

M&C SAATCHI PLC
(the "Company", "M&C Saatchi" or the "Group")
Preliminary results for the year ended 31 December 2025

Challenging market affects second half performance in 2025
Targeting LFL net revenue and operating profit growth in 2026, in line with consensus
Group focused on setting foundations to unlock intrinsic value

Financial Summary

	Like-for-like (LFL) ¹ results			Statutory results		
	2025 £m	2024 £m	% change	2025 £m	2024 £m	% change
Net revenue ²	204.7	220.9	(7.3%)	210.0	231.4	(9.2%)
Operating profit ³	24.9	33.7	(26.1%)	10.2	22.5	(54.7%)
Operating profit margin	12.2%	15.3%	-310bps	4.8%	9.7%	-490bps
PBT	19.4	29.2	(33.6%)	4.6	18.1	(74.6%)
Net cash ^{2, 4}	13.3	11.8	(12.7%)			
EPS (basic) pence ⁵	9.4p	17.0p	(44.7%)	(1.9)p	9.6p	(119.8%)
Dividends (pence per share)	-	1.95p				

¹ We discuss our results on a like-for-like (LFL) basis throughout, unless otherwise stated, to provide a more comparable and better basis for understanding our current and future performance, reflecting the Directors' view of the underlying profitability of the business units. Statutory performance remains the primary IFRS measure, however. LFL results exclude items that are not part of routine expenses, including one-off and exceptional items, which form headline results. In addition, LFL results translate 2024 figures to 2025 foreign exchange (FX) rates and excludes results of subsidiaries which management had or intends to exit in the current and prior year, and those of newly acquired subsidiaries in the current year. LFL adjustments are summarised in the Financial review and Note 1 to the financial statements. All figures are subject to rounding.

² Refer to Notes for the definition of net revenue and net cash.

³ Headline operating profit of £26.1 million in 2025, which excludes a constant currency adjustment and includes results from acquired and exited agencies.

⁴ LFL net cash excludes £0.2 million of restricted cash (2024: £3.5 million).

⁵ Basic and diluted earnings per share are calculated by dividing the appropriate earnings metrics by the weighted average number of shares of the Company in issue during the year. Please see Note 1 to the financial statements for a detailed view on adjustments in calculating EPS.

Dame Heather Rabbatts, Executive Chair, said:

"It is my privilege to lead this world-famous company after assuming the role of Executive Chair in early April. Our 2025 financial performance was impacted by the tough market context and the Board is clear on the action that the business needs to take; our focus will be to simplify the businesses, to refine our go-to-market offer and to unlock the intrinsic value of the Company."

"Whilst we expect continued market uncertainty, we are confident in targeting net revenue growth and operating profit growth in 2026, in line with current market expectations. With a unique market position, a deep understanding of our clients' business, broad expertise across both government and commercial sectors and specialised data-driven systems, the Board believes that the Company is well-positioned to create value for shareholders."

Financial and operational headlines

- **Net revenue, operating profit and net cash in line with November 2025 guidance.**
- **Shareholder returns:** The Board believes that greater value can be created for shareholders by increasing the share buyback programme rather than through the payment of a dividend. Accordingly, the Board intends to reallocate the amount that would otherwise have been proposed as a final dividend for the year ended 31 December 2025 to an enhanced share buyback programme^[1].
- **Net revenue performance:** LFL net revenue declined 7.3%, primarily due to the unprecedented US Government shutdown in Q4, the US Tariff fallout in Q2 and Q3 as well as a tough macroeconomic environment.
- **Operating margins:** LFL operating profit fell 26.1%, down 3.1pps to a 12.2% margin, reflecting the annualisation of prior-year investments, the macro-driven revenue decline and the impact of the US Government shutdown on high-margin issues.
- **Statutory financials:** Total net revenue was £210.0 million, down 9.2%, with an operating profit of £10.2 million (2024: £22.5 million), driven by the closure of the Australian media buying business in September 2025 and one-off items including restructuring costs.
- **Resilient balance sheet:** Net cash increased to £13.3 million (up from £11.8 million in 2024), after two strategic acquisitions and supported by a strong 94% operating cash conversion (2024: 85%).
- **Data and AI development:** Increased utilisation of data and artificial intelligence, supporting our client work and creativity across all Specialisms, underpinned by our Cultural Power proposition.
- **Acquisitions:** The Group made its first two strategic acquisitions in seven years with Dune 23 and The Women's Sports Group.
- **Client retention:** Our client retention is strong at 94%^[2], supported by the Group's connected approach to solving client needs.

2026 Outlook

First quarter trading has been in line with our expectations despite the challenging comparator from last year and

continued tough macro conditions.

For 2026, the Company targets net revenue growth, in line with market estimates, driven by positive momentum from the Issues and Media Specialisms and supported by regional growth in the US and Europe. Macroeconomic challenges remain, while the conflict in the Middle East is likely to significantly impact our sport and entertainment and consumer-facing business.

The Group is targeting operating profit and operating margin improvement, in line with market estimates, with anticipated ongoing volatility being managed through our largely variable cost base. We expect our cash-generative and capital-light business to continue to generate an operating cash conversion rate of over 80%, in line with our mid-term target.

M&C Saatchi 2025 full year results presentation

Dame Heather Rabbatts, Executive Chair, and Simon Fuller, Chief Financial Officer, will host an in-person presentation, which can also be joined online, for analysts and investors at 9.00am BST on 20 April 2026 at 36 Golden Square, London [W1F 9EE](#). To register, please email Headland Consultancy at MCSaatchi@headlandconsultancy.com.

A replay will be also available on the Company's website following the event at <https://mcsaatchiplc.com/>

Further information

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Group performance

Financial performance

The Group operated in a very challenging market in 2025 with weak consumer sentiment, particularly in Australia. This, combined with US trade policy changes, caused many clients to delay or reduce their marketing spend, with some project-based work postponed entirely. The Group suffered from the US Government shutdown in the fourth quarter, which impacted the high-margin Issues Specialism; government revenues were lost while staffing had to be maintained due to uncertainty of the timing on the restart of funding and work.

As a result of these conditions, the Group generated £204.7 million of like-for-like net revenue in 2025, down 7.3% on last year. Like-for-like EBITDA contracted by 22.6% to £31.5 million (2024: £40.7 million) and like-for-like operating profit was £24.9 million, down 26.1%.

Like-for-like operating profit margin was 12.2% (2024: 15.3%), with the reduction driven by first-half weighted investments in senior talent, capabilities and structures, exacerbated by second-half revenue shortfall and the quarter four US Government shutdown. Like-for-like profit before tax was £19.4 million, down 33.6%. Separately disclosed one-off items were largely restructuring costs in Australia and costs under our transformation plan.

Like-for-like profit after tax attributable to shareholders was £11.3 million (2024: £20.7 million). Like-for-like basic earnings per share were down 44.7% to 9.4p (2024: 17.0p). Our operating cash conversion was strong at 94%, exceeding our long-term target of 80%, which allows for some variability over the cycle. The Group delivered net cash of £13.3 million (2024: £11.8 million) after £0.5 million of put option payments. Working capital registered an outflow of £4.2 million (2024: £3.6 million outflow). Within the working capital outflow, there was inflow of £4.9 million from operations (2024: £3.6 million outflow) which was offset by payment of prior year (2024) accrued bonus of £9.1 million. Underlying working capital saw an improvement over last year driven by improved cash management.

Statutory results

Statutory results reflect all activities of the business including one-off items, non-recurring events and other regulatory elements. The Group closed its Australian media buying business in September 2025, which contributed to the statutory net revenue decline of 9.2%, on top of the weaker performance of the Australian business and the US Government shutdown. Operating profit was £10.2 million (2024: £22.5 million) with an operating margin of 4.8% (2024: 9.7%) and reflects the revenue decline and all pre-tax separately disclosed items of £9.1 million in 2025 (2024: £7.2 million), largely attributable to restructuring costs.

Operating review and Specialisms like-for-like performance

£m	LFL Net revenue			LFL Operating profit		
	2025	2024	Change	2025	2024	Change
Non-Advertising Specialisms	136.2	145.7	(6.5%)	23.3	37.7	(38.2%)
Advertising	68.5	75.2	(8.9%)	7.7	8.4	(8.3%)

Group Central costs	-	-	-	(6.1)	(12.4)	50.8%
Total like-for-like	204.7	220.9	(7.3%)	24.9	33.7	(26.1%)

Non-Advertising Specialisms declined 6.5% in like-for-like net revenue to £136.2 million and contributed 67% of Group net revenue, while Advertising delivered £68.5 million (down 8.9%).

Our higher-margin Non-Advertising Specialisms experienced a 38.2% decrease in operating profit, with an operating margin of 17.1% (-8.8pps) reflecting a decline in revenue, particularly the high-margin Issues Specialism. Advertising's operating profit declined by 8.3%; however, the operating margin remained consistent at 11.3%, reflecting active management of the cost base and resizing of the business in Australia.

Group central operating costs decreased from £12.4 million in 2024 to £6.1 million in 2025, reflecting the absence of an LTIP charge in 2025, increased recharges from Group to the regions and specialisms for services directly provided on their behalf and the annualisation of cost saving initiatives in 2024.

