NORMAN
BROADBENT

Annual Report and Financial Statements

For the year ended 31 December 2024

Contents

Shaping leadership for 45+ years

45+ years

Established in 1979, the first UK headquartered search firm

3000+ CLIENTS

To date, we have supported over 3000 clients, from start-ups to FTSE 100 companies

79 COUNTRIES

Our team has placed directors, executives and leaders in 79 countries around the world

Norman Broadbent at a glance

Norman Broadbent (the "Company" or the "Group") (AIM: NBB), a leading executive search and senior interim management firm publishes its audited final results for the year ended 31 December 2024 ("FY24" or the "Period").

The Company delivered its second-best annual Net Fee Income ("NFI") in over a decade with NFI of £9.3m (2023: £10.5 million) and underlying EBITDA[1] of £0.3 million (2023: £0.9 million).

Following the successful business turnaround, we have upgraded our talent, strengthened our organisational foundations, moved to new London offices and invested in enhanced systems and processes that will boost productivity across the Group.

Our award-winning culture remains a key differentiator, and we continue to earn recognition for fostering an exceptional workplace environment.

[1] excludes share based payment charges and restructuring costs

Purpose, vision & values

Norman Broadbent has built on the foundational engagement work of previous years, evolving its purpose, vision, and values into actionable strategies that drive measurable outcomes across the Company. This evolution reflects our unwavering commitment to embedding these principles deeply into the fabric of our organisation, ensuring they remain dynamic, relevant, and impactful, while delivering tangible Return on Investment and fostering a culture of accountability that aligns with our strategic goals.

We see our purpose, vision, and values not as static statements but as living commitments that influence every decision we make and every target we set ourselves. By creating new opportunities for our people to connect with and embody these principles, we have continued to foster an inclusive, high-performing culture that promotes innovation, accountability, and excellence.

PURPOSE

To have a lasting positive impact on people's lives and the organisations we support.

VISION

To be the international brand of choice as an employer and business partner across board, executive and interim leadership solutions through our passionate, collaborative and delivery-focused culture.

LIVING OUR VALUES

We Promote a Culture of Excellence

Our continued focus on excellence in 2024 drove impactful leadership placements, inspired innovation within our teams, and strengthened our reputation as a trusted partner. By embedding a mindset of continual improvement, we have delivered exceptional results for our clients while fostering professional growth within our people.

We Embody Genuine Curiosity

Curiosity remains at the core of how we operate, empowering us to uncover unique insights, tackle complex challenges, and deliver creative solutions for our clients. Our drive to learn, adapt, and explore has strengthened our resilience and positioned us to seize opportunities in an ever-evolving landscape.

We Champion Collective Success

We continued to prioritise collaboration as a critical driver of success. By fostering a culture of open communication, celebrating shared wins, and encouraging teamwork across all areas of the Company, we have created a more cohesive and responsive approach. This has enabled us to deliver exceptional outcomes for our clients while nurturing an environment of mutual support and recognition.

We Care

Caring goes beyond words—it is evident in our actions. Whether through our dedication to clients, commitment to employee well-being, or focus on supporting our communities, 2024 saw us deepen our impact and strengthen the bonds that unite us.

By actively living our purpose, vision, and values every day, we continue to create a culture where people thrive, excellence is celebrated, and our collective impact makes a meaningful difference.

RESULTS FOR THE FINANCIAL YEAR

"I am grateful for the continued dedication of the entire team in the face of an incredibly challenging market. On the back of record breaking results in FY23, we delivered a solid performance in FY24, the second best for the Company in over ten years, and we continue to move forward in a positive direction.

Our award-winning values and performance-driven culture , combined with a motivated and growing team of the highest quality professionals, a resurgent brand, and market leading processes and technologies, creates a very strong foundation for future growth.

Having consistently delivered performance not seen in well over a decade, the business transformation is proving successful and we are confident in our prospects.

With a stable, technology-enabled growth platform in place, we are in a much better position not only to continue to drive organic growth, but more credibly to look towards strategic M&A activity. As the only UK publicly listed executive search firm, we believe that we are uniquely positioned to capitalise on consolidation opportunities in the market."

Kevin Davidson

Group Chief Executive

1 April 2025

FINANCIAL HIGHLIGHTS

After a record year in 2023 and despite persistent macro-economic challenges, 2024 was our second-best year in over a decade, generating revenue of £10.9 million (2023: £12.3 million). Although NFI declined by 11% to £9.3 million, it was up 27% on 2022 (2023: £10.5 million; 2022: £7.3 million) reflecting the Company's transformation of the business over recent years and a positive longer-term trajectory.

During an ongoing difficult trading backdrop, we continued to invest in growing the capability and capacity of the team through further productivity enhancements, staff development and upgrading along with continued selective hiring.

Balancing growth and profitability in the face of such a depressed market has been a consistent challenge. Underlying EBITDA[1] of £0.3 million, down £0.6 million (2023: EBITDA[1] of £0.9 million), was also the Company's second-best performance in over a decade and up on 2022's EBITDA of £0.1m. Following a profitable 2023, FY24 resulted in a small loss before tax of less than £0.2 million, down £0.5 million (2023: profit before tax of £0.3 million) but up on 2022's loss before tax of £0.3 million.

The strong focus on working capital management continued during the year. The invoice discounting facility as at 31 December 2024 was £nil (31 December 2023: £0.2 million) and we ended the year with a net cash[2] balance of £0.1 million (31 December 2023: £0.4 million).

STRATEGIC HIGHLIGHTS

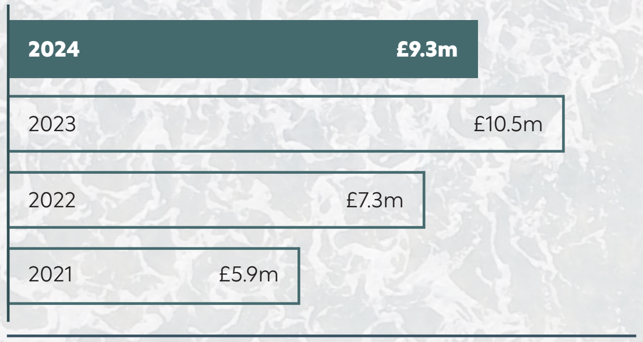
- Second-best financial performance in over a decade, demonstrating consistent progress since the turnaround
- Record levels of contracted revenue moving into 2025
- Substantial technology and process modernisation, enhancing efficiency and future-proofing the Company
- Exceptional client and candidate feedback scores, with satisfaction rates in excess of 90%
- Multiple industry awards and accreditations

Financial Highlights

KEY PERFORMANCE INDICATORS

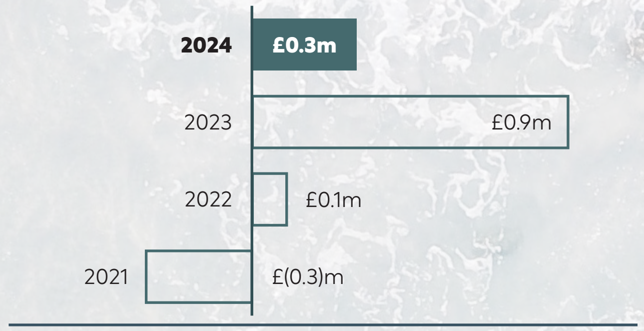
Net Fee Income

£9.3m



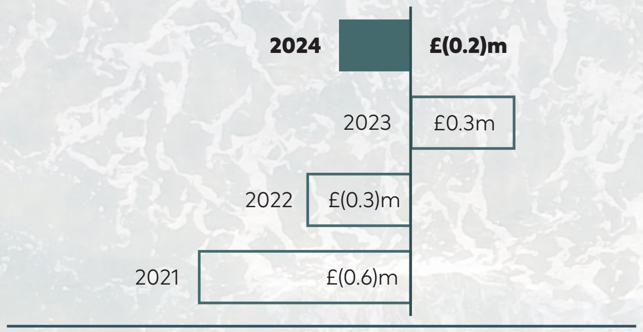
Underlying EBITDA[1]

£0.3m



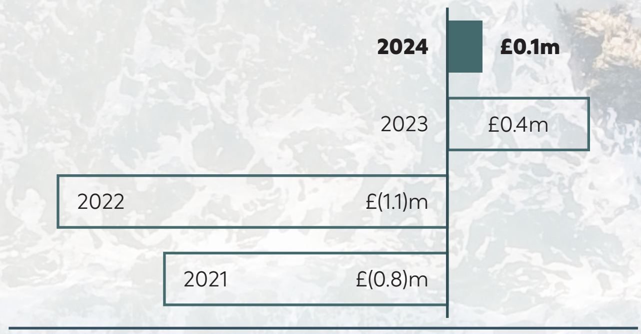
Profit / (loss) before tax

£(0.2)m



Net cash / (debt)[2]

£0.1m

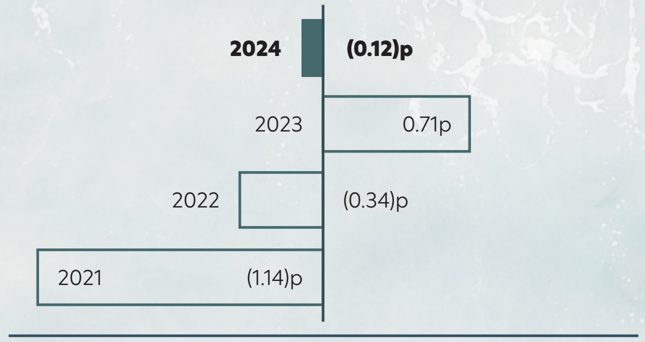


Total headcount at year end

58

Earnings / (loss) per share[3]

(0.12)p



[1] excludes share based payment charges and restructuring costs
[2] excluding lease liabilities
[3] fully diluted earnings per share, excludes share based payment charges

Chair's Statement

In 2024, the whole industry saw significant headwinds. Despite this, the Norman Broadbent team recorded their second-best year for over a decade, with NFI declining only 4% year-on-year in the last quarter or up by 9% compared to the corresponding period in 2022. In addition, carried forward contracted revenue from 2024 to 2025 was a record £2.1 million, up 40% year-on-year, boding well for our medium-term ambition to achieve underlying EBITDA £1.25 million.

2024 saw a continued transformation across the Company with no let-up in the investment in headcount and systems. The foundations that were built in the previous three years have served us well. 2024's results are testament to the hard work put in by the team and again we outperformed our peers and the market as a whole.

The culture present throughout the Company is one of teamwork, inclusion, quality and delivery. This has been integral in delivering the results that have been achieved. It is encouraging to see the levels of commitment and ambition across every level of the Company. This ambition is driven by the strong example set from the top.

Throughout 2025, the executive team will continue to invest in headcount, adding more experienced consultants and researchers.

In common with its peers, we are facing some very challenging conditions, but our high-quality service has enabled the Company not only to navigate these challenges but also deliver excellent results with NFI of £9.3 million and, once again, net positive cash.

The Board's strategy for rapid yet sustainably profitable expansion has been delivered and will provide the platform for further profitable growth in 2025 and beyond.

I would like to thank the entire Norman Broadbent team for their unwavering commitment, hard work and for the quality of their execution, our clients for putting their faith in us as partners and our shareholders for their continued support.

Peter Searle

Chair

1 April 2025

CEO'S Review

2023 marked a key milestone for the Company as it was successfully returned to profitability, delivering on the plan set when I joined Norman Broadbent in late 2021. In 2024, we continued to grow capacity and capability whilst also delivering healthy underlying EBITDA and the second-best performance the Company has seen in over ten years.

Despite an 11% drop over 2023, NFI in 2024 was 27% up on 2022 and a full 58% up on 2021 when we embarked on the turnaround. However, existing market challenges have stubbornly persisted with the negative sentiment across the recruitment sector extending into 2025. That said, we were pleased have carried record levels of contracted revenues into the new financial year.

Our Team

People and Culture have remained at the heart of everything we do. Retaining, developing and attracting the highest calibre, and culturally aligned, talent in the market is the strategic engine of any professional services firm. Receiving awards and third-party validation in 2024 for the culture we have created together was incredibly pleasing.

We upgraded a number of our **Fee Earners** over the year and grew this team by net 17% over the course of 2024. In addition to this, the number who we consider 'established,' that is they have worked with us for 18 months or longer, grew by 66% which creates a much more stable, proven and mature platform going into 2025.

Our **Research and Insight** team has continued to grow in capability, capacity, and tenure. We initiated client and candidate feedback surveys at the beginning of 2024, and I am delighted to see consistently high scores across all performance metrics. Notably, 100% of client and candidate respondents in 2024 stated they would work with us again, reinforcing the strength of our relationships and quality of service.

These surveys extend beyond placed candidates to include all those shortlisted in our processes—an often-overlooked group in our industry, where timely and candid feedback can be lacking. Encouragingly, 98% of candidate responses rated our 'level of support post-shortlist, regardless of outcome,' as 'very good' or 'excellent.'

The surveys also consistently highlight the quality of materials we produce for, and on behalf of, our clients. An impressive 97% of candidate responses and 100% of client responses rated the 'quality of our brief pack' as 'very good' or 'excellent'—a testament to the collaborative excellence of our Research and Insight team and their equally talented colleagues in marketing.

Despite the acute and persistent market challenges we have faced over the past three years, we have, together, materially turned around the Company. This is both recognised by our clients and demonstrated by the fact that we delivered the two best years in terms of performance in over a decade in 2023 and 2024.

Our Brand

The Norman Broadbent **Brand Heritage** also remains a key differentiator which we are both proud of and increasingly leveraging. Firmly reestablishing and committing to our board practice in 2024 has enabled that brand heritage to be reenergised across the boardrooms of the UK and internationally. The board survey we conducted in collaboration with BDO, cast up some interesting findings and helped establish us once again as a thought leader amongst the most senior decision makers across all market verticals.

Our Platform

Our challenge is always balancing growth with short-term profitability, especially in such a depressed trading environment. We were, of course, frustrated by the fact 2024 was slightly down on 2023 from an NFI and EBITDA perspective but we continued to invest and were very pleased to see momentum, from across our fee earning community, building in the second half of the year.

