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Petershill Partners PLC
31 March 2025

Petershill Partners

Operated by Goldman Sachs Assets Management

2024 PRELIMINARY RESULTS

For the year ended 31 December 2024

A STRONG YEAR OF STRATEGIC PROGRESS AND FINANCIAL DELIVERY

- **Good performance with 11% growth in Partner Distributable Earnings to 323m, and continued asset raising momentum.**
- **Completed four acquisitions totaling 205m and three disposals generating nominal consideration of 575m during 2024.**
- **Total capital return during 2024 of 563m[1], including 2024 interim dividend payment of 54m, 2024 proposed final dividend of 114m, special dividend payments of 287m, tender offer of 103m[2] and 6m buyback.**
- **Subsequent to the year end, completed a further acquisition and disposal, and the announcement of a 151m special dividend.**

Key Highlights

- Higher Adjusted Profit After Tax[3] of 216m for the year ended 31 December 2024 (2023: 200m).
  - Adjusted EBIT[3] of 293m (2023: 284m) with Adjusted EBIT margin[3] of 88% (2023: 89%) and Adjusted EPS[3] of 19.7 cents (2023: 17.6 cents).
  - IFRS Profit After Tax of 832m (2023: 321m) and IFRS EPS of 75.8 cents (2023: 28.4 cents).
  - Completed four acquisitions during 2024, totaling 205m including the acquisition of a stake in Kennedy Lewis Investment Management and additional interests in three existing Partner-firms.
  - During 2024, the aggregate nominal consideration due from sales of stakes in Partner-firms amounted to 575m relative to the carrying value of assets disposed at the transaction dates of 483m, a premium of approximately 19% to the last reported carrying value.
  - The Board has proposed a final dividend of 10.5 cents per share taking the full year dividend for 2024 to 15.5 cents per share (2023: 15.0 cents).
  - The Board has announced a special dividend of 14.0 cents per share, equivalent to 151m, reflecting the return to shareholders of the majority of the net gain on the sale of the stake in General Catalyst announced on 16 January 2025.

- Partner Distributable Earnings (DE)[4] of 323m, up 11% (2023: 292m).
  - Partner Fee Related Earnings (FRE)[4] of 225m, up 11% (2023: 203m). Pro-forma 2024 FRE, adjusted for disposals amounted to 186m[5].
    - Net management fees[4] were 10% higher year-over-year
    - Partner FRE Margin[4] of 58% (2023: 58%)
  - Partner Realised Performance Revenues (PRE)[4] of 73m, up 33% (2023: 55m). PRE as a percentage of Partner Revenues[4] of 15% (2023: 13%).
  - Partner Private Markets Accrued Carried Interest at 702m, 14% higher year-on-year (31 December 2023: 615m).

10 Partner-firm AuM growth and 32bn gross fee eligible assets raised in 2024 exceeding guidance range of 20 - 25bn.
  - Aggregate Partner-firm AuM[4] of 337bn and Aggregate Fee-paying AuM[4] of 238bn, up 11% and 8%, respectively year-over-year.
  - 8bn of fee eligible assets at 31 December 2024 are expected to turn on and generate revenues in future periods.

- Strong capital return and efficient Balance Sheet.
  - Investments at fair value were 5.8bn, an increase of 11% vs. the prior year end (2023: 5.3bn).
  - Cash and investments in money market funds totaling 23m as at 31 December 2024 (31 December 2023: 305m), reduction predominately reflects the capital return during the period.
  - Free cash flow[3] conversion at 82% (2023: 99%).
  - Book value per share[3] of 471 cents (2023: 431 cents).

Ali Raissi-Dehkordy and Robert Hamilton Kelly, Co-Heads of Goldman Sachs Petershill Group commented:

"In 2024 there was positive momentum across the business, and we delivered successfully on our financial and strategic goals. We are pleased with our Partner-firms asset raising meeting or exceeding our guidance for three consecutive years, against three years of lower industry asset raising. Underlying financial performance from our Partner-firms improved with double digit growth in Partner Distributable Earnings. We successfully executed on a number of value enhancing acquisitions, including Kennedy Lewis Investment Management, increasing our exposure to the attractive private credit space and in 2025 we acquired a stake in Frazier Healthcare Partners, a specialist mid-market private equity firm. Strategic disposals during the year generated nominal consideration of 575m, representing a premium of 19% to the carrying value of the stakes disposed. Including the General Catalyst disposal post year end, the premium achieved on disposals relative to the last reported carrying value was around 40%, clearly demonstrating the impact of our valuation creation model at Petershill Partners. Our portfolio of Partner-firms remains strong and focused on private market firms, with the carrying value of our Partner-firms up 11%. Whilst the economic and geopolitical environment remains uncertain, our robust capital raising and dynamic approach to capital allocation underpins our confidence in our strategy and generating strong returns for shareholders."

1. Totals may not add due to rounding.
2. Total excludes capitalised costs of 3.4m.
3. Financial measure defined as Alternative Performance Measure, or ("APM"). Further information on APMs on page 53.
4. Partner-firm key operating metric. Refer to the glossary on page 50 for additional information.
5. Pro-forma 2024 FRE adjusted for the impact of the disposal of LMR, partial disposals of Accel-KKR ("AKKR") and the sale of the majority of the stake in General Catalyst.

2025 Guidance

- 20 - 25bn organic fee-eligible AuM raise and realisations of 5 - 10bn in fee-paying AuM.
- 180 - 210m full year Partner FRE. 2024 pro-forma FRE of 186m[1].
- PRE of 15% - 30% of total Partner Revenues.
- Acquisitions in 2025 expected to be above the medium term range of 100 - 300m per annum

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- 85% - 90% Company Adjusted EBIT margin.

Subsequent Events

- As previously announced, subsequent to the year end the Company completed a sale of the majority of its stake in General Catalyst. The sale arises from a capital restructuring being undertaken by General Catalyst and external investors. The total nominal consideration of 726m represents a 62% premium to the 447m last reported carrying value prior to the disposal, of the interests being sold. The 5.8bn fair value of investments as at 31 December 2024 reflects the revaluation of General Catalyst to the exit value. The Board intends to retain the majority of the net proceeds for redeployment into new investments. The 207m of the principal amount relating to the first tranche of the loan notes has been received. The Board has approved a special dividend of 14.0 cents (USD) per share, equivalent to 151m, reflecting the return to shareholders of the majority of the net gain on the disposal after taxes and fees. The special dividend is payable on 9 May 2025 to shareholders on the register as at close of business on 11 April 2025, with ex-dividend date of 10 April 2025.

- On 14 March 2025, the Company acquired a stake in Frazier Healthcare Partners for 330m of which 16m was funded at close with 314m deferred, primarily occurring in 2026 and 2027. Frazier is a healthcare specialist private equity firm with 5.5bn of AuM.

Final Dividend

The Board has proposed a final dividend payment of 10.5 cents (USD) per share, payable on 13 June 2025 to shareholders on the register as at close of business on 9 May 2025, with ex-dividend date of 8 May 2025. The total dividend per Ordinary Share for 2024 is 15.5 cents up 3% from 2023, in line with the progressive dividend policy. Shareholders should note that the default payment currency is USD, however, shareholders can elect to have their dividends paid in either GBP or EUR. The last day for currency elections to be registered is 23 May 2025. Currency elections should be submitted via CREST[2] in the usual manner.

Special Dividend

The Board has approved a special dividend payment of 14.0 cents (USD) per share, payable on 9 May 2025 to shareholders on the register as at close of business on 11 April 2025, with ex-dividend date of 10 April 2025. Shareholders should note that the default payment currency is USD, however, shareholders can elect to have their dividends paid in either GBP or EUR. The last day for currency elections to be registered is 25 April 2025. Currency elections should be submitted via CREST[2] in the usual manner.

1. Pro-forma 2024 FRE adjusted for the impact of the disposal of LMR, partial disposals of AKKR and the sale of the majority of the stake in General Catalyst.
2. CREST: Certificates Registry for Electronic Share Transfer - electronic system for holding securities.

MANAGEMENT RESULTS

	Year ended 31 December 2024 m	Year ended 31 December 2023 m
Income		
Partner Fee-Related Earnings¹	224.7	203.0
Partner Realised Performance Revenues¹	72.9	54.7
Partner Realised Investment Income¹	25.2	34.4
Total Partner Distributable Earnings	**322.8**	**292.1**
Interest income	9.5	27.3
Total Income²	**332.3**	**319.4**
Operating costs		
Board of Directors' fees and expenses	(1.7)	(1.7)
Operator charge	(24.2)	(21.9)
Profit sharing charge	(1.5)	(0.1)
Other operating expenses³	(11.7)	(11.3)
Total operating costs	**(39.1)**	**(35.0)**
Adjusted Earnings before interest and tax (EBIT)²	**293.2**	**284.4**
Finance income	2.4	-
Finance cost	(36.7)	(37.1)
Adjusted Earnings before tax (EBT)²	**258.9**	**247.3**
Tax and tax related expenses²	(42.7)	(47.7)
Adjusted profit after tax²	**216.2**	**199.6**
Reconciliation of Adjusted profit after tax to IFRS profit for the year after tax		
Adjusted profit after tax²	216.2	199.6
• Movement in financial assets and liabilities held at fair value	873.6	220.6
• Divestment fee expense	(152.5)	(50.5)
• Transaction costs	(6.2)	-
• Non-recurring operating (expense)/credit	(0.5)	1.2
• Change in liability for Tax Receivables Agreement	(7.8)	(21.5)
• Adjustment for Tax and tax related expenses	(90.4)	(28.3)
IFRS profit for the year after tax	**832.4**	**321.1**

1. Partner-firm key operating metrics and IFRS. Refer to the glossary on pages 50 to 52 for additional information.
2. Financial measure defined as Alternative Performance Measure, or ("APM"). Further information on pages 53 to 56.
3. 2024 amount excludes transaction costs of 6.2 million and non-recurring expenses of 0.5 million. 2023 amount excludes 1.2 million VAT reclaim.
4. Includes 837.6 million (31 December 2023: 227.0 million) relating to unrealised gain on fair value of current and non-current investments held at year end, 29.1 million (31 December 2023: nil) relating to year-to-date realised gain on fair value of investments disposed of during the year and 6.9 million (2023: loss of 6.4 million) relating to net unrealised gain on the fair value of contingent consideration at fair value through profit or loss.
5. 2024 amount includes deal transaction costs of 6.2 million related to acquisitions and disposals.
6. 2024 amount includes non-recurring operating expense of 0.5 million. 2023 amount includes 1.2 million VAT reclaim.
7. Includes deferred tax expense related to movement in financial assets and liabilities held at fair value.

KEY PARTNER-FIRM METRICS

Petershill Partners Operating Metrics

		31 December		
		2024	2023	Δ
Aggregate Partner-firm AuM	(bn)	**337**	304	11%
Aggregate Fee-paying Partner-firm AuM	(bn)	**238**	221	8%
Ownership Weighted Partner-firm AuM	(bn)	**40**	37	8%
Ownership Weighted Fee-paying Partner-firm AuM	(bn)	**29**	28	4%
Partner Blended Net Management Fee Rate	(%)	**1.34%**	1.31%	+3 bps

Implied Blended Partner-firm FRE Ownership	(%)	**12.4%**	13.3%	-90 bps
Partner Net Management and Advisory Fees	(m)	**386**	350	10%
Management Fees	(m)	**395**	356	11%
Fee Offsets	(m)	**(17)**	(18)	(6)%
Transaction and Advisory Fees	(m)	**8**	12	(33)%
Partner Fee-Related Expenses	(m)	**(161)**	(147)	10%
Partner FRE	(m)	**225**	203	11%
Partner Realised Performance Revenues (PRE)	(m)	**73**	55	33%
Partner Realised Investment Income	(m)	**25**	34	(26)%
Partner Distributable Earnings	(m)	**323**	292	11%
Partner FRE Margin	(%)	**58%**	58%	- pts
Partner Distributable Earnings Margin	(%)	**67%**	67%	- pts
Partner Realised PRE as a percentage of Partner Revenue	(%)	**15%**	13%	+2 pts
Partner Realised PRE over Average Aggregate Performance Fee Eligible Partner-firm AuM[1]	(bps)	**2.6 bps**	2.0 bps	+0.6 bps
Additional Metrics:				
Partner Private Markets Accrued Carried Interest	(m)	**702**	615	14%
Investment Capital	(m)	**274**	423	(35)%

1. Realised Performance Fee Revenues for the period divided by the Average Aggregate Performance Fee Eligible Partner-firm AuM. The Average Aggregate Performance Fee Eligible Partner-firm AuM represents the average of the beginning and ending period stated.

DETAILS OF RESULTS PRESENTATION

There will be a call for investors and analysts at 9.00am GMT today, 31 March 2025, hosted by Ali Raissi-Dehkordy, Robert Hamilton Kelly and Gurjit Kambo to discuss these results, followed by a Q&A session.

All interested parties are invited to participate via telephone or the audio webcast. Please click here to access the webcast.

Conference Call Information:

Domestic: +44 (0) 330-165-3657
Domestic Freephone: 0800 279 6843
International: +1-929-477-0366
International Freephone: 888-245-0918
Conference ID: 6929513

All participants are asked to dial in approximately 10-15 minutes prior to the call, referencing "Petershill Partners" when prompted.

Replay Information:

An archived replay of the call will be available on the webcast link.

Please direct any questions regarding obtaining access to the conference call to Petershill Partners Investor Relations, via e-mail, at PHP-Investor-Relations@gs.com

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ABOUT PETERSHILL PARTNERS

Petershill Partners plc (the "Company" or "Petershill Partners") and its Subsidiaries (the "Group") is a diversified, global alternatives investment group focused on private equity and other private capital strategies. Through our economic interests in alternative asset management firms ("Partner-firms"), we provide investors with exposure to the growth and profitability of the alternative asset management industry. The Company completed its initial acquisition of the portfolio of Partner-firms on 28 September 2021 and was admitted to listing and trading on the London Stock Exchange on 1 October 2021 (ticker: PHLL). The Company is operated by Goldman Sachs Asset Management ("Goldman Sachs" or the "Operator") and is governed by a diverse and fully independent Board of Directors (the "Board").

Through our Partner-firms, we have exposure to 337 billion of Aggregate Partner-firm AuM as of 31 December 2024, comprising a diverse set of more than 200 long-term private equity and other private capital funds where capital is typically locked in over a multi-year horizon. These underlying funds generate recurring management fees and the opportunity for meaningful profit participation over the typical 9+ years lifecycles of such funds. We believe our approach is aligned with the founders and managers of our Partner-firms and, as a result, allows the Company to participate in these income streams in a way that aims to provide high-margin, diversified and stable cash flows for our shareholders.

For more information, visit https://www.petershillpartners.com/homepage.html. Information on the website is not incorporated by reference into this press release and is provided merely for convenience.

CHAIRMAN'S STATEMENT

Dear Shareholders

2024 was an active and productive year for your Company. Underlying performance from our Partner-firms improved and we completed a number of value creating acquisitions and disposals. The Board also undertook a number of capital management actions including a share buyback, a tender offer and the distribution of two special dividends. As a result, the market has begun to better reflect the value of the business and the total shareholder return was strong.

This was against a backdrop of a good year for global equity markets with the US, where the majority of our businesses invest, leading the way - the S&P500 ended the year up 23%. The headline number, however, masks the fact that stock market index growth was concentrated in a few names and both stock and bond markets experienced periods of heightened volatility as a result of geopolitical events that took place throughout the year. Periodic bouts of uncertainty around the timing and depth of interest rate cuts in major developed markets also weighed on sentiment. Against this improving, but still challenging backdrop, private markets asset-raising at the industry level contracted for a third successive year coming in 21% lower year-on-year. It is encouraging to note that, despite the volatile environment, our Partner-firms exceeded the aggregate guidance we set a year ago, raising 32 billion of new fee-eligible AuM (assets under management) during the year.

High-quality Partner-firms

This is the third consecutive year that our asset-raising guidance has either been met or exceeded. In all, 16 different firms contributed to the overall figure this year. We view this as testament to the quality of the alternative asset management companies we invest in, the benefits of having a portfolio of GP stakes that is diversified across asset class, strategy and vintage and our focus on specialist middle-market managers, an area we believe enjoys a long runway of growth.

The quality of our Partner-firms can also be seen in Petershill Partners' own financial performance for the year. Fee-Related Earnings (FRE) are up 11% driven by 10% growth in Partner Net Management and Advisory Fees, in-line with 10% cost growth at our Partner-firms. FRE accounts for 70% of our overall income with the remainder primarily generated from Partner Realised Performance Revenues (PRE). Here too, we are reporting growth of 33% for the year, driven partly by improving activity levels as the year progressed. Overall, we are reporting an 11% increase in our Partner Distributable Earnings for the year.

The pick-up in activity levels seen across our Partner-firms is mirrored by Petershill Partners' own experience. In 2023, we did not conclude a single acquisition or divestment. By contrast, 2024 saw the Company complete four acquisitions at a total cost of 205 million, along with three divestments for a total consideration of 575 million, a 19% premium to the 483 million carrying value at the transaction dates. This reflected sales at significantly higher earnings multiples than the company trades on, and also in excess of our carrying valuation multiples.

In terms of acquisitions made, we increased our interest in three existing Partner-firm investments via a secondary transaction from a financial investor executed at a discount to our carrying value. We also added a new Partner-firm to our portfolio after we acquired a stake in private credit manager Kennedy Lewis Investment Management, which operates in the private credit space, a segment which is growing rapidly.

As for disposals, we sold a partial interest in Accel-KKR ("AKKR") followed by a further sale of mainly investment capital in the same manager. In addition, we disposed of our stake in LMR Partners ("LMR"), an absolute return manager. All the above activity was in line with our strategy of focusing on high-quality management fee-centric earnings.

Subsequent to the year end we announced the sale of the substantial majority of our interest in General Catalyst for a consideration of 726 million, representing a premium to its last reported carrying value of 62%. In addition, on the 14 March 2025, the Company acquired a stake for 330 million in Frazier Healthcare Partners, a specialist mid-market private equity firm with 5.5 billion in AuM.

Stewards of capital

As a Board, we take our role as stewards of Shareholder capital seriously. In line with this, we are focused on optimising capital efficiency. So, as well as funding the 205 million spent on the above acquisitions, the operating cashflows and proceeds raised from the various sales enabled us to return a total of 563 million to Shareholders through a combination of a tender offer, special dividends, a buyback programme and our progressive dividend policy. We approved all these steps over the course of the year because, in our view, they represented efficient uses of capital. Subsequent to year end the Board announced a special dividend of 151 million representing the majority of the profit realised on the General Catalyst sale. The balance of the proceeds from that transaction will be retained for redeployment into new investments.

The tender offer serves as an example of how our focus on capital efficiency works in practice. During the first quarter of the year, we believed the Petershill Partners share price, which was regularly trading at a 45-50% discount to net asset value, represented a compelling investment opportunity. We therefore completed a tender offer of 103 million to Shareholders at a price of 214p per Ordinary Share, a 15% premium to the previous day's closing price of 186p. Petershill's share price went on to finish the year at 248p, 16% higher than the tender offer price, highlighting how the exercise was not only significantly value accretive but also an effective use of the Company's capital. We will continue to review and undertake other actions designed to continue to narrow the discount to net asset value at which the Company's shares trade.

The careful stewardship of your capital can also be seen in the year end carrying value of the Company's investments, which increased by 11% over the year. The increase in the value of our investments was a result of higher multiples on comparable listed businesses which in turn was in response to rising markets and a reduction in the cost of capital and the revaluation of the stake in General Catalyst to the exit value.

The disposals also illustrate the value creation within our investment model. In the 2025 disposal of General Catalyst, the blended cost of capital implied in our holding value of GC at the time of the transaction was approximately 17%, compared to the implied blended cost of capital on exit of approximately 11%, which implies a higher exit multiple relative to entry multiple. At the time we underwrite new deals, the typical implied blended cost of capital is approximately 15-20%, and projected returns are predicated on growth and cashflow and not multiple expansion. The outcomes have shown the approach to underwriting to be conservative.

Aside from the return of capital to Shareholders, there have been no other changes to the capital structure of the Company. Our fixed-rate debt remains relatively low cost and long term with a maturity range of between 4 and 17 years. Based on the solid free cash flow that continues to be generated by our Partner-firms, we have been able to increase our dividends for the year. The Board approved an interim dividend of 5.0 cents per share and is recommending a final dividend of 10.5 cents per share, bringing the full-year payout to 15.5 cents per share, an increase of 3% compared to 2023's 15.0 cents per share. We have therefore maintained our track record of raising our regular annual payout in each of the years since our IPO. During this year we were also able to return 26.5 cents per share to investors in the form of two special dividends bringing total capital return from dividends in respect of 2024 to 42.0 cents per share, equivalent to approximately 33 pence per share. Subsequent to the year end, the Board announced a special dividend of 14.0 cents per share, relating to the 2025 General Catalyst disposal.

During the year, we held 11 Board meetings and 3 Board sub-committee meetings, supplemented by 12 meetings of Board Committees, covering Audit and Risk, Remuneration, Nomination and Management Engagement. As a Board, we make ourselves available to meet with our Shareholders both via direct engagement and the investor relations activities of the Operator and our brokers. Board members also attend the Operator's annual meeting for limited partners in its private funds which invest in GP stakes. This provides an opportunity to engage with the end investors which collectively own the majority of the Company through funds managed by Goldman Sachs Asset Management. As part of the Board's continued engagement with the Company's Partner-firms, we met with a number of our Partner-firms during the year. In addition, 2024 saw 402 engagements between the Operator and Partner-firms via the Operator's GP services platform. The support and services provided by the platform are focused on unlocking value and growing returns.

