Vp plc

Specialist equipment. Technical expertise. A trusted partner.

Annual Report and Accounts 2026

We are Vp Group: Our story

Leaders in **equipment rental** and **specialist expertise**

When companies need specialist capabilities for critical projects, they turn to us.

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Visit our corporate website
www.vpplc.com

For over **70 years,** we've been trusted by our customers…

At a glance page 4

We meet exceptional requirements for equipment, people and support, which are critical to the safe and successful delivery of our customers' projects.

£358.3m
Group revenue

… for the **quality of our assets…**

Market review page 8

Our young and well-maintained fleet closely matches the needs of our customers.

£51.6m
investment in rental assets

… and the **deep expertise** of our people.

ESG: People page 24

We stand out for our exceptional knowledge and experience. While our equipment is specialist, it is our people and their skills that are unique.

2,200
colleagues

Our strategy delivers **operational excellence…**

Our strategy page 2

We create enduring advantage by focusing on what we do best and by maintaining the highest standards.

25+ years
average customer relationship length

… and maintain our strong track record on investor **returns…**

Investment case page 2

We closely align with markets that have growth potential and significant spend programmes. Our diverse revenue streams provide resilience.

39.5p
dividend per share

… while also achieving our **ESG ambitions.**

ESG page 22

We're fully committed to operating responsibly, sustainably and ethically, focusing on the People, Planet and Places objectives in our Environmental, Social and Governance (ESG) strategy.

16%
carbon emissions reduction compared to 2024/25

Our investment case

Working across diverse sectors provides resilience in our financial performance.

Reasons to invest

Diverse markets and exciting prospects for growth

Alignment with markets that have growth potential and significant spend programmes.

Group-wide collaboration opportunities.

11.2%
Return on average capital employed (ROACE)

Market leading returns

Strong operating cash flow and disciplined capital allocation leads to a young, well-maintained fleet.

£263.8m
Net book value (NBV) of plant, property and equipment (per financial statements)

Balance sheet strength and high barriers to entry

Less susceptibility to general market trends.

Cash generative.

High barriers to entry provide resilience.

1.86x
Net debt/ Earnings before interest, taxes, depreciation and amortisation (EBITDA) gearing

Shareholder returns

Delivering consistent returns, despite challenging market conditions.

30+ years
Uninterrupted dividend track record

Our strategy

Delivering growth

- Organic growth, with investment focused on supportive end markets.
- Vp groupwide opportunities – customers and end markets (e.g. Vp Rail).
- Acquisitions and divestment – focus on core offering.

Driving operational excellence

- More consistency and less complexity in how we work.
- Drive value through scale.
- Efficient central functions and agile customer centric divisions.

People

- Investing in people so they can support our customers and grow their careers with us.
- A safety-first culture where our people go home safely every day.

Digital

- Modest investment, building on current capability.
- Simplified/ harmonised systems and processes unlocking groupwide opportunities.
- Easier to do business with.

ESG

- Enabling sustainable growth.
- Circular business model.
- Resource efficiency.
- Positive societal impact.

Why customers choose us

We provide assets and services which are not part of our customers' core operations but which they rely on for performance, productivity and operational continuity.

What makes us different

Specialist expertise

- Teams with deep technical expertise.
- Easy access to assets and people from across the Group.
- Innovation, in partnership with our trusted supply chain.

How we perform

Agile and **flexible**

- Operate at scale, with responsive local decision-making.
- Young, fit-for-purpose hire fleet.
- Safety-first approach.

Why customers stay

Trusted partner

- Long-term relationships, based on reliability and the quality of delivery.
- Value beyond equipment hire through the expertise of our people.
- Lower-carbon solutions to help our customers meet environmental goals.

Financial highlights

£358.3m
Group revenue
2025: £380.0m
2024: £368.7m

£27.0m
Adjusted profit before tax, amortisation, impairment of intangible assets and exceptional items[1]
2025: £36.7m
2024: £39.9m

54.5p
Adjusted basic earnings per share[1]
2025: 66.8p
2024: 74.8p

11.2%
Return on average capital employed[1]
2025: 14.2%
2024: 14.5%

39.5p
Dividend per share
2025: 39.5p
2024: 39.0p

£148.9m
Net debt excluding lease liabilities[1]
2025: £138.5m
2024: £125.2m

£(7.0)m
Statutory (loss)/profit before tax
2025: £21.7m
2024: £2.8m

(13.8)p
Statutory basic (loss)/earnings per share
2025: 36.6p
2024: (13.4)p

1 These measures are explained and reconciled in the Alternative Performance Measures section on page 132.

At a glance

You will find Vp's equipment and people wherever our customers require our specialist expertise across the built environment.

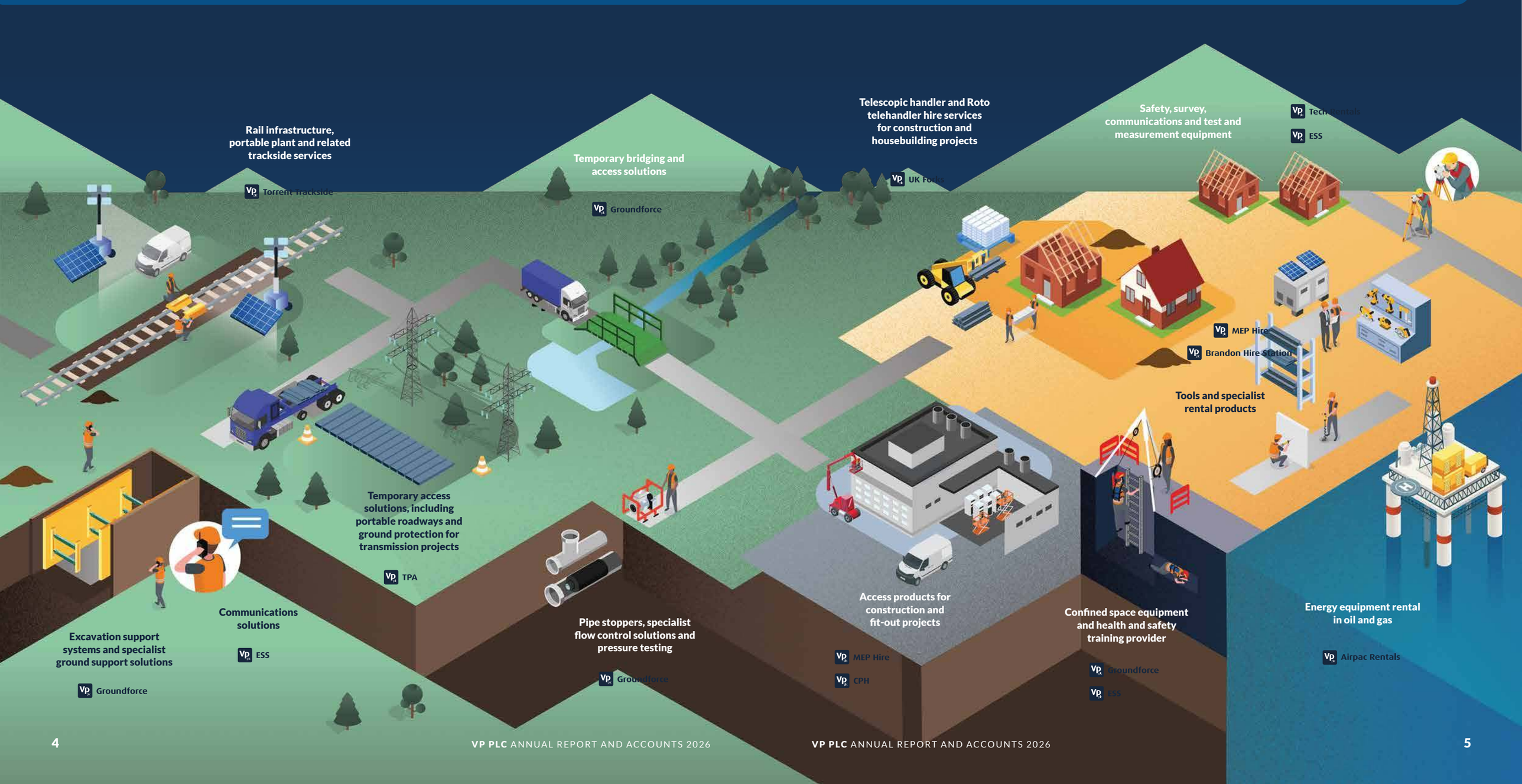
How we operate

We develop true partnerships and are known for keeping our promises.

We focus on sectors where our people lead through their knowledge and experience.

We are agile and ready to mobilise our people, resources and capital at scale and speed.

We operate as a responsible business.



Chair's statement

"Our people demonstrate the commitment and consistency that have long characterised our Group, enabling us to deliver a resilient set of results."

Jeremy Pilkington
Chair

I have long believed that to truly assess a business, you need to look not only at the golden years but also, more importantly, whether it continues to thrive when facing difficult external factors.

As I reflect on the year to March 2026, I see that this was a period marked by a complex and often uncertain trading environment.

Our diversified end markets, the quality of our relationships with customers, and the discipline with which the business is managed, placed us in a strong position when it mattered most.

While conditions across some of our markets were challenging, our broad sector exposure and focus on specialist equipment rental continued to provide balance and stability. This diversification, combined with a strong operational culture, enabled the Group to navigate volatility while maintaining a clear focus on long-term value creation.

Central to our performance is our unwavering commitment to acting responsibly. The health, safety and wellbeing of our people and those we serve remain our highest priority, and I am encouraged by the continued emphasis placed on safe working practices across the Group. The depth of talent within Vp is our defining strength. Our people bring expertise, dedication and a strong sense of purpose, all of which underpin the high levels of service that we consistently deliver to our customers.

We also recognise the importance of investing in the next generation. Our graduate and apprenticeship programmes are flourishing, providing meaningful opportunities for individuals to build rewarding careers within the Group. These initiatives not only strengthen our future capability but also reflect our broader commitment to supporting the communities within which we operate. Across the business, colleagues contribute their time and energy to community-focused activities, reinforcing Vp's role as a responsible and engaged organisation within the communities that we serve.

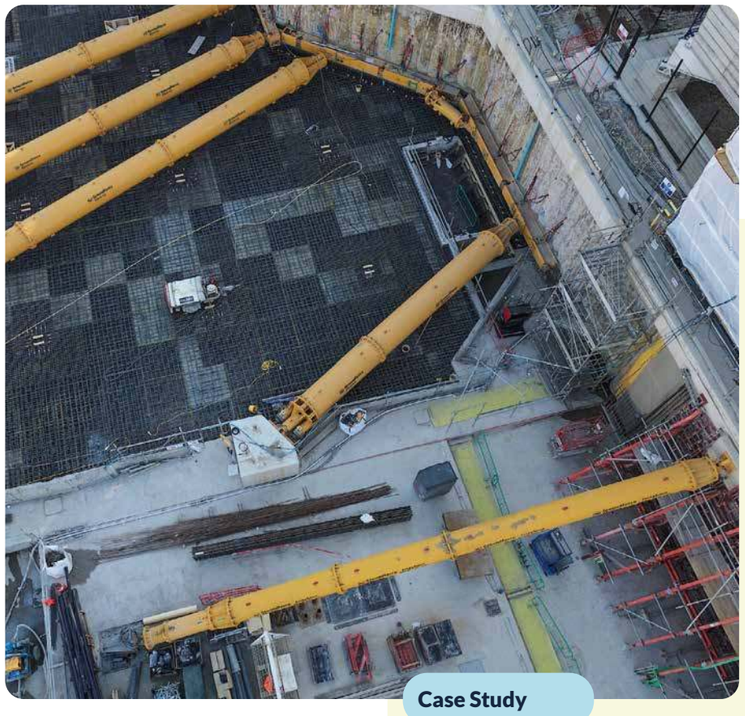
The Board is proposing an unchanged final dividend of 28p per share (2025: 28p per share), which, together with the interim dividend of 11.5p, equates to a total dividend for the year of 39.5p per share (2025: 39.5p per share). The dividend will be paid on 5 August 2026 to members registered as of 19 June 2026. While acknowledging the temporary reduction in dividend cover, the Board recognised the importance of income to our shareholders and believes that maintaining the dividend reflects our confidence in the Group's future prospects. Over the medium term, we expect dividend cover to return towards two times.

This year marks a period of transition in leadership. On behalf of the Board, I would like to extend a warm welcome to our new Chief Executive, Alice Woodwark, who brings extensive leadership and operational experience in both FTSE 100 and FTSE 250 companies. We look forward to working closely with her as she leads the Group into its next phase of development. At the same time, I would like to express our sincere thanks to Anna Bielby for her significant contribution and leadership over her tenure. She leaves the business in a strong position, with clear strategic direction and a solid platform for future growth.

Looking ahead, while we remain conscious of ongoing macro-economic uncertainties, we are confident in the Group's ability to perform well. Vp's proven business model, supported by diversified markets, strong customer relationships and a talented workforce, provides a firm foundation for sustainable progress.

In closing, I would like to thank all our colleagues for their continued hard work and commitment, and our shareholders for their ongoing support. It is down to this collective effort that Vp continues to deliver consistent results and creates long-term value.

Jeremy Pilkington
Chair
9 June 2026



Case Study

The quality of our service and expertise supported a high-profile Oxford medical institute

We have supplied a temporary support structure for a complex excavation, as part of the construction of a huge cancer research facility at the Oxford Science Park.

Our Super Mega Brace system and 36 of our largest hydraulic props have been used on the excavation of an extensive basement complex, which will form part of the new Lawrence J. Ellison Institute for Transformative Medicine.

The project, for the main contractor Laing O'Rourke, involved working on a site with complex geometry and required the positioning of props in multiple locations. The excavation was complicated by the proximity of listed buildings and required high levels of expertise and meticulous planning by our team.

Market review

Infrastructure

What we do

Rail

Rail services for major projects, track renewals and maintenance. Rail-specific plant and tools and operated plant services help to maintain a 24/7 operational capability.

Water

People, plant and equipment for the water industry, including water companies and their contractors. This supports groundworks, pipeline construction, reservoir enhancements and treatment plant upgrades, site access solutions, stopper and pressure testing, specialist survey and testing equipment and training services.

Transmission

Temporary access solutions, including portable roadways and site access services, to support projects on overhead line, substation and wider network upgrade.

Market performance

Rail

Network Rail's Control Period 7 (CP7), a £44 billion investment plan, sets out activities, outputs and expenditure for operating, maintaining and renewing the mainline railway infrastructure in Great Britain over the five years to March 2029. Despite a widely reported slow start to CP7, our rail revenues remained resilient, supported by seasonal demand and continued activity from major programmes such as the TransPennine Route Upgrade (CP7), and the Sizewell C Rail Programme and Manchester Metrolink, which are funded through other arrangements. We have maintained our market share across all core operating areas, thanks to our innovative offering and industry-leading standards.

As CP7 moves into its third year from April 2026, we are well positioned to capture growth as new enhancement schemes and major projects come online. Spending commitments from devolved governments in Wales and Scotland, alongside increasing mayoral support for infrastructure in London, Manchester and Birmingham, further strengthen our business outlook.

Water

The UK water sector is currently initiating a record-breaking investment phase. The Water Services Regulation Authority, Ofwat, has approved £104 billion of investment for the Asset Management Period (AMP) 8 cycle, which runs to 2030. This represents more than double the equivalent investment for the previous five-year investment cycle and is designed to address environmental concerns and improve infrastructure resilience, following a period of significant under-investment.

2025/26 was the first year of the AMP8 cycle and, while we saw fewer than expected opportunities, we expect our volumes to increase in 2026/27 as on-site activities ramp up.

Transmission

The UK transmission market is supported by continued investment in grid reinforcement, renewable energy connections and the refurbishment of existing network infrastructure. Activity has been driven by the Great Grid Upgrade and wider Accelerated Strategic Transmission Investment funding, alongside routine upgrades and maintenance programmes.

There is continued demand for temporary access solutions, particularly on remote and logistically complex sites where reliable access is essential to project delivery. The medium-term outlook remains positive, as grid and principal contractors continue to progress strategic network upgrades.

The German transmission sector continues to see substantial investment, driven by ongoing grid expansion and modernisation. This momentum is expected to continue, with total expenditure projected to be in the range of approx. €250–320 billion over the next 20 years, primarily driven by major high-voltage direct current (HVDC) corridors, grid reinforcement measures and offshore grid connections.

Construction

What we do

Specialist Construction

Equipment and expertise for the Specialist Construction industry, particularly site redevelopments and repurposing. Clean equipment for data centres and pharmaceutical facilities.

General Construction

Small plant, tools and equipment for the General Construction industry. Our equipment includes general assets that compliment our more specialist equipment, enabling us to support customers with complex projects through a comprehensive offer.

Market performance

The construction market, as a whole, faced challenging economic and market conditions throughout 2025/26. The UK Construction Purchasing Managers' Index (PMI), prepared by data provider S&P Global, remained below the all-important '50' mark that separates growth from decline for the duration of the year.

Specialist Construction

Despite downturn across most construction market segments, the Group achieved year-on-year growth, with a good pipeline of projects for 2026, particularly in the UK and the Republic of Ireland, which continues to experience strong levels of overseas investment and positive sector sentiment.

General Construction

The General Construction market has experienced a downturn, and this ongoing market weakness reaffirms our strategy to target specialist end markets and to transform our Brandon Hire Station business, improving profitability by reducing our exposure to retail or small-scale general construction contractors.

Read more in our Operational review page 14

Source: S&P's Construction Survey which provides operational information covering the entire construction sector.

Housebuilding

What we do

Providing materials-handling solutions such as telehandlers, small plant, tools and equipment to the UK's national housebuilders.

Market performance

The UK housebuilding industry shares the challenges of the wider construction sector. The Government's pledge to enable the construction of 300,000 new homes a year has not been realised on the scale, or at the pace, that was anticipated. In addition, housebuilders continue to face the challenges of planning laws and inflationary pressures. Strong partnerships with our long-standing customers and our reputation for quality have enabled our performance to remain steady in housebuilding, albeit below expectations. We are positioned to take advantage of market recovery when it occurs.

Energy

What we do

Support for upstream projects with pipeline services, infrastructure maintenance and well testing. Support for downstream projects, including industrial shutdowns and confined space-monitoring solutions.

Market performance

The energy market is facing short-term uncertainty. Global energy spend is rising to record levels; however, oil and gas investment is experiencing its first decline in five years.

Despite this, we are optimistic about the medium- to long-term opportunities for our business. Global energy is undergoing a significant step change, led by the largest integrated companies and by many national oil companies.

Strategic pivoting towards capital discipline means that companies are prioritising shareholder returns over aggressive production growth.

Source: S&P's Construction Survey which provides operational information covering the entire construction sector.

Chief Executive's review and Q&A

"Our disciplined actions and continued strategic progress place us in a strong position for long-term growth."

Alice Woodwark
CEO

The year ended 31 March 2026 has been one of both progress and challenge. We delivered a resilient performance, against a tough macro-economic environment. Our diverse and increasingly collaborative businesses are driving sector-leading returns. I am encouraged by the strength of the Group and the commitment demonstrated by our people, who responded decisively and effectively in a challenging market context.

As we head into a new financial year, I am confident that we have in place a strong set of divisions with a reduced physical footprint and a clear customer-led asset offer, which will unlock the next wave of revenue and margin opportunities. This strength is partly due to the completion of the Brandon Hire Station transformation, which has repositioned our business for improved efficiency, utilisation and long-term profitability as a purely business-to-business expert hire company.

The broader macro-economic environment, which remained uncertain throughout the year, resulted in mixed conditions across our end markets. Against this backdrop, the business delivered a disciplined financial performance, maintained strong operational control and continued to advance its strategic priorities. This achievement reflects the strength of our diversified model and the focus and effort needed to embed this across the Group.

We continue to see compelling long-term drivers in our core infrastructure markets. Demand linked to electricity transmission remains robust, and we are well positioned to support ongoing investment in energy networks across the UK and Europe. Rail activity is steady, with encouraging visibility of future project pipelines. The water sector will present significant opportunities as AMP8 progresses. In construction, specialist markets remain supportive, although housebuilding has yet to recover.

My initial priority has been to focus on operational discipline and accelerate the execution of our strategy. We are successfully enhancing collaboration across our divisions, increasing the proportion of multi-divisional projects and sharpening our focus on specialist, infrastructure-led markets. At the same time, our digital roadmap is progressing, improving pricing, customer experience and efficiency.

Looking ahead, our priorities are clear: to maintain disciplined performance, continue to execute our strategy at pace and position Vp for sustainable long-term growth. I look forward to leading the business through its next phase and in doing so to deliver value for our stakeholders.

Q. What are the opportunities which you see emerging for Vp?

The strategy set by our Chair, Jeremy, and my predecessor, Anna, provides a strong framework for pursuing our biggest opportunities. By continuing to focus on our two strategic priorities of growth and operational excellence, we will unlock a next wave of revenue and margin opportunities. I have seen and heard for myself how much our customers value our expertise. We will now focus on strengthening our go-to-market approach, building on earlier success with Vp Rail. This will bring the best of Vp from across our divisions to our customers in our priority sectors. We also have a great opportunity to reap the benefits of our ongoing digital transformation, sharing best practice across divisions and increasing operational consistency.

Q. How important are colleagues and culture to the growth strategy?

Colleagues are the heart and soul of what we do. We are a business-to-business company, where growth comes from trusted relationships with our customers. We build these strong and lasting connections through the quality of our people and our services, from engineers in the workshop to customer service professionals on our hire desks. And we will continue to invest in our culture and skills to retain and grow this people-based advantage. While our equipment is specialist, it is our people and their skills that are unique. I am particularly impressed with the way our teams foster front-line talent through thriving apprenticeship and graduate programmes.

Q. Why is digital transformation important?

Digital transformation provides us with the opportunity to implement best practice across our divisions in a way that is consistent, for example through our ongoing introduction of a digital pricing architecture that gives the best value to our customers. We have a strong history of delivering excellent service to customers in specific asset groups. Technology helps us to present ourselves to our customers as one collaborative business. A single point of access and joined-up Vp-wide account management makes this easier.

Q. What will success look like in 12 months' time?

We expect to see sustained, positive financial performance supported by material steps towards delivering on our strategic priorities of growth and operational excellence. We will evolve our customer service approach, building on the learning and achievements of Vp Rail. We will have met important milestones on our digital transformation journey, including the digitisation of account management and our sales pipeline, and we will see positive impact from these achievements in our operating metrics as a leading hire equipment provider.

Q. Why does operating responsibly, sustainably and ethically matter?

Firstly, it matters because it's right. For generations, doing the right thing has been a source of pride and success. We have a 70-year history of supporting local communities through jobs, skills and delivering local infrastructure. I've personally met seasoned technicians who take huge pride in coaching apprentices, representing the next generation of specialist talent. Operating responsibly also matters because it underpins our long-term success. It strengthens trust with customers as we help them deliver on their ambitions. It builds resilience, as we work to manage risks and secure and support sustainable supply chains. Ultimately, it positions us to deliver lasting value — supporting national priorities while continuing to meet the evolving needs of our customers and communities.

Q. What are your priorities for engaging with colleagues and customers?

These groups are my priority, and they are also the priority for everyone who holds a leadership role within Vp. We undertook our first colleague engagement survey last year and achieved a positive engagement score of 72%. This is a great endorsement of our culture, and we will push to improve this result every year through stronger listening and communication, development, benefits and working environment. In terms of our customers, everyone in a business-to-business company like ours has a responsibility to be customer-facing.

Q. What has impressed you most during your first few weeks with Vp?

Vp really knows about expert hire. Our equipment is critical to both the safety and successful delivery of our customers' projects, and I am impressed by the pride and professionalism of my Vp colleagues in undertaking this high-impact work. At Vp, you 'feel' a legacy of excellence that has grown over 70 years, alongside real ambition for what the next step in the journey will bring.

Q. With the structural changes at Brandon Hire Station materially complete, how do you see the division contributing to the Group's performance in the years ahead?

It's very positive for the Group to head into the year with a set of strong divisions. Brandon Hire Station is a core component of a multi-asset offer for our customers, often providing the equipment that allows us to be a one-stop shop. We look forward to a positive future with a more efficient physical footprint and a clear demand-led asset offer.

Business model

Our specialism **sets us apart**

What we do

Buy

Disciplined capital investment in a specialist and high-demand modern fleet

Hire

In the right place at the right time, with technical advice and on-site support

Sell

Release capital for reinvestment in new equipment

How we do it

A collaborative business
Our divisions:

- Groundforce
- TPA
- Torrent Trackside
- Brandon Hire Station
- MEP Hire
- CPH
- UK Forks
- ESS
- Airpac Rentals
- Tech Rentals

Enabled by our core capabilities

- Customer first approach
- Efficient central functions
- Disciplined fleet investments
- Digital investment
- Skills and experience

Delivering for our end markets

Infrastructure
Supporting critical infrastructure in rail, water and transmission

Construction
Experts in both specialist and general construction

Housebuilding
Solutions for national UK housebuilders

Energy
Support for upstream and downstream projects

See Operational review on page 14 for more information.

The value we create

Colleagues
Expert talent supported through training, development and progression

Customers
Working in partnership to maximise project value and quality

Suppliers
Long-term relationships

Investors
Delivering sustainable returns

Communities
Investing and engaging

Why it matters

Our colleagues' expertise delivers recognised extra value to customers' projects

Customers rely on us to reduce risk, improve efficiency and maintain compliance

Strong partnerships that ensure quality, innovation and continuity

A disciplined, asset-backed model provides reliable long-term shareholder value

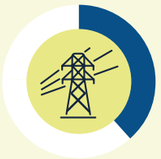
Employment opportunities, volunteering and investment in infrastructure, construction and energy projects benefit our communities

Read more about stakeholder engagement page 20

Operational review

The business has delivered a **resilient performance**, creating **profitable opportunities** even within challenging market conditions.

Infrastructure



37%
of Group revenue

Infrastructure is one of our largest end markets and an increasing source of high-quality, cycle-resilient customer investment. Our solutions-based approach meets our customers' complex needs, delivering strong returns.

Rail

We support major projects, renewals, maintenance and access solutions across the rail network in the UK. Our customer base spans Network Rail, its Alliance partners, major contractors and a broad range of SMEs, which play an increasingly vital role in UK rail projects. Through Vp Rail, customers get streamlined access to the Group's full rail and infrastructure capability through a centralised, integrated offering.

As we enter the third year of the five-year Control Period (CP7), the overall bank of work remains lower than originally anticipated, due to inflationary and wider economic pressures. Even though the market has been subdued, Vp has maintained its market share and our innovative and differentiated solutions place us in a strong position to capitalise on opportunities for large enhancement schemes.

We are delivering services on major programmes including the TransPennine Route Upgrade and HS2, which reinforces our role as a trusted partner working on nationally significant infrastructure. We are providing plant and trackside services to support a major contractor on the rail link for the Sizewell C Rail Programme, and early in 2026, we secured a new contract to support a major programme of work on the Manchester Metrolink light rail system.

Water

While revenues associated with the water sector have remained relatively subdued during the year, the nature of activity undertaken throughout the period has been strategically important in positioning the business for the future growth opportunities that we anticipate from 2026/27 onwards and throughout the remainder of the AMP cycle. The work completed during the year has been focused not only on supporting current customer requirements, but also on ensuring that we remain closely aligned with customers' forward order books, investment programmes, and long-term planning activities as the sector progresses into AMP8 delivery phases.

A significant proportion of the activity undertaken has centred on supporting customers through early-stage project development and mobilisation planning. This has included extensive design and technical support work associated with excavation projects, as well as specialist, bespoke training programmes tailored specifically for water sector customers, particularly in the areas of confined-space operations and safety compliance. These training initiatives further strengthen our customer relationships while reinforcing our position as a trusted partner within the sector. Throughout the year, we have also continued to work closely with our customers to ensure that we invest appropriately and innovatively where possible to support projects throughout the remainder of the AMP cycle.

We have well established relationships directly with a number of water authorities, in addition to those with several key Tier 1 contractors operating within the industry. Across many of these relationships, future spend allocations and investment programmes are already well defined, with a number of projects now progressing through planning, design, and early-stage development phases. As these programmes move into mobilisation and delivery, the Group is well positioned to capitalise on the substantial committed investment associated with AMP8, which extends through to 2030.

To further strengthen engagement across the sector and demonstrate the breadth of the Group's capabilities, in September 2025, we hosted a Group-wide AMP8 Day – see page 17 The event provided an opportunity to showcase the full extent of our offering to both contractors and water authorities, bringing together product specialists from across the Group, and highlighted the advantages of our collaborative, Group-wide approach, thereby reinforcing our ability to support customers throughout the AMP cycle.

Transmission

In both the UK and Germany, we have invested heavily in temporary access solutions to support principal contractors and delivery partners with projects on overhead line, substation and wider network infrastructure works.

In the UK, we saw steady progres in the transmission sector, with demand supported by major grid upgrade activity, refurbishment programmes and renewable connection works. Temporary access remained a key requirement, particularly on projects in remote areas or where there are difficult ground conditions. We supported a number of transmission schemes, including ongoing works on the National Grid's Yorkshire Green project, where we provided significant volumes of trackway and operational resources to support installation, resiting and recovery activities. The outlook looks positive and is supported by the scale of planned network investment.

In Germany, we saw continued activity in the transmission sector, supported by large-scale grid replacement and upgrade programmes linked to the energy transition. Temporary access solutions remained critical, particularly on long-distance overhead line projects with challenging ground conditions. We supported the Stade–Landesbergen 380 kV replacement scheme, a 155-kilometre corridor designed to increase capacity for renewable energy flows through the installation of circa 3,500 panels (see page 33). The outlook for the German transmission market remains positive, underpinned by the scale and complexity of ongoing infrastructure investment.

Construction

40%
of Group revenue

Investment has been focused on Specialist Construction, where clearer market opportunities exist and returns are strongest.

Specialist Construction

Our divisions provide specialist assets, such as highly technical survey and scanning equipment, press-fit tools and access equipment to targeted end markets. These include site redevelopments and regeneration projects, commercial fit-outs across offices and controlled clean-room environments. We support customers operating in critical sectors such as data centres, food and beverage manufacturing and the pharmaceutical industry. We enjoyed good market activity levels during the year and these are expected to continue. Last year's Irish acquisition, CPH, has integrated well within the Group. Opportunities continue to exist for CPH within the growing pharmaceutical, renewables, technology and food ingredient sectors.

General Construction

General Construction principally relates to the Group's Brandon Hire Station division.

Brandon Hire Station restructure

The Group has now completed a comprehensive restructuring of our Brandon Hire Station division, with all material elements delivered on time and to plan by March 2026.

This programme, outlined in November 2025, was undertaken in response to sustained challenging conditions in the General Construction market. The decisive actions that were taken aligned closely with the Group's strategic priorities and have repositioned the division as a smaller, more focused and sustainable business.

The steps taken have created a more streamlined and operationally efficient business, with greater emphasis on business-to-business activities across a smaller footprint. Brandon Hire Station continues to play an important role in supporting other divisions within our business, where customers are seeking a comprehensive solution.

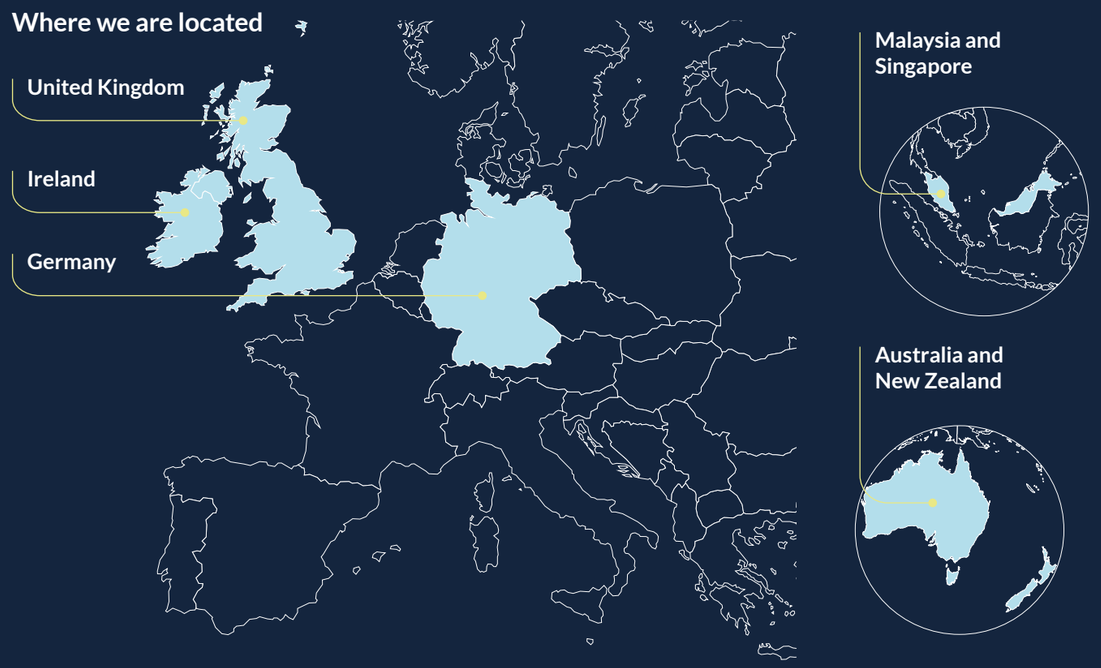
The General Construction market has remained subdued, with lower activity levels and continued pressure on utilisation and returns. It was against this backdrop that we decided to end our exposure to the consumer (retail/DIY) market segment because of a limited ability to deliver acceptable returns. The restructuring process was driven by a clear objective: to reduce market exposure, simplify the operating model and prioritise higher quality.

This restructure was executed in full and in line with the plans set out in November:

- Exit from the consumer market and repositioning of the business exclusively around business-to-business customers.
- Rationalisation of the asset fleet, reducing net book value by approximately 40%.
- Reduction of the branch network as planned from 119 to 41 branches, maintaining national coverage while significantly lowering the fixed cost base.
- Headcount reduction of circa 400 colleagues, implemented with the appropriate care and support.

The successful completion of this restructuring positions Brandon Hire Station to operate with improved margins, stronger asset utilisation and greater resilience. The division is now better aligned to Vp's core strengths, supporting major customers and specialist activities where the Group has a clear competitive advantage. This significant step strengthens the quality of the Group's earnings and ensures that Brandon Hire Station is positioned to deliver sustainable value over the medium term.

Where we are located



Housebuilding

7% of Group revenue

Activity was steady but below expectations during the year.

The Group's UK Forks business, which operates principally in housebuilding, has changed its operating model to improve profitability, including reducing the physical footprint of the business and the cost base.

This has been achieved while maintaining service levels for national customers and maintaining the agility to respond to market demand during the housebuilding market's recovery.

Energy

8% of Group revenue

During the year, the energy market experienced challenges driven by military conflicts, geopolitics and rising costs.

Our assets include a range of high-performance air compressors, steam generators, heat exchangers and nitrogen production units, alongside safety and communication equipment and associated training.

We continued to benefit from several industrial upgrade projects where our specialised equipment and services were needed to support significant and highly specialised customer projects.

Further benefits were realised after market entry into new countries in Africa, South America and the Middle East, with both new and existing customers, supporting an increase in project activities.

Other markets, including sectors such as defence, aviation and facilities management, make up 8% of Group revenue.

Case study

Showcasing cutting-edge equipment and expertise

Each year, we demonstrate the full breadth of our innovation, equipment and expertise at customer and sector events. Customers and sector leaders see our equipment in action and get to quiz our experts. This gives them a real sense of our passion for discovering exactly the right solution.

By making time for these conversations, we help our customers understand the art-of-the-possible for large-scale projects, including how our divisions come together to provide one integrated solution.

Connecting in this way also enables us to gain insight into the issues that matter most to our customers, paving the way for us to collaborate and contribute on challenges such as climate resilience and achieving net zero goals.

Vp's rail products took centre stage

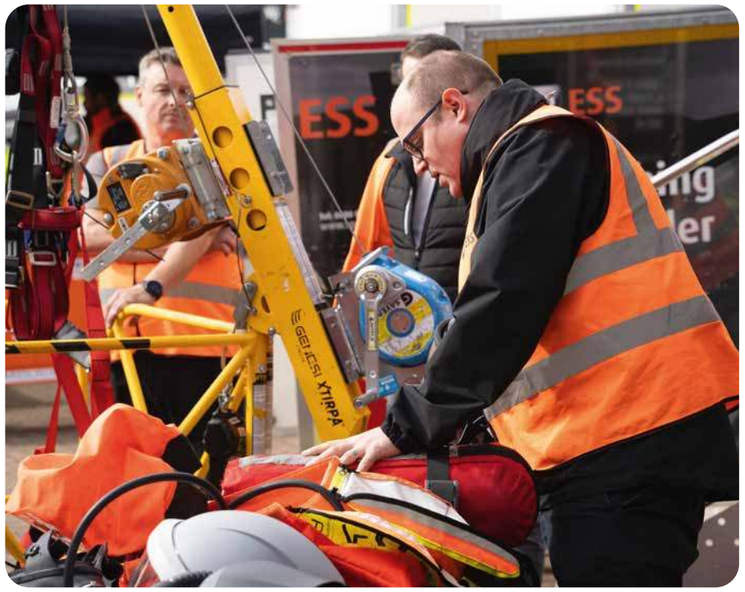
Network Rail demonstration day

Our latest specialist rail products and innovations took centre stage at Network Rail's Operating Centre in Basingstoke in the Spring. Network Rail, rail contractors and suppliers saw many of our products up close and talked to our experts about how we can add value on rail infrastructure projects. We showcased the collaborative work we are undertaking with industry suppliers, including the design of products that meet the specific and rigorous requirements of the rail sector. This included portable power supply and access solutions that contribute to safety, environmental and efficiency targets.

Water infrastructure event

On the back of a commitment by water companies to make significant investment in infrastructure before 2030, we hosted an event for contractors and water companies, giving us the opportunity to demonstrate the full breadth of our innovation, equipment and expertise.

Participants from 35 existing and potential customers saw our products in action and discussed with us how our solutions, training and expert knowledge can help to deliver large-scale water upgrade projects on treatment works, pipelines, pumping stations and flood defences.



Vp's experts demonstrated some of the latest sector innovations at our Wellingborough depot in September.

Financial review

Keith Winstanley
Chief Financial Officer

The Group remains in a strong financial position despite reduced profits from its UK segment. The Group operates comfortably within its finance facilities, whilst continuing to invest for growth via rental fleet additions and business acquisitions.

Results

Group revenue decreased by 5.7% to £358.3 million (2025: £380.0 million), with adjusted profit[1] decreasing by 26.4% to £27.0 million (2025: £36.7 million). The Group incurred a statutory loss before tax of £7.0 million, compared to a profit of £21.7 million last year.

The return on average capital employed[1] (ROACE) was 11.2% (2025: 14.2%).

Segmental performance

Revenue generated by the Group's UK segment was £287.1 million (2025: £317.6 million), while adjusted operating profit[1] decreased to £24.6 million (2025: £37.4 million), predominantly due to challenging conditions in the General Construction market.

Revenue generated by the Group's International segment was £71.2 million (2025 : £62.3 million), while adjusted operating profit[1] increased to £12.6 million (2025 : £9.6 million), with CPH, an acquisition made in October 2024, providing a full year contribution.

Exceptional items

The Group recorded net exceptional items of £30.6 million (2025: £10.9 million). These items have been reported separately due to their size, nature or irregularity and in order to better understand the underlying performance of the Group.

Exceptional items include £20.9 million of restructuring costs, of which £20.1 million relates to the transformation of the Brandon Hire Station division. Included within these costs are £10.9 million of property-related costs, including dilapidation and other onerous provisions, £7.8 million of employment-related costs, and £1.4 million of other costs associated with the transformation including professional fees.

Exceptional items also include £5.1 million of impairments against property, plant and equipment and right of use assets, £4.8 million of which relates to the Brandon Hire Station transformation.

In addition to restructuring costs and impairments, exceptional items include future deferred and earn-out payments associated with last year's CPH acquisition, which have been treated as post-combination remuneration costs.

Amortisation and impairment of intangible assets

Amortisation and impairment of goodwill, trade names and customer relationships of £3.4 million (2025: £4.1 million) includes £3.4 million of amortisation (2025: £3.2 million) and £nil of impairment charges (2025: £0.9 million).

Earnings per share and dividends

Adjusted basic earnings per share[1] were 54.5 pence (2025: 66.8 pence). On a statutory basis the Group recorded a basic loss per share of 13.8 pence (2025 earnings: 36.6 pence). The weighted average number of shares in issue for the period was 39.5 million.

The Board is recommending a final dividend of 28.0 pence per share. If approved, the full-year dividend would be 39.5 pence per share, unchanged from last year. Dividend cover would be 1.4 times (2025: 1.7 times), based upon adjusted earnings per share.

Finance costs and funding

Net financial expense of £10.2 million (2025: £10.3 million) includes £6.2 million (2025: £6.7 million) of bank finance costs and £4.2 million (2025: £3.7 million) of IFRS 16 lease interest.

The Group has £190.5 million of debt capacity (2025: £190.5 million), comprising two private placements of £65.0 million and £28.0 million, a £90.0 million revolving credit facility (RCF), and a £7.5 million net overdraft. The private placement agreements have low fixed interest rates and will mature in January 2027 and November 2028. In November, the RCF was extended for a further year and will now mature in November 2028.

Post-year end, in advance of the £65.0 million private placement maturing in January 2027, the Group increased its RCF from £90 million to £120 million and entered into an agreement for two new private placements with principal amounts of €38.0 million and £15.0 million. These private placements both have five-year terms and will be drawn down in December 2026. Neither the extension of the RCF nor the new private placements change the Group's financial covenants.

The Board has evaluated the facilities and covenants on the basis of the 2026/27 long-term forecasts, which have been prepared while taking into account the current economic climate, together with severe but plausible downside scenarios. All scenarios retain adequate headroom against borrowing facilities and fall within existing covenants.

This evaluation gives the Directors confidence that the Group has adequate resources to continue in operation over the viability period. Further discussion regarding going concern status is set out in the Directors' report on page 72.

Cash flow and net debt

The net cash generated from operating activities in the year was £61.4 million (2025: £80.7 million). The decrease of £19.3 million was primarily due the reduction in profit before tax, partially offset by an improvement to working capital following an outflow in the prior year.

Net debt, excluding the impact of IFRS 16 lease liabilities, increased to £148.9 million (2025: £138.5 million), with the inflow from operating activities offset by £26.5 million invested in the Group's rental fleet (net of disposal proceeds), £9.3 million invested in other assets including subsidiary acquisitions, £15.6 million of dividends paid to the Group's shareholders, £19.3 million of lease principal payments, and £1.1 million of non-cash items including foreign exchange differences.

Pensions

The Group operates defined contribution benefit schemes under which contributions are determined as a percentage of colleagues' earnings.

The Group also has two defined benefit pension schemes, the Vp Pension Scheme and a small section of the Railways Pension Scheme. In November 2024, the Trustees of the Vp Pension Scheme entered into a buy-in contract to secure the majority of the benefits provided by the scheme.

The two defined benefit pension schemes have a combined net surplus of £0.7 million (2025: £0.9 million net surplus).

Taxation

The tax credit of £1.6 million (2025 charge: £7.3 million) was 22.9% of loss before tax. The effective rate was lower than the standard rate, predominately due to the impact of expenses not allowable for tax purposes.

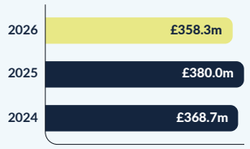
Keith Winstanley
Chief Financial Officer
9 June 2026

1 These measures are explained and reconciled in the Alternative Performance Measures section on page 132.

KPIs

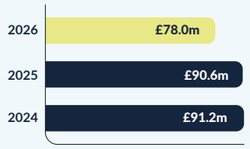
Financial and performance KPIs

Group revenue
Hire of equipment and provision of goods and services



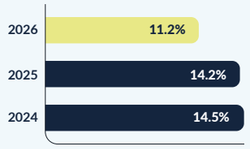
Performance
Group revenue decreased by 5.7%, reflecting ongoing challenging conditions across key end markets, together with the planned exit of certain customer revenue streams following Q4 restructuring actions.

Adjusted EBITDA
EBITDA before exceptional, non-recurring and other agreed adjustments



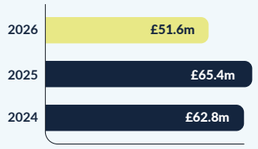
Performance
Adjusted EBITDA reduced by 13.9% during the year, primarily reflecting the impact of lower revenue levels and challenging market conditions across the business.

