

# cerillion

## Annual Report and Financial Statements 2025

Cerillion plc

# Company Information

**Company registration number:** 09472870

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London  
E14 5HP

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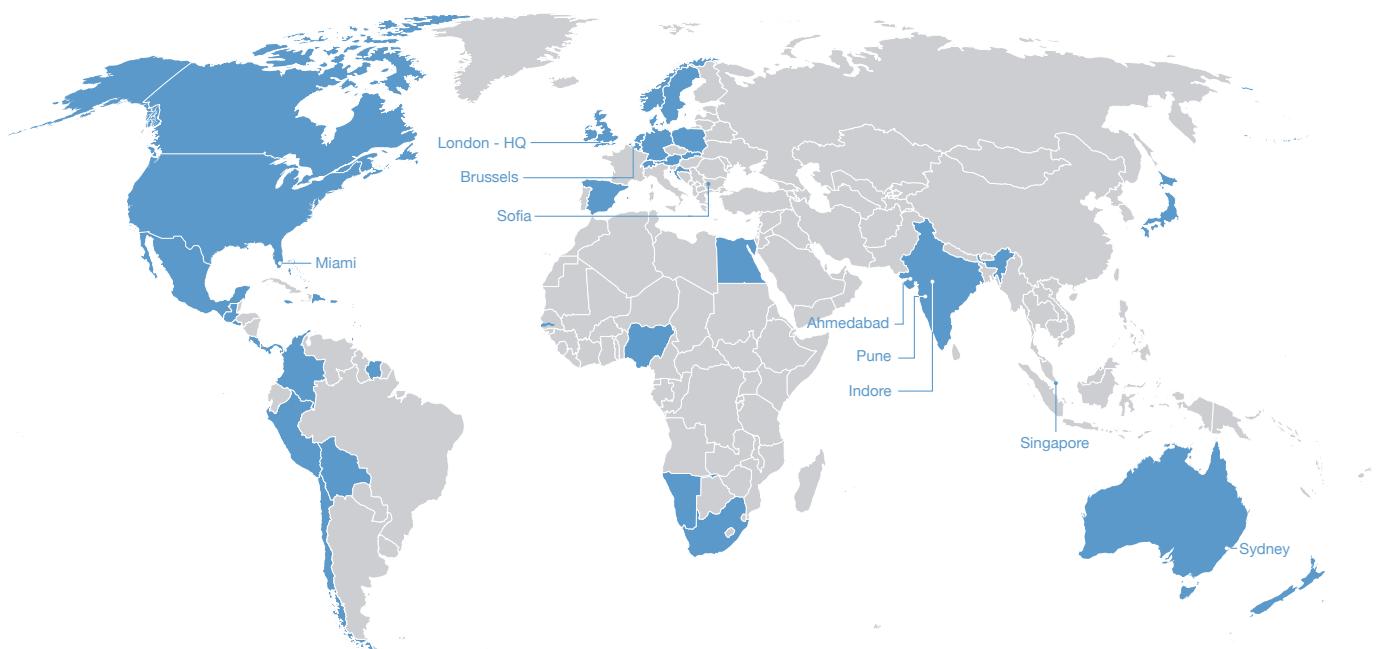
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## Overview

### Who We Are

**Cerillion provides mission-critical software for billing, charging and customer relationship management (“CRM”), primarily to the telecoms sector.**



**c. 70** customer installations

- Headquartered in London, Cerillion also has operations in India and Bulgaria as well as a sales presence in the USA, Belgium, Singapore and Australia.
- Global customer base c.70 customer installations in c. 45 countries
- Long customer relationships – typically 10+ years

**c. 45** countries

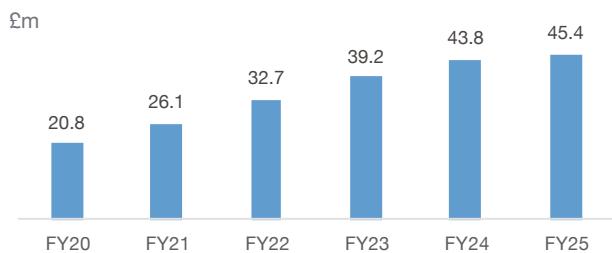
- Existing customers typically generate over 90% of annual income
- Product offering is recognised in global analyst reports
- Rising demand in telecoms marketplace, driven by multiple factors, including technological and regulatory change