Outlook

The year under review has seen significant progress made at the portfolio and corporate level. Whilst the higher level of economic and market uncertainty may impact industry deal volumes, we believe our business is well-positioned to capitalise on GP-stakes opportunities. In our view, the market is starting to recognise the value creation opportunity that acquiring stakes in alternative asset managers presents, as well as the Company's focus on capital efficiency. Despite the volatility in markets in Q1, we hope to deliver attractive risk-adjusted returns in the long term.

THE OPERATOR'S REPORT

The Company's purpose is to provide investors with access to the growth of the alternative asset management industry via a diversified portfolio of minority interests in private asset management companies. The Company earns a share of management fees generated by over 200 funds managed by 20+ Partner-firms operating across the alternative assets space. The Company's overall income is diversified by asset class, strategy, sector and vintage and is largely stable and recurring.

To assist readers, we refer throughout this section to adjusted measures which the Company considers to be Alternative Performance Measures or APMs and Operating Metrics. APMs are non-IFRS measures that analyse our performance, using a variety of measures that are not specifically defined under IFRS; while Operating Metrics are non-IFRS measures that are based on the performance of the Partner-firms which are not related to the Company's financial statements.

APMs and Operating Metrics are used by the Directors and the Operator to analyse the business and financial performance, track the Company's progress, and help develop long-term strategic plans and they also reflect more closely the cash flow of the Company. The Directors believe that these APMs and Operating Metrics are useful to investors, analysts and other interested parties as supplemental measures of performance and liquidity.

Definitions of APMs and Operating Metrics, along with reconciliations to the relevant IFRS measures for APMs, where appropriate, can be found in the Glossary of Key Operating Metrics on pages 50 to 52 and Alternative Performance Measures on pages 53 to 56.

The IFRS and APM basis numbers discussed and presented below include changes in fair value of investments, and it should be noted that, while permitted, it is not the Company's core strategy to exit or realise these investments. Therefore, management results are also presented, excluding the change in investments at fair value through profit and loss and related divestment fee.

Company Performance

The Company's income increased in 2024 as earnings generated by our Partner-firms grew over the course of the year. Partner-firm FRE and PRE increased 11% and 33% respectively over the prior year, while Partner Realised Investment Income decreased 26% in 2024, resulting in an overall increase in Partner Distributable Earnings of 11% over the prior year. Fund-raising by Partner-firms continued to be robust despite a challenging environment. The 32 billion fee-eligible AuM raised in 2024 is attributable to the high quality of our Partner-firms and the diversification of our portfolio. Aggregate Partner-firm AuM grew 11% and Aggregate Fee-paying AuM grew 8% for the year. Ownership weighted AuM increased 8% year-over-year to 40 billion and Fee-paying ownership-weighted AuM increased 4% year-over-year to 29 billion.

The Company's results for 2024 cover the period from 1 January 2024 through 31 December 2024 and are presented with comparative data for 2023.

The Company's revenue model is comprised of three types of income from Partner-firms: management fee income, performance fee income and investment income. Of these three, management fee income in particular provides stable, recurring profits. FRE Margin was flat at 58% (2023: 58%), the management fee income for the year was 225 million (2023: 203 million), performance fee income 73 million (2023: 55 million), and investment income 25 million (2023: 34 million).

The IFRS Profit and total comprehensive income for the year after tax was 832 million (2023: profit of 321 million) equating to an Earnings Per Share (EPS) of 75.8 cents (2023: 28.4 cents). This includes an increase in financial assets and liabilities held at fair value of 874 million (2023: 221 million increase), a divestment fee expense of 153 million (2023: 51 million), non-recurring operating expenses of 1 million (2023: 1 million credit), transaction costs of 6 million (2023: nil), change in liability for Tax Receivables Agreement of 8 million (2023: 22 million), an increase in deferred tax of 120 million (2023: 53 million increase) and excludes an expected payment towards the Tax Receivables Agreement of 30 million (2023: 24 million).

The Company's Adjusted Profit after tax[1] was 216 million (2023: 200 million). The Company's Adjusted EBIT[1] for the year was 293 million (2023: 284 million), resulting in an Adjusted EBIT margin[1] of 88% (2023: 89%).

The Company's results continue to highlight Petershill Partners' key characteristics as a business with significant growth of durable capital, delivering stable and recurring revenues with a highly efficient Adjusted EBIT margin and significant cash flow.

Dividends

Petershill Partners has set a progressive dividend policy which will reflect earnings growth over time. The Board reviews the distributable reserves periodically, including consideration of any material changes since the most recent audited financial statements, ahead of proposing any dividend. The interim dividend is set to one-third of the prior year's annual dividend amount, and the final dividend proposed is set to reach the target for the year. Shareholders will be given the opportunity to approve the final dividend for the year at the Company's Annual General Meeting.

During the year ended 31 December 2024, the Company paid a final dividend with respect of the year ended 31 December 2023 of 10.1 cents per share, an interim dividend in respect of the year ended 31 December 2024 of 5.0 cents per share and two special dividends in relation to the disposals of LMR Partners and Accel-KKR LLC of 9.0 cents per share and 17.5 cents per share respectively.

Based on the financial results for the year, the Board has proposed a final dividend of 10.5 cents per Ordinary Share to be approved by Shareholders at the AGM on 22 May 2025. This dividend, when combined with the interim dividend declared of 5.0 cents per Ordinary Share, totals 15.5 cents per Ordinary Share for 2024.

The Board has approved a special dividend payment of 14.0 cents (USD) per share payable on 13 June 2025 to shareholders on the register as at close of business on 9 May 2025, with ex-dividend date of 8 May 2025.

Given our financials are primarily driven by USD denominated economics (management fees and USD denominated funds, and performance fees and balance sheet income on USD denominated funds), our dividends are proposed and paid in USD. However, Shareholders have the option to elect for payment in either GBP or EUR.

Investments at Fair Value through Profit or Loss

	2024 m	2023 m
At beginning of year	**5,255**	4,959
Investments (includes new, follow on, and prior commitments, net of disposals)	**(310)**	69
Change in investments at fair value through profit and loss	**867**	227
At end of year	**5,812**	5,255

The fair value of the Company's investments in Partner-firms at 31 December 2024 was 5,812 million (31 December 2023: 5,255 million). The fair value of the Company's investments in Partner-firms is determined using both earnings multiples and discounted cash flow techniques, which are common industry approaches. In valuing the investments, key assumptions include estimates of future AuM growth, expected management and performance fee margins, expected current and future underlying fund returns and timing of realisations.

There was an increase in the fair value of investments through profit and loss of 867 million (2023: 227 million increase) for the year ended 31 December 2024. The increase in fair value was predominantly due to a decrease in the weighted average discount rate used to value private markets fee-related earnings and private markets performance fee-related earnings to 11.9% and 24.1% in 2024 from 13.0% and 25.2% in 2023 respectively, as a result of lower risk premiums for individual managers driven by de-risked cash flow projections, an increase in valuations multiples of comparable businesses and the uplift in relation to the fair valuation of General Catalyst to exit price. Refer to Note 4, Investments at fair value through profit or loss, beginning on page 30 for additional details.

1. Financial measure defined as Alternative Performance Measure, or ("APM"). Further information on pages 53 to 56.

The fair valuation uplift was offset by the impact of net investment activity. During the year ended 31 December 2024, the Company made an acquisition in Kennedy Lewis Investment Management and additional investments in three other existing Partner-firms, disposed fully of its holdings of FORT Investment Management and LMR Partners LLP and disposed partially its holdings in Accel-KKR LLC.

See Note 4 in the Notes to the consolidated financial statements on page 30 for additional information

See Note 4 in the Notes to the consolidated financial statements on page 30 for additional information.

Cash and Investments in Money Market Funds

The Company's balance sheet continues to be strong and well-capitalised. On 14 December 2023, the Company entered into a fixed term deposit of 150 million, which matured on 15 March 2024. At 31 December 2024 the Company had 15 million in cash and cash equivalents (2023: 243 million) and 9 million invested in money market funds (31 December 2023: 62 million) with an AAA credit rating. The reduction in cash and cash equivalents was mainly the result of dividends declared and paid, tender offer, and the acquisitions during the year.

Borrowing

The Company has 500 million of long-term, unsecured debt with an effective interest rate of 6.2% and a range of maturities between 7 and 20 years. This debt was issued in 2022 and the proceeds were used to retire 350 million of notes outstanding at the time.

On 6 January 2023, the Company entered into a 100 million revolving credit facility with a term of three years. The Company is subject to a fee on the drawn and undrawn amounts. The rate for any drawn amount is based on reference rate plus a spread. The interest rate on the revolving credit facility is subject to changes in market interest rates. In 2024, the Company did not draw down on the revolving credit facility. Any interest expense incurred is included in finance cost.

Deferred Payment Obligations

Certain investments in Partner-firms are purchased with deferred payment terms. These deferred payment obligations represent amounts payable by the Company at various dates in the future. When the Company enters into deferred payment obligations, a portion of the purchase price is recognised as finance cost through the settlement of the payables under the effective interest method. The interest rate used is based on the reasonable borrowing rate for the Company at the time of the transaction. At 31 December 2024, the Company has recorded deferred payment obligations of 88 million (31 December 2023: 52 million). In 2024, 6 million was included in finance costs (2023: 6 million), which was associated with deferred payment obligations.

Deferred Consideration Receivable

Certain investments in Partner-firms have been sold in the year ended 31 December 2024 with deferred payment terms. This deferred consideration represent amounts owed to the Company at various dates in the future. When the Company enters into a deferred consideration agreement, a portion of the sale price is recognised as finance income through the settlement of the receivables under the effective interest method. The interest rate used is based on the reasonable borrowing rate for the Company at the time of the transaction. At 31 December 2024, the Company has recorded deferred consideration receivable of 152 million (31 December 2023: nil). In 2024, the Company earned finance income including 2 million (2023: nil) arising from deferred consideration receivable.

Contingent assets and liabilities at fair value through profit or loss

When certain investments in Partner-firms are purchased or sold, it is probable that the Company may have to pay or receive additional consideration based on the underlying terms of the purchase or sale agreement respectively. As a result of investment activity, the Company has recorded a contingent liability of 8 million (31 December 2023: 6 million) representing a portion of the total consideration payable which is probable in connection with its purchase of investments in certain Partner-firms, based on the Partner-firms' ability to raise capital or meet certain revenue thresholds as defined in the relevant investment agreement. In addition, the Company has recorded a contingent asset of 96 million (31 December 2023: nil) representing a portion of the total consideration receivable which is probable in connection with its sale of investments in certain Partner-firms.

Tax Receivables Agreement

The Company entered into a Tax Receivables Agreement as part of the Initial Acquisition on 28 September 2021. The agreement provides for the payment of 75% of cash tax savings, if any, in US federal, state and local income tax that the Company actually realises. The cash tax savings are defined as the difference between the taxes actually due, and the taxes due had there been no step-up in tax basis from the Initial Acquisition. The Company expects these payments to arise over a period of 15 to 20 years from 31 December 2024. The value of these estimated payments at 31 December 2024 is 159 million (31 December 2023: 175 million) assuming an 18% discount rate and using the Company's most recent projections relating to the estimated timing of the payments. The expected payment for 2024 related to the Tax Receivables Agreement is approximately 30 million (2023: 24 million). Refer to Note 3 in the Notes to the consolidated financial statements on page 28 for additional information.

Operating Expenses

Operating expenses were 198 million (2023: 84 million). Included in the operating expenses for 2024 was a 153 million expense (2023: 51 million) related to the fee payable on the divestment of investments and 6 million (2023: nil) related to transaction costs during the year. The accrual is calculated and charged to the income statement based on the fair value of the Company's investment in Partner-firms at the balance sheet date. Divestment fees only become payable once gains are realised.

The Operator is entitled to such divestment fee calculated at 20% of the realised profit on the exit of an investment. Although the Company does not intend to exit all of its investments, an accrual is reflected representing an amount that would be payable if the Company were to exit all of its investments at carrying value. At 31 December 2024, the fee payable on divestment of investments was 247 million (31 December 2023: 95 million). No payment was made in 2023 or 2024.

The Operator is entitled to a fee (Operator charge) of 7.5% of Income from investments in Partner-firms. The Operator charge for the year was 24 million (2023: 22 million).

The Operator is entitled to a Profit Sharing Charge on a quarterly basis. The Profit-Sharing Charge is equal to 20% of total income from investments in Partner-firms, as defined under IFRS, from new investments made post admission, in the relevant quarter and only after a two-year ownership period from the date on which the investment is closed, and subject to the relevant investment achieving an investment return of at least 6.0%. The Profit Sharing Charge for the year was 2 million (2023: 0.1 million).

The Directors' fees for the year were 1.7 million (2023: 1.7 million). Fees paid to Directors for the year are unchanged in local currency.

The Adjusted EBIT margin[1] for 2024 was 88% (2023: 89%) reflecting the relatively low cost to operate the Company.

Finance Cost

The finance cost for the year ended 31 December 2024 was 37 million (2023: 37 million). Included in the finance cost for 2024 is an amount of 28 million (2023: 28 million) of interest associated with the 500 long-term, unsecured debt and 6 million (2023: 6 million) of imputed interest relating to deferred payment obligations. Refer to Note 10 on page 39 in the Notes to the consolidated financial statements for further breakdown.

Tax Expense

The Company's tax charges are comprised primarily of certain taxes in the United States (where the 2024 federal corporate tax rate was 21.0% and state and local taxes may vary) as well as certain taxes in the United Kingdom (where the 2024 corporate tax rate was 25.0%). Accordingly, the effective tax rate payable by the Company may vary from year to year based on the geographic mix and nature of the income earned by the Company. Notably, a substantial amount of income derived from Management fee income will be subject to United States federal corporate tax as well as applicable state and local taxes. Income derived from Performance fee income and Investment income may be subject to taxes in the jurisdiction in which the investment in the Partner-firm is held, including the United Kingdom.

As a result of the above considerations, as well as the items discussed above under "Tax Receivables Agreement", the Company calculates tax and tax related expenses[1] and its Adjusted tax and tax related expense rate[1] by combining the estimated payment under the Tax Receivables Agreement and the current tax.

Current tax expenses comprise obligations to tax authorities related to current period reporting. Deferred tax expenses arise with respect to temporary differences between carrying amounts of assets and liabilities and their tax bases.

Analysis of Tax

	2024 m	2023 m
Analysis of tax on profit		
Current tax	**13.1**	23.5
Deferred taxation	**120.0**	52.5
Tax expense	**133.1**	76.0

The tax expense does not include the related expected payments under the Tax Receivables Agreement for the current year. The expected payment under the Tax Receivables Agreement for the year ended 31 December 2024 was 30 million (2023: 24 million).

The tax and tax related expenses[1] for the year, which considers both the current tax and the expected payment under the Tax Receivables Agreement ("TRA") were 43 million (2023: 48 million) and the adjusted tax and tax related expense rate[1] was 16.5% (2023: 19.3%). These amounts represent current taxes payable in addition to any expected payments under the Tax Receivables Agreement for the year and exclude deferred taxes.

Capital

As at 31 December 2024, the Company's issued share capital comprised of 1,081,708,167 Ordinary Shares (31 December 2023: 1,122,202,824). During the year ended 31 December 2024, the Company undertook a tender offer and share buyback programme, purchasing an aggregate 40.5 million shares at an average price of 214p per share.

Total Shareholders' funds was 5,100 million at 31 December 2024 (31 December 2023: 4,834 million). As at 31 December 2024, there were retained earnings of 3,399 million (31 December 2023: 3,133 million). Retained earnings included the change in fair value of investments for the year of 867 million (2023: 227 million).

In 2024, the Company paid dividends totalling 454 million and bought back Ordinary Shares via the tender offer and buyback programme totalling 113 million, including transaction costs.

Approximately 80% of Petershill Partners shares are held by long-dated private funds managed by Goldman Sachs Asset Management. Goldman Sachs Asset Management is the manager of these shares and exercises discretion over how and when they could be sold in the future, on behalf of the investors in those funds.

1. Financial measure defined as Alternative Performance Measure, or ("APM"). Further information on pages 53 to 56.

PARTNER-FIRM PERFORMANCE For the year ended 31 December 2024 (CONTINUING OPERATOR'S REPORT)

Key Operating Metrics

We provide significant detail on our Partner-firms in our key Operating Metrics as this gives investors insight into the revenues and revenue model of the Company.

In 2024, fundraising continued across the Company's Partner-firms with Aggregate Fee-paying Partner-firm AuM growing 8% year-on-year to 238 billion. Ownership weighted AuM grew 8% to 40 billion (2023: 37 billion). Strong aggregate Partner-firm AuM and Aggregate Fee-paying AuM growth are the basis for future earnings development and highlight the positive operating dynamics and pricing power of our Partner-firms. This growth has translated into recurring, and high-quality earnings from our Partner-firms, with full year Partner Distributable Earnings of 323 million, despite the challenging environment.

Petershill Partners is not reliant on any one firm, track record or brand. Our approach is to invest in a range of high-quality, high-performing alternative asset management firms, who manage a diverse range of funds, giving the Company stable, high-quality, recurring earnings.

The total AuM at year end comprised over 200 funds, spanning private equity, absolute return and other private capital funds, with an average life cycle of 9+ years. That means capital is locked in for an average duration of 9+ years, generating recurring management fees and the opportunity for meaningful profit participation throughout this time. We believe our long-term approach differentiates us and provides for enhanced alignment with the key principals at each Partner-firm and, as a result, allows the Company to participate in their income streams in a way that provides high-margin, diversified and stable cash flows for our Shareholders.

Partner Fee-Related Earnings (FRE)

Partner FRE, drawn from management fees, increased 11% year-over-year to 225 million (2023: 203 million), primarily reflecting continued growth in Aggregate AuM. Partner Fee-Related Expenses were 161 million in 2024, up from 147 million in 2023. The higher costs were due to Partner-firm fundraising and team expansions, although the Partner FRE margin was flat year-over-year at 58% (2023: 58%).

Transaction and advisory fees were 8 million in 2024 compared to 12 million in the prior year. The lower transaction and advisory fees reflected the subdued transaction environment that impacted global markets in 2024. In 2024, the Partner Blended Net Management Fee Rate was 1.34% (2023: 1.31%).

Partner Realised Performance Revenues (PRE)

PRE, which represents direct participation in the upside performance of Partner-firms' funds and products, increased year-over-year to 73 million for 2024 (2023: 55 million) as we saw the realisation environment picking up in the year. Performance of the absolute return strategies was lower compared to the prior year, driven by our increasing focus on private market alternative asset firms. 8 million was attributable to the absolute return strategy in 2024 (2023: 10 million). 15% of total Partner Revenue in 2024 was derived from PRE (2023: 13%).

Partner-firms manage a variety of performance fee-eligible funds at different stages of their life cycle. Due to this diversification, the Company anticipates that Realised Performance Revenues will be earned regularly from a wide range of funds going forward, with a range of 20-30% of total Partner Revenues over the medium term, assuming market conditions and environment are broadly supportive.

Partner Private Markets Accrued Carried Interest was 702 million at 31 December 2024, compared to 615 million at 31 December 2023.

