



Empowering tomorrow's tech leaders

Delivering on promise.
Building for the future.

Northcoders Group PLC

| Annual report and financial statements 31 December 2025

Company no. 13378742

 Northcoders

About us

We are one of the **UK's leading technology training specialists**, challenging the tech consultancy market. Through our brands we can provide businesses with the most diverse and comprehensive pool of tech experts through hiring and consultancy to hire.

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> northcodersgroup.com

Introducing Counter®

Our corporate solutions brand

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Operating sustainably

Our approach to ESG

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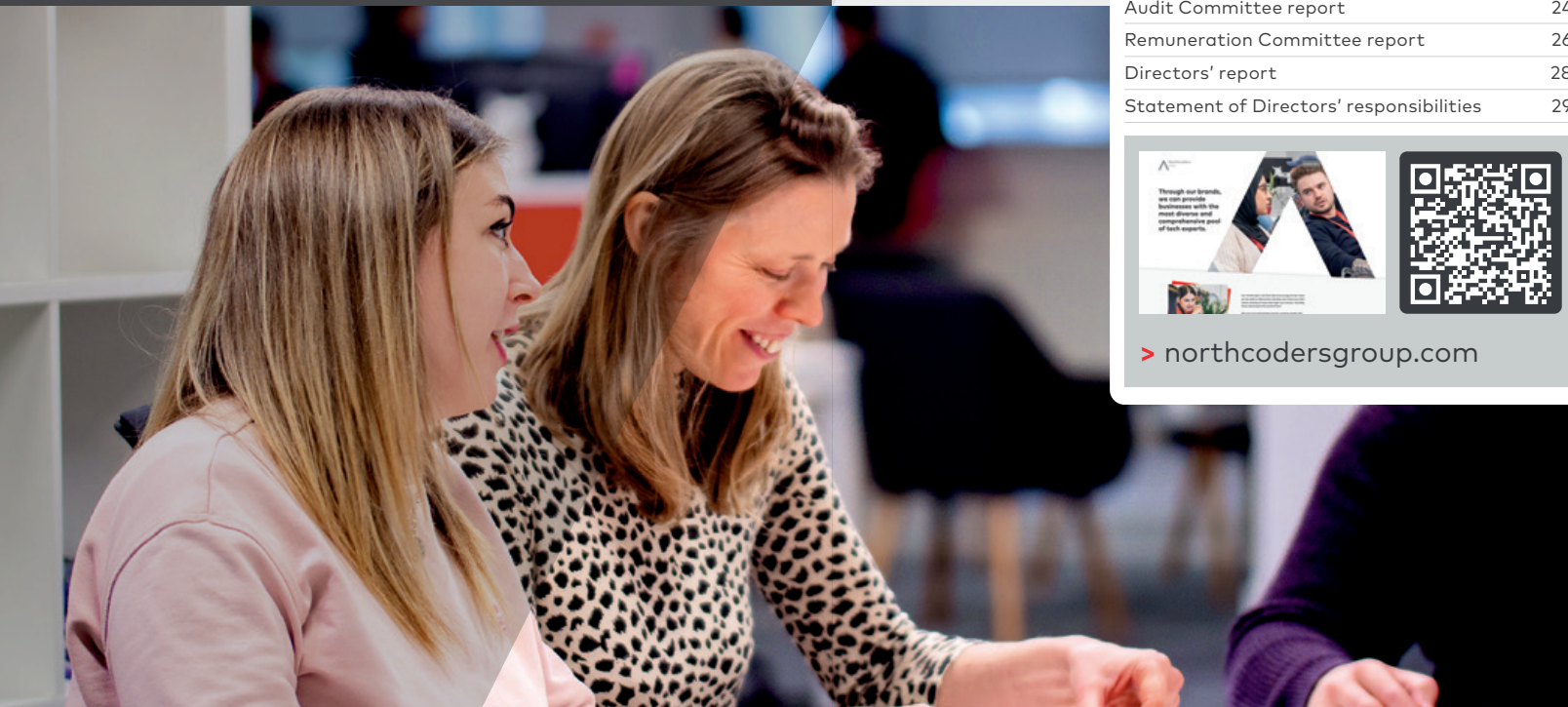


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Additional information

Glossary of terms	IBC
Advisers	IBC



Highlights

Our results are testament to the national reputation of Northcoders.



Financial

Revenue

£4.9m

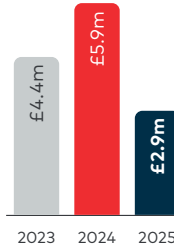
2024: £8.8m



Gross profit

£2.9m

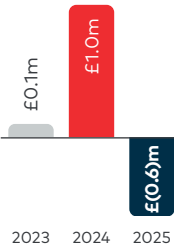
2024: £5.9m



Adjusted EBITDA

£(0.6)m

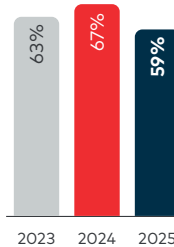
2024: £1.0m



Gross profit margin

59%

2024: 67%



Cash

£1.6m

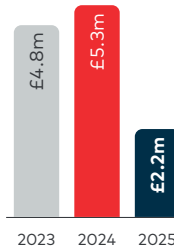
2024: £1.2m



Net assets

£2.2m

2024: £5.3m

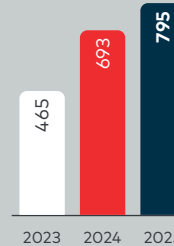


Operational

Hiring partners to date

795

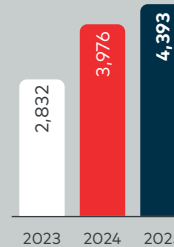
2024: 693



Number of students trained to date

4,393

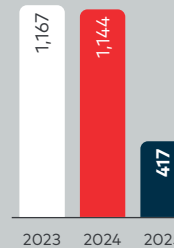
2024: 3,976



Students enrolled in 2025

417

2024: 1,144



At a glance

Creating impact by championing technology leaders from **diverse backgrounds, bringing innovation to the technology sector.**

Our purpose:

Providing access to transformative careers while strengthening the UK tech sector with high-quality, job-ready talent.



Delivered through our strategic priorities:

To strengthen



To lead



To build

To strengthen financial resilience and operational discipline

To lead with quality and consistency across our brands

To build an efficient, accountable and high-performing organisation

Supported by our values:



We put people first

We act with empathy, integrity and accountability, making considered decisions that support students, colleagues and partners.



We champion inclusion

Diversity strengthens our community and our outcomes. We create access to opportunity and ensure everyone can thrive.



We strive for excellence

We hold high standards in delivery, outcomes and governance, taking pride in precision and professionalism.



We evolve and adapt

We continuously improve our curriculum, operations and delivery model to reflect industry needs and emerging technology.

For the benefit of all our stakeholders:



Our customers

See more on page 15



Our partner organisations

See more on page 15



Our people

See more on page 16



Our communities

See more on page 15



Our shareholders

See more on page 16

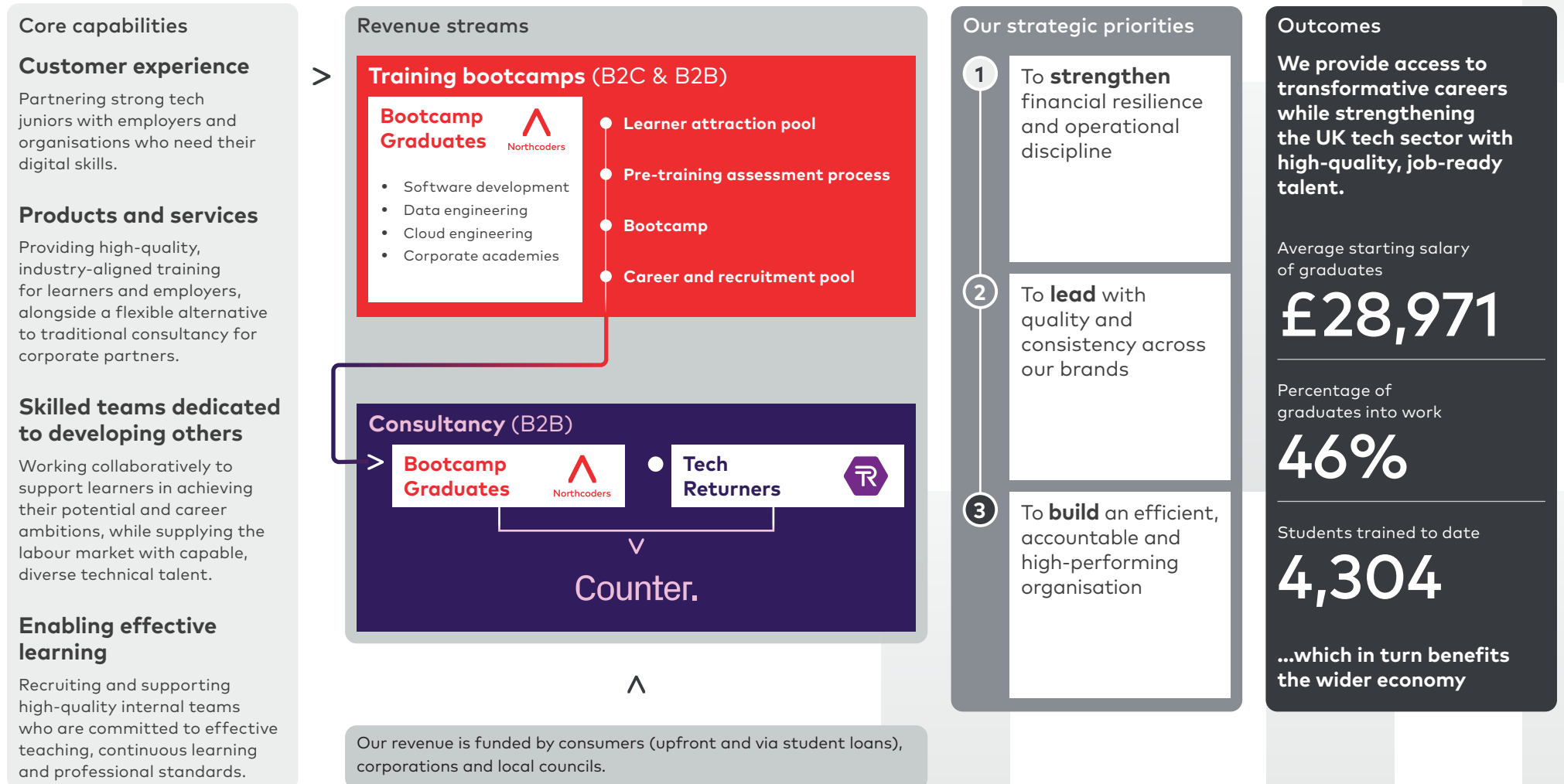


UK Government

See more on page 16

Our operating model

A focused, outcomes-led model **aligning talent development with employer demand** across Training and Counter®.



Our operating model continued Training (B2C & B2B)

Training bootcamps

Training remains at the heart of Northcoders. Since 2015, we have helped more than **4,000 people retrain and begin careers** in the technology sector.

Our courses are designed to give learners the practical, job-ready skills required to succeed in modern tech roles. Through intensive bootcamps and structured learning pathways, we support people with little or no prior experience to develop the technical knowledge, problem-solving ability and collaborative skills expected in professional software teams.

As the technology landscape evolves, we continue to adapt our curriculum to reflect the areas of greatest employer demand. Alongside our established software development training, we have expanded into new programmes focused on data engineering, artificial intelligence and machine learning, ensuring learners gain experience in the technologies shaping the future of the industry.

Average starting salary for students

£28,971

Percentage of graduates into work

46%

Number of students trained to date

4,304

Number of hiring partners

652

The bootcamp journey

1

Learner attraction pool

We reach diverse learners through marketing, outreach, referrals and partnerships to build a strong, nationwide applicant pool.

2

Pre-training assessment process

Applicants complete a rigorous entry challenge, ensuring readiness and commitment before joining the bootcamp.

3

Bootcamp

An intensive, instructor-led programme that builds real-world coding skills, teamwork and confidence in 13 to 20 weeks.

4

Career and recruitment pool

Graduates enter our recruitment network, connecting with over 500 employer partners seeking job-ready tech talent across the UK.



Our operating model continued Corporate solutions (B2B)

Counter.

Counter[®] is Northcoders' consulting and delivery arm, created to offer organisations a practical alternative to **traditional consultancy models**.

Rather than relying on short-term advisory engagements, Counter[®] provides embedded UK-based teams that work alongside organisations to design, build and deliver technology solutions. These teams integrate directly with client environments, helping organisations progress complex projects while strengthening their internal technical capability.

Each Counter[®] team is led by an experienced technical lead and supported by associate consultants, many of whom are graduates of Northcoders or Tech Returners programmes.

Consultants are selected not only for their technical ability but also for their collaborative mindset and commitment to delivering meaningful outcomes.

The focus is on delivering real, working solutions while supporting long-term capability building within client teams. Counter[®] works across areas such as software development, platform engineering and modernisation, helping organisations respond to evolving technical and operational demands.

A key feature of the model is flexibility for clients. At the end of an engagement, organisations have the option to hire members of the Counter[®] team directly, allowing them to retain both the talent and the knowledge developed during the project.

Counter[®] is built around a straightforward principle: practical delivery, strong collaboration and technology solutions that create lasting value for the organisations they support.

Key areas the Counter[®] team is trained in:



Software Engineering



Mobile Computing



Artificial Intelligence



Data Engineering



Cloud Computing



Low Code Development

The Counter[®] journey

1

Consultants cherry-picked in collaboration with your business

2

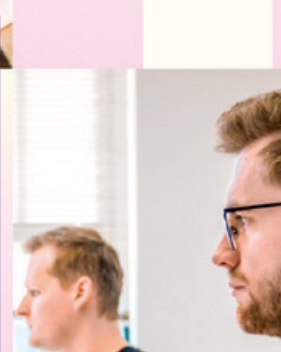
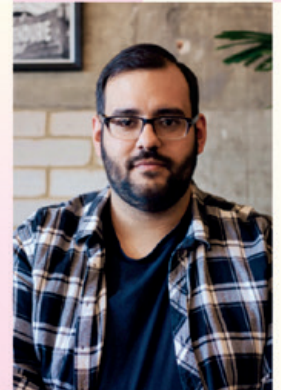
Teams are assembled on a project basis, meaning 100% utilisation rate

3

Other expertise and specialisms can be sourced through Tech Returners

4

Returners and Counter[®] consultants become FTEs post contract completion



"Counter's skills, experience, collaborative approach and the time they dedicate to truly understanding our culture make them an ideal fit for Skipton."

June Powell

Engineering Enablement Lead
Skipton Building Society

Our competitive advantage

1 High-quality technology training aligned with employer demand

- Northcoders has developed a strong reputation for delivering high-quality technology training, helping thousands of individuals transition into careers in software engineering and data
- The curriculum continues to evolve in response to industry demand, with programmes spanning software development, data engineering and emerging areas such as artificial intelligence and machine learning
- A purpose-driven organisation, we are focused on making an immediate impact on diversity and accessibility in the UK technology industry
- Alumni from Northcoders programmes now work across a wide range of technology companies, financial institutions and public sector organisations

2 Integrated training and consulting capability

- Counter® offers organisations an alternative to traditional consultancy through embedded engineering teams working directly within client environments
- These teams support organisations undertaking complex technology projects, including platform development, system modernisation and digital transformation initiatives
- Many Counter® consultants originate from the Northcoders ecosystem, creating a natural connection between talent development and software delivery
- This model enables organisations to access technical capability while also strengthening their internal teams

3 Diversified revenue streams across training and delivery

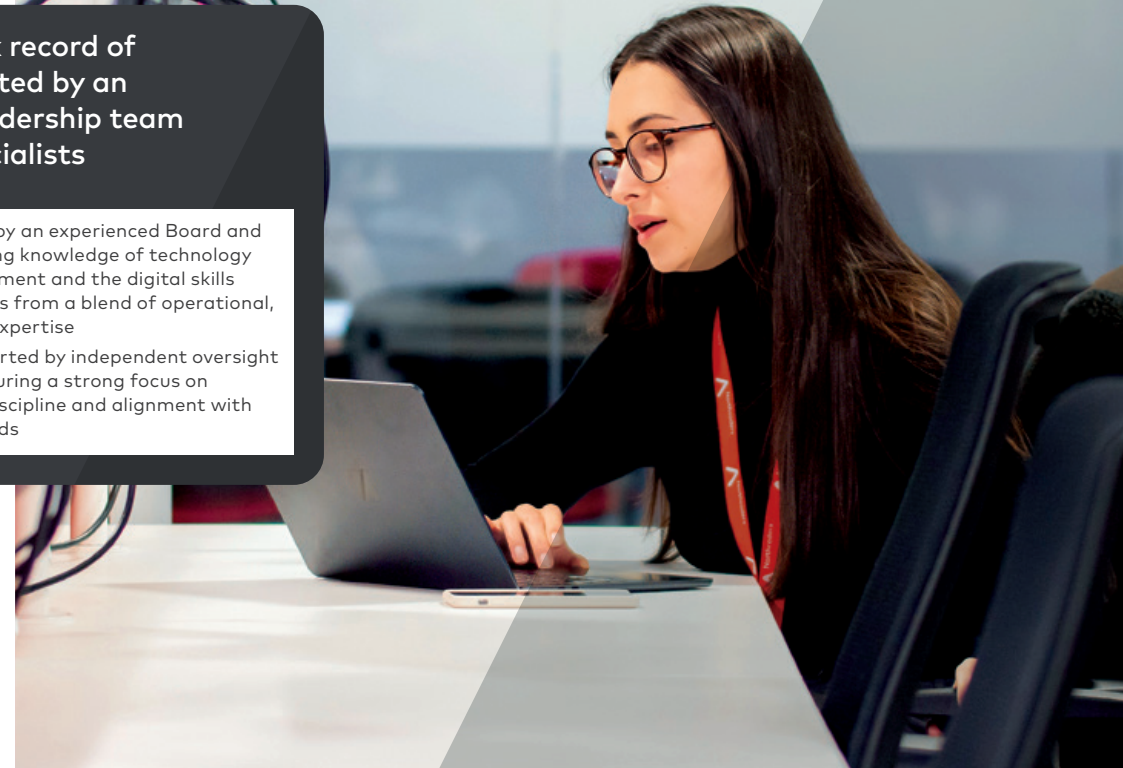
- Training delivery is increasingly supported through regional skills initiatives funded by local authorities, including programmes delivered in partnership with organisations such as the Greater London Authority
- These initiatives focus on addressing local digital skills shortages while providing accessible pathways into technology careers
- The Group continues to maintain a disciplined financial approach, focusing on efficient operations and responsible cost management

4 Ongoing demand for digital, data and AI skills as organisations adapt to rapid technological change

- We have long-term funding commitments to upskill both private and public sectors
- Continued investment in digital capability, cloud infrastructure and artificial intelligence is driving demand for software engineering and data skills across both the public and private sectors

5 Building a track record of delivery supported by an experienced leadership team and sector specialists

- Northcoders is supported by an experienced Board and leadership team with strong knowledge of technology training, software development and the digital skills market. The Group benefits from a blend of operational, financial and governance expertise
- The Board is further supported by independent oversight and sector specialists, ensuring a strong focus on governance, operational discipline and alignment with employer and industry needs



Chair's statement



Angela Williams
Non-Executive Chair

"Resilience, discipline and positioning for sustainable growth."