# Overview

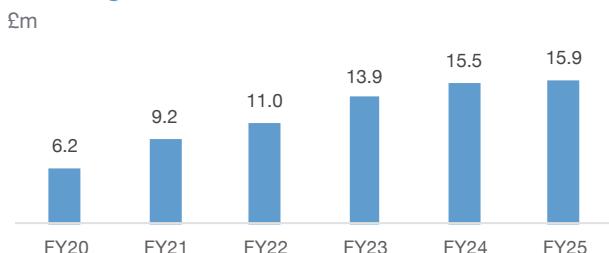
## Financial Performance Highlights

Record highs across all key financial measures

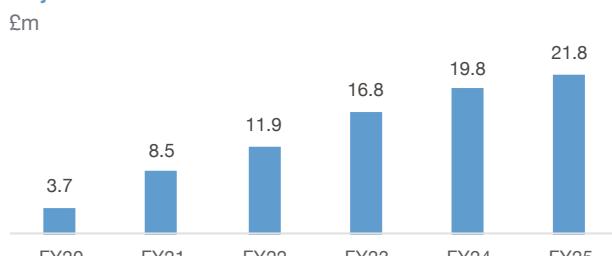
### Revenue +4%



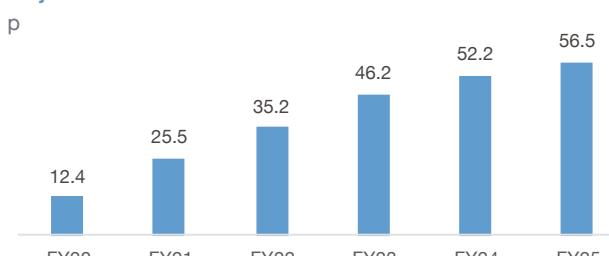
### Recurring Revenue<sup>(1)</sup> +3%



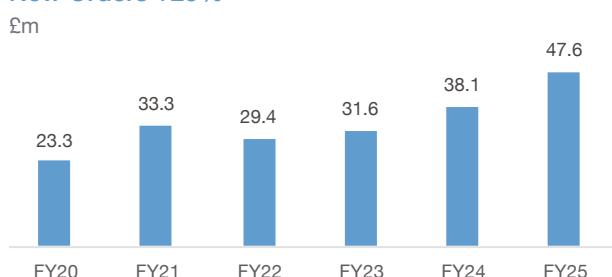
### Adj. PBT<sup>(3)</sup> +10%



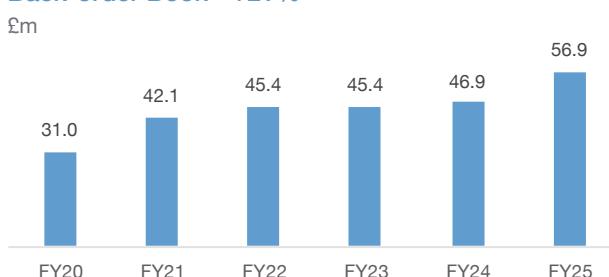
### Adj. EPS<sup>(4)</sup> +8%



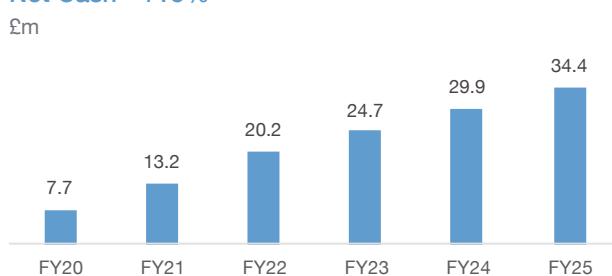
### New Orders +25%



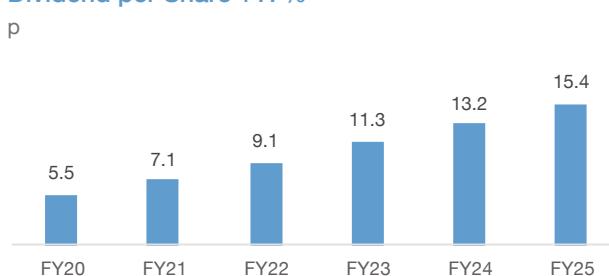
### Back-order Book<sup>(7)</sup> +21%



### Net Cash<sup>(5)</sup> +15%



### Dividend per Share +17%



Explanatory text for the footnotes is on page 4.

# Highlights

Cerillion plc, the billing, charging and customer relationship management software solutions provider, presents its annual results for the 12 months ended 30 September 2025.

## Highlights

Year ended 30 September	2025	2024	Change
Revenue	£45.4m	£43.8m	+4%
Recurring revenue <sup>1</sup>	£15.9m	£15.5m	+3%
Adjusted EBITDA <sup>2</sup>	£23.1m	£20.7m	+11%
Adjusted EBITDA margin	50.9%	47.4%	+350bps
Adjusted profit before tax <sup>3</sup>	£21.8m	£19.8m	+10%
Statutory profit before tax	£21.7m	£19.7m	+10%
Adjusted basic earnings per share <sup>4</sup>	56.5p	52.2p	+8%
Statutory basic earnings per share	56.3p	51.7p	+9%
Total dividend per share	15.4p	13.2p	+17%
Net cash <sup>5</sup>	£34.4m	£29.9m	+15%

## Financial:

- Key financial performance measures reached new highs
- Adjusted EBITDA margin up to a record 50.9% (2024: 47.4%)
- Total new orders up 25% to a record £47.6m (2024: £38.1m)
- Back-order book up 21% to £56.9m (2024: £46.9m). This is made up of £47.4m of sales contracted but not yet recognised (2024: £37.7m) and £9.5m of annualised support and maintenance revenue (2024: £9.2m). It is anticipated

that c. 33% of the £47.4m will be recognised within 12 months, helping to underpin the current financial year

- New customer sales pipeline<sup>6</sup> up 5% to a new high of £275m at 30 September 2025 (30 September 2024: £262m)
- Very strong balance sheet with net cash<sup>5</sup> up 15% to £34.4m (30 September 2024: £29.9m)
- Final dividend of 10.6p per share proposed (2024: 9.2p), bringing the total dividend for the year to 15.4p per share (2024: 13.2p), an increase of 17%

## Operational:

- Record value of major new contracts signed:
  - £25.3m of agreements signed with an existing European customer, to onboard its newly-acquired, tier-1 mobile base and to extend support, managed services and the Evergreen programme for the existing bases; and
  - \$11.4m (£8.5m) contract signed with new customer, Ucom, a leading provider of telecommunications services in Armenia.
- Two major new implementations completed for:
  - Virgin Media in Ireland; and
  - Paratus, a leading provider of connectivity solutions in Southern Africa.

- Significant increase in R&D to support product development, as reflected in the latest product release
- Continued investment in resource across geographies to support ongoing growth
- Pipeline of new business opportunities stands at a record high and includes substantial potential deals
- Cerillion remains well-positioned for further growth in FY26 and beyond

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# Highlights

Continued

## Louis Hall, CEO of Cerillion plc, commented:

*"We made significant progress over the financial year and I am delighted with our two major new wins, which took new orders to a new high of £47.6m. These new orders are further proof of the quality and strength of our offering.*

*"We continued to invest in the business to support future growth. In particular, we increased R&D spend, focusing further on AI, and expanded our resources in delivery, sales and marketing.*

*"Cerillion remains well-positioned and we enter the new financial year with a record back-order book and exciting prospects in the new business pipeline. The Company's very strong financial foundations support our growth plans and we view future prospects with great confidence."*

### Notes

- Note 1** Recurring revenue includes support and maintenance, managed service, Skyline and third-party hardware and hosting revenue reported in the year.
- Note 2** Adjusted earnings before interest, tax, depreciation and amortisation ("EBITDA") is calculated by taking operating profit and adding back depreciation & amortisation and share-based payment charges.
- Note 3** Adjusted profit before tax is calculated by taking reported profit before tax and adding back share-based payment charges.
- Note 4** Adjusted earnings per share is calculated by taking profit after tax and adding back share-based payment charges and is divided by the weighted average number of shares in issue during the period.
- Note 5** Net cash is made up of cash and cash equivalents.
- Note 6** New customer sales pipeline is the total, unweighted value of all qualified sales prospects.
- Note 7** Back-order book consists of £47.4m of sales contracted but not yet recognised and £9.5m of annualised support and maintenance revenue.

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# Chairman and Chief Executive Officer's Report

## Introduction

Cerillion has continued to make very pleasing progress, and in the year under review we signed a record value of new orders at £47.6m. This is c.25% higher than the prior financial year and included our most substantial win in the Company's history to date which was with an existing European customer to on-board its newly acquired tier-1 mobile customer base. This composite deal, agreed in two stages, is worth a total of £25.3m over five years. We also secured a major new customer in Ucom, a leading provider of telecommunications services in Armenia. This agreement, signed in the first half, is worth \$11.4m (£8.5m) over five years. Both wins represent important new references for us and the full financial benefits will come through in the new financial year and beyond. The Company's key financial metrics reached new highs. Revenue increased to £45.4m (2024: £43.8m) and adjusted profit before tax rose to £21.8m (2024: £19.8m), up 10% year-on-year.