Partner Realised Investment Income

As an owner in the Partner-firms, the Company shares in a percentage of the investment and balance sheet income of the Partner-firms and realises this through a number of direct positions in the funds of underlying Partner-firms, known as Realised Investment Income. This totalled 25 million in 2024, compared to 34 million in 2023, the decrease is partly driven by the sale of stake in AKKR consisting of the entirety of its balance sheet investment capital.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the year ended 31 December 2024

	Note	For the year ended 31 December 2024 m	For the year ended 31 December 2023 m
Income			
Income from investments in Partner-firms derived from:	2(x)		
Management fee income		224.7	203.0
Performance fee income		72.9	54.7
Investment income		25.2	34.4
Total income from investments in Partner-firms		**322.8**	292.1
Interest income from investments in money market funds	2(x)	**7.7**	24.7
Interest income from other assets	2(x)	1.8	2.6
Total interest income		**9.5**	27.3
Total income		**332.3**	319.4
Movement in financial assets and liabilities held at fair value			
Change in investments at fair value through profit or loss	2(vi), 4	**866.7**	227.0
Change in contingent consideration at fair value through profit or loss	2(vi), 4	**6.9**	(6.4)
Total movement in financial assets and liabilities held at fair value		**873.6**	220.6
Expenses	2(xi)		
Board of Directors' fees and expenses		**(1.7)**	(1.7)
Operator charge	6, 20	**(24.2)**	(21.9)
Profit sharing charge	6, 20	**(1.5)**	(0.1)
Divestment fee expense	6, 20	**(152.5)**	(50.5)
Other operating expenses		**(18.4)**	(10.1)
Total expenses		**(198.3)**	(84.3)
Operating profit for the year		**1,007.6**	455.7
Finance income/(expense)			
Finance income	4	**2.4**	-
Finance cost	10	**(36.7)**	(37.1)
Change in liability for Tax Receivables Agreement	2(v), 3	**(7.8)**	(21.5)
Total finance income/(expense)		**(42.1)**	(58.6)
Profit for the year before tax		**965.5**	397.1
Tax expense	8	**(133.1)**	(76.0)
Profit for the year after tax		**832.4**	321.1
Profit and total comprehensive income for the year		**832.4**	321.1
Profit and total comprehensive income attributable to:			
Equity holders of the Company		**832.4**	321.1
Earnings per share			
Basic and diluted earnings per share (cents)	11	**75.81**	28.38

The accompanying notes on pages 18 to 49 form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

As at 31 December 2024

	Note(s)	31 December 2024 m	31 December 2023 m
Non-current assets			
Investments at fair value through profit or loss	2(vi), 3, 4	**5,085.8**	5,254.7
Contingent consideration at fair value through profit or loss	2(vi), 3, 4	**65.1**	-
		5,150.9	5,254.7
Current assets			
Investments at fair value through profit or loss	2(vi), 3, 4	**726.2**	-
Investments in money market funds at fair value through profit or loss	4	**8.9**	62.3
Cash and cash equivalents	2(xii), 5	**14.5**	242.9
Contingent consideration at fair value through profit or loss	2(vi), 3, 4	**30.7**	-
Deferred consideration receivable	2(vi), 4	**152.8**	-
Trade and other receivables	12	**165.6**	127.4
		1,098.7	432.6
Total assets		**6,249.6**	5,687.3
Non-current liabilities			
Unsecured Notes payable	13, 14	**494.4**	493.8

Deferred payment obligations	2(vi), 4	**32.5**	7.3
Liability for Tax Receivables Agreement	2(v), 3	**129.4**	150.5
Contingent consideration at fair value through profit or loss	2(vi), 3, 4	**-**	3.9
Deferred tax liability	9	**128.2**	8.2
Fee payable on divestment of investments	6, 20	**247.3**	94.8
		1,031.8	758.5
Current liabilities			
Trade and other payables		**7.2**	6.9
Deferred payment obligations	2(vi), 4	**55.3**	44.6
Interest payable	14	**10.0**	10.0
Operator charge payable	6, 20	**7.0**	6.6
Profit sharing charge payable	6, 20	**0.6**	0.1
Contingent consideration at fair value through profit or loss	2(vi), 3, 4	**8.1**	2.5
Liability for Tax Receivables Agreement	2(v), 3	**29.6**	24.2
		117.8	94.9
Total liabilities		**1,149.6**	853.4
Net assets		**5,100.0**	4,833.9
Equity			
Share capital	2(ix), 15	**10.8**	11.2
Share premium	2(ix), 15	**-**	-
Other reserve	2(ix), 15	**1,689.6**	1,689.6
Capital redemption reserve	2(ix), 15	**0.9**	0.5
Retained earnings	16	**3,398.7**	3,132.6
Total Shareholders' funds		**5,100.0**	4,833.9
Number of Ordinary Shares in issue at year end	15	**1,081,708,167**	1,122,202,824
Net assets per share (cents)	17	**471.48**	430.75

The accompanying notes on pages 18 to 49 form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the year ended 31 December 2024

	Note	Share capital m	Share premium m	Other reserve m	Capital redemption reserve m	Retained earnings m	Total m
Opening net assets attributable to Shareholders at 1 January 2024		**11.2**	**-**	**1,689.6**	**0.5**	**3,132.6**	**4,833.9**
Repurchase and cancellation of Ordinary Shares	15	**(0.4)**	**-**	**-**	**0.4**	**(112.5)**	**(112.5)**
Dividends paid	18	**-**	**-**	**-**	**-**	**(453.8)**	**(453.8)**
Profit and total comprehensive income for the year		**-**	**-**	**-**	**-**	**832.4**	**832.4**
Closing net assets attributable to Shareholders at 31 December 2024		**10.8**	**-**	**1,689.6**	**0.9**	**3,398.7**	**5,100.0**

For the year ended 31 December 2023

	Note	Share capital m	Share premium m	Other reserve m	Capital redemption reserve m	(Accumulated losses)/ Retained earnings m	Total m
Opening net assets attributable to Shareholders at 1 January 2023		11.4	3,346.7	1,689.6	0.3	(328.7)	4,719.3
Repurchase and cancellation of Ordinary Shares	15	(0.2)	-	-	0.2	(26.3)	(26.3)
Share premium cancellation	15	-	(3,346.7)	-	-	3,346.7	-
Dividends paid	18	-	-	-	-	(180.2)	(180.2)
Profit and total comprehensive income for the year		-	-	-	-	321.1	321.1
Closing net assets attributable to Shareholders at 31 December 2023		11.2	-	1,689.6	0.5	3,132.6	4,833.9

The accompanying notes on pages 18 to 49 form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

For the year ended 31 December 2024

	Note	For the year ended 31 December 2024 m	For the year ended 31 December 2023 m
Cash flows from operating activities			
Profit for the year before tax		**965.5**	397.1

Adjustments to reconcile operating profit for the year to net cash flows from operating activities:			
Reinvestment of income from investments in Partner-firms		**(2.2)**	(57.0)
Movement in investments at fair value through profit and loss	4	**(866.7)**	(228.8)
Movement in trade and other receivables		**(49.0)**	14.6
Movement in trade and other payables		**0.8**	(2.8)
Movement in fee payable on divestment of investments	6	**152.5**	50.5
Movement in operator charge payable	6	**0.4**	(14.4)
Movement in profit sharing charge payable	6	**0.5**	0.1
Movement in contingent consideration at fair value through profit or loss	4	**(6.9)**	6.4
Finance income		**(2.4)**	-
Finance expense		**44.5**	58.6
Purchase of investments in money market funds	4	**(1,258.0)**	(781.4)
Sale of investments in money market funds	4	**1,319.0**	1,227.1
Reinvested interest income from investments in money market funds	4	**(7.6)**	(24.6)
Taxes paid		**(10.1)**	(28.2)
Net cash flows from operating activities		**280.3**	617.2
Cash flows from investing activities			
Purchase of investments at fair value through profit or loss		**(154.7)**	(204.2)
Disposal of investments at fair value through profit or loss		**265.8**	-
Net cash flows from investing activities		**111.1**	(204.2)
Cash flows from financing activities			
Dividends paid	18	**(453.8)**	(180.2)
Interest expense payments		**(28.3)**	(28.3)
Repayment of share capital	15	**(113.3)**	(25.4)
Payment under Tax Receivables Agreement	20	**(24.4)**	(33.8)
Net cash flows from financing activities		**(619.8)**	(267.7)
Net (decrease)/increase in cash and cash equivalents during the year		**(228.4)**	145.3
Cash and cash equivalents at the beginning of the year		**242.9**	97.6
Cash and cash equivalents at the end of the year		**14.5**	242.9
Non-cash investing activities			
In kind distribution of investments at fair value through profit or loss		**6.1**	0.2

The accompanying notes on pages 18 to 49 form an integral part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the year ended 31 December 2024

1. General information

Petershill Partners plc (the "Company") is a company limited by shares, incorporated and registered in England and Wales whose shares are publicly traded on the Main Market of the London Stock Exchange. The consolidated financial statements of Petershill Partners plc for the year ended 31 December 2024 comprise the Company, its subsidiaries and its indirect subsidiaries together referred to as the "Group".

The Company was incorporated and registered in England and Wales under the UK Companies Act 2006 (as amended) as a private company limited by shares under the name Delta Epsilon Limited on 24 March 2021 with the registered number 13289144. On 12 August 2021, the Company was re-registered as a public limited company as Delta Epsilon plc, and on 2 September 2021, the Company was renamed Petershill Partners plc.

2. Basis of preparation, material accounting policies and other explanatory information

i. Basis of preparation

The consolidated financial statements of the Group have been prepared and approved by the Board of Directors in accordance with UK-adopted International Accounting Standards ("IFRS") and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards. The financial statements are presented to the nearest million United States Dollar (m), the functional and presentational currency of the Company.

These preliminary results for the year ended 31 December 2024 are unaudited and do not constitute statutory accounts within the meaning of Section 435 of the Companies Act 2006. Statutory accounts for the year ended 31 December 2024 have not yet been delivered to the Registrar of Companies.

The consolidated financial statements have been prepared on a going concern basis under the historical cost convention, as modified by the revaluation of financial assets and liabilities at fair value through profit or loss. The preparation of the financial statements requires estimates and assumptions to be made that may affect the amounts reported in the financial statements and accompanying notes. Actual amounts could differ from the estimates included in the financial statements herein. The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires judgement to be exercised in the process of applying the accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 3.

Refer to Note 2(xiv) for discussion on new and amended standards and interpretations that are applicable to the Company and the Group.

The principal accounting policies are set out below.

ii. Segmental reporting

The Operator serves as the Group's alternative investment fund manager for purposes of the UK AIFMR and EU AIFMD, which pursuant to the Operator Agreement has delegated its portfolio management functions to the Investment Manager, which has further delegated the provision of portfolio management services to the Investment Advisor. The Investment Advisor, acting as the chief operating decision-maker, is responsible for allocating resources and assessing performance of the operating segments. The key measure of performance used by the Investment Advisor to assess the Group's performance and to allocate resources is the Group's income from investments in Partner-firms.

The Group is engaged in holding interests in and investing into Partner-firms for the purpose of generating revenues derived from the share of management fees, performance fees and investment income. The management of the Group, including assessment of performance, budgets and liquidity is managed for the portfolio as a whole and not by discrete segments. Hence, the Board, as recommended by the Investment Advisor, has concluded that the Group is organised into one main operating segment.

The Group derives 88% (2023: 85%) of its income from North America and the remaining 12% (2023: 15%) from Europe for the year ended 31 December 2024. 94% (31 December 2023: 91%) of the Group's fair value of investments are located in North America and the remaining 6% (31 December 2023: 9%) are located in Europe as at 31 December 2024.

iii. Functional currency and foreign currency transactions

The Board of Directors has determined that the functional currency of the Company and its subsidiaries is United States Dollar (US), as this is the currency of the primary economic environment in which the Company and its subsidiaries operates and is the currency of the majority of the Group's Investments in Partner-firms. If indicators of the primary economic environment are mixed, then management uses its judgement to determine the functional currency that most closely represents the economic effect of the underlying transactions, events and conditions. Although the Company is listed in the UK, the Group's investments are mostly held in the USA and transactions are mostly denominated in US . Expenses (including the Operator charge, Divestment fee and Profit sharing charge) are denominated and paid mostly in US .

Transactions in currencies other than US during the period, including income and expenses, are translated into US at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in currencies other than US are retranslated at the functional currency rate of exchange ruling at the reporting date. Non-monetary items that are measured in terms of historical cost in a currency other than US are translated using the exchange rates as at the dates of the initial transaction. Non-monetary items measured at fair value in a currency other than US are translated using the exchange rates at the date when the fair value was determined.

Foreign currency translation gains and losses on financial instruments classified at fair value through profit or loss are included in the Consolidated Statement of Comprehensive Income as part of the change in fair value of investments at fair value through profit or loss. Exchange differences on other financial instruments are included in the Statement of Comprehensive Income as Foreign exchange gain/(loss). Gains and losses on foreign exchange during the year were immaterial and have been included under Other operating expenses in the Consolidated Statement of Comprehensive Income.

iv. Financial instruments

i. Classification

Financial assets are classified based on the business model for managing those financial assets and the contractual cash flow characteristics of the financial assets.

All investments have been classified as financial assets at fair value through profit or loss as they are managed, and performance is evaluated on a fair value basis. The primary focus is on fair value information and the use of that information to assess the assets' performance and to make decisions.

Investments which meet the classification and presentation requirements of IFRS 5 - Non-Current Assets Held for Sale and Discontinued Operations, taking into account post balance sheet events consistent with IAS 10 - Events after the Reporting Period, are classified and presented as current assets in the Consolidated Statement of Financial Position.

Financial assets classified as receivables are carried at amortised cost less expected credit losses ("ECL").

ii. Impairment

The Group has adopted the general approach to measuring the loss allowance as required by IFRS 9 - Financials Instruments. A 12-month ECL is recognised for all financial assets within Stage 1 of the Group's impairment model and lifetime ECL for all other financial assets and is deducted from the gross carrying value of the receivables. ECL is determined as a product of Loss Given Default ("LGD"), Probability of Default ("PD"), and Exposure at Default ("EAD"), discounted at an effective interest rate.

The methodology is structured around three core steps: i) Risk differentiation, ii) Risk quantification, and iii) whether there has been a significant increase in credit risk since origination and/or exposures are considered to be credit impaired. In implementing this methodology, Partner-firms are distinguished for riskiness by leveraging key risk indicators through a comprehensive credit risk review framework.

Risk differentiation

1. The Partner-firms' liquidity position, indebtedness and ability to generate future cash flows are considered the key risk indicators, with weights assigned to each indicator that is informed by experience. A higher weight is attributed to the Liquidity Indicator on the basis that it is considered to be a strong reflection of a firm's ability to meet immediate cash obligations. The latter driver of "Cashflow adequacy Indicator" relies on the Partner-firm's ability to generate cash and incorporates forward-looking information.
2. The overall score for each Partner-firm is estimated by combining the risk indicator weights with the values for each selected risk indicator.

Risk quantification

1. The median risk score serves as the benchmark for quantifying risk across all Partner-firms.
2. This benchmark is a "BBB" rating, which is classified as an investment grade by S&P and indicates an adequate capacity to meet financial commitments but is also susceptible to adverse economic conditions.
3. The median risk score obtained is compared to the scores of all other Partner-firms, resulting in Partner-firms with lower comparative risk being rated as "A", and those with higher comparative risk as "BB".

Once the ratings are assigned using the above two steps, the scores are calibrated to a corresponding PD rate. The PDs are informed by using average cumulative default rates for US corporates from S&P publicly available data. To recognise the increased risk on absolute return Partner-firms which are considered to be volatile, a nominal increase is applied to the PD rates.

A LGD value is applied for exposures in all stages, albeit where considered appropriate the LGD for Stage 3 exposures will be adjusted to reflect the specific circumstances of the exposure. The LGD rate is consistent with the Basel II framework for corporates, sovereigns, and banks on senior
subordinate claims.

Significant increase in credit risk

The Group assesses whether a significant increase in credit risk has occurred for an exposure through a comprehensive credit risk assessment framework. This framework employs both qualitative and quantitative indicators which includes days past due, review and reconciliation of aged receivables and periodic review of financials and cashflow data with Partner-firms. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

Credit impaired exposure

The Group considers a financial asset in default when contractual payments are 90 days past due unless there is sufficient evidence from comprehensive credit risk assessment which suggests otherwise.

The Group applies the following stages when considering credit exposure:

- Stage 1 includes financial instruments that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date;
- Stage 2 includes financial instruments that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment; and
- Stage 3 includes financial assets that have objective evidence of impairment at the reporting date.

The Group also considers a financial asset to be in default when the comprehensive credit risk assessment indicates that the Group is

The Group also considers a financial asset to be in default when the comprehensive credit risk assessment indicates that the Group is unlikely to receive the outstanding contractual amounts in full ("Stage 3").

The calculated ECL is detailed in Note 19.

iii. Write-off policy
The Group writes off financial assets, in whole or in part, when it has concluded that the amount is uncollectable and has therefore deemed that there is no reasonable expectation of recovery. The Group may seek to recover amounts it is legally owed in full, but which have been wholly or partially written off due to no reasonable expectation of full recovery.

iv. Recognition and derecognition
Financial assets and financial liabilities are initially recorded at their transaction price, (which is representative of fair value), plus transaction costs that are directly attributable to their acquisition or issue other than those classified as at fair value through profit or loss in which case transaction costs are recognised directly in profit or loss, and then measured at fair value subsequent to initial recognition. Gains and losses arising from changes in financial assets and financial liabilities at fair value through profit or loss are presented in the Consolidated Statement of Comprehensive Income in the period in which they arise. Assets and liabilities, other than those at fair value through profit or loss, are measured at amortised cost.

Realised gains and losses are recognised upon sale or disposal of investments. Unrealised gains and losses from financial assets and liabilities at
fair value through profit or loss are included in the change in fair value of investments through profit or loss in the Consolidated Statement of Comprehensive Income.

Financial assets are derecognised when the rights to receive cash flows have expired or substantially all risks and rewards of ownership have transferred. Financial liabilities are derecognised when the obligation specific in the contract is cancelled or expires.

The carrying amounts of assets comprised of cash and cash equivalents, deferred consideration receivable and trade and other receivables are held at amortised cost.

The carrying amounts of liabilities comprised of Unsecured Notes payable, Deferred payment obligations, Fee payable on divestment of investments, Liability for Tax Receivables Agreement, Interest payable, Profit sharing charge payable, Operator charge payable and Trade and other payables are held at amortised cost. The carrying value of assets and liabilities, except Unsecured Notes payable and the liability for Tax Receivables Agreement held at amortised cost, listed here approximates fair value as these do not contain any significant financing components. The fair value of the Unsecured Notes payable is estimated at 478.7 million based on interest rates as at 31 December 2024 (31 December 2023: 467.0 million). The fair value of the liability for Tax Receivables Agreement is estimated at 154.1 million (31 December 2023: 166.6 million).

v. Material accounting policies and other explanatory information

i. Notes payable and interest expense
Unsecured Notes payable are initially recognised at fair value. After initial recognition, these are subsequently measured at amortised cost using the effective interest method; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the Consolidated Statement of Comprehensive Income over the period of the loans or borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent that there is no evidence that it is probable that some or all of the facility will be drawdown, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowing costs including interest expense are recognised in the period in which they are incurred using the effective interest method.

ii. Liability for Tax Receivables Agreement
The Group's initial acquisition of the Partner-firms from the Petershill Funds increased the tax basis, for US tax purposes, of the acquired assets, as compared with their pre-acquisition tax basis. This increase in tax basis is expected to increase the amortisation of such assets in the hands of Petershill Partners, Inc., a wholly owned subsidiary of the Company, and therefore reduce the amount of US tax that the Group would otherwise be required to pay in the future. This increase in tax basis may also decrease a taxable gain (or increase taxable loss) on future dispositions of certain assets to the extent this tax basis is allocated to those assets.

As part consideration for the Initial Transaction, Petershill Partners, Inc. entered into a Tax Receivables Agreement (the "Tax Receivables Agreement" or "TRA") with certain Petershill Funds and their subsidiaries, which will require Petershill Partners, Inc. to pay 75% of the amount of cash tax savings, if any, in US federal, state and local income tax that Petershill Partners, Inc. realises. The computation of the tax savings is based on the actual US federal tax savings realised on the tax returns of Petershill Partners, Inc. over the amount that would have been paid if the increase in tax basis had not occurred. State and local income tax savings are based on the assumption that the state and local tax rate is 6% of the reduction in federal taxable income due to the increased tax basis. In addition, any such savings that Petershill Partners, Inc. realises as a result of the tax benefits associated with the increases in tax basis that arise due to payments under the Tax Receivables Agreement, are assumed to result in additional increases in tax basis that will result in future tax benefits. The Group expects that, as a result of the size of the increases in the tax basis of the investments described above, the payments that it will be required to make under the Tax Receivables Agreement may be substantial. The majority of these incremental payments are expected to arise over the next 15 years.

The Group has estimated the future tax savings payable under the TRA based on information that has been provided by the underlying Partner-firms as to the amount of the step-up in tax basis and future expected amortisation. To the extent that a step-up did not result in a future amortisation deduction it has been assumed that no tax benefit will be payable under the TRA agreement. In addition, the Group has assumed that any amortisation will result in an immediate tax benefit in the year of the amortisation. As at 31 December 2024, the Group has recorded a liability of 159.0 million (31 December 2023: 174.7 million), representing the Operator's best estimate of the amounts currently expected to be owed to certain of the Petershill Funds and certain of their subsidiaries under the Tax Receivables Agreement. The liability that is recorded is associated with the expected future tax benefits related to the aggregate step-up in tax basis.

The Liability for the TRA was initially recognised at fair value of the expected liability. Any changes to the carrying value of the expected liability are recognised in the Consolidated Statement of Comprehensive Income at each reporting date. Refer to Note 3 for detailed discussion of the TRA.

The payable is subsequently carried at amortised cost based on assumptions discussed below and may be adjusted. These assumptions are based on the Operator's judgement and information provided by the Partner-firms. The Operator has estimated the step-up tax basis of the acquired assets based on tax information provided by the Partner-firms, and to the extent amortisable projected the amortisation of the step-up tax basis to occur over 15 years, applied an effective interest rate of 18% (31 December 2023: 18%) and utilised the current effective tax rate of Petershill Partners, Inc. in calculating the future tax benefits and resulting payments under the TRA.

In addition, the TRA provides for the payment on the TRA to become due on the original due date of the US federal income tax return and an interest that is payable on the final payment from the due date of the return until actual payment is made. The interest is recognised as a Finance cost in the Consolidated Statement of Comprehensive Income at each reporting date.

vi. Investments held at fair value through profit or loss

Investments are designated upon initial recognition as held at fair value through profit or loss. Gains or losses resulting from the movement in fair value are recognised in the Consolidated Statement of Comprehensive Income at each valuation point.

Financial assets are recognised/derecognised at the date of the purchase/disposal. Investments are initially recognised at fair value, which is the total fair value of upfront consideration and deferred consideration and approximates cost. Transaction costs are recognised in the Consolidated Statement of Comprehensive Income as incurred.

The Group measures its investments at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the exit price) in an orderly transaction between market participants at the measurement date. In the absence of quoted market prices, fair value is determined by the Operator. Due to the inherent uncertainties of valuation, these estimated fair values may differ significantly from the values that would have been realised had a readily available market for these investments existed, and these differences could be material.

