

# PEEL HUNT

ANNUAL  
REPORT  
2026



We are a specialist UK investment bank with a team of talented people in London, New York, Copenhagen and Abu Dhabi, who demonstrate our purpose to guide and nurture our clients through the evolution of business.

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Approved by the Board and signed on its behalf by Billy Neve, Group Finance Director, 12 June 2026.

“This was a strong financial year for Peel Hunt, thanks to the exceptional quality of our people, our unwavering commitment to our clients and a clear focus on the areas within our control.”

**Steven Fine** CEO

# Our business at a glance

Through our strategic advice, market intelligence and liquidity provision, we have become the independent partner of choice in the UK for mid-cap and growth companies. We are known for excellence in the UK equity markets, acting for 147 listed companies and over 1,200 institutional clients, through our offices in London, New York, Copenhagen and Abu Dhabi. Our sector specialist model allows our Investment Banking business to act for public and private companies alike. Through our Research and Equities teams we can access major investors globally. Handling, on average, over 20% of daily trading volumes on the London Stock Exchange, our Execution Services business is an important liquidity provider. We offer our services as one business in a joined-up manner to achieve the best outcomes for our clients.

## Revenue

**£143.5M**

2025: £91.3m

## Earnings per share

**12.9P**

2025: (2.3)p

## Net assets

**£108.5M**

2025: £88.7m

## Profit before tax

**£21.1M**

2025: £(3.5)m

## Adjusted profit before tax

**£32.0M**

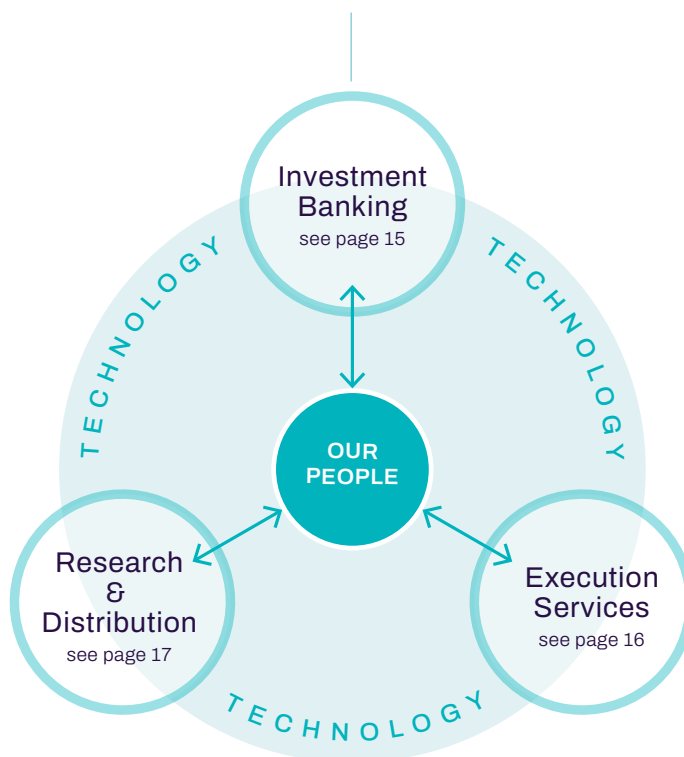
2025: £0.8m

## Dividend per share

**4.9P**

2025: 0p

## Our business model



All figures as at 31 March 2026

# Our year in numbers

FY26 was a year of strong progress for Peel Hunt, delivering our second-best revenue performance in the history of the Group. Our return to profitability, despite the difficult markets, demonstrates the success of our diversification strategy and the foundational strength of our business. We continued to manage costs carefully, embedding an effectively controlled, leaner operating model. This will continue to position the business for future growth aligned to our strategic direction.



Scan to see our full year results

## OUR BUSINESS

Number of corporate clients

147

2025: 147

Number of corporate clients in FTSE 350

62

2025: 52

Number of institutional clients

1,222

2025: 1,307

Average number of trades executed per day for retail investors

23,428

2025: 22,988

Average market cap of corporate clients

£1,130M

2025: £869.3m

Total funds raised for corporate clients

£1,069M

2025: £599.5m

Daily trading volume on the LSE

20.6%

2025: 17.8%

Number of stocks under research coverage

352

2025: 383

## OUR PEOPLE

265

employees

2025: 287

>45%

are shareholders\*

2025: >45%

(\*this includes Directors)

Gender breakdown



○ Male 196 (74%)

2025: 216 (75%)

○ Female 69 (26%)

2025: 71 (25%)

## OUR COMMUNITIES

£33,361

donated\*

2025: £67,584

(\*cash donation and in kind)

38%

of our people spent 315 hours volunteering in FY26

2025: 56% (726 hours)

# An unwavering focus on client service, strategy and operational efficiency

Lucinda Riches



I am pleased to reflect on a year in which the Group has delivered a much stronger financial performance. The Board has been encouraged to see several key elements of our strategy come together to drive meaningful progress, underpinned by disciplined execution and a clear sense of direction.

## First and foremost: outstanding client service

We have witnessed significant industry consolidation and reduced investment by several competitors in response to the challenging markets of recent years. Meanwhile, Peel Hunt has remained steadfast in its commitment to excellence in client service and to acting as a trusted adviser to our clients. The Board believes this unwavering focus has been instrumental to retaining existing clients and attracting new mandates. Peel Hunt now advises 62 FTSE 350 companies, including six FTSE 100 and 56 FTSE 250 clients – a significant achievement that reflects the trust placed in Peel Hunt's advice and the quality of relationships built over many years.

## Overseeing strategic diversification

A central priority for the Board has been to oversee the continued diversification of the Group's revenues, ensuring that growth is achieved in a manner that is consistent with our values and long-term strategic priorities. We are pleased with the progress made in establishing what is now a top-tier UK mid-market M&A franchise, ranking third in the UK public M&A league tables, only behind global investment banks. M&A revenues accounted for a majority of investment banking deal fees this year, showing the effective delivery of our diversification strategy and positioning the Group well for opportunities ahead. We recognise that market conditions favoured M&A in the year; therefore, we are supporting the business in identifying further diversification opportunities to drive profitability throughout the cycle.

## A strong performance in Execution Services

Alongside diverse Investment Banking revenues and a second consecutive rise in Research & Distribution revenue, Execution Services delivered strong results this year, capitalising on increased market volatility and higher trading volumes. The Board recognises the critical role that our talented people and proprietary technology play in maintaining high-quality liquidity provision and execution for both clients and market counterparties. This year's financial performance is testament to the fact that the business continues to operate with resilience and focus, maintaining its position as a leading liquidity provider in its markets.

### Monitoring operational discipline and efficiency

The Board has maintained close oversight of the Group's cost discipline and operating efficiency throughout the year, recognising that a sustainable business model must balance investment with prudent financial management. The management team's actions to streamline central functions have created a leaner, more agile organisation, which has enabled the business to continue to invest in client-facing capabilities while supporting improved profitability through the market cycle. This operational rigour is a key pillar of the Board's responsibilities and will continue to be a focus as we move forward.

### Returns to shareholders

We are pleased to reintroduce a dividend this year. The Board has proposed a dividend of 4.9p per share (FY25: nil). This is consistent with the policy set out at the time of our IPO, and subject to shareholder approval at the AGM. This will be paid on 31 July 2026 to shareholders on the register at 26 June 2026. Given the Group's liquidity and recognising the policy agreed at IPO, the Board remains committed to returning capital to shareholders.

### Board composition, governance and culture

During the year, we were pleased to welcome Michael Lee (Chief Operating Officer) and Billy Neve (Group Finance Director) to the Listed Company Board. We believe in promoting from within the Group wherever possible, and these appointments are the result of the clear succession plans that Peel Hunt has in place. Both have already strengthened the management team, bringing heightened discipline, clarity and expertise, including in the development and ongoing delivery of our strategy and the quality of our reporting.

The Board continues to prioritise strong governance and sound risk management, providing constructive challenge and support to the management team. We remain committed to nurturing a culture that reflects Peel Hunt's long-standing ethos of client focus, integrity, and long-term partnership.

### Looking ahead

In FY27, the Board will continue to work closely with the management team and provide the support and challenge necessary to ensure we keep delivering on our strategic priorities. We will remain equally focused on overseeing how management maintains operational discipline, while safeguarding the Group's culture and franchise.

This will include continuing to oversee the strengthening of Peel Hunt's position as the adviser of choice to UK mid-cap and growth companies and supporting management in adding incremental and diversified revenue streams. We will also maintain a clear focus on operating our platform as efficiently as possible, with strong cost management in mind. We remain confident that Peel Hunt is well positioned to keep delivering sustainable long-term value for all stakeholders.



**Lucinda Riches** Chair

12 June 2026

**“PEEL HUNT'S MUCH STRONGER** financial performance this year was underpinned by disciplined execution, a clear strategic direction and a steadfast commitment to serving our clients.”

# Strong financial performance built on solid foundations

Steven Fine



**F**Y26 marked a return to profitability for Peel Hunt despite ongoing market uncertainty. Our Chief Executive, Steven Fine, explains how we achieved this, and shares some of his personal highlights from the year.

## How would you describe Peel Hunt's performance in FY26?

FY26 was a year of strong progress for Peel Hunt. We delivered our second-best revenue performance in the history of the Group, thanks to the exceptional quality of our teams and our unwavering commitment to acting as a trusted adviser for our clients. Throughout the last few challenging years, we've been very clear about focusing on the areas that we can control, namely strengthening our foundations, developing our performance culture, managing costs, and positioning the business for growth. Our performance this year, and return to profitability, is evidence of the success of our strategy, with significant revenue being delivered by an exceptional M&A performance, highlighting our role as a trusted advisor. This is in spite of equity markets remaining difficult, largely as a result of global conflicts and the corresponding uncertainty. We have been consistent in our work to build shareholder value in the business, even in challenging years, and are now pleased that this is delivering shareholder return. I would like to thank our teams for their contributions to the business and the progress we have made this year, which is a direct result of their consistent high-quality work.

## What were Peel Hunt's highlights this year?

Several moments stand out. We acted on two important transactions for the UK markets, which were indicative of a shift in sentiment and a return of corporate activity. Firstly, PHP was successful in the acquisition of Assura plc. This was significant in that shareholders voted to stay in the enlarged listed entity rather than accepting the cash offer from KKR, the rival bidder. Secondly, Coats Group's acquisition of US-based Ortholite – this was funded by a £246m equity raise that was only possible through regulatory change, allowing the company to compete with private equity on both speed and certainty. These deals signal that confidence is returning to UK markets, through support from regulators on the one hand, as well as the rise of the strategic bidder to rebalance more recent sponsor dominance on the other. Both transactions also demonstrated the breadth of our sector expertise and reinforced our reputation as a trusted adviser.

Our M&A team delivered an exceptional performance, reflecting the success of our diversification strategy

with two landmark M&A transactions in the year, while our Execution Services business achieved record post-Covid-19 revenue, highlighting the strength of our people and technology. This performance was despite the challenging macroeconomic outlook and the corresponding uncertainty throughout the year. In November 2025, we expanded our international footprint, opening our new office in Abu Dhabi, UAE, to position Peel Hunt as a truly global distribution hub. We are of course monitoring the current conflict situation daily with our team on the ground, with their safety being our highest priority, but continue to be confident that this investment will deliver opportunities for our clients and our business.

FY26 was an important year for strengthening the way we lead the business, with Michael Lee and Billy Neve becoming Executive Directors, and a stronger focus on running an efficient and effective Executive Board.

As a team we worked together more closely than ever, ensuring we are aligned in our approach to our strategy, constructively challenging one another, and making clearer, faster decisions.

### What were your personal highlights?

My personal standout was the performance of our people. Collectively they delivered a strong financial outcome whilst navigating a challenging market environment. They helped us return to profitability and showcased the depth of their expertise. We delivered on ECM, M&A, IPO and all aspects of capital markets activity together with an excellent return on capital in our execution services business. Our high-performing support and control functions have worked hard to ensure our performance has been achieved in a controlled and cost-effective manner. I am proud to see our teams work with such commitment.

I'm also proud of the work we've been doing to support the UK capital markets. Working closely with colleagues, industry bodies and regulators to help drive meaningful reform is something we're passionate about. The UK market is critical to the country's long-term success, and playing a role in shaping its future has been a personal highlight.

### You've been very prominent in discussions around the future of the UK markets and regulation. Can you tell us more about that work?

We've seen encouraging progress. In 2025 and 2026 alone, we've witnessed significant reforms, including changes to

£67.1M

Investment Banking (revenue)

£28.6M

Research & Distribution (revenue)

£47.8M

Execution Services (revenue)

the UK Listing Rules, the Investment Research Market Reforms, and the introduction of a new UK public offers and admissions to trading regime. We're seeing increasing engagement from regulators, who are keen to support the health of our markets.

We continue to work closely with the Treasury, the Confederation of British Industry, the Department for Business and Trade, and the Financial Conduct Authority (FCA) on a range of initiatives aimed at strengthening the market ecosystem. To help advance this, I serve on the FCA's Markets Practitioner Panel and the Quoted Companies Alliance Board, and I was part of the UK Listings Taskforce, which has been influential in shaping listings-reform proposals. Our team, including our Head of Research, Charles Hall, and Chief Economist & Deputy Head of Research, Kallum Pickering, continue to write on pressing reform issues and both engage with regulators and policymakers on a regular basis.

As a business we've looked for ways to increase discussion and bring relevant stakeholders together, including hosting well-attended webinars and conferences. Our post-Budget webinar in November 2025 and FTSE 250 Conference in June 2025 are great examples. Events like these enable us to engage with companies, investors and policymakers in order to make a real difference.

### Client relationships are often described as being at the heart of the business. How have they evolved this year?

I'm proud of the long-term partnerships that we've built. We have actively evolved our client base, with 56 now in the FTSE 250, and six in the FTSE 100. Our clients' aggregate market cap now stands at £166bn, up 30.9% from FY25. Being a trusted adviser is key to how we

**“THE QUALITY OF OUR TEAMS, their commitment to our clients and our position as trusted adviser have helped deliver an excellent result for our business.”**

## From our Chief Executive

operate, and FY26 reinforced our commitment. As of 31 March, 22% of our clients had been with us for more than 10 years, and 57% for more than five years. In an industry where relationships matter deeply, that longevity speaks volumes about the strength of our advice, our consistency, and the quality we deliver.

### How will you pursue the strategy over the next three years?

We are confident in our exceptional talent and the opportunity for growth within our existing business. At the same time, our success in M&A is a strong example of what our diversification strategy can achieve, and it gives us a clear blueprint for how we can scale intelligently while remaining committed to our core business. We will explore how to replicate this across the business, identifying the areas – like Execution Services – where our business model and expertise can be used to create new revenue streams.

### Technology is a clear driver for the business and one of Peel Hunt's strategic priorities. Why is it so important?

Technology underpins much of what we do. We're focused on using it to maximise efficiency for both the business and our clients. It's particularly important in Execution Services, where our proprietary platform remains a differentiator and has supported the division's outstanding performance.

At the same time, we recognise the risks that come with increased reliance on technology. We have therefore invested in a live 24/7 outsourced Security Operations Centre (SOC) and continue to strengthen the resilience and reliability of our infrastructure. It's thanks to this strong foundation that we're able to build proprietary tools that enhance our service for clients and improve productivity.

Data is also a major focus. Peel Hunt generates a huge amount of valuable data, and we're investing in ways to harness this value. In doing so, we can deliver richer insights for clients and equip our internal teams with intuitive dashboards and visualisation tools to support their day-to-day work.

### How is Peel Hunt using AI?

AI is an increasingly important part of our operations, and we are aware of both the opportunities and risks it presents. Therefore we're equipping our people with the skills they need to use these tools responsibly and effectively, particularly in an environment in which we have reduced headcount as part of managing our costs.

During FY26 our people completed more than 1,000 combined hours of AI training, which ensures we can deploy the technology in a way that enhances, rather than replaces, our human expertise. We also dedicated time at our Board Strategy Day in October 2025 to understand what AI may mean for our business, and how we can use it to benefit both us and our clients.

We're already seeing this complementary use in action, with AI helping our teams generate new ideas and drive efficiency. Personally, I'm excited about the innovation and the momentum that new AI applications can unlock.

### Looking ahead to FY27, what are your priorities for the business?

It's an exciting period for Peel Hunt. Our focus is on building on the strong foundations laid in FY26 and continuing to drive sustained profitability across market cycles. Our excellent performance in FY26 reflected both a number of significant M&A transactions and the Execution Services team's ability to capitalise on market conditions.

We're eager to see what opportunities our enhanced business brings in the medium term, and we will continue advancing our diversification strategy, whilst being mindful of the macroeconomic environment we are operating in. Above all, we're focused on deepening client relationships by consistently providing excellent customer service and continuing to be a trusted advisor to our clients, which will ensure the business remains well positioned for the future.



**Steven Fine** CEO

12 June 2026

## Our five strategic priorities

We aim to:

**Expand** our investment banking capabilities – see pages 6 to 8

**Advance** our position as a distribution powerhouse – see page 11

**Extend** our leading liquidity provision – see pages 16 to 17

**Embed** technology in everything we do – see page 8

**Leverage** our unique culture to boost performance – see pages 6 and 10

# REVIEW OF THE YEAR

Strong operating discipline, rigorous cost management and a continuing focus on delivering our strategy helped deliver tangible results for our clients and our business this year, with improved performance across all areas of Peel Hunt.

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# Building a leaner, more efficient Peel Hunt

Michael Lee



Since becoming COO, my focus has been on three priorities: strengthening strategic alignment across the business, embedding more rigorous performance management, and ensuring our central functions are lean, robust and closely aligned with the needs of the organisation.

Together, these priorities have reshaped how we operate. In applying a clear strategic lens across the Group, we have improved oversight and accountability, and tightened cost management while still maintaining a robust control environment. Central functions are now more focused than ever on enabling our front office, supporting our clients and delivering against our commercial objectives, while ensuring that the control environment remains robust and appropriate to the risks facing the business. As a result, Peel Hunt is leaner, more efficient and better aligned – and this progress is clearly reflected in our return to profitability during the year.

## Strong operating discipline to support long-term success

During the year, we continued to strengthen operating discipline to ensure Peel Hunt is well positioned for sustainable long-term performance. Central and support functions now work more closely with our client-facing teams, improving execution, responsiveness and alignment with business priorities.

This has involved simplifying organisational layers, streamlining management structures and concentrating investment on the areas that create the greatest value: excellent client service, revenue generation and operational efficiency. These changes have reduced complexity, sharpened decision-making and improved how we deploy our resources. Alongside these changes, we have maintained a robust application of risk-based controls to ensure appropriate risk mitigation for our business.

A leaner, more focused operating model has enabled us to reduce fixed costs by approximately £5m. While the process of reducing costs comes with its own risks and challenges, which have been carefully managed, it has created capacity to reinvest in our client service capabilities.

This has lowered the cost to serve each client-facing team, strengthening our resilience in more challenging market conditions and enhancing profitability in stronger years such as this one. Peel Hunt now operates with greater efficiency, agility and strategic alignment, providing a robust and scalable platform to support our long-term ambitions.

Our people's talent continues to define our performance. Their depth of expertise and disciplined approach to risk

helps foster a culture of controlled risk management, which underpins the consistent returns we offer throughout volatile markets and cycles. We continue to optimise the operational gearing of our platform, and have made a number of strategic hires, positioning us well to capitalise on revenue opportunities across the market cycle.

### Delivering our strategy through market cycles

Throughout the subdued market conditions of recent years, we've remained focused on strengthening the fundamentals of our business and delivering our strategy, and this disciplined and consistent focus has delivered tangible results this year.

In FY26 alone, we added 17 new corporate clients, including seven FTSE 250 companies and one FTSE 100. In a year characterised by elevated takeover activity, these new mandates, together with our strong client retention record, more than offset M&A-related client attrition. Our continued success in attracting and retaining clients reflects what we believe is the most comprehensive day-to-day broking and advisory service available to UK-listed companies: a genuine bridge between our clients and the capital markets.

Equally important is our work to build the broadest and deepest access to capital for our clients. As Steven discusses in his review, launching Peel Hunt Middle East in Abu Dhabi has further extended our international reach, complementing our offices in London, New York and Copenhagen. Our footprint is unrivalled among our small- and mid-cap peers, while our dedicated focus on UK-listed companies is unmatched by larger international competitors. It's this combination of international reach and deep domestic specialism that means we can offer our clients unique access to global capital, supported by a sales team that is dedicated to UK equities.

We've also continued to invest in our proprietary technology and execution capabilities, enabling us to be more competitive and to offer clients enhanced insight, market connectivity and execution quality. In Execution Services, the powerful combination of our people and proprietary technology delivered another strong year across multiple asset classes.

**“A SHARPER STRATEGIC FOCUS, stronger performance discipline and a leaner operating model have materially improved our profitability and strengthened the foundations of the business.”**

### A more rigorous assessment of business performance

During the past year, we've raised the bar on how we assess performance across the business. We have refined our key performance indicators to ensure they reflect the most relevant metrics. We have also strengthened our management information by introducing clearer sector and business line profitability assessments and improving cost attribution, giving us a better understanding of where we create value. This enhanced insight has enabled better benchmarking against our peers and, critically, provides a clearer view of where to prioritise investment for the long term.

This work is already shaping how we build for the future. It's supporting management decision-making and forward-looking forecasting and scenario planning, including how we respond to structural changes in UK equity markets. Throughout, our objective has been consistent: to make better decisions and allocate capital and resources with greater conviction, with an unwavering focus on delivering excellent service to our clients and to the clients we aspire to work with.

### Looking ahead

Our focus for the next year remains on investing in our client-service capabilities while maintaining operating rigour and cost discipline. We have identified, in conjunction with the Board, how we can accelerate growth, continue to take market share, broaden the asset classes covered by our Execution Services business and pursue adjacent opportunities that offer incremental and diversified revenues; in FY27 we will work to deliver these ambitions in a practical and disciplined way.

I'm genuinely proud of what we've achieved in FY26. Through our people's collective determination and a willingness to adapt in challenging markets, we've created a leaner, more agile business that is well positioned to perform through market cycles. We enter FY27 with a strong and increasingly diversified business, supported by incredible, committed people who make Peel Hunt what it is.



**Michael Lee** COO

12 June 2026

# Financial performance: A return to profitability

We measure overall progress in delivering our strategy against a set of financial and non-financial metrics. We have made further strategic progress in the year, including increased revenue, number of retained FTSE 350 corporate clients and average market cap of our corporate clients, despite the persistent subdued capital markets activity. This year we removed a number of key performance indicators to ensure our measures continue to reflect how the business is managed.

## Group financial

### Revenue

**£143.5M**

2025: £91.3m

Revenue from all the business divisions of the Group

Revenue has increased as a result of improved performance across all business lines, in particular IBD as a result of increased M&A activity undertaken by the business.

### Profit before tax

**£21.1M**

2025: £(3.5)m

Actual profit/(loss) before tax for the Group showing revenue less administration costs (including employee bonuses), net financing costs and share of profit or loss from associate

Profit before tax has increased as a result of an improved revenue performance and disciplined cost management.

### Adjusted profit/(loss) before tax

**£32.0M**

2025: £0.8m

Adjusted profit/(loss) before tax is a non-statutory measure, which shows the underlying performance of the Group excluding share-based payment charges and exceptional items

This is higher than in prior years due to improved revenue performance, and is partially offset by the corresponding increase in variable compensation.

### Revenue per head

**£541.3K**

2025: £318.1k

Revenue per employee

Revenue per head has increased due to our increased revenue performance across the Group and a reduction in average headcount across FY26.

### Earnings per share

**12.9P**

2025: (2.3)p

Total profit/(loss) attributable to owners of the Group over the weighted average number of shares outstanding during the year

EPS reflects the increased revenue performance by the Group.

### Net assets

**£108.5M**

2025: £88.7m

Total Group assets less total liabilities as recorded on the balance sheet

The increase in net assets is a result of the reinvestment of retained profits following the strong revenue performance. Following payment of variable compensation at the end of May 2026 net assets will decrease.

### Cash balances

**£36.9M**

2025: £20.4m

All cash balances of the Group

The increase in our cash position is primarily driven by the cash generated from operations.

## Group non-financial

### Employee engagement

**62%**

2025: 54%

Result of our combined culture and engagement surveys

The modest increase in our employee engagement score is a result of multiple factors, details of which can be found on pages 22 to 23.

### Gender balance (all employees)

**74% MEN**  
**26% WOMEN**

2025: 75% men, 25% women

Ratio of male to female employees

We have made incremental progress towards our gender diversity target, but recognise there is still more to do. For further details, see pages 22 to 23.

### Carbon intensity ratio

**3,818.9**  
**KGCO<sub>2</sub>E**

2025: 3,090.6 kgCO<sub>2</sub>e per employee

Total Group carbon emissions divided by total employee headcount

Our carbon intensity ratio has increased due to a lower headcount, and increased emissions. See page 24 to 26 for details on our carbon emissions.

## Divisional: Investment Banking

### Revenue

**£67.1M**

2025: £31.5m

Revenue from fees in ECM, Advisory and client retainers

The increase is largely due to our improved performance in M&A.

### Retained corporate clients

**147**

2025: 147

Total number of retained clients (including 62 in the FTSE 350)

Whilst we have added clients, we have lost an equal number of clients, largely due to M&A activity, leading to our retained corporate client number being the same as prior year.

### Average market cap of retained corporate clients

**£1,130M**

2025: £869.3m

Average market cap of our retained corporate clients at the end of the year

The average market cap of our retained clients has grown, with a number of significant FTSE 350 wins in this financial year.

## Execution Services

### Revenue

**£47.8M**

2025: £33.7m

Revenue for our market-making, systematic and electronic trading businesses

The improved revenue performance is largely a result of our team capitalising on market opportunities and improved return on investment in the trading book.

### LSE market share

**20.6%**

2025: 17.8%

Our share of the volume of trading on the LSE

We have continued to maintain a leading trading position despite the competitive trading environment.

## Research & Distribution

### Revenue

**£28.6M**

2025: £26.1m

Revenue from execution commission and research payments

This increase is a result of our being able to take advantage of market opportunities as they arise.

### Institutions receiving our research

**1,222**

2025: 1,307

Number of institutional clients receiving our research

The marginal decrease in number of institutions receiving our research is due to our rebasing of institutions who receive our research.

### Changes to KPIs

As part of the ongoing review of how we measure and manage performance we have refined our KPIs to ensure they reflect the metrics most relevant to decision making at Group level. Following this review, we have removed seven KPIs for the following reasons:

#### Own Funds coverage

This metric (previously 'Pillar 1 coverage') is indicative rather than actively used to run the business. While it continues to feature within the Operating and financial review, it is no longer a KPI used for performance management.

#### Median market cap of retained corporate clients

While both median and average market cap provide useful insights, median is applied at a more granular analytical level and is not a measure used by the Board to steer the business. For this reason, it has been removed as a KPI.

#### Total funds raised for corporates during the year

This figure does not reflect how we manage the business. We are simplifying our KPIs to focus on the core drivers of performance, and this metric will therefore no longer be included.

#### Market share of UK ECM deals

Given the diversification of our revenue streams and the continued evolution of the business, this measure is now less relevant as a key performance indicator.

#### Number of quote requests processed in the year

While interesting operationally, this is not a measure used to manage the overall business.

#### Average trades executed per day

This is not a metric used to assess business performance at Group level and has therefore been removed from our KPIs.

#### Total traded value during the year of UK stocks for our clients

Similar to the above, this figure is not used to manage the business and will no longer be reported as a KPI.

# A strong revenue performance across all business areas, with disciplined cost management

Billy Neve



**F**Y26 represented a year of clear operational and financial progress, with improved performance across all our business areas. Group revenue increased materially year-on-year by 57% to £143.5m (FY25: £91.3m), reflecting our position as a trusted adviser to our clients, and realising the benefits from our work to build shareholder value in recent years. The increase in revenue, combined with strong cost discipline, led to statutory profit before tax of £21.1m (FY25: loss of £3.5m), and adjusted profit before tax of £32.0m (FY25: £0.8m). Highlights from the year included exceptional performance by our Execution Services team and delivering several significant M&A transactions.

Over the past few years, we have focused on delivering sustainable profit throughout the cycle, largely by diversifying our revenue streams and carefully managing our costs, which we have continued to do throughout FY26. We remain mindful of the need for a measured approach, taking advantage of operational efficiencies and making selective strategic investments to ensure we deliver for our clients and protect long-term shareholder value. We've worked hard to deliver improved returns on our trading books, through our enhanced focus on capital allocation across the business, and continue to explore efficient ways of funding our trading operations. At the same time, we have maintained strong relationships with our banking partners ensuring we have the financial frameworks in place to support the Group's long-term goals.

As we look ahead, our strong balance sheet provides us with the ability to deploy capital to maximise the rate of return from our trading books. While renewed global inflationary pressures and rising benchmark interest rates have weighed on market confidence and transactional activity, we will continue to pursue strategic investment opportunities whilst continuing to monitor the macro-economic environment and challenges this may bring.

We are now in a position to build on the solid foundations we've put in place in recent years, and our focus is to deliver sustainable returns for our employees and investors in all market conditions. I look forward to delivering on this throughout FY27.

A handwritten signature in black ink, appearing to read 'Billy Neve', written over a horizontal line.

**Billy Neve** Group Finance Director

12 June 2026

## Group revenue performance

The Group delivered full-year revenue of £143.5m in FY26 (FY25: £91.3m), building on the strong momentum we reported in our half-year results. Revenue grew across the organisation, with all business areas delivering year-on-year increases. This was supported by diversified M&A and advisory income, our high quality corporate client base, capitalising on opportunities in Execution Services together with continued progress in Research & Distribution, all driven by stronger client engagement. These results also reflect a moderately improved macroeconomic backdrop, with easing inflation, lower interest rates, increased UK economic stability and a measured rise in equity market sentiment supporting stronger client activity.

Group revenue comprises the following:

	FY26 £'000	FY25 £'000	% change
Investment Banking revenue	<b>67,092</b>	31,526	112.8%
Execution Services revenue	<b>47,772</b>	33,673	41.9%
Research & Distribution revenue	<b>28,592</b>	26,108	9.5%
<b>Total revenue for the year</b>	<b>143,456</b>	91,307	57.1%

## Investment Banking

	FY26 £'000	FY25 £'000	% change
Investment Banking fees	<b>57,931</b>	22,890	153.1%
Investment Banking retainers	<b>9,161</b>	8,636	6.1%
Investment Banking revenue	<b>67,092</b>	31,526	112.8%

FY26 was a year of strong performance for our Investment Banking team, delivered against a difficult capital market backdrop. Despite the headwinds, the strength of our corporate client base and our increased focus on building our financial advisory capabilities delivered an 112.8% rise in revenue to £67.1m (FY25: £31.5m), with a significant portion of total deal fees coming from M&A transactions.

We significantly evolved our client base this year, despite a shrinking pool of UK-listed companies. We now act as a trusted partner to 147 corporate clients, increasing the average market capitalisation of our client base by 30% to £1,130m. We added one FTSE 100 and seven FTSE 250 clients to our roster during the year, taking our overall FTSE 350 client base to a record 62, despite



## CASE STUDY

### Supporting the UK's IPO market

Our Investment Banking team has demonstrated the depth and quality of their work, delivering some of our biggest deals in our history this financial year. This includes two key transactions for the market and the largest UK IPO of the year.



Find out more  
on our website  
[peelhunt.com](https://www.peelhunt.com)

M&A takeover activity offsetting the total increase. Our client base reflects the strength of our brand, with clients valuing our expertise, connectivity and stability. We grew our market share again during the year, as difficult market conditions drove consolidation and strategic changes among our competitors; our ability to provide high quality advice from a stable platform remains a core differentiator for our business.

We saw the benefits of our diversification strategy this year, with exceptional performance in our M&A advisory franchise. We acted on a number of major public M&A transactions, both on the buy- and sell-side, and across multiple sectors. The growth of our M&A franchise is a result of close collaboration between our sector and product teams, which gives us market-leading insights into UK-listed companies and their shareholders.

**“OUR FOCUS ON SUSTAINABLE** profit performance throughout the cycle helped us make good operational and financial progress in FY26.”

## Operating and financial review

This integrated approach means we are well placed to advise clients in M&A situations, providing expert advice on the strategy, valuation and structuring considerations around different takeover or activist situations, alongside detailed market intelligence and knowledge of institutional viewpoints. Our ability to be relevant in M&A situations, both on the buy- and sell-side, supports a more balanced, resilient business that is better able to make the most of opportunities throughout the market cycle.