ROACE
Operating profit after tax divided by average capital employed



Performance
ROACE decreased by 3.0 pp during the period as profitability reduced against the level of capital employed.

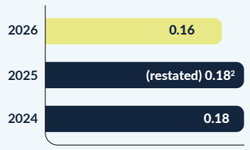
Investment in rental fleet
Rental equipment purchased



Performance
Investment in rental fleet decreased by 21.1% during the year, reflecting a disciplined approach to capital allocation in response to market conditions.

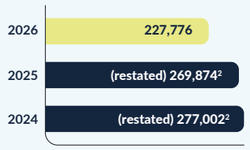
Non-financial KPIs

Accident frequency rate



Definition
The accident frequency rate is a measure of accidents relative to the number of hours worked. It is calculated by dividing the number of reportable accidents by the number of hours worked, multiplied by 100,000 hours. The FY25 figure has been restated.

Group carbon emissions (tCO_2e)



Definition
The data shows the Group's total carbon emissions since 2024 (market-based).

2 The comparative has been restated to align with the methodology applied in the current year.

Stakeholder engagement

Understanding what is important to our stakeholders is crucial to delivering better outcomes for our business.

Our section 172 statement

Each Director individually, and the Board collectively, continue to act in a way that promotes the success of the Group, for the benefit of our stakeholders. They confirm their commitment to comply with section 172 duties.

To support our strategy and promote the success of the Group, we continue to build strong business relationships and to regularly engage with our key stakeholders to understand what matters most to them, how we can meet their interests, the likely impact of Board and management decisions and how we can deliver improved outcomes for the business.

This interaction helps the Board to understand the Group's wider stakeholder relationships and informs the Board's decision-making and reporting. Action was taken last year to improve communication between the Board and the Executives and, more widely, throughout the business. This improved communication is now well established within the business and is having an impact in terms of Board oversight and connectivity.

During the year, the Board and the Executives continued to engage across all our main stakeholder groups, through attendance at colleague and management conferences, investor engagement opportunities, site visits and customer, supplier and community events, all of which have facilitated a better understanding of our colleagues, customers, suppliers, investors and communities.

We believe that engagement with our stakeholders should be a multi-layered process that touches all parts of our business, from our colleagues, to the Board, its Committees and our shareholders. Engagement with our customer base and supply chain is an active part of how we do business at a divisional level and, over the course of the year, greater focus has been placed on engaging with both customers and suppliers strategically, for the benefit of the Group.

The following panels show our main stakeholder groups and highlight how we interact with them. Further details are also available in the ESG section of this report, from page 22.

Colleagues

Our people are our most valuable asset, and their skills, experience, knowledge and diversity are vital to the success of the Group.

Activity and impact

- New communication channels established, resulting in improved culture, communication and a shared understanding of Group strategy.
- Direct communication by the new CEO with colleagues at all levels during site visits.
- Investment and emphasis on recognition and reward including an awards event to recognise colleague achievement.
- Comprehensive support for colleagues involved in the Brandon Hire Station restructure.
- Colleague engagement survey.
- Coach First workshops for senior leaders and a bespoke programme for Managing Directors.

Outcomes

Talent retention and colleagues who choose to build their careers with us.

Improved culture of communication and transparency.

Read more about ESG: People page 24

Customers

We work hard to understand the evolving needs of our customers so we can meet their requirements and exceed expectations.

Activity and impact

- Direct engagement with customers by the CEO and Executives to better understand market needs.
- A business model that promotes a Group-wide offer in response to the changing needs of our strategic customers.
- Events where we showcased rental products and expertise to customers and potential customers.

Outcomes

Customer retention.

Customers who recognise the value of a true working partnership.

Read more about ESG: Planet page 26

Supply chain

Our suppliers are integral to the Group's delivery of the latest solutions for customers; we are fostering stronger relationships, and establishing better ways of working.

Activity and impact

- Constructive engagement with suppliers through our Group procurement team.
- Updated processes and documentation to ensure focus on criteria such as ESG and ensuring that customers' needs are met.
- Supplier management systems with updated processes were standardised in 2025, to ensure that all involved are clear on expectations.

Outcomes

Access to the latest products and innovations for our customers.

Efficient fleet capex spend, benefiting our margins.

Read more about ESG: Planet page 26

Investors

The views of investors inform our decision-making, and their interests underpin our commitment to operating responsibly and sustainably.

Activity and impact

- Our AGM, results presentations, meetings and investor roadshows encourage better two-way communication and a sense of transparency.
- Clearer explanation of topics that matter to investors, to deliver a broader and deeper understanding of Group strategy and operations.

Outcomes

Increasing investor confidence.

Insight that strengthens strategic decision-making.

Read more about Investment case page 2

Communities

Our operations are embedded in local communities. We invest in, foster and engage with our communities to generate social value and positive community engagement.

Activity and impact

- Support of the communities where we operate, helping to develop trust and long-term relationships with partners.
- Through our volunteer policy and by sharing meaningful volunteer opportunities, colleagues are encouraged to give time to communities and individuals in the locations where they are based.
- Engagement with communities through colleagues and our relationship with Business in the Community (BITC) enhances our understanding of their needs.
- Support for good causes, giving colleagues involvement in what matters most to them.

Outcomes

Better local community outcomes and delivery of social value.

Colleagues who have pride in what they do and the contribution they make.

Read more about ESG: Places page 28

Environmental, social and governance

We can only achieve our business ambitions by operating responsibly, sustainably and ethically. To do this, we focus on People, the Planet and Places through the framework of our robust Environmental, Social and Governance (ESG) Strategy.

"We are proud of the progress we have made and remain focused on continual improvement. Guided by our commitment as a responsible business, we prioritise the issues that matter most to our stakeholders and where we believe we can have the greatest positive impact."

Sinéad Brown
Group Health, Safety and Sustainability Director

Sinéad Brown (left) presenting a Vp Employee Award to Justine Lindley (right) from Groundforce.

Highlights

72%
positive employee engagement score

53
apprenticeships, with a further 19 apprentices joining in the coming year

16%
reduction in carbon emissions
compared with 2024/25

100%
renewable energy
in the UK

92%
of the rental fleet
has zero/low emissions

£489k
donated to good causes over 6 years

At a glance: Our approach to ESG

People

Investing in our people

Themes

- Trust and empowerment
- Everyone home safe and healthy
- Supportive and collaborative culture
- Skills development

Ambitions

- Reducing risk and strengthening safe behaviours
- Continually improve engagement
- Providing an environment where people can join and grow their careers with us.

Planet

Sustainable climate progress

Themes

- Decarbonisation of our rental fleet
- Resource efficiency
- Circularity
- Sustainable supply chain

Ambitions

- Reduce carbon emissions
- Rental fleet transition to lower-emission products
- Improve resource efficiency.

Places

Making a positive social impact

Themes

- Social mobility
- Social impact
- Nature and biodiversity

Ambitions

- Delivery of our social value plan
- Prioritise the most material issues, focusing effort where impact is greatest
- Implement our Nature Strategy.

UN Sustainable Development Goals (SDGs)

ESG: People

We are creating an environment where colleagues feel supported, respected and able to develop their careers. We have strengthened the structures and initiatives that sustain a supportive, safe and inclusive culture by focusing on health and safety, learning and development, wellbeing and engagement, as these are fundamental to a high-performing and responsible organisation.

Objective

Investing in our people

Themes

- Trust and empowerment
- Everyone home safe and healthy
- Supportive and collaborative culture
- Skills development

Ambitions

- Reducing risk and strengthening safe behaviours
- Continually improve engagement
- Providing an environment where people can join and grow their careers with us

SDGs

Highlights

72%
positive employee engagement score

53
apprenticeships and a further 19 apprentices joining in the coming year

85%
Vp Academy training completed

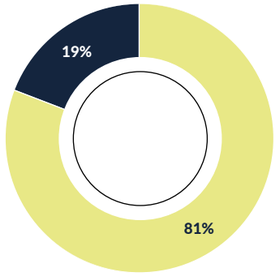
New training
ED&I and sexual harassment training launched

Diversity and inclusion

Through our Social Strategy, we are working to build a workforce that fully reflects the diverse nature of the communities within which we operate.

Our workforce remains predominantly male but our Executive team is 63% female. We recognise that to materially change the overall gender split will take time, and we continue to focus on ways to encourage women to join our business. The numbers of colleagues of each sex, as a percentage of the number of Directors and senior managers (described as the 'Executive Committee') are set out in the Corporate Governance section on page 47.

Gender split – all employees



Male	1870
Female	427

We are also working on understanding the socio-economic make-up of our workforce. We see this as an important factor when determining how we can use routes to employment to deliver greater social value.

Visit our Equality and Diversity policy on our website
www.vpplc.com/policies

Leading the way on gender pay

Consolidated gender pay reporting for men and women across all roles and businesses in the Group shows that both the average and the mid-point figures for hourly pay are higher for female colleagues for 2025/26. Our reporting, which is in line with Government requirements for companies employing more than 250 people, consolidates the average (mean) and mid-point (median) hourly pay for men and women across all our roles and businesses.

We are committed to employing the right people for every role, regardless of gender, and are equally committed to bringing the benefits of an increasingly diverse workforce to Vp. Our recruitment and progression decisions are based on an individual's skills, experience, and attitude, ensuring that everyone has an equal opportunity to succeed and contribute to our organisation.

Case Study

Step Up for Health and Safety

Through our bi-annual Step Up for Health and Safety days, we have created a dedicated space for colleagues to come together, reflect upon and learn about health and safety.

These sessions reinforce the importance of visible leadership and a shared commitment to strengthening our safety culture across the organisation.

Step Up days focus on deepening colleague awareness of health and safety risks in daily operations, encourage collaboration to identify and address potential issues, and reinforce our commitment to a safe and healthy workplace. They also highlight the importance of everyone taking an active role in fostering a culture where safety and wellbeing are embedded in how we work every day.

Step Up days strengthen behaviours, encourage speaking up, and reinforce personal accountability at all levels of our organisation.

Everyone home safe and healthy

Health and safety remains a core priority across our business, underpinned by our commitment to ensure everyone goes home safe and healthy. We continue to strengthen controls, reinforce safe behaviours and embed a consistent, people-focused approach across all areas of our operations.

Protecting the health, safety and wellbeing of our people, customers and the communities within which we operate remains our highest priority. Our safety culture is supported by visible leadership, robust governance and a commitment to continuous learning and improvement.

During the year, we further enhanced our understanding of key risks through proactive risk profiling, enabling us to focus our resources where they are most needed and drive continuous improvement in safety performance.

A key cornerstone of our approach is the safety and reliability of the equipment we provide. Through technical expertise and robust inspection and maintenance processes, we ensure that our equipment is supplied in a safe, reliable and fit-for-purpose condition. This supports safe working practices on site and gives customers the confidence that equipment can be used safely and effectively.

A supportive workplace culture

We are building a supportive workplace culture by listening to our people. Through our first Group-wide employee survey in September, colleagues shared confidential feedback on wellbeing, communication, recognition and empowerment. 72% of colleagues who participated recorded a positive overall score for the Group, which is classified as good. The survey insights captured are guiding improvements within divisional action plans and at Group level.

"Our focus for the coming year will be on reward and communications, with roadshows to over 100 sites being planned."

Lindsey Filer, Group HR Director

Men's health in the spotlight

Practical support is available for colleagues at different stages of their lives. During the year, we introduced a range of wellbeing initiatives, including a specialist webinar on men's health, attended by over 130 colleagues from all levels of the organisation, with over 90% positive response rate from those attending. This initiative was designed to encourage male colleagues to talk about their health and signpost them to sources of support.

Development to build long-term capability

We are building the capability and leadership strength we need by offering a wide range of development opportunities, as well as by helping colleagues to reach their full potential.

Through the Vp Academy, colleagues have access to a wide range of training and development resources, with over 85% completion on all modules.

Our leadership and management development programmes have been enhanced to include coaching training for senior leaders. This has helped us to build coaching capability across our business, so that all leaders can better support their teams.

Functional Skills training, which strengthens core skills in English and Maths, has been made available in the UK and Ireland. This supports workplace performance, as well as improving the everyday life of our people.

Our early careers programmes help us build a strong pipeline of future talent. We will be welcoming 19 new apprentices this year, including 15 new service engineer apprentices and four new LGV driver apprenticeships, alongside some further specialist programmes available through the levy. Participants in these early careers programmes add to the 53 existing apprentices across the whole Group. In addition, our graduate scheme, which supports the development of future leaders through structured rotations and practical experience, accepted four new graduates.

ESG: Planet

Our ambition is to be net zero by 2050 and to halve Scope 1 and material Scope 3 emissions by 2032.

Our divisions continue to execute their transition plans, which set out the actions required to achieve our ESG ambitions. These include: our rental fleet transition, embedding circularity in our operations, supporting our customers' sustainability goals and increasing colleague engagement and knowledge.

Objective

Sustainable climate progress

Themes

- Decarbonisation of our rental fleet
- Resource efficiency
- Circularity
- Sustainable supply chain

Ambitions

- Reduce carbon emissions – achieving net zero emissions across our own operations and value chain by 2050
- Rental fleet transition to lower-emission products
- Improve resource efficiency

SDGs

Highlights

92%
of rental fleet has zero/ low emissions

16%
reduction in carbon emissions compared with 2024/25

Decarbonising our rental fleet

About 92% of our rental fleet is already achieving zero or low emissions at the point of use. We are working hard to decarbonise the remaining 8% and to reduce the embodied carbon of our fleet by:

- Prioritising electric/battery options and trialling hydrogen-powered plant and equipment.
- Transitioning to lower carbon-intensive steel produced in electric arc furnaces.
- Prioritising the use of trackway panels with higher recycled content.
- Exploring plastic recycling and take-back options.
- Supporting lower-carbon supply chain innovation.

Reducing the carbon emissions at point of use of large plant, and reducing the embodied carbon in key categories, presents significant challenges as we transition to a decarbonised rental fleet. These are industry-wide challenges that will be met in partnership with customers and suppliers. We are proactive in working to address these challenges, focusing on those areas where we have influence, such as through value chain and industry collaboration, engagement, education and goal-setting, and by supporting technological innovation.

Resource efficiency

Improving energy efficiency

The Vp Resource Efficiency Matrix, launched this year, provides all parts of our business with access to a structured framework against which to consistently measure energy and resource performance for buildings, operations and our transport fleet. Through a hierarchy of performance, we can clearly see where we need to prioritise climate actions.

During the year we also:

- Successfully recertified to ISO 50001, extending certification to include our new Ireland-based CPH and MEP Hire operations.
- Continued our implementation of energy efficiency upgrades, as identified within our divisional transition plans and Group Energy Efficiency Action Plan.
- Delivered Group-wide energy efficiency training, providing colleagues with practical tools to identify and implement energy savings at site level.

As part of our CoP 30 colleague event, we ran a week-long Group-wide Resource Efficiency campaign, which included:

- Launch of the Resource Efficiency Matrix.
- Energy efficiency toolbox training.
- Practical guidance on reducing energy consumption of heating, lighting, IT and kitchen equipment.
- A colleague competition for energy-saving ideas.
- Support and ideas for reducing energy consumption at home.

Fuel and transport

We continue to explore opportunities where we can reduce fuel consumption and transition to lower-emission vehicles.

We have:

- Rolled out driver efficiency software across our fleet, which has improved driver behaviour, reduced engine idling and lowered fuel consumption.
- Explored low- and zero-emission fleet options where operationally viable.
- Continued to transition our company car fleet to low-emissions vehicles.

Waste and recycling

Our focus has been to improve recycling performance and reduce contamination in waste streams. We already divert the vast majority of our operational waste from landfill, achieving 99% in 2025/26 and 96% in 2024/25. To improve recycling practice further, we held a series of awareness-raising initiatives to help educate colleagues on recycling, including how to avoid making the most common recycling mistakes.

Circularity

Optimising our circular model

We are continuing our work to extend the useful life of our rental equipment and improve operational efficiencies. By embedding an understanding of circularity across our business, this will help increase the useful life of our equipment and enhance the value we offer to customers.

We are trialling ways to optimise our operations, to reduce waste, improve fleet availability and minimise transport carbon emissions. Several of our divisions are exploring how to optimise the location, timing and processes involved in service repair and refurbishment to see if we can reduce engineer mileage, the need for replacement equipment and wastage.

Sustainable supply chain

Integrating sustainability across our entire supply chain and associated processes remains a core priority, with each stage contributing positively to People, the Planet, and the Places we serve.

To continue meeting our evolving customer needs, we are exploring additional partnerships to strengthen and enhance our sustainable supply chain initiatives. This approach will help ensure that value and investment are distributed more effectively across the supply chain. ESG is incorporated into our procurement processes, covering environmental responsibility, ethical business practices and effective and collaborative management, to ensure alignment with our sustainability standards and ethical expectations.

Vp is a Partner of the Supply Chain Sustainability School, and holds gold status.

ESG: Places

We make a meaningful contribution in the communities where we operate by strengthening social mobility, supporting community wellbeing and creating accessible pathways into employment.

Our approach is coordinated through the Social Strategy Steering Group (SSSG), so that our activities are aligned, measurable and responsive to community needs.

We continue our ongoing commitment to nature and biodiversity.

Objective

Making a positive social impact

Themes

- Social mobility
- Social impact
- Nature and biodiversity

Ambitions

- Delivery of our social value plan
- Prioritise the most material issues, focusing effort where impact is greatest
- Implement our Nature Strategy

SDGs

Highlights

£489k

donated to charitable causes over the past 6 years

Seeing is believing

Our Chief Executive, Alice Woodwark, took part in an event for business leaders and communities by BITC, organised as part of their Seeing is Believing initiative. The purpose of the event was to enable senior business leaders to better understand the challenges faced by different communities so they can help drive change. The information that Alice gathered will help inform our activity to foster sustainable change and improve lives in the areas where we operate.

Colleague development

Alongside our apprenticeship and graduate programmes, we have introduced functional skills training, accessible to all colleagues which are also attractive for prospective colleagues.

Community wellbeing

Through our Group-wide volunteering programme, which was started during the year, all colleagues are encouraged to give two paid volunteering days annually to those causes that matter most to them and to us.

They also have the chance to nominate charities or community groups to receive financial support. This helps us direct the charitable contributions we make towards the causes which matter most to our people and the communities where they live and work.

Through a purposeful, needs-driven approach, we ensure that our activities provide the most meaningful benefits to those who need them the most.

Nature and biodiversity

Our approach to nature and biodiversity is centred around our ongoing commitment to nature conservation, through direct donation and volunteering and the pillars of our Nature Strategy:

- Reduce operational impacts – prevent pollution, reduce carbon emissions and resource use, and minimise and manage waste.
- Create nature-positive sites – introduce biodiversity and pollinator areas at sites, increase green space and manage drainage effectively.
- Enable nature positive customer outcomes – promote low-emission products; provide sustainable site guidance and products; collaborate on nature improvement and volunteering.
- Engage our people – engage and educate our team on nature and biodiversity, encourage volunteering, and promote the wider benefits of nature, including wellbeing.

"Being from Lancashire myself, it was good to support the Lancashire Wildlife Trust in their work. It was also great to meet colleagues from other divisions, get out in the open air and do something a bit different than the normal day-to-day routine."

Ross Dickinson
Regional key account manager on volunteering with the Lancashire Wildlife Trust peat bog restoration at Little Woolden Moss

Social mobility

We are deliberate in our focus on social mobility, working in partnership to understand the needs of our communities and offering the right kind of support. Our colleagues give their time to coach others, help with CV development, provide career advice and offer mentoring so that those involved can develop their skills and find the pathways they need to get into employment.

Case Study

Refugee into employment

Tom Lawrence, from our talent acquisition team, volunteered with the BITC Employability Support initiative and found himself working with a refugee candidate.

By providing support with CV development, the application process and interview preparation, as well as giving practical advice on travelling to the workplace and presenting previous international experience for a UK recruitment market, he has helped the candidate secure and accept a civil engineering role. This shows how the time and expertise of our colleagues can make a meaningful difference to help talented individuals overcome the barriers they face when seeking employment.

Case Study

Prisoner support

Volunteers have supported women as they prepare for life after release from prison. They have given practical advice and employability support to women at Low Newton Women's Prison near Durham.

This help increases prisoners' chances of gaining employment after their release, which is an important part of their wider rehabilitation into the community and is closely linked to the likelihood of reoffending.

ESG continued

Greenhouse gas (GHG) and energy report

The Group's greenhouse gas emissions and energy report for the period 1 April 2025 to 31 March 2026 is prepared in accordance with the requirements of the Streamlined Energy and Carbon Reporting (SECR) regulations and includes all emissions sources required under the Companies Act 2006 (Strategic and Directors' Report) Regulations 2013. We follow the Greenhouse Gas (GHG) Protocol methodology and include 10 of the 15 Scope 3 categories in our calculations. This report covers the Group's global operations, unless otherwise stated.

GHG emissions and energy consumption inventory

		2025/26	2024/25 restated[1]	2023/24 restated[1]
UK	Scope 1 (tCO_2e)	11,672	11,715	13,424
	Scope 2: Location-based (tCO_2e)	992	1,676	1,653
	Scope 2: Market-based (tCO_2e)	–	–	–
	Total Scopes 1 & 2: Location-based (tCO_2e)	12,664	13,391	15,077
	Total Scopes 1 & 2: Market-based (tCO_2e)	11,672	11,715	13,424
	Energy consumption of Scopes 1 & 2 (kWh)	51,229,695	56,361,418	61,398,839
Overseas	Scope 1 (tCO_2e)	3,471	2,159	1,654
	Scope 2: Location-based (tCO_2e)	699	651	706
	Scope 2: Market-based (tCO_2e)	624	618	647
	Total Scopes 1 & 2: Location-based (tCO_2e)	4,170	2,810	2,360
	Total Scopes 1 & 2: Market-based (tCO_2e)	4,095	2,777	2,301
	Energy consumption of Scopes 1 & 2 (kWh)	14,644,577	9,691,635	7,625,911
Global	Scope 1 (tCO_2e)	15,143	13,874	15,078
	Scope 2: Location-based (tCO_2e)	1,691	2,327	2,359
	Scope 2: Market-based (tCO_2e)	624	618	647
	Total Scopes 1 & 2: Location-based (tCO_2e)	16,834	16,201	17,437
	Total Scopes 1 & 2: Market-based (tCO_2e)	15,767	14,492	15,725
	Energy consumption of Scopes 1 & 2 (kWh)	65,874,272	66,053,053	69,024,750
	Proportion of energy that is UK (%)	78%	85%	89%
	Intensity Ratio Market-based tCO_2e (Scopes 1 & 2)/£1 million revenue	44	38	43
	Transport Fuel Consumption (kWh)	54,341,309	53,531,965	56,447,253
	Consumption of Electricity (kWh)	6,909,213	9,155,322	9,085,538
	Consumption of Gas (kWh)	2,572,926	2,062,063	2,246,680
Scope 3	Purchased Goods and Services	28,251	35,586	31,457
	Capital Goods	44,438	54,113	54,475
	Use of Sold Products	20,347	33,011	26,194
	Downstream Leased Assets	72,411	82,280	94,762
	Other Scope 3 categories	46,561	50,391	54,388
	Total Scope 3 emissions	212,008	255,382	261,276
	Total Group (market-based) emissions	227,776	269,874	277,002

1 This financial year, we have significantly updated our GHG reporting methodology. 2024/25 and 2023/24 emissions have been recalculated where required and are disclosed in the above table.

Methodology

This financial year, we have significantly updated our GHG reporting methodology. This allows more accurate and detailed analysis and reporting, enabling more confident identification and prioritisation of actions by the Group and our value chain partners.

For Downstream Leased Assets and the Use of Sold Products, we have transitioned to item-level calculations, leveraging internal systems to incorporate more granular data on asset utilisation, disposals, energy consumption and usage.

Purchased Goods and Services and Capital Goods calculations now use a hybrid approach. Supplier-specific data, such as Environmental Product Declarations (EPDs), have been integrated where available. Spend-based methods have otherwise been retained, but were improved by revised and refined category classifications, emissions factors, exclusions and assumptions.

The methodology for the End-of-Life Treatment of Sold Products has been significantly updated this year, utilising category-specific data and internal and industry-wide assumptions where more detailed data is not available.

Upstream Transportation and Distribution has been added this year to better reflect the Group's transport operations; this was previously incorporated into Purchased Goods and Services.

The following categories are excluded as they do not apply to Vp's operations or are accounted for in other categories: Upstream Leased Assets, Downstream Transportation and Distribution, Processing of Sold Products, Franchises and Investments.

Other areas of our methodology remain as per prior years:

- The organisational boundary continues to be based on the operational control approach.
- Scope 1 and 2 data is obtained via our energy suppliers. We continue to use 100% renewable energy in the UK via REGO certificates, in our owned and operated buildings, and in a growing number of overseas sites.
- The emissions factors used were the UK Government's GHG Conversion Factors for Company Reporting. DEFRA conversion factors were used to convert to kWh from other units.

We believe that organisational changes in 2025/26 are not fundamental to our overall Group operations; therefore, we have not revised our Science Based Targets initiative (SBTi) targets. We expect to review and rebaseline these targets in 2027/28 in line with SBTi guidance, which requires rebaselining every five years. This will also allow us to incorporate the V2 updates introduced by the SBTi this financial year.

GHG emissions commentary

Progress towards our net zero targets is detailed in Metrics and Targets on page 39.

The Group's total carbon emissions have reduced by 16% year-on-year and 18% compared to 2023/24.

We are seeing positive outcomes as we implement our ESG strategy and divisional transition plans, with some customer preference for lower carbon products emerging. Significant contributors to the lower levels of GHG emissions (Scope 3) this year were reduced market activity in high-emission sectors, less demand for heavy plant and equipment and an overall reduced Group revenue of 5.7% year-on-year. Overseas emissions increased due to increased activities.

Reductions in GHG emissions were seen in all four of Vp's most material Scope 3 categories – Purchased Goods and Services, Capital Goods, Use of Sold Products and Downstream Leased Assets – which represent 73% of total Group emissions.

Lower emissions in Capital Goods and Purchased Goods and Services categories were mainly due to reduced levels of investment following high levels of investment in recent years. Investment for growth this year in some geographies and markets e.g. the German transmission market – increased emissions in those areas of our business.

Across the Group, the emissions from the Use of Sold Products have decreased this year. This Scope 3 category fluctuates year-on-year due to market demand and the long operational life of some of our most carbon-intensive assets.

Scope 1 carbon emissions from Group operations have increased by 9%, primarily due to the increased operational activity of our transport fleet in overseas markets and the full-year inclusion of CPH (prior year from acquisition) emissions in this year's calculations. Estate rationalisation and operational efficiency improvements resulted in lower electricity usage and Scope 2 (location-based) emissions in the UK.

Energy efficiency

The Group's total energy consumption remained broadly consistent with the prior year. However, emissions increased due to a greater proportion of electricity and fuel consumption occurring in overseas regions, where emissions factors are higher. This increase was partially mitigated by lower electricity consumption in the UK.

The highest energy usage continues to be fuel used to operate our transport fleet. This is being addressed by our transition to lower-emission vehicles, our use of driver and route efficiency software and ongoing driver training.

Reduced electricity consumption has been achieved due to estate rationalisation. We expect further energy efficiency gains to be achieved in the future, following our strategic refocusing of Brandon Hire Station.

We successfully implemented measures that have been embedded in our divisional transition plans, which were identified during internal audits and reviews. These include energy efficiency upgrades to heating and lighting systems and Group-wide energy efficiency training, initiatives and events. We successfully recertified to ISO 50001:2018 and have widened the scope to include our newly acquired operations in Ireland.

Read more on the measures we have taken in the Planet section of our ESG report, page 26.

Waste management

Our UK operations generated 1,134 tonnes of waste this year, with 99% diverted from landfill, building on our 2025 progress. Waste was managed as follows: 49% was recycled, 39% incinerated, 8% treated as hazardous, and 2% processed through anaerobic digestion.

For details of our actions to reduce waste and improve recycling, please see the Planet section of our ESG report on page 26.

Climate-related financial disclosures (TCFD)

Climate-related risks and opportunities are increasingly shaping the future of our sector.

This section of the report sets out how the Group identifies and manages climate-related risks and opportunities, in alignment with the TCFD framework and with regard to the forthcoming UK Sustainability Reporting Standards (UK SRS). It is prepared in accordance with the regulations set out under UK Listing Rule 6.6.6(8).

We conducted a full assessment of the TCFD framework and supporting guidance documents, including the All Sector guidance in the TCFD Annex. This report is consistent with the TCFD framework, builds on our previous report and covers each of the four categories and the 11 recommended disclosures set out in the TCFD Recommendations and Recommended Disclosures, and with regard to the forthcoming UK Sustainability Reporting Standards.

Governance

Ownership of climate-related risks is with the Group Health, Safety and Sustainability Director, who leads the Group Sustainability team. This team works closely with other parts of the organisation, such as Group Audit and Risk, divisional leadership teams and Group Finance, to identify and assess risks, opportunities and impacts and determine the mitigations and actions required to manage the identified risks and opportunities. The ESG Steering Committee reviews the climate-related risk management process, including how the business identifies, assesses, mitigates and monitors risks.

This year, a TCFD Working Group was established to collaborate monthly on climate-related risks, opportunities, financial impacts and resilience strategies. Representation comes from the Group Sustainability team, and the Risk and Finance teams.

Board oversight of climate-related risks

The Board is informed and updated monthly on climate-related risks by the Group Risk Committee and the Group Health, Safety and Sustainability Director. The Board considers climate-related risks and opportunities when reviewing strategy and considering risk management policy and major capital expenditure. The Board oversees progress towards climate-related goals and targets through the ESG Committee minutes and monthly reports. The Board are optional attendees at the quarterly ESG Steering Committee. This year, Board actions relating to climate risk included reviews of the risks and opportunities identified in divisional transition plans and reviews of ESG criteria, including climate-related risks, which are incorporated into capital expenditure proposals.

The role of the ESG Steering Committee

The ESG Steering Committee oversees and guides Group strategies and initiatives relating to all areas of ESG. The Committee's membership is rotational and includes the Executive Committee, Group Sustainability team, and representatives from the Risk and Procurement teams. The Committee ensures that the climate-related risk management process aligns with wider business strategy, sustainable business practices and the Group's risk management framework, to support the long-term resilience of the business. The diagram on page 40 reflects the interaction between the ESG Steering Committee and the Group Board structure.

Management's role in managing climate-related risk

Regular communication between the Group Sustainability team and divisional leadership teams helps assess and manage climate-related risks and opportunities. The Group Sustainability team supports the divisional leadership teams as they identify climate-related risks, assess the impacts and agree mitigations, which are then captured in divisional transition plans. Divisional leadership teams provide feedback on the impact of mitigating actions, take part in regular reviews and formally monitor and report on risk management and mitigation.

Strategy

We have assessed the risks and opportunities of climate change and the national and global transition to a low-carbon economy. The process used to identify the risks and opportunities that could have a material financial impact on the Group are described under the Governance section and involve input from the Group Sustainability team, Group Finance, Group Risk, and divisional leadership teams, with oversight by the ESG Steering Committee and Board.

Risks and opportunities have been considered over the short-term (1-3 years), medium-term (3-10 years) and long-term (10 years+), noting that our rental fleet is vast and varied and that useful economic life can span three to 20+ years.

Our plans for transitioning to a low-carbon business and contributing to a low-carbon economy are captured in the ESG Report from page 22, which notes the business GHG emissions targets, divisional transition plans, actions and initiatives.

Scenario analysis and assumptions

The impact of climate-related risks and opportunities has been assessed using scenario analysis, utilising three of the five shared socioeconomic pathways (SSPs) developed by the climate research community, the Intergovernmental Panel on Climate Change (IPCC) and other organisations. Scenario analysis helps the Group understand the potential impact of climate-related risks, while acknowledging how and when climate change and its impacts evolve is not certain.

SSPs set out possible futures for socio-economic development, considering factors such as economic growth, technological development, demographic changes and global policy. Assessing more than one possible future helps us to prepare for a range of outcomes. In line with best practice and our SBTi targets, we use a Paris Agreement-aligned scenario (1.8°C) and a worst case scenario of warming (4.4°C). We also use a middle-of-the-road scenario of 2.7°C warming, as this represents a balanced view of the risks and opportunities. We will continue to review and evolve this method of scenario analysis in line with the latest climate science, so that we can provide the highest degree of clarity to our risk management process.

SSP 1: 1.8°C

This scenario pushes us to consider the risks and opportunities of a relatively fast transition to a less carbon-intensive society. It is likely to initiate sudden change in the short term and requires us to enact transition plans quickly and robustly to maximise opportunities and minimise negative impacts.

SSP 2: 2.7°C

This scenario sees the continuation of a transition away from fossil fuels at the current pace. It allows for a gradual change in the make-up of our fleet and value chain, enabling a sustainable transition, both environmentally and financially.

SSP 5: 4.4°C

A heavy reliance on fossil fuels would require the Group to account for the worst-case scenario of warming and the potential impacts of an energy-intensive society. This scenario is extreme and pushes us to acknowledge the risks posed by increasing fossil-fuel use and long-term global warming.

We expect that SSP 1, where governments, customers and competitors advance net zero policies and plans quickly, represents the highest level of transition risk to the business. It would require us to accelerate investment in equipment, infrastructure and education to progress towards net zero as quickly as possible. However, SSP 5, a slower transition resulting in higher levels of global warming, presents the highest level of physical risk.

The following assumptions were used to help inform the scenario analysis and assess the impact of the identified climate-related risks.

1. Regulatory development – we assume that an increasing level of detail will be required by regulation and reporting changes over time.
2. Market demand – we assume an increasing level of demand for less carbon-intensive products from customers and the wider market.
3. Technology – we assume that new lower-carbon-intensive technology and products will become available, but that the pace of this innovation may not keep pace with customer demand. Also, that the price of innovations prior to their market-wide availability and scale will be higher than current options.
4. Geographic discrepancies – we assume that the differing international markets where we operate will not develop at the same pace in terms of regulation, technology, infrastructure and market demand.

Risks

We have identified transition and physical risks to the business, assessed the potential timing of the impact of these risks, the likelihood and severity of the impact and which areas of the business may be affected. The Group finance function has considered financial impacts, including revenues, expenditure, assets, capitalisation and financing. This is an iterative process and is regularly reviewed against business plans, corporate landscape and advances in insight.

Transition risks

These risks are related to the business transitioning to a more sustainable, low-carbon operation and keeping pace with the economy-wide transition.

Physical risks

Physical risks are those that are due to the physical impacts of climate change. These are either acute (sudden extreme weather events) or chronic (effects of longer-term shifts in climate patterns). We have considered financial and operational impacts that may be due to direct damage, operational interruptions, supply chain disruption or the availability of resources.

Opportunities

We continue to explore the opportunities created due to climate change adaptation and mitigation and the economy-wide transition to low carbon operations. We have considered areas such as markets and sectors, products and services, and resource efficiency and circularity. These opportunities have the potential to enhance revenues, generate new customers, provide new products and services, reduce costs, enhance the Group's reputation and create competitive value and advantage.

Case Study

Access provided to enable an electricity grid upgrade

We have laid temporary access in Germany as part of an extensive upgrade programme to create a greener electricity grid with the capacity to meet future demands.

Our teams have been on-site since February 2023, installing and reinstalling more than 3,500 plates so that workers and their equipment have safe access to power cables, pylons and electricity substations along a 155-kilometre route.

To minimise delays, we have used a fleet of delivery vehicles equipped with powerful assembly cranes so that plates are quickly unloaded, assembled and then reloaded ready for relocation elsewhere on the project. The temporary roads we have built have high load-bearing capacity so that steel-tracked machines, construction vehicles and cranes can access the sites.

This project, on behalf of Tennet, one of the four largest transmission system operators in Germany, is part of the upgrade of more than 25,000 kilometres of powerlines, 485 high-voltage substations and 28,000 pylons, serving more than 43 million people in Germany and the Netherlands.

There are environmental benefits of using a temporary trackway, rather than traditional stone access roads. The reusability of the panels and reduced transportation requirements contribute to lower greenhouse gas emissions and less environmental impact.

Climate-related financial disclosures (TCFD) continued

Level of risk: scenario key

Low	Medium	High
ST: Short term 1-3 years	MT: Medium term 3-10 years	LT: Long term 10+ years

Climate-related risks

Risk identified and overview	Potential financial impact	Mitigations and adaptations	Scenario	Level of risk and timing by scenario ST	MT	LT
Transition risks						
Vp's transition to a lower embodied carbon, lower emissions rental fleet lags behind the market						
• Failure to satisfy customer demand for a lower carbon rental fleet • Loss of new business opportunities • Intense period of capital expenditure to catch up with market demand • Stranded assets due to the fall in value of a higher-carbon rental fleet **Areas of impact:** All Group divisions	• Reduced revenue – lost opportunity to satisfy customer demand • Lack of revenue growth – not accessing new market areas • Reduced return on average capital employed (ROACE) – higher cost, reduced margins on new products if increased cost not recovered in pricing • Fleet asset review – increased review frequency of Useful Economic Life (UEL) and value in use	• Divisional transition plans – transition of rental fleet to lower-carbon alternatives • Six-monthly review and ESG Steering Committee oversight of transition plans • Budget timelines align with transition planning • Asset, procurement, sustainability and sales team market reviews of trends and customer sentiment • Supply-chain engagement to develop lower-carbon products	**SSP 1** **SSP 2** **SSP 5**	Medium Medium Low	Medium Medium Low	Low Low Low
Innovation to support rental fleet transition is delayed, in limited supply or cost is prohibitive						
• Failure to implement rental and vehicle fleet transition in a timely, cost-effective way • Continued reliance on fossil-fuel vehicles • Unable to support customer demand for less carbon-intensive rental fleet **Areas of impact:** All Group divisions	• Delayed revenue – lost opportunity if contracts require low-carbon fleet • Reduced margin – higher costs of utilising existing fossil-fuel equipment or costly innovations • Lack of revenue growth – not able to meet customer demand for low-emission products	• Maintain strong relationships with the supply chain to allow early sight, trial, purchase of latest innovations and long-range view of sentiment • Ongoing supplier engagement, education and support to encourage the innovation of less carbon-intensive options	**SSP 1** **SSP 2** **SSP 5**	Medium Medium Low	Medium Medium Low	Low Low Low
Volatility of supply and demand, and cost of raw materials and energy impacts costs and access to products						
• Higher prices cannot be passed on to customers, reducing competitiveness • Operational disruption due to impacts on supply chain caused by material scarcity • Tightening policy and carbon taxes increase prices of fossil fuels and high embodied carbon materials (steel, aluminium, plastic) **Areas of impact:** All Group divisions, increased risk to divisions with higher reliance on steel, aluminium and plastic	• Reduced margin and revenue – higher costs while utilising existing fossil-fuel delivery strategy • Delayed revenue – ability to deliver is impacted by lack of resources and materials • Increased overheads – cost of finding new suppliers operating in a less competitive environment	• Rental fleet transition to lower-embodied-carbon alternatives, e.g. higher recycled content and electric arc furnace steel production • Implement resource efficiency plans – improve energy efficiency in transport and buildings • Continue implementing a circular economy approach – operational efficiencies, supply-chain take-back schemes and design improvements • Ongoing transition of company car fleet to low emission vehicles	**SSP 1** **SSP 2** **SSP 5**	Low Medium Low	Medium Medium Low	Medium Medium Low

Level of risk: scenario key

Low	Medium	High
ST: Short term 1-3 years	MT: Medium term 3-10 years	LT: Long term 10+ years

Climate-related risks

Risk identified and overview	Potential financial impact	Mitigations and adaptations	Scenario	Level of risk and timing by scenario ST	MT	LT
Transition risks						
Non-compliance with evolving climate-related regulatory and disclosure requirements						
• Fines and/or judgements for lack of compliance • Negative investor or customer perceptions • Additional support services to rectify **Areas of Impact:** All Group divisions	• Increased overhead cost – fines, support services and PR/ marketing • Lack of investment – falling share price • Reduced revenue – perceptions and positioning	• Ongoing monitoring of regulations, standards and key stakeholder priorities • ESG Steering Committee twice yearly oversight and annual updates to the Board	**SSP 1** **SSP 2** **SSP 5**	Medium Medium Low	Low Low Low	Low Low Low
Failure to meet Scope 3 net zero targets due to indirect influence on the value chain						
• Limited control and influence over supplier and customer action limits, prohibits or delays the achievement of Scope 3 targets • Large and complex supply chain limits monitoring and influence • May require the acceleration of rental fleet transition • May impact ability to meet customer demand for a low- or zero-emission fleet • Lack of quality data in value chain (EPDs) limits ability to identify decarbonisation priorities **Areas of impact:** All Group divisions, especially where customers require demonstrable progress towards Scope 3 targets	• Increased overhead cost – reputational damage and resource requirements • Decreased potential for new investment opportunities • High capital expenditure investment – accelerated investment in lower-carbon assets • Decreased revenue – unable to meet customer demand for lower-carbon assets • Cost of capital increase – the perceived risk may be greater	• Continue supplier engagement via Divisional Transition Plans to support suppliers to: ▫ improve carbon emissions reporting ▫ adopt low-carbon production processes ▫ increase innovation of low- and zero-emissions equipment ▫ set science-based targets. • Continue customer engagement via Divisional Transition Plans to: ▫ encourage the take up of lower-emission equipment ▫ provide guidance on efficient equipment use ▫ collaborate with industry to help accelerate the adoption of lower-carbon equipment.	**SSP 1** **SSP 2** **SSP 5**	Low Low Low	High High High	Medium High High

Climate-related financial disclosures (TCFD) continued

Level of risk: scenario key

Low	Medium	High
ST: Short term 1-3 years	MT: Medium term 3-10 years	LT: Long term 10+ years

Climate-related risks

Risk identified and overview	Potential financial impact	Mitigations and adaptations	Scenario	Level of risk and timing by scenario ST	MT	LT
Physical risks						
Increase in the occurrence and severity of major weather events – storms, floods, heatwaves and wildfires **Chronic changes in weather patterns producing rising and/or extreme temperatures, rainfall and sea levels**						
• Damage to equipment and/or facilities • Operational disruption due to an inability to supply or deliver equipment due to damage or supply chain, community or infrastructure disruption • Cancelled works due to customer operations/site disruption • Increased insurance premiums, especially in high-risk locations • Operational disruption due to absenteeism or wellbeing issues • Need to upgrade equipment or facilities to better withstand physical impacts **Areas of impact:** All Group divisions with potentially increased impact in non-UK operations	• Increased cost; reduced revenue – repair, upgrade or replacement costs; lack of fleet availability during repair • Delayed or reduced revenue – inability to deliver equipment • Delayed revenues – delayed demand • Increased insurance cost and reduced margins • Increased costs with reduced revenue – missed deliveries, temporary staff recruitment, training and overtime • Increased cost – facilities and equipment upgrades; reduced UEL	• Physical climate risk register of properties, reviewed annually. ESG Steering Committee and Board have oversight • Clarity of location and physical risks impacting supply chain • Robust, regularly tested business continuity plans • Review customer and supplier contracts to consider provision for weather-related impacts • Health, safety and wellbeing support and training to minimise weather-related health and safety issues	**SSP 1** **SSP 2** **SSP 5**	● ● ●	● ● ●	● ● ●

Climate-related opportunities

Opportunity identified and overview	Potential financial impact	Optimisation/promotion	Scenario	Level of opportunity and timing by scenario ST	MT	LT
Opportunity to expand our low- and zero-emission rental fleet for new and existing customers						
• Increased demand – new and existing customers work to meet their net zero targets • Increased demand at low- and zero-emission construction sites (more stringent targets and planning mechanisms) • Potential to reduce repair and maintenance costs as more of the rental fleet is battery- and/or electric-powered **Areas of Impact:** All Group divisions, especially those focusing on Tier 1 customers; public procurement	• Increased revenue – opportunity to satisfy additional customer demand with new products • Revenue growth – accessing new market areas • Higher ROACE – demand may increase margins and the ability to charge premium rates • Cost reduction – lower maintenance requirements • Increased return on investment – extended UEL	• Transition plans in place in the divisions to drive rental fleet transition • Strong supply-chain relationships allow Vp to maintain a flexible approach to the rental fleet and access new innovations early • Continued focus on supply chain engagement, education and transition • Marketing and sales strategy to access new opportunities	**SSP 1** **SSP 2** **SSP 5**	● ● ○	● ● ○	● ● ●

Level of opportunity: scenario key

Low	Medium	High
ST: Short term 1-3 years	MT: Medium term 3-10 years	LT: Long term 10+ years

Climate-related opportunities

Opportunity identified and overview	Potential financial impact	Optimisation/promotion	Scenario	Level of opportunity and timing by scenario ST	MT	LT
Requirement for increased climate resilience, adaptation and mitigation creates opportunities for new business						
• Increased construction and maintenance of flood defences, coastal protection, drought mitigation, sewerage works • Climate-related rail and road resilience work • Renewable electricity construction, grid upgrades increasingly required as infrastructure electrifies • Long term public procurement-led contracts **Areas of impact:** All Group divisions	• Revenue growth – increased demand • Increased ROACE – high demand and margins through ability to charge a premium rate • Revenue certainty – through long term contracts and projects • Investment growth – reputational benefit of positive impact work	• Targeted sales activity focused on this sector, highlighting our capability to support customers • Transition plans in place in divisions to ensure that rental fleet transition is focused on supporting these projects/ customers	**SSP 1** **SSP 2** **SSP 5**	● ● ○	● ● ●	● ● ●
Increased sector focus on resource efficiency and circularity, which aligns with Vp's business model and provides opportunities for the growth of Vp's hire service						
• Increased focus on resource efficiency and circularity as customers work to achieve net zero targets • Net zero building design regulations drive increased equipment rental by contractors **Areas of impact:** All Group divisions, particularly material for those involved in building fit-out, with a heavy focus on Tier 1 contractors	• Revenue growth – market demand aligns with Vp's business model • Reduced costs – increased circular processes and reduced purchase frequency • Increased ROI – extended useful economic life through efficiency and refurbishment • Increased profit – higher disposal returns	• Marketing and communications to highlight rental benefits to customers and potential customers • Supply chain engagement, education and support to embed and improve circularity	**SSP 1** **SSP 2** **SSP 5**	● ● ○	● ● ●	● ● ●

Climate-related financial disclosures (TCFD) continued

Resilience to climate-related risks

As a diverse business, operating across different geographical regions and a wide range of sectors, our diversity, strategy and robust financial planning give us confidence in our level of resilience to climate-related risks and our ability to optimise opportunities.

