

pumaheritage



Annual report and accounts for the year ended 28 February 2025

Puma Heritage Limited

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Officers and professional advisers

Directors

Michael Posen (Chairman)
Michael van Messel
Graeme Alfille-Cook

Auditor

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Chartered Accountants
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London
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Registered Number

08285184

Solicitors

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Trading Adviser

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Cassini House
57 St James's Street
London
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Registrar

Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA

Chairman's statement

I am pleased to present to you the annual report for Puma Heritage Limited (the “Company” or “Group”) for the year to 28 February 2025.

The Group has recorded another successful year in which revenues grew by 48% to £31.2 million, up from £21.0 million in 2024. This has delivered pre-tax profits of £13.7 million (2024: £11 million) and a NAV per share for both growth and income share classes (adjusting for dividends paid to income shareholders), that exceeded the Group's target.

Trading update

The Group's trading activities focus on first-charge lending secured on UK real estate assets at a conservative average weighted loan to value, primarily funding development projects.

The UK construction industry experienced a more positive year, following a period of sustained construction price inflation and rising interest rates. Both of these factors became less pronounced during the period which, in turn, has given developers more confidence to bring schemes forward. During the period we have also noted increased competition from other lenders in the market searching for deployment opportunities. I am therefore particularly pleased with both the amount of new loans completed and the quality of borrowers and projects that the Group has attracted.

Your board applies rigorous underwriting principles to each loan we consider and only approves the completion of each loan following extensive due diligence. At the same time, we are carefully monitoring the performance of our existing, well-diversified loan book.

Loan book and cash holdings

As at 28 February 2025, funds representing 85% of the Company's NAV (2024: 84%) were deployed and earning interest on advanced first-charge, secured loans. The Group was holding £11 million (2024: £12 million) of cash at year end, which is in place both to meet future commitments on the existing loan book, as well as to be available to fund new loans. The Group's committed loan book was £709 million (2024: £505 million); £332 million (2024: £245 million) of this had been drawn to provide loans via its wholly owned subsidiary, Heritage Square Limited.

Milestones

The Group has now been trading successfully for over 12 years. In the time, it has supported developments throughout the length and breadth of the United Kingdom, across commercial and residential asset classes, with a combined value in excess of £3 billion. Through BREXIT, COVID-19 and other challenging environments, we have grown a well diversified loan book that, to date, has yet to incur any capital losses. More than £109 million of new shares were issued in the year, demonstrating the strength of the Group's offering. Trading profits and net subscriptions resulted in the growth of the Group's net assets by 33% to over £388 million at year end (2024: £292 million).

Outlook

As we move into the second half of the year, the outlook for Puma Heritage remains strong. The lending pipeline continues to present a steady flow of opportunities across a wide range of residential and commercial sectors, reflecting the strength of our long-standing

borrower relationships. The Bank of England is indicating that further cuts in the base rate may well come before the end of the calendar year, which should instil further confidence in developers to bring projects forward.

Since the period end we have already closed over £157 million in new lending. We are actively progressing a number of new transactions with experienced sponsors, spanning a range of sectors including care, student accommodation and industrial logistics. All these loans continue to align with our underwriting principles of diversification and downside protection.

With the Group continuing to raise substantial capital, I believe we are well positioned to deploy the Group's capital into strong opportunities as they arise.

Michael Posen
Chairman

3 October 2025

- **Revenue of £31.2 million for the year, up 48% on the previous year**
- **Pre-tax profits of £13.7 million**
- **Net Asset Value (NAV) of £388.4 million as at 28 February 2025, an increase of £96.2 million since the last reporting period**
- **NAV per Growth Share of 132.49p as at 28 February 2025, representing a 3.1% increase for the year**
- **Dividend of 3.25p per share, paid to income shareholders in June 2024**

Directors' biographies



Michael Posen
Chairman

Michael is an economist by training. After 6 years in industry Michael joined

Chase Manhattan Bank specialising in property finance. He became Managing Director of the merchant banking arm of Continental Illinois Bank and was subsequently Senior Vice President and General Manager of First Interstate Bank in London. He also became a non-executive Director of HDG Harbour Development Group from 1979 to 1987 and then founded Earl Estates, a private property company encompassing property development, asset management, project management, property finance and investment. Michael has arranged finance for property in the USA, Germany, France and the UK.



Michael van Messel

Michael joined Hacker Young following his undergraduate degree and qualified

as a Chartered Accountant. He then worked as a specialist in their tax department and, subsequently, for Coopers and Lybrand within its financial services group. He joined Shore Capital in 1993 as Group Financial Controller and became Operations Director in 2000. He is the head of Shore Capital's finance team, including its treasury function, and is also responsible for all operations at Shore Capital including all banking facilities. Michael has been involved in assessing, and subsequently monitoring, each company to or in which Shore Capital has lent or invested money.



Graeme Alfille-Cook

Graeme is a career banker and former Managing Director of Lloyds Bank's

Real Estate Development Lending business. Graeme previously served as a Real Estate Relationship Director and was formally Head of Liquidity Structures. Since leaving Lloyds, Graeme has held several advisory roles including acting as an expert witness for Martello Financial Services. Graeme joined Lloyds Bank from the University of Exeter where he obtained a degree in Economic and Political Development.



The Group has recorded another successful year in which revenues grew by 48% to £31.2 million, up from £21 million in 2024.

Strategic report

The Directors present their Strategic Report of the Group for the year ended 28 February 2025.

Principal activities and status

Puma Heritage Limited was incorporated and registered in England and Wales on 7 November 2012 as Puma Heritage Plc. It was established to operate in a range of sectors predominantly in the United Kingdom, with an initial focus on secured lending. On 4 November 2019, the Company re-registered as Puma Heritage Limited.