M&A aside, wider ECM market activity has remained muted, reflecting persistently difficult market conditions in the UK. Activity levels remain constrained by economic and geopolitical factors, and companies are transacting far less frequently than historic levels. Despite this, the business delivered a resilient performance, and we continue to outperform the broader market. We acted on the UK's largest IPO of 2025, and we participated in a significant number of other capital raises and block trades.



### CASE STUDY

## Investing in early careers talent

We strengthened our early careers programme in FY26, with new initiatives for school leavers in Execution Services and graduates in Equities.



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Our ability to deliver these transactions successfully, despite the market conditions, demonstrates the overall strength of our distribution capabilities and our ability to access capital from both UK and international investors via our offices in London, New York, Copenhagen and Abu Dhabi.

While general IPO activity remains relatively subdued in the UK, we hope to see this pick up in FY27. We are confident that our deep relationships with relevant private companies and their owners, as well as our ability to connect with a broad range of UK and international investors, will enable us to play a leading role in the revival of the UK IPO market over time.

Our people remain central to our success and we continue to foster a culture of excellence and collaboration. We have significantly evolved the team structure over the past five years, giving us a more sustainable balance of experience across our sector and product teams. We also continue to embrace new technologies, including our own in-house data applications, as well as AI tools designed to enhance productivity.

For FY27, our priority remains to act as a trusted adviser, to deepen our advisory capabilities and to position ourselves as the UK mid-cap investment bank of choice for aspiring companies. We will continue to deliver an excellent service to our clients, and believe we are well placed to capitalise on opportunities as they arise.

### Execution Services

	FY26 £'000	FY25 £'000	% change
Execution Services revenue	47,772	33,673	41.9%

Our Execution Services team performed well this year, with significantly increased revenue from the prior year despite ever-increasing competition in our liquidity pools and a complex geopolitical backdrop. This is thanks to our great people and strong performance across our trading desks.

Technology continues to drive our progress, strengthening our connectivity to markets and broadening our trading capabilities. Our traders work closely with our Technology team to unlock incremental liquidity through enhanced capabilities, while our continued investment in tech-enabled solutions increases our ability to access key liquidity pools. We continue to refine our proprietary trading tool, Peel Hunt Automated Trading (PHAT), every year to maintain rapid access to liquidity for our counterparties and clients.

Against a backdrop of rising global trading flows and ongoing reductions in the number of UK companies that are listed on public markets, our clients trust our consistency and ability to adapt to an ever-changing environment. Our strong focus on optimising the allocation of our capital allows us to maximise the overall rate of return, and we continue to adjust to tighter spreads and reduced margins by diversifying our offering to access incremental liquidity pools.

Looking ahead to FY27, our focus remains the same: to continue delivering our strategic priority to be a key liquidity provider across a range of markets, while extending our strong market share, all supported by ongoing key investments in technology and our people. In doing so, we can ensure we are well positioned for any improvements and opportunities in the trading cycle.

### Research & Distribution

	FY26 £'000	FY25 £'000	% change
Research payments and execution commission	<b>28,592</b>	26,108	9.5%

Our business remained resilient in FY26, with moderately increased revenues. This is a good outcome given wider economic turbulence that included unpredictable US policies and market uncertainty in the run-up to the UK government's 2025 Autumn Budget. Throughout the period, our research analysts and salespeople responded quickly, providing clients with analysis on the likely implications for sectors and companies under our coverage.

During the year, we made several important structural changes across our Research and Equities teams to further improve our high-performance culture, including key internal leadership promotions and a new management group. These changes have increased collaboration between our divisions, as well as facilitating cross-departmental moves, which help us retain top talent. Whilst we find ways to be as efficient as possible, we continued to invest carefully in our people. This included targeted, high-quality hires, and a new Equities graduate programme.

In November 2025, we opened our new office in Abu Dhabi, UAE, to continue expanding our international distribution capabilities and deepen our liquidity reach. We have grown the total commission revenue generated across our international offices during the year. Meanwhile, our unified sales team sets us apart from our competitors, unlocking global pools of capital for investment in the UK, while offering our clients investor engagement internationally.



### CASE STUDY

## Speaking up for UK plc

In November 2025, our Head of Research, Charles Hall, and Chief Economist & Deputy Head of Research, Kallum Pickering, spoke to esteemed economist Paul Johnson about the long-term issues shaping the UK's public finances.



Find out more  
on our website  
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## Operating and financial review

We saw this advantage in action in FY26, with the strength of our Research & Distribution division pivotal to us acting on the largest UK IPO of 2025. It also underpinned several capital markets transactions, including a significant capital raise for Coats Group plc. Client wins in the year mean we continue to expand the breadth of our market connectivity and the strength of our institutional relationships, and we now have a record number of FTSE 350 clients.

We remain committed to investing in technology, AI, multimedia and thematic products, and have developed a number of bespoke products that enhance our insights for clients. For example, we publish a quarterly 'IPO Speedometer', a collaborative effort between our Research and Investment Banking teams, which uses a proprietary model to numerically score the health of the UK IPO market. The speedometer has been well received by clients and we have held many productive conversations with them on the topic. We also expanded our multimedia products and use of social media channels to provide additional insights and broaden our reach.

Our profile has grown considerably in recent years thanks to our clear vision for how to enhance growth and increase investment in the UK. We continue to advocate for policy change from the UK government and industry regulators, led by Steven Fine, our Chief Executive, and Charles Hall, our Head of Research, supported by our Chief Economist & Deputy Head of Research, Kallum Pickering, who helps raise our profile and engagement with key decision makers. We remain committed to this work and are pleased to see tangible change occurring in the FCA's growth and competitiveness agenda.

We want to be the partner of choice for investment in UK companies, so for FY27 we will continue to support our clients' needs and expand our international distribution capabilities.

## Other financial information

### Operating costs

	FY26 £'000	FY25 £'000	% change
Staff costs	80,770	55,490	45.6
Non-staff costs	39,274	38,401	2.3
<b>Total administration costs</b>	<b>120,044</b>	93,891	27.9
Compensation ratio	56.3%	60.8%	(4.5)ppts
Period-end headcount	265	287	(7.7)
Average headcount	267	298	(10.4)
Adjusted staff costs <sup>1</sup>	69,902	51,755	35.1
<b>Adjusted admin costs<sup>1</sup></b>	<b>109,176</b>	90,156	21.1
Adjusted compensation ratio <sup>2</sup>	48.7%	56.7%	(8.0)ppts

1 Adjusted staff costs and adjusted admin costs are measures calculated as staff costs less share-based payments charges of £7.8m (FY25: £1.7m) and exceptional items (staff restructuring costs) amounting to £3.1m (FY25: £2.0m).

2 Adjusted compensation ratio is calculated as adjusted staff costs divided by revenue.

We kept a tight control on operating costs throughout FY26 as we continued to focus on delivering sustainable profitability through the cycle. As a result of our restructuring activities in FY25, average headcount in FY26 was (7.7)% lower compared with FY25.

Adjusted staff costs increased year on year, reflecting accrued variable compensation linked to Group profitability. Our compensation ratio decreased, reflecting our careful cost management and improved business performance.

Inflationary pressure in key technology and supplier contracts, led to only a marginal increase in non-staff expenditure year on year as a result of targeted contract reviews and disciplined discretionary spend. We also renewed a lease that enables us to sublet surplus office space, potentially offsetting a portion of the increase in lease costs and preserving flexibility to scale our business as we deliver our strategic priorities.

Our ongoing commitment to disciplined cost management has strengthened profitability and facilitated the operational leverage that we have worked to build into the business. This will continue to remain central to maintaining a resilient and scalable platform.

### Profit and loss

Our growth in revenue, combined with tight cost controls, led to profit before tax of £21.1m (FY25: £(3.5)m), and adjusted profit before tax of £32.0m (FY25: £0.8m), which excludes exceptional items and share-based payments.

EPS increased by 660.9% to 12.9p (FY25: (2.3)p).

## Strategic investments

While mindful of costs, we continued to invest selectively in initiatives that strengthen our commercial capabilities, enhance scalability and support long-term growth.

We also reviewed potential future funding options, with the aim of maintaining sufficient financial flexibility to support planned growth and to respond pragmatically to future strategic opportunities.

This year we opened Peel Hunt Middle East Limited in Abu Dhabi, UAE, further expanding our operating footprint and strengthening our international distribution capabilities, in a key region for global capital flows.

In Q1 FY26, RetailBook successfully completed an equity fundraise, reducing the Group's equity interest to 34.6%. As a result, Retail Book Holdings Limited and Retail Book Limited are no longer recognised as subsidiaries and are no longer consolidated in the Group's financial statements. Their assets and liabilities (including non-controlling interests) have been derecognised and we now report RetailBook as an investment in associate. RetailBook remains a key strategic investment for the Group. These investments, as in prior years, are made whilst maintaining all regulatory requirements and a continued strong control environment.

## Balance sheet

The Group maintained a strong balance sheet throughout the year with net assets of £108.5m as at 31 March 2026 (FY25: £88.7m).

By taking a disciplined approach to capital allocation, we ensured that our investment, risk appetite and growth initiatives were appropriately funded while maintaining risk exposures and meeting all regulatory expectations. Our Own Funds Coverage over net assets decreased to 398% as at 31 March 2026 (FY25: 417%).

The Company carried out a year-end impairment assessment of its investments in subsidiaries and associates. This review identified no impairments. A £1.3m share of loss from associate was recognised during the year in respect of RetailBook, alongside a £0.1m loss arising on the derecognition of the Group's investment when it ceased to be a subsidiary.

## Capital and liquidity

Towards the end of the year, we reviewed the Group's long-term debt facilities. Following this, we secured a £20.0m loan facility, drawing £10.0m before year end. This capital was deployed into the trading book to support higher future returns. The Group renewed the existing £20m RCF and continued to have access to a £10m overdraft facility, providing additional financial flexibility.

The strength of our balance sheet enabled us to continue to invest in our trading book – this strategic deployment of capital has delivered a higher rate of return, compared with last year. This reinforces our commitment and ability to dynamically manage capital in changing market conditions in order to maximise shareholder value.

The Group maintained capital and liquidity positions comfortably above regulatory requirements. This reflects strong governance and active liquidity planning, which continues to support our ongoing business needs and future growth aspirations. Stress-testing under a range of scenarios confirmed the resilience of our balance sheet and the sustainability of our capital resources.

## Dividend

The Board has recommended a final dividend for the year of 4.9p per share (FY25: nil). The dividend is consistent with the policy set out at the time of our IPO and, subject to approval at our AGM, will be paid on 31 July 2026 to shareholders whose names appear on the register at 26 June 2026.

# SUSTAINABILITY

We reached a key milestone in our sustainability agenda this year, hitting our first carbon reduction target in December 2025, while continuing to make steady progress towards our 2035 gender diversity target.

21	Our approach to sustainability
22	Our people and communities
24	Environment

## Section 172(1) statement and stakeholder engagement

Our purpose is to guide and nurture people through the evolution of business. This purpose applies to dealings with all our key stakeholders, the way we run the Company and how we make decisions at every level, starting at the top with the Board. We have included a 'section 172 statement' that describes how our Directors have had regard to the matters set out in section 172(1) (a) to (f) of the Companies Act 2006 on pages 46 to 49 of the Governance report. This explains who our stakeholders are, how we engage with them, and how the Directors have taken their interests into account in making key decisions during the year.

# Our approach to sustainability

**W**e're a responsible business, with a duty to all those who work with and around us. That's why our value – 'do the right thing' – is woven into our purpose of guiding and nurturing people through the evolution of business. We are committed to acting on our principles, supporting our people and communities, and controlling our environmental footprint.

As a result of our materiality assessment in FY23, we focus our sustainability activities on key areas, particularly diversity, equity and inclusion, and carbon reduction. Our disciplined approach to costs naturally helps lower our overall carbon footprint. For example, locating our offices in highly efficient buildings helps reduce both our greenhouse gas emissions and energy costs.

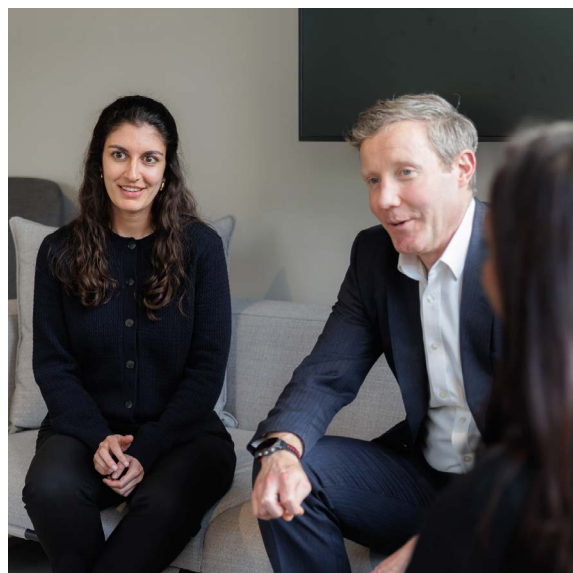
We have targets for gender diversity and carbon reduction and, in December 2023, published our first carbon reduction plan. In FY26, we revised our long-term carbon reduction target, and are now aiming to reach net zero by 2050, in line with UK government strategy.

## Strong governance, standards and policies

Our governance structure ensures that we discuss and manage sustainability issues throughout the business. At Board level, our ESG Committee meets twice a year and is led by Non-Executive Director Richard Brearley (see page 56 for our ESG Committee report). Within the business, we have an ESG Working Group chaired by our Group Finance Director, Billy Neve.

We include sustainability screening criteria in our client approvals process and raise any concerns for review by our Social, Environmental, Ethical and Reputational (SEER) Committee.

We have key standards and policies on a range of important topics, which our people can access via our intranet.



## Our sustainability targets

Women to represent at least **40% of all employees by 2035**

Become **carbon neutral** by December 2025

Reach **net zero** by 2050

We explain progress against our gender diversity target in 'Our People and Communities' on pages 22 to 23.

More information on our carbon reduction targets, including revising our long-term target, can be found in 'Environment' on pages 24 to 26.



Find more on our standards and policies on our [website](#)

**“WE MET OUR TARGET** to become carbon neutral in December 2025, and are making steady progress towards our gender diversity target.”

**Billy Neve** Group Finance Director

# Drawing on employee feedback to drive performance

**I**t is thanks to our people's continued commitment – to our clients, our strategic priorities and each other – that, after several challenging years, we returned to profitability this year.

## Positive feedback from our employees

Listening to our people's views is an integral part of our collegiate culture. While the past three years have been tough, we've always aimed to respond to their feedback to help make Peel Hunt an exciting, supportive place to work.

We are particularly pleased, therefore, with the results of our latest employee engagement survey held in March 2026. Our overall engagement score was 62% – up from 54% in FY25, with 79% of colleagues telling us that they are proud to work here and 72% who would recommend Peel Hunt to others. Meanwhile, the percentage of people who feel confident in our leaders rose by 5%, while the number who feel they are kept well informed increased by 13%. We still have work to do in some areas, such as recognition. We look forward to rewarding our people in the coming year in light of the improving financial picture, and continue to look for other ways to recognise our people for their hard work.

## Evolving our high-performance culture

How we measure, recognise and reward our people's contributions is important for delivering our strategic priority to boost performance.

This year we added six-month performance check-ins and launched upward feedback for managers, including practical training to help employees and managers give and receive constructive feedback. We also ran our

**“OUR PEOPLE DRIVE PEEL HUNT'S SUCCESS, and we're working hard to listen to their feedback and act on it.”**

**Rachelle Cornel** Director of People and Communications

company-wide mentoring programme for the second year to help employees achieve their career aspirations and find new ways to work together. In all, 54 people participated from different teams, departments and seniority levels.

In FY27, we will introduce more guidance for managers on how to structure and lead career conversations, as well as further training to help mentors become better coaches.

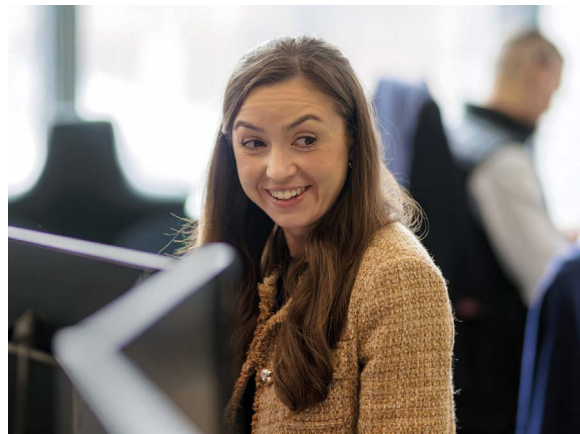
## Helping people build their career with us

Career progression is essential for keeping a talented, motivated team and we believe in promoting from within when we can. This year, we made several key internal leadership appointments, including our new Chief Operating Officer, Group Finance Director and two Co-Heads of Equities, who have injected a renewed sense of energy into the business.

We want people to build long-term careers at Peel Hunt. We know from this year's employee survey and career progression-focused working groups that employees want clearer pathways and more opportunities to build skills, receive feedback and develop their careers.

As a result of this feedback we continue to refine our talent development programme, offering training in specific skills that support career development. For example, around 16 people from different teams participated in pitch and presenting skills training.

Digital training is key to supporting our strategic priority to embed technology into everything we do, and we see significant opportunities for AI to help us work more efficiently and support a high-performance culture. However, skills levels across the business are varied. So, we have expanded our AI training, with introductory sessions for less experienced employees, alongside more advanced training for those who have already started incorporating AI tools into their work.



### Executive Board diversity



#### Gender

- 2 women (18%)
- 9 men (82%)

Women represent 38% of the Group Board. See page 33 in the Governance report for more information on Listed Board-level diversity.

### Developing diverse talent across the business

Strengthening diversity through our early careers programme is critical to building a more balanced talent pipeline over the long term, and this year we introduced new initiatives in many areas of the business. For Equities we launched a graduate programme; for Investment Banking an eight-week internship to complement the existing graduate programme; and for Execution Services, a new trainee trader programme. As in prior years, we continue to offer apprenticeship roles in the business for school leavers.

Meanwhile, we continue to make steady progress towards our target of having women represent 40% of all employees by 2035, this year reaching 26% (FY25: 25%). Investment Banking and Equities in particular have benefited from a sustained focus on diverse recruitment practices, including interviewing a diverse group of candidates for roles, and different pathways to joining Peel Hunt. At the same time, we recognise that there is more to do and that achieving meaningful and lasting change requires ongoing commitment across the business. Alongside our target, we have also introduced a new commitment to undertake focused work to support an inclusive culture, which we will report on next year.

We continue to strengthen our focus on attracting and supporting female talent and encouraging more women to consider careers in investment banking. We know there is an ongoing need to build greater understanding of our sector, with particular gaps in awareness of the breadth of roles available in trading and investment banking. To help address this gap, this year we hosted two networking events with The Broker Club and launched a new partnership with Uptree (see Supporting our communities).

We also remain committed to helping our female employees develop, and this year supported around 30 women across the business through one-to-one mentoring with an external executive coach.

Employee feedback made clear that fertility and family planning play an important role in enabling employees to build long-term careers at Peel Hunt. In response, and as part of our commitment to talent retention, we launched a fertility and family planning pilot programme this year. The programme provides financial support for employees and partners undergoing fertility treatment, as well as support for those who choose to freeze their eggs.

Our Diversity, Equity and Inclusion (DE&I) Forum and employee-led networks remain essential in helping our people stay connected with one another, sharing resources and hosting events. This year, for example, our DE&I Forum hosted a lunch-and-learn session on addiction, creating a supportive space for colleagues to share their experiences. Meanwhile, our Connect Women network hosted a lunch event with one of our investment banking Managing Directors, who shared her reflections on being a senior female leader.

### Supporting our communities

Our head office is located in one of the world's leading financial centres, but it's also near an area of great social inequality. Increasingly, we focus our community programme on education initiatives, which this year included a new partnership with Uptree, a networking organisation that links students with businesses. We've already seen significant interest, with more than 4,000 students applying for our networking events during the year. We continue to encourage employees to use their annual volunteering day to participate in events, such as insight days to help students learn more about our work.

#### Our FY26 community support in numbers

132  
volunteers

315  
hours volunteered

38%  
of Company  
volunteered

19  
activities  
supported



Find more  
community stories  
on our [website](#)

# Achieving our first carbon reduction target

**W**e are committed to minimising our environmental impact, and use our carbon reduction plan, first published in FY24, as our guide. The plan focuses on the two areas where we can have the greatest impact – buildings, and business travel and commuting. It also provides context for the areas that are harder to control, including our capital goods emissions, where we rely to some extent on manufacturers reducing their own footprint.

At the heart of our plan are two carbon reduction targets. We achieved our first target, to become carbon neutral by December 2025, by purchasing ‘gold standard’<sup>1</sup> carbon credits, equivalent to our FY25 emissions, in the Ceará renewable energy project in Brazil. There is, rightly, a lot of public scrutiny around carbon offsetting, so our ESG Committee took considerable care to review and approve our approach. However, we must continue hitting our target every year to make it meaningful, so have set a new commitment to maintain our carbon-neutral status. The ESG Committee will continue to routinely monitor our performance and project selection process to help us achieve this commitment.

## Moving our net zero target to 2050

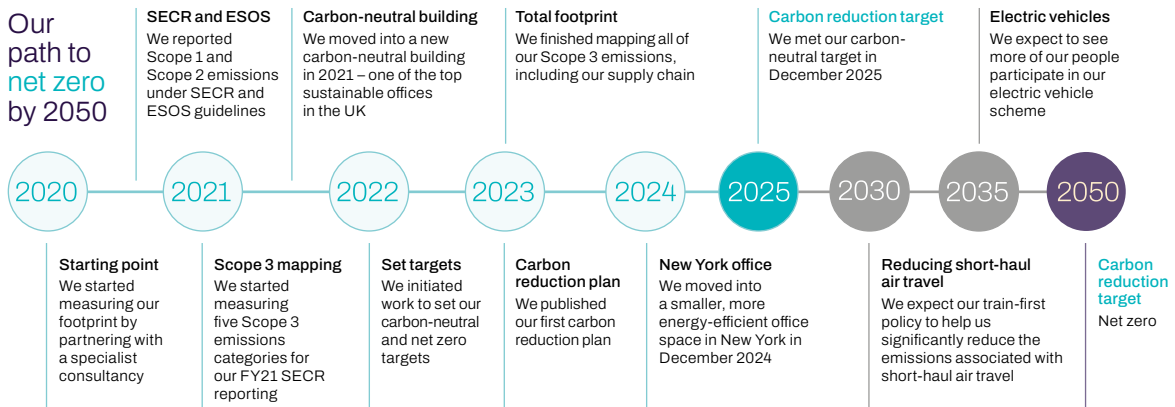
Targets are important for tracking and reporting on our progress, but they need to be realistic as well as ambitious, and the external landscape has changed significantly since we first set our targets in FY23. So we have changed the date of our second target, moving our aim to reach net zero from 2040 to 2050, to align with the UK government’s net zero strategy.

## Tackling travel emissions

In the last three years we’ve ensured that all our buildings are as efficient as possible. Our London office has an ‘excellent’ BREEAM rating, while our New York office is rated ‘A’ by NYC Energy rating standards (equivalent to an excellent BREEAM rating). Our European office in Copenhagen is powered by renewable energy. Our newest office in Abu Dhabi, which we opened in November 2025, will have a proportionately small impact on our carbon footprint, and will be included in our FY27 reporting.

This leaves business travel and commuting as our biggest challenge. Face-to-face meetings are the cornerstone of our client relationships. So as our reach grows, we must remain pragmatic. We’re mindful that more international business will lead to more air travel-related emissions in coming years, which is why we remain committed to investing in high-quality carbon offsetting projects.

And while we can influence our people’s commute to work, we cannot control it. So we continue to look for new opportunities to lower our impact, and in FY26 introduced a business-wide train-first approach – wherever possible – to our travel and expenses policy. We also continue to offer UK employees an electric and hybrid car salary sacrifice scheme alongside a cycle-to-work scheme.



<sup>1</sup> The Gold Standard is an independent crediting programme developed by the World Wildlife Fund, HELIO International, and SouthSouthNorth. It focuses on crediting projects that provide lasting social, economic and environmental benefits, evidenced by contributing to at least three UN Sustainable Development Goals, including climate action.

## Our performance in FY26

Our carbon intensity ratio is our key measure of performance, helping us manage our carbon footprint as we grow. This year, our overall carbon intensity ratio was 3,818.9 kgCO<sub>2</sub>e per employee (FY25: 3,090.6 kgCO<sub>2</sub>e per employee).

The category of Capital Goods saw a material increase in related emissions, at 183 tCO<sub>2</sub>e (FY25: 150 tCO<sub>2</sub>e). This was largely due to construction work to adapt our London office to create a better flow for our smaller team. Similarly, our business travel saw a modest increase of 4 tCO<sub>2</sub>e, which is a result of increased business activity, with our teams visiting clients globally, alongside enhanced data collection. Although we are pleased that this emissions category still remains below our baseline year, we anticipate that as our data collection methodology continues to be refined, this number may increase in subsequent years.

This year we have focused on our data quality, with enhanced carbon emissions data collection and allocation. We attribute a portion of the increases across a range of emissions areas to this, for example Purchased Goods & Services.

We have also refined our expenses system to support us in capturing the most accurate Scope 3 emissions data. Our ongoing analysis is helping us prepare to meet the obligations we may have under the UK Sustainability Reporting Standards S1 and S2.

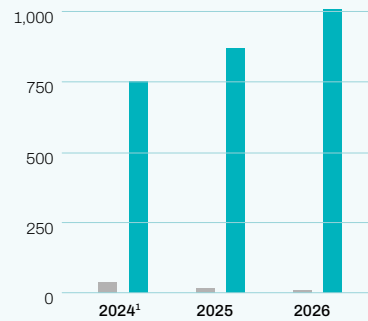
We submitted our updated Energy Savings Opportunity Scheme (ESOS) action plan, in line with UK government requirements for businesses to assess and reduce their energy use.

Our focus over the coming year remains the same: maintaining our carbon-neutral status while controlling the aspects of our footprint that we can, as well as refining data integrity. And we'll continue working hard to ensure our targets are realistic, and our progress against them meaningful.

“MEETING OUR TARGET to become carbon neutral is an important milestone in our path to net zero.”

**Chris Golden** Sustainability Forum Chair

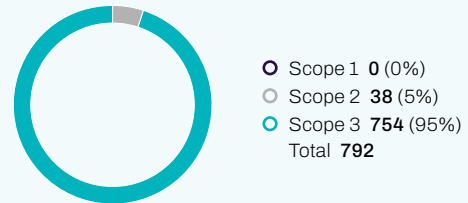
## Carbon emissions (tCO<sub>2</sub>e) From FY24 to FY26



- Scope 2 with REGO
- Scope 3

1 Our baseline year.

## Our total carbon footprint – baseline year 2024 (tCO<sub>2</sub>e)

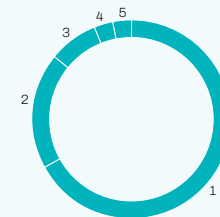


**Scope 1** Direct emissions from gas burned for heating in our offices.

**Scope 2** Indirect emissions from the energy we buy.

**Scope 3** Indirect emissions, excluding those in Scope 2, which occur in the business's value chain. Percentages are quoted as a proportion of total Scope 3, rather than total carbon emissions. This excludes financed emissions.

## Scope 3 breakdown – baseline year 2024



- 1 Business travel **67%**
- 2 Commuting and home working **19%**
- 3 Fuel and energy-related activities **8%**
- 4 Capital goods **3%**
- 5 Purchased goods and services **3%**
- 6 Waste generated in our operations **0%**
- 7 Deliveries (upstream) **n/a**



Find our carbon reduction plan on our [website](#)

## Environment

### GHG emissions disclosure, Scopes 1 to 3<sup>1,2,3</sup>

Section	GHG emissions/tCO <sub>2</sub> e			
	FY24 (baseline)	FY25	FY26	% change baseline/ FY26
<b>Gross operational GHG emissions</b>				
<b>Scope 1 emissions</b>				
Natural gas	0	0	5.6	560
<b>Scope 2 emissions<sup>4</sup></b>				
Electricity	175	143	128	(26.9)
Electricity with REGO <sup>5</sup>	28	16	4	(85.7)
Steam	10	0	0	(100)
<b>Total Scope 2 emissions</b>	<b>185</b>	<b>143</b>	<b>128</b>	<b>(30.8)</b>
<b>Total Scope 2 emissions with REGO<sup>5</sup></b>	<b>38</b>	<b>16</b>	<b>4</b>	<b>(89.5)</b>
<b>Scope 3 emissions<sup>6,7</sup></b>				
Purchased goods and services	19	27	58.4	207.4
Capital goods	26	150	183	603.8
Fuel and energy-related activities	57	48	90.2	58.2
Waste generated in operations	0	1	0	0
Business travel <sup>8</sup>	509	501	505.6	(0.7)
Commuting and home working	143	144	171.6	20
<b>Total Scope 3 emissions</b>	<b>754</b>	<b>871</b>	<b>1,008.8</b>	<b>33.8</b>
<b>Total emissions</b>	<b>939</b>	<b>1,014</b>	<b>1,142</b>	<b>21.6</b>
<b>Total emissions with REGO</b>	<b>792</b>	<b>887</b>	<b>1,012</b>	<b>27.8</b>

1 Covering energy use and associated greenhouse gas emissions relating to gas, electricity and transport, intensity ratios and information relating to energy efficiency actions of Peel Hunt Limited and its subsidiaries. Scope 3 emissions not included in SECR calculation.

2 The following items are excluded from the above table as they have zero emissions for our business: upstream leased assets, downstream transportation and distribution, processing of sold products, use of sold products, end-of-life treatment of sold products, downstream leased assets, franchises and investments.

3 Figures presented contain estimates and proxies.

4 Scope 2 is reported on a market-based approach.

5 The Renewable Energy Guarantees of Origin (REGO) scheme.

6 Excludes investment category.

7 Upstream transportation and distribution: a systematic data collection methodology is under development; this category will be incorporated into future reporting cycles upon completion.

8 We continue to develop our data collection methodology.

### Energy use by type<sup>1</sup> (kWh)

	FY24 (baseline)	FY25	FY26
Electricity (UK)	711,928	615,556	733,967
Electricity (US)	132,958	75,128	21,234
Steam (UK)	50,293	n/a	0
Gas (UK)	n/a	n/a	30,385
Transport (UK)	n/a	n/a	n/a
<b>Total</b>	<b>895,179</b>	<b>690,684</b>	<b>785,586</b>

1 Electricity is the only energy we use in our US operations.

# RISK REPORT

Strong risk management is more important than ever as we navigate a complex, fast-moving external landscape. Once again, our strong governance structure and experienced team have helped us to continue strengthening our controls and capabilities to manage and mitigate our risks.

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- 29 Our approach to risk and our principal risks and uncertainties



# Chief Risk Officer's review



**“WE HAVE REMAINED VIGILANT**  
in supporting the controlled  
expansion of our business.”

**T**his year has been one of controlled expansion and development of our business, while remaining vigilant to the risks posed by an ever-changing external environment.

During the year, in consultation with the Board, we revised our risk appetite to expand certain market risk limits and introduced new funding facilities to the business. Coupled with our internal expertise, these have allowed us to take advantage of specific trading situations throughout the year and enhance our returns.

We have continued our focus on cyber risks, enhancing our detection and response capabilities through the introduction of an outsourced 24/7 Security Operations Centre (SOC). We have also undertaken a range of tests of our cybersecurity posture. These are critical in providing assurance over our cyber defences. It has been clear from the external environment that supply chain management is critical, with high-profile attacks underlining how severe impacts may be. In response, we have updated our procurement processes and started a group-wide business resilience review.

We have also reviewed our cost base, looking to ensure profitability throughout the business cycle. Doing this can pose risks to the control environment. However, we have been mindful of these risks and managed costs in a way that allows us to maintain our management and oversight of key risks.

We have complied with applicable regulatory requirements throughout the year. We have also continued to work with government, industry bodies and regulators to help further the UK growth agenda. Regulatory reform is a key part of this, and we have provided ongoing feedback to the FCA on ways in which the UK can take a more proportionate approach to regulation. We are encouraged by the level of engagement and look forward to continuing this dialogue in the coming year.