Advertising

- 33% of like-for-like Group net revenue (2024: 34%)
- Like-for-like net revenue of £68.5 million, down 8.9% (2024: £75.2 million)

The decline is largely driven by Australia where macro conditions were very challenging, resulting in significant revenue shortfall due to client caution around campaign spend, particularly among consumer-facing businesses. These declines more than offset continued growth in the US and Europe, which continue to show progress. Excluding Australia, Advertising would have declined by only 1%. The outlook for 2026 remains challenging, with continued macro volatility and subdued market conditions offsetting stronger demand in Europe and the US.

Issues

- 27% of like-for-like Group net revenue (2024: 26%)
- Like-for-like net revenue of £54.3 million, down 4.1% (2024: £56.6 million)

The US Government shutdown in Q4 had a material impact on the Issues Specialism, leading to an overall decline in the year. The Group continues to invest in Issues, enhancing our non-UK footprint, our data security capabilities and talent. We continue to develop our expertise in this unique and highly specialised field which has strong barriers to entry. Despite ongoing geopolitical uncertainty, with a broadened client list and an expected full 12 months of US Government spend this Specialism will return to growth in 2026.

Passions & PR^[3]

- 16% of like-for-like Group net revenue (2024: 16%)
- Like-for-like net revenue of £32.0 million, down 11.4% (2024: £36.1 million)

Net revenue declined due to the tough market context, reduced client spend and a client loss. Sport and entertainment (S&E) remains a high-potential growth opportunity, powered by our data-systems, particularly in the US. Following our acquisitions in 2025 of Dune 23 and The Women's Sports Group, which add to our capabilities in the S&E area, the Company remains confident in the medium-term growth outlook. Although the outlook for 2026 is more encouraging, PR continues to be affected by our exposure to the softer UK market while S&E will be affected by the conflict in the Middle East.

Consulting^[4]

- 12% of like-for-like Group net revenue (2024: 14%)
- Like-for-like net revenue of £24.7 million, down 18.8% (2024: £30.4 million)

This Specialism was materially impacted by macro challenges leading to project deferrals, particularly in Australia, and following US Government policy changes, which led to a double-digit revenue decline. Sector challenges are expected to continue in 2026 given the wider economic pressures resulting in delays to project start dates and deferral of client spend.

Media

- 12% of like-for-like Group net revenue (2024: 10%)
- Like-for-like net revenue of £25.2 million, up 11.5% (2024: £22.6 million)

Media registered strong growth through a combination of client wins and retained work, largely driven by the UK and APAC markets. Performance media, digital expertise and digital app-related projects remain in high demand, particularly with clients looking to generate increased return on investment measurement on campaigns. This Specialism continues to strengthen its digital expertise and utilises both data and artificial intelligence to solve client problems and deliver measurable returns. The Group expects that Media will continue to grow in 2026, supported by recent wins and improving momentum on the back of our strong client offer.

Like-for-like regional net revenue performance

The UK remains our biggest region, thanks to the inclusion of the Issues Specialism. APAC is predominantly Australia, while Americas is dominated by the US market. In Europe, the two largest markets are Italy and Germany. Since the sale of the South Africa businesses, we no longer have an owned business in Africa.

UK: Net revenue decreased 4.6% as positive momentum in Media was offset by a soft performance in Advertising and Consulting. The Issues Specialism, whose financial results are recognised entirely in the UK, also declined due to the material impact of the US Government shutdown.

APAC^[5]: Net revenue fell 22.3% as the macroeconomic environment in the core Australia market remained very weak, affecting Advertising and Consulting, due to reduced client spend, particularly consumer-facing businesses.

Americas: Net revenue reduced 1.9% as strong growth in US Advertising was offset by project delays in Consulting.

Europe: Net revenue down 3.2% with strong growth in Advertising, particularly in Italy offset by temporary weakness in Germany.

Middle East: Net revenue grew 3.6% with growth in Advertising alongside positive momentum in our newly established local sport and entertainment offering. Growth will be tempered by a client loss in the second half of 2025, and the impact of the conflict in the Middle East on our sport and entertainment business.

Strategic focus for 2026

The potential and intrinsic value of the Company's high-margin growth businesses is not reflected in our market capitalisation, and our strategic focus is to simplify businesses and clarify the opportunities which should unlock value for shareholders. Our broad range of expertise and our connected specialist capabilities are increasingly supported by data-driven insights, data-driven systems and AI-powered processes. Our unique positioning across both government (public) and commercial (private) sectors drive our deep understanding of our clients' businesses, supported by data-backed consumer insights. Uniting behind our Cultural Power proposition, we have the capability to change behaviours, build influential brands and deliver business solutions for our clients.

Board structure

2025 marked a period of significant change for the Board. As announced on 11 April 2025, Zillah Byng-Thorne stepped down as Non-Executive Chair following the conclusion of the Annual General Meeting on 15 May 2025. The Company would like to thank Zillah for her leadership and dedication during her tenure as both Executive and Non-Executive Chair, during which she played a pivotal role in the Company's development. At the same meeting, Louise Jackson stepped down from the Board. We are grateful to Louise for her dedicated service and the valuable perspective she provided since joining the Board in March 2020.

Following Dame Heather Rabbatts' appointment as Senior Independent Director, she was appointed Interim Non-Executive Chair, before formally assuming the role of Non-Executive Chair on 17 June 2025 after shareholder consultation. More recently, following Zaid Al-Qassab's departure on 31 March 2026, Dame Heather assumed the role of Executive Chair to ensure leadership continuity during the current transition period.

Subsequent to her appointment as Non-Executive Chair, Georgina Harvey, Non-Executive Director and Chair of the Remuneration Committee, succeeded Dame Heather Rabbatts as Senior Independent Director.

As announced in March 2026, the Board remains focused on accelerating initiatives to maximise shareholder value. To support this objective, we were pleased to strengthen the Board's expertise with the appointments of Nicholas Shott, as an Independent Non-Executive Director, and Vin Murria. Their combined experience will be instrumental in guiding the Company through its next phase of value creation.

Shareholder returns and capital allocation

Our key focus as stated above is to unlock the intrinsic value of the Company that is not currently recognised.

- The Board believes that greater value can be created for shareholders by increasing the share buyback programme rather than through the payment of a dividend. Accordingly, the Board intends to reallocate the amount that would otherwise have been proposed as a final dividend for the year ended 31 December 2025 to enhance our existing share buyback programme.
- Operationally we aim to drive earnings per share growth through a combination of organic growth, margin enhancement and small bolt-on acquisitions to strengthen capabilities as well as share buybacks.
- M&C Saatchi is a capital-light business which, over the medium term, can convert at least 80% of its operating profits into cash, subject to some degree of variability over the cycle.

Financial review

While our 2025 results reflect the tough macroeconomic context in which we operated during the year, there are a number of positive developments to consider. The additional global efficiency and restructuring programme has delivered £7 million annualised savings, as anticipated, while Phase Two of the transformation programme which targeted cost efficiencies via centralisation and consolidation across production, products and data has delivered a further £5 million in annualised savings. This comes on top of the £10 million annualised savings after Phase One of the transformation that concluded in 2024. These efficiencies across back-office and middle-office functions have freed up resources for creativity and key investments in people, capabilities and structures. As we embed our operating model, we believe that there are plenty of growth opportunities for the business through our connected Specialisms and broad range of expertise across sectors, industries and geographies.

Group results

£m	Like-for-like results			Statutory results		
	2025	2024	Movement	2025	2024	Movement
Revenue	341.0	377.6	(9.7%)	347.4	395.4	(12.1%)
Net revenue	204.7	220.9	(7.3%)	210.0	231.4	(9.2%)
EBITDA	31.5	40.7	(22.6%)	17.2	29.7	(42.1%)
Operating profit	24.9	33.7	(26.1%)	10.2	22.5	(54.7%)
Operating margin	12.2%	15.3%	-310bps	4.8%	9.7%	-490bps
Profit before taxation	19.4	29.2	(33.6%)	4.6	18.1	(74.6%)
Profit/(loss) for the year	11.7	21.3	(45.1%)	(2.0)	11.7	(117.1%)

Profit/(loss) for the year	11.7	21.0	(45.1%)	(2.5)	11.7	(118.8%)
Non-controlling interests	0.4	0.7	(42.9%)	0.2	0.0	-
Profit attributable to equity holders	11.3	20.7	(45.4%)	(2.2)	11.7	(118.8%)
Earnings/(loss) per share (basic)	9.4p	17.0p	(44.7%)	(1.9)p	9.6p	(119.8%)
Dividends per share	-	1.95p				

Like-for-like Specialisms and regional review

The Group's segmental and regional performance is reviewed on a like-for-like basis to provide a more comparable and better basis for understanding our current and future performance.

Net revenue by Specialism £m	Like-for-like results		
	2025	2024	% change
Advertising	68.5	75.2	(8.9%)
Issues	54.3	56.6	(4.1%)
Passions & PR	32.0	36.1	(11.4%)
Consulting	24.7	30.4	(18.8%)
Media	25.2	22.6	11.5%
Non-Advertising Specialisms	136.2	145.7	(6.5%)
Advertising	68.5	75.2	(8.9%)
Total	204.7	220.9	(7.3%)

Net revenue by region £m	Like-for-like results		
	2025	2024	% change
UK	102.9	107.9	(4.6%)
APAC	36.3	46.7	(22.3%)
Americas	41.9	42.7	(1.9%)
Europe	12.0	12.4	(3.2%)
Middle East	11.6	11.2	3.6%
Total	204.7	220.9	(7.3%)

Like-for-like performance and statutory results have been described earlier in this report.