We are a fundamentally different, and drastically improved, business from where we were in 2021 and finishing the year net cash[2] positive (£0.1 million) versus having a net debt[2] position of £1.1 million in 2022 during the turnaround is a clear indicator of this.

Our continued investment in supporting infrastructure and technologies to both modernise and prepare the platform for accelerated future expansion crystalised in 2024 with the implementation of Power BI, allowing data to be extracted from all relevant sources to deliver real-time management information. This caps a great deal of focused effort and investment over the past two years, not only improving productivity and the accuracy of information but positioning us to be able, more easily, to integrate other businesses through acquisition should that arise.

[2] excluding lease liabilities

Our Focus

During 2024, Norman Broadbent continued to place leaders across the UK, Europe, the US, Asia and the Middle East covering multiple sectors and disciplines. Whilst the Company remains well balanced across both resilient and growth sectors, following some considerable background work, we are focused on establishing a US footprint as part of our expansion plans.

Our turnaround has been strategically driven by our executive search offering which represents 88% of our revenue and 88% of our NFI. This will continue to be at the heart of our growth and the engine for cross selling to other service lines such as interim management and broader leadership consulting and advisory services. Now that we are much more firmly established, once again, as a leading executive search firm, we are actively exploring options, both organic and inorganic, to broaden our service offering, always balancing risk and reward in both the short and long-term.

We will continue to develop our platform this year and beyond as we drive organic growth domestically and internationally. We have also begun to much more actively explore opportunities for acquisition.

CURRENT TRADING AND OUTLOOK

The momentum built at the end of FY24 provides a solid foundation for the year ahead, though we expect market conditions to remain challenging for at least the first half of FY25. While it is difficult to forecast with any certainty exactly when labour markets will recover in a meaningful way, the successful turnaround of the business, and our recent track record of navigating tough environments reinforces our confidence in our prospects.

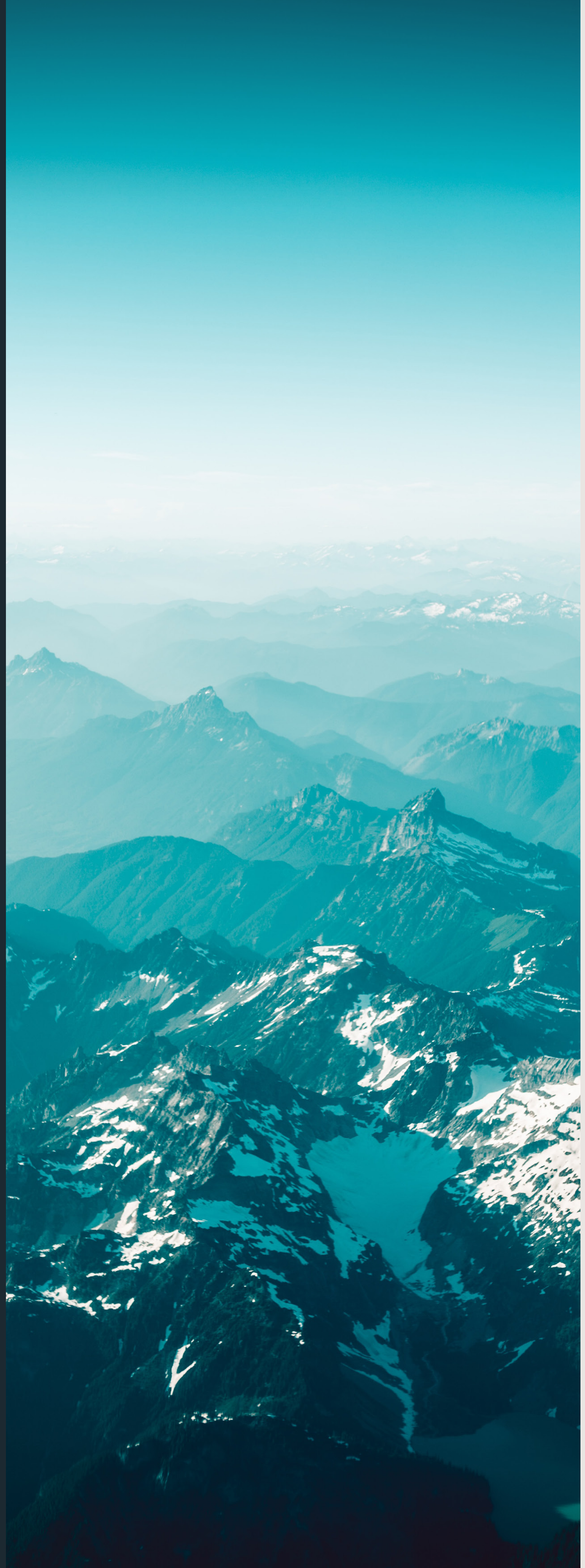
Our priorities in the new financial year are to further expand our reach into attractive segments while continuing to bolster our market position. This includes a concerted effort to progress internationally while exploring strategic acquisitions that will accelerate our long-term growth ambitions. There is clear and recognised scope for industry consolidation, and we believe we have the right platform to capitalise on it, driving increased scale and efficiency.

While external factors will influence the pace at which we are able to deliver our targets, we remain committed to our medium-term EBITDA goal of £1.25 million. The business is in a very healthy position to continue along a sustainable and accelerating growth trajectory when conditions improve.

Kevin Davidson

Group Chief Executive

1 April 2025



Strategic Report

The Norman Broadbent Group is a leading professional services firm focussing on executive search, senior interim management and advisory services. Since its formation over 45 years ago, it has developed a range of complementary services comprising of board and leadership search, senior interim management, research and insight and leadership consulting. With a range of services designed to meet client needs at different stages in their growth or the economic cycle, our innovative and flexible approach enables us to help clients in a creative and bespoke way.

STRATEGY AND OBJECTIVES

The Group's strategy is to continue to grow our executive search business whilst also further developing our complementary portfolio of services. Executive Search will continue to be our core offering and, as one of the UK's oldest executive search firms, we have concentrated efforts in re-establishing our market leading position in this sector whilst also developing our senior interim management offering.

The foundation of the Company is now solid in terms of people, culture and brand. During 2025, we will continue to focus on delivering profitable growth. We will grow fee earning headcount, including the establishment of a physical presence in the US. We will continue to drive productivity improvements through more disciplined processes and the adoption and combination of new technologies where appropriate.

In terms of sectors, we will continue to focus our organic growth around the market verticals we have strength and momentum in, notably; industrial, consumer, life sciences and technology. We have also increased our inorganic activities, identifying and engaging with potential acquisition targets which offer complimentary sector specialisms, service line capabilities and/or geographic footprint.

The Board values and encourage regular dialogue with investors to ensure their ongoing knowledge and understanding of the Group's strategy which is focused on achieving long-term sustainable growth both for the Company and its shareholders.

Our five strategic priorities remain:

- People & Culture
- Brand & Market positioning
- Research & Delivery
- Financial Stability & Performance
- Business Focus

PEOPLE & CULTURE – *driving an ambitious and collaborative culture*

Our culture is built on two key principles – performance and values. Through a relentless focus on collaboration, ambition and high standards, in the space of a few years we have established a working environment that sets us apart. While individuals continue to be rewarded for their contributions, at the same time our teams are pull together in the same direction. There is a strong sense of teamwork and camaraderie that is not always common in the executive search industry.

The sense of shared purpose has become a defining characteristic of the Company, and I believe is the driving force behind the long-term performance improvements that are filtering through. Attracting, developing, and retaining the best talent in the industry is essential to driving our growth and delivering exceptional client outcomes and we are consistently and demonstrably succeeding on all three counts.

In 2024, we made significant progress in further strengthening our culture and reinforcing our commitment to people development. This included the launch of a structured mentoring programme, connecting junior fee earners with experienced mentors outside their direct reporting lines. This initiative maximises the expertise within the Company, accelerates the development of our newer team members, and further strengthens our collaborative culture. In line with our commitment to developing our talent, a senior team member was promoted to Senior Partner, a number of others promoted to Partner and we expanded our marketing and communications team to maintain service quality and strengthen the reputation of the brand.

Our talent acquisition strategy evolved considerably in 2024, with an internal team member now dedicated to identifying and attracting high-calibre individuals across our key markets, including the UK, North America and the Middle East. This resulted in the expansion and upgrading of our personnel, including the addition of fee earning experts in civil aviation and aerospace, as well as hydrogen and carbon capture, strengthening our presence in these important growth markets.

All companies promote their culture as a differentiator, so to have ours receive comprehensive third-party validation from Best Companies, a leading employee engagement specialist, was particularly pleasing. Norman Broadbent has been recognised as an outstanding place to work, ranking among the top 25 best companies to work for in recruitment, the top 25 best small companies to work for in London and the top 50 best small companies to work for in the UK.

Looking ahead, we remain committed to investing in our culture and continuously improving the employee experience. Priorities include expanding our leadership development programmes, strengthening international hiring efforts, and maintaining our commitment to employee well-being and engagement. We will continue to leverage feedback from our employee surveys to refine our approach, ensuring that we remain a high-performance organisation where individual ambition is balanced with, and enhanced through, collaboration.

BRAND & MARKET POSITIONING – *combining rich heritage with modern dynamism*

Norman Broadbent has long been recognised as a trusted name in executive search. Over the past few years, we have worked tirelessly to leverage that heritage while also modernising and revitalising the business to position us for success today and in the future.

The seniority and value of our mandates has grown considerably since 2021. This was a key objective set and a vital step in re-establishing Norman Broadbent as the pre-eminent executive search and interim leadership partner across our chosen markets.

Our work in the boardroom space expanded exponentially, delivering high-quality Chair, Non-Executive and Executive Director mandates across the listed, private and public sectors, elevating our visibility among senior decision-makers and standing us in good stead to continue to grow in this segment.

We have also strengthened our brand internationally, with increasing activity across the US and the Middle East, and channelled more of our brand-building efforts into PR initiatives such as attendance at industry events and participation in various leadership podcast series.

During the year, we conducted and published a survey in partnership with BDO titled "Navigating a new era for the Non-Executive Director." The report gained widespread coverage and, alongside our significantly enhanced social media strategy, drove strong brand penetration across target sectors and markets.

In 2025, we will further strengthen our market presence, ensuring Norman Broadbent is recognised not only for its heritage and outstanding client service but also as a leading voice in executive search. We remain focused on broadening and deepening our penetration in key sectors, expanding our international footprint and providing a platform for our experts to shape industry discussions – reinforcing our position as a modern, dynamic industry leader.

RESEARCH & DELIVERY *– meticulous technology enabled processes*

Our in-house research function plays a critical role in delivering tailored market, people and competitor intelligence, providing clients with the insight needed to make better-informed decisions.

During 2024, we continued to strengthen the technology stack that underpins our research and delivery function, introducing advanced tools that provide deeper market intelligence and faster access to high-quality data. These enhancements allow us to identify and assess talent with greater precision, ensuring our search processes are as thorough as possible and responsive to client needs. By refining our approach to data utilisation, we have also enhanced our ability to anticipate market trends and provide clients with more strategic insights.

In the year under review, we successfully piloted a client portal integrated into our CRM system, and are now rolling it out more widely in 2025. This new capability will provide clients with real-time access to key updates, progress tracking, and market insights, enhancing transparency and engagement throughout the search process. By reducing the need for duplicate reporting and streamlining communication, the portal will not only improve client experience but also drive efficiency across our teams, allowing us to focus more on delivering high-quality outcomes. Alongside this, our adoption of Power BI has further strengthened our ability to track live data, giving us greater visibility into key business metrics and enabling more informed decision-making.

We will continue to take a disciplined approach to adopting technology that delivers real value. We are exploring a range of enhancements, including extending the integration of psychometric assessments into our executive search processes, to further strengthen Norman Broadbent's reputation for excellence. By continuously refining our approach, we will ensure that our research and delivery function remains rigorous, data-driven, and tailored to providing clients with exceptional results.

FINANCIAL STABILITY & PERFORMANCE – *growth and sustainable profitability*

2024 was a particularly challenging year for the entire search industry with most, if not all, of our listed peers reporting an unusually prolonged downturn. We were not immune to these market forces, with year-on-year comparisons made more pronounced by us delivering such a strong 2023.

However, from a longer-term perspective, looking back to 2022 and earlier, it is clear that we are steadily progressing on a positive trajectory from a growth and profitability perspective. To have delivered the performance we have in difficult circumstances proves the resilience of our strategy and reinforces our belief that we will emerge rapidly and sustainably when conditions eventually improve.

Revenues were £10.9 million, which is 11% behind the previous year (2023: £12.3 million) but 25% ahead of FY22 (2022: £8.7 million). Despite the challenging economic backdrop, we were encouraged by steadily improving activity through the year: Q4 FY24 was more than 23% above the Q1-Q3 average and 4% ahead of Q4 FY23.

Underlying EBITDA[1] of £0.3 million, as stated within the financial highlights, is the Company's second-best performance for over a decade (2023: underlying EBITDA[1]: £0.9 million) and FY24 resulted in a loss before tax of £0.2 million, down £0.5 million on the prior year (2023: profit before tax: £0.3 million).

As at 31 December 2024, the Group maintained its strong balance sheet position with net assets of £1.3 million (31 December 2023: £1.4 million). Borrowings have continued to be paid down, in particular, the Group was not drawing on the invoice discounting facility at 31 December 2024 (31 December 2023: £0.2 million).

The continued focus on working capital management resulted in an improvement in year-end debtor days to 42 (31 December 2023: 63 days) with the Group closing the year with a net cash[2] balance of £0.1 million (31 December 2023: £0.4 million).

Our strategy of investment in people and systems is now supported by a financially resilient and robust foundation, positioning the Group for further growth.

BUSINESS FOCUS - *building on our strengths*

We have continued to strengthen our position in key market verticals, delivering promising performance across sectors including infrastructure, energy, aerospace, retail and life sciences. Infrastructure remained a particularly resilient sector, benefiting from continued investment in transportation, power distribution and renewables, both in the UK and internationally.