The Operator is responsible for the implementation and maintenance of internal controls and procedures related to the valuation of the Group's investments. Valuations are prepared in accordance with the Operator's valuation policy and subject to verification procedures. A third-party valuation advisor is engaged to assist in the preparation of the valuation proposals including certain market data driven assumptions. The valuation proposals are reviewed by the Operator's functionally independent Valuation Oversight Group ("VOG").

Periodically, VOG presents the valuation proposals and their independent price verification review results to the Operator's valuation committee ("Valuation Committee") which convenes to approve and oversee the application of valuation policies and review fair value estimates for the investments. Subsequently, the Operator reports the valuation results to the Board of Directors.

Per the valuation policy, the Operator initially values the Group's investments based on their purchase price and thereafter values them using valuation methods that it determines, in its sole discretion. The Operator uses a number of different valuation techniques, including the market approach, which applies a multiple to current operating income of Partner-firms and the income approach, which applies discounted cash flow techniques based upon estimated future cash flows and discount rates. Since observable prices are generally not available for such investments, the Operator considers all available market evidence in determining fair value. Certain investments are valued at the most recent Net Asset Value per unit or capital account information available and the Operator considers such value to be an appropriate measure of fair value. Further information about investments held at fair value through profit and loss is included in Note 4.

Deferred payment obligations
Certain financial assets are purchased under various contracts containing deferred payment terms. These deferred payment obligations are initially recorded on the contractual purchase date with a discount being imputed for an effective interest rate that will be the equivalent rate of interest due on borrowings and subsequently carried at amortised cost.

Any difference between the initially recorded deferred payment obligations and the final contractual liability payable is recognised in the Consolidated Statement of Comprehensive Income as a finance cost over the period of the deferred payment obligation using the effective interest method.

Deferred consideration receivable
Certain financial assets are disposed under various contracts containing deferred payment terms. This deferred consideration receivable is initially recorded on the contractual disposal date with a discount being imputed for an effective interest rate that will be the equivalent rate of interest earned on lending and subsequently carried at amortised cost less ECL.

Any difference between the initially recorded deferred consideration receivable and the financial contractual payment is recognised in the Consolidated Statement of Comprehensive Income as a finance income over the period of the deferred consideration receivables using the effective interest rate method.

Contingent consideration
Certain financial assets are purchased and sold under various contracts containing contingent payment terms. These contingent payment obligations are initially recorded at fair value on the contractual purchase date, subject to probability of payment and time value of money, with a discount being imputed for an effective interest rate that will be the equivalent date of interest due on borrowings or lending and subsequently carried at fair value. Any change in fair value is recorded as a change in contingent consideration at fair value through profit or loss in the Consolidated Statement of Comprehensive Income.

The fair value of contingent consideration obligations represents the present value of the future expected payments and receipts based on an assessment of the likelihood of those payments and receipts against their contractual thresholds. The Operator uses a number of different valuation techniques, at its discretion, but primarily relies on the income approach which applies discounted cash flow techniques based on the estimated future payments and discount rates. Further information about contingent consideration is included in Note 4.

Offsetting financial instruments
Financial assets and liabilities are offset and the net amount is reported in the Consolidated Statement of Financial Position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events, and it must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

vii. Dividends
Dividends payable are recognised as distributions in the financial statements when the dividend is approved by Shareholders or when paid.

viii. Related parties
Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions. Enterprises and individuals that directly, or indirectly through one or more intermediary, control, or are controlled by, or under common control with, the Group, including subsidiaries and fellow subsidiaries, are related parties of the Group. This includes its key management personnel, including directors and officers of the Operator, other affiliated entities of the Operator and the Petershill Funds. In considering related party relationships, attention is directed to the substance of the relationship and not merely the legal form.

ix. Share capital
Financial instruments issued by the Company are treated as equity if the holder has only a residual interest in the assets of the Company after the deduction of all liabilities. The Company's Ordinary Shares are classified as equity instruments.

For the issue of each Ordinary Share for cash, 0.01 has been recognised in Share capital and the remaining cash amount received has been recognised in Share premium and Other reserve. For the issue of each Ordinary Share issued to Petershill Funds in exchange for financial assets and liabilities, 0.01 has been recognised in Share capital and the remaining amount recognised in Share premium, and Other reserve such that the aggregate of the amount recognised in Share capital, Share premium and Other reserve is equal to the fair value of the financial assets and liabilities transferred to the Group.

Under Section 612 of the Companies Act, where an issuing company has secured at least 90% equity holding of another company in return for shares of the issuing company, then merger relief shall be applied requiring the premium, with respect to the shares issued, to be recorded to Other reserve as merger relief. The acquisition of Petershill Partners Ltd by the Company fell under the ambit of Section 612 of the Companies Act and hence merger relief was applied to the excess over the nominal value of shares.

The Company's Shareholders approved the cancellation of the amount standing to the credit of the Company's share premium account in full (the "Reduction of Capital") at its Annual General Meeting held on 24 May 2023. A formal approval of the same was obtained on 20 June 2023 by His Majesty's High Court in England (the "Court"). Accordingly, the Reduction of Capital has become effective and has created additional distributable reserves of approximately 3,346.7 million. Accordingly, the amounts standing to the credit of the share premium account have been transferred to Retained earnings. Refer to Note 15 for more information.

Incremental costs directly attributable to the issue of new shares ("Share issue costs") are shown as a deduction against proceeds from Share premium. Incremental costs include those incurred in connection with the placing and admission which include fees payable under a placing agreement, legal costs and any other applicable expenses.

The cost of repurchasing Ordinary Shares including the related stamp duty and transactions costs is charged to Retained earnings and dealt with in the Consolidated Statement of Changes in Equity. Share repurchase transactions are accounted for on a trade date basis. The nominal value of Ordinary Share capital repurchased and cancelled is transferred out of Share capital and into the Capital redemption reserve.

x. Income from Investments in Partner-firms and interest income
Cumulative income and returns from Financial assets at fair value through profit or loss is made up of the Income from Investments in

Cumulative income and returns from financial assets at fair value through profit or loss is made up of the income from Investments in Partner-firms which comprises the current year income (including accruals where applicable) and the changes in fair value on financial assets at fair value through profit or loss which comprises the fair value changes of the future returns of the Investments in Partner-firms.

Income from Investments in money market funds and other assets is accounted for on an accrual basis. Income from Investments in Partner-firms is generally recognised when the rights to receive payment from the Financial assets at fair value through profit or loss have been established, and comprises three underlying components, as follows:

I. ***Income from Investments in Partner-firms derived from Management fee income ("FRE")*** is based on the net management fees earned by the underlying Partner-firms and is reported in the Consolidated Statement of Comprehensive Income. This comprises the portion of the income in respect of the Partner-firms' management fees that is due to the Group for each relevant current period. This arises from the investments held to earn a share of the underlying investee's management fee revenue.

   Typically, the investments entitle the Group to a set percentage share of the net management fee revenue earned by the underlying Partner-firm. Depending on the nature of the operations of the underlying Partner-firm, income arising will be accounted for on an accrual basis only when the right to receive payment has been established under the terms of the agreement with the Partner-firms.

II. ***Income from Investments in Partner-firms derived from Performance fee income ("PRE")*** is based on the realised performance fees earned by the underlying Partner-firms and is reported in the Consolidated Statement of Comprehensive Income. This comprises the portion of the income in respect of the Partner-firms' performance fees. Typically, these investments entitle the Group to a set percentage share of the performance fee revenue earned by the underlying investee. Depending on the nature of the operations of the underlying Partner-firm, income arising will be accounted for on an accrual basis only when the right to receive payment has been established under the terms of the agreement with the Partner-firms.

III. ***Income from Investments in Partner-firms derived from Investment Income*** is based on the investment income earned by the underlying Partner-firms and is reported in the Consolidated Statement of Comprehensive Income. This comprises the portion of the income in respect of the Partner-firms' realised gains and losses or any distributed income from the investments held on Partner-firms' balance sheets. Investment income arising will be accounted for on an accrual basis only when the right to receive payment has been established under the terms of the agreement with the Partner-firms.

Gains or losses resulting from the movement in fair value of the Group's investments held at fair value through profit or loss are recognised in the Consolidated Statement of Comprehensive Income at each valuation point.

xi. Expenses
Expenses are accounted for on an accruals basis. Share issue costs of the Company directly attributable to the issue and listing of shares are charged to the share premium account.

Operator charges, profit sharing charges, professional fees, divestment fees and other expenses incurred are recognised on an accruals basis and expensed to the Consolidated Statement of Comprehensive Income. Certain professional fees are transaction costs incurred to structure a deal to acquire or dispose of investments designated as financial assets at fair value through profit or loss. These transaction costs, when incurred, are immediately recognised in the Consolidated Statement of Comprehensive Income as an expense.

xii. Cash and cash equivalents
Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term investments in an active market with original maturities of three months or less, and bank overdrafts.

xiii. Taxation
Income tax comprises current tax and deferred tax and is recognised in the Consolidated Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in Equity.

The current income tax payable on profits is recognised as an expense based on the applicable tax laws in each jurisdiction in the period in which profits arise, calculated using tax rates enacted or substantively enacted by the balance sheet date. Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities for accounting and tax purposes. A deferred income tax asset or liability is recognised for each temporary difference, except for temporary differences subject to initial recognition exemption and earnings related to subsidiaries where the temporary differences will not reverse in the foreseeable future and the Group has the ability to control the timing of their reversal. Deferred tax assets and liabilities are determined based on the tax rates that are expected to be in effect in the period that the asset is expected to be realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset when they are levied by the same taxation authority on either the same taxable entity or within the same tax reporting group (which intends to settle on a net basis), and when there is a legal right to offset. Deferred tax assets and liabilities are offset when the same conditions are satisfied.

Deferred income tax assets are recognised to the extent it is probable that the benefits associated with these assets will be realised. The determination as to if it is probable that a deferred income tax asset will be recognisable is dependent on a number of factors including the expectations of future taxable income in the period the deferred income tax asset is realised. Further, in certain jurisdictions the character of the loss or deduction as either ordinary or capital may impact the ability to offset future income. As such, significant judgements may be required in determining the Group's ability to realise the future tax assets.

The Group is subject to income tax laws in various jurisdictions where it operates, and the complex tax laws are potentially subject to different interpretations by the Company and the relevant taxation authorities. Judgements may be required in the interpretation of the relevant tax laws and in assessing the probability of acceptance of tax positions. A tax reserve related to uncertainty over income taxes is recognised when a payment to tax authorities is considered probable.

xiv. New and amended standards and interpretations
Accounting standards and interpretations have been published and will be mandatory for the Group's and Company's accounting periods beginning on or after 1 January 2024 or later periods. The following are the new or amended accounting standards or interpretations applicable to the Group and the Company.

- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2 - Non-current Liabilities with Covenants (issued October 2022 and effective for annual periods beginning on or after 1 January 2024); and
- Amendments to IAS 1 - Classification of Liabilities as Current or Non-current (issued January 2020 and effective for annual periods beginning on or after 1 January 2024).

These amendments have been adopted and the impact of these amendments to the Group and the Company is not material.

Certain amendments to accounting standards have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group and the Company. These amendments are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

- Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments (issued May 2024 and effective for annual periods beginning on or after 1 January 2026);
- IFRS 18 - Presentation and Disclosure in Financial Statements (issued April 2024 and effective for annual periods beginning on or after 1 January 2027); and
- Annual Improvements to IFRS Accounting Standards - Volume 11- IFRS 10, IFRS 9, IFRS 1, IAS 7 and IFRS 7 (issued July 2024 and effective for annual periods beginning on or after 1 January 2026).

xv. Assessment of investment entity

The Board of Directors has determined that the Company and its subsidiaries are not an investment entity and therefore the Company's financial statements have been prepared on a consolidated basis, as required by IFRS 10 - Consolidated Financial Statements.

The Board of Directors has assessed if the Company and its subsidiaries satisfy the three essential criteria to be regarded as an investment entity as defined in IFRS 10, IFRS 12 - Disclosure of Interests in Other Entities and IAS 27 - Consolidated and Separate Financial Statements. The three essential criteria are such that the entity must:

1. obtain funds from one or more investors for the purpose of providing these investors with professional investment management services;
2. commit to its investors that its business purpose is to invest its funds solely for returns from capital appreciation, investment income or both; and
3. measure and evaluate the performance of substantially all of its investments on a fair value basis.

Also as set out in IFRS 10, further consideration should be given to the typical characteristics of an Investment Entity, which are that:

- it should have more than one investment, to diversify the risk portfolio and maximise returns;
- it should have multiple investors, who pool their funds to maximise investment opportunities;
- it should have investors that are not related parties of the entity; and
- it should have ownership interests in the form of equity or similar interests.

B85F of IFRS 10 that deals with exit strategies, stipulates that an entity's investment plans also provide evidence of its business purpose. One feature
that differentiates an investment entity from other entities is that an investment entity does not plan to hold its investments indefinitely; it holds them for a limited period. Given equity investments and non-financial asset investments have the potential to be held indefinitely, an investment entity shall have an exit strategy documenting how the entity plans to realise capital appreciation from substantially all of its equity investments and non-financial asset investments.

The Company and its subsidiaries hold their investments primarily for income generation purposes and do not have plans to realise capital appreciation from substantially all of the investments in Partner-firms and non-financial assets in the normal course of operations. The Company and its subsidiaries do not have an exit strategy as defined by IFRS 10 and therefore do not meet one of the essential criteria to be treated as an investment entity.

Accordingly, the Company has not applied the provisions of Para 31 of IFRS 10 that requires an investment company to measure its investment in subsidiaries at fair value through profit or loss. Instead, the Company consolidates the subsidiaries that it controls as discussed in the next section.

xvi. Basis of consolidation of subsidiaries

IFRS 10 requires a parent to consolidate its subsidiaries that it controls. Consolidation of the subsidiaries shall begin from the date the parent obtains control of the subsidiaries and ceases when the parent loses control of the subsidiaries. A parent controls the subsidiaries when the parent is exposed, or has rights, to variable returns from its involvement with the subsidiaries and has the ability to affect those returns through its power over the subsidiaries.

The Company consolidates its subsidiaries to the extent it is exposed, or has rights, to variable returns from its involvement with the subsidiaries and has the ability to affect those returns through its power over the subsidiaries. The consolidated financial statements of the Group include the results of the Company and its wholly owned subsidiaries listed below.

Name of Subsidiary	Registered office	Purpose	**Interest as at 31 December 2024**	Interest as at 31 December 2023
Held directly				
Petershill Partners Ltd[1]	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	100%
Petershill Partners II Ltd[1]	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	100%
Petershill Partners, Inc.[1]	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Petershill Partners II, Inc.[1 3]	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	-
Held indirectly				
PHP DE 1 LP[2 3]	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	-
PHP DE 2 LP[2 3]	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	-
PHP C1 LP[2 3]	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	-
PHP C2 LP[2 3]	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	-
Petershill Partners GP Sub I Series LLC	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Petershill Partners GP Sub II Series LLC	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Petershill Partners GP Sub III Series LLC	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Petershill Partners GP Sub IV Series LLC	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
PHP Aggregator GP Ltd	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	General Partner of Cayman domiciled Petershill holding companies	**100%**	100%
Cook Holdings Series LLC	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Knight Holdings Series LLC	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Lyndhurst Holdings LP	One Nexus Way, Camana Bay, KY1-9005 Cayman Islands	Investment holding company	**100%**	100%
Plum Holdings LP	One Nexus Way, Camana Bay, KY1-9005 Cayman Islands	Investment holding company	**100%**	100%
Peasy Holdings LP	One Nexus Way, Camana Bay, KY1-9005 Cayman Islands	Investment holding company	**100%**	100%

1. Referred to as Petershill Subsidiaries.
2. Referred to as Petershill Splitter Subsidiaries.
3. Acquired by the Group on 1 January 2024.
4. Held through the Petershill Splitter Subsidiaries and referred to as Petershill Blockers.
5. Held through Petershill Partners Ltd.
6. Held through the Petershill Blockers and the Petershill Splitter Subsidiaries and referred to as Petershill holding companies.

I. Consolidation of Petershill Subsidiaries and Petershill Blockers

I. Consolidation of Petershill Subsidiaries and Petershill Blockers
The Company wholly owns the issued interests of the Petershill Subsidiaries and is able to exercise control and power over the Petershill Subsidiaries. Petershill Partners Ltd wholly owns the shares of the Petershill Blockers listed above indirectly through the respective Petershill Splitter Subsidiaries. The financial statements of the Petershill Subsidiaries and Petershill Blockers are consolidated in preparing the financial statements of the Group.

II. Consolidation of Petershill Splitter Subsidiaries
On 1 January 2024, new subsidiaries (the "Petershill Splitter Subsidiaries") were introduced into the Group structure to enable employees of the Operator to be direct beneficiaries of a portion of the Profit Sharing Charge and Divestment Fee (if any) payable by the Group to the Operator. This was done to align the interests in the incentives of the Group, the Operator and the employees of the Operator. There is no change to the amount or timing of any Profit Sharing Charge or Divestment Fee payable by the Group under the original Operator Agreement. Furthermore, this arrangement is not expected to give rise to any material tax consequences for the Group and all initial and ongoing costs of implementing this arrangement are borne by the Operator.

Effective from 1 January 2024, each of the Petershill Subsidiaries entered into a Contribution Agreement with the appropriate Petershill Splitter Subsidiary whereby the Petershill Subsidiaries transferred all of their investments, including their interest in the Petershill Blockers and Petershill holding companies, to the Petershill Splitter Subsidiaries in return for interest in the Petershill Splitter Subsidiaries at the carrying value on the same date (the "Restructure"). The Petershill Splitter Subsidiaries are substantially owned by the respective Petershill Subsidiaries and are fully consolidated into the Group's net asset value. The remainder of the Petershill Splitter Subsidiaries are owned by the respective special limited partners (the "Special Limited Partners"). The Special Limited Partners are invested in the Petershill Splitter Subsidiaries to share a portion of the Profit Sharing Charge and the Divestment Fee along with the Operator and do not have any other economic interest in the Petershill Splitter Subsidiaries (refer to Notes 6 and 20). The transaction is not considered to be a business combination due to the nature of involving entities under common control, which falls outside of the scope of IFRS 3.

III. Consolidation of Petershill holding companies
The Company has consolidated its investment in series and classes of assets that it wholly owns and controls in the Petershill holding companies. Such assets and liabilities are ring-fenced from the overall legal entity and treated as a silo in line with IFRS 10. Specified assets of the series or class are the only source of payment for specified liabilities in that series or class. Holders of other series or class do not have rights or obligations related to the specified assets or to residual cash flows from those assets. Silos that are not directly or indirectly controlled by the Company are not considered to be Subsidiaries and are accordingly not consolidated.

The Petershill Subsidiaries, Petershill Splitter Subsidiaries, Petershill Blockers and Petershill holding companies are collectively referred to as the Subsidiaries.

IV. Accounting for investments in Partner-firms
The Group's investments in Partner-firms are in the nature of non-controlling stakes that do not give rise to control or significant influence over the investees. The Group has assessed and concluded that the provisions contained in IAS 28 and IFRS 9 relating to joint control or accounting for associates are not applicable.

V. Elimination of intra-group balances and transactions
Intra-group balances and any unrealised gains arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated unless the costs cannot be recovered. The financial results of Subsidiaries that are included in the consolidated financial statements are included from the date that control commences until the date that control ceases.

xvii. Going Concern
In accordance with the Companies Act 2006, the Board of Directors has a responsibility to evaluate whether the Group has adequate resources to continue its operational existence for the foreseeable future and at least for the 12 months following the issuance of the financial statements.

The Board of Directors has made an assessment of going concern, which takes into account the current performance and the Group's outlook, including future projections of profitability and cash flows as well as a downside scenario using information that is available as of the date of these financial statements, and the Group's access to the revolving credit facility and its debt arrangements.

An analysis regarding settlement of liabilities within 12 months after the report date (current) and more than 12 months after the reporting date (non-current) is presented in Note 19.

After making reasonable inquiries and assessing all data relating to the Group's liquidity, the Board has concluded that the Group will be able to continue in operation and meet its liabilities as they fall due, for the 12 months from the date of signing the financial statements. For these reasons, the Company has adopted a going concern basis in preparing the financial statements.

xviii. Climate change
Climate change and other ESG-related issues may affect the Partner-firms in a variety of ways. The impacts can include items such as fundraising demand, which may have either headwinds or tailwinds depending on the strategy of the fund. The diversity of investments in Partner-firms, and related underlying funds, mitigates the risk to the Group if any, that climate change may have on any one underlying investment made by a Partner-firm.

In preparing the financial statements, the Operator considers the impact of climate change in the valuation of investments, insofar as they are reasonably able. For the years ended 31 December 2024 and 2023, in determining the fair value of the investments in Partner-firms, based on inputs provided by the third-party valuation advisor and discussions with Partner-firms, the Operator concluded that the impact of climate change to valuations is not material at this time and hence did not use climate change as an input for valuations.

3. Critical accounting judgements, estimates and assumptions
The preparation of the financial statements requires the Board to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Estimates and judgements are continually evaluated and are based on Board experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgements

Information about judgements made in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following note:

Assessment as an investment entity

The Board of Directors has determined that the Company and its Subsidiaries are not an investment entity and therefore the Company's financial statements have been prepared on a consolidated basis, as required by IFRS 10 "Consolidated Financial Statements".

