



Make Work Easier

Netcall plc

Annual Report and Accounts
for the year ended 30 June 2025

Stock code: NET



AI-assisted Workflows. People Driven Outcomes.

About Netcall

Netcall is a UK-based enterprise software company that brings automation and communication together into one trusted AI platform – delivering powerful enterprise solutions without complexity.

Contents

Strategic report

Financial and operational highlights	01
Chair and Chief Executive's review	02
Financial review	08
Business model and key performance indicators	10
Principal risks and uncertainties	12
Environmental statement	14
Section 172(1) statement	16

Governance

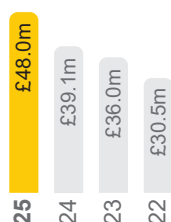
Directors and Advisers	17
Corporate governance statement	18
Audit Committee report	25
Remuneration Committee report	27
Directors' remuneration report	28
Nomination Committee report	30
Directors' report	31
Statement of Directors' responsibilities	33

Financial statements and notes

Independent Auditor's report to the members of Netcall plc	34
Consolidated income statement	45
Consolidated statement of comprehensive income	46
Consolidated balance sheet	47
Consolidated statement of changes in equity	48
Consolidated cash flow statement	49
Notes to the consolidated financial statements	50
Parent Company balance sheet	93
Parent Company statement of changes in equity	94
Notes to the Parent Company financial statements	95

Financial and operational highlights

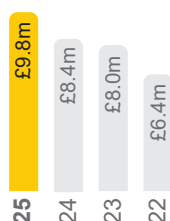
Revenue +23%



Financial highlights

- Revenue up 23% to £48.0m (FY24: £39.1m)
- Cloud services revenue growth of 48% to £29.3m (FY24: £19.8m)
- Total annual contract value ('ACV')⁽¹⁾ up 31% to £42.2m (FY24: £32.2m)
- Cloud services ACV up 52% to £33.9m (FY24: £22.3m)
- Adjusted EBITDA⁽²⁾ up 17% to £9.8m (FY24: £8.4m)
- Adjusted profit before tax⁽³⁾ up 8% to £8.3m (FY24: £7.7m)
- Profit before tax down 19% to £5.1m (FY24: £6.3m)
- Adjusted basic earnings per share⁽⁴⁾ up 5% to 3.75p (FY24: 3.57p)
- Group cash at period end down 20% to £27.2m (FY24: £34.0m)
- Net funds at period end⁽⁵⁾ down 22% to £26.1m (FY24: £33.5m)
- Final ordinary dividend per share up 6% to 0.94p (FY24: 0.89p)

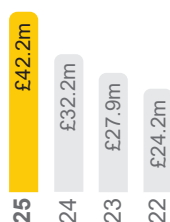
Adjusted EBITDA⁽²⁾ +17%



Operational highlights

- Revenue grew 23% to £48.0m, accelerating as demand for the Liberty Cloud platform gained pace with organisations advancing automation and AI adoption; organic growth of 10%.
- Cloud ACV increased 52% to £33.9m, of which 27% was organic, and has expanded fivefold in five years, demonstrating sustained momentum in the Liberty Cloud platform.
- Total ACV rose 31% to £42.2m. Cloud ACV now accounts for 80% of total ACV, up 11 percentage points year on year.
- Recurring revenue represented 80% (FY24: 76%) of total revenue, enhancing revenue quality.
- Cloud comprised 94% of new bookings, with strong uptake across Liberty modules and growing AI adoption, around three-quarters of ConverseCX customers also purchased Liberty AI products.
- New customer acquisition increased, with new logos contributing a larger share of ACV growth as enterprises move to platforms that unify automation, AI and Customer Engagement.
- Cloud net retention rate⁽⁶⁾ maintained at 118% (FY24: 117%), reflecting deeper adoption and strong expansion of Cloud subscriptions across the Liberty platform.
- Govtech and Parble acquisitions integrated and already delivering cross-sell, broadening local government solutions and adding proven IDP capability to expand the addressable market.
- The Group ended the period with £27.2m net cash and no debt after making £12.5m of acquisition payments, providing flexibility for organic investment and further selective M&A.
- Momentum continued into the new financial year, which opened with a record pipeline and a contracted revenue order book⁽⁷⁾ of £79m.

Annual Contract Value ('ACV')⁽¹⁾ +31%



⁽¹⁾ ACV, as at a given date, is the total of the value of each Cloud and Support contract divided by the total number of years of the contract (save that the contract renewal announced on 20 July 2023 was included in FY23 ACV at the annual amount of \$4m), plus the annualised value of recurring IDP revenue.

⁽²⁾ Profit before interest, tax, depreciation and amortisation adjusted to exclude the effects of share-based payments, acquisition related costs, impairment, profit or loss on disposals, contingent consideration and non-recurring transaction costs.

⁽³⁾ As defined in note 2(b).

⁽⁴⁾ As defined in note 19(b).

⁽⁵⁾ As defined in note 10(a).

⁽⁶⁾ Cloud net retention rate is calculated by starting with the Cloud ACV from all customers 12 months prior to the period end and comparing it to the Cloud ACV from the same customers at the current period end. The current period ACV includes any cross- or upsells and is net of contraction or churn over the trailing 12 months but excludes ACV from new customers and acquisitions in the current period. The Cloud net retention rate is the total current period ACV divided by the total prior period ACV.

⁽⁷⁾ Total Group Remaining Performance Obligations that represent future contracted revenue not yet recognised, including deferred income.

Liberty Create

Empower teams to rapidly build and develop their own game-changing applications with low code.

Liberty Converse

Deliver a 360-degree view of the customer, from initial contact through multiple channels to triggering workflows and backend system process automation with ease.

Liberty AI

Use AI to augment your teams' talents, automate intelligently and create meaningful experiences for employees, customers and stakeholders.

Liberty Spark

Now it's faster and easier to map and evolve your processes. Achieve a wealth of business benefits beyond compliance – and accelerate your transformation.

Liberty IDP

Using AI automation, Intelligent Document Processing extracts and interprets data from a wide range of documents and emails, classifying and processing information without human assistance.

Liberty RPA

Streamline processes and boost efficiency. Liberate your people to use their talents better by releasing them from time-consuming, mundane, repetitive tasks.

Chair and Chief Executive's review

James Ormondroyd CEO of Netcall



"Revenue grew 23% to £48m, driven by strong demand for our Liberty Cloud platform and rising AI adoption across our customer base. Organisations are making an ongoing shift to automation and AI as they modernise operations and reduce complexity. Many are moving from fragmented systems to unified platforms for Customer Engagement and workflow. Liberty is designed for this transformation and delivered another year of strong momentum."

"Cloud ACV rose by more than 50% and now accounts for 80% of total ACV, strengthening the visibility of our recurring revenue, while Cloud net retention reached 118%. New customer acquisition delivered a higher share of growth, and around three-quarters of Liberty ConverseCX clients also purchasing Liberty AI products."

"We entered the new financial year with a record pipeline and a contracted revenue order book of £79m, improving visibility. With the Cloud investment programme complete, a strong balance sheet and clear momentum from expanding automation and Cloud migrations, the Group is well positioned to capitalise on the AI- and automation-driven opportunities."



Overview

The Board is pleased to report a year of accelerated growth, with clear progress on key financial metrics and strategic priorities. Revenue rose 23% to £48.0m (FY24: 9% growth), including 10% organic growth (FY24: 8% organic growth), alongside contributions from FY25 acquisitions. Adjusted EBITDA increased 17% to £9.8m (FY24: 5% growth), reflecting operating leverage while sustaining investment in the Liberty platform.

Growth was broad based driven by robust demand for Liberty amid a structural shift towards automation and AI. New Cloud bookings made up 94% of new business signed during the year, lifting Cloud ACV by 52% to £33.9m, of which half was organic. Cloud ACV now represents 80% of total ACV (FY24: 69%). Total ACV increased 31% to £42.2m, further improving recurring revenue mix to 80% (FY24: 76%). Over the past five years, Cloud ACV has grown fivefold, underlining sustained top-line momentum driven by industry-wide migration to Cloud subscriptions and the Group's planned pivot towards automation and workflow.

Growth came from new logos and deeper adoption of Liberty among existing customers, with a larger share than prior years from new customer wins. Sales momentum strengthened in the second half, supported by new AI capabilities and upgraded modules, as organisations move to flexible, lower-cost, AI-enabled platforms.

The accelerated Cloud investment programme to launch and scale ConverseCX is now complete, and the Group is leveraging that investment into sales growth. Cloud contact centre revenue rose 34% year-on-year, and around three-quarters of ConverseCX customers also

purchased Liberty AI products, highlighting that AI is increasingly integral to Customer Engagement.

Cloud net retention rate rose to 118% (FY24: 117%), meaning existing Cloud customers spent, on average, 18% more year-on-year, showing sustained customer revenue expansion and platform stickiness. The breadth of the customer base provides substantial runway for further revenue expansion as clients increase their use of the platform over time. When customers add Liberty's Intelligent Automation tools for the first time, ACV typically triples, yet automation modules currently reach only around 31% of customers with engagement modules. In parallel, around 20% of ACV comes from on-premises support contracts that are steadily migrating to the Cloud, which typically drives increased annual spend by around 50%. Converting the remaining on-premises customer base represents a material additional Cloud ACV opportunity, before further potential AI and automation upsells.

The Group continued to execute its M&A strategy, building on last year's activity, and delivered early cross-sell synergies. Govtech (acquired in August 2024) and Parble (acquired in September 2024) were integrated successfully, adding depth to local government solutions and AI-powered intelligent document processing ('IDP'). Initial cross-sales include Liberty solutions introduced to Govtech's council clients, and Parble's IDP sold to existing Netcall customers. These acquisitions expand the Group's reach and addressable market, positioning the platform for further ACV growth.

Netcall's SaaS model continues to generate healthy cash flow. The Group ended the period with net cash of £27.2m (FY24: £34.0m) after £12.5m of acquisition-related payments, and remains debt-free. The balance sheet provides flexibility to continue investing in organic initiatives and targeted acquisitions in line with the Group's growth strategy.



Case study



Tewkesbury Borough Council – AI-enhanced Citizen Experience

Using Liberty Converse, Tewkesbury Borough Council can deliver an AI-enhanced citizen experience which streamlines services with intelligent routing, automation and integrated systems. This boosts efficiency, reduces call wait times and frees staff for higher-value work, all while maintaining a personal, human connection.

Current Trading and Outlook

Netcall enters the new financial year with strong momentum and a record pipeline, supported by rising demand for digital automation and AI-enabled solutions across enterprise and public sector markets. Recent acquisitions and a robust product roadmap extend Liberty's capabilities, opening up new market segments and increasing cross-sell opportunities.

Market trends continue to move in the Group's favour as organisations increasingly explore replacing fragmented legacy systems with integrated platforms that unify AI, Automation and Customer Engagement. With the Cloud investment programme now complete, operating leverage is anticipated to improve over time, while a resilient recurring revenue base and debt-free balance sheet provide scope for continued innovation and selective acquisitions.

Customer validation is strengthening with growing customer references and ROI case studies generating more inbound interest. Combined with a growing pipeline, this improves visibility into future bookings, while a contracted revenue order book, now £79m, underpins future revenue. With favourable market dynamics, an expanded platform and an established growth

strategy, the Board remains confident in the Group's continued success.

Business Review

Netcall unites Automation and Customer Engagement on Liberty, its AI-powered platform. Liberty digitises and orchestrates processes and customer interactions without adding complexity, making work easier for teams and customers alike. Built on a low-code foundation with embedded AI, Liberty is easy to use, enabling business users, not just IT teams, to deploy solutions quickly. This supports faster time-to-value and modernisation without wholesale system replacement.

The Group serves around 600 organisations, ranging from NHS hospitals and local councils to banks and insurers. Customer advocacy remains strong; surveys show more than nine in ten would recommend Netcall. Every day, people in the UK interact with Liberty - managing hospital appointments, applying for mortgages or accessing council services - showing its role in modernising essential operations and supporting retention and expansion.

Many organisations rely on a patchwork of legacy tools that are hard to scale and adapt. Liberty offers a single, composable platform that consolidates these workflows and provides a foundation for ongoing

innovation. Once on Liberty, customers can scale and adapt solutions quickly as needs change. Prebuilt, industry-specific packages are designed to accelerate time-to-value. For example, Citizen Hub offers ready-made modules for common council services, and Patient Hub, used by around three million patients, helps manage appointments and has delivered an estimated £90m in savings for the NHS to date.

As AI adoption grows, organisations are rethinking how they deliver customer service and application development. Many recognise that layering stand-alone AI tools onto legacy systems adds complexity and creates silos, and industry



Chair and Chief Executive's review

analysts note a shift towards modular, integrated ecosystems that evolve as technologies mature. Liberty's low-code architecture with embedded AI positions Netcall to support customers through this shift, helping business teams to deliver change quickly and safely.

With automation extending across more processes, governance and security are critical. Liberty provides enterprise-grade control for governed automation, with AI embedded in the same framework, enabling compliance and cost efficiency. The architecture supports AI today and is designed to absorb emerging generative capabilities within the same framework, so customers are able to benefit from future innovation, without the burden of re-engineering.

Strategy

Netcall's growth engine is built on four pillars: Land (new customer acquisition), Expand (growth within the existing customer base), Innovate (ongoing product innovation), and Acquire (selective M&A). Together, these levers continue to deliver growth and position the Group for further expansion.

Land: New customer acquisition

FY25 delivered a step change in new customer growth, with over 50 new clients added, ahead of prior years. Direct sales benefited from strong customer advocacy and improved go-to-market programmes, underpinned by Netcall's reputation in core markets.

Indirect channels contributed around 17% of order bookings (FY24: 20%). The partner ecosystem expanded further, with 16 additional firms joining during the year, including technology specialists and communication service providers. Partners have extended reach into new segments and geographies and Liberty ConverseCX has proven popular with resellers due to its partner-friendly, Cloud-native model, enabling partners to deploy new services quickly.

Wins spanned public and private sectors. In local government, adoption accelerated, with more new council wins. Following the Govtech integration, Liberty now handles council tax enquiries for around a quarter of UK dwellings. Recent wins include the London Borough of Haringey, which purchased Liberty Create, ConverseCX, Citizen Hub and RPA, and New Forest

District Council, which adopted a similar product suite. Both also opted for Liberty's AI capabilities, signalling a shift toward multi-module adoption from the outset, lifting initial ACV and increasing total contract value.

In healthcare, Liberty's sector solutions continued to attract NHS organisations, with strong uptake of Liberty ConverseCX and Patient Hub to improve access, reduce waiting times and streamline patient engagement. The Christie NHS Foundation Trust, Europe's largest single-site cancer centre, implemented Liberty Spark's process-mapping solution to build consistency, visibility and efficiency across operations.

Private sector additions included a major live entertainment and venue management company adopting Liberty ConverseCX and a global advisory, broking and risk management firm selecting Liberty Create to accelerate internal development. Early international activity included new customers in South Africa, Canada, the US, Australia and New Zealand. Examples include several financial services firms and a large retail chain in South Africa, an insurance agency in Queensland, and



Case study



The Christie NHS Foundation Trust – Quality Improvement in Healthcare Through Real-time Process Mapping

The Trust used Liberty Spark to transform patient care pathways, identifying opportunities to reduce manual work by 50% and establishing the foundation for future digital transformation all in just 4 months.



Case study



Baloise – Quadruples Straight-through Processing with AI and Automation

European insurance company Baloise quadrupled its document processing automation using Liberty IDP, cutting costs, improving accuracy and enhancing customer response times. With 65% straight-through processing, employees gained flexibility and operations became more scalable. The team are learning that the power of AI alone isn't enough: The most dramatic improvements came when combining AI with human expertise and process knowledge.

a major pharmaceutical company with global operations, all choosing Liberty Spark, demonstrating the platform's global appeal.

Even with the growing footprint, penetration within core UK sectors is around 15% of target accounts, leaving substantial headroom for new logos. Digital transformation remains a priority across sectors, with AI adoption increasing urgency for modern solutions. At the same time, a widening digital skills gap increases demand for tools that democratise technology, such as low-code platforms. Combined with ongoing product innovation and a focus on customer success, these factors underpin continued new customer acquisition and market share gains.

Expand: Growth within the existing customer base

The 'land-and-expand' model continues to deliver. After Liberty is deployed, customers broaden usage across departments and processes through cross-sell, upsell and by scaling workflows within existing modules. In FY25, this expansion was a major growth driver. The Cloud net-retention rate was 118% (FY24: 117%) meaning that on average existing Cloud customers spent about 18% more

year on year even after churn. This reflects high satisfaction, strong module relevance, and the advantage of a unified platform for adjacent use cases.

Expansion wins included a multi-year £3m renewal with a leading UK bank adding Liberty IDP, ConverseCX and Spark to their subscription. In local government, follow-on sales featured a £1.6m contract with a city council for Liberty's Citizen Hub and ConverseCX. In healthcare, multiple NHS trusts upgraded to the new Liberty ConverseCX contact centre; for example, University Hospitals Sussex NHS Foundation Trust adopted it to improve patient access and experience.

Tewkesbury Borough Council is an illustration of our expand strategy. Starting with a single workflow, the council rolled out Citizen Hub and Liberty Create to redesign additional services and improve citizen engagement (for example, planning applications and reporting). It subsequently added Liberty ConverseCX with AI, which went live during the year, to handle enquiries more efficiently, and most recently added Liberty Spark for process mapping and discovery. Each step solved a new challenge and delivered incremental value, turning Liberty into an essential platform across their operations.

This progressive, multi-module pattern has recurred across many accounts and remains a core driver of net revenue retention and ACV growth.

To support expansion, Netcall invests in customer enablement. The Netcall Community grew to over 10,000 members, providing a forum for knowledge sharing, best practice and reusable application components. The Netcall Academy expanded to 240 courses with over 5,000 courses completed in FY25, helping customers build internal capability. These initiatives enable customers to get more out of Liberty, promote feature attach, reduce time-to-value, and support both expansion and retention.

Innovate: Ongoing product innovation

Netcall maintained a high pace of innovation in FY25, delivering features that expand Liberty's reach and deepen customer value.

Liberty IDP, launched after the Parble acquisition, automates document-heavy workflows using AI to extract and process information. Early uptake is encouraging and the roadmap includes human-in-the-loop exception handling and document generation to increase value in complex

Chair and Chief Executive's review

environments. IDP opens new entry points such as claims and case intake, digital mailroom, and back-office processing, supporting both land and expand strategies.

Liberty Create, the platform's low-code engine, was enhanced to better support enterprise case management. As part of the Govtech integration, Netcall developed a new multi-tenant forms and workflow suite for local government, built on Liberty Create and integrated with Govtech's automation service. These enhancements improved margins on existing Govtech deployments (now using Liberty as the front-end) and are creating cross-sell opportunities.

Liberty ConverseCX, Netcall's next-generation Cloud contact centre launched late in the prior financial year, gained traction. The platform blends AI and Intelligent Automation to improve customer experience and agent productivity. Embedded generative AI enables virtual agents to manage routine enquiries using natural language Q&A, while human agents benefit from AI-assistance including guidance, translation and call summarisation. These capabilities support faster, more accurate service and are driving migrations from on-premises systems to the Cloud.

AI enhancements were and continue to be introduced across the Liberty suite. Liberty RPA now includes AI-assisted bot creation, allowing users to describe tasks in plain language to generate automation scripts. Within Patient Hub, a new machine-learning model predicts the likelihood of missed appointments and offers tailored reminder plans to help providers reduce patient no-shows. These upgrades make Liberty automation tools smarter and more predictive, while remaining accessible through its no-/low-code interface.

Netcall has now also begun introducing agentic AI. Within Liberty ConverseCX, a new Agent Step for voice and chat uses autonomous reasoning to guide customer interactions, request information, escalate to people or retrieve knowledge as needed. A new AI-driven knowledge management system combines static documentation and case data with AI to enable dynamic, conversational support that improves accuracy and context.

To meet sector-specific needs, Netcall released several additional modules. In healthcare, the Clinic Utilisation app helps hospitals manage ad-hoc clinic capacity and reduce waiting lists, while a Directory app streamlines staff directory management. For local government and housing providers, rent arrears can

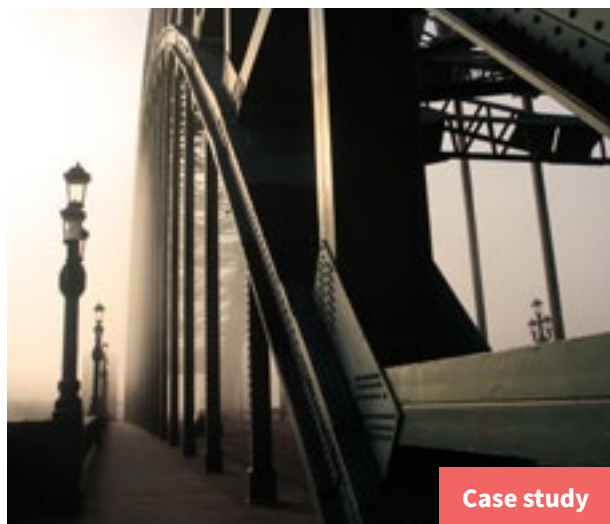
be managed using Rent-IQ that offers AI-driven tools, automated processes, streamlines workflows and makes managing tasks and tenant engagement easier. These targeted solutions are generating incremental revenue and expanding the sales pipeline.

Acquire: Expansion through selective M&A

Netcall's acquisition strategy complements organic growth, targeting opportunities that fast-track Liberty's roadmap, expand the customer base and create cross-sell paths that increase ACV and strengthen recurring revenue.

In FY25, Netcall completed two acquisitions, Govtech and Parble, both of which were successfully integrated into Liberty and are contributing to Group revenue and ACV growth. These deals have already unlocked cross-sell and upsell wins: Liberty is now adopted by customers previously using only Govtech solutions, while Liberty IDP has been deployed by local council clients. In financial services, a leading firm signed up for Parble's IDP alongside Liberty ConverseCX and Liberty Spark, demonstrating the platform's ability to drive multi-product adoption.

M&A remains a strategic growth lever to accelerate innovation and extend



Newcastle City Council – Rising Expectations, Shrinking Budgets & Fragmented Systems

Rising expectations and shrinking budgets pushed Newcastle City Council to consolidate 100+ fragmented systems. With Liberty Create and Citizen Hub, they cut costs, saved time and transformed citizen services - achieving £1m savings and 98% faster processing.



Liberty's capabilities. Management focuses on targets with valuable intellectual property or niche capabilities that enhance the platform and strengthen the value proposition. This approach aligns with ongoing industry consolidation as organisations simplify and modernise fragmented software portfolios.

ESG Initiatives

Environmental commitment and progress

Netcall remains committed to achieving carbon neutrality by the end of 2026. Since the 2020 baseline, Scope 1 and Scope 2 emissions have reduced by 1.5% in the year to 33.8 tCO₂e. Emissions intensity improved by 20% to 0.70 tCO₂e per £m of revenue (FY24: 0.88).

The Group's transition plan to Net Zero is validated by the Science Based Targets initiative (SBTi), Netcall continues to invest in woodland creation and uses its Environmental Management System ("EMS") built on the Liberty platform to manage actions and improvements. The EMS app is also available to customers via the Netcall AppShare to support their sustainability goals.

Netcall's digital transformation solutions help customers cut carbon emissions, leveraging AI and RPA to streamline processes, digitise systems and reduce resource use, including a shift to electronic communications.

Social value and community impact

Guided by value-based operating principles and regular Social Value Policy reviews, Netcall focuses on creating social value and serving communities. The Group supports many UK public-sector organisations, from local councils to NHS trusts, and its technology is used by around three million patients to manage appointments, helping thousands access care sooner.

Netcall also supports digital inclusion, ensuring tools are accessible for everyone, for example, by offering digital services such as incorporating audio transcripts and British Sign Language videos, as well as offering digital training and support to those at risk of exclusion. A recent example is the launch of an accessible Patient Engagement Portal for Liverpool Women's

NHS trust, enabling patients to embrace digital tools without the barriers.

People and culture

Internally, the focus is on building capability and engagement. This year, the Group launched an early-careers programme, bringing seven graduates into the business, and initiated the second cohort of its Management Development Programme to develop leadership skills.

Employee engagement remains high. Netcall was named one of the Financial Times Best Employers 2025, placing the Group in the top 25 companies in its sector based on a survey of approximately 20,000 employees. These outcomes underscore Netcall's commitment to a positive workplace culture with high employee satisfaction.