Based on ongoing customer engagement, the Group is confident that the requirement for the business to complete the transition of its rental fleet to low-emissions products will occur within the medium to long term. Therefore, the impact of the risk of being late to market with low- and zero-emission equipment has been reduced to medium this year. By maintaining strong, close relationships with our vast supply base, we are well placed to benefit from early access to innovations to support our rental fleet transition.

The International Energy Agency predicts that under current policies, fossil fuel prices and consumption will peak before 2030 and that the impact of low supply and high raw material and energy prices will be felt most keenly in the medium term*. This puts us in a good position if we complete the majority of our rental fleet transition by the end of the decade, ahead of an expected peak in prices and risk.

Visit the IEA website for more
https://www.iea.org/news/the-energy-world-is-set-to-change-significantly-by-2030-based-on-todays-policy-settings-alone

While global sustainability reporting standards are evolving, we are confident in being able to ensure full compliance with all applicable regulations and standards and evolving future requirements.

93% of our emissions are classified as Scope 3. Actions by our partners to decarbonise their operations are an important factor in our journey to reduce carbon. While value-chain relationships are strong, meeting our Scope 3 net zero ambitions in partnership with our suppliers is still a challenge, so this risk has been included for the first time this year.

Details of the Group's financial and operational resilience will evolve in future disclosure reports, as the climate-related financial impacts are expected to arise mostly in the medium to long term, beyond the Group's current detailed financial planning horizon.

We are working to gain a greater understanding of the potential impact of climate-related risks and opportunities on specific divisional business operations and transition plans. This will lead to more detailed assessment, understanding and management of risks and opportunities. The TCFD Working Group is integral to this process, ensuring alignment across risk management, strategy and financial planning and strengthening the linkages between climate risks, their impacts and the corresponding mitigating actions.

Risk management

Identifying, assessing and managing risk

Responsibility for climate-related risks is owned by the Group Health, Safety and Sustainability Director. The process is managed by the Group sustainability team, working with divisional leadership teams, as part of the divisional transition planning process and supported by the TCFD Working Group. Mitigations are incorporated into the transition planning process.

Integration into overall risk management

Climate-related risks are included on the principal risk register and the process of managing and mitigating climate-related risks is integrated into the overall risk management process. The Group Risk team oversees the alignment between market, fleet, operational and regulatory risks that are emerging due to climate change as well as other factors, and ensures collaboration across the Group towards appropriate management and mitigation.

For more on the risk management process, see page 40.

Metrics and targets

We use a range of metrics and targets to assess and manage climate-related risks and opportunities. Our approach focuses on measurable outcomes, operational efficiency and progress against science-based targets.

Climate metrics

The main metrics used to monitor our climate performance are greenhouse gas (GHG) emissions calculations and our progress towards our net zero SBTi targets. We track and report emissions across Scopes 1, 2 and 3, to provide a view of the progress of our own operations and those of our value chain. Our science-based targets, validated by the SBTi, ensure alignment with global climate goals.

Resource management and operational metrics

We monitor how effectively we manage resources across the business, including energy consumption and waste management. We track the proportion of energy sourced from renewable electricity, which is one of our science-based targets. To help manage emissions reduction in our value chain, we monitor the transition of our rental fleet to lower-emission alternatives. This includes tracking the proportion of powered versus non-powered equipment, as well as the fuel types used.

We assess the carbon intensity of the materials used within our operations and supply chain. These metrics support our objective to reduce embodied carbon and promote circularity. This includes the proportion of lower-carbon steel purchased.

Our transition plans are the main mechanism through which we take action on climate-related risks and opportunities. These plans incorporate defined key performance indicators (KPIs), enabling us to track progress and adjust our approach as required.

Performance against targets and metrics

Our targets are centred on achieving net zero emissions, increasing the use of renewable energy and continuing the transition of our fleet and materials towards lower-carbon alternatives. Progress against these targets is reported annually and is embedded within our broader governance and risk management framework.

Performance against 2023/24 (total Group, unless otherwise stated)

SBTi targets	2025/26	2023/24	Change
Net zero across our value chain by 2050	227,776	277,002	(18%)
Reduce Scope 1 emissions by 50% by the end of 2032	15,143	15,078	0.4%
Reduce absolute Scope 3 emissions (material categories[1])	165,447	206,888	(20%)
Increase renewable electricity supply to 100%[2] by 2030	85%	89%	(4 pp)
Resource efficiency metrics			
Reduce energy consumption intensity /£1m revenue year-on-year	184,006	187,211	(2%)
Intensity of emissions Scope 1 + 2 tCO_2e/£1 million of revenue (market-based)	44	43	3%
Waste diverted from landfill (baseline 2024/25) (UK only)	99%	96%	3 pp
Tonnes of waste (UK only)	1,134	1,059	7%
Rental fleet transition metrics			
Proportion of our fleet that is electric, battery or not powered	92%	91%	1 pp
Proportion of steel (raw material) purchased that is lower carbon (production)	14%	N/A	N/A

1 Material Scope 3 categories are Purchased Goods and Services, Capital Goods, Downstream Leased Assets and Use of Sold Products.
2 Renewable electricity supply refers to owned and/or operated sites only.
Minor discrepancies in percentages, totals, and percentage changes are attributable to rounding.
GHG emissions and waste totals have been restated, as per our Methodology on page 30.

Risk management

Our business is subject to evolving risks and uncertainties, which require an informed approach to risk management. This enables us to make the most of opportunities, while maintaining robust internal control.

The Group's ability to deliver its strategy depends on the timely identification and monitoring of key risks and uncertainties, and on the effective operation of material controls. Our approach is embedded, with risk considerations integrated into strategic planning, capital allocation and day-to-day decision-making.

Governance

The Board is responsible for the Group's system of risk management and internal control, determining the appropriate level and nature of risk to support the delivery of the Group's strategy and operational objectives. Certain responsibilities have been delegated to the Audit Committee and Risk Committee, including an annual comprehensive review of the framework, considering risk events, key indicators and other relevant information.

Executive management is responsible for the identification, assessment and management of risks within their areas of accountability. Clear ownership of principal risks is assigned across the Executive Committee, supported by second-line risk and compliance functions and independent assurance from Group Internal Audit.

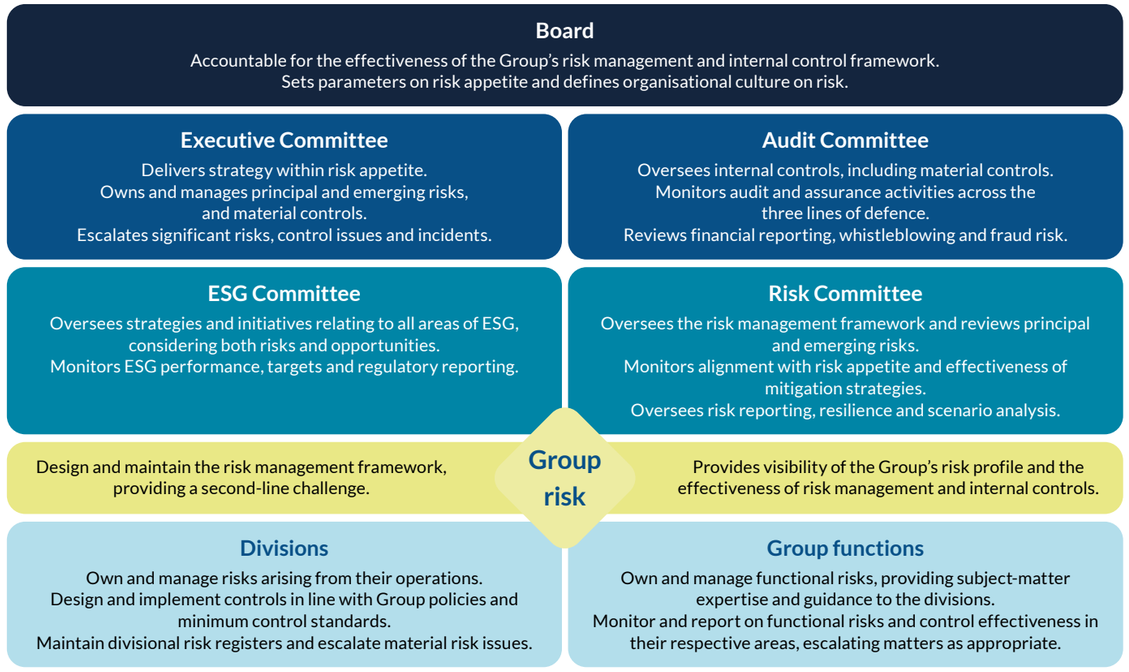
Risk management framework

The Group's risk management framework is well established, and supports the consistent management of risks, opportunities and objectives across the business. Our risk management approach is based on core principles:

- Culture, appetite and governance: A strong risk culture, underpinned by a clear, actionable risk appetite, with defined roles and accountabilities for the identification, management and oversight of risk.
- Integration and methodology: Risk management is embedded in strategy and decision-making, supported by a structured and consistent approach to risk assessment, including the consideration of inherent and residual risk.
- Agility, oversight and assurance: The framework remains responsive to change and emerging risks, with robust oversight, assurance and challenge to support its ongoing effectiveness.

Risk management is supported by a combination of top-down and bottom-up processes to identify principal and emerging risks, underpinned by a consistent methodology for assessing impact and likelihood on both an inherent and residual basis. Risk assessments are refreshed at least quarterly, with more frequent updates as appropriate. Each principal risk is subject to defined minimum control expectations and mitigation plans.

The diagram below outlines the Group's risk management and internal control framework, setting out the respective roles and responsibilities across the Board, its Committees and management.



For the year ended March 2026, the Board considers the current systems of risk management and internal control to be fit for purpose and aligned with the Financial Reporting Council's guidance on Risk Management, Internal Control, and Related Financial and Business Reporting.

Risk Committee

The Group's Risk Committee is a management committee that provides information to both the Audit Committee and the Executive Committee. Chaired by the Head of Risk and Internal Audit, the Committee meets regularly and includes all members of the Executive Committee, and an invitation to attend is extended to Non-Executive Directors. The Risk Committee met seven times during the reporting period.

The foundations of our Risk Committee are:

- Defined risk owners for both principal and key risks, who are responsible for providing regular updates on risk sentiment, mitigations and activities.
- Continuous review of the alignment of principal risks with the Group's strategic objectives.
- Specific consideration of emerging risks and changes in risk levels over the reporting period, ensuring that the Group continues to have a risk-aware culture.

Assurance

The risk management framework follows the Three Lines of Defence (3LOD) model. This model provides the Board with evidence on the effectiveness of risk management and internal controls. Assurance is derived from management attestation, second-line monitoring and independent review by internal and external assurance providers.

As in previous years, the Group Internal Audit conducted targeted assurance reviews across all departments. These reviews follow a risk-based approach and play a critical role in informing the overall risk management process. The Internal Audit Plan also includes provisions to address emerging risks, allowing for proactive responses to changes in the risk environment. In accordance with professional standards, the Group Internal Audit complements its audit capabilities by engaging outsourced audit partners to provide assurance where appropriate.

The Audit Committee oversees the adequacy and effectiveness of all assurance activities. Control deficiencies are identified, tracked and remediated through defined action plans, with material issues being reported to the Board.

UK Corporate Governance Code

A key area of focus during the past financial year has been preparations to address the changes within the UK Corporate Governance Code 2024. The Group supports these changes. Further information on Provision 29 progress can be found on page 50, within the Corporate Governance section.

Overview of principal risks

The following table summarises the Group's principal risks and uncertainties. During the year, two of our principal risks saw increases in their inherent and residual profiles:

- Market and Competition: This is driven by heightened geopolitical uncertainty, particularly in the Middle East; to date the Group's immediate exposure has primarily been through higher fuel costs. A prolonged conflict could have a more material impact on energy markets and demand visibility.
- Technology and IT Resilience: This is driven by an increasingly complex external threat environment, including the growing frequency and sophistication of cyber-attacks, alongside the continued digitalisation of operations and a reliance on technology infrastructure.

Decreased risk | Increased risk | No change | Not yet determined

Principal risks

Risk description	Mitigation	How risk is monitored	Change from the previous year
Market and competition: Economic cycles and headwinds influence our business, and geopolitical and macro-economic uncertainty impacts the end markets we serve. The equipment rental market is competitive and is constantly evolving from a risk perspective.	• Our specialist approach and diversified business model provides resilience against market and competitive pressures. • Market changes are considered by our experienced leadership team, both at Group and divisional levels. • Our balance sheet strength enables agility in this competitive environment. • A divisional structure facilitates consistency across budgeting, decision-making, risk management, technology and the strengthening of our brand.	• Regular monitoring of economic conditions and routine analysis of market and competitor behaviour. • Board monitoring of revenue activity and economic trends. Key issues are discussed with divisional teams, with Board consideration of Group-level concerns. • Regular consideration of market changes, opportunities and how to enhance the Group's customer offer by the Executive Committee. • Review of long-range trends, particularly in the Infrastructure and Construction markets. • Revenue analysis by market segment and completed Group customer analysis. • Operating reviews of each business unit to ensure alignment with Group expectations. Close management of cost controls and operational expenses.	↑

Risk management continued

Risk description	Mitigation	How risk is monitored	Change from the previous year
Technology and IT resilience: Technology enables us to operate efficiently and support both internal and external customers. The effective management of IT platforms, data, and digital services remains critical to future success.	• Operational resilience is strengthened through targeted investment in our IT infrastructure. • Least-privilege access, role-based permissions and enhanced identity governance processes are embedded, with user access reviewed for appropriateness and security. • Data processing, security and back-up procedures are reinforced to maintain compliance with UK GDPR and industry best practice. • Vulnerability scanning and threat monitoring capabilities are expanded, supporting near-real-time alerting to potential threats and suspicious activity, alongside periodic penetration testing. • Business continuity and disaster recovery plans are regularly tested, with scenario planning broadened to reflect new and emerging threat patterns. • Employee security awareness of potential risk areas is enhanced through targeted training, phishing simulations and role-specific cyber guidance. • Cyber Essentials and Cyber Essentials Plus standards are achieved and work is underway to transition towards ISO 27001 accreditation, the international standard used to manage information security.	• Digital transformation programme updates (including delivery risk and dependency mapping) are routinely communicated across the organisation. • Independent third-party specialists review cyber security controls, providing assurance against emerging threats, regulatory expectations and industry benchmarks. • System stability, downtime, capacity indicators and cyber-resilience metrics are closely monitored via central dashboards and reported to the Board. • All incidents are assessed for severity, root cause and corrective actions, with trends analysed to drive continuous improvement. • IT general controls are measured against a strengthened framework to enhance the reliability, integrity and security of IT systems, thereby mitigating the risks related to data integrity, system access and change management.	↑
People and culture: Our ability to attract and retain a skilled and diverse workforce is a key risk and is critical to achieving our strategic objectives. This encompasses the development and motivation of our people. Effective risk management enables us to exceed customer expectations, enhances shareholder value and strengthens our position as an employer of choice. Projects have been initiated to improve employee engagement, focusing on reward, workplace culture and development opportunities. We have seen an encouraging reduction in attrition rates across certain operational roles.	• We have many long-serving employees but also recognise the need for new ideas and change how the Group operates. • We have a working environment that demonstrates respect and appreciation. • We review reward to ensure parity across the divisions. • Enhancements to succession planning, new learning and development software, and improvements to working environments are in place. • We focus on leadership development and investment in our workforce. • The newly appointed Chief Executive used various channels to communicate her vision for the company with colleagues. There is a programme of regular site visits to ensure visibility at a branch level. • The Group fosters an inclusive working environment where all colleagues are given equal opportunity to fulfil their potential. • We have a dedicated learning and development team.	• Routine reporting on vacancy levels, employee turnover by role and sickness rates, at divisional and at Group levels. • Launch of our engagement survey in September 2025, with an overall engagement score of 72%, and action planning has been instigated at a Group and divisional level. • Our colleague offering has been enhanced on annual leave and the launch of colleague volunteering programmes. • Online training hours are monitored through learning and development systems, to ensure that all colleagues complete the training required for their roles. • External benchmarking, e.g. gender pay reporting. • Comprehensive review of reward to ensure parity across the divisions, along with an externally verified approach to remuneration.	→

↓ Decreased risk ↑ Increased risk → No change ↔ Not yet determined

Risk description	Mitigation	How risk is monitored	Change from the previous year
Fleet management and investment: Effective management of our assets throughout their lifecycle, ensuring customer satisfaction, a portfolio of high-quality and innovative equipment, achievement of our ESG commitments and increased financial returns. A history of accelerating growth through acquisitions, such as the acquisition of CPH in October 2024, which builds on our strategy of maintaining a highly differentiated and specialist customer offering.	• Well-established processes to manage our fleet, including – investment decisions, maintenance, depreciation and disposal. • A consistent approach to the appraisal of investment opportunities, demonstrated by our continued healthy return on capital (ROACE). • Structured preventative maintenance programmes to increase the reliability and lifespan of our hire fleet. • Enhanced review processes for all major capex investments, with active consideration of prior performance. • Close working with manufacturers to drive changes in line with our quality and ESG targets.	• ROACE is a key measure and the review of this metric drives business decisions. • Monitoring of equipment utilisation enables effective hire fleet procurement and disposal decisions. • Data on disposal proceeds and margins is used to inform the suitability of depreciation rates shared with Board. • Regular reviews of procurement-related processes, including the resilience of the supply chain. • Data-driven dashboards monitor and manage fleet performance and health. • Individual investments are subject to review throughout their lifecycle to inform future investment decisions.	→
Health and safety: The Group operates in environments where health and safety is a key consideration for colleagues and the customers who hire our equipment. Failure in this area could result in illness, injury or loss of life. It could also affect our reputation and result in loss of business, the loss of business continuity and/or financial penalties.	• A strong, visible commitment to health and safety at the highest levels. • Continued delivery of our health and safety plan, enabling and engaging our stakeholders and learning from events. • Robust health and safety management systems supported by our induction and training programmes, with compliance teams in each division and Group-level oversight. • Risk management considers the health and safety risks inherent to our operations, considering our equipment and people. • Adherence to applicable regulations and manufacturer's guidance on maintaining, servicing and certifying our equipment to ensure that the highest safety standards are met. • Supporting customers in exercising their responsibility to their own employees when using our equipment. • Increased leadership engagement activity ensures better connectivity throughout the Group.	• A mature system of internal reporting exists to monitor health and safety-related information, including accident frequency rates and concerning trends. • Revised KPIs (both leading and lagging) are reviewed at Executive Committee and Board meetings. • Three Lines of Defence (3LOD) assurance models are applied, with independent assurance undertaken to validate this approach. • Annual surveillance audits of externally certified ISO 45001 management systems.	→
Financial: Access to sufficient funding at a reasonable cost is crucial to allow agility in the delivery of our business model and overall Group strategy. We continue to operate with comfortable levels of funding headroom and are well within our financial covenants.	• Capital is allocated using a disciplined capital allocation policy. • A consistent approach to risk management and internal control is taken across Group finance, our shared service centres and divisional finance. • Current and projected gearing levels are continually reviewed to ensure that the appropriate balance between risk and opportunity is maintained. • Third-party advice and support is available during refinancing. • A blend of fixed and floating rate loans are maintained to protect against increases in central bank base rates, also allowing some participation should they fall. • Strong counter-fraud processes are in place to prevent and detect incidents of attempted and actual fraud.	• Daily cash reporting forms the lowest-level indicator of our liquidity situation. At a higher level, the Board will consider total facility, headroom and cash generation trends. • Debtor days by division are monitored, and negative trends are addressed with customers. • Proactive engagement occurs with lenders in advance of renewal dates. • Sensitivity analysis and scenario modelling of key metrics (including working capital and debt) are prepared and presented to the Audit Committee. • Clear, timely and consistent financial reporting from the relevant business units are presented for central oversight by the Chief Financial Officer and the Board.	→

Risk management continued

Risk description	Mitigation	How risk is monitored	Change from the previous year
Governance and legal/regulatory requirements: Failure to comply with legal, regulatory or contractual obligations could result in financial penalties, fines or loss, regulatory consequences, loss of business and/or reputational damage. Significant progress has been made in developing a framework to support compliance with Provision 29.	• Clear accountability and ownership of the Group's governance, legal and regulatory obligations. • The General Counsel and Risk Committee, work closely with Group businesses to identify and support response plans to changes in the legal and regulatory environment. • Open communication channels between divisions and the Group legal function support risk management and oversight of governance, contractual and legal matters. • The Executive Committee and Senior Leadership Team provide direction and messaging to the divisions to support a compliant environment. • Use of external legal support where required. • Mandatory training programmes are targeted at the appropriate level of colleagues determined by job role. • Refreshing awareness of the Whistleblowing Policy and process with all reports thoroughly reviewed.	• Regular updates and training from external advisers. • The General Counsel/Company Secretary attends Board meetings to deliver and manage an appropriate governance framework. • The Risk Committee provides intelligence to the Audit Committee and Board on current regulatory requirements. • Oversight of the Executive Committee and the Senior Leadership team to ensure transparent reporting and oversight. • Group policies are reviewed to align with our Group strategy and key risks. • Via our whistleblowing process, people are encouraged to 'Tell Us' their concerns. All reports are investigated and escalated, where appropriate, by an independent member of the Group.	→
Climate and environment: Understanding, identifying and managing the risks and impacts of climate change across the Group to ensure resilience. Transition risks, such as keeping pace with accelerating regulation and customer expectations and ensuring a timely transition to a low-emission rental fleet, could lead to financial penalties, fines or judgements, loss of business, increased costs and operational disruption. Physical risks, such as extreme weather events and ongoing chronic changes to weather patterns, could bring operational, financial and health and safety risks.	• Detailed transition plans at a divisional level drive carbon reduction, fleet transition and resource efficiency. • Implementation of a circular economy approach within the Group and our supply chain. • An established ESG Steering Committee oversees ESG strategy, regulation and risk. • Energy consumption and efficiency and environmental impacts such as waste and water management and pollution are managed by divisional compliance teams with oversight from divisional leadership teams and Group sustainability.	• The Board is informed and updated monthly about climate-related risk by the Group Risk Committee and the Group Health, Safety and Sustainability Director. • Divisional leadership teams and Group sustainability teams consider the impacts, develop and deliver mitigations and report on metrics. • Progress towards net zero targets is measured and monitored at Group and divisional level and is reviewed by the ESG Steering Committee. • Energy consumption, waste management and other environmental impacts are monitored by divisional compliance teams and Group sustainability teams, with oversight by divisional leadership and the ESG Steering Committee. • Annual surveillance audits of externally certified ISO 14001 management systems.	→

↓ Decreased risk ↑ Increased risk → No change ↔ Not yet determined

Viability statement

The Directors have assessed the viability of the Group

In accordance with the UK Corporate Governance Code 2024, the Board has assessed the viability of the Group over the two-year period to 31 March 2028. The Board considers this period appropriate and it is consistent with the period over which the Group's budgets/forecasts have been prepared and reviewed.

Process and scenarios considered

The Group's detailed plan considers the profit and loss, balance sheet, cash flows, debt and other key financial ratios over a two-year forward-looking period. Compliance with covenant arrangements and headroom to borrowing facilities are also assessed.

The detailed plan has been subjected to sensitivity analysis in which a number of the main underlying assumptions are adjusted and tested to consider alternative risk-based scenarios. The plan has been stress-tested to take into account severe but plausible scenarios.

These scenarios include the consideration of market risk arising from the impact of a downturn in economic activity. The modelling is at least as severe as the financial year 2020–21, which included two full Covid-19 lockdowns in our major regions.

The Board has considered the availability and maturity profile of the Group's borrowing facilities. Post-year end, and in advance of the Group's £65.0 million private placement maturing in January 2027, the Group increased its RCF from £90.0 million to £120.0 million and entered into an agreement for two new private placements with principal amounts of €38.0 million and £15.0 million. These private placements both have five-year terms and will be drawn down in December 2026.

While it is impossible to foresee all risks (or take into account those risks that are currently immaterial but could turn out to be significant), mitigating activities could be performed, for example reducing capital expenditure or discretionary spend.

In the most severe scenario modelled, the test indicates that the Group has sufficient headroom in its borrowing facilities and would not breach any of the associated covenants. Details of the Group's financing arrangements can be found in Note 15 in the consoliated financial statements.

Overall assessment

Having assessed the current position of the Group, its prospects and principal risks, and by taking into account the assumptions above, the Board has determined that it has a reasonable expectation that the Group is financially sound and stable and, therefore, will be able to continue in operation and meet its liabilities as they fall due over a period of two years from 1 April 2026.

Non-financial and sustainability information statement

This section of our Strategic Report constitutes Vp plc's non-financial and sustainability information. This statement has been prepared to comply with sections 414CA(1) and 414CB(1) of the Companies Act 2006, and is intended to provide an understanding of the Group's development, performance and position and the impact of our activities and signposts where in the Annual Report, or on our website, you can find more information.

Reporting requirement	Key policies[1]/standards	Read more
Anti-bribery and corruption	Anti-bribery and Corruption Policy Competition Law Policy Group Tax Strategy Policy	Visit our website www.vpplc.com
Employee-related matters	Health and Safety Policy Equality and Diversity Policy Whistleblowing Policy Training and Development Policy Data Protection Policy Quality Management Policy	Visit our website www.vpplc.com
Social and community	Social Strategy	See page 29
Human rights	Modern Slavery Policy and Modern Slavery Statement Sustainable Procurement Policy	Visit our website www.vpplc.com
Environmental matters	Energy Management Policy Environmental and Climate Change Policy	Visit our website www.vpplc.com
Business model	Description of Vp's business model	See page 12
Non-financial KPIs	Description of the non-financial key performance indicators relevant to Vp's business	See page 19
Principal risks	Description of the principal risks arising in relation to the Group's operations, and how those principal risks are managed	See page 41
Climate-related Financial Disclosures	TCFD report	See page 32

1 Our policies are available on our website at – www.vpplc.com

The Strategic report was approved on 9 June 2026 by the Board and is signed on its behalf by:

Alice Woodwark
Chief Executive
9 June 2026

Board of Directors

Jeremy Pilkington

Chair

Appointment date

Appointed to the Board in 1979 and became Chair in 1981.

Experience

Jeremy was Chair and Chief Executive between 1981 and 2004.

N

Alice Woodwark

Chief Executive

Appointment date

Appointed to the Board in February 2026.

Experience

Alice was previously a Managing Director with Mitie Group plc. She has also held several leadership roles at Compass Group, including Group Head of Strategy and M&A and Managing Director.
Alice is also a Non-Executive Director of Vistry Group plc.

Keith Winstanley

Chief Financial Officer

Appointment date

Appointed to the Board as Chief Financial Officer in January 2024.

Experience

Keith previously held senior finance roles at both Lookers plc and KCOM plc.

Richard Smith

Senior Independent Non-Executive Director

Appointment date

Appointed to the Board in February 2025.

Experience

Richard is an experienced FTSE 100 Chief Executive as CEO of Unite Group plc, having also held various roles at National Express Group plc and British Rail. Richard has Non-Executive Director experience and is currently Chair of Southampton Solent University.

A R N

Stuart Watson

Independent Non-Executive Director

Appointment date

Appointed to the Board in January 2023.

Experience

Stuart is a Non-Executive Director and the Audit Committee Chair of Flowtech Fluidpower plc. He is a senior adviser at Panmure Liberum, an investment bank. He was a senior partner with EY until 2017.

A R N

Mark Bottomley

Independent Non-Executive Director

Appointment date

Appointed to the Board in January 2023.

Experience

Mark is currently Chief Financial Officer of Cranswick plc and, historically, has held senior finance roles in the food production industry.

A R N

Sally Jones

Company Secretary

Appointment date

Appointed as General Counsel and Company Secretary in September 2023.

Experience

Sally is a Corporate Lawyer with over 20 years of experience, including General Counsel and Company Secretary at Zenith (car leasing) and KCOM plc.

Key to Committee membership

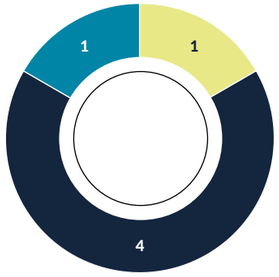
- Committee Chair
- A Audit Committee
- R Remuneration Committee
- N Nomination Committee

Governance at a glance

Board composition

Length of service of Directors

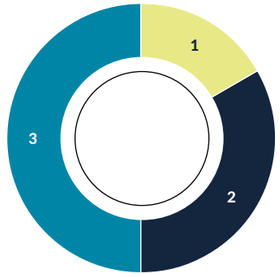
31 March 2026



Less than one year	1
One to nine years	4
More than nine years	1

Balance of Directors – Role

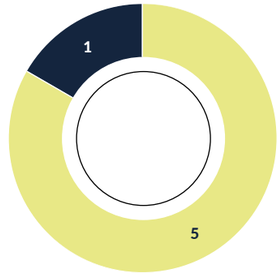
31 March 2026



Chair	1
Executive	2
Non-Executive	3

Gender

31 March 2026

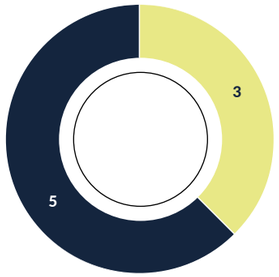


Male	5
Female	1

Gender

Executive Committee

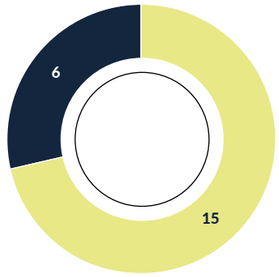
31 March 2026



Male	3
Female	5

Wider Senior Leadership team

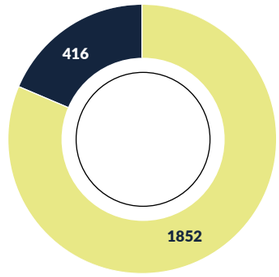
31 March 2026



Male	15
Female	6

All other employees

31 March 2026



Male	1852
Female	416

Board and Committee meeting attendance

	Member since	Board	Audit	Remuneration	Nomination
Number of meetings held[1,2]		6	2	3	3
Executive Directors					
Jeremy Pilkington	1979	6/6	–	–	3/3
Anna Bielby[3]	2023	4/6	–	–	–
Alice Woodwark[4]	2026	2/2	–	–	–
Keith Winstanley	2024	6/6	–	–	–
Non-Executive Directors					
Phil White[5]	2013	2/6	1/2	2/3	0/3
Stuart Watson	2023	6/6	2/2	3/3	3/3
Mark Bottomley	2023	6/6	2/2	3/3	3/3
Richard Smith	2025	6/6	2/2	3/3	3/3

1 Six scheduled Board meetings were held during the year; there were additional ad-hoc meetings held during the period to deal with matters such as M&A, Board changes and external announcements.
2 Committee meeting attendees by invitation include, but are not limited to, the Chair, Chief Executive and Chief Financial Officer, all of whom attended every Committee meeting throughout the year.
3 Anna Bielby ceased to be the Chief Executive on 2 February 2026.
4 Alice Woodwark joined the Company on 2 February 2026.
5 Phil White ceased to be a Non-Executive Director on 30 June 2025, only in attendance at meetings prior to 30 June 2025.

Corporate governance report

"Strong governance underpins the long-term success of the Group. The Board remains focused on effective oversight, supporting strategy delivery and balancing the interests of our stakeholders, while continuing to promote a culture of transparency and accountability."

Jeremy Pilkington
Chair

Dear shareholders

Introduction from the Chair

The Company is led by an effective Board, whose primary role is to provide leadership and to promote the long-term success of the Company. The Board has responsibility for establishing and monitoring the Company's purpose and strategy, ensuring the implementation of a robust risk management framework, and overseeing financial and operational performance. These responsibilities are supported by the Audit, Remuneration, and Nomination Committees and by the Executive Committee, and also by the Group's culture and values, which are underpinned by a strong corporate governance framework.

The culture and values of the Group are based upon principles of fairness, integrity, transparency and mutual respect, and the Board seeks to promote and exemplify these values in discharging its responsibilities. These principles are commercially central to delivering our strategic and growth objectives and the long-term success of the Group.

The corporate governance report is set out from page 48 and includes the remuneration report from page 57.

This section of the Annual Report aims to communicate the Group's corporate governance standards, policies and practices.

Compliance of the Code

The Board reports that throughout the year the Company has applied the principles and complied with the provisions of the UK Corporate Governance Code 2024 (the Code) (save for provision 29 which is not applicable to the Company until its year beginning 1 April 2026 with the provision from the 2018 Code) with the following exceptions:

- Phil White retired from the Board with effect from 30 June 2025. Phil served as a Non-Executive Director for more than nine years, which is considered to be an indicator of independence impairment by Provision 10 of the Code as explained in previous reports and accounts. Following Phil's retirement, there is no longer a non-compliance issue with Provision 10.
- I have served as Chair for more than nine years which is considered to be an indicator of independence impairment by Provision 9 of the Code. The Code recommends that the term of a Chair's appointment does not exceed nine years (Provision 19). The Board is of the view that I bring valuable stability, corporate memory, industry expertise and strategic oversight. As such, the Board considers that it is important to retain my services in a strategic capacity.
- Mark Bottomley has been Chair of our Remuneration Committee for two years and eight months, and prior to that, Mark spent six months serving as a member of our Remuneration Committee. Mark had not previously served on a Remuneration Committee; therefore Provision 32 of the Code (12 month's prior service on a Remuneration Committee before appointment as Chair) has not been complied with. However, Mark's experience in the listed business environment and his knowledge of the workings of the Remuneration Committee as an Executive Director stood him in good stead to take on the role of Chair of our Remuneration Committee.

The Board continues to review its governance procedures to maintain proper control and accountability and, notwithstanding the explanations above, the Board and its Committees continue to act in accordance with the spirit of the Code's principles. The UK Corporate Governance Code 2024 is available from the Financial Reporting Council at www.frc.org.uk.

The Board remains committed to maintaining high standards of governance and providing clear assurance to all stakeholders.

This report and the following reports of the Committees describe the structures, processes and events through which compliance is achieved.

Jeremy Pilkington
Chair
9 June 2026

Division of responsibilities

During the majority of the year, the Board comprised two Executive Directors, three Non-Executive Directors and the Executive Chair. The Board believes that it has an appropriate balance of Executive and independent Non-Executive Directors, having regard to the size and nature of the business.

Phil White retired as a Non-Executive Director as of 30 June 2025. Richard Smith replaced Phil as the Senior Independent Director.

We announced in September 2025 that Anna Bielby had given notice of her intention to resign as Chief Executive; therefore we commenced an external search process for a new Chief Executive using Sam Allen Associates, an external search consultancy. Following a thorough search for candidates and a rigorous interview process, the Board appointed Alice Woodwark as the new Chief Executive with effect from 2 February 2026. Alice has extensive leadership and operational experience, with a strong track record in B2B blue-collar services and listed FTSE companies, this expertise will help the Group deliver its objectives of delivering growth and driving operational excellence. Further details of the process undertaken are set out in the Nomination Committee report on page 53.

In compliance with the Code and the Company's Articles of Association, all of the Directors will seek re-election by shareholders at the 2026 Annual General Meeting (AGM). Alice Woodwark, who was appointed to the Board on 2 February 2026, will seek election. Details of the Group's Directors are provided on page 46.

The roles of the Chair and Chief Executive are separate and clearly defined. The Chair, Jeremy Pilkington, is responsible for the effective leadership, operation and governance of the Board and its Committees and also facilitates the contribution of Non-Executive Directors. The Chief Executive has operational responsibility for the management of the Group's business and for implementation of the strategy, as agreed by the Board.

The Senior Independent Director provides a sounding board for the Chair and supports the Chair on governance matters. The Senior Independent Director provides a communication channel between the Chair and Non-Executive Directors and is available to other Directors and shareholders in order to address concerns that cannot be raised through the normal channels.

The role of the Non-Executive Directors is to provide independent and considered advice to the Board on matters of strategy, risk and performance while also providing constructive challenge, governance and oversight through the operation of the Board's Committees. The Board is assisted by the Audit, Remuneration and Nomination Committees. Separate reports from these Committees can be found on page 53 onwards.

Our Non-Executive Directors are available to shareholders if they request a meeting or have concerns, should contact through normal channels have failed to resolve them. No such requests were received during the year. The Chair of the Remuneration Committee reached out to a group of shareholders during the year to communicate the proposals for executive pay in FY27 and with regard to the new Directors' Remuneration Policy, which will come into force with effect from 1 April 2026, once approved.

As set out in the Chair's introduction on page 48, while the Chair has served for more than nine years, the Board has reviewed this directorship and is confident that the Chair's contribution, particularly in terms of strategy, oversight, continuity and seniority, supports the decision that Jeremy Pilkington should remain on the Board. The other three Non-Executive Directors are considered as independent. There are no circumstances or relationships that may affect judgements.

Each Director is required, in accordance with the Companies Act 2006, to declare any interests that may give rise to a conflict of interest with the Company on appointment and subsequently as they may arise. Where such conflict or potential conflict arises, the Board is empowered under the Company's Articles of Association to consider and authorise such conflicts as appropriate and subject to such terms as they think fit. No such conflicts arose during the year under review.

Board meetings and operation

There is a clear division of responsibilities between the running of the Board and the running of the business.

At each Board meeting, the Chief Executive delivers an overview of performance and her thoughts on the strategic direction and the key projects and challenges facing the business, and the Chief Financial Officer reports on the financial performance of the Group. The Board reviews business and financial performance, considers specific reports, and is updated on key business areas, including strategy, health and safety, risk, people, ESG and governance, along with an update on ongoing digital and transformation activities. Throughout the year, the Executive Committee and other members of senior management have delivered presentations to the Board on ongoing or upcoming projects, including, in this financial year, the repositioning of Brandon Hire Station and the digital transformation and activities. This year, the Board has particularly focused on ensuring that the decisions it has taken align with the strategy and purpose of the Company and that outcomes are achieved following these decisions being made. The Board had six scheduled meetings during the year but met on other occasions during the period to deal with matters such as M&A, Board changes, external announcements and other strategic projects.

To assist in the Board's planning and to provide clarity as to where responsibility for decision-making lies, the Board has a clearly documented schedule of matters. Matters specifically reserved for the Board include: strategy, corporate structure and capital; investor relations, annual budgets, audit, financial reporting and risk management; nominations to the Board, executive remuneration and certain material controls.

The Company Secretary assists the Chair in ensuring that Board procedures are followed and is available to assist Directors generally, as well as advising on matters of corporate governance.

The Board's principal Committees are the Audit Committee, the Nomination Committee, and the Remuneration Committee. Each Committee has its own terms of reference, which are annually reviewed and approved by the Board. On the following pages, each Committee reports how the Committee Chair discharged its responsibilities throughout the year. While the Chief Executive and the Chief Financial Officer are not members of the Audit, Remuneration and Nomination Committees, and the Chair is not a member of either the Audit or Remuneration Committees, they attended all Committee meetings held throughout the year (until Anna stepped down, and once Alice was appointed, as Chief Executive on 2 February 2026). The Committees are also attended by professional advisers and members of senior management when invited to do so.

During the year, the Non-Executive Directors met with the Chair without the Executive Directors being present, and the Non-Executive Directors also met without the Chair being present, and were led by the Senior Independent Director. Matters included carrying out an appraisal of the Chair's performance.

The Board is satisfied that the Chair and each of the Non-Executive Directors committed sufficient time to the Group during the year to enable them to fulfil their duties as Directors of the Company.

Corporate governance report continued

Appointments to the Board

The Nomination Committee is chaired by the Company's Chair, Jeremy Pilkington, supported by the Group's Non-Executive Directors. The Nomination Committee met throughout the year to consider succession planning, leadership development, and the talent pipeline, and to ensure that appointments to Board roles are made after due consideration of the skills, knowledge and experience of the potential candidates. The report of the Nomination Committee is shown on page 53.

Alice Woodwark was appointed as Chief Executive from 2 February 2026, following a search undertaken by an external search consultant. Further details of the process undertaken are set out in the Nomination Committee report on page 53.

The Group's Equality and Diversity policy is set out on page 54 in the Nomination Committee report.

Executive Committee

In order to support robust and effective reporting and communication, and to support engagement with the workforce, an Executive Committee was established in December 2023. The Executive Committee includes: the Chief Executive, Chief Financial Officer, Chief Operating Officer, Company Secretary, Group HR Director, Group Health, Safety & Sustainability Director, Change & Transformation Director and Chief Information Officer.

The Executive Committee is responsible for implementing Company policies, and the strategies and decisions made by the Board, managing operations and steering the Company towards delivering its strategy and achieving its objectives. During this financial year, the Executive Committee has focused in particular on the repositioning of Brandon Hire Station, health and safety, people, ESG, digital and transformation, and risk.

Training and induction

All new Directors receive a full, formal and tailored induction on joining the Board, including meetings with senior management and advisers and visits to operational locations.

Training to Directors is annually refreshed, and, in the year, covered corporate governance reform, health and safety and other operational training.

Advice is also available from the Company's Solicitors, Auditors and Brokers as required. There is an agreed procedure for Directors to take independent professional advice at the Company's expense.

Performance review

During the last financial year, the Board undertook an external Board effectiveness review, facilitated by Sam Allen Associates. Following this review, changes were made to the Group's corporate governance framework, including improved reporting and frequency of meetings. The Board also reviewed and monitored the outputs of the review throughout the year.

In line with the Code, the Company in the year carried out an internal Board effectiveness review. The review used the results of a detailed bespoke questionnaire to form the basis of a feedback session with the Board. The Board agreed certain action points coming out of this review that will be implemented throughout the year, covering strategy, Board and Committee composition, the structure of Board and Committee meetings, improved reporting and employee engagement. The Board will review its performance against these outputs throughout the upcoming year.

Whistleblowing Policy

The Group's Whistleblowing Policy enables colleagues to report their concerns on matters affecting the Group or their employment, in confidence and without fear of recrimination. Posters publicising whistleblowing channels are distributed to all branches, depots and offices. The Group has a dedicated whistleblowing hotline and email inbox, which are both managed independently from the Group, and all reports made were fully investigated. During the year, the Whistleblowing Policy was reviewed and approved by the Audit Committee, and the Audit Committee receives regular summaries of any whistleblowing statements and resolutions.

Risk management

The Board retains overall responsibility for setting the Group's risk appetite as well as for risk management and internal control systems. As set out in the Strategic Report on page 40, the effectiveness of the Group's risk management and internal control systems is under frequent review by the Board. Roles and responsibilities across the Group's system of risk management and internal control are outlined on page 40.