Looking ahead, we remain focused on navigating market volatility, further developing our cyber resilience and the effective delivery of strategic initiatives in a competitive environment.

**David Curran** Chief Risk Officer

# Our approach to risk and our principal risks and uncertainties

## Risk governance

We operate committees both at the AIM-listed company level and on behalf of the regulated entities within the Group. The Risk Committee is responsible for implementing and overseeing the Board-approved risk appetite, and reviewing and recommending the risk management framework. The Committee also reviews and challenges risk management information, and oversees and advises on embedding and maintaining a positive risk management culture.

## Risk appetite

Our risk appetite, set by our Board, is the level of risk we're willing to accept in our day-to-day operations, and we define it in a set of risk appetite statements for each risk type, supported by quantitative metrics. Where risks exceed or are expected to exceed pre-defined levels, we escalate and take appropriate action to reduce risk to an acceptable level. Our risk appetite statements are reviewed and approved at least once a year by the Risk Committee and any relevant local subsidiary boards.

## Risk identification and management

We identify our risks through top-down and bottom-up processes, and assess the likelihood and impact of each risk, considering financial, regulatory, reputational and other external factors. We consider climate-related risks in the same way, namely within our risk and control self-assessment and scenario analysis alongside other

material risks as part of the prudential risk processes. We manage risks with controls to reduce the likelihood of a risk occurring, and its potential impact, and monitor these controls to ensure they are operating effectively and risks remain within acceptable levels.

## Risk and compliance culture

Our risk management processes, policies and procedures are embedded in our culture and working practices.

We foster this positive culture in different ways:

- Clear roles and responsibilities, through role descriptions, senior manager statements of responsibility and first-line risk ownership
- Clear tone from the top, leading by example, so we have an environment that ensures risks are identified and considered in the right way
- Encouraging our people to speak up and challenge the status quo, to ensure we balance risk and reward in all business decisions
- Aligning individual objectives and remuneration with sound conduct and effective risk management
- Group-wide training to ensure that we're all aware of our part in managing risks

## Principal risks and uncertainties

Our principal risks are those that might prevent us from achieving our goal of long-term, sustainable growth or could negatively affect our future performance, prospects or reputation. We assess and monitor our principal risks on an ongoing basis. The table on the next page presents an overview of these risks, our approach to managing them and an update for the period. Given the heightened focus on information security, we have added information security and cyber as a principal risk. We have also added an indication of whether the inherent risk faced has increased, remained stable or declined in the period.

See our principal risks table below.

	Risk	Trend	Description	Mitigation	Update for the year
FINANCIAL RISKS	Capital	↓	The risk that we don't retain sufficient capital resources to meet our ongoing business and regulatory obligations.	We are prudent and proactive in our capital management, ensuring that we always hold capital in excess of local regulatory requirements. We regularly test our capital positions in stressed scenarios.	We remain in a healthy capital position with this year's performance allowing us to replenish the recent losses.
	Liquidity	↓	The risk that we are unable to meet our financial liabilities as they fall due.	We maintain a prudent level of liquidity and funding to meet our normal business activity and local regulatory requirements. We regularly test to ensure we have sufficient liquidity in stressed scenarios, as well as performing daily monitoring.	The introduction of new, more flexible funding facilities, coupled with retention of earnings, has strengthened our liquidity position during the year.

## Risk Report

	Risk	Trend	Description	Mitigation	Update for the year
FINANCIAL RISKS	Market	↑	The risk of losses on financial instruments arising from movements in market prices.	We manage our trading activities in a balanced and well-disciplined way. We maintain a diversified portfolio and, where appropriate, hedge exposures. We monitor multi-level limits and regularly test our positions in stressed scenarios.	This risk has increased due to the expansion of certain market risk limits and heightened market volatility. This increase is controlled and within risk appetite.
	Credit	↑	The risk of financial loss from a counterparty failing to discharge its financial obligations.	We monitor our exposures against limits on trading counterparties, investment banking underwriting and delivery versus payment settlement. We regularly test our exposures against stressed scenarios.	Our credit exposure has remained relatively stable during the period. However, we have seen some increased exposures in certain areas due to volatility arising from global conflicts.
NON-FINANCIAL RISKS	Regulatory and conduct	→	The risk of loss due to a failure to take appropriate measures to meet regulatory requirements, including the risk of loss due to actions or behaviours resulting in detrimental client outcomes or undermining the integrity of financial markets.	We maintain high standards of regulatory compliance and conduct, reviewing and monitoring our regulatory and conduct risks regularly. We have robust policies and procedures and raise our people's awareness through ongoing training. We regularly scan the horizon to identify regulatory changes and we maintain an open dialogue with our regulators.	We have maintained our high standards and continue to meet our regulatory requirements. We have taken steps to ensure we are proportionate in our approach.
	Operational	↑	The risk of loss due to a failure of internal processes, people or systems, or external events.	We have a robust operational risk management approach, including strong governance and escalation of risks and issues. We also employ scenario analysis and stress tests on significant operational risks.	We have maintained our day-to-day processes against a backdrop of cost reduction and increased staff turnover. We have also enhanced our change management processes to ensure we deliver change in a controlled manner, despite reduced resource levels.
	Information security and cyber	↑	The risk of information being lost, exploited for criminal purposes, or being used in a way that results in reputational damage or financial loss.	We have robust internal controls and policies to manage information security risks, coupled with support from external experts. We monitor and test our cybersecurity stance continuously while remaining vigilant for new threats.	Cyber threats continue to pose a high risk, in particular the potential impact of supply chain weaknesses, which have been highlighted in the external environment this year. We have commenced a group-wide business resilience programme to review our approach.
	Business and strategic	→	The risk of loss due to identifying and pursuing a strategy that is poorly defined, based on flawed or inaccurate data, or fails to support the delivery of commitments, plans or objectives due to a changing external environment.	We have a clear strategy, which has been communicated across the Group, and is a critical factor in all our decision-making. We scan the external environment for changes that may have a negative financial impact on our business or on our ability to implement our strategy.	Increased UK corporate activity has helped our performance this year, alongside specific trading opportunities. However, competition remains high and there are ongoing geopolitical and economic factors that we are monitoring. We have introduced a number of initiatives to diversify our revenue streams further.
	People	→	The risk of loss due to a failure to meet employment legislation or attract, motivate and retain people.	We regularly monitor staff turnover, resource levels and morale. We also provide tailored training and career development opportunities to staff. Finally, we seek to ensure our reward packages, including financial compensation, are competitive and reward staff appropriately.	We have continued to refine our talent development program, including expanding our AI training to ensure our people are digitally aware. We have further enhanced our performance review and mentoring programmes, to help support employees' career aspirations. We have also ensured our discretionary compensation awards have been targeted at high performance, supporting our performance culture.

# GOVERNANCE

Good governance is about doing the right thing, and we keep our framework, policies and processes under constant review to ensure they remain clear and simple to follow, while always keeping our regulatory obligations at the forefront of any decision-making.

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# Letter from our Chair



This year, the Board remained focused on providing clear and effective oversight of the Group's strategy. This included taking the decisions necessary to support the ongoing diversification of the business and ensuring that our governance framework continues to provide both the appropriate support for, and constructive challenge to, management. The Board guided management on balancing disciplined cost control with the strategic investment required to strengthen and grow our market position whilst maintaining a robust control environment.

Looking ahead, the Board's priorities for FY27 will be exercising our governance responsibilities to maintain strategic progress while protecting the core values that define our business. This will include oversight of management's work to broaden and diversify revenue streams and ensuring a disciplined approach to operational efficiency and cost management.

The Board is committed to high standards of corporate governance and maintaining a governance framework that is appropriate for our size, scale and complexity, and which serves the interests of all our stakeholders. We therefore continue to adopt and adhere to the Quoted Companies Alliance (QCA) Corporate Governance Code 2023 (the QCA Code). This Governance report sets out how we have complied with the QCA Code in FY26 and how the application of its principles supports our medium-to long-term success.

The Board delegates certain responsibilities to its committees to ensure robust governance and effective oversight. Further detail on the work of each committee can be found in the accompanying committee reports on pages 50 to 61.

**Lucinda Riches** Chair

12 June 2026

**“OUR GOVERNANCE FRAMEWORK** continues to support the strategic direction of the business.”

# Governance at a glance

## Balance on the Board



### Gender<sup>1</sup>

- 3 women (38%)
- 5 men (62%)



### Independence<sup>2</sup>

- 4 independent directors (50%)
- 4 non-independent directors (50%)



### Executive/Non-Executive Directors

- 3 Executive (38%)
- 5 Non-Executive (62%)

## Meeting attendance

	Main Board	Nomination Committee	Audit Committee	Risk Committee	ESG Committee	Remuneration Committee
<b>Chair of the Board</b>						
Lucinda Riches	10/10	5/5	–	–	–	–
<b>Executive Directors</b>						
Steven Fine	10/10	–	–	–	–	–
Michael Lee <sup>3</sup>	7/7	–	–	–	–	–
Billy Neve <sup>3</sup>	7/7	–	–	–	–	–
Sunil Dhall <sup>4</sup>	3/4	–	–	–	1/1	–
<b>Non-Executive Directors</b>						
Maria Bentley	10/10	5/5	7/7	4/4	3/3	9/9
Liz Blythe	10/10	5/5	7/7	4/4	3/3	9/9
Richard Brearley	10/10	5/5	7/7	4/4	3/3	9/9
Darren Carter	10/10	4/5	–	–	–	–

## Skills table<sup>\*</sup>

	Commercial		Technical			Governance	
	Industry knowledge	Strategy	Legal	Audit	Remuneration	Listed board experience	Risk management
Lucinda Riches	○	○			○	○	
Steven Fine	○	○					
Michael Lee	○	○	○				
Billy Neve				○			
Maria Bentley					○	○	
Liz Blythe				○	○	○	○
Richard Brearley			○			○	○
Darren Carter	○	○					

<sup>\*</sup>Based on the FY26 Board skills assessment.

- 1 The number of female Directors has remained constant at three in FY26, although the overall percentage of Directors that are women has decreased to 38% as we now have eight Directors.
- 2 Darren Carter is not considered independent as he is a significant shareholder and has been a Non-Executive Director on Peel Hunt's boards since 2004. Nonetheless he continues to make a significant and valuable contribution to the Board given his depth of industry knowledge and business experience. The Board's committees all comprise independent Non-Executive Directors, save for the Nomination Committee of which Darren Carter is a member. Maria Bentley is appointed as Senior Independent Director. The independence of each director is assessed annually.
- 3 Michael Lee and Billy Neve were appointed to the Board on 3 July 2025.
- 4 Sunil Dhall ceased to be a member of the Committee on 3 July 2025.

# Our Directors

We have a strong Board with the breadth, depth and diversity of skills and experience needed to guide Peel Hunt as an AIM-listed company.



Lucinda Riches CBE

Independent Non-Executive Chair

Appointed to the Board: September 2021

**Key skills and experience:**

- Extensive financial services experience
- Deep investment banking and capital markets expertise
- Invaluable strategic advice and insight
- Board and leadership experience across listed and regulated businesses
- Strong corporate governance focus, promoting culture of openness and challenge
- Effective engagement with shareholders and other key stakeholders

**External appointments:**

- Kingfisher plc – Independent Non-Executive Director, Chair of the Remuneration Committee and Senior Independent Director
- Greencoat UK Wind plc – Independent Non-Executive Chair
- LGT Capital Partners Group Holding Ltd – Non-Executive Director

**Committee membership**

- Nomination Committee (Chair)



Further information  
about our Directors  
on our [website](#)



Steven Fine

Chief Executive

Appointed to the Board: December 2018

**Key skills and experience:**

- Broad financial services and capital markets expertise, supporting informed decision-making
- Clear, visible leadership of a listed and regulated financial services business
- Proven strategy development and execution capability aligned to public company growth agendas
- Strong investor relations experience, engaging effectively with shareholders
- Extensive operational and organisational insight from 20 years at Peel Hunt, including ten as CEO
- Accountancy and corporate governance qualifications supporting audit, risk and stewardship responsibilities

**External appointments:**

- FCA Markets Practitioner Panel – Deputy Chair
- Quoted Companies Alliance – Non-Executive Director

**Committee membership**

None



**Michael Lee**  
Chief Operating Officer

Appointed to the Board: July 2025

**Key skills and experience:**

- Qualified lawyer with extensive 25+ year career in law and investment banking, including broad transactional, advisory, and senior leadership experience
- Experience serving on boards of market-leading UK mid cap investment banks
- Strong strategy development and execution capability, with a disciplined approach to performance management
- Proven track record in cost management, efficiency delivery and operating discipline
- Deep governance, regulatory and risk management experience
- Broad leadership experience across central, support and control functions

**External appointments:**

None

**Committee membership**

None



**Billy Neve**  
Group Finance Director

Appointed to the Board: July 2025

**Key skills and experience:**

- Chartered Management Accountant with strong technical expertise
- Strong finance leadership experience, including financial control, planning, and cost management
- Deep understanding of financial reporting processes in a regulated, listed company environment
- Extensive experience of effective oversight of capital, liquidity and financial risk considerations
- Experience supporting Board level assurance, audit processes and regulatory reporting

**External appointments:**

None

**Committee membership**

None

**Directors whose tenure ceased during FY26**

Sunil Dhall stepped down as Chief Financial and Operating Officer and as an Executive Director on 3 July 2025.



### Maria Bentley

**Independent Non-Executive and Senior Independent Director**

Appointed to the Board: April 2022

**Key skills and experience:**

- Forty years' financial services experience
- Extensive international HR and people leadership expertise, including executive performance oversight
- Strong commercial and strategic acumen
- Deep remuneration expertise
- Effective shareholder and employee engagement
- Significant non-executive director experience contributing to effective governance oversight

**External appointments:**

- Daiwa Capital Markets Europe Limited – Independent Non-Executive Director and Chair of the Board; Chair of the Nomination Committee
- RBC Global Asset Management (UK) Limited – Non-Executive Director and Chair of the Human Resources Committee

**Committee membership**

- Remuneration Committee (Chair)
- Audit, ESG, Nomination and Risk Committees (Member)



Further information about our Directors on our [website](#)



### Liz Blythe

**Independent Non-Executive Director**

Appointed to the Board: September 2021

**Key skills and experience:**

- Thirty plus years' financial services experience across complex, regulated markets
- Qualified accountant with deep experience of finance, risk management, governance and the regulatory environment
- Significant experience in both internal and external audit, supporting strong governance and oversight
- Strong understanding of regulatory frameworks and risk environments
- Pragmatic, solutions-focused approach to Board level oversight and challenge
- Significant non-executive director experience at both Chair and Audit Chair level within financial services

**External appointments:**

None

**Committee membership**

- Audit Committee (Chair)
- ESG, Nomination, Remuneration and Risk Committees (Member)



**Richard Brearley**  
Independent Non-Executive Director

Appointed to the Board: September 2021

**Key skills and experience:**

- Comprehensive understanding of legal and regulatory frameworks across financial services
- Strong background in compliance and risk management
- Qualified lawyer with a wealth of experience with regulators
- Deep knowledge of investment banking
- Board experience at AIM listed companies, contributing to governance, risk and audit oversight

**External appointments:**

- Ninety One – Head of Compliance

**Committee membership**

- ESG and Risk Committees (Chair)
- Audit, Nomination and Remuneration Committees (Member)



**Darren Carter**  
Non-Executive Director

Appointed to the Board: December 2018

**Key skills and experience:**

- More than two decades of experience with Peel Hunt, providing deep insight into the business model, operations and strategic priorities
- Extensive knowledge of the financial services industry and regulated environments
- Senior management experience across regulated businesses, supporting governance and risk focused decision-making
- Strategy development and execution capability within public company and regulated contexts

**External appointments:**

- Praetura Ventures Limited – Non-Executive Director
- PXN Group Limited – Non-Executive Director

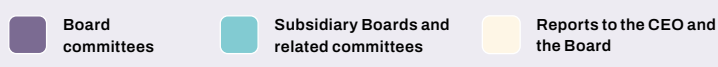
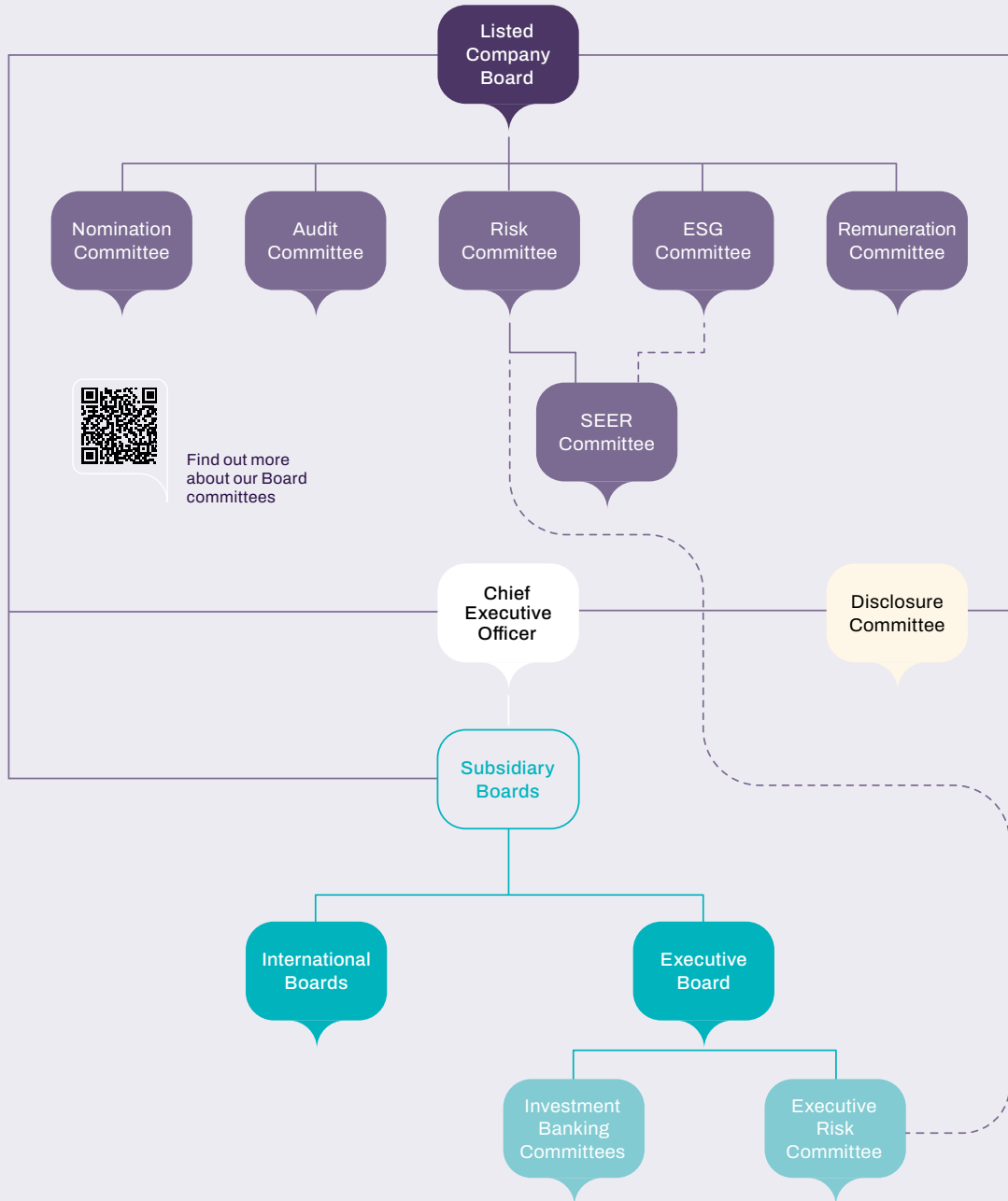
**Committee membership**

- Nomination Committee (Member)

# How we are governed

## Governance framework

This diagram provides an overview of the governance structure, highlighting the relationship between the Board and its committees, the core subsidiary boards and their committees.



## Putting our framework into practice

### How the Board stays independent

The Nomination Committee reviews the independence of the Non-Executive Directors each year through the individual Director appraisals that are completed as part of the Board effectiveness review. When reviewing independence, the Nomination Committee considers all factors that may impede independence, including Board tenure.

You can find a list of our Directors, their biographies and details of their committee memberships on pages 33 to 37 and on our website, [peelhunt.com](https://www.peelhunt.com).

### How the Board is appointed

The Nomination Committee annually reviews the Board's composition and performance and, if appropriate, recommends changes for the approval of the Board. Should Board vacancies arise, the Nomination Committee is responsible for identifying and nominating candidates to be approved by the Board. Similarly, members of each committee of the Board are appointed following recommendation by the Nomination Committee.

Each Director appointed by the Board must stand for election by the shareholders at the next AGM and for re-election at each subsequent AGM.

Each Non-Executive Director is appointed for an initial term of three years and, subject to their individual Director appraisal, is expected to serve at least two terms. The Board may invite a Non-Executive Director to serve for longer, mindful of the impact that tenure might have on a Director's independence.

### How the Board and committees meet

The Board operates formally through Board and committee meetings, as well as informally through regular communication between Directors. Directors are expected to attend all meetings of the Board and the committees on which they serve, as well as events outside formal meetings such as the AGM, training and meetings between the Non-Executive Directors, and to devote such time as is sufficient to prepare for those meetings and events.

### The Board agenda

The Board has an annual agenda of matters to discuss, which is set by the Chair. We review and adapt the agenda regularly to make sure all the matters reserved for the Board, as well as other key issues, are discussed at the right time. The Chair and the Company Secretariat ensure that the Board receives timely and appropriate information in relation to these matters.

As part of the business of each Board meeting, the Board discusses reports from the Executive Directors, which give details of strategic, business and financial performance and progress against the objectives the Board has set. The Board regularly has updates on operations, IT and people matters, and updates on the business performance KPIs, all provided by senior management. The Board also receives management accounts and reports from management on financial matters, governance developments, regulatory issues, the control environment and investor relations.

In addition, the Board's annual agenda covers specific matters at appropriate intervals, including:

- Approving the business plan
- Decisions on overall strategy
- Extending activities into new business or geographic areas
- Approving major investments
- Proposing dividends

The full list of matters reserved for the Board can be found at [peelhunt.com](https://www.peelhunt.com).

Each committee also has an annual agenda, set by the chair of the committee, to ensure all matters falling within its remit are considered. For further detail on the activities of the Board's committees this year, see the committee reports on pages 50 to 61.

### Managing risk

The Board sets the tone for culture and conduct across the Group. It is responsible for embedding a risk and control environment that supports our purpose and strategy, and to this end has adopted a formal risk appetite statement across the Group. We review this statement at least once a year to make sure the business model remains consistent with this tolerance.

The Group's risk management processes, policies and procedures are embedded in our culture and working practices and are operated through the 'three lines' model. Our Chief Risk Officer (CRO), David Curran, is a member of the Executive Board, and is responsible for establishing,

## Governance report

maintaining and developing the risk management framework, and reporting on risk matters to the CEO, the Board and the Risk Committee. See more on our approach to risk and risk management and our internal controls in the Risk report on pages 28 to 30 of the strategic report.

Under authority from the Board, the Risk Committee oversees the identification, measurement, monitoring, management and reporting of our risks. The Risk Committee also receives regular reports from senior management across the Group about the main sources of risk and any specific concerns around risk, and about the overall risk profile of the Group. See more about the work of the Risk Committee in the report on page 55.

The Audit Committee acts an independent, third line Committee, overseeing the Group's internal controls, risk management and governance frameworks. The Audit Committee has appointed a top-tier professional advisory firm to conduct internal audit reviews and support it in this regard.

We have a whistleblowing policy in place to allow employees to report concerns around breaches of Financial Conduct Authority (FCA) regulations, failures to comply with policies and procedures, and wrongdoing that has, or is likely to have, an adverse effect on Peel Hunt's reputation or financial wellbeing. Liz Blythe, Audit Committee Chair, is the Board whistleblowing champion. See more on whistleblowing and internal audit in the Audit Committee report on pages 52 to 54.

### Reviewing key policies

Conducting business with integrity is crucial to achieving Peel Hunt's business objectives. That's why the business ensures that relevant policies are in place. In turn, we expect our people and our wider workforce, such as contractors, to uphold our high standards and adhere to the Group policies that underpin our governance structure.

The Group maintains a number of policies and procedures and routinely reviews and updates material policies through an established process. Management of policies and procedures is centralised, which streamlines the reviewing and updating of policies by policy owners.

Our Group policies are reviewed every year or every other year, as appropriate, by subject-matter experts within Peel Hunt and where necessary by external advisers, to ensure that they remain in line with the applicable underlying laws, rules and regulations, and good practice. They are then approved by the relevant governance forum in line with our established review process.

## Board effectiveness

The Chair is responsible for the leadership of the Board and ensuring that the Board discharges its role effectively and in line with good corporate governance. All of our Directors must be able to contribute meaningfully to the Board, both as individuals and collectively, and to do so they must be able to work effectively.

Regular evaluation can help boards and committees improve how they perform and how effective they are, as well as improve company performance. We conduct an annual Board performance review which comprises a review of Board effectiveness, individual Director appraisals and a Board skills assessment, while also supporting them through development and training. An external effectiveness review is commissioned periodically.

The results of the FY26 internal Board evaluation and skills assessment are discussed in the Nomination Committee report on pages 50 to 51.

### Time commitment

We expect each Director to be able to commit sufficient time to do their work properly. The Non-Executive Directors provide a minimum time commitment of between 24 and 60 days each year to perform their duties. In line with its terms of reference, each year the Nomination Committee reviews the time required of the Non-Executive Directors and uses performance evaluations to assess whether they are meeting this requirement. Following this year's review, we are satisfied that all our Directors were able to meet the time requirement. The Executive Directors, our CEO, COO and Group Finance Director are full-time employees.

### Conflicts of interest

We have policies and procedures in place to monitor and manage any conflicts of interest our Directors might have. Directors must declare their outside business interests and potential conflicts of interest, and those of their connected persons, each year and when something changes.

The Board must give prior approval for a Director to undertake certain outside business interests, including taking new non-executive director positions. The Nomination Committee may also review and make recommendations to the Board on such matters.

The Company Secretariat maintains a record of the Directors' outside business interests and potential conflicts of interests, which is tabled at each Board meeting. The Board has authorised the current interests disclosed in the register and, at the date of this report, doesn't consider any to constitute a material conflict of interest.

## Development and support

We've appointed the Directors on our Board because of the skills and experience they offer and their individual qualities and capabilities, and continuing to help them develop is important to ensure the Board has the necessary skills and knowledge to fulfil its governance responsibilities.

We identify collective and individual training needs through our annual Board skills evaluation process. The Company Secretariat helps the Chair organise relevant training each year, which is delivered by internal experts and external professional advisers. The training programme includes:

- Briefings from each business head about the strategy, business plan and performance of their respective business area
- Updates and refreshers around key governance, legal and regulatory matters relevant to Peel Hunt and the financial services industry
- Training on other relevant matters, such as sustainability reporting, cyber resilience and AI

The Company Secretariat also helps the Chair provide a tailored induction programme for all new Directors, including those appointed from within the business, which includes meetings with senior management (as needed) and external advisers. This helps new Directors familiarise themselves with our business model and strategy, operations, governance arrangements and risks, and, crucially, our purpose, culture and values.

The Group maintains directors' and officers' liability insurance cover and indemnifies each of its Directors to the fullest extent permissible by law.

## Advisers

We continued to engage a leading consultancy firm to provide advisory services to the Remuneration Committee. Their services include advice in relation to meetings, the annual compensation round, market and regulatory insights, and broader stakeholder matters.

# Applying the QCA Code

We recognise the value and importance of a governance framework that is appropriate for our size, scale and complexity, and which serves the interests of all our stakeholders. We adopted the Quoted Companies Alliance (QCA) Corporate Governance Code 2023 (QCA Code) in full in FY26. Below we disclose, in broad terms, how we have complied with the QCA Code in FY26 and met all required elements and how the application of its principles supports our medium- to long-term success.

## Statement of compliance from the Chair

The Board of Directors (the Board) of Peel Hunt Limited (the Company) believes that good corporate governance is central to achieving the objectives of the Company and its subsidiaries (together, the Group or Peel Hunt), and to supporting our stated purpose, thereby creating and delivering long-term sustainable shareholder value.

The Board is committed to high standards of corporate governance, and the Chair holds significant responsibility for the quality of, and approach to, corporate governance at Peel Hunt. Peel Hunt has adopted the QCA Code in full and met all required elements.

Our governance framework is aligned to the expectations of the QCA Code and is the mechanism by which we direct and steer the organisation, providing direction and managing risk to deliver sustainable value for our stakeholders (see pages 46 to 49).

Disclosures required by the QCA Code are included in this Annual Report and on our website, [peelhunt.com](https://www.peelhunt.com).