Henrik Bang
Non-Executive Chair

James Ormondroyd
Chief Executive Officer

7 October 2025

Financial review

ACV remains a core key performance indicator for the Group and a lead indicator of revenue visibility. The Board closely monitors year-on-year ACV growth as a key financial metric. ACV reflects the annualised value of new customer contracts together with upsell and cross-sell within the existing base, net of reductions or cancellations.

At 30 June 2025, Cloud ACV was £33.9m, up 52% year on year (FY24: £22.3m). This performance reflects the Group's effective land-and-expand strategy, stronger new logo momentum, and the positive contribution from acquisitions completed during the year. Total ACV increased by 31% to £42.2m (FY24: £32.2m).

On an organic basis (excluding acquisitions), Cloud ACV grew by 27% and Total ACV by 13%. FY25 acquisitions added £5.5m to Cloud ACV at year-end (FY24: £0.4m), highlighting the way targeted acquisitions continue to strengthen the Group's growth platform.

The table below sets out ACV by component at the end of the last three financial years:

£'m ACV	FY25	FY24	FY23
Cloud services	33.9	22.3	18.1
Product support contracts	8.3	9.9	9.8
Total ACV	42.2	32.2	27.9

Group revenue increased 23% to £48.0m (FY24: £39.1m), reflecting an underlying organic increase of 10% (£4.0m) alongside contributions from acquisition completed during the year.

Revenue from Intelligent Automation solutions rose 39% to £28.0m (FY24: £20.1m), of which £4.9m was attributable to acquisitions. Customer Engagement solutions revenue grew 5% to £19.4m (FY24: £18.5m), with Customer Engagement Cloud services delivering a significant increase of 34% to £7.35m (FY24: £5.50m).

The table below sets out revenue by component for the last three financial year ends:

£'m Revenue	FY25	FY24	FY23
Cloud services	29.3	19.8	16.6
Product support contracts	9.2	9.9	9.4
Total Cloud services & Product support contracts	38.5	29.7	26.0
Communication services	2.6	2.5	2.6
Product	1.0	1.8	2.2
Professional services	5.9	5.1	5.2
Total Revenue	48.0	39.1	36.0

Supported by strong growth in ACV, Cloud services revenue (subscription and usage fees of our Cloud-based offerings) was 48% higher at £29.3m (FY24: £19.8m), of which £4.61m was attributable to acquisitions.

Product support contract revenue was £9.22m (FY24: £9.89m), reflecting the continued customer migration to Cloud and the retirement of certain legacy products. As a result, recurring revenues from Cloud services and Product support contracts increased to 80% of total revenue (FY24: 76%).

Communication services revenue was £2.57m (FY24: £2.46m), reflecting increases in both call-back and automation-driven messaging transactions.

Product revenue, comprising software license sales with supporting hardware, was £1.03m (FY24: £1.83m), in line with the expected shift in customer preference towards Cloud-based solutions over on-premises deployments.

Professional services revenue increased by 17% to £5.91m (FY24: £5.07m), of which £0.29m was contributed by acquisitions. The level of professional services varies with the mix of direct and indirect sales, scope of delivery (from full application build to enablement of in-house teams), and the extent of partner-delivered services.

Group Remaining Performance Obligations ('RPO'), representing future contracted revenue not yet recognised, including deferred income, increased by 24% to £78.9m at year end (FY24: £63.8m). This highlights the substantial revenue already secured and available for recognition in future periods. Revenue expected to be recognised within the next 12 months ('Current RPO'), rose by 30% to £41.7m (FY24: £32.0m). Acquisitions contributed £6.2m to RPO at the year-end, of which £3.9m was Current RPO.

Adjusted EBITDA increased 16% to £9.82m (FY24: £8.44m), representing a 20.5% margin of revenue (FY24: 21.6%). The margin reflects the full-year effect of the Group's now complete investment programme in its Cloud Customer Engagement offering, announced in October 2023.

Following recent acquisitions, the Group recorded higher acquisition-related expenses, including amortisation on acquired intangibles of £1.16m (FY24: £0.58m) and post-completion services costs of £0.82m (FY24: £0.16m). In addition, the launch of new share schemes during the year resulted in a higher share-base

payment charge of £0.93m (FY24: £0.65m). These factors contributed to an operating profit of £4.65m (FY24: £5.43m).

Adjusted profit before tax increased by 7% to £8.28m (FY24: £7.73m), reflecting lower net interest income.

Profit before tax was £5.07m (FY24: £6.33m) following the same profile as operating profit, primarily reflecting acquisition-related costs and share-based payment charges.

The Group recorded a tax charge of £1.02m (FY24: £0.48m), benefiting from tax relief available from the exercise of share options during the period.

Basic earnings per share was 2.45 pence (FY24: 3.61 pence) and increased by 5% to 3.75 pence on an adjusted basis (FY24: 3.57 pence). Diluted earnings per share was 2.41 pence (FY24: 3.46 pence) and increased by 8% to 3.70 pence on an adjusted basis (FY24: 3.42 pence).

Cash generated from operations before acquisition-related payments decreased by 27% to £10.1m (FY24: £13.8m) due to the timing of customer receipts in both the current and prior years. This represents a conversion of 103% (FY24: 164%) of adjusted EBITDA.

Research and development expenditure, including capitalised software development, was 28% higher at £7.26m (FY24: £5.66m), of which capitalised software expenditure was £3.23m (FY24: £2.32m). The increase in research and development expenditure of £1.60m maintains a total spend in line with revenue growth.

Total capital expenditure was £3.64m (FY24: £2.57m); with the balance after capitalised development, £0.42m (FY24: £0.25m) primarily relating to IT equipment and software.

Year-end Group cash was £27.2m (30 June 2024: £34.0m) after £12.5m of acquisition-related payments (net of cash acquired) during the year. Net funds, after lease liabilities and borrowings, were £26.1m at 30 June 2025 (30 June 2024: £33.5m).

On 6 August 2024, the Company acquired Govtech for a total consideration of up to £13.0m (see note 14 for further information). During the reporting period, Govtech generated £3.72m in revenue and delivered £0.79m in profit after tax. Consideration paid in the period amounted to £9.15m in cash, with a further £0.54m accrued as deferred and contingent consideration, and post-completion services under IFRS 3, reflecting the continued involvement of the former owners.

In addition, on 13 September 2024 the Company acquired Parble for a total consideration of up to €8.7m (£7.35m) (see note 14 for further information). During the reporting period, Parble generated £1.18m in revenue and achieved £0.35m in profit after tax. The consideration paid in the period amounted to £3.49m in cash, with an additional £0.18m accrued as deferred and contingent consideration, and post-completion services under IFRS 3.

Dividend

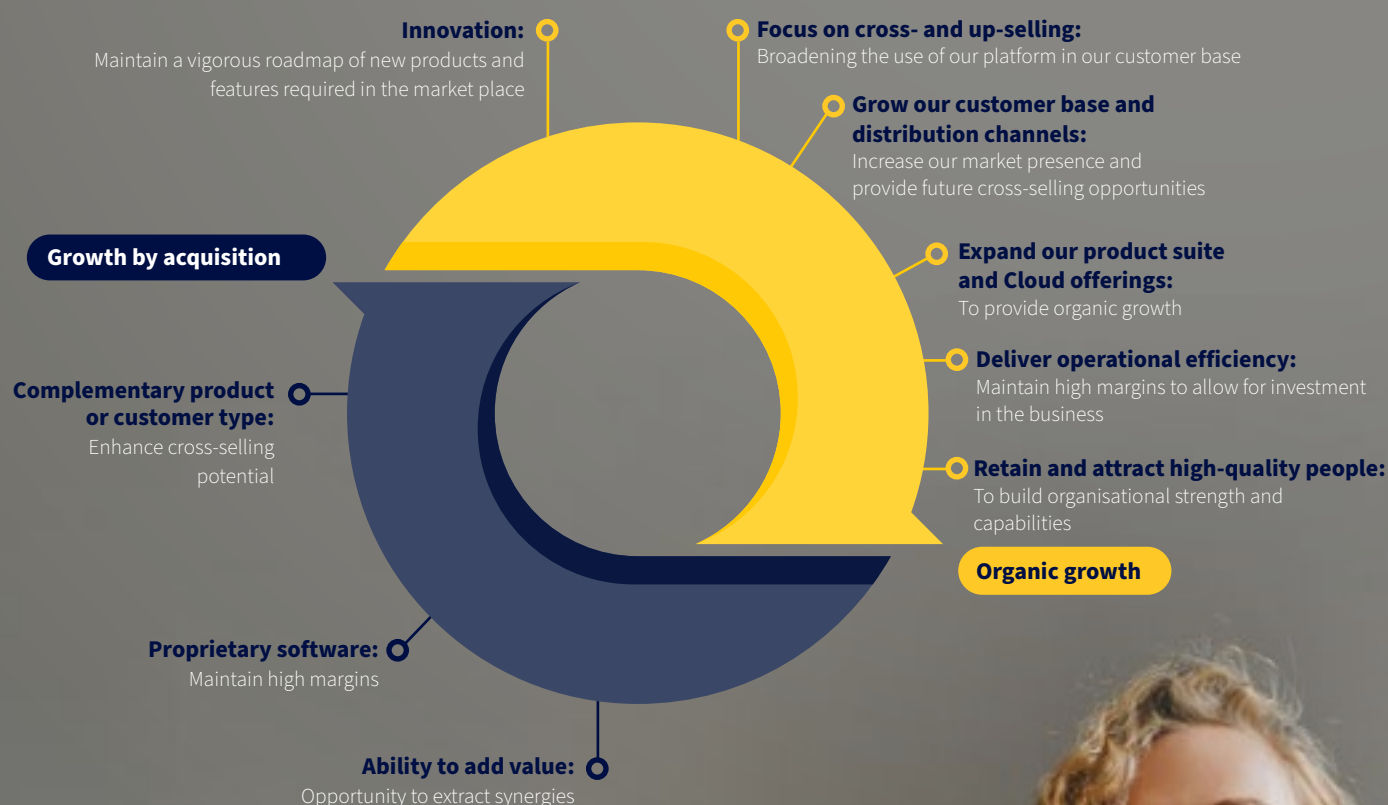
In line with the Company's dividend policy to pay-out 25% of adjusted earnings per share, the Board is proposing a final dividend for this financial year of 0.94p (FY24: 0.89p). If approved at the Company's 2025 Annual General Meeting, the final dividend will be paid on 9 February 2026 to shareholders on the register at the close of business on 30 December 2025.

Richard Hughes
Chief Financial Officer

7 October 2025

Business model

The Group focuses on the following primary value drivers:



See page 18 for further information.

Key performance indicators

The Directors monitor a wide range of financial and operating measures to track the Group's progress. The core key performance indicators ('KPIs') are set out below. A review of these KPIs is provided in the Chair's and Chief Executive's and Financial reviews:

Revenue (£m)

+23% change



Annual contract value (£m)

+31% change



Adjusted EBITDA (£m)

+17% change



Adjusted EBITDA margin (%)

-1.1 ppt change



Adjusted Profit before tax

+8% change



Profit before tax (£m)

-19% change



Cash generated from operations*

-27% change



Total equity (£m)

+9% change



*before payment of non-recurring transaction costs

Principal risks and uncertainties

The principal risks facing the Group and considered by the Board are:

Risk	Risk area and potential impact	Mitigation
 Understanding customer needs	- Understanding how to attract new customers while retaining and growing existing customers is essential for sustainable growth. This requires a continuous flow of insights supported by processes and systems. - There is a risk that the Group fails to understand the needs of its customers and potential customers.	- The Group proactively analyses customer activity and customer survey data to enhance customer experience. - Market analysis by industry sector and product informs product roadmaps. - Continuous assessment of customer relationships is conducted with regular senior team feedback.
 Data security and business continuity	- The appropriate and secure utilisation of client and other sensitive information is essential for the Group's business. The Group may face reputational, business and operational risks if it fails to prevent fraudulent activity, cyber-crime or security breaches related to data protection and service delivery. - The reliability of the Group's services depends on the efficient and uninterrupted operation of its platforms and network systems, as well as the availability of sufficient staffing levels. - The Group also relies on third-party products and platforms. Delays and disruptions in developing, delivering or maintaining its products and services due to system or network failures, fraud or security incidents or the unavailability of key staff may adversely affect the Group's business and reputation, resulting in customer or revenue losses.	- The Group maintains formal data security policies and procedures and a documented business continuity and disaster recovery plan which are tested and regularly reviewed. - The Group maintains ISO27001 and Cyber Essentials Plus accreditations and carefully screens new employees.
 Economic environment	The Group's markets may decline. Weak economic conditions, foreign currency and interest rate environments may impact upon the ability of the Group's clients to do business, leading to longer sales cycles, lower demand or higher credit risk.	The Group has a diversified portfolio of customers and vertical markets. Innovative solutions are offered in a variety of ways to best suit each customer's business needs including traditional software licensing or payment by subscription via software as a service.
 Product development	Competitors may develop similar products; the Group's technology may become obsolete or less effective; or consumers may use alternative channels of communication, reducing demand for the Group's products and services. The Group's success depends upon its ability to develop new and enhance existing products on a timely and cost-effective basis, meeting changing customer requirements and incorporate technological advancements.	The Group monitors the marketplace for competitor development and maintains significant investment in research and development.

Risk	Risk area and potential impact	Mitigation
 Talent	- As a technology company, the Group relies heavily on its employees, and it competes for the best talent. If the Group cannot attract or retain the skills and experience needed to drive business growth, it could materially impact its success. - The Netcall brand must remain attractive for it to successfully attract and retain development, engineering, consulting, sales and marketing staff and leadership.	The Group aims to ensure that employees are motivated in their work and receive regular reviews and encouragement to develop their skills. An annual Group-wide salary review rewards performance and aims to ensure competitive pay and benefits. Commission and bonus schemes help to ensure that both Netcall's success and individual achievement are appropriately recognised.
 Political	The Group has a large customer base in NHS trusts and local authorities. Changes in either policy or spending priorities by the Government, or a future Government, may impact the Group.	- The Group's revenue model aims to achieve high levels of recurring revenue, providing a stable and predictable income stream and enabling the Group to respond strategically to political changes. - The Group's products and development priorities are to ensure it remains central to its customers operations, offering cost-effective and value-for-money solutions regardless of the political situation.
 Project delivery	The Group contracts multiple projects each year to deliver products and services to clients. Failure to deliver projects can result in significant financial loss.	The Group has procedures and policies for project delivery and regularly measures and reviews project progress. Quality management processes are regularly tested. Senior management is involved in resolving issues on projects to ensure timely resolution.
 Intellectual property rights ('IPR')	The Group is reliant on IPR surrounding its internally generated and licensed-in software. Third parties may obtain and use the Group's IPR without its authorisation or challenge the validity and/or enforceability of the Group's IPR.	The Group relies upon IPR protections, including copyrights and contractual provisions.
 Third party reliance	There is a supply risk of losing key partners, impacting the Group as it seeks to identify and then train staff in alternative solutions.	The Group's product team monitors contracts and reviews and evaluates alternate suppliers.
 Acquisitions	The Group may fail to execute its acquisition strategy successfully, retain key acquired personnel, or encounter difficulties in integrating acquired operations.	Where appropriate before an acquisition, management consider financial, technical and legal due diligence reports to highlight potential risks. Post-acquisition, an integration plan is implemented which is monitored.

Environmental statement

Netcall is committed to reducing our environmental impact and enhancing our environmental policy and environmental management systems to establish and measure improvement in this area.

The Group is continuing its journey to measure and improve its impact on the environment and the business is committed to working towards “carbon neutral” status with an ambition to be carbon neutral by the end of 2026.

Carbon neutral status is achieved by measuring and reducing greenhouse gas emissions in line with the UK Government GHG Protocol, and balancing any residual footprint with high-quality, independently verified carbon offsets. This ensures our environmental commitments are transparent, credible, and aligned with our long-term Net Zero transition plan.

Included in this year’s report are the Scope 1, Scope 2, and the Scope 3 subset from the acquisitions of GovTech, Skore, and Parble.

During the financial year Netcall Scope 1 and Scope 2 emissions decreased by 1.5% to 33.8 tonnes of carbon dioxide equivalent ‘tCO₂e’ (FY24: 34.3 tCO₂e).

Total Scope 1 and Scope 2 emissions have reduced by 49.3% (32.8 tCO₂e) compared to the 2020 Baseline (FY20: 66.6 tCO₂e).

Netcall reports on a subset of Scope 3 emissions; business travel, accommodation, and employee commuting. Emissions for business travel and accommodation increased by 45.1% to 119.6 tCO₂e (FY24: 82.4 tCO₂e) as the number of employees and the level of travel grew. Employee commuting was responsible for 24.0 tCO₂e (FY24: 12.0 tCO₂e).

Emissions for business travel by air includes the Radiative Forcing (‘RF’) uplift to account for the additional climate impact of non-CO₂ effects at altitude, such as contrails and nitrogen oxides, which increase radiative forcing.

Our carbon footprint

While starting with its operations, Netcall’s strategy expands beyond its business by ensuring the changes implemented flow into the Group’s product strategies and also benefit the organisations and communities in which it operates.

Digital transformation that increases automation and improves stakeholder engagement and communications, makes processes and interactions more efficient and supports reduction of carbon emissions for our customers and their eco-systems.

Therefore, by implementing our solutions and delivering our roadmap, Netcall also supports our customers’ environmental strategies while at the same time working towards our own environmental targets.

Netcall is investing in woodland creation as part of our transition plan to Net Zero by purchase of carbon credits from Highland Carbon¹ for the Corriegarth project, a creation of new native woodland over 63.02 hectares as an expansion of existing ancient native woodlands in Invernesshire².

The Group has purchased 177 PIUs from the Highland Carbon Corriegarth Scheme at Loch Ness, representing 177 tonnes of carbon dioxide which are expected to be sequestered in the period 2037-2047.

This represents an expected sequestration of carbon dioxide that, if verified and converted to Woodland Carbon units, will have a positive impact on our climate. Woodland Carbon Units are monitored and verified to the Woodland Carbon Code. Netcall has now purchased carbon offsets in total equivalent to 463 tCO₂e of emissions.

Quantification and reporting methodology

The information used to calculate these emissions is based on electricity and gas meter readings and supplier invoices. We have used UK Government GHG Conversion Factors for Company Reporting from the Department for Energy Security & Net Zero “<https://assets.publishing.service.gov.uk/media/6846a4e6d25e6f6afd4c0180/ghg-conversion-factors-2025-condensed-set.xlsx>” to calculate our Scope 1, Scope 2, and reported Scope 3 emissions.

¹ <https://www.highlandcarbon.com/>

² <https://registry.spglobal.com/uklandcarbonregistry/public/wcc>

Netcall emissions and energy use data

	Year to 30 June 2025		Year to 30 June 2024		Year to 30 June 2023	
	Energy (kWh)	GHG emissions (tCO ₂ e)	Energy (kWh)	GHG emissions (tCO ₂ e)	Energy (kWh)	GHG emissions (tCO ₂ e)
Scope 1 emissions (direct)						
Gas consumption	150,428	27.8	175,884	32.5	177,417	32.5
Total Scope 1	150,428	27.8	175,884	32.5	177,417	32.5
Scope 2 emissions (energy indirect)						
Electricity	192,479	6.0	160,010	1.8	120,209	2.0
Combined total	342,907	33.8	335,894	34.3	297,626	34.5

Scope 1 covers direct emissions from owned or controlled sources.

Scope 2 covers indirect emissions from the generation of purchased electricity, steam, heating and cooling consumed by a reporting company.

100% renewable electricity is purchased for the Bedford Office. During the year, the electricity supply for the Cirencester Govtech office was transitioned to a 100% renewable supply.

During the year, 11,505 kg of general office waste was generated, calculated using a combination of local collection statistics and proportionate estimates based on office utilisation.

Netcall continues to use the Environmental Management System (EMS) built on the Liberty Create Low-code Application Platform. The implementation of the EMS supports management of key actions and improvements for environmental performance. The EMS app is also

available to Netcall customers through the AppShare.

Netcall's submission to the Science Based Target Initiative has been successfully validated and provides a path to reduce emissions to net zero. The Company is listed as one of the companies taking action at the SBTi³.

The Group has continued to measure and analyse a subset of Scope 3 emissions, which cover indirect emissions that occur in a company's value chain.

³ <https://sciencebasedtargets.org/companies-taking-action>

Intensity ratio

The intensity ratio compares emissions with an appropriate metric or financial indicator. We have chosen to use tonnes of CO₂e per £ million of revenue. This has improved by 20.5% as Scope 1 and Scope 2 emissions have decreased as revenue has increased.

	Year to 30 June 2025		Year to 30 June 2024	
	Revenue	Intensity ratio	Revenue	Intensity ratio
Netcall plc	£48.0m	0.70	£39.1m	0.88



Section 172(1) statement

Introduction

The Directors are aware of their duty under section 172 of the Companies Act 2006 to act in manner they believe, in good faith, would be most likely promote the success of the Group for the benefit of its members as a whole.

They consider:

- the likely consequences of any decision in the long term¹;
- the interests of the Group's employees²;
- the need to foster the Group's business relationships with suppliers, customers and others²;
- the impact of the Group's operations on the community and the environment²;
- the desirability maintaining a reputation for high standards of business conduct³; and
- the need to act responsibly towards the Company's members⁴.

Our stakeholders

To operate effectively, it is important to understand the impact upon the stakeholders the Group interact with most. It has identified its key stakeholders as:

- customers and suppliers;
- employees;
- the wider communities in which it operates; and
- investors.

The Board may sometimes engage directly with major shareholders and senior managers. However, most engagement takes place at the Executive level. Where direct engagement is not possible, the Board receive updates from Executives on key areas regularly, which are used in decision making.

Further details

For more information on how the Board operates and makes decisions, including key activities during the financial year ended 30 June 2025 and Board governance, see pages 18 to 24 and the

Board Committee reports thereafter. Additionally, see pages 2 to 9 for a summary of developments in the year.

It is the Group's policy to manage and operate worldwide business activities in conformity with applicable laws and regulations and the highest ethical standards. Both the Group's Board of Directors and its senior management team are determined to comply fully with the applicable law and regulations and to maintain the Company's reputation for integrity and fairness in business dealings with third parties.

This Strategic Report was approved by the Board on 7 October 2025 and signed on its behalf by:

Richard Hughes
Director

7 October 2025

¹ Refer to Principle 1 of the Corporate governance statement.

² Refer to Principle 4 of the Corporate governance statement. Also refer to the Environmental statement.

³ Refer to Principle 2 of the Corporate governance statement.

⁴ Refer to Principle 3 of the Corporate governance statement.

Directors and Advisers

Non-Executive Chair

Henrik Bang^{^~} (67) was appointed to the Board in February 2004 and was appointed Non-Executive Chair in January 2024. He is Chair of the Nomination Committee. Previously Henrik was Vice President of GN Netcom 1999-2004, part of the Danish OMX listed GN Great Nordic Group. Before that, he held a number of international management positions in IBM and AP Moller-Maersk Line.

Chief Executive Officer

James Ormondroyd (53) joined Netcall in July 2010 as Group Finance Director and was appointed CEO in January 2024. He has over 20 years of experience in the software industry, having previously spent five years as Finance Director of Telephonetics plc and prior to that five years as Finance Director at World Television Group plc. James is a Chartered Accountant and graduated from The University of Manchester, having read Physics.

Chief Financial Officer

Richard Hughes (48) joined Netcall in November 2023 as CFO and was appointed as an Executive Director in December 2023. Richard was previously CFO of Proactis Holdings plc and prior to that was part of the senior management teams at Pace plc and ARRIS International plc. He has extensive experience in commercial finance, financial control, accounting, reporting, compliance and governance from his role working across the UK, Europe, Asia Pacific, South America and the US. Richard is a Fellow of the Institute of Accountants in England and Wales.

Non-Executive Directors

Nigel Halkes^{^~} (70) was appointed to the Board in December 2023 as an Independent Non-Executive Director and is Chair of the Audit Committee. Nigel is a Fellow of the Institute of Chartered Accountants in England and Wales, qualifying with EY. He spent 35 years at EY and retired as Managing Partner, UK and Ireland markets in 2013. Between 1995 and 2003 Nigel was EY's National Industry Leader for Technology, Media & Telecoms. Nigel also currently sits on the boards of Hargreaves Services plc and Tribal Group plc.

Michael Jackson^{*^~} (75) joined the Board in March 2009 and was Non-Executive Chair until December 2023. He is Chair of the Remuneration Committee. Michael founded Elderstreet Investments Limited in 1990 and is its Executive Chair. For the past 25 years, he has specialised in raising finance and investing in the smaller companies quoted and unquoted sector. Michael has been Chair of two FTSE 100 companies and from 1997 until August 2006 was Chair of The Sage Group plc.