The Group has an established Risk Committee, which is chaired by the Head of Risk and Internal Audit and is attended by all members of the Executive Committee. The Committee meets every two months, reports to the Audit Committee. The Group's Head of Risk and Internal Audit provides routine updates to the Executive Committee on all risk and governance-related matters and often attends Executive Committee meetings as a guest. Further information on the Risk Committee can be found on page 40.

Provision 29

Provision 29 (as amended) of the Code is applicable to the Company in respect of its year beginning 1 April 2026 and will require the Board to make a declaration as to the effectiveness of our material controls as at the balance sheet date.

Significant progress has been made in developing a framework to support compliance with Provision 29, including:

- Six-weekly progress reviews by the Risk Committee to govern the Group's response, ensuring that we are meeting both the requirements and 'spirit' of the new Code. Progress reports are shared with the Board and Audit Committee.
- Dedicated programme resources to support the Group in meeting Provision 29 expectations and drive enhancements to our framework of risk management and internal control.
- A definition of material control (and materiality) that aligns with the Group's long-term strategy and Principal risks, with clear accountability across the Executive Committee.
- Defined effectiveness thresholds and a formalised approach to evidence, management attestation and independent testing. This includes consideration of how and where assurance is provided.
- During the reporting period, work was undertaken to assess the identification of maturity gaps in our governance and internal control arrangements. This process will continue in 2026 and will include further work to assist the Board in monitoring and reviewing the effectiveness of the Group's control framework to support the Board's required declaration to be made in the 2027 Annual Report.

A detailed report regarding the Group's systems of risk management and internal controls is prepared annually. Having reviewed and discussed this report, the Board is satisfied that these systems and processes are fit for purpose and effective. The principal and emerging risks to which the Group is exposed and the measures to mitigate such risks are described from page 41.

Engagement with our stakeholders

We understand the importance of engagement with all our stakeholders. It is of significant value to our decision-making and planning processes and, ultimately the long-term success of the business. For further information on engagement with stakeholders see page 20.

Workforce engagement and culture

Throughout the year, the Board engaged directly with the wider workforce, both formally and informally, in order to review and monitor culture and behaviours to help ensure that they aligned with the Group's values and strategy and support the Group's long-term sustainable success. To this end, members of the Board attended the Senior Leaders Conference in September and the Vp Awards ceremony in November, and also visited operational sites across the country. Richard Smith, in his capacity as Employee Workforce Director, has regular insight meetings with the Group HR Director to provide oversight and leadership of the People and Social Strategy, to help drive company culture and values and to monitor organisational capability and employee engagement. The workforce is able to raise any matters of concern though the Group's whistleblowing policy as detailed on page 50.

Diversity, equity and inclusion

The Board is cognisant of the importance of creating an open, diverse and inclusive organisation where individual differences and the contributions of all are recognised and valued. We are committed to promoting equal opportunities and improving the diversity of our workforce. The Board recognises that gender diversity is a wider issue within our industry, with many of our roles traditionally being more popular with males. Motivated by this historical challenge, we remain committed to further improvement in our diversity statistics. The Group operates an Equality, Diversity and Inclusion Policy that applies across the entire organisation and underpins the Board's approach and commitment to fostering and promoting an inclusive and equitable environment throughout all levels of the organisation. Details of the policy can be found on page 54 in the Nomination Committee report.

Directors' report

The respective responsibilities of the Directors and the independent Auditors in connection with the financial statements are explained on page 73 and the Statement of the Directors in respect of going concern appears on page 72. The Group's Viability statement is set out on page 45.

Annual General Meeting (AGM)

The AGM will be held at Rudding Park, Follifoot, Harrogate, HG3 1JH on Thursday 23 July 2026. The Notice of the AGM and explanatory notes regarding the ordinary and special business to be put to the meeting will be set out in a separate circular to shareholders.

Case Study

Innovation improves safety while working at height

During the construction of a prestigious new state-of-the-art workplace at Holborn Viaduct in central London, Multiplex, the contractor asked for our advice on innovations that enhance safety when working at height.

We introduced Multiplex to an attachment by Safe MEWP, which secures materials such as pipes, ducting and strut work to a push-around vertical (PAV). The customer used this device to help lift and position materials close to work areas, reducing the likelihood of materials being accidentally dropped.

Tom Howard, project lead at Multiplex, said: "The solutions available from MEP Hire proved invaluable to both Multiplex and our sub-contractors on site. Not only were we able to achieve the safety standards we set out for the site, but we have also seen that productivity rates when handling materials at height have improved greatly."

Once completed later this year, Holborn Viaduct will offer 405,000 square feet of office space incorporating wellness and social areas and creating a workplace for the future.

The Board in action: achieving outcomes through decision making

April 2025

- Refreshed the three-year strategy and objectives, underpinned by KPIs, focusing on growth, operational excellence, people, digital and ESG.
- Remuneration Committee: proposed 2025/26 reward and share schemes targeted at investing in people.
- Revised format for Board reporting to improve governance practices and strategic oversight.
- Board participation in Operator's Licence Awareness Training.

May 2025

- Year end results, Viability statement and going concern, Annual Report and final dividend (subject to shareholder approval) approved.
- Capital allocation discussion, including focusing capex where market opportunity is strongest, helping customers to meet their ESG requirements, M&A activity and share buy backs.
- Audit Committee: review and confirmation of effective internal control, year end judgements, going concern and viability, risk (risk appetite, principal risks, emerging risks and risk management frameworks), internal audit update, the independence of the external auditor, and year end approvals.
- Remuneration Committee: considered outcome of 2024/25 schemes.
- Delivery of the M&A Strategy with the acquisition of small bolt-on to the MEP Hire division in the Republic of Ireland.

July 2025

- AGM focusing on investor feedback, scoring and voting recommendations, and feedback from investor meetings.
- Development of the Brandon Hire Station recovery plan.
- Outputs from the Board Effectiveness Review used to confirm Board decisions, actions required and outcomes achieved.
- Health, Safety and Transport Strategy to drive consistency in messaging from the Board to the Group.
- Training for Directors on Directors' duties, corporate governance (MAR) and changes to the corporate governance regime.

September 2025

- Continuation of investment in the new People Strategy, with a focus on reward and recognition (embedding a new reward framework and principles); employee engagement (including an employee engagement survey); leadership and performance management; and a new Social Strategy that aligns people activities to business strengths and colleague needs.
- Under new leadership, the introduction of a new Technology Strategy which focuses on delivering growth, improving connectivity with customers, driving operational excellence and value realisation.
- Health and Safety Training for Directors: Law, Investigations and Responsibilities (legal framework and the enforcement and consequences of non-compliance) and senior management responsibilities.
- Board attendance at annual Senior Leaders Conference.
- Announcement that Anna Bielby would be stepping down as Chief Executive and commencement of an external search process.

October 2025

- Trading update.
- External search process to recruit a new Chief Executive underway.

November 2025

- Board attendance at the Vp Awards ceremony.
- Approval of half year results.
- Audit Committee: interim judgements, risk and internal audit update.

December 2025

- Approval of appointment of Alice Woodwark as Chief Executive.

February 2026

- Alice Woodwark commenced as Chief Executive.
- Review and approval of final budget.
- Unscheduled trading update.
- Meetings of the Non-Executive Directors without the Executive Directors being present.

March 2026

- Nomination Committee: approval of the Group's succession planning strategy, talent pipeline, senior leadership team development and diversity and inclusion.
- Remuneration Committee: approval of 2026/27 reward proposal and share schemes.

Nomination Committee report

Jeremy Pilkington
Chair of the Nomination Committee

"Board succession has been a key focus for the Committee this year, overseeing an orderly transition to a new Chief Executive with minimal impact on day-to-day operations."

Committee members

	Meetings attended
Jeremy Pilkington (Chair)	3/3
Mark Bottomley	3/3
Stuart Watson	3/3
Richard Smith	3/3
Phil White	0/3[1]

1 Phil White ceased to be a Non-Executive Director on 30 June 2025, only in attendance at meetings prior to 30 June 2025. There were no nomination committee meetings between 1 April and 30 June 2025.

Dear shareholders

As Chair of the Nomination Committee, I am pleased to report on the work of the Committee in leading the process for appointments to the Board and senior management roles, building an appropriate succession plan for the Group and ensuring that appropriate procedures are in place for the nomination, selection, evaluation and training of Directors.

Background

The Nomination Committee's objective is to ensure that the Board comprises individuals with the necessary skills, knowledge, experience and diversity to ensure that the Board is effective in discharging its responsibilities.

The Committee meets to ensure that the composition and structure of the Board and its Committees are reviewed and refreshed as required, including nominating candidates for appointment as Directors to the Board.

The Committee also monitors and develops Board and Executive succession plans to support the effectiveness of the Group and ensure continuous and efficient business function, with the focus remaining on improved diversity and inclusion.

Board succession has been a key focus for the Committee this year.

Ensuring that we have the right talent in place is key to delivering our strategy and accelerating the pace of our transformation, and the Committee's role is, therefore, vital to supporting the Group in achieving these goals.

Looking ahead, the key priorities for the Committee are as follows:

i. Medium- to long-term succession planning at Board and Executive level to ensure there is a strong and diverse pipeline.
ii. Delivering the successful induction of the new Chief Executive.
iii. Developing and delivering those actions arising from the external and internal Board effectiveness reviews referred to on page 50.
iv. Continued focus on diversity, equality and inclusion and improving our diversity statistics.

Membership and meetings

In addition to the Chair, the Committee includes the Group's Non-Executive Directors. The Chief Executive, Chief Financial Officer, Company Secretary and Group HR Director are often invited to and attend Committee meetings, as appropriate.

The Committee met three times during the year in order to implement, manage and approve the process of the recruitment for a new Chief Executive, following the announcement of Anna Bielby's departure.

Appointment of a new Chief Executive

The Board appointed an external search consultancy (Sam Allen Associates (SAA)) to assist the Board in undertaking a search for a new Chief Executive. The Committee, the Executive Directors and the Company Secretary worked with SAA to review the current expertise and experience of the Board to identify those areas where the Board could benefit from additional knowledge and input and consequently developed a targeted and specific role profile to help define the ideal candidate to replace Anna. Given the transformation activities underway in the business and the current constitution of the Board, the Committee felt it would be beneficial for the candidate to have an operational focus. Building on this, SAA, together with the Board and the Executive Committee, compiled a diverse long list of candidates for the role, this list was carefully considered by the Committee and led to the creation of a short list of candidates.

Members of the Committee met with the short-listed candidates and assessed their alignment with the role profile and with Vp's culture, values and behaviours. SAA supported the Committee in the decision-making process, providing an independent view of fit with Vp and the Board. The Committee agreed that Alice Woodwark was the best candidate, possessing the necessary skills, experience and personal attributes required to deliver the strategy set by the Board. Alice's appointment as Chief Executive was recommended to the Board and then announced in December 2025.

Alice joined the Board in February 2026 and has undergone an induction programme tailored to her role and requirements, including: undertaking site visits across the UK; multilayered employee engagement; visits with key customers; meetings with the Board, Executive Committee and other members of the senior leadership team and meetings with key external stakeholders, including brokers and other professional advisers. Alice also had a detailed handover process with Anna Bielby completed before her departure.

I can confirm that other than this search process, and the external Board effectiveness review carried out in 2025, SAA has no other connection with the Company or the individual Directors.

Nomination Committee report continued

Succession planning

The Board and Nomination Committee consider succession planning in respect of both Executive Director roles and the Executive Committee.

The committee considers that the Executive Directors and the Executive Committee have well-developed skills and experience to fulfil their roles, and their skills are constantly updated as new challenges arise.

Looking ahead, the Committee sees its key priority being to continue to develop and review the internal succession plan for the Executive Directors and its senior leaders, together with undertaking a review of the size, composition and succession to the Board.

Performance evaluation

Following last year's external Board effectiveness review, the Board carried out an internal Board effectiveness review, which included a review of the Nomination Committee effectiveness, further details of which (including outputs) are set out in the Corporate Governance Report on page 50.

Diversity Policy

The Board supports the principle of diversity across its Board, Executive Committee, senior leadership teams and wider workforce. The Group's policy is that the Board and its Committees should be comprised of Directors who collectively display the necessary balance of professional skills, experience, length of service and industry knowledge and that appointments to the Board and its Committees should be made on merit, against objective criteria, including diversity in its broadest sense.

The objective of the policy is to have a broad range of approaches, backgrounds, skills, knowledge and experience represented on the Board. The Directors believe that this will make the Board and its Committees more effective at promoting the long-term sustainable success of the Company and generating value for shareholders, by ensuring there is a breadth of perspective among the Directors and the challenge needed to support good decision-making.

When appointing new Board members, the Directors will consider gender and ethnic diversity alongside knowledge, skills and experience.

Board diversity

The Board is aware of the FCA's Listing Rules (UKLR 6.6.6(9)) to encourage greater diversity on listed company boards to the effect that:

i. At least 40% of the individuals on its board are women.
ii. At least one of the senior board positions is held by a woman.
iii. At least one individual on the board is from a minority ethnic background.

The Company has chosen to align its diversity reporting reference date with the Company's financial year-end and proposes to maintain this alignment for future reporting periods. The Company has met the second of the three targets on Board diversity as at its chosen reference date, 31 March 2026: the Chief Executive is a woman. Moreover, approximately two-thirds of the Executive Committee is made up of women. The appointment process for the new Chief Executive involved an external search which was targeted at reaching a diverse range of candidates, and consequently the short list demonstrated greater diversity.

The relatively small size of the Company's Board and, therefore, more infrequent vacancies and opportunities for recruitment, make achieving diversity on the Board a more challenging, but ongoing, process. As succession planning of the Board progresses over future years, the Company will continue to strive for increased diversity on its Board through its diversity policy.

As required under UKLR 6.6.6(10), further details in respect of the three targets outlined left, as at 31 March 2025 and 31 March 2026, are disclosed as set out below. For the purposes of the disclosures set out below, made pursuant to UKLR 6.6.6 (9) and (10), the relevant data is contained within the Group's human resources management system. The data is provided with the consent of the relevant individuals.

I hope that you find this report a clear account of the Committee's decisions for the year and I would be happy to answer any questions you may have at the upcoming AGM.

Jeremy Pilkington
Chair of the Nomination Committee
9 June 2026

	Number of Board members		Percentage of the Board		Number of senior positions on the Board (CEO, CFO, SID and Chair)		Number in Executive management		Percentage of Executive management	
	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026
Men	6	5	85	83	3	3	3	3	38	38
Women	1	1	15	17	1	1	5	5	62	62
Not specified/prefer not to say	–	–	–	–	–	–	–	–	–	–
Total	7	6	100	100	4	4	8	8	100	100
White British or other White (including minority White groups)	7	6	100	100	4	4	8	8	100	100
Mixed/multiple ethnic groups	–	–	–	–	–	–	–	–	–	–
Asian/Asian British	–	–	–	–	–	–	–	–	–	–
Black/African/Caribbean	–	–	–	–	–	–	–	–	–	–
Black British	–	–	–	–	–	–	–	–	–	–
Other ethnic group, including Arab	–	–	–	–	–	–	–	–	–	–
Not specified/prefer not to say	–	–	–	–	–	–	–	–	–	–

Audit Committee report

Stuart Watson
Chair of the Audit Committee

"The Committee has continued to focus on the integrity of financial reporting, the effectiveness of internal controls and oversight of risk management. We have also made good progress in strengthening our approach to Provision 29 during the year."

Committee members

	Meetings attended
Stuart Watson (Chair)	2/2
Richard Smith	2/2
Mark Bottomley	2/2
Phil White	1/2[1]

1 Phil White ceased to be a Non-Executive Director on 30 June 2025, only in attendance at meetings prior to 30 June 2025.

Following the year end there has been one Audit Committee meeting.

Dear shareholders

I am pleased to present our Audit Committee report for the year ended 31 March 2026.

Main responsibilities of the Committee

The Audit Committee provides an independent overview of the effectiveness of the financial reporting process and internal financial control systems including:

- Reviewing the financial statements of the Group, including its annual and interim reports, trading updates and preliminary results announcements, reporting to the Board on the significant issues considered by the Committee in relation to the financial statements and how these were addressed.
- Advising the Board in relation to whether the Annual Report is fair, balanced and understandable.
- Keeping under review the Group's internal financial controls and risk management systems, including arrangements for whistleblowing and the detection of fraud and error.
- Monitoring and reviewing the scope, remit and effectiveness of the Group's Internal Audit function.
- Considering and recommending to the Board the appointment, reappointment and remuneration of the external Auditors, including considering tendering the external audit appointment.
- Assessing the scope and results of the annual external audit and reporting to the Board on the effectiveness of the audit and the independence and objectivity of the Auditors.
- Reviewing significant legal and regulatory matters.
- Reporting to the Board on how the Committee has discharged its responsibilities.
- Developing and implementing policy on the engagement of the external Auditor to supply non-audit services, ensuring there is prior approval of non-audit services and considering the impact this may have on independence.

The Board is satisfied that the Committee has the appropriate financial experience as required by the Code.

The effectiveness of the Committee in fulfilling its remit was considered by the Board as part of the most recent evaluation of its performance.

The Committee is authorised to seek outside legal or other independent advice as it sees fit but has not done so during the year.

Other regular attendees

The Chair, Chief Executive, Chief Financial Officer, Head of Risk and Internal Audit, external audit partner and members of the external audit team attend by invitation as required.

The Group's Company Secretary attends as secretary to the Committee.

Meetings with internal and external Auditors without management present are held at least once a year.

Activities undertaken during the year

The activities undertaken included:

- Reviewed the Auditors' audit strategy and plan for the audit of the year ended 31 March 2026, including materiality and areas of particular audit focus.
- Agreed the Auditors' audit engagement letter and the statutory audit fee for the year ended 31 March 2026.
- Confirmed the independence of the external Auditors and assessed the effectiveness of their work.
- Reviewed and discussed the report from the Auditors setting out their comments and findings arising from their audit.
- Reviewed and discussed the financial statements and considered management's significant accounting judgements and policies being applied.
- Reviewed the basis for preparing the financial statements as a going concern and the Viability statement included in the financial statements, and recommended them to the Board.
- Considered the findings of Group Internal Audit and the management response to their findings.
- Reviewed and approved the Group Internal Audit plan for the year to 31 March 2026.
- Reviewed the effectiveness of the risk management and internal control systems and recommended to the Board that they be considered effective.
- Reviewed the programme of work undertaken to achieve compliance with Provision 29 of the Code involving a refresh of the Group's risk register, determining the material controls and an assessment of their effectiveness.
- Considered the feedback from the FRC who undertook a limited scope review of the 2025 annual report and accounts as part of a wider thematic review of reporting by UK smaller listed companies. There were no questions or queries arising as a result of this review. The FRC did note a number of recommendations that they believed would result in improvements to our reporting. These have been reviewed, approved and adopted by the business.
- Undertook the annual review of the effectiveness of the Audit Committee.

Significant accounting issues

In respect of the year to 31 March 2026, the following significant issues were reviewed.

Going concern and Viability statement

The basis for adopting the Going Concern assumption in the financial statements is discussed on page 72 of this report. The Group Viability statement is on page 45.

The Committee reviewed management's paper on the budget and forecasts for two years, including downside sensitivity analysis.

The Committee reviewed and approved the continued adoption of the going concern assumption in the financial statements, concluded that two years remains an appropriate time horizon for the Viability statement and approved the Viability statement disclosure in the financial statements.

Existence and valuation of rental equipment

The Group holds a significant quantum and carrying amount of rental equipment. Management carries out fleet checks to confirm the existence of the rental fleet. We have reviewed management's judgement in estimating the useful economic lives, residual values and any impairment of rental assets.

Classification of separately disclosed exceptional items and related impairment considerations

The Group has undertaken a significant reorganisation of the Brandon Hire Station division and has reported exceptional items as a result. In addition it has caused a further impairment review of assets within that cash generating unit. We have reviewed the management judgements in classifying exceptional items and the appropriateness and estimates used in the impairment review.

Fair balanced and understandable views

The Committee reported to the Board its conclusion that the Annual Report and Accounts for the year ended 31 March 2026, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

Risk management and internal controls

The Board is responsible for the overall system of internal controls for the Group and for reviewing its effectiveness. The responsibilities and processes in respect of risk management are described on page 40.

The Committee has reviewed the process for identifying, evaluating and managing significant risk faced by the Group. The Committee also considered the risk tolerance levels that the Group is prepared to accept in the course of carrying out its business. Following review by Group Internal Audit, risk management reports for each division, which highlight risks and mitigating controls, were submitted for review to the Committee. The Committee also reviews the Group's Whistleblowing Policy. There have been no whistleblowing reports that required changes in the control environment during the year.

The Committee monitored and reviewed the Group's internal control systems, accounting policies and practices, risk management procedures and compliance controls. Internal control systems are designed to manage rather than eliminate business risk and provide reasonable but not absolute assurance against material misstatement or loss. Management is responsible for establishing and maintaining adequate internal controls over financial reporting for the Group.

The Committee has concluded that the Group continues to operate a well designed and effective system of internal controls.

Progress has been made by the business in relation to Provision 29. See more information on page 50 within the Corporate Governance report.

Group Internal Audit

The Group Internal Audit function provides assurance that the Group's system of internal control is effective and appropriate to the level of risk facing the Group.

The internal audit plan is considered and approved bi-annually by the Committee. In reviewing the proposed plan, the Committee considers the Group's strategic priorities, specific initiatives that could impact the business, and the Group's risk register. The Committee assesses the appropriateness of the Group's internal audit plan and the resourcing of the Group's Internal Audit function to deliver it. Progress against the plan is assessed at each Committee meeting.

During the year, I met with the Head of Risk and Internal Audit twice, to discuss completed projects and issues arising. We also had separate meetings to discuss the Group's preparations for compliance with Provision 29. The Head of Risk and Internal Audit attended each Audit Committee meeting and presented the Group internal audit reports. The Committee considered the results of the Group Internal Audit and the adequacy of management's response to matters raised in them. The Committee were satisfied with the reports and the management response to them.

Auditors' effectiveness and independence

The Committee keeps the scope, cost and effectiveness of the external audit under review. The Committee continually assesses the effectiveness of the external audit process during the year, based on feedback from the Board, the Group Finance Team and Group Internal Audit, and through Committee interactions with the external Auditors. As a result, the Committee has satisfied itself that PricewaterhouseCoopers LLP (PwC), the external Auditors, has provided an effective audit service.

The Committee ensures that the Auditors remain independent of the Group and reviews this on an annual basis. PwC provided a written report to the Committee to show its compliance with the professional and regulatory requirements designed to ensure their independence. The Committee has satisfied itself that they remain independent.

The Committee has a policy in relation to the use of the Auditors for non-audit services, set out in an appendix to the Committee terms of reference. In the year, the only non-audit service provided by the Auditors was a subscription to an accounting knowledge portal with fees of £1,350 representing 0.24% of the audit fee.

PwC were first appointed as the Group's Auditors in October 2014 for the audit of the year ended 31 March 2015 and were then re-appointed in October 2021 following a tender process. Tom Yeates has completed his fifth and final year as the Group's audit partner.

The Committee recommended to the Board that a resolution to re-appoint PwC as Auditors be proposed at the Annual General Meeting.

I hope that you find this report a clear account of the Committee's decisions for the year and I would be happy to answer any questions you may have at the upcoming AGM.

Stuart Watson
Chair of the Audit Committee
9 June 2026

Remuneration Committee report

Mark Bottomley
Chair of the Remuneration Committee

"During the year, the Committee has focused on aligning remuneration with strategy, performance and shareholder interests. We also consulted with our investors on the implementation of our new Remuneration Policy and will continue to ensure that our approach remains clear, balanced and appropriate."

Committee members

	Meetings attended
Mark Bottomley (Chair)	3/3
Richard Smith	3/3
Stuart Watson	3/3
Phil White	2/3[1]

1 Phil White ceased to be a Non-Executive Director on 30 June 2025, only in attendance at meetings prior to this date.

Dear shareholders

On behalf of the Remuneration Committee, I am pleased to present the Remuneration report for the year ended 31 March 2026.

As in previous years, this Remuneration report is split into three sections: this Annual statement, the Directors' Remuneration Policy report (which will be subject to a binding shareholder vote at the 2026 AGM) and our Annual report on remuneration for the year ended 31 March 2026 (which will be subject to an advisory vote at the 2026 AGM).

Background

The year to 31 March 2026 saw resilient results from an often uncertain trading environment. Collaboration across the Group remains a key strength, with an increasing number of projects being delivered through multiple divisions, supporting improved utilisation and a more integrated customer offering. Revenue decreased by 5.7%, while adjusted profit reduced to £27.0 million, which is within the range that was communicated with our revised profit guidance in February 2026.

A continued backdrop of macro-economic uncertainty drove mixed levels of activity across our end markets. Against this backdrop, the Group has continued to focus on operational discipline, targeted investment and maintaining strong financial fundamentals. The restructuring of Brandon Hire Station was completed in March 2026 which aligns the division to Vp's core strengths, supporting major customers and specialist activities within the Group.

In approving remuneration outcomes for the year ended 31 March 2026, including employee pay outcomes, our gender pay gap reporting and the Executive Chair pay ratio (see page 68), the Committee took into account the aforementioned financial and operational performance and the Group's strategic objectives alongside wider stakeholder considerations. We are comfortable that the actions taken on pay during the year across the Group were appropriate.

Review of the Remuneration Policy

With the requirement to submit our Remuneration Policy to a binding vote at the 2026 AGM, the Committee has reviewed the current Policy (which was approved by 91.38% of shareholders at the 2023 AGM) in the context of Vp's pay philosophy, the UK Corporate Governance Code, and developments in remuneration governance and best practice since the Policy was last approved. Noting the recent appointment of Alice Woodwark as Chief Executive, the Committee concluded that the existing Policy framework would continue to support the Group's short- and longer-term strategy, and provided appropriate alignment with stakeholder interests. Accordingly, no changes are proposed to the Remuneration Policy at this time.

Board changes

In September 2025, it was announced that Anna Bielby had notified the Board of her intention to step down as Chief Executive. Anna officially stood down from her role and from the Board with effect from 2 February 2026, remaining with the Group until the end of the financial year in order to support an orderly transition. Anna received base pay, pension and benefits through to 31 March 2026 and will receive a payment in lieu of the unexpired portion of her notice period. Given her continued active service for the full financial year, Anna was eligible for an annual bonus payment in respect of 2025/26. Full details, including treatment of Anna's other outstanding incentives, is set out on page 66.

Following a comprehensive recruitment process, the Board was delighted to announce the appointment of Alice Woodwark as the Group's new Chief Executive. Alice, who took over the role with effect from 2 February 2026, brings extensive leadership and operational experience, with a strong track record in B2B blue-collar services and listed FTSE companies, including most recently as Managing Director, Communities at Mitie Group plc. In acknowledgment of her experience, the Committee resolved that Alice should be appointed on an overall remuneration package aligned with that of her predecessor. Alice's starting base salary was set at £400,000, which will rise to £450,000 on completion of an initial probationary period later in 2026/27. In addition to standard benefits, Alice receives a pension contribution of 10% of salary, and has a maximum bonus opportunity of 150% of salary and an annual LTIP award of 100% of salary.

2025/26 remuneration outcomes

Base salary – also see page 63

As set out in last year's report, the Committee approved increases to Anna Bielby's and Keith Winstanley's salaries (to £450,000 and £300,000, respectively) with effect from 1 April 2025, with Jeremy Pilkington's salary remaining unchanged.

Pensions – also see page 63

Executive Directors each continued to receive a pension contribution of 10% of salary during the year.

Annual bonus – also see page 63

The maximum bonus opportunity for the financial year ended 31 March 2026 was 150% of salary. Jeremy's bonus was based exclusively on adjusted profit performance, whilst Anna's and Keith's bonuses were based on adjusted profit performance (125% of salary) and the achievement of personal and strategic objectives (25% of salary).

In 2025/26, the Committee approved an adjusted profit range of £35.0 million (threshold) to £40.2 million (maximum), which was considered to be both stretching and motivational at the time the targets were set. Actual adjusted profit was £27.0 million, which meant that no bonuses were payable to Executive Directors in respect of the 2025/26 financial performance.

Following an assessment of performance against the personal and strategic objectives set, the Committee determined that Keith would receive a bonus equivalent to 12% of salary, whilst Anna would receive no bonus linked to objectives, in recognition of her cessation of employment.

Overall, annual bonuses of 0%, 0% and 12.0% of salary were payable to Jeremy Pilkington, Anna Bielby and Keith Winstanley in respect of 2025/26. No discretion was used to adjust this formulaic result, reflecting the Committee's view that these outcomes are a genuine reflection of the performance of the business and appropriately reflect the experience of stakeholders during the year.

LTIP – also see page 64

LTIP awards granted to Jeremy Pilkington in July 2023 reached the end of their performance period at 31 March 2026. Vesting of these awards was based wholly on three-year absolute EPS performance, underpinned by a minimum ROACE hurdle. Despite the Group's resilient performance, the stretching performance targets were not met, and accordingly, these awards will lapse in full in July 2026. The Committee considered that this outcome was both appropriate and a fair reflection of underlying performance over the period, and accordingly has not exercised any discretion in respect of this vesting result. Anna Bielby's July 2023 LTIP shares lapsed in full on 31 March 2026, in accordance with the scheme rules, as she would not be an employee on the vesting date.

Implementation of policy for 2026/27

Base salary – also see page 66

As noted above, Alice Woodwark's salary will be increased during the 2026/27 financial year from £400,000 to £450,000, following completion of an initial probationary period. Keith Winstanley's salary will increase by 2%, consistent with the majority of the Group's colleagues from £300,000 to £306,000. Jeremy Pilkington's salary will remain unchanged at £471,000.

Executive Directors reviewed the current all-in base fee for the Non-Executive Directors, which will remain at £60,000.

Pensions – also see page 66

Jeremy Pilkington, Alice Woodwark and Keith Winstanley will each continue to receive a pension contribution of 10% of salary.

Annual bonus – also see page 66

The maximum bonus opportunity will remain at 150% of base salary for all Executive Directors, with outcomes based primarily on adjusted profit performance. In line with the policy, deferral may apply to any bonus earned in excess of 100% of salary where a Director has not, at the time of payment, met their minimum share ownership requirement.

For Alice Woodwark and Keith Winstanley, the adjusted profit metric will again be supplemented with a small element (25% of salary) based on the achievement of personal and strategic objectives. In line with the Group's normal practice, given the commercial sensitivity, both financial targets and details of personal/strategic objectives will be disclosed in the Remuneration report on a retrospective basis.

LTIP – also see page 67

Executive Directors will receive an LTIP award in 2026/27 with a face value of 100% of salary. Vesting of this year's award will be based on achievement of challenging EPS growth targets (50%) and Relative Total Shareholder Return (50%), underpinned by a minimum ROACE hurdle. Details are set out later in this report.

Looking forward

As always, the Committee will continue to monitor developments in the market and best practice, and will consider the appropriateness of any emerging trends for the Group. I hope that you find this report a clear account of the Committee's decisions for the year and I would be happy to answer any questions you may have at the upcoming AGM.

This report has been approved by the Board and is signed on its behalf by:

Mark Bottomley
Chair of the Remuneration Committee
9 June 2026

Directors' Remuneration Policy report

This report has been prepared in accordance with the provisions of the Companies Act 2006, and Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended). It also meets the requirements of the UK Listing Authority's Listing Rules and the Disclosure and Transparency Rules.

This section sets out the new Directors' Remuneration Policy, which will be submitted to a binding vote at the 2026 AGM and, if approved, will apply with effect from 1 April 2026. As set out in the Chair's Statement, the Committee is not proposing any changes to the existing Policy at this time, save for updating references to financial years where appropriate, removing references to legacy arrangements and including the required additional details around malus and clawback provisions. In addition, the pay-for-performance charts have been updated to reflect packages for Executive Directors for the financial year ending 31 March 2027, new service contract dates have been added, and details of external appointments have been updated.

Policy overview

The Group aims to balance the need to attract, retain and motivate Executive Directors of a high calibre with the need to be cost effective, while at the same time appropriately rewarding performance. The Committee has designed a Remuneration Policy that balances those factors, taking account of prevailing best practice, investor expectations and the level of remuneration and pay awards generally made to colleagues in the Group.

Policy table for Directors

Purpose and link to strategy	Operation	Opportunity	Performance metrics
Base salary To attract, retain and motivate individuals with the skills and experience required to deliver the strategy. To provide a competitive fixed reward. To reflect the time commitment and responsibilities of the role.	Base salaries are reviewed annually, taking into account a range of relevant reference points. Any changes are normally effective from 1 April in the financial year.	Current salary levels are set out on page 66. In determining Executive Director salary increases, the Committee considers the range of increases for the broader colleague population.	None
Pension To provide retirement benefits in a cost-efficient manner.	All Executive Directors are either members of a defined contribution scheme or receive a cash allowance in lieu of pension contribution.	The maximum pension contribution is 10% of base salary.	None
Taxable benefits To provide market consistent benefits.	Can include car allowance, health insurance and other benefits paid from time to time. The cost of providing benefits is paid monthly or as required for one-off events.	Benefits values vary by role and are reviewed periodically, relative to the market. It is not anticipated that the cost of the benefits provided will change materially year-on-year over the period for which this policy will apply.	None
Annual bonus To provide a direct link between annual performance and reward. To incentivise the achievement of stretching short-term performance targets.	Performance measures and targets are set by the Committee at the start of the year to reflect the Group's strategic priorities. At the end of the year, the Committee determines the extent to which these have been achieved. Annual bonuses are typically paid in cash following the year end. Where an Executive Director has not met their minimum share ownership requirement at the time of payment, any bonus earned in excess of 100% of salary will be deferred in shares. Payments under the annual bonus scheme are subject to malus and clawback provisions, further details of which are set out in the notes to this table.	Up to 150% of base salary.	Bonuses for Executive Directors will be based primarily on financial performance. The Committee retains the flexibility to introduce an element based on relevant non-financial measures, where appropriate (with a total weighting of not more than 25% of bonus). The Committee retains discretion to adjust the formulaic bonus outcome (either upwards or downwards) if it considers that the payout is inconsistent with the Company's underlying performance when taking into account any factors it considers relevant.

Directors' Remuneration Policy report continued

Purpose and link to strategy	Operation	Opportunity	Performance metrics
Long-Term Incentive Plan (LTIP) To drive sustained long-term performance that supports the creation of shareholder value.	Annual grant of nil cost options, which normally vest after three years, made in accordance with the LTIP rules. An additional holding period applies, so that the total vesting and holding period is at least five years. Shares subject to awards may accrue dividend equivalents. Sufficient shares can be sold at the end of three years to cover tax liabilities. The LTIP award to Jeremy Pilkington will typically be in the form of notional shares, settled by cash. LTIP awards are subject to malus and clawback provisions, further details of which are set out in the notes to this table.	Up to 100% of base salary.	The vesting of awards will be subject to continued employment and performance against relevant metrics, measured over a period of at least three years. The Committee will select performance measures ahead of each cycle that reinforce delivery of the Company strategy. Details of the performance measures applying to awards (and the targets for these) will be disclosed in the relevant Annual report on remuneration. The Committee retains the discretion to adjust the formulaic LTIP outcome (either upwards or downwards) if it considers that the payout is inconsistent with the Company's underlying performance when taking into account any factors it considers relevant.
Save as you earn (SAYE) To encourage share participation in the entire workforce.	HMRC-approved plan under which regular monthly savings are made over a three-year period which can be used to fund the exercise of an option whereby the exercise price is discounted by up to 20%.	Up to the savings limit as determined by HMRC from time to time (or such lower limit as determined by the Committee), across all sharesave schemes in which an individual has enrolled.	None
Share ownership guidelines To ensure strong alignment between Executive Directors and shareholders.	Shareholding to be built up within five years of an Executive Director's appointment.	At least 100% of salary for Executive Directors. On stepping down from the Board, Executive Directors will typically be required to retain shares to the lower of 100% of salary or their actual shareholding at the time. These shares must be held for at least one year post-cessation.	None
Non-Executive Director fees To attract and retain high-calibre Non-Executive Directors. To reflect the time commitment and responsibilities of the role, and the fees paid by similar-sized companies.	Fees are reviewed by the Board on an annual basis and are currently paid 100% in cash. The Company retains the flexibility to pay either a single 'all-in' fee or to differentiate fees to reflect additional responsibilities (e.g. to the Senior Independent Director, Chairs of Board Committees, etc.).	No prescribed maximum increase.	None

Notes to the policy table

Malus and Clawback Policy

Malus and clawback will apply in cases of a material misstatement of results, an error in determining performance outcomes, gross misconduct, corporate failure as determined by the Remuneration Committee, or circumstances where a participant has been deemed to have caused, in full or in part, a material loss for the Group as a result of negligent, reckless or wilful actions or inappropriate behaviour or values. Cash bonuses will be subject to clawback, with deferred shares being subject to malus. LTIP awards will be subject to malus and clawback over the vesting period to the fifth anniversary of the grant, a timeframe that reflects the period over which the Company's processes and systems are likely to uncover any of the aforementioned trigger events. The Committee did not apply the malus or clawback provisions during the 2025/26 financial year.

Payments under existing awards

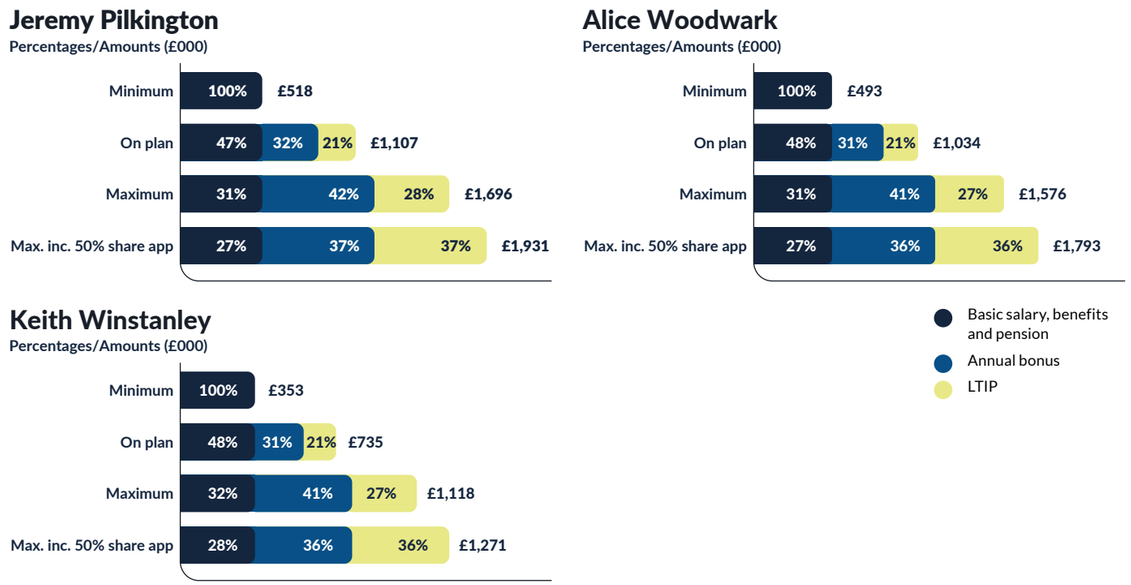
The Company will honour any commitment that is entered into, and Directors will be eligible to receive payment from any award granted, prior to the approval and implementation of the Remuneration Policy detailed in this report, even if these commitments and/or awards fall outside the above policy (but were in line with the policy in force at the time, if so required).

Performance measures and targets

Performance measures applying to the annual bonus and LTIP are selected at the start of each performance cycle, to reflect the Group's short- and longer-term strategic objectives. Incentive targets are set at an appropriately stretching level, taking into account relevant internal and external reference points. LTIP targets will typically be disclosed prospectively in the Remuneration report.

Illustration showing the application of Remuneration Policy

The chart below illustrates the total remuneration for each Executive Director that could result from the Remuneration Policy in 2026/27 under different performance scenarios.



The value of base salary for 2026/27 is assumed to be that as at 1 April 2026, pro-rated to include any remaining probationary period for the new Chief Executive, as set out on page 66.

The value of taxable benefits in 2026/27 is taken to be the value of taxable benefits received in 2025/26, as shown in the Single total figure of remuneration table set out on page 63 (or an estimate of total taxable benefits for the year in respect of the new Chief Executive). On-target performance assumes bonus payout of 75% of salary and LTIP vesting at 50% of maximum award.

Maximum performance assumes a bonus of 150% of base salary and LTIP vesting at 100% of the maximum award. Share price appreciation has been included in the value of the LTIP under the fourth scenario, at an assumed 50%.

Consideration of employment conditions elsewhere in the Group

In designing this Remuneration Policy, the Committee did not expressly seek the views of colleagues. Through the Board, however, the Committee is regularly updated as to colleague views on remuneration more generally. Additionally, when making decisions around Executive Director remuneration, the Committee takes into account the pay and conditions of other colleagues to ensure fairness. Overall, there is a strong degree of alignment between the pay of senior executives and other colleagues, as follows:

- Our approach to annual salary reviews is consistent across the Group, with consideration given to the level of experience, responsibility, individual performance and salary levels in comparable companies.
- There are a number of pension arrangements across the Group. The Senior Management are eligible for a pension contribution up to a maximum of 10%, depending on personal contribution level.
- Most colleagues are eligible to participate in an annual bonus scheme. The maximum opportunities available are based upon the seniority and responsibility of the role, with business-area-specific metrics incorporated where appropriate.
- All UK colleagues are eligible to participate in the Company's SAYE scheme on the same terms.

Approach to recruitment

The Group operates in a highly competitive employment market. The Committee's approach to remuneration on recruitment is to pay a sufficient salary to attract appropriate candidates to the role. The package of a new Executive Director is likely to include the same elements and be subject to similar constraints as those of existing Executive Directors. In particular:

- The base salary of a new Executive Director will be determined by reference to relevant market data, the experience and skills of the individual, internal relativities and their current basic salary. The Committee may set the salary for a newly appointed Executive Director above that of their predecessor where it considers it necessary in order to recruit an individual of sufficient calibre for the role. Alternatively, where a new Executive Director has their starting salary set below market level, any shortfall may be managed with phased increases over a period of up to two years, subject to the individual's development in the role (and may exceed the workforce average increase).

Directors' Remuneration Policy report continued

- New appointees will receive Company 10% pension contributions or an equivalent in cash allowance. Benefits will generally be aligned with those offered to other Executive Directors.
- The annual bonus structure described in the policy table will apply to new Executive Director appointees, with the maximum opportunity (i.e. up to 150% of salary) being pro-rated to reflect the proportion of the year worked.
- New appointees will be granted awards under the LTIP on the same terms as other Executive Directors, as described in the policy table (i.e. up to 100% of salary).
- The Committee may make an award in respect of a new appointment to 'buy-out' incentive arrangements forfeited on leaving a previous employer on a like-for-like basis. In doing so, the Committee will consider relevant factors, including time to vesting, any performance conditions attached to these awards and the likelihood of those conditions being met. Any such 'buy-out' awards will typically be made under existing annual bonus and LTIP schemes, although in exceptional circumstances, the Committee may exercise discretion under the relevant Listing Rule to make awards using a different structure. Any 'buy-out' awards would have a fair value no higher than that of the awards forfeited.

Date of Directors' service contracts or letter of appointment

Director	Date of appointment
Jeremy Pilkington	28 January 2025
Mark Bottomley	3 January 2023
Stuart Watson	3 January 2023
Keith Winstanley	18 September 2024
Richard Smith	1 February 2025
Alice Woodwark	2 February 2026

The service contracts of the Executive Directors are terminable by either the Company or the Director on twelve months' notice. The contracts contain no specific provision for compensation for loss of office, other than an obligation to pay salary and benefits for any notice period waived by the Company. Non-Executive Directors are appointed under letters of appointment that are terminable on 30 days' notice. There were no other significant contracts with Directors.

The terms and conditions of appointment of the Executive and Non-Executive Directors are available for inspection by any person at the Company's registered office during normal business hours and at the AGM.

Approach to leavers

The Company's policy is to limit severance payments on termination to pre-established contractual arrangements. Such contracts contain no specific provision for compensation for loss of office, other than an obligation to pay for any notice period waived by the Company, where pay is defined as salary plus benefits only.