Principle	How we comply
<p><b>Principle 1</b> Establish a strategy and business model which promote long-term value for shareholders</p>	<p>Our purpose of 'guiding and nurturing people through the evolution of business' is supported by our strategy and business model, which emphasise collaborative working across our operating divisions – Investment Banking, Execution Services and Research &amp; Distribution – described as 'joined-up banking'. Our joined-up approach creates value for our clients' businesses for the long term, which helps our revenue performance and in turn creates value for our shareholders.</p> <p>We have set clear objectives required to achieve the Group's strategic priorities, supported by a suite of business KPIs and management information to enable the Board to assess progress and challenges in pursuit of the objectives and therefore the strategic priorities.</p>
<p><i>Further information</i></p>	<p>Our business at a glance on page 2 of the strategic report.</p>
<p><b>Principle 2</b> Promote a corporate culture that is based on ethical values and behaviours</p>	<p>We strive for the highest ethical and professional standards. This is supported by our culture, which is driven by our purpose and supports our strategy and business model. Our culture is also shaped by our four values: encourage greatness, empower each other, only accept excellence and do the right thing.</p> <p>The Board aims to set the tone from the top by ensuring its conduct is in the best interests of the Group. There are a number of policies, procedures and controls in place, such as the terms of reference for Board committees, the requirement for regular disclosure of outside business interests and the Company's share dealing policy, all of which require high standards of behaviour.</p> <p>Within this framework, the Board (including via its committees) approves the key employee-related and compliance policies that set the conduct expectations for all our people and assist in embedding a culture of ethical and appropriate behaviour.</p> <p>Through its own behaviour and decision-making, our senior management team actively promotes our culture and values, which inform the manner in which our people should set about achieving the Group's objectives.</p> <p>We also ensure that our culture and values are embedded in our recruitment and nominations processes and our comprehensive training programme for all employees. As mentioned in Principle 9, our approach to remuneration reinforces the desired collaborative corporate culture.</p> <p>The Board assesses and monitors corporate culture through various indicators including regular management reporting, assessing the results of the annual employee engagement survey, meeting employees through the Non-Executive Director employee engagement programme and attendance at social events.</p>
<p><i>Further information</i></p>	<p>Our people on pages 22 to 23 of the strategic report</p>

<b>Principle</b>	<b>How we comply</b>
<p><b>Principle 3</b> Seek to understand and meet shareholder needs and expectations</p>	<p>We engage with our shareholders in a variety of ways and provide a number of feedback channels, which we believe are effective and so are unchanged this year. We will continue to monitor methods of shareholder engagement to ensure these remain appropriate, as we recognise that such engagement is fundamental to building lasting relationships with them.</p>
<p><i>Further information</i></p>	<p>Stakeholder engagement and Our work in FY26 and how we considered our stakeholders on pages 46 to 49. ESG Committee report on pages 56 to 57. Environment on pages 24 to 26 of the strategic report</p>
<p><b>Principle 4</b> Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success</p>	<p>While the Company is Guernsey registered, our purpose aligns with section 172 of the UK Companies Act 2006, which requires directors to promote the long-term success of the Company for the benefit of our members and other key stakeholders.</p> <p>The Board receives regular feedback arising from our engagement with all key stakeholders, in particular clients, our people, shareholders and regulators, to ensure stakeholders' views can be factored into key decisions.</p> <p>We continue to develop our approach to sustainability issues and environmental, social and governance (ESG) issues more broadly.</p>
<p><i>Further information</i></p>	<p>Stakeholder engagement and Our work in FY26 and how we considered our stakeholders on pages 46 to 49. Our people and communities on pages 22 to 23 of the strategic report. ESG Committee report on pages 56 to 57. Environment on pages 24 to 26 of the strategic report.</p>
<p><b>Principle 5</b> Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation</p>	<p>We seek to deliver our strategy in accordance with the Group's risk appetite set by the Board, which is reviewed at least once a year to confirm alignment with our business model. The Board has oversight of the risk management framework through regular reporting from senior management via the Risk Committee.</p> <p>We have embedded our risk management processes, policies and procedures in our culture and working practices, to create a risk framework that supports the execution of our purpose and strategy and enables assessment of the future prospects and resilience of the business.</p> <p>We operate a standard 'three lines' model: from our business and support areas in the first line; to support and oversight by our risk and compliance functions in the second line; and our internal audit function which provides independent assurance in the third line. The expertise across all three lines, in conjunction with the independence of second and third lines, provides a high level of assurance on risk management activities and the control environment within the Group.</p> <p>The effectiveness of our systems of risk management and internal controls is reviewed annually and reported to the Audit Committee. The comprehensive internal audit programme reviews key risks and business areas and provides assurance through the completion of the annual internal audit plan.</p> <p>The Audit Committee is responsible for monitoring and considering the independence of our external auditors.</p>
<p><i>Further information</i></p>	<p>Our approach to risk on pages 29 to 30 of the strategic report. Managing risk on page 29 of the strategic report. Risk Committee report on page 55. Audit Committee report on pages 52 to 54.</p>

Principle	How we comply
<p><b>Principle 6</b> Establish and maintain the board as a well-functioning, balanced team led by the chair</p>	<p>At the date of this report, the Board comprises three Executive Directors, four Independent Non-Executive Directors and one non-independent Non-Executive Director meaning 50% of the Directors are considered independent. The number of female Directors has remained constant at three in FY26, although the overall percentage of Directors that are women has decreased to 38%, as we now have eight Directors.</p> <p>Each year, the Nomination Committee assesses the skills, knowledge, experience, independence and length of service of each individual Director, as well as the collective skillset and diversity, in order to assess the effectiveness of the Board as a whole. It recommends any changes to the Board following this assessment. The changes made to the Board in FY26 are described in more detail in the Nomination Committee report on pages 50 to 51 and in Peel Hunt's Annual Report for FY25.</p> <p>The Board has a good balance of relevant skills and experience, reflecting a range of backgrounds that helps us avoid groupthink. The Chair, CEO, COO and Group Finance Director offer significant combined investment banking experience, while our Non-Executive Directors bring extensive audit, legal, finance, risk, regulatory and remuneration expertise and public company experience.</p> <p>Consequently, we are comfortable that the Board has the experience, skills and capabilities required to adequately inform and oversee execution of the strategy and business model.</p>
<p><i>Further information</i></p>	<p>Our Directors on pages 34 to 37 and biographies on the website, <a href="http://peelhunt.com">peelhunt.com</a>. Nomination Committee report on pages 50 to 51. Putting our framework into practice on pages 39 to 41. Committee attendance on page 33. Governance at a glance on page 33.</p>
<p><b>Principle 7</b> Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities</p>	<p>We have a robust governance framework, which evolves in line with the strategy and business model and in response to any risks or changes to the external environment.</p> <p>The Directors' existing skills are supplemented through regular training on topics identified through the annual skills review, market trends and business opportunities, and regulatory, governance and legal matters. New Directors undergo a tailored induction training programme upon appointment.</p> <p>Each Director is responsible for maintaining their skills and managing any other external roles and training.</p> <p>The Directors have access to the Group Legal function, the Company Secretariat, our Nominated Adviser and our professional advisers for advice and counsel. In addition, in carrying out their duties, they may take independent advice at the Group's expense.</p>
<p><i>Further information</i></p>	<p>Our Directors on pages 34 to 37. Governance at a glance on page 33. Development and support on page 41. Governance framework on page 38.</p>
<p><b>Principle 8</b> Evaluate board performance based on clear and relevant objectives, seeking continuous improvement</p>	<p>The Nomination Committee is responsible for overseeing the evaluation of Board performance. Each year it evaluates the performance of the Board, its committees, individual Directors and the Chair.</p> <p>Succession planning falls within the terms of reference of the Nomination Committee and is discussed by the Board periodically. The Nomination Committee has developed succession plans for the Directors and keeps them under review. The overall experience and diversity of the Board is considered as part of our succession planning.</p>
<p><i>Further information</i></p>	<p>Board effectiveness on page 40. Nomination Committee report on pages 50 to 51.</p>

**Principle****How we comply****Principle 9**

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

Our Remuneration and Risk Adjustment Policy seeks to promote sound and effective risk management and behaviour, ensuring that performance and remuneration outcomes take into account all current and future risks within the context of the purpose and business strategy and the risk appetite set by the Board.

Linking remuneration with behaviour and conduct promotes the desired behaviours and decision-making and helps ensure employees adhere to our core values, thereby reinforcing our collaborative corporate culture.

The Remuneration and Risk Adjustment Policy applies to all employees, including the Executive Directors and senior management, and also to the Non-Executive Directors. Executive Directors and senior management are awarded shares under the Group's share plans, which fosters alignment with shareholders.

The Remuneration Committee consults other committees, including the Risk and Audit Committees, when determining annual remuneration to ensure undue risk-taking behaviour is not rewarded.

Our Remuneration report is put to an annual vote.

*Further information*

Remuneration Committee report on pages 58 to 61.

**Principle 10**

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

Our website, [peelhunt.com](http://peelhunt.com), is regularly updated with information about our activities and performance, including financial reports, information about our AGM, our financial calendar and dividend details, policies, governance structure and terms of reference. This information is available to all stakeholders. We review this information every six months, which is in accordance with Rule 26 of the AIM Rules for Companies.

The Board ensures that our corporate disclosures are appropriate to meet the reporting needs of investors by ensuring that disclosures within our Annual Report comply with all applicable regulations and outline how we comply with the QCA Code.

We communicate with all our stakeholders through digital media, including podcasts, video updates and social media.

We are looking forward to welcoming shareholders to our AGM in July 2026, the results of which we will disclose shortly thereafter.

*Further information*

Stakeholder engagement and Our work in FY26 and how we considered our stakeholders on pages 46 to 49.

# Stakeholder engagement

This section covers the disclosures that would be required under section 172(1) of the Companies Act 2006. Each year we conduct a mapping exercise to identify our key stakeholders. This was last conducted in March 2026 and employees, shareholders, clients, regulators and suppliers remain our key stakeholders. Below we explain why we consider them to be an important stakeholder, how we engage with each of them and how we take them into account when making decisions.

Stakeholder	How we engage	Outcomes of our engagement
<p><b>Employees</b></p> <p>Our business depends on the talented people who work at Peel Hunt. By empowering our employees to succeed, they will be able to contribute to our long-term success and act in the best interests of our clients and other stakeholders. By fostering a diverse, inclusive and safe working environment, our people are supported, able to thrive and contribute to our success.</p>	<p>To bolster the communication of our business objectives, we introduced regular Executive Director Q&amp;A sessions, giving employees more opportunities to interact directly with senior managers. We maintained our commitment to fostering engagement by continuing our town hall updates, CEO videos, newsletters, and consistent communications across the intranet and office screens.</p> <p>The series of Non-Executive Director employee engagement breakfasts provided the Board with valuable opportunities to connect directly with employees and shape policy decisions.</p> <p>We continued existing, effective methods of employee engagement including our culture and engagement surveys to gather feedback from our people and our 'lunch and learn' sessions to facilitate understanding of the Peel Hunt business and how each team contributes to our collective goals.</p> <p>Read about how the Board considered the interests of our employees in its decision-making this year, on pages 48 to 49.</p>	<p>Employee feedback is used to make sure that the Board makes decisions, including those relating to our long-term strategy, with regard to employee interests. It is also used to ensure that behaviours across our business are aligned with our purpose and values.</p>
<p><b>Shareholders</b></p> <p>Our shareholders provide the equity capital for our business and play an important role in holding the Board and management to account. Engagement with shareholders is key to our success and our aim to create long-term sustainable shareholder value.</p>	<p>We engage with our shareholders through many existing channels, including meetings with Executive Directors, our Chair and Senior Independent Director, regulatory news service announcements (both scheduled financial results announcements and periodic trading and market updates), roadshows, on our website and at our AGM.</p> <p>The Non-Executive Directors are also provided with any reports and feedback issued by analysts, and share register analysis, to support their understanding of how the investment community views Peel Hunt.</p> <p>Our Annual Report includes reporting of our environmental and social matters to meet the needs and expectations of our investors.</p>	<p>We prioritise regular dialogue with our shareholders which enables us to offer objective information about our strategic priorities and performance, and to discuss how we're delivering our strategy and driving future growth.</p> <p>The Board receives shareholder feedback on a regular basis, which assists the Board in considering shareholders' interests as part of its decision-making.</p>

Stakeholder	How we engage	Outcomes of our engagement
<p><b>Clients</b></p> <p>Our business depends on working together with clients to create value. By engaging regularly with our clients, we can better understand their needs and see how we can best serve them. This enables us to maintain the partnership ethos which has been a key component of our culture.</p>	<p>This year we have continued to gather feedback from clients through a range of formal and informal channels. Any material client feedback is reported to the Board through CEO and business head updates.</p> <p>We continue to engage with clients through a range of established channels, from emails, calls and digital platforms, to conferences, meetings, client events, and relationship reviews.</p> <p>Our approach to client engagement supports the continued delivery of good customer outcomes and is aligned with the Financial Conduct Authority's (FCA) Consumer Duty.</p>	<p>Collecting feedback from clients enables us to better understand their needs and priorities, and what we can do to improve the services we provide to them.</p>
<p><b>Regulators</b></p> <p>The Group works in a highly regulated environment and we operate to a high ethical and professional standard, supported by our strong internal culture. We consider that it is key to have positive and constructive relationships with our regulators. We engage with regulators (particularly in the UK) to encourage growth and competitiveness, through proportionate and effective regulation.</p>	<p>This year, we engaged with the FCA on its market risk engagement paper on how prudential rules could be revised to better reflect the risk presented by Investment Firms. We also attended round-table events and engaged through other forums, including the FCA Market Practitioners Panel.</p> <p>We have open, transparent and cooperative relationships with regulators, including the FCA, the Danish Financial Supervisory Authority, the London Stock Exchange (including on AIM Regulation), the Takeover Panel, Aquis Stock Exchange (AQSE), Financial Industry Regulatory Authority (FINRA) and the Abu Dhabi Global Market's (ADGM) Financial Services Regulatory Authority (FSRA).</p> <p>The Board is kept apprised of material communications with our regulators, through regular reports from the Chief Risk Officer and the Head of Compliance &amp; Money Laundering Reporting Officer (MLRO).</p>	<p>Working with regulators provides us with insight into upcoming regulatory trends and developments and supports our compliance with regulatory requirements.</p> <p>Throughout our business we ensure compliance with applicable regulations in the way we conduct business and in the decisions we make.</p> <p>Interactions with, and communications from, our regulators influence the development of our risk and control framework, culture and conduct initiatives and policies, and remuneration structures.</p>
<p><b>Suppliers</b></p> <p>We work with key suppliers across our business. They supply us with essential products and services, which enable us to deliver for our clients. Through effective partnership and collaboration with our suppliers, we can drive progress on delivering our purpose and strategy and ensure the security of supply of all our services to meet our clients' needs.</p>	<p>Our Group Procurement Policy seeks to ensure we treat suppliers fairly and maintain consistent and responsible procurement practices across the Group:</p> <ul style="list-style-type: none"> <li>• We undertake key supplier reviews consisting of due diligence assessments.</li> <li>• Regular review meetings are held to discuss and assess service levels.</li> <li>• We hold face-to-face meetings with key suppliers alongside day-to-day communications.</li> <li>• The SEER Committee supports us in building relationships with suppliers whose values align with ours.</li> <li>• We maintain robust processes and procedures that ensure suppliers are paid promptly in line with agreed payment terms.</li> </ul>	<p>Our procurement practices are designed to enable us to collaborate with key suppliers that help us deliver our strategy and support ethical standards across our supply chains.</p>

## Stakeholder engagement

### Our work in FY26 and how we considered our stakeholders

By aligning our decision-making to the purpose and values of the Company, alongside strategic priorities and due consideration of all stakeholders, we strive to achieve outcomes that are crucial to the short-, medium- and long-term success of the business.

Under Guernsey company law, and in relation to UK registered subsidiaries under section 172 of the UK Companies Act 2006, we also have a duty to act in a way that we believe will promote our success for the benefit of our stakeholders.

Our Board and Committee papers record which key stakeholders are impacted by the paper, to ensure that the Board considers our principal stakeholders throughout the year when reaching decisions and whether there are any additional groups whose interests may be relevant. Here, we set out some of the key decisions we made this year, including how we considered the interests and needs of stakeholders.

Key decisions	What we did	Consideration of stakeholders in our key decisions
Supporting management through its review of the cost base	The Board supported management in reviewing the cost base to identify efficiencies, implement a leaner model and better align our support functions with the needs of the client-facing teams while maintaining the appropriate level of operational capability and a robust control environment.	<p><b>Shareholders:</b> A lower cost base supports profitability, thereby enabling and creating long-term shareholder value.</p> <p><b>Employees:</b> The Board recognises that this review had an impact on employees, particularly those in support and control functions. However, prudent cost management is key to supporting a sustainable platform and our ability to retain and appropriately reward employees over the longer term.</p> <p><b>Clients:</b> Ensuring we continued to invest in and deliver excellent client service remained a key consideration throughout the review.</p> <p><b>Regulators:</b> The Board ensured that the changes did not impact our ability to meet our regulatory obligations.</p>
Approving targeted investments into growth areas	Management conducted analysis of profitability by sector and business line to enable the Board to approve targeted investment into the areas which present the most opportunity.	<p><b>Shareholders:</b> Concentrating the business on areas of opportunity helps preserve long-term shareholder value.</p> <p><b>Employees:</b> A clear focus gives our people direction as they fulfil their roles on a day-to-day basis.</p> <p><b>Regulators:</b> The Board ensured that investment was made in line with our regulatory obligations.</p>

Key decisions	What we did	Consideration of stakeholders in our key decisions
<p><b>Overseeing the diversification of the business</b></p>	<p>The Board considered the future of UK capital markets and oversaw decisions that support the continued diversification of the business, including expanding the asset classes traded within Execution Services.</p> <p>The Board considered whether our employees have the appropriate skill set to implement the diversification strategy and identified where we may need to add talent.</p>	<p><b>Shareholders:</b> Diversification supports the long-term success of the business and helps create long-term shareholder value.</p> <p><b>Employees:</b> A business that is sustainable over the long term is in the interests of, and helps create opportunities for, our employees.</p> <p><b>Regulators:</b> The diversification of the business has been structured in such a manner as to ensure that it fits within our existing processes and procedures to enable us to comply with all regulatory requirements.</p>
<p><b>Overseeing the opening of Peel Hunt Middle East</b></p>	<p>Having made the decision to expand into Abu Dhabi, the Board oversaw the authorisation and opening of Peel Hunt Middle East.</p>	<p><b>Shareholders:</b> The establishment of an office in the Middle East underpins a key strategic initiative to extend our mid-cap distribution and provide access to global capital for our clients. This in turn allows us to generate more business, thereby increasing long-term shareholder value.</p> <p><b>Regulators:</b> The Board ensured that all relevant local regulatory requirements were met, and was mindful of the relationship with the FRSA in the Abu Dhabi Global Market.</p> <p><b>Clients:</b> Peel Hunt is now able to offer corporate clients access to investors in the Middle East.</p> <p><b>Employees:</b> The Board has been kept apprised of the impact of the ongoing tensions on our employees based in the region.</p>

# Nomination Committee report

This year, the Committee continued to build on the strong foundations established in prior years, maintaining its focus on succession planning, Board training and the effectiveness of the Board and its committees.

Following the resignation of the CFOO last year, we took the decision to evolve the Board's composition and appoint two Executive Directors from our internal talent pool, meaning we now have three Executive Directors on the Board. I am delighted that the changes, which took effect in July, have contributed positively to the continued development of the Group, bringing discipline to reporting and a deep understanding of the business model that supports effective oversight by the Board.

I am also encouraged that the sustained focus on succession planning has strengthened the pipeline of internal successors, with a view to ensuring the Group retains strong and sustainable leadership.

**Lucinda Riches** Nomination Committee Chair

12 June 2026

**“WE HAVE CONTINUED TO BUILD on our strong foundations, overseeing positive changes to the Board and maintaining focus on succession planning.”**

## Key activities in FY26

- Strengthening the succession pipeline through targeted development plans for identified successors
- Arranging appropriate Board training to address areas identified in the Board's skills matrix as requiring development
- Overseeing delivery of actions from the FY25 Board evaluation, including enhancements to governance processes and Board development

The membership and meeting attendance for the Nomination Committee are set out in Governance at a glance on page 33.

For further information on the roles and responsibilities of the Nomination Committee please refer to the terms of reference at [peelhunt.com](https://www.peelhunt.com).

## Committee report

### Board and committee effectiveness

During FY26, the Committee oversaw the delivery of actions arising from the FY25 internal evaluation of Board and committee effectiveness, which focused on strengthening governance processes, enhancing the clarity of Board reporting, and supporting ongoing Board development. All actions from the FY26 review have now been completed.

The Committee reviewed the approach to the FY26 Board evaluation, individual Director appraisals, and objective setting. As part of this, updates were made to the skills matrix to reflect the significance of cyber and AI skills to the delivery and execution of the Group's strategy. Following the skills review, the Committee remains confident that the Board as a whole possesses the competencies necessary to oversee the Group effectively. The Board skills matrix is set out in Governance at a glance on page 33.

The Committee conducted the annual internal evaluation of the effectiveness of the Board and the Audit, ESG, Remuneration and Risk committees, as well as its own effectiveness evaluation. The Committee noted the progress made by the Board and all committees in implementing improvements arising from prior evaluations and confirmed that the Board and its committees continued to operate effectively, with no material areas of concern identified.

Under the Committee's terms of reference the next externally facilitated evaluation is due in FY27; however, the decision was taken to postpone this review to allow

recent changes to the executive team to be fully embedded, thereby maximising the value from the results of the review. The intention is for the next external review to be commissioned in FY28, having regard to proportionality and cost. In the meantime, the Committee is comfortable that the effectiveness of the Board and its committees has been, and will be in FY27, assessed thoroughly by our internal evaluation processes.

### Succession planning

Director succession planning remained a core focus during the year, particularly considering the resignation of the CFOO (discussed in detail in last year's Annual Report) and the implications for leadership continuity. The Committee assessed the skills and experience required on the Board to fill the vacancy, concluding that it would be appropriate to appoint a Chief Operating Officer and a Group Finance Director from internal candidates, and updated the Executive Director succession plans accordingly. The succession plans for the Non-Executive Directors were also reviewed, including contingency arrangements and future term limits.

The Committee also oversaw the strengthening of the succession pipeline for senior management through targeted development plans for identified successors. These initiatives improved visibility over internal and external pipelines and created clear ownership of talent development across the Group. The Committee concluded that meaningful progress had been made in developing diverse succession pipelines, and that it was confident of the Group's ability to maintain the senior management capabilities required to support long-term strategic delivery.

### Board training

Following the outcome of the FY26 Board skills assessment, the Committee arranged a tailored programme of training to address areas, including sustainability reporting and cybersecurity, that require further development. This included targeted sessions delivered by subject-matter experts to deepen the Board's understanding of key risks, regulatory developments and other thematic topics aligned with the Group's strategy and operations.

The Committee reviews training needs on a regular basis to ensure that the Directors maintain the right balance of skills, experience and capabilities to support the Group's long-term strategic objectives.

### Re-election of Directors

In accordance with the Company's Articles of Association and the QCA Code, all Directors will submit themselves for re-election at the AGM. The Committee considered

the findings of the FY26 internal evaluation, individual appraisals including the independence assessment and the updated Board skills matrix. The Committee concluded that all Directors continued to demonstrate the independence, skills and time commitment required for their roles, and confirmed its support for the re-election of all Directors.

### Terms of reference

The Committee conducted its annual review of its terms of reference during FY26 to ensure these remained appropriate and proposed some minor changes for simplification. The Company Secretariat will evaluate the adherence of all committees to their respective terms of reference and any actions arising from this evaluation will be implemented during FY27.

### Priorities for FY27

The Committee's priorities for FY27 will be:

- Overseeing actions arising from the FY26 Board evaluation
- Continuing to refine Board and senior management succession plans, with a particular focus on business-critical roles and long-term leadership sustainability
- Overseeing talent development of identified internal successors

# Audit Committee report

In FY26, the Audit Committee has continued to oversee the assurance processes to ensure that risk, control and governance frameworks across the Group are appropriate, and that they continue to evolve in line with good practice and the changing business landscape. The Committee has continued to monitor the integrity of the Group's financial reporting process and related announcements, by reviewing, challenging and recommending the annual and interim financial statements to the Board.

**Liz Blythe** Audit Committee Chair

12 June 2026

**“WE REMAIN FOCUSED** on robust financial reporting, strong controls, and rigorous assurance across the Group.”

## Key activities in FY26

- Reviewing key areas of financial reporting, including key accounting judgements and estimates, financial controls and estimates and Finance team resourcing
- Reviewing the Internal Audit programme and approving the move to a fully outsourced Internal Audit model
- Reviewing the independence and effectiveness of the external auditors, and recommending their appointment for another year

The membership and meeting attendance for the Audit Committee are set out in Governance at a glance on page 33.

For further information on the roles and responsibilities of the Audit Committee please refer to the terms of reference at [peelhunt.com](https://www.peelhunt.com).

## Committee report

### Financial reporting

The Audit Committee has a core responsibility to ensure the integrity of the Group's annual and interim financial reporting, which includes having oversight of the financial control environment. In FY26, the Committee reviewed several key areas:

- The appropriateness and application of our accounting policies, and the impact of any changes to them
- Key accounting judgements and estimates for the Group, including share-based payments, impairment assessments relating to investments in subsidiaries, the methodology for debtor provisioning, and robustness of the trading book valuation, including warrants
- The approach to Alternative Performance Measures (APMs), with the conclusion that their use remained appropriate and that definitions and reconciliations were clearly disclosed
- Financial controls and processes, including tax arrangements across the Group, which were considered sufficient and appropriate for the business
- The Audit Committee assessed Finance team resourcing, including skills, structure and succession planning. They remained satisfied that the resourcing plans were appropriate, following the departure of the previous CFOO and noted ongoing developments to ensure the function continues to meet organisational needs

- Progress of the Client Assets Sourcebook (CASS) Audit, undertaken by the external auditors. The Committee received regular updates throughout the audit and oversaw the remediation of the minor control findings identified. The Committee remained satisfied that the business has appropriate controls and understanding of its CASS obligations.

In line with previous years, the Committee assessed the going concern status of the Group, using 'severe but plausible' stress testing of internal forecasts. The Committee considered the adequacy of liquidity, capital and covenant positions. Following detailed review, the Committee recommended to the Board that the going concern basis on which the financial statements were prepared remained appropriate and the Group's external reporting was fair, balanced and understandable. In addition, the Committee oversaw and approved the preparation and publication of the Annual Report and Accounts, with confirmation of compliance with all required elements of the QCA Code.

The Committee reviewed the approach to the implementation of new reporting standards, including IFRS 7, IFRS 8 and IFRS 18, and was satisfied that a structured approach was being taken to support the correct implementation of these standards, which are effective in future years.

The Committee received updates, and reviewed management's proposed implementation plan, on new and upcoming accounting and reporting developments. This included the evolving sustainability-related reporting requirements, continuing to work closely with the ESG Committee to prepare for increased climate-related disclosures. The Audit Committee Chair continues to be a member of the ESG Committee in order to further support cross-committee collaboration.

### Internal Audit

The Audit Committee is responsible for overseeing the effectiveness, independence and resourcing of Internal Audit. The Committee received reports from the Chief of Internal Audit at each meeting, and a private meeting was held with the Chief of Internal Audit during the year. Full details of the purpose, authority and responsibilities of Internal Audit are set out in the Internal Audit Charter, which is reviewed and approved annually by the Audit Committee. The Audit Charter is available on our website at [peelhunt.com](http://peelhunt.com). The Committee noted that the co-source provider continued to work alongside the Chief of Internal Audit in delivering the Internal Audit plan, with co-source staff having full access to functions and information as required, and the Committee remained satisfied with

their appointment and performance in line with its responsibility for overseeing and approving co-sourcing arrangements. The Committee is satisfied that throughout FY26, the internal audit function maintained its independence, had sufficient resources and skills, and effectively delivered its responsibilities, positively impacting the organisation's governance and risk management processes.

During FY26, Internal Audit delivered a broad and risk-based programme of work, including reviews of:

- Algorithmic trading
- Information and cybersecurity
- Readiness and implementation of requirements relating to the Economic Crime and Corporate Transparency Act
- Business continuity management

Progress updates on delivery of the FY26 Internal Audit plan, the level of overdue audit findings, and key report findings were shared with the Audit Committee throughout the year, with any necessary changes to the plan being considered and approved by the Committee. The Committee also reviewed, challenged and approved the Internal Audit plan and budget for FY27, ensuring that there was appropriate business-wide coverage, and that the Internal Audit function was sufficiently resourced to deliver the approved Internal Audit plan.

The Committee received the annual statement on the overall effectiveness of the governance, risk and control framework within the Group, concluding that the governance framework remained effective.

The Internal Audit Charter was updated, and approved by the Committee, to reflect the Global Internal Audit Standards. The Committee reviewed the Internal Audit function's effectiveness, independence, and alignment with relevant Internal Audit Standards and the Internal Audit Charter. After the year-end, following the resignation of the Chief of Internal Audit, the Audit Committee made the decision to transition to a fully outsourced model during FY27, retaining the current outsource provider.

Internal Audit continues to play a key role in supporting the Group's strategic objectives by providing high quality, risk-focused assurance aligned to the Board approved risk appetite, strategy and regulatory expectations.

The Group intends to transition to a fully-outsourced internal audit operating model during FY27, with delivery by the existing co-source provider and oversight retained by senior management and the Audit Committee.

## External Audit

In FY26, the Committee continued to oversee the external audit process to ensure the independence and effectiveness of the Group's external auditors, including reviewing and approving the year-end audit plan, provision of non-audit services, engagement letter and audit fees. The Committee also received updates on subsidiary audits taking place in the year. The Committee received detailed assessments from the external auditors on how independence is maintained.

Following a detailed evaluation, the Committee remained satisfied with the independence, objectivity and effectiveness of the external auditors and recommended their reappointment at the forthcoming AGM. The Committee met with the external auditors in a private meeting during the year.

PwC will have acted as external auditors for the Group for ten years at the end of FY27. Accordingly, the Committee assessed whether to take the external audit to tender for FY28. Having assessed their independence and performance, including Financial Reporting Council (FRC) results, the Committee recommended and the Board approved that it was not necessary to tender the audit at this time. This is in accordance with our auditor rotation policy. This position will be kept under review.

The Committee reviewed and approved the Non-Audit Services Policy and the External Audit Policy.

## Whistleblowing

The Group's whistleblowing arrangements, including policies and procedures, were reviewed to ensure continued alignment with regulatory expectations. The Committee was satisfied that appropriate arrangements are in place to support a culture of openness in relation to reporting concerns.

## Priorities for FY27

The Committee's areas of focus for FY27 include:

- Preparation for new accounting developments, in particular IFRS 9 and IFRS 18, and sustainability standards
- Overseeing the delivery of the FY27 Internal Audit plan. Key internal audits in the forthcoming year include algorithmic trading, the US entity, liquidity management, change management, and processing and execution risk
- Engagement with PwC for the selection of a new engagement partner for FY28
- Overseeing the transition of internal audit from a co-source model to a outsourced model

# Risk Committee report

We worked closely with the management team this year and have clear sight of the risk areas which require additional focus, including changes in the business. I'm pleased with how the Committee has been able to support the growth of the organisation.

**Richard Brearley** Risk Committee Chair

12 June 2026

## Committee report

### Prudent expansion of certain market risk limits and enhanced funding arrangements

In June, the Committee approved a proposal to increase certain market risk limits to allow for the expansion of Peel Hunt's trading portfolio, allowing the Execution Services teams the ability to take advantage of proven strategies and specific opportunities. Alongside this, and throughout the year, the Committee also oversaw the introduction of several enhanced funding facilities to further support these developments.

### Review of fraud controls and implementation of ECCTA

The Committee oversaw a comprehensive review of fraud controls across the Group, in part to support the implementation of the UK Economic Crime and Corporate Transparency Act (ECCTA). This included undertaking a group-wide risk-specific fraud assessment, targeted training and revisions to our fraud policy. This work was particularly relevant given the increasing sophistication of challenges and potential bad actors as well as the prevalence of deepfakes. Whilst the risk of fraud is a continuous underlying risk, this work brought further assurance to the Committee that the business has reasonable fraud prevention measures in place.

### Constructive interactions with regulators

Maintaining constructive relationships with our global regulators remains important and relevant, alongside ensuring regulations that are applicable to us are

## Key activities in FY26

- Supported the prudent expansion of certain market risk limits and enhanced funding arrangements
- Oversaw the review of fraud controls and implementation of ECCTA
- Continued to support constructive interactions with our regulators
- Continued work on enhancing cyber and operational resilience

The membership and meeting attendance for the Risk Committee are set out in Governance at a glance on page 33.

For further information on the roles and responsibilities of the Risk Committee please refer to the terms of reference at [peelhunt.com](https://www.peelhunt.com).

appropriately considered in all decisions. In addition, ensuring the regulatory environment supports the development of the business and the wider UK economy remains fundamental to our own business. The business continues to engage with regulators and government bodies to advise how they can support the broader growth agenda. This includes participation in practitioner panels, peer reviews and engagement papers.

### Continued focus on cyber and overall resilience

The importance of business and operational resilience was reflected by the geopolitical environment, coupled with the ever-increasing cybersecurity threat. Several high-priority external outages demonstrated the extensive impact successful attacks can have. Consequently, the Committee has made both technology and cyber, and business resilience, standing agenda items. The Committee also supported the launch of the group-wide business resilience programme and received regular updates from the CTO and external cyber security advisor, on internal assurance tests and the appointment of the 24/7 Security Operations Centre (SOC).

### Priorities for FY27

The Committee's key focus areas for FY27 will be:

- Maintenance of cybersecurity posture, including monitoring the risk and opportunities presented by AI
- Overseeing the managed introduction of new business lines, supporting diversification efforts
- Continuing implementation of the group-wide business resilience programme

**“THE COMMITTEE HAS MAINTAINED STRONG OVERSIGHT, balancing prudent growth with effective risk management and resilience.”**

# ESG Committee report

This year, the Committee focused on ensuring that our environmental, social and governance (ESG) strategy continues to develop and evolve in a proportionate and effective way, reflecting both our operational maturity and the broader societal and regulatory landscape. As ESG activities, particularly carbon reporting, have become embedded as business as usual processes, we reflected on our governance approach, and refined this by reducing meeting frequency and reviewing the organisation's readiness for emerging standards such as IFRS S1 and S2. I was pleased that the Committee remains committed to ensuring that our ESG governance, reporting, and stakeholder responsibilities remain robust, transparent, and aligned with our long-term strategic ambitions.

**Richard Brearley** ESG Committee Chair  
12 June 2026

**“PROGRESS THIS YEAR IS ENCOURAGING,** with continued focus on delivery, data quality, and readiness for evolving standards.

## Key activities in FY26

- Approved appropriate carbon offsetting project to help meet carbon-neutral target
- Reviewed and challenged the business to explore further actions which could be taken to progress towards the gender diversity target
- Supported the business in refining its approach to carbon data collation

The membership and meeting attendance for the ESG Committee are set out in Governance at a glance on page 33.

For further information on the roles and responsibilities of the ESG Committee please refer to the terms of reference at [peelhunt.com](https://www.peelhunt.com).

## Committee report

### Carbon emissions and diversity

The Committee reviewed progress towards ESG targets and was pleased that focused work on diversity in the business over previous years has led to incremental progress towards the gender balance target. For further detail on diversity, see page 23 of the strategic report. The Committee also reviewed the methodology of carbon emissions collation and was satisfied that it remained appropriate. For further detail on carbon emissions, see pages 24 to 26 in the strategic report.