James Platt^{*^~} (54) was appointed to the Board in October 2024 as an Independent Non-Executive Director. Bringing extensive experience of operational transformation and technology innovation, his previous roles include Group Chief Operating Officer of Aon PLC, CEO of Aon's global digital business, CEO of Aon's insurer consulting business and also served on Aon's Global Executive Committee and co-chaired the firm's Risk Committee. Prior to Aon, James was a Partner and Managing Director in the Boston Consulting Group ('BCG').

* denotes membership of the Audit sub-committee of the Board.

[^] denotes membership of the Remuneration sub-committee of the Board.

[~] denotes membership of the Nomination sub-committee of the Board.

Company registration number:	01812912
Registered office:	Suite 203 Bedford Heights Brickhill Drive Bedford MK41 7PH
Directors:	H Bang N Halkes R Hughes M Jackson J Ormondroyd J Platt
Secretary:	M Greensmith
Bankers:	Lloyds Bank plc 25 Gresham Street London EC2V 7HN
Nominated advisers:	Canaccord Genuity Limited 88 Wood Street London EC2V 7QR
Registrars:	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD
Solicitors:	DLA Piper UK LLP 160 Aldersgate Street London EC1A 4HT
Auditors:	Grant Thornton UK LLP Chartered Accountants and Registered Auditor 101 Cambridge Science Park Milton Road Cambridge CB4 0FY

Corporate governance statement

Introduction

In accordance with amended AIM Rules for Companies ('AIM Rules') by the London Stock Exchange, the Board has opted to apply the Quoted Companies Alliance's ('QCA') Corporate Governance Code 2023 (the 'QCA Code 2023') which the QCA recommends for accounting periods commencing on or after 1 April 2024. The Board considers this code more appropriate given the Group's size.

Previously, the Board applied the QCA Corporate Governance Code 2018 (the 'QCA Code 2018') and has undertaken an assessment of the changes introduced in the QCA code 2023 as part of its adoption.

The QCA Code 2023 includes ten governance principles and a set of disclosures. The Board has considered how each principle is applied to the extent appropriate. Below is an explanation of the approach taken in relation to each principle and any areas where the Company does not comply with the QCA Code 2023.

Principle 1 – Establish a purpose, strategy and business model which promote long-term value for shareholders

Netcall's purpose is to help organisations implement their digital strategies successfully, creating more intelligent, efficient, and customer-centric organisations. As a result, organisations can become more effective and efficient in their operations, delivering better and more sustainable outcomes for service users.

We achieve this by developing powerful and intuitive software that addresses the core elements of best-in-class automation and customer experience. Our industry-leading Liberty platform is a suite of Automation and Customer Engagement solutions.

This is underpinned by our business model, which licenses our proprietary software and software-as-a-service within a flexible and viable commercial framework.

The Group's key strategies are to:

- continue to enhance our Liberty platform;
- continue to invest in and transition to a Cloud-based business model;
- leverage our enhanced product offering to unlock the potential from Netcall's existing customer base through up- and cross-sales;
- capitalise on the Cloud Intelligent Automation and Customer Engagement market opportunity to acquire new customers;
- enhance distribution, including international presence, via new channels;
- provide a flexible and viable commercial framework making it easy for customers to buy from us; and,
- manage organisational and operational flexibility within a robust financial, control and compliance framework.

The objective is that this strategic framework will result in a growing, profitable and highly valued business which will benefit all stakeholders.

The key challenges, being addressed within the strategic framework, include:

- maintaining leading edge products in rapidly moving and changing technological markets – the Group stays in close contact with customers and leading industry analysts to assist in the creating its technology roadmap, developed and delivered by our qualified staff;
- maintaining and improving high levels of quality across the business value chain – we utilise a quality management system and continuously increase our use of technology to improve quality. The quality management system is independently audited;
- ensuring the security of customers' data – the safekeeping of customer data is of vital importance. Our IT services are regularly audited for security by external parties. Netcall continuously develops its internal systems and frameworks to improve and reduce risks. Additionally, features to reduce risks are implemented throughout our proprietary software and systems;
- delivering high availability – a failure in the Group's systems could lead to an inability to deliver services. This is addressed by operating redundant systems across multiple availability zones, a detailed disaster recovery programme and employment of experienced staff; and
- recruiting and retaining suitable staff – the Group's ability to execute its strategy is dependent on the skills and abilities of its staff. We undertake ongoing initiatives to foster good staff engagement and ensure that remuneration packages are competitive in the market.

Principle 2 – Promote a corporate culture that is based on ethical values and behaviour

The Group's long-term growth is anchored by a set of value-based operating principles, which are regularly reviewed and adapted as the Group evolves. These principles emphasise customer focus, innovation, integrity, quality and teamwork. The Group's culture embodies these values, which are communicated through the Group's competency framework and are promoted by managers in their daily activities.

We monitor the culture through employee and customer surveys and support ethical behaviour with comprehensive policies and procedures. The Board receives regular updates on survey findings and resulting actions, and considers the Group's culture to be positive.

The Board believes that a culture grounded in these core values aligns with the Group's mission and execution of its strategy.

Principle 3 – Seek to understand and meet shareholder needs and expectations

Shareholder liaison is led by the Chair and CEO with support from the CFO and Company Secretary. Shareholders may approach the Non-Executive Chair or other Non-Executive Directors with any enquires regarding Executive Directors.

The Company has open communications with its shareholders regarding its strategy and performance. It engages with shareholders through various channels, including the Annual Report and Accounts; full-year and half-year results announcements; trading updates; the Annual General Meeting ('AGM'); and, other regularly scheduled and ad-hoc meetings. Additionally, a wide range of information is accessible to shareholders and the public on the Group's website.

The AGM is the main forum for dialogue with private shareholders. The Company encourages all Shareholders to attend and participate. The Notice of AGM is sent to shareholders at least 21 clear days before the meeting. Whenever possible, all directors attend the AGM to answer questions from investors. Shareholders vote on each resolution, by way of a poll and the number of votes received for, against and withheld is published on the Company's website.

The Directors seek to build a mutual understanding of objectives with institutional shareholders. The CEO and CFO present results to analysts and institutional investors. The Company communicates with institutional investors through meetings, roadshows and informal briefings with management. Netcall's Nominated Adviser and Joint Broker arrange most of these meetings and provide anonymised feedback from the fund managers met. This feedback, along with direct feedback, helps the Board understand investor motivations and expectations.

Principle 4 – Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success

The long-term success of the Group relies upon good relations with a range of different stakeholders including staff, customers, suppliers and shareholders. The Board is aware of the Group's stakeholders through its internal management functions. The CEO is responsible for stakeholder engagement and manages any concerns that are raised with support from relevant senior management.

We engage with these stakeholders to obtain feedback as follows:

- Staff – management's close day-to-day connection with staff combined with periodic engagement surveys and virtual town hall meetings to facilitate good relations with, and between, colleagues. These activities allow staff to share their views on how the Group might improve its products, structures, processes and outcomes.
- Customers – delivering great customer service is a core attribute of the Group. Our success and competitive advantage are dependent upon fulfilling their requirements, particularly in relation to experience, integrity and quality of our software and services. We seek feedback on our software and services frequently including via our account managers, product owners; project delivery boards; as well as, through a customer satisfaction survey programme.
- Suppliers – our key suppliers provide technology, which is incorporated into our software, and technology services, which enable the delivery of the Liberty platform along with any IT equipment support for on-premises solutions. We operate a formal supplier process covering supplier selection, onboarding and ongoing relationship management.
- Shareholders – our approach to obtaining feedback is set out in Principle 3 above.

The Group includes a separate environmental statement within the Annual Report, on page 14, which covers details of our carbon neutral ambition along with assessments of the development of our carbon footprint.

As noted in Principle 2, the Board monitors the Group's culture through regular employment engagement surveys and actions arising from those surveys are noted and followed up on a regular basis.

Corporate governance statement

Principle 5 – Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

The Directors are responsible for risk assessment and the systems of internal control. Although no system of internal control can provide absolute assurance against material misstatement or loss, the Group's systems are designed to provide the Directors with reasonable assurance that problems are identified on a timely basis and dealt with appropriately.

- **Company management:** The Board has put in place a system of internal controls, set within a defined organisational structure with well understood lines of responsibility, delegation of authority, accountability, policies and procedures. Managers assume responsibility for running day-to-day operational activities with performance regularly reviewed and employees are required to follow procedures and policies appropriate to their position within the business.
- **Business risks:** The Board is responsible for identifying, evaluating and managing all major business risks facing the Group. To facilitate the assessment of risks, regular meetings are held with senior team members to understand their assessment of risks. These are then collated into a central risk register which is reviewed by the Board during the year. The Board also receives monthly reports on non-financial matters, including sales and operations performance and progress in research and development.
- **Financial management:** An annual operating budget is prepared by management and reviewed and approved by the Board. Monthly accounts together with key performance metrics are received and discussed by the Board. The Group

has in place documented authority levels for approving purchase orders, invoices and bank transactions.

- **Quality management:** The Group is focused on meeting high levels of customer satisfaction. Quality procedures for the development of products, services and maintenance support are documented and reviewed frequently.
- **Internal audit:** The Directors do not currently believe that an additional separate internal audit function is appropriate for the size and complexity of the Group but will continue to review the position. The Group is ISO9001 and ISO27001 accredited which has been independently audited.

Principle 6 – Establish and maintain the Board as a well-functioning, balanced team led by the Chair

The Board members collectively bear the responsibility and legal obligation to promote the interests of the Group. They are collectively accountable for defining corporate governance arrangements, with the ultimate responsibility for the quality and approach to corporate governance resting with the chair of the Board.

The Board comprises six directors: two executive and four non-executive. The Executive Directors work full-time for Netcall. The Non-Executive Chair and Non-Executive Directors are expected to commit a minimum of two days per month. The relevant experience and skills that each Director brings to the Board are detailed below.

According to the QCA Code 2023, it is generally expected that at least half of the directors on a Board are independent non-executive directors, but as a minimum there should be at least two non-executive directors whom the board considers to be independent. The Company has two independent non-executive directors

on the Board, Nigel Halkes and James Platt. It therefore complies with the minimum requirements under the QCA Code 2023, but does not have at least half of the non-executive directors as independent non-executive directors since two non-executives, Henrik Bang and Michael Jackson, are not deemed to be independent for the following reasons:

- Henrik Bang was appointed to the Board in 2004 as Chief Executive Officer, a role he held until 31 December 2023. On 1 January 2024 Henrik retired from his executive role, and as a non-executive director, assumed the office of Chair. As the former Chief Executive and a major shareholder in the Company, Henrik is not regarded as an independent non-executive director. The Board believes that Henrik's role as Chair brings significant benefits to the Board, Company and its investors; and
- Michael Jackson was formerly the Non-Executive Chair and became a Director without the intervention of a Nomination Committee. He was also previously a participant in the Group's Long Term Incentive Plan and is a shareholder of the Company.

The Board has three committees: Audit, Remuneration and Nomination. The Chair's participation on sub-committees is necessary due to the limited number of Non-Executive Directors. The Chair is not a member of the Audit Committee which includes majority membership of Independent Non-Executive Directors.

Notwithstanding the above, the Board considers that the Non-Executive Directors possess sufficient industrial and public markets to constructively challenge the Executive team and help drive value for all stakeholders. Moreover, the Board values the long service of Henrik Bang and Michael Jackson as a significant asset to constructive Board discussion. The Board remains confident that opportunities within the Company are not excluded or

limited by any diversity issues (including gender) and that the Board nevertheless contains the necessary mix of experience, skills and other personal qualities and capabilities necessary to deliver its strategy.

Board members are appointed on terms providing for re-election pursuant to the Articles on a three-year rotation or otherwise as deemed appropriate by the Board. The QCA Code 2023 however, states that “Shareholders should be given the opportunity to vote annually on the

(re-) election of all individual directors to the Board”.

The QCA Code 2023 acknowledges that certain recommendations may not be suitable for growing companies, and the Board considers that its current directors provide a wide range of expertise which benefits the Group and its stakeholders along with appointment terms that are appropriate for the size of the Board.

The Board meets regularly during the year, with additional meetings arranged as necessary for specific purposes. It has

a schedule of regular business, financial and operational matters. Each Board committee has its own terms of reference along with a schedule of work to ensure all areas of responsibility are addressed during the year. To inform decision-making the Chair is responsible for ensuring that Directors receive accurate, sufficient and timely information. The Company Secretary provides minutes of each meeting, and every Director is aware of the right to seek independent advice at the Group’s expense where appropriate.

Meetings held during the period under review and the attendance of Directors is set out below:

	Board meetings		Audit Committee		Remuneration Committee		Nomination Committee	
	Possible	Attended	Possible	Attended	Possible	Attended	Possible	Attended
Executive Directors								
James Ormondroyd	13	13	–	3 ⁽¹⁾	–	–	–	–
Richard Hughes	13	13	–	3 ⁽¹⁾	–	–	–	–
Non-executive Directors								
Henrik Bang	13	13	–	2 ⁽¹⁾	8	7	2	2
Michael Jackson	13	13	3	2	8	8	2	2
Nigel Halkes	13	12	3	3	8	6	2	2
James Platt	9	9	1	1	2	2	–	–

⁽¹⁾ Attended by invitation as not a member of the Audit Committee.

Principle 7 – Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities

The Board is responsible for setting the Group’s vision, strategy and business model to deliver value to its shareholders. It maintains a governance structure appropriate for the Group’s size, complexity and risk profile, ensuring this structure evolves over time in line with the Group’s developments. The Board is aware of the need for Governance processes to evolve as the Group grows, and has regular reviews to consider requirements.

The Board has defined a series of matters reserved for its decision and has established terms of reference for its Audit, Remuneration and Nomination Committees, delegating specific responsibilities to each. The Chair of each committee reports to the Board on their respective activities.

The Audit Committee monitors the integrity of the financial results, reviews the need for internal audit and considers the engagement of external auditors, including the approval of non-audit services. The Audit Committee comprises Nigel Halkes, Michael Jackson and James Platt. It is chaired by Nigel Halkes and meets at least twice per year. Further details are available in the Audit Committee report on page 25 and the terms of reference of

the Audit Committee are available on the Company’s website.

The Remuneration Committee sets and reviews the compensation of Executive Directors including targets and performance frameworks for cash- and share-based awards. The Remuneration Committee comprises Michael Jackson, Henrik Bang, Nigel Halkes and James Platt. It is chaired by Michael Jackson and meets at least twice per year. Further details are available in the Remuneration Committee report on page 27 and the terms of reference of the Remuneration Committee are available on the Company’s website.

The Nomination Committee reviews the structure, size and composition of the Board, considers succession planning and identifies and nominates Board

Corporate governance statement

candidates. The committee comprises Henrik Bang, Michael Jackson, Nigel Halkes and James Platt. It is chaired by Henrik Bang and meets when required. Further details are available in the Nomination Committee report on page 30 and the terms of reference of the Nomination Committee are available on the Company's website.

The Non-Executive Chair leads the Board and oversees the Group's corporate governance, ensuring that:

- the Board's agenda focuses on key operational and financial issues with regular reviews of the Group's strategy and its implementation;
- committees are properly structured and operate with appropriate terms of reference;
- regular performance reviews of the individual Directors, the Board and its committees are conducted;
- the Board receives accurate, timely and clear information; and
- effective communication between the Group and its shareholders is maintained.

The CEO provides leadership and management of the Group, ensuring:

- the development of objectives and strategies;
- delivery of the business model within the strategy agreed by the Board;
- monitors and management of operational performance and key risks to ensure alignment with the strategy;
- effective investor relations activities to maintain good communications with shareholders and financial institutions; and
- the Board is aware of the views and opinions of employees on relevant matters.

As described in Principle 4, the CEO is responsible for overall stakeholder

engagement, with Shareholder engagement specifically led by both the Chair and CEO.

The Non-Executive Directors contribute independent thinking and judgement, applying their external experience and knowledge to scrutinise management performance and provide constructive challenge to the Executive Directors. They ensure the Group operates within the governance and risk framework approved by the Board.

The Company Secretary ensures clear and timely information flows to the Board and its committees, supporting the Board on matters of corporate governance and risk.

The Board reserves the following matters for its decision:

- setting long-term objectives and commercial strategy;
- approving annual operating and capital expenditure budgets;
- changing the share capital or corporate structure of the Group;
- approving half-year and full-year results and reports;
- approving dividend policy and the declaration of dividends;
- approving major investments, disposals, capital projects or contracts;
- approving resolutions and associated documents to be put to general meetings of shareholders; and
- approving changes to the Board structure.

The Board comprises six members, all with relevant sector experience in technology and at least ten years of public markets experience. Four members are chartered accountants. The Board believes that its blend of relevant experience, skills and personal qualities and capabilities is sufficient to successfully execute its strategy. In order to ensure that their knowledge remains current, Directors

can attend seminars, courses and other regulatory and trade events. All directors regularly participate in business updates which are delivered by senior members of the Netcall Group to the Board, and which cover product, commercial, financial and governance related areas.

Henrik Bang, Non-Executive Chair

Term of office: Appointed Non-Executive Chair on 1 January 2024 following serving on the Board as CEO from 13 February 2004. Chair of the Nomination Committee and member of the Remuneration Committee.

Background and suitability for the role: Henrik was previously Vice President of GN Netcom 1999-2004, part of the Danish OMX listed GN Great Nordic Group. He also held various international management positions in IBM and AP Moller-Maersk Line.

Michael Jackson, Non-Executive Director

Term of office: Appointed as Non-Executive Director on 1 January 2024 following serving as Non-Executive Chair from 23 March 2009; Chair of the Remuneration Committees and member of the Audit and Remuneration Committees.

Background and suitability for the role: Michael studied law at Cambridge University and qualified as a chartered accountant with Coopers & Lybrand. He spent five years in marketing for various US multinational technology companies. For the past 30 years, he has specialised in raising finance and investing in the smaller companies quoted and unquoted sector. He was director (1983-1987) and Chair (1987-2006) of FTSE 100 company Sage Group plc. He was also Chair of PartyGaming plc, another FTSE 100 company.

Nigel Halkes, Non-Executive Director

Term of office: Joined as Non-Executive Director on 1 December 2023 and was co-opted to the Board on 19 December 2023; Chair of the Audit Committee and member of the Nomination and Remuneration Committees.

Background and suitability for the role: Nigel is a Fellow of the Institute of Chartered Accountants in England and Wales, qualifying with EY. He spent 35 years at EY, retiring as Managing Partner, UK and Ireland markets in 2013. Between 1995 and 2003, Nigel was EY's National Industry Leader for Technology, Media & Telecoms. Nigel also currently sits on the boards of Hargreaves Services PLC and Tribal Group PLC.

James Platt, Non-Executive Director

Term of office: Joined as Non-Executive Director on 24 October 2024 and was appointed to the Board on 17 December 2024; Member of the Audit, Nomination and Remuneration Committees.

Background and suitability for the role: James has extensive experience of operational transformation and technology innovation from his previous roles which include Group Chief Operating Officer of Aon PLC, CEO of Aon's global digital business, CEO of Aon's insurer consulting business and also served on Aon's Global Executive Committee and co-chaired the firm's Risk Committee. Prior to Aon, James was a Partner and Managing Director in the Boston Consulting Group (BCG).

James Ormondroyd, CEO

Term of office: Appointed CEO on 1 January 2024, following his role as Group Finance Director since 30 July 2010.

Background and suitability for the role: James studied physics at University of Manchester and qualified as a chartered

accountant with PwC. He was appointed to the Netcall Board on the acquisition of Telephonetics plc, a speech recognition and voice automation software provider, where he served as the Finance Director and Company Secretary for 5 years. Prior to that he was the Finance Director and Company Secretary at World Television Group Plc a multi-national media and technology business.

Richard Hughes, CFO

Term of office: Joined as CFO on 27 November 2023 and was co-opted to the Board on 19 December 2023.

Background and suitability for the role: Richard was previously CFO of Proactis Holdings plc and prior to that part of the senior management teams at Pace plc and ARRIS International plc. He has extensive experience in commercial finance, financial control, accounting, reporting, compliance and governance working across the UK, Europe, Asia Pacific, South America and the US. Richard is a Fellow of the Institute of Accountants in England and Wales.

Directors are initially appointed until the following Annual General Meeting, where they must be elected by shareholders under the Company's Articles of Association. The Articles require that one-third of the current Directors must retire as Directors by rotation. The QCA Code 2023 recommends that directors should be re-elected annually. The Company does not follow this recommendation due to the current size of the Board and considers the experience of its current non-executive directors to be sufficient for its needs.

Michael Jackson was proposed for re-election and reappointed in 2024, and will also be proposed for re-election at the Company's Annual General Meeting on 17 December 2025. Henrik Bang was proposed for re-election and reappointed in 2021, and will also be proposed for re-election at the Company's Annual General Meeting on 17 December 2025.

Principle 8 – Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The performance and effectiveness of the Board, its committees and individual Directors are reviewed by the Non-Executive Chair and the Board on an on-going basis and an internal self-evaluation process was introduced in 2025. This self-evaluation process will be performed annually. The Board's performance is measured with reference to the Company's strategic goals and anonymised feedback is discussed by the Board and appropriate actions taken.

Training is available upon request by a Director, or if deemed necessary by the Non-Executive Chair.

The Chair, in conjunction with the Company Secretary, holds open discussions with the Non-Executive Directors regarding their tenure, with any implications discussed at wider Board level, where appropriate.

The Chair and CEO discuss Executive Director succession planning and may call on further internal or external resource where deemed appropriate.

The Board also regularly assesses the candidacy of Netcall staff for succession planning within Executive Management. A short-term plan is in place to address the potential loss or incapacity of either CEO or CFO. Additionally, a number of senior managers serve as directors on subsidiary Company boards, and their progress is evaluated.

Corporate governance statement

Principle 9 – Establish a remuneration policy which is supportive of long-term value creation and the company’s purpose, strategy and culture

The Board, supported by the Remuneration Committee, ensures that the remuneration policy and practices are designed to support strategy and promote long-term value creation. Executive remuneration is set in alignment with Company purpose and culture and is clearly linked to the successful delivery of the long-term strategy.

Netcall does not put its Directors’ remuneration report to a separate advisory vote by shareholders each year at the AGM, as the Director’s remuneration report is a separate report within the Annual Report on which shareholders’ are already able to vote. The Directors’ remuneration report can be seen on page 28.

The Board acknowledges that the QCA Code 2023 recommends submitting the remuneration policy to shareholder vote, however, the Board believes that the current policy is effective and the collaboration with shareholders regarding directors’ remuneration matters is appropriate for the size of the Group at this time.

Principle 10 - Communicate how the Company is governed and is performing by maintaining dialogue with shareholders and other relevant stakeholders

This Corporate Governance Report is available on the Netcall website and is reviewed and updated annually by the Board. Additionally, the website provides copies of the Annual Report & Accounts, AGM notices, voting outcomes and other governance-related materials.

Henrik Bang
Non-Executive Chair



Audit Committee report

The Audit Committee is responsible for ensuring the financial integrity of the Group through the regular review of financial reporting. This includes examining the financial statements and other formal announcements, and challenging significant judgements contained within these documents.

The Committee confirms to the Board that all material financial updates are fair, balanced and understandable, complying with all applicable UK legislation and regulation as appropriate. It also oversees risk management, related controls and compliance.

Additionally, the Committee monitors the relationship with the external auditor, reviewing their effectiveness, scope, objectivity, independence and approving their remuneration and terms of engagement.

The Committee ensures robust whistleblowing processes and proper investigation of any reports. All relevant matters arising are brought to the attention of the Board.

The Committee met three times this year and attendance can be seen on page 21.

Overview

- Nigel Halkes was appointed as Chair of the Committee in December 2023. He is a Chartered Accountant and is considered by the Board to have recent and relevant financial experience.
- All members of the Committee are Non-Executive Directors. Nigel Halkes and James Platt are independent, and the Board is satisfied that the Committee has sector-relevant competence.

- By invitation, Audit Committee meetings are attended by the Executive Directors, the Company Secretary, the external auditor and other management as required.
- The Committee Chair holds preparatory meetings with the external auditor, Grant Thornton, and management to ensure a full understanding of the matters to be discussed by the Committee.

The Committee reviews its terms of reference annually. A copy of the current version can be found on the Group's website.