Our Retail & Consumer practice expanded significantly, broadening its reach beyond food and beverage to secure new mandates in luxury and consumer goods, including work with major global brands.

Our ability to identify and capitalise on opportunities is evident in the growing momentum in life sciences, building on Norman Broadbent's strong historical foundations in the sector. This success results from our strategic investment and re-energised approach, and we started 2025 with a strong pipeline.

An important priority in the year was to deepen relationships with major clients through a structured approach to strategic growth accounts. This was achieved by aligning efforts across service lines, ensuring our teams worked collaboratively to identify and pursue opportunities to provide more service touch points for clients – a direct result of the work we have done to foster more integrated ways of working. This approach has enabled us to broaden our footprint across multiple briefs, expanding engagements within some of the world's largest organisations.

Geographically, the Middle East remained a focal point, with significant mandates secured in Saudi Arabia and renewed engagement in Abu Dhabi towards the end of the year positioning us well for 2025. Our ability to execute complex searches in these regions highlights the global capability of our research and delivery function and the growing awareness of the brand in key overseas markets. In North America, we are actively pursuing the establishment of a physical presence to further drive international diversification.

In 2025, we will build on our foundations by expanding our presence in high-growth sectors and deepening existing client relationships while strengthening our foothold in international markets. With a clear strategy in place, we are well positioned to continue to strengthen our market presence to drive sustainable growth.

[1] excludes share-based payment charges and restructuring costs
[2] excludes lease liabilities

MONITORING, RISK AND KPIs

The most important KPIs used in monitoring the business are set out on page 7.

Our risk register enables us to remain vigilant to known and emerging risks and opportunities. The Audit Committee considers our risk position through regular reporting received on the significant risks, discussions with management and supporting management with guidance on our risk exposure and appetite for tolerance, including a regular review of the risk register.

The Directors monitor revenue against annual targets, which are adjusted each year to ensure the Group remains on target to achieve its strategic growth plan.

The principal risks faced by the Group in the current economic climate are considered to be financial, business environment and people related.

Financial - the main financial risks arising from the Group's operations are the adequacy of working capital, interest rate, liquidity and credit risk. The Group's principal financial assets comprise cash and customer receivables. These are monitored closely by the Company's finance team and regularly by the Board to ensure the Group's long-term sustainability and are disclosed further in notes 2 and 17 of the financial statements.

Business Environment – demand for services is affected by global and UK-specific economic conditions and the level of economic activity in the regions and industries in which the Group operates. When conditions in the economy deteriorate or economic activity slows, many companies hire fewer permanent employees or rely on internal human resource departments to recruit staff.

The Group attempts to mitigate this risk by operating across various diverse sectors and monitors the macro-economic climate as described above.

People – the Group's most vital resource remains its employees and the Directors remain committed to retaining and recruiting quality staff who share the Group's renewed culture and values. In a people-intensive business the resignation of key staff which could lead to them taking clients, candidates and colleagues to another employer is a significant risk. The Group aims to mitigate this risk by continuing to develop the culture in a progressive and inclusive manner, engaging the entire team, and offering competitive remuneration structures, whilst also insisting on employment contracts that contain restrictive covenants that limit a leaver's ability to approach existing clients, candidates and employees.

Section 172 Statement

The Directors of the Company, as those of all UK companies, must act in accordance with a set of general duties. These duties are detailed in section 172 of the UK Companies Act 2006 which is summarised as follows:

'A Director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its shareholders as a whole and, in doing so have regard (amongst other matters) to the:

- The likely consequences of any decisions in the long-term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, clients and others;
- The impact of the company's operations on the community and environment;
- The desirability of the company maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between shareholders of the Company.

As part of their induction, a Director is briefed on their duties and they can access professional advice on these, from the Company Secretary, nominated advisor ("Nomad"), or if they judge it necessary, from an independent adviser.

Examples of how Directors have applied these matters in Board discussions and their decision-making are included throughout this Annual Report:

Stakeholder	Relevant disclosure	Page
Employees	Purpose, vision & values	4
	Strategic Report	11
Shareholders	Purpose, vision & values	4
	Chair's Statement	8
	Corporate Governance statement	16
Clients	Purpose, vision & values	4
	Chair's Statement	8
	CEO's Review	9
	Corporate Governance Statement	16
Suppliers	Corporate Governance Statement	16
Community and the environment	Corporate Governance Statement	16

Corporate Governance Statement

As Chair of the Board of Directors of Norman Broadbent Plc (the Company), it is my responsibility to ensure that it has both sound corporate governance and an effective Board. My responsibilities include leading the Board, supervising the Group's corporate governance approach, engaging with shareholders, and ensuring that good information flows freely between the Executive and Non-Executive Directors in a timely manner.

The Board acknowledges the importance of good governance to ensure sound decision making for sustainable growth and long-term value creation. There have been no significant changes in governance arrangements during the year. The Board membership is unchanged and continues to meet monthly. However, since July 2024, the Company has engaged the services of One Advisory Limited as named Company Secretary, bringing an external perspective and breadth of experience to support the Board and advise on regulatory developments and best practice.

The Company is listed on the London Stock Exchange's Alternative Investment Market ('AIM'). In accordance with AIM Rule 26, the Company has adopted as far as possible the principles of the Quoted Companies Alliance Corporate Governance Code (the "QCA Code"). The QCA Code identifies ten principles to be followed in order for companies to deliver growth in long-term shareholder value, encompassing an efficient, effective and dynamic management framework accompanied by good communication to promote confidence and trust.

Set out below is a summary of how the Company addresses the ten broad governing principles defined in the updated 2023 QCA Code. As FY24 is a transitional year for the 2023 QCA Code, there remain areas where application of the updated QCA Code has not yet been fully embedded, which are explained where applicable. The Board is working to develop these areas in 2025.

Peter Searle
Chair

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

At Norman Broadbent, our purpose is to 'have a lasting impact on people's lives and the organisations that we support'. Our strategy and plan are described above within CEO's Review and the Strategic Report on pages 9 and 11. Our focus remains on expanding the Company with a view to growing shareholder value and continuing to be recognised as a leader in the field of executive search. This is further described within the Strategic Report.

Principle 2 - Promote a corporate culture that is based on ethical values and behaviours

People and culture are fundamental to the Company and we use our values to guide our behaviours; central to this is behaving in a way that allows us not only to meet the needs of our stakeholders, but also to have a positive impact on those whom we work with and for, alongside society as a whole.

The recognition we received last year from Best Companies that Norman Broadbent is an outstanding place to work, provided some pleasing external validation on our culture and the strength of our team.

The Board receives regular updates from management on culture within the team and is active in supporting management where necessary.

The Group has an Employee Handbook which includes the following policies in line with its ethical business values:

- Code of Conduct
- Anti-Bribery and Corruption
- Whistleblowing Policy
- Equal Opportunities Policy
- Disability Discrimination Policy
- Anti-harassment and Bullying Policy
- Share Dealing Policy

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

Norman Broadbent is committed to engaging with shareholders and the Board welcomes discussions with shareholders both formally and informally. Formal opportunities include the Company's Annual General Meeting (AGM) and twice-yearly investor presentations.

We engage with our shareholders through regular announcements which are released through the London Stock Exchange's regulatory news service and are also available on the Company's website. The Directors are available at the Annual General Meeting to answer shareholders' questions both formally and informally.

The Company meets with key institutional shareholders typically every six months and when necessary, solicits feedback from its larger shareholders via its Nomad and the Chair.

The Company welcomes shareholder contact at any time and communications should be sent to the Company Secretary.

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

The Board recognises that the Company's continued growth and long-term success is largely reliant on its relations with its stakeholders, both internal (employees and shareholders) and external (customers, suppliers, agents, business partners and advisors etc). The Strategic Report describes the areas of strategic focus which impact the interests of our stakeholders. Our Employee Handbook sets out expectations of our employees in respect of our clients, suppliers and other stakeholders.

At Norman Broadbent, our purpose is to 'have a lasting impact on people's lives and the organisations that we support'. Central to this is behaving in a way that allows us not only to meet the needs of our stakeholders, but also to have a positive impact on those that we work with and for, alongside society as a whole.

The Company's suppliers enable us to deliver a leading level of service to our clients. We choose the best products and services to meet our requirements and then develop long-term relationships with our suppliers.

As we acquire new clients and candidates, and grow our relationship with existing ones, we seek to deliver business impact. The Group has built exceptional business acumen and is able to provide clients with a high-quality service that yields significant value as the relationship grows.

Our dedication to ESG initiatives is integral to our identity and operations. This approach not only shapes our internal practices but also extends to our impact on the wider community and environment, highlighting our efforts, ongoing projects, and future ambitions in each of these critical areas.

Chapter Zero: we are partners of Chapter Zero, building a community of Non-Executive Directors and equipping them to lead crucial UK boardroom discussions on the impacts of climate change and helping ensure their companies are fit for the future. Norman Broadbent has been a signatory of Chapter Zero's Search Firms' Declaration, since the Declaration launched in 2022. The Declaration sought to encourage NED climate competency, acknowledging that this can have a significant impact on the future path of both an individual entity and the system at large. Having launched with 12 initial signatories, the Declaration today has been signed by 22 firms, many of them global. The NB Board Practice has now been invited to take part in a Search Firm roundtable to discuss how to develop a more ambitious charter that is broader in scope and more rigorous in application, as well as helping to define best practice, working towards a common definition of NED climate competency, and providing a framework for 'climate upskilling'.

School Outreach Programme: as an organisation we at Norman Broadbent hold 'caring' as one of our core values. This initiative partners our offices with local schools in need, focusing on those with high rates of free meal eligibility.

Achievements thus far include:

- A partnership with Pimlico Academy, featuring CV workshops, interview preparation, visits to and from academy students, and attendance at career fairs.
- Collaboration with DYW Northeast (Developing the Young Workforce) for school support, to bridge the gap between employers and education, particularly Harlaw Academy (Scotland); and
- Plans in motion to extend this programme to a school close to our Knutsford office.

Chosen Charity – Campaign Against Living Miserably (CALM): after consulting with colleagues to select our charity for 2025, it became clear that mental health struggles, particularly those leading to suicide, have deeply affected many of our employees. The Campaign Against Living Miserably (CALM) is dedicated to preventing suicide by offering life-saving support, driving awareness, and tackling the stigma surrounding mental health. We are excited to support this fantastic charity, to help ensure that no one has to face their darkest moments alone.

Our employees selected Maggies as our charity for 2023 and 2024, reflecting our shared experience with the impact of cancer, for which we managed to raise £14,500.

Employee Wellbeing: we place considerable value on our employees and work to promote and support all aspects of wellbeing. We encourage the involvement of our employees and achieve this through formal and informal channels across our offices together with an active social events calendar. We support physical and mental wellbeing through schemes including bike to work, employee assistance programme, birthday as annual leave, gym discounts and private medical cover. To improve financial well-being we have introduced an employee reward platform where employees can access a range of discounts and savings. There is a quarterly engagement survey that helps the leadership team to gain further insight on the employee experience in addition to the well-established communications and consultation procedures.

Diversity Policy: our organisation is committed to promoting equal opportunities both as an employer and as a provider of services. We make every effort to prevent discrimination or other unfair treatment against any staff, potential staff or users of our services regardless of gender, race, colour, nationality, ethnic or national origins, marital status, family circumstances, disability, sexual orientation, political or religious belief. The Group is opposed to racist and sexist practices and attitudes and is committed to translating this into all aspects of its everyday work. We have a 40% gender balance within the Board and have targeted our Head of Talent Acquisition to work towards improving our gender diversity in management roles by 2026. We remain committed to continuing to review and introduce policies that reflect the changing nature of the world of work, and to nurturing a more inclusive culture.

Travel Policy: with an increase in business travel, our focus has been on shifting towards mindful, or purposeful, travel. Business travel is a necessary part of the way we work, our ability to serve our clients is enhanced when we visit their locations, and it is important for building relationships which is at the core of our brand and service provision. We have worked to reduce unnecessary journeys, encouraging employees to consider which trips have valuable business outcomes and which could be replaced by virtual conferencing. We promote environmentally conscious travel options such as trains when travel is necessary.

Volunteering Encouragement: we have integrated a system through our human resources information system (HRIS) platform, allowing employees to book volunteering days effortlessly, akin to annual leave, promoting higher engagement in community service.

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

In establishing the systems of internal control, the Board has implemented a control environment, risk management procedures and reporting processes appropriate to the size of the Group. The Board acknowledges its responsibility for the Group's system of internal control of which the objectives are:

a. Safeguarding the Group's assets;

b. Ensuring proper accounting records are maintained; and

c. Ensuring that the financial information used within the Company and for publication is reliable.

The key procedures that have operated during the FY24 are set out below:

a. The Board meets monthly to review all aspects of the Group's performance concentrating mainly on financial performance, business risks and development; and

b. A number of matters are reserved for the Board's specific approval including major capital expenditure, banking and dividend policy.

The Board has ultimate responsibility for risk assurance, assessing the nature and extent of the principal risks and determining the level of the Group's risk appetite. Board meetings incorporate, amongst other agenda items, a review of monthly management accounts, operational and financial KPIs, major issues and a monthly update and review of a risk register that addresses the risks facing the Company. The system of internal control is designed to manage rather than eliminate risk. An internal audit function is not yet considered necessary. This is reviewed on an annual basis.

Our principal risks are set out in our Strategic Report. As a predominantly UK-based professional services firm, climate-related risks have not historically featured on the Company's risk register. However, as the Company increases its international footprint, this will become more relevant and will be kept under review.

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

The Board comprise two Executive Directors and three Non-Executive Directors. The Non-Executive Chair assumes responsibility for ensuring the overall leadership of the Board and its effectiveness.

As shown in the Director biographies on our website, the Board contains a diverse array of skills and perspectives whilst retaining a strong core of knowledge of the Executive Search industry. This combination will help the Board as it continues to drive Company growth and shareholder value moving forwards.