The Committee, as in prior years, reviewed and approved the Carbon Reduction Plan for 2025, which included updated emissions data from FY25. The expanding geographical footprint of Peel Hunt was noted, with the impact of international business travel to be monitored – in line with previous reporting, business travel continues to be the largest factor. See page 26 in the strategic report for further detail.

### Regulatory readiness and reporting standards

During the year, the Committee, along with the Audit Committee, considered the potential implications of the IFRS S1 and S2 sustainability standards. While the organisation has refined data quality in recent years, the Committee identified the need to continue assessing the further steps which may be required to meet these standards. Whilst the standards are not currently applicable to the Group, the Committee will continue to work closely with the Audit Committee to ensure that any regulatory obligations are met in the required timescales.

## ESG commitments

The Committee collaborated with the ESG Working Group to define the next stage of the organisation's ESG journey. This included reviewing the current targets and assessing their continued relevance. To complement Peel Hunt's existing ESG targets, the Committee approved the introduction of two new ESG commitments:

- Maintain our carbon-neutral status through ongoing offsetting
- Undertake focused work to support an inclusive culture

The Committee took the view that these additions are proportionate, pragmatic, and will help maintain positive momentum across the business. For further detail on these new commitments, see page 24 in the strategic report.

## Committee governance

As ESG and carbon reporting have become integrated into day-to-day operations, the Committee determined that it could continue to provide effective governance while meeting twice annually, instead of quarterly, ensuring both proportionality and focused challenge.

The Committee reviewed an updated ownership matrix, confirming appropriate distribution of responsibilities for ESG-related obligations, and confirmed it was satisfied with clarity of ownership. The Committee also reviewed an impact assessment, which identified how Peel Hunt can, and does, make an impact on ESG focus areas.

During the year, the Committee ensured ongoing governance across the organisation's ESG-related forums.

## Priorities for FY27

The Committee's key focus areas for FY27 will be:

- Monitoring delivery against revised and newly introduced ESG commitments
- Supporting preparation for IFRS S1 and S2 requirements
- Ensuring continued maturity and accuracy of carbon and ESG reporting

# Remuneration Committee report

**At Peel Hunt, we recognise that our people are our most valuable asset. Their skills, dedication and engagement are crucial to delivering on our strategic objectives and driving the growth of our business.**

In FY26, as with prior years, the Remuneration Committee has remained focused on supporting the business to attract and retain a highly talented workforce, while exercising financial prudence in an uncertain economic environment. This balanced approach is essential to the long term success and sustainability of the Company.

## FY26 performance

Despite a backdrop of considerable economic uncertainty, the Group delivered strong performance, delivering revenues of £143.5 m (FY25: £91.3m) and a reported profit of £21.1m (FY25: loss of £3.5m). The Board has proposed a dividend of 4.9p per share. These results are reflective of our exceptional talent base, our unwavering focus on supporting our clients, and continued disciplined cost management and capital allocation. The decisions the Committee made on remuneration were taken in this context.

As a result, and in line with our remuneration framework, the Remuneration Committee approved an appropriate bonus pool applicable for FY26, to be used to fund bonus payments for our colleagues, including the Executive Directors. Further details are disclosed in the Annual Report on Remuneration.

## Fit for the future

The Committee considers the remuneration framework to be effectively designed to support Peel Hunt's long-term success. It reflects strong governance practices, including the integration of key factors such as conduct, control and culture into remuneration decisions.

As an AIM-quoted company incorporated in Guernsey, we have applied the QCA Corporate Governance Code. Consequently, we provide this Remuneration Committee report, which is presented in two sections:

- The Remuneration Policy (page 58)
- The Annual Report on Remuneration (page 60)

The membership and meeting attendance for the Remuneration Committee are set out in Governance at a glance on page 33.

For further information on the roles and responsibilities of the Remuneration Committee please refer to the terms of reference at [peelhunt.com](https://www.peelhunt.com).

## Remuneration Policy

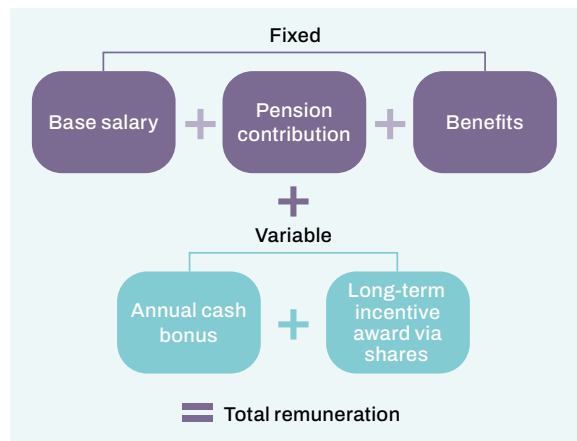
We intend to continue to apply broadly the same Remuneration Policy going forward but will continue to review its implementation based on any changes to the remuneration landscape, including relevant regulatory changes.

In line with typical market practice and the Company's Remuneration Policy, the Committee intends to grant LTIP awards to the Executive Directors in FY27. The LTIP is a forward looking incentive plan designed to align executive reward with the delivery of sustained profitability and long-term value creation for key stakeholders, including shareholders and employees. Awards are granted at the start of a three-year performance period, with vesting determined against the achievement of stretching EPS targets measured over that period. These targets are intended to align the Executive Directors' remuneration with the delivery of strong and sustainable earnings, supporting long-term investment, and returns to shareholders. Vesting outcomes range from zero to maximum, depending on EPS performance delivered over the performance period. The EPS performance period will cover FY27 to FY29, with awards lapsing in full where the applicable threshold level of performance is not achieved.

In determining the size of LTIP awards to be granted, the Committee adopts a total compensation approach to ensure that the overall remuneration for Executive Directors is appropriate and aligned with shareholder interests. Under this approach, the Committee considers the overall quantum of the remuneration package based on the expected value of each component. For FY26, the total compensation includes the salary, benefits, pension, and annual bonus earned for FY26, and the target outcome under the LTIP award to be granted in FY27. The target outcome under the LTIP does not represent an expectation of vesting and has been used solely as a calibration tool to determine award levels. Actual vesting outcomes under the LTIP will depend on EPS performance delivered over the subsequent three-year performance period and may range from zero to maximum.

While variable remuneration could theoretically be delivered entirely through the annual bonus, the Committee considers that an appropriate balance between the annual bonus and LTIP is critical to reinforce long-term alignment with shareholders and to incentivise the Executive Directors to deliver sustained performance over time.

The diagram below shows a summary of the main components of the Remuneration Policy for the Executive Directors. The Group also compensates employees through a combination of fixed and variable remuneration.



### Base salary

Normally reviewed annually by the Committee taking into account the role, experience and capabilities of the individual, competitor salary levels, and market forces, and pay and conditions elsewhere in the Group.

### Benefits

Benefits include private medical cover, Group income protection, critical illness, and death-in-service benefits, aligning with the provisions for the broader workforce.

### Pension

Participation in Peel Hunt’s defined contribution pension scheme or cash payments in lieu of contributions. Executive Directors’ pension arrangements are aligned with the wider workforce.

### Annual bonus

The Executive Directors are eligible to participate in a discretionary Group bonus pool. When determining the bonus pool, the Remuneration Committee considers the Group’s overall compensation ratio to ensure alignment with agreed parameters and market practices. Individual bonus awards for the Executive Directors will comply with the fixed to variable ratio set for IFPR purposes.

Annual bonus awards may be delivered in cash and deferred shares, adhering to regulatory requirements:

- A minimum of 40% of the award is paid as cash following the end of the performance year
- The remaining amount is deferred into share awards, which vest in equal tranches over up to three years

Currently, a six-month holding period applies to vested awards following the end of the deferral period.

### Long-term incentive plan

Executive Directors are eligible to receive performance share awards at the discretion of the Remuneration Committee.

Maximum opportunity of up to 300% of salary for Steven Fine (CEO), up to 150% of salary for Michael Lee (COO) and up to 100% of salary for Billy Neve (GFD) may be awarded in respect of any financial year. Awards are subject to performance measures over a three-year period. Currently, a six-month holding period applies to vested awards following the end of the performance period.

The Remuneration Committee may reduce the vesting outcome if it considers that performance underpins based on conduct, risk management, ESG, liquidity and capital base have not been achieved.

### Shareholding requirement

Executive Directors are required to build up and maintain a shareholding in the Company of at least 200% of annual salary. For FY27, the Committee determined that the shareholding requirement for Steven Fine should be increased to 500% of annual salary. The requirement for all other Executive Directors will remain at 200% of annual salary.

### Wider workforce compensation

The Committee takes into account the reward arrangements for the broader workforce. For employees, the Committee balanced salary increases with the need to maintain cost discipline.

All eligible employees participate in the discretionary bonus pool. The Remuneration Committee determines individual bonus allocation for Material Risk Takers by taking into account role, Group/business area performance and performance against personal objectives, based on a recommendation from management.

We grant share awards to a small number of employees on a discretionary basis to support retention, incentivise strong performance, and promote share ownership and effective stewardship of the business.

## Annual report on remuneration

### Executive Director remuneration for the year ended 31 March 2026 (audited)

The following table sets out the elements of remuneration received by each Executive Director in respect of FY26, as well as the total remuneration received by each Executive Director in respect of both FY25 and FY26.

	Salary £000	Benefits £000	Pension £000	Annual bonus £000	LTIP £000	Total remuneration (FY26) £000	Total remuneration (FY25) £000
Steven Fine (CEO)	450	7	9	900	0	<b>1,366</b>	465
Michael Lee (COO) <sup>1</sup>	208	6	8	450	0	<b>672</b>	–
Billy Neve (GFD) <sup>2</sup>	155	1	8	175	0	<b>339</b>	–
<b>Former Executive Directors</b>							
Sunil Dhall (CFOO) <sup>3</sup>	114	2	0	0	0	<b>116</b>	316

- 1 Michael Lee was appointed to the role of COO on 3 July 2025. The 2026 figures shown relate to the period from 3 July 2025 to 31 March 2026, other than the annual bonus which relates to the full financial year.
- 2 Billy Neve was appointed to the role of GFD on 3 July 2025. The 2026 figures shown relate to the period from 3 July 2025 to 31 March 2026, other than the annual bonus which relates to the full financial year.
- 3 Sunil Dhall stepped down as CFOO on 3 July 2025. The 2026 figures are shown on a pro-rated basis, reflecting time served between 1 April 2025 and 3 July 2025.

### Additional information

**FY26 annual bonus awards** – The Remuneration Committee determined the aggregate bonus pool as an agreed percentage of the Group’s profit before variable pay, interest and tax. The Committee considered the bonus pool appropriate given the underlying financial and non-financial performance, conduct and risk management factors, as well as the Group’s overall compensation ratio.

Based on performance of the Group as well as performance against personal objectives, the Remuneration Committee determined the bonus awards for the Executive Directors using a total compensation approach, taking account of the fixed pay received during FY26 and the target outcome of the LTIP awards intended to be made in FY27. As a result, the Committee awarded Steven Fine, Michael Lee and Billy Neve annual bonuses as disclosed in the single figure table above. Sunil Dhall was not eligible to receive a bonus for FY26.

**“WE REMAIN FOCUSED ON rewarding performance appropriately while maintaining discipline and supporting long-term sustainable success.”**

### Non-Executive Director remuneration for the year ended 31 March 2026 (audited)

The following table sets out the fees received by each Non-Executive Director in respect of FY26, and the total remuneration received by each Non-Executive Director in respect of FY25 and FY26.

	Total remuneration (FY26) £000	Total remuneration (FY25) £000
Liz Blythe	<b>70</b>	70
Richard Brearley	<b>80</b>	80
Darren Carter <sup>1</sup>	–	60
Lucinda Riches	<b>175</b>	175
Maria Bentley	<b>80</b>	80

- 1 Darren Carter voluntarily forfeited his fee for the full financial year.

Fee levels for Non-Executive Directors were reviewed and agreed at the time of our IPO in September 2021 and have remained unchanged since that date. For FY27, an inflationary increase will be applied to the fee for the Non-Executive Chair and the Non-Executive Director basic fee, as set out in the table below.

	FY27 £000	FY26 £000
Non-Executive Chair	180	<b>175</b>
Senior Independent Director	10	<b>10</b>
Non-Executive Director basic fee	63	<b>60</b>
Fee for chairing the Audit, ESG, Remuneration and Risk Committees	10	<b>10</b>

## Grant of performance share awards in relation to FY25 performance

There were no performance share awards granted in relation to FY25 performance.

## Payments made to former directors and payments for loss of office during FY26

As previously announced, Sunil Dhall stepped down from the Board on 3 July 2025. The Remuneration Committee determined that he was a good leaver. He received £476,173 in respect of the remainder of his notice period, reimbursement of legal fees and other compensation in connection with his departure.

As a good leaver, and in accordance with the plan rules, his LTIP award granted in October 2024 has been pro-rated for time and remains subject to performance conditions, with any vesting occurring at the normal vesting date. No annual bonus was paid for FY26, and no share awards were granted in respect of FY26.

## Implementation for FY27

Set out below is a summary of the key elements of the Remuneration Policy for Executive Directors and how the Policy is intended to be implemented in FY27.

- Salary:** There will be no salary increase for Steven Fine or Michael Lee for FY27. Billy Neve's salary will increase to £250,000 in FY27 to reflect his role and responsibilities.
- Annual Bonus:** Executive Directors will continue to be eligible to participate in the FY27 discretionary annual bonus pool.
- Long-Term Incentive Plan:** During FY27, it is intended that LTIP awards will be granted to the Executive Directors. In line with the Remuneration Policy, the award for Steven Fine will be 300% of salary, the award for Michael Lee will be 150% of salary, and the award for Billy Neve will be 100% of salary. Any vesting will be subject to performance against cumulative EPS targets over the three-year performance period from FY27 to FY29, and therefore the actual outcome may be lower than the award (including a nil outcome). Vesting, if any, under this award will not occur until 2029.

## Directors' share interests

For FY26, Executive Directors are required to retain at least 50% of the net shares vesting under share-based incentive arrangements granted to them in their capacity as Executive Directors, in order to build and maintain a shareholding in the Company equivalent to at least 200%

of annual salary. As at 31 March 2026, Steven Fine exceeded the applicable shareholding guideline.

The interests of our Executive Directors and Non-Executive Directors, and their connected persons in the Company's ordinary shares as at 31 March 2026, were:

	Shares held
<b>Executive Directors</b>	
Steven Fine	5,577,351
Michael Lee	10,755
Billy Neve	31,037
Sunil Dhall <sup>1</sup>	2,243,362
<b>Non-Executive Directors</b>	
Liz Blythe	4,385
Richard Brearley <sup>2</sup>	30,000
Darren Carter	10,189,585
Lucinda Riches	21,929
Maria Bentley	21,104

1 Sunil Dhall stepped down as CFOO on 3 July 2025. The table above reflects his shareholding on 3 July 2025.

2 Transferred to Richard Brearley's spouse in FY26.

As at 1 June 2026, the Company has not been advised of any changes to the interests of the Directors and their connected persons in the table above.

## Statement of voting at last AGM

The following table sets out actual voting in respect of the resolution to approve the Remuneration Committee report.

Resolution	Votes for	%	Votes against	%
Approve the FY25 Remuneration Committee report	41,920,695	90.38	4,462,993	9.62

## Approval

This report was approved by the Board and signed on its behalf by:

**Maria Bentley** Remuneration Committee Chair  
12 June 2026



The full Remuneration Policy for Directors can be found in the Remuneration Committee report in our [FY22 Annual Report](#)

# Directors' report

The Directors present their report on the affairs of the Group. They also present the Company's financial statements and the audited consolidated financial statements of the Group, and the associated independent auditors' report, for the year ended 31 March 2026.

## Our Directors

Name/Role	Appointment date <sup>1</sup>
<b>Lucinda Riches</b> Chair	3 September 2021
<b>Steven Fine</b> CEO	12 December 2018
<b>Michael Lee</b> COO	3 July 2025
<b>Billy Neve</b> Group Finance Director	3 July 2025
<b>Maria Bentley</b> Independent Non-Executive Director	4 April 2022
<b>Liz Blythe</b> Independent Non-Executive Director	3 September 2021
<b>Richard Brearley</b> Independent Non-Executive Director	3 September 2021
<b>Darren Carter</b> Non-Executive Director	12 December 2018

1 Appointment date indicates the date on which the Director was appointed to the Board of Peel Hunt Limited.

Sunil Dhall was appointed as a Director on 12 December 2018 and ceased to be a Director on 3 July 2025.

## Our corporate governance statement

The Company's securities are admitted to trading on AIM. The Company is incorporated and registered in Guernsey but domiciled in the UK. The Board has adopted the QCA Code as its recognised code of corporate governance. Further information on how we are governed can be found from page 38. The principal activities of the Company and the other members of the Group can be found on page 2 of the strategic report. Where disclosures that would ordinarily form part of the Directors' report have been made elsewhere in this Annual Report, we have included signposts to where that information can be found.

## Parent company

The Company acts as a holding company. Details of its subsidiaries are shown in Note 23 to the consolidated financial statements. The financial statements for the Group and the Company have been prepared according to UK adopted International Accounting Standards complying with The Companies (Guernsey) Law, 2008.

## Dividends

Taking into account the financial results for FY26, the Board has proposed a final dividend for the year of 4.9p per share. The dividend is consistent with the policy set out at the time of our IPO and, subject to approval at the AGM, will be paid on 31 July 2026 to shareholders on the register at 26 June 2026.

## Going concern

The Directors have a reasonable expectation that the Company and the Group will have adequate resources to continue to operate for the foreseeable future, a period of at least one year from the date of approval of these financial statements. They have therefore adopted the going concern basis to prepare the financial statements presented in this Annual Report. The full process undertaken by the Directors in the going concern assessment is outlined in Note 2.4 to the consolidated financial statements.

## Post balance sheet events

You can find details of any post balance sheet events in Note 28 to the consolidated financial statements.

## Engaging with shareholders

After announcing the Group's preliminary and interim results, the CEO and Group Finance Director have meetings with shareholders and analysts to talk about our strategy and results. Shareholders can also attend the AGM, at which all the Directors are available to answer questions. Our website provides electronic versions of the latest Annual Report and Accounts and our interim results, along with share price and other relevant information. You can find this information at [peelhunt.com](http://peelhunt.com).

## Employment practices

Our employment practices are based on a commitment to provide equal opportunity, from the selection and recruitment process through to training, development, appraisal and promotion. We provide our people with information about things that matter to them. This includes:

- Regular email communications relating to subjects such as staffing changes, past or upcoming client events, progress on strategic initiatives and publications

- Monthly updates on the performance of the business
- Quarterly Company updates that include a refresher on key risk and compliance policies
- ‘Lunch and learn’ sessions – voluntary training sessions delivered by internal and external speakers that are designed to educate our people on the work of some of our business areas or to provide an overview of issues that are topical to our business
- Regular ‘Employee Exclusives’ e-mails to provide insight into individual roles, teams and projects

We also have well-established intranet pages that are full of information and resources, including an overview of each of our business areas, our employment, risk and compliance, and other policies, and information on Company events. We encourage involvement by our people so that we can consider their views when making decisions likely to affect their interests.

Peel Hunt is accredited as a Disability Confident Employer by the Department for Work and Pensions. We are committed to supporting a positive culture in relation to disability, providing reasonable adjustments and interviewing disabled candidates who fit the minimum role criteria. We make appropriate arrangements for any candidates with disabilities at assessment stage, and for the continued employment, training and career development of employees with disabilities, including making reasonable adjustments where required. If any of our people became disabled, every effort would be made to ensure their continued employment with the business.

We have implemented share plans for our people. We have an established Employee Benefit Trust, the Peel Hunt Share Trust (EBT). The EBT is a discretionary trust for the benefit of employees. It buys Peel Hunt shares that will be used to satisfy awards under the Group’s share plans. More details of the Group’s share plans can be found in the Remuneration Committee report on pages 58 to 61.

### Engaging with employees

You can find more information about how the Directors engage with our people in the strategic report on page 22 and in the Governance report on page 38.

### Change of control

In the event of a change of control, Directors’ and employees’ employment contracts do not normally provide compensation for loss of office or employment. However, the Company’s share plans may allow for options and awards granted to vest when there is a change of control. Any such vesting would be determined by the

Remuneration Committee at the time of the event, in accordance with the plan rules.

### Political and charitable donations

During the year, the Group made no political donations. Charitable donations for FY26 totalled £33,361, split between 23 recipients (FY25: £67,584 donated, split between 19 recipients).

### Engaging with suppliers and clients

You can find information about how our Directors have fostered relationships with our suppliers and clients in the Governance report on pages 38 to 41.

### Energy and carbon emissions

You can find information about disclosures on pages 24 to 26 in the Strategic report.

### Indemnities and insurance

We maintain directors’ and officers’ liability insurance for all Directors and officers of the Group, which gives appropriate cover for legal proceedings brought against them. As far as the law allows, and according to the Company’s Articles of Association, we indemnify our Directors for any loss, liability or expense they incur in relation to the Company or its associated companies. The indemnity was in force during the year and up to the date we approved the financial statements.

### Share capital and share premium

The Company has one class of shares in issue: ordinary shares of no-par value (ordinary shares). The total number of ordinary shares in issue is 122,807,085, with each ordinary share carrying the right to one vote. The total number of voting rights in the Company is 122,807,085 ordinary shares. You can find more information about the Company’s share capital in Note 19 to the consolidated financial statements.

### Financial instruments

You can find details of our financial risk management objectives and policies, and risk exposures, in Note 16 in the financial statements.

### Directors’ conflicts of interest

We have procedures in place for managing conflicts of interest. Should a Director become aware that they, or a party connected to them, has an interest in an existing or proposed transaction with the Company or may find themselves in a situation which may conflict with the interests of the Company, they are required to notify the Board.

## Directors' report

Internal controls are in place to make sure that any related party transactions involving Directors, or a party connected to them, are conducted at arm's length. Directors have a continuing duty to keep the Company up to date as regards conflicts of interest relating to them and those connected to them.

### Directors and their interests

In the table below you can find a list of the Directors' interests in the Company's ordinary shares of no-par value as at 31 March 2026. There have been no changes in the serving Directors' interests in ordinary shares, or options over ordinary shares, from 31 March 2026 to 1 June 2026. For other Director interests please see page 61.

#### Directors and their interests<sup>1</sup>

Name	31 March 2026 ordinary shares	31 March 2025 ordinary shares
Lucinda Riches	21,929	21,929
Steven Fine	5,577,351	5,577,351
Michael Lee	10,755	–
Billy Neve	31,037	–
Darren Carter	10,189,585	10,189,585
Maria Bentley	21,104	21,104
Liz Blythe	4,385	4,385
Richard Brearley <sup>2</sup>	30,000	30,000

<sup>1</sup> For more information see page 61.

<sup>2</sup> Transferred from Richard Brearley to his spouse in FY26.

Sunil Dhall held 2,243,362 ordinary shares at 31 March 2026 (FY25: 2,243,362).

### Substantial shareholders

In line with the FCA's Disclosure Guidance and Transparency Rule DTR5, any relevant shareholding information that major shareholders give us is published through a regulatory information service provider and made available at [peelhunt.com](https://www.peelhunt.com).

We have received the information shown in the table on page 64 from holders of notifiable interests in the Company's issued share capital. This is in line with DTR5 and is up-to-date as at 31 March 2026. The lowest threshold is 3% of the Company's voting rights. Holders are not required to let us know of any change until this, or the next applicable threshold, is reached or crossed. The Company has not been notified of any change to its substantial shareholders from 1 April 2026 to 1 June 2026.

### Substantial shareholders as at 31 March 2026

Shareholder	Registered holding of ordinary shares	% of total issued share capital
Gresham House Asset Management	11,822,419	9.6%
Darren Carter	10,189,585	8.3%
Peel Hunt Share Trust	7,194,320	5.9%
Hargreaves Lansdown, stockbrokers (EO)	6,140,633	5.0%
Steven Fine	5,577,351	4.5%
Fidelity International	4,677,825	3.8%
Iain Morgan	4,206,653	3.4%
Unicorn Asset Management Limited	3,940,000	3.2%

### Purchase of shares

The EBT is a discretionary trust for the benefit of employees. It is funded by the Group and has the power to acquire ordinary shares from the Group or in the open market to meet the Group's future obligations under any share plans.

In last year's Annual Report the Company refreshed a recommendation to the independent trustee of the EBT, to acquire up to 3% of the issued share capital of the Company (ISC) over a 12-month period to satisfy share awards to employees. In FY26, the EBT purchased an aggregate of 1,200,000 ordinary shares. The number of shares purchased, representing 0.98% of the ISC as at 31 March 2026, was for an aggregate consideration of £1,269,951.72.

In respect of the forthcoming 12-month period (FY27), the Company may make recommendations to the independent trustee to purchase up to 3% of the ISC per year (the Purchase Limit). As at 31 March 2026, the purchase rate recommended by the Company to the independent trustee was 0.98% of the ISC, and during FY27 this rate may be revised upwards or downwards at the Board's discretion subject to the Purchase Limit. Any material revision to the Purchase Limit will be announced by the Company or otherwise disclosed in the Company's Annual Report. The Company may give recommendations in a manner which will allow the EBT to make purchases through closed periods.

#### **Billy Neve** Group Finance Director

12 June 2026

Peel Hunt Limited  
Mont Crevelt House, Bulwer Avenue  
St. Sampson, Guernsey GY2 4LH

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

**The Directors are responsible for preparing the financial statements in accordance with applicable Guernsey law and United Kingdom Accounting Standards.**

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. In preparing the financial statements, the Directors are responsible for:

- selecting suitable accounting policies and then applying them consistently;
- stating whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- making judgements and accounting estimates that are reasonable and prudent; and
- preparing the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

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

The Directors are responsible for ensuring that the financial statements comply with The Companies (Guernsey) Law, 2008 and safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. So far as the Directors are aware, there is no relevant audit information of which the Group's and Company's auditors are unaware, and each Director has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

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

For and on behalf of the Board



**Billy Neve** Group Finance Director

12 June 2026

# FINANCIAL STATEMENTS

An unwavering focus on delivering sustainable profitable performance throughout the cycle, delivering our strategy and strong cost discipline helped deliver clear operational and financial progress this year, with improved performance across all areas of our business.

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# Independent auditors' report to the members of Peel Hunt Limited

## Report on the audit of the financial statements

### Opinion

In our opinion, Peel Hunt Limited's Group financial statements and Company financial statements (the "financial statements"):

- give a true and fair view of the state of the Group's and of the Company's affairs as at 31 March 2026 and of the Group's profit and the Group's and Company's cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.

We have audited the financial statements, included within the Annual Report, which comprise:

- the Consolidated and Company Statements of Financial Position as at 31 March 2026;
- the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statements of Changes in Equity and the Consolidated and Company Statements of Cash Flows for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Our audit approach

#### Overview

#### *Audit scope*

- The Group is composed of twelve entities, of which only four are operating entities; Peel Hunt LLP, Peel Hunt Inc., Peel Hunt Europe Fondsmæglerselskab A/S and Peel Hunt Middle East Limited. Our Group scoping was driven by legal entity contributions to revenue. We performed a full scope audit of the Company and Peel Hunt LLP and have tested specific Financial Statement Line Items (FSLIs) for Peel Hunt Inc. and Peel Hunt Europe Fondsmæglerselskab A/S, which taken together accounted for 98% of the Group's total revenue and 93% of the Group's total assets.
- The scope of the audit and the nature, timing and extent of audit procedures were determined by our risk assessment, the financial significance of financial statement line items and qualitative factors (including history of misstatement through fraud or error). 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.

#### *Key audit matters*

- Timing of revenue recognition in relation to Corporate Fees (Group)
- Carrying value of the Company's investment in subsidiary (parent)

## Independent auditors' report to the members of Peel Hunt Limited

### Materiality

- Overall Group materiality: £1,068,416 (2025: £1,172,243) based on 1% of the average total revenue for the previous five years (including 2026).
- Overall Company materiality: £2,181,007 (2025: £2,153,254) based on 1% of total assets.
- Performance materiality: £801,312 (2025: £879,182) (Group) and £1,635,756 (2025: £1,614,941) (Company).

### The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

### Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<p><b>Timing of revenue recognition in relation to Corporate Fees (Group)</b></p> <p><i>Refer to 2.8 of the Material accounting policies disclosed in Note 2 to the financial statements</i></p> <p>We focus our testing on areas where management judgement is required, specifically the risk of corporate fees being recognised in an inappropriate period to distort reported results.</p> <p>Corporate fees are only recognised once all the relevant elements of the performance obligation contained within the contractual agreement have been fulfilled (there may be abort fees or other compensation payable to the Group in the event of a transaction not occurring), and these can vary from deal to deal.</p> <p>We therefore concluded that this represented a significant risk of material misstatement and as such it was appropriate to focus our work on the cut-off of revenue recognition on these fees.</p>	<p>Our audit procedures comprised the following:</p> <ul style="list-style-type: none"><li>• We understood and evaluated the design and implementation of key controls in place over revenue recognition for corporate fees;</li><li>• We tested a sample of fees arising or recorded either side of the balance sheet date to determine whether they were properly recognised in the appropriate period with reference to publicly available information, or other supporting evidence; and</li><li>• We identified and tested journal entries which met specific fraud criteria including unusual account combinations that impacted corporate fees.</li></ul>

## Key audit matter

### Carrying value of the Company's investment in subsidiary (Company)

*Refer to 2.6 of the Material accounting policies disclosed in Note 2 and Note 23 (investments in subsidiaries) of the financial statements.*

The Company holds an investment in Peel Hunt Partnership Group Limited with a carrying value of £182 million. IAS 36 'Impairment of Assets' requires that investments are subject to an impairment review when there is an indication that an asset may be impaired or where there may be an impairment reversal. Since the market capitalisation of Peel Hunt Limited as of 31 March 2026 was lower than the carrying value of the subsidiary, management prepared an impairment assessment.

The impairment assessment, which estimated the recoverable amount using a value-in-use ('VIU') model, identified that no adjustment to the cumulative impairment was required. In light of the impairment recorded in 2024, the current year impairment assessment shows a small headroom at 31 March 2026.

We performed sensitivity analysis to assess the susceptibility of reasonably possible changes in assumptions used by management in estimating the value-in-use and identified the revenue forecasts, long-term growth rate and the discount rate as the key assumptions.

We therefore concluded that this represents a significant risk of material misstatement and as such it was appropriate to focus our work on the key assumptions, and whether they were reasonable and supportable based on the evidence provided.

## How our audit addressed the key audit matter

Our audit procedures comprised the following:

- We understood and evaluated the design and implementation of key controls over the impairment assessment;
- We evaluated the methodology used by management against the requirements of the financial reporting framework, and tested the mathematical accuracy of the model;
- We agreed the forecast financial information to the five year business plan approved by the Board in March 2026;
- We understood the key drivers behind management's revenue and cost projections and assessed them in light of our understanding of the Peel Hunt business;
- We have assessed the reasonableness of the revenue forecasts by performing a look-back analysis of prior period forecasts and comparing the forecasts to historic trends. Where the projections differed significantly from historic experience we challenged management on whether the assumptions were reasonable and supportable;
- We reviewed detailed historical transaction volumes and forecast data for investment banking revenues, which supports Peel Hunt's future projections based on prior period performance. We also performed a peer comparison that provided context when assessing the reasonableness of management's assumption on fee generation from a larger client base;
- We examined management's analysis of the difference between the market capitalisation and the Group's calculated VIU to assess the reasonableness of the factors considered;
- We assessed the reasonableness of the discount rate and long-term growth rate assumptions by using our valuation experts to derive an independent view on the rates; and
- We evaluated the appropriateness of the related disclosures in Note 2 to the financial statements and Note 23 (investments in subsidiaries).

## How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The scope of the audit and the nature, timing and extent of audit procedures were determined by our risk assessment, the financial significance of financial statement line items and qualitative factors (including history of misstatement through fraud or error). The Group operates in the UK, US, Denmark and Middle East, with the UK being the most significant territory. The Group is composed of four operating entities, Peel Hunt LLP, Peel Hunt Inc., Peel Hunt Europe Fondsmæglerselskab A/S and Peel Hunt Middle East which are subsidiaries of the Company. We consider Peel Hunt LLP and the Company as the only significant components due to their contribution to the Group's total revenue and Group's total assets. We performed a full scope audit of Peel Hunt LLP and the Company and tested specific FSLIs for Peel Hunt Inc., and Peel Hunt Europe Fondsmæglerselskab A/S. This approach gave us coverage over 93% of total assets and 98% of revenue in the Group financial statements.