Introduction

Despite the challenges in FY25 in the wider skills sector, I am proud of the swift and decisive actions taken by Northcoders. Structural changes to the UK Government's funding system through the Department for Education (DfE), including a move towards regional funding, significantly reduced the number of B2C funded learners across the market at a time when our B2B consultancy business was still nascent. However, both the strong progress of the B2B business and the B2C divisions' high profile mandate wins such as the Greater London Authority (GLA) demonstrate the credibility and quality of Northcoders reputation in the integral technology training market.

The Board prioritised the core of the business; we acted with discipline to resize the cost base, maintain strong gross margins and preserve cash, while ensuring the quality of our delivery remained high.

Our focus has been positioning the Group for sustainable long-term growth whilst continuing to accelerate the success of Counter®, our B2B challenger consultancy brand.

Group revenue for FY25 was £4.9m (FY24: £8.8m) as a result of a reduction in funded learners in our B2C division. Despite this reduction, we maintained robust gross margins through careful direct cost control and a deliberate shift away from volume-led delivery models adopted elsewhere in the sector, gross margin decreased by 8% year-on-year, driven primarily by a shift in sales mix and an increased contribution from Counter®, which operates at structurally lower margins. We have remained focused on quality, outcomes and employer alignment rather than pursuing growth at any cost. As at 31 December 2025, the Group had a strong balance sheet with cash of £1.6m and no EBITDA or cash coverage covenants on its loan facilities.

This performance was delivered amid macroeconomic uncertainty, including geopolitical tensions, elevated oil prices and persistent inflation. The Group maintained tight cost control and operational discipline to manage cost pressures and protect margins. The Board considers the balance sheet to be robust and continues to apply prudent cash management in light of ongoing market uncertainty.

Protecting quality and strengthening routes to market

While government-funded volumes reduced across the sector due to the changes in funding system, the highly competitive B2C contract wins in Lancashire and with the Greater London Authority were highlights of the year. These contracts were achieved at expected seat prices and milestone allocations, reflecting the strength of our delivery model and our reputation for high-quality outcomes.

Demand in London has been particularly encouraging, with application levels significantly exceeding available seats, and a second grant has already been awarded, providing improved visibility into H1 2026.

Alongside government-funded delivery, we generated approximately £0.4m in private B2C training revenue during the year.

This represents early but important progress in diversifying beyond reliance on government-backed programmes. The initial response to our Next Gen Data and AI training has been positive and aligns closely with employer demand for advanced digital and AI capability.

Our mission remains clear; to create life-changing opportunities through high-quality technology education and to help address the UK's digital skills gap. Even in a constrained funding environment, we continue to see strong underlying demand from individuals seeking careers in technology and from employers requiring modern digital skills.

Chair's statement continued

Growth in Counter® and diversification

A key highlight of FY25 was the continued momentum within Counter®, our B2B challenger consultancy brand. Counter® increased revenue by 77% to £1.5m (FY24: £0.8m), with total sales of approximately £2.5m.

Around £1.0m of contracted revenue has rolled into FY26, providing valuable visibility, particularly for the first half of the year. Counter® continues to strengthen its routes to market, including through the G-Cloud framework and other established public-sector procurement channels. This positions the Group to support both public and private sector clients with employer-aligned digital delivery, consultancy and capability building. The diversification of revenue through Counter® is central to our long-term strategy. By increasing revenues in consultancy services and high-quality training to fuel this pipeline, we are building a more resilient Group, with less exposure to short-term policy shifts and funding cycles.

Operational discipline and restructuring

During the year, we implemented restructuring and efficiency initiatives projected to deliver approximately £(2.1)m in annualised savings. These actions were taken swiftly to align the cost structure with current market conditions, while retaining essential delivery capability and protecting the student and client experience.

Our people

I would like to thank our employees for their professionalism, adaptability and commitment throughout a demanding year. They have responded to significant change with resilience and focus, maintaining high standards of delivery for both learners and corporate clients. Their dedication has been instrumental in preserving the Group's reputation and positioning us for the future.

Outlook and summary

FY26 has started well, and we have seen strong demand across both funded and private pathways, particularly in London, where application volumes continue to exceed available capacity. Counter® has maintained positive momentum, with a healthy pipeline and continued conversion across both public and private sector clients. Initial delivery of our expanded data and AI offering has also been well received, reinforcing alignment with current employer demand. While it remains early in the year, with a simplified cost base, resilient gross margins, visible funding in key regions and a growing B2B pipeline, the Board believes Northcoders is well placed to grow sustainably as market conditions stabilise.

That said, external conditions in government-funded skills programmes remain uncertain in the short term. Therefore we will continue to adopt a cautious and disciplined approach, with a clear focus on cash management, margin protection and delivery quality. The UK's increasing emphasis on technology capability, particularly in AI and data, presents a significant long-term opportunity.

The Board would like to thank our shareholders for their continued support during a period of transition for both the Group and the wider sector. Their backing has enabled us to take decisive action, protect the core business and invest in areas of long-term growth. We remain committed to delivering sustainable value as the business continues to evolve.

Angela Williams

Non-Executive Chair

28 April 2026



Chief Executive Officer's review



Chris Hill

Founder and Chief Executive Officer

"Building a leaner, more diversified Northcoders."

Introduction

FY25 was a year defined by structural change across the UK skills landscape, yet it will be remembered for Northcoders' ability to respond to shifting market conditions. The Labour Government's decision to move from a national funding model to a fully regionalised structure, alongside revised allocation mechanisms, materially reduced funded learner volumes across the sector. Whilst Northcoders had already begun diversifying revenues, we accelerated plans in response as well as reducing the cost base to align with the new market conditions.

Our focus throughout the year has been clear: protect gross margin, preserve cash, maintain delivery quality and accelerate diversification – particularly through Counter®, our B2B consultancy brand. While revenue fell year-on-year, the business has proven resilient. We have resized the cost base, strengthened the cash balance and positioned Northcoders to grow sustainably as our B2B business builds, regional funding beds in and market conditions stabilise.

Operational review

The confirmation that the DfE national Skills Bootcamp contract would not be extended beyond its initial 18-month term marked a significant inflection point and the shift to a regional funding model required rapid adaptation and a more selective, commercially disciplined approach to publicly funded delivery.

As a result, our approach to government funding has evolved and we will deploy funded bootcamps only where they strategically support Counter® growth and long-term commercial returns. For example, we believe the opportunity in London is significant and we are focusing our efforts to further build Northcoders' presence in the capital. This disciplined alignment between B2C training and B2B consultancy strengthens our overall model, reduces reliance on volume-based funding and is proving successful.

During the year, Northcoders also underwent its first full Ofsted inspection and was awarded the highest possible rating of 'Outstanding' across all areas. This places us among the top tier of UK further education providers.

The report recognised our ambitious, industry-informed curriculum and exceptional learner support.

At a time of sector disruption, this external validation of quality is particularly significant. Diversifying revenue and expanding into AI are core priorities in FY25. A key step has been reducing dependency on government-funded delivery by launching a new 14-week AI and Machine Learning bootcamp, commencing in June 2025.

Since its launch, we have graduated three cohorts who have gone on to secure employment in the Data & AI field. The curriculum integrates Data Engineering, Machine Learning, Cloud Technologies and the engineering principles underpinning AI language models. Demand for AI capability continues to grow rapidly across employers and this course positions Northcoders firmly within one of the most strategically important areas of UK technology skills development. Northcoders remains committed to demand-led, high-calibre, industry-aligned training. We continue to champion diversity within technology, ensuring access for individuals from non-traditional backgrounds while maintaining strong employment outcomes.

Chief Executive Officer's review continued

Counter®: momentum and market opportunity

Counter® has been a standout performer in FY25, with revenue up 77% year-on-year. We secured repeat and extended engagements with key clients. These repeat contracts validate our differentiated model: deploying advanced engineers from our alumni and Tech Returners networks into embedded consultancy teams, with the option for clients to convert consultants into permanent hires. This model delivers immediate capability alongside long-term talent solutions. As we expand Counter® geographically, particularly into London, we are investing in commercial leadership to support this next stage of growth. Our pricing model allows us to compete with nearshore and offshore alternatives while delivering higher-quality, UK-based expertise.

The pipeline remains strong, with growing traction across public-sector frameworks, including G-Cloud. Approximately £1.0m of contracted Counter® revenue has rolled into FY26, improving near-term visibility¹.

Financial review

Financial discipline and focus on retaining a strong balance sheet in parallel with operational repositioning, ensuring the Group's financial foundations remain resilient.

We agreed a £1.5m facility with NatWest on materially improved terms, refinancing the previous 11% APR growth loan with a facility priced at an average of 3% above the Bank of England base rate. These facilities are secured against the Group's internal IP and provide flexibility to scale as we diversify revenue streams.

Despite reduced funding volumes, our online-first delivery model continues to focus on quality and scalability, with an emphasis on cost control.

During the year, we implemented restructuring and efficiency initiatives projected to deliver approximately £(2.1)m in annualised savings relative to FY24. These actions ensure the cost base is aligned with current trading levels while retaining essential delivery capability. Revenue for the year stood at £4.9m, down from £8.8m in 2024. Despite the drop in revenue, the gross profit margin remained strong at 59%.

Adjusted EBITDA for the period was £(0.6)m and the loss before tax reported was £(2.9)m, due to a write-down of internal assets no longer retained following the change in the core business model. Basic EPS for the year was (37.80)p and adjusted EPS was (15.89)p.

While near-term visibility in government-funded skills programmes remains subject to regional implementation timelines, we enter FY26 with improved clarity, contracted Counter® revenue with an active pipeline, and a strong balance sheet.

The UK's long-term need for software engineering, data capability, AI expertise and secure digital infrastructure has not diminished. If anything, it has intensified. Northcoders remains committed to delivering exceptional training and employer-aligned solutions across these critical disciplines.

FY25 required decisive leadership and difficult decisions. We acted swiftly and deliberately. As a result, Northcoders is leaner, more diversified and better positioned to build sustainable, profitable growth as market conditions stabilise.

B2B: Counter.

Counter® offers organisations embedded, UK-based engineering teams that integrate directly into client environments to solve complex technical challenges. Teams are carefully selected and led by experienced tech leads, bringing fresh capability while working alongside internal teams to deliver practical solutions.

[Read more on page 5](#)



Outlook

FY25 was a year of reset and repositioning. We have moved from a predominantly volume-led, government-funded training model to a more balanced structure built on:

- Regional funding aligned to strategic priorities
- Growing privately funded B2C revenue
- A scaling B2B consultancy division
- Gross margin discipline
- A significantly reduced cost base

The Directors have used adjusted EBITDA as an Alternative Performance Measure (APM) in the preparation of these financial statements. EBITDA represents earnings before interest, tax, depreciation and amortisation. The adjusted element removes non-recurring items which are not relevant to the underlying performance and cash generation of the business; in 2025 this comprised of share-based payment expenses.

1. This amount is not recognised on the balance sheet, as it relates to contracted income that has not yet been received.

Chris Hill

Founder and Chief Executive Officer
28 April 2026

Market opportunity

Significant market opportunity with the **global skills challenge increasing** by the continuous introduction of emerging technologies.

Help for UK businesses to fill £400bn AI skills gap

"New report exposes major AI skills gap holding UK businesses back – but three new tools launched will help unlock up to £400bn growth potential by 2030."

| [Gov.uk](#)

How we're responding

We have developed and are teaching more AI courses/skills in our Training Bootcamp arm of the business, ensuring that our courses are market leading and of the highest quality.

How training can play a part in solving the UK productivity puzzle

"For too long, staff training has been treated as a 'nice-to-have' – a discretionary extra when budgets tighten. But failing to invest in workforce learning is now costing the UK economy. The 2025 Nash Squared Digital Leadership report reveals a surge in demand for AI skills, creating the most severe tech skills shortage in over 15 years."

| [Consultancy.UK](#)

How we're responding

Our curriculum is designed in close collaboration with industry to ensure we're closing the skills gap in real time, delivering talent with the practical, job-ready expertise that businesses need most, including our new courses in cloud computing, AI and Machine Learning.

Python, Java and data skills now essential for tech success

"Mastery of programming languages such as Python, JavaScript and Java is crucial. Data science, algorithms and Machine Learning are also in high demand. With the continuous growth of cloud computing and data-driven decision-making, these skills are essential for success."

| [Employernews.co.uk](#)

How we're responding

We specialise in teaching the most in-demand skills – Python, JavaScript, Java, data science, Machine Learning and cloud computing – so our graduates leave ready to make an immediate impact in a data-driven world.

31,000 new UK tech roles in 2025

"Tech jobs make up a significant share of the UK labour market. According to CompTIA's State of the Tech Workforce UK 2025 report, the UK technology workforce exceeded 2.17 million people in 2024 and is projected to grow further, adding around 31,000 new roles in 2025."

| [CompTIA](#)

How we're responding

With tech employment growing in the UK, we're committed to equipping people with the skills to thrive, supporting both career changers and employers alike.

Key performance indicators (KPIs)

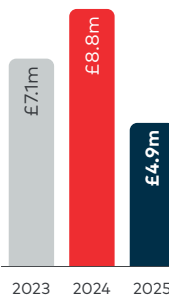
Financial

Revenue

KPI: Revenue per financial year.
Goal/target: We aim to continue materially growing revenue each year.

£4.9m

2024: £8.8m

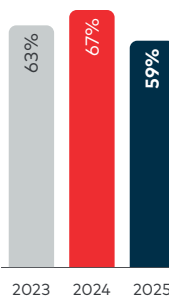


Gross profit margin

KPI: Gross profit margin (GPM).
Goal/target: We have targeted a GPM of around 70% each year but aim to keep this margin as high as possible whilst understanding that consultancy work will lower this.

59%

2024: 67%

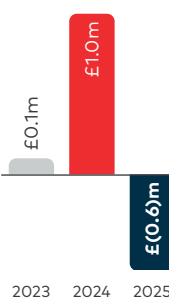


Adjusted EBITDA

KPI: Adjusted EBITDA per financial year.
Goal/target: We focus on maintaining disciplined cost control, improving operational efficiency, and reducing losses.

£(0.6)m

2024: £1.0m



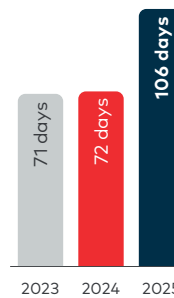
Organisation

Placement rates

KPI: Time taken for students to find jobs after the bootcamp.
Goal/target: We want to keep the time taken for students to find jobs in line with previous years, even when we are increasing the number of graduates per cohort.

106 days

2024: 72 days

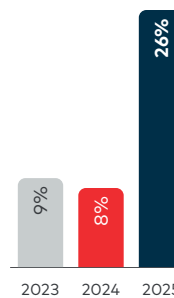


Drop-off rate

KPI: A measurement of how many students drop off the course part-way through.
Goal/target: We want this number to be as low as possible but understand that this will increase due to more students not paying for the course.

26%

2024: 8%

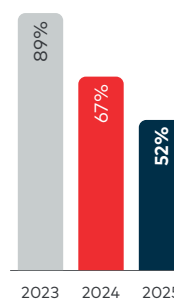


Percentage of students into jobs

KPI: A measurement of how many graduates, who are looking, go into jobs in digital after the course.
Goal/target: To maintain a high percentage.

52%

2024: 67%



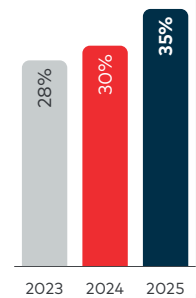
Society

Women into tech

KPI: The percentage of women and gender minorities choosing to do our course and have a career in the tech industry.
Goal/target: To increase the number of women and gender minorities that are moving into tech.

35%

2024: 30%



Average starting salary

KPI: The average starting salary a graduate goes on to earn.
Goal/target: To incrementally improve starting salaries of graduates.

£28,960

2024: £28,380

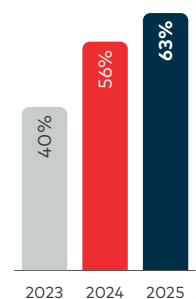


Identified as non-White British

KPI: The percentage of students who identified as non-white British choosing to do our course and pursue a role in the tech industry.
Goal/target: We aim to increase representation to support a more diverse and inclusive technology workforce

63%

2024: 56%



Environmental, social and governance

Our mission is to create **life-changing opportunities in the technology sector** for people from all backgrounds. As technology, data and artificial intelligence increasingly shape the way we live and work, it is important that the people building these systems reflect the diversity of the society they serve.

At Northcoders, our mission extends beyond teaching technical skills. We focus on opening pathways into sustainable careers in technology by equipping individuals with the practical skills, confidence and support required to succeed in the industry.