The Company, through its subsidiaries (together “the Group”) undertakes trading activities, focusing on secured lending, with the principal aims of generating stable returns for Shareholders, whilst at the same time seeking to offer downside risk protection and preserving capital. The Company currently has one wholly-owned subsidiary, Heritage Square Limited (the “Subsidiary”), which carries out secured lending.

Trading activities

The Group was formed to engage in activities such as secured lending and asset leasing where the Board consider that there is strong asset-backing to provide downside risk protection and the Group will focus on capital preservation, whilst seeking to produce stable returns for Shareholders.

The Group will typically look to provide loans of between £10 million to £50 million to medium sized and institutional borrowers. Loans of a larger size can be considered on a case-by-case basis. The term of such loans will be typically between 1 to 3 years. The Group may finance new projects, including the development of property or plant, which requires specialist financial knowledge. The Group looks to back counterparties with a proven track record in their chosen sector and will typically lend up to 85% of the cost of the project but may be able to lend more depending on the dynamics of the individual deals. Ideally the value of loans made will be up to 70% of the value of the secured assets. The Group may also provide bespoke loans secured on investment property suited to a range

of borrowing scenarios where traditional bridging terms may be too short and where traditional loan criteria used by the major banks may not be suitable.

The Group engages mainly with businesses that are seeking debt finance, that have substantial tangible assets, such as freehold property or contracted/ highly predictable revenue streams from financially robust counterparties (over which security will be taken). Within the remit of low risk, asset-backed enterprises, the Board will continue to monitor other opportunities for the deployment of cash in the future.

Principal risks and uncertainties

The principal risks facing the Group relate to its trading activities and how they are managed are as follows:

Risks of loan non-performance

There are a variety of factors which could adversely affect the ability of counterparties to fulfil their payment obligations or which may cause other events of default. These include changes in financial and other market conditions, trading performance, interest rates, government regulations or other policies, the worldwide economic environment, changes in law and taxation, natural disasters, terrorism, social unrest and civil disturbances.

Loans made by the Group may, after funding, become non-performing for a wide variety of reasons, including non-payment of principal or interest, as well as covenant violations by the borrower in respect of the underlying loan documents. Such non-performing loans may require a substantial amount of workout negotiations and/or restructuring, which may entail, among other things, substantial irrecoverable costs, a substantial reduction in the interest rate, a substantial write-down of the principal of such loan and/or a substantial change in the terms, conditions and covenants with respect to such defaulted loan. However, even if a restructuring were successfully accomplished, there is risk that, upon maturity of such loan, replacement “take-out” financing will not be available.

It is possible that the Group may find it necessary or desirable to foreclose on collateral securing one or more loans made by the Group. The foreclosure process can be lengthy and expensive, which could have a material negative effect on the anticipated return on the foreclosed loan. By way of example, it would not be unusual for any costs of enforcement to be paid out in full before the repayment of interest and principal. This could substantially reduce the anticipated return on the foreclosed loan.

The level of defaults on loans and the losses suffered on such defaults may increase in the event of adverse financial or credit market conditions. The liquidity in defaulted loans may also be limited, and to the extent that defaulted loans are sold, there is a risk that the proceeds from such sale will not be equal to the amount of unpaid principal and interest thereon, which would adversely affect the value of the loans and, consequently, the Group.

Business property relief may not be available

The Directors are committed to manage the Group with a view to ensuring that a subscription for Shares in the Company will offer Shareholders Business Property Relief from Inheritance Tax, but there can be no guarantee that the Group will fulfil the criteria to obtain such relief nor that HMRC will not challenge whether Shareholders are entitled to Business Property Relief, which may give rise to Shareholders incurring costs in engaging professional advisers.

Business review and future developments

The Group's business review and future developments are set out in the Chairman's Statement on pages 4 and 5.

Key performance indicators

At each board meeting, the Directors consider a number of performance measures to assess the Group's success in meeting its objectives, including movement in the Group's NAV, liquidity, percentage of NAV deployed and the Earnings per Income and Growth share. Details of the key performance indicators are discussed in the Chairman's Statement on page 4.

Approved by the board and signed on its behalf by

Michael Posen
Chairman

3 October 2025

Directors' report

The Directors present their annual report and the audited consolidated financial statements of the Group for the year ended 28 February 2025.

Results and Dividends

The results for the financial year are set out on page 16. The Group's business review and future developments are set out in the Chairman's Statement on page pages 4 and 5.

The Directors were pleased to pay an interim dividend in respect of Redeemable Income Shares of 3.25p per share in respect of the year ended 28 February 2025 which was paid to holders of Income shares on the register as at 6 June 2025 on 30 June 2025 (2024: 3.25p per share paid on 3 June 2024).

Post balance sheet events

Details of material post-balance sheet events are set out in note 14 to the financial statements.

Capital structure

The issued share capital of the Company is detailed in note 10 of these accounts. During the year ended 28 February 2025, the Company issued 83,669,465 Redeemable Growth Shares. During the year, the Company redeemed 17,805,169 Redeemable Growth Shares and 14,692 Redeemable Income Shares.

Gearing

The Company has the authority to borrow up to 50% of the Net Asset Value of the Company. During the financial year, a new revolving credit facility was provided by National Westminster Bank Plc. This is limited to a maximum of 15% of Net Asset Value. At the year-end the revolving credit facility was undrawn. Post year-end, on 31 July 2025, a new agreement was signed and the financial covenant was increased to 25% of Net Asset Value.

Directors

The Directors of the Company during the year and subsequently were as follows:

Michael Posen (Chairman)

Michael van Messel

Graeme Alfille-Cook

Michael van Messel is a key senior manager of the Shore Capital Group.