## Independent auditors' report to the members of Peel Hunt Limited

### The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the Group's and Company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the Group's and Company's financial statements.

### Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements – Group	Financial statements – Company
<b>Overall materiality</b>	£1,068,416 (2025: £1,172,243).	£2,181,007 (2025: £2,153,254).
<b>How we determined it</b>	1% of the average total revenue for the previous five years (including 2026)	1% of total assets
<b>Rationale for benchmark applied</b>	We consider this to be an appropriate benchmark as revenue is a key performance indicator for the Group's performance and a metric used to guide analysts. We use an average of 5 years given the cyclical nature of the industry and the generation of revenue.	Total assets is an appropriate benchmark as the primary purpose of the entity is to act as a holding company.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The materiality used in auditing Peel Hunt LLP for Group reporting purposes was £1,014,995 and we used £908,154 when auditing the material items within Peel Hunt Inc. and Peel Hunt Europe Fondsmæglerselskab A/S financial information.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2025: 75%) of overall materiality, amounting to £801,312 (2025: £879,182) for the Group financial statements and £1,635,756 (2025: £1,614,941) for the Company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £53,421 (Group audit) (2025: £59,164) and £109,050 (Company audit) (2025: £107,663) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

## Conclusions relating to going concern

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

- performing a risk assessment to identify factors that could impact the going concern basis of accounting, including the impact of external risks such as an uncertain economic environment and climate change;
- understanding and evaluating management's financial forecasts and liquidity and regulatory capital over the going concern period including an evaluation of the stress testing performed by management;
- evaluating management's covenant compliance monitoring, the impact of the stress scenarios on the covenants and the mitigating actions available to management;
- substantiation of financial resources available to the Group and Company as at the balance sheet date including the cash at bank; and
- reading and evaluating the adequacy of the disclosures made in the financial statements in relation 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 and the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

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

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

## Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or any form of assurance thereon.

## Responsibilities for the financial statements and the audit

### Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

## Independent auditors' report to the members of Peel Hunt Limited

### Auditors' responsibilities for the audit of the financial statements

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

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

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of the rules of the Financial Conduct Authority, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as The Companies (Guernsey) Law, 2008. 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 and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- enquiries of management, those charged with governance and review of internal audit reports in so far as they related to the financial statements;
- identifying and testing journal entries meeting specific fraud criteria, including unexpected account combinations;
- incorporating unpredictability into the nature, timing and/or extent of our testing;
- challenging the significant assumptions and judgements made by management in key accounting estimates; and
- review of FCA correspondence and the whistleblowing report.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Section 262 of The Companies (Guernsey) Law, 2008 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### Partner responsible for the audit

The engagement partner on the audit resulting in this independent auditors' report is Nick Morrison.

## Other required reporting

### Companies (Guernsey) Law, 2008 exception reporting

Under the Companies (Guernsey) Law, 2008 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- proper accounting records have not been kept by the Company; or
- the financial statements are not in agreement with the accounting records.

We have no exceptions to report arising from this responsibility.

### Appointment

We were first appointed by the Company for the financial year ended 31 March 2019. Our uninterrupted engagement covers eight financial years.

**Nick Morrison** (Senior Statutory Auditor)

for and on behalf of **PricewaterhouseCoopers LLP**  
Chartered Accountants and Statutory Auditors London

12 June 2026

# Consolidated statement of comprehensive income

For the year ended 31 March

	Note	Consolidated Year ended 31 March 2026 £'000	Consolidated Year ended 31 March 2025 £'000
<i>Continuing activities</i>			
<b>Revenue</b>	3	<b>143,456</b>	91,307
Administrative expenses		<b>(120,044)</b>	(93,891)
<b>Profit/(loss) from operations</b>	4	<b>23,412</b>	(2,584)
Finance income	6	<b>999</b>	1,495
Finance expense	6	<b>(2,115)</b>	(2,105)
Other income		<b>221</b>	235
<b>Profit/(loss) before share of associate for the year</b>		<b>22,517</b>	(2,959)
Share of loss from associate	24	<b>(1,415)</b>	(538)
<b>Profit/(loss) before tax for the year</b>		<b>21,102</b>	(3,497)
Tax	7	<b>(6,189)</b>	(83)
<b>Profit/(loss) for the year</b>		<b>14,913</b>	(3,580)
Other comprehensive income/(expense) for the year		–	–
<b>Total comprehensive income/(expense) for the year</b>		<b>14,913</b>	(3,580)
<i>Attributable to:</i>			
Owners of the Company		<b>14,913</b>	(2,728)
Non-controlling interests		–	(852)
<b>Profit/(loss) for the year</b>		<b>14,913</b>	(3,580)
<i>Attributable to:</i>			
Owners of the Company		<b>14,913</b>	(2,728)
Non-controlling interests		–	(852)
<b>Total comprehensive income/(expense) for the year</b>		<b>14,913</b>	(3,580)
<b>Profit/(loss) per share – attributable to owners of the Company</b>			
Basic	20	<b>12.9p</b>	(2.3)p
Diluted	20	<b>11.7p</b>	(2.3)p

The notes on pages 79-114 form part of the financial statements.

# Consolidated and Company statements of financial position

As at 31 March

<i>Company Number – 65579</i>	Note	Company As at 31 March 2026 £'000	Company As at 31 March 2025 £'000	Consolidated As at 31 March 2026 £'000	Consolidated As at 31 March 2025 £'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	8	–	–	5,104	5,715
Intangible assets	9	–	–	393	1,658
Investments in subsidiaries	23	190,440	189,334	–	–
Investment in associates	24	–	–	1,639	–
Right-of-use assets	22	–	–	18,385	12,069
Subordinated loan	17	15,000	15,000	–	–
Deferred tax asset	14	–	–	2,150	472
<b>Total non-current assets</b>		<b>205,440</b>	204,334	<b>27,671</b>	19,914
<b>Current assets</b>					
Securities held for trading	10, 16	–	–	87,644	68,539
Market and client debtors	16.4.5	–	–	642,281	496,029
Trade and other debtors	12, 16	12,601	10,414	17,363	20,042
Cash and cash equivalents	13, 16.4.5	59	29	36,856	20,395
<b>Total current assets</b>		<b>12,660</b>	10,443	<b>784,144</b>	605,005
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Securities held for trading	10, 16	–	–	(63,439)	(53,770)
Market and client creditors	16.5	–	–	(575,287)	(447,146)
Trade and other creditors	15	(21,784)	(25,152)	(30,724)	(8,859)
Revolving credit facility	18	–	–	–	–
Lease liabilities	22	–	–	(449)	(2,983)
Long-term loans	18	(3,333)	(6,000)	(3,333)	(6,000)
Provisions	26	–	–	(495)	(611)
<b>Total current liabilities</b>		<b>(25,117)</b>	(31,152)	<b>(673,727)</b>	(519,369)
<b>Net current (liabilities)/assets</b>		<b>(12,457)</b>	(20,709)	<b>110,417</b>	85,636
<b>Non-current liabilities</b>					
Long-term loans	18	(6,667)	(3,000)	(6,667)	(3,000)
Lease liabilities	22	–	–	(22,936)	(13,833)
<b>Total non-current liabilities</b>		<b>(6,667)</b>	(3,000)	<b>(29,603)</b>	(16,833)
<b>Net assets</b>		<b>186,316</b>	180,625	<b>108,485</b>	88,717

## Consolidated and Company statements of financial position continued

As at 31 March

<i>Company Number – 65579</i>	Note	Company As at 31 March 2026 £'000	Company As at 31 March 2025 £'000	Consolidated As at 31 March 2026 £'000	Consolidated As at 31 March 2025 £'000
<b>EQUITY</b>					
Ordinary share capital	19	<b>223,881</b>	223,881	<b>40,099</b>	40,099
Other reserves	19	<b>(37,565)</b>	(43,256)	<b>68,386</b>	47,895
<b>Total shareholders' equity</b>		<b>186,316</b>	180,625	<b>108,485</b>	87,994
Non-controlling interests	23	–	–	–	723
<b>Total equity</b>		<b>186,316</b>	180,625	<b>108,485</b>	88,717

The notes on pages 79-114 form part of these financial statements.

The financial statements on pages 74-78 were approved by the Board of Directors on 12 June 2026 and signed on its behalf by:

**Billy Neve** Group Finance Director

# Consolidated and Company statements of changes in equity

For the year ended 31 March

Company	Ordinary share capital £'000	Other reserves £'000	Total shareholders' equity £'000	Non-controlling interest £'000	Total equity £'000
<b>Balance as at 1 April 2024</b>	<b>223,881</b>	<b>(42,467)</b>	<b>181,414</b>	<b>–</b>	<b>181,414</b>
Loss for the year	–	(2,310)	(2,310)	–	(2,310)
Other comprehensive income	–	–	–	–	–
Total comprehensive expense	–	(2,310)	(2,310)	–	(2,310)
<i>Transactions with owners</i>					
Equity-settled share-based payments reserve	–	1,521	1,521	–	1,521
Dividends paid	–	–	–	–	–
<b>Balance as at 31 March 2025</b>	<b>223,881</b>	<b>(43,256)</b>	<b>180,625</b>	<b>–</b>	<b>180,625</b>
Loss for the year	–	(1,157)	(1,157)	–	(1,157)
Other comprehensive expense	–	–	–	–	–
Total comprehensive expense	–	(1,157)	(1,157)	–	(1,157)
<i>Transactions with owners</i>					
Equity-settled share-based payments reserve	–	6,848	6,848	–	6,848
<b>Balance as at 31 March 2026</b>	<b>223,881</b>	<b>(37,565)</b>	<b>186,316</b>	<b>–</b>	<b>186,316</b>
Group	Ordinary share capital £'000	Other reserves £'000	Total shareholders' equity £'000	Non-controlling interest £'000	Total equity £'000
<b>Balance as at 1 April 2024</b>	<b>40,099</b>	<b>50,076</b>	<b>90,175</b>	<b>1,575</b>	<b>91,750</b>
Loss for the year	–	(2,728)	(2,728)	(852)	(3,580)
Other comprehensive income	–	–	–	–	–
Total comprehensive expense	–	(2,728)	(2,728)	(852)	(3,580)
<i>Transactions with owners</i>					
Equity-settled share-based payments reserve	–	1,521	1,521	–	1,521
Purchase of Company shares	–	(974)	(974)	–	(974)
<b>Balance as at 31 March 2025</b>	<b>40,099</b>	<b>47,895</b>	<b>87,994</b>	<b>723</b>	<b>88,717</b>
Profit for the year	–	14,913	14,913	–	14,913
Other comprehensive income	–	–	–	–	–
Total comprehensive income	–	14,913	14,913	–	14,913
<i>Transactions with owners</i>					
Equity-settled share-based payments reserve	–	6,848	6,848	–	6,848
Derecognition of non-controlling interest	–	–	–	(723)	(723)
Net movement in Company shares	–	(1,270)	(1,270)	–	(1,270)
<b>Balance as at 31 March 2026</b>	<b>40,099</b>	<b>68,386</b>	<b>108,485</b>	<b>–</b>	<b>108,485</b>

# Consolidated and Company statements of cash flows

For the year ended 31 March

	Note	Company Year ended 31 March 2026 £'000	Company Year ended 31 March 2025 £'000	Consolidated Year ended 31 March 2026 £'000	Consolidated Year ended 31 March 2025 £'000
<b>Net cash generated from operations</b>	21	<b>748</b>	8,067	<b>23,655</b>	9,601
<b>Cash flows from investing activities</b>					
Investment in subsidiaries	23	<b>(1,107)</b>	(955)	–	–
Derecognition of RetailBook cash on loss of control	24	–	–	<b>(1,774)</b>	–
Purchase of property, plant and equipment	8	–	–	<b>(882)</b>	(583)
Disposal of property, plant and equipment		–	–	–	2
Purchase of intangible assets	9	–	–	<b>(160)</b>	(283)
<b>Net cash used in investing activities</b>		<b>(1,107)</b>	(955)	<b>(2,816)</b>	(864)
<b>Cash flows from financing activities</b>					
Interest paid	6	<b>(611)</b>	(1,102)	<b>(757)</b>	(1,404)
Dividends paid		–	–	–	–
Lease liability payments	22	–	–	<b>(3,351)</b>	(3,402)
Purchase of Company shares		–	–	<b>(1,270)</b>	(974)
Non-controlling interests	23	–	–	–	–
Disposal of equity in a subsidiary investment		–	9	–	9
RetailBook fundraising proceeds		–	–	–	500
Repayment of the revolving credit facility	18	–	–	–	(15,000)
Proceeds from/(repayment of) long-term loan	18	<b>1,000</b>	(6,000)	<b>1,000</b>	(6,000)
<b>Net cash generated from /(used in) financing activities</b>		<b>389</b>	(7,093)	<b>(4,378)</b>	(26,271)
Net increase/(decrease) in cash and cash equivalents		<b>30</b>	19	<b>16,461</b>	(17,534)
Cash and cash equivalents at beginning of period		<b>29</b>	10	<b>20,395</b>	37,929
<b>Cash and cash equivalents at the end of the year</b>		<b>59</b>	29	<b>36,856</b>	20,395

The financial statements on pages 74-78 were approved by the Board of Directors on 12 June 2026 and signed on its behalf by:

**Billy Neve** Group Finance Director

# Notes to the financial statements

## 1 General information

Peel Hunt Limited (the Company) is a non-cellular company limited by shares having listed its shares for trading on the Alternative Investment Market (AIM), a market operated by the London Stock Exchange, on 29 September 2021. The Company is registered in Guernsey. Its registered office is Mont Crevelt House, Bulwer Avenue, St Sampson, Guernsey GY2 4LH. The consolidated financial statements of the Company comprise the Company and its subsidiaries, together referred to as the Group.

The financial statements are presented in sterling, which is the Group's functional currency, and all values are rounded to the nearest thousand pounds (£'000) except where indicated otherwise.

The material accounting policies adopted in the preparation of the financial statements are described below. These policies have been applied consistently throughout the financial year and the prior year.

## 2 Material accounting policies

### 2.1 Basis of preparation

The Group's and Company's financial statements have been prepared in compliance with UK-adopted international accounting standards and with the requirements of the Companies (Guernsey) Law, 2008 which requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements and their effect are disclosed in Note 2.6.

#### *Basis of measurement*

The financial statements have been prepared on the historical cost basis, except for derivatives and financial assets and liabilities which are valued at fair value through profit and loss (FVTPL). Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

### 2.2 Changes in accounting policies

#### *2.2.1 New standards, interpretations and amendments adopted from 1 April 2025:*

The following amendments became mandatorily effective for the reporting periods beginning on or after 1 January 2025:

- Lack of exchangeability (Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates);
- IFRS Practice Statement 1 Management Commentary revision.

The Group carried out an assessment of the new standards and amendments and concluded that there is no material impact on the Group.

## Notes to the financial statements

### 2 Material accounting policies continued

#### 2.2.2 New standards, interpretations and amendments not yet effective:

There are a number of standards, amendments to standards, and interpretations which are effective in future accounting periods that the Group has decided not to adopt early.

The following amendments are effective for the period beginning on or after 1 April 2026:

- Classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures).
- IFRS 18 Presentation and Disclosure in Financial Statements (New accounting standard replacing IAS 1 Presentation of Financial Statements).
- Annual Improvements to IFRS Accounting Standards. These annual improvements are limited to changes that either clarify the wording in an IFRS Accounting Standard, or correct relatively minor unintended consequences, oversights or conflicts between requirements of the Accounting Standards.
- Contracts Referencing Nature-dependent Electricity (previously Power Purchase Agreements) (Amendments to IFRS 9 and IFRS 7).
- IFRS 19 Subsidiaries without Public Accountability: Disclosures.
- IFRS Sustainability Reporting Standards (IFRS S1 and IFRS S2).

The Group is assessing the applicability of these standards and amendments to the Group.

#### 2.3 Basis of consolidation

The consolidated financial information incorporates the financial information of the Group and entities controlled by the Company (including the Company's Employee Benefit Trust) to 31 March each year end. Peel Hunt Limited has control over another entity when Peel Hunt Limited has all of the following:

- i. power over the relevant activities of the investee, for example through voting rights or other rights;
- ii. exposure to, or rights to, variable returns from its involvement with the investee; and
- iii. the ability to affect those returns through its power over the investee.

The assessment of control is based on the consideration of all facts and circumstances. Peel Hunt Limited reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The results of subsidiaries established during the year are included in the consolidated income statement from the date they were incorporated. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

The amount of non-controlling interest is measured at the non-controlling interest's proportionate share of the subsidiary's identifiable net assets.

Where the Group loses control of a subsidiary, it derecognises the assets and liabilities of that subsidiary, and any related non-controlling interests. Any retained interest in the former subsidiary is recognised at fair value on the date control is lost, with the resulting gain or loss recognised in the income statement. Where the retained interest gives the Group significant influence over the investee, that interest is subsequently accounted for as an investment in associate using the equity method in accordance with the Group's accounting policy for associates as per Note 2.12 below.

The Companies (Guernsey) Law 2008 s244 (5) does not require the Company to prepare individual accounts during a financial year when consolidated financial statements are prepared. The Company has disclosed the statement of financial position, statement of changes in equity and statement of cash flow as permitted by the Companies (Guernsey) Law 2008.

## 2.4 Going concern

The Group's principal activities are Investment Banking, Research & Distribution and Execution Services in UK mid-cap and growth companies to institutional clients, wealth managers and private client brokers.

The Directors have assessed the Group's projected business activities and available financial resources together with a detailed cash flow forecast for the next 18 months from the date these financial statements were approved. The Directors have used base case and severe but plausible scenarios to perform the going concern assessment.

The base scenario assumes:

- Long-term sustainable growth of the Group as approved by the Board in the Group's five-year business plan
- Moderate inflationary increases on all cost categories
- Continued strategic investment in the Group, particularly in relation to technology and further diversification in its revenue

The severe but plausible downside scenario assumes:

- Worsening of the economic climate from the historic low levels seen within the last decade, continuing to keep capital market activity low and trading volumes reduced
- An operational event occurs reducing profitability and cash
- Management continues to rationalise costs where possible

The results of the scenario analyses consider the impact on profitability, cash, liquid assets, regulatory capital and covenant requirements. The severe but plausible downside scenario also includes active management of the Group's liquid assets in order to ensure the Group's ability to repay its long-term loans as required, which would mitigate any potential covenant constraints. In view of the Group's available financial resources, the Directors believe that the Group is well placed to manage its business risks successfully.

The Directors are satisfied that the Group has adequate resources to continue in operational existence for a period of at least 12 months from the date these financial statements are approved and for the foreseeable future. The Group has a strong focus on working capital management to ensure the payment of the Group's liabilities as they fall due. There is also a focus on monitoring the regulatory capital resources and requirements of Peel Hunt LLP and the UK regulatory group to ensure that all regulatory capital and liquidity requirements and covenant requirements are met.

Accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements for the year ended 31 March 2026.

## Notes to the financial statements

### 2.5 Segment reporting

In accordance with IFRS 8 Operating Segments, an operating segment is defined as a business activity whose operating results are reviewed by the chief operating decision-maker and for which discrete information is available.

The Group's chief operating decision-maker is the Board of Directors, which reviews internal management information for the purpose of assessing performance and allocating resources. Management assesses at each reporting date the nature of the information provided to the Board of Directors and, based on that assessment, has concluded that the Group operates as a single operating segment, being an integrated investment banking business. The operating segment disclosure is therefore presented on a basis consistent with the internal reporting reviewed by the Board of Directors.

### 2.6 Critical accounting judgements and key sources of estimation uncertainty

The Group makes certain estimates and assumptions regarding the future. Estimates and judgements are regularly evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. There are no other significant estimates or judgements about the future that have a significant risk of resulting in material adjustment to the carrying amounts of assets and liabilities at the end of the reporting period.

#### *Impairment of the Company's investment in subsidiaries*

The Directors identified an indicator of impairment of the investment in subsidiaries at year end, as the carrying value of the Company's investment in Peel Hunt Partnership Group Limited is currently higher than the Group's market capitalisation. As a result, the Directors performed an impairment test on investments in Peel Hunt Partnership Group Limited, which indicated that no impairment was required, as the recoverable amount, as determined by value-in-use, was higher than the carrying amount with a small headroom.

In the process of determining the value-in-use, the Directors have considered the following:

- The assumptions inherent in the five-year business plan approved by the Board and the long-term sustainable growth of the Group
- The assumptions regarding growth in corporate clients, focusing on economic relevance and diversification, return on funding of market-making activities taking into account regulatory capital requirements and risk limits, and macroeconomic factors, such as levels of market and client activity
- Future cash flows have been discounted at an appropriate weighted average cost of capital (WACC) of 13% (31 March 2025: 13%) for the Group. The WACC has been estimated with reference to industry benchmarks, and thus is subject to fluctuations beyond the Directors' control
- A suitable terminal growth rate of 2% (31 March 2025: 2%) has been applied consistent with long-term forecasts for UK GDP growth

#### *Sensitivity analysis*

The Directors have performed sensitivity analysis using reasonable possible changes in the terminal growth rate, WACC and projected cash flows. Assuming all other variables remain constant:

- A 0.5 percentage point decrease in the terminal growth rate would result in a £1m impairment, whilst a 0.5 percentage point increase in the terminal growth rate would increase headroom to £10m.
- A 1 percentage point increase in WACC would result in an impairment of £11m, whilst a 1 percentage point decrease in WACC would increase headroom to £23m.
- A 5 percentage point decrease in revenue in the first year would lead to break-even whilst a 5 percentage point increase in revenue in the first year would increase headroom to £8m.

Please refer to Note 2.13 for more information on the accounting policy.

## 2.7 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date.

## 2.8 Revenue from contracts with customers

The Group applies IFRS 15 Revenue from Contracts with Customers. IFRS 15 establishes a five-step model governing revenue recognition. The five-step model requires the Group to (i) identify the contract with the customer, (ii) identify each of the performance obligations included in the contract, (iii) determine the amount of consideration in the contract, (iv) allocate the consideration to each of the identified performance obligations and (v) recognise revenue as each performance obligation is satisfied. All revenue is recognised at a point in time basis, with the exception of Investment banking retainers and research payments as outlined below.

All revenue is reported under one operating segment, consistent with internal reporting provided to the Board, which is responsible for allocating resources and assessing performance of the operating segment and has been identified as the chief operating decision-maker. The Board views the business as a single integrated business.

Revenue is recorded net of VAT and comprises of:

- Research payments are accrued over the financial year to which they relate in respect of payments for agreed research services. Where contracts between the Group and each of its research clients are discretionary, the commission is recorded based on variable consideration derived from the most recent level of research provided, updated for recent events or communications with the client. Commission from institutional execution business, less commissions paid away under commission sharing agreements, is recognised on the trade date
- Revenue from advisory and investment banking services, less amounts paid to third parties, which is recognised when the performance obligations have been met and the Group is contractually entitled to receive the fees
- Retainers are accrued over the financial year for which the service is provided, which reflects the period the performance obligations relate to, and are based on a contract between the Group and the client
- Trading gains and losses from market-making activities for long and short positions on a trade date basis, i.e. the date the trades are executed, and comprises all gains and losses from changes in the fair value of financial assets and liabilities through profit and loss, together with any related dividends on positions held

## 2.9 Foreign currency translation

Foreign currency assets and liabilities have been translated into sterling at the exchange rates ruling at the reporting date. Transactions in foreign currencies during the financial year have been converted into sterling at the rates ruling at the time the transactions were executed. All exchange differences are reflected in the statement of comprehensive income.

## 2.10 Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Depreciation is charged to the income statement on a straight-line basis over the estimated useful economic lives of each item, considered to be as follows:

- Leasehold and building improvements: remaining length of lease
- Office equipment: 3 to 5 years
- Fixtures and fittings: 5 years

The carrying value of other assets is based on the most recent independent valuation.

The residual values and useful lives are reviewed by the Directors and adjusted if appropriate at the end of each reporting period.

## Notes to the financial statements

### 2.11 Intangible assets

Intangible assets represent internally generated intangible assets, computer software and sports debentures. Intangible assets are recognised only if all of the following conditions are met:

- An asset is created that can be identified
- It is probable that the asset created will generate future economic benefits
- The cost of the asset can be measured reliably

Internally generated intangible assets comprise capitalised development costs for certain technology developments for key projects in the Group. The costs incurred in the research phase of these internal projects are expensed. Development costs of an individual project are recognised as an intangible asset if, and only if, the Group can demonstrate:

- the technical feasibility of completing the development;
- that it will be available for use or resale;
- its ability to complete and its intention to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the development; and
- the ability to reliably measure the costs during the development.

Following initial recognition, intangible assets are stated at cost less accumulated amortisation and, where applicable, accumulated impairment losses. Amortisation begins when the asset is available for use. Amortisation is charged to the income statement within the administrative expenses line on a straight-line basis over the estimated useful economic lives of each item. Internally generated intangible assets are amortised over three years, computer software is amortised over five years and sports debentures are amortised over the life of the ticket rights.

At each reporting date useful economic lives are reviewed by the Directors and adjusted if appropriate.

### 2.12 Investments in associates

Associates are entities in which the Group has significant influence over the financial and operating policy decisions of the investee but does not have control or joint control of those policies. Significant influence is presumed to exist where the Group holds, directly or indirectly, 20% or more of the voting power of the investee, unless it can be clearly demonstrated that this is not the case.

The Group applies the equity method to account for its investments in associates. Under the equity method, on initial recognition the investment in an associate is recognised at cost, and the carrying amount is increased or decreased to recognise the Group's share of the post-acquisition profits or losses and other comprehensive income or expenses of the investee. The Group's share of the investee's profits or losses and other comprehensive income are recognised in the consolidated statement of comprehensive income.

Where an investment in an associate arises from the loss of control of a subsidiary, any retained interest is recognised at fair value on the date control is lost, and that fair value forms the initial carrying amount of the investment in associate for the purposes of applying the equity method.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss within 'Share of profit or loss of an associate' in the statement of comprehensive income.

The financial statements of associates are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

#### **Judgement**

The Group made a judgement that it has the power to exercise significant influence over Peel Hunt Fintech Ventures LLP despite holding less than 20% of the voting rights in the Company, which would ordinarily have been accounted for as an IFRS 9 Financial asset. More information is disclosed in Note 24.

## **2.13 Impairment of non-financial assets (excluding deferred tax assets)**

### ***Tangible and intangible assets***

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement.

### ***Investments in subsidiaries***

At the end of each reporting date a review for indicators of impairment is undertaken in respect of investment in the ordinary shares of subsidiaries. Factors considered in the review include the Group's prevailing market capitalisation versus the carrying amount of investments in subsidiaries and the economic viability and expected future financial performance of the Group. If there is an indicator of impairment, the Directors undertake a full impairment assessment. An impairment loss is recognised in the income statement when the carrying amount of investments in subsidiaries exceeds the recoverable amount. Subsequent to initial recognition, the investment in subsidiary is held at cost less accumulated impairment losses.

The recoverable amount is calculated as the higher of the value-in-use (VIU) or fair value less costs to sell (FVLCTS). VIU is derived from the present value of future cash flows expected to be received by the Company from the subsidiary. Refer to Note 2.6 for judgements and estimates made in relation to the impairment assessment performed.

## **2.14 Market and client debtors and creditors**

Market and client debtor balances represent unsettled sold securities transactions and are recognised on a trade date basis.

Market and client creditor balances represent unsettled purchased securities transactions and are recognised on a trade date basis. When there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability immediately, market and client debtors and creditors are offset, and the net amount reported in the consolidated statement of financial position. Market and client debtor and creditor balances in these financial statements include agreed counterparty netting of £36.4m (31 March 2025: £10.0m). Otherwise, all debtor and creditor balances are shown gross and are stated at their contractual values.

## **2.15 Financial instruments**

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the financial instrument.

### ***2.15.1 Financial assets***

All financial assets are recognised and derecognised on a trade date basis where the purchase or sale of a financial asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned. They are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit and loss, which are initially measured at fair value.

Financial assets are classified into the following categories:

- Financial assets at fair value through profit or loss (FVTPL)
- Financial assets held at amortised cost (AC)

Financial assets are classified on the basis of two criteria:

- i. The business model within which the financial asset is managed
- ii. Their contractual cash flow characteristics (whether the cash flows represent solely payments of principal and interest (SPPI))

The Group assesses the business model criteria at portfolio level. Information that is considered in determining the applicable business model includes: (i) policies and objectives for the relevant portfolio, (ii) how the performance and risks of the portfolio are managed, evaluated and reported to management, and (iii) the frequency, volume and timing of sales in prior periods, sales expectation for future periods, and the reasons for such sales.

## Notes to the financial statements

### 2.15 Financial instruments continued

The contractual cash flow characteristics of financial assets are assessed with reference to whether the cash flows represent SPPI. In assessing whether contractual cash flows are SPPI compliant, interest is defined as consideration primarily of the time value of money and the credit risk of the principal outstanding. The time value of money is defined as the element of interest that provides consideration only for the passage of time and not consideration for other risks or costs associated with holding the financial asset. Terms that could change contractual cash flows so that it would not meet the condition of SPPI are considered including (i) contingent features, (ii) non-recourse arrangements, and (iii) features that could modify the time value of money.

#### Financial assets at FVTPL

Financial assets are classified as at FVTPL where the financial asset is either held for trading or it is designated as at FVTPL by management.

A financial asset is classified as held for trading if:

- It has been acquired principally for the purpose of selling in the near term
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term trading
- It is a derivative that is not recognised and effective as a hedging instrument

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- It eliminates or significantly reduces a measurement or recognition inconsistency, sometimes known as an 'accounting mismatch', that otherwise would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on reassessment recognised in the income statement. The net gain or loss in the income statement incorporates any dividend or interest earned on the financial asset.

#### Financial assets held at AC

Financial assets that are held to collect the contractual cash flows and which contain contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest are measured at amortised cost. Such financial assets include trade receivables, loans and other non-derivative financial assets that have fixed or determinable payments.

Financial assets are initially recorded at fair value and subsequently measured at amortised cost if they are held within a business model whose objective is to hold the financial assets in order to collect contractual cash flows and their contractual cash flows represent SPPI. Financial assets held at amortised cost are measured at amortised cost using the effective interest method, less any impairment. Interest income, which is recognised on an accrued basis using the effective interest method, is reported in the income statement.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### Impairment of financial assets

Provisions for expected credit losses for trade receivables are recognised based on the simplified approach within IFRS 9. Under the simplified impairment approach, the measurement basis for the credit loss allowance is lifetime Expected Credit Losses (ECL). The Group elected to use a simplified 'provision matrix' for calculating expected losses as an IFRS 9 practical expedient. The provision matrix is based on the Group's historical default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

## 2.15 Financial instruments continued

The lifetime ECL is calculated by multiplying the relevant default rate (i.e. historical default rates plus adjustments for forward-looking estimates) per ageing bucket with the corresponding trade receivable. The provision for ECL is recognised in the income statement. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

In respect of equity investments not held for trading, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income.

### Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

#### 2.15.2 Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

### Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or financial liabilities at AC. Financial liabilities at amortised cost (also includes borrowings) are initially measured at fair value, net of transaction costs, and subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective interest basis.

#### Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL with the financial instrument being held for trading or it is designated as at FVTPL by management. A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of selling it in the near term
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking
- It is a derivative that is not designated and effective as a hedging instrument

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise. This is also true for contracts containing one or more embedded derivatives
- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the other gains and losses line item in the income statement.

#### 2.15.3 Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

## Notes to the financial statements

### 2.16 Leases

Leases under IFRS 16 are defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration.

The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. The lease liability is presented as a separate line in the consolidated statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Where a lease modification does not result in a separate lease, the Group remeasures the lease liability at the effective date of the modification using a revised discount rate, with a corresponding adjustment recognised in the carrying amount of the right-of-use asset.

The right-of-use assets are presented as a separate line in the statement of financial position.

### 2.17 Pensions

The Group makes pension contributions to employees' personal pension schemes. The Group's contributions are charged to the income statement as they fall due.