The following payments may also be made to departing Executive Directors, depending on circumstances. In all cases, the Committee retains discretion to alter these provisions on a case-by-case basis, following a review of circumstances and to ensure fairness for both shareholders and participants:

- An annual bonus may be payable for the period of active service in certain prescribed 'good leaver' circumstances and in other circumstances, at the discretion of the Committee and subject to the achievement of the relevant performance targets. Outstanding deferred bonus awards will typically be retained by a departing Executive Director, with no acceleration of the applicable deferral period.
- Unvested LTIP awards will normally lapse. For 'good leavers', unvested awards will typically vest, on the normal vesting date, subject to the achievement of any relevant performance condition(s) and with a pro-rata reduction applied to reflect the proportion of the vesting period served. LTIP awards, which are subject to an additional holding period, will typically be retained and released at the end of the relevant holding period.
- At the discretion of the Committee, a contribution towards reasonable outplacement costs may be made where considered appropriate. The Committee also retains the ability to reimburse reasonable legal costs incurred in connection with a termination of employment.
- Any payment for statutory entitlements or to settle claims in connection with a termination of any existing or future Executive Director may be made, as necessary.

Policy on external appointments

Executive Directors are encouraged to hold a non-executive role in addition to their full-time position in order to broaden their experience, and may retain any fees received in respect of such roles. All appointments must first be agreed by the Committee and must not represent a conflict with their current role. During the year:

- Anna Bielby, Jeremy Pilkington and Keith Winstanley held no active external directorships; and
- Alice Woodwark served as independent non-executive director at Vistry Group plc.

Consideration of shareholder views

The Committee considers any shareholder feedback received at the AGM each year. This feedback, plus any feedback received during other meetings, is then considered as part of the Group's ongoing review of remuneration. As no changes are being proposed, the Committee did not engage directly with major shareholders on the Policy presented in this report.

Details of votes cast for and against the resolution to approve last year's Annual report on remuneration and in respect of the current Remuneration Policy are set out on page 70.

Annual report on remuneration

The following section provides details of how the Remuneration Policy was implemented during the financial year ended 31 March 2026 and how it is proposed to be implemented in the financial year ending 31 March 2027. Any information in this section of the report subject to audit is highlighted.

Single total figure of remuneration (audited)

The following table shows a single total figure of remuneration for the year ended 31 March 2026, together with the comparative figures for 2025.

Executive Directors		Salaries and fees £000	Taxable benefits £000	Pensions £000	Annual bonus £000	Grant date face value of vested LTIP shares £000	Share price appreciation (depreciation) £000	Total £000	Total fixed pay £000	Total variable £000
Jeremy Pilkington	2026	471	–	47	–	–	–	518	518	–
	2025	471	14	47	–	–	–	532	532	–
Anna Bielby	2026	375	13	38	–	–	–	426	426	–
	2025	412	16	41	–	–	–	469	469	–
Keith Winstanley	2026	288	17	29	51	–	–	385	334	51
	2025	278	17	28	–	–	–	323	323	–
Alice Woodwark	2026	74	3	7	-	–	–	84	84	-
	2025	–	–	–	–	–	–	–	–	–
Non-Executive Directors										
Phil White	2026	15	–	–	–	–	–	15	15	–
	2025	50	–	–	–	–	–	50	50	–
Mark Bottomley	2026	60	–	–	–	–	–	60	60	–
	2025	50	–	–	–	–	–	50	50	–
Stuart Watson	2026	60	–	–	–	–	–	60	60	–
	2025	50	–	–	–	–	–	50	50	–
Richard Smith	2026	60	–	–	–	–	–	60	60	–
	2025	8	–	–	–	–	–	8	8	–

The table above reflects the following changes in roles and responsibilities:

- Anna Bielby stood down as Chief Executive and from the Board on 2 February 2026. Her remuneration for 2026 in the table above reflects the period from 1 April 2025 to 2 February 2026. Remuneration paid for the period from 3 February to 31 March 2026 is covered on page 65.
- Alice Woodwark joined the Board as Chief Executive on 2 February 2026.
- Phil White stepped down from the Board as a Non-Executive Director on 30 June 2025.
- Richard Smith joined the Board as a Non-Executive Director on 1 February 2025.

Base salaries and fees

As set out in last year's report, the Committee approved increases to Anna Bielby's and Keith Winstanley's salaries (to £450,000 and £300,000, respectively) with effect from 1 April 2025. Alice Woodwark's starting salary was set at £400,000. Jeremy Pilkington's salary remained unchanged and there was no increase to the fees payable to Non-Executive Directors during the year.

Taxable benefits

Taxable benefits consist primarily of Company car or car allowance and private health care insurance.

Pension benefits

Executive Directors each receive 10% of base salary in lieu of pension contributions.

Annual bonus payments

The maximum bonus opportunity for the financial year ended 31 March 2026 was 150% of salary.

The majority of the bonus for the year (and all of the bonus for Jeremy Pilkington) was based on Group adjusted profit, with targets set by the Committee at the beginning of the financial year. For 2025/26, the Committee approved an adjusted profit range of £35.0 million (threshold) to £40.2 million (maximum), which was considered to be both stretching and motivational at the time the targets were set. Actual adjusted profit was £27.0 million, which meant that no bonuses were payable to Executive Directors in respect of 2025/26.

Annual report on remuneration continued

Measure	Threshold (0%)	Maximum (100%)	Actual	Outcome (% of max)
Adjusted profit	£35.0m	£40.2m	27.0m	0%

As set out in last year's report, for Anna Bielby and Keith Winstanley, the adjusted profit metric was supplemented with a small element (up to 25% of salary) based on the achievement of personal and strategic objectives linked to change and transformation being targeted under the Group's refreshed strategy. Details of objectives and the Committee's assessment of these for Keith Winstanley are set out in the table below. In recognition of her cessation of employment, the Committee agreed that Anna's personal objectives would not be assessed and no bonus would be payable to her under this element of the bonus for the year.

Keith Winstanley objectives	Outcome	Committee assessment
Explore options for Brandon Hire Station (BRHS)	5% / 5%	Supported in-year actions to reposition BRHS and helped to successfully deliver a significant change programme. A full payout reflects the project having been delivered in line with the Board's expectations.
Execute market strategy	2% / 5%	Maintained disciplined capital allocation throughout the year, with solid performances in the International segment following capital deployment, and overall strong operating cash flows. However, the year provided limited opportunities for strategic M&A resulting in nil payout for this component, and a mid-level payout overall.
Evolve Vp's operating model	3% / 5%	Supported the continuing execution of Vp's digital roadmap, including people and process changes, progressing a CPQ tool, cloud adoption strategy and management of cyber risk. The payout level reflects initial progress but with work still to be done in this area in FY27.
Transform finance function	3% / 5%	Delivered meaningful in-year change within the finance function, including team restructure and the appointment of additional key roles. A mid-level payout reflects the work still to be completed on day-to-day processes, which will continue into FY27.
Refinancing	4% / 5%	Delivered £65m private placement refinancing with good commercial terms.
Overall outcome (% of maximum)	17% / 25%	

The overall outcome of the annual bonus for the year is set out in the table below. The Committee is satisfied that this outcome is a genuine reflection of the performance of the business and appropriately reflects the experience of stakeholders in the financial year.

Executive	Adjusted profit outcome (% of sal)	Pers./Strat. objectives outcome (% of sal)	Overall outcome (% of sal)	Overall outcome (% of max)	Actual bonus (£000)
Jeremy Pilkington	0%/150%	N/A	0%/150%	0%	–
Anna Bielby	0%/125%	0%/25%	0%/150%	0%	£nil
Keith Winstanley	0%/125%	17%/25%	17%/150%	11.3%	£51

1 Anna Bielby's bonus was £nil in respect of the period 1 April 2025 to 2 February 2026 when she served as Chief Executive, with this figure shown in the single figure table on page 63.

Vesting of LTIP awards (audited)

Vesting of the LTIP awards granted in July 2023 was dependent on earnings per share performance over the three years ended 31 March 2026, the achievement of a minimum return on average capital employed of 12.0% and continued service until July 2026. Despite the Group's resilient performance, the stretching performance targets were not met and these awards will lapse in full in July 2026.

The performance targets for this award and actual performance against those targets was as follows:

Executive	Weighting	Threshold (0%)	Maximum (100%)	Actual	Outcome (% of max)
Adjusted basic earnings per share[1]	100%	89.66 pence	104.60 pence	54.5 pence	–
ROACE[1]	underpin	12.0%	12.0%	11.2%	

Executive	Number of shares at grant	Outcome (% of max)	Number of shares to vest	Grant date value of vested shares (£000)	Estimated value of vested shares (£000)
Jeremy Pilkington	82,996	–	–	£471	–
Anna Bielby	54,978	–	–	£312	–

1 These measures are explained and reconciled in the Alternative Performance Measures on page 132.

The award of the LTIP above was based upon the policy of awarding up to an equivalent of 100% of salary. Anna Bielby's LTIP was granted when she was Chief Financial Officer and lapsed in full on 31 March 2026, following her cessation of employment. As recent joiners, neither Keith Winstanley nor Alice Woodwark held awards under the 2023 LTIP.

Share scheme interests awarded during the financial year (audited)

The following awards were granted to Executive Directors:

Executive	Scheme	Basis of award granted	Date of grant	Share price at grant	Number of shares	Face value £000	Perf. period end date
Jeremy Pilkington	LTIP	100% of salary	21 July 2025	£5.70	82,571	471	31 March 2028
Anna Bielby	LTIP	100% of salary	21 July 2025	£5.70	78,947	450	31 March 2028
	SAYE	N/A	30 July 2025	£6.02	761	5	N/A
Keith Winstanley	LTIP	100% of salary	21 July 2025	£5.70	52,361	298	31 March 2028
	SAYE	N/A	30 July 2025	£6.02	761	5	N/A

The share price at the date of grant has been used to calculate the face value of the awards granted. Targets for LTIP awards were disclosed in last year's report, with performance in line with threshold resulting in 0% vesting, rising on a straight-line basis to 100% vesting for stretch performance.

Leaver arrangements for Anna Bielby (audited)

Anna Bielby stood down as Chief Executive and from the Board on 2 February 2026, remaining with the Group until the end of the financial year in order to support an orderly transition. As noted in the Chair's Statement on page 57, the Committee determined the remuneration arrangements for Anna in line with the approved Policy, as follows:

- Anna continued to receive base salary, pension and other contractual benefits until 31 March 2026. In respect of the period covered by this report, Anna received phased payments in lieu of base salary of £75,000, pension supplements of £7,500 and benefits of £2,624 after stepping down from the Board.
- Anna will receive £225,000 in lieu of the unexpired portion of her notice period, paid in six equal monthly instalments to 30 September 2026, as well as a contribution of up to £1,750 in respect of legal costs.
- Reflecting her continued active service, Anna remained eligible for an annual bonus in respect of the financial year ended 31 March 2026. As noted on page 64, Anna's annual bonus for the year was assessed to be £nil.
- Reflecting that she would not be employed in active service at the respective future vesting dates, Anna's outstanding LTIP awards under the 2023, 2024 and 2025 cycles lapsed in full on 31 March 2026.

Payments to past Directors and for loss of office (audited)

Details of the leaver arrangements for Anna Bielby are detailed in the section above.

No other payments were made to past Directors or for loss of office in the year ended 31 March 2026.

Outstanding share awards (audited)

The table below sets out details of unvested share awards held by Executive Directors. Details of vested awards are shown in the statement of Directors' shareholdings and share interests, as below.

Executive	Scheme	Grant date	Ex. Price £	Number of shares at 1 Apr 2025	Granted during the year	Vested during the year	Lapsed during the year	Number of shares at 1 Apr 2026	Exercise period	End of perf. period
Jeremy Pilkington	Total LTIP	Various	Nil	214,108	82,571	–	59,800	236,879	Jul 2026 to Jul 2035	31 Mar 2026 to 31 Mar 2028
Anna Bielby	Total LTIP	Various	Nil	117,402	78,947	–	196,349	–	Jul 2026 to Jul 2035	31 Mar 2026 to 31 Mar 2028
	SAYE	2023	4.78	753	–	–	753	–	Oct 2026 to Mar 2027	N/A
	SAYE	2024	5.52	672	–	–	672	–	Oct 2027 to Mar 2028	N/A
	SAYE	2025	4.82	–	761	–	761	–	Oct 2028 to Mar 2029	N/A
Keith Winstanley	Total LTIP	Various	Nil	42,136	52,361	–	–	94,497	Jul 2027 to Jul 2035	31 Mar 2027 to 31 Mar 2028
	SAYE	2024	5.52	672	–	–	–	672	Oct 2027 to Mar 2028	N/A
	SAYE	2025	4.82	–	761	–	–	761	Oct 2028 to Mar 2029	N/A

Annual report on remuneration continued

Statement of Directors' shareholdings and share interests (audited)

Executive	Shareholding as % of salary/fee at 31 Mar 2026	Shares beneficially owned at 31 Mar 2026	Shares beneficially owned at 31 Mar 2025	Options vested but not yet exercised 31 Mar 2026	Options vested but not yet exercised 31 Mar 2025	Unvested LTIP awards[1]	Outstanding SAYE awards
Jeremy Pilkington	*	329,220	329,220	–	–	236,878	–
Anna Bielby	0%	–	–	–	–	–	–
Keith Winstanley	10%	6,212	2,981	–	–	94,497	1,433
Stuart Watson	13%	1,505	1,505	N/A	N/A	N/A	N/A
Alice Woodwark	10%	8,890	–	–	–	–	–
Richard Smith	75%	10,000	–	N/A	N/A	N/A	N/A

1 Unvested LTIP awards are subject to performance conditions.

* During the year, Jeremy Pilkington was interested in shares owned by Ackers P Investment Company Limited. This company is ultimately controlled by a number of trusts of which, for the purposes of Sections 252 to 255 of the Companies Act 2006, Jeremy Pilkington is deemed to be a connected person. As at 31 March 2026, Ackers P Investment Company Limited owned 20,181,411 shares (2025: 20,181,411 shares).

Neither Phil White nor Mark Bottomley held any shares at any point during the year.

The share price used to calculate the value of shares beneficially owned for the purposes of establishing shareholding as a percentage of salary is the share price as at 31 March 2026: £4.50.

The LTIP awards outstanding in respect of Jeremy Pilkington are notional shares, which would be settled by a cash payment.

The Executive Directors are each in compliance with the Company's requirements to hold shares equivalent to at least 100% of salary, to be built up within five years of appointment. Both Keith Winstanley and Alice Woodwark have five years to meet this requirement, having been appointed on 1 January 2024 and 2 February 2026, respectively.

There were no changes in the interests of the Directors between 31 March 2026 and 9 June 2026.

Implementation of the Remuneration Policy for the year ended 31 March 2026 (unaudited)

A summary of how the Directors' Remuneration Policy will be applied during the year ending 31 March 2027 is set out below.

Base salary and fees

Alice Woodwark's salary will be increased from £400,000 to £450,000, following completion of a probationary period later in the 2026/27 financial year. Keith Winstanley's salary was increased by 2%, from £300,000 to £306,000, on 1 April 2026. No increases are proposed for the Executive chair nor for the Non-Executive Directors' fees.

Director	1 April 2026	1 April 2025 (or date of appointment)	% increase
Jeremy Pilkington	£471,000	£471,000	–
Alice Woodwark	£400,000	£400,000	–
Keith Winstanley	£306,000	£300,000	2%
Mark Bottomley	£60,000	£60,000	–
Stuart Watson	£60,000	£60,000	–
Richard Smith	£60,000	£60,000	–

A salary increase averaging 2% across the Group was proposed at the annual 2026 pay review, effective from 1 April 2026.

Pension arrangements

Executive Directors will continue to receive 10% of base salary in lieu of pension contributions.

Annual bonus

The maximum bonus potential will remain at 150% of base salary for all Executive Directors. Bonuses will be based on challenging growth targets for adjusted profit, and supplemented with a small element based on achievement of personal/strategic objectives for Alice Woodwark and Keith Winstanley. Maximum payout targets will be set at a level that appropriately reflects the maximum opportunity available.

The Committee is of the opinion that the performance targets for the annual bonus are commercially sensitive and that it would be detrimental to the interests of the Group to disclose them before the start of the financial year. The targets and objectives will be disclosed after the end of the relevant financial year in that year's Remuneration report.

Long-term incentives

The maximum LTIP award in 2026 will remain at 100% of salary for all Executive Directors. Vesting of the LTIP has for many years been based on the achievement of challenging Earnings Per Share (EPS) growth targets, underpinned by a minimum ROACE hurdle. This year the Committee has decided to introduce a Relative Total Shareholder Return (TSR) measure into the LTIP scorecard for the awards granted this year, weighted 50%. The Committee considers that the revised scorecard strikes a better balance between growth and returns, and between relative and absolute performance, with the use of an additional measure providing a more rounded assessment of long-term performance and bringing the Group more in line with typical market practice.

The targets for the LTIP awards granted in 2026 are as follows:

Measure	Weighting	Threshold[1]	Maximum (100%)
Earnings per share	0%	65.6 pence	82.6 pence
Relative TSR[2]	50%	Median	At or above Upper Quartile
ROACE	underpin	12.0%	12.0%

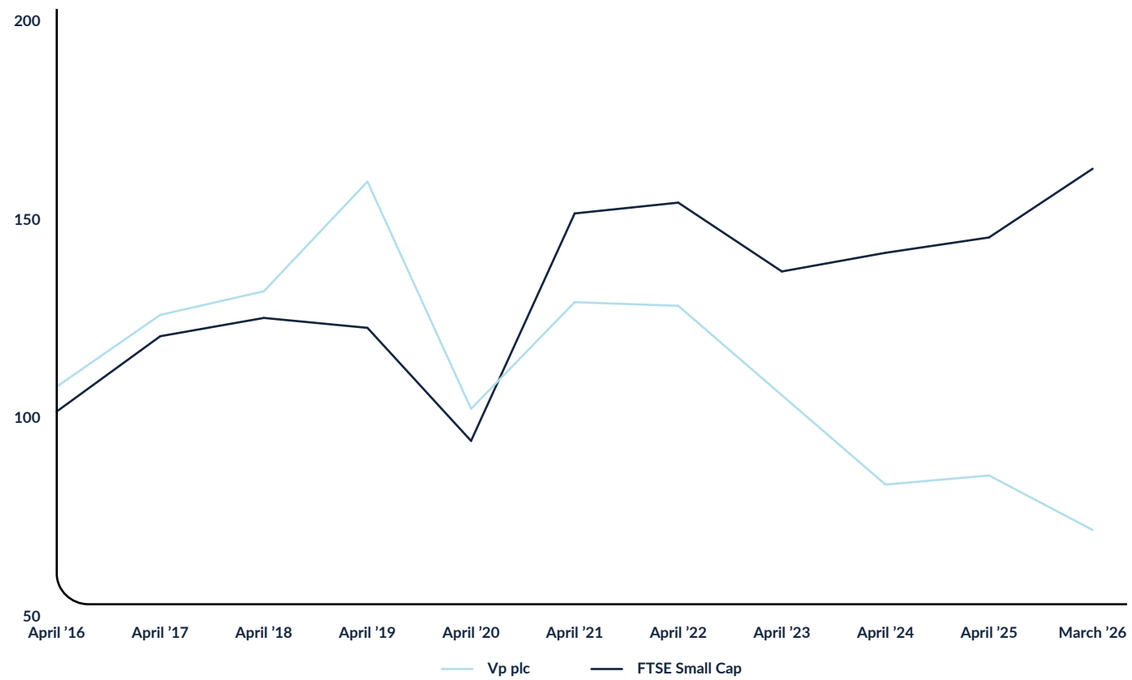
1. Threshold reward set at 0% of salary for EPS element and 25% of salary for Relative TSR element.
2. Relative Total Shareholder Return based on the Group's performance against the FTSE SmallCap Index excluding investment trusts. No vesting for ranking below median. 25% vesting for ranking at Median and 100% vesting for ranking at or above upper quartile, with pro-rata vesting for ranking between Median and Upper Quartile.

Clawback and malus provisions in the event of significant misstatement of the results will apply to both the annual bonus and the long-term incentive, as noted on page 60.

Performance graph and table (unaudited)

The following graph charts the total shareholder return of the Group and the FTSE Small Cap Index over the ten-year period from 1 April 2016 to 31 March 2026.

The FTSE Small Cap index excluding investment trusts is regarded as an appropriate benchmark for the Group's shareholders, this being an index that the Group has been a constituent of during the period shown. Total shareholder return is defined as the total return that a shareholder would receive over the period, inclusive of both share price growth and dividends. The total remuneration and incentive payouts for both the Executive Chair and Chief Executive across the same period were as follows:



Annual report on remuneration continued

Executive Chair	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026
Single figure (£000)	1,580	1,498	1,770	919	915	1,098	782	542	532	518
Annual bonus (% of maximum)	72	57	94	–	75	54	30	–	–	–
LTIP vesting (% of maximum)	100	100	100	71	–	24	7	–	–	–

Chief Executive	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026
Single figure (£000)	1,116	1,051	1,270	699	721	864	679	513[1]	469	510[2]
Annual bonus (% of maximum)	72	57	94	–	75	54	30	–	–	–
LTIP vesting (% of maximum)	100	100	100	71	–	24	7	–	–	–

1 Combination of Neil Stothard (£247k) and Anna Bielby (£266k) who both served as Chief Executive during the financial year.

2 Combination of Anna Bielby (£426k) and Alice Woodwark (£84k) who both served as Chief Executive during the financial year.

Executive Chair pay ratio (unaudited)

The table below provides the ratio between the Executive Chair single figure of total remuneration and total remuneration for UK colleagues identified at the lower quartile, median quartile and upper quartile. Consistent with previous years, and reflecting that the data is already readily available, we have selected comparative colleagues, using hourly rate data as at 5 April 2025 collected for our reporting under the gender pay gap legislation (Option B). The day by reference to which the date for the three percentiles was determined was 31 March 2026.

			Pay ratio			Remuneration		
	Year	Method	25th percentile	Median	75th percentile	25th percentile	Median	75th percentile
Total remuneration	**2026**	**B**	**18**	**17**	**11**	**£27,278**	**£32,923**	**£46,707**
Salary	**2026**	**B**	**18**	**17**	**12**	**£26,880**	**£32,048**	**£42,853**
Total remuneration	2025	B	19	15	13	£25,117	£31,340	£37,711
Salary	2025	B	19	16	14	£24,994	£29,177	£34,139
Total remuneration	2024	B	22	18	12	£24,265	£29,331	£46,010
Salary	2024	B	20	17	11	£23,507	£28,293	£42,417
Total remuneration	2023	B	34	28	20	£23,502	£27,863	£39,743
Salary	2023	B	21	18	13	£22,955	£27,000	£35,598
Total remuneration	2022	B	49	41	29	£22,527	£26,880	£38,200
Salary	2022	B	21	18	14	£22,160	£26,000	£34,334
Total remuneration	2021	B	44	38	27	£20,554	£24,238	£33,366
Salary	2021	B	23	20	15	£20,466	£23,968	£30,905
Total remuneration	2020	B	44	37	27	£20,650	£24,624	£33,731
Salary	2020	B	23	20	15	£20,131	£23,915	£30,600

The Committee has considered the pay data for the three individuals identified and believes that it fairly reflects pay at the relevant quartiles among our UK workforce. The Committee has considered the findings of the pay ratio analysis and believes that it is reasonable in the context of the Group's sector and when taking into account the composition of the Group's UK workforce.

Percentage change in all Directors' remuneration (unaudited)

The table below has been updated to show the percentage change in the current Directors' salaries/fees, benefits and annual bonus between the financial year ended 31 March 2025 and 31 March 2026 compared to the percentage change for UK colleagues of the Group for each of these elements of pay.

		Salary	Taxable benefits	Annual bonus[1]
Jeremy Pilkington	**2026**	**–**	**(100%)**	**–**
	2025	–	N/M	–
	2024	–	–	(100%)
	2023	–	(100%)	(45%)
	2022	5%	1,600%	9%
Alice Woodwark	**2026**	**N/A**	**N/A**	**N/A**
Keith Winstanley	**2026**	**8%**	**–**	**N/M**
	2025	3%	6%	–
	2024	N/A	N/A	N/A
Mark Bottomley	**2026**	**20%**	**–**	N/A
	2025	–	–	N/A
	2024	–	–	N/A
	2023	N/A	N/A	N/A
Stuart Watson	**2026**	**20%**	**–**	N/A
	2025	–	–	N/A
	2024	–	–	N/A
	2023	N/A	N/A	N/A
Richard Smith	**2026**	**20%**	**–**	N/A
	2025	N/A	N/A	N/A
UK colleagues	**2026**	**10%**	**(9)%**	**(14)%**
	2025	4%	(14%)	(12%)
	2024	(5%)	(18%)	(19%)
	2023	5%	10%	43%
	2022	12%	5%	169%

1 To be comparable with data for UK colleagues the annual bonus for the Directors disclosed above is the bonus paid in the relevant tax year.

N/A – not applicable, either because the Director is not eligible for the element of pay or there is no prior year comparative figure. N/M – not meaningful, e.g. a change from a prior year comparative figure of zero.

The percentage change for UK colleagues is based upon a consistent set of colleagues and is calculated using P60 and P11D data. The colleague data set includes colleagues from all employing entities, including Vp plc, in order to reflect fairly the position across the Group.

Annual report on remuneration continued

Relative importance of spend on pay (unaudited)

The following table shows the Group's actual spend on pay (for all colleagues) relative to dividends.

		2025	2026	% change
Staff costs	£m	135.6	139.4	3%
Dividends	£m	15.4	15.6	1%

Dividend figures relate to amounts paid in respect of the relevant financial year.

Remuneration Committee (unaudited)

The Group's approach to Executive Directors' remuneration is determined by the Board on the advice of the Remuneration Committee.

The primary role of the Committee is to:

- Review, recommend and monitor the level and structure of remuneration for Executive Directors.
- Approve the remuneration packages for Executive Directors.
- Determine the balance between base pay and performance-related elements of the package, so as to align Directors' interests with those of shareholders.

The Committee's terms of reference are set out on the Company's website.

The members of the Remuneration Committee, all independent Non-Executive Directors, during the year under review were as follows:

- Mark Bottomley (Committee Chair)
- Richard Smith
- Phil White (until 30 June 2025)
- Stuart Watson

Biographical information on Committee members and details of attendance at the Committee meetings during the year are set out on pages 46 and 47.

External advisors

During 2025/26, the Committee received advice on remuneration matters from Ellason LLP (Ellason), who were recommended by the Committee members' external networks. Ellason are signatories of the Code of Conduct for Remuneration Consultants, details of which can be found at www.remunerationconsultantsgroup.com, and the Committee is, therefore, satisfied that the advice it receives from Ellason is independent and objective. The Committee is also satisfied that there is no connection between the advisers and the Company or individual Directors. The fees paid by the Company to Ellason during the financial year were £8,220 (on the basis of time and materials), which related to advice regarding the Remuneration Policy and Remuneration reporting drafting support. Ellason provided no other material services to the Company or to the Group.

Annual General Meeting voting outcomes (unaudited)

The following table details votes for and against the current Directors' Remuneration Policy and the Directors' Remuneration report for 2024/25, along with the number of votes withheld. The Committee will continue to consider the views of shareholders when determining and reporting on remuneration arrangements.

	Directors' Remuneration Policy 2023	Directors' Remuneration report 2024/25
Votes for	30,858,360 (91.38%)	32,030,885 (99.96%)
Votes against	2,910,178 (8.62%)	12,751 (0.04%)
Votes withheld	900	1,700

The Company's current Remuneration Policy was approved by shareholders at the AGM held on 20 July 2023. The Remuneration Committee's Annual Report for 2024/25 was approved at the Company's Annual General Meeting held on 23 July 2025.

Directors' report

The Directors of Vp plc present their annual report and the audited financial statements of the Group and Parent Company for the year ended 31 March 2026.

Principal activities

The principal activity of the Group is equipment rental and associated services.

Strategic Report

Pursuant to sections S414c(11) of the Companies Act 2006, elements of required reporting, including future developments, engagement with others and environmental matters, are included within the Strategic Report, which can be found on pages 1 to 45.

Results and dividend

Group loss after tax for the year was £5.4 million (2025: profit £14.4 million). The Directors recommend a final dividend of 39.5 pence per share. Subject to approval, the final dividend will be paid on 5 August 2026 to all shareholders on the register as at 19 June 2026.

Directors

Details of the Directors of the Company who were in office during the year and up to the date of signing the financial statements are given on page 46. Details of Directors' interests in shares are provided in the Directors' Remuneration report on page 66. During the financial year, and up to the date of approval of these financial statements, the Group has maintained an appropriate level of Directors' and Officers' insurance whereby Directors were indemnified against liabilities to third parties. This is a qualifying third-party indemnity provision.

Share capital

Details of the Company's share capital structure are shown in note 20 to the consolidated financial statements. All shares have the same voting rights. There are no restrictions on the transfer of shares in the Company or restrictions on voting rights.

Substantial shareholders

As at 26 May 2026, the following had notified the Company of an interest of 3% or more in the Company's issued ordinary share capital.

	Number of ordinary shares	Percentage of issued ordinary shares %
Ackers P Investment Company Limited	20,181,411	50.26
Fidelity Worldwide Investment (FIL)	2,560,384	6.38
Aberforth Partners	2,000,188	4.98
Ruffer investment Mgt	1,818,348	4.53
Hargreaves Lansdown Plc	1,250,775	3.11

Jeremy Pilkington is a Director of Ackers P Investment Company Limited, which is the holding company of Vp plc.

Financial risk management

Consideration of the financial risk management of the Group has been included in the Strategic Report on page 43.

Engagement with stakeholders

We set out on page 20 of the Strategic Report how the Group meets the needs and expectations of its stakeholders.

Disclosure of information under Listing Rule 6.2.3

The Directors confirm that the Company has entered into a relationship agreement with Ackers P Investment Company Limited (a controlling shareholder) and has complied with the independence provisions of the agreement.

Disclosure of information under Listing Rule 6.6.1

Pursuant to Listing Rule 6.6.1, the Company is required to disclose that an arrangement is in place whereby the trustee of the Company employee benefit trust has agreed to waive present and future dividend rights in respect of certain shares that it holds, as the Trust only holds the shares to facilitate future share awards.

Employee engagement

The Directors are committed to maintaining effective communication with its workforce on matters that affect their continued employment, job roles and future prospects, as well as being transparent about the Group's financial and business performance, strategy, market challenges and key projects, both operational and transformational.

Directors' report continued

This communication is multilayered and is in the form of communications from the Chief Executive and wider Executive Committee, delivered either in person, by video conference or by emails and/or via the website.

The Group are committed to promoting diversity, equity and inclusion across the Group. This includes enhanced gender reporting through the consolidation of disclosures relating to men and women, supporting transparency and progress in this area. We also remain committed to providing equal opportunities for all, including individuals with disabilities. As part of this commitment, the Group supports the government's Disability Confident initiative and aims to ensure that recruitment, retention and development opportunities are accessible to all. Where colleagues become disabled during their employment, every effort is made to provide appropriate support, including adjustments, redeployment or training where required.

During the year, we conducted a Group-wide colleague engagement survey to better understand colleague sentiment and identify areas for improvement. The results have been reviewed by management and the Board, with targeted actions identified in response to key themes. Ongoing engagement with colleagues remains a priority, ensuring that feedback continues to inform decision-making.

Further details regarding colleagues are provided in the Strategic Report from page 24.

Political and charitable contributions

The Group made no political contributions during the year. Donations to charities amounted to £84,833 (2025: £106,715). The donations made in the year principally relate to environmental initiatives and the sponsorship of employee-driven fundraising activities on behalf of local and national charities.

Supplier payment policy

It is the Company's policy to make payments to suppliers on agreed terms. The Company seeks to abide by these payment terms whenever it is satisfied that the supplier has provided the goods or services in accordance with the agreed terms and conditions.

Taxation principles

We operate in accordance with our Tax Strategy, which can be found at www.vpplc.com/investors.

During the year the Group paid £4.3 million (2025: £4.6 million) in corporate taxes. We are a responsible corporate taxpayer and conduct our affairs to ensure compliance with all laws and relevant regulations in the countries in which we operate.

Contracts

There are no disclosures required under S417 of the Companies Act in relation to contractual or other arrangements with customers or suppliers.

Purchase of own shares

A resolution is to be proposed to the Company's shareholders at the AGM to authorise the Company to purchase its own shares up to a maximum of 10% of the Company's issued share capital, either to be cancelled or retained as treasury shares. This resolution will be proposed as a special resolution in line with previous years. The maximum and minimum prices that may be paid for an ordinary share in the exercise of such powers are set out in paragraphs (b) and (c) of Resolution 12 of the Notice of Meeting. The Directors undertake to shareholders that they will only exercise this power after careful consideration, taking into account the financial resources of the Company, future funding opportunities and the price of the Company's shares. The Directors will not exercise the ability to purchase the Company's own shares, unless to do so would result in an increase in earnings per share and would be in the best interest of shareholders generally.

During the year ended 31 March 2026, the Company did not acquire any shares under the authority of the resolution passed at the Annual General Meeting.

Going concern

The Group ended the financial year with a resilient financial performance. The Group continues to generate good cash flows. Net debt, excluding lease liabilities, increased by £10.4 million from £138.5 million at 31 March 2025 to £148.9 million at 31 March 2026. EBITDA before exceptional items and IFRS 16 impact totalled £78.0 million (2025: £90.6 million). The operational review on page 14 sets out how the Group has performed in each of the end markets in which it operates.

The Group finances its operations through a combination of shareholders' funds, bank borrowings and leases.

The capital structure is monitored using the gearing ratio of adjusted Net Debt/ EBITDA. The Group allocates its capital using a disciplined capital allocation policy that prioritises organic growth and ordinary dividends.

In October 2025, the Group's revolving credit facility (RCF) was extended for a further year to November 2028. The RCF continues to include an additional £30.0 million uncommitted accordion facility and on 27 April 2026 the Group committed this facility to extend the RCF to £120.0 million.

As at 31 March 2026, the Group has £190.5 million of debt capacity 2025: £190.5 million), comprising two private placements of £65.0 million and £28.0 million, a £90.0 million revolving credit facility (RCF), and a £7.5 million net overdraft. The private placement agreements have low fixed interest rates and will mature in January 2027 and November 2028.

Post-year end, in advance of the £65.0 million private placement maturing in January 2027, the Group increased its RCF from £90 million to £120 million and entered into an agreement for two new private placements with principal amounts of €38.0 million and £15.0 million. These private placements both have five-year terms and will be drawn down in December 2026. Neither the extension of the RCF nor the new private placements change the Group's financial covenants.

The Board has evaluated the facilities and covenants on the basis of the budget for 2026/27 and 2027/28, all of which has been prepared while taking into account the current economic climate, together with appropriate sensitivity analysis. Stress scenarios have also been considered by the Board. Under these scenarios, material revenue reductions have been applied for the financial year ending 31 March 2027 against the Group's original budget and extended to 30 September 2027. All scenarios retain adequate headroom against borrowing facilities and fall within the existing covenants.

Our most severe downside modelling, which reflects a 15% reduction in revenue levels, and 12% reduction in cost demonstrates headroom over borrowing facilities and existing covenant levels throughout the forecast period to the end of September 2027.

On the basis of this testing, the Directors have a reasonable expectation that the Group and the Parent Company have adequate resources to continue in operation for the foreseeable future. For this reason, the going concern basis has been adopted in the preparation of the consolidated financial statements. This is covered further in note 1 Basis of Preparation, on page 85.

Corporate governance

The corporate governance statement on pages 48 to 52 forms part of the Directors' report.

Statement of Directors' responsibilities in respect of the financial statements

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

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

Under company law, Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently.
- State whether applicable UK-adopted international accounting standards have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements.
- Make judgements and accounting estimates that are reasonable and prudent.
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and, hence, for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and to disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

The Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the governance section of the Annual Report, confirm that, to the best of their knowledge:

- The Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Group.
- The Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the company.
- The operational review and financial review include a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' report is approved:

- So far as the Director is aware, there is no relevant audit information of which the Group's and Company's Auditors are unaware.
- They have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's Auditors are aware of that information.

Independent Auditors

In accordance with section 489 of the Companies Act 2006, a resolution for the reappointment of PricewaterhouseCoopers LLP as Auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board.

Jeremy Pilkington
Chair
9 June 2026

Independent auditors' report to the members of Vp plc

Report on the audit of the financial statements

Opinion

In our opinion:

- Vp plc's group financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 31 March 2026 and of the group's loss and the group's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Accounts (the "Annual Report"), which comprise:

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

Our opinion is consistent with our reporting to the Audit Committee.

Basis for opinion

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

Independence

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

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in Note 3 of the financial statements, we have provided no non-audit services to the company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- The group is organised into 13 reporting units. The group financial statements are a consolidation of these reporting units.
- Of the 13 reporting units, we identified 2 which, in our view, required an audit of their complete financial information, either due to their size or risk characteristics.
- Audit procedures were also performed over certain financial statement line items ('FSLIs') within 4 further reporting units.
- On the remaining 7 reporting units, we performed targeted risk assessment procedures to identify any potential risks of material misstatement to the group financial statements.
- Reporting units over which we performed full scope audit procedures accounted for 71% of the group's reported revenues and 63% of the group's profit before tax, amortisation and impairment of goodwill, trade names and customer relationships and exceptional items.

Key audit matters

- Existence of rental assets (group and parent company)
- Short term cash flows used in determining the valuation of non-current assets in relation to the Brandon Hire Station Cash Generating Unit ('CGU') (group)
- Classification of exceptional costs (group)

Materiality

- Overall group materiality: £1,724,000 (2025: £1,835,000) based on 5% of the last three years' average profit before tax, amortisation and impairment of goodwill, trade names and customer relationships and exceptional items ('PBTAE'). The prior year was based on PBTAE for that year.
- Overall company materiality: £3,182,000 (2025: £3,120,000) based on 1% of total assets.
- Performance materiality: £1,293,000 (2025: £1,494,000) (group) and £2,386,000 (2025: £2,340,000) (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.

Classification of exceptional costs is a new key audit matter this year. Accounting for the acquisition of Charleville Hire and Platform Ltd, which was a key audit matter last year, is no longer included because of the acquisition being a non-recurring transaction completed in the prior year. Otherwise, the key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
Existence of rental assets (group and parent company) Refer to page 56 (Significant accounting issues), page 86 (Material accounting policies) and Note 9 and 4 in the group and company financial statements, respectively. We focused on this area as the group and parent company hold a significant quantum and carrying amount of rental assets in the normal course of business. At 31 March 2026 the net book value of rental equipment across the group was £235m (2025: £241m) and for the parent company was £80m (2025: £87.2m). The magnitude of the aggregate carrying value of rental assets, their diverse geographic spread and the frequency of movement (through purchases, hires and sales), results in complexity in maintaining an accurate register of rental assets. We considered the significant risk to be over the existence of both the fleeted (typically higher value and itemised assets with a unique serial identifier) and non-fleeted (typically lower value homogenous assets that do not hold a unique identifier) assets, given that both classes of assets are many multiples of materiality and both represent significant portions of the overall rental asset net book value.	Our audit work in respect of the existence of rental assets included: • gaining an understanding of, and evaluating, management's controls over the existence of rental assets, including performing walkthroughs to evaluate the design and operating effectiveness of these controls; • attending a sample of locations across the group at or near the year end and independently testing a sample of rental assets to verify existence; • performing roll-forward procedures to trace movements of rental assets that were not counted at the year-end date in order to confirm their existence at 31 March 2026; • testing a sample of additions in the year to supporting documentation; and • for assets on hire at year end we have, on a sample basis, agreed to sales invoice with a period of hire covering the year end date and either a dispatch note or cash receipt to gain evidence of existence of the underlying asset. We found, based on the results of our testing, that the amounts recorded were consistent with the supporting evidence obtained.
Short term cash flows used in determining the valuation of non-current assets in relation to the Brandon Hire Station Cash Generating Unit ('CGU') (group) Refer to page 87 (Material accounting policies) and Note 10 in the financial statements. If management identify any impairment triggers over any CGU within the Group they are required to perform an impairment assessment over that CGU, in line with IAS 36. The impairment assessment uses a value in use ('VIU') model based on discounted future cash flows or a calculation of fair value less costs to sell ('FVLCTS'). The recoverable amount of the CGU is the higher of the two valuations. During the period, following the restructuring of the BRHS CGU, £5.1m of impairment charges have been recognised primarily against right-of-use assets relating to sites closed or earmarked for closure during the year. After assessing the results of the CGU for the year ended 31 March 2026 and the group's outlook for the restructured division, management concluded, and we agreed, that an impairment indicator was present. We considered the risk of impairment of the remaining non-current assets attached to the CGU at 31 March 2026 to be a significant risk, specifically in relation to short term cash flow projections given the estimation uncertainty in determining the timing and pace of growth following the restructuring of the business within that CGU.	We obtained management's impairment model for the BRHS CGU. Procedures performed included: • testing the mathematical accuracy of the impairment model and agreeing the carrying value of the CGU being assessed for impairment to the balance sheet as at 31 March 2026 of BRHS included within the Group consolidated balance sheet as at 31 March 2026; • evaluating the historical accuracy of the budgeting process to assess management's ability to forecast accurately; • comparing cash flows in the forecast period to i) post year end actual performance and ii) external market commentary on expected growth in the UK construction sector to assess the achievability of those forecasts; • tracing the forecast financial information within the model to the latest Board approved budgets; • performing a sensitivity analysis on short-term cash flows to assess the effect on headroom arising from reasonably possible changes in growth assumptions; and • assessing the disclosures in the financial statements relating to impairment for compliance with the IFRS accounting framework. Based on the results of our testing, we found that management's conclusion that no impairment was required in relation to non-current assets within the BRHS CGU as at 31 March 2026 is appropriate.

Independent auditors' report continued

Key audit matter	How our audit addressed the key audit matter
Classification of exceptional costs (group) Refer to page 56 (Significant accounting issues), page 90 (Material accounting policies) and Notes 3 and 4 in the financial statements. The Group has recorded exceptional items of £30.6 million (2025: £10.9 million) in the Consolidated Income Statement, with further details disclosed in the notes to the financial statements. These costs include those relating to divisional restructuring, such as redundancies, impairments and other property costs, and are presented separately due to their significance to the Group's reported business performance and their one-off nature. The presentation of items as exceptional is judgemental and can have a significant impact on the reader's interpretation of the results of the Group as detailed in the financial statements. There is a risk that costs that are not exceptional in nature are disclosed as such.	We obtained the breakdown of exceptional items from management and their justification for their treatment as exceptional in line with the Group's accounting policy. Procedures performed included: • obtaining an understanding of management's process for identifying and approving costs recognised as exceptional in nature; • testing, on a sample basis, costs and charges included in the breakdown of exceptional items and agreeing them to management's workings and corroborating evidence; • assessing the nature of the items subject to our testing and management's rationale for classification as exceptional in accordance with the Group's accounting policy and available regulatory guidance on this topic; and • reviewing the disclosures relating to exceptional items for appropriateness and completeness. Based on our work, we are satisfied that the classification of items as exceptional is materially consistent with the Group's accounting policy.

How we tailored the audit scope

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

The group's accounting process is structured around a group finance function at its head office in Harrogate which is responsible for the group's reporting units. The group is organised into 13 reporting units and the group financial statements are a consolidation of these reporting units. Of the 13 reporting units, we identified 2 which, in our view, required an audit of their complete financial information, and one which required an audit of its full income statement together with selected balance sheet line items. The reporting units over these components accounted for 71 % of the group's revenues and 63% of the group's profit before tax, amortisation, impairment of intangible assets and exceptional items.

All of the audit procedures have been performed by the group engagement team. In addition, the group audit team performed targeted risk assessment procedures over a number of smaller reporting units. This included an analysis of year on year movements, at a level of disaggregation to enable a focus on higher risk balances and unusual movements. In aggregate the procedures we performed gave us the evidence we needed for our opinion on the financial statements as a whole.

The parent company consists of two reporting units, one unit required an audit of their complete financial information as part of the audit of the group and audit procedures were also performed over certain financial statement line items ('FSLIs') within the other unit. The scope of our work covered 100% of the revenue for the parent company and 100% of the parent company's profit before tax, amortisation, impairment of intangible assets and exceptional items.

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 parent company's financial statements and the timescale and impact of any 'net zero' commitments. Management have made a commitment to reach net zero greenhouse gas ('GHG') emissions across the group's value chain by 2050.

We remained alert when performing our audit procedures for any indicators of the impact of climate risk. In particular, we considered the nature and useful economic lives of the group's and parent company's rental equipment and the potential impact on the group of maintaining/ replacing these assets in line with climate targets.