Third party indemnity provision for Directors

Qualifying third party indemnity provision was in place for the benefit of all Directors of the Company.

Financial risk management

The main financial risk that the Group faces are those associated with non-performance of current and future loans. The key financial instrument risk facing the Group is credit risk on its secured loans. Details of these risks are disclosed in the Strategic Report on pages 8 and 9. The Trading Adviser performs detailed due diligence prior to new loans being provided to a new or existing borrower and closely monitors the on-going performance of the borrowers to minimise the risk of non-performance.

Auditor

RSM UK Audit LLP has expressed its willingness to continue in office.

Statement as to disclosure of information to the auditor

The Directors in office at the date of this report have confirmed that, as far as they are aware, there is no relevant information of which the auditor is unaware. Each of the Directors have confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic Report and the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the 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 the company and of the profit or loss of the group for that year.

In preparing those financial statements, the Directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the company will continue in business.

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

Electronic publication

The financial statements are published on www.pumaheritage.co.uk. Legislation in the United Kingdom regulating the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

Michael Posen
Chairman

3 October 2025

Independent auditor's report to the members of Puma Heritage Limited

Opinion

We have audited the financial statements of Puma Heritage Limited (the 'parent company') and its subsidiary (the 'group') for the year ended 28 February 2025 which comprise the Consolidated Profit and Loss Account, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Cash Flows, Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 28 February 2025 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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.

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

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

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

- In our opinion, based on the work undertaken in the course of the audit:
- the information given in the strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

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

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

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 8, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as

the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

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

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

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

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

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

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, completing a financial statements disclosure checklist and reviewing tax computations prepared by external tax advisors.

The group audit engagement team identified the risk of management override of controls and recoverability of secured loan assets and corresponding loan interest as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing a sample of journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business. In respect to loan asset and interest recoverability audit procedures include reviewing underlying security and challenging the key assumptions made when assessing indicators of impairment.

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

Use of our report

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

Benjamin Marriner

Senior Statutory Auditor

For and on behalf of RSM UK Audit LLP,
Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB

3 October 2025



Consolidated profit and loss account

For the year ended 28 February 2025

	Note	2025 £'000	2024 £'000
Trading book income	2	31,152	20,989
Admin expenses	3	(17,287)	(10,403)
Operating profit		13,865	10,586
Finance costs		(654)	(118)
Interest income		445	490
Profit before taxation		13,656	10,958
Taxation	4	(3,470)	(2,680)
Profit and total comprehensive income for the year		10,186	8,278

Consolidated balance sheet

Company number: 08285184

As at 28 February 2025

	Note	2025 £'000	2024 £'000
Assets			
Loans due after more than one year		85,678	46,792
Loans due within one year		245,940	198,085
Debtors and prepayments	7	52,853	45,865
Cash		11,414	12,071
		395,885	302,813
Creditors - amounts falling due within one year	8	(7,517)	(10,694)
Net Current Assets		388,368	292,119
Net Assets		388,368	292,119
Capital and Reserves			
Share capital	10	294	228
Share premium		348,373	262,288
Profit and loss account		39,701	29,603
Equity Shareholders' Funds		388,368	292,119
Net Asset Value per Growth Share	11	132.49p	128.50p
Net Asset Value per Income Share*	11	101.11p	101.28p
Adjusted Net Asset Value per Growth Share	11	132.49p	128.50p
Adjusted Net Asset Value per Income Share*	11	101.11p	101.29p

* Net Asset Value per Income Share and Adjusted Net Asset Value per Income Share are stated after deduction of cumulative dividends paid to date of 27.15p (2024: 23.90p).

The financial statements were approved and authorised for issue by the Board of Directors on 3 October 2025 and were signed on their behalf by **Michael Posen**, Chairman.

Company balance sheet

As at 28 February 2025

	Note	2025 £'000	2024 £'000
Fixed Assets			
Investments	6	10	10
Current Assets			
Debtors and prepayments	7	355,321	269,441
Cash		23	216
		355,344	269,657
Creditors - amounts falling due within one year	8	(6,354)	(6,863)
Net Current Assets		348,990	262,794
Total Assets less Current Liabilities		349,000	262,804
Net Assets		349,000	262,804
Capital and Reserves			
Share capital	10	294	228
Share premium		348,373	262,288
Profit and loss account		333	288
Equity Shareholders' Funds		349,000	262,804

As permitted by s408 of the Companies Act 2006, the Company has not presented its own profit and loss account and related notes. The Company's profit for the year was £133,000 (2024: profit of £131,000).

The financial statements were approved and authorised for issue by the Board of Directors on 3 October 2025 and were signed on their behalf by **Michael Posen**, Chairman.

Consolidated statement of cash flows

For the year ended 28 February 2025

	2025 £'000	2024 £'000
Reconciliation of profit after tax to net cash flow from operating activities		
Profit on ordinary activities after taxation	10,186	8,278
Tax charge for the year	3,470	2,680
Interest income	(445)	(490)
Interest paid	654	118
Increase in debtors	(6,888)	(20,298)
Decrease in creditors	(3,138)	(1,386)
Increase in loan book	(86,741)	(65,473)
Corporation tax paid	(3,609)	(3,295)
Net cash outflow from operating activities	(86,511)	(79,866)
Cash flow from investing activities		
Interest received	445	490
Net cash outflow from capital expenditure and financial investment	445	490
Cash flow from financing activities		
Proceeds received from issue of ordinary share capital	109,490	83,988
Proceeds from borrowings	66,650	13,000
Repayment of borrowings	(66,650)	(13,000)
Interest paid	(654)	(118)
Redemption and cancellation of ordinary share capital	(23,339)	(14,465)
Dividend paid	(88)	(87)
Net cash inflow from financing	85,409	69,318
Net decrease in cash and cash equivalents	(657)	(10,058)
Cash and cash equivalents at the beginning of the year	12,071	22,129
Cash and cash equivalents at the end of the year	11,414	12,071