### 2.18 Taxation

#### *Current tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

#### *Deferred tax*

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

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the financial year when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

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

## 2.19 Cash and cash equivalents

Cash is represented by cash in hand and deposits held with financial institutions repayable without penalty. Cash equivalents are highly liquid investments that mature no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

Where client money balances are held by the Group, as part of its client money obligations those funds must be held in segregated accounts, not available for use by the Group, and must comply with regulatory safeguarding compliance requirements. The Group is not a party to the contractual provisions nor a beneficial owner of the funds. As a result, the Group has determined that it does not have control over these balances and does not include them and their corresponding liability on the consolidated statement of financial position.

## 2.20 Share-based payments

The Group issues equity-settled share-based awards to employees of the Group through share options under the Peel Hunt Long Term Incentive Plan (LTIP). The LTIP provides the rules under which the Restricted Share Plan (RSP) awards were granted. Share options are awarded to employees taking into account the requirements of the Investment Firms Prudential Regime (IFPR).

Equity-settled share-based payment schemes are measured at fair value, excluding the effect of non-market-based vesting conditions if any, at the date of grant using an appropriate option pricing model. Share options under the RSP have been valued using a Black-Scholes-Merton option pricing model as only a service-based condition exists. The RSP scheme requires the estimation of an appropriate forfeiture rate to estimate the number of share options that are likely to vest. The fair value of the share options is recognised over the vesting period to reflect the value of the employee services received. Charges relating to grants to employees of the Company are recognised as an expense in the consolidated statement of comprehensive income with the corresponding entry taken to equity.

The Group has an established employee benefit trust (Peel Hunt Share Trust) in respect of the Group's share plans which is funded by the Group and has the power to acquire ordinary shares from the Group or in the open market to meet the Group's future obligations under these plans. The EBT is a discretionary trust for the benefit of employees.

On consolidation, the cost of shares acquired by the Employee Benefit Trust was deducted as an adjustment to equity. Gains and losses arising on Employee Benefit Trust-related transactions are taken directly to equity.

## 3 Revenue

Revenue comprises the following:

	<b>Consolidated Year ended 31 March 2026 £'000</b>	Consolidated Year ended 31 March 2025 £'000
Research payments and Execution commission	<b>28,592</b>	26,108
Execution Services revenue	<b>47,772</b>	33,673
Investment Banking revenue	<b>67,092</b>	31,526
<b>Total revenue for the year</b>	<b>143,456</b>	91,307

Although there are different revenue types, the Group's activities are managed as a single business unit. All material revenue was generated from the Group's activities within the UK.

## Notes to the financial statements

### 4 Profit/(loss) from operations

The following items have been included in arriving at the profit/(loss) from operations:

	Consolidated Year ended 31 March 2026 £'000	Consolidated Year ended 31 March 2025 £'000
Depreciation and amortisation	1,841	1,947
Lease depreciation (see Note 22)	2,234	2,482
Staff costs including staff restructuring costs (see Note 5)	80,770	55,490
Other non-staff costs	34,446	33,181
Auditors' remuneration in respect of Company	226	235
Auditors' remuneration in respect of subsidiaries	363	375
Audit-related assurance services	132	143
Other assurance services	31	25
Other non-audit services	1	13
<b>Total administrative expenses</b>	<b>120,044</b>	<b>93,891</b>

Auditors' remuneration in respect of subsidiaries includes £300k (FY25: 307k) in relation to PricewaterhouseCoopers LLP (PWC). Audit-related assurance services include £132k (31 March 2025: £128k) and £nil (31 March 2025: £15k) for Peel Hunt LLP and RetailBook for CASS audit, respectively. Other assurance services include £24k (31 March 2025: £23k) relating to the banking covenant review. £nil (31 March 2025: £12k) of other non-audit services relates to RetailBook. Other non-staff costs are expenses incurred in the normal course of business such as technology costs, premises costs, professional and regulatory fees, brokerage and clearing fees.

### 5 Staff costs

	Consolidated Year ended 31 March 2026 £'000	Consolidated Year ended 31 March 2025 £'000
Wages and salaries	67,908	46,450
Social security costs	10,027	5,923
Pensions costs	2,341	2,570
Other costs	494	547
<b>Total staff costs charged as an expense for the year</b>	<b>80,770</b>	<b>55,490</b>

Wages and salaries includes variable compensation for employees, share-based payment charges and staff restructuring costs. Directors' remuneration is disclosed in the Remuneration Committee report on page 58. Other than the Non-Executive Directors, no staff are employed by the Company.

The average number of employees of the Group during the year was:

	As at 31 March 2026	2025/26 Average	As at 31 March 2025	2024/25 Average
Dealing, sales, research and corporate advisory	172	177	178	193
Support and administration	93	89	96	98
Group employees excluding RetailBook	265	266	274	291
RetailBook	–	1	13	7
<b>Total number of employees of the Group</b>	<b>265</b>	<b>267</b>	<b>287</b>	<b>298</b>

## 6 Net finance expense

	Consolidated Year ended 31 March 2026 £'000	Consolidated Year ended 31 March 2025 £'000
<b>Finance income</b>		
Interest received	999	1,495
<b>Finance expense</b>		
Interest paid	(147)	(293)
Interest on lease liabilities	(1,358)	(712)
Interest on long-term loan	(610)	(1,100)
Finance expense for the year	(2,115)	(2,105)
<b>Net finance expense for the year</b>	<b>(1,116)</b>	<b>(610)</b>

## 7 Tax on profit/(loss) on ordinary activities

### 7.1 Tax on profit/(loss)

Since the UK is the primary tax jurisdiction for the Group the corporation tax is calculated at 25% (2025: 25%) of the estimated taxable profit for the year. Taxation for other jurisdictions is relevant to the Group and is calculated at the rates prevailing in the respective jurisdictions. The tax expense per the consolidated statement of comprehensive income comprises the following:

	Consolidated Year ended 31 March 2026 £'000	Consolidated Year ended 31 March 2025 £'000
<b>Current tax:</b>		
UK Corporation tax for the year	7,625	389
Foreign tax for the year	233	96
Adjustments in respect of prior years	–	(408)
<b>Deferred tax:</b>		
Origination and reversal of timing differences (see Note 14)	(1,669)	6
<b>Total tax expense reported in the consolidated statement of comprehensive income</b>	<b>6,189</b>	<b>83</b>

### 7.2 Reconciliation of tax expense

The reconciliation between the tax charge and the accounting profit/(loss) multiplied by the rate of corporation tax in the UK is as follows:

	Consolidated Year ended 31 March 2026 £'000	Consolidated Year ended 31 March 2025 £'000
<b>Profit/(loss) before tax on continuing operations</b>	<b>21,102</b>	<b>(3,497)</b>
Tax at the UK corporation tax rate of 25% (2025: 25%)	5,275	(874)
Tax effect of profit from other jurisdictions and entities not available for Group relief	208	339
Tax effect of expenses not deductible for tax	2,216	990
Adjustments in respect of prior years	(1,669)	(408)
Temporary differences	159	36
<b>Total tax expense reported in the consolidated statement of comprehensive income</b>	<b>6,189</b>	<b>83</b>

## Notes to the financial statements

### 8 Property, plant and equipment

Group	Leasehold buildings and improvements £'000	Office equipment £'000	Fixtures and fittings £'000	Consolidated Total £'000
2026				
<b>Cost</b>				
Balance at 1 April 2025	11,689	5,276*	1,720	18,685
Additions during the year	296	546	40	882
Derecognition of RetailBook	–	(32)	–	(32)
<b>Balance at 31 March 2026</b>	<b>11,985</b>	<b>5,790</b>	<b>1,760</b>	<b>19,535</b>
<b>Accumulated depreciation</b>				
Balance at 1 April 2025	(6,822)	(4,780)	(1,368)	(12,970)
Charge for the year	(901)	(405)	(155)	(1,461)
<b>Balance at 31 March 2026</b>	<b>(7,723)</b>	<b>(5,185)</b>	<b>(1,523)</b>	<b>(14,431)</b>
<b>Carrying value at 31 March 2026</b>	<b>4,262</b>	<b>605</b>	<b>237</b>	<b>5,104</b>

\*Included in this amount is £35k re-allocated from other assets.

2025	Leasehold buildings and improvements £'000	Office equipment £'000	Fixtures and fittings £'000	Consolidated Total £'000
<b>Cost</b>				
Balance at 1 April 2024	11,616	4,807*	1,681	18,104
Additions during the year	73	471	39	583
Disposals during the year	–	(2)	–	(2)
<b>Balance at 31 March 2025</b>	<b>11,689</b>	<b>5,276</b>	<b>1,720</b>	<b>18,685</b>
<b>Accumulated depreciation</b>				
Balance at 1 April 2024	(5,937)	(4,439)	(1,173)	(11,549)
Charge for the year	(885)	(341)	(195)	(1,421)
<b>Balance at 31 March 2025</b>	<b>(6,822)</b>	<b>(4,780)</b>	<b>(1,368)</b>	<b>(12,970)</b>
<b>Carrying value at 31 March 2025</b>	<b>4,867</b>	<b>496</b>	<b>352</b>	<b>5,715</b>

\*Included in this amount is £35k re-allocated from other assets.

## 9 Intangible assets

### Group

2026	Intellectual property in progress £'000	Internal software intellectual property £'000	Sports debentures £'000	Computer software £'000	Consolidated Total £'000
<b>Cost</b>					
Balance at 1 April 2025	20	2,429	62	1,088	3,599
Additions during the year	107	–	–	53	160
Transfers (out)/in	(107)	107	–	–	–
Derecognition of RetailBook	–	(1,025)	–	–	(1,025)
<b>Balance at 31 March 2026</b>	<b>20</b>	<b>1,511</b>	<b>62</b>	<b>1,141</b>	<b>2,734</b>
<b>Accumulated amortisation</b>					
Balance at 1 April 2025	–	(852)	(14)	(1,075)	(1,941)
Charge for the year	–	(362)	–	(18)	(380)
Impairment	(20)	–	–	–	(20)
<b>Balance at 31 March 2026</b>	<b>(20)</b>	<b>(1,214)</b>	<b>(14)</b>	<b>(1,093)</b>	<b>(2,341)</b>
<b>Carrying value at 31 March 2026</b>	<b>–</b>	<b>297</b>	<b>48</b>	<b>48</b>	<b>393</b>

2025	Intellectual property in progress £'000	Internal software intellectual property £'000	Sports debentures £'000	Computer software £'000	Consolidated Total £'000
<b>Cost</b>					
Balance at 1 April 2024	1,175	991	62	1,088	3,316
Additions during the year	283	–	–	–	283
Transfers (out)/in	(1,438)	1,438	–	–	–
<b>Balance at 31 March 2025</b>	<b>20</b>	<b>2,429</b>	<b>62</b>	<b>1,088</b>	<b>3,599</b>
<b>Accumulated amortisation</b>					
Balance at 1 April 2024	–	(347)	(14)	(1,054)	(1,415)
Charge for the year	–	(505)	–	(21)	(526)
<b>Balance at 31 March 2025</b>	<b>–</b>	<b>(852)</b>	<b>(14)</b>	<b>(1,075)</b>	<b>(1,941)</b>
<b>Carrying value at 31 March 2025</b>	<b>20</b>	<b>1,577</b>	<b>48</b>	<b>13</b>	<b>1,658</b>

Intellectual property in progress and Internal software intellectual property are internally generated intangible assets that are directly attributable to the development costs for individual internal projects that are capitalised based on management's assessment of the likelihood of a successful outcome for each project. This is based on management's judgement that the project is technologically, commercially and economically feasible. The completed internal projects are transferred from Intellectual property in progress to Internal software intellectual property when the software is available for use. During the prior year £1.1m related to RetailBook was transferred out of Intellectual property in progress to Internal software intellectual property and the remaining £0.3m relates to completed internal projects.

## Notes to the financial statements

### 10 Financial assets and liabilities at fair value through profit and loss

	Consolidated 31 March 2026 £'000	Consolidated 31 March 2025 £'000
Long positions in market-making and dealing operations		
– Listed securities	85,281	66,826
– Unlisted securities	2,363	1,713
<b>Long securities held for trading</b>	<b>87,644</b>	<b>68,539</b>
Short positions in market-making and dealing operations		
– Listed securities	(63,325)	(53,652)
– Unlisted securities	(114)	(118)
<b>Short securities held for trading</b>	<b>(63,439)</b>	<b>(53,770)</b>

### 11 Cash collateral

	Consolidated 31 March 2026 £'000	Consolidated 31 March 2025 £'000
Cash collateral	2,429	2,392
<b>Total cash collateral</b>	<b>2,429</b>	<b>2,392</b>

The Group enters into stock borrowing agreements with a number of institutions on a collateralised basis. Under such agreements securities are borrowed with a commitment to return them at a future date. The securities borrowed are not recognised on the statement of financial position. The cash pledged is recorded on the statement of financial position as cash collateral within trade and other debtors, the value of which is insignificantly different from the value of the securities borrowed.

Cash collateral is included within Other debtors line in Note 12.

### 12 Trade and other debtors

	Company 31 March 2026 £'000	Company 31 March 2025 £'000	Consolidated 31 March 2026 £'000	Consolidated 31 March 2025 £'000
Trade receivables	–	–	3,657	1,952
Less: Expected credit losses	–	–	(345)	(449)
Net trade receivables	–	–	3,312	1,503
Accrued income	–	–	3,328	2,884
Deposits paid for property licence	–	–	57	156
Amounts due from related companies (see Note 25)	12,569	10,382	–	–
Prepayments	–	–	5,364	5,899
Other debtors	32	32	5,302	9,600
<b>Total trade and other debtors</b>	<b>12,601</b>	<b>10,414</b>	<b>17,363</b>	<b>20,042</b>

The majority of the trade receivables balance relates to Investment Banking fees and Research payments raised towards the end of the financial year, of which most have subsequently been paid.

Trade and other receivables are stated net of expected credit losses.

## 12 Trade and other debtors continued

	<b>Consolidated 31 March 2026 £'000</b>	Consolidated 31 March 2025 £'000
At 1 April	<b>(449)</b>	(707)
Movement to level of expected credit losses	<b>104</b>	258
<b>At 31 March</b>	<b>(345)</b>	(449)

Any changes to the provision for the expected credit losses are recognised in the statement of comprehensive income within administrative expenses. Due to the immaterial nature of the Group's provision for expected credit losses, trade and other receivables are shown net of this provision on the statement of financial position.

## 13 Cash and cash equivalents

	<b>Company 31 March 2026 £'000</b>	Company 31 March 2025 £'000	<b>Consolidated 31 March 2026 £'000</b>	Consolidated 31 March 2025 £'000
Cash in hand and held at bank	<b>59</b>	29	<b>24,412</b>	17,595
Cash equivalents	–	–	<b>12,444</b>	2,800
<b>At 31 March</b>	<b>59</b>	29	<b>36,856</b>	20,395

Cash held in segregated bank accounts relating to monies held on behalf of clients amounted to £18.4m at 31 March 2026 (31 March 2025: £10.9m) and is excluded from the amounts above and the statement of financial position. Client money relates to amounts received in the ordinary course of settlement of clients' trades and received in advance for the purchase of securities.

Cash equivalents comprise money market funds that are highly liquid and readily convertible to cash.

## 14 Deferred tax asset

	<b>Consolidated 31 March 2026 £'000</b>	Consolidated 31 March 2025 £'000
<i>Deferred tax asset comprises</i>		
<b>Capital allowances:</b>		
Brought forward	<b>180</b>	174
Amounts debited to the profit and loss	<b>1,670</b>	6
<b>Carried forward</b>	<b>1,850</b>	180
<b>Other:</b>		
Brought forward	<b>292</b>	235
Amounts credited to the profit and loss	<b>8</b>	57
<b>Carried forward</b>	<b>300</b>	292
<b>Total deferred tax asset carrying amount</b>	<b>2,150</b>	472

The deferred tax asset is primarily driven by share-based payments and reflects the net tax charge at the UK enacted rate of 25%. The whole amount of deferred tax is expected to be recovered from taxable profits no more than 12 months after the reporting period.

## Notes to the financial statements

### 15 Trade and other creditors

	Company 31 March 2026 £'000	Company 31 March 2025 £'000	Consolidated 31 March 2026 £'000	Consolidated 31 March 2025 £'000
Accrued expenses	–	–	28,056	4,053
Amounts due to related companies (see Note 25)	21,336	24,970	–	–
Other creditors	448	182	2,668	4,806
<b>Total trade and other creditors</b>	<b>21,784</b>	<b>25,152</b>	<b>30,724</b>	<b>8,859</b>

### 16 Financial instruments

#### 16.1 Capital structure

The capital of the Group and Company is structured in the form of issued share capital and reserves.

##### 16.1.1 Financial assets and liabilities

The carrying amounts of financial assets and liabilities are as follows (excluding non-financial items otherwise contained within the primary statements):

	Company 31 March 2026 £'000	Company 31 March 2025 £'000	Consolidated 31 March 2026 £'000	Consolidated 31 March 2025 £'000
<b>Financial assets measured at fair value through profit and loss</b>				
Securities held for trading	–	–	87,644	68,539
<b>Financial assets held at amortised cost</b>				
Market and client debtors	–	–	642,281	496,029
Trade and other debtors	12,569	10,382	8,671	8,947
Cash and cash equivalents	59	29	36,856	20,395
<b>Total financial assets</b>	<b>12,628</b>	<b>10,411</b>	<b>775,452</b>	<b>593,910</b>
<b>Financial liabilities measured at fair value through profit and loss</b>				
Securities held for trading	–	–	(63,439)	(53,770)
<b>Financial liabilities at amortised cost</b>				
Market and client creditors	–	–	(575,287)	(447,146)
Trade and other creditors	(21,784)	(25,152)	(24,746)	(3,116)
Lease liabilities	–	–	(23,385)	(16,816)
Loan	(10,000)	(9,000)	(10,000)	(9,000)
<b>Total financial liabilities</b>	<b>(31,784)</b>	<b>(34,152)</b>	<b>(696,857)</b>	<b>(529,848)</b>

## **16.2 Risk management review**

The Board and Group Risk Committee are responsible for the oversight of risk management throughout the Group. This is achieved through a combination of Group-level policies and processes and a range of local risk management frameworks and governance committees within the different operating entities.

The Group Risk Framework (GRF) caters for all main risk types. The design, operation and maintenance of the GRF is the responsibility of the Risk Advisory and Oversight (RAO) department, which includes:

- Monitoring of risk profile against approved risk appetite
- Providing oversight and challenge of functional business units in their management of risk
- Reporting and escalation of key risk matters to the Executive Board and to the Group Risk Committee
- Monitoring the external environment for risks to strategic objectives

The main governance forums for risk and control issues are the Group Risk Committee, the Group Audit Committee and the Executive Risk Committee (ERC).

The ERC meets a minimum of four times per year and reports into the Executive Board. The main purpose of the ERC is to oversee the first line management of risks, confirm that the business is operating within agreed risk limits and risk appetite, provide executive review and discussion of documents to be reviewed by the Group Risk Committee and to discuss any risk issues before these are reported to the Group Risk Committee. The ERC has delegated authority from the Executive Board.

## **16.3 Risk management framework**

The GRF includes a formal Risk Appetite Statement (RAS) approved by the Board which is reviewed on an annual basis.

The RAS formalises risk appetite through qualitative and quantitative measures, which is then communicated throughout the firm through appropriate limits, metrics and key risk indicators. The firm operates a typical three lines model, with managers of functional business units acting as the first line, responsible for managing risks within their departments. RAO and Compliance act as the second line, providing oversight and challenge of the first line. Internal Audit represents the third line.

The Group maintains a risk register which lists all the key risks to which the firm is exposed and records both the inherent and residual risk assessments, taking into account the effectiveness of the design and operation of mitigating controls. The risk register is overseen by the Group Risk Committee, to ensure that risks are being identified and managed appropriately and that any management actions arising therefrom are being completed on a timely basis.

The risk management framework under which the business operates is documented in the GRF, which is promulgated and applied through risk management policies. Both the policies and the risk limits are reviewed on an ongoing basis by the Executive Board and the Group Risk Committee. RAO monitors the application of this framework and related policies and enforces these limits as part of the day-to-day activities of the business.

## Notes to the financial statements

### 16.4 Market risk

Market risk is the risk of loss caused by changes in the level or volatility of market rates or prices such as interest rates, equity prices and foreign exchange rates.

The Group controls market risk using aggregate trading and individual position limits, with the first line unit responsible for monitoring intra-day trading risk and for monitoring and reporting end-of-day limit usage to senior management. RAO is responsible for ensuring risk limits and reporting of trading risk are appropriate, as well as undertaking independent daily reporting which references externally provided end-of-day market prices (and challenging/escalating where required).

#### 16.4.1 Price risk

Price risk is the risk of loss through changes in market prices. The Group is exposed to price risk through changes in prices and the volatility of prices on its holdings which comprises securities held for trading, predominantly arising from market making.

The Company is not exposed to price risk through holding of securities or investments not held for trading.

The Group conducted a sensitivity analysis on a 5% increase/decrease in equity prices on securities held for trading. Assuming all other variables remain constant, the sensitivity analysis results in a change in loss from operations for the year of +/- £1.2m (2025: +/- £0.7m).

#### 16.4.2 Interest rate risk

Interest rate risk is the risk of loss due to changes in market interest rates. Interest rate risk arises on exposures relating to excess funds in cash, loan facilities with credit institutions and fixed income securities.

The Group conducted a sensitivity analysis on a 100bps increase in interest rates. Assuming all other variables remain constant, the sensitivity analysis results in a net increase in interest expense of £0.2m (2025: £0.2m).

#### 16.4.3 Foreign currency risk

Foreign currency risk is the risk of loss due to changes in foreign exchange rates. Foreign currency risk arises on financial instruments or obligations that are denominated in a currency other than sterling.

Foreign currency exposure comprises the following unmatched assets and liabilities denominated in currencies other than the Group's functional currency, expressed in sterling equivalent:

	Consolidated 31 March 2026 £'000	Consolidated 31 March 2025 £'000
<b>Net assets</b>		
Euro	594	332
US dollar	435	596
Other	925	668
<b>Total currency exposure</b>	<b>1,954</b>	1,596

## 16 Financial instruments continued

### 16.4.4 Fair value measurement

The fair value measurement of the Group's financial assets and liabilities utilises market observable inputs and data as far as possible. The table below shows the financial instruments carried at fair value by following the fair valuation hierarchy in accordance with IFRS 13:

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

As at 31 March 2026	Level 1 £'000	Level 2 £'000	Level 3 £'000	Consolidated Total £'000
<b>Financial assets measured at fair value through profit and loss</b>				
Securities held for trading	85,281	1,347	1,016	87,644
<b>Total financial assets as at 31 March 2026</b>	<b>85,281</b>	<b>1,347</b>	<b>1,016</b>	<b>87,644</b>
<b>Financial liabilities measured at fair value through profit and loss</b>				
Securities held for trading	(63,325)	–	(114)	(63,439)
<b>Total financial liabilities as at 31 March 2026</b>	<b>(63,325)</b>	<b>–</b>	<b>(114)</b>	<b>(63,439)</b>

As at 31 March 2025	Level 1 £'000	Level 2 £'000	Level 3 £'000	Consolidated Total £'000
<b>Financial assets measured at fair value through profit and loss</b>				
Securities held for trading	66,826	668	1,045	68,539
<b>Total financial assets as at 31 March 2025</b>	<b>66,826</b>	<b>668</b>	<b>1,045</b>	<b>68,539</b>
<b>Financial liabilities measured at fair value through profit and loss</b>				
Securities held for trading	(53,652)	–	(118)	(53,770)
<b>Total financial liabilities as at 31 March 2025</b>	<b>(53,652)</b>	<b>–</b>	<b>(118)</b>	<b>(53,770)</b>

The carrying amounts of financial instruments other than those designated at fair value are not significantly different from fair value. The Company does not have any financial instruments held at FVTPL.

Financial assets and liabilities recognised at fair value through profit and loss in the financial statements are reviewed to determine whether transfers have occurred between Level 3 and other levels in the hierarchy by re-assessing the categorisation at the end of each reporting year. Movements in Level 3 financial assets and liabilities on a net basis are as follows:

	Consolidated 2026 £'000	Consolidated 2025 £'000
<b>At 1 April</b>	<b>927</b>	864
Additions	377	315
Net losses	(40)	(51)
Disposals	(86)	(134)
Transfer to Level 1	(276)	(67)
<b>At 31 March</b>	<b>902</b>	927

## Notes to the financial statements

### 16 Financial instruments continued

#### 16.4.5 Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to honour an obligation. The Group's primary credit risk exposures arise from its open trades with trading counterparties, including on underwritten transactions, and on balances on deposit with financial institutions.

The Group quantifies and monitors credit risk by managing counterparty credit exposure on pre-settlement risk and post-settlement risk. All counterparty credit exposures arising from the Group's trading activities are captured within one of these measures.

Exposures are measured from trade date on settlements and are calculated based on an estimate of the replacement cost of the trade if the counterparty were to default, based on the difference between the original transaction value and the market value of the unsettled trade.

Free deliveries represent settlements where the parties agree that the seller first delivers the security being sold to the buyer free of payment (FOP). The settlement risk exposure on free deliveries for securities sold is the full market value of the security underlying the trade.

RAO performs regular reviews on counterparty credit risk exposures and monitors these against counterparty trading limits.

The Group is exposed to underwriting risks where it underwrites investment transactions on behalf of its corporate clients. The Underwriting Committee reviews all proposed underwriting activities, and its authority is subject to strict underwriting limits, which includes appropriate escalation and approval from senior executives and the Board. Market positions which arise from underwriting are managed in accordance with the market risk policy.

The Group is also exposed to credit risk relating to non-trade receivables and other non-trade debtors. Exposures to this risk are monitored monthly by reviewing outstanding balances. The table below reflects the age analysis of financial assets:

	Overdue						Company
	Not due £'000	0-3 months £'000	3-6 months £'000	6-12 months £'000	> 1 year £'000	Impaired £'000	Carrying value before impairment £'000
As at 31 March 2026							
Trade and other debtors	12,569	–	–	–	–	–	12,569
<b>Total financial assets at 31 March 2026</b>	<b>12,569</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>12,569</b>
	Overdue						Company
	Not due £'000	0-3 months £'000	3-6 months £'000	6-12 months £'000	> 1 year £'000	Impaired £'000	Carrying value before impairment £'000
As at 31 March 2025							
Trade and other debtors	10,382	–	–	–	–	–	10,382
<b>Total financial assets at 31 March 2025</b>	<b>10,382</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>10,382</b>

### 16.4.5 Credit risk continued

As at 31 March 2026	Overdue					Impaired £'000	Consolidated Carrying value before impairment £'000
	Not due £'000	0-3 months £'000	3-6 months £'000	6-12 months £'000	> 1 year £'000		
<b>Financial assets measured at fair value through profit and loss</b>							
Securities held for trading	87,644	–	–	–	–	–	87,644
<b>Financial assets held at amortised cost</b>							
Market and client debtors	552,102	88,014	1,706	56	3	400	642,281
Trade and other debtors	5,564	2,582	66	0	114	345	8,671
<b>Cash</b>							
Cash and cash equivalents	36,856	–	–	–	–	–	36,856
<b>Total financial assets at 31 March 2026</b>	<b>682,166</b>	<b>90,596</b>	<b>1,772</b>	<b>56</b>	<b>117</b>	<b>745</b>	<b>775,452</b>

As at 31 March 2025	Overdue					Impaired £'000	Consolidated Carrying value before impairment £'000
	Not due £'000	0-3 months £'000	3-6 months £'000	6-12 months £'000	> 1 year £'000		
<b>Financial assets measured at fair value through profit and loss</b>							
Securities held for trading	68,539	–	–	–	–	–	68,539
<b>Financial assets held at amortised cost</b>							
Market and client debtors	433,881	60,218	1,634	63	2	231	496,029
Trade and other debtors	7,867	423	65	29	114	449	8,947
<b>Cash</b>							
Cash and cash equivalents	20,395	–	–	–	–	–	20,395
<b>Total financial assets at 31 March 2025</b>	<b>530,682</b>	<b>60,641</b>	<b>1,699</b>	<b>92</b>	<b>116</b>	<b>680</b>	<b>593,910</b>

### 16.5 Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting financial liabilities as they fall due, which are settled by delivering cash or another financial asset.

Liquidity risk is managed by regular reporting of sources and uses of funds to senior management, and strict trading systems controls that limit the amount of funding for trading activities. Further consideration of liquidity is undertaken with local governance as required. Operationally, this highlights at weekly intervals the areas of the trading portfolio that carry liquidity risk.

The Group's exposure to liquidity risk mainly arises from the market-making and fixed income trading activities.

## Notes to the financial statements

### 16.5 Liquidity risk continued

The maturity analysis below analyses the Company and Group's undiscounted cash outflows (except for lease liabilities which are discounted) relating to contractual liabilities:

As at 31 March 2026	< 1 year £'000	1-2 years £'000	2-5 year £'000	> 5 years £'000	Company Total £'000
Trade and other creditors	21,784	–	–	–	21,784
Loan <sup>1</sup>	3,994	3,761	3,528	–	11,283
<b>Total financial liabilities at 31 March 2026</b>	<b>25,778</b>	<b>3,761</b>	<b>3,528</b>	<b>–</b>	<b>33,270</b>

1. Includes the principal per the statement of financial position, plus accrued interest.

As at 31 March 2025	< 1 year £'000	1-2 years £'000	2-5 year £'000	> 5 years £'000	Company Total £'000
Trade and other creditors	25,152	–	–	–	25,152
Loan <sup>1</sup>	6,480	3,240	–	–	9,720
<b>Total financial liabilities at 31 March 2025</b>	<b>31,632</b>	<b>3,240</b>	<b>–</b>	<b>–</b>	<b>34,872</b>

1. Includes the principal per the statement of financial position, plus accrued interest.

As at 31 March 2026	< 1 year £'000	1-2 years £'000	2-5 year £'000	> 5 years £'000	Consolidated Total £'000
Market and client creditors	575,287	–	–	–	575,287
Trade and other creditors	24,746	–	–	–	24,746
Lease liabilities	449	2,430	7,984	12,522	23,385
Loan <sup>1</sup>	3,994	3,761	3,528	–	11,283
<b>Total financial liabilities at 31 March 2026</b>	<b>604,476</b>	<b>6,191</b>	<b>11,512</b>	<b>12,522</b>	<b>634,701</b>

1. Includes the principal per the statement of financial position, plus accrued interest.

As at 31 March 2025	< 1 year £'000	1-2 years £'000	2-5 year £'000	> 5 years £'000	Consolidated Total £'000
Market and client creditors	447,146	–	–	–	447,146
Trade and other creditors	3,116	–	–	–	3,116
Lease liabilities	2,983	3,070	9,666	1,097	16,816
Loan <sup>1</sup>	6,480	3,240	–	–	9,720
<b>Total financial liabilities at 31 March 2025</b>	<b>459,725</b>	<b>6,310</b>	<b>9,666</b>	<b>1,097</b>	<b>476,798</b>

1. Includes the principal per the statement of financial position, plus accrued interest.

## 16.6 Operational risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

The Group monitors and mitigates the effects of operational risks within the business through:

- Implementation of the GRF and related processes, which together set out how operational risk is: defined; identified and classified; assessed; managed, monitored and reported
- First line risk management, which ensures that all material operational risks within the Group are properly reviewed and monitored and that control processes are in place to reduce operational risks throughout the organisation
- Analysis and reporting of operational risk events, and reporting of any material failings or management actions, to local governance as required.

Risk and Control Self-Assessments (RCSA) are used to identify and assess inherent and residual risks, which reviews the effectiveness of the internal control framework to mitigate those risks.

## 17 Intercompany borrowings

	Company 31 March 2026 £'000	Company 31 March 2025 £'000
Subordinated loan – due more than 1 year	15,000	15,000
Intercompany loan – due within 1 year	3,000	3,000
<b>Total intercompany borrowings</b>	<b>18,000</b>	<b>18,000</b>

On 16 December 2021, the Company entered into an intercompany subordinated loan agreement with Peel Hunt Partnership Group Limited with a facility limit of £30m to support the regulatory capital requirements of the UK regulatory group. This subordinated loan is unsecured and qualifies for tier 2 regulatory capital. The termination date for the loan is 30 September 2030 with a principal repayment notice period of three months by either party whilst an interest rate of 7% p.a. is payable quarterly. On 1 January 2022, £15m of the facility was drawn which represents the balance at year end.