Our procedures did not identify any material impacts as a result of climate risk on the group's and parent 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
Overall materiality	£1,724,000 (2025: £1,835,000).	£3,182,000 (2025: £3,120,000).
How we determined it	5% of the last three years' average profit before tax, amortisation and impairment of goodwill, trade names and customer relationships and exceptional items ('PBTAE'). The prior year was based on PBTAE for that period.	1% of total assets
Rationale for benchmark applied	We have chosen this as our benchmark as it is a key performance measure disclosed to users of the financial statements. This figure takes prominence in the Annual Report, as well as the communications to both the shareholders and the market. A three-year average has been used as our benchmark to cater for a downward fluctuation in PBTAE in the current period. The prior year materiality was based on 5% of that year's PBTAE.	We have used an asset-based measure for the parent company, which is a generally accepted auditing benchmark. Where applicable, we have performed our testing to a lower, group allocated, materiality for individual balances that contribute to the consolidated group results.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between £400,000 and £1,539,000. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2025: 75%) of overall materiality, amounting to £1,293,000 (2025: £1,494,000) for the group financial statements and £2,386,000 (2025: £2,340,000) 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 £86,000 (group audit) (2025: £91,750) and £159,000 (company audit) (2025: £156,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

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

- Obtaining management's latest cash flow and covenant compliance forecasts that support the Board's assessment and conclusions with respect to the going concern basis of preparation of the financial statements;
- Assessing the alternative financing facilities available to the group given the maturing Pricoa £65m private placement in January 2027;
- Checking the mathematical accuracy of management's forecasts;
- Considering the out-turn of previous forecasts to assess management's forecasting accuracy;
- Corroborating management's base case forecast to appropriate supporting documentation including board approved budgets and divisional budgets;
- Evaluating management's base case forecasts and downside scenarios, challenging the underlying data and adequacy and appropriateness of the assumptions used in making their assessment. We also evaluated the directors' plans for future actions in relation to their going concern assessment, should these be required; and
- Review of the disclosures made in respect of going concern included in the financial statements.

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.

Independent auditors' report continued

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

In relation to the directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

Reporting on other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 March 2026 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Directors' Remuneration

In our opinion, the part of the Remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

Corporate governance statement

The Listing Rules require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the group's and company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the group's and company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the group and company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the group and company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the group's and company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

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

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to the UK Listing Rules and health and safety legislation, 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 UK tax legislation and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to management bias in key accounting estimates and posting of inappropriate journal entries to improve the group's result for the period. Audit procedures performed by the engagement team included:

- discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- evaluation of management's controls designed to prevent and detect fraudulent financial reporting;
- testing accounting estimates that we deemed to present a risk of material misstatement, including assessing the data, methods and assumptions applied by management in the development of each estimate;
- identifying and testing journal entries using a risk-based targeting approach for unexpected account combinations; and
- reviewing financial statement disclosures and testing to supporting documentation, where appropriate, to assess compliance with applicable laws and regulations.

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. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Appointment

We were first appointed by the company for the financial year ended 31 March 2015. Our uninterrupted engagement covers 12 financial years.

Other matter

The company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R – 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Tom Yeates (Senior Statutory Auditor)
for and on behalf of
PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds
9 June 2026

Consolidated Income Statement

for the year ended 31 March 2026

	Note	2026 £000	2025 £000
Revenue	2	**358,275**	379,957
Cost of sales		**(276,070)**	(287,839)
Gross profit		**82,205**	92,118
Administrative expenses		**(87,191)**	(65,416)
Impairment losses on trade receivables		**(1,791)**	(1,753)
Impairment of intangible assets	10	**–**	(884)
Profit on disposal of property, plant and equipment		**9,970**	7,973
Operating profit	3	**3,193**	32,038
Net financial expense	7	**(10,239)**	(10,318)
Profit before tax, amortisation and impairment of goodwill, trade names and customer relationships and exceptional items		**26,962**	36,672
Amortisation and impairment of goodwill, trade names and customer relationships	10	**(3,398)**	(4,062)
Exceptional items	4	**(30,610)**	(10,890)
(Loss)/profit before tax		**(7,046)**	21,720
Income tax credit/(expense)	8	**1,615**	(7,275)
(Loss)/profit after tax		**(5,431)**	14,445
Basic (loss)/earnings per share	22	**(13.8)p**	36.6p
Diluted (loss)/earnings per share	22	**(13.8)p**	36.5p
Dividend per share interim paid	21	**11.5p**	11.5p
Dividend per share final paid	21	**28.0p**	27.5p

Consolidated Statement of Comprehensive Income

for the year ended 31 March 2026

	Note	2026 £000	2025 £000
(Loss)/profit for the year		**(5,431)**	14,445
Other comprehensive income/(expense)			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit pension schemes	25	**(6)**	(746)
Tax on items taken to other comprehensive expense	8	**3**	342
Items that may be subsequently reclassified to profit or loss			
Foreign exchange translation differences		**3,315**	(1,886)
Tax on items taken to other comprehensive (income)/expense	8	**(369)**	247
Net investment hedge	16	**(1,563)**	(22)
Total other comprehensive income/(expense)		**1,380**	(2,065)
Total comprehensive (expense)/income for the year		**(4,051)**	12,380

Consolidated Statement of Changes in Equity

for the year ended 31 March 2026

	Note	Share capital £000	Capital redemption reserve £000	Share premium £000	Foreign currency translation £000	Hedging Reserve £000	Retained earnings £000	Total equity £000
At 1 April 2024		**2,008**	**301**	**16,192**	**(2,040)**	**–**	**136,559**	**153,020**
Profit for the year		–	–	–	–	–	14,445	14,445
Other comprehensive expense		–	–	–	(1,886)	(22)	(157)	(2,065)
Total comprehensive income/(expense)		–	–	–	(1,886)	(22)	14,288	12,380
Share based payments expense in the year		–	–	–	–	–	433	433
Net movement relating to shares held by Vp Employee Trust		–	–	–	–	–	(41)	(41)
Transactions with owners								
Dividends to shareholders	21	–	–	–	–	–	(15,394)	(15,394)
Total changes in equity during the year		–	–	–	(1,886)	(22)	(714)	(2,622)
At 31 March 2025 and 1 April 2025		**2,008**	**301**	**16,192**	**(3,926)**	**(22)**	**135,845**	**150,398**
Loss for the year		–	–	–	–	–	(5,431)	(5,431)
Other comprehensive income		–	–	–	3,315	(1,563)	(372)	1,380
Total comprehensive expense		–	–	–	3,315	(1,563)	(5,803)	(4,051)
Share based payments expense in the year		–	–	–	–	–	408	408
Net movement relating to shares held by Vp Employee Trust		–	–	–	–	–	(32)	(32)
Transactions with owners								
Dividends to shareholders	21	–	–	–	–	–	(15,605)	(15,605)
Total changes in equity during the year		–	–	–	3,315	(1,563)	(21,032)	(19,280)
As at 31 March 2026		**2,008**	**301**	**16,192**	**(611)**	**(1,585)**	**114,813**	**131,118**

Consolidated Balance Sheet

as at 31 March 2026

NET ASSETS	Note	2026 £000	2025 £000
Non-current assets			
Property, plant and equipment	9	263,845	271,058
Intangible assets	10	27,014	29,398
Right-of-use assets	11	54,829	57,832
Employee benefits	25	775	858
Total non-current assets		**346,463**	359,146
Current assets			
Inventories	12	6,997	9,911
Trade and other receivables	13	68,272	71,473
Assets held for resale	9	5,765	–
Income tax receivable		4,493	2,019
Cash and cash equivalents	14	21,269	29,870
Total current assets		**106,796**	113,273
Total assets		**453,259**	472,419
Current liabilities			
Bank overdraft	14	(13,868)	(17,202)
Trade and other payables	17	(57,305)	(63,622)
Lease liabilities	11	(18,201)	(17,609)
Overseas income tax payable		(2,819)	(2,275)
Provisions	18	(7,607)	–
Interest-bearing loans and borrowings	15	(64,816)	–
Total current liabilities		**(164,616)**	(100,708)
Non-current liabilities			
Interest-bearing loans and borrowings	15	(91,507)	(151,165)
Lease liabilities	11	(45,446)	(47,815)
Trade and other payables	17	(2,962)	(2,608)
Provisions	18	(4,355)	(2,937)
Deferred tax liabilities	19	(13,150)	(16,788)
Employee benefits	25	(105)	–
Total non-current liabilities		**(157,525)**	(221,313)
Total liabilities		**(322,141)**	(322,021)
Net assets		**131,118**	150,398
EQUITY			
Issued share capital	20	2,008	2,008
Capital redemption reserve		301	301
Share premium		16,192	16,192
Hedging reserve		(1,585)	(22)
Foreign currency translation reserve		(611)	(3,926)
Retained earnings		114,813	135,845
Total equity		**131,118**	150,398

The financial statements on pages 80 to 117 were approved and authorised for issue by the Board of Directors on 9 June 2026 and were signed on its behalf by:

Jeremy Pilkington
Chair

Keith Winstanley
Director

Company number: 481833

Consolidated Statement of Cash Flows

for the year ended 31 March 2026

	Note	2026 £000	2025 £000
Cash flows from operating activities			
(Loss)/profit before taxation		(7,046)	21,720
Adjustments for:			
Share based payment expense		408	433
Depreciation of property, plant and equipment	9	44,148	46,464
Impairment of property, plant and equipment	9	2,321	1,174
Depreciation of right-of-use assets	11	18,222	18,396
Impairment of right-of-use-assets	11	2,788	4,219
Impairment of intangible assets	10	–	884
Bargain purchase	4	–	(1,085)
Contingent remuneration	4	4,624	1,800
Amortisation of intangible assets	10	4,200	4,026
Release of arrangement fees		–	346
Net financial expense		10,239	10,318
Foreign exchange		(244)	–
Profit on disposal of property, plant and equipment		(9,970)	(7,973)
Operating cash flow before changes in working capital and provisions		69,690	100,722
Decrease/(Increase) in inventories		2,958	(363)
Decrease in trade and other receivables		3,653	4,154
Decrease in trade and other payables		(9,385)	(8,559)
Increase/(decrease) in provisions		9,009	(223)
Cash generated from operations		75,925	95,731
Interest paid		(6,115)	(6,795)
Interest element of lease liability payments		(4,117)	(3,698)
Interest received		42	117
Income taxes paid		(4,331)	(4,618)
Net cash generated from operating activities		61,404	80,737
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		25,178	23,745
Purchase of property, plant and equipment		(59,211)	(72,869)
Purchase of intangible assets		(689)	(800)
Acquisition of business (net of cash acquired)	26	(1,000)	(9,945)
Net cash used in investing activities		(35,722)	(59,869)
Cash flows from financing activities			
Purchase of own shares by Employee Trust		(32)	(41)
Repayment of borrowings		(21,000)	(38,000)
Drawdown of borrowings		24,670	57,738
Arrangement fees paid		–	(199)
Principal payment of lease liabilities		(19,317)	(17,985)
Dividends paid	21	(15,605)	(15,394)
Net cash used in financing activities		(31,284)	(13,881)
Net (decrease)/increase in cash and cash equivalents		(5,602)	6,987
Effect of exchange rate fluctuations on cash held		335	(380)
Cash and cash equivalents net of overdrafts as at the beginning of the year		12,668	6,061
Cash and cash equivalents net of overdrafts as at the end of the year	14	7,401	12,668

Notes

(forming part of the financial statements)

1. Material accounting policies and other explanatory information

Basis of preparation

Vp plc is a public limited company (limited by shares), which is listed on the London Stock Exchange and incorporated and domiciled in the United Kingdom. These Consolidated Financial Statements of Vp plc, for the year ended 31 March 2026, consolidate those of the Company and its subsidiaries (together referred to as the "Group").

Statement of compliance

The Consolidated Financial Statements of the Group have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The Financial Statements are presented in sterling, rounded to the nearest thousand. They are prepared on a going concern basis and historic cost basis, except that defined benefit pension plans, hedging instruments and liabilities for cash-settled share options are stated at fair value, and assets held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Going concern

The going concern basis has been adopted in preparation of the consolidated and parent company Financial Statements. The Board has evaluated funding, facilities and covenants on the basis of the budget for 2026/27 which has been extended to September 2027 and performed sensitivity analysis on them.

The Group and Parent Company forecast positive cash inflows through a pipeline of existing and new hire agreements and other services; the Group and Parent Company also have sufficient finance facilities available. The assessment included an analysis of the Group's and Parent Company's current financial position, ability to trade, principal risks facing the Group, and the effectiveness of its strategies to mitigate the impact of liquidity risks and included a severe but plausible downside scenario. The net current liability shown on the Group's balance sheet has been mitigated by re-financing the short-term element of the Group's debt portfolio, more information on the replacement funding is detailed in Note 30. On the basis of these procedures, the Board has a reasonable expectation that the Group and Parent Company has adequate resources to continue in operational existence for at least the next 12 months from the date of approval of these Financial Statements. The Financial Statements do not include the adjustments that would result if the Group and Parent Company were unable to continue as a going concern.

Material accounting policies

The Group's material accounting policies are set out below and have been applied consistently to all periods presented in these Consolidated Financial Statements. There were no changes to IFRSs or IFRIC interpretations that have had a material impact on the Group for the year ended 31 March 2026.

Standards effective in the year

The Group adopted the following new accounting policy on 1 April 2025 to comply with amendments to IFRS which did not have a material impact on the Group's financial reporting on adoption:

- Amendments to IAS 21, 'The Effects of Changes in Foreign Exchange Rates' (Lack of Exchangeability).

Future standards

Certain new accounting standards and interpretations have been published that are not mandatory for the 31 March 2026 reporting period and have not been early adopted by the Group. These standards are as follows:

- IFRS 18, 'Presentation and Disclosure in Financial Statements';
- Amendments to IFRS 9, 'Financial Instruments' and IFRS 7, 'Financial Instruments: Disclosures' (Amendments to the Classification and Measurement of Financial Instruments);
- Annual Improvements to IFRS Accounting Standards – Amendments to:
- IFRS 7, 'Financial Instruments: Disclosures' and its accompanying guidance on implementing IFRS 7;
- IFRS 9, 'Financial Instruments';
- IFRS 10, 'Consolidated Financial Statements'; and
- IAS 7, 'Statement of Cash Flows'.

With the exception of IFRS 18, the adoption of the above standards and interpretations is not expected to lead to any changes to the Group's accounting policies nor have any other material impact on the financial position or performance of the Group.

IFRS 18 was issued in April 2024 and is effective for periods beginning on or after 1 January 2027. The Group will apply the standard from its mandatory effective date and does not intend to adopt early. IFRS 18 requires retrospective application. Accordingly, comparative information for the financial year ended 31 March 2027 will be restated in the Group's 2027/28 Financial Statements. The standard will replace IAS 1 Presentation of Financial Statements and although it will not change how items are recognised and measured, the standard brings a focus on the income statement and reporting of financial performance. Specifically classifying income and expenses into three new defined categories – 'operating', 'investing' and 'financing' and two new subtotals 'operating profit and loss' and 'profit or loss before financing and income tax', introducing disclosures of management defined performance measures (MPMs) and enhancing general requirements on aggregation and disaggregation. The impact of the standard on the Group is currently being assessed and it is not yet practicable to quantify the effect of IFRS 18 on these Consolidated Financial Statements, however there is no impact on presentation for the Group in the current year given the effective date – this will be applicable for the Group's 2027/28 Annual Report.

Notes continued
(forming part of the financial statements)

1. Material accounting policies and other explanatory information continued

Basis of consolidation

Subsidiaries are those entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights, which presently are exercisable or convertible, are taken into account. The financial information of subsidiaries is included in the Consolidated Financial Statements from the date that control commences until the date that control ceases.

Property, plant and equipment

Property, plant and equipment are stated at cost or deemed cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Certain items of property, plant and equipment that had been revalued to fair value on, or prior to, 1 April 2004, the date of transition to adopted IFRSs, are measured on the basis of deemed cost, being the revalued amount at the date of that revaluation, as permitted by the exemption in IFRS 1.

Assets acquired via acquisitions are recorded in the accounting records at fair value.

Depreciation is provided by the Group to write off the cost or deemed cost less estimated residual value (where appropriate) of property, plant and equipment using the following annual rates:

Land and Buildings – Freehold buildings	– 2% straight line
Land and Buildings – Leasehold improvements	– Term of lease
Rental equipment	– 5%–33% straight line depending on asset type
Motor vehicles	– 20%–33% straight line
Other – Computers	– 10%–33% straight line
Other – Fixtures, fittings and other equipment	– 10%–20% straight line

Estimates of residual values are reviewed at least annually, and adjustments made as appropriate. Any profit or loss generated on disposal is shown on the face of the income statement within profit on disposal of property, plant and equipment. No depreciation is provided on freehold land.

In accordance with IAS 16 the Group regularly reviews its depreciation rates to ensure that they remain appropriate. As part of the reviews carried out during the year the Group amended certain depreciation rates and residual values to reflect better the expected useful lives and expected end-of-life values of these assets. The impact of this was to reduce the depreciation charge by £3.5 million (2025: £0.6 million).

Business combinations and goodwill

For acquisitions on or after 1 April 2010, the Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

Costs related to the acquisition are expensed to the income statement as incurred.

In respect of acquisitions between 1 April 2004 and 1 April 2010, goodwill represents the difference between the cost of the acquisitions and the fair value of identifiable net assets and contingent liabilities acquired. Costs related to the acquisition were capitalised as part of the cost of the acquisition.

Goodwill is stated at cost less any accumulated impairment losses and is included on the balance sheet as an intangible asset. It is allocated to cash-generating units and is not amortised but is tested annually for impairment. Impairments of goodwill are not subsequently reversed.

The Group has chosen not to restate business combinations prior to 1 April 2004 on an IFRS basis as permitted by IFRS 1. Goodwill is included on the basis of deemed cost for the transactions, which represent its carrying value at the date of transition to adopted IFRSs.

Any contingent future payments, linked with future employment services represents remuneration for post-combination services as opposed to contingent consideration, are expensed over the period of service.

Other intangible assets

Intangible assets other than goodwill that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses. Intangible assets acquired in a business combination are initially recorded at fair value and are subsequently measured at amortised cost. Amortisation is included within cost of sales within the Income Statement. The rate of amortisation attempts to write off the cost of the intangible asset over its estimated useful life using the following straight-line rates:

Customer relationships	– up to 10 years
Trade names	– over their estimated useful life at acquisition, normally 10 years
Software	– over the useful economic life, normally 3 to 5 years

Impairment

The carrying amounts of non-financial assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount. Impairment losses are recognised through the Income Statement. For goodwill and intangible assets that have an indefinite useful life, the recoverable amount is tested at each balance sheet date. The recoverable amount of a CGU is determined either by reference to value in use from the CGU or an estimate of its fair value less costs of disposal, whichever is higher. A CGU is defined as the smallest identifiable group of assets that generates largely independent cash inflows.

Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of individual items of inventory are determined on a first-in, first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. For slow-moving or obsolete items, where net realisable value is lower than cost, necessary provision is made.

Raw materials and consumables are held primarily for the repair and maintenance of fleet assets. Goods for resale is inventory held for sale to customers.

Trade and other receivables

Trade and other receivables are stated at their due amounts less impairment losses. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Trade receivables are written off when there is no reasonable expectation of recovery. The loss allowance for trade receivables is based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Assets held for sale

Assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, whilst being classified within current assets in the balance sheet demonstrating they are available for immediate sale, highly probable to sell within one year and actively being marketed.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purposes of the Statement of Cash Flows. The Group has a legal right to settle these balances net but does not routinely net settle balances in the cash pool.

Interest-bearing loans and borrowings

Financial assets and liabilities are recognised on the balance sheet when the Group becomes party to the contractual provision of the instrument. Interest-bearing borrowings are recognised initially at fair value. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the Income Statement over the periods of the borrowings on an effective interest basis. Cash flows for interest paid and interest received on financial assets held for cash management purposes are presented as operating cash flows in the statement of cash flows.

Taxation

The charge for taxation is based on the results for the year and takes into account full provision for deferred taxation due to temporary differences.

Deferred tax is provided using the balance sheet liability method to provide for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, at the balance sheet date.

Notes continued
(forming part of the financial statements)

1. Material accounting policies and other explanatory information continued

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Deferred tax assets and liabilities are not discounted and are offset where amounts will be settled on a net basis as a result of a legally enforceable right.

Current tax is the expected tax payable on the taxable income for the year, using rates enacted at the balance sheet date, and any adjustment to tax payable in respect of prior years. A tax provision is recognised where there is a probable requirement to settle, in the future, an obligation based on a past event.

Trade and other payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost.

Employee benefits – pensions

Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as incurred.

The Group's net surplus/obligation, in respect of its defined benefit pension plans, is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The liability discount rate is the yield at the balance sheet date on AA credit-rated bonds that have maturity dates approximating to the terms of the Group's obligations. The calculation is performed by a qualified actuary using the projected unit method.

The Group's net surplus/obligation is recorded as a balance sheet asset or liability and the actuarial gains and losses associated with this balance sheet item are recognised in the statement of comprehensive income as they arise. Actuarial gains and losses occur when actuarial assumptions differ from those previously envisaged by the actuary or when asset returns differ from the liability discount rate.

An asset for the surplus has been recognised on the basis that it is recoverable prior to wind up of the scheme; however, the balance sheet position is sensitive to small fluctuations in the assumptions made.

When the benefits of the plan are improved, the proportion of the increased benefit relating to past service by employees is recognised as an expense in the Income Statement at the earlier of the date when a plan amendment or curtailment occurs and the date when an entity recognises related restructuring costs or termination benefits.

Dividend

Final dividends are recognised as a liability in the period in which they are approved; however, interim dividends are recognised on a paid basis.

Share capital

Ordinary shares are classified as equity.

Employee trust shares

The Group has an employee trust (the Vp Employee Trust) for the warehousing of shares in support of awards granted by the Company under its various share option schemes. The Group Consolidated Financial Statements include the assets and related liabilities of the Vp Employee Trust. In the Group Consolidated Financial Statements, the shares in the Group held by the employee trust are treated as treasury shares, are held at cost and are presented in the balance sheet as a deduction from retained earnings. The shares are ignored for the purpose of calculating the Group's earnings per share.

Treasury shares

When share capital recognised as equity is repurchased and classified as treasury shares, the amount of the consideration paid is recognised as a deduction from equity. When treasury shares are sold or reissued, subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from the retained earnings.

Revenue

Revenue represents the amounts (excluding Value Added Tax) derived from the hire of equipment and the provision of goods and services to third-party customers during the year. Revenue from equipment hire, which is the vast majority of Group revenues, is accounted for under IFRS 16 'Leases'. Revenue is recognised from the start of hire through to the end of the agreed hire period, predominantly on a time-apportioned basis.

Revenue from providing services includes revenue for transport services, and other services. Revenue for transport is recognised at a point of time at which delivery or collection is completed. Revenue for other services is recognised in the accounting period in which the services are rendered. Services provided are short term and recognition is calculated on the proportion of services provided to the end of the reporting period, as a proportion of total services to be provided as the customer receives and uses the benefits simultaneously.

Revenue from sale of goods primarily relates to consumables and new machine sales. Revenue is recognised at a point in time when a Group entity sells a consumable to the customer with immediate receipt or when control of the new machine has transferred ownership to the buyer upon delivery, being a transfer of goods which requires no significant judgement. As the Group does not, in the course of its ordinary activities, routinely dispose of equipment held for hire, any amounts derived are excluded from revenue.

Any increases or decreases in estimated revenues or costs arising from changed circumstances are reflected in profit in the period in which they become known by management. Depending on the type of sale, a receivable is recognised when the goods are delivered or due immediately. The terms of the contract are considered to determine the transaction price. Amounts due from customers are payable on standard credit terms and there is no significant financing component or variable consideration within amounts due from customers. Obligations for returns are measured by estimating the likely cost of future refunds using historical information.

Below summarises the disaggregation of revenue from contracts with customers from the total revenue disclosed in the consolidated income statement.

	2026			2025		
	UK £000	International £000	Total £000	UK £000	International £000	Total £000
Equipment hire	216,806	52,228	269,034	239,769	46,012	285,781
Services	51,106	15,763	66,869	53,013	14,091	67,104
Sales of goods	19,176	3,196	22,372	24,835	2,237	27,072
Total revenue	287,088	71,187	358,275	317,617	62,340	379,957

Share-based payments

The fair value of share options is charged to the Income Statement based upon their fair value at the date of grant with a corresponding increase in equity. The charge is recognised evenly over the vesting period of the options. The liabilities for cash-settled share-based payment arrangements are measured at fair value.

The fair value of share-based payments are calculated using an appropriate option pricing model. The Group's approved, unapproved and Save As You Earn (SAYE) schemes have been valued using the Black–Scholes model and the Income Statement charge is adjusted to reflect the expected number of options that will vest, based on expected levels of performance against non-market-based conditions and the expected number of employees leaving the Group. The fair values of the Group's Long-Term Incentive Plan (LTIP) and Share Matching scheme are calculated using a discounted grant price model, again adjusted for expected performance against non-market-based conditions and employees leaving the Group.

Any cash-settled options are valued at their fair value as calculated at each period end, taking account of performance criteria and expected numbers of employees leaving the Group, and the liability is reflected in the balance sheet within accruals.

The Parent Company recharges the subsidiary entities with the fair value of the share options relating to the employees associated with that entity.

The Group's results are subject to fluctuations caused by the cash-settled share options and national insurance costs on LTIPs and share option schemes as these are required to be remeasured at each reporting date based on the Company share price. Changes in the share price during the reporting period, therefore, impact the charge to the Income Statement for cash-settled options and national insurance, including vested but not exercised options, as well as unvested options. A movement of 10 pence in the share price would impact the charge to the Income Statement by £1,000 (2025: £2,000).

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the Income Statement. Non-monetary assets and liabilities that are stated at fair value are translated to sterling at the foreign exchange rates ruling at the date the values were determined.

The assets and liabilities of foreign operations are translated at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at rates approximating to the foreign exchange rates ruling at the date of the transactions. Foreign exchange differences arising on retranslation are recognised directly in equity.

Notes continued
(forming part of the financial statements)

1. Material accounting policies and other explanatory information continued

Net investment hedge

On consolidation, exchange differences arise from the translation of the net investment in foreign entities and foreign currency denominated borrowings. For designated hedges of such investments, any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income and accumulated in the hedging reserve. Any ineffective portion of the hedge is charged or credited directly to administrative expenses.

When a hedging instrument expires, or when a hedge no longer meets the criteria for hedge accounting, any cumulative exchange differences existing in equity at that time remain in equity. Foreign exchange translation differences accumulated in equity are reclassified to the income statement when the foreign operation is partially disposed of or sold.

Net financial expenses

Net financial expenses comprise interest on obligations under the defined benefit pension schemes, the expected return on scheme assets under the defined benefit pension schemes, interest payable on borrowings calculated using the effective interest rate method, interest expenses arising on leases in accordance with IFRS 16 and interest receivable on funds invested.

Leases (as lessee)

The Group holds leases for various properties, equipment and vehicles. Rental contracts are typically made for fixed periods of one to ten years but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are, initially, measured on a present value basis. Lease liabilities include the net present value of fixed payments less any incentives receivable, variable lease payments that are based on a specified index or a rate, the exercise price of a purchase option if the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. A separate provision for onerous leases is, therefore, no longer required.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used. This incremental borrowing rate is the interest rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value over a similar term and with similar security to the right-of-use asset in a similar economic environment. To determine the incremental borrowing rate, the Group, where possible uses recent third-party financing received as a starting point, adjusted to reflect changes in the financing conditions since third-party financing was received; adjusts for credit risk as required; and makes adjustments specific to the lease for example to country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are, generally, depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Where a lease has ended and the Group has moved to an ongoing rental with the supplier, no right-of-use asset or lease liability is recognised until a new contract is signed. Payments associated with short-term leases and leases of low value assets are recognised on a straight-line basis as an expense in the Consolidated Income Statement. Short-term leases are certain leases with a lease term of 12 months or less. Low-value assets comprise certain IT equipment and small items of office equipment.

Extension and termination options are included in a number of leases across the Group. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects the assessment and that is within the control of the Group. This reassessment could result in a recalculation of the lease liability and a material adjustment to the associated balances.

Provisions

Provisions are created where the Group has a present legal or constructive obligation as a result of a past event, where it is probable that it will result in an outflow of economic benefits to settle the obligation, and where it can be reliably measured. For dilapidations on leased properties this is when a requirement for repairs or reinstatement is identified.

Exceptional items

The Group makes adjustments to the statutory profit measures in order to derive certain alternative performance measures. Certain pre-tax items, excluding amortisation and impairment of intangible assets, are included in the most appropriate income statement line item according to function but are also presented as exceptional items on the face of the consolidated income statement. Exceptional items are those items that, in the judgement of the Group, need to be disclosed separately due to their size, nature or irregularity. Separate disclosure provides assistance in understanding the underlying performance of the business. Restructuring and transformational costs are considered on a case-by-case basis as to whether they meet the exceptional criteria. Other items are considered against the exceptional criteria based on specific circumstances. The presentation is consistent with the way financial performance is measured by management and reported to the Board. Further disclosure is included in Note 4.

Accounting estimates and judgements

The key accounting policies, estimates and judgements used in preparing the Group's Annual Report and Accounts for the year ended 31 March 2026 have been reviewed and approved by the Board.

Key accounting estimates

The areas of principal accounting uncertainty that could have a significant impact in the next 12 months are the useful lives of rental assets, including residual values and the testing for impairment of non-current assets held in Brandon Hire Station Cash Generating Unit which require significant estimates relating to cash flows.

Depreciation rates

The Group continually reviews depreciation rates and, using its judgement, adopts a best estimate policy in assessing the estimated useful economic lives of fleet assets. The rate of technological and legislative change and impact of climate-related risks is factored into the estimates, together with the diminution in value through use and time. The Group also takes account of the profit or loss it makes on the disposal of fixed assets in determining whether depreciation policies are appropriate. The net book value of rental equipment at 31 March 2026 is £235.3 million (2025: £240.9 million). It is not practical to disclose sensitivity analysis due to the range of assumptions used relating to both the useful economic lives and residual values of the Group's diverse range of fleet assets.

Impairment assessment of non-current assets held in the Brandon Hire Station Cash Generating Unit ("CGU")

An impairment assessment of the assets held by the Brandon Hire Station CGU was undertaken as the CGU's restructuring activity during the year was considered to be an impairment trigger.

The impairment assessment used a value in use model based on discounted cash flows and a calculation of fair value less costs to sell. The recoverable amount, being the higher of the two valuations, was derived from the value in use model.

As a result of the assessment, the CGU's recoverable amount, calculated from the value in use model, was assessed to be in excess of the value of the assets held and therefore no impairment has been recognised, in accordance with IAS 36. Impairment charges were recognised in respect of specific branch closures in the year, more information can be found in Note 4.

The key estimate in determining the recoverable amount is deemed to be the short-term (years 1 and 2) operating cash flows in the forecast cash flows used in the value in use model. Short-term operating cash flow forecasts have been based on past experience, market conditions and the size of the fleet.

A sensitivity analysis has been performed over this key estimate. A 20% reduction in the short-term cash flows and the consequent impact on future periods would result in an impairment charge of £1.8m.

Key accounting judgements

The Group applies judgement over the classification of exceptional items. Judgement is required as to whether transactions relate to costs or incomes which, due to their size, nature or irregularity, are excluded from management's view of the underlying trading performance of the Group.

Notes continued
(forming part of the financial statements)

2. Segment reporting

Segment reporting is presented in respect of the Group's business and geographical segments. The Group's reportable segments are UK and International.

The Group's reportable segments are determined on the way in which financial information is organised and reported to the Group Board, who are responsible for the key operating decisions of the Group, the allocation of resources and the assessment of performance and, hence, are the chief operating decision makers. Total external revenue in 2026 was £358.3 million (2025: £380.0 million). Inter-segment pricing is determined on an agreed price between the parties. Included within revenue is £22.4 million (2025: £27.1 million) of revenue relating to the sale of goods; the rest of the revenue is service related, including hire revenue. Segment results, assets and liabilities include items directly attributable to a segment, as well as those that can be allocated on a reasonable basis.

Geographical segments

Revenue is generated mainly within the United Kingdom with no single overseas geographical area accounting for more than 10% of the Group revenue. The Group's geographical segments are aligned with the presentation of business segments below.

Business segments

	Revenue						Adjusted Operating Profit	
	2026			2025			2026	2025
	External revenue £000	Internal revenue £000	Total revenue £000	External revenue £000	Internal revenue £000	Total revenue £000	£000	£000
UK	287,088	6,422	293,510	317,617	7,874	325,491	24,574	37,405
International	71,187	–	71,187	62,340	–	62,340	12,627	9,585
	358,275	6,422	364,697	379,957	7,874	387,831	37,201	46,990

A reconciliation of adjusted operating profit before amortisation and impairment of goodwill, trade names and customer relationships and exceptional items to profit before tax is provided on page 132.

	Non-current assets		Additions to property, plant and equipment		Amortisation and impairment of intangible assets	
	2026 £000	2025 £000	2026 £000	2025 £000	2026 £000	2025 £000
UK	254,852	286,904	34,521	52,515	3,423	4,651
International	90,836	71,384	22,651	18,787	777	258
	345,688	358,288	57,172	71,302	4,200	4,909

The segmental split of non-current assets do not include the valuation of the Group's pension assets £0.8 million (2025: £0.9 million).

Significant items of income and (expense) include:

	2026			2025		
	UK £000	International £000	Total £000	UK £000	International £000	Total £000
Employment costs	(115,106)	(23,931)	(139,037)	(112,011)	(22,811)	(134,822)
Depreciation of owned property, plant and equipment	(36,667)	(7,481)	(44,148)	(39,602)	(6,862)	(46,464)
Depreciation of right-of-use assets	(15,633)	(2,589)	(18,222)	(16,273)	(2,123)	(18,396)
Profit on disposal of property, plant and equipment	7,205	2,765	9,970	5,655	2,318	7,973

The segmental split of employment costs does not include the annual charge for the Group's share option schemes, £0.4 million (2025: £0.8 million). No single customer contributes more than 10% of the Group's revenue.

3. Operating profit

		2026 £000	2025 £000
Operating profit is stated after charging/(crediting):			
Amortisation and impairment of intangible assets		4,200	4,910
Depreciation of property, plant and equipment	– owned	44,148	46,464
	– leased	18,222	18,396
Impairment of property, plant and equipment	– owned	2,321	1,174
	– leased	2,788	4,219
Exceptional Items (Note 4)		30,610	10,890
Foreign exchange (gains) and losses		(91)	380
Profit on disposal of property, plant and equipment		(9,970)	(7,973)
Amounts paid to Auditors:			
Audit fees – Parent Company annual accounts		652	662
– other Group companies		135	124
– other Group companies in respect of prior year audits		110	100
Total Group – audit fees		897	886
Audit-related assurance services all within the Parent Company		1	1

4. Exceptional items

During the year, those items considered exceptional include:

	2026 £000	2025 £000
Restructuring and reorganisations	20,877	3,807
Impairment of property, plant and equipment and right-of-use assets	5,109	5,393
Contingent remuneration for post-combination services	4,624	1,800
Gain on bargain purchase	–	(1,085)
Acquisition-related costs	–	975
Total Exceptional Items	30,610	10,890

Current year restructuring and reorganisation costs include branch closure costs of £20.1 million in the Group's Brandon Hire Station division (2025: £3.5 million), and system and structural changes required to enable transformation projects within the Group £0.8 million (2025: £0.3 million). Included within the Brandon Hire Station division costs are £10.9 million of property-related costs, including dilapidation and other onerous provisions, £7.8 million of employment-related costs, and £1.4 million of other costs associated with the transformation including professional fees. Branch closure costs are deemed exceptional due to their size and nature.

Impairment charges against non-current assets in the current year include right-of-use assets of £2.8 million and property, plant and equipment following announced branch exits in the Group's Brandon Hire Station division of £2.0 million where the recoverable amounts were assessed as £nil.

Impairment charges in the prior year included property, plant and equipment of £1.2 million and right-of-use assets of £4.2 million which were recognised against assets held in the Brandon Hire Station cash generating unit (CGU), where challenges in the General Construction sector impacted performance. These non-cash impairments were calculated by comparing the carrying value of the CGU against its recoverable amount and allocating the impairment identified across certain non-current asset categories in accordance with IAS 36.

Contingent remuneration for post-combination services, associated with the CPH acquisition, is based on CPH business performance against future EBITDA targets, and may be payable on the second and third anniversary of the 2 October 2024 acquisition. The charge in the year represents the directors' best estimate of amount to be paid, pro-rated based on employment term completed post combination. They are deemed exceptional due to their size and irregularity. As the remuneration costs are to be accrued across the periods of two and three years post acquisition, costs in relation to this are expected to be incurred over the next two financial years, up to the year ending 31 March 2028. These costs are considered exceptional due to their nature.

Notes continued
(forming part of the financial statements)

4. Exceptional items continued

The prior year gain on bargain purchase of £1.1 million related to the difference between consideration and assets acquired associated with the acquisition of CPH. This item was considered exceptional due to its irregularity.

Acquisition-related costs incurred in the prior year were in the process of acquiring CPH. These costs are considered exceptional due to their irregularity.

The exceptional items above result in a reduction of £6.3 million (2025: £2.0 million) in the tax charge.

Exceptional items in the current year are included within cost of sales (£3.7 million) and administrative expenses (£26.9 million) within the consolidated income statement. In the prior year they were all included within administrative expenses.

5. Employment costs

The average monthly number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

	Number of employees	
	2026	2025
Operations	1,951	2,065
Sales	302	335
Administration	613	555
	2,866	2,955

The aggregate payroll costs of these persons were as follows:

		2026 £000	2025 £000
Wages and salaries		121,530	119,967
Social security costs		13,181	10,744
Other pension costs		4,326	4,111
Share option costs including associated social security costs	– equity-settled	398	438
	– cash-settled	(19)	387
		139,416	135,647

6. Remuneration of Directors

The Group's key management are the Executive and Non-Executive Directors. The aggregate remuneration paid to, or accrued for, the Directors for services in all capacities during the year is as follows:

	2026 £000	2025 £000
Total remuneration including bonus and benefits	1,487	1,366
Pension contributions	120	116
	1,607	1,482

Further details of Directors' remuneration, pensions and share options, including the highest-paid Director, are given in the annual report on remuneration on page 63 onwards. No amounts were accruing for Directors in relation to defined benefit pension schemes.

7. Net financial expense

	2026 £000	2025 £000
Financial income:		
Bank and other interest receivable	42	117
Financial expenses:		
Bank loans, overdrafts and other interest	(6,164)	(6,736)
Finance charges in respect of leases under IFRS 16	(4,117)	(3,699)
	(10,281)	(10,435)
Net financial expense	(10,239)	(10,318)

8. Income tax (credit)/expense

Current tax expense	2026 £000	2025 £000
UK Corporation tax charge at 25% (2025: 25%)	743	5,015
Overseas tax – current year	2,121	2,370
Adjustments in respect of prior years – UK	(579)	(57)
Adjustments in respect of prior years – Overseas	(225)	(6)
Total current tax	2,060	7,322
Deferred tax (credit)/expense		
Origination and reversal of temporary differences	(1,824)	148
Adjustments to deferred tax in respect of prior years	(1,851)	(195)
Total deferred tax	(3,675)	(47)
Total tax (credit)/expense in income statement	(1,615)	7,275

Reconciliation of effective tax rate

The tax on the Group's (loss)/profit before tax differs from the theoretical amount that would arise using the statutory tax rate applicable to profits of the consolidated entities as follows:

	2026 %	2026 £000	2025 %	2025 £000
(Loss)/profit before tax		(7,046)		21,720
(Loss)/profit before tax multiplied by standard rate of corporation tax	25.0%	(1,761)	25.0%	5,430
Effects of:				
Expenses not deductible for tax purposes	(22.6)%	1,591	5.3%	1,167
Non-qualifying depreciation and amortisation	(8.2)%	580	4.1%	886
Gains covered by exemption/losses	9.1%	(642)	(4.1)%	(893)
Income not taxable	5.6%	(391)	(1.3)%	(271)
Unrecognised deferred tax	(2.6)%	185	1.8%	383
Effects of overseas tax rates	(1.1)%	74	3.5%	750
Share options	(1.9)%	131	0.4%	81
Tax losses carried back	(18.1)%	1,273	–	–
Adjustments in respect of prior years	37.7%	(2,655)	(1.2)%	(258)
Total tax (credit)/expense in Income Statement	22.9%	(1,615)	33.5%	7,275

Notes continued
(forming part of the financial statements)

8. Income tax (credit)/expense continued

Tax recognised in other comprehensive income/(expense) or directly in reserves

	2026 £000	2025 £000
Other comprehensive income/(expense):		
Tax relating to actuarial losses on defined benefit pension schemes	(1)	(187)
Tax relating to historic asset revaluations	(2)	(1)
Tax relating to foreign exchange translation differences	369	(247)
Adjustments in respect of prior years	–	(154)
	366	(589)

The UK corporation tax rate for the year ended 31 March 2026 was 25% (2025: 25%).

The main reconciling items are:

- expenses not deductible for tax purposes: primarily related to capital transactions, disallowable expenses and customer entertaining and costs related to the acquisition of CPH;
- non-qualifying depreciation: mainly relates to depreciation on land and buildings;
- share options, reflecting share based payment charges in excess of tax relief;
- gains covered by exemptions/losses, which relates to chattels exemptions on the disposal proceeds of fleet items;
- income not taxable, relating to hedging reserve movements;
- unrecognised deferred tax in relation to overseas losses £1.1 million (2025: £1.7 million), where utilisation is not foreseeable in the near future;
- overseas tax rates which are higher than the UK tax rate, particularly in Australia and Germany, although these are mostly offset by the lower tax rate in Ireland; and
- adjustments in respect of prior years, reflecting the differences between the tax calculation for Consolidated Financial Statements purposes and the final tax returns. Factors include disallowed expenses and chargeable gains, as well as losses carried back (resulting in a corporation tax credit of £1.3 million) and a reassessment of the qualifying/non-qualifying NBV split for deferred tax purposes (resulting in a deferred tax credit of £1.2 million).

The effective tax rate before any prior year adjustments, tax rate change, impairment of intangible assets and exceptional items would be expected to be 2.0% over the standard rate of tax (2025: 4.2%).

The closing unremitted earnings of subsidiaries is approximately £124.0 million (2025: £158.0 million). No deferred tax liability is recognised on investments in subsidiaries and branches because the Parent Company is able to control the timing of the reversal of the temporary difference, and it is probable that the temporary difference will not reverse in the foreseeable future.

The Organisation for Economic Cooperation and Development ('OECD') has published Global Anti-Base Erosion ('GloBE') Model Rules, which include a minimum 15% tax rate by jurisdiction ("Pillar Two"). The Group operates in various jurisdictions that have substantially enacted Pillar Two legislation.

While the Group is a multinational enterprise group, it is not currently within the scope of Pillar Two legislation, as its consolidated revenue does not exceed the €750 million threshold in 2025/26. The Group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

9. Property, plant and equipment

Cost or deemed cost	Land and buildings £000	Rental equipment £000	Motor vehicles £000	Other assets £000	Total £000
At 1 April 2024	50,351	462,982	6,382	39,476	559,191
Additions	1,978	65,359	1,202	2,763	71,302
Acquisitions (Note 26)	467	6,544	377	141	7,529
Disposals	(3,360)	(49,353)	(791)	(3,195)	(56,699)
Exchange rate differences	(22)	(2,007)	(90)	(249)	(2,368)
Transfer between categories	–	(19)	–	19	–
At 31 March 2025	49,414	483,506	7,080	38,955	578,955
Additions	2,433	51,645	1,089	2,005	57,172
Acquisitions (Note 26)	–	289	23	–	312
Disposals	(12,545)	(49,372)	(905)	(11,748)	(74,570)
Transfer of cost of assets held for resale	(26)	(25,061)	(174)	(5)	(25,266)
Exchange rate differences	58	4,309	174	289	4,830
Transfer between categories	(523)	83	–	440	–
At 31 March 2026	**38,811**	**465,399**	**7,287**	**29,936**	**541,433**
Accumulated depreciation and impairment losses					
At 1 April 2024	27,735	237,016	3,544	33,952	302,247
Charge for year	2,441	40,654	996	2,373	46,464
Impairment	1,174	–	–	–	1,174
On disposals	(2,487)	(34,184)	(495)	(3,763)	(40,929)
Exchange rate differences	(20)	(851)	(31)	(157)	(1,059)
Transfer between categories	–	(19)	–	19	–
At 31 March 2025	28,843	242,616	4,014	32,424	307,897
Charge for year	2,103	38,769	1,186	2,090	44,148
Impairment	1,243	1,011	–	67	2,321
On disposals	(12,197)	(34,773)	(860)	(11,534)	(59,364)
Transfer of accumulated depreciation of assets held for resale	(11)	(19,331)	(128)	(4)	(19,474)
Exchange rate differences	32	1,748	100	180	2,060
Transfer between categories	(523)	83	–	440	–
At 31 March 2026	**19,490**	**230,123**	**4,312**	**23,663**	**277,588**
Net book value					
At 31 March 2026	**19,321**	**235,276**	**2,975**	**6,273**	**263,845**
At 31 March 2025	20,571	240,890	3,066	6,531	271,058
At 31 March 2024	22,616	225,966	2,838	5,524	256,944

The cost or deemed cost of land and buildings for the Group includes £3,204,000 (2025: £3,204,000) of freehold land not subject to depreciation.