Committee focus during FY25 Financial statements and reports

- Reviewed the Annual Report and Accounts, full year results announcement, and half year results announcement, and received reports from the external auditor on the above.
- Review acquisition accounting, including fair value assessments, of acquisition completed during the year.
- Reviewed share-based payment accounting relating to both the new Long-Term Incentive Plan and SAYE schemes.
- Reviewed the effectiveness of the Group's internal controls and disclosures made in the Annual Report and Accounts.
- Reviewed management's representation letter to the auditor, going concern review, and significant areas of accounting estimates and judgement.
- Reviewed the Group's treasury policies and bank facilities.

Internal control and risk management

- Monitored and reviewed the effectiveness of risk management and internal control processes.

- Reviewed the Group's Risk Assurance plan and Group Risk Management Framework, which identifies, evaluates and sets out mitigation of risks.
- Reviewed the principal risks and uncertainties disclosed in the Annual Report and Accounts.

External auditor and non-audit work

- Recommended the appointment of Grant Thornton as external auditor at the 2024 Annual General Meeting.
- Reviewed and agreed the scope of the audit work to be undertaken by the external auditor.
- Agreed the terms of engagement and fees for the external auditor.
- Reviewed and approved non-audit services and fees.

Governance

- Reviewed the Group's procedures for detecting fraud along with the Group's Anti-Corruption & Bribery Policy, Risk Assessment Policy and the Group's Whistleblowing arrangements.
- Met with the external auditor without management being present.

External audit Audit services

Grant Thornton were appointed to perform the role of the Group's external auditor in 2008, with the current audit partner serving since the year ended June 2022. The current year's audit will be the fourth of five years before required rotation.

The Committee closely monitored progress against the agreed annual audit plan, which proceeded smoothly.

During the year, the Committee reviewed Grant Thornton's independence and performance, meeting regularly with the audit partner without management present.

Audit Committee report

The Committee has adopted a broad framework to review the effectiveness of the Group's external audit process and audit quality, including:

- assessment of the audit partner and team;
- planning and scope of the audit;
- the execution and management of the audit process;
- communications by the auditors with the Committee;
- insights and value added by the audit;
- the quality of any formal audit reports; and
- a review of fees.

The auditor attended the full and half-year Committee meetings and the audit planning meeting, reporting on the results of the audit work and highlighting any significant or material issues.

There were no adverse matters brought to the Committee's attention in respect of the FY25 audit that were material and should be brought to shareholders' attention.

Non-audit services

The Company has a non-audit services policy in place to ensure that the provision of non-audit services by the external auditor does not impair its independence or objectivity. All non-audit services must be pre-approved by the Committee. A list of non-audit services is reviewed on an annual basis.

The Committee closely monitors non-audit services provided by the external auditor due to the potential impact on their independence audit quality. Non-audit services should not be performed by the external auditor where there is a viable and cost-effective alternative.

The only non-audit services provided by Grant Thornton in the year was the review of the Group's half year results, as it is typically performed by the Group's external auditor.

Auditor independence

The Board ensures external advisers remain independent by having separate firms (non-Grant Thornton) for financial due diligence and general advice on potential acquisitions and tax matters. Grant Thornton has confirmed no relationships with the Group that could have affect their independence. The Committee is satisfied that Grant Thornton remains independent.

Whistleblowing policy

The Committee conducted an annual review of the whistleblowing policy, making minor adaptations. The policy remains appropriate for a Group of its size, with concerns raised through a variety of channels as noted in the policy.

Future focus for the Audit Committee

The key focus for the Committee in the year ahead will include:

- Merger and acquisition activities, including impacts on financial reporting, risk management and internal controls;
- Continuing progress on developing the Group's Risk Management Framework;
- Ensuring compliance with guidance and regulations to maintain strong financial reporting and corporate governance systems; and
- Continued focus on potential future regulatory changes and emerging best practice, including the increased focus sustainability reporting.

Nigel Halkes
Chair of the Audit Committee

Remuneration Committee report

The Remuneration Committee is responsible for determining and recommending to the Board the policy for remuneration for Executive Directors, Company Secretary and other senior executives and setting the individual remuneration of Executive Directors, the Company Secretary and other senior executives.

The Committee's work includes reviewing share incentive plans, performance-related pay schemes, and their associated targets, and making recommendations to the Board. No Director or other senior executive is involved in any decisions regarding their own remuneration.

The Committee is authorised to seek external legal or other independent professional advice as needed.

The Committee met eight times this year to address several important decisions relating to executive director succession. Attendance details are available on page 21.

Overview

- Michael Jackson was appointed as Chair of the Committee in February 2024.
- All Committee members are Non-Executive Directors with Nigel Halkes and James Platt being deemed as independent.

- By invitation, meetings of the Committee are attended by the Executive Directors, the Company Secretary, and any external adviser to the Committee.

The Committee reviews its terms of reference annually. The current version is available on the Group's website.

Committee focus during FY25

Throughout the year the Committee:

- Considered and reviewed shareholder feedback following the 2024 AGM.
- Approved Executive Directors' salaries and the Non-Executive Chair's fee.
- Developed and approved a new Long-Term Incentive Plan as part of which external advice was sought regarding accepted market practices.
- Approved the Group's first Save As You Earn Scheme.
- Approved the vesting of share awards for Executive Directors.
- Set appropriate performance measures for the annual bonus scheme for Executive Directors, ensuring alignment to KPIs and the Group's strategy.
- Reviewed and approved the Directors' Remuneration report for FY25.
- Reviewing remuneration arrangements for the wider workforce, ensuring alignment to the arrangements for senior management.

Looking ahead to FY26

The Group remains committed to report in an open and transparent manner, aligning with shareholder and stakeholder expectations. It encourages open dialogue with the Company's shareholders.

James Platt will succeed Michael Jackson as Chair of the Remuneration Committee on 1 December 2025. On the same date Henrik Bang will step down as a member of the Committee.

Details of the Executive Directors' remuneration policy, including how annual bonus and long-term incentives operate, can be found on page 28.

Michael Jackson
Chair of the Remuneration Committee

Directors' remuneration report

As the Company is quoted on the AIM Market of the London Stock Exchange ('AIM'), it is not required to set out its remuneration policy but is doing so on a voluntary basis. In accordance with AIM Rule 19, the Company has disclosed the remuneration received by its Directors during the financial year below.

Executive Directors' remuneration policy

The Company's policy is to remunerate Directors appropriately to secure the skills and experience the Group needs to meet its objectives and reward them for enhancing shareholder value and returns. Each review is set in the context of the Group's needs, individual responsibilities, performance and market practice.

The main components of Executive Directors' remuneration comprise:

- basic salary;
- performance-related bonus;
- contributions to personal pension plan;
- other benefits such as car allowances, medical and life assurance; and
- share option schemes.

The basic salary of the Executive Directors is reviewed annually by the Remuneration Committee, with any changes taking effect on 1 December of each year.

The Executive Directors participate in a bonus plan linked to the achievement of financial and individual performance targets set by the Remuneration Committee. The bonus plan is structured so as to pay 100% of salary for the Executive Directors on achieving targets.

Bonuses are subject to the discretion of the Remuneration Committee, which

considers the overall performance of the Group and assesses financial and personal achievement. For the year ended 30 June 2025, performance against targets resulted in a bonus award of 100% for James Ormondroyd, and 100% for Richard Hughes.

In December 2024, the Company implemented a Long-Term Incentive Plan ('LTIP') designed to provide the senior management team with share options vesting upon meeting certain criteria, including the performance of the Company's ordinary share price up to £2.40. Further details are provided below.

The remuneration of Non-Executive Directors is determined by the Executive Directors within the limits set by the Company's Articles of Association. It is based on fees paid in similar companies and the skills and expected time commitment required of the individual concerned.

The service contracts and letters of appointment of the Directors include the following terms:

	Date of appointment	Notice period
Executive Directors		
James Ormondroyd	30 July 2010	12 months
Richard Hughes	27 November 2023	12 months
Non-Executive Directors		
Henrik Bang	1 January 2024	12 months
Michael Jackson	23 March 2009	12 months
Nigel Halkes	1 December 2023	3 months
James Platt	24 October 2024	3 months

The table below sets out the detailed emoluments of each Director who served during the year:

	Salary and fees £000	Benefits in kind £000	Bonus £000	2025 Total £000	2024 Total £000
Executive Directors					
Henrik Bang (as CEO)	–	–	–	–	499
James Ormondroyd	369	20	353	742	638
Richard Hughes	245	14	248	507	294
Non-Executive Directors					
Henrik Bang (as Chair)	81	10	–	91	44
Michael Jackson	46	–	–	46	54
Nigel Halkes	46	–	–	46	26
James Platt	31	–	–	31	–
Michael Neville	–	–	–	–	33
Tamer Ozmen	–	–	–	–	14
	818	44	601	1,463	1,602

The table below sets out the contributions by the Company to Directors' personal pension schemes during the year:

	2025 £000	2024 £000
Executive Directors		
Henrik Bang (as CEO)	–	17
James Ormondroyd	10	10
Richard Hughes	24	14
	34	41

The table below sets out share options granted to Directors.

Date of grant	Earliest exercise date	Expiry date	Exercise price (pence)	Number at 1 July 2024	Granted in year	Lapsed/ forfeited in year	Number at 30 June 2025
James Ormondroyd							
31.12.24 ⁽¹⁾	30.12.2026	30.06.2032	5.0	–	4,100,000	–	4,100,000
Richard Hughes							
31.12.24 ⁽¹⁾	30.12.2026	30.06.2032	5.0	–	1,200,000	–	1,200,000
				–	5,300,000	–	5,300,000

⁽¹⁾ LTIP options are conditional on certain vesting criteria, including various share price hurdles based on the average share price over 50 business days up to a share price of £2.40 from the date of grant until 31 December 2029, and the option holder being in employment during the vesting period.

The closing mid-market price of the Company's shares at 30 June 2025 was 115.0 pence. During the financial year, the share price reached a high of 122.0 pence and a low of 83.0 pence.

No options were exercised by Directors during the year.

Nomination Committee report

The Nomination Committee is responsible for overseeing succession planning for the Board and senior management. It assists the Board in discharging its responsibilities related to the composition and make-up of the Board and its committees.

This report highlights the role of the Nomination Committee in monitoring the Board's balance of skills, knowledge and experience and to ensure that there are succession plans in place.

The Committee met twice this year. Attendance is set out on page 21.

Overview

- Henrik Bang has chaired the Committee since 1 January 2024.
- Michael Jackson and Nigel Halkes are members of the Committee.
- James Platt was appointed as an additional member of the Committee upon joining the Board on 24 October 2024.

The Committee reviews its terms of reference annually. The current version is available on the Group's website.

Committee focus during FY25

Board changes

- James Platt joined the Group as an additional Independent Non-Executive Director on 24 October 2024 and was elected to the Board at the AGM on 17 December 2024.

Board induction

- New Directors undertake a tailored induction programme, including meetings with the Executive Directors, members of the Senior Management Team, key employees and advisers.

Board composition

- The Committee remains mindful of the importance of broadening skillsets and diversity within leadership and senior management teams. Over the next 12 months, the Committee will continue to review the Board's composition, including its committees, focusing on the QCA Code 2023 requirements as its corporate governance guidelines.
- The Committee values diverse perspectives, backgrounds, experiences, skills and approaches within the management team and Board. The business promotes progression within the organisation regardless of age, gender, socio-economic background, and continues to do so by promoting a culture of respect and actively challenging discrimination, should it ever arise.

Board succession

- The Committee aims to maintain a stable leadership framework and manage changes impacting future leadership needs, both in terms of executive and non-executive positions. Ensuring the correct leaders are in place enables the Group to compete effectively in the marketplace and therefore to meet its obligations to its various stakeholders.
- The Committee regularly reviews the Board's skills and expertise that are required to deliver the Group's strategy, business priorities and culture.
- A phased succession programme for non-executive directors is managed, tailored to the Group's size, needs and aspirations.
- Where a non-executive appointment is required, the Committee consults external search consultancies where appropriate to assist with the process of recruiting a new non-executive director.

Future focus for the Nomination Committee

The key focus for the Committee for the upcoming year include:

- Proposing Michael Jackson, and Henrik Bang for re-election at the AGM on 17 December 2025.
- Consideration of Remuneration Committee membership and role of Chair
- Receiving regular updates on Board Committee composition and senior management succession and talent planning.
- Reviewing the skills, composition and size of the Board.

Henrik Bang

Chair of the Nomination Committee

Directors' report

The Directors present their report and the audited financial statements of Netcall plc (the 'Company' or 'Netcall') and its subsidiaries (together the 'Group') for the year ended 30 June 2025.

Statutory information contained elsewhere in the Annual Report

In accordance with s414c of the Companies Act 2006, certain matters that would otherwise be required to be disclosed in the Directors' Report are included elsewhere in this document which is incorporated into this Directors' report by reference. It is advisable to read these reports in conjunction with the Directors' Report.

- Strategic report on pages 2 to 9.
- Corporate governance statement on pages 18 to 24.
- Principal risks & uncertainties on pages 12 to 13
- Section 172 Statement on page 16
- Remuneration Report on pages 28 to 29.
- Environment report on pages 14 to 15.

Results and dividends

The Group's profit for the year after tax was £4.05m (2024: £5.85m). The Group's financial results including commentary regarding the operations of the Group during the year are included on pages 2 to 9. This includes information on the likely future developments of the Group.

Subject to shareholder approval at the Annual General Meeting to be held on 17 December 2025, the Board proposes a final ordinary dividend of 0.94 pence per share (2024: 0.89 pence per share). The estimated amount payable is £1.57m (2024: £1.47m).

Research and development

The Group continues its active programme of research and development into intelligent automation and Customer Engagement software and products. The total expenditure for research and development excluding amortisation was £7.26m (2024: £5.66m) comprising £4.03m in the Consolidated income statement (2024: £3.34m) and £3.23m capitalised development expenditure (2024: £2.32m).

Political donations and political expenditure

In accordance with the Board's policy, no political donations were made or expenditure incurred during the year (2024: £nil).

Post balance sheet events

For details of post balance sheet events see note 16 of the consolidated financial statements.

Directors

The Directors who held office during the year ended 30 June 2025 and up to the date of approval of these financial statements, unless otherwise stated, are as follows:

James Ormondroyd	Chief Executive Officer
Richard Hughes	Chief Financial Officer
Henrik Bang	Non-Executive Chair
Nigel Halkes	Non-Executive Director
Michael Jackson	Non-Executive Director
James Platt	Non-Executive Director (appointed 24 October 2024)

Biographical details of current directors are set out on page 17.

Directors' indemnity and insurance

The Group maintained insurance cover during the year for its Directors and Officers and those of subsidiary companies under a Directors and Officers liability insurance policy against liabilities incurred by them while carrying out their duties.

On 25 April 2019 Netcall plc (the 'Company') entered into deeds of indemnity ('Deeds') with each of Michael Jackson, Henrik Bang and James Ormondroyd, comprising all the then directors of the Company. These indemnities, to the extent permitted by law, indemnify each such Director in respect of all liabilities to third parties arising out of, or in connection with, the execution of his powers, duties and responsibilities, as a Director of the Company or any Group Company in which, from time to time, the individual director holds office. A copy of each Deed is available for inspection at the registered office of the Company during business hours on any weekday except public holidays.

Corporate governance

The Company's statement on corporate governance can be found on pages 18 to 24 of this annual report.

Employees

The Group encourages employee involvement in the business at all levels with the staff of Netcall being the key to continuing success. Employees participate where possible in incentive schemes to share in the success of the Group.

Efforts are made to keep all staff informed and involved in the operations and progress through electronic communications, the Group's intranet and staff briefings.

Directors' report

The Group is an equal opportunities employer. Netcall does not discriminate on the basis of sex, race (including colour, nationality, and ethnic or national origins), disability, age, religion or belief, sexual orientation, gender reassignment, pregnancy and maternity, or marriage and civil partnership. Individuals are selected, promoted and treated on merit, against objective criteria relevant to the role. The Group prohibits direct and indirect discrimination, harassment, and victimisation. Netcall is committed to making reasonable adjustments for disabled applicants and employees and to supporting retention and retraining where appropriate.

Policy and practice on payment of creditors

The Group recognises the importance of good relationships with its suppliers and subcontractors. Although the Group does not follow any particular code or standard on payment practice, its established payment policy is to agree payment terms in advance of any commitment being entered into and to seek to abide by these agreed terms provided that the supplier has also complied with them. Trade creditor days for the Company for the year were 20 days (2024: 6 days).

Financial instruments

Financial instruments, including financial risk management objectives, exposure to market risk, credit risk and liquidity risk are disclosed in note 12 to the consolidated financial statements.

Share capital

Details of the issued share capital, together with details of the movement in the Company's issued share capital during the year are shown in note 9(a) to the consolidated financial statements.

The Company has one class of ordinary shares which carry no right to fixed income. Each share carries the right to one vote at general meetings of the Company. At the date of this report the share capital of the Company comprised 166,769,897 issued and fully paid ordinary shares with a nominal value of 5p per share, quoted on AIM, together with 1,869,181 ordinary 5p shares held in Treasury.

There are no specific restrictions on the size of holding nor on the transfer of shares which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or voting rights. No person has any special rights of control over the Company's share capital and all issued shares are fully paid.

Details of share option schemes are set out in note 18 to the consolidated financial statements.

Disclosure of information to the Auditor

The Directors who held office at the date of this Directors' report confirm that, so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and the Directors have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

Grant Thornton UK LLP, who were re-appointed on 17 December 2024, have expressed their willingness to continue in office as auditors and a resolution to appoint them and authorise the Directors to determine their remuneration for the ensuing year will be proposed at the forthcoming Annual General Meeting.

Annual General Meeting

The Annual General Meeting will be held on 17 December 2025 at 10.30am. Details and an explanation of the resolutions to be proposed are contained in the Notice of Annual General Meeting and its accompanying explanatory notes, either sent to shareholders with the annual report or available on the Company's website, www.netcall.com.

By order of the Board

Richard Hughes
Director

7 October 2025

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with UK-adopted international accounting standards and have elected to prepare the Parent Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 'Reduced Disclosure Framework'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company and Group for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK-adopted international accounting standards, and applicable United Kingdom Accounting Standards have been followed for the Group and Parent Company respectively, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company or the Group will continue in business.

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

The Directors consider the annual report and the financial statements, taken as a whole, provides the information necessary to assess the company's performance, business model and strategy is fair, balanced and understandable. The directors are responsible for preparing the annual report in accordance with applicable law and regulations.

On Behalf of the Board

Richard Hughes
Director

7 October 2025

Independent Auditor's report to the members of Netcall plc

Opinion

Our opinion on the financial statements is unmodified

We have audited the financial statements of Netcall Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2025, which comprise the Consolidated income statement, the Consolidated statement of comprehensive income, the Consolidated balance sheet, the Consolidated statement of changes in equity, the Consolidated cash flow statement, the Parent Company balance sheet, the Parent Company statement of changes in equity, Notes to the consolidated financial statements and Notes to the Parent Company financial statements, including material accounting policy information. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2025 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.

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

- Obtaining management's base case forecasts covering the period to 31 October 2026 and assessing how these forecasts were compiled, including challenging key assumptions;
- Considering the impact of recent acquisitions and whether future cash outflows in relation to the consideration have been appropriately incorporated into management's model;
- Assessing the accuracy of management's forecasting by comparing the reliability of past forecasts to past actual results;
- Challenging the key assumptions used within management's downside scenario and reverse stress test, to assess the possible risks to going concern and the impact of such scenarios; and
- Assessing the adequacy of related disclosures within the Annual Report and Accounts.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the group's and the parent company's business model including effects arising from macro-economic uncertainties such as local authority funding, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the group's and the parent company's financial resources or ability to continue operations over the going concern period.

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

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

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

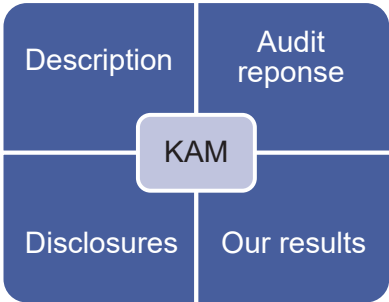
Our approach to the audit

 Grant Thornton 	Overview of our audit approach Overall materiality: Group: £472,690 which represents approximately 1% of the group's total revenues. Parent company: £449,000 which represents approximately 1% of the parent company's total assets, capped at an amount less than group materiality. Key audit matters were identified as: • Occurrence and accuracy of service revenues (same as previous year) • Acquisition accounting, including the valuation of acquired intangibles (new in the year) We performed an audit of the entire financial information using component performance materiality for the parent company and two other individually financial significant components of the group. Specified procedures were performed over two other components, which were either financially significant or were required to obtain sufficient appropriate audit evidence. This yielded coverage of 88% of the group's total assets, 88% of the group's revenue and 89% of the group's profit before tax.
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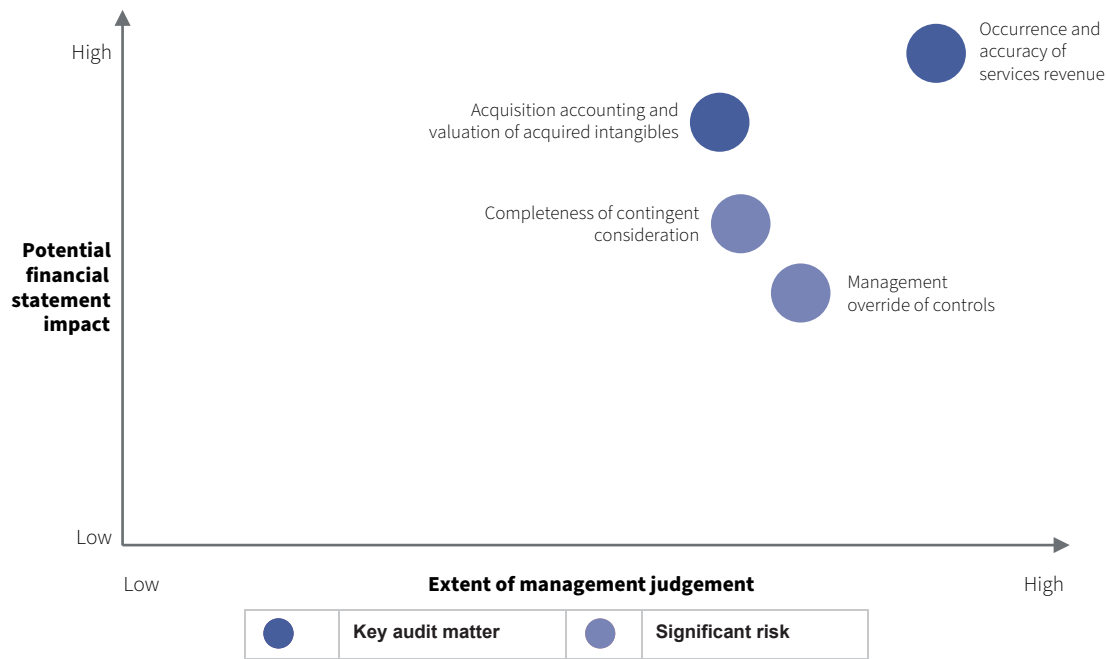
Independent Auditor’s report to the members of Netcall plc

Key audit matters

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



In the graph below, we have presented the key audit matters and significant risks relevant to the audit. This is not a complete list of all risks identified by our audit.



Key audit matter – Group**Occurrence and accuracy of service revenue**

We identified the occurrence and accuracy of services revenue as one of the most significant assessed risks of material misstatement due to fraud.

The Group has recognised revenue of £48m (FY24: £39m) in the year, which includes revenue from cloud services, product support contracts, services, communications services and product sales. The nature of the Group's revenue involves the processing of multi-year contracts, some of which are recognised over time.

The audit team's assessment is that the cloud services, product support contracts, communication services and product sales revenue transactions are non-complex with no judgement applied over the amount recorded, as revenue recognised equates to the value of the service, spread evenly over the period of each contract (cloud services and product support contracts), or is recognised immediately upon delivery of the product or service (communications services and product sales).

However, professional services ('services') revenues consist primarily of consultancy, implementation services and training. Revenue from these services is recognised as the services are performed by reference to the costs incurred as a proportion of the total estimated costs of the service project. We consider the degree of estimation in determining the stage of completion of each project to be where the opportunity and incentive for revenue and contract liability misstatement could occur.

We have therefore assessed our significant fraud risk to be in respect of these revenues, which amounted to £5.9m.