As ever, we continued to invest in our technology and increased our overall R&D spending in the year. Our focus was on AI tools and composable user interfaces. The latest version of our software suite, Cerillion 25.2, launched in October 2025, now enables customers to interact more effectively and efficiently with their end customers using our new AI Agents. This long-term programme of product evolution and improvement remains a major focus.

We also invested in our operational teams and made a number of senior hires in delivery roles. In addition to this, we also expanded our sales and marketing team, with new hires in the USA, Europe and Asia. Continuing to invest in talent is important as we grow and develop the business.

The pipeline of potential new customer sales remains very strong and includes some substantial opportunities. At the financial year-end the total, unweighted value of this pipeline stood at £275m (2024: £262m), a new high. We believe this reflects the strength of our technology and the ongoing requirement for telecommunications providers to improve efficiencies, drive flexibility and maximise the benefits of their investments in 5G and fibre roll-out.

We enter the new financial year with confidence in Cerillion's growth prospects. We have a record back-order book and the pipeline of potential new business opportunities is substantial, with some exciting prospects. Backed by a very strong balance sheet, with significant net cash, we believe that the Company remains very well-positioned to make further progress in the new financial year and beyond.

## Financial Overview

Total revenue for the year to 30 September 2025 rose by 4% to £45.4m (2024: £43.8m), which reflects the timing of contract wins. As is typical, existing customers (classified as those acquired before the beginning of the reporting period) accounted for a very high proportion of total revenue, generating 93% of the overall result (2024: 85%).

Recurring revenue<sup>1</sup>, which includes support and maintenance, managed service, Skyline and third-party hardware and hosting revenue, increased by 3% to £15.9m and comprised approximately 35% of total revenue (2024: £15.5m, 35%).

The Group's revenue streams are categorised into three segments: Software revenue; Services revenue; and revenue from Other activities. Software revenue principally comprises software licences (for both Cerillion and third-party products), related support and maintenance fees, and managed services fees. Services revenue is generated by software implementations and ongoing account development work. Revenue from Other activities includes the reselling of third-party hardware, hosting fees and rebillable expenses.

- Software revenue remained broadly unchanged at £24.4m (2024: £24.3m) with higher revenue from Cerillion's own licences partly offset by lower revenue from third-party licences. Software revenue accounted for 54% of total revenue (2024: 55%).
- Services revenue increased by 7% to £19.0m (2024: £17.9m). This reflected increases in both account development work for existing customers and in new customer implementation fees. Services revenue comprised 42% of total revenue (2024: 41%).
- Other revenue increased by 19% to £1.9m (2024: £1.6m) and comprised 4% of total revenue (2024: 4%).

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# Chairman and Chief Executive Officer's Report

Continued

Gross margin was slightly ahead of the prior year at 81.5% (2024: 80.5%), mainly reflecting higher day rates on key implementation projects, favourable licence revenue mix and lower third-party costs.

Operating expenses increased only slightly to £16.7m (2024: £16.5m). The rise resulted from higher headcount and inflation, offset by favourable foreign exchange and higher capitalisation of development costs. Personnel costs within operating expenses were 8% higher at £10.2m (2024: £9.5m).

Adjusted EBITDA for the year increased by 11% to £23.1m (2024: £20.7m), driven by higher revenue, favourable foreign exchange and higher day rates on key implementation projects. This also reflected a £0.3m tax credit for R&D costs relating to the new, merged R&D expenditure credit scheme, the benefit of which was shown within the tax line in the prior year. The Board considers adjusted EBITDA to be a key performance indicator for Cerillion as it adds back key non-cash transactions, being share based payments, depreciation and amortisation.

Investment in new product development continued with a 34% increase in R&D effort versus the prior year. The amount capitalised during the year was £1.8m (2024: £1.3m) and the amount amortised was £1.1m (2024: £1.0m). Expenditure on tangible fixed assets was £0.4m (2024: £0.2m). Operating profit increased by 12% to £20.6m (2024: £18.4m).

Adjusted profit before tax rose by 10% to £21.8m (2024: £19.8m) and adjusted earnings per share increased by 8% to 56.5p (2024: 52.2p). On a statutory basis, profit before tax increased by 10% to £21.7m (2024: £19.7m) and earnings per share increased by 9% to 56.3p (2024: 51.7p).

## Cash Flow and Banking

The Group continued to generate strong cash flows and closed the financial year with net cash<sup>5</sup> up by 15% to £34.4m (30 September 2024: £29.9m). This was after £4.1m of dividend payments (2024: £3.5m). Total debt at the financial year-end remained £nil (2024: £nil).

## Dividend

The Board is pleased to propose a 15% increase in the final dividend to 10.6p per share (2024: 9.2p). Together with the interim dividend of 4.8p per share (2024: 4.0p), this brings the total dividend for the year to 15.4p per share (2024: 13.2p), an increase of 17%.

The dividend, which is subject to shareholder approval at the Company's Annual General Meeting on 19 February 2026, is payable on 24 February 2026 to those shareholders on the Company's register as at the close of business on the record date of 16 January 2026. The ex-dividend date is 15 January 2026.

## Operational and Market Overview

We completed two major implementations during the financial year. The first of these was for Virgin Media Ireland, when in July 2025 we went live with the mobile customer base. This project involved complex integration with a number of upstream and downstream systems, utilising the Company's TM Forum Open APIs, and close coordination with a large systems integrator team. We are now working on an additional phase to migrate Virgin Media Ireland's fixed-wire customer base, which we expect to complete in 2026. The second implementation that we completed was for Paratus, a leading provider of connectivity solutions in Southern Africa. This included integration with a new, Nokia 5G mobile network to enable the introduction of mobile services.

We significantly increased our investment in R&D over and above last year's level, with a 34% increase in effort, including an increased focus on AI. The second of the two annual new releases of our product set, Cerillion 25.2, went live in early October 2025 and featured a new Model Context Protocol ("MCP") Server and a powerful suite of AI Agents that brings conversational intelligence to all aspects of a Communications Services Provider's business.

The Billing Agent is at the heart of the new release and is the Company's first fully featured AI Agent. It transforms the way in which Cerillion's customers, and their end-customers interact with financial information, with users now able to ask questions, explore

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insights and obtain clear explanations about bills, payments and transactions through natural language conversation. Customer service representatives can use it in call centres and end-users may access it via our Self Service portal and Mobile App.