The Board of Directors has determined that the Company and its Subsidiaries do not have an exit strategy as required by IFRS 10 and fail to meet one of the essential criteria to be treated as an Investment Entity. The Company and its Subsidiaries hold their investments primarily for income generation purposes and do not have plans to realise capital appreciation from substantially all of its investments in Partner-firms and non-financial assets in the normal course of operations. Refer to Note 2(xv) for detailed discussion.

Estimates and assumptions

The Group makes estimates and assumptions, which are reviewed by the Board of Directors, that affect the reported amounts of assets and liabilities in the future. Estimates and assumptions are regularly evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Fair value of investments not quoted in an active market

The Group was formed with the objective of investing in Partner-firms. The targeted Partner-firms are typically well-established multi-billion-dollar alternative investment firms with a track record of strong performance and meaningful cash flow generation and are well-positioned to develop their platform across future fund and product offerings.

The Group participates in the management fee income, performance fee income and investment income earned by the Partner-firms.

The investments in Partner-firms held by the Group are not quoted or traded in an active market and as such their fair values are determined using valuation techniques, primarily earnings multiples, discounted cash flows and recent comparable transactions. The fair values of certain Partner-firms are fair valued with the assistance of a third-party valuation advisor engaged by the Operator.

The models used to determine fair values, which are individually bespoke and have individual assumptions applied to them, are the responsibility of the Operator and are validated and periodically reviewed by appropriately skilled and functionally independent teams within the Operator. In valuing the investments, key assumptions include estimates around future fundraise timing and sizes, expected management and performance fee rates and margins of the Partner-firms, expected current and future fund returns and timing of realisations. These assumptions are driven by factors including data provided by the Partner-firms, guidance provided by management of each Partner-firm, benchmarking analysis of related market data points, and other qualitative and quantitative factors assessed by the Operator for each period.

The inputs in the earnings multiple models include observable data, such as earnings multiples of companies comparable to the relevant Partner-firms, and unobservable data, such as forecast earnings for the Partner-firms and unobservable adjustments, such as those made to multiples. In discounted cash flow models, unobservable inputs are the projected cash flows of the relevant Partner-firms and the risk premium for liquidity and credit risk that are incorporated into the discount rate. The discount rates used for valuing investments are determined based on historical returns for other entities operating in the same industry for which market returns are observable.

Fair value of contingent consideration

The fair value of contingent consideration obligations is assessed leveraging the inputs, assumptions and estimates used for the corresponding Partner-firm valuations. These can include estimates around future fundraise timing and sizes, expected management and performance fee rates and margins of the Partner-firms, expected current and future fund returns and timing of realisations. The models include estimates of probabilities of the likelihood of those contingent payments and receipts against their contractual thresholds and milestones. The Operator uses a number of different valuation techniques, at its discretion, but primarily relies on the income approach which applies discounted cash flow techniques based on the estimated future payments and discount rates. Discount rates are determined based on the risk profile of the potential future payments which can be based on the returns applied to the same Partner-firm valuations or an effective interest rate on similar borrowings.

Liability for Tax Receivables Agreement

This estimate assumes that Petershill Partners, Inc. utilises the deductions arising from the increase in tax basis and any interest imputed with respect to its payment obligations under the Tax Receivables Agreement based on projections of its taxable income, and that there would be no future changes to the 21% US statutory federal tax rate. To the extent that the stepped-up tax basis is amortisable the Group has projected the amortisation of the step-up tax basis to occur over 15 years. To the extent that the step-up tax basis is not amortisable, the realisation of a benefit is outside of the Group's control and would only occur if the Partner-firm disposes of or otherwise realises a taxable gain or loss on the sale of the asset, and therefore the Group has estimated there would be no tax benefit in computing the payment obligation under the Tax Receivables Agreement with respect to that stepped-up tax basis. The Group applied a discount rate of 18%.

It should be noted that in certain circumstances if Petershill Partners, Inc. disposes of an underlying investment, it is possible that Petershill Partners, Inc. will not be obligated to make payments under the Tax Receivables Agreement. The likelihood of such an event has been considered in estimating the amount of the liability under the Tax Receivables Agreement.

The Group is not aware of any issue that would cause the taxing authorities to challenge a tax basis increase. However, the applicable Petershill Funds and their Subsidiaries will not reimburse Petershill Partners, Inc. for any payments previously made under the Tax Receivables Agreement if the related tax benefits that it claims arising from such increase, are successfully challenged by the applicable taxing authorities. As a result, in certain circumstances, payments under the Tax Receivables Agreement could be in excess of the relevant cash tax savings derived from the Tax Receivables Agreement.

In arriving at the liability for Tax Receivables Agreement, the Operator has assumed the applicable US federal and state combined tax rate to be 25.7% (31 December 2023: 25.7%) and considers the same as a significant estimate used in accruing the liability. For every change in tax rate by 5%, the liability for Tax Receivables Agreement would change by 32.2 million (31 December 2023: 36.8 million).

As indicated above, the Operator has projected both the current and future taxable income of Petershill Partners, Inc. that would be available to utilise the deductions arising from the increase in tax basis and any interest imputed with respect to the payment obligations under the Tax Receivables Agreement.

However, if the final tax returns filed for the year do not result in sufficient current taxable income to fully utilise the deductions as projected, there would be a reduction in the amount actually paid under the Tax Receivables Agreement. The reductions in payment obligations as a result of insufficient current taxable income will ultimately be paid in future years if taxable income exceeds the amount that is offset by the amortisation of the stepped-up tax basis in that year. The Operator expects the Group to have sufficient taxable income available in future years based on its best estimate of income projections available at 31 December 2024 to fully utilise the deductions arising from the increase in tax basis and any interest imputed with respect to the payment obligations under the Tax Receivables Agreement.

As at 31 December 2024, the carrying value of the liability for Tax Receivables Agreement was reported at amortised cost at a value of 159.0 million (31 December 2023: 174.7 million). The fair value of the liability for Tax Receivables Agreement is estimated at 154.1 million (31 December 2023: 166.6 million). The fair value of the liability for Tax Receivables Agreement would be classified as Level 3 in the fair value hierarchy due to the use of unobservable inputs. A 3.0% increase/decrease in the underlying discount rate would result in a decrease/increase in fair value of approximately 15.9 million and 19.7 million respectively (31 December 2023: 21.0 million and 25.1 million respectively). The discount rate was determined based on the cost of capital adjusted for risks related to the potential elimination of the payments due to possible future disposal of the underlying investments.

4. Financial assets at fair value through profit or loss

Investments at fair value through profit or loss

The Group's investments include investments in Partner-firms, which hold a diversified portfolio of investments in private equity, absolute return, private credit and private real assets. This includes both current and non-current investments.

	For the year ended 31 December 2024	For the year ended 31 December 2023
	m	m
Opening balance	**5,254.7**	4,958.9
Additions[1]	**192.1**	66.8
Disposals	**(507.6)**	-
In kind distribution of Investments in Partner-firms	**6.1**	0.2
Other movements	**-**	1.8
Change in investments at fair value through profit or loss[2]	**866.7**	227.0
Closing balance	**5,812.0**	5,254.7

1. Of the above, 85.1 million (31 December 2023: nil) relates to consideration payable on a deferred basis, - 4.1 million relates to returns of dividend reinvestments (31 December 2023: 57.0 million relates to dividend reinvestments) and 111.1 million (31 December 2023: 9.8 million) relates to consideration payable on an upfront basis.
2. Of the above, an amount of 837.6 million (31 December 2023: 227.0 million) relates to unrealised gain on fair value of current and non-current investments held

2. Of the above, an amount of 837.0 million (31 December 2023: 227.0 million) relates to unrealised gain on fair value of current and non-current investments held at year end and 29.1 million (31 December 2023: nil) relates to year-to-date realised gain on fair value of investments disposed of during the year.

On 15 January 2025, the Group closed on the sale of a portion of one of its investments in Partner-firms, which was originally acquired by the Group in 2021, for a total consideration of 726.2 million. As at 31 December 2024, the portion of the investment sold is classified as held for sale and recorded as a current asset, at its fair value of 726.2 million, within Investments at fair value through profit or loss in the Consolidated Statement of Financial Position. Refer to Note 2(iv) for more details on the Group's policy.

Fair value measurements

IFRS 13 requires disclosure of fair value measurement by level. The level of fair value hierarchy within the financial assets or financial liabilities is determined on the basis of the lowest level input that is significant to the fair value measurement. Financial assets and financial liabilities are classified in their entirety into only one of the following three levels:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - inputs for assets or liabilities that are not based on observable market data (unobservable inputs).

The determination of what constitutes "observable" requires significant judgement by the Group. The Board of Directors considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following tables analyse within the fair value hierarchy the assets and liabilities (by class) measured at fair value:

31 December 2024	**Level 1 m**	**Level 2 m**	**Level 3 m**	**Total m**
Assets				
Investments in money market funds at fair value through profit or loss	**-**	**8.9**	**-**	**8.9**
Contingent consideration at fair value through profit or loss (current and non-current)	**-**	**-**	**95.8**	**95.8**
Investments at fair value through profit or loss (current and non-current)	**2.1**	**-**	**5,809.9**	**5,812.0**
Liabilities				
Contingent consideration at fair value through profit or loss (current and non-current)	**-**	**-**	**(8.1)**	**(8.1)**

31 December 2023	Level 1 m	Level 2 m	Level 3 m	Total m
Assets				
Investment in money market funds at fair value through profit or loss	-	62.3	-	62.3
Investments at fair value through profit or loss	0.2	-	5,254.5	5,254.7
Liabilities				
Contingent consideration at fair value through profit or loss (current and non-current)	-	-	(6.4)	(6.4)

The fair value of investments in money market funds is based on the daily published net asset value of each fund and is therefore considered Level 2. Investments in listed stocks are classified as Level 1. Due to the nature of the investments in Partner-firms, they are always expected to be classified as Level 3. The fair value of contingent consideration is determined based on a combination of unobservable inputs, including discounted cash flow models, probability-weighted scenarios, and the Operator's assessment of performance targets. Given the reliance on significant judgement and estimation, the fair value can be classified as Level 3. However, if observable market data significantly influences the valuation, it may be classified as Level 2.

There have been no transfers between levels during the year. Any transfers between the levels would be accounted for on the last day of each financial year.

Sensitivity analysis to significant changes in unobservable inputs within Level 3 hierarchy

Key assumptions including the timing and size of future fund raises by Partner-firms, future performance of funds managed by the Partner-firms, the timing of exits of investments managed by Partner-firms and margins of the Partner-firms are estimates made by the Operator and are not certain. The choice of discount rate or market multiple is somewhat correlated to the assumptions made above. The discount rates and multiples are therefore considered to be the significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy. These, together with a quantitative sensitivity analysis as at 31 December 2024 and 31 December 2023, are as shown below:

Level 3 investments	**Market value as of 31 December 2024**	**Significant unobservable inputs by valuation technique [1]**	**Range of significant unobservable inputs as of 31 December 2024**	**Weighted average**	**Reasonable shift**	**Valuation sensitivity**	
Investments in Management Companies:	**Market Approach:**				**-/+**	**-**	**+**
Private Markets	**1,398.1**	**Profit Multiple - FRE[2]**	**12.0x - 24.0x**	**16.1x**	**1.0x**	**(89.6)**	**89.6**
	258.4	**Asset Based Multiple**	**1.0x**	**1.0x**	**10.0%**	**(25.8)**	**25.8**
	Income Approach:						
	1,463.3	**Terminal Multiple - FRE[2]**	**5.4x - 19.0x**	**15.4x**	**0.7x**	**(37.1)**	**38.8**
		Discount Rate - FRE	**8.0% - 18.4%**	**11.9%**	**1.0%**	**(100.6)**	**112.3**
	1,617.6	**Terminal Multiple - PRE[3]**	**3.6x - 10.5x**	**6.6x**	**0.8x**	**(28.0)**	**28.5**
		Discount Rate - PRE	**13.0% - 34.0%**	**24.1%**	**2.0%**	**(110.7)**	**127.4**
Investments in Management Companies:	**Market Approach:**				**-/+**	**-**	**+**
Absolute Return	**115.1**	**Profit Multiple - FRE[2]**	**7.9x**	**7.9x**	**1.7x**	**(24.9)**	**24.9**
	14.0	**Profit Multiple - PRE[3]**	**4.4x**	**4.4x**	**2.0x**	**(6.4)**	**6.4**
	15.8	**Asset Based Multiple**	**1.0x**	**1.0x**	**10.0%**	**(1.6)**	**1.6**
	Income Approach:						
	170.0	**Terminal Multiple - FRE[2]**	**5.7x - 7.4x**	**7.3x**	**1.1x**	**(13.1)**	**17.1**
		Discount Rate - FRE	**13.5% - 17.6%**	**13.7%**	**2.0%**	**(13.2)**	**17.4**
	31.4	**Terminal Multiple - PRE[3]**	**3.4x - 4.1x**	**4.0x**	**0.6x**	**(2.8)**	**3.6**
		Discount Rate - PRE	**24.2% - 29.8%**	**24.9%**	**3.6%**	**(2.4)**	**3.2**

The above table excludes an amount of 726.2 million as at 31 December 2024 in relation to Level 3 investments, for which the Operator did not have significant estimation uncertainty.

Level 3 investments	Market value as of 31 December 2023	Significant unobservable inputs by valuation technique [1]	Range of significant unobservable inputs as of 31 December 2023	Weighted average	Reasonable shift	Valuation sensitivity	
Investments in	Market Approach:				-/+		+

Investments in	Market Approach:				-/+	-	+
Management Companies: Private Markets	1,201.9	Profit Multiple - FRE²	10.0x - 23.5x	14.5x	1.0x	(87.3)	87.4
	405.6	Asset Based Multiple	1.0x	1.0x	10.0%	(40.6)	40.6
	Income Approach:						
	1,670.3	Terminal Multiple - FRE²	4.7x - 17.5x	13.2x	0.7x	(42.0)	43.4
		Discount Rate - FRE	8.0% - 21.4%	13.0%	1.0%	(110.1)	122.3
	1,460.9	Terminal Multiple - PRE³	2.7x - 10.0x	5.5x	0.8x	(32.9)	34.1
		Discount Rate - PRE	13.0% - 37.0%	25.2%	2.0%	(107.0)	123.6
Investments in Management Companies: Absolute Return	Market Approach:				-/+	-	+
	135.2	Profit Multiple - FRE²	8.2x	8.2x	1.6x	(10.1)	10.1
	82.8	Profit Multiple - PRE³	4.5x - 5.0x	4.7x	2.0x	(14.2)	14.2
	17.5	Asset Based Multiple	1.0x	1.0x	10.0%	(1.7)	1.7
	Income Approach:						
	178.1	Terminal Multiple - FRE²	6.1x - 7.5x	7.4x	1.1x	(13.2)	17.4
		Discount Rate - FRE	13.3% - 16.4%	13.6%	2.0%	(13.2)	17.4
	102.0	Terminal Multiple - PRE³	3.3x - 5.3x	4.5x	0.7x	(7.6)	10.1
		Discount Rate - PRE	19.0% - 30.3%	22.9%	3.4%	(7.5)	10.1

1. The fair value of any one instrument may be determined using multiple valuation techniques. For example, market comparable and discounted cash flows may be used together to determine fair value. Therefore, the Level 3 balance encompasses both of these techniques.
2. The range consists of multiples on management fee-related earnings ("FRE") and may represent historical or forward-looking multiples.
3. The range consists of multiples on performance-related earnings ("PRE") and may represent historical or forward-looking multiples.
4. The increase or decrease in the unobservable inputs may not be shifted negatively and positively by an equal amount. For the asset categories that have different reasonable possible shifts, the above table discloses the weighted average of the respective negative and positive shift.

As the Group's investments are generally not publicly quoted, valuations require meaningful judgement to establish a range of values and the ultimate value at which an investment is realised may differ from its most recent valuation and the difference may be significant.

The below is a reconciliation of Level 3 assets held at fair value through profit or loss:

Level 3 Instrument	**For the year ended 31 December 2024 m**	For the year ended 31 December 2023 m
Assets		
Opening balance	**5,254.5**	4,958.9
Additions¹	**192.1**	66.8
Disposals	**(503.9)**	-
Other movements	**-**	1.8
Change in investments at fair value through profit or loss²	**867.2**	227.0
	5,809.9	5,254.5

1. Of the above, 85.1 million (31 December 2023: nil) relates to consideration payable on a deferred basis, - 4.1 million relates to returns of dividend reinvestments (31 December 2023: 57.0 million relates to dividend reinvestments) and 111.1 million (31 December 2023: 9.8 million) relates to consideration payable on an upfront basis.
2. Of the above, an amount of 837.9 million (31 December 2023: 227.0 million) relates to unrealised gain on fair value of current and non-current investments held at year end and 29.3 million (31 December 2023: nil) relates to year-to-date realised gain on fair value of investments disposed of during the year.

Contingent consideration at fair value through profit or loss

In addition to above, the Group has 95.8 million (31 December 2023: nil) of Level 3 assets and 8.1 million (31 December 2023: 6.4 million) of Level 3 liabilities as at 31 December 2024. The assets represent a portion of the total consideration which is probable under contingent consideration agreements in connection with its sale of investments in certain Partner-firms, wherein the Group may receive additional consideration based on the underlying terms of the sale agreement. The liabilities represent a portion of the total consideration which is probable under the contingent consideration agreements in connection with its investments in certain Partner-firms wherein the Group may have to pay additional consideration based on the underlying Partner-firms' ability to raise capital or meet certain revenue thresholds as defined in the relevant investment agreement. For the year ended 31 December 2024, the Group recorded a net fair value gain of 6.9 million (2023: loss of 6.4 million) on contingent consideration in the Consolidated Statement of Comprehensive Income, comprising of 8.6 million increase (2023: nil) in contingent consideration assets and 1.7 million increase (2023: 6.4 million increase) in contingent consideration liabilities.

As at 31 December 2024, an increase/decrease in the underlying discount rate of 2.9% (31 December 2023: n/a) would result in a decrease/increase in the fair value of contingent consideration assets of - 4.3 million/+ 5.0 million (31 December 2023: n/a) respectively.

As at 31 December 2024, an increase/decrease in the underlying discount rate of 1.9% (31 December 2023: 1.0%) would result in a decrease/increase in the fair value of the contingent consideration liabilities of - 0.1 million/+ 0.1 million (31 December 2023: - 0.04 million/+ 0.02 million) respectively.

Deferred consideration receivable

The Group has 152.8 million (31 December 2023: nil) of deferred consideration receivable recorded in the Consolidated Statement of Financial Position as at 31 December 2024 and the carrying amount is imputed at an effective interest rate of 7.0% (31 December 2023: n/a). The assets represent a portion of the total consideration which is due to the Group on a deferred basis in connection with its sales of investments in certain Partner-firms. The assets are held at amortised cost. During the year ended 31 December 2024, the Group recorded 2.4 million (2023: nil) of finance income in the Consolidated Statement of Comprehensive Income in relation to the accretion of the assets.

As at 31 December 2024, an increase/decrease in the underlying discount rate of 1.0% would result in a decrease/increase in the carrying amount of deferred consideration receivable of - 0.7 million/+ 0.7 million (31 December 2023: n/a) respectively

Deferred payment obligations

The Group has 87.8 million (31 December 2023: 51.9 million) of deferred payment obligations recorded in the Consolidated Statement of Financial Position as at 31 December 2024 and the carrying amount is imputed at an effective interest rate of 3.2% (31 December 2023: 2.4%). These liabilities represent a portion of the total consideration which is due from the Group on a deferred basis in connection with its purchases of investments in certain Partner-firms wherein the Group is required to pay additional consideration on an agreed future date. The liabilities are held at amortised cost. During the year ended 31 December 2024, the Group recorded 6.1 million (2023: 6.0 million) of finance cost in the Consolidated Statement of Comprehensive Income in relation to the amortisation of the liabilities.

As at 31 December 2024, an increase/decrease in the underlying discount rate of 1.0% would result in a decrease/increase in the carrying amount of deferred payment obligations of - 0.6 million/+ 0.6 million (31 December 2023: - 0.5 million/+ 0.5 million) respectively

Investments in money market funds

The Group invests its overnight cash balance in money market funds representing a collective investment scheme promoted by an affiliate of the Operator. As at 31 December 2024, the money market funds were AAA (31 December 2023: AAA) rated. These investments are redeemable at short notice and have been classified as debt investments. As at 31 December 2024, the Group held investments in money market funds of 8.9 million (31 December 2023: 62.3 million) and during the year ended 31 December 2024 earned interest of 7.7 million (2023: 24.7 million).

5. Cash and cash equivalents

5. Cash and cash equivalents

	31 December 2024 m	31 December 2023 m
Cash at bank	**14.5**	92.9
Fixed term deposit	**-**	150.0
	14.5	242.9

On 14 December 2023, the Company entered into a fixed term deposit of 150.0 million, which matured on 15 March 2024. Interest was earned on the fixed term deposit at a rate of 5.4% per annum. During the year ended 31 December 2024, the Company earned 1.7 million (2023: 0.4 million) of interest which is included in Interest income from other assets in the Consolidated Statement of Comprehensive Income.

6. Operator charges

On 1 January 2024, the Special Limited Partners contributed to each of the Petershill Splitter Subsidiaries as part of the Restructure (see Note 2) in return for a share in the Profit Sharing Charge and Divestment Fee previously due solely to the Operator. The total fees due to the paid by the Group did not change as a result.