Over the last four years there has been a significant change in the mix of our business, with the higher margin Specialisms, particularly Issues and Passions & PR making up a far greater proportion of net revenue, offset by a reduction in the Advertising business. On a regional basis, this is shown through the increase in UK net revenue, with the main reduction being Australia.

Shifts in Specialism like-for-like net revenue share over time

Share by Specialism	Advertising	Issues	Passions & PR	Consulting	Media	Total
2025	33%	27%	16%	12%	12%	100%
2021	51%	14%	10%	12%	13%	100%

Share by region	UK	APAC	Americas	Africa ¹	Europe	Middle East	Total
2025	50%	18%	20%	-	6%	6%	100%
2021	39%	30%	17%	6%	6%	2%	100%

¹ The Group disposed of the South Africa businesses on 30 September 2024.

Central costs

Group central operating costs decreased from £12.4 million in 2024 to £6.1 million in 2025, reflecting the absence of an LTIP charge in 2025, increased recharges from Group to the regions and Specialisms for services directly provided on their behalf and the annualisation of cost saving initiatives in 2024.

Like-for-like 2025 £m	Advertising	Non-advertising	Group central costs	Total
Net revenue	68.5	136.2	-	204.7
Operating profit / (loss)	7.7	23.3	(6.1)	24.9
Operating profit margin	11%	17%	-	12%
Profit / (loss) before tax	7.3	21.9	(9.8)	19.4

Like-for-like 2024 £m	Advertising	Non-advertising	Group central costs	Total
Net revenue	75.2	145.7	-	220.9
Operating profit / (loss)	8.4	37.7	(12.4)	33.7
Operating profit margin	11%	26%	-	15%
Profit / (loss) before tax	7.9	35.9	(14.6)	29.2

Like-for-like reporting

Like-for-Like (LFL) results adjust Statutory results to reflect the underlying profitability of the business units by excluding a number of items that are not part of routine expenses including one-off and exceptional items (defined as Headline adjustments), by excluding results of subsidiaries which management has or intends to exit in 2024 and in 2025, and those newly acquired subsidiaries in 2025, and retranslating 2024 figures to 2025 FX rates. We provide commentary on like-for-like figures, where applicable, to provide a more comparable and better basis for understanding our current and future performance. Like-for-like adjustments are summarised below and at Note 1 to the financial statements.

Management considers LFL figures are a better way to measure and manage the business, and they are used for internal performance management and reward. Like-for-like results is not a defined IFRS term and is not intended to be a substitute for, or be superior to, any IFRS measures of performance.

Reconciliation of like-for-like to Headline to Statutory results

The table below summarises the reconciliation from like-for-like to Statutory results for 2025 and 2024 including Headline results.

2025	Like-for-like	Acquisitio-ns & exits	Headline	Adjustme-nts	Statutory
£m					
Revenue	341.0	6.4	347.4	-	347.4
Net revenue	204.7	5.3	210.0	-	210.0
Operating profit	24.9	1.2	26.1	(15.9)	10.2
Operating profit margin	12.2%	22.6%	12.4%	-	4.8%
Profit before tax	19.4	1.1	20.5	(15.9)	4.6

2024	Like-for-like	Acquisitio-ns & exits	FX	Discontin-ued	Headline	Discontin-ued	Adjustme-nts	Statutory
£m								
Revenue	377.6	6.2	11.6	21.2	416.6	(21.2)	-	395.4
Net revenue	220.9	3.5	7.0	11.9	243.3	(11.9)	-	231.4
Operating profit	33.7	0.8	0.6	1.4	36.6	(1.4)	(12.6)	22.5
Operating profit margin	15.3%	22.9%	-	12.0%	15.0%	12.0%	-	9.7%
Profit before tax	29.2	0.7	0.5	1.5	31.9	(1.5)	(12.3)	18.1

Adjustments between like-for-like and Statutory results (Headline adjustments)

These comprise of Separately disclosed items (further detail in Note 2) that are one-off in nature and are not part of running the business; impairment of intangible and non-current assets; Amortisation of acquired intangibles; Gains or losses generated by disposals of subsidiaries and associates; Fair value adjustments to unlisted equity investments; acquisition related contingent consideration, investment properties and put options; and dividends paid to IFRS 2 put option holders as set out below.

£000	2025	2024
Statutory profit before taxation	4,589	18,131
Separately disclosed items	9,123	7,248
Put option accounting - IFRS 9 and IFRS 2	(116)	(1,006)
Dividends paid to IFRS 2 put option holders	83	866
Revaluation of loans and investments	1,237	3,813
Impairment of intangible assets and assets held for sale	1,710	1,548
Impairment and revaluation of non-current assets	3,498	(658)
Amortisation of acquired intangibles	363	335
Gain on disposal of subsidiaries and associates	4	230

Adjustments	15,902	12,376
Exiting and acquired agencies	(1,066)	(732)
FX difference	-	(531)
Like-for-like profit before taxation	19,425	29,244

Foreign exchange adjustments

The Group is exposed to movements in foreign currency exchange rates on the translation of the results of its overseas businesses. The like-for-like basis applies the constant foreign exchange applicable for the current period to the comparative period in order to present the results on a comparable basis. Key Group currency movements reflected the strengthening sterling value compared to the US dollar, offset by sterling weakness versus euro in 2025.

Key 2025 currencies and average FX rates used to retranslate the 2024 results are as follows:

Currency		December 2025	December 2024	Sterling stronger / weaker
United Arab Emirates dirham	AED	4.8436	4.5984	Stronger
Australian	AUD	2.0449	2.0228	Stronger
Euro €	EUR	1.1675	1.2087	Weaker
US	USD	1.3187	1.2516	Stronger
South African R	ZAR	23.5678	23.5705	Weaker

Acquired and discontinued businesses

In 2025 the Group acquired two businesses, Dune 23 Sport & Entertainment Sports Events Marketing Co. L.L.C, and The Women's Sports Group Limited for total net cash consideration of £1.7 million. Both businesses have been fully integrated and form part of our Passions & PR Specialism, operating within sport and entertainment. If both acquisitions had been completed on 1 January 2025, the Group results for the year would have included £4.8 million of revenue and £0.6 million of profit.

During 2024, we disposed of the agencies in the South Africa businesses, which was treated as a discontinued operation and excluded from the Statutory results of the Group. Up to the date of the disposal these businesses contributed net revenue of £11.9 million, operating profit of £3.5 million and profit before tax of £3.5 million. The 2024 results include the relevant gain on disposal of £2.1 million within operating profit.

Financial income and expense

The Group's financial income and expense includes bank interest, lease interest and fair value adjustments to minority shareholder put option liabilities (IFRS 9). Bank interest payable for the year was £2.0 million (2024: £2.0 million). The interest on leases remained consistent at £3.2 million (2024: £3.2 million). The fair value adjustment of put option liabilities created a debit of £0.1 million (2024: £0.3 million).

Tax

Like-for-like tax

Our like-for-like tax rate was 40% (2024: 27.1%). The variation is due to significant items such as specific costs not deductible for tax purposes and tax losses in the period on which no deferred tax asset is recognised due to future forecasts on recoverability.

Statutory tax

The effective Statutory tax rate was 143.8% (2024: 31.5%). We have experienced large variations in statutory tax rates because deferred tax assets have not been recognised on tax losses, predominantly in Australia, as well as other expenses such as M&A transaction costs which are non-deductible against corporation tax.

Dividends

The Company paid a final dividend of £2.4 million (1.95p per share) in respect of its financial year ended 31 December 2024 to its shareholders in 2025. The Board believes that greater value can be created for shareholders by increasing the share buyback programme rather than through the payment of a dividend. Accordingly, the Board intends to reallocate the amount that would otherwise have been proposed as a final dividend for the year ended 31 December 2025 to an enhanced share buyback programme.

Cash flow and net cash

Total gross cash and cash equivalents (excluding bank overdrafts) at 31 December 2025 was £21.3 million (2024: £25.9 million), excluding restricted cash of £0.2 million (2024: £3.5 million). Net cash (excluding restricted cash) was £13.3 million (2024: £11.8 million).

The Group generated operating cash from trading (before working capital) of £22.5 million (2024: £31.8 million) after dividends paid to IFRS 2 put option holders of £0.5 million (2024: £5.8 million) and nil payments to acquire non-controlling interests (2024: £2.8 million). Working capital registered an outflow of £4.2 million (2024: £3.6 million outflow). Within the working capital outflow, there was inflow of £4.9 million from operations (2024: £3.6 million outflow) which was offset by payment of prior year (2024) accrued bonus of £9.1 million. Excluding transfers to restricted cash, working capital saw an improvement over last year driven by improved cash management. Lease payments were £8.4 million (2024: £8.5 million).

Net operating cash flow (operating cash generated from operations (excluding put option payments and non-adjusted cash costs) net of purchases of intangible / tangible fixed assets and the principal payment on leases) for the year was £23.7 million (2024: £25.6 million), which represents a cash conversion from like-for-like operating profit of 94%. This is well above our target of 80%.