Two Non-Executive Directors, Jon Kempster and Devyani Vaishampayan, are considered independent of management and free from any business or other relationships that could materially interfere with the exercise of their independent judgement. Peter Searle, the Non-Executive Chair of Norman Broadbent, was Executive Chair until November 2022, which, the Company acknowledges, is an impediment to independence. However, his knowledge of the Company and the wider recruitment industry remains a considerable source of value for the Board and the Company as a whole. It is acknowledged that this does not meet the QCA recommendation for at least half of the Board to be independent Non-Executive Directors; however, given the Company's size and complexity, the Company considers that it would be disproportionate to recruit another independent Non-Executive Director to join the Board.

All directors can allocate sufficient time to the Company to discharge their duties. The Board reviews the Company's Register of Directors' Interests at each meeting ensuring that this remains under review.

The attendance of each director during 2024 is set out below:

Director	Position	Board meetings	Audit Committee	Remuneration Committee
Peter Searle	Chair	12/12	-	-
Kevin Davidson	Chief Executive Officer	12/12	-	-
Mehr Malik	Chief Financial Officer	12/12	-	-
Jon Kempster	Independent Non-Executive Director	11/12	3/3	4/4
Devyani Vaishampayan	Independent Non-Executive Director	12/12	3/3	4/4

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 meets monthly and at any other time deemed necessary for the good management of the Company.

The Board has an established committee structure with an Audit Committee and a Remuneration Committee. The Audit and Remuneration Committees are comprised solely of Non-Executive Directors.

The Audit Committee is chaired by Jon Kempster and meets at least three times a year. The Audit Committee provides oversight and governance to the Group's financial reports, its internal controls and processes in place, its risk management systems and the appointment of and relationship with the external auditor.

The Remuneration Committee is chaired by Devyani Vaishampayan and meets at least twice a year. The Remuneration Committee annually reviews the level of executive directors' and other senior employee's remuneration packages to ensure that shareholder and management interests are aligned.

The AIM Compliance Committee is comprised of all Directors. In accordance with AIM Rule 31, the Group is required to:

- Have in place sufficient procedures, resources and controls to enable its compliance with the AIM Rules for Companies ("AIM Rules");
- Seek advice from its Nomad regarding its compliance with the AIM Rules whenever appropriate and take that advice into account;
- Provide the Company's Nomad with any information it requests in order for the Nomad to carry out its responsibilities under the AIM Rules and the AIM Rules for Nominated Advisers;
- Ensure that each of the Directors accepts full responsibility, collectively and individually, for compliance with the AIM Rules; and
- Ensure that each Director discloses without delay all information which the Company needs in order to comply with AIM Rule 17 (Disclosure of Miscellaneous Information) insofar as that information is known to the Director or could with reasonable diligence be ascertained by the Director.

The Board members seek continuous improvement, ensuring they have the necessary up-to-date experience, skills and capabilities, undertaking development and training where required. The Company is a member of the QCA and all directors have access to their resources to supplement their own professional learning.

Since July 2024, the Company has engaged One Advisory Limited to act as Company Secretary; responsible for ensuring that Board procedures are followed, as well as assisting the Chair in maintaining high standards of corporate governance. The Company Secretary regularly provides updates on legal and corporate governance developments that are pertinent to the Company and to the Board.

Principle 8 - Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

The Chair is responsible for the regular evaluation of the Board's performance and that of its committees and the individual Directors. Each Director has access to the Company's Nomad, who can provide feedback to the Board or individual Directors. The Board will be externally reviewed during 2025.

Succession planning is led by the Chair, assisted by the CEO, and considers the skills, experience and capabilities required as the Company develops; both at Board and the Senior Leadership level.

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

Please see further details in the Remuneration Committee Report Section of our Annual Report (pages 24 to 25). In this transitional year, the Company does not intend to put the Remuneration Report or Remuneration Policy to an advisory shareholder vote at the 2025 AGM, as recommended in the 2023 QCA Code.

Principle 10 - Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders

The Board is committed to maintaining good communication and having constructive dialogue with all of its stakeholders, including shareholders, providing them with access to information to enable them to make informed decisions about Norman Broadbent.

Our website provides all required regulatory information as well as additional information shareholders may find helpful including information on the Directors, significant shareholders, a historical list of the Group's annual reports and announcements.

Directors' Report

The Directors present their report and the audited financial statements for the year ended 31 December 2024.

GENERAL INFORMATION

Norman Broadbent plc (the 'Company') and its subsidiaries (together the 'Group') is a leading professional services firm with a specific focus on talent acquisition and advisory services. The Company is a public listed company incorporated in England and Wales. Its registered address is 68 King William Street, London, EC4N 7HR and its listing is on the AIM market of the London Stock Exchange.

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The CEO's Review on pages 9 to 10 reviews the Group's activities, including updates on recent and future developments and a review of the Company, KPIs and principal risks can be found in the Strategic Report on pages 11 to 14.

EARNINGS PER SHARE

The retained loss for FY24 has resulted in a reported basic loss per share of 0.25 pence (2023: earnings per share 0.50 pence).

GOING CONCERN

Considering the Group's current financial position and in consideration of the business' forecasts and projections, taking account of possible changes in trading performance, the Directors have a reasonable expectation that the Group has adequate available resources to continue as a going concern for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis in preparing these financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2024 are set out in the Consolidated Statement of Comprehensive Income.

The Directors do not recommend the payment of a dividend (2023: £nil).

Loss after tax for the year amounted to £0.2 million (2023: profit after tax £0.3 million).

DIRECTORS

The Directors who served during the year are as follows:

Peter Searle

Kevin Davidson

Devyani Vaishampayan

Mehr Malik

Jonathan Kempster

The Directors' interests in the shares of the Company are shown in the Directors' Remuneration Report on pages 24 to 25.

SUBSTANTIAL SHARE INTERESTS

As at 31 December 2024, the Company had been notified of the following significant interests in its issued share capital.

	Ordinary shares of 1.0p each	%
Ennismore Fund Management Ltd	10,560,888	15.79%
Pierce Casey	8,795,243	13.15%
Moulton Goodies Limited	8,392,353	12.54%
Canaccord Genuity Wealth Management	4,500,000	6.73%
P Searle	3,914,742	5.85%
Mr T J Mayo	3,029,904	4.53%
Foresight LLP	3,011,033	4.50%
Dowgate Capital	2,454,500	3.67%

As far as the Directors are aware, no other entities or individuals held 3% or more of the shares in issue at the date these financial statements were issued.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Each of the Directors at the date of approval of this report confirms:

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 prepared the Group and Parent Company financial statements in accordance with UK adopted International Financial Reporting Standards (IFRS). 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 of the Group and the Company and of the profit or loss of the Group for that period. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market. 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 they have been prepared in accordance with UK adopted IFRS, subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that 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 the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

WEBSITE PUBLICATION

The Directors are responsible for ensuring the annual report and financial statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the on-going integrity of the financial statements contained therein.

POLITICAL DONATIONS

The Group has not made any political donations during the year (2023: £nil).

STATEMENT OF DISCLOSURE TO AUDITOR

a. Each of the Directors at the date of approval of this report confirms there is no relevant information of which the Group's auditors are unaware; and

b. The Directors have taken all the 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 Group's auditors are aware of that information.

AUDITORS

Kreston Reeves LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them is being proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board.

Kevin Davidson

Director

1 April 2025

Remuneration Committee Report

UNAUDITED INFORMATION

COMPOSITION

The Remuneration Committee is chaired by Devyani Vaishampayan. Its other member is Jon Kempster. As per good practice, the Committee comprises solely of Non-Executive Directors, both of whom are deemed by the Board to be independent.

Under its terms of reference, the Remuneration Committee will meet at least two times a year and otherwise as required. During the year ended 31 December 2024 the Committee met on four occasions and on each occasion all members were present.

RESPONSIBILITIES OF THE REMUNERATION COMMITTEE

The role of the Committee is to determine and agree the framework for the remuneration of the Executive Directors and other designated senior executives with the Board and, within the terms of the agreed framework, determine the total individual remuneration packages of such persons including, where appropriate, bonuses, incentive payments and share options or other share awards. The Committee is responsible for developing an approach to remuneration that supports and promotes long-term value generation.

The remuneration of Non-Executive Directors will be a matter for the executive members of the Board. No Director will be involved in any decision as to his or her own remuneration.

The Remuneration Committee has regard to the recommendations put forward in the QCA Code and, where appropriate, the QCA Remuneration Committee Guide and associated guidance.

ACTIVITIES DURING THE YEAR

The main activities undertaken by the Committee during the year ended 31 December 2024 included:

- Determining overarching framework for senior management remuneration
- Undertaking a performance review and determining bonus payments for the Executive Directors and COO for FY23
- Setting salary increases for the Executive Directors and COO for FY24
- Setting targets under the framework for FY24
- Assessing achievement of performance conditions attached to the Company's Enterprise Management Incentive Share Option Scheme and approving the vesting of 25% of options granted under the Scheme.

KEY AREAS OF FOCUS FOR THE YEAR AHEAD

The key areas of focus for the Committee during the year ahead include:

- Determine salary and bonus framework for Executive Directors and COO for FY25
- Undertake performance review and reward payouts
- Review LTIP's and Share Option Schemes for any changes
- Approve reward mechanisms in the event of changes to the business model

POLICY FOR EXECUTIVE DIRECTORS

The aim of the policy is to attract, motivate and retain high calibre executives by rewarding them with fair and attractive, but not excessive, remuneration packages which support the delivery of business objectives in the long-term.

a. Salary

Salaries are reviewed annually, and the Remuneration Committee takes account of similar companies in its industry by reference to published information for similar jobs as well as individual performance.

b. Bonus

The Company operates a discretionary bonus scheme for Executive Directors. The scheme is based on achieving agreed levels of profitability and achievement of operational objectives, each representing a percentage of the bonus available. An additional bonus is available for overperformance of financial targets. Bonus payments are non-pensionable.

c. Benefits

When appropriate, Executives are provided with medical insurance and life assurance.

d. Pension

The Company's defined contribution pension scheme is available to all Executive Directors.

e. Share Options

The Chief Executive (Kevin Davidson), the Chief Financial Officer (Mehr Malik) and the Non-Executive Chair (Peter Searle) have share options. Kevin Davidson and Mehr Malik participate in the Save As You Earn (SAYE) scheme.

f. Service Contracts

Both Executive Directors are employed on rolling contracts subject to between three and six months' notice from either the Executive or the Company. The Remuneration Committee reviews each case of early termination individually in order to ensure compensation settlements are made which are appropriate to the circumstances, taking care to ensure that poor performance is not rewarded.

POLICY FOR NON-EXECUTIVE DIRECTORS

The Board is responsible for determining the fees payable to Non-Executive Directors.

DIRECTORS' INTEREST IN SHARES AND SHARE OPTIONS

Details of the interests of those Directors that held office during the year, all of which are beneficial, in the shares of Norman Broadbent plc on the dates specified are as follows:

Ordinary Shares:

	31 December 2024		31 December 2023	
	Ordinary Shares of 1.0p Each	%	Ordinary Shares of 1.0p Each	%
Peter Searle	**3,914,742**	**5.85**	3,829,192	6.00
Kevin Davidson	**536,917**	**0.80**	449,100	0.70
Jon Kempster*	**294,648**	**0.44**	163,070	0.26
Mehr Malik	**246,790**	**0.37**	158,350	0.25
Devyani Vaishampayan	**85,000**	**0.13**	–	–

* Held by person closely associated.

Share interests:

The following share options were held by those Directors named below as at 31 December 2024, further details of which are disclosed in note 19. One quarter of the LTIP options became capable of being exercised during the year.

	31 December 2024		31 December 2023	
	LTIP options	SAYE	LTIP options	SAYE
Kevin Davidson	**2,548,148**	**360,000**	2,548,148	360,000
Mehr Malik	**1,700,000**	**180,000**	1,700,000	180,000
Peter Searle	**1,000,000**	**–**	1,000,000	–

AUDITED INFORMATION

Directors' Emoluments

The emoluments of the Directors for the year ended 31 December 2024 were as follows:

	Salary and fees	Bonus	Benefits	Pensions	Total 2024	Total 2023
	£'000	£'000	£'000	£'000	£'000	£'000
Executive Directors						
Kevin Davidson	**237**	**40**	**2**	**12**	**291**	434
Mehr Malik	**182**	**20**	**1**	**9**	**212**	221
	419	**60**	**3**	**21**	**503**	655
Non-Executive Directors						
Peter Searle	**123***	**–**	**1**	**–**	**124**	106
Devyani Vaishampayan	**29**	**–**	**–**	**–**	**29**	24
Jon Kempster	**29**	**–**	**–**	**–**	**29**	15
	181	**–**	**1**	**–**	**182**	145

*2024 salary for Peter Searle includes £19,000 back pay in relation to 2021 salary not paid at the time.

** Remuneration of directors who also served in 2023 was: Stephen Smith (resigned 23rd August 2022): £22,000, Fiona McAnena (resigned 29th June 2023): £10,000.

Devyani Vaishampayan

Chair of the Remuneration Committee

1 April 2025

Audit Committee Report

COMPOSITION

The Audit Committee is chaired by Jon Kempster. Its other member is Devyani Vaishampayan. As is good practice, the Committee is made up solely of Non-Executive directors who the Board consider to be independent.

Under its Terms of Reference, the Audit Committee meets at least twice a year and at other times as required. During the year ended 31 December 2024, the Audit Committee met three times, with all members being present at each meeting. The Chair of the Board, CEO, CFO, external audit engagement partner and other members of senior management are invited to attend Committee meetings as necessary.

The Board is satisfied that the Chair of the Committee has the necessary recent and relevant financial experience to chair the Audit Committee.

RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Committee has an important role to play in providing independent oversight and safeguarding shareholders' interests.

The Committee responsibilities include oversight of:

- The accounting principles, policies and practices adopted by the Company.
- The external financial reporting and associated announcements.
- The appointment, independence, effectiveness and remuneration of the Company's external auditor.
- The Group's risk identification and mitigation processes.
- The Company's internal controls.
- Fraud prevention arrangements and reports under the whistleblowing policy.
- The work of the Group's external auditors.
- The Group's financial reporting processes.