Recurring Operating Charges

Under the Operator Agreement, the Operator is entitled to Recurring Operating Charges on a quarterly basis, such Recurring Operating Charges consisting of, in aggregate, 7.5% of the Group's relevant income from investments, as defined under IFRS, for the relevant quarter. For the year ended 31 December 2024, the income attributable to assets owned by the Group on which Recurring Operating Charges was earned amounted to 322.8 million (2023: 292.1 million).

Amounts recorded as Recurring Operating Charges during the year ended 31 December 2024 were 24.2 million (2023: 21.9 million), of which 7.0 million (31 December 2023: 6.6 million) was outstanding as at 31 December 2024. These amounts will be paid in accordance with the terms of the Operator Agreement.

Profit Sharing Charge

The Operator and Special Limited Partners are entitled to a profit sharing charge (the "Profit Sharing Charge") on a quarterly basis in arrears, which in aggregate shall be an amount equal to 20% of the total dividend income from each new investment ("New Investment") made by the Group after the Admission in the relevant fiscal quarter (net of any Recurring Operating Charges in respect of such New Investment), beginning in the ninth fiscal quarter from the date on which the New Investment closed and subject to such New Investment having achieved a return of 6% per annum calculated using the total invested capital funded to the pertinent date. These amounts will be paid in accordance with the terms of the Operator Agreement.

The aggregate of the Recurring Operating Charges and the Profit Sharing Charge is capped at 15% of the Group's income from investments in Partner-firms for the relevant quarter excluding any Divestment Fee payable for such quarter.

Amounts recorded as Profit Sharing Charge during the year ended 31 December 2024 were 0.6 million and 0.9 million (2023: 0.1 million and nil) to the Operator and Special Limited Partners respectively, and an amount of 0.3 million and 0.3 million (31 December 2023: 0.1 million and nil) was outstanding to the Operator and Special Limited Partners as at 31 December 2024 respectively. These amounts will be paid in accordance with the terms of the Operator Agreement.

Divestment Fee

The Operator and Special Limited Partners are entitled to a divestment fee ("Divestment Fee") calculated at 20% of the total Divestment Profit in the relevant quarter in relation to the Group's investments. Divestment Profit refers to the cash flows realised from the sale or divestment of assets calculated as the sale price minus the contribution value of such asset, excluding any dividend income received over the holding period and on which the Group has already paid Recurring Operating Charges and, in the case of New Investments, Profit Sharing Charge.

Although the Group does not have an exit strategy for its investments, it may be subject to exits or realisations at underlying Partner-firms and as such an accrual is reflected in the accounts representing an amount that would be payable if the Group were to exit all of its investments at the fair value reflected in these financial statements. As at 31 December 2024, an amount of 247.3 million (31 December 2023: 94.8 million), of which 119.5 million and 127.8 million would be due to the Operator and Special Limited Partners respectively (31 December 2023: 94.8 million and nil), has been accrued towards fee payable on divestment of investments, of which 1.2 million (2023: nil) related to disposals during the year ended 31 December 2024 and will be paid in accordance with the terms of the Operator Agreement.

7. Audit fees

Other operating expenses include fees payable to the Group's Auditors and its affiliates, which can be analysed as follows:

	For the year ended 31 December 2024 m	For the year ended 31 December 2023 m
Fees to the Company's Auditors[1]		
for audit of the statutory financial statements of £1.1million (2023: £0.9million)[2]	**1.4**	1.2
for audit-related assurance services of £0.1million (2023: £0.1million)	**0.1**	0.1
	1.5	1.3

1. All fees are excluding VAT.
2. The audit fee of £1.1 million for the year ended 31 December 2024 includes an amount of £54 thousand (excluding VAT) or £65 thousand (including VAT) relating to additional billing for the 2023 audit.

For the year ended 31 December 2024, the Company's Auditors were paid £0.1 million (2023: £0.1 million) in relation to its review of the Group's condensed interim consolidated financial statements and the same is included under audit-related assurance services.

8. Tax

The Group's income tax expense can be analysed as follows:

Amounts recognised in profit and loss	For the year ended 31 December 2024 m	For the year ended 31 December 2023 m
Current tax expense:		
Adjustments for current tax of prior periods	**0.9**	12.7
Tax charge at standard US corporation tax rate	**1.9**	1.3
Tax charge at standard UK corporation tax rate	**4.9**	9.5
Withholding tax	**5.4**	-
Total current tax expense	**13.1**	23.5
Deferred tax expense:		
Origination and reversal of temporary differences	**152.0**	65.3
Adjustments for deferred tax of prior periods	**(12.2)**	5.9
Movements in unrecognised tax benefits	**(19.3)**	(16.7)
Other	**1.8**	-
Effect of changes in tax rates	**(2.3)**	(2.0)
Total deferred tax expense	**120.0**	52.5
Total income tax expense	**133.1**	76.0

The differences in the effective tax rate for the period and the standard rate of corporation tax in the UK at 25.0% (2023: 23.5%) are as follows:

Reconciliation of effective tax rate	US m	UK m	Other m	For the year ended 31 December 2024 m	%
Profit/(loss) before tax	**654.1**	**834.2**	**(522.8)**	**965.5**	
Tax charge/(credit) at standard UK corporation tax rate	**163.5**	**208.6**	**(130.7)**	**241.4**	**25.0%**
Foreign rate differential	**(26.2)**	**-**	**(76.8)**	**(103.0)**	**(10.7%)**
Intra-group dividend income not taxable	**-**	**(65.9)**	**65.9**	**-**	**-%**
US tax expense related to PLC income	**0.5**	**-**	**-**	**0.5**	**0.1%**
State and Local taxes	**14.2**	**-**	**-**	**14.2**	**1.5%**
Adjustments for prior periods	**4.1**	**(1.1)**	**-**	**3.0**	**0.3%**
Tax on partnership profits	**-**	**3.9**	**-**	**3.9**	**0.4%**
Other	**1.8**	**-**	**5.3**	**7.1**	**0.7%**
Deferred tax adjustment, net of Initial Recognition Exemption ("IRE")	**(14.7)**	**-**	**-**	**(14.7)**	**(1.5%)**
Movements in unrecognised deferred tax	**(19.3)**	**(141.6)**	**141.6**	**(19.3)**	**(2.0%)**
Total income tax expense	**123.9**	**3.9**	**5.3**	**133.1**	**13.8%**

Reconciliation of effective tax rate US jurisdiction	For the year ended 31 December 2024 m	%
Profit before tax	**654.1**	
Total tax at the standard local country corporation tax rate	**137.3**	**21.0%**
US tax expense related to PLC income	**0.5**	**0.1%**
State and Local taxes	**14.2**	**2.2%**
Adjustments for prior periods (US Tax)	**4.1**	**0.6%**
Other	**1.8**	**0.3%**
Deferred tax adjustment, net of IRE	**(14.7)**	**(2.2%)**
Movements in unrecognised deferred tax	**(19.3)**	**(3.0%)**
Total income tax expense	**123.9**	**19.0%**

Reconciliation of effective tax rate	US m	UK m	Other m	For the year ended 31 December 2023 m	%
Profit/(loss) before tax	207.7	328.5	(139.1)	397.1	
Tax charge at standard UK corporation tax rate	48.8	77.3	(32.7)	93.4	23.5%
Foreign rate differential	(5.2)	-	(28.6)	(33.8)	(8.5%)
Intra-group dividend income not taxable	10.5	(23.5)	13.0	-	-%
US tax expense related to PLC income	1.3	-	-	1.3	0.3%
State and Local taxes	9.3	-	-	9.3	2.3%
Adjustments for prior periods	6.3	12.1	-	18.4	4.6%
Tax on partnership profits	-	4.1	-	4.1	1.0%
Movements in unrecognised deferred tax	(16.7)	(48.3)	48.3	(16.7)	(4.2%)
Total income tax expense	54.3	21.7	-	76.0	19.0%

Reconciliation of effective tax rate US jurisdiction	For the year ended 31 December 2023 m	%
Profit before tax	207.7	
Total tax at the standard local country corporation tax rate	43.6	21.0%
Intra-group dividend income not taxable	10.5	5.1%
US tax expense related to PLC income	1.3	0.6%
State and Local taxes	9.3	4.5%
Adjustments for prior periods (US Tax)	6.3	3.0%
Movements in unrecognised deferred tax	(16.7)	(8.0%)
Total income tax expense	54.3	26.2%

The tax disclosures for the years ended 31 December 2024 and 31 December 2023 have been updated such that the tax impact of items which are eliminated on consolidation (being intercompany dividends and gains/losses on subsidiary investments) is offset in the tax reconciliation. There is no change in the tax expense in either year.

The Investments in Partner-firms were a purchase of assets for income tax purposes. Due to differences in the computation of the purchase price of the Partner-firms as well as the impact of the Tax Receivables Agreement, temporary differences arose on the acquisition. Due to initial recognition exception under paragraphs 15 and 24 of IAS 12 - Income Taxes no deferred tax is recognised in respect of these original temporary differences.

The UK statutory corporation tax rate increased from 19% to 25% with effect from 1 April 2023. The UK statutory rate for the year ended 31 December 2024 is therefore 25.00% (2023: blended rate of 23.54%). Deferred tax assets and liabilities in the UK as at 31 December 2024 have been calculated based on the 25% rate (31 December 2023: 25%). Deferred tax assets and liabilities in the US as at 31 December 2024 have been calculated based on the US federal statutory rate of 21% (31 December 2023: 21%) and estimated effective state tax rate of 2.93% (31 December 2023: 5.48%).

In 2023, the Finance (No. 2) Act 2023 enacted certain provisions of the G20-Organisation for Economic Co-operation and Development (OECD) Global Anti-Base Erosion Model Rules (Pillar Two), including a Domestic Minimum Top-up Tax and Income Inclusion rule. This legislation seeks to ensure that UK headquartered multinational enterprises pay a minimum tax rate of 15% on UK and overseas profits arising after 31 December 2023. The legislation applies for a period to groups with revenues in excess of €750 million in at least two of the previous four periods. The Group is not within the scope of Pillar Two in the year ended 31 December 2024. The application of Pillar Two to the Group shall continue to be closely monitored.

9. Deferred tax liability

Movement in deferred tax balances

	Net balance 1 January 2024 m	Recognised in profit or loss m	Recognised in OCI/equity m	Foreign exchange m	Net balance 31 December 2024 m	Deferred tax assets m	Deferred tax liabilities m
Investment in Partner-firms	**(70.4)**	**(150.0)**	**-**	**-**	**(220.4)**	**-**	**(220.4)**
Tax Receivables Agreement	**23.6**	**2.9**	**-**	**-**	**26.5**	**26.5**	**-**
Deferred payment obligations	**(0.1)**	**0.1**	**-**	**-**	**-**	**-**	**-**
Divestment fee	**16.6**	**23.0**	**-**	**-**	**39.6**	**39.6**	**-**
Other	**6.9**	**3.3**	**-**	**-**	**10.2**	**10.2**	**-**
Losses	**15.2**	**(0.9)**	**-**	**-**	**14.3**	**14.3**	**-**
Capital loss	**-**	**1.6**	**-**	**-**	**1.6**	**1.6**	**-**
	(8.2)	**(120.0)**	**-**	**-**	**(128.2)**	**92.2**	**(220.4)**

	Net balance 1 January 2023 m	Recognised in profit or loss m	Recognised in OCI/equity m	Foreign exchange m	Net balance 31 December 2023 m	Deferred tax assets m	Deferred tax liabilities m
Investment in Partner-firms	18.4	(88.8)	-	-	(70.4)	-	(70.4)
Tax Receivables Agreement	17.3	6.3	-	-	23.6	23.6	-
Deferred payment obligations	(0.6)	0.5	-	-	(0.1)	-	(0.1)
Divestment fee	7.1	9.5	-	-	16.6	16.6	-
Other	0.8	6.1	-	-	6.9	6.9	-
Losses	1.0	14.2	-	-	15.2	15.2	-
	44.0	(52.2)	-	-	(8.2)	62.3	(70.5)

After considering jurisdictional netting, the deferred tax balances shown above are presented on a net basis on the Consolidated Statement of Financial Position.

The gross deferred tax asset as at 31 December 2024 was 92.2 million (31 December 2023: 62.3 million). As at 31 December 2024, it is expected that 30.7 million (31 December 2023: 7.6 million) of the deferred tax asset will be recovered within the next 12 months and the remaining 61.5 million (31 December 2023: 54.7 million) of the deferred tax asset will be recovered after 12 months.

Losses carried forward as at 31 December 2024 will expire as follows:

	US m	UK m	Total m
2025	**-**	**-**	**-**
2026 and onwards	**-**	**-**	**-**
Unlimited	**63.8**	**-**	**63.8**
	63.8	**-**	**63.8**

Losses carried forward as at 31 December 2023 will expire as follows:

	US m	UK m	Total m
2024	-	-	-
2025 and onwards	-	-	-
Unlimited	58.0	-	58.0
	58.0	-	58.0

Unrecognised deductible temporary differences and unused tax losses

Deferred tax liabilities/assets have not been recognised in respect of the following items:

	31 December 2024 m	31 December 2023 m
(Taxable)/deductible temporary differences (UK) - no expiration	**(75.2)**	66.4
Deductible temporary differences (US) subject to initial recognition exception	**10.4**	35.4
	(64.8)	101.8

Unrecognised taxable temporary differences associated with investments and interests in Partner-firms

The Investments in Partner-firms were a purchase of assets for income tax purposes. Due to differences in the computation of the purchase price of the Investments in Partner-firms as well as the impact of the Tax Receivables Agreement, temporary differences arose on the acquisition. Under the Initial Recognition Exemption under paragraphs 15 and 23 of IAS 12, these temporary differences were not recognised at the time of the original purchase. Consequently, as the unrecognised temporary differences reverse there will be no net impact to tax expense in the financial statements.

Further, to the extent that the Group has recognised unrealised losses with respect to the investments and interests in Partner-firms, such losses may result in a deferred tax asset to the extent that the unrealised losses are not currently deductible for income tax purposes. To the extent the recovery of these deferred tax assets will only result in future losses that may offset a future capital gain, the Group has not recognised the associated deferred tax assets unless it is probable that there will be sufficient income of the appropriate character in the future to utilise the associated tax benefits. As of 31 December 2024, the amount recognised is 1.6 million related to capital losses that are expected to offset capital gains arising from future disposals.

Uncertainty over income tax treatments

The Group has not identified any reserves related to uncertainty over income tax treatments as of 31 December 2024 or 31 December 2023.

10. Finance cost

	31 December 2024 m	31 December 2023 m
Interest on Unsecured Notes	**28.3**	28.3
Interest on Deferred payment obligations	**6.1**	6.0
Commitment fees	**0.4**	0.4
Borrowing cost amortisation	**0.6**	0.6
Other finance charges	**1.3**	1.8
	36.7	37.1

11. Earnings per share

	For the year ended 31 December 2024	For the year ended 31 December 2023

Profit attributable to equity holders of the Company (m)	**832.4**	321.1
Weighted average number of Ordinary Shares in issue	**1,098,004,286**	1,131,506,310
Basic and diluted earnings per share from continuing operations in the year (cents)	**75.81**	28.38

The weighted average number of shares for the year ended 31 December 2024 and 31 December 2023 is calculated on a time weighted basis based on the timing of issue and redemption of Ordinary Shares. There are no dilutive shares in issue.

12. Trade and other receivables

	31 December 2024 m	31 December 2023 m
Amounts receivable from Investments	**147.6**	105.9
Tax recoverable	**12.5**	10.4
Prepayments	**1.3**	1.9
Other receivables	**4.2**	9.2
	165.6	127.4

13. Unsecured Notes payable

On 24 August 2022, Petershill Partners, Inc. issued US private placement senior unsecured notes (the "Unsecured Notes") to a group of institutional investors. The Unsecured Notes issued by Petershill Partners, Inc. are guaranteed by the Company.

The Unsecured Notes are comprised of five tranches:

Unsecured Notes	Notional (US)	Tenor (years)	Maturity	Fixed Coupon
Series A	125,000,000	7	2029	5.51%
Series B	175,000,000	10	2032	5.54%
Series C	80,000,000	12	2034	5.69%
Series D	80,000,000	15	2037	5.84%
Series E	40,000,000	20	2042	6.14%

Petershill Partners, Inc. may be subject to pay a Make-Whole Amount (as contained in the Note Purchase Agreement) contingent upon certain principal repayment, prepayment or redemption of the Unsecured Notes in accordance with the provisions of the Note Purchase Agreement. Absent an intent by the Group to prepay the Unsecured Notes, no accrual for such Make-Whole Amount has been made as at 31 December 2024 or 31 December 2023.

In accordance with the Note Purchase Agreement, the Petershill Partners, Inc. is subject to various financial and non-financial covenants. The two financial covenants that the Petershill Partners, Inc. must adhere to are 1) the leverage ratio shall not exceed 4:1 and 2) the AuM shall not be less than the required minimum AUM amount (as defined in the Note Purchase Agreement). The Operator monitors the covenant requirements on at least a six-monthly basis. There have been no breaches of these covenants during the year.

As at 31 December 2024, the outstanding amount of the Unsecured Notes was 500.0 million (31 December 2023: 500.0 million). The carrying value of the Unsecured Notes was reported at amortised cost and was net of unamortised debt issuance costs of 5.6 million (31 December 2023: 6.2 million) in an amount of 494.4 million (31 December 2023: 493.8 million). For the year ended 31 December 2024, the effective interest rate on the Unsecured Notes was 6.2% per annum (2023: 6.2% per annum).

As of 31 December 2024, the fair value of the Unsecured Notes payable is estimated at 478.7 million (31 December 2023: 467.0 million) calculated based on discounted cash flows using the discount rate of 6.4% at 31 December 2024 and 6.6% at 31 December 2023 respectively. The Unsecured Notes payable would be classified as Level 3 in the fair value hierarchy due to the use of unobservable inputs, including the Group's own credit risk. A 3.0% increase/decrease in the underlying discount rate would result in a movement in fair value of approximately - 82.2 million / + 107.4 million respectively (31 December 2023: - 87.0 million/+ 113.6 million) or -17.2%/+22.4% (31 December 2023: -18.6%/+24.3%).

14. Net Debt Reconciliation

	31 December 2024 m	31 December 2023 m
Unsecured Notes payable	**494.4**	493.8
Interest payable	**10.0**	10.0
	504.4	503.8

Liabilities from financing activities for the year ended 31 December 2024

	Unsecured Notes Payable m	**Interest Payable m**
Net debt at 1 January 2024	**493.8**	**10.0**
Repayment of interest	**-**	**(28.3)**
Interest expense	**-**	**28.3**
Borrowing costs amortised	**0.6**	**-**
Net debt as at 31 December 2024	**494.4**	**10.0**

Liabilities from financing activities for the year ended 31 December 2023

	Unsecured Notes Payable m	Interest Payable m
Net debt at 1 January 2023	493.2	10.0
Repayment of interest	-	(28.3)
Interest expense	-	28.3
Borrowing costs amortised	0.6	-
Net debt as at 31 December 2023	493.8	10.0

15. Share capital and other reserve

For the year ended 31 December 2024

Date	Issued and fully paid	Number of Shares Issued	**Share capital m**	**Share premium m**	**Other reserve m**	**Capital redemption reserve m**	**Total m**
Shares at 1 January 2024		1,122,202,824	**11.2**	**-**	**1,689.6**	**0.5**	**1,701.3**
	Repurchase of Ordinary Shares - 0.01	(40,494,657)	**(0.4)**	**-**	**-**	**0.4**	**-**
Closing balance as at 31 December 2024		1,081,708,167	**10.8**	**-**	**1,689.6**	**0.9**	**1,701.3**

For the year ended 31 December 2023

Date	Issued and fully paid	Number of Shares Issued	Share capital m	Share premium m	Other reserve m	Capital redemption reserve m	Total m
Shares at 1 January 2023		1,135,399,597	11.4	3,346.7	1,689.6	0.3	5,048.0
	Share premium cancellation	-	-	(3,346.7)	-	-	(3,346.7)
	Repurchase of Ordinary Shares - 0.01	(13,196,773)	(0.2)	-	-	0.2	-
Closing balance as at 31 December 2023		1,122,202,824	11.2	-	1,689.6	0.5	1,701.3

On 17 May 2023, the Company commenced a share buyback programme of up to 50 million. During the year ended 31 December 2024, the Group repurchased and cancelled 2,623,705 Ordinary Shares (2023: 13,196,773) as part of its buyback programme for a total consideration of 5.8 million (2023: 26.3 million) including transaction costs. The programme was subsequently terminated on 11 April 2024.

The Company's Shareholders approved the cancellation of the amount standing to the credit of the Company's share premium account in full (the "Reduction of Capital") at its Annual General Meeting held on 24 May 2023. A formal approval of the same was obtained on 20 June 2023 from His Majesty's High Court in England (the "Court"), Accordingly, the Reduction of Capital became effective which created additional distributable reserves of approximately 3,346.7 million and the amounts standing to the credit of the share premium account have been transferred to Retained earnings.

On 23 April 2024, the Company proposed a tender of up to 100 million of Ordinary Shares. On 31 May 2024, the tender offer closed and 37,870,952 Ordinary Shares were purchased and cancelled for a total consideration of 106.7 million, including transaction costs.

As at 31 December 2024, the Company's issued share capital comprised 1,081,708,167 of Ordinary Shares (31 December 2023: 1,122,202,824) of 0.01 each. Ordinary Shareholders are entitled to all dividends paid by the Company. The Company does not have a limited amount of authorised capital.

