to quickly cut through extensive and detailed cost data to understand the basis, merits and value of a claim, whether under NEC, JCT, FIDIC, EPC or other forms of bespoke contracts. They provide independent opinion on the assessment of quantum claims, whether through the preparation of reasoned and evidenced reports for use in tribunals or court, or through oral testimony.

**Their expertise includes matters such as:**

- The value of measured works completed under a contract or subcontract.
- The valuation of variations, compensation events and change.
- The quantification of delay and/or disruption.
- The value and basis of contra charges and counterclaims.
- The assessment of claims for overheads and profit.
- Additional costs, loss and expense or damages.
- Costs associated with the rectification of defects and/or remedial schemes.





## Project Management

**Efficient project management stems from two essential qualities: communication and organisation. The role of the project manager is to deliver projects through the effective management of all stages of the project lifecycle, including briefing, design, cost, programme, procurement and construction processes.**

Our project management experts have extensive experience in the management of projects, and the standards of practice and services required to be delivered by contract administrators, project managers and engineers.

**Our work involves the review of contract and project documents, as well as the review of the performance of project management processes, from feasibility studies through to handover, including understanding and commenting on:**

- Industry standards for project management services and the scope of services under specific agreements, and the adequacy of the service provided against those benchmarks.
- Obligations to warn and advise clients of potential issues arising on the project, and the identification of any failures to do so.
- Reasonable levels of payment for the amount and quality of project management provided.
- The assessment of the consequences of a failure to deliver an adequate service.

## Delay

**Our delay experts all come from a practical background in the construction and engineering industry, which means their forensic analysis is based on solid knowledge, and ensures they provide credible evidence during testimony. They are instructed on high profile domestic and international disputes, and are familiar with industry standards and protocols.**

Our experts demystify the delay analysis process by presenting their findings in a robust and understandable manner. We use the most appropriate method of analysis, depending on the unique circumstances of each appointment, its jurisdiction, and whether a retrospective or prospective approach is required.

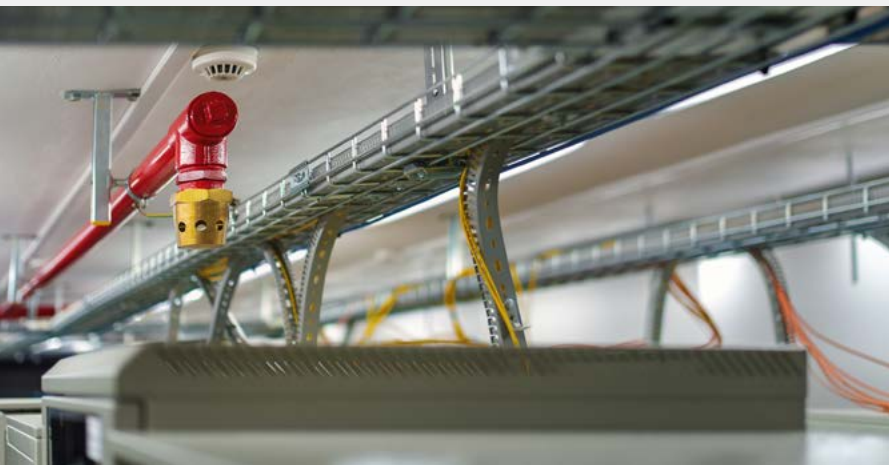
**For live projects where a prospective approach is most appropriate, methodologies include:**

- Time Impact Analysis
- Time Slice Windows Analysis (prospective critical path and prospective delay events)

**For completed projects where a retrospective approach is the most appropriate, methodologies include:**

- Time Slice Windows Analysis (prospective critical path and as-built delay events)
- As-Planned v As-Built Windows Analysis
- Retrospective Longest Path Analysis
- Collapsed As-Built

Our experts will determine either the contemporaneous or the as-built critical path(s) through a project, identifying the individual delay events and their effect upon planned completion, the events which cause disruption, float, the occurrence of concurrent delay events, and the effect of acceleration and mitigation measures. They ensure the delivery of concise reports that distil the complex field of delay analysis into coherent and unambiguous written submissions and oral testimony, robust enough to withstand challenge.



## Building Fire Safety

**Our Building Fire Safety Service (Fire Safety) brings together a dedicated team of specialists committed to ensuring that buildings are safe, resilient, and fully compliant.**

With over 30 years' experience, they can provide clear guidance across all aspects of fire and structural safety, supporting clients through every stage of the safety and due-diligence and recovery process, especially for buildings identified as unsafe.

Our team includes highly experienced fire engineers with extensive knowledge of materials, building systems, fire-strategy design, fire-fighting requirements, and the complexities of building regulations.

Working collaboratively with our other in-house technical capabilities and expertise in architecture, structural engineering, and MEP, we can combine our technical expertise to deliver a unique, integrated, and trusted Building Safety service offering for our clients.

## Technical

**Disputes often include complex technical issues, and instructing an appropriately qualified and experienced technical expert is essential. This includes the cause and impact of technical matters within an often elaborate matrix of fact and opinion.**

Our technical experts are able to provide clear and concise opinion on issues relating to all stages of the project lifecycle, from design, workmanship and construction through to post-handover maintenance.

**Our areas of technical expertise include:**

- Architecture
- Civil Engineering
- Structural Engineering
- Mechanical and Electrical Engineering
- Power and Environmental Engineering

Our technical experts are complemented by a wider team of technical and non-technical assistants which can be coordinated and scaled to suit the requirements of the instruction. This enables reports to be efficiently produced and accessible for a non-technical audience.



## Construction Management

**With the use of Construction Management (“CM”) and Engineering, Procurement and Construction Management (“EPCM”) contracts increasing globally, along with the introduction of new standard forms of contract, our construction management skills are highly sought after.**

Diales’ construction management experts have first-hand experience of delivering complex construction management projects, and understand the subtle differences in approach that are required to successfully deliver projects procured using CM/EPCM contracts.

We are frequently instructed to assess the performance of construction managers and EPCM contractors to identify if their performance met the required standards.

### **Issues we are typically instructed to opine on include:**

- Cost overruns on projects where the procurement approach recommended by the construction manager was inconsistent with the project strategy.
- Time overruns on projects where the poor coordination and management of the trade contractors resulted in a delay to operation.
- Defect claims where the requisite quality management systems were not properly implemented and maintained during the currency of the project, resulting in operational shutdowns for remediation of the defects.



# Advisory services

**We have decades of experience in assisting our clients to manage the commercial, contractual and programme challenges which inevitably occur on construction and engineering projects**



**Our team's practical, hands-on knowledge is invaluable in helping our clients to proactively identify and manage issues before they crystallise into formal disputes, and to prepare and defend claims when they arise.**

Whether the requirement is for commercial support in understanding and managing contractual risks, preparing internal position papers, identifying critical programme delay and the cause and effect of that delay, or reviewing and defending, or preparing a claim for an extension of time and/or additional cost, we are able to assist.

We work closely with our clients' teams at all times to provide the level of support required, utilising crucial in-house knowledge and experience to provide a tailored solution based on the unique circumstances in question. Our services include:

- Strategic commercial improvement and contract management assistance
- Planning and programming support
- Technical expertise
- Dispute avoidance and dispute resolution services
- Training, seminars, and workshops



## Strategic Commercial Improvement and Contract Management Assistance

Having a clear contractual and commercial strategy for managing the contract, the works and the associated risks is essential to the successful delivery of a project. Diales are experts in this field - identifying, influencing and managing the delivery of the appropriate contractual obligations and processes is part of our core skill set.

### Our services include:

- Pre-contract reviews to identify and manage risk allocation, and contract review and team workshop sessions.
- Ongoing contract/commercial 'health-checks'.
- Assistance in the production and management of contractually compliant notices and other records, and drafting commercial and contractual correspondence.
- Preparation of commercial position papers, identifying the strengths and weaknesses of each party's position.
- Preparation, defence and negotiation of claims, including variations and compensation events, prolongation, disruption and damages.
- Final account valuation, negotiation and settlement.



## Planning and Programming Support

**We recognise the central role played by effective and robust planning and programming in the smooth delivery of any construction and engineering project. Our team provides support from inception to completion and beyond, including feasibility and baseline audits, project monitoring and progress reporting, ongoing risk identification and forensic delay analysis.**

Our programming specialists come from diverse backgrounds across the industry, bringing practical insight and live project experience to their work. They employ a wide variety of programming techniques and are conversant with all the leading industry software packages. They can analyse and assess prospective and retrospective extension of time entitlement, as well as the causes and effects of delay, acceleration, disruption and loss of productivity.

### Our services include:

- Baseline programme preparation, and baseline programme validation and stress-testing to ensure compliance with contractual requirements and completion dates, to identify and manage exposure to liquidated damages.
- Progress monitoring, including the preparation of contractually compliant programme updates.
- Identification of potential programme risk areas, and advice on strategies and options for managing those risks.
- Forensic delay analysis to prepare and defend claims for extensions of time.



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*We provide worldwide support in dispute management and resolution, alongside assistance in the assessment of risk and the avoidance of disputes.*

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## Dispute Avoidance and Dispute Resolution Services

**Helping our clients avoid disputes is key to the advisory services we deliver.**

Our extensive practical experience enables us to identify potential risks before they develop into more complex disputes, allowing our clients to consider proactive measures to monitor and manage those issues.

However, even on the most well-managed projects, disputes can still arise between the parties. Diales offers focused, practical support and assistance, and we work closely with our clients to deliver robust and effective solutions. Our involvement can start at the preliminary investigative and preparation stage, and run through to assistance in commercial discussions and negotiations, or formal dispute processes such as mediation, adjudication, arbitration and litigation.

### **Our services include:**

- Assessment of entitlement to, and the value of, claims for variations and compensation events, extensions of time, prolongation, thickening and disruption.
- Preparation and defence of claims for extensions of time and additional cost.
- Assistance in the preparation for and management of adjudication proceedings, whether acting for the Referring or Responding Party.
- Assistance in the preparation for and representation in negotiation, mediation and other dispute resolution forums.
- Assistance in arbitration or litigation proceedings.

## Training, Seminars and workshops

**Diales has a vast internal knowledge base resulting from the extensive experience that each of our members of staff has amassed, the varied sectors in which we have worked and the solutions and strategies we have developed and delivered to our clients.**

We add value to our clients' businesses by providing a wide range of tailored training programmes for staff, at all levels of experience and knowledge.

### **Our training, seminars and workshops include:**

- Public breakfast seminars on topical matters, such as: Dispute Avoidance Boards (DABs); quantifying delay and disruption; NEC4; disallowed costs; payment provisions.
- Targeted client seminars on key topics, such as: notices and record keeping; planning and programming; change management; various forms of contract and subcontract, e.g. JCT, NEC, FIDIC.
- Joint seminars and presentations with leading law firms.
- Speakers at leading conferences (e.g. Construction Law Summer School, Cambridge, Society of Construction Law (SCL) Conferences, Global Arbitration Review (GAR) sessions etc).



# Technical disciplines

## Architecture

**Diales has an experienced team of architects with a wide range of sector experience, including large scale urban residential, mixed-use developments, luxury residential properties, healthcare and other medical and research facilities, commercial buildings (both industrial and offices), leisure, sport stadia and educational buildings.**

Our architects have extensive experience throughout all stages of the architectural process, from conceptual work and planning, through to delivery and handover; working for main contractors, architectural consultant practices, and developers.

### **Our technical expertise covers:**

- Appropriate levels of design and construction information
- Building defects (incl. both internal and external)
- Compliance with Building Regulations and other technical guidance
- Technical obligations and duties
- Fire stopping and compartmentation
- External wall construction (incl. cladding, curtain walling, brickwork, insulation types)
- Practical completion and handover
- Roofing systems (incl. water ingress)
- Root cause analysis of defects (incl. design, construction and maintenance)

## Energy and Enviromental

**Our experts in the energy and environmental sector specialise in the design, specification, construction, commissioning, performance testing, and operation of renewable and non-renewable energy generation, infrastructure and utilities projects, and process plant. They are also experts in regulatory compliance including environmental permitting.**

They have experience in greenfield projects, brownfield development, facilities de-bottlenecking and troubleshooting. They support operational facilities on day to day technical issues as well as end of life decommissioning of major process facilities including nuclear, chemicals/petrochemicals and oil and gas; providing detailed technical input for numerous dispute arenas.



## Civil and Structural Engineering

**Our experts have extensive experience in civil engineering, geotechnical engineering, and structural engineering. Diales experts have recently given opinion on issues including structural frames, rail and highway infrastructure, piling and foundations, cladding, below ground drainage, steelwork, concrete, timber and masonry.**

Our engineers also work on live projects, which includes a longstanding relationship with artist, Gerry Judah, where we act as the structural engineers in the delivery of monumental projects worldwide.

### Our technical expertise includes:

- Concrete, masonry, timber and steel buildings
- Bridges, highways and rail
- Industrial structures
- Drainage design and flood prevention
- Ground investigation and substructure design
- Tunnelling, deep basements and underground spaces
- Linear and non-linear finite element analysis (FEA) of all structure types



## Mechanical, Electrical and Public Health Engineering (MEP)

**We have a team of highly skilled experts who have extensive knowledge on the design, installation, commissioning and maintenance of MEP building services required for all building types.**

Recent issues our experts have opined upon include defects relating to local exhaust ventilation systems, chilled water, low temperature hot water, air handling plant, plant capacity, primary ventilation and BMS systems, domestic hot and cold water systems, above ground drainage systems and the materials selected for use in pipework distribution systems.

### Our technical expertise covers:

- BMS and control systems
- Commissioning and handover
- Domestic water systems
- Heat pumps
- Lighting control systems
- Maintenance requirements
- Pipework
- Potable water
- Specialist earthing systems
- Testing and commissioning services
- Underfloor heating systems



# Our Sectors

**We offer a broad range of services, across multiple sectors.**

**Our consultants can work to single appointments, or as part of an engaged, multi-disciplinary team, suited to your requirements. Our global, in-depth knowledge and expertise covers:**

## Building

For those involved in the demolition, construction, or refurbishment of buildings, the importance of proper planning, costing and controlling of the works can never be underestimated. Diales's extensive experience covers a range of new build, refurbishment and fit out projects in both the public and private sectors.



## Transport and Infrastructure

These highly complex and essential projects form the backbone of the future development of any region. They deliver solutions on a grand scale to the populations they service, and beyond. Diales has over 30 years' experience in understanding and working with the requirements of the teams responsible for implementing these schemes, from inception to completion.

## Energy

Diales's inherently multi-disciplinary business makes us the first choice to deliver dynamic commercial solutions and support project delivery across the energy sector. With specialists in civil and structural engineering, mechanical, electrical and instrumentation, insulation, HVAC and coatings, we offer an unrivalled level of expertise in this field.



## Process and Industrial

The process and industrial sector has faced immense pressure on capital and operating expenditure budgets, as a result of worldwide competition and the drive to reduce emissions. Diales has a solid working knowledge of the sector, whether advising in a commercial and project support capacity, or delivering technical expertise in a live project environment.



## Oil and Gas

The oil and gas sector represents one of the world's biggest markets and is among the most technically challenging of all areas in which to work and operate. Diales delivers services to both client organisations and contractors, including long-term relationships with leading national and international oil and gas operating companies.



## Shipbuilding and Marine

The unique and extreme challenges that our clients face on marine and shipbuilding projects require an exceptional depth of knowledge in the field, combined with a sharp commercial eye for the contractual, financial and programme outlooks on a project. Many members of our team have extensive practical experience in this sector, offering an unrivalled skill set to our clients.



## Mining

The mining of natural resources, including coal, metals and minerals, is one of the world's largest and most important industries. Diales's team is highly skilled in identifying, addressing and managing the issues which commonly arise across the sector, offering commercially-driven solutions and strategies.



# Global Solutions



## UK

**At the heart of our operations in the UK, lies our established network of offices.**

This extended presence ensures that we are able to respond quickly to a local point of need, providing cost-effective and flexible solutions to our clients' requirements. Each of our offices offers a unique blend of skills and expertise in commercial and contractual support, cost/quantum assessment, delay and extension of time analysis, claims management and dispute avoidance. Our offices work together to provide the most suitable team to support our clients' needs, with open lines of communication across our entire regional resource.

### Benefits

- Established and long-serving team members.
- A blend of experience and expertise to offer flexibility to our clients.
- A varied background in the construction, engineering, infrastructure, transportation, power and energy sectors.
- A drive for continued professional development, with many of our UK team being dual qualified in both technical and legal disciplines.
- Unique access to our Diales delay, quantum, project management and technical expertise to enhance our service offering.

## Mainland Europe

**Diales has had a presence in Mainland Europe for over 30 years, with over 40 highly qualified and experienced staff based there to support both the local and Latin American markets.**

Diales works for clients across the whole of Europe and supports them around the Globe. Our team consists of native Dutch, English, French, Spanish, Italian and German speakers, with many years of experience in engineering and construction.

Most of our staff have a technical, project management or quantity surveying background, combined with a master's degree in law or management. The team's industry expertise covers numerous sectors including building, energy, infrastructure, marine, oil and gas, renewables and process and industrial.

Our multiple locations throughout the continent guarantee a team of professionals who provide local knowledge and support, with the added insight of international experience shared throughout the Group. As a result, we are in the unique position to bring both local and global experience and awareness to what we do.

**Diales staff operate in over 25 languages, and with access to local, cultural knowledge, we can understand a problem, and set about the solution.**





## Middle East and Africa

**Diales has been operating in the Middle East for over two decades.**

Since 2006 we have grown a network of offices that service our clients' needs across the region, wherever support and our services are required.

Having this local presence brings an experienced and skilled set of consultants with extensive local knowledge and experience to bear on any matter that we might be asked to assist with, be it pre or post contract, of a project services nature, or a need for support with formal dispute resolution proceedings.

Our consultants are familiar with local customs and practice, with local forms of contract, local regulatory and authority requirements and if required can operate in Arabic as well as in English.

Our Diales brand of testifying experts has experts resident in the region and if needed can also call on experts from our global network of offices.

Industry sectors we work in include oil and gas, building, infrastructure, transportation, marine, utilities, energy and water.



### Benefits

- Language skills and translation services.
- Local knowledge and experience of contracts, costings and custom and practice.
- Flexible resourcing options across the region.
- Vast portfolio of having worked on some of the region's largest, most complex and sometimes iconic buildings and infrastructure.

***The Middle East remains central to our ability to secure large scale commissions on the worlds largest and most exciting projects.***

## Asia Pacific

**Our Asia Pacific region covers South East and Central Asia and Australasia.**

“The additional work and input from Diales was central to our success.”



The region is as diverse as it is vast. It possesses some of the largest and fastest growing economies, biggest financial and business centres, and some of the most rapidly developing countries in the world. It is also a region rich in natural resources, with extensive oil and gas, metal and mineral reserves; and home to some of the world's largest construction and engineering projects.

The quality and experience of our people is fundamental to our success. Each Asia Pacific office is staffed by a resident team and supported by visiting staff from our network of local offices. Their skills and experience enable us to offer support and expertise to clients from numerous locations.

Our staff are multi-lingual and highly qualified, allowing us to provide a full range of construction consultancy services, to some of the largest companies globally. We meet the needs of our clients in a timely, consistent and economical manner.

### Benefits

- Experience across a wide range of industries, including: aviation, infrastructure, residential, nuclear, oil & gas, railways, mining and metallurgy.
- Expert Witness Services: Quantum, Programming and Technical.
- Vast Alternative Dispute Resolution experience, including Mediation, Arbitration and Litigation support.
- Key areas of expertise include delay analysis, project controls, schedule risk analysis, quantum and contract advisory.
- Multi-lingual consultants.

## Americas

Through the network of offices that we have in Canada and Mainland Europe we are able to serve our clients throughout the Americas and Latin America.



Our clients include government ministries, private financial institutions, major international contractors, national contractors and subcontractors, commercial development companies, and lawyers. In addition to project specific services, we are also able to provide educational services in the form of seminars, workshops, and lectures.

Every assignment we undertake is managed by a director, who remains responsible for the project until its conclusion. The director will regularly evaluate the client's requirements to ensure that the most appropriate members of our Group's multi-disciplinary team are engaged on the assignment and that, where necessary, they are successfully integrating into the client's team. This approach consistently ensures that we add value to our clients. Our multiple locations guarantee a team of professionals who provide local knowledge and support, with the added insight of international experience shared throughout the Group.

The services we deliver support the whole life-span of a project, from initial tender assessments of risk through to assistance at formal dispute resolution, including the provision of experts and third party neutrals. Our team is highly experienced in providing an extensive range of services relating to the development, negotiation, and settlement of claims for time and money.

***“We continue to see high levels of demand for our most senior experts, in particular in international arbitration”***

Strategic report

# Chief Executive Officer's Review

Mark Wheeler  
Chief Executive Officer  
8 December 2025



## Introduction

I am pleased to report that Diales has made good progress in FY25, continuing to build on the performance in FY24. The Group delivered stable revenue from continuing operations of £43.0m (2024: £43.0m) and realised an underlying operating profit of £1.4m, an increase of 17% compared to £1.2m in FY24.

The Group is well positioned to focus on enhancing the business and its client-facing services to strengthen its competitive offering in the market and maintain a sharp focus on the optimisation of our margins, where management believes there is significant scope for improvement in both the near and medium term.

FY25 saw the orderly completion of the US office closure, with all outstanding cash successfully collected, and a minimal impact on the financial positioning of the Group.

The Group has invested heavily in technology which has already begun to deliver beneficial results. As of FY26, there are real time, detailed dashboards available to our managers 24/7, which are integrated and operational across the business. This has placed improved real time data at the disposal of management, enabling

our teams to make informed decisions in a more timely and effective way.

The Group's continuing collaboration agreement with Lupa Technology, a market leading data discovery platform, has helped to create a significant competitive edge in the market place. This has enabled our staff to evaluate projects more efficiently and predictably and identify additional opportunities. Investment into Salesforce's cloud-based platform will drive a transformation in the Group's customer relationship management (CRM) and support the Group's ability to win new business on a more sustainable footing. The CRM tool provides better visualisation of our pipeline and strengthens our marketing and business development on a global scale.

In a professional services business like Diales, our people are our strongest asset, and it is their wealth of experience and expertise which differentiates us from our competitors in the eyes of our clients and prospects. I would like to thank our staff around the world for their outstanding professionalism and dedication which have delivered exceptional outcomes our clients.

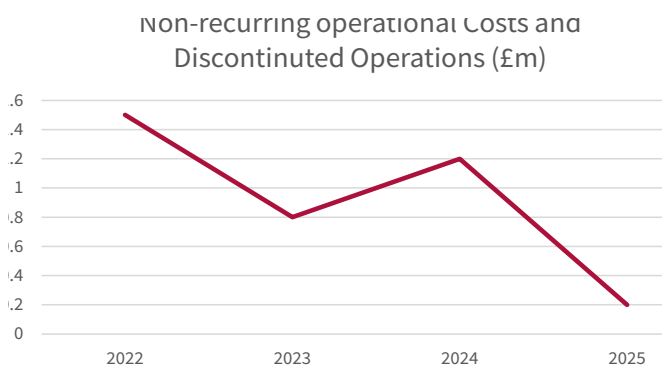
I should like to thank Diales' recently retired Chair, Shaun Smith, for his valuable insights, counsel and support in FY25 and wish him the very best for the future. Our Non-Executive Director Elizabeth Filkin will also step away from her role at the end of December 2025, and I should like to put on the record my personal thanks for her magnificent support for the Company during her six years of service to the Group.

We remain focused on identifying the right opportunities for the business across a range of

geographies and sectors where we believe these will deliver for the Group, our clients and shareholders, and I expect to report further progress in due course.

### Overall Trading Environment

In FY24, we reported that the Autumn Budget had created unexpected challenges to our business with the imposition of increased employer National Insurance Contributions (NICs) that have reduced the profitability of the Group's UK operations. The cumulative impact of this additional cost in FY25 has been significant: had the Government not chosen to raise NICs in this way, our shareholders would have seen the Group's performance on the full year strengthened by an additional £120k in FY25, and c.£240k in FY26.