MATTERS CONSIDERED BY THE COMMITTEE

During the year, the Committee considered other matters, including reviews of certain risk and compliance policies to ensure that they were up to date and remained fit for purpose. More information is provided below.

Financial Reporting

The Committee reviewed and evaluated the appropriateness of the interim and annual financial statements (including the announcements regarding these results which were made to the London Stock Exchange) with both management and, in the case of the annual statements, the external auditor. This review included assessment of whether the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy. The Committee also considered the clarity of disclosures, and the reasonableness of the critical accounting policies, estimates and judgements used in preparation of the financial statements.

Whistleblowing Policy

Any matters raised through the whistleblowing process are reported to the Committee. Where a matter is raised, a proportionate investigation is undertaken by independent management with support and guidance from the Committee as necessary. The Group is pleased to report that no incidents were reported during the year. The Committee reviewed the Whistleblowing arrangements during the year and were satisfied with the arrangements in place.

Anti-Bribery and Corruption Policy

This policy is designed to ensure adherence to the provisions of the Bribery Act 2010. Compliance with this policy is confirmed annually by the Group's management team.

Business Continuity Plan

This policy was updated in year to reflect the change of London office location and reviewed by the Committee.

Employee Code of Conduct

The Code of Conduct, ethics and related corporate governance responsibility policies exist to support Company culture. The Committee reviewed the policies during the year and were satisfied with the documents.

Horizon scanning

The Committee worked with the Finance team and external auditors to identify any upcoming changes to regulatory requirements that would impact the Group. The Company has engaged One Advisory Limited to act as Company Secretary who provide updates on legal and corporate governance developments.

EXTERNAL AUDIT

The Committee reviewed the external auditor's performance and independence, by considering the qualifications, expertise and resources of Kreston Reeves LLP and its objectivity on an ongoing basis throughout the year. The Committee also reviewed the relationship with Kreston Reeves LLP as a whole, to confirm there are no relationships between the external auditor and the Company other than in the ordinary course of business which could adversely affect independence and objectivity.

Kreston Reeves LLP has been in role for over 15 years and the timing of any future retendering plans is reviewed periodically by the Committee. There are no immediate plans to conduct an audit tender exercise.

INTERNAL AUDIT

The Committee considers on an annual basis whether there is a need for a separate internal audit and risk function and makes a recommendation to the Board accordingly. The Group does not currently have a formal internal audit function. This approach is considered appropriate and proportionate for the size of the Group's operations.

RISK AND CONTROLS

During the year, the Committee has received reports from management on the effectiveness of the systems of internal control and risk management which have been established, and the conclusions of any testing performed by the external auditor.

TERMS OF REFERENCE

During the year the Committee reviewed its Terms of Reference to ensure that they remained fit for purpose. The Committee will revisit them in early 2025 to ensure that they reflect the latest guidance and requirements of the 2023 QCA Corporate Governance Code.

Jon Kempster
Chair of the Audit Committee

1 April 2025

Independent Auditor's Report

Independent Auditor's Report to the Members of Norman Broadbent plc

OPINION

We have audited the financial statements of Norman Broadbent plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated and company statements of financial position, the consolidated and company statements of changes in equity, the consolidated and company statements of cash flows and notes to the financial statements, including a summary of significant accounting policies.

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 31 December 2024, and of the Group's loss for the year then ended;
- the Group's and Parent Company's financial statements have been properly prepared in accordance with UK adopted international accounting standards; 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 in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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.

AN OVERVIEW OF THE SCOPE OF OUR AUDIT

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Parent Company, the accounting processes and controls, and the industry in which they operate. Our scoping considerations for the Group audit were based both on financial information and risk.

For the year ended 31 December 2024 we determined the components of the Group by entity. There were two components in scope for our Group audit, Norman Broadbent PLC, the Parent Company of the Group, and Norman Broadbent Executive Search Limited, the trading subsidiary company.

We performed a full scope audit on all the components of the Group. Our audit scope covered 100% of the Group's revenue, the Group's loss before tax and the Group's net assets.

OUR APPLICATION OF MATERIALITY

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion. Based on our professional judgement, we determined materiality and performance materiality for the financial statements of the Group and of the Parent Company as follows:

	Group financial statements	Parent Company financial statements
Materiality	£140,000 (2023: £159,000)	£27,100 (2023: £27,500)
Basis for determining materiality	1.5% of Group net fee income (NFI)	2% of Parent Company gross assets
Rationale for benchmark applied	As the Group's principal activity is that of the provision of recruitment services, NFI is considered by the directors to be a key metric of Group performance. As the Group's Parent Company is AIM listed, the number of users and the level of interest in the financial statements is expected to be higher than it would be for a non-quoted company. Therefore, the significance of balances is expected to be greater and consequently 1.5% of Group NFI has been assessed as the most appropriate basis for materiality.	Given the Parent Company's significant investments, gross assets are a critical indicator. By using gross assets as the materiality level, we provide the users of the accounts with meaningful information that reflects the company's asset base and its impact on financial performance.
Performance materiality	£112,000 (2023: £111,000)	£22,000 (2023: £19,000)
Basis for determining performance materiality	80% of materiality	80% of Parent Company materiality
Reporting threshold	£7,000 (2023: £7,900)	£1,300 (2023: £1,300)
Basis for determining reporting threshold	5% of materiality	5% of Parent Company materiality

We reported all audit differences found in excess of our Group and Parent Company reporting thresholds to the Directors and the management Board.

For each component within the scope of our Group audit, we determined a performance materiality that is less than our Group performance materiality. The performance materiality determined for each Group component was £106,400.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

KEY AUDIT MATTER	KEY AUDIT MATTER
Valuation of Investments	
Included within the Parent Company statement of financial position are fixed asset investments of £1.2m (2023 £1.2m) which comprise the carrying value of its investment in the Group's subsidiaries. This balance represents the most significant balance in the Parent Company statement of financial position. Investments are tested annually for impairment by the directors using estimation techniques which have a high degree of inherent uncertainty. Based on the carrying value of the investments in the Parent Company financial statements and the judgment involved in determining whether any provision for impairment is required due to the trading performance of the subsidiary company, and the economic environment in which it trades, the valuation of investments was considered a key audit risk area.	An analysis of the investments in each subsidiary company was obtained and agreed to the nominal ledger. We compared the carrying value of the investments with the net assets of each subsidiary company to build an assessment of whether any provisions against the carrying value were required. We obtained the directors' calculations supporting the valuation of the investment in the trading subsidiary. This was based on the trading subsidiary's current net asset value and its trading forecasts for a period of 3 years up to December 2027. Our audit work on the trading forecasts included discussion with the directors, assessing the reasonableness of their assumptions used, checking their mathematical accuracy, carrying out sensitivity analysis primarily on differing levels of revenue to assess the impact on the forecasts and considering the accuracy of previously prepared forecasts to actual results achieved.
Key observations Based upon the audit work performed no matters came to our attention to indicate that investments are materially misstated.	
Carrying Value of Goodwill	
Goodwill, which comprises the brand name and client loyalty, arose on the acquisition of subsidiaries in previous years. It is included in the consolidated statement of financial position at a carrying value of £1.4m (2023: £1.4m). This balance represents one of the most significant balances in the consolidated statement of financial position. Goodwill is tested annually for impairment by the directors using estimation techniques which have a high degree of inherent uncertainty. Based on the carrying value of goodwill and the judgment involved in determining whether any further provision for impairment against its carrying value was required due to the trading performance of the subsidiary company, and the economic environment in which it trades, the carrying value of goodwill was considered a key audit risk area.	An analysis of the goodwill was obtained from the directors, and we compared this to our expectations. We obtained the directors' assessment of the valuation of goodwill which was based on the Group's trading forecasts for a period of 5 years up to December 2029, discounted to their present value. Our audit work on the forecasts included discussion with the directors, assessing the reasonableness of assumptions supporting the forecasts, checking their mathematical accuracy, carrying out sensitivity analysis primarily on differing levels of revenue to assess the impact on the forecasts and considering the accuracy of previously prepared forecasts to actual results achieved. We also assessed the reasonableness of the discount rate used in the present value calculations. We assessed the goodwill disclosures in the financial statements for accuracy and reasonableness.
Key observations Based upon the audit work performed no matters came to our attention to indicate that the carrying value of goodwill is materially misstated.	

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THIS MATTER
Revenue Recognition	
The Group has three main sources of revenue: Executive search placement fees which are generated through high level executive search recruitment services with the positions generally being at senior management level. Interim management placement fees which are generated through placing candidates into Board positions for short periods of time. Leadership and consulting fees which are generated through consultative services in relation to recruitment. As revenue is a key driver of the Group's performance, and represents a higher risk of misstatement, we determined this was a key audit risk area.	We discussed the Group's revenue recognition policies with the directors. We considered whether the Group's accounting policies complied with IFRS 15 – Revenue from Contracts with Customers. We tested revenue recognition during the year by undertaking directional testing on a sample of transactions, carrying out analytical review procedures and testing invoice posting around the year end to ensure revenue was being recorded in the correct period.
Key observations Based upon the audit work performed no matters came to our attention to indicate that revenue is materially misstated.	

CONCLUSIONS RELATING TO GOING CONCERN

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.

We performed the following audit procedures:

- We reviewed the Group's results and financial position and assessed the ability of the Group to meet its future financial obligations based upon its available resources; and
- We obtained the directors' trading and cash flow forecasts which covered the periods to 31 December 2026, and which support their assessment of the Group's ability to continue as a going concern.
- Our audit work on the forecasts included checking their mathematical accuracy, assessing the reasonableness of assumptions used and carrying out sensitivity analysis primarily on differing levels of revenue to assess the impact on the forecasts and considering the accuracy of previously prepared forecasts to actual results achieved.
- We discussed the forecasts with the directors to gain an understanding of their plans for the financing of the Group and evaluated their achievability.
- We assessed the going concern disclosure in the financial statements for accuracy and reasonableness.

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 or 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.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to 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.

OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006:

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 BY EXCEPTION

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

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 directors' responsibilities statement set out on page 22, 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. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Capability of the audit in detecting irregularities, including fraud

Based on our understanding of the Group and industry, and through discussion with the directors and other management (as required by auditing standards), we identified that the principal risks of non-compliance with laws and regulations related to health and safety, anti-bribery and employment law. We considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and taxation legislation. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce expenditure, management bias in accounting estimates and judgemental areas of the financial statements such as the valuations of investment in subsidiaries and the carrying value of goodwill. Audit procedures performed by the Group engagement team included:

- Detailed discussions were held with the directors and management to identify any known or suspected instances of non-compliance with laws and regulations; and
- Assessment of identified fraud risk factors; and
- Challenging assumptions and judgements made by the directors in their significant accounting estimates, concentrating on the calculations supporting the carrying value of goodwill and investment in subsidiaries; and
- Obtaining confirmation from management of related parties and related party transactions, and review of transactions throughout the period to identify any previously undisclosed transactions with related parties outside the normal course of business; and
- Reading minutes of meetings of those charged with governance; and
- Performing analytical procedures with automated data analytics tools to identify any unusual or unexpected relationships, including related party transactions, that may indicate risks of material misstatement due to fraud; and
- Identifying and testing journal entries, in particular any manual entries made at the year end for financial statement preparation.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Parent Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude 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 or 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 auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or the Parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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.

Kreston Reeves LLP

Graham Hunt BA FCA
(Senior Statutory Auditor)

For and on behalf of Kreston Reeves LLP,

Statutory Auditor and Chartered Accountants

London

1 April 2025

Consolidated Income Statement

For the year ended 31 December 2024

		2024	2023
	Notes	**£'000**	£'000
Revenue	3	**10,919**	12,306
Cost of sales		**(1,605)**	(1,731)
Gross profit		**9,314**	10,575
Operating expenses		**(9,416)**	(10,163)
Operating (loss) / profit		**(102)**	412
Net finance cost	7	**(56)**	(103)
(Loss) / profit before tax	4	**(158)**	309
Taxation	6	**—**	—
(Loss) / profit for the year		**(158)**	309
Earnings per share			
(Loss) / profit per share			
- Basic	8	**(0.25)p**	0.50p
- Diluted		**(0.20)p**	0.39p
Adjusted (loss) / profit per share			
- Basic	8	**(0.15)p**	0.91p
- Diluted		**(0.12)p**	0.71p

The results for the periods presented above are derived from continuing operations.

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

		2024	2023
	Notes	**£'000**	£'000
(Loss) / profit for the year		**(158)**	309
Total comprehensive income for the year		**(158)**	309
Attributable to:			
Owners of the Company		**(158)**	309

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Financial Position

As at 31 December 2024

		2024	2023
	Notes	**£'000**	£'000
Non-current assets			
Intangible assets	10	**1,363**	1,363
Property, plant and equipment	11	**567**	178
Total non-current assets		**1,930**	1,541
Current assets			
Trade and other receivables	13	**2,266**	2,901
Cash and cash equivalents	14	**236**	765
Total current assets		**2,502**	3,666
Current liabilities			
Trade and other payables	15	**2,535**	3,393
Bank overdraft and interest bearing loans	16	**54**	207
Lease liabilities	20	**387**	111
Total current liabilities		**2,976**	3,711
Net current liabilities		**(474)**	(45)
Non-current liabilities			
Bank loans	16	**59**	113
Lease liabilities	20	**119**	8
Total non-current liabilities		**178**	121
Total liabilities		**3,154**	3,832
Total assets less total liabilities		**1,278**	1,375
Equity			
Issued share capital	18	**6,396**	6,365
Share premium account	18	**14,233**	14,233
Own shares	18	**(26)**	-
Retained earnings		**(19,325)**	(19,223)
Total equity		**1,278**	1,375

The accompanying notes form an integral part of these financial statements.