We are committed to widening access to technology careers and helping individuals from underrepresented backgrounds enter the sector. By reducing barriers to entry and working closely with employers, we aim to create opportunities that benefit both learners and the organisations seeking digital talent.

A diverse workforce strengthens the technology sector. Different perspectives help drive better problem-solving, innovation and responsible development of new technologies.

Through our programmes and partnerships, we continue to work towards a technology industry that is more inclusive, accessible and representative of the world it serves.

Women and gender minorities

35%

(2024: 30%)

Identified as non-White British

63%

(2024: 56%)



Environmental, social and governance continued

In 2025, we have continued to see strong participation from women and individuals from diverse backgrounds entering the tech industry, supported by a range of initiatives including:

- Fully funded scholarships supported by local councils, removing financial barriers for aspiring tech professionals
- The continuation of our part-time course, making tech education more accessible for those unable to commit to full-time study
- Offering free places on our part-time Software Development bootcamp, ensuring more opportunities for aspiring developers
- In 2025, we expanded our course portfolio to include Data Engineering, Artificial Intelligence and Machine Learning, broadening our offering to meet evolving industry demand
- Providing coaching and communication training, equipping learners and employees with the professional skills needed to thrive in the workplace

Through these initiatives, we continue to empower a new wave of tech talent, making the industry more inclusive and accessible than ever.

Social impact

Northcoders is committed to widening access to careers in technology and supporting individuals from a broad range of backgrounds to enter the sector. Through our training programmes, we aim to remove barriers to entry and provide practical pathways into software engineering and data roles.

Our courses are designed to be accessible to individuals with little or no prior technical experience, enabling people from different professional, educational and personal backgrounds to retrain and build new careers in technology.

By working closely with employers and delivering industry-aligned training, we help create opportunities for individuals while also supporting organisations seeking diverse digital talent.

We believe a more inclusive technology workforce leads to stronger teams, better problem-solving and more responsible innovation. Through our programmes and partnerships, we continue to contribute to a more accessible and representative technology sector.

Python Basics

In 2025, we expanded our introductory learning pathways by introducing a Python Basics track. This course was designed to prepare applicants for the level of knowledge required to enter our Data Engineering, AI and Machine Learning Bootcamp, which launched in June 2025.

The new Python pathway builds on the success of our internally developed JS Basics course and continues our approach of supporting applicants through the early stages of their learning journey. By providing structured learning resources aligned with the technical requirements of our newer courses, we aim to help more applicants reach the required standard for entry and progress confidently into more specialised areas such as data engineering and artificial intelligence.



"Northcoders was a challenging and rewarding experience. The staff were helpful, engaged and enthusiastic – but what was most helpful were the other students! Being encouraged to work with people from the full gamut of professional experience, backgrounds and history was truly a resource to use as much as possible."

Joel Kram – Front End Developer



"Before joining Northcoders I was working in retail and struggling to break into software roles. The bootcamp gave me the technical skills, industry knowledge and practical experience I needed to move into the sector. The support from the tutors and the structure of the course helped me develop my skills and prepared me well for my current role."

Sebastian Murden – Junior Software Developer



"The mentors and staff were welcoming, knowledgeable and supportive, creating an environment where asking questions and learning from others was encouraged. The careers support was also very valuable, with guidance on CV development, interview preparation and the job search process. Coming from a ten-year career in hospitality as a chef, the bootcamp gave me the opportunity to successfully transition into tech."

Cameron McBurney – Junior Software Tester

Other key social and environmental achievements

- We are committed to achieving net zero emissions by 2030
- We plant a tree for every new staff member and graduate
- We have a carbon offset policy
- We train all staff in mental health understanding and approach
- Pay parity at Board and leadership level
- Pay parity overall

Stakeholders and section 172

Stakeholder considerations, informed by ongoing engagement, are embedded within the decision-making process and reflected across all areas outlined below.

Our customers (empowering learners)

We are creating life-changing outcomes and opportunities for the individual learners we work with. Our 'Northcoders' are the reason that we do what we do.

Current engagement

We regularly engage with our students and alumni, actively seeking feedback throughout their learning journey. Students have access to help centres and an anonymous whistleblowing helpline, and we provide regular reminders to ensure they are aware of the support channels available to them.

Our connection doesn't end at graduation; we host alumni events, stay in touch on social media, and encourage graduates to share their experiences as they progress in the industry. We believe 'Once a Northcoder, always a Northcoder', and we value the insights of our community to help us continuously improve.

During the year, we continued to consider our students and employer partners when making decisions about the technical disciplines we teach, ensuring our Training Bootcamp graduates are well equipped to begin their careers in technology. We continued our relationship with StepEx to provide flexible funding options, helping make our courses more accessible to individuals from a wide range of backgrounds.

What we hope our key stakeholders will say

Joining Northcoders was the best decision I have made. The bootcamp gave me the skills, confidence and practical experience needed to move into a secure and well-paid role in the tech industry. I genuinely enjoyed the learning experience and felt well supported throughout the course.

Our partner organisations

We connect organisations with highly skilled tech talent to help build and strengthen their teams. Supporting all levels, to meet a variety of business needs.

Current engagement

We collaborate with over 650 hiring partners, providing businesses with access to our graduates at no recruitment cost. Employers can share opportunities through our jobs board and introduce roles directly to students as they approach graduation. Our careers team works closely with hiring partners to connect them with emerging tech talent and support graduates as they transition into employment.

We also work closely with partner organisations to ensure that the content we deliver remains aligned with current industry needs and reflects the skills employers are seeking.

We continue to work closely with our partner organisations to understand evolving digital skills needs and ensure our curriculum remains aligned with industry demand. This includes expanding our training to cover areas such as Data Engineering, AI and Machine Learning, alongside software development, ensuring our graduates develop skills that reflect the changing technology landscape.

What we hope our key stakeholders will say

Northcoders graduates arrive well prepared for junior developer roles, with the practical skills and mindset needed to contribute from the outset. The jobs board is straightforward to use and the recruitment process is efficient and well organised.

Our communities

We cultivate deep and long-term connections with the groups we engage with, from charities and government bodies to local tech gatherings. We value promoting inclusivity and opening doors for marginalised communities in tech.

Current engagement

We work closely with local charities, community groups and businesses that align with our values and mission to create meaningful, long-term impact. Our support takes a number of forms, including sponsorship of initiatives and events, providing access to our premises for community use, and contributing our time and expertise through advisory roles such as governor and board positions.

Through these partnerships, we aim to support organisations that are driving positive change, particularly in areas such as education, skills development and improving access to opportunities within the tech sector. This includes working with organisations such as InnovateHer and Code and Stuff, where we are able to contribute both practically and strategically to help them grow and extend their reach.

By building and maintaining these relationships, we are able to stay closely connected to the communities we serve, support underrepresented groups, and play an active role in strengthening local ecosystems.

What we hope our key stakeholders will say

Northcoders brings a proactive and forward-looking approach to everything they do. Their focus on delivering meaningful outcomes is clear and working with them feels like a genuine partnership built on trust, openness and shared objectives.

Stakeholders and section 172 continued

Shareholder views are actively considered and incorporated into decision-making through regular engagement, ensuring that key concerns inform the Group's strategic and operational priorities.

 **Our people**

We create the right environment for everybody to be at their best, together as one Northcoders team.

Current engagement

At Northcoders, our people remain central to the way we operate as a business. During 2025, our focus continued to be on maintaining open communication and ensuring employees have clear channels to raise feedback and stay informed about Company developments.

During the year we established an Employee Forum, providing a structured way for representatives from across the business to raise feedback, share ideas and discuss matters affecting employees. The forum helps strengthen communication between employees and senior leadership, ensuring that perspectives from across the organisation are heard and considered.

To improve accessibility to internal information and processes, we continued to develop The People Hub. This central platform provides employees with access to key policies, standard documentation and performance review materials, helping streamline internal processes and ensure consistency across the organisation.

What we hope our key stakeholders will say

At Northcoders, I'm in an environment where I can learn, grow and have a real say in my future. There are plenty of opportunities within the Northcoders Group, and I feel fully supported to show up as myself and thrive.

 **Our shareholders**

We create value for our shareholders and aim to instil confidence in our investors and maintain their trust in our business. We will always consider this major stakeholder when making decisions.

Current engagement

Shareholders are able to contact the Company at any time via the dedicated Investor Relations email address or through the website, ensuring there is a clear and accessible channel for communication. The Company is committed to maintaining an open and transparent dialogue with its investors. In addition, the CEO and CFO host presentations alongside the interim and full-year results, and make themselves available for meetings with shareholders to discuss performance, strategy and outlook in more detail.

The Board recognises the importance of shareholder value in all decision-making and ensures this is a key consideration when evaluating strategic priorities and capital allocation. This includes investment decisions across the business, such as continued development of the brand and targeted sales and marketing activity, particularly within the Counter® division. These investments are made with a focus on supporting sustainable growth, strengthening market position and delivering long-term value for shareholders.

What we hope our key stakeholders will say

Northcoders is a trusted partner that delivers real value and impact. They are committed to innovation, inclusivity and growth while maintaining transparency and integrity. Their dedication to developing talent and strengthening the tech industry makes them a forward-thinking and reliable organisation to work with.

 **The UK Government (empowering skills and education)**

Northcoders are the pioneers of a brand new form of education, skills bootcamps, funded by local councils. Skills bootcamps are designed to equip individuals with the skills needed to fill the skills gaps that are restricting the growth of the UK economy.

Current engagement

We work closely with local councils and regional funding bodies to support the delivery of our training programmes and ensure that the needs of learners and employers are met effectively.

During the year, we have continued to engage with local authorities when making decisions about the delivery of our education provision. This includes ensuring that our programmes align with regional skills priorities and employment opportunities, helping to prepare learners for roles within the digital economy.

Alongside this, we continue to prioritise strong governance and learner support within our provision, including the use of individual learning plans and our responsibilities around safeguarding and raising awareness to prevent radicalisation.

What we hope our key stakeholders will say

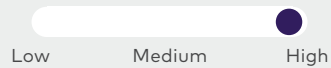
Northcoders is leading the charge in supplying the essential skills required for economic growth and making life-changing careers in the difficult-to-access technology sector a reality for British people from any background.

Risks and uncertainties

Financial risks

Revenue and profitability

Risk level:



Risk movement:

No movement

Principal risk:

If the Group is unable to achieve or sustain profitability, the business could be severely harmed.

Operating results may fluctuate as a result of a number of factors, many of which are beyond the Group's control.

While recent performance is encouraging, the shift towards new and more variable revenue streams introduces uncertainty over the timing and consistency of income.

If results fall below expectations, the trading price of the ordinary shares may decline significantly.

If the Group does not realise sufficient revenue levels, it may require additional working capital, which may not be available on attractive terms, if at all.

Mitigation:

Management closely monitors financial performance against budget, with forecasts updated monthly to reflect current market conditions. Financial results are reviewed at monthly Board and operating meetings, supported by regular oversight of key performance indicators through weekly sales meetings to identify and respond to risks promptly.

Dependence on key contracts/government funding

Risk level:



Risk movement:

Risk decreased

Principal risk:

In previous years the Group has had a high concentration of revenue through government-funded skills bootcamp contracts. The move to a more regionalised funding model has reduced reliance on a single contract, but has introduced greater variability across multiple funding streams. While this reduces concentration risk, the Group remains exposed to changes in government policy and priorities, and there remains a risk that funding levels could be reduced or withdrawn altogether.

The new government has moved to a new regionalised way of funding courses, which means that revenue is not all within one government contract.

There is a risk that the government could pull this funding altogether.

Mitigation:

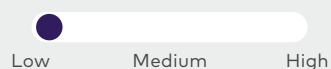
The Group will work to continue to bid for regionalised funding whilst diversifying revenues Group-wide. This risk has been mitigated over the course of 2025, reducing the risk to low.

Risks and uncertainties continued

Operational risks

ESFA and Ofsted inspections

Risk level:



Risk movement:

No movement

Principal risk:

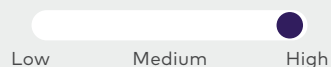
Northcoders' DfE revenue is monitored via inspections from Ofsted and the Education and Skills Funding Agency (ESFA). If the Company receives a bad Ofsted rating, this could tarnish the reputation of the bootcamp and could even cause removal of future funding.

Mitigation:

The team works hard to ensure we are fully compliant with all requirements. We have hired a quality lead to ensure that the whole provision meets regulatory standards. The Group has a strategy to diversify revenue streams to ensure that removal of future funding would not cause the business to shut down. The inspection in 2025, which resulted in an 'Outstanding' rating, also mitigates against this risk.

Economic conditions

Risk level:



Risk movement:

No movement

Principal risk:

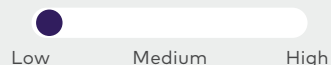
Economic uncertainty and high interest rates may lead to reduced consumer spending and hiring slowdowns or freezes among partner businesses. Macroeconomic factors, including inflationary pressures driven by rising oil prices and geopolitical instability such as conflict in the Middle East, may further impact costs and demand. The current environment may also make it harder for individuals to afford taking time out of work to complete courses.

Mitigation:

The Group seeks to diversify revenue streams as much as possible, with consumer-paid, government-funded and corporate income all contributing to a resilient mix. In addition, the Group has partnered with StepEx to provide flexible financing options, enabling individuals to access courses without needing to fund fees upfront, supporting demand in a constrained economic environment. The Group will also explore opportunities to trade outside of the UK.

Ability to recruit and retain skilled personnel

Risk level:



Risk movement:

No movement

Principal risk:

There is a huge digital skills gap in the industry, which could cause issues when wanting to grow the tech team. If the Group cannot recruit the right people, it will struggle to grow in line with forecasts.

Mitigation:

Northcoders offers a very attractive employment package, with a 4.5-day working week, pension and holidays above the national average, employee assistance programmes and private healthcare insurance. We strive to ensure that our staff members are looked after while at work and also provide a continuing professional development budget for all employees. We employ tutors directly off the bootcamp and have made sure our classroom teaching model relies more on high-level lecturers who have share-options agreements in place.

Risks and uncertainties continued

Operational risks continued

Privacy or data protection failure

Risk level:



Risk movement:

No movement

Principal risk:

The Group collects, maintains, transmits and stores data about its customers and employees, including personally identifiable information. However, the Group's security measures may not detect or prevent all attempts to breach such security measures and protocols. A breach of such security measures and protocols could result in third parties gaining unauthorised access to customer and/or employee data stored by the Group, which could expose the Group to litigation, regulatory action and other potential issues.

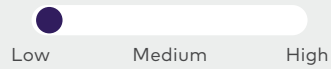
Mitigation:

The Group has a dedicated data protection officer who ensures that systems are in place to prevent a breach. The whole Northcoders team also has yearly data protection and General Data Protection Regulation training. Cyber Essentials accreditation is in place and we have a managed service provider looking after the whole IT function.

Strategic risks

Competition

Risk level:



Risk movement:

No movement

Principal risk:

Another coding bootcamp could replicate what we are providing in a better way. This would cause customers to choose the competition and we would struggle for sales.

Mitigation:

Northcoders ensures its product is the market leader by constantly reviewing the course curriculum and changing what we teach in line with changes in the industry. We also make sure we continue to develop our offerings and maintain good legal control of IP.

Governance

What's in this section

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Governance at a glance

Our Board brings **a broad range of expertise and experience** to deliver our strategic objectives.

Board and committee attendance

Board member	Board meetings	Audit Committee meetings ¹	Remuneration Committee meetings ²
Angela Williams	●●●●●●●●●●	●●	●●
Chris Hill	●●●●●●●●●●	●●	●●
Amul Batra	●●●●●●●●●●	●●	●●
Charlotte Prior	●●●●●●●●●●	●●	●●
Nick Parker	●●●●●●●●●●	●●	●●

- As Executive Directors, Chris Hill, Amul Batra and Charlotte Prior are not members of the Audit Committee but were invited to attend the meetings in order to assist with the matters for discussion.
- Chris Hill is invited to attend meetings but is not present when his own remuneration is being discussed.

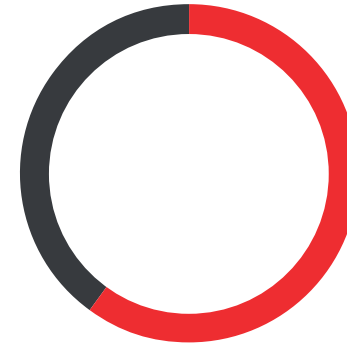
"We believe diverse boards make better decisions. That's why we actively recruit across different experiences, backgrounds and identities."

Angela Williams, Chair

40% of our Board identifies as female or non-binary, surpassing the FTSE AIM average of 34% – a result of our intentional focus on inclusive leadership.

Board diversity

Board composition



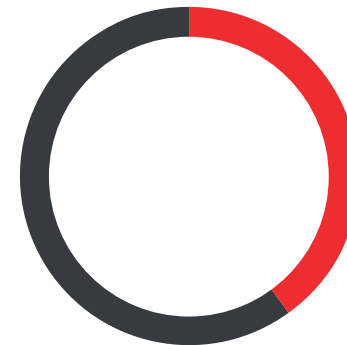
● Executive Director 3 | 60%
● Independent Non-Executive Director 2 | 40%

Board tenure



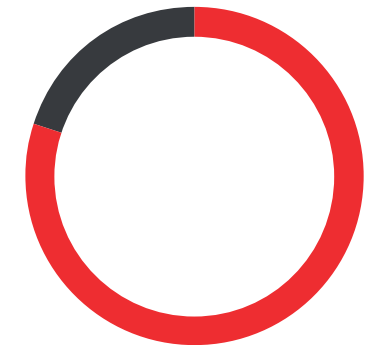
● <5 years 3 | 60%
● >5 years 2 | 40%

Board gender



● Female 2 | 40%
● Male 3 | 60%

Board ethnicity



● White British (or other White) 4 | 80%
● Asian/Asian British 1 | 20%

Board of Directors



Angela Williams A R
Non-Executive Chair

| Appointed to the Board: 2022

Angela is an experienced Non-Executive Director with both UK and international plc experience, working with both business-to-business and business-to-consumer companies across a range of sectors throughout her 30-year career. She has held senior executive roles for companies such as British Airways, Sodexo, Centrica and Land Securities plc, and most recently in technology-enabled businesses including Corsearch Inc., offering her business transformation, strategy, technology and people change expertise. Angela is also a Non-Executive Director with AND Digital, BMJ and Blueskytec.