The following table sets out the key movements in net cash during 2025:

	2025 £m	2024 £m
Net cash at the beginning of the year	11.8	8.3
Increase in cash from operating activities	23.0	37.6
Dividends paid to IFRS 2 put option holders	(0.5)	(5.8)
<i>Operating cash from trading (before working capital)</i>	<i>22.5</i>	<i>31.8</i>
Decrease in cash from working capital movements	(4.2)	(3.6)
Cash consideration for non-controlling interest acquired	-	(2.8)
Purchase of own shares	(0.8)	(2.5)
Movement (to) / from restricted cash*	3.2	(3.5)
Tax paid	(4.4)	(3.0)
Net cash inflow from disposal of subsidiaries and associates	2.7	1.9
Net cash outflow from acquisition of subsidiaries	(1.7)	-
Purchases of intangible/tangible fixed assets	(3.1)	(2.9)
Payment of lease liabilities and interest	(8.4)	(8.5)
Dividends paid to Company shareholders	(2.4)	(1.9)
Net interest paid	(1.5)	(2.1)
FX movement on cash held	(1.5)	(0.3)
Other movements	1.1	0.9
Net cash at the end of the year	13.3	11.8
Restricted cash	0.2	3.5
Adjusted net cash at the end of the year	13.5	15.3

* 2025 movement relates to an inter-company dividend plus working capital balances paid out of restricted cash. 2024 movement relates to the initial reclassification of cash to restricted cash.

Banking arrangements

At 31 December 2025, £8.0 million was drawn on the Group's £50 million revolving credit facility compared to £14.0m at 31 December 2024.

Financial Statements

Consolidated Income Statement

		2025 Total £000	2024 Total £000
Year ended 31 December	Note		
Billings (unaudited)		436,018	610,084
Revenue	4	347,399	395,418
Project cost / direct cost		(137,428)	(164,008)
Net revenue	3	209,971	231,410
Staff costs		(152,196)	(163,791)
Depreciation		(6,247)	(6,535)
Amortisation		(714)	(600)
Impairment charges		(1,916)	(890)
Other operating charges		(34,202)	(32,864)
Other gains /(losses)		(4,529)	(3,813)
Loss allowance		-	(192)
Gain / (loss) on disposal of subsidiaries		(4)	(230)
Operating profit		10,163	22,495
Other non-operating income		62	60
Finance income		526	878
Finance expense		(6,162)	(5,302)
Profit before taxation		4,589	18,131

Profit before taxation		2025	2024
		£000	£000
Taxation		(6,598)	(6,394)
Profit/(loss) for the year from continuing operations	Note	(2,009)	11,737
Profit for the year from discontinued operations, net of tax		-	3,068
Total profit for the year		(2,009)	14,805
Total profit from continuing operations		(2,009)	11,737
Attributable to:			
Equity shareholders of the Group		(2,234)	11,717
Non-controlling interests		225	20
Profit/(loss) for the year		(2,009)	11,737
Earnings per share			
Basic (pence)	1	(1.85)	9.63
Diluted (pence)	1	(1.85)	9.42

Consolidated Income Statement continued

Total profit from discontinued operations		-	3,068
Attributable to:			
Equity shareholders of the Group		-	3,011
Non-controlling interests		-	57
Profit/(loss) for the year		-	3,068
Earnings per share			
Basic (pence)	1	-	2.48
Diluted (pence)	1	-	2.42
Total profit for the year		(2,009)	14,805
Attributable to:			
Equity shareholders of the Group		(2,234)	14,728
Non-controlling interests		225	77
Profit/(loss) for the year		(2,009)	14,805
Earnings per share			
Basic (pence)	1	(1.85)	12.11
Diluted (pence)	1	(1.85)	11.84
Like-for-like results	1		
Operating profit	1	24,944	33,735
Profit before taxation	1	19,425	29,244
Profit after tax attributable to equity shareholders of the Group	1	11,292	20,677
Basic earnings per share (pence)	1	9.35	17.00
Diluted earnings per share (pence)	1	9.22	16.62
EBITDA	1	31,544	40,744

Consolidated Income Statement of other comprehensive income

	2025	2024
	£000	£000
Year ended 31 December		
Profit/(loss) for the year	(2,009)	14,805
Other comprehensive profit/(loss)*		
Exchange differences on translating foreign operations	(105)	527
Historic translation reserve on disposal of subsidiaries	-	(1,464)
Other comprehensive profit/(loss) for the year net of tax	(105)	(937)
Total comprehensive profit/(loss) for the year	(2,114)	13,868
Total comprehensive profit/(loss) attributable to:		
Equity shareholders of the Group	(2,339)	13,790
Non-controlling interests	225	77
Total comprehensive profit/(loss) for the year	(2,114)	13,867

Total comprehensive profit/(loss) for the year	(2,114)	13,001
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* All items in the consolidated statement of comprehensive income may be reclassified to the income statement.

Consolidated Balance Sheet

	2025	2024
At 31 December	£000	£000
Non-current assets		
Intangible assets	32,273	32,318
Investments in associates	138	138
Plant and equipment	6,107	6,002
Right-of-use assets	16,456	25,544
Investment properties	4,205	1,244
Other non-current assets	3,819	5,282
Deferred tax assets	2,214	4,840
Financial assets at fair value through profit or loss	34	668
	65,246	76,036
Current assets		
Trade and other receivables	110,544	126,298
Current tax assets	2,335	1,390
Restricted cash	237	3,462
Cash and cash equivalents	21,317	25,855
	134,433	157,005
Assets held for sale	-	2,717
	134,433	159,722
Current liabilities		
Trade and other payables	(111,550)	(131,536)
Provisions	(39)	(90)
Current tax liabilities	(1,253)	(1,626)
Borrowings	(29)	(43)
Lease liabilities	(5,101)	(5,014)
Minority shareholder put option liabilities	(3,054)	(525)
	(121,026)	(138,834)
Net current liabilities	13,407	20,888
Total assets less current liabilities	78,653	96,924

Consolidated Balance Sheet continued

Non-current liabilities		
Deferred tax liabilities	(1,113)	(1,032)
Borrowings	(7,366)	(13,399)
Lease liabilities	(33,115)	(37,230)
Minority shareholder put option liabilities	-	(3,132)
Other non-current liabilities	(2,223)	(2,020)
	(43,817)	(56,813)
Total net assets	34,836	40,111
Equity		
Share capital	1,227	1,227
Share premium	50,327	50,327
Merger reserve	37,554	37,554
Treasury reserve	(2,765)	(2,698)
Minority interest put option reserve	(1,175)	(1,175)
Non-controlling interest acquired	(34,428)	(34,428)
Foreign exchange reserve	1,309	1,414
Accumulated losses	(17,526)	(12,198)
Equity attributable to shareholders of the Group	34,523	40,023
Non-controlling interest	313	88
Total equity	34,836	40,111

These financial statements were approved and authorised for issue by the Board of Directors on 19 April 2022 and signed on its behalf by:

Simon Fuller
Chief Financial Officer

19 April 2026

M&C Saatchi plc
Company number 05114893

Consolidated statement of changes in equity

	Share capital £000	Share premium reserve £000	Merger reserve £000	Treasury reserve £000	Minority Interest put option reserve £000	Non- controlling interest acquired £000	Foreign exchange reserves £000	Retained earnings / (accumulated losses) £000	Sub total £000	Non- controlling interest in equity £000	Total £000
At 31 December 2023	1,227	50,327	37,554	(550)	(2,506)	(33,168)	2,351	(26,232)	29,003	533	29,536
Share option charge	-	-	-	-	-	-	-	1,030	1,030	-	1,030
Share option exercise	-	-	-	342	-	-	-	(342)	-	-	-
Tax on share options	-	-	-	-	-	-	-	35	35	-	35
Exercise of put options	-	-	-	-	1,000	(1,000)	-	-	-	-	-
Purchase of own shares	-	-	-	(2,490)	-	-	-	-	(2,490)	-	(2,490)
Disposal of subsidiaries	-	-	-	-	331	(260)	-	209	280	(522)	(242)
Revaluations	-	-	-	-	-	-	-	415	415	-	415
Tax on revaluations	-	-	-	-	-	-	-	(93)	(93)	-	(93)
Dividends	-	-	-	-	-	-	-	(1,948)	(1,948)	-	(1,948)
Total transactions with owners	-	-	-	(2,148)	1,331	(1,260)	-	(694)	(2,771)	(522)	(3,293)
Total profit for the year	-	-	-	-	-	-	-	14,728	14,728	77	14,805
Historic translation reserve on disposal of subsidiaries	-	-	-	-	-	-	(1,464)	-	(1,464)	-	(1,464)
Total other comprehensive income for the year	-	-	-	-	-	-	527	-	527	-	527
At 31 December 2024	1,227	50,327	37,554	(2,698)	(1,175)	(34,428)	1,414	(12,198)	40,023	88	40,111
Exercise of share options	-	-	-	740	-	-	-	(740)	-	-	-
Purchase of own shares	-	-	-	(807)	-	-	-	-	(807)	-	(807)
Dividends	-	-	-	-	-	-	-	(2,354)	(2,354)	-	(2,354)
Total transactions with owners	-	-	-	(67)	-	-	-	(3,094)	(3,161)	-	(3,161)
Total (loss)/profit for the year	-	-	-	-	-	-	-	(2,234)	(2,234)	225	(2,009)
Total other comprehensive income for the year	-	-	-	-	-	-	(105)	-	(105)	-	(105)
At 31 December 2025	1,227	50,327	37,554	(2,765)	(1,175)	(34,428)	1,309	(17,526)	34,523	313	34,836