Statement of changes in equity

For the year ended 28 February 2025

GROUP	Share capital £'000	Share premium £'000	Profit and loss account £'000	Total £'000
Balance as at 1 March 2023	173	192,820	21,412	214,405
Shares issued in the period	66	83,922	-	83,988
Shares redeemed in the period	(11)	(14,454)	-	(14,465)
Dividends paid	-	-	(87)	(87)
Profit for the year	-	-	8,278	8,278
Balance as at 29 February 2024	228	262,288	29,603	292,119
Shares issued in the period	84	109,406	-	109,490
Shares redeemed in the period	(18)	(23,321)	-	(23,339)
Dividends paid	-	-	(88)	(88)
Profit for the year	-	-	10,186	10,186
Balance as at 28 February 2025	294	348,373	39,701	388,368

COMPANY

Balance as at 1 March 2023	173	192,820	244	193,237
Shares issued in the period	66	83,922	-	83,988
Shares redeemed in the period	(11)	(14,454)	-	(14,465)
Dividends paid	-	-	(87)	(87)
Profit for the year	-	-	131	131
Balance as at 29 February 2024	228	262,288	288	262,804
Shares issued in the period	84	109,406	-	109,490
Shares redeemed in the period	(18)	(23,321)	-	(23,339)
Dividends paid	-	-	(88)	(88)
Profit for the year	-	-	133	133
Balance as at 28 February 2025	294	348,373	333	349,000

Notes to the consolidated accounts

1. Accounting policies

Basis of accounting

Puma Heritage Limited (“the Company”) is a private company limited by shares. It was incorporated and is registered and domiciled in England and Wales. The registered office of the group is Highdown House, Yeoman Way, Worthing, West Sussex, United Kingdom, BN99 3HH. The principal activities of the Company and its subsidiary (“the Group”) are disclosed in the Strategic report.

These financial statements have been prepared in accordance with FRS 102 “The Financial Reporting Standard applicable in the UK and the Republic of Ireland” (“FRS 102”) and the requirements of the Companies Act 2006, and under the historical cost convention.

Monetary amounts in these financial statements are rounded to the nearest whole £1,000, except where otherwise indicated.

The principal accounting policies adopted are set out below:

Basis of consolidation

The Group accounts consolidate the financial statements of the Company and all its subsidiary undertakings except for those subsidiaries that have been excluded as explained in note 6 to the financial statements. Intra-group profits are eliminated on consolidation.

The Company has taken advantage of the exemptions in FRS 102 from the requirement to prepare a Company Statement of Cash Flows.

Going concern

The Directors have considered the Group’s and the Company’s current financial position and cash flow forecasts for the period to 31 October 2026 and, after careful consideration, have concluded that they are confident that the Group and the Company will

have adequate cash resources to enable it to pay its liabilities as they fall due for at least that period and as a result continue to adopt the going concern basis for the preparation of these financial statements.

Cash at bank and in hand

Cash at bank and in hand comprises cash in hand and on-demand deposits.

Income

Interest receivable on loans is recognised on an accruals basis.

Expenses

All expenses (inclusive of VAT) are accounted for on an accruals basis.

Taxation

Corporation tax is applied to profits chargeable to corporation tax, if any, at the applicable rate for the year.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more, or right to pay less, tax in future have occurred at the balance sheet date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Group’s taxable profits and its results as stated in the financial statements which are capable of reversal in one or more subsequent years. Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the years in which timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Reserves

Reserves of the Group and Company represent the following:

Share Premium

Consideration received for shares issued above their nominal value net of transaction costs.

Profit and Loss Reserve

The cumulative profit and loss net of distributions to owners.

Dividends

Final dividends payable are recognised as distributions in the financial statements when the Company's liability to make payment has been established. The liability is established when the dividends proposed by the Board are approved by the Shareholders. Interim dividends are recognised when paid.

Investments

Investments in the Company's balance sheet are stated at cost, less any provision for impairments.

Equity instruments

Equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at proceeds received net of issue costs.

Debtors

Debtors include accrued income which is recognised at amortised cost, equivalent to the fair value of the expected balance receivable.

Creditors

Creditors are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Key accounting estimates and assumptions

The Directors make estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The key accounting estimates and assumptions used in the preparation of these financial statements relate to carrying value of the secured loans and any related unpaid accrued loan interest income.

2. Trading book income

	2025 £'000	2024 £'000
Loan stock interest	31,152	20,989
Other income	-	-
	31,152	20,989

3. Administrative Expenses

Administrative expenses include the following costs:

	2025 £'000	2024 £'000
Directors' remuneration	127	127
Auditor's remuneration for statutory audit	60	54

The Company had no employees (excluding Directors) during the year ended 28 February 2025 (2024: nil). In addition to the Directors, the Group currently has one employee. (2024: one). The employee received £6,000 (2024: £6,000) during the year. Following the period end, the Company has appointed two additional employee.

The Auditor's remuneration of £60,000 (2024: £45,000) has been grossed up in the table above to include irrecoverable VAT.

Directors' remuneration

The average number of Directors during the year was 3 (2024: 3). Michael Posen received a fee of £50,000 (2024: £50,000) per annum. Graeme Alfille-Cook received a fee of £40,000 per annum (2024: £40,000). Michael van Messel receives a fee of £25,000 per annum (2024: £25,000).