Key strengths:

- Business and technology strategy
- Governance
- People change and transformation



Chris Hill
Co-Founder &
Chief Executive Officer

| Appointed to the Board: 2016

Chris founded Northcoders in 2016 after experiencing first-hand the challenges businesses have in hiring competent, work-ready software engineers in his previous role at Sky. Prior to Northcoders, Chris was a software developer working for companies of various sizes and across various business sectors. Chris's commercial experience in software development helps to shape Northcoders' curriculum and to understand the high-level requirements of Northcoders' most-innovative programmes.

Key strengths:

- Hands-on leadership
- Visionary
- Passionate



Amul Batra
Co-Founder &
Chief Partnerships Officer

| Appointed to the Board: 2018

Prior to joining Northcoders as a Director in 2018, Amul spent 20 years in the music industry, latterly as Managing Director of Fwinki Music, a music management and consultancy company. He left music to set up a tech start-up and elected to sign up to Northcoders' first-ever cohort as part of that process. During his time as a student on Cohort 1, Amul was attracted by the wider Northcoders business proposition and became an early investor and co-founder of Northcoders. He is responsible for critical-account business development and has played a vital role in securing many of Northcoders' contracts with businesses. Amul is Managing Director of the Group's Counter® division and is responsible for the team that wins and delivers contracts with our B2B clients.

Key strengths:

- Confident
- Enthusiastic
- Creative



Charlotte Prior
Chief Financial Officer

| Appointed to the Board: 2021
| Resignation: April 2026

Charlotte joined Northcoders in August 2018. She has over ten years' experience in finance roles ranging from the construction industry to a registered charity. Charlotte is a Fellow of the Chartered Institute of Management Accountants (CIMA). She is responsible for managing the Finance, HR and Legal functions of the Group and ensures that management and the Board have all the information that they need to plan and make informed strategic decisions. With a focus on risk profiles and competition, she enjoys strategy analysis and scenario planning.

Key strengths:

- Financial modelling and forecasting
- Risk management and planning
- Financial reporting



Nick Parker A R
Non-Executive Director

| Appointed to the Board: 2021

Nick is a qualified chartered accountant and experienced public company director with over 40 years of financial leadership across public and private companies. He has held senior roles including CEO of Sheffield Wednesday Football Club PLC and CFO of Dyson Group PLC, Volex PLC, Yu Group PLC and Wandisco PLC – all during times of significant change. In addition to his executive roles, Nick sits on two investment committees at the University of Sheffield and is a Non-Executive Director and Chair of the Risk Committee at One Health Group PLC, a listed healthcare business.

Key strengths:

- Fundraising
- Mergers and acquisitions
- Risk management

Corporate governance report



Angela Williams
Non-Executive Chair

"Effective corporate governance is the foundation upon which trust, transparency and sustainability thrive."

Northcoders sticks by its belief that culture is key to creating a sustainable, growing business.

We expect all our Directors, employees and suppliers to act with honesty, integrity and fairness. Our business principles set out the standards we set ourselves to ensure we operate lawfully, with integrity and with respect for others.

Legislative overview

As an AIM listed company, we are required to provide details of a recognised corporate governance code that the Board has decided to apply, together with an explanation of how the Company complies with that code, and where it departs from its chosen code and an explanation for the reasons for doing so. The Board has adopted the Quoted Companies Alliance (QCA) Corporate Governance Code. Our report sets out in broad terms how we comply at this point in time. We have set out how we follow the ten principles on investors.northcodersgroup.com/investors/corporate-governance.

Northcoders sticks by its belief that culture is key to creating a sustainable, growing business. This culture supports the Company's core mission of closing the digital skills gap whilst creating life-changing opportunities for individuals. We have a clear business model and growth strategy to expand our business and offering. It is the Board's job to ensure that Northcoders is managed for the long-term benefit of all our clients, staff, shareholders and our other key stakeholders. Sensible corporate governance is an important part of that job, reducing risk and adding value to our business. The Board considers that it does not depart from any of the principles of the QCA Code.



Josh Morris, FCCA
Finance Manager

Following Charlotte Prior's resignation, Josh Morris will assume responsibility for leading the finance function and managing the year-end process. The Board will provide additional oversight during this transition, with external support from Private Business Sector Expertise where appropriate to ensure continuity and robustness of financial reporting.

Audit Committee report



Nick Parker
Chair of the Audit Committee

"On behalf of the Audit Committee, I am pleased to present the Audit Committee report for Northcoders Group PLC."

The Audit Committee is responsible for ensuring that the financial performance of the Group is properly reported and monitored, through the internal control systems and the external auditor. During the year the Committee focused on the identification and management of the risks of the Group and the internal audit process to give assurance over the Group's internal controls and processes.

As Executive Directors, Chris Hill and Amul Batra were not members of the Audit Committee but were invited to attend meetings during the year ended 31 December 2025. Charlotte Prior was also invited to attend meetings during this period only, prior to her resignation, and did not attend any meetings post year end.

Committee meetings

The Audit Committee comprises of the Non-Executive Directors of the Company and is chaired by Nick Parker. Nick is a member of the Institute of Chartered Accountants in England and Wales.

The Committee is required to meet at least twice a year and the table on page 21 sets out the number of Committee meetings each member attended during the year.

Roles and responsibilities

The role of the Committee is to:

- monitor the integrity of the financial statements and activities of the Group, including formal announcements relating to its financial performance, and any significant financial reporting judgements;
- review and monitor the effectiveness of the Group's internal controls, financial and risk management systems and processes;
- review and monitor the effectiveness of the Group's internal audit function, including the approval of the annual internal audit plan;
- consider and review all internal audit reports; and
- make recommendations to the Board in relation to the appointment, independence, objectivity and effectiveness of the external audit process.

Activities of the Committee

During the year the Committee undertook the following:

- reinstated the external auditor, Gerald Edelman LLP;
- reviewed and discussed with the external auditor the Group's results for the financial year ended 31 December 2025;
- reviewed the Group's financial policies and procedures;
- reviewed reports from management covering various aspects of the Company's operations, controls and procedures, and agreed actions for management to take from findings in the reports;
- reviewed the Group's risk management framework and internal controls;
- reviewed the auditor's fees for the year 2025; and
- reviewed and agreed the external auditor's plan, in advance of their audit for the financial year ended 31 December 2025.

Risk management

The Board has delegated responsibility for monitoring the financial reporting process and reviewing the effectiveness of the Group's internal controls to the Audit Committee, with a sub-group of the CEO and CFO. The system of internal controls is designed to manage, rather than eliminate, the risk of failure to achieve the business objectives and the Board can only provide reasonable, and not absolute, assurance against material loss, errors or fraud.

The Audit Committee reviews the risk register at each meeting and reports its findings to the Board. The Board reviews the risk profile of the organisation on a regular basis at every Board meeting.

Audit Committee report continued

Risk management continued

When analysing risk we consider the likelihood and impact on the Group after taking into account appropriate mitigating controls. The risk registers for each business are used to update the Group risk register. The Executive Directors review the Group risk register at each Board meeting, which is analysed by the Risk Committee on a monthly basis. Risk appetite and tolerance are also reviewed and discussed at Board and Audit Committee meetings on a regular basis/twice per year or as market changes or pressures evolve.

Significant accounting matters

The significant issues considered by the Committee during the year were:

- revenue recognition, specifically the timing of recognising revenue, given both the length of the contracts and future contractual obligations; and
- intangible asset classification, along with ensuring sufficient timesheet records.

External auditor

The Group's external auditor is currently Gerald Edelman LLP. The independence of the external auditor is essential to ensure the integrity of the Group's published financial information. During the year, the Committee reviewed and approved the audit plan. The auditor's assessment of materiality and financial reporting risk areas was discussed and challenged if necessary. The Company also reviewed the audit fee before commencing with Gerald Edelman LLP for FY25. The Audit Committee found the fees to be competitive.

Non-audit services

The award of non-audit services to the external auditor is subject to controls agreed by the Audit Committee. The Audit Committee recognises that the auditor may be best placed to provide some non-audit services and these are subject to formal approval by the Audit Committee. Details of fees incurred are disclosed in note 8 to the financial statements. There were no non-audit services carried out by Gerald Edelman LLP in the current or comparative period.

Nick Parker

Chair of the Audit Committee

28 April 2026



Remuneration Committee report



Angela Williams
Chair of the Remuneration Committee

"The Remuneration Committee of the Board of Directors is responsible for determining and reviewing base compensation and all remuneration arrangements for the Executive Directors and Chair of the Company."

The Remuneration Committee comprises Angela Williams (Chair) and Nick Parker.

Introduction

The Remuneration Committee assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis and is guided by an approved remuneration policy and considers relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and executive team. The Remuneration Committee additionally links part of key management remuneration to the Company's financial and operational performance. It also reviews the overall remuneration approach for all employees.

Directors' remuneration

There have been no substantial changes to Directors' remuneration during the year. The Board remains mindful of shareholder expectations when setting remuneration policy and takes these into account through ongoing engagement and consideration of investor feedback where available.

Components of the remuneration package of Executive Directors

The principal components of the Executive Directors' remuneration packages are base salary, a potential performance-related bonus in the form of cash and medium and long-term incentives in the form of share options, pension contributions and other benefits (such as private medical insurance).

Performance-related bonus

The Remuneration Committee, in discussion with the Executive Directors, establishes performance criteria at the beginning of each financial year that are aligned with the Company's strategic objectives and are designed to be an incentive for delivery while also being challenging. Annual bonuses are payable at the discretion of the Remuneration Committee.

Pension arrangements

Pension eligibility is provided to Executive Directors via a cash contribution to the individuals' personal pension schemes.

Other benefits

Other benefits for Executive Directors include private medical insurance and Group life insurance which is provided by an external provider (currently Vitality Health).

Remuneration of the Chair and Non-Executive Directors

It is the Company's policy to provide fees that attract and retain skilled individuals with the appropriate experience who can add value to the Board. Fees are reviewed on an annual basis to ensure they remain competitive and adequately reflect the time commitments and overall contribution to the role. The Remuneration Committee is responsible for making recommendations to the Board on the fees payable to the Chair and the Non-Executive Directors. To ensure independence, any proposed changes are reviewed by the Executive Board members and aligned with the market rates for equivalent Non-Executive Director roles.

Remuneration Committee report continued

Emoluments of Directors

Details of the nature and amount of each element of the emoluments of each Director who served during the year ended 31 December 2025 are as follows:

	Salary £	Share option ¹ £	Benefits in kind £	Pension £	Total 2025 £	Total 2024 £
Mr A Batra	130,000	—	3,074	10,400	143,474	142,182
Mr C D Hill	170,000	—	1,709	46,000	217,709	191,645
Ms C Prior	149,417	26,398	667	12,000	188,482	150,175
Mr A N Parker	35,000	—	—	—	35,000	35,000
Mrs A M Williams	55,000	—	—	—	55,000	55,000
Total	539,417	26,398	5,450	68,400	639,665	574,002

1. An accounting charge is recognised in respect of share options granted to date in accordance with applicable accounting standards.

Directors' interests

The interests of the Directors holding office at 31 December 2025 in the shares of the Company are set out below:

	31 December 2025	31 December 2024
Ordinary shares of £0.01 each		
Mr A Batra	919,413	919,413
Mr C D Hill	1,314,080	1,314,080
Ms C Prior	—	—
Mr A N Parker	62,778	62,778
Mrs A M Williams	2,710	2,710

The Company's shares were admitted to trading on AIM on 27 July 2021. The market price of the Company's shares at 31 December 2025 was 31.5p and the range during the period was 182.5p-31p per share.

On behalf of the Board.

Angela Williams

Chair of the Remuneration Committee

28 April 2026

Directors' report

Directors

Those who served as Directors during the financial year 2025 are:

Angela Williams;
Chris Hill;
Amul Batra;
Charlotte Prior (resigned 10 April 2026); and
Nick Parker.

Results and dividends

The loss after taxation for the year ended 31 December 2025 was £(3.02)m. The Board is not recommending the payment of a final dividend in respect of the year ended 31 December 2025.

Directors' interests

Directors' interests at 31 December 2025 in the shares and share options of the Group are shown in the Remuneration Committee report on pages 26 and 27.

Financial instruments

The Group's principal financial instruments comprise cash balances and other payables and receivables that arise in the normal course of business. The risks associated with these financial instruments are disclosed in note 27 to the financial statements.

Future developments

Further information regarding the future developments of the Group is contained in the strategic report, which forms part of this annual report. The Group does not expect to incur any research and development expenditure.

Directors' liabilities

Subject to the conditions set out in the Companies Act 2006, the Group has arranged appropriate Directors' and Officers' liability insurance to indemnify the Directors against liability in respect of proceedings brought by third parties.

Such provisions remain in force at the date of this report.

Disclosure of information to the auditor

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing this report, of which the auditor is unaware. Having made enquiries of fellow Directors, each Director has taken all the steps that he/she ought to have taken as a Director in order to have made himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Appointment and reappointment of the auditor

During the year Gerald Edelman LLP were reappointed as auditors and in accordance with section 489 of the Companies Act 2006 a resolution to reappoint them will be proposed at the next annual general meeting.

Board committees

Information on the Audit and Remuneration Committees is included in the governance section of the annual report on pages 20 to 29.

Annual general meeting

The annual general meeting will be held on Monday 22 June at 1pm as stated in the notice that accompanies this annual report. Certain matters required to be disclosed in the Directors' report have been omitted as they are included in the Chief Executive Officer's review, the strategic report and within the notes to the financial statements.

Going concern

In preparing the financial statements, the Directors have considered the principal risks and uncertainties facing the business, along with the Group and Companies objectives, policies and processes for managing its exposure to financial risk. In making this assessment the Directors have prepared cash flow forecasts for the foreseeable future, being a period of at least 18 months from the date of approval of the financial statements.

Forecasts are adjusted for reasonable stress cases that address the principal risks and uncertainties to which the Group and Companies is exposed, thus creating a number of different scenarios for the Board to challenge. One of these potential scenarios is the removal of Skills Bootcamp funding from the UK Government, although unlikely as regional funding is being rolled out, this has been tested, and with the mitigation of removal of costs, concludes no issues to going concern. The sensitivities were then also grouped and cash flow was tested to ensure that, with mitigation, reserves were suitable. Even under the worst-case scenario identified, the Directors do not believe this to cause a material uncertainty around going concern.

At the time of approving the financial statements, the Directors have a reasonable expectation that the Group and Company has adequate resources to continue in operational existence for the foreseeable future. Thus, the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Payment of suppliers

The Group has set processes in place within the accounts department to ensure that suppliers are paid on time.

Directors' and Officers' liability insurance

The Group maintains a Directors' and Officers' liability insurance policy.

Diversity

Northcoders is committed to encouraging diversity and promoting a diverse culture where every employee is treated with respect. We strive to create an environment where every member is valued for their individual contribution, an environment free of bullying, harassment, victimisation and unlawful discrimination. We have a Diversity & Inclusion Policy in place to ensure that the Company remains a welcoming place to work and safer recruitment training to ensure that this is reflected in our recruitment processes. It is a key objective to ensure that all employees are helped and encouraged to fulfil their potential and to ensure that Northcoders remains a safe and welcoming place to work.

The Directors' Report should be read in conjunction with the Strategic Report, where certain Companies Act 2006 disclosures are included by cross-reference. Employee matters are set out on page 9, section 172 and stakeholder engagement on pages 15 and 16, and environmental and social matters on pages 13 and 14. The Group made no political donations or expenditure during the year, and there have been no post balance sheet events requiring disclosure.

By order of the Board.

Chris Hill

Chief Executive Officer

28 April 2026

Statement of Directors' responsibilities

The Directors are responsible for preparing the annual report and the consolidated financial statements in accordance with applicable law and regulations.

United Kingdom company law requires the Directors to prepare consolidated financial statements for each financial year. Under that law, the Directors have elected to prepare the Group consolidated financial statements in accordance with UK adopted International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom and the parent financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 'Reduced Disclosure Framework').

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

In preparing the Group consolidated financial statements, International Accounting Standards require that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Group's and Parent Company's ability to continue as a going concern.

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

Financial statements

What's in this section

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Auditor's report

To the members of Northcoders Group PLC

Opinion

We have audited the financial statements of Northcoders Group Plc (the 'company') and its subsidiaries (the 'Group') for the year ended 31 December 2025 which comprise the Group Statement of Comprehensive Income, the Group Statement of Financial Position, the Group Statement of Changes in Equity, the Group Statement of Cash Flows, the notes to the Group financial statements including significant accounting policies, the Company Statement of Financial Position, the Company Statement of Changes in Equity, and the notes to the Company financial statements including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006.

The financial reporting framework that has been applied in the preparation of the Company financial statements is applicable law and Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2025 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted International Accounting Standards;
- the Company financial statements have been properly prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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.

Our evaluation of the directors' assessment of the Group and Company's ability to continue to adopt the going concern basis of accounting included reviews of cash reserves and critical review of forecasts for a period of at least twelve months from when the financial statements are authorised for issue.

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 and 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.

Overview

Coverage	98% of Group profit before tax 100% of Group total assets
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Key Audit Matters	Revenue recognition
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The materiality for the Group financial statements as a whole was £74,000 (2024: £132,000) based on 1.5% of the Group's revenue (2024: 1.5% of Group's revenue). For the company's financial statements materiality as a whole was £143,000 (2024: £79,200) based on 2.5% of net assets (2024: 2.5% of net assets).

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 judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits 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.

How we tailored the audit scope

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

The Company and Northcoders Limited are significant components and were subject to full scope audit procedures by the Group audit team. Our scope on the non-significant components (Tech Returners Limited and Northcoders TechEd Limited) was the performance of analytical review procedures by the Group audit team. We also performed specified audit procedures over certain account balances and transaction classes that we regarded as material to the Group.