16. Retained earnings

	For the year ended 31 December 2024 m	For the year ended 31 December 2023 m
Opening balance	**3,132.6**	(328.7)
Profit and total comprehensive income in the year	**832.4**	321.1
Dividends paid	**(453.8)**	(180.2)
Repurchase of Ordinary Shares	**(112.5)**	(26.3)
Share premium cancellation	**-**	3,346.7
Closing balance	**3,398.7**	3,132.6

17. Net assets per share

	31 December 2024	31 December 2023
Net Assets (m)	**5,100.0**	4,833.9
Number of Ordinary Shares issued	**1,081,708,167**	1,122,202,824
Net assets per share (cents)	**471.48**	430.75

18. Dividends declared and paid

For the year ended 31 December 2024

Dividends declared and paid	**Paid on**	**Dividend per share cents**	**Total dividend m**
Final dividend with respect to the year ended 31 December 2023	14 June 2024	**10.1**	**113.1**
Interim dividend with respect to the year ended 31 December 2024	31 October 2024	**5.0**	**54.1**
Special dividend with respect to the year ended 31 December 2024[1]	31 October 2024	**9.0**	**97.3**
Special dividend with respect to the year ended 31 December 2024[1]	20 December 2024	**17.5**	**189.3**
Total		**41.6**	**453.8**

1. Special dividends relate to the distribution of proceeds from investment activity.

For the year ended 31 December 2023

Dividends declared and paid	Paid on	Dividend per share cents	Total dividend m
Final dividend with respect to the year ended 31 December 2022	13 June 2023	11.0	124.9
Interim dividend with respect to the year ended 31 December 2023	27 October 2023	4.9	55.3
Total		15.9	180.2

19. Financial risk management

Financial risk management objectives

The Group's investing activities expose it to various types of risks that are associated with the Partner-firms. The Group makes the investments with the goal of generating returns in accordance with its Acquisition Strategy and Investment Policy.

The most important types of financial risks to which the Group is exposed are market risk (including price, interest rate and foreign currency risk), liquidity risk and credit risk. The Board of Directors has delegated portfolio management and risk management responsibilities to the Operator. Accordingly, the Operator has overall responsibility for the determination of the Group's risk management and sets policy to manage that risk at an acceptable level to achieve those objectives. The policy and process for measuring and mitigating each of the main risks are described below.

	31 December 2024 m	31 December 2023 m
Financial assets		
Non-current assets:		
Investments at fair value through profit or loss	**5,085.8**	5,254.7
Contingent consideration at fair value through profit or loss	**65.1**	-
Current financial assets:		
Investments at fair value through profit or loss	**726.2**	-
Investments in money market funds at fair value through profit or loss	**8.9**	62.3
Cash and cash equivalents	**14.5**	242.9
Contingent consideration at fair value through profit or loss	**30.7**	-
Deferred consideration receivable	**152.8**	-
Trade and other receivables (excluding prepayments)	**164.3**	125.5

Financial liabilities

Non-current liabilities:		
Unsecured Notes payable	**(494.4)**	(493.8)
Deferred payment obligations	**(32.5)**	(7.3)
Liability for Tax Receivables Agreement	**(129.4)**	(150.5)
Contingent consideration at fair value through profit or loss	**-**	(3.9)
Fee payable on divestment of Investments	**(247.3)**	(94.8)
Current liabilities:		
Trade and other payables	**(7.2)**	(6.9)
Deferred payment obligations	**(55.3)**	(44.6)
Interest payable	**(10.0)**	(10.0)
Operator charge payable	**(7.0)**	(6.6)
Profit sharing charge payable	**(0.6)**	(0.1)
Contingent consideration at fair value through profit or loss	**(8.1)**	(2.5)
Liability for Tax Receivables Agreement	**(29.6)**	(24.2)

Categories of financial instruments

Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the returns to Shareholders. The Board of Directors approves the level of dividend distributions to Shareholders. The Group may purchase its own shares within the limits defined by the Board of Directors subject to restrictions imposed by applicable laws.

The capital structure of the Group consists of issued share capital, retained earnings and other reserves as stated in the Consolidated Statement of Financial Position.

Market risk

Market risk includes price risk, foreign currency risk and interest rate risk.

a) Price risk

The majority of the Group's investments are held in Partner-firms which presents a potential risk of loss of capital to the Group. Price risk arises from changes in fair value of the investments in Partner-firms held by the Group. As discussed in Note 3, the fair value of these investments is determined using valuation techniques including earnings multiples, discounted cash flows and recent comparable transactions. In valuing the investments, key assumptions include estimates around future fundraise timing and sizes, expected management and performance fee rates and margins of the Partner-firms, expected current and future fund returns and timing of realisations. Periodically, the Valuation Oversight Group of the Operator presents the valuation proposals and their independent price verification review results to the Operator's Valuation Committee which convenes to approve and oversee the application of valuation policies, and review fair value estimates for the investments. Subsequently, the Operator reports the valuation results to the Board of Directors. As new information surfaces on these key assumptions, the valuation techniques may be adjusted causing the fair value of these investments to change.

As at 31 December 2024, the fair value of investments was 5,812.0 million (31 December 2023: 5,254.7 million). As presented in the Sensitivity analysis to significant changes in unobservable inputs table, the valuation of the non-current investments could vary from - 456.2 million to + 496.6 million (31 December 2023: - 487.4 million to + 532.4 million) depending on the valuation techniques used while keeping the key assumptions constant.

The Group is exposed to a variety of risks which may have an impact on the carrying value of the Group's investments. The Group's risk factors are set
out below:

i. Not actively traded

The majority of the Group's investments are held in Partner-firms. These investments are not generally traded in an active market but are indirectly exposed to market price risk arising from uncertainties about future values of the investments held. The Group investments vary as to industry sub-sector, geographic distribution of operations and size, all of which may impact the susceptibility of their valuation to uncertainty.

Although the investments are in the same industry, this risk is managed through careful selection of investments within the specified limits of the investment policy. The investments are monitored on a regular basis by the Operator.

ii. Concentration

The Group invests in the alternative asset sector, with a focus on investments in asset managers with asset classes such as private equity, private credit, private real assets and absolute return strategies. Concentration risk may relate to a subsector, relative size of an investment and geography. The Group is exposed to geographic concentration risk from its investments in the asset management sector as detailed in Note 2(ii) of these financial statements and page 18 of the Preliminary Results.

The Board of Directors and the Operator monitor the concentration of the investments on a quarterly basis to ensure compliance with the investment policy.

For the year ended 31 December 2024, the Group received a maximum of 17.9% (2023: 18.5%) of its total income from investments in Partner-firms from one single Partner-firm.

b) Foreign currency risk

The Group transacts in currencies other than US . Consequently, the Group is exposed to risks that the exchange rate of its currency relative to other foreign currencies may change in a manner that has an adverse effect on the value of that portion of the Group's assets or liabilities denominated in currencies other than the US . Any exposure to foreign currency risk at the underlying investment level is captured within price risk.

The following table sets out, in US , the Group's total exposure to foreign currency risk and the net exposure to foreign currencies of the monetary assets and liabilities:

	US	CAD	GBP£	Total
As at 31 December 2024	m	m	m	m
Non-current assets				
Investments at fair value through profit or loss	**4,979.1**	**106.0**	**0.7**	**5,085.8**
Contingent consideration at fair value through profit or loss	**65.1**	**-**	**-**	**65.1**
Total non-current assets	**5,044.2**	**106.0**	**0.7**	**5,150.9**
Current assets				
Investments at fair value through profit or loss	**726.2**	**-**	**-**	**726.2**
Investments in money market funds at fair value through profit or loss	**8.9**	**-**	**-**	**8.9**
Cash and cash equivalents	**14.3**	**-**	**0.2**	**14.5**
Contingent consideration at fair value through profit or loss	**30.7**	**-**	**-**	**30.7**
Deferred consideration receivable	**152.8**	**-**	**-**	**152.8**
Trade and other receivables (excluding prepayments)	**158.2**	**5.6**	**0.5**	**164.3**
Total current assets	**1,091.1**	**5.6**	**0.7**	**1,097.4**
Non-current liabilities				

Unsecured Notes payable	**(494.4)**	**-**	**-**	**(494.4)**
Deferred payment obligations	**(32.5)**	**-**	**-**	**(32.5)**
Liability for Tax Receivables Agreement	**(129.4)**	**-**	**-**	**(129.4)**
Contingent consideration at fair value through profit or loss	**-**	**-**	**-**	**-**
Fee payable on divestment of investments	**(247.3)**	**-**	**-**	**(247.3)**
Total non-current liabilities	**(903.6)**	**-**	**-**	**(903.6)**
Current liabilities				
Trade and other payables	**(5.1)**	**-**	**(2.1)**	**(7.2)**
Deferred payment obligations	**(55.3)**	**-**	**-**	**(55.3)**
Interest payable	**(10.0)**	**-**	**-**	**(10.0)**
Operator charge payable	**(7.0)**	**-**	**-**	**(7.0)**
Profit sharing charge payable	**(0.6)**	**-**	**-**	**(0.6)**
Contingent consideration at fair value through profit or loss	**(8.1)**	**-**	**-**	**(8.1)**
Liability for Tax Receivables Agreement	**(29.6)**	**-**	**-**	**(29.6)**
Total current liabilities	**(115.7)**	**-**	**(2.1)**	**(117.8)**

As at 31 December 2023	US m	CAD m	GBP£ m	Total m
Non-current assets				
Investments at fair value through profit or loss	5,149.2	102.9	2.6	5,254.7
Total non-current assets	5,149.2	102.9	2.6	5,254.7
Current assets				
Investments at fair value through profit or loss	-	-	-	-
Investments in money market funds at fair value through profit or loss	62.3	-	-	62.3
Cash and cash equivalents	241.1	-	1.8	242.9
Trade and other receivables (excluding prepayments)	123.1	-	2.4	125.5
Total current assets	426.5	-	4.2	430.7
Non-current liabilities				
Unsecured Notes payable	(493.8)	-	-	(493.8)
Deferred payment obligations	(7.3)	-	-	(7.3)
Liability for Tax Receivables Agreement	(150.5)	-	-	(150.5)
Contingent consideration at fair value through profit or loss	(3.9)	-	-	(3.9)
Fee payable on divestment of investments	(94.8)	-	-	(94.8)
Total non-current liabilities	(750.3)	-	-	(750.3)
Current liabilities				
Trade and other payables	(4.7)	-	(2.2)	(6.9)
Deferred payment obligations	(44.6)	-	-	(44.6)
Interest payable	(10.0)	-	-	(10.0)
Operator charge payable	(6.6)	-	-	(6.6)
Profit sharing charge payable	(0.1)	-	-	(0.1)
Contingent consideration at fair value through profit or loss	(2.5)	-	-	(2.5)
Liability for Tax Receivables Agreement	(24.2)	-	-	(24.2)
Total current liabilities	(92.7)	-	(2.2)	(94.9)

The Board of Directors does not consider that the foreign currency exchange risk at the balance sheet date is material and therefore sensitivity analysis for the foreign currency risk has not been provided.

c) Interest rate risk

The Group's exposure to interest rate risk relates to the Group's cash and cash equivalents and money market investments. The Group is subject to risk due to fluctuations in the prevailing levels of market interest rates. Any excess cash and cash equivalents are invested at short-term market interest rates. As at the date of the Consolidated Statement of Financial Position, the majority of the Group's cash and cash equivalents were held in interest bearing fixed deposit accounts. The Group is not exposed to interest rate risk on debt due to fixed interest arrangements in place.

The Group's investment in money market funds is variable and is subject to fluctuations. Any exposure to interest rate risk at the underlying investment level is captured within price risk. An increase of 100 basis points, based on the closing balance sheet position over a 12-month period, would lead to an approximate increase in total profit before tax of 0.1 million (31 December 2023: 0.6 million) for the Group.

In addition, the Group has indirect exposure to interest rates through changes to the financial performance and the valuation of investments in Partner-firms caused by rate fluctuations.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group's policy and the Operator's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stress conditions, including estimated redemption of shares, without incurring unacceptable losses or risking damage to the Company's reputation.

The Group's financial assets include investments in Partner-firms which are generally illiquid. As a result, the Group may not be able to liquidate its investments in time to meet its liquidity requirements. The Operator has a liquidity management policy which is designed to enable it to monitor the liquidity risk of the Group. The systems and procedures employed by the Operator in this regard allow it to apply various tools and arrangements necessary to respond appropriately to liquidity concerns. As part of the policy, the Operator prepares estimates of projected cash flows of the Group from its investment in Partner-firms, and evaluates them against the projected expenses, investment opportunities and potential distributions to the Company's Shareholders. Any surplus liquidity, as it arises, is invested into money market funds. As at 31 December 2024 and 31 December 2023, the Group had an undrawn 100 million revolving credit facility to manage the liquidity requirements.

The Operator updates the Board of Directors on its findings on a regular basis and highlights any risks from a liquidity management perspective.

The following tables detail the Group's expected maturity for its financial assets (excluding equity) and liabilities together with the contractual undiscounted cash flow amounts:

As at 31 December 2024	Less than 1 year m	1-5 years m	5+ years m	Total m
Assets				
Investments at fair value through profit and loss	**726.2**[1]	**-**	**5,085.8**	**5,812.0**
Contingent consideration at fair value through profit or loss	**32.2**	**95.0**	**-**	**127.2**
Deferred consideration receivable	**155.1**	**-**	**-**	**155.1**
Investments in money market funds at fair value through profit and loss	**8.9**	**-**	**-**	**8.9**
Cash and cash equivalents	**14.5**	**-**	**-**	**14.5**
Trade and other receivables (excluding prepayments)	**164.3**	**-**	**-**	**164.3**
Liabilities				
Trade and other payables	**(7.2)**	**-**	**-**	**(7.2)**
Unsecured Notes payable	**(28.3)**	**(235.8)**	**(489.2)**	**(753.3)**
Operator charge payable	**(7.0)**	**-**	**-**	**(7.0)**
Profit sharing charge payable	**(0.6)**	**-**	**-**	**(0.6)**
Contingent consideration at fair value through profit or loss	**(8.1)**	**-**	**-**	**(8.1)**
Deferred payment obligations	**(56.5)**	**(35.8)**	**-**	**(92.3)**
Liability for Tax Receivables Agreement	**(29.6)**	**(126.1)**	**(320.8)**	**(476.5)**
Fee payable on divestment of investments	**-**	**(95.4)**	**(151.9)**	**(247.3)**

1. 726.2 million represents the held for sale classification as at 31 December 2024 related to the sale of the majority of the Group's stake in General Catalyst on 15 January 2025 (see Note 22).

As at 31 December 2023	Less than 1 year m	1-5 years m	5+ years m	Total m
Assets				
Investments at fair value through profit and loss	-	-	5,254.7	5,254.7
Investments in money market funds at fair value through profit and loss	63.2	-	-	63.2
Cash and cash equivalents	243.9	-	-	243.9
Trade and other receivables (excluding prepayments)	125.5	-	-	125.5
Liabilities				
Trade and other payables	(6.9)	-	-	(6.9)
Unsecured Notes payable	(28.3)	(113.1)	(640.2)	(781.6)
Operator charge payable	(6.6)	-	-	(6.6)
Profit sharing charge payable	(0.1)	-	-	(0.1)
Contingent consideration at fair value through profit or loss	(2.5)	(3.9)	-	(6.4)
Deferred payment obligations	(44.6)	(7.3)	-	(51.9)
Liability for Tax Receivables Agreement	(24.2)	(137.0)	(393.3)	(554.5)
Fee payable on divestment of investments	-	-	(94.8)	(94.8)

Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Group, resulting in financial loss to the Group. Credit risk arises in the ordinary course of our business from deferred consideration and other receivables arising from disposals of investments in Partner-firms; from income receivable from Partner-firms; from investments of surplus liquidity as it arises from time to time in money market funds; and also from derivative financial assets and cash and cash equivalents. The Group's policy over credit risk is to minimise its exposure to counterparties with perceived higher risk of default by dealing only with counterparties that meet the credit standards set out in the Company's prospectus. Further information of the Group's policy is detailed in Note 2(iv).

As at 31 December 2024, the Group has income receivables of 148.0 million (31 December 2023: 101.9 million), which is included within amounts receivable from Investments in Note 12, and deferred consideration receivable of 152.8 million (31 December 2023: nil). Of the total outstanding receivables, 1.9% (31 December 2023: 2.2%) is classified as Stage 2 and 98.1% (31 December 2023: 97.7%) is classified as Stage 1. The counterparty ratings, where available, ranged from A to BBB in respect of both years. The calculated ECL as at 31 December 2024 is 0.4 million (31 December 2023: 0.1 million).

Credit risk is monitored on an ongoing basis by the Operator in accordance with the procedures and policies in place. The table below details the Group's exposure to credit risk:

	31 December 2024 m	31 December 2023 m
Interest bearing		
Investments in money market funds at fair value through profit or loss	**8.9**	62.3
Cash and cash equivalents	**14.5**	242.9
Non-interest bearing		
Deferred consideration receivable (current and non-current)	**152.8**	-
Trade and other receivables (excluding prepayments)	**164.3**	125.5

The table below shows the cash and money market deposit balances and the credit rating for each counterparty:

	Location	Rating	31 December 2024 m	31 December 2023 m
Counterparty				
State Street Bank and Trust Company	**USA**	**A-1+**	**14.5**	92.9
US Treasury Liquid Reserves Fund - Institutional Shares	**USA**	**AAA**	**2.5**	0.2
Financial SquareSM Government Fund - Institutional Shares	**USA**	**AAA**	**6.4**	10.5
Financial SquareSM Treasury Instruments Fund - Institutional Shares	**USA**	**AAA**	**-**	51.6
Goldman Sachs Bank USA	**USA**	**A-1**	**-**	150.0

The Group's maximum exposure to loss of capital at the year end is shown below:

	31 December 2024 m	31 December 2023 m
Investments at fair value through profit or loss (current and non-current)	**5,812.0**	5,254.7
Other financial assets (excluding prepayments)	**436.3**	430.7

20. Related party transactions

Board of Directors

The Company has five Non-Executive Directors. Directors' fees for the year ended 31 December 2024 amounted to 1.7 million (2023: 1.7 million), of which nil (31 December 2023: nil) was outstanding at year end. Amounts paid to the Board of Directors as reimbursement of travel and other incidental expenses during the year amounted to 78 thousand (2023: 32 thousand), of which, nil (31 December 2023: nil) was outstanding at year end.

The Board of Directors held beneficial interests in 1,169,999 (31 December 2023: 1,094,999) Ordinary Shares in the Company.

Money Market Funds

On 31 December 2024, the Group held an investment of 8.9 million (31 December 2023: 62.3 million) in money market funds that are managed by affiliates of the Operator. During 2024, the Group earned interest income of 7.7 million (2023: 24.7 million) from investments held in such money market funds managed by affiliates of the Operator.

Transactions with Petershill Funds

As at 31 December 2024, the Petershill Funds, managed by wholly-owned subsidiaries of the Goldman Sachs Group acting as the investment manager, owned approximately 79.5% (31 December 2023: 76.6%) of the Company. As at 31 December 2024, the Group had amounts payable to the Petershill Funds of 0.8 million (31 December 2023: 0.2 million) and amounts receivable from the Petershill Funds of 2.3 million (31 December 2023: 6.1 million). These amounts will be settled in the ordinary course of business.

Tax Receivables Agreement

As discussed in Note 2(v), the Group has entered into a Tax Receivables Agreement with Petershill Funds, an affiliate of the Operator and the Goldman Sachs Group, which will require the Group to pay 75% of the amount of cash tax savings, if any, in US federal, state and local income tax that the Group realises as a result of the tax benefits associated with this increase in tax basis. As of 31 December 2024, the carrying value of the liability for Tax Receivables Agreement was 159.0 million (31 December 2023: 174.7 million). During the year ended 31 December 2024, principal payments totaling 23.5 million (2023: 32.5 million) were made in relation to the liability for Tax Receivables Agreement.

Operator

The Operator is an affiliate and wholly-owned subsidiary of the Goldman Sachs Group and provides advice to the Group on the origination and completion of new investments, the management of the portfolio and on realisations, as well as on funding requirements, subject to approval by the Board of Directors. For the provision of services under the Operator Agreement, the Operator earns a Profit Sharing Charge, Recurring Operating Charges and Divestment Fee, as detailed in Note 6.

The Operator may, in its discretion, pay certain of the Group's fees or expenses and the Group will reimburse the Operator for the payment of any such fee or expense. For the year ended 31 December 2024, the Group incurred 0.1 million (2023: 0.1 million) of expenses under this arrangement, of which nil (31 December 2023: 0.1 million) was outstanding at year end.

Special Limited Partners

The Special Limited Partners are affiliates of the Goldman Sachs Group and acts as a special limited partners to the respective Petershill Splitter Subsidiaries. The Special Limited Partners earns a Profit Sharing Charge and Divestment Fee, as detailed in Note 6.

Transactions with Goldman Sachs Bank USA

Goldman Sachs Bank USA ("GSBUSA") is an affiliate and wholly owned subsidiary of the Goldman Sachs Group. On 14 December 2023, the Company placed a fixed term deposit with GSBUSA for 150.0 million. The fixed term deposit matured on 15 March 2024 and accrued interest at a rate of 5.4% per annum. During the year ended 31 December 2024, the Company earned interest of 1.7 million (2023: 0.4 million), which settled at maturity.