Post the UK Autumn statement in November 2025 it is clear that the slowdown in the UK housing market is not going to end in the short term. The underlying consequences of this for the Group are unclear, however I remain confident that the momentum the Group has generated in H2 FY25 through other sectors, is sufficient to gather further impetus in FY26.



Challenges in the UK economy and its performance, as well as salary inflation, during the first half of FY25 resulted in our north of England business under-performing. However, decisive early action by management brought these issues to a close. In Q4 FY25, that business and its performance almost entirely recovered, demonstrating the robust underlying health of the business. Without these operational issues, it is likely the business unit concerned would have contributed an additional £100k in FY25, which suggests the business is well placed for FY26.

### Regional Breakdown

#### Europe

As our core business hub, the European team continues to make a keystone contribution to the Group's profitable trading, with sustainable organic growth projected over the medium term.

The Group's presence in Europe has continued to deliver, with all offices performing well with nearly all positioned ahead of budget for the year. Across the region we have welcomed some exceptional new hires who are already delivering for the business. The Madrid and Paris offices are also winning work in South America.

In the UK, previous operational issues within the growing technical team have been improved; I am pleased to report the performance of this business unit has improved significantly in Q4 FY25, and we expect it to play a sustainable contribution to profit in FY26. Our Project Services team, which has consistently delivered for the Group, was more directly exposed to the temporary period of uncertainty arising from the US Federal Administration's proposed tariffs. Now that trading conditions have normalised, which recovered in Q4 FY25, that team are now back on the pathway to sustainable growth.

We have seen an improvement in performance in the UK Diales team who conduct planning, delay and quantum activities. The current senior management team is finely attuned to the requirements of our clients and the operational needs of the business and understand what is needed to grow our margins sustainably.

Our recent addition of a fire engineering expert team is evidence of the success the transformation strategy has started to deliver, that has focused on hiring the right people by developing a forensic understanding of this marketplace. We are delighted now to have the Head of department in place and are excited about what this important new resource can deliver for existing and future clients.

# Chief Executive Officer's Review continued

FY25 has been a year of regional consolidation, and a strong pipeline of enquiries means the Group can be confident about the business's prospects in both the short and medium terms.

## Asia Pacific

In FY25, APAC has faced some challenges in the region. Early action in H1 FY25 has resolved issues in the Singapore office by right-sizing the team to meet local trading conditions, with the full-year benefits of lower costs expected in FY26. A temporary dip in planning work pipeline in Australia is currently being resolved. Our South Korea office has traded profitably across FY25 and we see it as a continuing source of opportunity for Korean clients, working globally.

## Middle East

The Middle East has successfully completed a multi-year transition and, with strong and effective leadership now in place, the region has performed well in FY25 and is well placed to benefit from sustainable growth in FY26.

I am pleased to report that KSA has developed strongly and sustainably over FY25, which has resulted in increasing opportunities for work across the region.

Projects in the Middle East have been serviced by experts in other regions such as in the UK and Europe, including opportunities which have involved Korean and Turkish contractors. These collaborations are another example of the benefits arising from our strategic move to the hub and spoke model, announced two years ago, which has delivered well for the Group and continues to do so. Qatar has become an international hub for work across the globe, and their workload includes a number of iconic stadium projects.

We believe the region is therefore well positioned to deliver in FY26 as an important and integral part of the business.

## Current Trading

The Group has delivered a significant improvement in underlying\* operating profit of £1.4m (FY24: £1.2m). In the face of significant geopolitical, commercial, fiscal and operational risk, I believe we have delivered a highly respectable result for the year.

Continued vigilance on cash collection has ensured that our cash position has strengthened significantly to £3.0m compared to £2.4m at the

FY25 Interim Results. Whilst this is a decrease year on year of £1.3m (2024: £4.3m), this is after funding dividend payments of £0.8m (2024: £0.8m) and does not reflect c. £0.5m of client receipts received post year end.

## Dividend

I am pleased to report a proposed final dividend to shareholders at 0.75 pence per share, which if approved at the forthcoming Annual General Meeting will make 1.5 pence per share paid as dividends for the year.

## Capital Allocation

Our approach to Capital Allocation remains focused on organic growth, strategic acquisitions of talent and the return of surplus cash to our shareholders.

In June 2024, the Group initiated a new £0.25m share buy-back programme, alongside the £0.1m



extension announced in March 2025 fulfilling its commitment to return surplus cash to our shareholders. This programme remains ongoing. The Group has actively considered a number of acquisition opportunities and will review the potential to allocate further cash to the buyback during the year.

### Outlook

We have seen a strong start to FY26 with a promising and convertible pipeline of leads and a global platform that is really delivering for the Group, and we expect the business to benefit from further efficiency gains arising out of our investment in technology.

In September 2025 we were delighted to welcome our new Non-Executive Chair, Nicholas Stagg. As an accomplished non-executive Chair, Nicholas brings a wealth of comparative experience and valuable business networks following a

distinguished career leading international businesses in sectors and disciplines of great relevance to Diales Group. Already, the Group is benefiting from Nicholas' insight, and I know how much the business stands to benefit from his counsel and leadership in FY26 and beyond.

At the Interims Results, we anticipated the Group would benefit from a busier H2 FY25. I can confirm we have delivered this and, based on recent trading performance, I believe this momentum will continue into H1 FY26.



# Operational Performance

## from continuing operations

### Europe and Americas

#### Revenue

£35.2m

(2024: £35.0m)

#### Underlying profit\*

£5.5m

(2024: £5.2m)

#### Utilisation

70.8%

(2024: 72.3%)

### Middle East

#### Revenue

£5.2m

(2024: £4.5m)

#### Underlying profit\*

£0.6m

(2024: £0.3m)

#### Utilisation

79.0%

(2024: 75.8%)

### Asia Pacific

#### Revenue

£2.5m

(2024: £3.5m)

#### Underlying loss\*

£(0.1)m

(2024: Loss £0.1m)

#### Utilisation

67.6%

(2024: 70.5%)

\*Pre central cost recharge.



# Chief Financial Officer's Review

Charlotte Parsons  
Chief Financial Officer  
8 December 2025



Income Statement	2025 £m	2024 £m
Revenue	43.0	43.0
Cost of sales	(31.0)	(31.4)
Impairment movement	(0.4)	(0.6)
Gross Profit	11.6	11.0
Other operating expenses	(10.3)	(10.1)
Other operating income	-	-
Underlying* operating profit	1.4	1.2
Non-recurring costs	-	(0.2)
Share-based payments charges and associated costs	(0.1)	(0.1)
Operating profit	1.3	0.9
Finance income	-	-
Finance costs	-	-
Profit before tax	1.3	0.9
Tax expense	(0.4)	(0.5)
Profit from continuing operations	0.9	0.4
Loss in discontinued operations	(0.2)	(1.0)
Profit/(loss) for the year	0.7	(0.6)

## Financial overview

The Group recorded a 17% increase to £1.4m in underlying\* operating profit (2024: £1.2m).

Gross profit, underlying\* profit and operating profit have all grown on stable revenue from continuing operations of £43.0m (2024: £43.0m).

Gross profit margin increased by 0.6% to 27.0% (2024: 25.6%), a £0.6m increase to £11.6m (2024: £11.0m). This resulted in an increase in underlying\* operating profit of 17% to £1.4m (2024: £1.2m).

There was a decrease in net cash year on year to £3.0m (2024: £4.3m), after funding dividend payments of £0.8m (2024: £0.8m), tax payments of £0.8m (2024: £0.4m), share buybacks of £0.2m (2024: £0.1m) and capital expenditure of £0.2m (2024: £0.1m).

## Key Financial Metrics

Key Metrics	2025	2024
Revenue	£43.0m	£43.0m
Gross Margin %	27.0%	25.6%
Underlying* operating profit	£1.4m	£1.2m
Profit/(loss) for the year	£0.7m	£(0.6)m
Cash Balance	£3.0m	£4.3m
Utilisation Rates***	71.6%	72.6%
Basic profit per share from continuing operations	1.7p	0.8p
Net cash per share**	5.8p	8.1p

## Revenue and activity levels

- (2024: £34.4m) with an increased segmental underlying operating profit pre-central cost recharge of £5.5m (2024: £5.4m).
- Revenue in Canada increased by 50% to £0.9m (2024: £0.6m) with a segmental underlying operating profit pre-central cost recharge of £Nil (2024: loss £0.2m).
- The Middle East region saw revenue increase

during the year by 16% to £5.2m (2024: £4.5m) with an increased segmental underlying operating profit pre-central cost recharge of £0.6m (2024: £0.3m)

- The APAC region saw revenue decrease by 29% to £2.5m (2024: £3.5m) with an unchanged segmental underlying operating loss pre-central cost recharge (£0.1m) (2024: loss £0.1m).

Inter-office revenues across the Group have grown, demonstrating our strategy of the hub and spoke model, with increase collaborative working as one international group and enhancing our service offering to clients.

Fee earner utilisation levels during 2025 remained stable at 71.6% (2024: 72.6%). Across the regions this was 71.0% in EuAm (2024: 72.3%), 75.3% in the Middle East (2024: 75.8%) and 70.2% in APAC (2024: 70.5%).

### Costs and margins

Parts of our four-year integrated transformation strategy announced in December 2023 were to consolidate our brand as Diales, our premium brand, to increase our number of experts and to expand our service offering into specific areas around our core competencies. These steps have enabled us to benefit from increased returns from fee rate increases, enhanced levels of repeat revenue and we are starting to see increased returns from new areas of investment. These and other initiatives have resulted in an increase to our gross profit margin to 27.0% and we look forward to further enhancing this and our net margin in the future.

Alongside the above the benefits now being felt from the ERP system, from accurate time recording and the provision of real time data, will continue to progressively increase margin returns and assist with a more sophisticated process for future pricing to provide improved recoveries.

Average staff headcount has decreased by 3.6% from 250 to 241 total staff. Average fee-earning staff headcount decreased slightly by 7 to 180, within this the number of experts increased to 51 from 49 at the same time last year. With a modestly reduced fee-earning headcount we were able to generate greater returns from our staff base as shown by the increased gross margin.

Staff costs as a percentage of revenue in FY25 reduced to 65.2% (2024: 68.6%), excluding IFRS 2 share-based payment charges of £0.1 (2024: £0.1m).

Other operating expenses at £10.3m (2024: £10.1m)

is an increase as a percentage of revenue from 23.5% in 2024 to 24.0% in 2025. This was due mainly to the investment in IT systems, related to cyber risk, and inflationary cost rises but we have maintained the headline reduction in those costs from £11.3m in 2022.

### Underlying operating profit

The Group recorded a 17% increase to £1.4m in underlying\* operating profit (2024: £1.2m). We continue to invest in our people and teams across the Group, the decrease in staff costs as a percentage of the same revenue has more than offset the increase in other operating expenses.

Underlying\* operating profit excludes all share-based charges, in prior years this has also excluded non-recurring costs.

Profit before tax increased by 44% to £1.3m (2024: £0.9m) after non-recurring costs of £Nil (2024: £0.2m), and charge for share-based payments of £0.1m (2024: £0.1m).

There was a loss from discontinued operations of £0.2m (2024: £1.0m) relating mainly to the closure costs of the measurements division of Project Services.

### Earnings Per Share (EPS)

Basic profit per share increased by 208.3% to 1.3 pence (2024: loss 1.2 pence).

Underlying\* basic earnings per share increased by 42.9% to 2.0 pence (2024: 1.4 pence).

### Share option schemes

Long-Term Incentive Plan awards ("LTIP") over 588,338 share options over Ordinary Shares were exercised during the year (2024: 1,270,671) and 78,333 lapsed (2024: 228,000). At 30 September 2025, 250,000 share options were exercisable, and 250,000 share options were yet to vest.

The Remuneration Committee are working on the long-term incentivisation of the Executive Directors and designated senior executives given the last scheme ran to September 2023.

### Taxation

The Group's tax charge for the Year was £0.4m (2024: £0.5m) which comprised of a corporation tax charge of £0.5m (2024: £0.4m) and a deferred tax credit of £0.1m (2024: charge of £0.1m).

The tax charge includes the effects of expenses not deductible for tax purposes and is calculated at the prevailing rates for the jurisdictions in which the Group operates. The deferred tax credit arose due to short term temporary differences.



# Chief Financial Officer's Review continued

The total effective rate of tax is 28.3% (2024: 53.5%) based on reported profits before tax from continuing operations. The decrease in the effective rate of tax is mainly due to a reduction in non-deductible expenses and the increase in the deferred tax asset.

## Dividend

The Board proposes a final dividend for 2025 of 0.75 pence per share (2024: 0.75 pence per share) in addition to the interim dividend paid in October 2025 of 0.75 pence per share (2024: 0.75 pence). This will be paid on 9 April 2026 to shareholders who are on the register of members at the close of business on 27 February 2026, with an ex-dividend date of 26 February 2026, subject to approval at the Group's Annual General Meeting.

## Balance sheet

The Group's net asset position has decreased by £0.2m (2024: £1.8m) to £14.0m (2024: £14.2m), due to the following movements:

There was a £0.5m decrease in total current assets, resulting from £0.5m increase in trade and other receivables mainly due to the timing of year end collections and a £1.3m decrease in cash held at the year end.

Total liabilities decreased by £0.3m primarily due to the corporation tax liability.

The board has carefully considered the potential impact of macro-economic uncertainties, on the future forecasts used in assessing the value of the business streams to which the goodwill and intangibles relate. The determination was that those forecasts are more than sufficient to justify the carrying value of goodwill. Therefore, as at 30 September 2025, the Board concluded that the

goodwill and intangible assets do not require impairment.

## Liquidity and going concern

The Group continues to be in a strong financial position. At the year-end the Group had net cash balances of £3.0m (2024: £4.3m) which is appropriate for the Group's operating requirements going forward. The £1m overdraft facility with Barclays remains unutilised.

The Board has completed a review of the Group's financial forecasts for a period of twelve months from the date of approving these financial statements. This review included sensitivity analysis and stress tests which took account of reasonable and foreseeable scenarios. Under all scenarios modelled, the Directors anticipate that any funding needs required would be sufficiently covered by the existing cash reserves. As such the Directors have a reasonable expectation that the Group has sufficient resources to meet its obligations when they fall due for at least twelve months from the date of signing this report and hence these financial statements include information prepared on a going concern basis.

The Group has £2.4m (2024: £2.4m) of distributable reserves to carry forward in support of future dividends.

## Cash flow

Net cash inflows from operating activities before changes in working capital increased to £1.9m (2024: £0.9m), including the current year benefit of £0.6m (2024: £0.6m) from the amortisation of right of use assets under IFRS16. The movement also reflects the reported profit for the year of £0.7m (2024: loss £0.6m) after depreciation of £0.2m (2024: £0.2m).

There was a small decrease of £0.1m in trade and other receivables (2024: decrease of £0.2m) reflecting the continuing strong debt collection, and a decrease in trade and other payables of £0.6m (2024: decrease £0.4m) resulting in a net cash inflow from operating activities of £0.4m (2024: £0.4m). Net tax paid in the year was £0.8m (2024: £0.4m).

There was a net cash outflow from investing activities of £0.2m (2024: £0.1m) which relates to IT systems, related to cyber risk.

Net cash flow from financing activities was an outflow of £1.6m (2024: £1.5m) reflecting the dividends paid of £0.8m (2024: £0.8m), purchase of treasury shares £0.2m (2024: £0.1m) and lease repayments under IFRS 16 of £0.6m (2024: £0.6m).

<b>Cash Flow</b>	<b>£m</b>
Net cash** at 30 September 2024	4.3
Operating cash flow before changes in working capital	1.9
Decrease in trade and other receivables	(0.1)
Decrease in trade and other payables	(0.6)
Tax paid	(0.8)
Net cash inflow from operating activities	0.4
Net interest paid	-
Net Capital spend	(0.2)
Dividends paid	(0.8)
Purchase of Treasury shares	(0.2)
Repayment of leases	(0.6)
Effects of Foreign Exchange	0.1
Net cash** at 30 September 2025	3.0

## Summary

In an increasingly challenging global economic, cost-conscious and competitive market, we have successfully increased our operating profit for the third-year running.

Activity levels are increasing; we have strong cost management and the Group's recent investments into complimentary service areas are already starting to show early returns, we look forward to FY26 positively.

Along with the increase in gross margin in FY25, the rationalisation of some specific service areas and geographical locations due to either a reduction in the demand for their services or mix of skills, we feel confident about forecasting margin improvement in the near term.

We have therefore commenced FY26 feeling positive of future improved profitability in line with our margin improvement plan. This improvement plan is being supported by focus, energy and the provision of data from our ERP system and the drive towards more efficiency throughout the Group; targeted on margin improvement and cash generation.

\* Underlying figures are stated before the share-based payment costs and non-recurring costs.

\*\*Net cash consists of cash and cash equivalents.

\*\*\*Utilisation % is calculated by dividing the total hours billed by the total working hours available for chargeable staff.

# Corporate Sustainability

## Environment

Diales Group Plc is committed to being accountable and proactive in creating a positive impact on the environment.

As a specialist construction and engineering consultancy, our sector does not have a major environmental impact. Despite this, we recognise that every business must play its part in minimizing its environmental footprint. Therefore, we are targeting our major areas of consumption within our offices, moving towards environmentally efficient, low-emission alternatives that will have financial and environmental benefits. We are one year into a process of comprehensively accounting for our energy consumption in line with best practice methodologies and comply with Streamlined Energy and Carbon Reporting (SECR) requirements.

The new ESG committee will guide the Group's integration of environmental governance into decisions and longer-term strategy. They will have the support of our 3rd party consultants, Inspired PLC, over a further two years, to advise on developing our journey to a lower emission economy.

Our work with Inspired PLC covers environmental, social, and governance themes to take account of and set targets for our corporate sustainability based on best practice thresholds. For the theme of environment, we are reviewing our Greenhouse Gas Reporting across scope 1 (our direct emissions), 2 (our indirect, purchased emissions), and 3 (our indirect emissions from our upstream and downstream value chain). For our social and governance work we engage in ESG reporting with gap analysis, target setting and disclosure. The gap analysis will consider best practice requirements from standards such as Global Reporting Initiative (GRI), CDP, Procurement Policy Note 06/20 (PPN0620) and Task Force on Climate Related Financial Disclosures (TCFD).

This initiative has full support from the Board, various members of the Board have and will be involved, for example, in the workshops to be conducted at each stage. This work altogether will ensure that our company values of innovation, integrity and transparency are deeply rooted in everything we do.

## Energy Efficiency Narrative

The Group is committed to year-on-year improvements in its operational energy efficiency. A register of energy efficiency measures has been



compiled, with a view to implementing these measures in the next five years.

## Office spotlight Measures undertaken in FY25

Given the wide global reach of the Group each office will have a different ability and approach to the measures they adopt. Following are the initiatives undertaken this year by the Perth office.

### Electric Vehicle (EV) Mini Car Sharing

Perth office staff have access to an electric Mini car, offering a convenient and eco-friendly option for city travel, client meetings, errands, and weekend trips. This initiative supports a greener future by reducing our carbon footprint and forms part of the organisation's sustainable urban mobility plan.

### Earth Hour

Each year during Earth Hour, the office's lights are switched off at 8:30 pm to show the Group commitment to global climate action and energy conservation.

### Bike Doctor

Staff have access to complimentary bike servicing within the building, encouraging cycling as a sustainable alternative to driving. This initiative promotes eco-friendly commuting and business travel while helping to reduce carbon emissions.

### Measures to be addressed in FY26

The Group will determine future sustainability projects based on insights gained from ongoing emissions analysis, ensuring that each initiative delivers a measurable environmental impact.

### Carbon and Energy Overview

The following summarises the Group's energy usage, associated emissions, energy efficiency actions and

energy performance under the government policy Streamlined Energy & Carbon Reporting (SECR). This is implemented by the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

Under the legislation, the Group must disclose its energy consumption, emissions, intensity metrics and all energy efficiency improvements implemented for all UK operations. The Group has also included consumption and emissions for its global operations.

A total of 70.39% of consumption data used for SECR has been estimated to achieve 100% data coverage. This has decreased from the FY2024 estimation level of 80.33%.

**Table 1:**  
Diales Group PLC Total Energy Consumption (kWh)

Utility and Scope	FY25 Consumption (kWh)			FY24 Consumption (kWh)		
	UK	Global (Excluding UK)	Total	UK	Global (Excluding UK)	Total
<b>Scope 1 Total</b>	14,897	126,382	141,278	13,944	176,293	190,236
<b>Natural Gas (Scope 1)</b>	14,897	0	14,897	13,944	0	13,944
<b>Transportation (Scope 1)</b>	0	126,382	126,382	0	176,293	176,293
<b>Scope 2 Total</b>	159,920	215,224	375,144	184,769	195,549	380,318
<b>Grid-Supplied Electricity (Scope 2)</b>	159,920	127,784	287,704	184,769	112,189	296,958
<b>Transportation (Scope 2)</b>	0	2,465	2,465	0	0	0
<b>Purchased Cooling (Scope 2)</b>	0	84,974	84,974	0	83,360	83,360
<b>Scope 3 Total</b>	200,948	27,067	228,015	202,360	58,384	260,744
<b>Transportation (Scope 3)</b>	200,948	27,067	228,015	202,360	58,384	260,744
<b>Total</b>	375,764	368,673	744,437	401,072	430,226	831,298

# Corporate Sustainability

continued

**Table 2:**  
Diales Group PLC Total Location-based Emissions (tCO<sub>2</sub>e)

	FY25 Emissions (tCO <sub>2</sub> e)			FY24 Emissions (tCO <sub>2</sub> e)		
Utility and Scope	UK	Global (Excluding UK)	Total	UK	Global (Excluding UK)	Total
<b>Scope 1 Total</b>	2.73	27.92	30.64	2.55	39.08	41.63
Natural Gas (Scope 1)	2.73	0.00	2.73	2.55	0.00	2.55
Transportation (Scope 1)	0.00	27.92	27.92	0.00	39.08	39.08
<b>Scope 2 Total</b>	28.31	64.82	93.13	38.26	56.07	94.32
Grid-Supplied Electricity (Scope 2)	28.31	44.15	72.46	38.26	36.86	75.11
Transportation (Scope 2)	0.00	0.44	0.44	0.00	0.00	0.00
Purchased Cooling (Scope 2)	0.00	20.23	20.23	0.00	19.21	19.21
<b>Scope 3 Total</b>	44.72	6.16	50.88	45.10	12.97	58.08
Transportation (Scope 3)	44.72	6.16	50.88	45.10	12.97	58.08
<b>Total</b>	75.75	98.90	174.65	85.91	108.12	194.03

**Table 3:**  
Diales Group PLC Total UK & Global Emissions Intensity Metrics

Intensity Metrics	FY25	FY24	FY25	FY24
Total Full-time Equivalent (FTE)	198.00	194.50	198.00	194.50
Reporting Method	Location-Based tCO <sub>2</sub> e per Full-time Equivalent (FTE)		Market-Based tCO <sub>2</sub> e per Full-time Equivalent (FTE)	
All Scopes (1, 2 & 3)	0.882	1.000	0.857	1.050
Percentage Change	-11.79%		-18.42%	

N.B. In Table 3, the reported intensity metrics have been rounded to three decimal places. Any year-on-year comparison calculations have been conducted using complete, unrounded figures.