Auditor's report continued

To the members of Northcoders Group PLC

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year 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.

Intangible assets are no longer considered a Key Audit Matter under ISA (UK) 701, although they remain an area of audit risk. This change reflects reduced audit complexity and estimation uncertainty compared with the prior year, due to management's proactive recognition of an impairment charge and lower levels of capitalisation activity. As a result, they no longer meet the threshold of being of "most significance" to the current period audit.

Key audit matter

Revenue recognition (Group)

Under ISA (UK) 240, revenue recognition is presumed to be a significant risk area due to the material nature of reported revenues and the judgements that may be necessary in determining the appropriate revenue recognition point.

In accordance with IFRS 15 Revenue from Contracts with Customers, revenue should be recognised when control of goods or services transfers to the customer and performance obligations are satisfied.

Given there are a number of revenue streams within consumer and corporate class of business (as per note 4 of the financial statements), there is a risk that revenue recognised may not fully comply with these criteria dependent upon the performance obligations identified and when these are satisfied. The risk is therefore in relation to the appropriate application of cut-off at the reporting date (which could result in revenue being recognised in the incorrect accounting period), the occurrence and accuracy of revenue, and the completeness of the balance presented in the Statement of Comprehensive Income.

How our audit addressed the key audit matter

We performed the following procedures:

- We enquired with management and assessed the design and implementation of key processes and controls around revenue recognition.
- For each material revenue stream, we applied the IFRS 15 five-step revenue recognition to ensure that the Group was correctly recognising the income in their financial statements. We also received the DfE contract and a sample of Counter contracts to ensure that our understanding of the arrangements was correct and to support our testing around the occurrence assertion.
- We substantively tested a sample of Counter projects from the original signed contract to the amounts invoiced during the year and to any elements included in deferred income.
- We confirmed all amounts receivable from the DfE to their monthly reports for the period in which this was in operation during the year and ensured that the amounts due tied in with the amounts received in the bank account.
- We specifically challenged management's assessment of IFRS 15 with regards to future earning agreements, verifying the accuracy and completeness of variable consideration and conclusion ruling out the significant financing component for appropriateness.
- We have confirmed that the revenue recognition accounting policy is consistent with our testing and the point of recognition being when the services are rendered. Where a contract spans the year end, we have confirmed that the revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services on the basis that the customer receives and uses the benefits simultaneously. This is consistent with treatment applicable under IFRS 15.
- We assessed management's paper on IFRS 15 paper on future earning agreements income (private sales), ensuring that we agreed with the conclusions reached specifically on the potential financing element of the Future Earnings Agreement income. As part of this testing, we have selected a sample of students to test through to individual contracts and completion certificates where applicable to confirm recognition is appropriate.
- Where completeness is not addressed through a proof-in-total approach using contract assets and liabilities, we have instead relied on external listings, such as student registers, to confirm that revenue recognised across all material revenue streams is materially complete.
- For all material revenue streams, we have considered the transactions occurring around the year end to ensure the correct revenue has been captured in the correct period.
- We reviewed the appropriateness of disclosures in the financial statement in this regard.

Key observations:

Based on the audit work performed, we are satisfied that the revenue recognition under IFRS 15 is appropriate.

Auditor's report continued

To the members of Northcoders Group PLC

Our application of materiality

Materiality is assessed as the magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality provides a basis for determining the nature and extent of our audit procedures. Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Company financial statements
Overall materiality	£74,000 (PY: £132,000)	£143,000 (PY: £79,200)
How we determined it	Based on 1.5% of Group's revenue (PY: 1.5% of Group's revenue). The percentage used was at the lower end of the firm's methodology due to the additional risks associated with the Group being AIM listed.	Based on 2.5% of net assets (PY: 2.5% of net assets) in line with our methodology.
Rationale for benchmark applied	We considered revenue to be the most appropriate due to this metric being the most important for the Group in assessing the performance of the Group in its current growth phase.	We considered net assets being the most appropriate metric due to its main activities being that of a holding company.
Performance materiality	£51,800 (PY: £85,800)	£100,000 (PY: £51,500)
Basis for determining performance materiality	70% (PY: 65%) of overall materiality. In determining the appropriate level of performance materiality, we considered that this is no longer a first-year audit and that minimal adjusted errors were identified in the prior year. Accordingly, it is appropriate to gradually reduce detection risk and increase the materiality threshold to reflect this position.	70% (PY: 65%) of materiality. In determining the appropriate level of performance materiality, we considered that this is no longer a first-year audit and that minimal adjusted errors were identified in the prior year. Accordingly, it is appropriate to gradually reduce detection risk and increase the materiality threshold to reflect this position.

Component materiality

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components ranges from £37,000 to £74,000. We set materiality for each significant component of the Group based on a percentage of between 35% and 100% of Group materiality dependent on the size and our assessment of the risk of material misstatement of that component. In the audit of each component, we further applied performance materiality levels of 70% of the component materiality to our testing to ensure that the risk of errors exceeding component materiality was appropriately mitigated.

Reporting threshold

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £3,700 (2024: £6,600) for the Group and £1,800 (2024: £4,000) for the Company audit as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Auditor's report continued

To the members of Northcoders Group PLC

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 there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report 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 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 Group and Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Group and Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' responsibilities statement set out on page 30, 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

The objectives of our audit, in respect to fraud are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatements due to fraud, through designing and implementing appropriate responses; and to respond appropriately to fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

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 on the next page.

Our audit procedures were primarily directed towards testing the accounting systems in operation upon which we have based our assessment of the financial statements for the period ended 31 December 2025.

We planned our audit so that we have a reasonable expectation of detecting material misstatements in the financial statements resulting from irregularities, fraud or non-compliance with law or regulations.

Auditor's report continued

To the members of Northcoders Group PLC

The extent to which the audit was considered capable of detecting irregularities including fraud

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations.
- Enquiring of management of whether they are aware of any non-compliance with laws and regulations.
- Enquiring of management whether they have knowledge of any actual, suspected or alleged fraud.
- Enquiring of management their internal controls established to mitigate risk related to fraud or non-compliance with laws and regulations.
- Discussions amongst the engagement team on how and where fraud might occur in the financial statements and any potential indicators of fraud. As part of this discussion, we identified potential for fraud in posting of unusual journals.
- Obtaining understanding of the legal and regulatory framework the company operates in focusing on those laws and regulations that had a direct effect on the financial statements or that had a fundamental effect on the operations. The key laws and regulations we considered in this context included UK Companies Act, tax legislation, employment law, Health and Safety, Data Protection Act, Education Skills Funding Agency, Ofsted, Anti-Bribery Act, Money Laundering Act and AIM listing rules.

Audit response to fraud risks identified

Management override of control

To address the risk of fraud through management bias and override of controls, we:

- Performed analytical procedures to identify any unusual or unexpected relationships.
- Audited the risk of management override of controls, including through testing journal entries for appropriateness.
- Investigated the rationale behind significant or unusual transactions.
- Performed testing on the accounting estimates disclosed in note 3 of the financial statements requiring judgement from management.

Irregularities and non-compliance with laws and regulations

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but are not limited to:

- Agreeing financial statements disclosures to underlying supporting documentation.
- Enquiring of management as to actual and potential litigation claims.
- Reviewing legal and professional fees for indications of non-compliance with laws and regulations.

The procedures performed to address the fraud risk of revenue recognition has been considered as a Key Audit Matter on page 32.

The test nature and other inherent limitations of an audit, together with the inherent limitations of any accounting and internal control system, mean that there is an unavoidable risk that even some material misstatements in respect of irregularities may remain undiscovered even though the audit is properly planned and performed in accordance with ISAs (UK). Furthermore, the more removed that laws and regulations are from financial transactions, the less likely that we would become aware of non-compliance. Our examination should therefore not be relied upon to disclose all such material misstatements or frauds, errors or instances of non-compliance that might exist. The responsibility for safeguarding the assets of the company and for the prevention and detection of fraud, error and non-compliance with law or regulations rests with the directors.

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

This description forms part of our auditor's report.

Use of this report

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

Talha Farrukh FCCA ACA

(Senior Statutory Auditor)

For and on behalf of Gerald Edelman LLP
Statutory Auditors

73 Cornhill
London
EC3V 3QQ

28 April 2026

Group statement of comprehensive income

For the year ended 31 December 2025

	Notes	2025 £	2024 £		Notes	2025 £	2024 £
Revenue	4	4,949,641	8,819,083	Earnings per share	14		
Cost of sales		(2,026,348)	(2,916,871)	Basic (pence/share)		(37.80)	4.85
Gross profit		2,923,293	5,902,212	Diluted (pence/share)		(37.80)	4.85
Other operating income		12,998	1,000	Adjusted (pence/share)		(15.89)	6.58
Expenditure		(3,541,735)	(4,922,462)				
Adjusted EBITDA		(605,444)	980,750				
Depreciation		(131,670)	(131,838)				
Amortisation and non-exceptional impairment		(370,173)	(265,716)				
Share-based payments		(54,958)	(138,446)				
Total administrative expenses		(4,098,536)	(5,458,462)				
Non-recurring items	5	(1,700,557)	–				
Operating (loss)/profit	7	(2,862,802)	444,750				
Investment revenues	11	33,422	29,957				
Finance costs	12	(120,268)	(85,843)				
(Loss)/profit before taxation		(2,949,648)	388,864				
Income tax expense	13	(78,913)	(9)				
(Loss)/profit for the year		(3,028,561)	388,855				
Other comprehensive income:							
Items that will not be reclassified to profit or loss							
Tax adjustment on share-based payments		(15,606)	(32,746)				
Total items that will not be reclassified to profit or loss		(15,606)	(32,746)				
Total other comprehensive income for the year		(15,606)	(32,746)				
Total comprehensive income for the year		(3,044,167)	356,109				

Loss for the financial year is all attributable to the owners of the Parent Company.

Total comprehensive loss for the year is all attributable to the owners of the Parent Company.

Group statement of financial position

As at 31 December 2025

	Notes	2025 £	2024 £
Non-current assets			
Goodwill	16	1,310,086	1,310,086
Intangible assets	16	252,260	2,054,942
Property, plant and equipment	17	30,263	222,149
Deferred tax asset	28	—	127,807
		1,592,609	3,714,984
Current assets			
Contract assets	19	151,426	1,624,485
Trade and other receivables	20	726,964	456,363
Current tax recoverable		4,900	4,900
Cash and cash equivalents		1,624,401	1,185,780
		2,507,691	3,271,528
Current liabilities			
Trade and other payables	23	518,083	978,219
Contract liabilities	19	56,463	73,557
Borrowings	22	397,551	258,276
Lease liabilities	24	—	47,583
		972,097	1,357,635
Net current assets		1,535,594	1,913,893
Non-current liabilities			
Borrowings	22	805,238	216,859
Lease liabilities	24	—	99,844
		805,238	316,703
Net assets		2,322,965	5,312,174

	Notes	2025 £	2024 £
Equity			
Called up share capital	30	80,115	80,115
Share premium account	32	4,801,444	4,801,444
Share option reserve	34	334,235	371,663
Merger reserve	33	500	500
Other reserve	33	946,774	946,774
Retained earnings		(3,840,103)	(888,322)
Total equity		2,322,965	5,312,174

The notes on pages 40 to 64 form part of these Group financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 28 April 2026 and are signed on its behalf by:

Mr C D Hill

Director

Company registration number 13378742 (England and Wales)

Group statement of changes in equity

For the year ended 31 December 2025

	Share capital £	Share premium account £	Other reserves £	Share option reserve £	Merger reserve £	Retained earnings £	Total £
Balance at 1 January 2024	80,115	4,801,444	946,774	401,714	500	(1,412,928)	4,817,619
Year ended 31 December 2024:							
Profit	—	—	—	—	—	388,855	388,855
Other comprehensive income:							
Deferred tax on share-based payment transactions	—	—	—	—	—	(32,746)	(32,746)
Total comprehensive income	—	—	—	—	—	356,109	356,109
Transactions with owners:							
Share options expense	—	—	—	138,446	—	—	138,446
Cancellation of share options	—	—	—	(168,497)	—	168,497	—
Balance at 31 December 2024	80,115	4,801,444	946,774	371,663	500	(888,322)	5,312,174
Year ended 31 December 2025:							
Profit	—	—	—	—	—	(3,028,561)	(3,028,561)
Other comprehensive income:							
Deferred tax on share-based payment transactions	—	—	—	—	—	(15,606)	(15,606)
Total comprehensive income	—	—	—	—	—	(3,044,167)	(3,044,167)
Transactions with owners:							
Share options expense	—	—	—	54,958	—	—	54,958
Cancellation of share options	—	—	—	(92,386)	—	92,386	—
Balance at 31 December 2025	80,115	4,801,444	946,774	334,235	500	(3,840,103)	2,322,965

Group statement of cash flows

For the year ended 31 December 2025

	2025		2024	
	£	£	£	£
(Loss)/profit for the year after tax		(3,028,561)		388,855
Adjustments for:				
Taxation charged/(credited)		78,913		9
Finance costs		120,268		85,843
Investment income		(33,422)		(29,957)
Loss on disposal of property, plant and equipment		(29,732)		(246)
Amortisation and impairment of intangible assets		1,887,439		263,842
Depreciation of property, plant and equipment		131,670		131,838
Equity-settled share-based payment expense		54,958		138,446
Movement in provisions		—		—
		(818,467)		978,630
Movements in working capital:				
Decrease/(increase) in contract assets		1,473,059		(226,467)
(Increase)/decrease in trade and other receivables		(270,601)		215,361
Decrease in contract liabilities		(17,094)		(132,943)
(Decrease)/increase in trade and other payables		(460,136)		109,014
Cash (absorbed by)/generated from operations		(93,239)		943,595
Income taxes refunded		33,288		32,383
Net cash (outflow)/inflow from operating activities		(59,951)		975,978
Investing activities				
Purchase of intangible assets		(84,757)		(571,384)
Purchase of property, plant and equipment		(2,647)		(38,411)
Proceeds from disposal of property, plant and equipment		9,252		1,656
Payment of deferred consideration		—		(240,902)
Interest received		33,422		29,957
Net cash used in investing activities		(44,730)		(819,084)
Financing activities				
Repayment of borrowings		(750,925)		(292,520)
Proceeds from new bank loans		1,466,400		—
Payment of lease liabilities		(64,084)		(218,755)
Interest paid		(108,089)		(77,011)
Net cash generated from/(used in) financing activities		543,302		(588,286)
Net increase/(decrease) in cash and cash equivalents		438,621		(431,392)
Cash and cash equivalents at beginning of year		1,185,780		1,617,172
Cash and cash equivalents at end of year		1,624,401		1,185,780

Notes to the Group financial statements

For the year ended 31 December 2025

1 Accounting policies

Company information

Northcoders Group PLC is a public company limited by shares incorporated in England and Wales. The registered office is Cubo, No.1, Spinningfields, Manchester, United Kingdom, M3 3EB. The Company's principal activities and nature of its operations are disclosed in the Directors' report.

The Group consists of Northcoders Group PLC and all of its subsidiaries.

1.1 Basis of preparation

The financial statements have been prepared in accordance with UK adopted International Financial Reporting Standards (IFRS) and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in sterling, which is the functional currency of the Group. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain financial instruments at fair value. The principal accounting policies are set out below.

The individual Parent Company meets the definition of a qualifying entity under FRS 101 Reduced Disclosure Framework. As permitted by FRS 101, the Company has taken advantage of the following disclosure exemptions from the requirements of IFRS:

- (a) the requirements of IFRS 7 'Financial Instruments: Disclosure';
- (b) the requirements within IAS 1 relating to the presentation of certain comparative information;
- (c) the requirements of IAS 7 'Statement of Cash Flows' to present a statement of cash flows;
- (d) paragraphs 30 and 31 of IASB 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but it not yet effective); and
- (e) the requirements of IAS 24 'Related Party Disclosures' to disclose related party transactions and balances between two or more members of a Group.

As permitted by section 408 of the Companies Act 2006, the Company has not presented its own statement of comprehensive income. The Company's loss for the period was £155,411 (2024: £145,201).

1.2 Business combinations

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

1.3 Basis of consolidation

The consolidated Group financial statements consist of the financial statements of the Parent Company Northcoders Group PLC together with all entities controlled by the Parent Company (its subsidiaries) as detailed in note 18.

All financial statements are made up to 31 December 2025. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

All intra-group transactions, balances and unrealised gains on transactions between Group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the Group's financial statements from the date that control commences until the date that control ceases.

The Group applied the principles of merger accounting as part of the historic acquisition of Northcoders Limited. Northcoders Group PLC was incorporated on 6 May 2021 and attained control of Northcoders Limited by means of a share-for-share exchange on 24 June 2021. Merger accounting requires that the results of the Group are presented as if the Group has always been in its present form, and does not require a re-evaluation of fair values as at the point of acquisition. Accordingly, as a result of this merger accounting, a merger reserve is recognised within equity which represents the difference between the net assets of the Group and the retained profits recognised by the Group as at 24 June 2021.

During 2023, 100% of the share capital of Tech Returners Limited was acquired by Northcoders Limited. Acquisition accounting applies to this transaction.

Notes to the Group financial statements continued

For the year ended 31 December 2025

1 Accounting policies continued

1.4 Going concern

In preparing the financial statements, the Directors have considered the principal risks and uncertainties facing the business, along with the Group and Company's objectives, policies and processes for managing its exposure to financial risk. In making this assessment the Directors have prepared cash flow forecasts for the foreseeable future, being a period of at least 18 months from the date of approval of the financial statements.

Forecasts are adjusted for reasonable stress cases that address the principal risks and uncertainties to which the Group and Company are exposed, thus creating a number of different scenarios for the Board to challenge. One of these potential scenarios is the removal of Skills Bootcamp funding from the UK Government, although unlikely as regional funding is being rolled out, this has been tested, and with the mitigation of removal of costs, concludes no issues to going concern. The sensitivities were then also grouped and cash flow was tested to ensure that, with mitigation, reserves were suitable. Even under the worst-case scenario identified, the Directors do not believe this to cause a material uncertainty around going concern.