How our scope addressed the matter – Group

In responding to the key audit matter, we performed the following audit procedures:

- Obtaining an understanding of the process for recognising and recording revenue and testing the design and implementation effectiveness of relevant controls;
- Assessing whether accounting policies adopted were in accordance with the requirements of IFRS 15 'Revenue from Contracts with Customers' and whether management have appropriately applied these policies in the recognition of revenue;
- Utilising audit data analytics to identify any outliers i.e. transactions falling outside the expected flow of revenue between revenue accounts, receivables, cash and other related accounts;
- Agreeing a sample of transactions in the year to supporting documentation including the contract, timesheets and project budgets, including recalculating the amount of revenue to be deferred at the year-end;
- Using the timesheet data, we compared the actual hours recorded against the budgeted hours per the contract with the customer, to recalculate management's estimate over the stage completion of the project at the year-end;
- Assessing management's ability to forecast, with reference to historic and post year-end outturn of budgeted stage completion vs actual completion; and
- Reviewing the disclosures made in the financial statements for consistency and compliance with the relevant accounting standards.

Relevant disclosures in the Annual Report

Financial Statements: Note 3(f), accounting policies and significant judgements; and note 3, revenue from contracts with customers.

Our results

Based on our audit work, we did not identify evidence of material misstatement in relation to improper revenue recognition.

Independent Auditor's report to the members of Netcall plc

Key audit matter – Group

Acquisition accounting, including the valuation of acquired intangible assets

In August 2024, the group acquired Govtech Holdings Limited and Govtech Solutions Limited. In September 2024 the group acquired Smart and Easy NV (trading as 'Parble').

Under IFRS 3 'Business Combinations', intangible assets are recognised separately from goodwill in a business combination if they are separable or arise from contractual or other legal rights. The intangible assets acquired as part of a business combination should be measured at their fair value at the acquisition date.

Given acquisitions do not form part of the day-to-day nature of the group's operations, we identified a significant risk over the accounting for the acquisitions.

We also identified a significant risk over the acquired intangible assets, as key judgements are made to value such assets based on discounted cash flow forecasts, which contain assumptions over revenue growth, discount rates and attrition rates.

How our scope addressed the matter – Group

In responding to the key audit matter, we performed the following audit procedures:

- Documenting our understanding of management's process and controls over the accounting for the acquired intangibles under IFRS 3, which included our evaluation of the design and implementation of such controls;
- Assessing whether the group's accounting policy for the valuation of goodwill and other intangible assets was in accordance with IFRS 3 and checking that the fair value measurements were accounted for in accordance with the accounting policy;
- Assessing the competence of management's expert used in determining the purchase price allocation of the acquisitions made;
- Reviewing management's accounting for the transaction, including the calculation of goodwill to be recognised and consideration paid;
- Part of this review included specific testing over any material opening balances and a review of the assets and liabilities acquired, ensuring that all material fair values were considered by management;
- Testing the forecasts used to support the valuation of the software acquired, challenging management on the key underlying assumptions and corroborating to relevant evidence and other forward-looking information;
- Reviewing the share purchase agreement and considering the impact of any significant terms on the presentation and disclosure in the financial statements; and
- Engaging with our internal expert to assist in our review of the purchase price allocation to determine whether the acquired intangibles identified by management at the acquisition date has been appropriately valued.

Relevant disclosures in the Annual Report

Financial Statements: Note 14, Business Combinations, 14a Acquisition of Govtech Holdings Limited, 14b Acquisition of Smart and Easy NV.

Our results

Based on our audit work, we did not identify evidence of material misstatement in relation to improper revenue recognition.

We did not identify any key audit matters relating to the audit of the financial statements of the parent company only.

Our application of materiality

We apply the concept of materiality both in planning and performing the audit, and in evaluating the effect of identified misstatements on the audit and of uncorrected misstatements, if any, on the financial statements and in forming the opinion in the auditor's report.

Materiality was determined as follows:

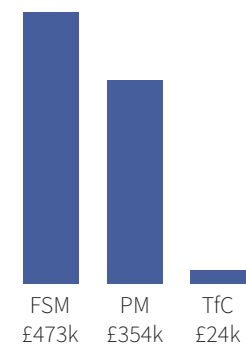
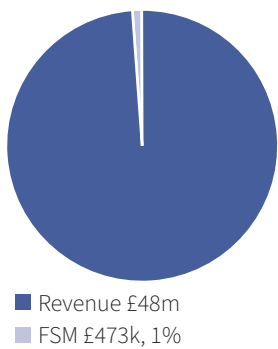
Materiality measure	Group	Parent company
Materiality for financial statements as a whole	We define materiality as the magnitude of misstatement in the financial statements that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of these financial statements. We use materiality in determining the nature, timing and extent of our audit work.	
Materiality threshold	£472,700 (2024: £390,000) which represents approximately 1% of group revenues.	£449,000 (2024: £310,000) which represents approximately 1% of the company's total assets, capped at an amount less than group materiality.
Significant judgements made by auditor in determining materiality	In determining materiality, we made the following significant judgements: - Revenue has been determined as being the most appropriate benchmark for determining materiality, as this is a key performance indicator used by the business. - The use of this as a benchmark provides consistency and comparability with the prior year benchmark, and prevents a fluctuating materiality that would be determined if an alternative measure, such as profit before tax, was used. - Additionally, this benchmark is used by industry peers and is therefore comparable within the sector. Materiality for the current year is higher than the level that we determined for the year ended 30 June 2024 to reflect the revenue growth in the current year.	In determining materiality, we made the following significant judgements: An asset-based benchmark was considered the most appropriate benchmark for a holding company. Materiality for the current year is higher than the level that we determined for the year ended 30 June 2024 to reflect the higher group materiality threshold in the current year.
Performance materiality used to drive the extent of our testing	We set performance materiality at an amount less than materiality for the financial statements as a whole to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.	
Performance materiality threshold	£354,525 (2024: £292,500) which is 75% (2024: 75%) of financial statement materiality.	£336,750 (2024: £232,500) which is 75% (2024: 75%) of financial statement materiality.
Significant judgements made by auditor in determining performance materiality	In determining performance materiality, we made the following significant judgements: - No significant adjustments or control weaknesses were identified from the 2024 audit; and - Management are judged to be suitably qualified and experienced to carry out their role. For each component in scope for our group audit, we allocated a performance materiality that is less than our overall group performance materiality.	In determining performance materiality, we made the following significant judgements: - No significant adjustments or control weaknesses were identified from the 2024 audit; and - Management are judged to be suitably qualified and experienced to carry out their role.

Independent Auditor’s report to the members of Netcall plc

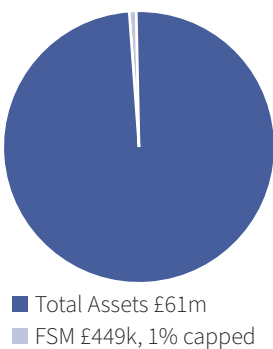
Materiality measure	Group	Parent company
Specific materiality	We determine specific materiality for one or more particular classes of transactions, account balances or disclosures for which misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.	
Specific materiality	We determined a lower level of specific materiality for the following areas: • Directors’ remuneration; and • Related party transactions outside the normal course of business	We determined a lower level of specific materiality for the following areas: • Directors’ remuneration; and • Related party transactions outside the normal course of business
Communication of misstatements to the audit committee	We determine a threshold for reporting unadjusted differences to the audit committee.	
Threshold for communication	£23,635 (2024: £19,500) which represents 5% of financial statement materiality, and misstatements below that threshold that, in our view, warrant reporting on qualitative grounds.	£22,450 (2024: £15,500) which represents 5% of financial statement materiality, and misstatements below that threshold that, in our view, warrant reporting on qualitative grounds.

The graph below illustrates how performance materiality interacts with our overall materiality and the tolerance for potential uncorrected misstatements.

Overall materiality – Group



Overall materiality – Parent



FSM: Financial statements materiality, PM: Performance materiality, TfC: Tolerance for potential uncorrected misstatements

An overview of the scope of our audit

This year, we applied the revised Group auditing standard, ISA (UK) 600 (Revised), in our audit of the consolidated financial statements. The revised standard changes how an auditor approaches the identification of components, and how the audit procedures are planned and executed across components.

In particular, the definition of a component has changed, with a greater focus on how we, as the Group auditor, plan to perform audit procedures to address risks of material misstatement of the consolidated financial statements. Similarly, the Group auditor has an increased role in designing the audit procedures as well as making decisions on where these procedures are performed and how these procedures are executed and supervised.

We performed risk assessment procedures, with input from our component auditor, to identify and assess risks of material misstatement of the consolidated financial statements and to determine whether any of the Group's components are likely to include risks of material misstatement to the consolidated financial statements and which procedures to perform at these components to address those risks.

We performed a risk-based audit that requires an understanding of the group's and the parent company's business and in particular matters related to:

Understanding the group, its components, and their environments, including group-wide controls

- The group's accounting process is primarily resourced through one central function within the United Kingdom. As group auditor we have obtained an understanding of the group and its environment, including common controls, and assessed the risks of material misstatement at the group level.
- We documented our understanding of the group's processes and controls over all areas of significant risk and significant classes of transactions and performed walkthroughs on these controls to confirm they are designed and implemented effectively.

Identifying components at which to perform audit procedures

- We have determined the components at which to perform further audit procedures, by considering the following:
 - components in scope for further audit procedures due to individually including a risk of material misstatement to the group financial statements due to the component's nature or circumstances;
 - components in scope for further audit procedures due to the nature and size of assets, liabilities and transactions at the component (being of financial significance to one or more scoped items that it is required to be in scope); and
 - components in scope for further audit procedures to obtain sufficient appropriate audit evidence for significant classes of transactions, account balances and disclosures, or for unpredictability.

Type of work to be performed on financial information of the parent and other components (including how it addressed the key audit matters)

In order to address the audit risks identified during our planning procedures, the group auditor performed the following audit procedures:

- Full-scope audit procedures on the financial information of three components. This full scope audit included work over both of the identified key audit matters described above;
- Specific-scope audit procedures on a financial statement line items of two components to ensure we achieved sufficient coverage; and
- Analytical procedures using group materiality on the financial information of all remaining group components.

Independent Auditor's report to the members of Netcall plc

Performance of our audit

Further audit procedures performed on components subject to specific scope and specified procedures may not have included testing of all significant account balances of such components, but further audit procedures were performed on specific accounts within that component that we, the group auditor, considered had the potential for the greatest impact on the group financial statements either due to risk, size or coverage.

The components within the scope of further audit procedures accounted for the following percentages of the Group's results, including the key audit matters identified:

Audit approach	No. of components	% coverage Revenue	% coverage PBT	% coverage Total assets
Full-scope audit	3	88%	89%	88%
Specified audit procedures	2	–	–	2%
Full-scope and specific scope procedures coverage	5 (2024: 3)	88% (2024: 97%)	89% (2024: 80%)	90% (2024: 91%)
Analytical procedures	12 (2024: 11)	12% (2024: 3%)	11% (2024: 20%)	10% (2024: 9%)
Total	17 (2024: 14)	100%	100%	100%

Changes in approach from previous period

As a result of International Standard on Auditing (UK) 600 (revised September 2022) Special considerations – Audits of group financial statements, and as a result of the acquisitions made in the year there has been an increase in the number of components where audit procedures were performed in the current year audit compared to the previous year audit. There have been no other significant changes in the audit scope to that in the previous year.

Other information

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

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

We have nothing to report in this regard.

Our opinion on other matters prescribed by the Companies Act 2006 is unmodified

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report under the Companies Act 2006

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

Matters on which we are required to report by exception

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

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

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are most applicable to the group and the company and determined the most significant are those that relate to the financial reporting frameworks, being the AIM Rules for Companies, Companies Act 2006 and UK-adopted international accounting standards for the group, and the Companies Act 2006 and FRS 101 'Reduced Disclosure Framework' for the company, together with relevant tax compliance regulations. In addition, we concluded that there are certain other significant laws and regulations that may have an effect on the determination of the amounts and disclosures in the financial statements, being laws and regulations relating to health and safety, employee matters, data protection and bribery and corruption practices.
- We obtained an understanding of how the group and the parent company are complying with legal and regulatory frameworks by making enquiries of management, those responsible for legal and compliance procedures and the company secretary. We corroborated our enquiries through our review of board minutes and papers provided to the Audit Committee.
- We enquired of management and the Audit Committee about the group and parent company's policies and procedures relating to the identification, evaluation and response to the risks of fraud and the establishment of internal controls to mitigate these risks.
- We assessed the susceptibility of the group and parent company's financial statements to material misstatement, including how fraud might occur, by evaluating management's incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls. We determined that the principal risks were in relation to areas of increased management judgement, specifically the valuation of acquired intangible assets, revenue recognition of service revenues, capitalisation of development costs and the impairment of goodwill, all of which could be impacted by management bias.

Independent Auditor's report to the members of Netcall plc

- Audit procedures performed by the engagement team included:
 - Identifying and assessing the design and implementation of controls management has in place to prevent and detect fraud;
 - Obtaining an understanding of how those charged with governance consider and address the potential for management override of controls or other inappropriate influence over the financial reporting process;
 - Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations; and
 - Challenging assumptions and judgements made by management in its significant accounting estimates.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.
- The engagement partner's assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
 - Understanding of, and practical experience with, audit engagements of a similar nature and complexity, through appropriate training and participation;
 - Knowledge of the industry in which the group and the parent company operate; and
 - Understanding of the legal and regulatory frameworks applicable to the group and the parent company.
- Relevant laws and regulations and potential fraud risks were communicated to all engagement team members. We remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

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

Use of our report

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

Andrew Hodgekins **Senior Statutory Auditor**

for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Cambridge
7 October 2025

Consolidated income statement

for the year ended 30 June 2025

	Notes	2025 £000	2024 £000
Revenue	3	47,961	39,057
Cost of sales		(8,092)	(5,612)
Gross profit		39,869	33,445
Administrative expenses		(34,939)	(28,050)
Other gains/(losses)–net	5(a)	(285)	31
Adjusted EBITDA	2(b)	9,819	8,440
Depreciation	8(a), 8(b)	(507)	(398)
Net gain on disposal of property, plant and equipment		20	–
Amortisation of acquired intangible assets	8(c)	(1,164)	(581)
Amortisation of other intangible assets	8(c)	(1,546)	(1,228)
Non-recurring transaction costs	4(a)	(229)	–
Post-completion services and fair value adjustments	4(a)	(819)	(156)
Share-based payments	18(c)	(929)	(651)
Operating profit		4,645	5,426
Finance income	5(e)	568	943
Finance costs	5(e)	(142)	(40)
Finance income – net		426	903
Profit before tax		5,071	6,329
Tax (charge)/credit	6(a)	(1,021)	(475)
Profit for the year		4,050	5,854
Earnings per share		Pence	Pence
Basic	19(a)	2.45	3.61
Diluted	19(a)	2.41	3.46

All activities of the Group in the current and prior period are classed as continuing. All of the profit for the period is attributable to the shareholders of Netcall plc. The notes on pages 50 to 92 form part of these financial statements.

Consolidated statement of comprehensive income

for the year ended 30 June 2025

	Notes	2025 £000	2024 £000
Profit for the year		4,050	5,854
Other comprehensive income			
<i>Items that may be reclassified to profit or loss</i>			
Exchange differences arising on translation of foreign operations	9(c)	35	(5)
Total other comprehensive income for the year		35	(5)
Total comprehensive income for the year		4,085	5,849

All of the comprehensive income for the year is attributable to the shareholders of Netcall plc. The notes on pages 50 to 92 form part of these financial statements.

Consolidated balance sheet

as at 30 June 2025

	Notes	2025 £000	2024 £000
Assets			
Non-current assets			
Property, plant and equipment	8(a)	613	685
Right-of-use assets	8(b)	849	357
Intangible assets	8(c)	51,145	33,596
Deferred tax assets	8(d)	357	876
Financial assets at fair value through other comprehensive income	7(c)	100	72
Total non-current assets		53,064	35,586
Current assets			
Inventories	8(e)	23	36
Other current assets	8(f)	2,798	2,313
Contract assets	3(c)	365	207
Trade receivables	7(a)	4,753	4,752
Other financial assets at amortised cost	7(b)	88	139
Cash and cash equivalents	7(d)	27,159	34,008
Total current assets		35,186	41,455
Total assets		88,250	77,041
Liabilities			
Non-current liabilities			
Contract liabilities	3(c)	325	806
Borrowings	7(f)	–	9
Lease liabilities	8(b)	777	358
Deferred tax liabilities	8(d)	2,386	1,407
Total non-current liabilities		3,488	2,580
Current liabilities			
Trade and other payables	7(e)	11,266	7,841
Contract liabilities	3(c)	28,199	26,009
Current tax liabilities		1,045	–
Borrowings	7(f)	–	10
Lease liabilities	8(b)	266	104
Total current liabilities		40,776	33,964
Total liabilities		44,264	36,544
Net assets		43,986	40,497
Equity attributable to owners of Netcall plc			
Share capital	9(a)	8,432	8,339
Share premium	9(a)	5,574	5,574
Other equity	9(b)	4,900	4,900
Other reserves	9(c)	969	403
Retained earnings		24,111	21,281
Total equity		43,986	40,497

The notes on pages 50 to 92 form part of these financial statements. These financial statements on pages 45 to 92 were approved and authorised for issue by the Board on 7 October 2025 and were signed on its behalf by:

Richard Hughes
Director

Netcall plc, registered no. 01812912

[netcall.com](https://www.netcall.com)

Consolidated statement of changes in equity

for the year ended 30 June 2025

	Notes	Share capital £000	Share premium £000	Other equity £000	Other reserves £000	Retained earnings £000	Total £000
Balance at 1 July 2023		8,108	5,574	4,900	3,056	13,739	35,377
Proceeds from share issue	9(a)	231	–	–	–	–	231
Increase in equity reserve in relation to options issued	9(c)	–	–	–	740	–	740
Tax credit relating to share options	6(d)	–	–	–	(362)	–	(362)
Reclassification following exercise or lapse of options	9(c)	–	–	–	(3,026)	3,026	–
Dividends paid	13(b)	–	–	–	–	(1,338)	(1,338)
Transactions with owners		231	–	–	(2,648)	1,688	(729)
Profit for the year		–	–	–	–	5,854	5,854
Other comprehensive income		–	–	–	(5)	–	(5)
Total comprehensive income for the year		–	–	–	(5)	5,854	5,849
Balance at 30 June 2024		8,339	5,574	4,900	403	21,281	40,497
Proceeds from share issue	9(a)	93	–	–	–	–	93
Increase in equity reserve in relation to options issued	9(c)	–	–	–	991	–	991
Tax charge relating to share options	6(d)	–	–	–	(210)	–	(210)
Reclassification following exercise or lapse of options	9(c)	–	–	–	(250)	250	–
Dividends paid	13(b)	–	–	–	–	(1,470)	(1,470)
Transactions with owners		93	–	–	531	(1,220)	(596)
Profit for the year		–	–	–	–	4,050	4,050
Other comprehensive income		–	–	–	35	–	35
Total comprehensive income for the year		–	–	–	35	4,050	4,085
Balance at 30 June 2025		8,432	5,574	4,900	969	24,111	43,986

The notes on pages 50 to 92 form part of these financial statements.

Consolidated cash flow statement

for the year ended 30 June 2025

	Notes	2025 £000	2024 £000
Cash flows from operating activities			
Profit before income tax		5,071	6,329
Adjustments for:			
Depreciation and amortisation		3,216	2,207
Share-based payments		929	651
Finance income–net		(426)	(903)
Net gain on disposal of property, plant and equipment		(20)	–
Other non-cash expenses		14	–
Changes in operating assets and liabilities, net of effects from purchasing of subsidiary undertaking:			
Decrease/(increase) in inventories		13	(5)
Decrease/(increase) in trade receivables		594	(249)
(Increase)/decrease in contract assets		(126)	393
Decrease/(increase) in other financial assets at amortised cost		74	(77)
(Increase)/decrease in other current assets		(48)	29
Increase in trade and other payables		1,310	182
(Decrease)/increase in contract liabilities		(686)	5,249
Cash generated from operations		9,915	13,806
<i>Analysed as:</i>			
Cash flow from operations before payment of non-recurring transaction costs		10,144	13,806
Non-recurring transaction cost payments	14(a)	(229)	–
Interest received		568	943
Interest paid		(17)	(10)
Income taxes paid		(132)	(11)
Net cash inflow from operating activities		10,334	14,728
Cash flows from investing activities			
Payment for acquisition of subsidiary, net of cash acquired	14(a)	(12,007)	(1,633)
Payment for property, plant and equipment	8(a)	(222)	(252)
Payment of software development costs	8(c)	(3,226)	(2,322)
Payment for other intangible assets	8(c)	(194)	–
Payment for financial assets at fair value through other comprehensive income	7(c)	(28)	–
Proceeds from sales of property, plant and equipment		21	–
Net cash outflow from investing activities		(15,656)	(4,207)
Cash flows from financing activities			
Proceeds from issues of ordinary shares	9(a)	93	231
Repayment of borrowings	7(f)	(19)	(4)
Lease payments	8(b)	(163)	(152)
Dividends paid to Company's shareholders	13(b)	(1,470)	(1,338)
Net cash outflow from financing activities		(1,559)	(1,263)
Net increase in cash and cash equivalents		(6,881)	9,258
Cash and cash equivalents at beginning of the financial year		34,008	24,753
Effects of exchange rate on cash and cash equivalents		32	(3)
Cash and cash equivalents at end of financial year		27,159	34,008

The notes on pages 50 to 92 form part of these financial statements.

Notes to the consolidated financial statements

for the year ended 30 June 2025

1 Significant changes in the current reporting period

The financial position and performance of the Group was particularly affected by the following event during the reporting period:

- The Group completed on the acquisitions of Govtech Holdings Limited and Smart and Easy NV during the year. See note 14 for further information. This resulted in an increase of £17.24m of intangible assets held by the Group, and £0.91m of expense has been recognised in the year in relation to the consideration arrangements and post-completion services attributable to the acquisitions (see note 4).

For a detailed discussion about the Group's performance and financial position please refer to the Chair's and Chief Executive's review, and Financial review on pages 2 to 9.

2 Segment information

2(a) Description of segment and principal activities

The Group's Executive Board considers that there is one operating business segment being the design, development, sale and support of software products and services, which is consistent with the information reviewed by it when making strategic decisions. Resources are reviewed on the basis of the whole business performance.

The Board primarily uses a measure of adjusted earnings before interest, taxation, depreciation and amortisation ('Adjusted EBITDA') to assess the performance of the segment. It also receives information about the segment's revenue and assets on a monthly basis. Information about the segment revenue is disclosed in note 3.

2(b) Adjusted EBITDA and adjusted profit before tax

Adjusted EBITDA excludes the effects of significant items of income and expenditure which may have an impact on the quality of earnings such as share-based payments, profit or loss on disposals, acquisition costs, contingent consideration (including compensation for post-completion services) and transaction costs and impairments when the impairment is the result of an isolated, non-recurring event. The Board believes this gives a better view of maintainable earnings levels. It also excludes the effects of equity-settled share-based payments.

Adjusted EBITDA reconciles to operating profit as follows:

	2025 £000	2024 £000
Adjusted EBITDA	9,819	8,440
Depreciation	(507)	(398)
Net gain on disposal of property, plant and equipment	20	–
Amortisation of acquired intangible assets	(1,164)	(581)
Amortisation of other intangible assets	(1,546)	(1,228)
Non-recurring transaction costs	(229)	–
Post-completion services	(819)	(156)
Share-based payments	(929)	(651)
Operating profit	4,645	5,426

Adjusted profit before tax excludes the effects of significant items of income and expenditure which may have an impact on the quality of earnings such as share-based payments, acquisition costs, contingent consideration (including compensation for post-completion services) and transaction costs and impairments when the impairment is the result of an isolated, non-recurring event.

Adjusted profit before tax reconciles to profit before tax as follows:

	2025 £000	2024 £000
Profit before tax	5,071	6,329
Share-based payments	929	651
Post-completion services (see note 4)	819	156
Non-recurring transaction costs (see note 4)	229	–
Amortisation of acquired intangible assets	1,164	581
Unwinding of discount – contingent consideration	69	10
Adjusted profit before tax	8,281	7,727

2(c) Segment assets and liabilities

Segment assets and liabilities are measured in the same way as in the financial statements.

The total of non-current assets other than financial instruments and deferred tax assets broken down by location of the assets is set out below:

	2025 £000	2024 £000
UK	45,539	33,760
Other countries	7,473	878
Total	53,012	34,638

3 Revenue from contracts with customers

3(a) Revenue by category

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines:

	2025 £000	2024 £000
Cloud services	29,232	19,810
Communication services	2,566	2,461
Product support contracts	9,224	9,894
Product	1,032	1,827
Professional services	5,907	5,065
	47,961	39,057
Timing of revenue recognition:		
At a point in time	3,598	4,288
Over time	44,363	34,769

Notes to the consolidated financial statements

for the year ended 30 June 2025

3 Revenue from contracts with customers continued

3(b) Revenue by location and major customers

The business is domiciled in the UK. The result of its revenue from external customers in the UK is £42.9m (2024: £34.9m), and the total from external customers from other countries is £5.1m (2024: £4.2m).