Our new suite of AI Agents represents an advance on our earlier AI Assistants and facilitate intelligent, conversational experiences across all major business domains. They include Sales Agent, Workflow Agent, Catalogue Agent, and Promotions Agent. Each is focused on enabling users to manage complex operations, streamline decisions, and arrive at outcomes faster, through a natural, chat-based interface.

The new MCP Server powers our new AI Agents and provides a foundation for multi-agent collaboration, with the AI Agents integrated with Cerillion's TM Forum-certified Open APIs. This means that our customers have full flexibility to build a connected AI ecosystem specifically tailored to their business needs.

Cerillion 25.2 has also delivered a series of major platform enhancements that further strengthen its position as the industry's most open and composable BSS/OSS<sup>2</sup> suite.

The new Service Catalogue is a new module in our suite and is designed to make it easier for customers to define and manage resource-facing services. It has been built on the same publishing engine and lifecycle management framework as our existing Enterprise Product Catalogue, which is used to manage customer-facing products and promotions, and provides a unified approach to configuration and governance, while operating independently to define how services are fulfilled. Used together, the Enterprise Product Catalogue and Service Catalogue seamlessly link product design and service fulfilment, and therefore dramatically reduce the time for our customers to configure, test and launch their new offerings.

Cerillion's Mobile App now uses the same composable technology framework introduced with Cerillion's next-generation Self Service platform, enabling customers to tailor features, user journeys and digital experiences to their exact needs. The Mobile App may be used as a companion to Self Service or on a standalone basis, providing maximum flexibility and utility across digital channels.

The new release also launched a completely refreshed Interconnect Manager. It has a new user interface and cloud deployment capability and delivers a more intuitive experience. It also improves operational efficiency for managing interconnect partner settlements, routing and billing.

In October 2025, the Company achieved its first two TM Forum Open Digital Architecture Component Certifications. This is a key milestone in ensuring interoperability and future-proofing for customers.

We are pleased to highlight the Company's inclusion in two Gartner reports published in late August 2025; "Gartner's Magic Quadrant™ for AI in CSP Customer and Business Operations"\*\* and "Critical Capabilities for AI in CSP Customer and Business Operations"\*\*. We believe our inclusion in these reports reflects our ongoing commitment to embed advanced AI into our BSS/OSS<sup>2</sup> suite to help customers streamline operations, enhance the end-user experience and accelerate innovation. Earlier in the year, Cerillion was also included as a Representative Vendor in the "Gartner Market Guide for CSP Customer Management and Experience Solutions", published in June, and in March, we were included in the "Gartner Market Guide for CSP Revenue Management and Monetization Solutions".

We were also delighted to be named as a Major Player in the "IDC MarketScape: Worldwide Customer Experience Platforms for Telecommunications 2025 Vendor Assessment" (doc # US52580525, August 2025). We see this as further evidence of our growing profile in the industry.

The back-order book at 30 September 2025 stood at £56.9m (2024: £46.9m), made up of £47.4m of sales contracted but not yet recognised (2024: £37.7m) together with £9.5m of annualised support and maintenance revenue (2024: £9.2m). We expect about 33% of the £47.4m contracted-but-not-yet-recognised sales will be recognised within 12 months.

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# Chairman and Chief Executive Officer's Report

Continued

\*Gartner Magic Quadrant for AI in CSP Customer and Business Operations, Pulkit Pandey, Amresh Nandan, Will Rice, Mounish Rai, 26 August 2025

\*\*Gartner Critical Capabilities for AI in CSP Customer and Business Operations, Pulkit Pandey, Amresh Nandan, Will Rice, Mounish Rai, 26 August 2025.

## Outlook

We continue to view the business's growth potential very positively. Our subscription-based product is unrivalled in its approach, and we are pleased with the progress we have made in advancing our offering and improving the Company's profile in our marketplace. The two major wins we secured in the year provide further proof points that will enhance our credentials to compete for larger contracts in the future.

The back-order book, which is at a new high, continues to underpin revenue visibility, and the new customer sales pipeline, also at a record level, includes some very exciting and substantial opportunities, which are at varying stages of the discussion process. We expect to make very good progress over the new financial year and will continue to invest in the business to support growth. Cerillion's very strong balance sheet, with its significant net cash position and very robust cash flows, enable us to think ambitiously and reinforce our continued confidence in the Company's prospects.

**A M Howarth**

Non-executive Chairman

21 November 2025

**L T Hall**

Chief Executive Officer

21 November 2025

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**Note 1** Recurring revenue includes support and maintenance, managed service, Skyline and third-party hardware and hosting revenue reported in the year.

**Note 2** "BSS/OSS" refers to business support systems and operations support systems.

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# Strategic Report

The Directors present their strategic report for the year ended 30 September 2025.

## Financial overview

Revenue for the year totalled £45.4m (2024: £43.8m) and the gross profit was £37.0m (2024: £35.2m). Profit after taxation for the year was £16.6m (2024: £15.3m). The Group's net assets were £59.6m (2024: £48.5m).

## Business review

The review of the year-on-year trade relating to the Group is covered within the Chairman and Chief Executive Officer's report, along with a review of the cash flows.

## Future outlook of the business

This section of the Strategic Report is covered within the Chairman and Chief Executive Officer's report.

## Summary of key performance indicators

The Directors have monitored the performance of the Group with particular reference to the key performance measures that are outlined on page 3. The key performance indicators are monitored against budget and reviewed by the Board.

## Principal risks and uncertainties

Effectively managing risks is an integral part of Cerillion's business. The Group has identified its main risks and is taking appropriate action to manage and mitigate these risks. The Group's multinational operations expose it to financial risks that include market risk, credit risk, operational risk and liquidity risk. The Directors have split the risks into those relating to the Group and its business operations and those relating to the industry and markets where the Group operates. The Directors review and agree policies for managing each of these risks. These policies are detailed in note 19 to the financial statements.

The key risk factors affecting the Group's performance are expected to include the following:

### **The success of the Group's business is dependent on key personnel.**

The Group's future growth and success depends, in part, upon the leadership and performance of its management team, many of whom have significant experience in the technology sector and would be difficult to replace. In particular, the Group is highly dependent on the continued services of the Directors, the senior management team and other key employees, including technical personnel. Competition for employees with the particular skill sets the Group requires is strong. The loss of executive officers, any members of the senior management team or other key employees, the inability to recruit sufficiently qualified personnel, or the inability to replace departing employees in a timely manner could have a material adverse effect on the Group's business, financial condition and results of operations.

#### **Mitigation:**

The Group has LTIP and SAYE share option schemes in place, as well as retention bonuses, to further incentivise and retain key personnel.