**Table 4:**  
Diales Group PLC Total UK and Global Location and Market-based Emissions

	FY25 Emissions		FY24 Emissions	
Utility and Scope	Location-based (tCO <sub>2</sub> e)	Market-based (tCO <sub>2</sub> e)	Location-based (tCO <sub>2</sub> e)	Market-based (tCO <sub>2</sub> e)
Scope 1 Total	30.64	30.64	41.63	41.63
Natural Gas (Scope 1)	2.73	2.73	2.55	2.55
Transportation (Scope 1)	27.92	27.92	39.08	39.08
Scope 2 Total	93.13	88.08	94.32	104.00
Grid-Supplied Electricity (Scope 2)	72.46	67.41	75.11	84.79
Transportation (Scope 2)	0.44	0.44	0.00	0.00
Purchased Cooling (Scope 2)	20.23	20.23	19.21	19.21
Scope 3 Total	50.88	50.88	58.08	58.08
Transportation (Scope 3)	50.88	50.88	58.08	58.08
Total	174.65	169.61	194.03	203.71

\*Emissions from Grid-Supplied Electricity (Scope 2) are captured and reported in tCO<sub>2</sub> only, due to the market-based methodology. Please see the Appendix for further details.

## Reporting Methodology

This report (including the Scope 1, 2 and 3 kWh consumption and CO<sub>2</sub>e emissions data) has been developed and calculated using the GHG Protocol – A Corporate Accounting and Reporting Standard (World Resources Institute and World Business Council for Sustainable Development, 2004); Greenhouse Gas Protocol – Scope 2 Guidance (World Resources Institute, 2015); ISO 14064-1 and ISO 14064-2 (ISO, 2018; ISO, 2019); Environmental Reporting Guidelines: Including Streamlined Energy and Carbon Reporting Guidance (HM Government, 2019).

Government Emissions Factor Database 2025 version 1 has been used, utilising the published kWh gross Calorific Value (CV) and kgCO<sub>2</sub>e emissions factors relevant for the reporting period 1st October 2024 – 30th September 2025.

Estimations were undertaken to cover missing billing periods for properties directly invoiced to Diales Group PLC. These were calculated on a kWh/day pro-rata basis at the meter level.

- For properties where Diales Group PLC is indirectly responsible for utilities (i.e. via a landlord or service charge) or no data is available for the meter, an industry average kWh/m<sup>2</sup> consumption using the Chartered Institution of Building Services Engineers data was calculated at the meter level.

These full-year estimations were applied to ten electricity supplies. All estimations equated to 70.39% of reported consumption, and a decrease from the FY2024 estimation level of 80.33% was observed. To enhance data completeness in future reporting periods, Diales Group PLC will strengthen its data collection processes. The group will also continue collaborating with landlords to obtain actual utility consumption data, reducing dependence on floor area-based estimates.

Estimations were also applied to transport and purchased cooling. In most cases, September activity data was unavailable, and estimates were calculated using pro-rata consumption based on the months with available data.

To calculate emissions from purchased cooling, the country-specific electricity emission factor was divided by the standard Coefficient of Performance (COP) of 2 for cooling units.

Market-based emissions were calculated using supplier-specific fuel mixes for Npower (0.000315 tCO<sub>2</sub>/kWh) and British Gas (0.000053 tCO<sub>2</sub>/kWh), while Smartest Energy, EON Next, TotalEnergies, SWM München, F&S Energy and Greenchoice Zakelijk N.V have 100% renewable contracts (0.00 tCO<sub>2</sub>/kWh).

Intensity metrics have been calculated using total tCO<sub>2</sub>e figures and the selected performance indicator agreed with Diales Group PLC for the relevant report period:

Full-time Equivalent (FTE) FY2025 (FY2024) 198.00 (194.50)



# Caring for our People and Communities



## Employee Engagement and Culture

Our employee satisfaction is central to our work. As a consultancy having a positive workforce enables us to best serve and expand our work with clients. We recruit top-quality professionals who resonate with our values and who also seek to thrive in an environment of openness and integrity; the retention of these valued employees is a key performance indicator used by the Group. We currently have an average length of service of 7.5 years which is a testimony to our nurturing of employees.

We have achieved this by tailoring our benefits and development opportunities to the needs of our employees. Examples of the development opportunities include quality management to support the continuation of our ISO 9001 standards and the procedure and infrastructure required to be an unbiased expert witness.

## Training and Development

We invest in structured career development. We have an internal training scheme, the Diales Development Group, which provides employees with the opportunity to become experts, supporting and mentoring them along the way.

Other professional advancement is provided by offering funded training and study time for relevant qualifications. Membership of professional bodies and associations are supported.

## Equal Opportunities, Diversity, Equity and Inclusion

We have vast international coverage, operating in 14 countries, across 23 offices providing services in over 15 different languages, all of which is possible through our diverse workforce. We are proud of the inclusive environment we have for our teams and continually seek feedback from our staff so we can improve the way we support and advocate for them. Diales is committed to ensuring equal opportunity in all aspects of employment, including recruitment and promotion, giving guidance and encouragement to employees at all levels to act fairly and prevent discrimination on the grounds of sex, gender, race, marital status, disability, age, part-time and fixed term contracts status, sexual orientation or religion. This is codified in our Inclusion and Diversity Policy as well as our Equal Opportunities Policy which covers the full employee journey from recruitment to training and promotion.

## Health and Safety

The Group has clear Health and Safety policies and procedures adhering to all relevant safety, health and welfare at work legislation, demonstrating our commitment to providing a safe and sustainable workplace environment that values the well-being of our employees. All employees are trained in health and safety as a mandatory regular requirement to ensure that all can carry out their jobs safely. All projects have clear risk assessments, and training is given on the induction of a project to ensure that it is mitigated. The Board receives and reviews a full health and safety report at each Board meeting.

## Employee Wellbeing and Mental Health

We recognise that the health of employees extends beyond physicality, and as such we have placed emphasis on our support and monitoring of mental health in our workforce. We assess this through our annual anonymous survey.



Perkbox is available to all employees. This initiative provides discounts and vouchers for shopping, goods, and utilities. Within Perkbox, there are several initiatives designed to recognise the outstanding work of our teams. Employees can recommend a 'spot bonus' for a colleague, typically in the form of Perkbox reward points, which is awarded when a team member goes above and beyond. Additionally, there is a separate Perkbox competition focused on Employee Wellness, Cost of Living Savings, and Refer a Colleague. Ten winners receive Reward Points.

In addition, Perkbox has a whole section on well-being, offering exercise regimes, healthy eating recipes and access to podcasts/ bitesize snippets for mental health-related support, including mindfulness, anxiety, stress, empowerment and positive thinking. Beyond Perkbox, the Group offers its employees access to a number of health-related assistance apps.

## Human Rights

The Group's Modern Slavery & Human Trafficking statement is available on the Company's website. Sub-consultants are subject to due diligence during their on-boarding process, this includes confirmation of their slavery and human trafficking policy.

## Diales in the Community

The Group endeavours, where possible, to help local communities and to raise funds for charities. Community engagement includes (but is not limited) to sponsorship, charitable donations, fund-raising, foodbank donations, volunteering, recycling office furniture and equipment and supporting client led charitable initiatives.

Some of the ways in which the Group has supported communities during FY25 are as follows:

- Sponsorship, via the provision of kit, for grassroots children's football and rugby team Charitable donations in lieu of sending Christmas cards.
- Volunteering with and donating to local/ regional charities, e.g., London Legal Walk by the London team.
- Staff and clients spent an evening at Cook for Good, a social enterprise tackling food insecurity, social isolation, and barriers to working at a social housing estate in Kings Cross. The team prepared 75 delicious meals for both the community pantry and the homeless.



# Risk Management

The Board outlines the principal risks that the Directors consider could impact the business. Underlying these principal risks are the differing economic factors which affect the geographically widespread regions in which we operate. The Board continually reviews the risks facing the Group to ensure the necessary controls are in place to mitigate any potential adverse impact. The Board recognises the nature and scope of risks can change over time and there may be other risks to which the Group is exposed.

Principal Risks and Uncertainties	
Risk	Mitigating Activities
<b>Credit</b>	
The Group's credit risk is primarily attributable to its trade receivables. The risk increases as our business expands into new territories where payment of outstanding receivables can be slower.	Credit risk is managed by running credit checks on customers and by monitoring payments against contractual terms. There is a clear internal process for elevating potential problems in recovering debts such that prompt action is taken to recover debts at the earliest possible point and legal action is taken where necessary.
<b>Liquidity Risk</b>	
Liquidity risk is that the company has enough cash reserves to manage its day to day working capital requirements. The Group's working capital is heavily reliant on customer receipts as a large proportion of the Group's costs are fixed.	The Group monitors cash flow as part of its day-to-day control procedures. At the year end, the Group had cash balances of £3.0m (2024:£4.3m). The net cash position is appropriate for the Group's operating requirements going forward. The £1m overdraft facility with Barclays is in place for use as and when required, this remains unutilised.
<b>Reputation Risk</b>	
The Group's reputation is highly dependant upon the quality of work produced by fee earning staff. If this work is not of the highest calibre the Group's reputation could be damaged affecting future income streams.	The quality and experience of our people is fundamental to our success, and we are committed to the development and training of our staff. All assignments are managed by a Director who remains directly responsible until its conclusion and will regularly re-evaluate the client's requirements and issues. The Group also has a robust quality management policy including peer review before reports are issued to clients.
<b>Utilisation Risk</b>	
Utilisation risk is attributable to the number of hours billed by staff and subconsultants generating revenue against the costs of their services. It is a key performance indicator for the Group and a drop in utilisation of staff can have significant effects on the Group's profitability.	This risk is managed by monitoring expected revenue across the Group, employing flexible mobile staff and managing peak workloads through the use of subconsultants. The ERP system now provides real time data to support the management of this.
<b>Reliance on Key Personnel</b>	
The business is dependent upon the professional development, recruitment and retention of highly qualified staff.	The Group manages the risk of high staff turnover through attention to human resource issues and the monitoring of remuneration levels against the wider market, including long-term incentive arrangements.

Risk	Mitigating Activities
<b>Information Systems and Data Security</b>  <p>The Group is heavily reliant on its information technology systems for all day to day processes. A major IT system failure or a malicious attack, data breach or virus attack could impact the ability of the Group to operate having both reputational and financial implications.</p>	<p>The Group's systems are supported by appropriately qualified and experienced individuals and third parties. External expert advice and support is sought, when necessary, and we have made a significant investment in cyber security over the past couple of years. Critical system failure and recovery are regularly tested, and no issues have been identified.</p> <p>The Group liaises regularly with key suppliers to continue to develop and improve the operating systems used.</p> <p>Regular awareness updates and training are provided to equip staff with the knowledge to identify and prevent fraud or misuse of information. This training is to ensure that, where certain risks increase because of external factors (such as increased levels of cyber-crime), the business and staff are aware of those risks. Beyond awareness training the Group's open culture and team ethos delivers a responsive communication environment which ensures staff can ask questions and be guided as required.</p> <p>The Group has a business continuity plan to manage the business should a large-scale cyber-attack happen.</p>
<b>Macro and Micro economic Environment</b>  <p>Current uncertainty due to the continuing war in Ukraine and other political unrest across the international regions where it operates. Also increased cost pressures, due to high inflation globally, and high interest rates in the UK, affecting the cost of borrowing.</p>	<p>The Board believes its exposure to both macro and micro environmental factors is mitigated, in part, due to its global footprint including the broad spectrum of business sectors the Group serves. The Group's continuous focus on cash collection results in it having good headroom to counteract the impact of any economic downturns.</p> <p>Costs are continually reviewed by the board and managed in line with the Group's projected revenue forecasts.</p> <p>The Group ensures sanction compliance policies and procedures are robust and adhered to by staff.</p>

### Treasury Policies and Foreign Exchange Management

Treasury operations are managed centrally and operate to reduce financial risk, ensure sufficient liquidity is available for the Group's operations and to invest surplus cash.

Corporate Treasury does not operate as a profit centre and does not take speculative positions. The Group regularly invoices in Euros for work performed in Europe as well as receiving foreign currency income in UAE Dirhams ("AED"), Saudi Riyals ("SAR") and Qatari Riyals ("QAR") from its Middle East businesses; Singapore Dollars ("SGD") and Australian Dollars ("AUD") from its Asia Pacific operations and Canadian ("CAD") Dollars from its business in North America. The Group is therefore exposed to movements in these currencies relative to Sterling. AED, SAR and QAR are currently linked to the US Dollar. Foreign currency balances in excess of forecast amounts required to fund projected outgoings are returned to the UK and have been converted to Sterling balances during the year at spot rate.

Currencies are hedged where outstanding amounts become material. This policy is continually under review. Details of the foreign currency financial instruments in place at 30 September 2025 are shown in note 21 to the accounts. As a consequence of the earnings generated in

the Middle East, Canada, Asia Pacific as well as Euro earnings generated in the UK, the Group's net income and its equity is exposed to movements in the value of Sterling relative to the CAD, SGD, AUD and Euro. The estimated impact of movements in the Sterling exchange rate on profits and equity are summarised in note 21 to the Financial Statements. As non-Sterling earnings increase, the exposure of the Group's Income Statement and Equity to movements in Sterling will increase as well.

### Contingencies and Legal Proceedings

The Group monitors all material contingent liabilities, through a process of consultation and evaluation which includes senior management, internal and external advisors. This process results in an evaluation of potential exposure and provisions are made or adjusted accordingly by reference to accounting principles. No contingent liabilities have been recognised at the year end.

### Health and Safety

Diales is committed to ensuring the health and safety of its employees in the workplace and where possible implementing health and safety policy improvements.

# Directors and Advisers



**Nicholas Stagg**  
**Non-Executive Chair**

Nicholas was appointed Non-Executive Chair of Diales Group plc on 1st September 2025. He is a Chartered Accountant and has worked in people businesses at a senior level (Chairman or Chief Executive) throughout his professional career, this includes Lambert Smith Hampton PLC (a property consulting business), W S Atkins International PLC (A consulting engineering business), Teather & Greenwood Holdings PLC (a stockbroker and investment bank) and Management Consulting Group PLC (a global consulting business). He is currently Non-Executive Chairman of Redhill Aerodrome Ltd and advisor to Wedlake Bell LLP.



**Mark Wheeler**  
**Chief Executive Officer**

Mark was appointed to the Board of Directors on 17th May 2017. Mark is an Engineer and Surveyor with over 40 years' construction and engineering experience within the construction industry, including major civil engineering, building and power projects. He specialises in providing expert services support, quantum and technical reports for support in construction dispute resolution. This is achieved by means of litigation, adjudication, arbitration or mediation. He acts as an expert witness in both technical and quantum disputes and has cross-examination experience in court, domestic and international arbitration. He is also head of our Diales expert team.



**Charlotte Parsons**  
**Chief Financial Officer**

Charlotte was appointed to the Board on 27 July 2022 and has over 24 years' experience in international property, engineering, and construction consultancies, where she has an established track record of providing high-level strategic and change management advice to the boards of PLCs and LLPs. Charlotte's experience as Finance Director at High-Point Rendel Ltd (since acquired by KPMG), and Chief Financial Officer of James R. Knowles (Holdings) PLC (since acquired by Hill International), means that she has a strong understanding of many of the same issues, sectors, markets and jurisdictions as those in which Diales Group Plc operates.



**Peter Collini**  
**Senior Independent Director**

Peter, was appointed to the Board of Directors on 17th May 2017. Peter, ACA, is a corporate finance professional with over 25 years' experience of leading significant international transactions. He is Special Adviser at Interpath Advisory, a financial advisory business and Chair of Solefield School. Peter previously ran his own financial advisory practice, Riverhill Partners for 17 years, was a Managing Director at Deutsche Bank's Investment Bank and a chartered accountant practising tax with PwC. He holds an MA in Engineering from Oxford University.





### **Jane Dumeresque** **Non-Executive Director**

Jane was appointed Non-Executive Director of Diales Group plc on 24th November 2025. Jane is a Chartered Accountant and has worked for much of her executive career in the financial services industry. Jane has worked as CEO and CFO for several SME's, 2 of which were AIM listed companies. Since 2018 Jane has served as a Non-Executive Director in corporate, mutual and not for profit businesses and brings with her considerable experience of working in people-centric organisations. Jane is currently a Non-Executive Director and Chair of Risk at Teachers Building Society and a Non-Executive Director and Chair of ARCC at Foresters Friendly Society.



### **John Mullen** **Non-Executive Director**

John was appointed to the Board of Directors on 1st June 2020. John is a Chartered Quantity Surveyor and Civil Engineering Surveyor with over 40 years' experience across buildings, infrastructure, civils, engineering, energy, oil and gas and process projects. He was one of the founders of Diales Group Plc, having joined its predecessor partnership in 1983. One of the World's leading quantum experts, working in many different jurisdictions, matters appointed on have ranged in value up to US\$2.75 billion in dispute.

He is co-author of the books Evaluating Contract Claims and The Expert Witness in Construction. A Who's Who Legal Thought Leader 2018 and Global Elite Thought Leader 2019, 2020 and 2021.



### **Elizabeth Filkin CBE** **Non-Executive Director**

Elizabeth was appointed to the Board of Directors on 1st October 2019. Former Parliamentary Standards Commissioner, Elizabeth has carried major roles in both the private and public sectors. She currently combines chairing The Employers' Initiative on Domestic Abuse, TecSOS and she is also a Trustee of the Vodafone Foundation. Elizabeth has been the non-executive chair of Annington Homes, a non-executive director of Britannia Building Society, HBS, Logica, Jarvis and Hay Management Consultants and an Audit Commissioner.



#### **COMPANY SECRETARY** Charlotte Parsons

#### **BANKERS**

Barclays,  
1 Churchill Place,  
London, E14 5HP

#### **CORPORATE GOVERNANCE ADVISERS**

One Advisory Limited  
3 Temple Avenue, London, EY4Y  
0DT

#### **SOLICITORS**

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30 Crown Place,  
Earl Street,  
London, EC2A 4ES

#### **REGISTERED OFFICE** Diales Group Plc, 8th Floor, Dawson House, 5 Jewry Street, London, EC3N 2EX

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#### **REGISTERED NUMBER** **3475146**

#### **AUDITORS**

Kreston Reeves Audit LLP,  
2nd Floor,  
168 Shoreditch High Street,  
London, E1 6RA

#### **NOMINATED ADVISER AND BROKER**

Shore Capital  
Cassini House,  
57 St. James's Street  
London, SW1A 1LD

#### **REGISTRARS**

Neville Registrars Limited,  
Neville House,  
Steelpark Road  
Halesowen, B62 8HD

# Stakeholder Engagement

## Section 172 Statement

The following disclosure forms the Directors' Statement required under section 414CZA of the Companies Act 2006 on how the Directors have had regard to the matters set out in section 172 (1) (a) to (f) in performing their duties. The Board recognises that engagement with its stakeholders is fundamental to the long-term success of the Company and considers the views and interests of all key stakeholders in its decision making.



### Board Decisions Made in the Year

#### Acquisitions

The Group has not made an acquisition during the year. During the Board's consideration of acquisition targets, the executive team presented its business case and due diligence findings. The Board considered how the acquisitions would fit in with the culture of the business and the long-term value creation strategy of the wider Group.

#### Dividend

The Board has declared an interim dividend of 0.75p per share and proposes a final dividend of 0.75p per share. In reaching this decision the Board considered both the cash position of the business and shareholders' interests. The Board determined the cash reserves to be sufficient to ensure the continued ability to meet all of its future obligations and strategy going forward.

#### Bank Facility

In January 2025, the Group agreed a new £1m overdraft facility with Barclays and moved the UK corporate banking from HSBC. The Board do not expect this facility to be widely utilised but it provides the Group with an additional resource to fund operational requirements should that be required.

#### Budget

The Group's business plan is to drive sustainable growth in the long term, which is in the interests of all its stakeholders. The Board has paid close consideration to this objective in establishing and approving the annual budget for FY26. In the current economic climate this has involved close monitoring of the impact of economic headwinds on each service sector and geographical region in which the Group operates, ensuring no over reliance on a single market or client; ensuring the Group is well placed to continue to deliver a high standard of client service; maintain significant headroom in its banking facilities by maintaining the excellent levels of cash collection and payment terms; and increasing focus on minimising its environmental impact.

#### Sustainability

The Board has continued to develop its sustainability strategy during the year, working with Inspired PLC, with key developments in the year as detailed on pages 36 to 40.

## Key Stakeholders and Why We Focus on Them

### Our People

The business is dependent on the professional development, recruitment and retention of our highly experienced staff who are responsible for delivering a world class service to our clients.

The Directors recognise that the quality, motivation and commitment of our people is fundamental to the Group's success.

### Shareholders

Our shareholders have been extremely supportive to the business over the years. This continued support is important to ensure the longer-term success of the business. As such the Directors continually look for ways to maximise shareholder value in both profits and returns and the Group's reputation.

### Clients

The clients we serve are key to the success of our business.

### Governance

Board appointments in the year are detailed in the Corporate Governance Statement.

### Bankers

The Group currently operates in a net cash position, however, it is important to maintain an open and transparent relationship with its bankers such that if the Group did require future funding there is a greater understanding by the bank of the Group's operations from both a strength and risk perspective.

“

*The Directors recognise that the quality, motivation and commitment of our people is fundamental to the Group's success.*

”

# Report of the Directors



**Charlotte Parsons**

**Chief Financial Officer**

**8 December 2025**

The Directors present their Report and the Consolidated Financial Statements of Diales Group PLC (“the Group”) and its subsidiary companies for the year ended 30 September 2025.

## Business Review

A review of the business is contained within the Strategic Report.

## Going Concern

After making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they have adopted the going concern basis in preparing the Financial Statements.

## Financial Risk Management

The financial risk management objectives and policies of the Group including the policy for hedging foreign currency risk, are outlined in the Strategic Report and note 21.

## Directors

The Directors during the year under review were:

- S M Smith
- N S Stagg
- M Wheeler
- C L Parsons
- J P Mullen
- E J Filkin CBE
- P M Collini

The beneficial interests of the Directors in office during the year in the issued share capital of the Company were as follows:

DIRECTORS INTERESTS	30 September 2025 Ordinary 0.4p Shares	30 September 2024 Ordinary 0.4p Shares
S M Smith	-	-
M Wheeler	575,268	335,000
C L Parsons	-	-
J P Mullen	2,062,428	2,062,428
E J Filkin CBE	37,000	37,000
P M Collini	103,500	103,500
N S Stagg	-	-

The Group has an established Employee Benefit Trust in which all the employees of the Group, including Executive Directors, are potential beneficiaries. At 30 September 2025 the Trust owned 3,677 (2024: 3,677) shares which it acquired at an average price of 73p per share (note 12).

To date, the Group repurchased 1,349,661 shares at a cost to be held in treasury and it utilised 1,088,484 shares held in treasury to settle outstanding share options. At 30 September 2025 the Company holds a total of 1,673,583 shares in treasury (2024: 1,169,536).

#### Director's Indemnity Cover

All Directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

#### Disclosure of Information to Auditors

The Directors who held office at the date of approval of this Report of the Directors confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditors are unaware, and 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 to establish that the Group's auditors are aware of that information.

#### Post Balance Sheet Events

There have been no significant events requiring disclosure since 30 September 2025.

#### Auditors

Kreston Reeves Audit LLP are willing to continue in office and a resolution proposing their re-appointment as auditors of the Company and authorising the Directors to fix their remuneration will be put to the shareholders at the Annual General Meeting.

#### On behalf of the Board:

**Charlotte Parsons**  
Chief Financial Officer



# Corporate Governance Statement

## Overview

As Chair of the Board of Directors of Diales Group PLC (the “Company” or the “Group”), it is my duty to ensure the Group has both good corporate governance and an effective Board.

The Board recognises the importance of good corporate governance and has elected to adopt the QCA Corporate Governance Code 2023 (the “QCA Code”), which requires companies to adopt and comply with each of the principles or explain non-compliance. This is the Group’s first year reporting against the 2023 QCA Code, having previously reported against the 2018 version. There have been no other significant changes in governance arrangements.

The Board considers the QCA Code appropriate and suitable, having regard to the group’s size and complexity.

## QCA Principles

### 1. Establish a purpose, strategy and business model which promotes long-term value for shareholders

The Board of Directors has determined that the Company’s growth strategy will deliver the greatest medium and long-term value to its shareholders.