No single external customer accounted for more than 10% of the Group's revenue in the current or previous year.

3(c) Assets and liabilities related to contracts with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

	2025 £000	2024 £000
Contract assets	367	208
Loss allowance	(2)	(1)
Total contract assets	365	207
Contract liabilities-current	28,199	26,009
Contract liabilities-non-current	325	806
Total contract liabilities	28,524	26,815

Contract assets have increased by £0.16m as the Group has provided more Product and Professional services ahead of agreed payment schedules. Contract liabilities have increased by £1.7m primarily due to an increase in advance payments for new Cloud services and Professional services, and the impact of acquisitions.

3(d) Revenue recognised in relation to contract liabilities

Set out below is the amount of revenue recognised from:

	2025 £000	2024 £000
Amounts included in contract liabilities at the beginning of the year	24,710	19,517
Performance obligations satisfied in previous years	–	–

3(e) Unsatisfied long-term contracts

The unsatisfied performance obligations for communication services, product and professional service revenues are part of a contract that has an original expected duration of one year or less.

The unsatisfied performance obligations for Cloud services and product support contracts as at 30 June may span a duration of more than one year, and as at 30 June are as follows:

	2025 £000	2024 £000
Within one year	34,146	26,720
More than one year	37,153	31,771

3(f) Accounting policies and significant judgements

Revenue is recognised at the transaction price being the amount of consideration to which the Group expects to be entitled for goods sold and services provided in the normal course of business during the year. Revenue is shown net of value added tax, returns, rebates and discounts, if any, and after eliminating sales within the Group.

Critical judgements in recognising revenue and allocating the transaction price

Revenue is recognised upon transfer of control of the promised product and/or services to customers. The Group enters into contracts which can include combinations of services, products, support fees and other professional services, each of which is capable of being distinct and is usually accounted for as a separate performance obligation. Where there are multiple performance obligations, revenue is measured at the value of the expected consideration received in exchange for the products or services, allocated by the relative stand-alone selling prices of each of the performance obligations.

The Group generates revenue principally through the supply of:

- **Cloud services** – comprises the subscription and usages fees to access our software through a hosted solution. The software, maintenance and support, and hosting elements are not distinct performance obligations, and represent a combined service provided to the customer. Revenue is recognised over time on a straight-line basis based on time elapsed over the period of supply as this reflects the period that the customer receives the benefit of access to the hosted software solution;
- **Product support contracts** – provides customers with software updates, system monitoring and tuning and technical support services. Revenues are recognised over time on a straight-line basis based on time elapsed over the contract period as reflects the period in which the customer receives the benefit of having access to the aforementioned support services;
- **Communication services** – revenues comprise fees for telephony and messaging services. Revenue is recognised at a point in time, when the call or message has been delivered over the Group's network;
- **Product** – consists of software product licence fees and hardware. Revenue for product is recognised at a point in time when the customer is deemed to have control of the asset; and
- **Professional services** – consists primarily of consultancy, implementation services and training. Revenue from these services is recognised over time as the services are performed using an input method by reference to the costs incurred as a proportion of the total estimated costs of the service project. If an arrangement includes both software licence or subscriptions and service elements, an assessment is made as to whether the software element is distinct in the context of the contract, based on whether the service provided significantly modifies or customises the base product. Where it is concluded that a licence is distinct, the licence element is recognised as a separate performance obligation. In all other cases, revenue from both licence and service elements is recognised when control is deemed to have passed to the customer.

Where invoices are raised in advance of the performance obligations being satisfied, these are recorded on the balance sheet as contract liabilities. This deferred income relates predominantly to services which are recognised on a straight-line basis over the period of supply. These services are typically invoiced at the beginning of the provision of service and the associated revenue is recognised over the service period, which typically ranges from one to five years.

Where Group recognition criteria have been met but no invoice to the customer has been raised at the reporting date, revenue is recognised and included as a contract asset, representing unbilled work in progress with substantially the same risk characteristics as trade receivables for the same types of contracts.

Notes to the consolidated financial statements

for the year ended 30 June 2025

4 Material profit or loss items

The Group identified the following items which are material due to the significance of their nature and/or their amount. They are listed separately here to provide a better understanding of the financial performance of the Group in this and the prior year.

	Notes	2025 £000	2024 £000
Non-recurring transaction costs	14(a)	(229)	–
Post-completion services expense and fair value adjustments	4(a)	(819)	(156)
		(1,048)	(156)

4(a) Post-completion services expense

The former owners of Skore Labs Limited (acquired in January 2024), Govtech Holdings Limited (acquired in August 2024), and Smart and Easy NV (acquired in September 2024) continued to work in the business following their acquisitions and, in accordance with IFRS 3, a proportion of the contingent consideration payments is treated as remuneration and expensed in the income statement.

5 Other expense items

This note provides a breakdown of items included in 'other gains', 'other losses', 'finance income and costs' and an analysis of expenses by nature and employee benefit expenses.

5(a) Other (losses)/gains-net

	2025 £000	2024 £000
Net foreign exchange (losses)/gains	(305)	31
Net gain on disposal of property, plant and equipment	20	–
Total other (losses)/gains-net	(285)	31

5(b) Breakdown of expenses by nature

	Notes	2025 £000	2024 £000
Inventory recognised as an expense	8(e)	18	144
Employee benefit expenses	5(c)	26,819	23,009
Depreciation and amortisation	8(a), 8(b), 8(c)	3,217	2,207
Other expenses		12,977	8,302
Total cost of sales and administrative expenses		43,031	33,662

Research and development costs of £4.03m have been expensed during the year (2024: £3.34m).

The table below sets out the cost of services provided by the Company's auditor and its associates:

	2025 £000	2024 £000
Fees payable to Company's auditor for the audit of Parent Company and consolidated financial statements	78	58
Fees payable to the Company's auditor for other services:		
– the audit of the Company's subsidiaries pursuant to legislation	157	79
– audit-related services	11	10
	246	147

5(c) Breakdown of employee benefit expenses

	Notes	2025 £000	2024 £000
Wages and salaries		24,151	20,908
Less: internal development costs capitalised in the year		(3,128)	(2,237)
Social security costs		3,013	2,499
Share options charge for Directors and employees	18(c)	1,403	651
Pension costs – defined contribution plans		1,380	1,188
		26,819	23,009

5(d) Average number of people employed during the year

	2025	2024
Average number of people (including Executive Directors) employed:		
Sales and marketing	93	81
Development and operations	240	179
Management and administration	24	23
Total average headcount	357	283

5(e) Finance income and costs

	2025 £000	2024 £000
<i>Finance income</i>		
Interest income from financial assets held for cash management purposes	568	943
Finance income	568	943
<i>Finance costs</i>		
Interest and finance charges paid/payable for financial liabilities at amortised cost	17	9
Interest paid/payable for lease liabilities (see note 8(b))	56	21
Other payables: unwinding of discount (see note 14(a))	69	10
Finance costs expensed	142	40
Finance income – net	426	903

Notes to the consolidated financial statements

for the year ended 30 June 2025

6 Tax expense

This note provides an analysis of the Group's tax expense, shows what amounts are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Group's tax position.

6(a) Tax expense

	2025 £000	2024 £000
<i>Current tax</i>		
Current tax on profits for the year	1,212	13
Adjustments in respect of prior years	(97)	–
Total current tax charge	1,115	13
<i>Deferred tax</i>		
Decrease in deferred tax assets	309	529
Decrease in deferred tax liabilities	(403)	(67)
Total deferred tax (credit)/charge	(94)	462
Total tax charge	1,021	475

6(b) Significant estimate – tax

The Group is principally subject to United Kingdom corporate taxation and judgement is required in determining the provision for income and deferred taxation. The Group recognises taxation assets and liabilities based upon estimates and assessments of many factors including past experience, advice received on the relevant taxation legislation and judgements about the outcome of future events. To the extent that the final outcome of these matters is different from the amounts recorded, such differences will impact on the taxation charge made in the Consolidated Income Statement in the period in which such determination is made.

The Group has gross tax losses available for carrying forward against future taxable income of £3.45m (2024: £2.88m). The Group has recognised a deferred tax asset of £0.41m (2024: £0.28m), which was recognised as part of acquisition accounting and offset against deferred tax liabilities.

In addition, the Group has not recognised a deferred tax asset of £1.67m (2024: £1.67m) in respect of losses that are capital in nature amounting to £6.68m (2024: £6.68m) or a deferred tax asset of £0.04m (2024: £0.03m) in relation to taxable or deductible temporary differences due to share-based payment charges of £0.15m (2024: £0.12m).

6(c) Reconciliation of tax expense to prima facie tax payable

The tax charge on the Group's profit before tax differs from the theoretical amount that would arise using the standard rate of corporation tax in the UK as explained below:

	2025 £000	2024 £000
Profit before tax	5,071	6,329
Tax expense calculated at 25% (2024: 25%)	1,268	1,582
Tax effects of:		
– expenses not deductible for tax purposes	537	190
– additional deductions for R&D expenditure	(97)	(175)
– tax losses brought forward provided as a deferred tax asset	(277)	–
– deferred tax impact of share options	34	494
– relief for employee share schemes	(492)	(969)
– other	48	47
Measurement of deferred tax – change in UK corporation tax rate	–	6
Total tax charge	1,021	475

6(d) Amounts recognised directly in equity

	2025 £000	2024 £000
<i>Aggregate current and deferred tax arising in the year and not recognised in net profit or loss or other comprehensive income but directly debited or credited to equity:</i>		
Deferred tax: share-based payments	(210)	(362)
	(210)	(362)

7 Financial assets and liabilities

This note provides information about the Group's financial instruments including:

- an overview of all financial instruments held by the Group;
- specific information about each type of financial instrument;
- accounting policies; and
- information about determining the fair value of the instruments including judgements and estimation of uncertainty involved.

Notes to the consolidated financial statements

for the year ended 30 June 2025

7 Financial assets and liabilities continued

The Group holds the following financial instruments:

	Notes	2025 £000	2024 £000
Financial assets			
Financial assets at fair value through other comprehensive income	7(c)	100	72
Financial assets at amortised cost			
• Trade receivables	7(a)	4,753	4,752
• Contract assets	3(c)	365	207
• Other financial assets at amortised cost	7(b)	88	139
• Cash and cash equivalents	7(d)	27,159	34,008
Total financial assets		32,465	39,178
Financial liabilities			
Liabilities at amortised cost			
• Trade and other payables (excluding statutory liabilities)	7(e)	9,931	6,851
• Borrowings	7(f)	–	19
• Lease liabilities	8(b)	1,043	462
Total financial liabilities		10,974	7,332

The Group's exposure to various risks associated with the financial instruments is discussed in note 12. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial asset mentioned above.

7(a) Trade receivables

	2025 £000	2024 £000
Current assets		
Trade receivables	4,862	4,841
Loss allowance (see note 12(c))	(109)	(89)
	4,753	4,752

Classification as trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the purpose of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies and the calculation of the loss allowance are provided below.

Fair values of trade receivables

Due to the short-term nature of the trade receivables, their carrying amount is considered to be the same as their fair value.

Impairment and risk exposure

Information about the impairment of trade receivables and the Group's exposure to credit risk, foreign currency risk and interest rate risk can be found in notes 12(a), 12(b) and 12(c).

7(b) Other financial assets at amortised cost

	2025 £000	2024 £000
Other receivables	88	139
	88	139

Classification as financial assets at amortised cost

The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

Fair values of other financial assets at amortised cost

Due to the short-term nature of the current other receivables, their carrying amount is considered to be the same as their fair value.

Impairment and risk exposure

Information about the impairment of other financial assets amortised at cost can be found in note 12. All amounts due are within one year and are denominated in UK pounds.

7(c) Financial assets at fair value through other comprehensive income

Classification of financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income (FVOCI) comprise equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Group considers this classification to be more relevant. On disposal of these equity investments, any related balance within the FVOCI reserve is reclassified to retained earnings.

Equity investments at fair value through other comprehensive income

	2025 £000	2024 £000
Non-current assets		
<i>Unlisted equity</i>		
Macranet Ltd	100	72

The investment in Macranet Ltd is denominated in sterling (£). It is a provider of social media engagement solutions. During the year the Group invested a further £0.03m in Macranet and the total investment has a historic cost of £0.32m (FY24: £0.29m). The fair value measurement is classified as level 3 in the hierarchy as there is no observable market data. The Company is a minority investor alongside Molten Ventures VCT plc: a quoted venture capital trust. They have established fair value using the Private Equity and Venture Capital Guidelines. In line with this valuation there is no change in the fair value of the investment in the year (2024: £nil).

Notes to the consolidated financial statements

for the year ended 30 June 2025

7 Financial assets and liabilities continued

7(d) Cash and cash equivalents

	2025 £000	2024 £000
Cash at bank and in hand	27,159	34,008
Cash and cash equivalents	27,159	34,008

Classification as cash equivalents

Term deposits are presented as cash equivalents if they have a maturity of three months or less from the date of acquisition and are repayable with 24 hours' notice with no loss of interest.

7(e) Trade and other payables

	2025 £000	2024 £000
<i>Current liabilities</i>		
Trade payables	253	257
Payroll tax and other statutory liabilities	1,336	990
Other payables	9,677	6,594
	11,266	7,841

Trade payables are unsecured and are usually paid within 30 days of recognition. The carrying amounts of the remainder of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

7(f) Borrowings

	2025 Current £000	2025 Non-current £000	2025 Total £000	2024 Current £000	2024 Non-current £000	2024 Total £000
<i>Unsecured</i>						
Bank loans	–	–	–	10	9	19
Total borrowings	–	–	–	10	9	19

7(g) Other payables – deferred and contingent acquisition consideration liabilities

	2025 Current £000	2025 Non-current £000	2025 Total £000	2024 Current £000	2024 Non-current £000	2024 Total £000
Acquisition consideration liabilities	2,558	–	2,558	483	–	483

Movements in deferred and contingent consideration payments liability during the year are set out below:

	2025 £000	2024 £000
Opening balance	483	–
Acquisition of Skore Labs Limited	–	317
Acquisition of Govtech Holdings Limited	848	–
Acquisition of Smart and Easy NV	532	–
Charged/(credited) to profit or loss:		
– post-completion services expense and fair value adjustments	819	156
– unwinding of discount	69	10
– effect of exchange rate	7	–
Amounts paid during the year:		
– Payment for acquisition of subsidiaries	(200)	–
Closing balance	2,558	483

8 Non-financial assets and liabilities

This note provides information about the Group's non-financial assets and liabilities, including:

- specific information about each type of non-financial asset and non-financial liability
 - property, plant and equipment (note 8(a))
 - leases (note 8(b))
 - intangible assets (note 8(c))
 - deferred tax balances (note 8(d))
 - inventories (note 8(e))
 - other current assets (note 8(f))
- accounting policies
- information about any judgements and estimation of the uncertainty involved in the recognition of these.

Notes to the consolidated financial statements

for the year ended 30 June 2025

8 Non-financial assets and liabilities continued

8(a) Property, plant and equipment

	Furniture, fittings and equipment £000	Computer equipment £000	Vehicles £000	Total £000
Cost				
At 1 July 2023	495	1,961	–	2,456
Acquisition of subsidiary	–	2	–	2
Additions	–	252	–	252
Disposals	–	–	–	–
At 30 June 2024	495	2,215	–	2,710
Acquisition of subsidiary	36	–	–	36
Additions	9	213	–	222
Disposals	–	–	–	–
At 30 June 2025	540	2,428	–	2,968
Accumulated depreciation				
At 1 July 2023	308	1,449	–	1,757
Depreciation charge	75	193	–	268
Disposals	–	–	–	–
At 30 June 2024	383	1,642	–	2,025
Depreciation charge	94	236	–	330
Disposals	–	–	–	–
At 30 June 2025	477	1,878	–	2,355
Net book amount				
At 1 July 2023	187	512	–	699
At 30 June 2024	112	573	–	685
At 30 June 2025	63	550	–	613

Depreciation expense of £0.33m (2024: £0.27m) has been charged in 'administrative expenses'.

Vehicles acquired on acquisition of subsidiary had £nil net book value. A subsequent disposal of these resulted in a gain on disposal of £0.02m.

Depreciation methods and useful lives

Depreciation is calculated using the straight-line method to allocate their cost less their residual values over their estimated useful lives, as follows:

- Computer equipment 3–7 years
- Furniture, fittings and equipment 3–7 years.

See note 20(n) for the other accounting policies relevant to property, plant and equipment.

8(b) Leases

This note provides information for leases where the Group is a lessee.

Amounts recognised in the balance sheet

	2025 £000	2024 £000
Right-of-use assets		
Buildings	849	357
	849	357
Lease liabilities		
Current	266	104
Non-current	777	358
	1,043	462

Additions to the right-of-use assets during the year were £0.45m (2024: £0.19m). Right-of-use assets recognised on acquisition of subsidiary during the year were £0.23m (2024: £nil).

Amounts recognised in profit or loss

	2025 £000	2024 £000
Depreciation charge right-of-use assets – Buildings	177	130
Interest expense (including in finance cost)	56	21
Expense relating to short-term leases (included in 'administrative expenses')	–	–
Expense relating to leases of low-value assets that are not shown above as short-term leases (included in 'administrative expenses')	–	–

The total cash outflow for leases in the year was £0.16m (2024: £0.15m).

The Group's leasing activities and how these are accounted for

The Group leases various offices. Rental contracts are typically made for fixed periods of three to seven years. Lease terms are negotiated on an individual basis and contain a range of different terms and conditions.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Notes to the consolidated financial statements

for the year ended 30 June 2025

8 Non-financial assets and liabilities continued

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss, where appropriate. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

Judgement in determining the lease term

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

In determining the lease term, management considers the facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). Factors to consider include: whether there are any significant penalties to terminate (or not extend) or leasehold improvements which are expected to have a significant remaining value; historical lease durations and the costs and business disruption required to replace the leased asset.

As at 30 June 2025, potential future cash outflows of £0.18m (undiscounted) have been included in the lease liability because it is reasonably certain that the leases will be extended (2024: £0.18m).

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

8(c) Intangible assets

	Customer contracts and relationships £000	Brand names £000	Acquired software £000	Goodwill £000	Internally generated software £000	Trademarks and licences £000	Total £000
Cost							
At 1 July 2023	4,448	266	6,718	22,757	15,212	1,366	50,767
Acquisition of subsidiary	170	–	1,120	1,340	–	–	2,630
Additions	–	–	–	–	2,322	–	2,322
At 30 June 2024	4,618	266	7,838	24,097	17,534	1,366	55,719
Acquisition of subsidiary	3,629	300	3,185	9,712	–	5	16,831
Additions	–	–	–	–	3,226	194	3,420
Foreign exchange	–	–	–	–	35	–	35
At 30 June 2025	8,247	566	11,023	33,809	20,795	1,565	76,005
Accumulated amortisation							
At 1 July 2023	4,277	266	4,737	–	9,758	1,276	20,314
Amortisation charge	42	–	539	–	1,177	51	1,809
At 30 June 2024	4,319	266	5,276	–	10,935	1,327	22,123
Amortisation charge	372	50	742	–	1,491	55	2,710
Foreign exchange	–	–	–	–	27	–	27
At 30 June 2025	4,691	316	6,018	–	12,453	1,382	24,860
Net book amount							
At 1 July 2023	171	–	1,981	22,757	5,454	90	30,453
At 30 June 2024	299	–	2,562	24,097	6,599	39	33,596
At 30 June 2025	3,556	250	5,005	33,809	8,342	183	51,145

Amortisation of £2.71m (2024: £1.81m) has been included within 'administrative expenses'.

Amortisation methods and useful lives

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

- Brand names 18 months
- Acquired software 4–15 years
- Customer contracts and relationships 7–13 years
- Internally generated software 4–10 years
- Trademarks and licences 3–10 years.

See note 20(o) for the other accounting policies relevant to intangible assets, and note 20(i) for the Group's policy regarding impairments.

Notes to the consolidated financial statements

for the year ended 30 June 2025

8 Non-financial assets and liabilities continued

Significant estimate – useful lives of acquired intangible assets

These useful lives are based on management's estimates of the period that the assets will generate revenue. These estimates are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the Consolidated Income Statement in specific periods. If the useful life of each acquired intangible asset were reduced by two years, this would result in a £0.31m increase in the amortisation charge for the year.

Significant estimate – internally generated software capitalisation and impairment

During the year the Group capitalised £3.23m (2024: £2.32m) of expenses as internally generated software assets. The Group is required to assess whether expenditure on research and development should be recognised as an internally generated intangible asset on the balance sheet. The recognition criteria include a number of judgements regarding the development's feasibility, the probable future economic benefits and being able to measure reliably the expenditure attributable to the intangible asset during its development. The assessments and estimates used by the Group could have a significant impact on the amount of expenditure capitalised.

Any such assets capitalised are: subject to impairment reviews whenever events or changes in circumstances indicate that the carrying amount may not be recoverable; and are amortised over their useful lives in accordance with the accounting policy stated above. Changes to estimates can result in significant variations in the carrying value and amounts charged to the Consolidated Income Statement in specific periods. The carrying value of capitalised internally generated software amounted to £8.34m (2024: £6.60m).

Impairment tests for goodwill

Goodwill is monitored by management at the level of the operating segment identified in note 2, which is considered to be a single cash-generating unit ("CGU"). Goodwill was tested for impairment on 30 June 2025 following IAS 36 criteria. Management compared the carrying value of the CGU to the value-in-use, to confirm that no impairment of goodwill is necessary, as is shown in the table below:

	Goodwill	Other	Carrying	Value-in-use	Excess	Sensitivity
	£000	CGU assets	value	Value-in-use	value-in-use	%
	£000	£000	£000	£000	£000	
Netcall	33,809	18,798	52,607	103,305	50,698	96%

The sensitivity shows the excess of value-in-use in relation to the carrying value of the CGU. Management is not aware of any probable changes that would require changes in its key estimates that would lead to impairment. The key assumption impacting the value in use is the revenue forecast.

Significant estimate – key assumptions used for value-in-use calculation

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 20(i). The recoverable amount of the CGU was determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on the most recent financial plan approved by the Board for the two years ending 30 June 2027, extended for another two years to 30 June 2029 with average growth rates and a terminal value based on the perpetuity of cash generated with a 1.9% long-term growth rate applied. The forecast and growth assumption for the CGU is based on management's experience and understanding of the marketplace for its software. Forecasts and terminal values were discounted at a pre-tax adjusted discount rate of 15.4% (2024: 14.9%). The pre-tax discount rates are based on the Group's weighted average cost of capital.

8(d) Deferred tax balances

Deferred tax assets

The balance comprises temporary differences attributable to:

	2025 £000	2024 £000
Tax losses	–	282
Share-based payments	335	579
Other	22	15
	357	876

The movement in deferred tax assets during the year was:

	Tax losses £000	Share-based payments £000	Other temporary differences £000	Total £000
Deferred tax assets				
At 1 July 2023	292	1,434	41	1,767
Charged to the income statement	(10)	(493)	(26)	(529)
Credited to equity	–	(362)	–	(362)
At 30 June 2024	282	579	15	876
(Charged)/credited to the income statement	(282)	(34)	7	(309)
Credited to equity	–	(210)	–	(210)
At 30 June 2025	–	335	22	357

See note 6(b) for details of significant estimates relating to tax losses.

Deferred tax liabilities

The balance comprises temporary differences attributable to:

	2025 £000	2024 £000
Acquired intangibles	1,610	480
Internally generated software assets	680	818
Accelerated tax depreciation	96	109
	2,386	1,407

Notes to the consolidated financial statements

for the year ended 30 June 2025

8 Non-financial assets and liabilities continued

The movement in deferred tax liabilities during the year was:

	Accelerated tax depreciation £000	Acquired intangibles £000	Internally generated software assets £000	Total £000
Deferred tax liabilities				
At 1 July 2023	104	228	819	1,151
Acquisition of Skore Labs Limited (note 14)	–	323	–	323
Charged/(credited) to the income statement	5	(71)	(1)	(67)
At 30 June 2024	109	480	818	1,407
Acquisition of Govtech Holdings Limited and Smart and Easy NV (note 14)	8	1,374	–	1,382
Credited to the income statement	(21)	(244)	(138)	(403)
At 30 June 2025	96	1,610	680	2,386

Included within deferred tax liabilities recognised upon the acquisition of Smart and Easy NV is £0.41m relating to a deferred tax asset which has been recognised at the consolidated Group position in accordance with IAS 12 'income taxes', in respect of tax losses not recognised within Smart and Easy NV.