These financial statements were approved by the Board of Directors on 1 April 2025

Signed on behalf of the Board of Directors

K Davidson

Director

Company No 00318267

Company Statement of Financial Position

As at 31 December 2024

	Notes	2024 £'000	2023 £'000
Non-current assets			
Investments	12	**1,200**	1,200
Total non-current assets		**1,200**	1,200
Current assets			
Trade and other receivables	13	**126**	155
Cash and cash equivalents	14	**21**	14
Total current assets		**147**	169
Current liabilities			
Trade and other payables	15	**42**	90
Bank loans	16	**54**	48
Total current liabilities		**96**	138
Net current assets		**51**	31
Non-current liabilities			
Bank loans	16	**59**	113
Total non-current liabilities		**59**	113
Total liabilities		**155**	251
Total assets less total liabilities		**1,192**	1,118
Equity			
Issued share capital	18	**6,396**	6,365
Share premium account	18	**14,233**	14,233
Own shares	18	**(26)**	–
Retained earnings		**(19,411)**	(19,480)
Total equity		**1,192**	1,118

The accompanying notes form an integral part of these financial statements.

These financial statements were approved by the Board of Directors on 1 April 2025

Signed on behalf of the Board of Directors

K Davidson
Director

Company No 00318267

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

Equity attributable to equity holders of Norman Broadbent Plc	Share Capital £'000	Share Premium £'000	Own shares £'000	Retained Earnings £'000	Total Equity £'000
Balance at 1 January 2024	**6,365**	**14,233**	**–**	**(19,223)**	**1,375**
Loss for the year	–	–	–	(158)	(158)
Total comprehensive income for the year	–	–	–	(158)	(158)
Credit to equity for share based payments	–	–	–	61	61
Issue of shares to employee benefit trust	31	–	(31)	–	–
Shares distributed by employee benefit trust	–	–	5	(5)	–
Transactions with owners of the Group	31	–	(26)	56	61
Balance at 31 December 2024	**6,396**	**14,233**	**(26)**	**(19,325)**	**1,278**
Balance at 1 January 2023	**6,345**	**14,110**	**–**	**(19,785)**	**670**
Profit for the year	–	–	–	309	309
Total comprehensive income for the year	–	–	–	309	309
Credit to equity for share based payments	–	–	–	253	253
Conversion of convertible loan notes	20	123	–	–	143
Transactions with owners of the Group	20	123	–	253	396
Balance at 31 December 2023	**6,365**	**14,233**	**–**	**(19,223)**	**1,375**

The accompanying notes form an integral part of these financial statements.

Company Statement of Changes in Equity

For the year ended 31 December 2024

Equity attributable to equity holders of Norman Broadbent Plc					
	Share Capital	**Share Premium**	**Own shares**	**Retained Earnings**	**Total Equity**
	£'000	**£'000**	**£'000**	**£'000**	**£'000**
Balance at 1 January 2024	**6,365**	**14,233**	**—**	**(19,480)**	**1,118**
Profit for the year	—	—	—	13	13
Total comprehensive income for the year	—	—	—	13	13
Credit to equity for share based payments	—	—	—	61	61
Issue of shares to employee benefit trust	31	—	(31)	—	—
Shares distributed by employee benefit trust	—	—	5	(5)	—
Total transactions with owners of the Company	31	—	(26)	56	61
Balance at 31 December 2024	**6,396**	**14,233**	**(26)**	**(19,411)**	**1,192**
Balance at 1 January 2023	**6,345**	**14,110**	**—**	**(18,362)**	**2,093**
Loss for the year	—	—	—	(1,371)	(1,371)
Total comprehensive income for the year	—	—	—	(1,371)	(1,371)
Credit to equity for share based payments	—	—	—	253	253
Conversion of convertible loan notes	20	123	—	—	143
Total transactions with owners of the Company	20	123	—	253	396
Balance at 31 December 2023	**6,365**	**14,233**	**—**	**(19,480)**	**1,118**

The accompanying notes form an integral part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2024

		2024	**2023**
	Notes	**£'000**	£'000
Cash flows from operating activities			
(Loss) / profit before taxation		**(158)**	309
Depreciation / impairment of property, plant and equipment		**285**	231
Share based payment charge		**61**	253
Net finance cost		**56**	103
Decrease / (increase) in trade and other receivables		**635**	(579)
(Decrease) / increase in trade and other payables		**(858)**	1,395
Net cash generated from operating activities		**21**	1,712
Cash flows from investing activities and servicing of finance			
Net finance cost		**(23)**	(27)
Payments to acquire tangible fixed assets	11	**(50)**	(16)
Net cash used in investing activities		**(73)**	(43)
Cash flows from financing activities			
Repayments of borrowings		**(62)**	(389)
Payment of lease liabilities		**(256)**	(241)
Decrease in invoice discounting	16	**(159)**	(324)
Net cash used in financing activities		**(477)**	(954)
Net (decrease) / increase in cash and cash equivalents		**(529)**	715
Cash and cash equivalents at beginning of period		**765**	50
Cash and cash equivalents at end of period		**236**	765

The accompanying notes form an integral part of these financial statements.

Company Statement of Cash Flows

For the year ended 31 December 2024

	Notes	2024 £'000	2023 £'000
Cash flows from operating activities			
Profit / (loss) before taxation		**13**	(1,371)
Share based payment charge		**61**	253
Net finance cost		**14**	75
Decrease in trade and other receivables		**29**	1,402
(Decrease) / increase in trade and other payables		**(48)**	38
Net cash generated from operating activities		**69**	397
Cash flows from investing activities and servicing of finance			
Net cash used in investing activities		**–**	–
Cash flows from financing activities			
Repayments of borrowings		**(62)**	(389)
Net cash generated from financing activities		**(62)**	(389)
Net increase in cash and cash equivalents		**7**	8
Cash and cash equivalents at beginning of period		**14**	6
Cash and cash equivalents at end of period		**21**	14

The accompanying notes form an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 31 December 2024

1. Significant Accounting Policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to both years presented unless otherwise stated.

1.1. Basis of Preparation

The consolidated financial statements of Norman Broadbent plc ("Norman Broadbent", "the Company" or "the Group") have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and interpretations issued by the International Accounting Standards Board (IASB), UK adopted International Financial Reporting Standards (adopted IFRSs) and with those parts of the Companies Act 2006 applicable to those companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention. The consolidated financial statements are presented in pounds and all values are rounded to the nearest thousand (£'000), except when otherwise indicated.

The preparation of financial statements in compliance with UK adopted IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 1.19.

1.1.1 Going Concern

The consolidated financial statements of the Group have been prepared under the assumption the Group operates on a going concern basis, which assumes the Group will be able to discharge its liabilities as they fall due. In confirming the validity of the going concern basis of preparation, the Group has considered the following specific factors:

- The Group reported a loss before tax from continued operations in the year to 31 December 2024 of £0.2m compared with a profit before tax of £0.3m in 2023.
- The consolidated statement of financial position shows a net asset position at 31 December 2024 of £1.3m (2023: £1.4m) with cash at bank of £0.2m (2023: £0.8m).
- At the date that these financial statements were approved the Group had no overdraft facility, a CBILS loan of £0.1m and its receivable finance facility which is 100% secured by the Group's trade receivables.
- Management prepares an annual budget and longer-term strategic plan, including an assessment of cash flow requirements, and continue to monitor actual performance against budget and plan throughout the reporting period.

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. Based on these factors, management has a reasonable expectation that the Group has and will have adequate resources to continue in operational existence for the foreseeable future.

1.1.2 Changes in Accounting Policy and Disclosures

a. New and amended accounting standards adopted by the Group

The Group adopted the following new and amended relevant IFRS in the year:

- Classification of Liabilities as Current or Non-Current - Amendments to IAS 1

b. Standards, amendments and interpretations to existing standards that are not yet effective and have not yet been adopted early by the Group

There are a number of standards, amendments to standards, and interpretations which have been issued by the International Accounting Standards Board ("IASB") that are effective in future accounting periods that the Group has decided not to adopt early. Any standards that are not deemed relevant to the operations of the Group have been excluded:

- Presentation and Disclosure in Financial Statements - IFRS18

The Group is currently assessing the impact of the new accounting standards and amendments. The Group does not believe that these amendments will have a significant impact on the financial statements of the Group.

1.2. Basis of Consolidation

The Group's financial statements consolidate those of the parent company and all of its subsidiaries at 31 December 2024. All subsidiaries have a reporting date of 31 December. Subsidiaries are consolidated from the date of their acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Accounting policies have been applied consistently.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated.

The Employee Benefit Trust (EBT) is consolidated on the basis that the parent has control, thus the assets and liabilities of the EBT are included on the Company balance sheet and shares held by the EBT in the Company are presented as a deduction from equity in the Own shares reserve.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

1. Significant Accounting Policies (continued)

1.3. Goodwill

Goodwill arising on acquisition of subsidiaries is included in the consolidated statement of financial position as an asset at cost less impairment. If the goodwill balance is material, it is tested annually for impairment and carried at cost less accumulated impairment losses. Any impairment is recognised immediately in the income statement and is not subsequently reversed.

1.4. Impairment of Non-Financial Assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed 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 to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

1.5. Financial Assets and Liabilities

Financial assets and liabilities are recognised initially at their fair value and are subsequently measured at amortised cost. For trade receivables, trade payables and other short-term financial liabilities this generally equates to original transaction value.

1.6. Property, Plant and Equipment

The cost of property, plant and equipment is their purchase cost, together with any incidental costs of acquisition.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of each asset over its expected useful economic life at the following rates:

- Office and computer equipment - over three to four years
- Fixtures and fittings - lower of lease term and four years
- Land and buildings leasehold - over three to five years
- Right of use asset - lower of the asset's useful life and the lease term

1.7. Trade Receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are recognised initially at transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

1.8. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

1.9. Investments

Investments in subsidiary undertakings are stated at cost less provision for any impairment in value. Investments are tested annually for impairment and whenever events or changes in circumstance indicate that the carrying amount may not be recoverable an impairment loss is recognised immediately for the amount by which the investment's carrying amount exceeds its recoverable value.

1.10. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

1.11. Invoice Discounting Facility

The terms of this arrangement are judged to be such that the risk and rewards of ownership of the trade receivables do not pass to the finance provider. As such the receivables are not derecognised on draw-down of funds against this facility. This facility is recognised as a liability for the amount drawn.

1.12. Trade Payables

Trade payables are non-interest bearing and are initially recognised at fair value and then subsequently measured at amortised cost.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

1. Significant Accounting Policies (continued)

1.13. Foreign Currency Translation

Functional and presentation currency

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 functional currency of Norman Broadbent Plc.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. 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 recognised in the consolidated income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated income statement within 'net finance cost'. All other foreign exchange gains and losses are presented in the income statement within 'operating expenses'.

1.14. Taxation

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

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all material taxable timing differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Such assets and liabilities are not recognised if the temporary difference arises from an initial recognition of goodwill or from the initial recognition (other than in the business combination) of other assets and liabilities in the transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited to the consolidated income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

1.15. Revenue Recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below.

Executive search services

Executive Search services are provided on a retained basis and the Group generally invoices the client at pre-specified milestones agreed in advance at a specific point in time. Revenue is recognised at three stages; retainer, shortlist and completion fee. Revenue is recognised based on delivery of performance obligations at defined stages including resource allocation and search strategy agreement at retainer stage, delivery of candidate shortlist and candidate acceptance of placement.

Interim management

Revenue is recognised for interim business over time as services are rendered, validated by receipt of a client approved timesheet or equivalent. Fixed Term Contracts or Candidate conversions are recognised on client approval and invoice date at a specific point in time.

Leadership consulting

Revenue is recognised in line with delivery. Where revenue is generated by contracts covering a number of sessions then revenue is recognised over the contract term based on the average number of sessions taken up and is invoiced at a specific point in time.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

1. Significant Accounting Policies
(continued)

1.16. Pensions

The Group operates a number of defined contribution pension schemes for the benefit of certain employees. The costs of the pension schemes are charged to the income statement as incurred.

1.17. Leases

The Group makes the use of leasing arrangements principally for the provision of office space and various office equipment. Rental contracts are typically made for fixed periods of 3 to 5 years but may have extension options.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative standalone prices.

However, for leases of property for which the Group is a lessee and for which it has major leases, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Leases are recognised as a right-of-use asset and a lease liability at the lease commencement date.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- Amounts expected to be payable by the Group under residual value guarantees;
- The exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

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

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; and
- Any initial direct 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. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Right-of-use assets are tested for impairment in accordance with IAS 36 Impairment of assets.

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. 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.

1.18. Share Option Schemes

For equity-settled share-based payment transactions the Group, in accordance with IFRS 2, measures their value and the corresponding increase in equity indirectly, by reference to the fair value of the equity instruments granted. The fair value of those equity instruments is measured at grant date, the EBITDA Options and SAYE Options using a Binomial option model and the Share Price Options using a Monte Carlo simulation model. The expense is apportioned over the vesting period of the financial instrument and is based on the numbers which are expected to vest and the fair value of those financial instruments at the date of grant. If the equity instruments granted vest immediately, the expense is recognised in full.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

1. Significant Accounting Policies
(continued)

1.19. Critical Accounting Judgements and Estimates

a. Impairment of goodwill - determining whether goodwill is impaired requires an estimation of the value in use of cash-generating units (CGUs) to which goodwill has been allocated. The value in use calculation requires an estimation of the future profitability expected to arise from the CGU and a suitable discount rate in order to calculate present value.

b. Impairment of investments - determining whether investments are impaired requires an estimation of the value in use of each subsidiary. The value in use calculation requires an estimation of the future profitability expected to arise from each subsidiary and a suitable discount rate in order to calculate present value.

c. Revenue recognition - revenue is recognised based on estimated timing of delivery of services based on the assignment structure and historical experience. Were these estimates to change then the amount of revenue recognised would vary.

d. Share-based payments - the expense recognised for share-based payment schemes reflects the number of share options granted that will vest and management's expectations regarding share lapses and non-market performance conditions. All options are subject to both time vesting and performance conditions.