The total remuneration of the Directors was £127,000 (2024: £127,000), which has been grossed up to include employers' national insurance and irrecoverable VAT in the table above. These are the total emoluments. There is no pension or share option scheme.

The Directors shall also be paid by the Company all reasonable travelling, hotel and other expenses they may incur in attending meetings of the Directors or general meetings or otherwise in connection with the discharge of their duties.

Puma Investment Management Limited

During the year, the Company accrued £1,663,000 (2024: £1,245,000) for administration fees and £1,049,000 (2024: £744,000) in other fees in respect of share issues and the Company's subsidiary, Heritage Square Limited, accrued £3,767,000 (2024: £2,803,000) for a business support fees, £4,731,000 (2024: £2,647,000) for loan monitoring fees and, as disclosed in note 8, £2,710,000 (2024: £3,113,000) were accrued in respect of advisory fees. These fees were all charged by Puma Investment Management Limited, the trading advisor, or its related entities. The Company paid £37,000 (2024: £102,500) in sundry recharge to Puma Investment Management Limited relating to costs incurred on behalf of the Company.

4. Taxation

	2025 £'000	2024 £'000
Profit on ordinary activities before taxation	13,656	10,958
Tax charge calculated on loss on ordinary activities before taxation at the applicable rate of 25% (2024: 24.5%)	3,414	2,680
Expenses not deductible for tax purposes	56	-
	3,470	2,680

On 3 March 2021, the UK Government announced an increase in the main UK corporation tax rate from 19% to 25% with effect from 1 April 2023. A pro-rated tax rate of 24.5% was used in 2024.

5. Dividends

The Directors paid an interim dividend in respect of redeemable Income Shares of 3.25p per share in respect of the year ending 28 February 2025 on 30 June 2025 to holders of Income Shares on the register as at 6 June 2025 (2024: 3.25p per share).

6. Investment in subsidiaries

Company	£'000
Cost as at 28 February 2025 and 29 February 2024	10

Additional information on subsidiaries

Subsidiary Trading Companies	Country of registration and operation	Activity	Portion of ordinary shares and voting rights held
Heritage Square Limited	England and Wales	Secured loan provider	100%
Chigwell Propco Limited	England and Wales	Development of building projects	100%
Chigwell Bidco Limited	England and Wales	Holding Company	100%
Wantage Propco Limited	England and Wales	Development of building projects	100%
Wantage Bidco Limited	England and Wales	Holding Company	100%
Longprime Limited (in Liquidation)	England and Wales	Development of building projects	100%
Sequoia Living Wantage Limited (in Liquidation)	England and Wales	Development of building projects	100%

The registered office of Heritage Square Limited, Chigwell Propco Limited, Chigwell Bidco Limited, Wantage Propco Limited and Wantage Bidco Limited is Highdown House, Yeoman Way, Worthing, West Sussex, United Kingdom, BN99 3HH. The registered office of Longprime Limited and Sequoia Living Wantage Limited is Cmb Partners Uk Ltd Craftwork Studios, 1-3 Dufferin Street, London, EC1Y 8NA.

The two subsidiaries, Longprime Limited and Sequoia Living Wantage Limited, have been excluded from the consolidated financial statements as they were acquired as a result of the enforcement of a security. The properties acquired within those companies are not part of the group's continuing activities and the Directors expect them to be sold in the foreseeable future to enable the secured loans to be repaid. The four subsidiaries, Chigwell Propco Limited, Chigwell Bidco Limited, Wantage Propco Limited, Wantage Bidco Limited, were established to facilitate the enforcement of the security and consequently have not been consolidated for the same reasons.

Loans due within one year and accrued interest income include £30,360,000 (2024: £33,919,000) due from Chigwell Propco Limited (£14,125,000) and Wantage Propco Limited (£16,235,000) as a result of these transactions.

7. Debtors

	2025		2024	
	Group £'000	Company £'000	Group £'000	Company £'000
Prepayments and accrued income	39,404	238	38,513	3,174
Other debtors	13,449	3,385	7,352	2,320
Amounts due from subsidiary undertaking	-	351,698	-	263,947
Prepayments and accrued income	52,853	355,321	45,865	269,441

Amounts due from subsidiary undertaking are unsecured, non-interest bearing and repayable on demand, except that the Company is only able to demand repayment of the loan to the extent that the subsidiary undertaking has cash available to pay it. We do not anticipate needing to recall these funds in the next twelve months. Within prepayments and accrued income is accrued loan interest income of £34,174,000 (2024: £28,827,000)

which is due within a year and £3,637,000 (2024: £2,963,000) due after more than one year. £355,000 (2024: nil) relates to corporation tax paid in advance.

Within Other debtors, £10,064,000 (2024: £7,352,000) comprises exit fees recoverable from borrowers on the termination of the loan facilities.

8. Creditors

	2025		2024	
	Group £'000	Company £'000	Group £'000	Company £'000
Amounts falling due within one year:				
Accruals	1,858	1,787	1,083	259
Corporation tax	-	-	39	-
Accrued fees to Trading Adviser	4,567	4,567	6,872	6,604
Other creditors	1,092	-	2,700	-
	7,517	6,354	10,694	6,863

The Company has appointed Puma Investment Management Limited to act as Trading Adviser to the Group. During the year, fees of £2,710,000 (2024: £3,113,000) accrued in respect of advisory fees, of which £1,368,000 (2024: £1,847,000) were paid. As detailed in the Prospectus, the payment of these fees is deferred until certain conditions are satisfied.

Cash at bank and other creditors include £1,006,000 (2024: £2,700,000) which relates to cash due to borrowers. This cash is held in blocked bank accounts in the name of the Group as security, in the event of loan covenants being breached.