Consolidated cash flow statement

	2025	2024
Year ended 31 December	£000	£000
Operating profit from continuing operations	10,163	22,495
Operating profit from discontinued operations	-	3,526
Total operating profit	10,163	26,021
Adjustments for:		
Depreciation of plant and equipment	2,014	2,107
Depreciation of right-of-use assets	4,233	4,995
Impairment (reversal) of right-of-use assets	206	(297)
Impairment reversal of assets held for sale	-	(86)
Impairment reversal of investment properties	3,292	(361)
Revaluation of financial assets at FVTPL	636	4,277
Revaluation of deferred consideration	-	(464)
Amortisation of acquired intangible assets	363	336
Impairment of goodwill and other intangibles	1,710	1,634
Impairment and amortisation of capitalised software intangible assets	351	278
Exercise of put options	(488)	(5,780)
Gain on disposal of discontinued operation	-	(2,084)
Equity settled share-based payment expenses	-	1,195
Operating cash before movements in working capital	22,480	31,771
Decrease/(increase) in trade and other receivables	14,779	(5,589)
Increase/(decrease) in trade and other payables	(18,920)	2,961
(Decrease)/increase in provisions	(51)	(960)
Transfer from/(to) restricted cash**	3,225	(3,462)
Cash (consumed by)/generated from operations	21,513	24,721
Tax paid	(4,400)	(3,019)
Net cash from operating activities	17,113	21,702

Consolidated cash flow statement continued

Investing activities

Disposal of subsidiary (net of cash disposed of)	2,713	1,926
Disposal of associate (net of cash disposed of)	-	856
Long term loans	150	148
Proceeds from sale of unlisted investments	-	642
Acquisition of subsidiary (net of cash acquired)	(1,727)	-
Proceeds from sale of plant and equipment and software	52	83
Purchase of plant and equipment	(2,278)	(1,718)
Purchase of capitalised software and intangible assets under construction	(797)	(1,214)
Interest received	526	106
Principal sublease repayment	953	-
Net cash (consumed)/generated by investing activities	(408)	829
Net cash from operating and investing activities	16,705	22,531

Financing activities

Dividends paid to equity holders of the Company	(2,354)	(1,948)
Purchase of own shares (re-presented***)	(807)	(2,490)
Cash consideration for non-controlling interest acquired and other options	-	(2,811)
Payment of lease liabilities	(5,265)	(5,167)
Repayment of bank loans	(6,013)	(2,000)
Borrowing costs	(135)	(795)
Interest paid	(2,001)	(2,140)
Interest paid on leases	(3,166)	(3,351)
Net cash consumed by financing activities	(19,741)	(20,702)
Net (decrease) / increase in cash and cash equivalents	(3,036)	1,829
Effect of exchange rate fluctuations on cash held	(1,502)	(300)
Cash and cash equivalents at the beginning of the year	25,855	24,326
Total cash and cash equivalents at the end of the year	21,317	25,855

	2024	2025
Net debt reconciliation		
Cash and cash equivalents	21,317	25,855
Total cash and cash equivalents at the end of the year	21,317	25,855
Bank loans and borrowings*	(8,030)	(14,043)
Net cash	13,287	11,812

* Bank loans and borrowings exclude the lease liability of £38,216k (2024: £42,244k).

** Cash and cash equivalents at the balance sheet date relate to cash at bank and in hand. This excludes £237k (2024: £3,462k) which has been classified as restricted cash due to ongoing litigation. The balance has been classified as a current asset on the face of the balance sheet.

*** The cash flow statement has been updated to correct a presentation error relating to the buyback of shares. As a result of this adjustment, operating cash flows have increased by £2,490k, and financing cash flows have decreased by £2,490k. There is no impact on the total cash movement for the year.

Basis of preparation

The financial information set out in this document does not constitute the Company's statutory accounts for the years ended 31 December 2025 or 2024. Statutory accounts for the years ended 31 December 2024 and 31 December 2025, which were approved by the Directors on [19] April 2026, have been reported on by the Independent Auditors. The Independent Auditor's Reports on the Annual Report and Financial Statements for each of 2024 and 2025 were unqualified, did not draw attention to any matters by way of emphasis, and did not contain a statement under 498(2) or 498(3) of the Companies Act 2006.

Statutory accounts for the year ended 31 December 2024 have been filed with the Registrar of Companies. The statutory accounts for the year ended 31 December 2025 will be delivered to the Registrar in due course, and are available from the Company's registered office at 36 Golden Square, London, W1F 9EE, and are available from the Company's website: <https://mcsaatchiplc.com/>

The financial information set out in these results has been prepared using the recognition and measurement principles of UK adopted international accounting standards and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS (except as otherwise stated). The accounting policies adopted in these results have been consistently applied to all the years presented and are consistent with the policies used in the preparation of the financial statements for the year ended 31 December 2024. There are deemed to be no new standards, amendments and interpretations to existing standards, which have been adopted by the Group that have had a material impact on the financial statements.

The financial statements are presented in pounds sterling and, unless stated otherwise, rounded to the nearest thousand

Going concern

These financial statements have been prepared on the going concern basis, as set out in the Directors' Report and the Audit & Risk Committee Report.

The Board has concluded that under the most likely going concern scenarios, the Group will have sufficient liquidity and headroom under the financial covenants in the Group's revolving credit facility (the "Covenants") to continue to operate for a period of not less than a year from approving the financial statements.

The Board has formed its opinion after evaluating four different severe but plausible forecast scenarios and a reverse stress test, extending to twelve months from the date of these the Annual Report and Accounts ("Viability Review Period"). The four scenarios comprise:

1. A significant reduction in new business wins.
2. A significant increase in wage inflation.
3. A significant number of top clients are lost.
4. A significant economic downturn.

These severe but plausible scenarios are assumed to materialise from the first quarter of 2025 onwards. The estimated decline in EBITDA ranges from £18 million to £46 million compared to the base case plan for the cumulative period ending 31 December 2028, including a £10 million to £15 million decline in EBITDA in 2026.

The reverse stress test case evaluates how extreme conditions would need to be for the Group to break the Covenants within the Viability Review Period. The conditions go significantly further than the severe but plausible scenarios and reflect a scenario that the Directors consider to be highly unlikely.

The Directors consider that the current impacts of climate change do not constitute a material uncertainty under the Group's existing strategy. Further details on these impacts, our mitigation efforts, and future climate evolution can be found in our TCFD Report.

The Board has concluded that, under all scenarios modelled by management, the Company will have sufficient liquidity to operate and will not breach the Covenants.

In their review of the severe but plausible scenario, the Directors have also considered several mitigations that would help maintain headroom on the Covenants under the Facility, and are at their discretion, including but not limited to:

- Reduction or postponement of dividend payments.
- Reduction of bonus payments.
- Reduction of overheads and operating expenses.
- Renegotiation of the terms of the Group's revolving credit facility including Covenant relaxation.
- Closure of now loss making entities.
- Reduction of staff levels in line with revenue reduction.

- Reduction of staff levels in line with revenue reduction.

The Board is satisfied that the Group's forecasts, which take into account reasonably possible changes in trading performance, show that there are no material uncertainties over going concern, and that, even under the severe but plausible scenarios, the Group will continue to have sufficient liquidity and headroom to operate within the Covenants. The Board, therefore, has concluded the going concern basis of preparation continues to be appropriate.

Like-for-like results

As stated in the Financial Review, the Directors believe that the Like-for-like results and Like-for-like earnings per share (see Note 1 of the financial statements) provide additional useful information on the underlying performance of the business. The Like-for-like (LFL) results reflect the underlying profitability of the business units, by excluding a number of items that are not part of routine business income and expenses.

In addition, the LFL results may be used for internal performance management and reward. The term 'Like-for-like' is not a defined term in IFRS. Note 1 reconciles Statutory results to LFL results and the segmental reporting (Note 3 of the financial statements) reflects LFL results, in accordance with IFRS 8.

The items that are excluded from LFL results are:

- Separately disclosed items that are one-off in nature and are not part of running the business.
- Revaluation of associates on transition to assets held for sale.
- Impairment of assets held for sale, right-of-use assets, leasehold improvements, acquired intangibles and goodwill.
- Gains or losses generated by disposals of subsidiaries.
- Fair value adjustments to unlisted equity investments, acquisition-related deferred consideration and put options.
- Dividends paid to IFRS 2 put option holders. However, in non-controlling interest, we deduct profit share attributable to IFRS 2 put option holders.
- Results of subsidiaries which management has or intends to exit in the current and prior year, and those of newly acquired subsidiaries in the current year.
- Effects of foreign exchange movements on the underlying results, by retranslating prior year figures using current year foreign exchange rates.