Diales Group PLC provides specialist commercial management, planning, programming and scheduling, project management, and dispute resolution support services, to the global engineering and construction industry. The Company supports clients from project inception and business case; pre-contract preparation, measurement, tendering, and procurement; the construction phase, from managing change, through to completion and agreement of the final accounts; to supporting the asset in use, through to refurbishment, re-purposing, and decommissioning.

The Company’s objective is to deliver shareholder value in the medium to long-term while protecting the Group from unnecessary risk, being sustainably profitable and providing long-term security for our shareholders and staff. The strategy underpinning this objective is to generate revenue from providing the professional services detailed above and achieving and maintaining a higher target gross and net margin.

The Company’s plan for growth has been centred on making a difference by delivering robust and dynamic commercial solutions on time and within budget, either as a standalone service or as part of an integrated team within clients’ existing commercial and construction management. The Company’s purpose is to be the first-choice provider of high-quality professional services to our clients and to be the employer of choice for experts in the market.

The Group’s strategy, together with the principal risks, uncertainties and key challenges facing the Group, are set out in the Strategic Report on pages 44 and 45 of the 2025 Annual Report.

### 2. Promote a Corporate Culture that is based on ethical values and behaviours

The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Company as a whole, which in turn will impact the Company’s performance. The Group’s culture is one of employee and client focus as both are fundamental to the success of the business. The Group has also adopted corporate values and policies to encourage employee and client engagement in relation to its business.

### Innovation

Our policy is to recruit only the best professionals from the market into the business and utilise their combined skills and experience to create innovative and flexible solutions at every opportunity.

### Our People and Culture

We value ideas based on merit and regardless of position, treat people with consideration. We strive to lead by example. We also strive to be the employer of choice in our industry, recruiting top quality professionals and providing them with respect, opportunities and the support to excel within our team.

Employee engagement is a key component of the way we operate to maintain our positive culture which motivates our teams and attracts new talent. The health, safety and wellbeing of all our staff is a key priority.

Each year, the Group engages with staff to ensure that their views were taken into account and considered appropriately by the board. Via the staff survey the Group is able to communicate its strategy, priorities, values and goals effectively throughout the organisation. The survey this year resulted in some helpful feedback. Suggestions from staff have been added to the existing initiatives to support and improve personal development and wellbeing. The Chief Executive hosts monthly global update calls where all staff are invited to

join, different relevant subjects are covered, with staff able to raise questions and create discussions. These calls are important given our wide global reach but staff interactions within the office environment are also deemed to be important for talent development, teambuilding and mental wellbeing.

The Group has a large number of long term staff and monitors staff turnover very closely to assess where any improvements can be made to retain staff. Absenteeism is also monitored to ensure that relevant support is given to any staff member who may need that, with regular check ins from the HR department and their line managers where appropriate.

### Our Clients

We focus on building professional relationships, delivering an excellent quality service and real value that supports the requirements for each project. Our commitment to our clients' success is how we measure ourselves.

### Integrity

We strive to apply the highest professional, ethical and technical standard throughout our organisation. We encourage accountability at all levels.

### Transparency

We strive to communicate openly, honestly and with clarity of actions and words at all times. We seek to deliver best practice solutions on every occasion.

### 3. Seek to understand and meet shareholder needs and expectations

The Group places a great amount of importance on maintaining communication with stakeholders and is committed to having constructive dialogue with its shareholders. We believe that delivering value for our shareholders ensures that the business continues to be successful in the long term and continues to deliver value for all our stakeholders.

The Chief Executive of the Board is primarily responsible for shareholder liaison and reports back to the Board. The AGM provides an excellent opportunity for shareholders to engage with the Board and ask questions. All shareholders are invited to attend the AGM and sign up for the Company's investor alert service to ensure that they receive financial results and other key shareholder messages directly from the Company as soon as they become available. Investors also have access to current information on the Company's website.

Topics discussed with shareholders include – sustainable profitability, utilisation, net margin improvement, working capital requirements and the acquisition of talent.

Quantitative and qualitative reporting of a Company's environmental and social matters is set out in pages 36 to 43 of the Annual Report 2025.

### 4. Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success

The Board recognises that the continued growth and long-term success of the Company is reliant upon open communication with its internal and external stakeholders: professional advisers, shareholders, suppliers, regulators and other stakeholders.

The Company has an ongoing relationship with a broad range of its stakeholders and has regular and direct interaction with stakeholders providing them with opportunities to raise issues and provide feedback to the Company. The Board takes account of such feedback when discussing the Group's strategy.

In September 2024 the Board appointed Inspired PLC to work with us to build a structured pathway to full ESG and climate-related disclosures by collating the information into a disclosure format that is recognised by the stakeholder community, our clients and the wider financial markets with which we interact.

This is a three-year strategy, FY25 was the start of our ESG journey, FY26 will involve developing ESG and FY27 embedding ESG. We have yet to establish any formal targets for social and environmental matters but during FY26 the new ESG committee will be considering whether to put those in place and if so at what levels. Further information about our stakeholder engagement approach can be found in our section 172 statement on pages 48 and 49 of this Annual Report.

### 5. Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

The Board is responsible for overseeing the risk framework and system of internal controls. It ensures that procedures are in place and implemented effectively to identify, evaluate, and manage, where possible, the significant risks faced by the Company.

The Board sets the overall risk management approach and assesses the impact of any changes to the risk profile ensuring that we manage risk appropriately across the Group. The Executive Board has management responsibility for risk and internal controls with the Board completing a review of the risk profile to consider any emerging risks or notable changes in existing risks.

The Audit and Risk Committee ("ARC") oversees the risk management processes of the Group and key risks are elevated to the main Board for discussion. The ARC will also provide input to the Board in its assessment of enterprise risks

# Corporate Governance Statement (continued)

and determination of risk appetite and tolerance levels, as part of the overall risk management strategy.

The Group will shortly set up its ESG committee to manage climate-related risks and to provide updates on our strategic environmental initiatives and progress towards setting any suitable sustainability goals. The ESG committee will be chaired by Jane Dumeresque, as independent chair, to provide insight to the Board. The committee will provide updates on the Inspired PLC ESG strategy services pathway, offer strategic guidance and ensure alignment with our overall risk appetite, consider and establish formal targets, update our ESG Policy and establish an ESG subcommittee from within the Group that will meet to oversee environmental issues, track relevant policies and support the committee.

The Audit and Risk Committee has delegated responsibility for formally monitoring the Auditor's independence. This is achieved through a formal twice-yearly review at which the committee considers any factors that could jeopardise Auditor independence. Throughout the year, the committee has satisfied itself that the Auditor remains independent of the Company and the individual directors.

The principal risks and uncertainties affecting the Group are set out on pages 44 and 45 of the 2025 Annual Report. The Board has considered the need for an internal audit function but has resolved that due to the current size and complexity of the Group, this cannot be justified on the grounds of cost-effectiveness. However, the Board will continue to monitor the need for an internal audit function as the Company grows and develops.

## 6. Establish and maintain the board as a well-functioning, balanced team led by the chair

At year end, the Board comprises two Executive Directors and four Non-Executive Directors as follows:

### Executive Directors

- Chief Executive Officer: Mark Wheeler;
- Chief Financial Officer: Charlotte Parsons;

### Non-Executives Directors

- Independent Non-Executive Chair: Nicholas Stagg
- Independent Non-Executive Director: Peter Collini
- Independent Non-Executive Director: Elizabeth Filkin CBE
- Non-Executive Director: John Mullen

Further information about the Directors can be found in the Directors and Advisers section on pages 46 and 47 and on the Company's website.

With the exception of John Mullen, the Non-Executive Directors are considered by the Company to be independent in that: (i) none of them are executive officers or employees of the Company; and (ii) none of them have a relationship with the Company that will interfere with the exercise of independent judgement in carrying out their responsibilities as Directors. John Mullen is not deemed to be an independent Non-Executive Director given his status as a major shareholder. The Non-Executive Directors do not receive any performance-related remuneration.

All Directors are currently subject to re-election at least every three years in accordance with both the requirements of the UK Companies Act and the Company's articles of association. At the forthcoming AGM, all Directors will be subject to re-election and annually thereafter. Directors meet formally and informally both in person and remotely. Board meetings are open and constructive, with every Director participating fully.

Given the nature and purpose of the Company, the experience of the Directors and the Company's proposed strategy, the Directors believe that the composition of the Board is appropriate and suitable.

The Executive Directors are employed on a full-time basis. Each Non-Executive Director must be able to devote sufficient time to the role to discharge their responsibilities effectively. Non-Executive Directors may also need to be called upon outside of formal meetings to provide independent advice and input to the Executive Directors and/or senior management team. All Directors must seek Board approval before accepting any significant external appointments.

### Attendance at Board and Committee Meetings

The Directors attendance at meetings of the Board and its committees during the year to 30 September 2025 are as follows:

#### Board:

Attendance	Meetings Eligible to Attend	Meetings Attended
Shaun Smith (Chair)**	7	7
Nicholas Stagg (Chair)*	1	1
Elizabeth Filkin CBE	8	8
Peter Collini	8	7
John Mullen	8	8
Mark Wheeler	8	8
Charlotte Parsons	8	8

\*Nicholas Stagg was appointed as Non-Executive Chair on 1 September 2025.

\*\*Shaun Smith resigned as Non-Executive Chair on 29 August 2025.

#### Audit and Risk Committee:

Attendance	Meetings Eligible to Attend	Meetings Attended
Peter Collini (Chair)	3	2
Elizabeth Filkin CBE	3	2
Shaun Smith**	3	3

#### Remuneration Committee:

Attendance	Meetings Eligible to Attend	Meetings Attended
Elizabeth Filkin CBE (Chair)	5	5
Peter Collini	5	5
Shaun Smith	5	5

#### Directors' conflict of interest

The Company has effective procedures in place to monitor and deal with conflicts of interest. The Board is aware of the other commitments and interests of its Directors, and changes to these commitments and interests are reported to and, where appropriate, agreed with the rest of the Board.

All Directors are reminded periodically of their obligations to notify the Company of any changes in their statement of interests and to declare any benefits received from third parties (if any) in their capacity as a Director of the Company.

### 7. Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities.

The Company believes that the Directors have appropriate experience in relevant sectors, providing the ability to fulfil their roles. Each individual director has personal responsibility for keeping up to date on matters which may be relevant to their role as a director. This is achieved through attendance at industry events, professional seminars and other self-directed professional development activities. Knowledge of the Company's business is refreshed regularly through site visits and meetings with key team members.

Details of the individual Directors and their experience are set out on the Company's website.

The Company's nominated adviser, solicitors, corporate governance advisers and auditors are available to deal with any questions which arise in relation to the application of the AIM Rules, legal matters or accountancy matters. Details of the relevant advisers can be found on pages 46 and 47. In order to ensure their independence, the Non-Executive Directors are also entitled to obtain independent legal advice at the cost of the Company in relation to matters which arise where they consider independent advice is required. During the year the remuneration committee appointed FIT remuneration consultants to provide advice to the Committee on the long-term incentive provision for the Executive Directors.

The Company Secretary is responsible for providing support to the Chair and the Board on corporate governance, regulatory and compliance matters, dealing with procedural matters that arise from time to time and dealing with all matters relating to the annual general meeting and any other shareholder meetings. During the year ended 30 September 2025, the Company's nominated adviser and auditors have advised the Company on routine matters within the scope of their respective engagement letters.

### 8. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

The Remuneration Committee is responsible for monitoring the performance of the Executive Directors. The performance of the Chair and Non-Executive Directors as individuals is reviewed by the Executive Directors.

The Group continually evaluates the performance and effectiveness of the Board, its Directors and Chair to ensure the right balance of skills, experience and knowledge is maintained in order for each to perform their duties effectively and deliver strong continued growth.



## Corporate Governance Statement (continued)

During FY25, the Board decided not to conduct a formal externally led board evaluation process given the anticipated changes to the Board composition. Some of those have now taken place with Nicholas Stagg joining from 1 September 2025 and Jane Dumeresque joining from 24 November 2025. Peter Collini's term will expire during FY26, once Peter's replacement is on board the timing for

### **9. Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture.**

As explained in the Report of the Remuneration Committee on pages 58 to 61 of the 2025 Annual Report, The Group's remuneration policy is to provide a remuneration package to attract, motivate and retain high calibre individuals, who will deliver significant value to the Group.

The remuneration policy of the Group is driven by our approach to align the best interests of shareholders and management.

The remuneration committee looks to set remuneration for executive directors at appropriate market levels, with reference to the roles and responsibilities of those directors. Incentive arrangements which provide appropriate reward and incentive are implemented and measured against key performance criteria designed to promote the best interests of shareholders and are reviewed annually.

The Company will include an advisory resolution on the remuneration policy and report at its AGM in 2026.

### **10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders**

The Board is committed to maintaining effective communication and having constructive dialogue with its shareholders. This is done through Interim and Annual Reports along with Regulatory News Service announcements.



Shareholders are encouraged to attend the Company's AGM, where they will be given the opportunity to interact with the Directors. The Board maintains that, if there is a resolution passed at a general meeting with 20% votes against, the Company will seek to understand the reason for the result and, where appropriate, take suitable action. At the last AGM in February 2025, all resolutions passed with at least 95% support.

Investors also have access to the latest information on the Group through its website.

**Nicholas Stagg**  
Chair

# Report of the Remuneration Committee

## For the year ended 30 September 2025

This report is for the year ended 30 September 2025 and sets out the remuneration policy and the detailed remuneration for the Executive and Non-Executive Directors of the Company. As an AIM-quoted company, the information is disclosed to fulfil the requirements of AIM Rule 19.

### Chair's Introduction

I am pleased to introduce the Group's remuneration report for the year ended 30 September 2025. The Remuneration Committee is made up of me as Chair, Nicholas Stagg (appointed 1 September 2025), Shaun Smith (resigned 29 August 2025) and Peter Collini and we are all considered to be Independent Non-Executive Directors. Jane Dumeresque will take over from me as Chair from 1 January 2026 and I wish her every success with the role. The Committee's Terms of Reference were updated during the previous year and approved by the Board on 25 July 2024 to consider updates following the new QCA Corporate Governance Code. These can be viewed on the Company's website.

The Committee's primary responsibilities are to:

- Determine and agree on behalf of the Board, the Group's policy and framework for the remuneration of the Non-Executive Chair, Chief Executive and other Executive Directors including pension rights and compensation payments, including any such remuneration, rights and/or payments as arise from any such persons' engagement as an officer of Diales Group Plc
- Set and manage all aspects of the remuneration of these individuals within the Group's policy and framework, considering pay and employment conditions across the Group
- Review the on-going appropriateness and relevance of the remuneration policy
- Approve the design of, and determine targets for, any performance-related remuneration schemes operated by the Group and approve the total annual payments made under such schemes, save to the extent such matters are expressly reserved to the Board
- Review the design of all share incentive plans. For any such plans, determine each year whether awards will be made to Executive Directors or other colleagues, and if so, the overall amount of such awards, the individual awards to Executive Directors, and other designated senior executives and the performance

targets to be used

- Determine the policy for, and scope of, pension arrangements for each Executive Director and other designated senior executives
- Ensure that contractual terms on termination, and any payments made, are fair
- Oversee any major changes in employee benefits structures throughout the Group

### Activities of the Remuneration Committee during the year and following the year-end

The number of meetings held by the Remuneration Committee are set out in the Board Committee attendance table, detailed in the Corporate Governance Statement on Page 54.

During the year and following the year-end, the Committee's work has included:

- Approval of group wide bonus pool
- Approval of executive pay rises
- Approval of executive bonuses
- Embarked on a consultation for long-term incentivisation of the Executive Directors and designated senior executives

During the year the remuneration committee appointed FIT remuneration consultants to provide advice to the Committee on the long-term incentive provision for the Executive Directors.

The Group will continue to consider its long-term remuneration strategy and policy and plans to complete the long-term incentive arrangements for the Executive Directors and other designated senior executives throughout the coming year.

### Remuneration Policy

The Committee's overall approach is focused on ensuring the Group's remuneration policy is aligned with shareholders' interests whilst also enabling the Group to attract, retain and motivate high quality executive management. It is intended that this policy conforms with best practice standards.

The Board is comprised of two groups. Each are remunerated differently, and this is defined as follows, Executive Directors (CEO and CFO) and the Non-Executive Directors.

The below table details notice periods of the Board.

Role holder	Role	Notice period
Mark Wheeler	CEO	12 months
Charlotte Parsons	CFO	6 months
Nicholas Stagg	Non-Executive Chair	3 months
Elizabeth Filkin resigned 30 September 2025]	Non-Executive Director	3 months
Peter Collini	Non-Executive Director	3 months
John Mullen	Non-Executive Director	3 months
Jane Dumeresque [appointed 24 November 2025]	Non-Executive Director	3 months

### Executive Directors current pay structure

Element	Description	Purpose and Strategy	Operation	Maximum opportunity
Fixed compensation	Salary	To recruit and retain high-calibre executives for the role required.	Reviewed annually by the Committee, taking account of Group performance, individual performance, changes in responsibility and levels of increase for the Group management generally.	There is no prescribed maximum annual increase. The Committee is guided by movements in market rates, the performance of the business and the general salary increase for the wider Group employees.
Benefits	Life cover, car allowance, health insurance, annual medical and pension	Provide market rate benefits to ensure over-all employee wellbeing.	Benefit provision is set at a level considered appropriate taking into account a variety of factors, including market practice.	
Variable compensation	Annual bonus	To encourage and reward excellent performance over the course of the financial year.	Annual bonus payments are based on personal and Group performance. Bonuses are paid in cash.	Maximum annual opportunity currently 20% of salary.

## Non-Executive Directors current pay structure

Element	Description	Purpose and Strategy	Operation	Maximum opportunity
Fixed compensation	Salary	To recruit and retain high-calibre executives for the role required.	Reviewed annually by the Committee, taking account of Group performance, individual performance, changes in responsibility and levels of increase for the Group management generally.	There is no prescribed maximum annual increase. The Committee is guided by movements in market rates, the performance of the business and the general salary increase for the wider Group employees.
Benefits	Life cover, car allowance, health insurance, annual medical and pension	Provide market rate benefits to ensure over-all employee wellbeing.	Benefit provision is set at a level considered appropriate taking into account a variety of factors, including market practice.	
Variable compensation	Annual bonus	To encourage and reward excellent performance over the course of the financial year.	Annual bonus payments are based on personal and Group performance. Bonuses are paid in cash.	Maximum annual opportunity currently 20% of salary.

## Director's Remuneration

<b>DIRECTORS' REMUNERATION 2025</b>	Salary and fees £	Severance £	Bonus £	Benefits £	Car allowance £	Pension £	Total Remuneration £
Mark Wheeler	402,000	-	80,400	4,654	12,000	9,900	508,954
Charlotte Parsons	200,000	-	40,000	914	12,000	1,321	254,235
Nicholas Stagg <sup>[3]</sup>	5,000	-	-	-	-	-	5,000
Shaun Smith <sup>[2]</sup>	66,950	-	-	-	-	-	66,950
Peter Collini	36,000	-	-	-	-	-	36,000
Elizabeth Filkin CBE	36,000	-	-	-	-	-	36,000
John Mullen <sup>[1]</sup>	36,000	-	-	-	-	-	36,000
<b>Total</b>	<b>781,950</b>	<b>-</b>	<b>120,400</b>	<b>5,568</b>	<b>24,000</b>	<b>11,221</b>	<b>943,139</b>

<b>DIRECTORS' REMUNERATION 2024</b>	Salary and fees £	Severance £	Bonus £	Benefits £	Car allowance £	Pension £	Total Remuneration £
Mark Wheeler	390,000	-	-	4,889	12,000	9,900	416,789
Charlotte Parsons	180,000	-	-	795	-	1,321	182,116
Shaun Smith <sup>(2)</sup>	70,000	-	-	-	-	-	70,000
Peter Collini	35,000	-	-	-	-	-	35,000
Elizabeth Filkin CBE	35,000	-	-	-	-	-	35,000
John Mullen <sup>(1)</sup>	35,000	-	-	-	-	-	35,000
<b>Total</b>	<b>745,000</b>	<b>-</b>	<b>-</b>	<b>5,684</b>	<b>12,000</b>	<b>11,221</b>	<b>773,905</b>

In relation to FY25 the CEO and CFO were awarded bonuses of £80,400 and £40,000 respectively (2024: £nil), being 20% of base salary, for meeting personal objectives and company performance. The bonuses are to be split 80% in shares and 20% in cash.

- 1 John Mullen no longer provides expert services or generates income for the Group. During the year, the Group paid Mullen Consult Ltd £nil (2024: £43,000).
- 2 Shaun Smith resigned as Non-Executive Chair on 29 August 2025.
- 3 Nicholas Stagg appointed Non-Executive Chair on 1 September 2025.

For the year to 30 September 2025, the remuneration of Non-Executive Directors was set by the Board and consisted of an annual fee paid in equal monthly instalments.

<b>SHARE OPTIONS 2025</b>	Opening Number	Granted Number	Exercised Number	Lapsed Number	Closing Number	Exercisable at 30 September 2025 Number	Exercise Price £	Value of exercisable shares at grant date £	Value of exercisable shares at 30 September 2025 £
Mark Wheeler	453,336	-	(453,336)	-	-	-	-	-	-
<b>Total</b>	<b>453,336</b>	<b>-</b>	<b>(453,336)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The value of exercisable options at 30 September 2025 is based on the closing share price on 30 September 2025 of 17.5p.

<b>SHARE OPTIONS 2024</b>	Opening Number	Granted Number	Surrendered Number	Lapsed Number	Closing Number	Exercisable at 30 September 2024 Number	Exercise Price £	Value of exercisable shares at grant date £	Value of exercisable shares at 30 September 2024 £
Mark Wheeler	453,336	-	-	-	453,336	453,336	Nil	296,935	117,867
<b>Total</b>	<b>453,336</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>453,336</b>	<b>453,336</b>	<b>-</b>	<b>296,935</b>	<b>117,867</b>

The value of exercisable options at 30 September 2024 is based on the closing share price on 30 September 2024 of 26p.

**Elizabeth Filkin**  
Chair, Remuneration Committee  
8 December 2025



# Statement of Directors' Responsibility

The Directors are responsible for preparing the Strategic Report, Report of the Directors, the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the Group Financial Statements in accordance with International Financial Reporting Standards (IFRS) and the Company Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under Company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. The Directors are also required to prepare Financial Statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market.

In preparing these Financial Statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether they have been prepared in accordance with IFRS, subject to any material departures disclosed and explained in the Financial Statements; and
- Prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the

Financial Statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## WEBSITE PUBLICATION

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

# Audit and Risk Committee Report

**For the year ended 30 September 2025**

I am pleased to present the Committee's report for the year ended 30 September 2025.

## **Introduction**

The Audit and Risk Committee ("ARC") comprises three of the Non-Executive Directors, all of whom are considered to be independent.

The biographies of the current membership are set out on Pages 46 and 47. I am a Chartered Accountant, as is Nicholas. Jane brings particular expertise in relation to human resources-related risk issues. We are each considered by the Board to have recent and relevant experience to enable the Committee to effectively discharge its duties.

The CEO and CFO are invited to meetings where appropriate. The Audit Partner and Senior Manager from the external auditor are also invited to attend meetings when audit matters are discussed. Where appropriate, relevant colleagues are also invited to meetings to discuss risk and control matters.

There were 3 Committee meetings during the year, and the attendance record is set out at Page 55.

## **Duties**

The Terms of Reference were updated during the previous year and approved by the Board on 25 July 2024 to take into account updates following the new QCA Corporate Governance Code. These can be viewed on the Company's website.

## **Activities of the Committee during the year and following year-end**

### **Risk Management and Governance**

Specific issues are also covered at other meetings held in the year. Going forward the Committee will hold a specific meeting each year with particular focus on risk and governance.

The Committee intends to prepare a risk management framework, to be reviewed annually, to evaluate the potential risks faced by the Group.