8(e) Inventories

	2025 £000	2024 £000
<i>Current assets</i>		
Goods for resale	23	36

The cost of individual items is determined on first on a first out basis. See note 20(m) for the Group's other accounting policies for inventories.

Inventories recognised as an expense during the year amounted to £0.02m (2024: £0.14m) of which write downs of inventories to net realisable value amounted to £nil (2024: £nil). These were recognised as an expense during the year and included in 'cost of sales'.

8(f) Other current assets

	2025 £000	2024 £000
Prepayments	2,798	2,313
	2,798	2,313

9 Equity

9(a) Share capital and premium

	Number of shares	Ordinary shares £000	Share premium £000	Total £000
At 1 July 2023	162,156,838	8,108	5,574	13,682
Employee share schemes issue (note 18(a))	4,620,162	231	–	231
At 30 June 2024	166,777,000	8,339	5,574	13,913
Employee share schemes issue (note 18(a))	1,862,078	93	–	93
At 30 June 2025	168,639,078	8,432	5,574	14,006

Share capital

Share capital represents the nominal value of equity shares and comprises ordinary shares with a par value of 5 pence. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote. All issued shares are fully paid.

The Company purchased none of its own shares during the year (2024: nil). The total number of ordinary shares held in Treasury at the end of the year was 1,869,181 (2024: 1,869,181), the value of which is included within a Treasury Reserve (see note 9(c)).

Information relating to the share options, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the year, is set out in note 18.

Share premium

Share premium represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issue.

9(b) Other equity

	Merger reserve £000	Capital reserve £000	Total £000
At 1 July 2023, 30 June 2024 and 30 June 2025	4,712	188	4,900

Merger reserve

Merger reserve includes the premium arising on the fair values ascribed to shares issued in the course of business combinations where over 90% of the issued share capital of the acquiree is acquired by the Company.

Capital reserve

Capital reserve represents amounts set aside following a capital reduction scheme.

Notes to the consolidated financial statements

for the year ended 30 June 2025

9 Equity continued

9(c) Other reserves

The table below shows a breakdown of the balance sheet line item 'other reserves' and the movements in these reserves during the year. A description and purpose of each reserve is provided below the table.

	Treasury shares £000	Share option reserve £000	Foreign currency translation £000	Financial assets at FVOCI £000	Total £000
At 1 July 2023	(419)	3,698	(7)	(216)	3,056
Increase in equity reserve in relation to options issued	–	740	–	–	740
Tax credit relating to share options	–	(362)	–	–	(362)
Reclassification following exercise or lapse of options	–	(3,026)	–	–	(3,026)
Exchange differences arising on translation of foreign operations	–	–	(5)	–	(5)
At 30 June 2024	(419)	1,050	(12)	(216)	403
Increase in equity reserve in relation to options issued	–	991	–	–	991
Tax credit relating to share options	–	(210)	–	–	(210)
Reclassification following exercise or lapse of options	–	(250)	–	–	(250)
Exchange differences arising on translation of foreign operations	–	–	35	–	35
At 30 June 2025	(419)	1,581	23	(216)	969

Treasury shares

Treasury shares represent shares in Netcall plc purchased and retained by it.

Share option reserve

Share option reserve represents accumulated equity-settled share-based payment expenses and related deferred tax until such share options are exercised or lapse. On exercise or lapse of options the associated amount of the share option reserve is transferred from the share option reserve to retained earnings.

Foreign currency translation

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income as described in note 20(d) and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

Financial asset at FVOCI

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the financial assets FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

10 Net funds reconciliation

This section sets out an analysis of net funds and the movements in net funds for each year presented.

10(a) Net funds

	2025 £000	2024 £000
Cash and cash equivalents	27,159	34,008
Borrowings – fixed interest	–	(19)
Lease liabilities	(1,043)	(462)
Net funds	26,116	33,527

10(b) Movements in net funds

	Cash and cash equivalents £000	Borrowings £000	Lease liabilities £000	Total £000
At 1 July 2023	24,753	–	(405)	24,348
Cash flows	9,258	–	152	9,410
Unwinding of discount (note 8(b))	–	–	(21)	(21)
Foreign exchange adjustments	(3)	–	–	(3)
Other changes	–	(19)	(188)	(207)
At 30 June 2024	34,008	(19)	(462)	33,527
Cash flows	(6,881)	19	163	(6,699)
Unwinding of discount (note 8(b))	–	–	(56)	(56)
Foreign exchange adjustments	32	–	–	32
Other changes	–	–	(688)	(688)
At 30 June 2025	27,159	–	(1,043)	26,116

Other changes of £0.69m in the year include £0.45m of additions to lease liabilities and £0.23m of lease liabilities recognised on acquisition of a subsidiary.

Notes to the consolidated financial statements

for the year ended 30 June 2025

11 Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Detailed information about each of these estimates and judgements is included in other notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving significant judgement or estimate are:

- Recognition of revenue and allocation of transaction price – note 3
- Estimation of current tax payable and current tax expense – note 6
- Recognition of deferred tax assets for carried forward tax losses – note 6(b)
- Estimation of useful life of intangible assets – note 8(c)
- Estimated impairment of internally generated software assets – note 8(c)
- Estimated recoverable value of goodwill – note 8(c)
- Estimation of the fair value of consideration transferred and assets acquired – note 14(c)
- Estimation of the share-based payment expense – note 18(c)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

12 Financial risk management

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context.

The Board has overall responsibility for the determination of the Group's financial risk management objectives and policies and, while retaining ultimate responsibility for them, it has delegated the authority for designing, operating and reporting thereof to the Group's finance function. The overall objective is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below.

The principal financial instruments used by the Group are bank deposits, trade receivables, other financial assets at amortised cost, trade payables, and other payables that arise directly from its operations and borrowings. The main purpose of these financial instruments is to provide finance for the Group's operations. The main risks arising from these financial instruments are: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

12(a) Market risk – foreign currency

The Group conducts some trade in Euros and US dollars and therefore holds a small amount of cash and trade balances in these currencies, as set out below:

	US dollar £000	Euro £000	Total £000
At 30 June 2025			
Trade receivables	116	142	258
Contract assets	–	7	7
Other financial assets at amortised cost	6	8	14
Cash and cash equivalents	3,632	664	4,296
Trade and other payables (excluding statutory liabilities)	(122)	(1,110)	(1,232)
	3,632	(289)	3,343
At 30 June 2024			
Trade receivables	71	–	71
Contract assets	56	–	56
Other financial assets at amortised cost	–	1	1
Cash and cash equivalents	1,945	54	1,999
Trade and other payables (excluding statutory liabilities)	(170)	(47)	(217)
	1,902	8	1,910

The Group does not consider there to be a material foreign exchange risk in relation to the financial instruments that it holds. A 10% movement in the exchange rate between sterling and the Euro or US dollar would not have a material effect on the foreign currency financial instruments of the Group.

12(b) Market risk – interest rate

The Group has no borrowings. Therefore, the Group's interest rate risk arises principally from bank deposits. The Group manages its cash held on deposit to gain reasonable interest rates whilst maintaining sufficient liquidity to support the Group's strategy by placing a proportion of cash into short-term treasury deposits and retaining the balance in current accounts. The average interest rate gained on cash held during the year was 2.33% (2024: 3.40%). A 1% movement in interest rates would impact upon equity and net profit by approximately £0.18m (2024: £0.21m).

12(c) Credit risk

The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, which are principally cash and cash equivalents, trade receivables and contract assets.

Cash and cash equivalents are held at banks with good independent credit ratings in accordance with the Group treasury policy.

The Group is mainly exposed to credit risk from credit sales. It is Group policy to assess the credit risk of new customers before entering contracts and actively manage the collections process. Historically, bad debts across the Group have been low and management are not aware of any future economic conditions that are expected to materially change the level of bad debt across the Group. The concentration of credit risk is limited due to the large and unrelated customer base comprising mainly blue-chip companies and public sector organisations.

The Group's management considers that its financial assets that are not impaired or past due for each of the reporting dates under review are of good credit quality. All receivables are subject to regular review to ensure that they are recoverable and any issues identified as early as possible.

Notes to the consolidated financial statements

for the year ended 30 June 2025

12 Financial risk management continued

Impairment

The Group's financial assets that are subject to the expected credit loss model are trade receivables from contracts with customers and contract assets. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

The payment profiles and historical credit losses experienced over a period of three years to 30 June 2025 have been reviewed and, as incidence of credit losses, are very low; a single-loss rate has been applied to trade receivables from contracts. Contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

On that basis, the loss allowance for both trade receivables and contract assets is:

	2025 £000	2024 £000
Expected loss rate	2.1%	1.8%
Gross carrying amount – trade receivables	4,862	4,841
Gross carrying amount – contract assets	367	208
Loss allowance	111	90

The closing loss allowances for trade receivables and contract assets as at 30 June 2025 reconcile to the opening balance as follows:

	Contract assets		Trade receivables	
	2025 £000	2024 £000	2025 £000	2024 £000
At 1 July	1	3	88	88
Increase in loss allowance recognised in profit or loss during the year	1	–	49	29
Receivables written off during the year as uncollectible	–	–	(28)	–
Unused amounts reversed	–	(2)	–	(29)
At 30 June	2	1	109	88

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 120 days past the due date.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

12(d) Liquidity risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Board reviews an annual 12-month financial projection as well as information regarding cash balances on a monthly basis. At the balance sheet date, liquidity risk was considered to be low given the fact the Group is cash generative, has no borrowings, and cash and cash equivalents are considered to be at acceptable levels.

The Group's financial liabilities have contractual maturities as summarised below:

	Less than 6 months £000	6 to 12 months £000	Between 1 and 2 years £000	Between 2 and 5 years £000	Over 5 years £000	Total contractual cash flows £000	Carrying value £000
At 30 June 2025							
Trade and other payables ⁽¹⁾	9,476	506	–	–	–	9,982	9,931
Lease liabilities	78	221	207	599	47	1,152	1,043
	9,554	727	207	599	47	11,134	10,974
At 30 June 2024							
Trade and other payables ⁽¹⁾	6,372	486	–	–	–	6,858	6,851
Borrowings	5	5	10	–	–	20	19
Lease liabilities	68	111	197	137	34	547	462
	6,445	602	207	137	34	7,425	7,332

⁽¹⁾ Excluding payroll taxes and other statutory liabilities.

13 Capital management

13(a) Risk management

The Group's primary objective is to ensure its continued ability to provide a consistent return for its equity shareholders through a combination of capital growth and dividends. An analysis of net capital is set out in the table below:

	2025 £000	2024 £000
Net funds ⁽¹⁾	26,116	33,527
Equity attributable to owners of the Parent Company	43,985	40,497
Net capital	17,869	6,970

⁽¹⁾ Refer to disclosure in note 10(a).

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, or issue new shares or debt.

Notes to the consolidated financial statements

for the year ended 30 June 2025

13 Capital management continued

13(b) Dividends

	Paid	Pence per share	Cash flow statement (£000)	Statement of changes in equity (£000)	Balance sheet (£000)
Year to June 2025					
Final ordinary dividend for the year to June 2024	7/2/25	0.89p	1,470	1,470	–
			1,470	1,470	–
Year to June 2024					
Final ordinary dividend for the year to June 2023	9/2/24	0.83p	1,338	1,338	–
			1,338	1,338	–

It is proposed that this year's final ordinary dividend of 0.94 pence per share will be paid to shareholders on 9 February 2026. Netcall plc shares will trade ex-dividend from 29 December 2025 and the record date will be 30 December 2025. The estimated amount payable is £1.57m. The proposed final dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

14 Business combinations

14(a) Acquisition of Govtech Holdings Limited

On 6 August 2024, the Company acquired 100% of the issued share capital of Govtech Holdings Limited ('Govtech'), a provider of digital process automation solutions.

On acquisition of a business, IFRS 3 'Business Combinations' requires the Group to assess the fair value of the consideration transferred and the fair value of the assets acquired.

The fair value of the consideration transferred is:

	£000
Initial cash consideration	9,150
Deferred cash consideration	433
Contingent cash consideration	415
Contingent share consideration	11
	10,009

The consideration for the transaction comprised:

- Cash consideration of £9.15m paid on completion;
- Deferred cash consideration of £0.45m (undiscounted) payable and paid in August 2025; and
- Contingent consideration of up to £2.73m in cash and £0.67m in Netcall shares, payable upon achievement of specific performance targets within the two-year period following the completion date. As the arrangement requires on-going provision of services to the Group by a number of the previous shareholders of Govtech then: the cash components will be recognised in the income statement as services are rendered, in line with the requirements of IAS 19 'Employee benefits'; and the share components will be recognised in the income statement based on the volume of shares that are ultimately expected to vest, in line with the requirements of IFRS 2 'share-based payments'.

The fair value of assets and liabilities recognised as a result of the acquisition are as follows:

	£000
Intangible assets – Proprietary software	1,200
Intangible assets – Customer relationships	3,350
Intangible assets – Brand	300
Property, plant and equipment	35
Right-of-use assets	225
Other current assets	433
Trade receivables	561
Cash and cash equivalents	1,689
Trade and other payables	(575)
Contract liabilities	(2,225)
Lease liabilities – Current liabilities	(27)
Lease liabilities – Non-current liabilities	(207)
Deferred tax liabilities	(1,221)
Net identifiable assets acquired	3,538
Goodwill	6,471
Net assets acquired	10,009

The goodwill recognised is attributable to the future economic benefits expected to be obtained from the integration of Govtech's solutions into the Liberty product and to the workforce.

Subsequent to the date of acquisition, Govtech generated £3.72m of revenue and profit after tax of £0.79m during the reporting period, which is included within the Consolidated Income Statement. If the acquisition had occurred at the beginning of the reporting period, Govtech would have generated £3.94m of revenue and a £0.43m profit after tax.

During the year, the post-completion services expense recognised in relation to contingent consideration required to be settled in cash was £0.50m. This has been included within 'Post-completion services' in the income statement. The post-completion services expense recognised in relation to contingent consideration required to be settled in equity was £0.10m. This has been included within 'Share-based payments' in the income statement.

During the year, an expense of £0.02m has been recognised in relation to the unwinding of discounting on contingent consideration payable in cash and an expense of £0.02m in relation to the unwinding of discount on deferred consideration. The deferred consideration balance is included within 'Other liabilities'.

The cash outflow as a result of the transaction is as follows:

	£000
Initial cash consideration	9,150
Less: cash acquired	(1,689)
Net cash outflow from investing activities	7,461

Notes to the consolidated financial statements

for the year ended 30 June 2025

14 Business combinations continued

14(b) Acquisition of Smart & Easy NV

On 13 September 2024, the Company acquired 100% of the issued share capital of Smart & Easy NV (trading as 'Parble'), a provider of digital process automation solutions.

On acquisition of a business, IFRS 3 'Business Combinations' requires the Group to assess the fair value of the consideration transferred and the fair value of the assets acquired.

The fair value of the consideration transferred is:

	£000
Initial cash consideration	3,489
Deferred cash consideration	490
Contingent cash consideration	42
Contingent share consideration	67
	4,088

The consideration for the transaction comprised:

- Cash consideration of €4.13m (£3.49m) paid on completion. Additionally, €1.01m (£0.86m) in net debt was assumed and repaid at completion;
- Deferred cash consideration of €0.60m (undiscounted) (£0.51m) payable and paid in September 2025; and
- Contingent consideration of up to €2.00m (£1.69m) in cash and €2.00m (£1.69m) in Netcall shares, payable upon achievement of specific performance targets within the three-year period following the completion date. As the arrangement requires on-going provision of services to the Group by a number of the previous shareholders of Parble then: the cash components will be recognised in the income statement as services are rendered, in line with the requirements of IAS 19 'Employee benefits'; and the share components will be recognised in the income statement based on the volume of shares that are ultimately expected to vest, in line with the requirements of IFRS 2 'share-based payments'.

The fair value of assets and liabilities recognised as a result of the acquisition is as follows:

	£000
Intangible assets – Proprietary software	1,985
Intangible assets – Customer relationships	279
Property, plant and equipment	3
Other current assets	24
Trade receivables	35
Contract assets	40
Cash and cash equivalents	481
Trade and other payables	(333)
Contract liabilities	(168)
Borrowings	(1,338)
Deferred tax liabilities	(161)
Net identifiable assets acquired	847
Goodwill	3,241
Net assets acquired	4,088

The goodwill recognised is attributable to the future economic benefits expected to be obtained from the integration of Parble's digital process automation solutions into the Liberty product and to the workforce.

Subsequent to the date of acquisition, Parble generated £1.18m of revenue and profit after tax of £0.35m during the reporting period, which is included within the Consolidated Income Statement. If the acquisition had occurred at the beginning of the reporting period, Parble would have generated £1.49m of revenue and a £0.26m loss after tax.

During the year, the post-completion services expense recognised in relation to contingent consideration required to be settled in cash was £0.14m. This has been included within 'Post-completion services' in the income statement. The post-completion services expense recognised in relation to contingent consideration required to be settled in equity was £0.11m. This has been included within 'Share-based payments' in the income statement.

During the year, an expense of £0.01m has been recognised in relation to the unwinding of discounting on contingent consideration payable in cash and an expense of £0.01m in relation to the unwinding of discount on deferred consideration. The deferred consideration balance is included within 'Other liabilities'.

The cash outflow as a result of the transaction is as follows:

	£000
Initial cash consideration	3,489
Less: cash acquired	(481)
Add: debt assumed and repaid in full at completion	1,338
Net cash outflow from investing activities	4,346

Acquisition payments

Total cash outflow relating to acquisition in the year was:

	£000
Payments for acquisition of subsidiaries, net of cash acquired/debt assumed	12,007
Non-recurring transaction fees	229
Payment of pre-acquisition tax and other payables	266
Total net cash outflow	12,502

14(c) Significant estimate – business combinations

The Group is required to make accounting estimates in ascertaining the fair value of the intangible assets acquired and the fair value of the consideration transferred as part of the business combination. In performing this assessment, the Group has used judgement in selecting appropriate valuation models and preparing the forecasts used in those models, including the discount rates applied. As part of this exercise, the Group was required to make significant estimates in determining the fair value of the shares expected to be issued under the contingent payment arrangement, using the Binomial option valuation method.

The significant inputs into the model used for the assessment of the acquisition of Govtech Holdings Limited were the mid-market share price of 91.5p at the grant date, volatility of 30%, dividend yield of 0.91%, an expected option life of 2.1 years, and annual risk-free interest rates between 3.89% and 4.2%.

The significant inputs into the model used for the assessment of the acquisition of Smart & Easy NV were the mid-market share price of 87.5p at the grant date, volatility of 30%, dividend yield of 0.95%, an expected option life of 3.1 years, and annual risk-free interest rates between 3.55% and 4.02%.

The range of outcomes and assumptions used to develop these estimates are re-assessed at each reporting period and any changes reflected in the income statement.

Notes to the consolidated financial statements

for the year ended 30 June 2025

15 Interests in other entities

Company name	Country of incorporation	Nature of business	Proportion of ordinary shares held by Parent Company	Proportion of ordinary shares held by the Group
Netcall Technology Limited (formerly Netcall Telecom Limited)	UK ⁽¹⁾	Software & services	0%	100%
Netcall Systems Limited (formerly MatsSoft Limited)	UK ⁽¹⁾	Software & services	100%	0%
MatsSoft Limited (formerly MatsSoft Holdings Limited)	UK ⁽¹⁾	Intermediate holding company	0%	100%
Netcall Systems, Inc. (formerly MatsSoft, Inc.)	USA ⁽²⁾	Software & services	0%	100%
Oakwood Technologies B.V.	Belgium ⁽³⁾	Software & services	100%	0%
Skore Labs Limited	UK ⁽¹⁾	Software & services	100%	0%
Govtech Holdings Limited	UK ⁽¹⁾	Intermediate holding company	100%	0%
Govtech Solutions Limited	UK ⁽¹⁾	Software & services	0%	100%
Smart and Easy NV	Belgium ⁽³⁾	Software & services	100%	0%
Telephonetics Limited	UK ⁽¹⁾	Intermediate holding company	100%	0%
Serengeti Systems Limited	UK ⁽¹⁾	Dormant company	100%	0%
Datadialogs Limited	UK ⁽¹⁾	Dormant company	0%	100%
Netcall Telecom, Inc.	USA ⁽¹⁾	Dormant company	100%	0%
Zelliant Limited (formerly Netcall Telecom Europe Limited)	UK ⁽¹⁾	Dormant company	100%	0%
Netcall UK Limited	UK ⁽¹⁾	Dormant company	100%	0%
Q-Max Systems Limited	UK ⁽¹⁾	Dormant company	100%	0%
Voice Integrated Products Limited	UK ⁽¹⁾	Dormant company	0%	100%

⁽¹⁾ The registered office is Suite 203, Bedford Heights, Brickhill Drive, Bedford, MK41 7PH, UK.

⁽²⁾ The registered office is 100 E Pierce Road, Suite 100, Itasca, Illinois, 60143, USA.

⁽³⁾ The registered office is Botanic Tower - 6th floor Boulevard Saint-Lazare, 4-10, 1210 Brussels, Belgium.

All subsidiary undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the Parent Company does not differ from the proportion of ordinary shares held.

16 Post-balance sheet events

16(a) Dividend

The Board recommended a final dividend for the year ended 30 June 2025 on 7 October 2025. See note 13(b) for details.

17 Related-party transactions

Netcall plc is the parent and ultimate controlling Company of the Group.

17(a) Sale and purchase of goods and services

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are therefore not disclosed.

17(b) Key management compensation

Key management is the Executive and Non-Executive Directors of the Company. The compensation paid or payable to key management for employee services is shown below:

	2025 £000	2024 £000
Salaries and other short-term employee benefits	1,771	2,172
Termination arrangements	–	98
Company contributions to money purchase pension schemes	34	41
Share-based payments	323	547
Total	2,128	2,858

17(c) Directors

	2025 £000	2024 £000
Aggregate emoluments	1,463	1,701
Company contributions to money purchase pension schemes	34	41
Total	1,497	1,742

Details of individual Director's emoluments are set out on page 28 of the Directors' remuneration report which includes gains made on the exercise of share options during the year.

The highest paid Director was paid £742,000 (2024: £638,000) and gained £nil on the exercise of share options in the year (2024: £649,000). Personal pension contributions paid to the highest paid Director were £10,000 (2024: £10,000).

The Directors received dividend payments as follows:

	2025 £000	2024 £000
Executive Directors		
James Ormondroyd ⁽²⁾	28	23
Non-Executive Directors		
Henrik Bang ⁽¹⁾	55	47
Michael Jackson ⁽³⁾	14	16
Michael Neville	–	3

⁽¹⁾ Including dividends received by Henrik Bang's pension schemes and shares held jointly with his spouse.

⁽²⁾ Including dividends received by James Ormondroyd's spouse.

⁽³⁾ Including dividends received by shares held by Michael Jackson and Richard Jackson as trustees of the W&E Jackson Trust whose beneficiaries are the children and remoter issue of Michael Jackson.

Notes to the consolidated financial statements

for the year ended 30 June 2025

18 Share-based payments

18(a) Employee share options

The Company operates a number of employee share option plans to provide long-term incentives for senior managers (including Directors) and certain employees. Below is a summary of current plans:

- In November 2015 and October 2016, the Company granted a number of Unapproved Share Options ('Unapproved'). These options are granted at an exercise price of nil pence. Options are conditional on the employee being in employment in two years from grant; and, having made suitable arrangements with the Company for payment of any income tax or employee national insurance arising as a result of the award.
- In August 2017 the Company granted a number of Unapproved Share Options ('Unapproved 2'). These options are granted at an exercise price of 5 pence. Options are conditional on certain vesting criteria including achievement of the Netcall Systems Limited (formerly: MatsSoft Ltd) contingent consideration targets; the employee being in employment at exercise and having made suitable arrangements with the Company for payment of any income tax or employee national insurance arising as a result of the award. The options have a contractual option term of ten years; and once vested up to 100% of the options awarded may be exercised.
- In November 2017 the Company granted a number of Unapproved Share Options ('Unapproved 3'). These options are granted at an exercise price of nil pence. Options are conditional on the employee being in employment three years from grant; and, having made suitable arrangements with the Company for payment of any income tax or employee national insurance arising as a result of the award.
- In July and November 2019, the Company granted a number of both EMI and Unapproved Share Options ('LTIP3'). Options are granted at an exercise price of 5 pence. The vesting period is from the date of grant to 30 June 2023 and the options are conditional on certain vesting criteria including: achievement of the Company's ordinary share price up to £1.20 in the period from the date of grant up to June 2023; and, the option holder being in employment at the date the option is exercised. Once vested, up to one third of the options awarded may be exercised from and after July 2021 and the remaining vested awards may be exercised one half from each of July 2022 and July 2023; and, having made suitable arrangements with the Company for payment of any income tax or employee national insurance arising as a result of the award. In May 2024, the Company agreed to extend the exercise period from 30 June 2024 to 30 June 2025, and in May 2025, the Company agreed to extend the exercise period by a further year to 30 June 2026.
- In December 2024 the Company granted an additional Long-Term Incentive Plan ('LTIP4'). The options are granted at an exercise price of 5 pence. The vesting period is from the date of grant for five years and the options are conditional on certain vesting criteria including: achievement of the Company's ordinary share price up to £2.40 in the period from the date of grant up to five years from the date of grant; and, the option holder being in employment at the date the option is exercised.
- In December 2024 the Company launched a Save As You Earn scheme ('SAYE') for eligible UK employees. Awards were granted at a 20% discount to the closing mid-market share price the day before invitations were sent to participants. The scheme runs for three years from the date of grant, and awards vest at the end of the term subject to the award holder being in employment at the date the scheme ends.