2. Financial Risk Management

The financial risks that the Group is exposed to through its operations are interest rate risk, liquidity risk and credit risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

There have been no substantive changes in the Group's exposure to financial risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods, unless otherwise stated in this note.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's Executive Committee.

The overall objective of the Board 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 specific policies are set out below:

2.1. Interest Rate Risk

The Group's interest rate risk arises from borrowings linked to the Bank of England Base Rate and affects the invoice discounting facility and the CBILS loan. A combination of small interest rate reductions in 2024 along with lower level of borrowing by the Group has resulted in a corresponding fall in interest expense to the Group. The Group's management factors these movements into cash flow projections (see liquidity risk below) which indicate that the Group will be able to meet interest expenses under reasonably expected circumstances.

2.2. Liquidity Risk

Liquidity risk arises from the Group's management of working capital and finance charges. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Group's policy is to ensure that it will always have sufficient cash and borrowing facilities to allow it to meet its liabilities when they become due. The Group has access to an invoice discounting facility, which provides immediate access to funding when required and is secured by the Group's trade receivables. The Group took advantage of a CBILS loan in November 2020 which is repayable over six years to 2026. The Board receives cash flow projections as well as monthly information regarding cash balances. At the balance sheet date, these projections indicated that the Group expected to have sufficient liquid resources to meet its obligations under reasonably expected circumstances.

2.3. Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. 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.

Each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Board determines concentrations of credit risk by reviewing the trade receivables' ageing analysis.

The Board monitors the ageing of credit sales regularly and at the reporting date does not expect any losses from non-performance by the counterparties other than those specifically provided for (see note 13). The Directors are confident about the recoverability of receivables based on the blue chip nature of its customers, their credit ratings and the very low levels of default in the past.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

2. Financial Risk Management (continued)

2.4. Capital Risk Management

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 and to maintain an optimal capital structure to reduce the cost of capital.

The Group sets the amount of capital it requires in proportion to risk. The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

3. Revenue

Group revenues are primarily driven from UK operations. When revenue is derived from overseas business the results are presented to the Board by geographic region to identify potential areas for growth or those posing potential risks to the Group.

i. Class of Business:

The analysis by class of business of the Group's turnover is set out below:

	2024	2023
	£'000	£'000
Revenue - Search	**8,107**	8,585
Revenue - Interim Management	**2,656**	3,189
Revenue - Leadership Consulting	**111**	501
Revenue - Other	**45**	31
Total	**10,919**	12,306

ii. Revenue by Geography:

	2024	2023
	£'000	£'000
United Kingdom	**7,616**	9,078
Rest of the world	**3,303**	3,228
Total	**10,919**	12,306

4. (Loss) / profit on Ordinary Activities before Taxation

	2024	2023
	£'000	£'000
(Loss) / profit on ordinary activities before taxation is stated after charging:		
Depreciation and impairment of property, plant and equipment	**285**	231
Employee remuneration (see note 5)	**7,414**	8,143
Auditors' remuneration:		
Audit work	**62**	58
Non-audit work	**—**	—

The Company audit fee for the year was £31,590 (2023: £28,990).

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

5. Employee Remuneration

The average number of full time equivalent employees (including Directors) during the year was as follows:

	2024	2023
	No.	No.
Sales and related services	**49**	44
Administration	**9**	7
	58	51

Expenses recognised for employee benefits are analysed below:

	2024	2023
	£'000	£'000
Wages and salaries	**6,279**	6,752
Social security costs	**824**	921
Defined contribution pension cost	**250**	217
Share based payment	**61**	253
	7,414	8,143

The emoluments of the Directors are disclosed as required by the Companies Act 2006 on page 25 in the Directors' Remuneration Report. The table of Directors' emoluments has been audited and forms part of these financial statements. This also includes details of the highest paid Director.

6. Taxation

a. Tax charged in the income statement

	2024	2023
	£'000	£'000
Current tax:		
UK corporation tax	**—**	—
Foreign tax	**—**	—
Total current tax	**—**	—
Deferred tax:		
Origination and reversal of temporary differences	**—**	—
Tax charge / (credit)	**—**	—

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

6. Taxation (continued)

b. Reconciliation of the total tax charge

The difference between the current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the (loss) / profit before tax is as follows:

	2024	2023
	£'000	£'000
(Loss) / profit on ordinary activities before taxation	**(158)**	309
Tax on (loss) / profit on ordinary activities at standard UK corporation tax rate of 25% (2023: 23.5%)	**(39)**	73
Effects of:		
Expenses not deductible	**16**	6
Share option costs	**15**	60
Depreciation in excess of capital allowances	**(309)**	11
Pension accrual movement	**1**	2
Adjustment to losses carried forward	**316**	(152)
Current tax charge for the year	**–**	–

c. Deferred tax

	Tax losses	Total
	£'000	£'000
At 1 January 2024	**–**	–
Charged / (credited) to the income statement in 2024	**–**	–
At 31 December 2024	**–**	–

At 31 December 2024 the Group had capital losses carried forward of £8,129,000 (2023: £8,129,000) and trading losses carried forward of £15,496,000 (2023: £14,234,000). A deferred tax asset has not been recognised as their utilisation in the near future is uncertain.

The analysis of deferred tax in the consolidated balance sheet is as follows:

	2024	2023
	£'000	£'000
Deferred tax assets:		
Tax losses carried forward	**–**	–
Total	**–**	–

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

7. Net Finance Cost

	2024	2023
	£'000	£'000
Interest payable on leases, invoicing facility and other loans	**56**	103
Total	**56**	103

8. Earnings Per Share

i. Basic earnings per share

This is calculated by dividing the (loss) / profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period. The weighted average number of shares excludes shares held by the Employee Benefit Trust (see note 18):

	2024	2023
	£'000	£'000
(Loss) / profit attributable to owners of the Company	**(158)**	309
	000's	000's
Weighted average number of ordinary shares	**64,034**	62,104

ii. Diluted earnings per share

This is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares in the form of employee share options (LTIP and SAYE schemes). For these options a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	2024	2023
	£'000	£'000
(Loss) / profit attributable to owners of the Company	**(158)**	309
	000's	000's
Weighted average number of ordinary shares	**79,946**	78,463

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

8. Earnings Per Share (continued)

iii. Adjusted earnings per share

An adjusted earnings per share has also been calculated in addition to the basic and diluted earnings per share and is based on earnings adjusted to eliminate the effects of charges for share based payments. It has been calculated to allow shareholders to gain a clearer understanding of the trading performance of the Group.

	2024	2024	2024	2023	2023	2023
	£'000	Basic pence per share	Diluted pence per share	£'000	Basic pence per share	Diluted pence per share
Basic earnings						
(Loss) / profit after tax	**(158)**	**(0.25)**	**(0.20)**	309	0.50	0.39
Adjustments						
Share based payment charge	**61**	**0.10**	**0.08**	253	0.41	0.32
Adjusted earnings	**(97)**	**(0.15)**	**(0.12)**	562	0.91	0.71

9. Profit of Parent Company

As permitted by Section 408 of the Companies Act 2006, the income statement of the parent company is not presented as part of these accounts. The parent company's profit for the year amounted to £0.01 million (2023: £1.4 million loss).

10. Intangible Assets

	Goodwill arising on consolidation
Group	**£'000**
Balance at 1 January 2023	3,690
Balance at 31 December 2023	3,690
Balance at 31 December 2024	**3,690**
Provision for impairment	
Balance at 1 January 2023	2,327
Balance at 31 December 2023	2,327
Balance at 31 December 2024	**2,327**
Net book value	
At 1 January 2023	1,363
At 31 December 2023	1,363
At 31 December 2024	**1,363**

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

10. Intangible Assets (continued)

Goodwill acquired through business combinations is allocated to cash-generating units (CGUs) and is shown below:

	Executive Search	Leadership Consulting	Total
	£'000	**£'000**	**£'000**
Balance at 1 January 2023	1,303	60	1,363
Balance at 31 December 2023	1,303	60	1,363
Balance at 31 December 2024	**1,303**	**60**	**1,363**

Goodwill has been subject to an impairment review by the Directors of the Group. As set out in accounting policy note 1, the Directors test the goodwill for impairment annually as set out below.

Expected future cash flows for each CGU over a five year period are derived from the most recent three year financial projections agreed by the board and an assumed net fee and cost growth rate of 5% in years four and five. Although the growth rates of 5% exceeds the long-term growth rate for the economy, they are considered appropriate based on the expected future growth rate of the business. A discount rate of 12.5% (2023: 12.5%), representing the weighted average cost of capital for the Group, in line with businesses in the same sector, is then used to calculate the present value of those cash flows and then aggregated to give an overall valuation.

11. Property, Plant and Equipment

	Land and buildings - leasehold	Right-of-use asset	Office and computer equipment	Fixtures and fittings	Total
	£'000	**£'000**	**£'000**	**£'000**	**£'000**
Group Cost					
Balance at 1 January 2023	100	808	368	50	1,326
Additions	—	—	16	—	16
Disposals	(80)	—	(261)	(43)	(384)
Balance at 31 December 2023	20	808	123	7	958
Additions	—	624	49	1	674
Disposals	(20)	(675)	(14)	(7)	(716)
Balance at 31 December 2024	**—**	**757**	**158**	**1**	**916**
Accumulated depreciation					
Balance at 1 January 2023	100	500	274	50	924
Charge for the year	—	176	55	—	231
Disposals	(80)	—	(252)	(43)	(375)
Balance at 31 December 2023	20	676	77	7	780
Charge for the year	—	251	34	—	285
Disposals	(20)	(675)	(14)	(7)	(716)
Balance at 31 December 2024	**—**	**252**	**97**	**—**	**349**
Net book value					
At 1 January 2023	—	308	94	—	402
At 31 December 2023	—	132	46	—	178
At 31 December 2024	**—**	**505**	**61**	**1**	**567**

The Group had no capital commitments as at 31 December 2024 (2023: £nil).

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

12. Investments

	Shares in subsidiary undertakings
	£'000
Company Cost	
Balance at 1 January 2023	5,935
Balance at 31 December 2023	5,935
Balance at 31 December 2024	**5,935**
Provision for impairment	
Balance at 1 January 2023	4,735
Impairment for the year	–
Balance at 31 December 2023	4,735
Impairment for the year	–
Balance at 31 December 2024	**4,735**
Net book value	
At 1 January 2023	1,200
At 31 December 2023	1,200
At 31 December 2024	**1,200**

During the year to 31 December 2024 the Company held the following ownership interests:

Principal investments:	Country of incorporation or registration and operation	Principal activities	Proportion of shares held by the Company
Norman Broadbent Executive Search Limited	England and Wales	Executive search	100% ordinary shares
Norman Broadbent Ireland Ltd	Republic of Ireland	Dormant	100% ordinary shares

The registered office for Norman Broadbent Executive Search Limited is 68 King William Street, London, EC4N 7HR. The registered office for Norman Broadbent Ireland Limited is The Merrion Buildings, 18 - 20 Merrion Street, Dublin 2, Ireland.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

13. Trade and Other Receivables

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Trade receivables	**1,834**	2,714	**–**	–
Less: provision for impairment	**(38)**	(178)	**–**	–
Trade receivables – net	**1,796**	2,536	**–**	–
Other debtors	**41**	43	**–**	–
Prepayments and accrued income	**429**	322	**1**	8
Due from Group undertakings	**–**	–	**125**	147
Total	**2,266**	2,901	**126**	155
Non-Current	**–**	–	**–**	–
Current	**2,266**	2,901	**126**	155
	2,266	2,901	**126**	155

As at 31 December 2024, Group trade receivables of £0.8m (2023: £1.3m), were past their due date but not impaired, save as referred to below. They relate to customers with no default history. The ageing profile of these receivables is as follows:

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Up to 3 months	**740**	1,054	**–**	–
3 to 6 months	**55**	214	**–**	–
6 to 12 months	**–**	–	**–**	–
Total	**795**	1,268	**–**	–

The largest amount due from a single trade debtor at 31 December 2024 represents 10% (2023: 12%) of the total trade receivables balance outstanding.

As at 31 December 2024, £46,000 of group trade receivables (2023: £178,000) were considered impaired. A provision for impairment has been recognised in the financial statements. Movements on the Group's provision for impairment of trade receivables are as follows:

	2024	2023
	£'000	£'000
At 1 January	**178**	2
Provision for receivable impairment	**210**	178
Receivables written-off as uncollectable	**(350)**	(2)
At 31 December	**38**	178

There is no material difference between the carrying value and the fair value of the Group's and the Company's trade and other receivables.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

14. Cash and Cash equivalents

	Group		Company	
	2024	**2023**	**2024**	**2023**
	£'000	£'000	**£'000**	£'000
Cash at bank and in hand	**236**	765	**21**	14
Total	**236**	765	**21**	14

There is no material difference between the carrying value and the fair value of the Group's and the Company's cash at bank and in hand.

15. Trade and Other Payables

	Group		Company	
	2024	**2023**	**2024**	**2023**
	£'000	£'000	**£'000**	£'000
Trade payables	**378**	343	**2**	46
Other taxation and social security	**422**	407	**(6)**	(8)
Other payables	**26**	22	**—**	—
Accruals	**1,709**	2,621	**46**	52
Total	**2,535**	3,393	**42**	90

There is no material difference between the carrying value and the fair value of the Group's and the Company's trade and other payables.