At the time of approving the financial statements, the Directors have a reasonable expectation that the Group and Company has adequate resources to continue in operational existence for the foreseeable future. Thus, the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.5 Revenue

Revenue from providing services is recognised under IFRS 15 'Revenue from Contracts with Customers' in the accounting period in which the services are rendered. Services are typically provided over short periods of time, spanning typically a few months at most. However, for fixed-price contracts that span accounting periods, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously. Where the Company has contracts where the period between the transfer of the promised services to the customer and payment exceeds one year, the Company adjusts transaction price for the time value of money. Revenue is determined as follows:

- For consumer bootcamps, incoming resources received in advance of the service being provided are recognised on a pro-rata basis across the course delivery, based on delivery dates for those courses. Any incoming resources received in advance is recognised as deferred revenue. Apprenticeship income is a funding mechanism for the consumer revenue stream. The Company receives lump-sum drawdowns at regular intervals, which typically are billed in arrears resulting in accrued income where course delivery and/or attendance is completed prior to the reporting period end date. In addition, the Company receives a contingent success fee, payable at the end. The Company makes an assessment of the probability of success and accrues this on a percentage of completion basis as the course progresses.

- For corporate solutions, amounts are invoiced in arrears for development work performed along with any associated costs, based on the number of hours spent on each contract at agreed contractual rates for those delivering the course. Where appropriate, any amounts to be invoiced based on the stage of completion of development work in the year are recognised as accrued revenue, and any amounts invoiced in advance are recognised as deferred revenue in line with performance obligations per contracts with customers.
- For consultancy contracts, amounts are recognised on a pro-rata basis throughout the length of the contract unless a performance obligation states otherwise, where a performance obligation is determined in accordance with IFRS 15.
- For conference events, income is recognised once the event has taken place. Any income received in advance is recognised as a contract liability until the performance obligation has been satisfied.
- For training funded by StepEx future earnings agreements, income is recognised when the training takes place at the amount of consideration expected to be received.

The Group applies the five-step model to its revenue recognition. Of these, the two steps below are considered to include key judgements.

Determining the transaction price

The Group's revenue on over-time sales is generally based on fixed price contracts but these are subject to more variability as a result of the nature of the contract. Any variable consideration, which arises on StepEx contracts only, is recognised on a portfolio basis across a large population of students based on the expected typical value of future earnings to which the Group will become entitled. Variable consideration is not discounted.

Allocating amounts to performance obligations

Where the contracts include multiple performance obligations, which are determined to be separate performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin.

1.6 Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisition of the subsidiaries is included in intangible assets. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Notes to the Group financial statements continued

For the year ended 31 December 2025

1 Accounting policies continued

1.7 Intangible assets other than goodwill

The Group's other intangible assets are stated at cost less accumulated amortisation and impairment losses. Where assets are acquired through business combinations, the Group uses an appropriate fair value technique in order to determine cost. Intangible assets are tested annually for impairment or otherwise when circumstances change. Amortisation begins when an asset is acquired or becomes available for use and is calculated on a straight-line basis to allocate the cost of assets over their estimated useful lives as follows:

Licence	four years straight line
Technology	five years straight line
Development costs	ten years straight line
Brand	six years straight line
Customer relationships	six years straight line
Customer contracts	six years straight line

Development costs includes improvement spend on the Group's website, which incorporates internal and external spend, as well as internally generated intangibles representing courses, internally used technologies, and similar assets. Both variants are amortised on the same basis.

1.8 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold improvements	Over term of the lease
Fixtures and fittings	25% straight line
Computers	33% straight line
Right-of-use assets	Straight line over the shorter of the useful life and the lease term

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the income statement.

1.9 Non-current investments

The Company's interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the Parent Company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.10 Impairment of tangible and intangible assets

At each reporting end date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Notes to the Group financial statements continued

For the year ended 31 December 2025

1 Accounting policies continued

1.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.12 Financial assets

Financial assets are recognised in the Group's statement of financial position when the Group becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

Financial assets at fair value through profit or loss

When any of the above-mentioned conditions for classification of financial assets is not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognised initially at fair value and any transaction costs are recognised in profit or loss when incurred. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss, and is included within finance income or finance costs in the statement of income for the reporting period in which it arises.

Financial assets held at amortised cost

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (e.g. trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Financial assets at fair value through other comprehensive income

Debt instruments are classified as financial assets measured at fair value through other comprehensive income where the financial assets are held within the Group's business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument measured at fair value through other comprehensive income is recognised initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, each asset is measured at fair value, with changes in fair value included in other comprehensive income. Accumulated gains or losses recognised through other comprehensive income are directly transferred to profit or loss when the debt instrument is derecognised.

The Parent Company has made an irrevocable election to recognise changes in fair value of investments in equity instruments through other comprehensive income, not through profit or loss. A gain or loss from fair value changes will be shown in other comprehensive income and will not be reclassified subsequently to profit or loss. Equity instruments measured at fair value through other comprehensive income are recognised initially at fair value plus transaction cost directly attributable to the asset. After initial recognition, each asset is measured at fair value, with changes in fair value included in other comprehensive income. Accumulated gains or losses recognised through other comprehensive income are directly transferred to retained earnings when the equity instrument is derecognised or its fair value substantially decreased. Dividends are recognised as finance income in profit or loss.

Impairment of financial assets

Financial assets, other than those measured at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

The Group recognises lifetime expected credit losses (ECL) for trade receivables and amounts due on contracts with customers. The expected credit losses on these financial assets are estimated based on the Group's historical credit loss experience, adjusted for facts that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast director of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Notes to the Group financial statements continued

For the year ended 31 December 2025

1 Accounting policies continued

1.13 Financial liabilities

The Group recognises financial debt when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the Group's obligations are discharged, cancelled, or they expire.

1.14 Equity instruments

Equity instruments issued by the Parent Company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer payable at the discretion of the Company.

Share capital represents the nominal value of shares that have been issued.

Share premium represents the excess of the subscription price over the par value of shares issued.

Share option reserve relates to amounts recognised for the fair value of share options and warrants granted in accordance with IFRS 2.

Other reserve represents the nominal value of the share-for-share exchange, as explained further in note 33.

Merger reserve represents the carrying value of the investment in the subsidiary undertaking at the point of the share-for-share exchange, as explained further in note 33.

Retained earnings include all current and prior period retained earnings.

1.15 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or 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 reporting end date.

Deferred tax

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 taxable temporary 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 goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the 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. Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Notes to the Group financial statements continued

For the year ended 31 December 2025

1 Accounting policies continued

1.16 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets. The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

1.17 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.18 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately. Where employees forfeit options (for example on resignation) no further charge is accrued and the amounts recognised in the share option reserve to date are transferred to retained earnings.

1.19 Leases

As lessee

At inception, the Group assesses whether a contract is, or contains, a lease within the scope of IFRS 16. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Where a tangible asset is acquired through a lease, the Group recognises a right-of-use asset and a lease liability at the lease commencement date. Right-of-use assets are included within property, plant and equipment, apart from those that meet the definition of investment property.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs and an estimate of the cost of obligations to dismantle, remove, refurbish or restore the underlying asset and the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of other property, plant and equipment. The right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are unpaid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be payable under a residual value guarantee, and the cost of any options that the Group is reasonably certain to exercise, such as the exercise price under a purchase option, lease payments in an optional renewal period, or penalties for early termination of a lease.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in: future lease payments arising from a change in an index or rate; the Group's estimate of the amount expected to be payable under a residual value guarantee; or the Group's assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less, or for leases of low-value assets including IT equipment. The payments associated with these leases are recognised in profit or loss on a straight-line basis over the lease term.

Notes to the Group financial statements continued

For the year ended 31 December 2025

1 Accounting policies continued

1.20 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

1.21 Non-recurring items

Items which are material either because of their size or nature, and which are non-recurring, are presented within their relevant consolidated income statement category, but highlighted through separate disclosure. The separate reporting of non-recurring items helps provide a better picture of the Group and Company's underlying performance. Items which are included within the non-recurring category include (but are not limited to):

- costs incurred in relation to the integration of significant acquisitions and other major restructuring programmes;
- significant goodwill or other asset impairments relating to specific market events;
- revenue clawback due to the inability to claim for job outcomes after the period. The reason for this being the shift in outcomes rate due to the post covid tech economy crash;
- incorrect estimate of variable consideration in the previous year due to an inflation of jobs post pandemic; and
- other particularly significant or unusual items.

2 Adoption of new and revised standards and changes in accounting policies

In the current year, the following new and revised standards and interpretations have been adopted by the Group:

- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7);
- Non-current Liabilities with Covenants (Amendments to IAS 1) and Classification of Liabilities as Current or Non-current (Amendments to IAS 1);
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16); and
- Lack of Exchangeability (Amendments to IAS 1).

The adoption of these standards has not had any effect on the reported financial position or results of the Group.

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the Group has not applied the following new and revised standards that have been issued but are not effective yet:

- Classification and Measurement of Financial Instruments (Amendments to IFRS 7 and IFRS 9) effective 1 January 2026;
- Annual Improvements to IFRS Standards (Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7) effective 1 January 2026;
- Contracts Referencing Nature-Dependent Electricity (Amendments to IFRS 7 and IFRS 9) effective 1 January 2026;
- IFRS 18 'Presentation and Disclosure in Financial Statements' effective 1 January 2027; and
- IFRS 19 'Subsidiaries without Public Accountability: Disclosures' effective 1 January 2027.

The Group is not expecting to change its reported profits or net asset position as a result of these disclosures, although it is expected to change the presentation of these results as a consequence of the disclosure requirements of IFRS 18.

3 Critical accounting estimates and judgements

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Critical judgements

Capitalisation of development costs

The Group recognises as intangible fixed assets development costs that are considered to meet the relevant capitalisation criteria. The measurement of such costs and assessment of their eligibility in line with the appropriate capitalisation criteria requires judgement and estimation around the time spent by eligible staff on development, expectations around the ability to generate future economic benefit in excess of cost and the point at which technical feasibility is established.

Notes to the Group financial statements continued

For the year ended 31 December 2025

3 Critical accounting estimates and judgements continued

Critical judgements continued

Useful lives and impairment of non-current assets

Depreciation is provided so as to write down the assets to their residual values over their estimated useful lives as set out in the Group's accounting policy. The selection of these estimated lives requires the exercise of management judgement. Useful lives are regularly reviewed and should management's assessment of useful lives shorten/increase then depreciation charges in the financial statements would increase/decrease and carrying amounts of tangible assets would change accordingly.

The Group also assesses the useful life of intangible development assets based on experience of past use of those assets, and likely renewal periods to maintain and replace and renew aspects such as coding. Based on this the useful life is ten years, which reflects management's expectation of consumption of the assets.

The Group is required to consider, on an annual basis, whether indications of impairment relating to such assets exist and, if so, perform an impairment test. The recoverable amount is determined based on the higher of value-in-use calculations or fair value less costs to sell. The use of value-in-use method requires the estimation of future cash flows and the choice of a discount rate in order to calculate the present value of the cash flows. Details of the inputs to this are provided in note 16.

The Company considers its investment in subsidiaries, and exposure to credit loss from intercompany receivables, on a similar basis. The expected cash flows from these subsidiaries forms a key judgement and estimate for the Company's total assets.

Deferred tax

The Group makes provision for anticipated tax consequences based on the likelihood of whether additional taxes may arise. The Group recognises deferred tax assets to the extent to which it expects to be able to utilise the balances against future taxable profits.

Key sources of estimation uncertainty

Share-based payments

The determination of the fair values of EMI options and warrants has been made by reference to the Black-Scholes model; the input with the greatest amount of estimation being the volatility of the Company's share price which has been derived via benchmarking against similar companies in the industry. Other key inputs are set out in note 31.

Expected credit losses

The amount recognised as a provision is the best estimate of the expected credit loss that the Group is projected to incur on receivables, including intercompany balances. Each year end the Directors assess the risks and uncertainties surrounding receivable balances and use expected loss rates based on the historical credit losses experienced by the Group. Further details on the assumptions made are disclosed in note 21.

Revenue provision

An estimate of variable consideration is recognised against regional contracts, local contracts, and DFE income due to the performance-based nature of the contract. The measurement of the consideration requires judgement and estimation around the expectation of what percentage of students who finish the DFE course go into a relevant job within the timescales of the contract. Job outcomes are regularly reviewed by management and the consideration is flexed as necessary. At the end of 2025, all expectations of revenue have been reversed on the basis that the contract was coming to an end and hence the actual revenue has been recognised.

4 Revenue and segmental analysis

IFRS 8 'Operating Segments' requires operating segments to be identified on the basis of internal reports of the Group that are regularly reviewed by the Group's chief operating decision maker. The chief operating decision maker of the Group is considered to be the Board of Directors.

The results of the Group are allocated to the single operating segments consistent with the requirements of IFRS 8. All assets, liabilities and revenues are located in, or derived from, the United Kingdom.

	2025 £	2024 £
Revenue	4,949,641	8,819,083
Cost of sales	(2,026,348)	(2,916,871)
Gross profit	2,923,293	5,902,212
Operating costs	(4,098,536)	(5,458,462)
Other operating income	12,998	1,000
Non-recurring costs	(1,700,557)	—
Operating profit	(2,862,802)	444,750
Net finance costs	(86,846)	(55,886)
Profit/(loss) before taxation	(2,949,648)	388,864

Revenue analysed by geographical market

	2025 £	2024 £
United Kingdom	4,949,641	8,819,083

Notes to the Group financial statements continued

For the year ended 31 December 2025

4 Revenue and segmental analysis continued

	2025 £	2024 £
Revenue analysed by class of business		
Consumer	3,460,661	7,686,220
Corporate	1,488,980	840,126

Also included within revenue are StepEx sales of £93,493 (2024: £177,361). StepEx sales are governed by a formal credit agreement facilitated by a third party. The revenues are not discounted as the amount receivable represents variable consideration, which is recognised on a portfolio basis using the expectation of a typical amount received per person.

Revenue from customers who individually accounted for more than 10% of total Group revenue amounted to £3,966,396 (2024: £7,259,267) from three customers (2024: one customer).

All revenue is recognised over time as the services are delivered. All revenue has fixed consideration except for the StepEx sales disclosed above.

Contract assets

	2025 £	2024 £
At 1 January	1,624,485	1,398,018
Transfers from contract asset to trade receivables	(1,624,485)	(1,293,905)
Non-recurring item: irrecoverable amounts written off	—	(104,113)
Excess of revenue recognised over cash (or rights to cash) being recognised during the year	151,426	1,624,485
At 31 December	151,426	1,624,485

Contract liabilities

	2025 £	2024 £
At 1 January	73,557	206,500
Amounts recognised as revenue	(73,557)	(206,500)
Amounts received in advance of performance	56,463	73,557
At 31 December	56,463	73,557

Contract assets and contract liabilities are both shown on the face of the statement of financial position. They arise from the Group's contracts because cumulative payments received from customers at each balance sheet date do not necessarily equal the amount of revenue recognised on the contracts.

5 Non-recurring items

	2025 £	2024 £
Expenditure		
Business restructuring costs	143,291	—
Impairment losses	1,517,266	—
Dilapidations expense not previously provided for	40,000	—
	1,700,557	—

Business restructuring costs

Non-recurring restructuring costs in the form of redundancy and severance payments were incurred by the Group as part of its shift of focus from technology training courses to consultancy services.

Impairment losses

Details of these are provided in note 15.

Dilapidations expense

This represents amounts incurred in excess of previous estimates on exit of the Leeds office lease in November 2025, where in previous years there had been no expectation of such a cost being incurred. The amounts were agreed and settled subsequent to the year end.

6 Adjusted EBITDA

The Directors have used an Alternative Performance Measure (APM) in the preparation of these financial statements. The consolidation income statement has presented adjusted EBITDA, where EBITDA represents earnings before interest, tax, depreciation and amortisation. The adjusted element removes non-recurring items which are not relevant to the underlying performance and cash generation of the business. Non-recurring items are disclosed and explained in note 5.

The Directors have presented this APM because they feel it most suitably represents the underlying performance and cash generation of the business, and allows comparability between the current and comparative period in light of the rapid changes in the business (most notably its admission to AIM and associated costs), and will allow an ongoing trend analysis of this performance based on current plans for the business.

Notes to the Group financial statements continued

For the year ended 31 December 2025

7 Operating profit/(loss)

	2025 £	2024 £
Operating (loss)/profit for the year is stated after charging/(crediting):		
Exchange losses	1,267	1,851
Depreciation of property, plant and equipment	131,670	131,838
Profit on disposal of property, plant and equipment	(29,732)	(246)
Amortisation of intangible assets (included within administrative expenses)	301,545	263,842
Impairment of intangible assets (included within administrative expenses)	1,517,266	—
Share-based payments	54,958	138,446

8 Auditor's remuneration

	2025 £	2024 £
Fees payable to the Company's auditor:		
For audit services		
Audit of the financial statements of the Group and Company	65,000	60,000
Audit of the financial statements of the Company's subsidiaries	50,500	47,500
	115,500	107,500

9 Employees

The average monthly number of persons (including Directors) employed by the Group during the year was:

	2025 Number	2024 Number
Executive Directors	3	3
Non-Executive Directors	2	2
Administration and operations	32	55
Client service delivery	42	69
Total	79	129

Their aggregate remuneration comprised:

	2025 £	2024 £
Wages and salaries	3,526,737	5,184,932
Social security costs	424,780	518,987
Pension costs	175,146	245,703
	4,126,663	5,949,622

In addition to the above, further employee costs have been incurred as part of the development costs, as disclosed in note 16. The total employment costs which have been capitalised as development are £63,771 (2024: £546,403).

Employee costs relating to redundancy costs have been incurred as part of business restructuring. The total redundancy costs were £143,291 (2024: £23,819).