Consolidation

Where a consolidated company is less than 100% owned by the Group, the treatment of the non-controlling interest share of the results and net assets is dependent on how the non-controlling interests' equity is accounted for. Where the equity is accounted for as a share-based payment award under IFRS 2, all dividend outflow is taken to staff costs, and there is no non-controlling interest. In all other cases, the non-controlling interest share of the results and net assets is recognised at each reporting date in equity, separately from the equity attributable to the shareholders of the Company.

Material accounting policies

Certain of the Group's accounting policies are considered by the Directors to be material due to the level of complexity, judgement or estimation involved in their application and their potential impact on the financial statements. The critical accounting policies are listed below and explained in more detail in the relevant notes to the financial statements.

Revenue recognition

The Group's revenue is earned from the provision of advertising and marketing services, together with commission-based income in relation to media spend and to talent performance. Revenue from contracts with customers is recognised as, or when, the performance obligations present within the contractual agreements are satisfied. Depending on the arrangement with the client, the Group may act as principal or as agent in the provision of these services.

See Note 4 of the financial statements for a full description of the Group's revenue accounting policies.

Significant accounting judgements and key sources of estimation uncertainty

In the course of preparing financial statements, management necessarily makes judgements and estimates that can have a significant impact on the financial statements. The estimates and judgements that are made are continually evaluated, based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and judgements that have a significant risk of causing a material adjustment to the financial statements within the next financial year are outlined below.

Significant accounting judgements

Management has made the following judgements, which have the most significant effect in terms of the amounts recognised, and their presentation, in the financial statements.

Impairment - assessment of CGUs and assessment of indicators of impairment

Impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. Assets with finite lives are reviewed for indicators of impairment (an impairment "trigger") and judgement is applied in determining whether such a trigger has occurred. External and internal factors are monitored by management, including: a) adverse changes in the economic or political situation of the geographic locale in which the underlying entity operates; b) heightened risk of client loss or chance of client gain; and c) internal reporting suggesting that an entity's future economic performance is better or worse than previously expected. Where management has concluded that such an indication of impairment exists, then the recoverable amount of the asset is assessed.

The Group assesses whether an impairment is required by comparing the carrying value of the cash-generating unit (CGU) assets (including the right-of-use assets under IFRS 16) to their value-in-use. Discounted cash flow models, based on the Group's latest budget and three-year financial plan, and a long-term growth rate, are used to determine

the recoverable amount for the CGUs. The appropriate estimates and assumptions used require judgement and there is significant estimation uncertainty.

The Group has recognised a total impairment charge of £1,916k in the year (2024: £890k), of which nil relates to impairment of investment property (2024: £361k reversal) and £206k relates to the impairment of right-of-use assets (2024: £297k reversal). There was an impairment of £1,500k in the year of goodwill (2024: £1,634k) and £210k in other intangible assets (2024: nil). There was an impairment of nil of associate investments held in assets held for sale (2024: £86k reversal).

Significant estimates and assumptions

Some areas of the Group's financial statements are subject to key assumptions and other significant sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Group has based its assumptions and estimates on parameters available when the financial statements were prepared.

Deferred tax assets

The Group assesses the future availability of carried forward losses and other tax attributes, by reference to jurisdiction-specific rules around carry forward and utilisation, and whether it is probable that future taxable profits will be available against which the attribute can be utilised. Changes in such assessments would allow unrecognised deferred tax to be recognised and vice versa.

Notes to the financial statements

1. Like-for-like results, earnings per share and EBITDA

The analysis below provides a reconciliation between the Group's Statutory results and the LFL results for the current year.

Year ended 31 December 2025	Statutory 2025	Separately disclosed items (Note 2)	Acquiring and exiting agencies	Gain/loss on disposal of subsidiaries	Amortisation of acquired intangibles	Impairment of goodwill and intangibles	Impairment and revaluation of non-current assets	Revaluation of loans and investments	Dividends paid to IFRS 2 Put accc holders*
	£000	£000	£000	£000	£000	£000	£000	£000	£000
Revenue	347,399	-	(6,420)	-	-	-	-	-	-
Cost of sales	(137,428)	-	1,159	-	-	-	-	-	-
Net revenue	209,971	-	(5,261)	-	-	-	-	-	-
Staff costs	(152,196)	6,424	3,080	-	-	-	-	-	83
Depreciation	(6,247)	-	59	-	-	-	-	-	-
Amortisation	(714)	-	-	-	363	-	-	-	-
Impairments	(1,916)	-	-	-	-	1,710	206	-	-
Other operating charges	(34,202)	2,699	937	-	-	-	-	-	-
Other gains/losses	(4,529)	-	-	-	-	-	3,292	1,237	-
Loss allowance	-	-	-	-	-	-	-	-	-
Gain on disposal of subsidiaries	(4)	-	-	4	-	-	-	-	-
Operating profit	10,163	9,123	(1,185)	4	363	1,710	3,498	1,237	83
Share of results of associates	-	-	-	-	-	-	-	-	-
Other non-operating income	62	-	(1)	-	-	-	-	-	-
Finance income	526	-	(6)	-	-	-	-	-	-
Finance expense	(6,162)	-	126	-	-	-	-	-	-
Profit before taxation	4,589	9,123	(1,066)	4	363	1,710	3,498	1,237	83
Taxation	(6,598)	(1,128)	380	-	(108)	(317)	-	-	-
(Loss)/Profit for the year	(2,009)	7,995	(686)	4	255	1,393	3,498	1,237	83
Non-controlling interests	225	-	-	-	-	-	-	-	137
(Loss)/Profit attributable to equityholders of the Group**	(2,234)	7,995	(686)	4	255	1,393	3,498	1,237	(54)

* The non-controlling interest charge is moved to operating profit due to underlying equity being defined as an IFRS 2 put option.

** Like-for-like earnings are profit attributable to equity holders of the Group after adding back the adjustments noted above.

The analysis below provides a reconciliation between the Group's Statutory results and the LFL results for the prior year.

	Statutory 2024	Separately disclosed items (Note 2)	Exiting agencies	Gain/loss on disposal of subsidiaries	Amortisation of acquired intangibles	Impairment of assets held for sale	Impairment of non-current assets	FVTPL investments under IFRS 9***	Divi p I ho
Year ended 31 December 2024	£000	£000	£000	£000	£000	£000	£000	£000	£000
Revenue	395,418	-	(6,175)	-	-	-	-	-	-
Cost of sales	(164,008)	-	2,627	-	-	-	-	-	-
Net revenue	231,410	-	(3,548)	-	-	-	-	-	-
Staff costs	(163,791)	5,776	2,121	-	-	-	-	-	-
Depreciation	(6,535)	-	6	-	-	-	-	-	-
Amortisation	(600)	-	-	-	335	-	-	-	-
Impairments	(890)	-	-	-	-	(86)	1,634	(658)	-
Other operating charges	(32,864)	1,472	438	-	-	-	-	-	-
Other losses	(3,813)	-	-	-	-	-	-	-	3,813
Loss allowance	(192)	-	201	-	-	-	-	-	-
Gain on disposal of subsidiaries	(230)	-	-	230	-	-	-	-	-
Operating profit	22,495	7,248	(782)	230	335	(86)	1,634	(658)	3,813
Share of results of associates	-	-	-	-	-	-	-	-	-
Other non-operating income	60	-	(15)	-	-	-	-	-	-
Finance income	878	-	(6)	-	-	-	-	-	(872)
Finance expense	(5,302)	-	71	-	-	-	-	-	872
Profit before taxation	18,131	7,248	(732)	230	335	(86)	1,634	(658)	3,813
Taxation	(6,394)	(1,824)	52	-	(107)	-	-	219	-
Profit for the year	11,737	5,424	(680)	230	228	(86)	1,634	(439)	3,813
Non-controlling interests	20	-	-	-	-	-	-	-	-
Profit attributable to equityholders of the Group**	11,717	5,424	(680)	230	228	(86)	1,634	(439)	3,813

* The non-controlling interest charge is moved to operating profit due to underlying equity being defined as an IFRS 2 put option.

** Like-for-like earnings are profit attributable to equityholders of the Group after adding back the adjustments noted above.

*** Included in this adjustment is £872k of Group interest in Saatchiinvest, which is treated as non-like-for-like given the nature of the entity's activities and the sale of the subsidiary in 2025.

Earnings per share

Basic and diluted earnings per share are calculated by dividing the appropriate earnings metrics by the weighted average number of ordinary shares of the Company in issue during the year.

Diluted earnings per share is calculated by adjusting the weighted average number of the Company's ordinary shares in issue on the assumption of conversion of all potentially dilutive ordinary shares. Anti-dilutive potential ordinary shares are excluded. The dilutive effect of unvested outstanding options is calculated based on the number that would vest had the balance sheet date been the vesting date. Where schemes have moved from equity to cash payment and vice versa, the potential dilution is calculated as though they had been in their year-end position for the whole year.