The Committee received a report on the Groups current cyber security measures which included an assessment of the current trends and a look forward as to future requirements and plans. The Committee was satisfied with the current steps being taken in this key area and the investment being made in IT risk management. Details of the risk and mitigation of these can be found in the risk report on pages 44 and 45.

With the growing prevalence of AI in commerce this area has been of particular focus this year, the Committee was keen to understand the risk associated with both the current usage and the future opportunities being explored by the business. At present, the main usage is for research but given ongoing developments in this area, a Group policy has been introduced to ensure that the risks are carefully managed.

A regular review of the Group's policies and procedures framework takes place to ensure conformity with required regulations and needs of the Group.

### **Financial results and judgements**

The Committee meets to review the process and reporting of both the interim and annual accounts prior to recommending them to the Board and subsequently being released to the market. The review includes considering the impact of any new accounting processes and standards on the Group.

The Committee review the going concern of the Group ahead of the publication of accounts. The review includes consideration of the assumptions used, forecasts and stress testing, alongside the availability and appropriateness of banking facilities.

#### **External Auditor**

Kreston Reeves LLP ("Kreston Reeves"), have been auditors to the Group since FY22, and were re-appointed auditors at the AGM on 26 February 2025 for FY25. The Committee was satisfied with the appropriateness and independence of Kreston Reeves, and they did not provide any non-audit services during the year.

The Group is not subject to any contractual restrictions on its choice of auditor. The Committee negotiated and agreed a fee for the audit ahead of year-end.

At the planning stage, before year-end, Kreston Reeves presented a report to the Committee which set out their plan for their audit work on FY25. The Committee reviewed the key aspects including the overall approach, key focus areas and materiality levels.

During the FY25 year-end audit, Kreston Reeves met the Committee to present their key audit findings, which provided the Committee with the opportunity to discuss how work had progressed and in particular, the methodology and testing of revenue recognition and the approach to the assessment of goodwill. The Committee was advised that the audit had gone well with no complex or contentious issues.

Looking at the year now underway, the Committee expects to remain focused on the key risk management areas whilst continuing to work with the auditors and finance team on the published financial statements.

**Peter Collini**

**Chair**

**Audit and Risk Committee**

**8 December 2025**

# Independent auditor's report to the members of Diales Group PLC

## OPINION

We have audited the financial statements of Diales Group PLC (the 'Parent Company') and its subsidiaries (the 'Group'), for the year ended 30 September 2025 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated and company statements of financial position, the consolidated and company statements of changes in equity, the consolidated statement of cash-flows and notes to the financial statements, including a summary of significant accounting policies.

In our opinion:

- the financial statements of Diales Group PLC give a true and fair view of the state of the Group's and Parent Company's affairs as at 30 September 2025 and of the Group's profit for the year then ended and of the Group's cashflows position as at 30 September 2025; and
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards; and
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the Group and Parent Company financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

## BASIS FOR OPINION

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

## AN OVERVIEW OF 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. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering

future events that are inherently uncertain. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole, considering the structure of the Group and the Parent Company, the accounting processes and controls, and the industry in which they operate. Our scoping considerations for the Group audit were based both on financial information and risk. The table below summarises the parent company and its subsidiaries in terms of the assurance gained:

Group component	Level of assurance
Diales Group PLC	Full statutory audit
Driver Consult Limited	Full statutory audit
Driver Project Services Limited	Full statutory audit
Trett Holdings Limited	Full statutory audit
Trett Limited	Full statutory audit
Trett Contract Services Limited	Full statutory audit
Driver Consult (UAE) LLC	Full statutory audit (component auditor – Kreston Menon Chartered Accountants)
Other group subsidiaries (see full disclosure of these in note 12)	Specified audit procedures on transactions or balances deemed to be material to the group

## COVERAGE OVERVIEW

	Group revenue (2025)	Group revenue (2024)	Group gross assets	Group gross assets (2023)
Totals value of benchmark	£42.9m	£42.9m	£22.4m	£22.9m
Full statutory audit	67.0%	66.9%	70.2%	68.8%
Specified audit procedures	33.0%	33.1%	29.8%	31.2%

## OUR APPLICATION OF MATERIALITY

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

audit opinion. Based on our professional judgement, we determined materiality and performance materiality for the financial statements of the Group and of the Parent Company as follows:

Group Financial Statements	
2025	
Materiality	£432,700 (2024: £440,800)
Basis for determining materiality	~1% of revenues
Rationale for benchmark applied	The group's principal activity is that of consultancy, specifically to clients in the engineering and construction industry. Therefore, a benchmark of materiality for revenue of the group is considered to be appropriate.
Performance materiality	£324,500 (2024: £330,600)
Basis for determining performance materiality	75% of materiality
Parent Company Financial Statements	
2025	
Materiality	£252,000 (2024: £317,000)
Basis for determining materiality	~2% of Company gross assets
Rationale for the benchmark applied	The company operates as a holding company for the group and has no external income. Therefore, a benchmark based on the gross assets of the company is considered to be appropriate.
Performance materiality	£189,000 (2024: £237,750)

We reported all audit differences found in excess of our trivial threshold of £21,600 (2024: £22,000) to the directors and the management board.

For each Group component within the scope of our Group audit, we determined performance materiality that is less than our overall Group performance materiality. The performance materiality determined for each Group company was between £156,600 and £227,150.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, including going concern, 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.

### REVENUE RECOGNITION: £42.9M (2024: £42.9M)

#### Significance and nature of key risk

The Group's revenue is attributable to consultancy, contract administration and project consultancy services.

We have focused on these revenue streams due to the potential for material misstatement of revenue, whether caused by fraud or error, which would fundamentally change the outlook of the financial statements to stakeholders and other users.

The group's revenue accounting policy is outlined in note 1 of these financial statements.

#### How our audit addressed the key risk

The revenue recognition policies for each revenue stream were reviewed to ensure these are in line with the full requirements of IFRS 15.

A sample from each revenue stream was substantively verified by: Agreeing to underlying agreement or contract, including confirming agreed hourly charge-out rates of staff; confirming the total amount of staff time charged to the project in the year and agreeing the recalculated revenue to be recognised to the sales invoice(s) issued.

Revenue was reviewed by reference to our expectations based on previous years, budgets and other information.

Walkthrough testing was undertaken to ensure that the design and implementation of systems and controls in place in respect of the revenue cycle were appropriate and that there were being correctly applied in the business.

#### Key observations communicated to the Risk and Audit Committee

We have no concerns over the material accuracy of revenue recognised in the financial statements.

# Independent auditor's report to the members of Diales Group PLC (continued)

**VALUATION/IMPAIRMENT OF GOODWILL: £3M (2024: £3M) AND INTANGIBLE ASSETS: £0.5M (2024: £0.6M)**  
Significance and nature of key risk

Goodwill represents the excess of the cost of a business combination over the interest in the fair value of subsidiaries previously acquired. Intangible assets relate to the Group's development of a new timesheet and finance system being capitalised.

We have focused on these balances due to the inherent management judgement involved. In respect of goodwill the judgement that these acquisitions continue to represent bespoke revenue generating assets. In respect of intangible assets, the judgement that these development costs be treated as assets of the group rather than expenses.

The group's accounting policies relating to goodwill and intangible assets are outlined in note 1 of these financial statements.

## How our audit addressed the key risk

**Goodwill** - We reviewed goodwill calculations to ensure that these have been correctly calculated in line with the requirements of IFRS 3. The historic inputs into these calculations were vouched to appropriate audit evidence. Recent trading results were assessed to ensure these did not suggest material impairment to the goodwill models.

Ownership documentation was obtained to ensure current ownership of cash generating units with goodwill recorded.

**Intangible assets** - We reviewed the breakdown of items capitalised in timesheet & finance system software being developed. For each item sampled we ensured that these meet the full requirements for recognition under IAS 38.

**Both** - We considered management's judgement in respect of the determined useful economic life of the asset to ensure the associated amortisation charge applied is reasonable.

**Both** - Management's impairment assessments were considered for completeness and material accuracy. We undertook our own assessments of potential impairment indicators, as guided by IAS 36, to ensure that we did not arrive at a material difference in value. With respect to goodwill the headroom on impairment modelling was concluded to be substantial.

Key observations communicated to the Risk and Audit Committee

We have no concerns over the material accuracy of goodwill and intangible asset values recognised in the financial statements.

## CONCLUSIONS RELATED TO GOING CONCERN

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

We performed the following audit procedures:

- Analysing the financial performance and financial strength of the business based on recently audited annual results, including an assessment of liquidity in the business; and
- Review and challenge of the forecasts prepared by management by investigating the rationale behind the numerical inputs and by considering the accuracy of historic forecasting by management; and
- Evaluating post year end performance of the business up to the date of the approval of these financial statements to gain additional assurance over the continued profitable operation of continuing operations and financial health of the Group; and
- Analysis of the share price over the past 12 months to ensure there have been no significant decreases and further investigations of the Group's reputation in the marketplace to assess for any evidence of material threats to going concern.

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

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

## OUR CONSIDERATION OF CLIMATE CHANGE RELATED RISKS

The financial impacts on the Group of climate change and the transition to a low-carbon economy (climate change) were considered in our audit where they have the potential to directly or indirectly impact key judgements and estimates within the financial statements. The Group continues to develop its assessment of the potential impacts of climate change. Climate risks have

the potential to materially impact the key judgements and estimates within the financial report. Our audit considered those risks that could be material to the key judgements and estimates in the assessment of the carrying value of non-current assets and closure and rehabilitation provisions.

The key judgements and estimates included in the financial statements incorporate actions and strategies, to the extent they have been approved and can be reliably estimated in accordance with the Group's accounting policies. Accordingly, our key audit matters address how we have assessed the Group's climate-related assumptions to the extent they impact each key audit matter.

#### OTHER INFORMATION

The other information comprises the information included in the Annual Report other than the financial statements and our Auditor's report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### OUR OPINION ON THE REMUNERATION REPORT

Kreston Reeves has audited the Remuneration report set out on pages 58 to 61 of the Annual Report for the financial year. The Directors of the Company are responsible for the preparation and presentation of the Remuneration report in accordance with the Companies Act 2006. Kreston Reeves' responsibility is to express an opinion on the Remuneration report, based on our audit conducted in accordance with International Accounting Standards. In Kreston Reeves' opinion, the Remuneration report of the Group for the period complies with the requirements of the Companies Act 2006.

#### OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken during the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

#### MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of our knowledge and understanding of the Group and Parent Company and its environment obtained during the audit, we have not identified material misstatements in the strategic report or the directors' report. We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

#### RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement (set out on page 63), the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements to be 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 Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or parent company or to cease operations, or have no

# Independent auditor's report to the members of Diales Group PLC (continued)

realistic alternative but to do so.

## AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

## CAPABILITY OF THE AUDIT IN DETECTING IRREGULARITIES, INCLUDING FRAUD

Based on our understanding of the group and industry, and through discussion with the directors and other management (as required by auditing standards), we identified that the principal risks of non-compliance with laws and regulations related to health and safety, anti-bribery and employment law. We considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. 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 reduce expenditure, management bias in accounting estimates and judgemental areas of the financial statements such as the valuation of intangible assets. Audit procedures performed by the group engagement team included:

- Discussions with management and assessment of known or suspected instances of non-compliance with laws and regulations (including health and safety) and fraud, and review of the reports made by management; and
- Assessment of identified fraud risk factors; and
- Identifying and assessing the design effectiveness of controls that management has in place to prevent and detect fraud; and
- Conducting interviews with appropriate personnel to gain further insight into the control systems implemented, and the risk of irregularity; and
- Challenging assumptions and judgements made by management in its significant accounting estimates; in particular around the implicit rate used in IFRS 16 accounting and the expected loss rates applied in IFRS 9 accounting; and
- Challenging the completeness of impairment assumptions made by management with respect to intangible assets, including goodwill; and
- Performing analytical procedures to identify any unusual or unexpected relationships, including related party transactions, that may indicate risks of material misstatement due to fraud; and
- Confirmation of related parties with management, and review of transactions throughout the period to identify any previously undisclosed transactions with related parties outside the normal course of business; and
- Reading minutes of meetings of those charged with governance and reviewing correspondence with relevant tax and regulatory authorities; and
- Substantiating expenses capitalised in intangible assets to ensure that these are legitimate expenses, both in nature and amount, to be considered an asset of the business under IAS 38; and
- Review of significant and unusual transactions and evaluation of the underlying financial rationale supporting the transactions; and
- Identifying, through the use of data analytics, and testing journal entries, in particular any manual entries made at the year-end for financial statement preparation.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with

regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or the parent company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial

statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

#### USE OF OUR REPORT

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

**Anne Dwyer**  
**BSc(Hons) FCA (Senior Statutory Auditor)**  
**For and on behalf of**  
**Kreston Reeves Audit LLP**  
**Accountants & Statutory Auditor**  
**London**  
**8 December 2025**

# Consolidated Income Statement

For the year ended 30 September 2025

	Notes	2025 £000	2024 £000
REVENUE	2	42,957	42,966
Cost of sales		(30,978)	(31,449)
Impairment movement	13	(389)	(553)
GROSS PROFIT		11,590	10,964
Other operating expenses		(10,309)	(10,084)
Other operating income		-	-
Underlying* operating profit		1,408	1,183
Non-recurring operational costs	10	-	(171)
Share-based payment charges and associated costs	18	(127)	(132)
OPERATING PROFIT	2,4	1,281	880
Finance income		11	45
Finance costs	6	(21)	(9)
PROFIT BEFORE TAXATION	2	1,271	916
Tax expense	7	(360)	(490)
PROFIT FROM CONTINUING OPERATIONS	2	911	426
Loss from discontinued operations, net of tax	2	(228)	(1,043)
PROFIT / (LOSS) FOR THE YEAR	2	683	(617)
Profit attributable to non-controlling interest from continuing operations		-	-
Profit attributable to non-controlling interest from discontinued operations		-	-
Profit attributable to equity shareholders of the Parent from continuing operations		911	426
Loss attributable to equity shareholders of the Parent from discontinued operations		(228)	(1,043)
		683	(617)
Basic profit / (loss) per share attributable to equity shareholders of the Parent (pence)	9	1.3p	(1.2)p
Diluted profit / (loss) per share attributable to equity shareholders of the Parent (pence)	9	1.3p	(1.2)p
Basic earning per share attributable to equity shareholders of the Parent (pence) from continuing operations	9	1.7p	0.8p
Diluted earnings per share attributable to equity shareholders of the Parent (pence) from continuing operations	9	1.7p	0.8p

\* Underlying figures are stated before the share-based payment costs and non-recurring operational costs

\*\* DPS Reading was classified as a discontinued operation during the year. In the prior year, DPS Reading generated revenue of £225k and incurred a loss of £62k. The prior year comparatives have not been restated, as the impact of reclassifying these amounts is not material to the Group's financial statements.

The notes on pages 77 to 107 form part of these Financial Statements

# Consolidated Statement of Comprehensive Income

For the year ended 30 September 2025

	2024 £000	2024 £000
PROFIT / (LOSS) FOR THE YEAR	683	(617)
Other comprehensive income:		
Items that could subsequently be reclassified to the Income Statement:		
Exchange differences on translating foreign operations	134	(292)
OTHER COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR NET OF TAX	134	(292)
TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR	817	(909)
Total comprehensive income attributable to:		
Owners of the Parent	817	(909)
Non-controlling interest	-	-
	817	(909)

The notes on pages 77 to 107 form part of these Financial Statements

# Consolidated Statement of Financial Position

As at 30 September 2025

	Notes	2025	2024
		£000	£000
COMPANY NUMBER: 3475146			
NON-CURRENT ASSETS			
Goodwill	12	2,969	2,969
Property, plant and equipment	11	371	318
Intangible asset	32	546	630
Right of use asset	19	753	752
Deferred tax asset	17	200	165
		4,839	4,834
CURRENT ASSETS			
Trade and other receivables	13	14,369	13,878
Current tax receivable		221	-
Cash and cash equivalents	16	3,036	4,254
		17,626	18,132
TOTAL ASSETS		22,465	22,966
CURRENT LIABILITIES			
Lease creditor	20	(310)	(492)
Trade and other payables	14	(7,625)	(7,715)
Current tax payable		-	(186)
		(7,935)	(8,393)
NON-CURRENT LIABILITIES			
Lease creditor	20	(428)	(238)
Deferred tax liabilities	17	(142)	(167)
		(570)	(405)
TOTAL LIABILITIES		(8,505)	(8,798)
NET ASSETS		13,960	14,168
SHAREHOLDERS' EQUITY			
Share capital	18	216	216
Share premium	22	11,496	11,496
Merger reserve	22	1,055	1,055
Currency reserve	22	(1,108)	(1,242)
Capital redemption reserve	22	18	18
Treasury shares	22	(1,851)	(1,661)
Retained earnings	22	4,137	4,285
Own shares	22	(7)	(3)
TOTAL SHAREHOLDERS' EQUITY		13,956	14,164
NON-CONTROLLING INTEREST	22	4	4
TOTAL EQUITY		13,960	14,168

The financial statements were approved by the Board of Directors, authorised for issue and signed on their behalf by:

**Charlotte Parsons**  
Chief Financial Officer  
8 December 2025

The notes on pages 77 to 107 form part of these Financial Statements.

# Consolidated Cash Flow Statement

For the year ended 30 September 2025

	Notes	2025 £000	2024 £000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit / (Loss) for the year		683	(617)
Adjustments for:			
Depreciation	11	148	142
Exchange adjustments		23	58
Amortisation of right of use asset	19	558	604
Amortisation of intangible asset	32	84	84
Finance expense		10	(36)
Tax expense		308	671
Equity settled share-based payment charge <sup>(1)</sup>		119	15
<b>OPERATING CASH FLOW BEFORE CHANGES IN WORKING CAPITAL AND PROVISIONS</b>		<b>1,933</b>	<b>921</b>
(Increase)/decrease in trade and other receivables		(97)	155
(Decrease)/increase in trade and other payables		(624)	(340)
<b>CASH GENERATED IN OPERATIONS</b>		<b>1,212</b>	<b>736</b>
Tax paid		(777)	(380)
<b>NET CASH INFLOW FROM OPERATING ACTIVITIES</b>		<b>425</b>	<b>356</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Interest received		11	45
Acquisition of property, plant and equipment	11	(220)	(123)
Proceeds from the disposal of property, plant and equipment		-	(23)
Acquisition of intangible assets		-	-
<b>NET CASH OUTFLOW FROM INVESTING ACTIVITIES</b>		<b>(209)</b>	<b>(101)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Interest paid		(21)	(3)
Repayment of borrowings		-	-
Proceeds of borrowings		-	-
Repayment of lease liabilities	20	(565)	(621)
Purchase of Treasury shares		(194)	(136)
Dividends paid to equity shareholders of the Parent		(789)	(789)
<b>NET CASH OUTFLOW FROM FINANCING ACTIVITIES</b>		<b>(1,569)</b>	<b>(1,549)</b>
Net (decrease)/increase in cash and cash equivalents		(1,343)	(1,294)
Effect of foreign exchange on cash and cash equivalents		125	(285)
Cash and cash equivalents at start of period		4,254	5,833
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>16</b>	<b>3,036</b>	<b>4,254</b>

(1) The amount stated reflects only the share-based payment charge and does not include the associated costs that are included within the amount stated on the consolidated Income Statement.

(2) The Group has elected to present the statement of cash flows that includes an analysis of all cash flows in total i.e. including continuing and discontinued operations. Amounts relating to discontinued operations by operating, investing and financing activities are disclosed below:

	2025 £000	2024 £000
<b>CASH FLOWS (USED) IN DISCONTINUED OPERATIONS <sup>(2)</sup></b>		
Net cash used in operating activities	116	(33)
Net cash used in investment activities	-	-
Net cash used in financing activities	-	-
<b>NET CASH FLOWS FOR THE YEAR</b>	<b>116</b>	<b>(33)</b>

# Consolidated Statement of Changes in Equity

For the year ended 30 September 2025

	Share capital £000	Share premium £000	Treasury shares £000	Merger reserve £000	Other reserves <sup>(2)</sup> £000	Retained earnings £000	Own shares <sup>(3)</sup> £000	Total <sup>(1)</sup> £000	Non-controlling interest £000	Total Equity £000
OPENING BALANCE AT 1 OCTOBER 2023	216	11,496	(1,525)	1,055	(932)	5,676	(3)	15,983	4	15,987
(Loss) for the year	-	-	-	-	-	(617)	-	(617)	-	(617)
Other comprehensive loss for the year	-	-	-	-	(292)	-	-	(292)	-	(292)
Total comprehensive loss for the year	-	-	-	-	(292)	(617)	-	(909)	-	(909)
Dividends	-	-	-	-	-	(789)	-	(789)	-	(789)
Share-based payment <sup>(4)</sup>	-	-	-	-	-	15	-	15	-	15
Purchase of Treasury shares	-	-	(136)	-	-	-	-	(136)	-	(136)
CLOSING BALANCE AT 30 SEPTEMBER 2024	216	11,496	(1,661)	1,055	(1,224)	4,285	(3)	14,164	4	14,168
OPENING BALANCE AT 1 OCTOBER 2024	216	11,496	(1,661)	1,055	(1,224)	4,285	(3)	14,164	4	14,168
Profit for the year	-	-	-	-	-	683	-	683	-	683
Other comprehensive income for the year	-	-	-	-	134	-	-	134	-	134
Total comprehensive income for the year	-	-	-	-	134	683	-	817	-	817
Dividends	-	-	-	-	-	(789)	-	(789)	-	(789)
Share-based payment <sup>(4)</sup>	-	-	-	-	-	(42)	-	(42)	-	(42)
Purchase of Treasury shares	-	-	(190)	-	-	-	(4)	(194)	-	(194)
CLOSING BALANCE AT 30 SEPTEMBER 2025	216	11,496	(1,851)	1,055	(1,090)	4,137	(7)	13,956	4	13,960

(1) Total equity attributable to the equity holders of the Parent.

(2) 'Other reserves' combines the currency reserve and capital redemption reserve. The movement in the current and prior year relates to the translation of foreign currency equity balances and foreign currency non-monetary items. Explanatory details for these reserves are disclosed in note 22.

(3) The shortfall in the market value of the shares held by the EBT and the outstanding loan is transferred from own shares to retained earnings.

(4) The amount stated reflects only the share-based payment charge and does not include the associated costs that are included within the amount stated on the consolidated Income Statement.

The notes on pages 77 to 107 form part of these Financial Statements

# Summary of Significant Accounting Policies

For the year ended 30 September 2025

## 1 ACCOUNTING POLICIES

Diales Group PLC ("the Company") is a company incorporated and domiciled in the UK. The policies have been applied consistently to all years presented, unless stated.

The Group Financial Statements have been prepared and approved by the Directors in accordance with International Financial Reporting Standards (IFRS), International Accounting Standards and Interpretations issued by the International Accounting Standards Boards (IASB), UK-adopted International Financial Reporting Standards (adopted IFRSs) and with those parts of the Companies Act 2006 applicable to those companies reporting under IFRS. The Company has elected to prepare its financial statements in accordance with FRS 102. These are provided on pages 82 to 87.

### BASIS OF PREPARATION

The Financial Statements have been prepared under the historical cost convention, as modified by the revaluation of certain assets, and in accordance with Applicable Accounting Standards.

### GOING CONCERN

The Financial Statements have been prepared on a going concern basis. In reaching their assessment, the Directors have considered a period extending at least twelve months from the date of approval of this financial report.

The Directors have prepared cash flow forecasts covering a period of more than 12 months from the date of releasing these financial statements. This assessment has included consideration of the forecast performance of the business for the foreseeable future, the cash and financing facilities available to the Group. At 30 September 2025 the Group had cash reserves of £3.0m (2024: £4.3m). The strong cash position was after a year of turnaround within the Group. The Group reported a profit of £0.7m (2024: Loss £0.6m), with a profit from continuing operations of £0.9m (2024: £0.4m).