The banks that provide the Group's funding facilities have a fixed and floating charge over the assets of the Group as set out in Note 15.

Included in the current year is an impairment of property, plant and equipment of £2.0 million (2025: £1.2 million) which was recorded against assets held in the Brandon Hire Station CGU.

Notes continued
(forming part of the financial statements)

9. Property, plant and equipment continued

Assets held for sale

The Group has assets held for resale of £5.8m (2025: £nil). As part of the restructuring of the Group's Brandon Hire Station division (Note 4), £5.5m of rental equipment has been reclassified as assets held for resale. At the balance sheet date, the assets were free from encumbrance, available for sale and expected to be disposed of within 12 months. The Group has assessed the recoverable value of the assets at the balance sheet date and the anticipated disposal proceeds less costs to sell and considers these to be in excess of the carrying value. The remaining balance relates to trade and assets in the Group's international segment where a disposal is highly likely within 12 months of the balance sheet date.

10. Intangible assets

	Trade names £000	Customer relationships £000	Goodwill £000	Total intangible assets acquired as part of business combinations £000	Software £000	Total intangibles £000
Cost or deemed cost						
At 1 April 2024	14,235	26,454	72,944	113,633	4,248	117,881
Additions during the year	594	4,484	–	5,078	800	5,878
Exchange rate differences	(105)	(91)	(153)	(349)	–	(349)
At 31 March 2025	14,724	30,847	72,791	118,362	5,048	123,410
Additions during the year	–	–	754	754	689	1,443
Disposals during the year	–	–	–	–	(890)	(890)
Exchange rate differences	140	301	186	627	–	627
At 31 March 2026	**14,864**	**31,148**	**73,731**	**119,743**	**4,847**	**124,590**
Accumulated amortisation and impairment						
At 1 April 2024	11,333	21,371	54,536	87,240	2,069	89,309
Exchange rate differences	(100)	(91)	(16)	(207)	–	(207)
Amortisation	1,095	2,083	–	3,178	848	4,026
Impairment	370	514	–	884	–	884
At 31 March 2025	12,698	23,877	54,520	91,095	2,917	94,012
Exchange rate differences	114	123	17	254	–	254
Amortisation	1,124	2,274	–	3,398	802	4,200
Amortisation on disposals	–	–	–	–	(890)	(890)
At 31 March 2026	**13,936**	**26,274**	**54,537**	**94,747**	**2,829**	**97,576**
Carrying amount						
At 31 March 2026	**928**	**4,874**	**19,194**	**24,996**	**2,018**	**27,014**
At 31 March 2025	2,026	6,970	18,271	27,267	2,131	29,398
At 31 March 2024	2,902	5,083	18,408	26,393	2,179	28,572

As in previous years, fully amortised assets are retained in the Group's fixed asset register. Within customer relationships is a carrying amount at the year end of £4.0 million (2025: £4.3 million) relating to the CPH acquisition, the remaining amortisation period for this intangible asset is between eight and nine years.

Goodwill and indefinite life intangible assets considered significant in comparison to the Group's total carrying amount of such assets have been allocated to cash-generating units (CGUs) or groups of CGUs as follows:

	Goodwill	
	2026 £000	2025 £000
Groundforce	7,461	7,456
ESS	5,260	5,260
MEP Hire	4,753	3,981
Tech Rentals	1,720	1,574
	19,194	18,271

Goodwill

Goodwill arising on business combinations has been allocated to CGUs that are expected to benefit from those business combinations.

The Group tests goodwill annually for impairment, or more frequently if there are any indications that goodwill might be impaired.

The goodwill increase in the MEP Hire CGU in 2026 is principally a result of the Excel Tool Hire (ETH) acquisition, see Note 26 for further details.

The carrying value of goodwill has been assessed for impairment by reference to its recoverable amount, being the higher of its value in use and fair value less costs of disposal. Value in use has been estimated using cash flow projections over a period of five years derived from the Board approved budgets.

The pre-tax discount rate applied to all CGUs was 12.7% (2025: 13.3%), an estimate based on the Group's weighted average cost of capital adjusted to reflect the required return an investee would expect from each CGU. The same discount rate is used as all CGUs are considered to have similar profiles. A long-term growth rate factor of 2.0% (2025: 2.0%) was applied, reflecting the long-term average growth rate for the UK economy.

The Group has conducted an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount for each of the CGUs or groups of CGUs to which goodwill is allocated. The Directors believe that any reasonably possible change in the key assumptions would not cause the aggregate carrying amounts to exceed the aggregate recoverable.

Trade names and customer relationships

During the prior year impairment charges of £0.5 million and £0.4 million were recognised against customer relationships and trade names as part of impairments totalling £6.3 million against the Brandon Hire Station CGU. The remainder of the CGU impairment included £1.2 million recognised against property plant and equipment (Note 9), and £4.2 million against right-of-use assets (Note 11). The recoverable amount of the CGU as at 31 March 2025 was £64.4 million, based on its value in use. No impairment charges are recognised during the current year.

11. Leases

This note provides information for leases where the Group is a lessee.

(a) Amounts recognised in the balance sheet

The recognised right-of-use assets relate to the following types of assets:

	2026 £000	2025 £000
Property	26,100	31,143
Equipment	10,950	9,560
Vehicles	17,779	17,129
Total right-of-use assets	54,829	57,832

The recognised lease liabilities are shown below:

	2026 £000	2025 £000
Property	34,662	38,709
Equipment	11,352	9,835
Vehicles	17,633	16,880
Total lease liabilities	63,647	65,424

The recognised lease liabilities are aged below:

	2026 £000	2025 £000
Of which are:		
– Current lease liabilities	18,201	17,609
– Non-current lease liabilities	45,446	47,815
	63,647	65,424

Additions to the right-of-use assets during the current financial year for the Group were £18.4 million (2025: £19.8 million).

Notes continued
(forming part of the financial statements)

11. Leases continued

(b) Amounts recognised in the consolidated income statement

The consolidated income statement shows the following amounts relating to leases for the year ended 31 March 2026:

	2026 £000	2025 £000
Depreciation charge on right-of-use assets		
Property	6,805	8,311
Equipment	3,269	2,607
Vehicles	8,148	7,478
Total depreciation charge on right-of-use assets	18,222	18,396
Right-of-use assets impairment	2,788	4,219
Interest expense (included in finance expenses)	4,117	3,698
Expense relating to short-term leases (included in cost of sales and administrative expenses)	3,170	3,117
Expenses relating to low-value assets that are not shown above as short-term leases (included in administrative expenses)	75	83

The total cash outflow for leases in the year ended 31 March 2026, including interest, for the Group was £23.4 million (2025: £21.7 million).

Short-term leases are leases with a term of 12 months or less. Low-value leases relate to any leases that had a value of £5,000 or less at the lease term commencement date.

During the year the Brandon Hire Station division restructured, resulting in a number of exceptional costs (see Note 4). As a result of the exit of a number of sites, right-of-use assets were impaired by £2.8 million. In the prior year an impairment of £4.2 million was allocated to the right-of-use assets in the Brandon Hire Station CGU and presented within exceptional items (see Note 4) following an impairment review conducted which resulted in the recoverable amount derived for that CGU being lower that its previous carrying value (see Note 10).

12. Inventories

	2026 £000	2025 £000
Raw materials and consumables	3,771	4,395
Goods for resale	3,226	5,516
	6,997	9,911

During the year, as a result of the year end assessment of inventory, there was a £0.2 million decrease in the Group provision for impairment of inventories (2025: £0.4 million decrease). The provision reflects the Group's best estimate of potential inventory obsolescence. The cost of goods for resale expensed during the year was £16.8 million (2025: £19.7 million). Inventories are stated after provisions for impairment of £1,016,000 (2025: £1,206,000). Due to the nature of the spares expenditure, and the approach to accounting for spares, it is not possible to provide the value of spares inventory expensed.

13. Trade and other receivables

	2026 £000	2025 £000
Gross trade receivables	64,347	67,830
Trade receivables provisions	(4,750)	(4,198)
Other receivables	1,688	1,823
Prepayments and accrued income	6,987	6,018
	68,272	71,473

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables as shown above. The Group does not hold any collateral as security.

The valuation of the provision reflects the Group's best estimate of likely impairment as a result of the ageing of the debt, expected credit losses and its knowledge of the debtors. The Group has a reasonable spread of credit risk with the top 25 customers accounting for significantly less than 50% of gross trade debtors. The Group does not consider there to have been a significant increase in credit risk during the year. The ageing of the Group's trade receivables at the end of the year was as follows:

Trade receivables at 31 March 2026	Not yet due	1-30 days overdue	31-90 days overdue	91+ days overdue	Total
Expected credit loss rate	3%	2%	12%	68%	7%
Estimated total gross carrying amount at default	45,942	10,646	3,794	3,965	64,347
Expected credit loss	(1,382)	(188)	(468)	(2,712)	(4,750)

Trade receivables at 31 March 2025	Not yet due	1-30 days overdue	31-90 days overdue	91+ days overdue	Total
Expected credit loss rate	6%	1%	4%	22%	6%
Estimated total gross carrying amount at default	46,082	12,919	4,156	4,673	67,830
Expected credit loss	(2,853)	(151)	(176)	(1,018)	(4,198)

On this basis, there are £15.0 million (2025: £20.4 million) of trade receivables at the balance sheet date that were past due but have not been provided against. There is no indication as at 31 March 2026 that these debtors will not meet their payment obligations in respect of trade receivables recognised in the balance sheet. On this basis, there is no material difference between the fair value and the carrying value.

The expected credit loss for trade receivables as at 31 March reconciles as follows:

	2026 £000	2025 £000
At 1 April	4,198	4,923
Impairment provision charged to the Income Statement	1,791	1,753
Utilised in the year	(1,239)	(2,478)
At 31 March	4,750	4,198

14. Cash and cash equivalents and bank overdraft

	2026 £000	2025 £000
Bank balances and cash in hand	21,269	29,870
Bank overdraft	(13,868)	(17,202)
Net cash and cash equivalents	7,401	12,668

The Group's net overdraft facility is £7.5 million (2025: £7.5 million), which has a pooling arrangement on all GBP bank accounts. Bank overdrafts have been presented gross of cash and cash equivalents on the face of the consolidated balance sheet as the Group does not routinely net settle balances in the cash pool.

15. Interest-bearing loans and borrowings

	2026 £000	2025 £000
Current liabilities		
Lease liabilities	18,201	17,609
Arrangement fees	(184)	–
Secured private placement loan	65,000	–
Non-current liabilities		
Secured bank loans	63,797	58,738
Secured private placement loan	28,000	93,000
Arrangement fees	(290)	(573)
Lease liabilities	45,446	47,815
	136,953	198,980

Notes continued
(forming part of the financial statements)

15. Interest-bearing loans and borrowings continued

Net debt defined as total borrowings less cash and cash equivalents was:

	As at 31 Mar 2025 £000	Cash movements £000	Foreign exchange £000	Non-cash movements £000	As at 31 Mar 2026 £000
Secured loans	151,738	3,670	1,389	–	156,797
Arrangement fees	(573)	(180)	–	279	(474)
Net cash and cash equivalents	(12,668)	5,602	(335)	–	(7,401)
Net debt excluding lease liabilities	138,497	9,092	1,054	279	148,922
Lease liabilities	65,424	(23,434)	255	21,402	63,647
Net debt including lease liabilities	203,921	(14,342)	1,309	21,681	212,569

	As at 31 Mar 2024 £000	Cash movements £000	Foreign exchange £000	Non-cash movements £000	As at 31 Mar 2025 £000
Secured loans	132,000	19,700	–	38	151,738
Arrangement fees	(720)	(199)	–	346	(573)
Net cash and cash equivalents	(6,061)	(6,987)	–	380	(12,668)
Net debt excluding lease liabilities	125,219	12,514	–	764	138,497
Lease liabilities	61,961	(21,683)	–	25,146	65,424
Net debt including lease liabilities	187,180	(9,169)	–	25,910	203,921

The repayment schedule of the carrying amount of the non-current borrowings as at 31 March 2026 is:

Due in less than one year:	2026 £000	2025 £000
Secured private placement loan	65,000	–
Lease liabilities	18,201	17,609
Total	83,201	17,609
Due in more than one year but not more than two years:		
Secured private placement loan	–	65,000
Lease liabilities	13,890	15,090
Total	13,890	80,090
Due in more than two years but not more than five years:		
Secured bank loans	63,797	58,738
Secured private placement loan	28,000	28,000
Lease liabilities	23,173	23,847
Total	114,970	110,585
Due in more than five years:		
Lease liabilities	8,383	8,878
Total	8,383	8,878

The secured bank loans represent a £90.0 million revolving credit facility (RCF) which, alongside the overdraft, are secured by a fixed and floating charge over the assets of the Group and are at variable interest rates linked to SONIA and EURIBOR. The unutilised RCF available to the Group as at 31 March 2026 was £26.2 million (2025: £31.3 million). In October 2025, the Group's RCF was extended for a further year to November 2028. At 31 March 2026 the RCF included an additional £30.0 million uncommitted accordion facility. Post year end, as part of a wider re-financing, the Group activated this facility increasing the size of the RCF from £90.0 million to £120.0 million. Financial covenants associated with the revolving credit facility remain unchanged.

The Group has two private placement loans. The first loan provides funding of £65.0 million and matures in January 2027. The second loan provides funding of £28.0 million and matures in April 2028. Both loans have fixed interest rates payable semi-annually and were fully drawn at the balance sheet date. Post balance sheet date the Group committed to a new facility to be drawn on 2 December 2026 (Note 30).

There is no material difference between the carrying value and fair value of the Group's borrowings other than in relation to the secured private placement loans with a carrying value of £93.0m and an estimated fair value of £89.5m as at 31 March 2026. Further details relating to the Group's funding strategy (including the maturity details of the bank loans) and its credit, interest rate and currency risk policies are provided in the Financial Review on pages 18 to 19, the Risk Management Report on pages 40 to 44 and the Directors' Report within going concern on page 72. The loans are subject to covenants. At the 31 March 2026, measurement date interest cover was 5.53 times (2025: 6.83 times) and the gearing ratio of adjusted Net Debt/EBITDA was 1.86 (2025: 1.45); both are calculated in accordance with our bank facility agreements and are within our covenants of greater than 3 times and lower than 2.5 times respectively.

Liquidity risk

The following are undiscounted cash flows relating to the Group's financial liabilities, including estimated interest payments, but excluding the impact of netting agreements, based on the assumption that the loans are repaid at the end of the committed period.

31 March 2026	Carrying value £000	Contractual cash flows £000	Less than 1 year £000	1–2 years £000	2–5 years £000	Over 5 years £000
Secured loans	156,797	166,531	69,753	3,384	93,394	–
Lease liabilities	63,647	73,136	21,592	16,279	25,788	9,477
Trade payables and accruals	60,267	60,267	57,305	2,962	–	–
	280,711	299,934	148,650	22,625	119,182	9,477
31 March 2025						
Secured loans	151,738	164,996	5,594	70,150	89,252	–
Lease liabilities	65,424	77,631	21,081	17,680	27,905	10,965
Trade payables and accruals	58,637	58,637	56,029	2,608	–	–
	275,799	301,264	82,704	90,438	117,157	10,965

16. Financial instruments

The Group finances its operations through a combination of shareholders' funds, bank borrowings and leases. The capital structure is monitored using the gearing ratio of debt to shareholders' funds. The Group's funding requirements are largely driven by capital expenditure and acquisition activity.

Capital management

The Group manages capital so as to fund operations as efficiently as possible whilst maintaining a balanced approach to risk. This is done by maintaining borrowings which are balanced between fixed and floating rates and between relevant currencies. The Group monitors net debt and covenants closely. The revolving credit facility (RCF) is drawn down or repaid when appropriate in line with cash flows requirements. The Group purchases its own shares through its employee trust, solely for the purpose of fulfilling share incentive schemes.

Financial risks

Through its operations the Group is exposed to a number of financial risks. The Group's risk management framework is designed to ensure that all key risks, including financial risks, are recognised and mitigation plans are evaluated for effectiveness. The Group's approach to risk management is set out in the Strategic report on pages 40 to 44. They key financial risks resulting from financial instruments which the Group is exposed to are interest rate risk, exchange rate risk, credit risk and liquidity risk.

Interest rate risk: The Group is exposed to movements in interest rates on its borrowings, which is managed by maintaining a mix of fixed and floating debt. The fixed element of borrowings is £93.0 million (2025: £93.0 million), which was 62% (2025: 67%) of net debt excluding lease liabilities during the year.

Exchange rate risk: The Group is exposed to movements in exchange rates for both foreign currency transactions and the translation of net assets and income statements of foreign subsidiaries. The Group regards its interests in overseas subsidiary companies as long-term investments and manages its transactional exposures through the currency matching of assets and liabilities where possible.

Foreign exchange gains and losses resulting from the translation of foreign currency denominated subsidiaries if they relate to qualifying net investment hedges or are attributable to part of the net investment in a foreign operation, are deferred in the foreign translation reserve in equity. All debt is in GBP or Euro and the majority of cash held is also in GBP.

Exchange rate exposure arising from the net investment in the Group's foreign entities is reduced primarily through borrowings denominated in the relevant foreign currencies where it is efficient to do so.

Net investment hedging is undertaken, with Euro denominated tranches of the Group's RCF facility as hedging instruments to hedge the Group's exposure arising from translation of the net investment in euro denominated entities.

An economic relationship between the hedging instrument and hedged item exists as the critical terms perfectly match 1:1. It is qualitatively assessed that they will move in the opposite direction in response to fluctuations in foreign currency exchange rates.

Notes continued
(forming part of the financial statements)

16. Financial instruments continued

The hedging relationship is therefore 100% effective.

Sources of hedge ineffectiveness may arise if there is a decline in the euro carrying value of the net investment, below the value on commencement of the hedging relationship. This is however mitigated by regular review of the hedge relationship as the RCF facility is rolled over periodically.

Net investment hedge in foreign operations	2026 £000/€000	2025 £000/€000
Nominal amount of the hedging instruments	(€59,500)	(€36,356)
Carrying amount of hedging instruments (non-current liabilities – interest bearing loans and borrowings)	(51,797)	(30,416)
Foreign euro denominated operations carrying amount	€59,500	€36,356
Hedge ratio	1:1	1:1
Change in carrying amount of bank loan as a result of foreign currency movements since hedge inception-recognised in other comprehensive income	(1,563)	(22)
Change in value of hedged item used to determine hedge effectiveness	1,563	22

Credit risk: The Group is exposed to credit risk in the context of our customer base. This is managed closely with constant review by the Group and divisional management teams to ensure the optimal equilibrium between risk and opportunity is maintained. Where appropriate, credit insurance is obtained over some balances.

Liquidity risk: The Group is exposed to a risk that it will not be able to meet its financial obligations as they fall due. The Board is responsible for ensuring that the Group has sufficient liquidity to meet its financial liabilities and ensures this by frequent review of headroom available in the RCF. Sensitivity analysis is also carried out to ensure that sufficient funds would be available in the case of a severe but plausible downturn in cash availability.

There are no material differences between the carrying value and the fair value of the Group's other financial instruments, including trade receivables and trade payables.

The risks associated with interest rate and foreign exchange rate management are further discussed in the Principal risks on pages 40 to 44, as are the risks relating to credit and currency management and the capital management of the Group.

Financial instrument sensitivity analysis

10% movements in sterling exchange rates and interest rates in the current and prior year would have increased/(decreased) equity and profit/(loss) by the amounts shown below. This analysis assumes that all other variables remain constant.

	Equity and profit/(loss)	
10% strengthening of sterling against:	2026 £000	2025 £000
US dollar	9	211
Australian dollar	(14)	(37)
Singapore dollar	(40)	(15)
Euro	39	(128)
10% weakening of sterling against:		
US dollar	(11)	(258)
Australian dollar	17	45
Singapore dollar	49	18
Euro	(47)	156
10% movement in sterling interest rates:		
Increase in interest rates	(73)	(168)
Decrease in interest rates	73	168

The exposure of the Group to other foreign exchange rate movements is not significant and, therefore, is not presented in the analysis above.

17. Trade and other payables

Current liabilities	2026 £000	2025 £000
Trade payables	18,460	25,193
Other tax and social security	7,102	6,544
Accruals and deferred income	31,743	31,885
	57,305	63,622

Within accruals is £nil (2025: £0.1 million) in relation to the liability for cash-settled share options, which are also valued at fair value. All other liabilities are valued at amortised cost. There are no material liabilities in relation to contracts with customers.

Non-current liabilities	2026 £000	2025 £000
Accruals and deferred income	2,962	2,608

Within accruals is £6.4 million (2025: £1.8 million) in relation to contingent remuneration for post-combination services, associated with the acquisition of CPH on 2 October 2024. Based on business performance against future EBITDA targets, up to a maximum of €6.7 million may be payable on the second anniversary of the acquisition and up to €15.0 million may be payable on the third anniversary. An expected value approach has been applied, allowing for the uncertainty of multiple potential outcomes, which is pro-rated based on employment term completed post combination, to the second and third anniversaries from the date of acquisition. At the year end, £4.4 million in current liabilities and £2.0 million in non-current liabilities are accrued respectively in relation to the future contingent payments, see Note 4 for further details.

18. Provisions

Provisions relate to dilapidations on properties and restructuring costs. The timing and amount of future cash flows related to lease dilapidations and restructuring costs are subject to uncertainty. The provision recognised is based on management's experience and understanding of the commercial property market and third party surveyors' reports where appropriate in order to best estimate the future outflow of funds. The estimates used take into consideration the location, size and age of the properties. Estimates of future dilapidation costs are regularly reviewed when new information is available and due to immaterial impact are not discounted.

The provision recognised on restructuring relates to business reorganisation activities principally related to the Brandon Hire Station Division (Note 4) and is expected to be utilised over the next three years.

	Dilapidations £000	Restructuring £000	2026 £000
1 April 2024	3,160	–	3,160
Charge during the year	1,046	–	1,046
Utilised during the year	(784)	–	(784)
Unused amounts released	(485)	–	(485)
At 31 March 2025	2,937	–	2,937
Charge during the year	3,703	7,128	10,831
Utilised during the year	(364)	(564)	(928)
Unused amounts released	(893)	–	(893)
Exchange	15	–	15
At 31 March 2026	5,398	6,564	11,962

Provisions are analysed between current and non-current as follows:

	Dilapidations £000	Restructuring £000	2026 £000
Current	4,187	3,420	7,607
Non-current	1,211	3,144	4,355
Total provisions	5,398	6,564	11,962

Notes continued
(forming part of the financial statements)

19. Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Note	Property, plant and equipment £000	Intangible assets £000	Employee benefits £000	Other items £000	Total £000
1 April 2024		15,081	3,384	(350)	(1,466)	16,649
Recognised on acquisition		(230)	635	–	–	405
Recognised in income statement	8	617	(953)	362	(73)	(47)
Recognised in other comprehensive income		(1)	–	(187)	–	(188)
Foreign exchange		(114)	27	19	37	(31)
At 31 March 2025		15,353	3,093	(156)	(1,502)	16,788
Recognised in income statement	8	(926)	(734)	21	(2,036)	(3,675)
Recognised in other comprehensive income		(2)	–	(1)	–	(3)
Foreign exchange		81	27	(19)	(49)	40
At 31 March 2026		**14,506**	**2,386**	**(155)**	**(3,587)**	**13,150**

Of the deferred tax liability above, the amount expected to unwind within 12 months is £4.8 million (2025: £4.0 million).

The Group has not recognised deferred tax assets in respect of tax losses of £2.1 million (2025: £1.7 million), as it is not currently probable that there will be relevant future taxable profits. The applicable tax rate is approximately 17%.

20. Capital and reserves

Ordinary share capital	2026 £000	2025 £000
Allotted, called up and fully paid		
40,154,253 ordinary shares of 5 pence each (2025: 40,154,253)	**2,008**	2,008

The Company articles authorise 60,000,000 shares (2025: 60,000,000). All shares have the same voting rights.

Reserves

Full details of reserves are provided in the consolidated statement of changes in equity on page 82.

Own shares held

Deducted from retained earnings (Group and Company) is £4,979,000 (2025: £5,091,000) in respect of own shares held by the Vp Employee Trust. The Trust acts as a repository of issued Company shares and held 639,000 shares (2025: 649,000) with a market value at 31 March 2026 of £2,873,000 (2025: £3,472,000).

21. Dividends

	2026 £000	2025 £000
Amounts recognised as distributions to equity holders of the Parent Company in the year:		
Ordinary shares:		
Final paid 28.0p (2025: 27.5p) per share	**11,061**	10,852
Interim paid 11.5p (2025: 11.5p) per share	**4,544**	4,542
	15,605	15,394

The dividends paid in the year is after dividends were waived to the value of £238,000 (2025: £266,000) in relation to shares held by the Vp Employee Trust. These dividends will continue to be waived in the future.

In addition, the Directors are proposing a final dividend in respect of the current year of 28.0 pence per share, which will absorb an estimated £11.1 million of shareholders' funds. The proposed dividend is subject to approval by shareholders at the Annual General Meeting and has not been included in liabilities in the Financial Statements, and there are no income tax consequences.

22. Earnings per share

Basic (loss)/earnings per share

The calculation of basic loss per share of (13.75) pence (2025: earnings of 36.59 pence) was based on the loss after tax of £5,431,000 (2025: profit £14,445,000) and a weighted average number of ordinary shares outstanding during the year ended 31 March 2026 of 39,510,000 (2025: 39,482,000), calculated as follows:

	2026 Shares 000s	2025 Shares 000s
Issued ordinary shares	**40,154**	40,154
Effect of own shares held	**(644)**	(672)
Weighted average number of ordinary shares	**39,510**	39,482

Diluted (loss)/earnings per share

The calculation of diluted loss per share of (13.75) pence (2025: earnings of 36.48 pence) was based on loss after tax of £5431,000 (2025: profit £14,445,000) and a weighted average number of ordinary shares outstanding during the year ended 31 March 2026 of 39,510,000 (2025: 39,594,000), calculated as follows:

	2026 Shares 000s	2025 Shares 000s
Weighted average number of ordinary shares	**39,510**	39,482
Effect of own shares held	**–**	112
Weighted average number of ordinary shares (diluted)	**39,510**	39,594

The calculation of diluted earnings per share in the prior year does not assume conversion, exercise or other issue of potential ordinary shares that would have an antidilutive effect on earnings per share.

23. Share option schemes

SAYE scheme

During the year, options over a further 284,873 shares were granted under the SAYE scheme at a price of 482 pence. The outstanding options at the year end were:

	Price per share	Number of shares
December 2022	560p	162,887
July 2023	478p	184,012
July 2024	552p	199,570
July 2025	482p	239,443
		785,912

Options are exercisable between 3 and 3.5 years after completion of the scheme. At 31 March 2026, there were 511 employees saving an average of £164 per month (2025: 834 employees saving £161 per month) in respect of options under the SAYE scheme. The only SAYE scheme condition is continuous employment over the term of the option.

Notes continued
(forming part of the financial statements)

23. Share option schemes continued

Approved Share Option Scheme

No awards were made during the year in relation to shares. The options outstanding at the year end were:

Date of grant	Price per share	Number of shares
July 2016	657.0p	15,450
July 2017	870.0p	37,559
July 2019	860.0p	14,628
July 2020	698.0p	8,529
July 2023	567.5p	388,284
		464,450

These options are exercisable between the third and tenth anniversary of the grant. The awards for 2023 is subject to the achievement of performance targets over a three-year period. The awards for 2020 and prior are vested, but not yet exercised.

Unapproved Share Option Scheme

No awards were made during the year in relation to shares. The options outstanding at the year end were:

Date of grant	Price per share	Number of shares
July 2016	657.0p	92,200
July 2017	870.0p	117,008
July 2019	860.0p	59,988
July 2020	698.0p	23,944
July 2023	567.5p	169,467
		462,607

These options are exercisable between the third and tenth anniversary of the grant. The awards for 2023 are subject to the achievement of performance targets over a three-year period. The awards for 2020 and prior are vested, but not yet exercised.

Long-Term Incentive Plan

Awards were made during the year in relation to a further 266,780 shares. Shares outstanding at the year end were:

Date of grant	Number of shares
July 2017	11,147
July 2019	11,400
July 2020	5,474
July 2023	325,226
July 2024	157,033
July 2025	187,833
	698,113

These options are exercisable between the third and tenth anniversary of the grant. The awards for 2023 to 2025 are subject to the achievement of performance targets over a three-year period as shown in the Annual Report on Remuneration on page 67. The awards for 2020 and prior are vested, but not yet exercised.

Share matching

No awards were made during the year in relation to shares. Shares outstanding at the year end were:

Date of grant	Number of shares
August 2016	1,200
	1,200

These options are exercisable between the third and tenth anniversary of the grant. The awards are vested, but not yet exercised.

Awards under the above schemes will be, generally, made utilising shares owned by the Vp Employee Trust.

The market value of the ordinary shares at 31 March 2026 was 450 pence (2025: 535 pence), the highest market value in the year to 31 March 2026 was 650 pence (2025: 720 pence) and the lowest 424 pence (2025: 525 pence). The average share price during the year was 556 pence (2025: 620 pence).

The number and weighted average exercise price of share options is as follows:

	2026		2025	
	Weighted average exercise price	Number options 000s	Weighted average exercise price	Number options 000s
Outstanding at the beginning of the year	483p	3,730	515p	4,967
Lapsed during the year	499p	(1,849)	636p	(1,442)
Exercised during the year	130p	(20)	57p	(335)
Granted during the year	249p	551	328p	540
Outstanding at the end of the year	420p	2,412	483p	3,730
Exercisable at the year-end	683p	561	715p	681

The options outstanding at 31 March 2026 have an exercise price in the range of 0.0p to 870.0p and have a weighted average life of 2.6 years.

For options granted, the fair value of services received in return for share options granted are measured by reference to the fair value of those share options. The fair value for the approved, unapproved and SAYE options are measured using the Black–Scholes model. The LTIP and share-matching schemes are valued using a discounted grant price method. Cash-settled options are valued at their fair value at each year end. The assumptions used to value the probable options granted during the year were in the following ranges:

	2026	2025
Weighted average fair value per share	217.5p	289.0p
Share price at date of grant	570.0p to 602.0p	660.0p to 690.0p
Exercise price (details provided above)	0.0p to 482.0p	0.0p to 552.0p
Expected volatility	28.3%	27.5%
Option life	3 to 10 years	3 to 10 years
Expected dividend yield	6.6% to 6.9%	5.7% to 5.9%
Risk free rate	4.25%	5.25%

The expected volatility is based on historic volatility, which is based on the latest three years' share price data. The cost of share options charged to the Income Statement is shown in Note 5.

The total carrying amount of cash-settled liabilities for share options, including associated national insurance at the year end was £37,000 (2025: £59,000). £nil of this liability had vested at the year end (2025: £nil).

24. Capital commitments

Capital commitments for property, plant and equipment at the end of the financial year, for which no provision has been made, are as follows:

	2026 £000	2025 £000
Contracted	2,183	24,431

Notes continued
(forming part of the financial statements)

25. Employee benefits

Defined benefit schemes

The details in this section of the note relate solely to the defined benefit arrangements and exclude any allowance for contributions in respect of death in service insurance premiums and expenses which are also borne by the Company.

The Group has two defined benefit pension schemes, the main scheme is the Vp Pension Scheme with a net present value surplus of £0.8 million (2025: £1.0 million). In addition, Torrent Trackside Limited, a subsidiary of the Group, participate in a small section of the Railways Pension Scheme with a net present value deficit of £0.1 million (2025: £0.1 million). The two schemes are considered below.

Vp pension scheme

Vp plc operates a UK-registered trust-based Pension Scheme that provides defined benefits. Pension benefits are linked to the members' final pensionable salaries and service at their retirement (or date of leaving if earlier). The Trustee is responsible for running the Scheme in accordance with the Scheme's Trust Deed and Rules, which sets out their powers. The Trustee of the Scheme is required to act in the best interests of the beneficiaries of the Scheme.

There are two Pension Scheme member categories:

- Deferred members: former employees of the Company who are not yet in receipt of a pension.
- Pension members: those who are in receipt of a pension.

The defined benefit obligation is valued by projecting the best estimate of future benefit outgoings (allowing for revaluation to retirement for deferred members and annual pension increases for all members) and then discounting to the balance sheet date. The majority of benefits received increases in deferment linked to inflation (subject to a cap of no more than 5% pa). The valuation method used is known as the Projected Unit Method. The approximate overall duration of the Scheme's defined benefit obligation as at 31 March 2026 was eight years (2025: eight years).

The Trustee is required to carry out an actuarial valuation every three years. The last actuarial valuation of the Scheme was performed by the Scheme Actuary for the Trustee as at 31 March 2024. The valuation revealed a funding surplus of approximately £462,000. The Company, therefore, does not expect to pay any contributions into the Scheme during the accounting year beginning 1 April 2026. The difference between the actuarial valuation and the IAS 19 valuation reflects the different valuation dates, the last actuarial valuation was as at 31 March 2024, and the assumptions adopted. The actuarial valuation uses assumptions determined by the Scheme Trustees to evaluate the Scheme funding requirements on a triannual basis and the IAS 19 valuation uses assumptions that are chosen by the Company, but heavily prescribed by the accounting standard. Through the Scheme, the Company is exposed to a number of risks:

- Changes in bond yields: a decrease in corporate bond yields would increase the Scheme's defined benefit obligation.
- Inflation risk: a significant proportion of the Scheme's defined benefit obligation is linked to inflation; therefore, higher inflation will result in a higher defined benefit obligation (subject to the appropriate caps in place).
- Life expectancy: if Scheme members live longer than expected, the Scheme's benefits will need to be paid for longer, increasing the Scheme's defined benefit obligation.

The Trustee and Company manage risks in the Scheme through the following strategies:

- Bulk annuity policy: In November 2024, the Trustee entered into a bulk annuity purchase contract with Legal & General in respect of all benefits in the Scheme. Any changes in the defined benefit obligation due to the factors set out above are therefore offset by a movement in the value of the bulk annuity policy.

Torrent Railways Pension Scheme

The Group participates in a section of the multi-employer Railways Pension Scheme (the "Section"), a UK registered trust-based pension scheme that provides defined benefits. Pension benefits are linked to the members' final pensionable salaries and service at their retirement (or date of leaving if earlier). The Trustee is responsible for running the Section in accordance with the Section's Trust Deed and Rules, which sets out their powers. The Trustee of the Scheme is required to act in the best interests of the beneficiaries of the Scheme.

There are three categories of pension scheme members in the Section:

- Active members: currently employed by the Company and accruing pension benefits.
- Deferred members: former members of the Section not yet in receipt of pension.
- Pensioner members: in receipt of pension.

The defined benefit obligation is valued by projecting the best estimate of future benefit outgoings (allowing for future salary increases for active members, revaluation to retirement for deferred members and annual pension increases for all members) and then discounting to the balance sheet date. The majority of benefits received increases linked to CPI. The valuation method used is known as the Projected Unit Method. The approximate overall duration of the Section's defined obligation as at 31 March 2026 was 13 years.

The Trustee is required to carry out an actuarial valuation every three years. The last actuarial valuation for the Section was performed by the Scheme Actuary for the Trustee as at 31 December 2022. This valuation revealed a shortfall in the Section of £10,000 on the Scheme Funding basis. The Company agreed to pay annual contributions of 20.9% pa of members' section pay prior to 30 June 2018, and 21.7% pa of members' pensionable salaries from 1 July 2018; all subject to the Omnibus rate as defined in the Rules. The Company expects to pay around £20,000 to the Section during the accounting year beginning 1 April 2026. The difference between the actuarial valuation and the IAS 19 valuation is due to the same principles as described in the Vp plc details above, albeit the last actuarial valuation was performed at 31 December 2022.

Through the Section, the Company is exposed to a number of risks:

- Asset volatility: the Section's defined benefit obligation is calculated using a discount rate set with reference to corporate bond yields; however, the Section invests significantly in equities. These assets are expected to outperform corporate bonds in the long term but provide volatility and risk in the short term.
- Changes in bond yields: a decrease in corporate bond yields would increase the Section's defined benefit obligation; however, this would be partially offset by an increase in the value of the Section's assets.
- Inflation risk: a significant proportion of the Section's defined benefit obligation is linked to inflation; therefore, higher inflation will result in a higher defined benefit obligation (subject to the appropriate caps in place). The majority of the Section's assets are either unaffected by inflation, or only loosely correlated with inflation; therefore, an increase in inflation would also increase the deficit.
- Life expectancy: if Section members live longer than expected, the Section's benefits will need to be paid for longer, increasing the Section's defined benefit obligation.

The Trustee manages risks in the Section through the following strategies:

- Diversification: investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.
- Investment strategy: the Trustee is required to review the investment strategy on a regular basis. All actuarial gains and losses are recognised in the year in which they occur in the Statement of Comprehensive Income.

	Group		Company	
Present value of net surplus	**2026 £000**	2025 £000	**2026 £000**	2025 £000
Present value of defined benefit obligation	**(6,299)**	(6,407)	**(5,040)**	(5,161)
Fair value of scheme assets	**6,969**	7,265	**5,815**	6,148
Present value of net surplus	**670**	858	**775**	987
Presented in non-current assets	**775**	858	**775**	987
Presented in non-current liabilities	**(105)**	–	**–**	–

The movement in the defined benefit surplus is as follows:

	2026			2025		
Group	**Present value of obligation £000**	**Fair value of assets £000**	**Total £000**	Present value of obligation £000	Fair value of assets £000	Total £000
At beginning of year	**(6,407)**	**7,265**	**858**	(7,057)	8,910	1,853
Service costs	**(15)**	**–**	**(15)**	(18)	–	(18)
Administrative expenses	**–**	**(229)**	**(229)**	–	(332)	(332)
Interest (cost)/income	**(346)**	**388**	**42**	(327)	408	81
Remeasurements						
Actuarial (losses)/gains: change in demographic assumptions	**(78)**	**–**	**(78)**	49	–	49
Actuarial gains: change in financial assumptions	**141**	**–**	**141**	478	–	478
Actuarial losses: experience differing from that assumed	**(71)**	**–**	**(71)**	(58)	–	(58)
Actual return on assets	**–**	**2**	**2**	–	(1,215)	(1,215)
Contributions: employer	**–**	**20**	**20**	–	20	20
Contributions: employees	**(8)**	**8**	**–**	(8)	8	–
Benefits paid	**485**	**(485)**	**–**	534	(534)	–
	(6,299)	**6,969**	**670**	(6,407)	7,265	858

Notes continued
(forming part of the financial statements)

25. Employee benefits continued

Company	2026 Present value of obligation £000	2026 Fair value of assets £000	2026 Total £000	2025 Present value of obligation £000	2025 Fair value of assets £000	2025 Total £000
At beginning of year	(5,161)	6,148	987	(5,819)	7,638	1,819
Administrative expenses	–	(217)	(217)	–	(325)	(325)
Interest (cost)/income	(277)	326	49	(268)	347	79
Remeasurements						
Actuarial (losses)/gains: change in demographic assumptions	(66)	–	(66)	42	–	42
Actuarial gains: change in financial assumptions	108	–	108	352	–	352
Actuarial (losses)/gains: experience differing from that assumed	(87)	–	(87)	41	–	41
Actual return on assets	–	1	1	–	(1,021)	(1,021)
Benefits paid	443	(443)	–	491	(491)	–
	(5,040)	5,815	775	(5,161)	6,148	987

Expense recognised in the Income Statement	Group 2026 £000	Group 2025 £000	Company 2026 £000	Company 2025 £000
Service costs	15	18	–	–
Administrative expenses	229	332	217	325
Net interest	(42)	(81)	(49)	(79)
	202	269	168	246

These expenses/(income) are recognised in the following line items in the Income Statement:

	Group 2026 £000	Group 2025 £000	Company 2026 £000	Company 2025 £000
Cost of sales	244	350	217	325
Administrative expenses	(42)	(81)	(49)	(79)
	202	269	168	246

Amount recognised in other comprehensive income/(expense)	Group 2026 £000	Group 2025 £000	Company 2026 £000	Company 2025 £000
Actuarial gains/(losses) on defined benefit obligation	(8)	469	(45)	435
Actual return/(losses) on assets	2	(1,215)	1	(1,021)
	(6)	(746)	(44)	(586)

Cumulative actuarial net losses reported in the statement of comprehensive income since 1 April 2004, the transition to adopted IFRSs, for the Group are a loss of £1,033,000 (2025: loss of £1,027,000) and Company loss of £1,605,000 (2025: loss of £1,561,000).

Scheme assets and returns

The fair value of the scheme assets and the return on those assets were as follows:

	Group 2026 £000	Group 2025 £000	Company 2026 £000	Company 2025 £000
Fair value of assets				
Equities and other growth assets	470	456	–	–
Bonds and cash	1,459	1,648	775	987
Buy-in policy	5,040	5,161	5,040	5,161
	6,969	7,265	5,815	6,148
Returns				
Actual return/(losses) on scheme assets	390	(807)	327	(674)

During the year ended 31 March 2025, the Trustees of the Vp pension scheme entered into a bulk annuity contract covering all members of the Scheme.

Excluding the buy-in policy and cash, all assets listed above have a quoted market price in an active market. For the purposes of the Financial Statements the value of the buy-in policy is set as equal to the associated defined benefit obligation. The cash balance is unquoted, as cash is measured through cost.