Year ended 31 December 2025	Total 2025	Like-for- like 2025
(Loss)/profit attributable to equity shareholders of the Group (£000)	(2,234)	11,292
Basic earnings per share		
Weighted average number of shares (thousands)	120,747	120,747
Basic EPS	(1.85)p	9.35p
Diluted earnings per share		
Weighted average number of shares (thousands) as above	120,747	120,747
Add		
- LTIP	-	1,176
- Put options	-	605
Total	120,747	122,528
Diluted EPS	(1.85)p	9.22p
Excluding the put options (payable in cash)	-	(605)
Weighted average number of shares (thousands) including dilutive shares	120,747	121,923
Diluted EPS - excluding items the Group intends and is able to pay in cash	(1.85)p	9.26p

Continuing Discontinued

Like-for-

Year ended 31 December 2024	operations 2024	operations 2024	Total 2024	like 2024
Profit attributable to equity shareholders of the Group (£000)	11,717	3,011	14,728	20,677
Basic earnings per share				
Weighted average number of shares (thousands)	121,616	121,616	121,616	121,616
Basic EPS	9.63p	2.48p	12.11p	17.00p
Diluted earnings per share				
Weighted average number of shares (thousands) as above	121,616	121,616	121,616	121,616
Add				
- LTIP	2,042	2,042	2,042	2,042
- Put options	751	751	751	751
Total	124,409	124,409	124,409	124,409
Diluted EPS	9.42p	2.42p	11.84p	16.62p
Excluding the put options (payable in cash)	(751)	(751)	(751)	(751)
Weighted average number of shares (thousands) including dilutive shares	123,658	123,658	123,658	123,658
Diluted EPS - excluding items the Group intends and is able to pay in cash	9.48p	2.43p	11.91p	16.72p

As 2025 basic EPS is negative, no adjustment has been made for LTIP and put options in the dilutive EPS calculation, as these would be anti-dilutive, i.e. would increase EPS had they been included.

Like-for-like earnings before interest, tax, depreciation and amortisation (EBITDA)

	2025 £000	2024 £000
Profit before tax (LFL)	19,425	29,244
Add back:		
LFL depreciation & amortisation (incl. IFRS 16)	6,539	6,964
LFL finance expense (incl. IFRS 16)	6,100	4,536
LFL finance income	(520)	-
EBITDA	31,544	40,744

2. Separately disclosed items

Policy

Separately disclosed items include one-off, non-recurring income or expenses. These are shown separately and are excluded from LFL profit to provide a better understanding of the underlying results of the Group.

Analysis

Separately disclosed items for the year ended 31 December 2025 comprise of the following:

	Staff costs £000	Operating costs £000	Taxation £000	After tax total £000
2025				
Restructuring - ongoing businesses	4,039	29	(302)	3,766
Restructuring - global efficiency programme	302	142	(113)	331
Transformation project costs	1,858	1,611	(713)	2,756
Acquisition related and other costs	225	917	-	1,142
Total separately disclosed items	6,424	2,699	(1,128)	7,995

The Group has been pursuing a strategy to simplify its operating structure and improve efficiency across the Group. This programme continued into 2025:

- Local businesses within the Group have continued to review their own future, permanent operational structures, following market changes, which has resulted in staff redundancy costs in the period across 12 ongoing businesses across the Group. The restructuring costs are treated as separately disclosed items only when a role has been permanently eliminated from the business (there should be no intention for the role to be replaced in the next 12 months). There are £4,039k (2024: £3,403k) of redundancy costs included within non-like-for-like restructuring for ongoing businesses, and £313k (2024: £430k) of redundancy costs included within the like-for-like staff costs.
- The Group's global efficiency programme has continued to identify and reduce specific central HQ roles, which will be replaced overseas to save cost. The redundancy costs associated with this restructuring programme of £302k (2024: £983k) have been treated as an exceptional non-like-for-like cost, as these are one-off exit costs relating to compensation to employees for periods not worked.

In the second half of 2022, the Group commenced a global efficiency programme. The £1,858k staff costs of the project team dedicated to this transformation project (2024: £723k) have been classified as separately disclosed items in line with the treatment since 2022. The project team continued to manage the project through to conclusion in December 2025. The operating cost in 2025 mainly relates to systems migration and implementation costs.

Other separately disclosed items relate to acquisition related management bonus, legal and transaction related costs

Other separately disclosed items relate to acquisition related management bonus, legal and transaction related costs of acquisitions during the year and certain other one-off legal fees.

	Staff costs	Operating costs	Taxation	After tax total
2024	£000	£000	£000	£000
Restructuring - discontinued businesses	58	-	(17)	41
Restructuring - ongoing businesses	3,403	62	(841)	2,624
Restructuring - global efficiency programme	983	571	(295)	1,259
CEO/Executive Chair compensation	(158)	-	40	(118)
People costs - additional headcount	767	-	(192)	575
Transformation project costs	723	839	(519)	1,043
Total separately disclosed items	5,776	1,472	(1,824)	5,424

2. Separately disclosed items continued

Staff costs

- Additional headcount costs of (£767k) related to Shared Service Centre salaries where there was non-productive duplication of roles during the transition. These costs were treated as separately disclosed items as they are one-off costs relating to the period of overlap of local with newly created central roles, in relation to those functions being moved to the Shared Service Centre.
- Chief Executive Officer compensation (credit of £158k) related to the over accrual of three months of costs in 2023 relating to the gardening leave of the former Chief Executive Officer, which was not worked.

Operating costs

The operating cost in 2024 mainly relates to recruitment costs for roles that were moved to the Shared Service Centre and service charges and rates for the vacant 30 Great Pulteney Street office in London.

3. Segmental information

Like-for-like segmental income statement

Segmental results are reconciled to the income statement in Note 1 of the financial statements. The Board reviews LFL results.

The Group's operating segments are aligned to those business units that are evaluated regularly by the chief operating decision maker (CODM), namely the Board, in making strategic decisions, assessing performance and allocating resources.

Assets and liabilities are not regularly reported to the Board and so are not presented here by operating segment.

The operating segments have historically comprised individual country entities, the financial information of which is provided to the CODM and is aggregated into specific geographic regions on an LFL basis, with each geographic region considered a reportable segment. Each country included in a region has similar economic and operating characteristics. The products and services provided by entities in a geographic region are all related to marketing communications services and generally offer complementary products and services to their customers.

When considering segmental information by Specialism, as the Group continues to move away from the traditional Advertising business, we present the Non-Advertising Specialisms in aggregate to allow users to understand the different financial performance of these Specialisms when compared to the Advertising business. The Group chooses to aggregate the Non-Advertising Specialisms in one segment as we consider that they have similar economic characteristics, with similar products, services and production processes.

The Group's performance is also assessed under a structure of Specialisms, and this is reported under two segments: Advertising and Non-Advertising Specialisms, excluding Group central costs.

Segmental information by geography

	UK	Americas	APAC	Middle East	Europe	Group central costs	LFL total
Year ended 31 December 2025	£000	£000	£000	£000	£000	£000	£000
Net revenue	102,916	41,920	36,211	11,631	12,032	-	204,710
Operating profit / (loss)	19,377	2,863	4,769	1,787	2,228	(6,080)	24,944
Operating profit margin	19%	7%	13%	15%	19%	-	12%
Profit / (loss) before tax	18,855	2,775	3,774	1,673	2,171	(9,823)	19,425

3. Segmental information continued

	UK	Americas	APAC	Middle East	Europe	Group central costs	LFL total
Year ended 31 December 2024	£000	£000	£000	£000	£000	£000	£000
Net revenue	107,887	42,688	46,730	11,227	12,357	-	220,889
Operating profit / (loss)	27,367	6,016	8,406	2,179	2,201	(12,434)	33,735
Operating profit margin	25%	14%	18%	19%	18%	-	15%
Profit / (loss) before tax	26,183	5,683	7,637	2,124	2,195	(14,578)	29,244

Segmental information by Specialism

	Advertising	Non-Advertising Specialisms	Group central costs	LFL total
Year Ended 31 December 2025	£000	£000	£000	£000
Net revenue	68,552	136,158	-	204,710
Operating profit / (loss)	7,718	23,306	(6,080)	24,944
Operating profit margin	11%	17%	-	12%
Profit / (loss) before tax	7,328	21,920	(9,823)	19,425

	Advertising	Non-Advertising Specialisms	Group central costs	LFL total
Year Ended 31 December 2024	£000	£000	£000	£000
Net revenue	75,173	145,716	-	220,889
Operating profit / (loss)	8,369	37,800	(12,434)	33,735
Operating profit margin	11%	26%	-	15%
Profit / (loss) before tax	7,888	35,934	(14,578)	29,244

Non-current assets other than excluded items:

	2025	2024
As at 31 December	£000	£000
UK	32,722	35,195
APAC	8,881	11,891
Americas	14,050	17,680
Europe	4,136	4,239
Middle East	3,209	1,523
Total non-current assets other than excluded items	62,998	70,528
Non-current assets excluded from analysis above:		
Deferred tax assets	2,214	4,840
Other financial assets	34	668
Total non-current assets per balance sheet	65,246	76,036

Allocation of non-current assets by country is based on the location of the business units. Items included comprise fixed assets, intangible assets, IFRS 16 assets and equity accounted investments.

4. Revenue from contracts with customers

Billings comprises all gross amounts billed, or billable, to clients and is stated exclusive of VAT and sales taxes. Billings is a non-GAAP measure and is included as it influences the quantum of trade and other receivables recognised at a given date. The difference between billings and revenue is represented by costs incurred on behalf of clients for whom entities within the Group operate as an agent and timing differences, where invoicing occurs in advance or in arrears of the related revenue being recognised.