9. Loan and other borrowings

During the financial year the group signed up to a £40,000,000 revolving credit facility, made available by NatWest Group plc. This facility is available to cover loan treasury management, shareholder redemptions and other liquidity commitments. The drawn balance

was £nil at the year-end. Total drawn interest during the year was £295,000 (2024: £58,000) and undrawn interest/commitment fee was £234,000 (£36,000). Post year-end, the facility was increased to £60,000,000.

10. Share Capital

	As at 28 February 2025		As at 29 February 2024	
	Number	Value £'000	Number	Value £'000
Ordinary shares	2	-	2	-
Growth shares	291,062,831	291	225,198,535	225
Income shares	2,698,415	3	2,713,107	3
	293,761,248	294	227,911,644	228

Nominal value of all shares issued at the year end was 0.1p.

Share movements in the year

During the year movements in the Company's redeemable shares were as follows:

	Redeemable Growth shares		Redeemable Income shares	
	Number	Value £'000	Number	Value £'000
As at 28 February 2023	170,274,424	170	2,713,107	3
Issued in the year	66,368,035	66	-	-
Redeemed in the year	(11,443,924)	(11)	-	-
As at 29 February 2024	225,198,535	225	2,713,107	3
Issued in the year	83,669,465	84	-	-
Redeemed in the year	(17,805,169)	(18)	(14,692)	-
As at 28 February 2025	291,062,831	291	2,698,415	3

Share Rights

The Redeemable Growth Shares, the Redeemable Income Shares and the Ordinary Shares shall rank pari passu as to rights to attend and vote at any general meeting of the Company.

Ordinary Shares

The ordinary shares have no rights to dividends and are not redeemable.

Redeemable Growth Shares

The Redeemable Growth Shares carry no right to receive a dividend from the revenue profits of the Company. In respect of any period, the aggregate of the revenue profits of the Company multiplied by the most recently calculated Redeemable Growth Share Capital Ratio (being such percentage of the Company's Net Asset Value as shall be attributable to the Redeemable Growth Shares in accordance with the methodology contained within the Articles, as calculated by the Company as at the applicable calculation date) shall belong to the holders of the Redeemable Growth Shares (as between them pro rata to their respective holding of Redeemable Growth Shares) and shall be aggregated to the net asset value of the Redeemable Growth Shares for the purposes of calculating the Redeemable Growth Share Capital Ratio.

The Redeemable Growth Shares are redeemable by the Company at a sum equivalent to the Redeemable Growth Share Redemption Value (being the Redeemable Growth Share Capital Ratio multiplied by the Net Asset Value of the Company, divided by the number of Redeemable Growth Shares in issue, in each case as at the applicable calculation date) multiplied by the number of Redeemable Growth Shares subject to the relevant election to redeem. Such redemptions may take place as of 28 February or 31 August (or as of such other date as the Directors may determine) in any year subject always to the holder of such Redeemable Growth Shares having given notice before the end of the calendar month prior to the relevant redemption date of their wish to have their Redeemable Growth Shares redeemed, and always subject to the Directors' discretion, applicable law and regulation and there being sufficient liquidity.

Each Redeemable Growth Share which is redeemed, shall, thereafter, be cancelled without further resolution or consent.

Redeemable Income Shares

In respect of any period, the aggregate of the revenue profits of the Company multiplied by the most recently calculated Redeemable Income Share Capital Ratio (being such percentage of the Company's Net Asset Value as shall be attributable to the Redeemable Income Shares in accordance with the methodology contained within the Articles, as calculated by the Company as at the applicable calculation date) (exclusive of any imputed tax credit available to Shareholders) shall belong to the holders of the Redeemable Income Shares (as between them pro rata to their respective holding of Redeemable Income Shares). Any such share of the revenue profits which are not distributed to the holders of the Redeemable Income Shares in any relevant period shall be aggregated to the net asset value of the Redeemable Income Shares for the purposes of calculating the Redeemable Income Share Capital Ratio.

The Redeemable Income Shares are redeemable by the Company at a sum equivalent to the Redeemable Income Share Redemption Value (being the Redeemable Income Share Capital Ratio multiplied by the Net Asset Value of the Company, divided by the number of Redeemable Income Shares in issue, in each case as at the applicable calculation date) multiplied by the number of Redeemable Income Shares subject to the relevant election to redeem. Such redemptions may take place as of 28 February or 31 August (or as of such other date as the Directors may determine) in any year subject always to the holder of such Redeemable Income Shares having given notice before the end of the calendar month prior to the relevant redemption date of their wish to have their Redeemable Income Shares redeemed and always subject to the Directors' discretion, applicable law and regulation and there being sufficient liquidity. Each Redeemable Income Share which is redeemed, shall, thereafter, be cancelled without further resolution or consent.

11. Net Asset Value per Share

	As at 28 February 2025			
	Total	Income shares	Growth shares	Ordinary shares
Shares in issue as at 28 February 2025	293,761,248	2,698,415	291,062,831	2
	Total	Attributable to Income shares £'000	Attributable to Growth shares	Ordinary shares £'000
Net assets	388,368	2,728	385,640	-
Net asset value per share*	132.21p	101.11p	132.49p	-
Adjusted Net asset value per share*	132.21p	101.11p	132.49p	-

* Net Asset Value per Income Share and Adjusted Net Asset Value per Income Share are stated after deduction of cumulative dividends paid to date of 27.15p (2024: 23.90p).