Options are granted under the plans for no consideration and carry no dividend or voting rights.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2025 Weighted average exercise price in pence per share	2025 Options (thousand)	2024 Weighted average exercise price in pence per share	2024 Options (thousand)
At 1 July	4.9	2,801	5.0	9,547
Granted	10.8	13,456	–	–
Exercised	5.0	(1,862)	5.0	(4,620)
Lapsed	–	–	5.0	(39)
Forfeited	–	–	5.0	(2,087)
At 30 June	10.4	14,395	4.9	2,801

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Scheme	Exercise price in pence per share	Options (thousands)	
				2025	2024
March 2015	March 2025	LTIP2	5.0	–	27
November 2015	November 2025	LTIP2	5.0	53	132
November 2015	November 2025	Unapproved	0.0	48	48
October 2016	October 2026	Unapproved	0.0	19	19
August 2017	August 2027	Unapproved 2	5.0	158	158
November 2017	November 2027	Unapproved 3	5.0	90	117
December 2018	December 2025	Unapproved 3	5.0	75	141
July 2019	June 2025	LTIP3	5.0	368	1,852
November 2019	June 2025	LTIP3	5.0	128	307
December 2024	December 2031	LTIP4	5.0	12,367	–
December 2024	December 2031	SAYE	79.6	1,050	–
April 2025	June 2032	LTIP4	5.0	39	–
				14,395	2,801

At 30 June 2024, out of the 14,394,730 outstanding options (2024: 2,800,509 options), 938,431 options (2024: 2,800,509) were exercisable. The weighted average exercise price for options exercisable at the year-end was 4.6 pence (2024: 4.9 pence). The weighted average remaining contractual life for options exercisable at the year-end was 6.2 years (2024: 1.1 years).

Options exercised in the year resulted in 1,862,078 shares (2024: 4,620,162) being issued at a weighted average price of 5.0 pence each (2024: 5.0 pence). The related average weighted share price at the time of exercise was 110.7 pence per share (2024: 88.9 pence per share).

Notes to the consolidated financial statements

for the year ended 30 June 2025

18 Share-based payments *continued*

The fair values of options granted during the year were determined using a Black-Scholes model (SAYE) or a variation of the binomial option pricing model that takes into account factors specific to the share incentive plans, such as the vesting period. The following principal assumptions were used in the valuation:

	LTIP 4				SAYE
	December 2024	December 2024	December 2024	April 2025	December 2024
Grant date	18 December 2024	24 December 2024	31 December 2024	14 April 2025	31 December 2024
Vesting period ends	18 December 2029	24 December 2029	31 December 2029	14 April 2025	31 December 2027
Share at price of grant (£)	£1.02	£1.06	£1.09	£1.08	£1.07
Volatility	33%	33%	33%	33%	34%
Dividend yield	0.88%	0.84%	0.82%	0.82%	0.89%
Risk-free investment rate	4.39%	4.38%	4.38%	4.38%	4.60%
Fair value per option at grant date (£)	£0.56	£0.62	£0.68	£0.68	£0.42
Exercise price at date of grant (pence)	5.0	5.0	5.0	5.0	79.6
Exercisable from/to	17 December 2026/ 17 June 2032	23 December 2026/ 23 June 2032	30 December 2026/ 30 June 2032	13 April 2027/ 13 October 2032	31 December 2027/ 30 June 2028
Weighted average remaining contractual life	5.5 years	5.5 years	5.5 years	5.5 years	0.5 years

See note 18(c) for the total expense recognised in the income statement for share options granted to Directors and employees (including associated national insurance).

18(b) Other share agreements

The contingent consideration arrangements in relation to the acquisition of Skore Labs Limited, Govtech Holdings Limited and Smart and Easy NV include amounts payable in shares. These are detailed in note 14.

18(c) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the year as part of employee benefit expense and acquisition-related services were as follows:

	Notes	2025 £000	2024 £000
Share-based payment charge	18(a), 18(b)	929	651
		929	651

19 Earnings per share

19(a) Basic and diluted

The basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year, excluding those held in Treasury.

	2025	2024
Net profit attributable to ordinary shareholders (£000)	4,050	5,854
Weighted average number of ordinary shares in issue (thousands)	165,473	162,293
Basic earnings per share (pence)	2.45	3.61

The diluted earnings per share has been calculated by dividing the net profit attributable to ordinary shareholders by the weighted average number of shares in issue during the year, adjusted for potentially dilutive shares that are not anti-dilutive.

	2025	2024
Weighted average number of ordinary shares in issue (thousands)	165,473	162,293
Adjustments for share options (thousands)	2,397	7,021
Weighted average number of ordinary shares and potential ordinary shares in issue (thousands)	167,870	169,314
Diluted earnings per share (pence)	2.41	3.46

19(b) Adjusted basic and diluted

Adjusted earnings per share have been calculated to exclude the effect of acquisition, contingent consideration and reorganisation costs, share-based payment charges, amortisation of acquired intangible assets and with a normalised rate of tax. The Board believes this gives a better view of on-going maintainable earnings. The table below sets out a reconciliation of the earnings used for the calculation of earnings per share to that used in the calculation of adjusted earnings per share:

	2025 £000	2024 £000
Profit used for calculation of basic and diluted earnings per share	4,050	5,854
Share-based payments	929	651
Post-completion services	819	156
Non-recurring transaction costs	229	–
Amortisation of acquired intangible assets	1,164	581
Unwinding of discount – contingent consideration	69	10
Tax effect of adjustments	(1,049)	(1,457)
Profit used for calculation of adjusted basic and diluted earnings per share	6,211	5,795

	2025 Pence	2024 Pence
Adjusted basic earnings per share	3.75	3.57
Adjusted diluted earnings per share	3.70	3.42

Notes to the consolidated financial statements

for the year ended 30 June 2025

20 Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of Netcall plc and its subsidiaries.

20(a) Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with UK-adopted international accounting standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The consolidated financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities are measured at fair value.

Going concern

As a result of the level of cash generated from operating activities, the Group has maintained a healthy liquidity position as shown on the Consolidated Balance Sheet. The Board has carried out a going concern review and concluded that the Group has adequate cash to continue in operational existence for the foreseeable future. To support this the Directors have prepared cash flow forecasts for a period in excess of 12 months from the date of approving the financial statements. When preparing the cash flow forecasts the Directors have reviewed a number of scenarios, including the severe yet plausible downside scenario, with respect to levels of new business and client retention. In all scenarios the Directors were able to conclude that the Group has adequate cash to continue in operational existence for the foreseeable future.

Standards and interpretations not yet applied by the Group

Certain new standards and interpretations have been published that are not mandatory for 30 June 2025 reporting periods and have not been adopted early. These standards are not expected to have a material impact on the Group's consolidated results or financial position.

20(b) Principles of consolidation and equity accounting

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations, see note 20(h), except for Netcall UK Limited where goodwill recognised in relation to business combinations prior to the date of transition to IFRS was not restated in accordance with the requirements of IFRS 1.

Inter-Company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised gains and losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Where a Group company has acquired an investment in a subsidiary undertaking and applies merger relief, under section 612 of the Companies Act 2006, the difference between the nominal value and fair value of the shares issued is credited to the merger reserve.

20(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Board.

20(d) Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in sterling (£), which is the Company's functional and the Group's presentational currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to cash are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within 'other gains – net'.

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

20(e) Revenue

The accounting policies for the Group's revenue from contracts with customers is explained in note 3(f).

20(f) Current and deferred taxation

The tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Notes to the consolidated financial statements

for the year ended 30 June 2025

20 Summary of significant accounting policies *continued*

20(g) Leases

Leases are recognised as a right-of-use asset with a corresponding liability at the date at which the lease asset is available for use by the Group. See note 8(b) for further information about the Group's accounting for leases.

20(h) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity, over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase. Goodwill written off to reserves prior to date of transition to IFRS remains in reserves. There is no reinstatement of goodwill that was amortised prior to transition to IFRS. Goodwill previously written off to reserves is not written back to profit or loss on subsequent disposal.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently re-measured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date. Any gains or losses arising from such re-measurement are recognised in profit or loss.

20(i) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life and intangible assets not yet available for use are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows, which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

20(j) Financial instruments

The Group's financial instruments comprise cash and various items such as trade receivables and trade payables that arise directly from its operations. Interest charges associated with financial liabilities are dealt with as part of finance expenses.

Financial assets

The Group's financial assets are trade receivables and other financial assets carried at amortised cost. These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. They arise principally through the provision of services to customers (trade receivables), but also incorporate other types of contractual monetary asset such as deposits, for example on rental property, which are contractually recoverable. They are initially recognised at fair value and subsequently carried at amortised cost. Unless otherwise indicated, the carrying amounts of the Group's financial assets are a reasonable approximation of their fair values.

Financial assets at fair value through other comprehensive income (FVOCI) comprise equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Group considers this classification to be more relevant. On disposal of these equity investments, any related balance within the FVOCI reserve is reclassified to retained earnings.

Financial liabilities

The Group's financial liabilities are trade payables and other financial liabilities. These liabilities are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method. Unless otherwise indicated, the carrying amounts of the Group's financial liabilities are a reasonable approximation of their fair values.

Share capital

Financial instruments issued by the Group are treated as equity only to the extent that they do not meet the definition of a financial liability. The Group's ordinary shares are classified as equity instruments.

Further information on the Group's financial instruments can be found in note 7 and note 12.

20(k) Cash and cash equivalents

A definition of cash and cash equivalents is set out in note 7(d).

20(l) Trade receivables

Trade receivables are recognised initially at the transaction price as determined in accordance with IFRS 15 and subsequently measured at amortised cost using the effective interest method, less provision for impairments. See note 7(a) for further information about the Group's accounting for trade receivables and for a description of the Group's impairment policies.

20(m) Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of finished goods and work-in-progress comprises computer hardware and software, direct labour, other direct costs and relevant production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. See note 8(e) for further information.

20(n) Property, plant and equipment

Property, plant and equipment is stated at historical cost, net of depreciation and any provision for impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss in the financial period in which they are incurred.

The depreciation methods and periods used by the Group are disclosed in note 8(a).

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 20(i)).

Gain and loss on disposal of an asset is determined by comparing the proceeds with the carrying amount and are recognised within 'Other gains/(losses) – net' in the income statement.

Notes to the consolidated financial statements

for the year ended 30 June 2025

20(o) Intangible assets

Goodwill

Goodwill is measured as described in note 20(h). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (note 2).

Customer contracts and relationships, brand names, acquired software, trademarks and licences ('other intangible assets')

Separately acquired other intangible assets are shown at historical cost. Other intangible assets acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses. The amortisation methods and periods used by the Group are disclosed in note 8(c).

Internally generated software costs

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Internally generated software development costs recognised as assets are carried at cost less amortisation, and amortised from the point at which the asset is ready to use. The amortisation methods and periods used by the Group are disclosed in note 8(c).

20(p) Trade payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

20(q) Borrowings

Borrowings are initially recognised at fair value. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds and the redemption amount is recognised in profit or loss over the period of the 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 there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of any option agreement connected to borrowings is determined using the Binomial Method and recorded in shareholders' equity, the remainder of the proceeds is allocated to borrowings.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

20(r) Provisions

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

20(s) Employee benefits–pensions

Contributions to the Group's defined contribution pension scheme and employees' personal pension plans are charged to the income statement as employee benefit expenses when they are due. The Group has no further payment obligation once the contributions have been paid.

20(t) Share-based payments

The Group operates a number of share schemes under which it makes equity-settled share-based payments to certain employees. The fair value of employee services received in exchange for the grant of the options is recognised as an expense and a credit to the employee share scheme reserve. The total amount to be expensed is determined by reference to the fair value of the options granted: including any market performance conditions and any non-vesting conditions but excluding the impact of any service and non-market performance vesting conditions (for example profitability targets and remaining an employee of the Group for a specified period).

Non-market conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are satisfied. At each balance sheet date, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Where the Group is obliged to pay employer's National Insurance contributions on the difference between the market value of the underlying shares and their exercise price when the options are exercised a liability is measured using the value of the Company's shares at the balance sheet date and charged to the income statement over the vesting period of the share options.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares issued are allocated to share capital with any excess being recorded as share premium. The liability for social security costs arising in relation to the awards is measured at each reporting date based upon the share price at the reporting date and the elapsed portion of the relevant vesting periods to the extent that it is considered that a liability will arise.

Notes to the consolidated financial statements

for the year ended 30 June 2025

20(u) Equity

Equity comprises share capital, share premium, other equity, other reserves and retained earnings.

Retained earnings represents the cumulative net gains and losses recognised in the Consolidated Income Statement. See note 9 for descriptions of the other classes of equity.

20(v) Dividend distribution

Dividend distributions payable to the Company's shareholders are recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders. Interim dividend distributions to the Company's shareholders approved by the Board are not included in the financial statements until paid.

Parent Company balance sheet

as at 30 June 2025

	Notes	2025 £000	2024 £000
Assets			
Non-current assets			
Intangible assets	E	–	37
Investments in subsidiaries	F	57,750	43,015
Other investments	G	100	72
Deferred tax asset	K	49	282
Total non-current assets		57,899	43,406
Current assets			
Trade and other receivables	H	1,538	563
Cash and cash equivalents		4,071	5,839
Total current assets		5,609	6,402
Total assets		63,508	49,808
Equity and liabilities			
Equity			
Share capital	L	8,432	8,339
Share premium		5,574	5,574
Other equity	M	2,911	2,911
Other reserves	N	821	80
Retained earnings		31,682	31,152
Total equity		49,420	48,056
Liabilities			
Current liabilities			
Trade and other payables	J	14,088	1,752
Total current liabilities		14,088	1,752
Total liabilities		14,088	1,752
Total equity and liabilities		63,508	49,808

The notes on pages 95 to 99 form part of these financial statements.

The Company has taken the exemption under Section 408 of the Companies Act 2006 to not present an Income Statement. The Company made a profit for the financial year of £1.73m (2024: £2.73m).

These financial statements on pages 93 to 99 were approved and authorised for issue by the Board on 7 October 2025 and were signed on its behalf by:

Richard Hughes
Director

Netcall plc, Registered no. 01812912

Parent Company statement of changes in equity

for the year ended 30 June 2025

	Share capital £000	Share premium £000	Other equity £000	Other reserves £000	Retained earnings £000	Total £000
Balance at 1 July 2023	8,108	5,574	2,911	2,366	26,738	45,697
Increase in equity reserve in relation to options issued	–	–	–	740	–	740
Reclassification following exercise or lapse of options	–	–	–	(3,026)	3,026	–
Proceeds from share issue	231	–	–	–	–	231
Dividends to equity holders of the Company	–	–	–	–	(1,338)	(1,338)
Transactions with owners	231	–	–	(2,286)	1,688	(367)
Profit for the year	–	–	–	–	2,728	2,728
Other comprehensive loss for the year	–	–	–	–	(2)	(2)
Profit and total comprehensive income for the year	–	–	–	–	2,726	2,726
Balance at 30 June 2024	8,339	5,574	2,911	80	31,152	48,056
Increase in equity reserve in relation to options issued	–	–	–	991	–	991
Reclassification following exercise or lapse of options	–	–	–	(250)	250	–
Proceeds from share issue	93	–	–	–	–	93
Dividends to equity holders of the Company	–	–	–	–	(1,470)	(1,470)
Transactions with owners	93	–	–	741	(1,220)	(386)
Profit for the year	–	–	–	–	1,730	1,730
Other comprehensive loss for the year	–	–	–	–	20	20
Profit and total comprehensive income for the year	–	–	–	–	1,750	1,750
Balance at 30 June 2025	8,432	5,574	2,911	821	31,682	49,420

The notes on pages 95 to 99 form part of these financial statements.

Notes to the Parent Company financial statements

for the year ended 30 June 2025

A Principal accounting policies

(a) Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006 (the 'Act'). FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of international accounting standards.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under the standard in relation to business combinations, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets, presentation of certain share-based payment disclosures and related-party transactions including key management personnel compensation, where equivalent disclosures are given in the consolidated financial statements of Netcall plc.

The Company financial statements are prepared on a going concern basis as set out in note 20(a) of the consolidated financial statements of Netcall plc.

The Directors have taken advantage of the exemption under Section 408 of the Act and not presented an Income Statement or a Statement of Comprehensive Income for the Company alone.

The financial statements have been prepared under the historical cost convention, modified in respect of the revaluation of financial assets and liabilities at fair value and share-based payments that have been measured at fair value.

The Company applies the Group accounting policies which are set out on pages 86 to 92 in addition to the accounting policies set out below.

(b) Revenue

Revenue is royalties received for license of its intellectual property rights from the Company's subsidiaries. It is recognised either at a point in time or over time, when (or as) the Company satisfies its performance obligations.

(c) Investments in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses. As part of the acquisition strategy of the Company, the trade and net assets of subsidiary undertakings at or shortly after acquisition may be transferred at book value to fellow subsidiaries. Where a trade is hived across to a fellow subsidiary undertaking, the cost of the investment in the original subsidiary, which then becomes a non-trading subsidiary, is added to the cost of the investment in the entity to which the trade has been hived. In order to accurately assess any potential impairment of investments, the carrying value of the investment in all companies transferred is considered together against future cash flows and net asset position of those companies which received the trade and net assets.

(d) Share-based payments

In addition to the policy set out in note 20(t), the Company has accounted for options granted to the employees of subsidiary undertakings as capital contributions, which have been recharged to the intermediate company holding the investment. The corresponding credit has been recognised in the employee share schemes reserve.

B Employees and Directors

The Company employed an average of two employees (including Executive Directors) during the year (2024: two). The only employees of the Company are the Executive Directors. Directors' remuneration has been disclosed within the Directors' remuneration report on page 28.

C Services provided by the Company's auditor and its associates

Fees payable to the Company's auditor for the audit of the Company's accounts and for other services are set out in note 5(b) of the consolidated financial statements.

D Profit for the financial year

The Company made a profit for the financial year of £1.73m (2024: £2.73m).

Notes to the Parent Company financial statements

for the year ended 30 June 2025

E Intangible assets

	Acquired software £000	Trademarks and licences £000	Total £000
Cost			
At 30 June 2023	2,223	8	2,231
Additions	–	–	–
Disposals	–	–	–
At 30 June 2024	2,223	8	2,231
Additions	–	–	–
At 30 June 2025	2,223	8	2,231
Accumulated amortisation			
At 30 June 2023	2,038	8	2,046
Amortisation charge	148	–	148
Disposals	–	–	–
At 30 June 2024	2,186	8	2,194
Amortisation charge	37	–	37
At 30 June 2025	2,223	8	2,231
Net book amount			
At 30 June 2023	185	–	185
At 30 June 2024	37	–	37
At 30 June 2025	–	–	–

F Investments in subsidiaries

	Total £000
Cost and net book amount	
At 30 June 2023	40,545
Additions – acquisition of subsidiary	2,470
At 30 June 2024	43,015
Additions – acquisition of subsidiary	14,477
Additions – share incentive charges to subsidiaries	258
At 30 June 2025	57,750

The Company's subsidiaries at the year-end are set out in note 15 of the consolidated financial statements. All of the investments are unlisted.

G Other investments

Other investments are equity investments at fair value through other comprehensive income:

	2025 Current £000	2025 Non-current £000	2025 Total £000	2024 Current £000	2024 Non-current £000	2024 Total £000
Macranet Ltd	–	100	100	–	72	72

Details of the equity investment in Macranet Ltd are set out in note 7(c).

H Trade and other receivables

	2025 £000	2024 £000
Amounts owed from Group undertakings ⁽¹⁾	1,475	504
Prepayments and accrued income	63	59
	1,538	563

All amounts are due within one year.

⁽¹⁾ Amounts due from Group undertakings are unsecured, interest free and are repayable on demand.

I Other payables – deferred and contingent acquisition consideration liabilities

	2025 Current £000	2025 Non-current £000	2025 Total £000	2024 Current £000	2024 Non-current £000	2024 Total £000
Acquisition consideration liabilities	2,558	–	2,558	483	–	483

The current year balance of £1,21m (2024: £0.29m) is included within 'Trade and other payables - Other liabilities'.

Movements in deferred and contingent consideration payments liability during the year are set out below:

	2025 £000	2024 £000
Opening balance	483	–
Acquisition of Skore Labs Limited	–	317
Acquisition of Govtech Holdings Limited	848	–
Acquisition of Smart and Easy NV	532	–
Charged/(credited) to profit or loss:		
– post-completion services expense and fair value adjustments	819	156
– unwinding of discount – contingent consideration	69	10
– effect of exchange rate	7	–
Amounts paid during the year:		
– Payment for acquisition of subsidiaries	(200)	–
Closing balance	2,558	483

Notes to the Parent Company financial statements

for the year ended 30 June 2025

J Trade and other payables

	2025 £000	2024 £000
Amounts owed to Group undertakings ⁽¹⁾	10,358	35
Trade payables	46	12
Social security and other taxes	31	34
Other liabilities	2,564	487
Accruals	925	1,184
	13,924	1,752

⁽¹⁾ Amounts due to Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

K Deferred taxation

	2025 £000	2024 £000
Deferred tax assets comprise:		
Tax losses	–	282
Share-based payments	49	–
Total	49	282

The movement in deferred tax assets during the year was:

	Tax losses £000	Share-based payments £000	Total £000
Opening balance	282	–	282
Credited to profit or loss	(282)	49	(233)
Closing balance	–	49	49

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable.

The Company has not recognised a deferred tax asset of £1.67m (2024: £1.67m) in respect of losses that are capital in nature amounting to £6.68m (2024: £6.68m).

L Share capital

	2025 Shares	2025 £000	2024 Shares	2024 £000
Allocated, called up and fully paid				
Ordinary shares of 5p each	168,639,078	8,432	166,777,000	8,339

Details of the Company's issued share capital and share options are detailed in notes 9(a) and 18 of the consolidated financial statements.

M Other equity

	Merger reserve £000	Capital reserve £000	Total £000
At 1 July 2023, 30 June 2024 and 30 June 2025	2,723	188	2,911

N Other reserves

	Treasury shares £000	Share options reserve £000	Financial assets at FVOCI £000	Total £000
At 1 July 2023	(419)	3,001	(216)	2,366
Increase in equity reserve in relation to options issued	–	740	–	740
Reclassification following exercise or lapse of options	–	(3,026)	–	(3,026)
At 30 June 2024	(419)	715	(216)	80
Increase in equity reserve in relation to options issued	–	991	–	991
Reclassification following exercise or lapse of options	–	(250)	–	(250)
At 30 June 2025	(419)	1,456	(216)	821

O Related-party transactions

As permitted by FRS 101 related-party transactions with wholly owned members of the Group have not been disclosed. Related-party transactions regarding remuneration and dividends paid to key management (only Directors are deemed to fall into this category) of the Company have been disclosed in note 17 of the consolidated financial statements.

P Post-balance sheet events

Note 16 of the consolidated financial statements sets out the Company's post-balance sheet event relating to dividends and business combinations.

Q Ultimate controlling party

The Directors have assessed that there is no ultimate controlling party.



The production of this report supports the work of the Woodland Trust, the UK's leading woodland conservation charity. Each tree planted will grow into a vital carbon store, helping to reduce environmental impact as well as creating natural havens for wildlife and people.

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