Net revenue is a non-GAAP measure and is reviewed by the CODM and other stakeholders as a key metric of business performance.

Revenue recognition policies

Revenue is stated exclusive of VAT and sales taxes. Net revenue is exclusive of third-party costs recharged to clients, where entities within the Group are acting as principal.

Performance obligations

At the inception of a new contractual arrangement with a customer, the Group identifies the performance obligations inherent in the agreement. Typically, the terms of the contracts are such that the services to be rendered are

considered to be either integrated or to represent a series of services that are substantially the same, with the same pattern of transfer to the customer. Accordingly, this amalgam of services is accounted for as a single performance obligation.

Where there are contracts with services that are distinct within the contract, then they are accounted for as separate obligations. In these instances, the consideration due to be earned from the contract is allocated to each of the performance obligations, in proportion to their standalone selling price.

Further discussion of performance obligations arising in terms of the main types of services provided by the Group, in addition to their typical pattern of satisfaction, is provided below.

Measurement of revenue

Based on the terms of the contractual arrangements entered into with customers, revenue is typically recognised over time. This is based on either the fact that (i) the assets generated under the terms of the contracts have no alternative use to the Group and there is an enforceable right to payment, or (ii) the client exerts editorial oversight during the course of the assignment such that they control the service as it is provided.

Principal vs agent

When a third-party supplier is involved in fulfilling the terms of a contract, then, for each performance obligation identified, the Group assesses whether the Group is acting as principal or agent. The primary indicator used in this assessment is whether the Group is judged to control the specified services prior to the transfer of those services to the customer. In this instance, it is typically concluded that the Group is acting as principal.

When entities within the Group act as an agent, the revenue recorded is the net amount retained. Costs incurred with external suppliers are excluded from revenue. When the Group acts as principal the revenue recorded is the gross amount billed, and when allowable by the terms of the contract, out-of-pocket costs, such as travel, are also recognised as the gross amount billed with a corresponding amount recorded as an expense.

Treatment of costs

Costs incurred in relation to the fulfilment of a contract are generally expensed as incurred if revenue is recognised over time.

4. Revenue from contracts with customers continued

Disaggregation of revenue

The Group monitors the composition of revenue earned on a geographic basis and by Specialism.

	LFL		
	2025 £m	2024 £m	2025 vs 2024 Movement
Revenue			
Specialism			
Advertising	138.2	152.7	(9%)
Issues	98.7	109.5	(10%)
Passions & PR	53.0	57.5	(8%)
Consulting	25.9	35.3	(27%)
Media	25.2	22.6	12%
Group	341.0	377.6	(10%)

	LFL		
	2025 £m	2024 £m	2025 vs 2024 Movement
Revenue			
Region			
UK	170.3	188.7	(9%)
APAC	53.2	70.1	(24%)
Americas	68.3	69.8	(2%)
Middle East	23.2	24.6	(6%)
Europe	26.0	24.4	7%
Group	341.0	377.6	(10%)

Assets and liabilities related to contracts with customers

Contract assets and liabilities arise when there is a difference (generally due to timing) in the amount of revenue that can be recognised and the amount that can be invoiced under the terms of the contractual arrangement.

Where revenue earned from customers is recognised over time, many of the Group's contractual arrangements have terms that permit the Group to remit invoices for the amount of work performed to date on a specific contract (described in the accounting policies as "right-to-invoice"). Where the terms of a contractual arrangement do not carry such right to invoice, then a contract asset is recognised over time, as work is performed until such point that an invoice can be remitted.

Where revenue earned from customers is recognised at a point in time, then this will be dependent on satisfaction of a specific performance obligation. At such point, it is usual that there are no other conditions required to be met for receipt of consideration and, as such, a trade receivable should be recognised at the point the entity's right to consideration is unconditional, which normally will be at the time the purchase order is satisfied (which may not be the same as when an invoice is raised).

Contract liabilities arise where a customer has made payments relating to services prior to their provision. Where payments are received in advance, IFRS 15 requires assessment of whether these cash transfers contain any financing component. Under the terms of the contractual arrangements entered into by entities within the Group,

there are no instances where such financing elements arise. This is the case even for those arrangements where the Group receives monies more than a year in advance by virtue of the terms of the contractual agreement entered into.

The Group operates a standard 30-day credit terms policy. All contract liabilities and contract assets brought forward from the previous year have been realised in the current period.

Revenue recognition policies and performance obligation satisfaction by category of services performed

Further details regarding revenue recognition and performance obligations of the Group's main service offerings are summarised below.

4. Revenue from contracts with customers continued

Provision of advertising and marketing services

The provision of advertising and marketing services to clients typically meets the criteria identified above for revenue to be recognised over time. The quantum of revenue to be recognised over the period of the assignments is either based on the "right-to-invoice" expedient or accrues as the services are provided, depending on the contractual terms. In measuring the progress of services provided in an assignment, the Group uses an appropriate measure depending on the circumstances, which may include inputs (e.g. internal labour costs incurred) or outputs (such as media posts). Where projects are carried out under contracts, the terms of which entitle an entity within the Group to payment for its performance only when a discrete point is reached (such as an event has occurred or a milestone has been reached), then revenue is recognised at the time that payment entitlement occurs, i.e. at a point in time.

The provision of advertising and marketing services can encompass provision of a range of media deliverables in addition to development and deployment of a media strategy. Often the range of services provided within these arrangements is considered to be integrated to an extent that no separable performance obligations can be identified other than a single over-arching combined performance obligation relating to the delivery of the project. In these instances, revenue is recognised over time as the performance obligation is being satisfied depending on the circumstances, which may include inputs (such as internal labour costs incurred) or outputs (such as media posts).

When services provided are considered separable, and not integrated, then multiple performance obligations are recognised. In these scenarios the conceptual preparation element and the deliverable are considered to form separate performance obligations with the revenue and corresponding cost of sales (typically third-party pass-through costs) assigned to the obligation to which they relate.

In instances where revenue cannot be recognised over time, the element of the transaction price assigned to each performance obligation (in proportion to stand-alone selling prices) is recognised as revenue once an obligation has been fully satisfied - for example an event has occurred or a milestone has been reached.

Some entities within the Group enter into retainer fees that relate to arrangements whereby the nature of the entity's contractual promise is to agree to "stand-ready" to deliver services to the customer for a period of time rather than to deliver the goods or services underlying that promise. Revenue relating to retainer fees is recognised over the period of the relevant assignments or arrangements, typically in line with the "stand-ready" incurred costs.

Where fees are remunerated to the agency in excess of the services rendered, then a contract liability is recognised. Conversely, where the services rendered are in excess of the actual fees paid, then a contract asset is recognised when there is a right to consideration.

Certain of these arrangements have contractual terms relating to the agency meeting specific customer identified KPIs. As a result, the overall level of consideration can increase or decrease as a result of performance against these KPI metrics. To reflect this variability in the overall level of consideration, the most likely outcome is estimated by management and is reflected in the revenue recognised as the performance obligation(s) of the contract are satisfied. When determining the likely outcome position, the estimated consideration is such that it is highly probable there will not be significant reversal of the revenue in the future. The estimated portion of the variable element is recalculated at the earlier of the completion of the contract or the next reporting period and revenue is adjusted accordingly. These estimates are based on historical award experience, anticipated performance and best judgement at the time.

4. Revenue from contracts with customers continued

Commission-based income in relation to media spend

The Group arranges for third parties to provide the related goods and services to its customers in the capacity of an agent. Revenue is recognised in relation to the amount of commission the Group is entitled to. Often additional integrated services are provided at the same time as part of the development and deployment of an overarching media

integrated services are provided at the same time as part of the development and deployment of an overarching media strategy. Due to the integration of the services provided under the terms of the contract, management judgement is applied to assess whether there is a single combined performance obligation.

The performance obligation for media purchases is considered to have been satisfied when the associated advertisement has been purchased. In the majority of instances where the Group purchases media for clients, the Group is acting as agent.

Commission based income in relation to talent performance

Revenue in relation to talent performance involves the Group acting as agent. Typically, such arrangements have a single, or a sequence, of specific performance obligations relating to the talent (or other third party) providing services. The performance obligations are generally satisfied at a point in time once the service has been provided, at which point, revenue is recognised. The consideration for the services is normally for a fixed amount (as a percentage of the talent's fee) with no degree of variability.

Recognition of supplier discounts and rebates as revenue from contracts with customers

The Group receives discounts and rebates from certain suppliers for transactions entered into on behalf of clients, which the clients have agreed the Group can retain. When the contractual terms of the agreements entered into are such that the Group acts as agent in these instances, then such rebates are recognised as revenue from contracts with customers. By contrast, when the contractual terms of the agreements are such that the Group is acting as principal, then such rebates are recognised as a reduction in direct costs. Certain of the Group's clients, however, have contractual terms such that the pricing of their contracts is structured with the rebate being passed through to them.

^[1] That decision and the final allocation of funds remain subject to formal Board approval.

^[2] Based on retained clients who accounted for 94% of 2024 revenue.

^[3] Passions includes the PR business (moved from Advertising) as of 2024.

^[4] 83% of the decline can be attributed to Australia.

^[5] 62% of the decline can be attributed to Australia.



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