10 Directors' remuneration

	2025 £	2024 £
Remuneration for qualifying services	544,867	539,268
Amounts receivable under long-term incentive schemes	26,398	43,339
Company pension contributions to defined contribution schemes	68,400	35,705
	639,665	618,312

Remuneration disclosed above includes the following amounts paid to the highest paid Director:

	2025 £	2024 £
Remuneration for qualifying services	171,709	183,313
Company pension contributions to defined contribution schemes	46,000	11,169

Notes to the Group financial statements continued

For the year ended 31 December 2025

10 Directors' remuneration continued

During the year the Directors received remuneration as follows:

	Salary £	Share options ¹ £	Benefits in kind £	Pension £	Total £
Mr A Batra	130,000	—	3,074	10,400	143,474
Mr C D Hill	170,000	—	1,709	46,000	217,709
Ms C Prior	149,417	26,398	667	12,000	188,482
Mr A N Parker	35,000	—	—	—	35,000
Mrs A M Williams	55,000	—	—	—	55,000
	539,417	26,398	5,450	68,400	639,665

During the previous year the Directors received remuneration as follows:

	Salary £	Share options ¹ £	Benefits in kind £	Pension £	Total £
Mr A Batra	130,000	—	1,782	10,400	142,182
Mr C D Hill	176,667	—	845	14,133	191,645
Ms C Prior	139,615	43,339	359	11,169	194,482
Mr A N Parker	35,000	—	—	—	35,000
Mrs A M Williams	55,000	—	—	—	55,000
	536,282	43,339	2,986	35,702	618,309

1. Share options represent the fair value of the scheme award as determined and expensed under IFRS 2.

The Directors of the Group control 28.70% (2024: 28.68%) of the voting shares of the Group, and hold 175,000 (2024: 175,000) share options. No Directors exercised share options during the current or comparative year.

Notes to the Group financial statements continued

For the year ended 31 December 2025

11 Investment income

	2025 £	2024 £
Interest income		
Financial instruments measured at amortised cost:		
Bank interest received	—	19
Unwinding of discount on revenue	33,422	29,938
Total interest revenue	33,422	29,957

12 Finance costs

	2025 £	2024 £
Interest on bank overdrafts and loans	106,085	65,713
Interest on lease liabilities	14,183	11,298
Total interest expense	120,268	77,011
Unwinding of discount on deferred consideration	—	8,832
	120,268	85,843

13 Income tax expense

	2025 £	2024 £
Current tax		
Adjustments in respect of prior periods	(33,288)	1,725
Deferred tax		
Origination and reversal of temporary differences	61,325	25,993
Arising from write down or reversal of write down of deferred tax asset	50,876	2,587
Adjustment in respect of prior periods	—	(30,296)
	112,201	(1,716)
Total tax charge	78,913	9

The charge for the year can be reconciled to the profit/(loss) per the income statement as follows:

	2025 £	2024 £
(Loss)/profit before taxation	(2,949,648)	388,864
Expected tax (credit)/charge based on a corporation tax rate of 25.00% (2024: 25.00%)	(737,412)	97,216
Effect of expenses not deductible in determining taxable profit	53,955	3,584
Change in unrecognised deferred tax assets	717,506	54,436
Adjustment in respect of prior years	109,995	1,725
Research and development tax credit	(33,288)	(126,498)
Other permanent differences	(31,843)	(2,745)
Deferred tax adjustments in respect of prior years	—	(30,296)
Tax at marginal rate	—	2,587
Taxation charge for the year	78,913	9

In addition to the amount charged to the income statement and other comprehensive income, the following amounts relating to tax have been recognised directly in equity:

	2025 £	2024 £
Current tax:		
Expected tax deductions related to share-based payments on exercised options	15,606	32,746

Notes to the Group financial statements continued

For the year ended 31 December 2025

14 Earnings per share

	2025 Number	2024 Number
Number of shares		
Weighted average number of ordinary shares for basic earnings per share	8,011,469	8,011,469
Effect of dilutive potential ordinary shares:		
– Weighted average number outstanding share options	–	7,945
Weighted average number of ordinary shares for diluted earnings per share	8,011,469	8,019,414
	2025 £	2024 £
Earnings (all attributable to equity shareholders of the Company)		
(Loss)/profit for the period from continued operations	(3,208,561)	388,855
	2025 Pence per share	2024 Pence per share
Earnings per share for continuing operations		
Basic earnings per share	(37.80)	4.85
Diluted earnings per share	(37.80)	4.85

The Group does have a number of share options which have been taken into consideration for the diluted earnings per share in the current year, however given the exercise price for all options was greater than the share price at the year end there were no dilutive shares. The diluted earnings per share is therefore the same as the basic earnings per share. Details of these are given in note 31.

Adjusted earnings per share

The Directors use adjusted earnings before non-recurring costs and share-based payment expenses. This creates an Alternative Performance Measure which the Directors believe reflects a fair estimate of ongoing profitability and performance. The calculated adjusted earnings for the current period is as follows:

	2025 £	2024 £
Adjusted earnings		
(Loss)/profit for the period	(3,208,561)	388,855
Adjusted for:		
Non-recurring costs	1,700,557	–
Share-based payment expense	54,958	138,446
Adjusted earnings for basic and diluted earnings per share	(1,273,046)	527,301

The number of shares is unchanged by the definition of adjusted earnings.

	2025 Pence per share	2024 Pence per share
Adjusted earnings per share		
Basic earnings per share	(15.89)	6.58
Diluted earnings per share	(15.89)	6.58

15 Impairments

Impairment tests have been carried out where appropriate and the following impairment losses have been recognised in profit or loss:

	2025 £	2024 £
In respect of:		
Intangible assets	1,585,894	–
Recognised in:		
Administrative expenses	1,585,894	–

Methods of impairment testing

The recoverable amount of each internally generated intangible asset has been tested for impairment by considering the higher of the value-in-use of the assets and the fair value less costs of disposal.

For the internally generated assets for which indicators of impairment existed, management have concluded that there is no value-in-use, as the assets are no longer used in operations and do not generate cash inflows; and there is no fair value less costs of disposal, as the assets are bespoke internal developments with no active market. Accordingly, the recoverable amount of each asset has been assessed as £nil, and the carrying amount has been fully impaired.

An impairment loss of £1,495,688 has been recognised immediately in the income statement with respect to the internally generated intangible assets of Northcoders Limited.

An impairment loss of £21,578 has been recognised immediately in the income statement with respect to the internally generated intangible assets of Tech Returners Limited.

Northcoders Limited

In the past a single cash-generating unit (CGU) has been recognised in relation to Northcoders Limited with revenue generated largely from technology training courses, and from consulting services. Due to the increased prevalence of artificial intelligence, demand for technology training courses has decreased significantly. As a result the Group's business model has shifted from a focus on technology training courses to consulting services, although this continues to use the same core assets and structure. As such the Directors do not anticipate any reported changes in CGU's or reported operating segments.

Notes to the Group financial statements continued

For the year ended 31 December 2025

16 Intangible assets

	Goodwill £	Software £	Development costs £	Licence £	Brand £	Customer relationships and contracts £	Total £
Cost							
At 1 January 2024	1,310,086	164,706	1,806,931	101,899	140,160	53,513	3,577,295
Additions – internally generated	–	–	571,384	–	–	–	571,384
Disposals	–	–	–	(101,899)	–	–	(101,899)
At 31 December 2024	1,310,086	164,706	2,378,315	–	140,160	53,513	4,046,780
Additions – internally generated	–	–	84,757	–	–	–	84,757
At 31 December 2025	1,310,086	164,706	2,463,072	–	140,160	53,513	4,131,537
Amortisation and impairment							
At 1 January 2024	–	30,196	358,125	101,899	21,413	8,176	519,809
Charge for the year	–	32,941	198,622	–	23,360	8,919	263,842
Eliminated on disposals	–	–	–	(101,899)	–	–	(101,899)
At 31 December 2024	–	63,137	556,747	–	44,773	17,095	681,752
Charge for the year	–	32,941	236,325	–	23,360	8,919	301,545
Impairment loss	–	68,628	1,517,266	–	–	–	1,585,894
At 31 December 2025	–	164,706	2,310,338	–	68,133	26,014	2,569,191
Carrying amount							
At 31 December 2025	1,310,086	–	152,734	–	72,027	27,499	1,562,346
At 31 December 2024	1,310,086	101,569	1,821,568	–	95,387	36,418	3,365,028
At 31 December 2023	1,310,086	134,510	1,448,806	–	118,747	45,337	3,057,486

More information on impairment movements in the year is given in note 15.

Testing for impairment

Management have prepared five-year forecasts covering the period from 2026 to 2030, based on a specific ground-up approach taking into consideration the change of focus on consultancy income, as well as predicting a sensible reduced level of training activity. The forecasts incorporate the full impact of cost savings implemented during the second half of 2025, including significantly reduced headcount. These forecasts are discounted at the Group's estimated pre-tax discount rate of 12.89%. Based on the calculations performed for this discounted cash flow model, management are confident that the carrying value of non-monetary assets is not impaired. The same underlying forecasts have been utilised for the Group and Company, with comparisons at each level to the carrying value of assets being tested and to the cash flows compared against.

Notes to the Group financial statements continued

For the year ended 31 December 2025

16 Intangible assets continued

Sensitivity analysis

The following sensitivities have been run for the Group:

- a 2% increase in the pre-tax discount rate; and
- a 10% reduction in revenues with no corresponding reduction in operating costs.

In both scenarios the Group continues to have headroom in the calculation of the carrying value of the cash-generating unit.

The Directors have performed a sensitivity analysis on the forecasts to consider whether these indicate potential impairment risks. While the model is sensitive to revenues at current levels, the relative certainty of committed revenues and renewals mean that management do not believe such sensitivities are likely to crystallise into downside scenarios. A permanent reduction in revenue of 14.0% annually, or an increase in the pre-tax discount rate of 59.1%, would result in the recoverable value of being equal to the carrying value of the non-monetary assets of the Group.

For the Company, the equivalent downside risks are a reduction in revenue of 1.1% from forecast levels, or an increase in the post-tax WACC to 13.9%, before the recoverable amount is equal to the value of the Company's investment in Northcoders Limited plus its exposure to intercompany receivables from trading subsidiaries.

Based on the above, the Directors are confident that no impairment of the investment and receivable relating to Northcoders Limited is required at 31 December 2025.

Specific impairments

During the year, the change in the Group's operating models have led to a number of assets being impaired and/or disposed of at a loss. These are specific assets to which the Group has no further use for, and does not imply that the Group has wider impairment issues for the reasons explained above. As this loss is expected to be non-recurring in this year, the impairment charge and loss on disposal is recognised as an exceptional item in note 5, and forms part of the Group's adjusted earnings per share calculation in note 14.

Development costs consist of employee costs and software development consultancy costs.

Impairment testing

At the year end, management have considered the carrying value of all non-monetary assets included on its statement of financial position. All assets form part of a single cash-generating unit. Indicators of impairment at the year end include the financial performance of the Company during the year, and the change to income from contracts with the UK government resulting in reduced appetite and profitability on courses. In addition, the emergence of artificial intelligence has impacted the hiring market for junior coders who may make use of the Company's bootcamp offerings.

At the year end, the market capitalisation of the Group is less than the net assets of the Group at that date, which is an indicator of impairment under IAS 36. In the view of the Directors this is explained by market conditions and reactions to the change in operating models, and the use of forecasts and analyst data provides evidence to rebut the presumption of this as an impairment indicator.

The recoverable amount of cash-generating units (CGU) has been tested for impairment using future cash flows attributable to each CGU. Revenues are predicted on a specific basis of committed, renewals, and yet to find in years 1-5, based on expectations of sales potential as determined on a probabilistic basis. The future cash flows consider the Group's shift in business model. Future cash flows have not been extrapolated beyond the five-year forecast prepared by management to calculated a terminal value.

The five-year budget prepared by management expects that a small net profit will be made in 2026, increasing each subsequent year to 2030.

Notes to the Group financial statements continued

For the year ended 31 December 2025

17 Property, plant and equipment

	Leasehold improvements £	Fixtures and fittings £	Computers £	Right-of-use assets £	Total £
Cost					
At 1 January 2024	108,878	153,348	260,916	1,157,429	1,680,571
Additions	—	—	38,411	—	38,411
Disposals	(105,598)	(4,437)	(1,450)	(784,200)	(895,685)
At 31 December 2024	3,280	148,911	297,877	373,229	823,297
Additions	—	—	2,647	113,917	116,564
Disposals	(3,280)	(148,911)	(188,060)	(487,146)	(827,397)
At 31 December 2025	—	—	112,464	—	112,464
Accumulated depreciation and impairment					
At 1 January 2024	100,924	139,287	163,517	959,857	1,363,585
Charge for the year	6,313	5,125	60,420	59,980	131,838
Eliminated on disposal	(105,598)	(4,437)	(40)	(784,200)	(894,275)
At 31 December 2024	1,639	139,975	223,897	235,637	601,148
Charge for the year	497	4,605	45,237	81,331	131,670
Eliminated on disposal	(2,136)	(144,580)	(186,933)	(316,968)	(650,617)
At 31 December 2025	—	—	82,201	—	82,201
Carrying amount					
At 31 December 2025	—	—	30,263	—	30,263
At 31 December 2024	1,641	8,936	73,980	137,592	222,149

Payments in respect of short-term and low value leases (where leases have a value of less than £5,000 or term less than 12 months) continue to be charged to the income statement on a straight-line basis over the lease term.

The right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term. Leases are discounted at the Group's incremental borrowing rate on inception. Leased assets have been disposed of during the year as the lease term was ended early.

Notes to the Group financial statements continued

For the year ended 31 December 2025

18 Subsidiaries

Details of the Company's subsidiaries at 31 December 2025 are as follows:

Name of undertaking	Address	Principal activities	Class of shares held	% held	
				Direct	Indirect
Northcoders Limited	1	Provision of software development training courses	Ordinary	100.00	—
Northcoders TechEd Limited	1	Non-trading	Ordinary	—	100.00
Tech Returners Limited	1	Provision of software development courses	Ordinary	100.00	—

Registered office addresses (all UK unless otherwise indicated):

1. Cubo, No 1, Spinningfields, Manchester, United Kingdom, M3 3EB.

Northcoders Group PLC has provided, under s479A Companies Act 2006, a guarantee which permits its wholly owned subsidiaries (detailed below) to not obtain an audit of its individual financial statements for the year ended 31 December 2025:

- Tech Returners Limited – Company number: 10466684
- Northcoders TechEd Limited – Company number: 07998684

19 Contracts with customers

	2025 Period end £	2024 Period end £	2024 Period start £
Contracts in progress			
Contract assets	151,426	1,624,485	1,398,018
Contract liabilities	(56,463)	(73,557)	(206,500)

Contract assets and contract liabilities are both shown on the face of the statement of financial position. They arise from the Group's contracts because cumulative payments received from customers at each balance sheet date do not necessarily equal the amount of revenue recognised on the contracts.

Within contract assets there has been a reversal of £194,553 (2024: £nil) in respect of variable revenue recognised as a contract asset in the prior year as it was previously viewed as unlikely to be constrained, but is now irrecoverable.

Further information is shown in note 4.

Notes to the Group financial statements continued

For the year ended 31 December 2025

20 Trade and other receivables

	2025 £	2024 £
Trade receivables	690,906	342,728
Provision for expected credit loss	—	—
	690,906	342,728
Other receivables	10,852	15,214
Prepayments	25,206	98,421
	726,964	456,363

The Directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value. Included within trade receivables are undiscounted EdAid receivables of £7,029 (2024: £9,856). EdAid receivables are governed by a formal credit agreement facilitated by a third party. Some of the amounts receivable are subject to interest income which is charged at the official rate of RPI inflation. There is a discounted financing agreement implicit in the revenue recognition under IFRS 15, which has been calculated using an estimated discount rate of 7% (2024: 7%).

Also included, StepEx receivables are £205,497 (2024: £239,380). StepEx sales are governed by a formal credit agreement facilitated by a third party and represent variable consideration.

21 Trade receivables – credit risk

Fair value of trade receivables

The Directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

Expected credit loss assessment

	2025			2024		
	Balance £	Rate %	Loss allowance £	Balance £	Rate %	Loss allowance £
Trade receivables						
Current	335,984	0.23	773	103,067	0.23	237
Past due 0-30 days	64,243	0.46	296	11,628	0.46	53
Past due 31-60 days	45,585	0.92	419	—	0.92	—
Past due 61-90 days	46,200	1.83	845	27,305	1.83	500
Past due more than 90 days	198,894	3.66	7,280	200,728	3.66	7,347
	690,906		9,613	342,728		8,137

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped based on similar credit risk and ageing. Note that contract assets are yet to be invoiced, and therefore not due at the year end. Also included, StepEx receivables are £205,497 (2024: £239,370). StepEx sales are governed by a formal credit agreement facilitated by a third party. An adjustment of £nil (2024: nil) has been recognised in finance income to reflect the discounted element based on expected repayment profiles inherent in the agreement at date of invoice. The average credit period given on sales (except for EdAid and StepEx sales) is 30 days. The expected loss rates are based on the historical credit losses experienced by the Group.

Based on the level of ECL's predicted from the model, the Group has not recognised any ECL provision at 31 December 2025 or 31 December 2024 on grounds of immateriality.

Notes to the Group financial statements continued

For the year ended 31 December 2025

21 Trade receivables – credit risk continued

Impaired trade receivables

In determining the provision for impairment of trade receivables the Group stratifies the receivables into three components: EdAid/StepEx debtors, corporate debtors, and other; other represents personal and other receivables which are required to pay in advance otherwise the course does not proceed. The expected credit loss allowance for impairment is considered and shown above.

EdAid and StepEx receivables are governed by a formal credit agreement facilitated by a third party. Amounts receivable are subject to interest income which is charged at the official rate of RPI inflation. Whilst the credit risk is suffered by the Group, the credit control elements are performed by the third-party broker. The receivables are recognised on inception and amounts are recovered based on the employment income of each customer, following completion of the course, and as such there are no defined contractual credit terms. As such, the Directors do not consider ageing terms to provide an accurate indication of expected credit losses. On the grounds of materiality no ECL provision has been recognised on EdAid debtors. Uncertainty in StepEx receipts represents variable revenue so expected credit losses do not ordinarily apply.