### **Fluctuations or devaluations in foreign currencies could adversely affect the Group's financial condition.**

The Group services customers in c. 45 countries and, in the year ended 30 September 2025, 92% (2024: 93%) of the Group's revenues were generated outside of the UK, some of which were transacted in foreign currencies. To the extent that the Group's business transactions are not denominated in the same currency, the Group is exposed to foreign currency exchange rate risk. The Group continually reviews contract denominations and exchange rates and has the ability to enter into hedging currency contracts, where deemed appropriate. Movements in foreign exchange rates on transactions outside of those hedged items could have an adverse effect on the Group's business, financial condition and results of operations.

#### **Mitigation:**

The Group continually reviews contract denominations and exchange rates and enters into hedging currency contracts, where deemed

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# Strategic Report

Continued

appropriate, although no such contracts were in place as at 30 September 2025. The Group moves balances between international currency accounts to mitigate the currency risk exposure and to provide economic hedges between cash receipts and payments in foreign currencies. Advice is sought regularly from the Group's bankers with regard to foreign exchange strategy.

### **Changes in demands in the telecoms industry are expected to impact the Group's customers.**

The Group generates a large proportion of its revenues from the telecoms industry. Prices for many telecoms products have declined consistently in recent years, through a combination of regulatory intervention and market competition and these declining price trends are expected to continue. It is possible that the pricing environment could become more difficult than currently anticipated by the Group's customers. Consequently, the Group's customers may become less financially viable.

Any downturn in the global economy may affect the growth of the telecoms industry or result in reductions in telecoms expenditure. If economic conditions were to deteriorate, or do not materially improve, the Group's existing and potential customers may reduce their expenditure with the Group as a result of their end customers reduction in demand for telecoms services. Any reduction in customer expenditure could have an adverse effect on the Group's business, financial condition and results of operations.

Furthermore, call volume reductions in the fixed line and mobile telephony sector have resulted from consumers being able to communicate more readily by means of the Internet. The Group has traditionally been dependent on the fixed line, mobile telecommunications, broadband and TV industries and on fixed line/mobile, broadband and TV volumes and revenues, which may fall generally in the future.

The Group's potential inability to adapt to changing customer demands could have an adverse effect on the Group's business, financial condition and results of operations.

#### **Mitigation:**

The Group maintains good relationships with its customers to ensure that its products and services meet their needs. Whilst traditional, voice-based telecoms revenue streams may be declining, telcos are making major investments into 5G and fibre broadband infrastructure, which is driving demand for further investment in the ancillary software systems provided by the Group that support the network, and enable telcos to monetise these investments.

### **The telecommunications industry is characterised by rapid technological change and continually evolving industry standards, which could harm the Group's competitive position, render its products obsolete and cause it to incur substantial costs to replace its products or implement new technologies.**

The Group's success depends in part on its ability to adapt to the rapidly changing market by continually improving the features, functionality, reliability and responsiveness of the Group's existing services and by successfully developing, introducing and marketing new features, services and applications to meet changing customer needs. If the Group does not adapt to rapid technological change, it could lose customers or market share. There can be no assurance that any of the Group's technological developments will be successful. The Group may encounter delays and incur additional development and production costs and expenses, over and above those expected by the Directors, in order to develop technologies.

Additionally, the Group may require additional third-party licences to supplement new technology in order to remain competitive, and it may not be able to acquire such licences on reasonable terms or at all. The Group cannot assure any investor that it will be able to adapt to these challenges or respond successfully or in a cost-effective way to adequately meet them. The Group's failure to do so could adversely affect its ability to compete, retain customers or maintain its financial performance.

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**Mitigation:**

The Group continues to monitor emerging market trends and the needs of the customer, investing heavily in research and development in order to keep pace with the changing market.

**The Group is reliant on a relatively small number of customers and the loss or deterioration of business from or non-payment by any key customers could materially affect the Groups financial condition.**

The Group is reliant on a relatively small number of customers and expects this reliance to increase in the short to medium term.

**Revenue/customer concentration**

Customers by size:	2025	2024	2023
Number 1	28.9%	21.4%	19.7%
Top 5	60.1%	51.5%	59.7%
Top 10	81.9%	75.3%	81.6%
Top 20	96.8%	96.3%	96.2%

Any deterioration of the Group's relationship with any one of its top five customers could have a material adverse effect on the Group's business, financial condition, results of operations, future prospects and/or the price of the Ordinary Shares.

Any one of the Group's customers may experience financial difficulties and may cease to trade, may decide not to renew their support contracts or may be unable to continue to conduct business with the Group, which could materially affect the Group's business, financial condition and results of operations.

A large proportion of the Group's cash receipts are driven by project milestones (plus payment terms), resulting in volatility over any given year. Revenue is recognised alongside software installation (licence), percentage completion to successful implementation (services) or term (support, managed service and hosting), resulting in comparably low volatility across any one year. Relatively large levels of accrued income have built up, whereby the Group has incurred considerable effort and expense in relation to certain projects that it is yet to receive payment for. In addition, certain customers have historically been offered longer payment terms, based on instalments over a number of years. As a result, a number of the Group's customers have in the past, and are likely in the future, to be in a position where they will in effect be significant debtors.

**Mitigation:**

The Group monitors the credit risk associated with having high exposure with a small number of customers and continually monitors working capital exposures, setting credit limits, restricting access to services and appointing legal representation when deemed necessary.

**Cybersecurity threats could adversely affect the Group and its customers.**

The Group depends on the security and availability of its systems and data. Growing threats – including ransomware, phishing and unauthorised access attempts – pose a risk of service disruption, data compromise, financial loss and reputational damage. As many of the Group's customers operate critical telecoms infrastructure, a major cyber incident affecting them could delay projects, disrupt service usage or impact their financial position, with knock-on effects on the Group's revenues and relationships. Cyber threats continue to evolve, and any failure to prevent or respond to an incident could materially affect the Group's business and operations.

**Mitigation:**

The Group maintains multi-layered security controls, regular testing, continuous monitoring and established incident response processes, supported by ongoing employee training. External specialists are engaged where appropriate. Business continuity and

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# Strategic Report

Continued

disaster recovery plans are in place to limit disruption. The Group also works closely with customers to align on secure practices and support compliance, helping reduce cyber risks across both its own operations and the customer environment.

## Reporting on compliance with section 172 requirements

In performance of their statutory duties and in accordance with s172 (1) Companies Act 2006, the Board of Directors consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172 (1) (a-f) of the Act.) in the decisions taken during the year ended 30 September 2025. During the course of the year, key decisions taken by the board to ensure the future success of the Company included the approval of customer contracts and how to allocate capital, including the approval of dividend payment to shareholders.