	As at 29 February 2024			
	Total	Income shares	Growth shares	Ordinary shares
Shares in issue as at 29 February 2024	227,911,644	2,713,107	225,198,535	2
	Total	Attributable to Income shares £'000	Attributable to Growth shares	Ordinary shares £'000
Net assets	292,119	2,748	289,371	-
Net asset value per share*	128.17p	101.28p	128.50p	-
Adjusted Net asset value per share*	128.17p	101.28p	128.50p	-

* Net Asset Value per Income Share and Adjusted Net Asset Value per Income Share are stated after deduction of cumulative dividends paid to date of 23.90p (2023: 20.65p).

12. Contingencies, Guarantees and Financial Commitments

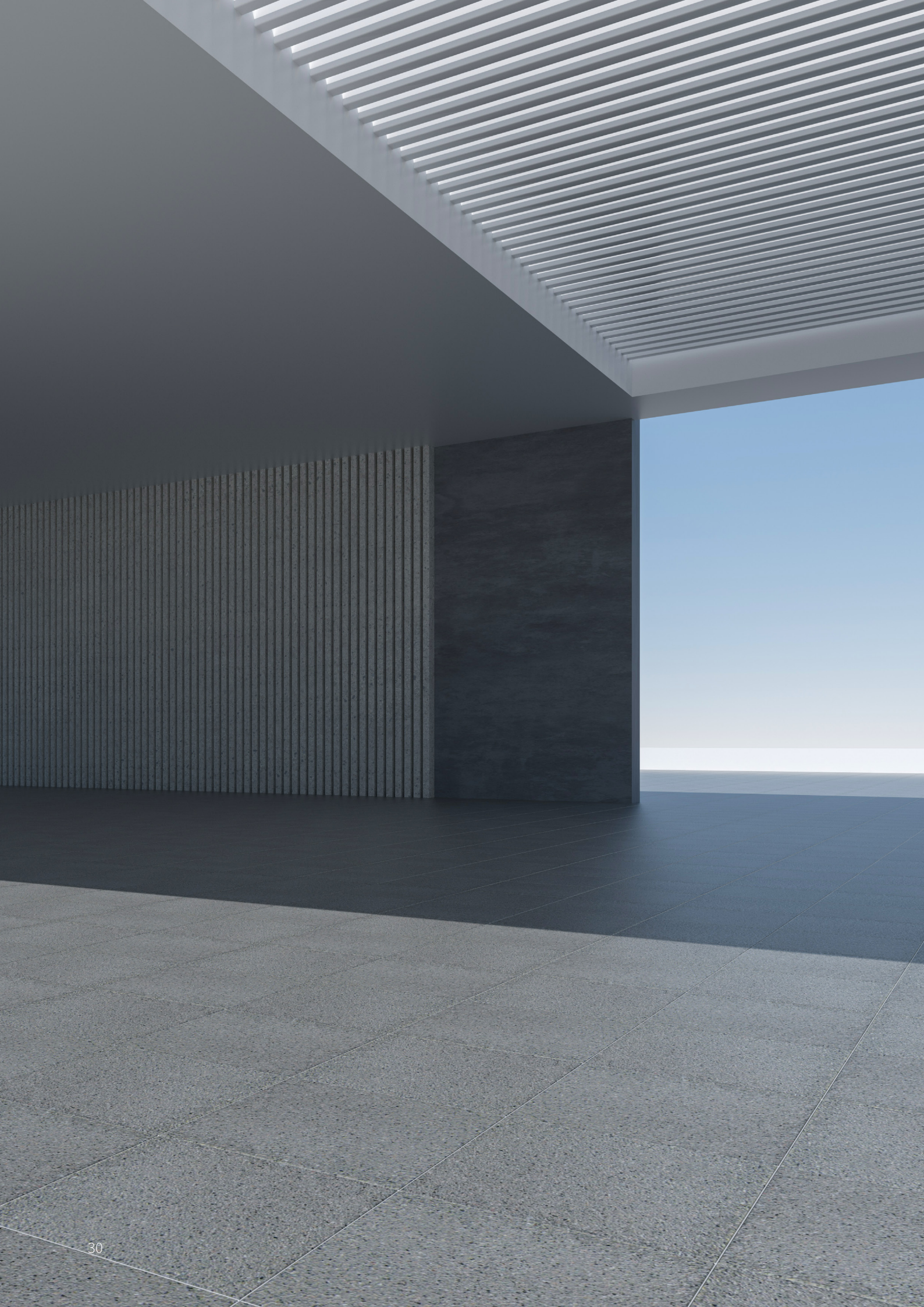
As at 28 February 2025 the Group has loans committed but undrawn of £378 million (2024: £261 million).

13. Controlling Party

In the opinion of the Directors there is no immediate or ultimate controlling party.

14. Post Balance Sheet Events

Since the year end, a further 81,606,032 of growth shares have been issued for a consideration of £108,892,332 respectively. During the same period, 8,577,891 growth shares have been redeemed for a consideration of £11,442,982. 501,185 income shares have been redeemed for a consideration of £497,404.



Notice of Annual General Meeting

PUMA HERITAGE LIMITED (the Company)

(Registered in England and Wales with registered number 08285184)

NOTICE IS HEREBY GIVEN that the Company's annual general meeting will be held at 12 noon on Thursday, 6 November 2025 at Cassini House, 57 St James's Street, London SW1A 1LD for the purpose of passing the following resolutions.