The Directors have also prepared a stress case scenario that demonstrates the Group's ability to continue as a going concern even with a significant drop in revenues and limited mitigating cost reduction to re-align with the revenue drop.

Based on the cash flow forecasts prepared including appropriate stress testing, the Directors are confident that

any funding needs for at least 12 months from the date of signing the report required by the business will be sufficiently covered by the existing cash reserves. As such these Financial Statements have been prepared on a going concern basis.

### BASIS OF CONSOLIDATION

Where the Company has the power over the investee, either directly or indirectly, exposure to variable returns from the investee, and the ability to use its power to affect those variable returns, it is classified as a subsidiary. The Consolidated Financial Statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. The Financial Statements are prepared in GBP and are rounded to the nearest £1,000. The Group Statement of Financial Position incorporates the shares held by the Diales Employee Benefit Trust which are reserved under option which have not vested by the Statement of Financial Position date. These are shown as a deduction from shareholders' equity as an 'own shares' reserve until such a time as they vest unconditionally with the employee.

Accounting policies are consistently applied throughout the Group. Intercompany balances and transactions have been eliminated. Material profits from intercompany sales, to the extent that they are not yet realised outside the Group, have also been eliminated.

Non-controlling interests in subsidiaries are presented separately from the equity attributable to equity owners of the Parent Company. Non-controlling shareholders' interest may initially be measured either 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 basis is made on each acquisition individually. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

### BUSINESS COMBINATIONS

The Consolidated Financial Statements incorporate the results of business combinations using the purchase method. In the Consolidated Statement of Financial

## FINANCIAL STATEMENTS

Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Income Statement from the date on which control is obtained. They are derecognised from the date that control ceases. Determining the fair value of intangibles acquired in business combinations requires estimation of the value of the cash flows related to the identified intangibles and a suitable discount rate in order to calculate the present value.

In arriving at the cost of acquisition, the fair value of the shares issued by the Company is taken to be the closing bid price of those shares at the date of issue. Where this figure exceeds the nominal value of the shares, the excess amount is treated as an addition to reserves.

### GOODWILL

Goodwill represents the excess of the cost of a business combination over the interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired. Cost comprises the fair values of assets given, liabilities assumed and equity instruments issued. Following the adoption of IFRS 3, costs incurred in connection with acquisitions are recognised in profit and loss as incurred.

Goodwill is capitalised as an intangible asset with any impairment in carrying value being charged to the Consolidated Income Statement.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### FOREIGN CURRENCY TRANSLATION

In preparing the financial statements of the individual entities, transactions in foreign currencies are recorded at the rates of exchange prevailing on the dates of the transactions. At each Statement of Financial Position date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the Statement of Financial Position date. Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period.

For the purpose of presenting Consolidated Financial Statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Sterling using exchange rates prevailing on the Statement of Financial Position date. Income and expense items (including comparatives) are translated using the exchange rates at each month end. Exchange differences arising, if any, are recognised in other comprehensive income and in the Group's translation reserve. Cumulative translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

### REVENUE

Revenue is recognised in accordance with IFRS 15 which dictates that revenue is recognised when contracted performance obligations are satisfied. Revenue in respect of the core services being: consultancy, contract administration and project consultancy services, represents the amount earned from the provision of services provided to customers outside of the Group and is recognised based on time incurred, as the services are delivered in line with the contractual arrangements and represents a continual flow of benefits to the customer. Where the Group enters into a fixed fee arrangement revenue is recognised by reference to the stage of completion of the project. The stage of completion is determined by the Group's management based on the Project Manager's assessment of the contract terms, the time incurred and the performance obligations achieved and remaining.

Fees which are contingent on the occurrence of one or more significant future events are recognised as revenue once the events on which they are contingent have occurred.

Unbilled revenue is included within accrued income.

### SEGMENT REPORTING

In accordance with IFRS 8, operating segments are identified based on the "management approach". This approach stipulates external segment reporting based on the Group's internal organisational and management structure and on internal financial reporting to the chief operating decision maker. The chief operating decision maker is the Chief Executive Officer.

Details of the segments are provided in note 2.

### FINANCING COSTS

Interest income and interest payable are recognised in the Consolidated Income Statement on an accruals basis, using the effective interest method.

### LEASED ASSETS

#### Lessee

From the 1 October 2019 leased assets are recognised in accordance with IFRS 16 which replaces IAS 17 and provides a single lessee accounting model. In line with IFRS 16, a right of use asset is recognised in relation to all leases entered into by the Group that are greater than one year in length. The amount initially recognised as an asset is equal to the present value of the minimum lease payments payable over the term of the lease. The asset is then amortised over the lease term. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to the Consolidated Income Statement over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor. For leases under one year in length, the asset is not

capitalised and the total rentals payable under the lease are charged to the Consolidated Income Statement on a straight-line basis over the lease term.

#### **Lessor**

Rentals received are credited to the Income Statement on a straight-line basis over the term of the lease.

#### **DIVIDENDS**

Interim dividends are recognised when they are paid. Final dividends are recorded in the Financial Statements in the period in which they are approved by the Group's shareholders in the Annual General Meeting.

#### **EMPLOYEE BENEFITS**

##### **Defined contribution plan**

The Group operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the Company. The annual contributions payable are charged to the Consolidated Income Statement.

##### **Share-based payment transactions**

The cost of share options awarded to employees, measured by reference to their fair value at the date of grant, is recognised over the vesting period of the options based on the number of options which in the opinion of the Directors will ultimately vest. This number is reviewed annually. The fair value of the options granted is measured using an option valuation model, taking into account the terms and conditions upon which the options were granted. The cost of the share options is recognised as an employee expense with a corresponding increase in retained earnings.

#### **TAXATION**

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the period, using tax rates and laws that have been enacted or substantively enacted at the Statement of Financial Position date, and any adjustment to tax payable in respect of previous years. Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary differences is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying value amount of assets and liabilities, using tax rates enacted or substantively enacted at the Statement of Financial Position date. A deferred tax asset is recognised only to the extent that it

is probable that future taxable profits will be available against which the asset can be utilised.

#### **IMPAIRMENT OF ASSETS**

Impairment tests on goodwill and other intangible assets with indefinite useful economic lives are undertaken annually at the financial year end. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit (i.e. the lowest group of assets in which the asset belongs for which there are separately identifiable cash flows). Goodwill is allocated on initial recognition to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination giving rise to the goodwill.

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires an entity to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. Any change in estimates could result in an adjustment to recorded amounts.

Impairment charges are included in the administrative expenses line item in the Consolidated Income Statement, except to the extent they reverse gains previously recognised in the Consolidated Statement of Changes in Equity. An impairment loss recognised for goodwill is not reversed.

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

#### **FINANCIAL ASSETS**

Under IFRS 9, the classification of financial assets is based both on the business model of which the asset is held and the contractual cash flow characteristics of the asset. There are three principal classification categories for financial assets that are debt instruments: (i) amortised cost, (ii) fair value through other comprehensive income (FVTOCI) and (iii) fair value through profit or loss (FVTPL). IFRS 9 has had no effect on the classification of financial instruments held by the Group.

## FINANCIAL STATEMENTS

### Fair value through profit or loss

This category comprises only in-the-money derivatives (see Financial Liabilities section for out-of-the-money derivatives). They are carried in the Consolidated Statement of Financial Position at fair value with changes in fair value recognised in the Consolidated Income Statement in the finance income or expense line. Other than derivative financial instruments which are not designated as hedging instruments, the Group does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

### Financial assets at amortised cost

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary assets. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Impairment provisions for trade receivables are recognised using the "expected credit loss model" within the scope of IFRS 9 and as such the Group has adopted a provisions matrix as a method of calculating expected credit losses on trade receivables under the simplified approach. This provision matrix has been calculated based on geographical location of the Group's entities and considers historical default rates, projecting this forward taking into account any specific debtors and forecasts relating to local economies. The movement in the expected credit loss provision is reflected within gross profit in the Consolidated Income Statement. From time to time, the Group elects to renegotiate the terms of trade receivables due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed. Only where there is a significant delay to the new expected cash flows would the Group discount the amounts due. The Group's loans and receivables comprise trade and other receivables and cash and cash equivalents in the Consolidated Statement of Financial Position. Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less from inception, and bank overdrafts and other short term banking facilities. Bank overdrafts are shown within loans and borrowings in current liabilities in the Consolidated Statement of Financial Position. Net borrowings comprise borrowings net of cash and cash equivalents.

## FINANCIAL LIABILITIES

### Financial liabilities at amortised cost

Bank borrowings are initially recognised at fair value. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the Consolidated Statement of Financial

Position. Any issue costs for such borrowings are expensed to the Income Statement. Trade payables and other short-term monetary liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

### Fair value through profit or loss

This category comprises only out-of-the-money derivatives (see Financial Assets for in-the-money derivatives). They are carried in the Consolidated Statement of Financial Position at fair value with changes in fair value recognised in the Consolidated Income Statement. The Group does not hold or issue derivative instruments for speculative purposes, but to hedge our exposure to foreign currency movements. Other than these derivative financial instruments, the Group does not have any liabilities held for trading nor has it designated any financial liabilities as being at fair value through profit or loss.

## PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at cost less accumulated depreciation and any provision for impairment.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment. Land is not depreciated. Depreciation is charged to the Consolidated Income Statement to write off the cost less the estimated residual value of each part of an item of property, plant and equipment on a straight-line basis over the estimated useful lives at the following annual rates:

- Fixtures and fittings 10% - 33% per annum
- Computer equipment 25% per annum
- Motor Vehicles 25% per annum

Residual values and remaining economic useful lives and depreciation methods are reviewed annually and adjusted if appropriate.

Gains or losses on disposal are included in profit and loss.

## INTANGIBLE ASSETS

Intangible assets held which consists of the Group's new finance system is held at cost less accumulated amortisation. The Group have estimated the useful economic life to be 10 years.

## EMPLOYEE BENEFIT TRUST

The Group Statement of Financial Position incorporates the results of the Diales Employee Benefit Trust. The Directors consider that the activities of the Trust are being conducted on behalf of the Group and the Group obtains the benefits from the Trust's operation. In accordance with IFRS 10 the assets of the Trust, and any liabilities it has, are recognised in the Group's Statement of Financial Position. Own shares held by the Trust for future distribution to employees under share option arrangements are deducted from shareholders' equity until such a time as they vest unconditionally with the employee. Any income or expenditure incurred by the Trust is recognised in the Group's Financial Statements. The shortfall in the market value of the shares held by the

EBT and the outstanding loan is transferred from own shares to retained earnings.

### JOINT ARRANGEMENTS

The Group is a party to a joint arrangement when there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- Joint ventures: where the Group has rights to only the net assets of the joint arrangement; or
- Joint operations: where the Group has both the rights to assets and obligations for the liabilities of the joint arrangement.
- In assessing the classification of interests in joint arrangements, the Group considers:
  - The structure of the joint arrangement;
  - The legal form of joint arrangements;
  - The contractual terms of the joint arrangement agreement; and
  - Any other facts and circumstances (including any other contractual arrangements).

The Group has deemed that it has a joint arrangement in Canada, this has been accounted for as a joint operation. The Group accounts for its interests in joint operations by recognising its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations.

### CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Details of the Group's accounting estimates and judgements are included in note 25.

### CURRENT IFRS ACCOUNTING STANDARD CHANGES

The following standards have been amended as adoption is mandatory for the 2025 financial year:

Standard	Overview
Amendments to IAS 21 – Lack of Exchangeability	The amendments have been made to clarify: <ul style="list-style-type: none"> <li>when a currency is exchangeable into another currency; and</li> <li>how a company estimates a spot rate when a currency lacks exchangeability.</li> </ul>

None of the above standard changes will have a material effect on the Group Financial Statements.

### FUTURE IFRS ACCOUNTING STANDARD CHANGES

Adoption of the following new and amended standards will be mandatory for periods beginning in 2026 and beyond:

Standard	Effective date	Overview
Amendment to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments	1 January 2026 (early adoption permitted)	These amendments: <ul style="list-style-type: none"> <li>clarify the requirements for the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;</li> <li>clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;</li> <li>add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets); and</li> <li>make updates to the disclosures for equity instruments designated at Fair Value through Other Comprehensive Income (FVOCI).</li> </ul>
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027 (early adoption permitted)	This is the new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to: <ul style="list-style-type: none"> <li>the structure of the statement of profit or loss;</li> <li>required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and</li> <li>enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.</li> </ul>

None of the above standard changes will have a material effect on the Group Financial Statements.



# Notes to the Financial Statements

For the year ended 30 September 2025

## 2 SEGMENTAL ANALYSIS REPORTABLE SEGMENTS

For management purposes, the Group is organised into three operating divisions: Europe & Americas (EuAm), Middle East (ME) and Asia Pacific (APAC). This has remained unchanged from the previous year. These divisions are the basis on which the Group is structured and managed, based on its geographic structure. The following key service provisions are provided across all three operating divisions: quantity surveying, planning / programming, quantum and planning experts, dispute avoidance / resolution, litigation support, contract administration and commercial advice / management. Segment information about these reportable segments is presented below.

YEAR ENDED 30 SEPTEMBER 2025	Europe & Americas £000	Middle East £000	Asia Pacific £000	Eliminations £000	Unallocated £000	Continuing £000	Discontinued £000
Total external revenue	35,204	5,223	2,455	-	-	42,882	1,058
Total inter-segment revenue	955	886	235	(2,001)	-	75	(75)
Total revenue	36,159	6,109	2,690	(2,001)	-	42,957	983
Segmental profit/(loss) pre central cost recharge	5,502	645	(126)	-	(4,613)	1,408	(228)
Central cost charge	(4,153)	(419)	(197)	-	4,769	-	-
Segmental profit/(loss)	1,349	226	(323)	-	156	1,408	(228)
Unallocated corporate expenses <sup>(1)</sup>	-	-	-	-	-	-	-
Share-based payments charge and associated costs	-	-	-	-	(127)	(127)	-
Non-recurring operational costs	-	-	-	-	-	-	-
Operating profit/(loss)	1,349	226	(323)	-	29	1,281	(228)
Finance income	-	-	-	-	11	11	-
Finance expense	-	-	-	-	(21)	(21)	-
Profit/(loss) before taxation	1,349	226	(323)	-	19	1,271	(228)
Taxation	-	-	-	-	(360)	(360)	-
Profit/(loss) for the period	1,349	226	(323)	-	(341)	911	(228)

### OTHER INFORMATION

Non current assets	3,296	92	13	-	1,301	4,702	137
Reportable segment assets	12,823	2,533	1,694	-	5,079	22,129	336
Capital additions <sup>(2)</sup>	772	-	7	-	-	779	-
Depreciation and amortisation	680	17	8	-	-	705	-

(1) Unallocated costs represent Directors' remuneration (the audited Directors' remuneration report can be found on pages 60 to 61 of these financial statements), administration staff, corporate head office costs and expenses associated with AIM. (2) Capital additions comprise additions to property, plant and equipment and intangible assets. No client had revenue exceeding 10% of the Group's revenue in the year to 30 September 2025.

YEAR ENDED 30 SEPTEMBER 2024	Europe & Americas £000	Middle East £000	Asia Pacific £000	Eliminations £000	Unallocated £000	Continuing £000	Discontinued £000
Total external revenue	34,644	4,848	3,474	-	-	42,966	1,619
Total inter-segment revenue	1,513	1,525	68	(3,106)	-	-	-
Total revenue	36,157	6,373	3,542	(3,106)	-	42,966	1,619
Segmental profit/(loss) pre central cost recharge	5,176	326	(119)	-	(4,324)	1,059	(693)
Central cost charge	(3,704)	(364)	(281)	-	4,473	124	(124)
Segmental profit/(loss)	1,472	(38)	(400)	-	149	1,183	(817)
Unallocated corporate expenses <sup>(1)</sup>	-	-	-	-	-	-	-
Share-based payments charge and associated costs	-	-	-	-	(132)	(132)	-
Non-recurring operational costs	-	-	-	-	(171)	(171)	-
Operating profit/(loss)	1,472	(38)	(400)	-	(154)	880	(817)
Finance income	-	-	-	-	45	45	-
Finance expense	-	-	-	-	(9)	(9)	-
Profit/(loss) before taxation	1,472	(38)	(400)	-	(118)	916	(817)
Taxation	-	-	-	-	(490)	(490)	(226)
Profit/(loss) for the period	1,472	(38)	(400)	-	(608)	426	(1,043)

### OTHER INFORMATION

Non current assets	3,207	50	21	-	1,402	4,680	154
Reportable segment assets	14,398	3,118	2,282	-	2,111	21,909	1,057
Capital additions <sup>(2)</sup>	495	2	14	-	-	511	-
Depreciation and amortisation	710	24	8	-	-	742	4

(1) Unallocated costs represent Directors' remuneration (the audited Directors' remuneration report can be found on pages 60 to 61 of these financial statements), administration staff, corporate head office costs and expenses associated with AIM. (2) Capital additions comprise additions to property, plant and equipment and intangible assets. No client had revenue exceeding 10% of the Group's revenue in the year to 30 September 2024.

## Notes to the Financial Statements (continued)

### GEOGRAPHICAL INFORMATION

	2025 £000	2024 £000
<b>TOTAL EXTERNAL REVENUE BY LOCATION OF CUSTOMERS</b>		
United Kingdom	21,731	20,823
Germany	3,119	3,067
Saudi Arabia	2,722	709
Netherlands	2,356	3,332
Italy	2,253	777
Australia	1,908	2,371
Denmark	1,582	117
Singapore	1,222	1,213
France	1,019	1,861
United States	889	1,803
Spain	787	573
United Arab Emirates	695	4,139
Uruguay	466	-
South Korea	446	953
Canada	346	526
Finland	313	-
Qatar	302	247
Turkey	246	454
Sweden	191	376
Ireland	167	178
Belgium	129	40
Slovenia	123	-
Serbia	106	-
Oman	82	59
Indonesia	73	-
South Africa	43	106
Libya	43	19
Peru	33	47
Norway	14	-
Ecuador	1	56
Chile	-	372
Other countries	533	365
	<b>43,940</b>	<b>44,585</b>

### GEOGRAPHICAL INFORMATION OF NON CURRENT ASSETS

	2025 £000	2024 £000
UK	4,397	4,543
Oman	113	113
UAE	75	28
Singapore	7	10
Qatar	16	21
Malaysia	23	32
Kuwait	-	-
Hong Kong	-	-
Netherlands	158	32
France	11	-
Australia	5	10
Canada	4	2
USA	-	8
Spain	14	8
Germany	15	26
Saudi Arabia	-	-
South Korea	1	1
	<b>4,839</b>	<b>4,834</b>

### 3 EMPLOYEES

#### STAFF COSTS INCLUDING DIRECTORS' REMUNERATION

	2025 £000	2024 £000
Wages and salaries	24,911	26,250
Social security costs	2,164	2,169
Other pension costs	927	1,047
Share-based payment charges and associated costs	127	132
	28,129	29,598

The average number of persons employed by the Group, including Directors, during the year was as follows:

BY ROLE	2025	2023
Directors	6	6
Fee-earners	180	187
Administration	55	57
	241	250

#### KEY MANAGEMENT AND DIRECTORS' REMUNERATION

The aggregate compensation of key management (including Executive Directors) is shown below:

	2025 £000	2024 £000
Remuneration	2,437	2,327
Social security costs	300	273
Short term benefits	4	5
Money purchase pension contributions	42	51
	2,783	2,656
Share-based compensation	39	103
Total key management compensation	2,822	2,759

Key management consists of the statutory Executive Directors of the Company plus a further 7 (2024: 7) Operational Directors who form part of the Global Management Board.

The Executive Directors' remuneration is shown below:

	2025 £000	2024 £000
Emoluments	811	763
Money purchase pension contributions	11	11
Total remuneration	822	774

Directors' remuneration disclosed above includes the following payments in respect of the highest paid Director:

	2025 £000	2024 £000
Emoluments	419	407
Money purchase pension contributions	10	10
Total remuneration	429	417

The number of Directors to whom retirement benefits are accruing:

	2025	2024
Money purchase pension schemes	2	2

## Notes to the Financial Statements (continued)

### 4 PROFIT FROM OPERATIONS

Profit from operations includes the following significant expenses:

	2025 £000	2024 £000
Depreciation and amounts written off property, plant and equipment – owned assets	148	142
Amortisation of right of use assets	558	604
Amortisation of intangible asset	84	84
UK Audit services:		
– statutory audit of Parent	64	58
– statutory audit of subsidiaries	29	28
– audit regulatory reporting – interim review	7	7
Exchange loss/(gain)	219	286

### 5 DIVIDENDS

	2025 £000	2024 £000
The aggregate amount of equity dividends comprises:		
Final dividend paid in respect of prior year	394	394
Interim dividend in respect of the previous year	395	395
Aggregate amount of dividends paid in the financial year	789	789
Equity dividends proposed for approval at Annual General Meeting (not recognised at year end)		
Final dividend for 2025: 0.75p (2024: 0.75p)	394	394

An interim dividend in respect of the year ended September 2025 was paid in October 2025 for £394,000, 0.75p per share (2024: £394,000). This is not recognised in these Financial Statements.

Equity dividends are payable to all the registered shareholders other than the Diales Group Employee Benefit Trust and those held in treasury.

### 6 FINANCE EXPENSE

	2025 £000	2024 £000
Bank interest	6	3
Finance lease interest	15	6
	21	9

### 7 TAXATION

#### ANALYSIS OF THE TAX CHARGE

The tax charge on the profit for the year is as follows:

	2024 £000	2024 £000
Current tax:		
UK corporation tax on profit for the year	200	290
Non-UK corporation tax	147	102
Adjustments to the prior period estimates	74	22
	421	414
Deferred tax:		
Origination and reversal of temporary differences (note 17)	(61)	76
Tax charge for the year	360	490

#### FACTORS AFFECTING THE TAX CHARGE

The tax assessed for the year varies from the standard rate of corporation tax in the UK. The difference is explained below:

	2025 £000	2024 £000
Profit/(loss) before tax	1,043	98
Expected tax charge based on the standard average rate of corporation tax in the UK of 25% (2024: 22%)	261	229
Effects of:		
Expenses not deductible	(55)	61
Deferred tax – other differences (note 17)	(81)	76
Share options exercised	(29)	(64)
Foreign tax rate differences	(2)	2
Adjustment to prior period estimates	72	22
Utilisation of losses	(93)	(80)
Unprovided losses	287	244
Tax charge for the year	360	490

#### FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The Corporation tax rate for the year ended 30 September 2025 was 25% (2024: 25%). No factors noted that would impact future charges.

#### 8 PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the Parent Company is not presented as part of these Financial Statements. The Parent Company's loss for the financial period was £0.1m (2024: £0.2m). The Company has elected to prepare the Parent Company Financial Statements in accordance with FRS 102.