Principal actuarial assumptions

The principal actuarial assumptions at the balance sheet date (expressed as weighted averages) are:

	Group and Company 2026	Group and Company 2025
Inflation	3.7%	3.5%
Discount rate at 31 March	5.9%	5.6%
Expected future salary increases	2.0%	2.0%
Expected future pension increases	3.4%	3.3%
Revaluation of deferred pensions	3.2%	3.1%

Mortality rate assumptions adopted at 31 March 2026, based on S4PA CMI Model 2025, imply the following life expectations on retirement at age 65 for:

	2026	2025
Male currently aged 45	23 years	23 years
Female currently aged 45	26 years	25 years
Male currently aged 65	22 years	21 years
Female currently aged 65	24 years	24 years

Notes continued
(forming part of the financial statements)

25. Employee benefits continued

History of schemes

The history of the schemes for the current and prior years is as follows:

Group	2026 £000	2025 £000	2024 £000	2023 £000	2022 £000
Present value of defined benefit obligation	(6,299)	(6,407)	(7,057)	(7,201)	(9,531)
Fair value of plan assets	6,969	7,265	8,910	9,501	12,269
Present value of net surplus	670	858	1,853	2,300	2,738

Company	2026 £000	2025 £000	2024 £000	2023 £000	2022 £000
Present value of defined benefit obligation	(5,040)	(5,161)	(5,819)	(6,012)	(7,706)
Fair value of plan assets	5,815	6,148	7,638	8,147	10,774
Present value of net surplus	775	987	1,819	2,135	3,068

Gains/(losses) recognised in statement of comprehensive income Group	2026	2025	2024	2023	2022
Difference between expected and actual return on scheme assets:					
– Amount (£000)	2	(1,215)	(398)	(2,387)	(98)
– Percentage of scheme assets	0%	(16.7%)	(4.5%)	(25.1%)	(0.8%)
Experience gains and losses arising on the scheme liabilities:					
– Amount (£000)	(71)	(58)	(130)	(131)	(11)
– Percentage of present value of scheme liabilities	(1.1%)	(0.9%)	(1.8%)	(1.8%)	(0.1%)
Effects of changes in the demographic and financial assumptions underlying the present value of the scheme liabilities:					
– Amount (£000)	63	527	137	2,199	803
– Percentage of present value of scheme liabilities	1.0%	8.2%	1.9%	30.5%	8.4%
Total amount recognised in statement of comprehensive income:					
– Amount (£000)	(6)	(746)	(391)	(319)	693
– Percentage of present value of scheme liabilities	(0.1%)	(11.6%)	(5.5%)	(4.4%)	7.3%

Company	2026	2025	2024	2023	2022
Difference between expected and actual return on scheme assets:					
– Amount (£000)	1	(1,021)	(276)	(2,250)	(202)
– Percentage of scheme assets	0%	(16.6%)	(3.6%)	(27.6%)	(1.9%)
Experience gains and losses arising on the scheme liabilities:					
– Amount (£000)	(87)	41	(120)	(113)	26
– Percentage of present value of scheme liabilities	(1.7%)	0.8%	(2.1%)	(1.9%)	0.3%
Effects of changes in the demographic and financial assumptions underlying the present value of the scheme liabilities:					
– Amount (£000)	42	394	131	1,507	679
– Percentage of present value of scheme liabilities	0.8%	7.6%	2.3%	25.1%	8.8%
Total amount recognised in statement of comprehensive income:					
– Amount (£000)	(44)	(586)	(265)	(856)	503
– Percentage of present value of scheme liabilities	(0.9%)	(11.4%)	(4.6%)	(14.2%)	6.5%

Sensitivity analysis

The sensitivity of the net pension asset/obligation to assumptions is set out below:

Vp plc scheme

	2026		2025	
Assumption	Change in assumption	Change in defined benefit obligation	Change in assumption	Change in defined benefit obligation
Discount rate	+/- 0.5% p.a.	-4% / +4%	+/- 0.5% p.a.	-4% / +4%
RPI inflation	+/- 0.5% p.a.	+1% / -1%	+/- 0.5% p.a.	+1% / -1%
Assumed life expectancy	+1 year	+4%	+1 year	+4%

Torrent Railways scheme

	2026		2025	
Assumption	Change in assumption	Change in defined benefit obligation	Change in assumption	Change in defined benefit obligation
Discount rate	+/- 0.5% p.a.	-6%/+7%	+/– 0.5% p.a.	–6%/+7%
RPI inflation	+/- 0.5% p.a.	+6%/-5%	+/– 0.5% p.a.	+6%/–5%
Future salary increase	+/- 0.5% p.a.	+1%/-1%	+/– 0.5% p.a.	+1%/–1%
Assumed life expectancy	+1 year	+3%	+1 year	+3%

These calculations provide an approximate guide to the sensitivity of the results and may not be as accurate as a full valuation carried out on these assumptions. Each assumption change is considered in isolation, which, in practice, is unlikely to occur, as changes in some of the assumptions are correlated.

In June 2023, the High Court issued its judgment in Virgin Media Ltd v NTL Pension Trustees II Limited, concerning the requirements of section 37 of the Pension Schemes Act 1993 and the validity of certain historical amendments to contracted-out defined benefit schemes. This decision was upheld by the Court of Appeal on 25 July 2024. The judgment has potential implications for schemes that were contracted-out on a salary-related basis and which made amendments between April 1997 and April 2016.

The Trustee is not currently aware of any historical amendments to the Scheme that were not validly executed, whether as a result of a failure to obtain a section 37 confirmation where required or otherwise.

The Pension Schemes Act 2026 has now received Royal Assent. The Act includes provisions intended to address the issues arising from the Virgin Media judgment, including enabling schemes to obtain retrospective confirmation of certain historical amendments. The Trustee intends to review relevant Scheme deeds in light of these provisions and, where necessary, to seek retrospective confirmations.

Based on this, noting the expectation that any affected amendments can be validated under the new legislative framework, no allowance has been made in the calculation of the defined benefit obligation in respect of this matter.

Defined contribution plans

The Group also operates a defined contribution scheme for other eligible employees, the Legal and General Stakeholder Scheme. The assets of the schemes are held separately from those of the Group. The pension cost represents contributions payable by the Group and amounted to £2,653,000 (2025: £2,539,000) in the year.

Notes continued
(forming part of the financial statements)

26. Business combinations

The Group acquired the following businesses from 1 April 2024 to 31 March 2026:

Name of acquisition	Date of acquisition	Type of acquisition	Acquired by
Charleville Hire and Platform Limited ("CPH")	2 October 2024	Share purchase (90% equity)	Vp plc
Excel Tool Hire ("ETH")	1 May 2025	Trade and asset purchase	Vp Equipment Rental (Ireland) Limited

Details of the acquisition are provided below:

	2026 £000	2025 £000
Property, plant and equipment	275	8,322
Right-of-use assets	–	1,126
Cash	–	216
Trade receivables	–	1,450
Other assets	15	153
Tax, trade and other payables	(44)	(3,901)
Deferred tax	–	131
Net assets	246	7,497
Fair value adjustments		
Intangibles on acquisition	–	5,078
Property, plant and equipment	–	(793)
Deferred tax	–	(536)
Total fair value adjustments	–	3,749
Goodwill/(bargain purchase)	754	(1,085)
Cost of acquisition	1,000	10,161
Satisfied by		
Cash consideration	1,000	10,161
Analysis of cash flow for acquisition		
Cash consideration	1,000	10,161
Net cash on acquisition	–	(216)
	1,000	9,945

The fair value of net assets generally reflect the book value of assets acquired in the current year. The acquisition of ETH was made to build on the Group's specialist capabilities, particularly in the mechanical and electrical installation tool-hire market, as well as providing a growth opportunity and a platform for further expansion into the Irish market. No intangible assets were identified in relation to the current year acquisition. In the prior year intangible assets were identified in relation to customer relationships £4.5 million and brands £0.6 million. The amortisation periods for these intangibles are set out in Note 1.

The acquisition costs expensed in the year ended 31 March 2026 in relation to the acquisition were £nil (2025: £1.0 million) and are recognised within exceptional items (Note 4).

ETH contributed revenues of £0.5 million and a net loss before tax of £0.1 million to the Group for the period 1 May 2025 to 31 March 2026.

If the acquisition had occurred on 1 April 2025, consolidated pro-forma revenue and loss before tax for the year ended 31 March 2026 would have been £0.6 million and £0.1 million respectively. These amounts have been calculated using the acquisition's results and adjusting them for the differences in the accounting policies between the Group and the subsidiary.

27. Related parties

Material transactions with key management (being the Directors of the Group) mainly constitute remuneration including share-based payments, details of which are included in the Annual report on remuneration on pages 63 to 70 and in Note 6 to the Financial Statements.

Trading transactions with subsidiaries – Group

Transactions between the Company and the Group's subsidiaries, which are related parties, have been eliminated on consolidation and are, therefore, not disclosed. The list of the Group's subsidiary undertakings is presented in Note 22 of the Parent Company Financial Statements.

28. Contingent liabilities

In an international group a variety of claims arise from time to time in the normal course of business. Such claims may arise due to matters concerning suppliers or customers, actions being taken against Group companies as a result of investigations by fiscal authorities or under regulatory requirements. Provision has been made in these Consolidated Financial Statements against any claims which the Directors consider are likely to result in significant liabilities or required under accounting standard IAS 37. The Group and its subsidiaries have given unlimited multilateral company guarantees on their respective bank credit facilities.

29. Ultimate parent company and controlling party

The Company is an immediate subsidiary undertaking of Ackers P Investment Company Limited, which is the ultimate Parent Company incorporated in the United Kingdom and registered at Central House, Beckwith Knowle, Otley Road, Harrogate, North Yorkshire, England, HG3 1UD. Consolidated Financial Statements are prepared for this company, being the largest group into which the results of this Group are consolidated, and are available from the registered office address. Ackers P Investment Company Limited is, ultimately, controlled by a number of Trusts of which, for the purposes of Sections 252 to 255 of the Companies Act 2006, Jeremy Pilkington is deemed to be a connected person.

30. Post balance sheet events

On 27 April 2026 Vp plc and the banking club increased the Group's revolving credit facility from £90.0 million to £120.0 million with all other terms consistent.

On 29 May 2026 Vp plc entered into an agreement for two new private placement loans of €38 million and £15 million. These private placements both have five year terms and will be drawn down on 2 December 2026. The loans have fixed interest rates payable quarterly.

Parent Company Balance Sheet

as at 31 March 2026

NET ASSETS	Note	2026 £000	2025 £000
Non-current assets			
Property, plant and equipment	4	95,936	103,236
Intangible assets	5	9,065	9,055
Investments in subsidiaries	7	58,440	58,434
Right-of-use assets	6	18,859	18,411
Employee benefits	19	775	987
Trade and other receivables	9	100,165	86,367
Total non-current assets		283,240	276,490
Current assets			
Inventories	8	1,306	2,473
Trade and other receivables	9	24,793	28,173
Income tax receivable		4,665	1,094
Cash and cash equivalents	10	4,287	3,747
Total current assets		35,051	35,487
Total assets		318,291	311,977
Current liabilities			
Lease liabilities	6	(5,576)	(4,992)
Trade and other payables	12	(23,769)	(25,723)
Bank overdraft	10	(13,868)	(17,202)
Interest-bearing loans and borrowings	11	(64,816)	–
Total current liabilities		(108,029)	(47,917)
Non-current liabilities			
Interest-bearing loans and borrowings	11	(91,507)	(151,165)
Deferred tax liabilities	14	(16,463)	(15,586)
Provisions	13	(106)	(103)
Lease liabilities	6	(13,842)	(13,871)
Trade and other payables	12	(6,341)	(18,028)
Total non-current liabilities		(128,259)	(198,753)
Total liabilities		(236,288)	(246,670)
Net assets		82,003	65,307
EQUITY			
Capital and reserves			
Issued share capital		2,008	2,008
Capital redemption reserve		301	301
Share premium		16,192	16,192
Hive up reserve		8,156	8,156
Retained earnings			
At the beginning of the year		38,650	33,080
Profit for the financial year		31,934	21,010
Other changes in retained earnings		(15,238)	(15,440)
At the end of the year		55,346	38,650
Total equity		82,003	65,307

The financial statements on pages 118 to 130 were approved and authorised for issue by the Board of Directors on 9 June 2026 and were signed on its behalf by:

Jeremy Pilkington
Chair
Company number: 481833

Keith Winstanley
Director

Parent Company Statement of Changes in Equity

For the year ended 31 March 2026

	Note	Share capital £000	Capital redemption reserve £000	Share premium £000	Hive up reserve £000	Retained earnings £000	Total equity £000
At 1 April 2024		2,008	301	16,192	8,156	33,080	59,737
Profit for the year		–	–	–	–	21,010	21,010
Other comprehensive expense		–	–	–	–	(438)	(438)
Share based payments expense in the year		–	–	–	–	433	433
Net movement relating to shares held by Vp Employee Trust		–	–	–	–	(41)	(41)
Transactions with owners							
Dividends to shareholders	16	–	–	–	–	(15,394)	(15,394)
Total changes in equity during the year		–	–	–	–	5,570	5,570
At 31 March 2025 and 1 April 2025		2,008	301	16,192	8,156	38,650	65,307
Profit for the year		–	–	–	–	31,934	31,934
Other comprehensive expense		–	–	–	–	(9)	(9)
Share based payments expense in the year		–	–	–	–	408	408
Net movement relating to shares held by Vp Employee Trust		–	–	–	–	(32)	(32)
Transactions with owners							
Dividends to shareholders	16	–	–	–	–	(15,605)	(15,605)
Total changes in equity during the year		–	–	–	–	16,696	16,696
At 31 March 2026		2,008	301	16,192	8,156	55,346	82,003

The hive up reserve relates to the post acquisition retained reserves of TPA Portable Roadways Limited and has been recognised in the reserves of Vp plc as a result of the transfer of the business and assets of TPA Portable Roadways Limited to Vp plc on 1 April 2017.

Notes to the Parent Company Financial Statements

(forming part of the financial statements)

1. Material accounting policies and other explanatory information

Basis of preparation

Vp plc is a public limited company (limited by shares), which is listed on the London Stock Exchange and incorporated and domiciled in the United Kingdom, registered office: Central House, Beckwith Knowle, Otley Road, Harrogate, North Yorkshire, England, HG3 1UD. The principal activity of the Company is equipment hire.

The Company only Financial Statements of Vp plc (the "Company") are presented in sterling, rounded to the nearest thousand. They are prepared on a going concern basis (further details are provided in the Consolidated Financial Statements on page 85) and historic cost basis, except defined benefit pension plans and liabilities arising from cash-settled share options are stated at fair value. The Company only Financial Statements present information about the Company as a separate entity and not about the Group.

During the prior year, the Company elected to change the basis of preparation from UK-Adopted International Accounting Standards to Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"), which had no material impact on the information presented. In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK (UK-adopted international accounting standards), but makes amendments where necessary in order to comply with the Companies Act 2006 and to take advantage of FRS 101 disclosure exemptions. At year end the Company has neither financial assets or liabilities measured at fair value through profit or loss (FVTPL) nor those measured at fair value through other comprehensive income (FVOCI).

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- The requirements of IAS 7, 'Statement of cash flows';
- The requirements of IFRS 7 Financial Instruments: Disclosures;
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement';
- The requirements of paragraphs 10(d), 10(f), 39(c) and 134–136 of IAS 1 Presentation of Financial Statements;
- The requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraphs 53 (a), (h) and (j) of IRFS 16;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
  - paragraph 118(e) of IAS 38 Intangible Assets;
- The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- The requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- The requirements of paragraphs 134(d)–134(f) and 135(c)–135(e) of IAS 36 Impairment of Assets; and
- The effects of new but not yet effective International Financial Reporting Standards.

In addition, and in accordance with FRS 101, further disclosure exemptions have been adopted because equivalent disclosures are included in the Group's Consolidated Financial Statements. These Financial Statements do not include certain disclosures in respect of:

- Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payments'

The Company adopted the following new accounting policies on 1 April 2024 to comply with amendments to IFRS. The accounting pronouncements, none of which had a material impact on the Company's financial reporting on adoption, are:

- Amendments to IFRS 16 – Leases on sale and leaseback;
- Amendments to IAS 1 – Non-current liabilities with covenants; and
- Amendments to IAS 7 and IFRS 7 – Supplier Finance

No income statement or statement of comprehensive income is presented by the Company as permitted by Section 408 of the Companies Act 2006. The results of the Company are included in the Consolidated Financial Statements of Vp plc.

The Company financial statements are prepared on the going concern basis as set out in Note 1 to the Consolidated Financial Statements.

Material accounting policies

The principal accounting policies adopted have been applied consistently and are the same as those set out in Note 1 to the Consolidated Financial Statements except as noted below.

Investments

In the Company's financial statements, investments in subsidiary undertakings are stated at cost less impairment.

Dividends received and receivable are credited to the Company's income statement to the extent that the Company has the right to receive payment.

Amounts owed to/by Group undertakings

Amounts owed to/by Group undertakings are initially recorded at fair value, which is generally the proceeds received. They are subsequently carried at amortised cost. The interest rates range from non-interest bearing to 7% and are repayable either on demand or ten years from agreement date.

Accounting estimates and judgements

The key accounting policies, estimates and judgements used in preparing the Company's financial statements for the year ended 31 March 2026 have been reviewed and approved by the Board.

Key accounting estimate

The area of principal accounting uncertainty that could have a significant impact in the next 12 months is the useful lives of rental assets, including residual values.

Depreciation rates

The Company continually reviews depreciation rates and, using its judgement, adopts a best estimate policy in assessing the estimated useful economic lives of fleet assets. The rate of technological and legislative change and impact of climate-related risks is factored into the estimates, together with the diminution in value through use and time. The Company also takes account of the profit or loss it makes on the disposal of property, plant and equipment in determining whether depreciation policies are appropriate. The net book value of rental equipment at 31 March 2026 is £79.7 million (2025: £87.2 million).

Key accounting judgements

The directors do not consider there to be any significant judgements in preparing the Company financial statements.

2. Employment costs

The average monthly number of persons employed by the Company (including Directors) during the year, analysed by category, was as follows:

	Number of employees	
	2026	2025
Operations	379	388
Sales	114	121
Administration	216	192
	709	701

The aggregate payroll costs of these persons were as follows:

		2026 £000	2025 £000	2024 £000
Wages and salaries		34,146	33,782	33,896
Social security costs		4,404	3,689	3,602
Other pension costs		1,009	900	888
Share option costs including associated social security costs	– equity settled	178	202	432
	– cash-settled	(19)	387	(341)
		39,718	38,960	38,477

Remuneration paid to the Directors is disclosed in the Annual report on remuneration on pages 63 to 70 and in Note 6 to the Group's Consolidated Financial Statements.

Notes to the Parent Company Financial Statements continued
(forming part of the financial statements)

3. Profit or loss

The profit attributable to equity Shareholders dealt with in the Financial Statements of the Company was £31.9 million (2025: £21.0 million). In accordance with Section 408 of the Companies Act 2006, the Company is availing of the exemption from presenting its individual Income Statement to the Annual General Meeting and from filing it with the Registrar of Companies.

Amounts paid to the Company's auditors in respect of the audit of the financial statements of the Company are disclosed in Note 3 to the Consolidated Financial Statements. Fees paid to the auditors for non-audit services to the Company itself are not disclosed in the individual financial statements of the Company because the Consolidated Financial Statements are prepared which are required to disclose such fees on a consolidated basis. These are disclosed in Note 3 to the Consolidated Financial Statements.

		2026 £000	2025 £000
Operating profit is after charging:			
Amortisation and impairment of intangible assets		675	658
Depreciation of property, plant and equipment	– owned	10,788	11,179
	– leased	5,849	4,914
Profit on disposal of property, plant and equipment		3,451	1,822
Interest expense on lease liabilities		1,254	1,017
Expense relating to short-term leases		1,136	890
Expense relating to leases of low-value assets		35	41

Due to the nature of the spares expenditure, and the approach to accounting for spares, it is not possible to provide the value of spares inventory expensed.

4. Property, plant and equipment

Cost or deemed cost	Land and buildings £000	Rental equipment £000	Motor vehicles £000	Other assets £000	Total £000
At 31 March 2025	20,554	151,512	2,576	15,467	190,109
Additions	860	8,920	463	1,235	11,478
Group transfers in	–	3,619	–	3	3,622
Group transfers out	–	(6,611)	–	(3)	(6,614)
Disposals	(8)	(19,549)	(188)	(567)	(20,312)
At 31 March 2026	**21,406**	**137,891**	**2,851**	**16,135**	**178,283**
Accumulated depreciation and impairment losses					
At 31 March 2025	8,434	64,302	1,441	12,696	86,873
Charge for year	664	8,490	533	1,101	10,788
Group transfers in	–	2,326	–	(1)	2,325
Group transfers out	–	(3,569)	–	–	(3,569)
On disposals	(4)	(13,401)	(169)	(496)	(14,070)
At 31 March 2026	**9,094**	**58,148**	**1,805**	**13,300**	**82,347**
Net book value					
At 31 March 2026	**12,312**	**79,743**	**1,046**	**2,835**	**95,936**
At 31 March 2025	12,120	87,210	1,135	2,771	103,236

The cost or deemed cost of land and buildings for the Company includes £3,204,000 (2025: £3,204,000) of freehold land not subject to depreciation. The banks that provide the Company's funding facilities have a fixed and floating charge over the assets of the Group as set out in Note 15 of the Group Consolidated Financial Statements.

5. Intangible assets

Cost or deemed cost	Trade names £000	Customer relationships £000	Goodwill £000	Total of acquired intangibles £000	Software £000	Total intangibles £000
At 31 March 2025	2,482	5,548	25,163	33,193	3,453	36,646
Additions during the year	–	–	–	–	808	808
Disposals during the year	–	–	–	–	(123)	(123)
At 31 March 2026	**2,482**	**5,548**	**25,163**	**33,193**	**4,138**	**37,331**
Accumulated amortisation and impairment						
At 31 March 2025	2,482	5,382	17,849	25,713	1,878	27,591
Amortisation charge	–	64	–	64	611	675
At 31 March 2026	**2,482**	**5,446**	**17,849**	**25,777**	**2,489**	**28,266**
Carrying amount						
At 31 March 2026	**–**	**102**	**7,314**	**7,416**	**1,649**	**9,065**
At 31 March 2025	–	166	7,314	7,480	1,575	9,055

The Directors have reviewed the carrying amount of the Company's goodwill, which relates to the Groundforce CGU, and indefinite life intangible assets on the same basis as the Group's goodwill in Note 10 of the Consolidated Financial Statements and concluded that there are no additional impairment charges required.

6. Leases

This note provides information for leases where the Company is a lessee.

Amounts recognised in the balance sheet

The recognised right-of-use assets relate to the following types of assets:

	2026 £000	2025 £000
Property	2,669	3,307
Equipment	10,044	8,182
Vehicles	6,146	6,922
Total right-of-use assets	18,859	18,411

The recognised lease liabilities are shown below:

	2026 £000	2025 £000
Property	2,855	3,592
Equipment	10,436	8,453
Vehicles	6,127	6,818
Total lease liabilities	19,418	18,863

The recognised lease liabilities are aged below:

	2026 £000	2025 £000
Of which are:		
– Current lease liabilities	5,576	4,992
– Non-current lease liabilities	13,842	13,871
	19,418	18,863

Additions to the right-of-use assets during the current financial year for the Company were £6.4 million (2025: £9.3 million). The total cash outflow for leases in the year ended 31 March 2026, including interest, for the Company was £6.8 million (2025: £5.7 million).

Notes to the Parent Company Financial Statements continued
(forming part of the financial statements)

7. Investments in subsidiaries

Cost	£000
At 1 April 2024	64,405
Acquisitions (see Note 26 to the Consolidated Financial Statements)	10,161
Impact of return of capital from dormant subsidiaries	(16,132)
Carrying amount at 31 March 2025	58,434
Impact of return of capital from dormant subsidiaries	6
Carrying amount at 31 March 2026	**58,440**

See Note 22 of the Company Financial Statements for details of subsidiary undertakings. During the prior year the Company undertook a corporate simplification exercise resulting in a return of capital from dormant subsidiaries of £16.1 million.

8. Inventories

	2026 £000	2025 £000
Raw materials and consumables	1,114	1,740
Goods for resale	192	733
	1,306	2,473

During the year there was a £0.1 million decrease in the Company provision for impairment of inventories (2025: £0.2 million). The provision reflects the Company's best estimate of potential inventory obsolescence. The cost of goods for resale expensed during the year was £3.9 million (2025: £6.3 million). Inventories are stated after provisions for impairment of £0.1 million (2025: £0.2 million). Due to the nature of the spares expenditure, and the approach to accounting for spares, it is not possible to provide the value of spares inventory expensed.

9. Trade and other receivables

	2026 £000	2025 £000
Gross trade receivables	16,634	18,979
Trade receivables provisions	(1,091)	(938)
Amounts owed by subsidiary undertakings	4,554	7,179
Other receivables	461	260
Prepayments and accrued income	4,235	2,693
	24,793	28,173

Non-current assets	2026 £000	2025 £000
Amounts owed by subsidiary undertakings	100,165	86,367

Amounts owed by subsidiary undertakings are unsecured, repayable either on demand or ten years from agreement date and range in interest from 0% to 7%.

The valuation of the provision reflects the Company's best estimate of likely impairment as a result of the ageing of the debt, expected credit losses and its knowledge of the debtors. The Company has a reasonable spread of credit risk with the top 25 customers accounting for significantly less than 50% of gross trade debtors. The Company does not consider there to have been a significant increase in credit risk during the year. The ageing of the Company's trade receivables (net of impairment provision) at the end of the year was as follows:

	2026 £000	2025 £000
Not overdue	12,605	14,525
0–30 days overdue	1,987	3,064
31–90 days overdue	507	318
More than 90 days overdue	444	134
	15,543	18,041

On this basis, there are £2.9 million (2025: £3.5 million) of overdue trade receivables at the balance sheet date that have not been provided against. There is no indication as at 31 March 2026 that debtors will not meet their payment obligations in respect of trade receivables recognised in the balance sheet that are unprovided. On this basis, there is no material difference between the fair value and the carrying value.

10. Cash and cash equivalents and bank overdraft

	2026 £000	2025 £000
Bank balances and cash in hand	4,287	3,747
Bank overdraft	(13,868)	(17,202)
Net overdraft	(9,581)	(13,455)

11. Interest-bearing loans and borrowings

	2026 £000	2025 £000
Current liabilities		
Lease liabilities	5,576	4,992
Arrangement fees	(184)	–
Secured private placement loan	65,000	–
	70,392	4,992
Non-current liabilities		
Secured bank loans	63,797	58,738
Secured private placement loan	28,000	93,000
Arrangement fees	(290)	(573)
Lease liabilities	13,842	13,871
	105,349	165,036

Notes to the Parent Company Financial Statements continued
(forming part of the financial statements)

11. Interest-bearing loans and borrowings continued

Net debt defined as total borrowings and net overdraft was:

	As at 31 Mar 2025 £000	Cash movements £000	Foreign exchange £000	Non-cash Movements £000	As at 31 Mar 2026 £000
Secured loans	151,738	3,670	1,389	–	156,797
Arrangement fees	(573)	(180)	–	279	(474)
Net overdraft	13,455	(3,832)	(42)	–	9,581
Net debt excluding lease liabilities	164,620	(342)	1,347	279	165,904
Lease liabilities	18,863	(6,776)	–	7,331	19,418
Net debt including lease liabilities	183,483	(7,118)	1,347	7,610	185,322

The repayment schedule of the carrying amount of the non-current borrowings as at 31 March 2026 is:

Due in less than one year:	2026 £000	2025 £000
Private placement loan	65,000	–
Lease liabilities	5,576	4,992
Due in more than one year but not more than two years:		
Private placement loan	–	65,000
Lease liabilities	4,988	4,501
Total	4,988	69,501
Due in more than two years but not more than five years:		
Secured bank loans	63,797	58,738
Secured private placement loan	28,000	28,000
Lease liabilities	8,267	8,291
Total	100,064	95,029
Due in more than five years:		
Lease liabilities	587	1,079
Total	587	1,079

The secured bank loans represent a £90.0 million revolving credit facility (RCF) which, alongside the overdraft, are secured by a fixed and floating charge over the assets of the Group and are at variable interest rates linked to SONIA and EURIBOR. The unutilised RCF available to the Group as at 31 March 2026 was £26.2 million (2025 £31.3 million). In October 2025, the Group's RCF was extended for a further year to November 2028.At 31 March 2026 the RCF included an additional £30.0 million uncommitted accordion facility. Post year end, as part of a wider re-financing, the Group activated this facility increasing the size of the RCF from £90.0 million to £120.0 million. Financial covenants associated with the revolving credit facility remain unchanged and more information is detailed in Note 15 of the Group's Consolidated Financial Statements.

The Group has two private placement loans. The first loan provides funding of £65.0 million and matures in January 2027. The second loan provides funding of £28.0 million and matures in April 2028. Both loans have fixed interest rates payable semi-annually and were fully drawn at the balance sheet date. Post balance sheet date the Group committed to a new facility to be drawn on 2 December 2026 (Note 30 of the Group Consolidated Financial Statements).

12. Trade and other payables

Current liabilities	2026 £000	2025 £000
Trade payables	6,526	7,746
Amounts owed to subsidiary undertakings	2,037	1,788
Other tax and social security	2,233	2,704
Accruals and deferred income	12,973	13,485
	23,769	25,723

Within accruals is £nil (2025: £0.1 million) in relation to the liability for cash-settled share options, which are also valued at fair value. All other liabilities are valued at amortised cost. There are no material liabilities in relation to contracts with customers. Amounts owed to subsidiary undertakings are repayable on demand, unsecured and interest free.

Non-current liabilities	2026 £000	2025 £000
Amounts owed to subsidiary undertakings	4,308	16,028
Other creditors and accruals	2,033	2,000
	6,341	18,028

Amounts owed to subsidiary undertakings are unsecured, repayable on demand or ten years from agreement date and range in interest from 0% to 7.0%.

Within accruals is £6.4 million (2025: £1.8 million) in relation to contingent remuneration for post-combination services, associated with the acquisition of CPH on 2 October 2024. Based on business performance against future EBITDA targets, up to a maximum of €6.7 million may be payable on the second anniversary of the acquisition and up to €15.0 million may be payable on the third anniversary. An expected value approach has been applied, allowing for the uncertainty of multiple potential outcomes, which is pro-rated based on employment term completed post combination, to the second and third anniversaries from the date of acquisition. At the year end, £4.4 million (2025: £nil) in current liabilities and £2.0 million (2025: £1.8 million) in non current liabilities are accrued respectively in relation to the future contingent payments, see Note 4 of the Group's Consolidated Financial Statements for further details.

13. Provisions

Provisions relate to dilapidations on properties. The timing and amount of future cash flows related to lease dilapidations are subject to uncertainty. The provision recognised is based on management's experience and understanding of the commercial property market and third party surveyors' reports where appropriate in order to best estimate the future outflow of funds. The estimates used take into consideration the location, size and age of the properties. Estimates of future dilapidation costs are regularly reviewed when new information is available and due to ageing are not discounted.

	£000
1 April 2024	266
Charge during the year	49
Utilised during the year	(212)
At 31 March 2025	103
Charge during the year	5
Utilised during the year	(2)
At 31 March 2026	106

Notes to the Parent Company Financial Statements continued
(forming part of the financial statements)

14. Deferred tax assets and liabilities

	Property, plant and equipment £000	Intangible assets £000	Employee benefits £000	Other items £000	Total £000
1 April 2024	14,560	903	(30)	(300)	15,133
Recognised in income statement	384	2	322	(107)	601
Recognised in reserves	(1)	–	(147)	–	(148)
At 31 March 2025	14,943	905	145	(407)	15,586
Recognised in income statement	717	26	15	132	890
Recognised in reserves	(2)	–	(11)	–	(13)
At 31 March 2026	**15,658**	**931**	**149**	**(275)**	**16,463**

Of the deferred tax liability above, the amount expected to unwind within 12 months is £3.5 million (2025: £3.0 million).

Deferred tax assets have been recognised on other items on the basis that there will be future taxable profits against which these assets can be utilised. Deferred tax assets and liabilities are only offset where there is a legally enforceable right of offset and there is an intention to settle the net balance.

15. Called-up share capital

Details in respect of called-up share capital are presented in Note 20 of the Consolidated Financial Statements.

16. Dividends

Details in respect of dividends to shareholders are presented in Note 21 of the Consolidated Financial Statements.

17. Share options schemes

Details in respect of Company share options schemes are presented in Note 23 of the Consolidated Financial Statements.

18. Capital commitments

Capital commitments for property, plant and equipment at the end of the financial year, for which no provision has been made, are as follows:

	2026 £000	2025 £000
Contracted	**762**	4,759

19. Employee benefits

The Company has one defined benefit pension scheme, the Vp Pension Scheme. Pension benefits are linked to the members' final pensionable salaries and service at their retirement (or date of leaving if earlier). Details in respect of employee benefits associated with the Vp Pension Scheme are presented in Note 25 of the Consolidated Financial Statements within disclosures titled 'Company'.

20. Contingent liabilities

Details in respect of contingent liabilities are presented in Note 28 of the Consolidated Financial Statements.

21. Ultimate parent company and controlling party

The Company is an immediate subsidiary undertaking of Ackers P Investment Company Limited, which is the ultimate Parent Company incorporated in the United Kingdom and registered at Central House, Beckwith Knowle, Otley Road, Harrogate, North Yorkshire, England, HG3 1UD. Consolidated Financial Statements are prepared for this company, being the largest group into which the results of this Group are consolidated, and are available from the registered office address. Ackers P Investment Company Limited is, ultimately, controlled by a number of Trusts of which, for the purposes of Sections 252 to 255 of the Companies Act 2006, Jeremy Pilkington is deemed to be a connected person. The smallest group to consolidate these financial statements is Vp plc, as per the Consolidated Financial Statements, available from the Vp plc registered office at Central House, Beckwith Knowle, Otley Road, Harrogate, North Yorkshire, England, HG3 1UD.

22. Subsidiary undertakings

The investments in trading subsidiary undertakings as at 31 March 2026 and 31 March 2025 are:

	Country of registration or incorporation	Principal Activity	Country of principal operation	Class and percentage of shares held
Torrent Trackside Limited	England	Rail equipment hire	UK	Ordinary shares 100%
Hire Station Limited	England	Tool hire	UK	Ordinary shares 100%
Airpac Rentals Pte Limited	Singapore	Oilfield services	Singapore	Ordinary shares 100%
Airpac Bukom Oilfield Services Middle East FZE	Sharjah	Oilfield services	Sharjah	Ordinary shares 100%
Airpac Rentals (Australia) Pty Limited	Australia	Oilfield services	Australia	Ordinary shares 100%
Airpac Rentals Holdco Limited	England	Oilfield services	UK	Ordinary shares 100%
Airpac Rentals UK Limited	England	Oilfield services	UK	Ordinary shares 100%
Vp GmbH	Germany	Equipment hire	Germany	Ordinary shares 100%
Vp Equipment Rental (Ireland) Limited	Ireland	Equipment hire	Ireland	Ordinary shares 100%
Vp Equipment Rental Pty Limited	Australia	Holding company	Australia	Ordinary shares 100%
TR Pty Limited	Australia	Equipment hire	Australia	Ordinary shares 100%
Tech Rentals (Malaysia) SDN BHD	Malaysia	Equipment hire	Malaysia	Ordinary shares 100%
TR TechRentals Pte Limited	Singapore	Equipment hire	Singapore	Ordinary shares 100%
Vidcom New Zealand Limited	New Zealand	Equipment hire	New Zealand	Ordinary shares 100%
Charleville Hire and Platform Limited	Ireland	Equipment hire	Ireland	Ordinary shares 90%

Notes to the Parent Company Financial Statements continued
(forming part of the financial statements)

22. Subsidiary undertakings continued

The full list of the dormant subsidiary undertakings is:

	Country of registration or incorporation	Principal activity	Country of principal operation	Class and percentage of shares held
Stopper Specialists Limited*	England	Dormant	N/A	Ordinary shares 100%
Trench Shore Limited*	England	Dormant	N/A	Ordinary shares 100%
Fred Pilkington and Son Limited	England	Dormant	N/A	Ordinary shares 100%
Vibroplant Trustees Limited	England	Dormant	N/A	Ordinary shares 100%
M.E.P. Hire Limited	Scotland	Dormant	N/A	Ordinary shares 100%
Grindco 453 Limited**	England	Dormant	N/A	Ordinary shares 100%
Vibroplant Limited	England	Dormant	N/A	Ordinary shares 100%
Mr Cropper Limited	England	Dormant	N/A	Ordinary shares 100%
Test & Measurement Hire Group Limited	England	Dormant	N/A	Ordinary shares 100%
Test & Measurement Hire Limited	England	Dormant	N/A	Ordinary shares 100%
Higher Access Limited*	England	Dormant	N/A	Ordinary shares 100%
Zenith Survey Equipment Limited*	England	Dormant	N/A	Ordinary shares 100%
Survey Connection Scotland Limited*	England	Dormant	N/A	Ordinary shares 100%
Brandon Hire Group Limited	England	Dormant	N/A	Ordinary shares 100%
Brandon Hire Group Holdings Limited	England	Dormant	N/A	Ordinary shares 100%
Brandon Hire Limited	England	Dormant	N/A	Ordinary shares 100%
FNPR Holdings Limited*	England	Dormant	N/A	Ordinary shares 100%
First National Plant Rental Limited*	England	Dormant	N/A	Ordinary shares 100%
TPA Portable Roadways Limited	England	Dormant	N/A	Ordinary shares 100%
Sandhurst Limited*	England	Dormant	N/A	Ordinary shares 100%
M. & S. Hire Limited	England	Dormant	N/A	Ordinary shares 100%

Applications were submitted post year end to dissolve the companies marked with a *

Grindco 453 Limited was previously known as Arcotherm (UK) Limited **

The registered offices of the companies are:

Country of Registration	Registered Office Address
England	Central House, Beckwith Knowle, Otley Road, Harrogate, North Yorkshire, HG3 1UD
Scotland	Tofthills Avenue, Midmill Business Park, Kintore, Aberdeenshire AB51 0QP
Singapore	43 Tuas West Avenue, Singapore 639483
Sharjah	SAIF Office P8-13-10, PO Box 121378, Sharjah, United Arab Emirates
Australia	18 Joseph Street, Blackburn North, Victoria 3130
Germany	Lurgiallee 6-8, 60439 Frankfurt
Ireland	70 Sir John Rogerson's Quay, Dublin 2
Malaysia	Wisma Goshen, 2nd Floor, 60 & 62 Jalan SS22/21, Damansara Jaya, 47400 Petaling Ja-ya, Selangor Dami Ehsan
New Zealand	27 Exmouth Street, Eden Terrace, Auckland 101

Torrent Trackside Limited (01132882), a subsidiary company, is exempt from the requirements of Companies' Act 2006 relating to the audit of individual financial statements by virtue of section 479A of Companies' Act 2006.

23. Post balance sheet events

Details in respect of post balance sheet events are presented in Note 30 of the Consolidated Financial Statements.

Five-year summary

	2022 £000	2023 £000	2024 £000	2025 £000	2026 £000
Revenue	350,915	371,519	368,691	379,957	358,275
Adjusted profit	38,946	40,206	39,861	36,672	26,962
Profit/(loss) before tax	35,644	30,706	2,846	21,720	(7,046)
Tax	(10,109)	(7,696)	(8,137)	(7,275)	1,615
Profit/(loss) after tax	25,535	23,010	(5,291)	14,445	(5,431)
Dividends*	(14,054)	(14,471)	(14,997)	(15,394)	(15,605)
Total equity	166,585	174,932	153,020	150,398	131,118
Share statistics (unaudited)					
Asset value	415p	436p	381p	375p	327p
Adjusted basic earnings per share	71.24p	78.41p	75.10p	66.77p	54.51p
Dividend**	36.0p	37.5p	39.0p	39.5p	39.5p
Times covered (adjusted basis)	2.0	2.1	1.9	1.7	1.4

* Dividends under IFRS relate only to dividends declared and paid in that year

** Represents paid interim and proposed final dividend per share

Alternative performance measures

The Board monitors performance, principally, through adjusted and like-for-like performance measures or Alternative Performance Measures (APMs). Adjusted profit and earnings per share measures exclude certain items, including the impact on net debt of IFRS 16, amortisation of acquired some intangible assets, impairment charges and exceptional items.

The Board believes that such alternative measures are useful as they exclude one-off (impairment of intangible assets and exceptional items) and non-cash (amortisation of intangible assets) items; which are normally disregarded by investors, analysts and brokers in gaining a clearer understanding of the underlying performance of the Group from one year to the next when making investment and other decisions. Equally, IFRS 16 is excluded from net debt measures used by these same stakeholders and so is removed from certain APMs.

The key measures used as APMs are reconciled below.

	2026 £000	2025 £000
(Loss)/Profit before tax as per the Income Statement	(7,046)	21,720
Amortisation and impairment of goodwill, trade names and customer relationships	3,398	4,062
Exceptional items	30,610	10,890
Adjusted profit before tax, amortisation, impairment of goodwill, trade names and customer relationships and exceptional items APM ('Adjusted Profit')	26,962	36,672
Interest	10,239	10,318
Operating profit before amortisation, impairment of goodwill, trade names and customer relationships and exceptional items APM ('Adjusted Operating Profit')	37,201	46,990
Remove interest on lease liabilities	(4,117)	(3,699)
Depreciation of property, plant and equipment	44,148	46,464
Amortisation of software	802	848
Adjusted EBITDA APM	78,034	90,603
Add back interest on lease liabilities	4,117	3,699
Depreciation on right of use assets	18,222	18,396
Adjusted EBITDA post IFRS 16 APM	100,373	112,698

	2026 pence	2025 pence
Basic (loss)/earnings per share	(13.8)	36.6
Impact of amortisation, impairment of intangible assets and exceptional items after tax	68.3	30.2
Basic (loss)/earnings per share before impact of amortisation, impairment of intangible assets and exceptional items after tax	54.5	66.8

	2026 £000	2025 £000
Net debt including lease liabilities	212,569	203,921
Lease liabilities	(63,647)	(65,424)
Net debt excluding lease liabilities APM	148,922	138,497

Return on Average Capital Employed (ROACE) of 11.2% (2025: 14.2%) is based on adjusted operating profit before interest on lease liabilities divided by average capital employed on a monthly basis using the management accounts.

Directors and advisers

Executive Directors

Jeremy F G Pilkington, B.A. Hons. (Chair)

Alice Woodwark (appointed 2 February 2026)

Anna C Bielby, F.C.A. (resigned 2 February 2026)

Keith J Winstanley PhD. B.S.C, F.C.A

Non-Executive Directors

Stuart W Watson, B.A,(Econ) F.C.A.

J Mark Bottomley, B.S.C, F.C.A.

Philip M White, B.Com, F.C.A, CBE
(resigned 30 June 2025)

Richard S Smith

Company Secretary

Sarah (Sally) E Jones

Registered Office

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Registered in England and Wales: No 481833
Telephone: 01423 533400

Independent Auditors

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Central Square, 29 Wellington Street, Leeds, LS1 4DL

Lawyers

Squire Patton Boggs (UK) LLP
6 Wellington Place, Leeds LS1 4AP

Registrars and Transfer Office

MUFG Corporate Markets
Central Square, 29 Wellington Street, Leeds S1 4DL

Bankers

Lloyds Bank Plc

HSBC Bank Plc

National Westminster Bank Plc

Investment Bankers

N M Rothschild & Sons Limited

Brokers

Singers Capital Markets

Berenberg

Public Relations

Sodali & Co Limited

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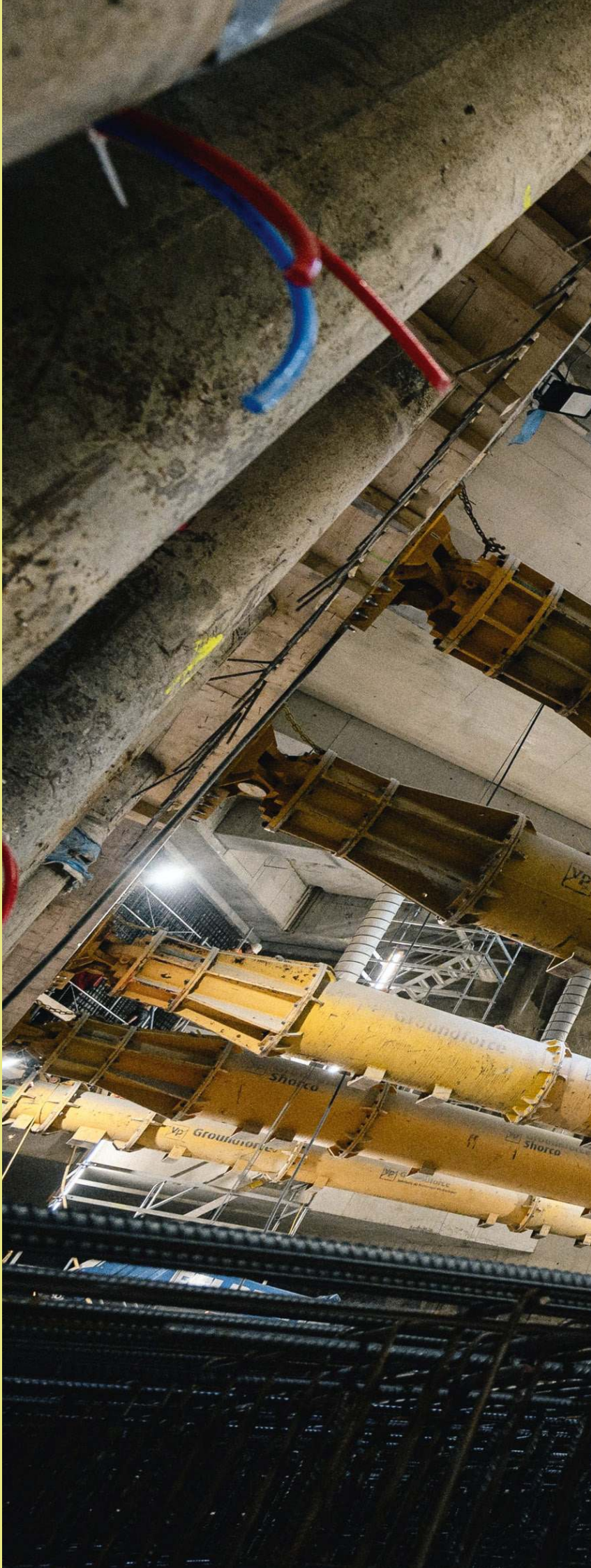

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