ORDINARY RESOLUTIONS

1. **TO** receive and adopt the Company's annual accounts for the financial period ended 28 February 2025, together with the reports of the directors and auditors on those accounts.
2. **TO** re-appoint RSM UK Audit LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid and to authorise the directors to determine their remuneration.
3. **THAT** in accordance with section 551 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £5,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 5 November 2030 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

4. **THAT** subject to the passing of resolution 3 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 2006 did not apply to any such allotment.
5. **THAT** the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

BY ORDER OF THE BOARD

Prism Cosec Limited
Company Secretary
Dated: 10 October 2025

Registered Office:
Highdown House
Yeoman Way
Worthing, West Sussex
BN99 3HH

Notes:

1. A member who is entitled to attend and vote at this Meeting may appoint one or more proxies to attend, speak and vote on his/her behalf. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Such a proxy need not be a member of the Company. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
2. In the case of joint shareholders, a vote tendered by the senior holder shall be accepted to the exclusion of all other joint holders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
3. The quorum for the meeting is two shareholders present either in person or by proxy. The majority required for the passing of the resolutions is a simple majority of the total number of votes cast on that resolution. Shareholders are entitled to ask questions in relation to the business of the meeting.
4. To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.
5. To be valid, a Form of Proxy and the original (or certified true copy) of any power of attorney or other authority under which the Form of Proxy is signed must be lodged with the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom or electronically at proxyvotes@equiniti.com, in each case no later than 48 hours before the Meeting, weekends and public holidays excluded i.e., by 12 noon on 4 November 2025. A Form of Proxy for use by shareholders is enclosed. Completion of the Form of Proxy will not prevent a shareholder from attending the Meeting and voting in person.
6. Any corporate shareholder can appoint one or more corporate representative who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. In order to appoint a corporate representative a corporate shareholder must provide a letter of representation to their chosen representative, which must be surrendered to the Company upon registration at the Meeting.
7. A copy of the Articles of Association of the Company and a draft of the new Articles of Association proposed to be adopted pursuant to Resolution 5 (blacklined to show the changes from the existing Articles of Association) (the "**New Articles**"), will be available for inspection at the place of the Meeting for 15 minutes prior to and until the termination of the Meeting. The New Articles will also be available for inspection on the Company's website at www.pumaheritage.co.uk.

Explanation of Special Business

Explanation of Resolution 5 to be proposed at the Annual General Meeting

Resolution 5 proposes the adoption of new Articles of Association of the Company. The New Articles are in substantially similar form to the existing Articles of Association. The proposed changes are to facilitate the ability for shares in the Company to be enabled in CREST, the electronic trading system operated by Euroclear UK & International Limited. This would allow holders of certain classes of share to request that shares are held in uncertificated form (via a nominee) and for transfers to be undertaken electronically via CREST.

Accordingly, the Directors currently intend to resolve to permit Redeemable Growth Shares in the capital of the Company to be held in uncertificated form if Resolution 5 is duly passed.

Form of Proxy

Puma Heritage Limited

For use at the Annual General Meeting convened for 12 noon on 6 November 2025 at Cassini House, 57 St James's Street, London SW1A 1LD (the **"Meeting"**).

I/We _____

(BLOCK CAPITALS PLEASE)

of _____

[insert address]

being (a) member(s) of the Company hereby appoint the chairman of the Meeting (see Note 1) or

as my/our proxy and to attend and vote for me/us on my/our behalf at the Meeting and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the Resolutions set out in the Notice of Annual General Meeting (see Note 2). On any other business which may properly come before the Meeting (including any motion to amend a resolution or to adjourn the Meeting) the proxy will act at his/her own discretion.

Please indicate by placing an X in this box if this proxy appointment is one of multiple appointments being made (see Note 3)

Ordinary Resolutions	FOR	AGAINST	WITHHELD
1. To receive the Company's report and accounts			
2. To reappoint RSM UK Audit LLP as Auditor of the Company and to authorise the directors to determine their remuneration			
3. Authority to allot shares			

Special Resolutions	FOR	AGAINST	WITHHELD
4. Disapplication of pre-emption rights in connection with the general authority to allot shares			
5. To adopt new articles of association			

My/our proxy is to vote as indicated in this form (see Note 4). Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Dated _____

Signed or sealed (see Note 5) _____

Notes:

1. If a member wishes to appoint as a proxy a person other than the chairman of the Meeting, the name of the other person should be inserted in block capitals in the space provided and the words “the chairman of the Meeting (see Note 1) or” should be deleted. A proxy need not be a member of the Company but must attend the Meeting in person. Any alteration or deletion must be signed or initialled.
2. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Any alteration or deletion must be signed or initialled.
3. A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, please contact the Company’s registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom for (an) additional form(s) or you may photocopy this form. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by placing an X in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope together.
4. A member should indicate by marking the box headed either FOR, AGAINST or WITHHELD with an ‘X’ to show how he/she wishes their vote to be cast in respect of each of the resolutions set out in the Notice of Annual General Meeting. Unless so instructed, the proxy will vote or abstain as he/she thinks fit. The Vote Withheld option is provided to enable a member to instruct the proxy not to vote on any particular resolution, however it should be noted that a vote withheld in this way is not a “vote” in law and will not be counted in the calculation of the proportion of votes FOR and AGAINST a resolution.
5. In the case of a corporate shareholder, this Form of Proxy should be given under its seal or signed on its behalf by an attorney or duly authorised officer. In the case of joint holders, the Form of Proxy should be signed by the senior holder and the names of all joint holders should be shown. A vote tendered by the senior holder shall be accepted to the exclusion of all other joint holders. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
6. Use of this Form of Proxy does not preclude a member from attending the Meeting and voting in person.
7. To be valid, this Form of Proxy must be lodged together with the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority, to the Company’s registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom or electronically at proxyvotes@equiniti.com, in each case not later than 48 hours before the Meeting (excluding weekends and bank holidays) i.e. by 12 noon on 4 November 2025, or any adjournment thereof or, in the case of a poll, not later than 48 hours before the time appointed for taking the poll (excluding weekends and bank holidays).