Each year, the Board undertakes an in-depth review of the Company's strategy, including a business plan for subsequent years. Once approved by the Board, the plan and strategy form the basis for financial budgets, resource plans and investment decisions and also the future strategic direction of the Company. In making decisions concerning the business plan and future strategy, the Board has regard to a variety of matters including the interests of various stakeholders, the consequences of its decisions in the long term and its long-term reputation.

## Stakeholder engagement

### With employees

Consultation with employees or their representatives has continued at all levels, with the aim of ensuring that their views are taken into account when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic performance of their business units and of the Company as a whole. Communication with all employees continues with regular all company meetings, briefing groups and the distribution of the annual report.

The Company is an equal opportunities employer. Applications for employment are always fully considered irrespective of gender, ethnic origin, race, religion, sexual orientation or disability. Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Group continues and that appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

The Company recognises the importance of investing in its employees and, as such, offers opportunities for training and personal development and encourages the involvement of employees in the planning and direction of their work. Employee involvement in Company performance is also encouraged through an employees' share scheme. The Company also recognises that commercial success depends on the full commitment of all its employees, and commits to respecting their human rights, to providing them with favourable working conditions that are free from unnecessary risk, and to maintaining fair and competitive terms and conditions of service at all times.

To support employees and their physical and mental wellbeing we provide several resources to ensure that the workforce, regardless of age, race, religion, gender, sexual orientation or disability, has access to additional support including:

- The Employee Assistance Programme, which provides independent help for mental health, financial and legal issues;
- Trained mental health first aiders across the business; and
- Private medical health insurance.

### With suppliers, customers, and others

From the perspective of the Board, the Board has taken the lead in carrying out the duties of a Board in respect of the Company's other stakeholders, including engaging with them, having regard to their interests and the effect of that respect. The Board of the Company has also considered relevant matters where appropriate.

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We only work with suppliers and customers with an equivalent high regard for quality, ethics (including the prohibition of modern slavery and anti-bribery), rights, a consideration for the environment, and commitment to our customers.

**Shareholder information**

The Group's website at [www.cerillion.com](http://www.cerillion.com) contains a wide range of information about its activities and visitors can download copies of the report and financial statements in addition to newsletters and other articles of interest.

Please see page 25 for details on environmental, social & governance ("ESG") strategy.

This report is approved by the Board on 21 November 2025 and signed on its behalf by:

**L T Hall**

Chief Executive Officer

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# Corporate Governance Report

The Company's Ordinary Shares trade on AIM and the Company has adopted the Quoted Companies Alliance Corporate Governance Code for Small and Mid-Size Quoted Companies (the "QCA Code"). The Directors recognise that it is in the best interests of the Company and its Shareholders to follow the QCA Code's principles of Corporate Governance and to have in place risk controls appropriate for a company of its size along with the NAPF Corporate Governance Policy and Voting Guidelines for AIM Companies.

## Audit Committee

The audit committee comprises Alan Howarth and Mike Dee, both independent non-executive directors and is chaired by Mike Dee. In compliance with the QCA Code, Mike Dee has relevant financial experience. The audit committee normally meets not less than twice a year and has responsibility for, amongst other things, the planning and review of the Group's annual report and financial statements and half yearly reports and the involvement of the Group's auditors in that process. The committee focuses in particular on compliance with legal requirements, accounting standards and on ensuring that an effective system of internal financial control is maintained. The ultimate responsibility for reviewing and approving the annual report and financial statements and the half yearly reports remains with the Board.

The terms of reference of the audit committee cover such issues as membership and the frequency of meetings, as mentioned above, together with the role of the secretary and the requirements of notice of and quorum for the right to attend meetings. The duties of the audit committee covered in the terms of reference are: financial reporting including going concern, internal controls and risk management systems, whistleblowing, internal audit, external audit and reporting responsibilities. The audit committee also consider the objectivity and independence of the external auditor where other services are provided. The terms of reference also set out the authority of the committee to exercise its duties.

## Nominations Committee

The nominations committee comprises Alan Howarth and Mike Dee, both of whom are independent non-executive directors, and is chaired by Alan Howarth. The nominations committee meet when appropriate and consider the composition of the Board, retirements and appointments of additional and replacement directors and make appropriate recommendations to the Board.

## Remuneration Committee

The remuneration committee comprises Alan Howarth and Mike Dee, both of whom are independent non-executive directors, and is chaired by Alan Howarth. The remuneration committee normally meet at least once a year and has responsibility for making recommendations to the Board on the Group's policy on the remuneration of certain senior executives (including senior management), including annual bonuses, the eligibility requirements for benefits under long term incentive schemes and for the determination, within agreed terms of reference, of specific remuneration packages for each of the executive Directors, including pension rights, contracts of employment and any compensation payments.

The terms of reference of the remuneration committee cover such issues as membership and frequency of meetings, as mentioned above, together with the role of secretary and the requirements of notice of and quorum for and the right to attend meetings. The duties of the remuneration committee covered in the terms of reference relate to the following: determining and monitoring policy on and setting levels of remuneration, contracts of employment, early termination, performance related pay, pension arrangements, authorising claims for expenses from the executive directors, reporting and disclosure, and remuneration consultants. The terms of reference also set out the reporting responsibilities and the authority of the committee to exercise its duties.

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Cerillion plc has a culture based on ethical values and behaviours, which are promoted by the CEO and management team. The Board seeks to maintain the highest standards of integrity and probity in the conduct of the Group's operations. These values are enshrined in the written policies and working practices adopted by all employees in the Group. The Company adopts a policy of equal opportunities and diversity in the recruitment and engagement of staff, as well as during the course of their employment. It endeavours to promote the best use of its human resources on the basis of individual skills and experience, matched against those required for the work to be performed. The Company recognises the importance of investing in its employees and, as such, it provides opportunities for training and personal development and encourages the involvement of employees in the planning and direction of their work. The Company also recognises that commercial success depends on the full commitment of all its employees, and commits to respecting their human rights, to providing them with favourable working conditions that are free from unnecessary risk, and to maintaining fair and competitive terms and conditions of service at all times. These values are applied regardless of age, race, religion, gender, sexual orientation or disability.

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# Board of Directors

The Group is run by its Board of Directors, which currently has five members, including two independent non-executive directors, and meets 10 times per year. The Non-executive Directors make a valuable contribution by bringing a breadth of business and relevant professional experience to the Board and commit half a working day per month to their roles.

The Board has overall responsibility for the Group and there is a formal schedule of matters specifically reserved for decision by the Board. It is responsible for the overall Group strategy, acquisition and divestment policy, corporate policies, approval of major capital expenditure and consideration of significant capital matters.

The Chairman considers the operation of the Board and performance of the Directors on an ongoing basis as part of his duties and will bring any areas of improvement he considers are needed to the attention of the Board. The Company has resolved to carry out a formal board performance evaluation every three years.