#### 9 EARNINGS PER SHARE

	2025 £000	2024 £000
Profit/(loss) for the financial year attributable to equity shareholders	683	(617)
Non-recurring operational costs	-	171
Share-based payment charges and associated costs (note 18)	127	132
Loss from discontinued operations	228	1,043
Underlying profit for the year before share-based payments, non-recurring operational costs and loss from discontinued operations	1,038	729
Weighted average number of shares:		
- Ordinary shares in issue	53,962,868	53,962,868
- Shares held by EBT	(3,677)	(3,677)
- Treasury shares	(1,673,583)	(1,169,536)
Basic weighted average number of shares	52,285,608	52,789,655
Effect of Employee share options	525,000	866,671
Diluted weighted average number of shares	52,810,608	53,656,326
Basic earnings/(loss) per share	1.3p	(1.2)p
Diluted earnings/(loss) per share	1.3p	(1.2)p
Underlying basic earnings per share before share-based payments, non-recurring operational costs and loss from discontinued operations	2.0p	1.4p
Basic earnings per share attributable to equity shareholders of the parent (pence) from continuing operations	1.7p	0.8p
Diluted earnings per share attributable to equity shareholders of the parent (pence) from continuing operations	1.7p	0.8p

#### 10 NON-RECURRING ITEMS

	2025 £000	2024 £000
Onerous lease (release)/provision on Haslingden office	-	-
Severance payments	-	104
Legacy Middle East debt collection legal costs	-	39
Legacy work in progress write off	-	-
Employment claim legal costs	-	28
	-	171

## Notes to the Financial Statements (continued)

### 11 PROPERTY, PLANT AND EQUIPMENT

	Fixtures and fittings £000	Computer equipment £000	Motor vehicles £000	Total £000
COST				
At 1 October 2023	1,689	2,362	181	4,232
Additions	57	66	-	123
Disposals	(5)	(15)	(181)	(201)
Foreign exchange movement	(56)	(57)	-	(113)
At 30 September 2024	1,685	2,356	-	4,041
DEPRECIATION				
At 1 October 2023	1,566	2,134	181	3,881
Charge for year	38	104	-	142
Disposals	(4)	(10)	(181)	(195)
Foreign exchange movement	(54)	(51)	-	(105)
At 30 September 2024	1,546	2,177	-	3,723
NET BOOK VALUE				
At 30 September 2024	139	179	-	318
At 30 September 2023	123	228	-	351
COST				
At 1 October 2024	1,685	2,356	-	4,041
Additions	155	65	-	220
Disposals	(146)	(287)	-	(433)
Foreign exchange movement	(1)	(2)	-	(3)
At 30 September 2025	1,693	2,132	-	3,825
DEPRECIATION				
At 1 October 2024	1,546	2,177	-	3,723
Charge for year	62	86	-	148
Disposals	(142)	(269)	-	(411)
Foreign exchange movement	(2)	(2)	-	(4)
At 30 September 2025	1,462	1,992	-	3,454
NET BOOK VALUE				
At 30 September 2025	231	140	-	371
At 30 September 2024	139	179	-	318

### 12 GOODWILL

	£000
COST	
At 1 October 2024	2,969
At 30 September 2025	2,969

The Group is required to test, on an annual basis, whether goodwill has suffered any impairment. The recoverable amount is determined based on value in use calculations. The use of this method required the estimation of future cash flows and the determination of a discount rate in order to calculate the present value of the cash flows. This has concluded that no impairment is required in the current year against the carrying amount.

- The discount factor would need to increase by more than 10% or revenues need to decrease in excess of 26% for the Diales Project Services CGU to require impairment.
- The Trett Limited CGU has significant headroom, therefore, no sensible sensitivity would indicate any requirement for impairment.

Goodwill is allocated to cash-generating units (CGU) identified on the basis of business segments.

A segment level summary of the goodwill allocated is presented below:

	2025 £000	2024 £000
Europe & Americas	2,969	2,969

The calculations use pre-tax cash flow projections over the next 5 year period based on the budgets for the next financial year. Cash flows beyond the budgeted one year period are extrapolated using the estimated growth rates per the table below. In accordance with IAS 36, the growth rates for beyond the budgeted period do not exceed the long-term average growth rate for the industry. The key assumptions applied in the calculations were:

- Gross margin 14.7%
- Growth rate 2%
- Discount rate 8% (pre-tax)

Management determined the gross margin rate based on past performance and future trading conditions. The growth rates are believed to be conservative growth rates for this business. The discount rate used is pre-tax to ensure consistency with the pre-tax cash flows and reflects the risk of the business segment.

Details of subsidiaries included in the Consolidated Financial Statements are as follows:

Subsidiary undertakings	Country of registration or incorporation	Principal activity	Percentage* of ordinary shares held
Diales Consult Limited	England and Wales	Construction consultancy services	100%
Driver Project Services Ltd	England and Wales	Construction consultancy services	100%
Driver Consult Oman LLC	Oman	Construction consultancy services	65% <sup>(1)</sup>
Driver Consult UAE LLC	Abu Dhabi	Construction consultancy services	49% <sup>(2)</sup>
Driver Consult Qatar LLC	Qatar	Construction consultancy services	49% <sup>(2)</sup>
Trett Holdings Limited	England and Wales	Construction consultancy services	100%
Trett Limited	England and Wales	Construction consultancy services	100%
Driver Trett (Hong Kong) Ltd	Hong Kong	Construction consultancy services	100%
Driver Trett (Singapore) Pte. Ltd	Singapore	Construction consultancy services	100%
Trett Consulting B.V.	Netherlands	Construction consultancy services	100%
Trett Contract Services Limited	England and Wales	Dormant	100%
Driver Trett (Malaysia) SDN BHD	Malaysia	Construction consultancy services	100%
Diales Australia Pty Ltd	Australia	Construction consultancy services	100%
Driver Trett (Canada) Ltd	Canada	Construction consultancy services	100%
Driver Trett France SAS	France	Construction consultancy services	100%
Driver Group Limited	England and Wales	Dormant	100%
Driver Trett Spain S.L.	Spain	Construction consultancy services	100%
Driver Group Germany GmbH	Germany	Construction consultancy services	100%
Driver Trett USA Inc	United States of America	Construction consultancy services	100%
Driver Trett Saudi Administrative Consultancy LLC	Kingdom of Saudi Arabia	Construction consultancy services	100%
Diales Korea Pte. Ltd	South Korea	Construction consultancy services	100%

\* Unless stated below, voting rights are equivalent to percentage of ordinary shares held.

(1) The Company is entitled to 99% of the profits.

(2) The legal structure of the business provides the Company with effective 100% control and the business is therefore treated as a fully owned subsidiary

In addition to the above investments, the Company has loaned funds of £950,275 and made contribution to the Driver Group Employee Benefit Trust, which in turn has purchased 1,700,645 shares in the Company for £1,242,206. On 29 July 2013 the Trust disposed of 575,645 shares for net proceeds of £506,567. On 10 December 2013 the Trust disposed of 500,000 shares for net proceeds of £107,500. On 12 August 2014 the Trust disposed of 28,323 shares for net proceeds of £27,615. On 23 September 2016 the Trust transferred 200,000 shares to an employee in settlement of 200,000 nil cost options. On 10 March 2017 the Trust transferred 238,000 shares to two employees in settlement of nil cost options. During the year ended 30 September 2018 the Trust transferred 155,000 shares to a number of employees in settlement of share options. At 30 September 2025 the assets of the Trust comprised 3,677 (2024: 3,677) of the Company's own shares with a nominal value of £15 (2024: £15) and a market value of £643 (2024: £956). The cost of shares has been deducted from equity. The net assets of the Trust are available for the benefit of Diales Consult's and Diales Group's employees. Neither the loan from the Company nor the equivalent liability of the Trust is included in debtors or creditors

## Notes to the Financial Statements (continued)

### 13 TRADE AND OTHER RECEIVABLES

	2025 £000	2024 £000
Trade receivables	13,000	11,952
Other receivables	103	637
Prepayments	1,116	1,168
Accrued income	150	121
	14,369	13,878

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value.

As at 30 September 2025 trade receivables past due and net of provision were £8,438,000 (2024: £8,289,000). The ageing analysis of trade receivables is as follows:

	Debt age – “days overdue”			
	Current (not yet overdue) £000	0-90 days £000	Over 90 days £000	Total £000
<b>30 September 2025</b>				
Gross Trade receivables	4,562	5,399	4,762	14,723
Expected credit loss provision	-	-	(1,723)	(1,723)
Trade Receivables	4,562	5,399	3,039	13,000
Expected credit loss %	0%	0%	36%	12%
<b>30 September 2024</b>				
Gross Trade receivables	3,663	4,402	5,680	13,745
Expected credit loss provision	-	-	(1,793)	(1,793)
Trade Receivables	3,663	4,402	3,887	11,952
Expected credit loss %	0%	0%	32%	13%

As at 30 September 2025 the Group has an impairment allowance against trade receivables of £1,723,000 (2024: £1,793,000). The impairment provisions for trade receivables are recognised using the “expected credit loss model” within the scope of IFRS 9 and the Group has adopted a simplified model to recognise lifetime expected credit losses to trade receivables. This provision matrix has been calculated based on geographical location of the Group’s entities and considers historical default rates, projecting this forward taking into account any specific debtors and forecasts relating to local economies.

An analysis of the Group’s trade and other receivables classified as financial assets by currency is provided in note 21.

Movements in the impairment allowance for trade receivables are as follows:

	2025 £000	2024 £000
At the beginning of the year	1,793	2,960
Charge to the Consolidated Income Statement during the year	389	553
Foreign exchange Impact on translation of overseas balances	(36)	(38)
Receivables written off during the year as uncollectible	(423)	(1,682)
At the end of the year	1,723	1,793

The movement in the impairment allowance for trade receivables is shown on the Consolidated Income Statement for the current year.

Movements in the Group’s accrued income are as follows:

	2025 £000	2024 £000
At the beginning of the year	121	163
Transfers in the period from accrued income to trade receivables	(121)	(163)
Time recorded and not yet invoiced	150	121
At the end of the year	150	121

#### 14 TRADE AND OTHER PAYABLES

	2025 £000	2024 £000
Trade payables	2,061	1,747
Social security and other taxes	1,325	1,252
Other payables	1,453	1,958
Accrued expenses	2,786	2,758
	7,625	7,715

The Directors consider that the carrying value of trade payables is a reasonable approximation of the fair value.

#### 15 BORROWINGS

An analysis of the maturity of loans is given below:

	2025 £000	2024 £000
Current:		
Bank loan and overdraft	-	-
Lease liability	310	492
	310	492
Non-current falling due between one and two years:		
Lease liability	310	145
	310	145
Non-current falling due between two and five years:		
Lease liability	428	93
	428	93

The carrying value of liabilities is a reasonable approximation of the fair value.

As at 30 September 2025 the banking facilities with Barclays consisted of:

	Facility	Interest rate (annual)
Overdraft facility	£1,000,000	2.50% over Base

As at 30 September 2025 the Company had access to cash balances of £3,036,000 (2024: £4,254,000) The net cash position is appropriate for the Group's operating requirements going forward but during the year management agreed a £1m facility with Barclays and will be transitioning the UK banking across over the coming months.

The Group's overdraft facility is secured by a debenture and cross guarantee over the Group's assets.

#### 16 CASH AND CASH EQUIVALENTS

	2025 £000	2024 £000
Cash at bank	3,036	4,254

Cash and cash equivalent balances are denominated in Sterling, Euros, US Dollars, Qatari Riyals, UAE Dirhams, Omani Rials, Malaysian Ringgits, Singapore Dollars, Australian Dollars, Hong Kong Dollars, Canadian Dollars, Kuwaiti Dinar, Saudi Riyal and Korean Won.

#### 17 DEFERRED TAXATION

Deferred tax has been calculated at 25% (2024: 25%) based on expected future tax rates in jurisdictions where the deferred tax is expected to reverse.

##### DEFERRED TAX LIABILITY

	2025 £000	2024 £000
At the beginning of the year	167	160
Charge for the year recognised in the Consolidated Income Statement	(25)	7
At the end of the year	142	167

## FINANCIAL STATEMENTS

# Notes to the Financial Statements (continued)

### DEFERRED TAX ASSET

	2025 £000	2024 £000
At the beginning of the year	165	247
Credit/(charge) for the year recognised in the Consolidated Income Statement	35	(82)
At the end of the year	200	165

The elements of the deferred tax balances are as follows:

	Assets		Liabilities	
	2025 £000	2024 £000	2025 £000	2024 £000
Other short term temporary differences	200	165	(142)	(167)
	200	165	(142)	(167)

The Group had taxable losses of £2,263,719 (2024: losses £3,038,583) carried forward at the year end. No deferred tax asset has been recognised in relation to these losses as an accurate estimate of when this asset would be utilised cannot yet be determined.

### 18 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number	Class	Nominal Value	2025 £000	2024 £000
53,962,868	Ordinary	0.4p	216	216

	2025 Number	2025 £000	2024 Number	2024 £000
Ordinary shares of 0.4p each				
At beginning of the year	53,962,868	216	53,962,868	216
Issued during the year	-	-	-	-
At end of the year	53,962,868	216	53,962,868	216

### SHARE-BASED PAYMENT TRANSACTIONS

During 2018 2,046,672 options were granted plus the potential for further performance options. These were granted with an exercise price of nil p and a vesting period between 0 and 3 years. 200,000 of these options vested immediately in recognition of contributions made and 50,000 of these options were dependent on the employee also purchasing 50,000 options which was satisfied in that year. The remaining options were conditional on profit targets. At 30 September 2018, 416,672 of the options conditional on profit targets were exercisable including 66,672 in relation to the further performance options. 350,000 of these shares lapsed during the year ended 2019 and a further 950,000 lapsed during the year ended 2020. During 2022 the 50,000 options dependent on the employee purchasing shares were exercised, along with 113,336 of the performance options. During the year, 453,336 shares were exercised and 50,000 lapsed. At the year end, no shares were unexercised.

During 2021, 4,430,000 share options were granted. These were granted with an exercise price of nil p and a vesting period between 0 and 3 years. 160,000 shares could be exercised immediately. The balance of 4,270,000 shares vest after 3 years and must be exercised within 10 years of grant. Of this remaining balance, 756,674 shares are dependent on the employees remaining employed within the Group until 30 September 2023. A further, 756,663 shares are dependent upon regional performance targets for the years 2021, 2022 and 2023, in the regions where the employees are based and the final 2,756,663 shares are dependent upon Group performance targets for the years 2021, 2022 and 2023. Both the Group and regional targets can also be based on cumulative results. During 2023, 2,195,997 of these shares lapsed. In the previous year, 228,000 of these shares lapsed and 817,335 were exercised. During the year, 56,688 shares were exercised. At the year end, no shares were unexercised.

During 2022, 1,100,000 share options were granted. 335,000 of these could be exercised immediately and of this amount 185,000 have been exercised in the year. The remaining 765,000 options vest after 3 years and must be exercised within 10 years of grant. 255,006 shares are dependent on the employees remaining employed within the Group until 30 September 2023. A further 254,997 shares are dependent upon regional performance targets for the years 2021, 2022 and 2023, in the regions where the employees are based and the final 254,997 shares are dependent upon Group performance targets for the years 2021, 2022 and 2023. Both the Group and regional targets can also be based on cumulative results. During 2023, 150,000 of these shares were exercised. In the previous year, 453,336 of these shares were exercised. During the year 28,334 shares were exercised and 28,333 shares lapsed. At the year end, no shares were unexercised.

During 2023, 400,000 share options were granted, all of these could be exercised immediately and of this amount 150,000

have been exercised in the year. The options must be exercised within 10 years of grant are dependent on the employees remaining employed within the Group until 30 September 2025. At the year-end a total of 250,000 shares were unexercised.

During the previous year, 200,000 share options were granted. The options must be exercised within 10 years of grant are dependent on the employees remaining employed within the Group until 1 January 2026. At the year end a total of 200,000 shares were unexercised.

During the year, 100,000 share options were granted, 50,000 were exercised immediately and the remaining 50,000 must be exercised within 10 years of grant and are dependent on the employees remaining employed until September 2027.

At 30 September 2025 the following unexercised share options to acquire ordinary shares granted under the Diales Plc Enterprise Management Incentive Scheme and other option agreements were outstanding in respect of 5 employees (2024: 9):

Year of grant	Vesting period	Exercise price per 0.4p share (pence)	2025 Number	2024 Number
2018	22-02-2018 to 22-02-2018	Nilp	-	200,000
	22-09-2018 to 01-10-2018	Nilp	-	250,000
	30-09-2018 to 01-10-2018	Nilp	-	53,336
2021	05-03-2021 to 30-09-2023	Nilp	-	-
	01-04-2021 to 31-03-2024	Nilp	-	-
	27-07-2021 to 30-09-2023	Nilp	-	56,668
2022	08-10-2021 to 30-09-2023	Nilp	-	-
	04-11-2021 to 30-09-2023	Nilp	-	56,667
	13-06-2022 to 30-09-2025	Nilp	-	-
2023	05-01-2023 to 30-09-2025	Nilp	250,000	250,000
2024	30-01-2024 to 01-01-2026	Nilp	100,000	100,000
	01-02-2024 to 01-01-2026	Nilp	100,000	100,000
2025	13-01-2025 to 02-09-2027	Nilp	50,000	-
			500,000	1,066,671

	2025		2024	
	Options	Weighted average exercise price per share (pence)	Options	Weighted average exercise price per share (pence)
Outstanding at 1 October	1,066,671	Nil	2,365,342	Nil
Granted during the year	100,000	-	200,000	-
Lapsed during the year	(78,333)	Nil	(228,000)	Nil
Exercised during the year	(588,338)	-	(1,270,671)	-
Outstanding at 30 September	500,000	Nil	1,066,671	Nil
Exercisable at 30 September	250,000	Nil	616,671	Nil

The options outstanding at 30 September 2024 had an exercise price of nil p and a weighted average remaining contractual life of 2.9 years. The Group has recognised a charge in the current year in relation to share options of £127,000 (2024: £132,000).

The Directors' interests in share options are shown on pages 50 to 51 in the Report of the Directors and page 61 in the Directors remuneration report.

## 19 RIGHT OF USE ASSET

The following right of use assets have been recognised in line with IFRS 16 and are amortised over the period of the lease term.

	2025 £000	2024 £000
At 1 October	752	1,140
Additions during the year	559	388
Disposals during the year	-	(172)
Amortisation charged to the Consolidated Income Statement	(558)	(604)
At 30 September	753	752

# Notes to the Financial Statements (continued)

## 20 LEASES

The following leases have been recognised in line with IFRS 16. The net carrying value of these right of use assets at 30 September 2025 was £753,000 (2024: £753,000).

The present values of future lease payments are analysed as:

	2025 £000	2024 £000
Current liabilities	310	492
Non-current liabilities	428	238
	738	730

All leases within the group relate to right of use assets, the movement in relation to these leases is analysed as:

	2025 £000	2024 £000
At 1 October	730	1,157
Additions during the year	559	388
Disposals during the year	-	(200)
Interest expense	15	6
Repayments	(566)	(621)
At 30 September	738	730

The total future value of minimum lease commitments under non-cancellable leases that are exempt from IFRS 16 due to either their short life or low value were £nil (2024: £nil). The minimum rents receivable under non-cancellable leases is £nil (2024: £nil).

## 21 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments held by the Group, as detailed in this note, are classified as 'Financial Assets Measured at Amortised Cost' (cash and cash equivalents, trade and other receivables), fair value through income statement (derivatives) and 'Financial Liabilities Measured at Amortised Cost' (trade and other payables, bank overdrafts, bank loans and loan notes).

A summary of the financial instruments held by category is provided below:

	Financial assets at fair value through income statement		Financial assets at amortised cost	
	2025 £000	2024 £000	2025 £000	2024 £000
<b>FINANCIAL ASSETS</b>				
Cash and cash equivalents	-	-	3,036	4,254
Trade and other receivables	-	-	14,369	13,878
<b>TOTAL FINANCIAL ASSETS</b>	-	-	17,405	18,132

	Financial liabilities at fair value through income statement		Financial liabilities at amortised cost	
	2025 £000	2024 £000	2025 £000	2024 £000
<b>FINANCIAL LIABILITIES</b>				
Trade and other payables	-	-	7,625	7,715
Loans and borrowings	-	-	-	-
Lease creditor	-	-	738	730
<b>TOTAL FINANCIAL LIABILITIES</b>	-	-	8,363	8,445

Financial assets and liabilities measured at fair value through income statement are all valued using level 2 external valuations.

The Group's operations expose it to a variety of financial risks comprising liquidity risk, foreign exchange risk, interest rate risk and credit risk. The Group has in place risk management policies that seek to limit the adverse effects on the financial performance of the Group by using various instruments and techniques.

Risk management policies have been set by the Board and applied by the Group.

#### (A) LIQUIDITY RISK

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it has sufficient liquidity to meet its liabilities as they fall due with surplus facilities to cope with any unexpected variances in timing of cash flows.

The Group believes it has sufficient cash and borrowing facilities to meet its operational commitments.

	2025 £000	2024 £000
Cash and cash equivalents	3,036	4,254
Available funds	3,036	4,254

#### Maturity analysis

The table below analyses the Group's non-derivative financial liabilities into maturity groupings based on the period outstanding at the Statement of Financial Position date up to the contractual maturity date.

	Due within 1 year £000	Due between 1 and 5 years £000	Total £000
<b>30 SEPTEMBER 2025</b>			
Non-derivative financial liabilities			
Bank loans and overdrafts	-	-	-
Finance lease creditor	310	428	738
Trade and other payables	7,625	-	7,625
<b>Total</b>	<b>7,935</b>	<b>428</b>	<b>8,363</b>

	Due within 1 year £000	Due between 1 and 5 years £000	Total £000
<b>30 SEPTEMBER 2024</b>			
Non-derivative financial liabilities			
Bank loans and overdrafts	-	-	-
Finance lease creditor	492	238	730
Trade and other payables	7,715	-	7,715
<b>Total</b>	<b>8,207</b>	<b>238</b>	<b>8,445</b>

As at 30 September 2025 the banking facilities with Barclays consisted of:

	Facility	Interest rate (annual)
Overdraft facility	£1,000,000	2.50% over Base

As at 30 September 2025 the Group had access to cash balances of £3,036,000.

#### (B) FOREIGN EXCHANGE RISK

The Group operates in a number of markets across the world and is exposed to foreign exchange risk arising from various currency exposures in particular, with respect to the UAE Dirham, Omani Rial, Qatari Riyal and Saudi Riyal, all of which are linked to the US dollar, the Euro, Malaysian Ringgit, Singapore Dollar, Australian Dollar, Hong Kong Dollar, Canadian Dollar, Kuwaiti Dinar and Korean Won. The Group is exposed to foreign currency risk arising from recognised assets and liabilities as well as commitments arising from future trading transactions. The Group selectively uses financial products to insure against the effect of adverse movements in foreign exchange rates. This includes foreign exchange contracts and foreign currency borrowing. Reviews are carried out on a monthly basis at an overall Group level to assess the level of foreign exchange exposure and to take any necessary action. The Group does not operate hedge accounting.

## FINANCIAL STATEMENTS

# Notes to the Financial Statements (continued)

The Group's exposure to foreign currency net assets / (liabilities) is summarised as follows:

	2025		2024	
	Cash and cash equivalents £000	Trade and other receivables £000	Cash and cash equivalents £000	Trade and other receivables £000
<b>FINANCIAL ASSETS 2024 AND 2025</b>				
GBP	741	7,773	1,423	7,147
EUR	498	3,182	999	1,990
CAD	71	425	66	65
AED	280	921	163	2,248
OMR	3	109	6	299
KWD	2	-	30	146
USD	1,095	636	1,124	309
QAR	53	48	69	209
SGD	116	198	28	898
MYR	-	-	11	14
HKD	10	-	10	-
AUD	67	309	82	146
SAR	43	760	95	316
KRW	59	8	148	91
Total	3,038	14,369	4,254	13,878

	Trade and other payables £000	Loans and borrowings £000	Trade and other payables £000	Loans and borrowings £000
<b>FINANCIAL LIABILITIES 2024 AND 2025</b>				
GBP	5,309	356	5,478	525
EUR	792	382	462	205
CAD	46	-	20	-
AED	605	-	629	-
OMR	58	-	82	-
KWD	62	-	109	-
USD	16	-	182	-
QAR	285	-	208	-
SGD	160	-	177	-
MYR	5	-	6	-
HKD	14	-	16	-
AUD	184	-	188	-
SAR	53	-	68	-
KRW	36	-	90	-
Total	7,625	738	7,715	730

The Group generates local currency revenues and costs in Europe, USA, South Africa, Oman, the UAE, Qatar, Kuwait, Malaysia, Singapore, Australia, Hong Kong, Canada, Saudi Arabia and South Korea. As a consequence, the Group's pre-tax income and equity is exposed to movements in GBP relative to the EUR, USD, ZAR, SGD, MYR, AUD, HKD, CAD, KRW, KWD, AED, OMR, QAR and SAR (the latter four currencies are linked to the US Dollar). The following table represents the estimated impact on the Group's pre-tax income and equity from a weakening or strengthening of Sterling relative to these currencies based on the current year.