On 16 December 2021, the Company further entered into an intercompany loan agreement with the Peel Hunt LLP with a facility limit of £50m to support the working capital requirements. This intercompany loan is unsecured and does not qualify for regulatory capital. The loan has a one-month rolling term with a principal repayment notice period of one month by either party whilst an interest rate of 5.5% p.a. is payable quarterly. On 1 January 2022, £15m of the facility was drawn of which £12m has been settled through intercompany settlement during previous years. The £3m balance outstanding is included in Note 12.

## Notes to the financial statements

### 18 Long-term loans

	Company 31 March 2026 £'000	Company 31 March 2025 £'000	Consolidated 31 March 2026 £'000	Consolidated 31 March 2025 £'000
Loans due within one year	3,333	6,000	3,333	6,000
Loans due within two to five years	6,667	3,000	6,667	3,000
<b>Total loans</b>	<b>10,000</b>	<b>9,000</b>	<b>10,000</b>	<b>9,000</b>

The Senior Facilities Agreement (SFA) was refinanced in January 2026 and is repayable annually in equal amounts of £3.3m until fully repaid. Interest is accrued at 3.25% per year plus SONIA, payable quarterly in arrears.

The Group has a committed Revolving Credit Facility (RCF) of up to £20m and an overdraft facility of up to £10m in order to further support its general corporate and working capital requirements. Interest accrues at 3.25% (FY25: 3.25%) per year plus SONIA on drawn balances, and a flat 1% on the undrawn balance, quarterly in arrears. As at 31 March 2026 the RCF and overdraft facility were undrawn (31 March 2025: undrawn).

### 19 Ordinary share capital and other reserves

The ordinary share capital of the Company comprises the following:

	31 March 2026 £'000	31 March 2025 £'000
<b>Issued</b>		
Ordinary shares: 122,807,085 (31 March 2025: 122,807,085) shares of no par value	223,881	223,881
<b>Total ordinary share capital</b>	<b>223,881</b>	<b>223,881</b>

The Company's authorised share capital is 122,807,085 shares of no par value.

#### 19.1 Other reserves

Other reserves comprise retained earnings, share-based payment reserve and share premium.

### 20 Earnings/(loss) per share

	31 March 2026	31 March 2025
Weighted average number of ordinary shares in issue during the year	115,552,212	116,352,608
Dilutive effect of share option grants	12,208,187	10,363,476
<b>Diluted weighted average number of ordinary shares in issue during the year</b>	<b>127,760,399</b>	<b>126,716,084</b>

Basic earning/(loss) per share of 12.9 pence (31 March 2025: (2.3) pence) is calculated on total comprehensive income/(expense) for the year, attributable to the owners of the Company, of £14.9m (31 March 2025: £(2.7)m) and 115,552,212 (31 March 2025: 116,352,608) ordinary shares, being the weighted average number of ordinary shares in issue during the year.

The calculations exclude Company shares held by the Employee Benefit Trust on behalf of the Group.

The Company has 12,208,187 (31 March 2025: 10,363,476) of dilutive equity instruments outstanding as at 31 March 2026.

## 21 Cash generated from operations

Cash generated from operations as per the consolidated and company cash flow statements comprise of the following:

	Company Year ended 31 March 2026 £'000	Company Year ended 31 March 2025 £'000	Consolidated Year ended 31 March 2026 £'000	Consolidated Year ended 31 March 2025 £'000
<b>Profit/(loss) before tax for the financial year</b>	<b>(1,157)</b>	<b>(2,270)</b>	<b>21,102</b>	<b>(3,497)</b>
<i>Adjustments for:</i>				
Depreciation and amortisation	–	–	<b>4,075</b>	4,429
Impairment of intangible assets	–	–	<b>20</b>	–
Impairment of investments in subsidiaries	–	580	–	–
Impairment of investment in associate	–	–	–	538
Share of loss in associate	–	–	<b>1,415</b>	–
Decrease in expected credit losses on financial assets held at amortised cost	–	–	<b>65</b>	(258)
Decrease in provisions	–	–	<b>(116)</b>	(97)
Equity-settled share-based payments – IFRS 2 charge	<b>6,848</b>	1,481	<b>6,848</b>	1,521
Exercised options settled from Company shares	–	–	<b>1,454</b>	–
Revaluation of right-of-use assets and lease liabilities	–	–	<b>(2)</b>	(22)
Net finance (income)/expense	<b>(604)</b>	(110)	<b>1,116</b>	610
<i>Change in working capital:</i>				
(Increase)/decrease in net securities held for trading	–	–	<b>(9,436)</b>	10,031
Increase in net market and client debtors	–	–	<b>(18,279)</b>	(6,152)
Increase/(decrease) in trade and other debtors	<b>(2,186)</b>	(5)	<b>3,184</b>	(403)
(Decrease)/increase in trade and other creditors	<b>(3,368)</b>	7,179	<b>22,037</b>	1,408
<b>Cash generated from operations</b>	<b>182</b>	6,855	<b>30,575</b>	8,108
Interest received	<b>1,215</b>	1,212	<b>999</b>	1,495
Corporation tax paid	–	–	<b>(7,919)</b>	(2)
<b>Net cash generated from operations</b>	<b>748</b>	8,067	<b>23,655</b>	9,601

## Notes to the financial statements

### 22 Right-of-use assets and lease liabilities

The right-of-use assets and lease liabilities (current and non-current) represent two office property leases in London and New York that the Group currently uses, and car leases. In May 2023, the Group entered into a car leasing agreement with a third party for the benefit of UK employees. Consistent with property leases, the Group recognises a right-of-use asset and a corresponding lease liability for each individual car lease.

	Property leases Year ended 31 March 2026 £'000	Car leases Year ended 31 March 2026 £'000	Consolidated Total Year ended 31 March 2026 £'000	Property leases Year ended 31 March 2025 £'000	Car leases Year ended 31 March 2025 £'000	Consolidated Total Year ended 31 March 2025 £'000
Depreciation expense	(2,049)	(185)	(2,234)	(2,374)	(108)	(2,482)
Interest expense	(1,328)	(30)	(1,358)	(693)	(19)	(712)
<b>Net operating cost</b>	<b>(3,377)</b>	<b>(215)</b>	<b>(3,592)</b>	<b>(3,067)</b>	<b>(127)</b>	<b>(3,194)</b>

Lease liabilities are discounted using the incremental borrowing rate (IBR). The London lease was originally discounted at 3.97% but, following a rent review and subsequent lease modification during the year, the lease liability was remeasured using the revised IBR of 7.27% resulting in a re-measurement of lease liability and right-of-use asset of £8.4m. The IBR reflects the Group's marginal cost of borrowing at the modification date. The Group's New York office lease relates to premises entered into in the prior period and continues to be recognised at year end, discounted at an IBR of 3.50%.

The IBR for car leases on inception is made up of the Bank of England base rate (5.25%) plus a credit spread for Peel Hunt LLP less an asset factor adjustment assumption. We have used the following IBRs for car leases at initial recognition: 6.5% for 24-month leases, 7.0% for 30 and 36-month leases and 7.5% for 42 and 48-month leases.

The Group adopted the practical expedient in IFRS 16.B1 to combine each separate lease component and any associated non-lease components and account for them as a single car lease component except for car insurance costs which are expensed in the profit and loss account.

As at 31 March the Group held a balance for right-of-use assets and lease liabilities of:

<b>Right-of-use assets for the year ended:</b>	Property leases 31 March 2026 £'000	Car leases 31 March 2026 £'000	Consolidated Total 31 March 2026 £'000	Property leases 31 March 2025 £'000	Car leases 31 March 2025 £'000	Consolidated Total 31 March 2025 £'000
Opening balance sheet date	11,705	364	12,069	13,480	261	13,741
Additions	–	196	196	591	211	802
Re-measurement of right-of-use asset	8,404	–	8,404	–	–	–
Disposal	–	(37)	(37)	–	–	–
Revaluation of right-of-use asset	(13)	–	(13)	8	–	8
Depreciation charge	(2,049)	(185)	(2,234)	(2,374)	(108)	(2,482)
<b>Closing balance sheet date</b>	<b>18,047</b>	<b>338</b>	<b>18,385</b>	<b>11,705</b>	<b>364</b>	<b>12,069</b>

<b>Lease liabilities for the year ended:</b>	Property leases 31 March 2026 £'000	Car leases 31 March 2026 £'000	Consolidated Total 31 March 2026 £'000	Property leases 31 March 2025 £'000	Car leases 31 March 2025 £'000	Consolidated Total 31 March 2025 £'000
Opening balance sheet date	(16,468)	(348)	(16,816)	(18,460)	(250)	(18,710)
Additions	–	(196)	(196)	(600)	(211)	(811)
Re-measurement of lease liability	(8,404)	–	(8,404)	–	–	–
Disposal	–	23	23	–	–	–
Interest expense	(1,328)	(30)	(1,358)	(693)	(19)	(712)
Revaluation of lease liability	15	–	15	15	–	15
Lease payments	3,133	218	3,351	3,270	132	3,402
<b>Closing balance sheet date</b>	<b>(23,052)</b>	<b>(333)</b>	<b>(23,385)</b>	<b>(16,468)</b>	<b>(348)</b>	<b>(16,816)</b>

## 22 Right-of-use assets and lease liabilities continued

At 31 March the Group was committed to making the following payments in respect of leases:

Outstanding commitments:	Property leases	Car leases	Consolidated	Property leases	Car leases	Consolidated
	31 March 2026	31 March 2026	Total	31 March 2025	31 March 2025	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Within one year	2,077	196	2,273	3,403	150	3,553
Within two to five years	15,818	230	16,048	13,659	210	13,869
Over five years	15,345	–	15,345	824	–	824
<b>Total outstanding commitments</b>	<b>33,240</b>	<b>426</b>	<b>33,666</b>	<b>17,886</b>	<b>360</b>	<b>18,246</b>

The Group does not have variable lease payments, extension options and termination options.

## 23 Investments in subsidiaries

The Company directly holds 100% of the ordinary share capital of Peel Hunt International Limited, Peel Hunt Partnership Group Limited and Peel Hunt Ventures Limited. The principal subsidiaries of Peel Hunt Limited, all of which have been included in these consolidated financial statements, are as follows:

Name of subsidiary	Country of incorporation	Registered office	Nature of holding	Percentage ownership by Group
Peel Hunt International Limited	Guernsey	Mont Crevelt House, Bulwer Avenue, St Sampson, Guernsey GY2 4LH	Direct	100%
Peel Hunt Partnership Group Limited	England and Wales	100 Liverpool Street, London, United Kingdom, EC2M 2AT	Direct	100%
Peel Hunt Partnership Limited	England and Wales	100 Liverpool Street, London, United Kingdom, EC2M 2AT	Indirect	100%
Peel Hunt LLP	England and Wales	100 Liverpool Street, London, United Kingdom, EC2M 2AT	Indirect	100%
Peel Hunt Europe Fondsmæglersekskab A/S	Denmark	C/O Zieglers Gaard Office Club, Nybrogade 12, 1203 København K	Indirect	100%
Peel Hunt Inc.	Delaware, USA	10th Grand Central, 155 East 44th Street, New York, NY 10017, USA (previous address: 250 Park Avenue, 7th Floor, New York, NY 10177 USA)	Indirect	100%
Retail Book Holdings Limited (RBHL)	England and Wales	10 Queen Street Place, London, United Kingdom, EC4R 1AG	Indirect	34.63%
Retail Book Limited	England and Wales	10 Queen Street Place, London, United Kingdom, EC4R 1AG	Indirect	34.63%
Peel Hunt Ventures Limited	Guernsey	Mont Crevelt House, Bulwer Avenue, St Sampson, Guernsey GY2 4LH	Direct	100%
P.H. Nominees Limited*	England and Wales	100 Liverpool Street, London, United Kingdom, EC2M 2AT	Indirect	100%
Peel Hunt Middle East Limited	Abu Dhabi	Unit 108, 1st Floor, Pixel Tower 6, Al Reem Island, Abu Dhabi, United Arab Emirates	Indirect	100%

\*Company is dormant.

## Notes to the financial statements

### 23 Investments in subsidiaries continued

The Group's shareholding interest in RBHL was diluted to 34.63% (31 March 2025: 51.46%) following successful fundraising and issuance of share options into an employee benefit trust. Consequently, RBHL and Retail Book Limited (RBL) are no longer consolidated in the financial statements of the Group from May 2025 onwards. The assets and liabilities of RBHL and RBL have been derecognised (including non-controlling interests) and an investment in associate has been recognised in the financial statements. The Group retains significant influence in the financial and operating decisions of RBHL and RBL (refer to Note 24 for more details). RBL is a 100% (31 March 2025: 100%) owned subsidiary of RBHL. There are no other changes in the Group's interests (percentage holdings) in subsidiaries compared to the prior year except as indicated below.

During the year, the Group completed an internal reorganisation under which Peel Hunt Limited transferred its investment in Retail Book Holdings Limited to Peel Hunt Ventures Limited for consideration of £3.2m, satisfied through the issue of shares. This internal reorganisation did not change the Group's ultimate economic interest in RetailBook and gave rise to no gain or loss in the consolidated financial statements.

The SFA loan disclosed in Note 18 is secured against the assets of Peel Hunt Limited, as the obligor of the loans.

#### Peel Hunt International Limited

Investments in subsidiaries are accounted for at cost. The Company's investment in the share capital of Peel Hunt International Limited was as follows:

	2026 £'000	2025 £'000
Balance at 1 April	4,002	3,627
Additional investment in subsidiary	1,106	955
Impairment of investment in Peel Hunt International Limited	–	(580)
<b>Balance at 31 March</b>	<b>5,108</b>	<b>4,002</b>

During the year, the Company invested £1.1m capital into Peel Hunt International Limited for the purpose of capitalising Peel Hunt Europe Fondsmæglerselskab A/S (Peel Hunt Europe A/S) and Peel Hunt Middle East Limited, split as £1.0m and £0.1m respectively. In the prior year, the Company invested £1.0m in Peel Hunt International Limited to settle the intercompany position.

The Company's £0.6m gross investment in Peel Hunt International Limited was impaired following the write off of the investment in associate in relation to Peel Hunt Fintech Ventures LLP (see Note 24).

#### Peel Hunt Partnership Group Limited

The Company's investment in the share capital of Peel Hunt Partnership Group Limited was as follows:

	2026 £'000	2025 £'000
Balance at 1 April	182,129	182,129
<b>Balance at 31 March</b>	<b>182,129</b>	<b>182,129</b>

#### Peel Hunt Ventures Limited

The Company's investment in the share capital of Peel Hunt Ventures Limited was as follows:

	2026 £'000	2025 £'000
Balance at 1 April	–	–
Capital contribution	3,203	–
<b>Balance at 31 March</b>	<b>3,203</b>	<b>–</b>

## 23 Investments in subsidiaries continued

### Retail Book Holdings Limited

As noted above, Retail Book Holdings Limited is no longer a subsidiary of the Company and is reported as an associate investment in FY26 as disclosed in Note 24 below.

The Company's investment in the share capital of Retail Book Holdings Limited was as follows:

	2026 £'000	2025 £'000
Balance at 1 April	–	3,212
Disposal of investment in subsidiary	–	(9)
<b>Balance at 31 March</b>	<b>–</b>	<b>3,203</b>

### Subsidiary with significant non-controlling interests (Retail Book Holdings Limited and its subsidiary Retail Book Limited)

As at/year ended 31 March	2026	2025
Proportion of ownership interests and voting rights held by non-controlling interests (%)	–	48.54

### Place of business

	United Kingdom	United Kingdom
Loss attributable to non-controlling interests	–	(852)
Accumulated non-controlling interests in subsidiary	–	1,575
Dividends paid to non-controlling interests	–	–

### Summarised financial information

As at/year ended 31 March	2026 £'000	2025 £'000
Total assets	–	2,855
Total liabilities	–	(496)
Net operating loss	–	(1,898)
Loss for the year*	–	(1,769)
Total comprehensive expense for the year	–	(1,769)

\*Loss for the prior year is 100% attributable to the Group as the dilution happened at the end of the year.

## Notes to the financial statements

### 24 Investments in associates

The following entity has been included in the consolidated financial statements using the equity method:

Name of associate	Country of incorporation	Registered office	Percentage ownership by the Group	
			31 March 2026	31 March 2025
Peel Hunt Fintech Ventures LLP	England and Wales	100 Liverpool Street, London, United Kingdom, EC2M 2AT	16.17%	16.96%
Peel Hunt Fintech Ventures 2 LLP	England and Wales	100 Liverpool Street, London, United Kingdom, EC2M 2AT	16.17%	16.96%
Retail Book Holdings Limited*	England and Wales	10 Queen Street Place, London, United Kingdom, EC4R 1AG	34.63%	–

\*The Company was incorporated on 9 September 2024.

#### Peel Hunt Fintech Ventures LLP

The Group's interest was diluted to 16.17% (FY25: 16.96%) during the year following a £0.2m capital injection by an external shareholder. The Group holds significant influence despite holding less than a 20% interest due to having the right to buy up to a 50% interest in the investee and the ability of the Group to participate in the running of the investee as a designated member.

- The Group's wholly owned subsidiary Peel Hunt Ventures Limited (previously Peel Hunt International Limited) is appointed as one of the two designated members of Peel Hunt Fintech Ventures LLP. Designated members make all business decisions and have a right to enter into and execute deeds for and on behalf of the investee.

In the prior year, the Group's gross investment in Peel Hunt Fintech Ventures LLP was £0.6m was impaired due to failure to achieve milestones set as a result of challenging market conditions. The impairment loss was recognised in the consolidated statement of comprehensive income under the share of loss from associate line item. The recoverable amount was determined based on the value-in-use of nil assuming no material expected future cash flows will be received from the investee.

#### *Holding Company restructure for Peel Hunt Fintech Ventures LLP and Peel Hunt Fintech Ventures 2 LLP*

As part of the same internal reorganisation mentioned above, Peel Hunt Ventures Limited was appointed as a designated member of Peel Hunt FinTech Ventures LLP and Peel Hunt FinTech Ventures 2 LLP, replacing Peel Hunt International Limited, with capital contributions of £650,078 and £200 respectively.

The capital contributions to Peel Hunt FinTech Ventures LLP and Peel Hunt FinTech Ventures 2 LLP were funded through the withdrawal of capital by Peel Hunt International Limited on its retirement as a member, followed by an interim dividend to Peel Hunt Limited and onward capitalisation into Peel Hunt Ventures Limited, resulting in no net cash impact or change in net assets at Group level.

#### Retail Book Holdings Limited

During the year, the Group's interest in Retail Book Holdings Limited ("RetailBook") reduced to below 50% in May 2025. As a result, the Group ceased to control RetailBook from that date and now accounts for its interest as an investment in associate, reflecting the Group's significant influence over RetailBook rather than control.

At 31 March 2026, the carrying amount of the Group's investment in RetailBook was £1.6m. The Group recognised £0.1m loss on derecognition of Retail Book Holdings Limited and £1.3m share of loss from the associate from the date of loss of control to year end.

The summarised financial information of the Group's material associate, not adjusted for the Group's ownership percentage, is set out below. Comparative information for 2025 is not presented because Retail Book Holdings Limited was not an associate in the prior year.

## 24 Investments in associates continued

### RetailBook Holdings Limited

As at 31 March	2026 £'000	2025 £'000
<b>Statement of financial position</b>		
Non-current assets	29	–
Current assets	3,106	–
Current liabilities	(315)	–
<b>Net assets</b>	<b>2,820</b>	<b>–</b>
<b>Year ended 31 March</b>		
<b>Statement of comprehensive income</b>		
Revenue	1,332	–
Loss from continuing operations	(3,294)	–
Post-tax loss from continuing operations	(3,294)	–
Other comprehensive income	–	–
<b>Total comprehensive expense</b>	<b>(3,294)</b>	<b>–</b>

### Summarised financial information (immaterial associates)

#### Peel Hunt Fintech Ventures LLP

Year ended 31 March	2026 £'000	2025 £'000
<b>Statement of comprehensive income</b>		
Loss from continuing operations	–	(538)
Post-tax loss from continuing operations	–	(538)
Other comprehensive income	–	–
<b>Total comprehensive expense</b>	<b>–</b>	<b>(538)</b>

Note: No disclosure is made in relation to Peel Hunt Fintech Ventures 2 LLP as it is insignificant.

## 25 Related party transactions

During the year, the following transactions occurred with related parties:

### 25.1 Transactions with Group companies

Peel Hunt Limited is the ultimate controlling party of Peel Hunt Partnership Group Limited, Peel Hunt Partnership Limited, Peel Hunt LLP, Peel Hunt International Limited, Peel Hunt Europe A/S, Peel Hunt Ventures Limited, Peel Hunt Inc and Peel Hunt Middle East Limited. Intra-group transactions between Group companies and the Company are eliminated on consolidation and are not disclosed in this note. Amounts owed between the Company and its subsidiaries are disclosed in Notes 12, 15 and 17.

The intra-group balances disclosed in Notes 12 and 15 include transactions with Peel Hunt Partnership Group Limited, Peel Hunt Partnership Limited, Peel Hunt LLP and Peel Hunt International Limited. As at 31 March 2026, the Company was owed £1.6m (31 March 2025: £0.7m) by Peel Hunt International Limited, £0.6m by Peel Hunt LLP (31 March 2025: £nil) and £8.0m (31 March 2025: £6.7m) by the Employee Benefit Trust. These receivables are disclosed within Note 12.

Within Note 17, we disclosed the amounts of intercompany receivables in relation to the loans to Peel Hunt Partnership Group Limited and Peel Hunt LLP.

## Notes to the financial statements

### 25 Related party transactions continued

Interest on the subordinated loan to Peel Hunt Partnership Group Limited amounted to £1.1m (31 March 2025: £1.1m) for the year. In relation to the intercompany loan to Peel Hunt LLP interest amounting to £0.5m (31 March 2025: £0.5m) was charged for the year.

The intra-group balance disclosed in Note 15 relates to transactions with Peel Hunt Partnership Group Limited, Peel Hunt LLP and Peel Hunt Partnership Limited. As at 31 March 2026, Peel Hunt Limited owed £12.9m (31 March 2025: £12.8m) to Peel Hunt Partnership Group Limited, £8.1m (31 March 2025: £12.3m) to Peel Hunt LLP, £0.9m to Peel Hunt International (31 March 2025: £nil) and £nil (31 March 2025: £0.1m) to Peel Hunt Partnership Limited.

In Note 23 we disclose the transactions related to investments in Retail Book Holdings by Peel Hunt-related parties.

### 25.2 Key management remuneration

Key management includes the Board and the Executive Board. The total short-term employee benefits are made up of fixed and variable remuneration paid to key management, which amounted to £6.4m for the year ended 31 March 2026 (31 March 2025: £2.2m). The share-based payment expense in relation to key management for the year ended 31 March was £1.6m (FY25: £0.2m).

## 26 Provisions

	Consolidated 2026 £'000	Consolidated 2025 £'000
<b>Current</b>		
At beginning of year	611	708
Amounts recognised in profit or loss during the year	(116)	(97)
<b>Total provisions</b>	<b>495</b>	<b>611</b>

The amount provided above is primarily in respect of dilapidations related to the Group's offices at 100 Liverpool Street representing the estimated amount of the liability.

## 27 Share-based payments

Employees of the Group are eligible to receive remuneration in the form of share-based awards, whereby employees render services as consideration for equity instruments (equity-settled transactions). The Group did not enter into any share-based payment transactions with parties other than employees during the current or previous periods.

Under the Restricted Share Plan (RSP) and Performance Share Plan (PSP), certain employees were awarded share options which give them the right to acquire Peel Hunt Limited shares subject to the rules of the Peel Hunt LTIP.

### 2022 Restricted Share Plan (2022 RSP)

#### Nature

The 2022 RSP is designed to increase the interest of participants in the Group's long-term business goals and performance. The vesting conditions require a three-year service to be fulfilled and also the achievement of performance conditions, as specified by the Group's Remuneration Committee, after which employees are able to exercise the share options. There are no market conditions attached to the plan. Under the 2022 RSP, employees are entitled to any dividends declared during the vesting period.

## 27 Share-based payments continued

The movement in award shares is as follows:

	Consolidated 31 March 2026	Consolidated 31 March 2025
<b>Number of share options</b>		
Outstanding at 1 April	1,389,000	1,493,000
Granted during the year	–	–
Exercised during the year	(859,000)	–
True-up adjustment	(10,000)	–
Forfeited during the year	(30,000)	(104,000)
<b>Outstanding at 31 March</b>	<b>490,000</b>	1,389,000
<b>Share options exercisable at 31 March</b>	<b>490,000</b>	–

The weighted average fair value of each option granted was 114 pence at the grant date.

No share options were exercised during the year or are exercisable at year end. The weighted remaining contractual period for the share options is nine months including a six-month holding period. The share options have an exercise price of zero.

The share-based payment charge of the 2022 RSP for the year ended 31 March 2026 was £nil (31 March 2025: £0.6m). There were no transaction services received which qualified for recognition as an asset.

The 114 pence fair value of the share options was calculated using the Black-Scholes-Merton option pricing model. The 30% volatility assumption, measured at the standard deviation of expected share price returns, was based on a statistical analysis of daily share prices since IPO. The 2% risk-free rate was assumed to be the grant date implied yield on available zero-coupon government bonds in the United Kingdom with a remaining term equal to the expected return of the share options.

### 2023, 2024 and 2025 Restricted Share Plan (2023-2025 RSP)

#### Nature

The 2023-2025 RSP is designed to increase the interest of participants in the Group's long-term business goals and performance. The vesting conditions require a three-year or five-year service to be fulfilled and the achievement of non-market performance conditions, as specified by the Group's Remuneration Committee, after which employees are able to exercise the share options. The non-market performance conditions include earnings per share (EPS), profitability, number of client wins and revenue vesting conditions.

Under the 2023-2025 RSP, employees are entitled to any dividends during the vesting period.

	Consolidated 31 March 2026	Consolidated 31 March 2025
<b>Number of share options</b>		
Outstanding at 1 April	8,287,159	7,262,598
Granted during the year	2,609,094	2,609,094
Restated grant	–	75,000
Exercised during the year	(350,880)	(10,921)
Forfeited during the year	(517,020)	(1,648,612)
<b>Outstanding at 31 March</b>	<b>10,392,832</b>	8,287,159

The weighted average fair value of each option granted was 105 pence (31 March 2025: 110 pence) at grant date.

No share options are exercisable at year end. The weighted remaining contractual period for the share options is 1 years 9 months (31 March 2025: 2 years 9 months) including the six-month holding period. The share options have an exercise price of zero.

## Notes to the financial statements

### 27 Share-based payments continued

The share-based payment charge for the year ended 31 March 2026 was £7.3m (31 March 2025: £1.0m). The share-based payment charge for the year assumes full vesting of the awards outstanding include £2.4m catch up charges in relation to previous years. There were no transaction services received which qualified for recognition as an asset.

The 110 pence fair value of the share options was calculated based on the average five-day trading share price of Peel Hunt Limited leading to the grant date. We have considered that the fair valuation using an option pricing model will approximate 110 pence fair value in the absence of market performance conditions and given that dividends accrue to the holders of the options.

### 2024 Performance Share Plan (2024 PSP)

#### Nature

The 2024 RSP is designed to incentivise Executive Directors to deliver long-term sustainable performance. The awards granted performance shares equal to 150% of salary for the Chief Executive Officer (CEO) and 87.5% of salary for the previous Chief Financial and Operating Officer (CFOO); this represents 50% of the maximum opportunity. The vesting conditions require a three-year service to be fulfilled and the achievement of non-market performance conditions, as specified by the Group's Remuneration Committee, after which Executive Directors are able to exercise the share options. The vesting of the awards is subject to meeting cumulative earnings per share (EPS) targets.

Under the 2024 PSP, employees are entitled to any dividends during the vesting period.

	Consolidated 31 March 2026	Consolidated 31 March 2025
<b>Number of share options</b>		
Outstanding at 1 April	687,317	–
Granted during the year	–	687,317
Exercised during the year	–	–
Forfeited during the year	(111,603)	–
<b>Outstanding at 31 March</b>	<b>575,714</b>	687,317

The weighted average fair value of each option granted was 136 pence at grant date.

No share options are exercisable at year end. The weighted remaining contractual period for the share options is 1 year 6 months (31 March 2025: 2 years 6 months) including the six-month holding period. The share options have an exercise price of zero.

The share-based payment charge of the 2024 PSP for the year ended 31 March 2026 was £0.6m (31 March 2025: £nil). The share-based payment charge for the year assumes full vesting of the awards outstanding include £0.3m catch up charges in relation to previous year. There were no transaction services received which qualified for recognition as an asset.

The 136 pence fair value of the share options was calculated based on the average five-day trading share price of Peel Hunt Limited leading to the grant date. We have considered that the fair valuation using an option pricing model will approximate 136 pence fair value in the absence of market performance conditions and given that dividends accrue to the holders of the options.

### 28 Post balance sheet events

There are no post balance sheet events.

# Abbreviations and glossary

<b>AGM</b>	Annual General Meeting	<b>KPI</b>	Key Performance Indicators
<b>AI</b>	Artificial Intelligence	<b>kWh</b>	KiloWatt Hours
<b>AIM</b>	Alternative Investment Market	<b>LLP</b>	Limited Liability Partnership
<b>CEO</b>	Chief Executive	<b>LSE</b>	London Stock Exchange
<b>CFOO</b>	Chief Financial & Operating Officer	<b>LTIP</b>	Long-term Incentive Plan
<b>COO</b>	Chief Operating Officer	<b>M&amp;A</b>	Mergers & Acquisitions
<b>Company</b>	Peel Hunt Limited	<b>Mid- and small-cap</b>	The segment of the market where the total value of each individual equity transaction falls in the range between £100m and £1,500m
<b>CRO</b>	Chief Risk Officer	<b>PBT</b>	Profit Before Tax
<b>DEI Forum</b>	Diversity, Equity and Inclusion Forum	<b>PCM</b>	Private Capital Markets
<b>DORA</b>	Digital Operational Resilience Act	<b>Peel Hunt</b>	The Company and its subsidiaries (also termed the Group)
<b>DTR</b>	Disclosure Guidance and Transparency Rules Sourcebook	<b>PHAT</b>	The Company's internal pre/post-trade analytics, risk and quote management system for market making
<b>EBT</b>	Peel Hunt Share Trust, the Group's Jersey-based employment benefit trust	<b>PPT</b>	Percentage point
<b>ECM</b>	Equity Capital Markets	<b>QCA</b>	Quoted Companies Alliance Corporate Governance Code 2018
<b>ESG</b>	Environmental, Social and Governance	<b>RCM</b>	Retail Capital Markets
<b>EU</b>	European Union	<b>RCSA</b>	Risk and Control Self-Assessment
<b>FCA</b>	Financial Conduct Authority	<b>RMF</b>	Risk Management Forum
<b>FINRA</b>	Financial Industry Regulatory Authority	<b>RSP</b>	Restricted Share Plan
<b>FOP</b>	Free of Payment	<b>SBTi</b>	Science Based Targets initiative
<b>FVTOCI</b>	Fair Value Through Other Comprehensive Income	<b>SEER Committee</b>	Social, Environmental, Ethical and Reputational Committee
<b>FVTPL</b>	Fair Value Through Profit or Loss	<b>SID</b>	Senior Independent Director
<b>FY25</b>	Financial Year 1 April 2024 – 31 March 2025	<b>SONIA</b>	Sterling Overnight Index Average
<b>Group</b>	The Company and its subsidiaries	<b>tCO<sub>2</sub>e</b>	A measurement of greenhouse gas emissions, in tonnes of carbon dioxide equivalent
<b>HR</b>	Human Resources	<b>UN SDGs</b>	United Nations Sustainable Development Goals
<b>IAS</b>	International Accounting Standards		
<b>ICARA</b>	Internal Capital And Risk Assessment		
<b>IFPR</b>	Investment Firms Prudential Regime		
<b>IFRS</b>	International Financial Reporting Standards		
<b>IPO</b>	Initial Public Offering		
<b>KBC</b>	KBC Bank or KBC Group NV, a Belgian bank-insurer		
<b>KBW</b>	Keefe, Bruyette & Woods – an investment firm and the Company's broker; part of the Stifel Group		
<b>kgCO<sub>2</sub>e</b>	A measurement of greenhouse gas emissions, in kilograms of carbon dioxide equivalent		

# Information for shareholders

## Financial calendar

15 June 2026	Full-year results announced
17 June 2026	Annual Report issued
2 July 2026	Annual General Meeting

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in Guernsey

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