The Directors are encouraged to attend training and continuing professional development courses as required. Updates are given to the Board on developments in governance and regulations regularly. Andrew Dickson is the Company Secretary and supports the Chairman in ensuring that the Board receives the information and support it needs to carry out its roles. When new directors join the Board they will receive an induction covering topics such as the operation of the Board, Directors' responsibilities, insider dealing, AIM Rules and governance documents.

## **Alan Miles Howarth, Non-executive Chairman (aged 80 years)**

Alan Howarth has extensive senior executive experience in a range of national and international organisations in both the public and private sector. At Ernst & Young he was one of the founding partners of the UK Management Consulting practice. For the last 20 years he has managed a portfolio of non-executive appointments, as Chairman of both public and private companies primarily in the UK and US Technology and Health sectors. He is a Non-executive Director of Tern Plc and a Board member of Open Health Group and the Change Management Group. He is an Adviser to several other international entities.

## **Louis Tancred Hall, Chief Executive Officer (aged 61 years)**

Louis Hall is the CEO and founder of Cerillion, having led the management buyout of the original business from Logica in 1999. Louis has worked in the enterprise software industry for over 30 years and prior to forming Cerillion held a number of product, sales and management positions at Logica.

## **Andrew Richard Dickson, Chief Financial Officer (aged 44 years)**

Andrew Dickson joined Cerillion as CFO in February 2022. Prior to this he spent seven years at The Vitec Group plc in a number of senior roles, including Group Director of Finance based in London and Finance Director of a subsidiary business based in the USA. In his earlier career, Andrew worked for Smiths Group plc, the FTSE 100 international engineering business, and qualified as a chartered accountant with Deloitte LLP.

## **Mike Dee, Non-executive Director (aged 70 years)**

Mike Dee is a qualified accountant (CIMA). Until July 2015, he was CEO of Manx Telecom plc and led its successful AIM IPO in February 2014. Before becoming CEO of Manx Telecom plc in April 2011, he was its Director of Finance and had been part of the British Telecom plc team which set up Manx Telecom plc in 1987. Prior to his 29 years at Manx Telecom plc, Mike spent four years at British Telecom plc. Before that, Mike held accounting and company secretary positions with the Dowty Group, Iloman Engineering and Castle Industries.

## **Guy Jason O'Connor, Non-executive Director (aged 63 years)**

Guy O'Connor is a co-founder of Cerillion and is now a Non-executive Director, having led business development at Cerillion since the management buyout. Prior to joining Cerillion, Guy was Group Director for Matheson Investment International, a subsidiary of Jardine Matheson Group.

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Attendance at the relevant committees was as follows:

Committee Attendance	Board	Audit	Nominations	Remuneration
Alan Howarth	11/11	2/2	0/0	1/1
Mike Dee	11/11	2/2	0/0	1/1
Louis Hall	11/11	-	-	-
Andrew Dickson	11/11	-	-	-
Guy O'Connor	9/11	-	-	-

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# Report of the Remuneration Committee

## Introduction

This report sets out the remuneration and the remuneration policy for the Executive and Non-executive Directors of the company and is provided to give greater transparency to the way Directors and key management are remunerated. The information is disclosed to fulfil the requirements of AIM Rule 19. The information is unaudited except where stated.

In line with our previous practice, we will put this Remuneration Report to an advisory resolution at our 2026 AGM. In line with the 2023 QCA Corporate Governance Code, we will also put the Remuneration Policy set out within the report to a separate advisory resolution at our 2026 AGM.

## Composition and role of the Remuneration Committee

The Board has established a Remuneration Committee, which currently consists of Alan Howarth, Non-executive Director, who chairs the committee and Mike Dee, Non-executive Director. The committee determines the specific remuneration packages for each of the Executive Directors and key management. The committee also keeps under review the broad compensation strategy with respect to all other Company employees. No Director is involved in any decisions as to his own remuneration.

## Remuneration Committee actions in the year

During the course of the year and since the year end, the main activities of the Committee were:

- Considering changes to Executive salaries during the year
- Approving annual bonus structure and targets
- Approving bonus pay out levels in respect of the year to September 2025
- Review of the 2025 Remuneration Committee Report

## Performance and decisions on remuneration taken in 2025

In 2025, Cerillion delivered continued growth with Adjusted EBITDA increasing 11% to £23.1m (2024: £20.7m) and a strong balance sheet showing net cash up 15% to £34.4m (30 September 2024: £29.9m).

In the light of this performance, bonuses have been accrued for the CEO and CFO at £333,000 and £85,000 respectively.

## 2025 AGM

At our AGM on 13th February 2025, 98.3% of votes were cast in favour of the resolution to approve our Remuneration Report.

## Remuneration Policy

### Framework and policy on Executive Directors' remuneration

The Group's remuneration policy is designed to provide competitive rewards for its Executive Directors and key management, taking into account the performance of the Group and individual Executives, together with comparisons of pay conditions throughout the markets in which the Group operates. It is the aim of the committee to attract, retain and motivate high calibre individuals with a competitive remuneration package. It is common practice in the industry for total remuneration to be influenced by bonuses and long-term incentives.

The remuneration packages are constructed to provide a balance between fixed and variable rewards. Therefore remuneration packages for Executive Directors normally include basic salary, discretionary bonuses, long-term incentive awards and benefits in kind. In agreeing the level of basic salaries and annual bonuses, the committee takes into consideration the total remuneration that Executive Directors could receive.

## Policy table

Element	Link to Remuneration Policy/Strategy	Operation	Maximum Opportunity	Performance Metric
Base Salary	Recruit and retain high-performing Executive Directors. Reflects experience, role, and business importance.	Reviewed annually with changes effective 1 October. Committee sets salaries based on responsibilities, performance, and market comparison.	There is no prescribed maximum annual base salary or salary increase. The Committee is guided by the general increase for the broader employee population.	Committee considers individual and Company performance when setting base salary.
Benefits	Recruit and retain high-performing Executive Directors. Provide market-competitive benefits.	Private medical insurance, permanent health insurance, and life assurance.	Maximum benefit applies according to underlying polices.	n/a
Pension	Recruit and retain high-performing Executive Directors. Provide market-competitive pensions.	Employer's pension contribution.	There is no prescribed maximum employer pension contribution and is at the discretion of the Committee.	None.
Annual Bonus Plan	Incentivise and reward performance. Align interests of Executives and shareholders in short and medium-term performance.	Annual discretionary bonuses based on Group performance, peer performance, market conditions, and Director contribution. Paid in cash.	The prescribed maximum annual bonus is reviewed annually and was set at 105% for the CEO and 54% for the CFO for 2025.	Financial, strategic, and personal objectives. Performance criteria and weightings may be adjusted each year.
Long Term Incentive Plan (LTIP)	Incentivise and reward long-term performance and value creation. Align interests of Executive Directors and shareholders in the long-term.  In light of the size of his shareholding, the CEO does not currently participate in LTIP arrangements.	Executive Directors eligible for awards under the LTIP at the Committee's discretion. Awards granted as nil-cost options or conditional awards with half vesting after three years and half vesting after four years, subject to performance conditions.	Awards may be made to Executive Directors periodically at the discretion of the Committee.	Performance criteria and weightings may change for different awards.
All Employee Share Plan	Encourage all employees to make a long-term investment in the Company's shares in a tax-efficient way.	Executive Directors may participate in the SAYE on the same terms as other eligible employees.	Maximum participation level aligned to HMRC limits.	None.