## SENSITIVITY ANALYSIS – IMPACT ON INCOME STATEMENT AND ON EQUITY

% change in Sterling relative to:	Income statement		Equity	
	10% £000	20% £000	10% £000	20% £000
Sterling strengthens relative to EUR	(196)	(522)	(145)	(386)
Sterling weakens relative to EUR	239	293	177	217
Sterling strengthens relative to USD	(193)	(514)	(118)	(314)
Sterling weakens relative to USD	236	289	144	177
Sterling strengthens relative to SGD	31	83	26	69
Sterling weakens relative to SGD	(38)	(47)	(32)	(39)
Sterling strengthens relative to AUD	(31)	(83)	(23)	(62)
Sterling weakens relative to AUD	38	47	29	35
Sterling strengthens relative to CAD	7	19	5	13
Sterling weakens relative to CAD	(9)	(10)	(6)	(8)
Sterling strengthens relative to KRW	48	127	36	97
Sterling weakens relative to KRW	(58)	(71)	(44)	(54)

As overseas profits and non-Sterling income grow, the exposure of the Group's profit and equity to movements in Sterling relative to the foreign currencies will increase too.

### (C) INTEREST RATE RISK

The Group is subject to fluctuations in interest rates on its borrowings and cash and cash equivalents. The Group is aware of the financial products available to insure against adverse movements in interest rates. Formal reviews are undertaken to determine whether such instruments are appropriate for the Group.

The table below shows the Group's financial assets and liabilities split by those bearing fixed and floating rates and those that are non-interest bearing.

	Fixed rate £000	Floating rate £000	Non-interest bearing £000	Total £000
<b>30 SEPTEMBER 2025</b>				
Cash and cash equivalents	-	3,036	-	3,036
Trade and other receivables	-	-	14,369	14,369
Trade and other payables	-	-	(7,625)	(7,625)
Bank loans and overdrafts	-	-	-	-
Finance lease creditor	-	-	(738)	(738)
	-	3,036	6,006	9,042
<b>30 SEPTEMBER 2024</b>				
Cash and cash equivalents	-	4,254	-	4,254
Trade and other receivables	-	-	13,878	13,878
Trade and other payables	-	-	(7,715)	(7,715)
Bank loans and overdrafts	-	-	-	-
Finance lease creditor	-	-	(730)	(730)
	-	4,254	5,433	9,687

Interest rates on bank loans are disclosed in note 15.

### Sensitivity analysis

The Group has calculated the following sensitivities based on available data from forward markets for fixed and floating interest rates and based on forecast average borrowings. Management believe that these reflect the most probable rate movements.

	2025 £000
<b>IMPACT ON INCOME STATEMENT AND EQUITY</b>	
1% increase in base rate of interest	-
2% increase in base rate of interest	-

## Notes to the Financial Statements (continued)

### **(D) CREDIT RISK**

The Group's financial assets are bank balances and trade and other receivables which represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group's credit risk is primarily attributable to its trade receivables. Following the implementation of IFRS 9, management have adopted a simplified model for recognising lifetime expected credit losses against trade receivables. This new provision matrix has been calculated based on geographical location of the Group's entities and considers historical default rates, projecting these forward taking into account any specific debtors and forecasts relating to local economies. The ageing profile of the Group's debtors is disclosed in note 13.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. The Group mitigates risk by using surplus cash deposits to pay down borrowings and spreading significant deposits among a range of large international banks.

### **(E) CAPITAL MANAGEMENT**

The Group's main objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders. The Group aims to maintain a strong credit rating and headroom whilst optimising return to shareholders through an appropriate balance of debt and equity funding. The Group manages its capital structure and makes adjustments to it with regard to the risks inherent in the business and in light of changes to economic conditions.

Capital is managed by maximising retained profits after dividend distributions. Working capital is managed in order to generate maximum conversion of these profits into cash and cash equivalents.

The policy for managing debt is to create a smooth debt maturity profile with the objective of ensuring continuity of funding to meet the Group's future liquidity requirements.

Capital includes share capital, share premium, merger reserve, translation reserve, capital redemption reserve, other reserve, own shares and retained earnings reserve (note 22). Net borrowings include short and long term borrowings (including overdrafts and lease obligations) net of cash and cash equivalents.

### **(F) MARKET RISK**

Market risk arises from the Group's use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk).

## **22 RESERVES**

### **SHARE CAPITAL**

The share capital account includes the nominal value for all shares issued and outstanding.

### **SHARE PREMIUM**

The share premium account comprises the premium over nominal value on issued shares less costs directly attributable to the issue of new shares. The use of this reserve is restricted by the Companies Act 2006.

### **MERGER RESERVE**

The excess of the fair value over nominal value of shares issued by the Company for the acquisition of businesses is credited to the merger reserve. This is in accordance with S610 of the Companies Act 2006.

### **CURRENCY RESERVE**

The currency reserve records any exchange differences arising as a result of the translation of foreign currency equity balances and foreign currency non-monetary items.

### **CAPITAL REDEMPTION RESERVE**

The capital redemption reserve records the nominal value of shares purchased and then cancelled by the Company.

### **NON-CONTROLLING INTEREST**

The non-controlling interest relates to minority shareholdings in Driver Consult (Oman) LLC.

### **RETAINED EARNINGS**

The retained earnings reserve includes the accumulated profits and losses arising from the Consolidated Income Statement and certain items from the Statement of Changes in Equity attributable to equity shareholders net of distributions to shareholders.

#### OWN SHARES

Own shares consist of shares held by the Diales Employee Benefit Trust which have not been exercised at the Statement of Financial Position date shown as a deduction from shareholders' equity. Total number of own shares as at 30 September 2025 was 3,677 (2024: 3,677).

#### TREASURY SHARES

Treasury shares are shares repurchased by the Company held as a deduction from equity and are held at cost price.

#### 23 RELATED PARTY TRANSACTIONS

Other than the transactions with Directors noted below and in the Directors' Remuneration Report (pages 60 and 61) during the financial year, the Group had no transactions with other related parties as defined by IAS 24 'Related Party Disclosures'.

The transactions with Mullen Consult Limited during the year are classed as a related party transaction due to the common Directorship of John Mullen. During the year the Group paid Mullen Consult Limited Enil (2024: £43,000) in relation to fee earning expert services provided by John Mullen Consult Limited. At 30 September 2025 there was no balance owed to Mullen Consult Limited (2024: Enil inc VAT).

#### 24 MAJOR SHAREHOLDERS

The major shareholders (more than 3%) as at 30 September 2025 are:

	Percentage Shareholding	Number of Shares 30 September 2025
AB Traction (Stockholm)	27.61%	14,437,880
Gresham House Asset Management (London)	20.27%	10,601,013
Mr Adrian J Williams	10.32%	5,394,287
Mr John P Mullen	3.94%	2,062,428
The Ramsey Partnership Fund Ltd	3.91%	2,042,801

#### 25 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Some asset and liability amounts reported in the Consolidated Financial Statements contain a degree of management estimation and assumptions. There is therefore a risk of significant changes to the carrying amounts for these assets and liabilities within the next financial year. The estimates and assumptions are made on the basis of information and conditions that exist at the time of the valuation.

The following are considered to be key accounting estimates:

##### IMPAIRMENT REVIEWS

Determining whether intangible assets including goodwill are impaired requires an estimation of the value in use of the cash generating units to which intangible assets or goodwill have been allocated. The value in use calculation requires an entity to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. An impairment review test has been performed at the reporting date and no impairment is required. Further details can be found in note 12.

##### RECEIVABLES IMPAIRMENT PROVISIONS

The amounts presented in the Consolidated Statement of Financial Position are net of allowances for doubtful receivables, estimated by the Group's management based on the expected credit loss within IFRS 9. This is calculated using a simplified model of recognising lifetime expected losses based on the geographical location of the Group's entities and considers historical default rates, projecting these forward taking into account any specific debtors and forecasts relating to local economies. At the Statement of Financial Position date a £1,723,000 (2024: £1,793,000) provision was required. If management's estimates changed in relation to the recoverability of specific trade receivables the provision could increase or decrease. Any future increase to the provision would lead to a corresponding increase in reported losses and a reduction in reported total assets.

##### REVENUE RECOGNITION ON FIXED FEE PROJECTS

## Notes to the Financial Statements (continued)

Where the Group enters into a formal fixed fee arrangement revenue is recognised by reference to the stage of completion of the project. The stage of completion will be estimated by the Group's management based on the Project Manager's assessment of the contract terms, the time incurred and the performance obligations achieved and remaining.

### 26 POST BALANCE SHEET EVENTS

There have been no significant events requiring disclosure since 30 September 2025.

### 27 SUBSIDIARY COMPANY DETAILS

Subsidiary	Registered Address	Company No:
Diales Consult Limited	Suite 706-708 , Floor 7, 125 Old Broad Street, London, EC2N 1AR	3881875
Driver Project Services Ltd	15 Evolution Wynyard Park Wynyard Avenue, Wynyard, Billingham , England, TS22 5TB	2785199
Driver Consult Oman LLC	Building No: 2847, Way No: 4247, Al Ghubra, PO Box 363 Postal Code 121, Seeb, Sultanate of Oman	1049477
Driver Consult UAE LLC	Office 37, Haibu Space, Box 112193, Abu Dhabi, UAE	CN-1163115
Driver Consult Qatar LLC	17th Floor, Marina 50, Street no.315, Zone 69, Building No.5, P.O. Box 187, Lusail City, Qatar	46180
Trett Holdings Ltd	190 Aztec West Almondsbury, Bristol, England, BS32 4TP	04742346
Trett Ltd	190 Aztec West Almondsbury, Bristol, England, BS32 4TP	01339325
Driver Trett (Hong Kong) Ltd	Unit E, 14/F., Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong	725638
Driver Trett (Singapore) Pte. Ltd	6 Battery Road, #03-01, Singapore, 049909	200001372H
Trett Consulting B.V.	Stationspark, 27G, 4462 DZ Goes, Netherlands	22044617
Trett Contract Services Ltd	190 Aztec West Almondsbury, Bristol, England, BS32 4TP	01689325
Diales Australia Pty Ltd	Level 19, AMP Place, Eagle Street, Brisbane, QLD 4000, Australia	160 611 861
Driver Trett (Canada) Ltd	Floor 19, 700 2nd Street SW, Calgary, AB T2P 2W3, Canada	810615039BC001
Driver Trett France SAS	17 Rue Dumont D'Urville, 75116, Paris, France	811 017 656 RCS Paris
Driver Group Limited	Suite 706-708 , Floor 7, 125 Old Broad Street, London, EC2N 1AR	10476443
Driver Trett Spain S.L.	Calle de José Abascal, 41, 28003, Madrid , Spain	42786145
Driver Trett Germany GmbH	Domagkstrasse 16, 80807, Munich, Germany	HRB263675
Driver Trett USA Inc	1460, Broadway, New York, NY 10036, USA	N/A
Driver Trett Saudi Administrative Consultancy LLC	Office 417, Hamad Tower, Kind Fahad Road, Riyadh, Kingdom of Saudi Arabi	1010586233
Diales Korea Pte. Ltd	Room 509, 15-1 Gukhoe-daero 70-gil, Yeongdeungpo-gu, Seoul	110114-0036510

### 28 NOTE SUPPORTING STATEMENT OF CASHFLOWS

	At 1 October 2024 £000	Cashflows £000	Non-Cashflows £000	At 30 September 2025 £000
Cash and cash equivalents	4,254	(1,218)	-	3,036
Borrowings	-	-	-	-
Finance lease creditor	(730)	565	(573)	(738)
	3,524	(653)	(573)	2,298



# Diales Group PLC (Company)

## Statement of Financial Position

As at 30 September 2025

		2025		2024	
	Notes	£000	£000	£000	£000
<b>COMPANY NUMBER: 3475146</b>					
<b>FIXED ASSETS</b>					
Tangible assets	30	26		38	
Investments	31	8,972		8,865	
Intangible assets	32	546		630	
Deferred Tax	36	-		3	
			9,544		9,536
<b>CURRENT ASSETS</b>					
Debtors	33	3,932		5,455	
Cash and cash equivalents		8		852	
			3,940		6,307
<b>CREDITORS</b>					
Amounts falling due within one year	34	(1,082)		(2,691)	
<b>NET CURRENT ASSETS</b>			2,858		3,616
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			12,402		13,152
<b>CREDITORS</b>					
Amounts falling due after more than one year	36		(123)		(140)
<b>NET ASSETS</b>			12,279		13,012
<b>CAPITAL RESERVES</b>					
Called up share capital	37		216		216
Share premium	38		11,496		11,496
Treasury Shares	38		(1,851)		(1,661)
Capital redemption reserve	38		18		18
Retained earnings	38		2,407		2,946
Own shares	39		(7)		(3)
<b>SHAREHOLDERS' FUNDS</b>			12,279		13,012

As permitted by Section 408 of the Companies Act 2006, the Profit and Loss Account of the Parent Company is not presented as part of these Financial Statements. The Parent Company's profit for the year was £0.1m (2024: £0.2m).

The Financial Statements were approved by the Board of Directors, authorised for issue and signed on their behalf by:

**Charlotte Parsons**  
**Chief Financial Officer**  
**8 December 2025**

The notes on pages 77 to 107 form part of the Financial Statements

# Statement of Changes in Equity – Company

For the year ended 30 September 2025

	Share capital £000	Share premium £000	Treasury Shares £000	Capital redemption reserve £000	Retained earnings £000	Own shares £000	Total equity £000
CLOSING BALANCE AT 30 SEPTEMBER 2023	216	11,496	(1,525)	18	3,537	(3)	13,739
Profit for the year	-	-	-	-	197	-	197
Total comprehensive income for the year	-	-	-	-	197	-	197
Share-based payment costs	-	-	-	-	-	-	-
Investment in subsidiary – Share options	-	-	-	-	-	-	-
Exercised share options	-	-	-	-	-	-	-
Dividend	-	-	-	-	(788)	-	(788)
Purchase of Treasury shares	-	-	(136)	-	-	-	(136)
CLOSING BALANCE AT 30 SEPTEMBER 2024	216	11,496	(1,661)	18	2,946	(3)	13,012
Profit for the year	-	-	-	-	142	-	142
Total comprehensive income for the year	-	-	-	-	142	-	142
Share-based payment costs	-	-	-	-	-	-	-
Investment in subsidiary – Share options	-	-	-	-	107	-	107
Exercised share options	-	-	-	-	-	-	-
Dividend	-	-	-	-	(788)	-	(788)
Purchase of Treasury shares	-	-	(190)	-	-	(4)	(194)
CLOSING BALANCE AT 30 SEPTEMBER 2025	216	11,496	(1,851)	18	2,407	(7)	12,279

## 29 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Financial Statements.

### BASIS OF PREPARATION

These financial statements are prepared under the Financial Reporting Standards 102 'FRS 102'.

### PARENT COMPANY DISCLOSURE EXEMPTIONS

In preparing the separate financial statements of the Parent Company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- No cash flow statement has been presented for the Parent Company;
- Disclosures in respect of the Parent Company's financial instruments and share-based payment arrangements have not been presented as equivalent disclosures have been provided in respect of the Group as a whole; and
- No disclosure has been given for the aggregate remuneration of the key management personnel of the Parent Company as their remuneration is included in the totals for the Group as a whole.

### TANGIBLE FIXED ASSETS

Depreciation is provided on other assets at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures and fittings - 10% - 33% per annum on cost  
Computer equipment - 25% per annum on cost

### INVESTMENTS IN SUBSIDIARIES

Investments are included at cost, less amounts written off.

### INTANGIBLE ASSETS

Amortisation is provided on intangible assets in order to write off each asset over its estimated useful life.

# Notes to the Financial Statements (continued)

### DEFERRED TAX

Deferred tax is recognised in respect of timing differences that have originated but not reversed at the balance sheet date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax balances are not discounted.

### FOREIGN CURRENCIES

Assets and liabilities in foreign currencies are translated into Sterling at the rates of exchange ruling at the Balance Sheet date. Transactions in foreign currencies are translated into Sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

### LEASES

Where substantially all of the risks and rewards incidental to ownership of a leased asset have been transferred to the Company (a "finance lease"), the asset is treated as if it had been purchased outright. The amount initially recognised as an asset is the lower of the fair value of the leased asset and the present value of the minimum lease payments payable over the term of the lease. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to the Profit and Loss Account over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor. Where substantially all of the risks and rewards incidental to ownership are not transferred to the Company (an "operating lease"), the total rentals payable under the lease are charged to the Profit and Loss Account on a straight-line basis over the lease term. The aggregate benefit of lease incentives is recognised as a reduction of the rental expense over the lease term on a straight-line basis.

The land and buildings elements of property leases are considered separately for the purposes of lease classification.

### PENSIONS

The Company operates a defined contribution pension scheme. Contributions payable for the year are charged in the Profit and Loss Account as incurred.

### EMPLOYEE BENEFIT TRUST

In accordance with FRS 102.9.33 to 9.38, any payments made to the Trust established for the benefit of the Group's employees are treated as the exchange of one asset for another. Accordingly, the assets of the Trust, and any liabilities it has, are recognised on the Company's Balance Sheet and are deducted from equity. Assets which vest unconditionally to beneficiaries of the Trust cease to be recognised as assets of the Company. Any income or expenditure incurred by the Trust is recognised in the Company's Financial Statements.

### SHARE-BASED PAYMENT TRANSACTIONS

The cost of share options awarded to employees measured by reference to their fair value at the date of grant is recognised over the vesting period of the options based on the number of options which in the opinion of the Directors will ultimately vest. The fair value of the options granted is measured using an option pricing model, taking into account the terms and conditions upon which the options were granted. The cost of the share options is charged to the Profit and Loss Account and transferred to other reserves, except where the options relate to employees of subsidiary companies where the charge is recognised as an increase in the cost of investment in that subsidiary.

### DIVIDENDS ON SHARES PRESENTED WITHIN SHAREHOLDERS' FUNDS

Dividends unpaid at the Balance Sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the Financial Statements.

### ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the accounting policies.

In preparing these financial statements, the Directors have made the following judgements:

- Determine whether leases entered into by the Company either as a lessor or a lessee are operating or finance leases. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lessee on a lease by lease basis.
- The Company operates an equity-settled share-based compensation plan as detailed in note 18. Employee services received and the corresponding increase in equity are measured by reference to the fair value of the equity instruments as at the date of grant.
- Tangible fixed assets, are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

### 30 TANGIBLE FIXED ASSETS

	Fixtures and fittings £000	Computer equipment £000	Total £000
<b>COST</b>			
At 30 September 2024	286	770	1,056
Additions	5	3	8
Disposals	-	-	-
At 30 September 2025	291	773	1,064
<b>DEPRECIATION</b>			
At 1 October 2024	271	747	1,018
Charge for year	9	11	20
Disposals	-	-	-
At 30 September 2025	280	758	1,038
<b>NET BOOK VALUE</b>			
At 30 September 2025	11	15	26
At 30 September 2024	21	31	52

### 31 FIXED ASSET INVESTMENTS

	Shares in Group Undertakings £000
<b>COST</b>	
At 1 October 2024	8,865
Capital investment	107
Disposal	-
At 30 September 2025	8,972
<b>NET BOOK VALUE</b>	
At 30 September 2025	8,972
At 30 September 2024	8,865

The capital investment during the year is in relation to share options.

The list of subsidiaries that the Company has a direct and indirect interest in can be found in note 12 of the Consolidated Financial Statements.

### 32 INTANGIBLE ASSETS

During the prior two financial years the Company started the development of a new timesheet and finance system. The costs associated with this project from the date of sign off by the Board have been capitalised. The new system was live from 1 April 2022 and amortisation started from that date.

	2025 £000	2024 £000
At 1 October	630	714
Additions	-	-
Amortisation	(84)	(84)
At 30 September	546	630

### 33 DEBTORS

Amounts falling due within one year:

	2025 £000	2024 £000
Trade debtors	-	-
Amounts owed by Group undertakings	3,248	4,862
Social security and other taxes	238	60
Prepayments and accrued income	446	533
	3,932	5,455

## FINANCIAL STATEMENTS

# Notes to the Financial Statements (continued)

### 34 CREDITORS

Amounts falling due within one year:

	2025 £000	2024 £000
Trade creditors	241	289
Amounts due to group undertakings	30	1,487
Social security and other taxes	-	50
Accrued expenses	811	865
	1,082	2,691

Amounts falling due after more than one year:

	2025 £000	2024 £000
Bank loan (note 35)	-	-
	-	-

### 35 BANK LOAN AND OVERDRAFTS

An analysis of the maturity of loans is given below:

	2025 £000	2024 £000
Amounts falling due within one year or on demand:		
Bank loans and overdrafts	-	-
	-	-
Amounts falling due between one and two years:		
Bank loan	-	-
Amounts falling due between two and five years:		
Bank loan	-	-
	-	-

As at 30 September 2025 the banking facilities with Barclays consisted of:

	Facility	Interest rate (annual)
Overdraft facility	£1,000,000	2.50% over Base

As at 30 September 2025 the Company had access to cash balances of £3,036,000 (2024: £4,254,000).

### 36 DEFERRED TAX

Deferred tax liability

	2025 £000	2024 £000
At the beginning of the year	140	160
Credit for the year	(17)	(20)
At the end of the year	123	140

Deferred tax asset

	2025 £000	2024 £000
At the beginning of the year	3	3
Charge for the year	(3)	-
At the end of the year	-	3

The elements of the deferred tax balances are as follows:

	Assets		Liabilities	
	2025 £000	2024 £000	2025 £000	2024 £000
Deferred tax relating to share options and capital allowances	3	3	123	140
	3	3	123	140

### 37 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number	Class	Nominal Value	2025 £000	2024 £000
53,962,868	Ordinary	0.4p	216	216
Ordinary shares of 0.4p each				
At beginning of the year	53,962,868	216	53,962,868	216
Issued during the year	-	-	-	-
At end of the year	53,962,868	216	53,962,868	216

Information relating to the Company's share option scheme is detailed in note 18 of the Consolidated Group Accounts.

### 38 RESERVES SHARE CAPITAL

The share capital account includes the nominal value for all shares issued and outstanding.

#### SHARE PREMIUM

The share premium account comprises the premium over nominal value on issued shares. The use of this reserve is restricted by the Companies Act 2006.

#### REVALUATION RESERVE

The revaluation reserve is the surplus between the fair value and the historical cost and is in relation to Land and Buildings.

#### CAPITAL REDEMPTION RESERVE

The capital redemption reserve records shares purchased and then cancelled by the Company.

#### TREASURY SHARES

Treasury shares are shares repurchased by the Company held as a deduction from equity and are held at cost price.

#### RETAINED EARNINGS

The profit and loss account includes the accumulated profits and losses arising from the Income Statement and certain items from the Statement of Changes in Equity attributable to equity shareholders net of distributions to shareholders.

#### OWN SHARES

Own shares consist of shares held by the Driver Group Employee Benefit Trust which have not been exercised at the Statement of Financial Position date shown as a deduction from shareholders' equity.

### 39 OWN SHARES

	£000
At 1 October 2024	3
At 30 September 2025	7

### 40 COMMITMENTS

The total future value of minimum lease payments under non-cancellable operating lease rentals are as follows:

	Land and buildings	
	2025 £000	2024 £000
Due		
Not later than one year	-	25
Later than one year and not later than five years	-	-
Later than five years	-	-
	-	25

### 41 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption included in section 33 of FRS 102 and has not disclosed transactions with other wholly owned members of the Group headed by Diales Group Plc. Transactions with Directors include transactions disclosed on pages 60 and 61 and with further disclosure in note 23. There is no ultimate controlling party.

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