There is no movement in the recognised expected credit loss of receivables recorded during the current or comparative period.

22 Borrowings

	Current		Non-current	
	2025 £	2024 £	2025 £	2024 £
Borrowings held at amortised cost:				
Bank loans	397,551	76,859	805,238	62,199
Other loans	—	181,417	—	154,660
	397,551	258,276	805,238	216,859

The Group has the following borrowings at 31 December 2025:

- a NatWest loan was taken out during the period, on which undiscounted amounts of £816,842 are due, and which has an interest rate of 6.25%. This loan includes arrangement fees totalling £28,100 that have been offset;
- a second NatWest loan was taken out during the period, on which undiscounted amounts of £384,102 are due, and which has an interest rate of 7.25%. This loan includes arrangement fees totalling £5,500 that have been offset; and
- a Bounce Back Loan Scheme on which undiscounted amounts of £1,845 (2024: £6,208) are due and which has an interest rate of 2.5%; this became payable in June 2021 when the Government grant incentive period expired. The loan is carried at £1,845 (2024: £6,208) in the financial statements. There is no secured element on the loan.

Of these loans, £nil (2024: £nil) falls due for repayment in more than five years. Both NatWest loans replace a less favourable 11% APR growth loan with a facility priced at an average of 3% above the Bank of England base rate. Both NatWest loans are secured by way of a fixed and floating charge over the assets of the Group and Company.

23 Trade and other payables

	2025 £	2024 £
Trade payables	37,557	42,326
Accruals	234,379	272,331
Social security and other taxation	218,458	579,994
Other payables	27,689	83,568
	518,083	978,219

Notes to the Group financial statements continued

For the year ended 31 December 2025

24 Lease liabilities

	2025 £	2024 £
Net amounts due		
Within one year	—	47,583
After more than one year	—	99,844
	—	147,427
	2025 £	2024 £
Maturity analysis of future lease payments		
Within one year	—	59,279
In two to five years	—	103,636
Total undiscounted liabilities	—	162,915
Future finance charges and other adjustments	—	(15,488)
Lease liabilities in the financial statements	—	147,427

At the year end there are no lease liabilities due to leases held by the Group being modified in the year, and then later terminated early.

The Group's right-of-use asset additions and depreciation charge recognised on leases in the year is shown in note 17, and interest expense in note 12.

25 Capital 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 other stakeholders.

The Group manages the capital structure, being cash and cash equivalents, availability of longer-term bank funding and reinvestment of a proportion of profits generated, and makes changes in light of movements in economic conditions. In order to maintain or adjust the capital structure, the Group may adjust its borrowings and investment decisions.

The carrying amount of financial instruments is:

	2025 £	2024 £
Carrying amount of financial assets		
Debt instruments at amortised cost	802,525	1,982,427
Cash and cash equivalents	1,624,401	1,185,780
	2,426,926	3,168,207
Carrying amount of financial liabilities		
Measured at amortised cost	1,508,219	1,020,787

Notes to the Group financial statements continued

For the year ended 31 December 2025

26 Liquidity risk

Liquidity risk is the risk that the Group might be unable to meet its obligations as they fall due. The Group manages its liquidity by forecasting cash inflows and outflows on a daily basis. The Group's objective when managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The following table details the remaining contractual maturity for the Group's financial liabilities with agreed repayment periods. The contractual maturity is based on the earliest date on which the Group may be required to pay. It reflects the contractual undiscounted cash flows, including future interest charges, which may differ from the carrying value of the liabilities.

	Demand and less than 3 months £	From 3 to 12 months £	From 12 months to 2 years £	From 2 to 5 years £	Total £
At 31 December 2024					
Trade and other payables	456,734	15,409	—	—	472,143
Borrowings	66,080	198,278	218,449	—	482,807
Leases	17,743	41,536	103,636	—	162,915
	540,557	255,223	322,085	—	1,117,865

	Demand and less than 3 months £	From 3 to 12 months £	From 12 months to 2 years £	From 2 to 5 years £	Total £
At 31 December 2025					
Trade and other payables	298,987	6,442	—	—	305,429
Borrowings	100,195	295,510	422,241	384,843	1,202,789
	399,182	301,952	422,241	384,843	1,508,218

Notes to the Group financial statements continued

For the year ended 31 December 2025

27 Market risk

Market risk management

The Group has exposure to the following risks arising from financial instruments:

- credit risk;
- interest rate risk; and
- liquidity risk.

The Group's Chief Financial Officer working alongside the rest of the Board maintains liquidity and credit risk and manages relations with the Group's bankers.

Interest rate risk

The Group is exposed to market risk through its use of financial instruments and specifically too interest rate risk. No material interest rate fluctuations are expected on any short-term financing with all liabilities subject to fixed interest rates.

The carrying amounts of financial liabilities which expose the Group to cash flow interest rate risk are as follows:

	2025 £	2024 £
Creative England loan	—	336,075
Bounce Back loan	1,845	24,477
North of Tyne loan	—	114,583
NatWest loans	1,200,944	—
	1,202,789	475,135

Interest rate risk is the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. Interest-bearing assets including cash and cash equivalents are considered to be short-term liquid assets.

Interest rates on the Creative England, North of Tyne and the Bounce Back Loan Scheme borrowings are fixed and therefore considered to be low risk. Interest rates on the NatWest borrowings are variable and track the Bank of England base rate.

Interest rate risk sensitivity analysis

Whilst the Company takes steps to minimise its exposure to cash flow interest rate risk, changes in interest rates will have an impact on profit.

The effect of a 1% increase in the interest rate at the reporting date on the variable rate debt carried at that date would, all other variables being held constant, have resulted in a decrease of the Company's post-tax profit for the year of £11,198.

A 1% decrease in the interest rate would, on the same basis, have increased post-tax profit by £7,569.

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, and arises principally from the Group's receivables from customers.

The carrying amounts of financial cost represent the maximum credit exposure. Personal receivables are required to pay for courses in advance unless they are EdAid or StepEx receivables, which are subject to deferred credit terms with repayments contingent on the future employment income of these individuals. Except for this the risk is limited to corporate debtors. The Group monitors defaults of customers and incorporates this information into credit risk controls. The Group is not exposed to any significant credit risk in relation to any single counterparty or group of counterparties with similar characteristics.

The Group established an allowance for impairment in respect of receivables where recoverability is considered doubtful.

The Group is changing the blend of its customers, with reduced reliance on government-backed funding for consumers where there is low credit risk, to a greater proportion of corporate revenues. Whilst this is expected to improve profitability in the near future, it does place additional credit risks on the Group through its trade with non-government counterparties. The typical corporate customer is large and expected to have a lower profile credit risk, therefore the Directors are confident that this emerging credit risk can be substantially mitigated.

28 Deferred taxation

	Assets	
	2025 £	2024 £
Deferred tax balances	—	127,807

Deferred tax assets are expected to be recovered within one year.

Notes to the Group financial statements continued

For the year ended 31 December 2025

28 Deferred taxation continued

The following are the major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior reporting period.

	ACAs £	Tax losses £	Provisions £	Share-based payments £	Capitalised R&D £	Business combinations £	Transition to IFRS £	ROU assets £	ROU liabilities £	Total £
Asset at 1 January 2024	(16,174)	420,454	11,577	—	(212,994)	(78,441)	34,415	—	—	158,837
Deferred tax movements in prior year										
Credit/(charge) to profit or loss	6,723	(51,006)	(5,208)	34,613	28,463	20,087	(34,415)	—	2,459	1,716
Credit direct to equity	—	—	—	(32,746)	—	—	—	—	—	(32,746)
Other	—	—	—	—	—	—	—	(49,393)	49,393	—
Asset at 1 January 2025	(9,451)	369,448	6,369	1,867	(184,531)	(58,354)	—	(49,393)	51,852	127,807
Deferred tax movements in current year										
Credit/(charge) to profit or loss	(11,437)	(309,087)	(3,793)	13,739	184,531	16,305	—	49,393	(51,852)	(112,201)
Credit direct to equity	—	—	—	(15,606)	—	—	—	—	—	(15,606)
Asset/(liability) at 31 December 2025	(20,888)	60,361	2,576	—	—	(42,049)	—	—	—	—

The Group has estimated tax losses carried forward of £3,707,449 (2024: £2,169,000), of which £3,518,107 (2024: £218,000) are not recognised as a deferred tax asset. If an asset was recognised on these losses, the Group's net assets would increase by approximately £879,527 (2024: £54,000). The losses do not expire.

29 Retirement benefit schemes

Defined contribution schemes	2025 £	2024 £
Charge to profit or loss in respect of defined contribution schemes	175,146	245,703

The Group operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the Group in an independently administered fund.

The liability was £22,255 (2024: £45,366) at the end of the year.

Notes to the Group financial statements continued

For the year ended 31 December 2025

30 Share capital

Ordinary share capital	2025 Number	2024 Number	2025 £	2024 £
Issued and fully paid				
Ordinary shares of 1p each	8,011,469	8,011,469	80,115	80,115

31 Share-based payments

	Number of share options		Average exercise price	
	2025	2024	2025 £	2024 £
Outstanding at 1 January 2025	420,000	565,000	2.15	2.15
Granted in the period	—	30,000	—	1.53
Forfeited in the period	(85,000)	(150,000)	2.14	2.03
Modified in the period	—	(25,000)	—	3.05
Outstanding at 31 December 2025	335,000	420,000	2.16	2.15
Exercisable at 31 December 2025	235,000	220,000	2.02	1.80

Options outstanding

The options outstanding have a weighted average exercise price of £2.16 and a weighted average remaining life of 0.14 years.

Expenses	2025 £	2024 £
Related to equity-settled share-based payments	54,958	138,446

32 Share premium account

	2025 £	2024 £
At the beginning and end of the year	4,801,444	4,801,444

33 Other reserve

	2025 £	2024 £
At the beginning and end of the year	946,774	946,774

The Group recognises two types of additional reserve.

Merger reserve

The Group applied the principles of merger accounting in consolidating the results, as Northcoders Group PLC was only incorporated on 6 May 2021 and control of Northcoders Limited was acquired by Northcoders Group PLC via a share-for-share exchange on 24 June 2021. Merger accounting requires that the results of the Group are presented as if the Group has always been in its present form, and does not require a re-evaluation of fair values as at the point of acquisition. Accordingly, as a result of this merger accounting, a merger reserve is recognised within equity which represents the difference between the net assets of the Group and the retained profits recognised by the Group as at 24 June 2021.

This reserve has not moved in the current or comparative year.

Other reserve

This reserve represents the application of merger relief under Companies Act 2006 s615. The Company has historically issued share capital, including for the acquisition of 100% of the ordinary share capital of Tech Returners Limited during the comparative year. As required by Companies Act 2006 s612, no share premium was recognised on this and on earlier transactions, and the excess (or deficit) of fair value over nominal value was recognised in another reserve.

34 Share option reserve

	2025 £	2024 £
At the beginning of the year	371,663	401,714
Additions	54,958	138,446
Other movements	(92,386)	(168,497)
At the end of the year	334,235	371,663

Notes to the Group financial statements continued

For the year ended 31 December 2025

35 Contingent liabilities

The Company has no commitments, guarantees or contingent liabilities at the year end.

36 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel, including Directors, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

	2025 £	2024 £
Short-term employee benefits	518,642	743,840
Post-employment benefits	75,150	64,486
Share-based payments	37,577	87,803
	631,369	896,129

The following amounts were recognised as an expense in the period in respect of bad and doubtful debts due from related parties:

	2025 £	2024 £
Entities with joint control or significant influence over the Company	—	3,040

37 Analysis of changes in debt

	1 January 2025 £	Financing cash flows £	Other non-cash changes ¹ £	31 December 2025 £
Borrowings excluding overdrafts	(475,135)	(715,475)	(12,179)	(1,202,789)
Obligations under finance leases	(147,427)	64,084	83,343	—
	(622,562)	(651,391)	71,164	(1,202,789)
	1 January 2024 £	Financing cash flows £	Other non-cash changes ¹ £	31 December 2024 £
Prior year:				
Borrowings excluding overdrafts	(767,655)	302,972	(10,452)	(475,135)
Obligations under finance leases	(366,182)	218,755	—	(147,427)
	(1,133,837)	521,727	(10,452)	(622,562)

1. Other movements represents:

(1) Unwinding of arrangement fees of £12,179 (2024: £10,452) on borrowings.

(2) Modification of lease liabilities of £113,917 (2024: £nil).

(3) Early termination and settlement of lease liabilities of £30,574 (2024: £nil).

Company statement of financial position

As at 31 December 2025

	Notes	2025		2024	
		£	£	£	£
Non-current assets					
Investments	40		2,298,943		2,243,985
Current assets					
Trade and other receivables	41	3,431,765		3,587,176	
Current liabilities	42		(14,544)		(14,544)
Net current assets			3,417,221		3,572,632
Total assets less current liabilities			5,716,164		5,816,617
Equity					
Called up share capital	43		80,115		80,115
Share premium account			4,801,444		4,801,444
Other reserve	33		946,774		946,774
Share option reserve			334,235		371,663
Retained earnings			(446,404)		(383,379)
Total equity			5,716,164		5,816,617

The notes on pages 67 to 68 form part of these parent financial statements.

As permitted by s408 Companies Act 2006, the Company has not presented its own income statement and related notes. The Company's loss for the year was £155,411 (2024: £145,201 loss).

The financial statements were approved by the Board of Directors and authorised for issue on 28 April 2026 and are signed on its behalf by:

Mr C D Hill

Director

Company registration number 13378742 (England and Wales)

Company statement of changes in equity

For the year ended 31 December 2024

	Share capital £	Share premium account £	Other reserves £	Share option reserve £	Retained earnings £	Total £
Balance at 1 January 2024	80,115	4,801,444	946,774	401,714	(406,675)	5,823,372
Year ended 31 December 2024:						
Loss and total comprehensive income	—	—	—	—	(145,201)	(145,201)
Transactions with owners:						
Credit to equity for share-based payments	—	—	—	138,446	—	138,446
Cancellation of share options	—	—	—	(190,790)	190,790	—
Cancellation of share options	—	—	—	22,293	(22,293)	—
Balance at 31 December 2024	80,115	4,801,444	946,774	371,663	(383,379)	5,816,617
Year ended 31 December 2025:						
Loss and total comprehensive income	—	—	—	—	(155,411)	(155,411)
Transactions with owners:						
Credit to equity for share-based payments	—	—	—	54,958	—	54,958
Cancellation of share options	—	—	—	(92,386)	92,386	—
Balance at 31 December 2025	80,115	4,801,444	946,774	334,235	(446,404)	5,716,164

Notes to the Company financial statements

For the year ended 31 December 2025

38 Accounting policies

Company information

Northcoders Group PLC is a public company limited by shares incorporated in England and Wales. The registered office is Cubo, No.1, Spinningfields, Manchester, United Kingdom, M3 3EB. The Company's principal activities and nature of its operations are disclosed in the Directors' report.

38.1 Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The financial statements are prepared in sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £.

The Company applies accounting policies are consistent with those applied by the Group. To the extent that an accounting policy is relevant to both Group and Parent Company financial statements, please refer to the Group financial statements for disclosure of the relevant accounting policy.

38.2 Going concern

The Company is non-trading and reliant on the performance of its subsidiaries, to which it is exposed through investments and receivable balances. As such, the going concern status of the Company relies on the going concern status of the Group.

39 Employees

The average monthly number of persons (including Directors) employed by the Company during the year was:

	2025 Number	2024 Number
Executive Directors	3	3
Non-Executive Directors	2	2
Total	5	5

Their aggregate remuneration comprised:

	2025 £	2024 £
Wages and salaries	90,000	90,000
Social security costs	11,730	9,908
	101,730	99,908

40 Investments

	Current		Non-current	
	2025 £	2024 £	2025 £	2024 £
Investments in subsidiaries	—	—	2,298,943	2,243,985

Fair value of financial assets carried at amortised cost

Except as detailed below the Directors believe that the carrying amounts of financial assets carried at amortised cost in the financial statements approximate to their fair values.

Investment in subsidiary undertakings

Details of the Company's principal operating subsidiaries are included in note 18.

Movements in non-current investments

	Shares in subsidiaries £	Loans to subsidiaries £	Total £
Cost or valuation			
At 1 January 2025	1,601,048	642,937	2,243,985
Share-based payment charges	—	54,958	54,958
At 31 December 2025	1,601,048	697,895	2,298,943
Carrying amount			
At 31 December 2025	1,601,048	697,895	2,298,943
At 31 December 2024	1,601,048	642,937	2,243,985

Notes to the Company financial statements continued

For the year ended 31 December 2025

41 Trade and other receivables

	2025 £	2024 £
Amounts owed by subsidiary undertakings	3,431,765	3,587,176

Amounts owed by subsidiary undertakings are unsecured, bear interest at a rate of 4.15% and have no fixed date of repayment. Amounts are presented as current as the subsidiary has historically made repayments to the Parent Company in respect of central costs being covered, in excess of additional interest being charged.

42 Liabilities

	Notes	2025 £	2024 £
Amounts owed to subsidiary undertakings	44	14,544	14,544

43 Share capital

Refer to note 30 of the Group financial statements.

Glossary of terms

AIM	Alternative Investment Market
APM	Alternative Performance Measure
B2B	business to business
B2C	business to consumer
CEO	Chief Executive Officer
CFO	Chief Financial Officer
DfE	Department for Education
EBITDA	earnings before interest, tax, depreciation and amortisation
ECL	expected credit losses
ESFA	Education and Skills Funding Agency
FRS 101	Financial Reporting Standard 101 'Reduced Disclosure Framework'
GLA	Greater London Authority
GPM	gross profit margin
the Group	Northcoders Group PLC and its subsidiaries
IAS	International Accounting Standards EMI
IFRS	International Financial Reporting Standards
ISAs (UK)	International Standards on Auditing (UK)
KPIs	key performance indicators
QCA Code	Quoted Companies Alliance Corporate Governance Code
Underlying performance	underlying performance refers to the results of operations performance before highlighted items

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