16. Borrowings

	Group		Company	
	2024	**2023**	**2024**	**2023**
Current	**£'000**	£'000	**£'000**	£'000
Invoice discounting facility (see note (a) below)	**—**	159	**—**	—
Loans (see note (b) below)	**54**	48	**54**	48
Non-Current				
Loans (see note (b) below)	**59**	113	**59**	113
Total	**113**	320	**113**	161

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

16. Borrowings (continued)

The carrying amounts and fair values of the Group's borrowings, which are all denominated in sterling, are as follows:

	Carrying amount		Fair value	
	2024	**2023**	**2024**	**2023**
	£'000	£'000	**£'000**	£'000
Invoice discounting facility	**—**	159	**—**	159
Loans (see note (b) below)	**113**	161	**113**	161
Total	**113**	320	**113**	320

a. Invoice discounting facilities:

The Group operates an invoice discounting facility with Metro Bank. All Group invoices are raised through Norman Broadbent Executive Search Limited and as such Metro Bank (SME Invoice Finance Ltd) holds an all asset debenture for Norman Broadbent plc and Norman Broadbent Executive Search Limited. Funds are available to be drawn down at an advance rate of 88% against trade receivables of Norman Broadbent Executive Search Limited that are aged less than 120 days with the facility capped at £2.1 million. At 31 December 2024, the facility was in credit by £0.02 million (31 December 2023: £0.2 million outstanding) and is recognised in cash and cash equivalents. The facility was secured by trade receivables of £1.8 million. Interest is charged on the drawn down funds at a rate of 2.4% above the bank base rate.

b. Loans

In November 2020 the Group received a CBILS Loan of £250,000 for a term of 6 years. Repayment of capital and interest began in January 2022, and from this month the loan incurs interest at 4.75% above the Metro Bank UK base rate. Metro Bank holds an all asset fixed and floating charge over Norman Broadbent Executive Search Limited linked to this facility.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

17. Financial Instruments

Financial assets and financial liabilities are recognised on the balance sheet when the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised when the rights to receive cash flows from the asset have expired, or when the Group has transferred those rights and substantially all the risks and rewards of the asset.

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expired.

The carrying value of each asset and liability is considered to be a reasonable approximation of the fair value.

The following tables show the carrying amounts of financial assets and financial liabilities held by the Group.

	2024	2023
Group	**£'000**	£'000
Financial assets		
Trade and other receivables	**1,796**	2,536
Other debtors	**41**	43
	1,837	2,579
Financial liabilities		
Trade creditors	**378**	343
Accruals and deferred income	**1,709**	2,621
Other payables	**26**	22
Bank loans – Current	**54**	207
Bank loans – Non-current	**59**	113
Lease liabilities – Current	**387**	111
Lease liabilities – Non-current	**119**	8
	2,732	3,425

	2024	2023
Company	**£'000**	£'000
Financial assets		
Amounts owed by group undertakings	**125**	147
	125	147
Financial liabilities		
Trade and other payables	**2**	46
Accruals and deferred income	**46**	52
Bank loans – Current	**54**	48
Bank loans – Non-current	**59**	113
	161	259

In common with other businesses, the Group is exposed to risks that arise from its use of financial instruments. Details on these risks and the policies set out by the Board to reduce them can be found in note 2.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

18. Share Capital and reserves

Share capital and reserves comprise of the following categories:

- Share capital: the nominal value of shares issued by the Company.
- Share premium: the amount above the nominal value received for shares issued by the Company, less transaction costs and amounts used to fund bonus share issues.
- Own shares: the value of shares held by the Employee Benefit Trust.
- Retained earnings: all current and prior period retained profits and losses after deducting any distributions made to the Company's shareholders and adding any credits for share based payments.

	2024	2023
	£'000	£'000
Allotted and fully paid		
Ordinary Shares:		
66,902,286 Ordinary shares of 1.0p each	**669**	638
(2023: 63,865,249)		
Deferred Shares:		
23,342,400 Deferred A shares of 4.0p each	**934**	934
(2023: 23,342,400)		
907,118,360 Deferred shares of 0.4p each	**3,628**	3,628
(2023: 907,118,360)		
1,043,566 Deferred B shares of 42.0p each	**438**	438
(2023: 1,043,566)		
2,504,610 Deferred C shares of 29.0p each	**727**	727
(2023: 2,504,610)		
Total	**6,396**	6,365

Deferred A Shares of 4.0p each

The Deferred A Shares carry no right to dividends or distributions or to receive notice of or attend general meetings of the Company. In the event of a winding up, the shares carry a right to repayment only after the holders of Ordinary Shares have received a payment of £10 million per Ordinary Share. The Company retains the right to cancel the shares without payment to the holders thereof. The rights attaching to the shares shall not be varied by the creation or issue of shares ranking pari passu with or in priority to the Deferred A Shares.

Deferred Shares of 0.4p each

The Deferred Shares carry no right to dividends, distributions or to receive notice of or attend general meetings of the Company. In the event of a winding up, the shares carry a right to repayment only after payment of capital paid up on Ordinary Shares plus a payment of £10,000 per Ordinary Share. The Company retains the right to transfer or cancel the shares without payment to the holders thereof.

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

18. Share Capital and reserves (continued)

Deferred B Shares of 42.0p each

The Deferred B Shares carry no right to dividends or distributions or to receive notice of or attend general meetings of the Company. In the event of a winding up, the shares carry the right to repayment only after the holders of Ordinary Shares have received a payment of £10 million per Ordinary Share. The Company retains the right to cancel the shares without payment to the holders thereof. The rights attaching to the shares shall not be varied by the creation or issue of shares ranking pari passu with or in priority to the Deferred B Shares.

Deferred C Shares of 29.0p each

The Deferred Shares carry no right to dividends or distributions or to receive notice of or attend general meetings of the Company. In the event of a winding up, the shares carry the right to repayment only after the holders of Ordinary Shares have received a payment of £10 million per Ordinary Share. The Company retains the right to cancel the shares without payment to the holders thereof.

A reconciliation of the movement in share capital and share premium is presented below:

	No. of ordinary shares	Ordinary shares	Deferred shares	Share premium	Total
	000's	£'000	£'000	£'000	£'000
At 1 January 2023	61,817	618	5,727	14,110	20,455
Issued during the year	2,048	20	—	123	143
At 31 December 2023	63,865	638	5,727	14,233	20,598
Issued during the year	3,037	31	—	—	31
At 31 December 2024	**66,902**	**669**	**5,727**	**14,233**	**20,629**

During the year 3,037,037 Ordinary Shares were issued at a consideration of 1.00 pence per share.

Employee Benefit Trust

During the year the Group set up an Employee Benefit Trust (EBT) to hold shares which will be used to satisfy the exercise of options granted to employees under the Group's Long Term Incentive Plan (LTIP). The own shares reserve represents the cost of Norman Broadbent plc shares held by the EBT.

During the year the Group issued 3,037,037 ordinary shares (2023: nil shares) at the nominal value of £0.01 which were passed to the EBT. Options over 550,000 ordinary shares (2023: nil shares) were exercised by employees during the year and transferred to them by the EBT.

At 31 December 2024 the EBT held 2,487, 037 ordinary shares (31 December 2023: nil shares).

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

19. Share Based Payments

As at 31 December 2024, the Group maintained two share-based payment schemes for employee remuneration, the Long Term Incentive Plan (LTIP) and the Save As You Earn Scheme (SAYE). Both programmes will be settled in equity.

LTIP

The LTIP is part of the remuneration package of the Group's senior management team. The scheme is an executive Enterprise Management Incentive ("EMI") share option scheme and 4,148,148 options were granted as part of the scheme on 28 July 2023. All options are subject to both time vesting conditions and performance conditions. 50% of the Options are subject to market-based share price performance conditions (the "Share Price Options") and 50% are subject to certain EBITDA performance conditions (the "EBITDA Options").

SAYE

During the prior year the Company established a tax advantaged SAYE scheme. The scheme is based on eligible employees being granted options over shares with an exercise price of £0.05 per share, which represents a 20 per cent discount to the closing middle market price of a share on 12 June 2023.

Employees agree to opening a sharesave account with the nominated savings carrier and save monthly over a three year saving period. On vesting, participants have a 6-month period to exercise their options.

The Company issued 4,500,000 options on 29 June 2023 (the "SAYE Grant Date"). The SAYE options have no performance conditions attached to them.

Share options and weighted average exercise prices are as follows for the reporting periods presented:

	2024	2024	2023	2023			
	Charge	**Number of share options**	Charge	Number of share options	Vesting period	Expiry date	Performance metrics
Scheme	**£'000**	**000's**	£'000	000's	Years	Years	
LTIP	**40**	**11,598**	243	12,148	3	7	EBITDA and share price
SAYE	**21**	**3,744**	10	4,212	3	0.5 after vesting	None
Total	**61**	**15,342**	253	16,360			

	LTIP		SAYE	
	Weighted average exercise price		Weighted average exercise price	
	£	**000's**	**£**	**000's**
At 1 January 2023	–	**9,950**	**—**	**—**
Granted	–	4,148	0.05	4,500
Forfeited	–	(1,950)	0.05	(288)
At 31 December 2023	**—**	**12,148**	**0.05**	**4,212**
Granted	–	–	–	–
Forfeited	–	–	0.05	(468)
Exercised	–	(550)	–	–
At 31 December 2024	**—**	**11,598**	**0.05**	**3,744**

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

19. Share Based Payments (continued)

The weighted average remaining contractual life of the options outstanding at the end of 2024 was 4.7 years for the LTIP and 2.1 years for the SAYE scheme (2023: 5.7 years for the LTIP and 3.1 years for the SAYE scheme).

The inputs into the valuation models were as follows:

	LTIP – EBITDA Options	LTIP – Share Price Options	SAYE
Option pricing model used	Binomial option model	Monte Carlo simulation	Binomial option model
Weighted average share price at grant date (£)	0.053	0.053	0.055
Exercise price (£)	–	–	0.05
Expiry date	July 2030	July 2030	February 2027
Expected volatility	44.9%	44.9%	43.4%
Expected dividend yield	0.0%	0.0%	0.0%
Risk-free interest rate	4.72%	4.72%	4.72%

20. Leases

All property leases are accounted for by recognising a right-of-use asset and a lease liability, with depreciation and interest expense being charged to the consolidated income statement.

Right-of-use assets are recognised at the commencement date of the lease and they are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The recognised right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful life and the lease term. Right-of-use assets are subject to impairment.

At the commencement date of the lease, lease liabilities are measured at the present value of lease payments to be made over the lease term. The Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Consolidation statement	2024	2023
	£'000	£'000
Depreciation expense	(251)	(176)
Operating Profit	**(251)**	(176)
Finance Costs	(15)	(2)
Profit before Tax	**(266)**	(178)

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

20. Leases (continued)

Consolidated statement of financial position	Right-of-use assets	Lease liabilities
	£'000	**£'000**
As at 1 January 2023	**308**	**(358)**
Additions	–	–
Disposals	–	–
Depreciation expense	(176)	–
Interest expense	–	(2)
Payments	–	241
At 31 December 2023	132	(119)
Additions	624	624
Disposals	–	–
Depreciation expense	(251)	–
Interest expense	–	(19)
Payments	–	256
At 31 December 2024	**505**	**(506)**

Impact on consolidated statement of financial position	2024	2023
	£'000	£'000
Right-of-use assets	505	132
Total Assets	**505**	132
Lease liabilities – less than one year	(387)	(111)
Lease liabilities – more than one year	(119)	(8)
Total Liabilities	**(506)**	(119)
Equity	**(1)**	13

21. Pension Costs

The Group operates several defined contribution pension schemes for the business. The assets of the schemes are held separately from those of the Group in independently administered funds. The pension cost represents contributions payable by the Group to the funds and amounted to £250,000 (2023: £217,000). At the year-end £26,000 of contributions were outstanding (2023: £22,000).

22. Related Party Transactions

The following transactions were carried out with related parties:

Key management compensation:

Key management includes Executive and Non-Executive Directors. The compensation paid or payable to the directors can be found in the Directors' Remuneration Report on pages 24–25.

23. Contingent Liability

The Company is a member of the Norman Broadbent plc Group VAT scheme. As such it is jointly accountable for the combined VAT liability of the Group. The total VAT outstanding in the Group at the year end was £213,000 (2023: £192,000).

Notes to the Financial Statements (continued)

For the year ended 31 December 2024

24. Liabilities from Financing Activities

A reconciliation of liabilities arising from financing activities is presented below:

Group	Borrowings	Lease liabilities	Total
	£'000	£'000	£'000
At 1 January 2023	**1,101**	**358**	**1,459**
Cash flows:			
Repayments of borrowings	(389)	–	(389)
Payment of lease liabilities	–	(241)	(241)
Decrease in invoice discounting	(324)	–	(324)
Non-cash movements:			
Interest accrued	75	2	77
Conversion of loan notes to equity	(143)	–	(143)
At 31 December 2023	320	119	439
Cash flows:			
Repayments of borrowings	(62)	–	(62)
Payment of lease liabilities	–	(256)	(256)
Decrease in invoice discounting	(159)	–	(159)
Non-cash movements:			
Interest accrued	14	19	33
New lease liabilities	–	624	624
At 31 December 2024	**113**	**506**	**619**

Company	Borrowings	Total
	£'000	£'000
At 1 January 2023	**618**	**618**
Cash flows:		
Repayments of borrowings	(389)	(389)
Non-cash movements:		
Interest accrued	75	75
Conversion of loan notes to equity	(143)	(143)
At 31 December 2023	161	161
Cash flows:		
Repayments of borrowings	(62)	(62)
Non-cash movements:		
Interest accrued	14	14
At 31 December 2024	**113**	**113**

Officers & Professional Advisors

BOARD OF DIRECTORS

PETER SEARLE

Group Chair

KEVIN DAVIDSON

Group CEO

MEHR MALIK

Group CFO

JON KEMPSTER

Non-Executive Director

DEVYANI VAISHAMPAYAN

Non-Executive Director

COMPANY SECRETARY

One Advisory Limited
201 Temple Chambers
3–7 Temple Avenue
London EC4Y 0DT

REGISTERED OFFICE

68 King William Street
London
EC4N 7HR

COMPANY NUMBER

00318267

NOMINATED ADVISER & BROKER

Shore Capital and Corporate Limited &
Shore Capital Stockbrokers Limited
Cassini House
57 St James's Street
London SW1A 1LD

REGISTRARS

MUFG Corporate Markets
Central Square
10th Floor
29 Wellington Street
Leeds LS1 4DL

AUDITORS

Kreston Reeves LLP
168 Shoreditch High Street
London E1 6RA

NORMAN
BROADBENT

enquires@normanbroadbent.com

44 (0) 20 7484 0000

normanbroadbent.com

NB