21. Ultimate controlling party

The Board of Directors has reviewed the Shareholders of the Company and has concluded that there is no ultimate controlling party. The Company has a diversified investor base that does not cede control to any single investor or a group of investors. Although the Petershill Funds own 79.5% (31 December 2023: 76.6%) of the Company, Goldman Sachs Asset Management and its affiliates were the beneficial owner of less than 1% of the Ordinary Shares of the Company as at 31 December 2024.

The Petershill Funds are managed by Goldman Sachs Asset Management and its affiliates acting as the investment manager of the Petershill Funds. Goldman Sachs Asset Management and its affiliates act in in their capacity as an agent for the Equity Shareholders of the Company and such a relationship does not give rise to controlling ownership.

22. Subsequent events

The Group has evaluated activity through 28 March 2025, the date that the consolidated financial statements were available to be issued.

On 15 January 2025, the Group closed on the sale of the majority of its stake in General Catalyst for a total consideration of 726.2 million, in the form of interest-bearing loan notes. 207.0 million in relation to the first tranche of the outstanding principal amount of the loan notes was received before approval of the consolidated financial statements. The remaining 519.2 million outstanding principal amount is due to be repaid over time.

On 14 March 2025, the Group closed on the acquisition of the minority stake investment in Frazier Healthcare Partners for a total consideration of 330.0 million, in the form of 15.9 million of upfront and 314.1 million of deferred consideration, due primarily in 2026 and 2027.

On 28 March 2025, the Board of Directors approved a special dividend payment of 14.0 cents (USD) per share. The record date for the dividend is 11 April 2025 and the payment date is 9 May 2025.

The Group concluded that no other events took place that would require material adjustments to the amounts recognised in these consolidated
financial statements.

GLOSSARY OF KEY OPERATING METRICS

The Operator and the Directors use key operating metrics to help evaluate trends, assess the performance of the Partner-firms and the Company, analyse and test dividends received from the Partner-firms and inform operating, budgeting and reinvestment decisions. The Directors believe that these metrics, which present certain operating and other information in respect of the Partner- firms, provide an enhanced understanding of the underlying portfolios and performance of the Partner-firms and are therefore essential to assessing the investments and performance of the Company.

The key operating metrics described in this section are derived from financial and other information reported to the Operator by the Partner-firms. The Operator, with the assistance of an independent accounting firm, performs due diligence procedures on the information provided by the Partner-firms. It should be noted, however, that these due diligence procedures do not constitute an audit.

In addition, each Partner-firm may account for and define certain financial and other information differently from one another. For example, each Partner-firm may calculate its fee-paying AuM differently, the result of which being that the inputs of the Company's Aggregate Fee-paying AuM are not consistently calculated.

Whilst the operating metrics described in this section are similar to those used by other alternative asset managers, there are no generally accepted principles governing their calculation, and the criteria upon which these metrics are based can vary from firm to firm. These metrics, by themselves, do not provide a sufficient basis to compare the Partner-firms' or the Company's performance with that of other companies.

None of Partner Distributable Earnings, Partner FRE, Partner Realised Performance Revenues or Partner Realised Investment Income are measures of or provide any indication of profits available for the purpose of a distribution by the Company within the meaning of section 830 of the Companies Act 2006, or of any Partner-firm in accordance with the equivalent applicable rules.

Aggregate Fee-paying AuM

Aggregate Fee-paying AuM is defined as the portion of Aggregate Partner-firm AuM for which Partner-firms are entitled to receive management fees, as reported by the Partner-firms to the Operator. The principal difference between Aggregate Fee-paying AuM and Aggregate Partner-firm AuM is that Aggregate Fee-paying AuM typically excludes co-investment on which Partner- firms generally do not charge fees and, to a lesser extent, fund commitments in Partner-firm funds (i) on which fees are only earned on investment, rather than from the point of commitment and (ii) where capital has been raised but fees have not yet been activated. This may also include legacy assets where fees are no longer being charged.

The Operator and the Directors consider Aggregate Fee-paying AuM to be a meaningful measure of the Partner-firms' capital base upon which they earn management fees and use the measure in assessing the management fee-related performance of the Partner-firms and to inform operating, budgeting and reinvestment decisions.

Aggregate Partner-firm AuM

Aggregate Partner-firm AuM is defined as the sum of (a) the net asset value of the Partner-firms' underlying funds and investment vehicles, and in most cases includes co-investment vehicles, GP commitments and other non fee-paying investment vehicles and (b) uncalled commitments from these entities, as reported by the Partner-firms to the Operator from time to time and aggregated by the Operator without material adjustment. This is an aggregated figure across all Partner-firms and includes Partner-firm AuM outside of the Company's ownership interest in the Partner-firms.

The Operator and the Directors consider Aggregate Partner-firm AuM to be a meaningful measure of the size, scope and composition of the Partner-firms, as well as of their capital-raising activities. The Operator uses Aggregate Partner-firm AuM to inform operating, budgeting and reinvestment decisions.

Aggregate Performance Fee Eligible Partner-firm AuM

The amount of Aggregate Partner-firm AuM that is eligible for performance fees.

AuM and Associated Data

The data presented in this document for the following key operating metrics reflects AuM data reported to the Operator on a three-month lag. This three-month data lag is due to the timing of the financial information received by the Operator from the Partner-firms, which generally require at least 90 days following each period end to present final financial information to the Operator. The key operating metrics reflected on a three-month lag are:

- Aggregate Partner-firm AuM
- Aggregate Fee-paying Partner-firm AuM
- Average Aggregate Fee-paying Partner-firm AuM
- Aggregate Performance Fee Eligible Partner-firm AuM
- Average Aggregate Performance Fee Eligible Partner-firm AuM
- Partner Blended Net Management Fee Rate
- Implied Blended Partner-firm FRE Ownership
- Investment Capital

Implied Blended Partner-firm FRE Ownership

Implied Blended Partner-firm FRE Ownership is defined as the weighted average of the Company's ownership stake in the Partner-firms' management fee-related earnings and is calculated based on the contribution of average Aggregate Fee-paying AuM from Partner-firms in each period. It will therefore be expected to change to some degree from period to period based on the contribution to average Aggregate Fee-paying AuM of each Partner-firm, even if the actual ownership of each underlying Partner-firm does not change. Excludes new acquisitions where Petershill has not yet started to receive or have only received partial period amounts of Partner Net Management and Advisory Fees.

The Operator and the Directors consider Implied Blended Partner-firm FRE Ownership to be a meaningful measure of the composition of the Company's investments.

Intermediary Entities

Intermediary Entities comprise the following entities - PH Offshore GP Aggregator, PH Offshore IM Aggregator, PH Onshore GP Aggregator, PH Onshore IM Aggregator.

Investment Capital

Investment Capital is defined as the sum of the reported value of the balance sheet investments from the Partner-firms. The Operator and the Directors consider Investment Capital to be a meaningful measure of the performance of the Partner-firms' balance sheet investments and potential future Partner Realised Investment Income. The Operator therefore uses Investment Capital to assess future expected Partner Realised Investment Income and inform operating, budgeting and reinvestment decisions.

In respect of Investment Capital, the data may be adjusted for any known valuation impacts following the reporting date of the information received from the Partner-firms.

Issuer SPVs

Issuer SPVs comprise the following entities - PH Offshore GP Issuer, PH Offshore IM Issuer, PH Onshore GP Issuer, PH Onshore IM Issuer.

Ownership weighted AuM

Ownership weighted AuM represents the sum of the Company's ownership stakes in each Partner-firm's AuM.

Ownership weighted Fee-paying AuM

Ownership weighted Fee-paying AuM represents the sum of the Company's ownership stakes in each Partner-firm's Fee-paying AuM. Please refer to Aggregate Fee-paying AuM on page 50.

Partner Blended Net Management Fee Rate

Partner Blended Net Management Fee Rate is defined as Partner Net Management and Advisory Fees for the period, divided by the average Aggregate Fee-paying AuM weighted for the Company's ownership interests in each Partner-firm. The average Aggregate Fee-paying AuM is calculated as the mean of the Aggregate Fee-paying AuM at the start and the end of the reporting period and excludes new acquisitions where the Company has not yet started to receive or have only received partial period amounts of Partner Net Management and Advisory Fees.

The Operator and the Directors consider Partner Blended Net Management Fee Rate to be a key metric in assessing the Company's overall management fee-related performance.

Partner Distributable Earnings and Partner Distributable Earnings Margin

Partner Distributable Earnings is defined as the sum of Partner FRE, Partner Realised Performance Revenues and Partner Realised

Investment Income. Partner Distributable Earnings Margin is defined as Partner Distributable Earnings divided by the sum of Partner Net Management and Advisory Fees, Partner Realised Performance Revenues and Partner Realised Investment Income.

The Operator and the Directors consider Partner Distributable Earnings and Partner Distributable Earnings Margin to be meaningful measures of the overall performance of the Partner-firms and key performance indicators of the Company's total income from investments in management companies. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and reinvestment decisions. These measures reflect any contractual margin protections or revenue share interests that the Company may have with the Partner-firms, which means that the Partner Distributable Earnings Margin may differ from the margins achieved by other Shareholders or partners of the Partner-firms.

Partner Fee-Related Earnings (FRE) and Partner FRE Margin

Partner FRE is defined as Partner Net Management and Advisory Fees, less the Partner-firms' operating expenses, fixed and bonus compensation, net interest income/(expense) and taxes (but not performance fee-related expenses) allocable to the Company's share of Partner Net Management and Advisory Fees, as reported by the Partner-firms to the Operator, and subject to applicable contractual margin protections in respect of certain Partner-firms. Partner FRE Margin is defined as Partner FRE divided by Partner Net Management and Advisory Fees.

The Operator and the Directors consider Partner FRE and Partner FRE Margin to be meaningful measures of the management fee-related earnings of the Partner-firms and key performance indicators of the Company's income from investments in management companies derived from management fee income. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and reinvestment decisions.

Partner Net Management and Advisory Fees

Partner Net Management and Advisory Fees is defined as the Company's aggregate proportionate share of the Partner-firms' net management fees (as reported by the Partner-firms to the Operator), including monitoring and advisory fees and less any management fee offsets, payable by the Partner-firms' funds to their respective Partner-firms for the provision of investment management and advisory services.

Certain Partner-firms provide transaction and advisory services, as well as services to monitor ongoing operations of portfolio companies. Management fees paid to the Partner-firms may be subject to fee offsets, which are reductions to management fees and are based on a percentage of monitoring fees and transaction and advisory fees paid by portfolio companies to the Partner-firms.

The Operator and the Directors consider Partner Net Management and Advisory Fees to be a meaningful measure of the management fee-related performance of the Partner-firms, and the Operator uses this metric to analyse and test income received from the Partner-firms and to inform operating, budgeting and reinvestment decisions.

Partner Private Markets Accrued Carried Interest

Partner Private Markets Accrued Carried Interest is defined as the Company's proportionate share of the Partner-firms' balance sheet accrued carry (as reported by the Partner-firms to the Operator) and represents the Company's proportionate share of the accumulated balance of unrealised profits from the Partner-firms' funds.

The Operator and the Company consider Partner Accrued Carried Interest to be a meaningful measure of the performance of the private markets Partner-firms and potential future private markets Partner Realised Performance Revenues. Absolute return performance fees are not accrued and are instead realised annually. The Operator uses Partner Accrued Carried Interest to assess future expected carried interest payments and inform operating, budgeting and reinvestment decisions. This key operating metric reflects data reported to the Operator on a three-month lag.

Partner Realised Investment Income

Partner Realised Investment Income is defined as the Company's aggregate proportionate share of Partner-firm earnings resulting from the realised gains and losses, or any distributed income, from the investments held on Partner-firms' balance sheets, as reported by the Partner-firms to the Operator. Partner Realised Investment Income is also realised by the Company through a limited number of direct stakes in certain Partner-firms' funds. Realised Investment Income includes income that has been realised but not yet paid, as well as amounts that are realised and either fully or partially reinvested.

The Company's share of the Partner-firms' investment and balance sheet income will be lower than its share of the Partner-firms' management fee-related earnings because the Company's ownership stake in the Partner-firms' investment and balance sheet income is lower than its ownership stake in the Partner- firms' management fee-related earnings.

The Operator and the Directors consider Partner Realised Investment Income to be a meaningful measure of the investment performance of certain assets held by the Partner-firms and key performance indicator of the Company's income from investments in management companies derived from investment income. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and reinvestment decisions.

Partner Realised Performance Revenues

Partner Realised Performance Revenues is defined as the Company's aggregate proportionate share of the Partner-firms' realised carried interest allocations and incentive fees payable by the Partner-firms' funds to their respective Partner-firms, less any realised performance fee-related expenses of the Partner-firms allocable to the Company's share of performance fee-related revenues, as reported by the Partner-firms to the Operator.

The Company's share of the Partner-firms' performance fee-related earnings will be lower than its share of the Partner-firms' management fee-related earnings because the Company's ownership stake in the Partner-firms' performance fee-related earnings is lower than its ownership stake in the Partner-firms' management fee-related earnings.

The Operator and the Directors consider Partner Realised Performance Revenues to be a meaningful measure of the performance fee-related earnings of the Partner-firms and key performance indicator of the Company's income from investments in management companies derived from performance fee income. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and reinvestment decisions.

Partner Revenues

Partner Revenues is defined as the sum of Partner Net Management and Advisory Fees, Partner Realised Performance Revenues and Partner Realised Investment Income.

The Operator and the Directors consider Partner Revenues to be a meaningful measure of the overall performance of the Partner-firms. The Operator uses this metric to inform operating, budgeting and reinvestment decisions.

Petershill Funds

The Petershill Funds refers to the following entities: Petershill II L.P. and Petershill II Offshore L.P., Petershill Private Equity L.P., Petershill Private Equity Offshore L.P., Vintage VII L.P. and related entities and certain co-investment vehicles.

Weighted Average Capital Duration

Weighted Average Capital Duration is a key measure of the long-term, locked-up capital of Aggregate Fee-paying Partner-firm AuM. It is defined as the average life of the underlying Partner-firm funds weighted based on Fee-paying AuM.

ALTERNATIVE PERFORMANCE MEASURES ("APMS")

("APMS")

The APM basis, which presents the financial information on a non IFRS basis, excluding the impact of the assets, liabilities, income, investment gain and finance cost which do not affect Shareholder returns, aids Shareholders in assessing their investment in the Company. There is one additional APM called Total Shareholder Return, provided as part of the capital management case study for 2024. This is a one-off APM for the year ended 31 December 2024.

The IFRS and APM basis numbers discussed and presented below include significant "unrealised" and non-cash items that include unrealised change in fair value of investments, and it should be noted that while permitted, it is not the Company's core strategy to exit or realise these investments.
Therefore, management results are also presented excluding the change in fair value of investments at fair value through profit and loss and the related divestment fee.

APMs are used by the Directors and the Operator to analyse the business and financial performance, track the Company's progress, and help develop long-term strategic plans and they also reflect more closely the cash flow of the Company. The Directors believe that these APMs are used by investors, analysts and other interested parties as supplemental measures of performance and liquidity.

Net cash position at end of year

Cash and cash equivalents plus investments in money market funds and deferred consideration receivable less deferred payment obligations, long-term debt and contingent consideration at fair value through profit or loss (net).

	31 December 2024 m	31 December 2023 m
Cash and cash equivalents	**14.5**	242.9
Investments in money market funds at fair value through profit or loss	**8.9**	62.3
Deferred consideration receivable	**152.8**	-
Deferred payment obligations	**(87.8)**	(51.9)
Unsecured Notes payable (gross)	**(500.0)**	(500.0)
Contingent consideration at fair value through profit or loss (net)	**87.7**	(6.4)
Net cash position at end of year	**(323.9)**	(253.1)

Free cash flow conversion

Free cash flow conversion is calculated as Free cash flow as a percent of the Adjusted EBIT. The Free cash flow is calculated as the net cash flows from operating activities adjusted for Purchase of investments in money market funds, Sale of investments in money market funds, Reinvestment of income from investments in Partner-firms and money market funds and Taxes paid.

	31 December 2024 m	31 December 2023 m
Net cash inflows from operating activities	**280.3**	617.2
Purchase of investments in money market funds	**1,258.0**	781.4
Sale of investments in money market funds	**(1,319.0)**	(1,227.1)
Reinvestment of income from investments in Partner-firms	**2.2**	57.0
Reinvestment of interest income from investments in money market funds	**7.6**	24.6
Taxes paid	**10.1**	28.2
Free cash flow	**239.2**	281.3
Adjusted EBIT	**293.2**	284.4
Free cash flow conversion	**81.6%**	98.9%

Book value

Total Shareholders' funds.

	31 December 2024 m	31 December 2023 m
Total Shareholders' funds	**5,100.0**	4,833.9

Book value per share

Total Shareholders' funds divided by the number of Ordinary Shares in issue at year end.

	31 December 2024	31 December 2023
Total Shareholders' funds (m)	**5,100.0**	4,833.9
Number of Ordinary Shares in issue at year end	**1,081,708,167**	1,122,202,824
Book value per share (cents)	**471.48**	430.75

Adjusted Earnings Before Interest and Tax ("EBIT")

Sum of total income and expenses excluding transaction costs and non-recurring operating expense/(credit) before net finance result and before income taxes, change in investments at fair value through profit or loss, change in contingent consideration at fair value through profit or loss and divestment fee expense.

	For the year ended 31 December 2024 m	For the year ended 31 December 2023 m
Total income	**332.3**	319.4
Board of Directors' fees and expenses	**(1.7)**	(1.7)
Operator charge	**(24.2)**	(21.9)
Profit sharing charge	**(1.5)**	(0.1)
Other operating expenses	**(18.4)**	(10.1)
Transaction costs	**6.2**	-
Non-recurring operating expense/(credit)	**0.5**	(1.2)
Adjusted Earnings before interest and tax (EBIT)	**293.2**	284.4

Adjusted EBIT margin

Adjusted EBIT divided by total income.

	For the year ended 31 December 2024 m	For the year ended 31 December 2023 m
Total income	**332.3**	319.4
Adjusted EBIT	**293.2**	284.4
Adjusted EBIT margin	**88.2%**	89.0%

Adjusted Earnings Before Tax ("EBT")

Adjusted Earnings Before Tax ("EBT")
Sum of total income and expenses excluding divestment fee expense, income taxes, change in liability for Tax Receivables Agreement, change in investments at fair value through profit or loss, change in contingent consideration at fair value through profit or loss, transaction costs and non-recurring operating expense/(credit).

	For the year ended 31 December 2024 **m**	For the year ended 31 December 2023 m
Total income	**332.3**	319.4
Board of Directors' fees and expenses	**(1.7)**	(1.7)
Operator charge	**(24.2)**	(21.9)
Profit sharing charge	**(1.5)**	(0.1)
Other operating expenses	**(18.4)**	(10.1)
Finance income	**2.4**	-
Finance cost	**(36.7)**	(37.1)
Transaction costs	**6.2**	-
Non-recurring operating expense/(credit)	**0.5**	(1.2)
Adjusted Earnings before tax (EBT)	**258.9**	247.3

Tax and tax related expenses
The current tax plus the actual/expected payment under the Tax Receivables Agreement for the current year.

	For the year ended 31 December 2024 **m**	For the year ended 31 December 2023 m
Current tax	**(13.1)**	(23.5)
Expected payment under the Tax Receivables Agreement	**(29.6)**	(24.2)
Tax and tax related expenses	**(42.7)**	(47.7)

Adjusted tax and tax related expense rate
The Tax and tax related expenses divided by the Adjusted EBT.

	For the year ended 31 December 2024 **m**	For the year ended 31 December 2023 m
Tax and related expenses	**42.7**	47.7
Adjusted Earnings before tax (EBT)	**258.9**	247.3
Adjusted tax and tax related expense rate	**16.5%**	19.3%

Adjusted Profit After Tax
Sum of total income and expense excluding divestment fee expense, income taxes, change in liability for Tax Receivables Agreement, change in investments at fair value through profit or loss, change in contingent consideration at fair value through profit or loss, transaction costs and non-recurring operating expense/(credit) and including tax and related expenses under the Tax Receivables Agreement.

	For the year ended 31 December 2024 **m**	For the year ended 31 December 2023 m
Total income	**332.3**	319.4
Board of Directors' fees and expenses	**(1.7)**	(1.7)
Operator charge	**(24.2)**	(21.9)
Profit sharing charge	**(1.5)**	(0.1)
Other operating expenses	**(18.4)**	(10.1)
Finance income	**2.4**	-
Finance cost	**(36.7)**	(37.1)
Transaction costs	**6.2**	-
Non-recurring operating expense/(credit)	**0.5**	(1.2)
Tax and tax related expenses	**(42.7)**	(47.7)
Adjusted profit after tax	**216.2**	199.6

Adjusted Earnings Per Share ("EPS")
Adjusted profit after tax divided by weighted average number of Ordinary Shares in issue.

	For the year ended 31 December 2024	For the year ended 31 December 2023
Adjusted profit after tax (m)	**216.2**	199.6
Weighted average number of Ordinary Shares in issue	**1,098,004,286**	1,131,506,310
Adjusted Earnings per share (EPS) (cents)	**19.69**	17.64

Total Shareholder Return ("TSR")
Sum of closing share price, dividends paid and reinvestment of dividends divided by opening share price. This is a non-recurring APM.

	For the year ended 31 December 2024 **pence per share**
Closing share price	**248.0**
Dividends paid	**32.4**
Reinvestment of dividends	**6.0**
Adjusted closing share price	**286.4**
Opening share price	**169.6**
Total Shareholder Return	**68.9%**

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