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# Report of the Remuneration Committee

Continued

Non-executive Director remuneration	Set having regard to the need to attract high calibre individuals with the right experience, the time and responsibilities entailed, and comparative fees paid in the market in which the Group operates.	Fees reviewed annually with changes effective 1 October. Reasonable business expenses may be reimbursed.	Group Board guided by general increase for broader employee population and relevant market movements.	n/a
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## Service contracts and letters of appointment

All Executive Directors have employment contracts which are subject to between six and twelve months' notice from either the Executive or the Group, given at any time.

All Non-executive Directors have a remuneration agreement for an initial period of twelve months and thereafter on a rolling basis subject to three months' notice by either the Non-executive Director or the Group, given at any time. In the event of termination of their appointment they are not entitled to any compensation.

## Remuneration of employees below the Group Board

Employees below the Group Board receive base salary, benefits, annual bonus, and senior staff are invited to participate in the LTIP, as well as being eligible to participate in the SAYE on the same terms as other eligible employees. Pay and conditions throughout the Group are taken into consideration when setting remuneration policy. The Committee does not consult other employees when setting executive remuneration.

## Shareholder consultation

The Committee's policy is to consult with major shareholders in respect of significant decisions on executive remuneration. The Chair of the Remuneration Committee is available for contact with investors concerning the Company's approach to remuneration.

## Consideration of new Executive Directors or senior executives

When recruiting or promoting any senior executive, we seek to apply consistent policies on fixed and variable remuneration components in line with the remuneration policy set out above.

## Annual Report on Remuneration

### Directors' emoluments (audited)

The remuneration of each Director during the years ended 30 September 2025 and 30 September 2024 are detailed in the tables below:

2025	Salary £'000	Benefits £'000	Bonus £'000	Pension contribution £'000	Total 2025 £'000
<b>Executive</b>					
L T Hall	374	10	333	45	<b>762</b>
A R Dickson	190	2	85	15	<b>292</b>
<b>Non-executive</b>					
A M Howarth	40	-	-	-	<b>40</b>
M Dee	34	-	-	-	<b>34</b>
G J O'Connor	29	-	-	-	<b>29</b>
<b>Total</b>	<b>667</b>	<b>12</b>	<b>418</b>	<b>60</b>	<b>1,157</b>

2024	Salary £'000	Benefits £'000	Bonus £'000	Pension contribution £'000	Total 2024 £'000
<b>Executive</b>					
L T Hall	363	8	352	44	<b>767</b>
A R Dickson	185	1	91	15	<b>292</b>
<b>Non-executive</b>					
A M Howarth	39	-	-	-	<b>39</b>
M Dee	33	-	-	-	<b>33</b>
G J O'Connor	28	-	-	-	<b>28</b>
<b>Total</b>	<b>648</b>	<b>9</b>	<b>443</b>	<b>59</b>	<b>1,159</b>

### Salary and fees

As at 1 October 2024, the salary of the Chief Executive Officer was £374,000 (2024: £363,000) and the salary of the Chief Financial Officer was £190,000 (2024: £185,000). The fee of our Chairman was £40,000 (2024: £39,000) and the fees of our remaining Non-executive Directors was £63,000 (2024: £61,000).

### Bonus

Bonus for the year to 30 September 2025 were based primarily on profit. In the light of performance against these targets, our CEO was paid a bonus at 89% of salary and our CFO at 45% of salary.

### LTIP

In August 2022, Andrew Dickson was awarded 15,000 new options as part of the 2022 LTIP award. These options represent approximately 0.1% of the current issued share capital of the Company and will be exercisable at the nominal value of the ordinary shares. The award provides for these options to vest: 7,500 options three years from the date of grant and 7,500 options four years from the date of grant, subject to the achievement of targets for compound annual growth at 10-18% compound annual growth in the share price of the Company over these vesting periods, subject to Board discretion.

During the year ended September 2025, the first tranche of 7,500 options vested in full.

### Other employees

The Long-Term Incentive Plan (LTIP) was established to further incentivise the Senior Managers, who had limited equity in the Group,

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# Report of the Remuneration Committee

Continued

in the creation of long-term value for shareholders. In June 2021, the Board made a total of 75,000 new awards under the LTIP, with the following vesting terms: 32,500 options three years from grant; 32,500 options four years from grant, 5,000 options five years from grant; and 5,000 options six years from grant. The awards are subject to the achievement of targets for compound annual growth at 10-18% compound annual growth in the share price of the Company over these vesting periods.

During the year ended September 2024, the first tranche of 32,500 options vested in full. During the year ended September 2025, the second tranche of 32,500 options vested in full.

## Other awards (SAYE)

During the year ended September 2025, a new SAYE scheme was introduced whereby employees could elect to contribute a monthly amount to be saved over three years to enable the exercise of options over Ordinary Shares of 0.5 pence each in the Company. The options will be available for exercise from 1 July 2028, with an exercise price of £15.04, which was a 20% discount to the closing price on the last trading date before the launch of the Plan. In total up to 22,114 options were awarded under the Plan, representing approximately 0.1% of the current issued share capital of the Company.

The Group's previous 2023 SAYE scheme, granting 27,766 options at £9.28, will vest on 1 February 2026.

## Directors' interests

Directors' shareholdings as at 30 September 2025 were as follows:

	Number of Shares	% of Issued Shares
L T Hall	5,944,414	20.1
A R Dickson	1,407	< 0.1%

## A M Howarth

Chairman of the Remuneration Committee

21 November 2025

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# Report of the Audit Committee

## Membership and meetings of the Audit Committee

The Audit Committee is a committee of the Board and is composed entirely of Non-executive Directors, whom the Board considers to be independent. The Audit Committee invites the Executive Directors and other senior managers to attend its meetings as appropriate.

During the year the Audit Committee was chaired by Mike Dee. The Audit Committee is considered to have sufficient, recent and relevant financial experience to discharge its functions. The Audit Committee invites others, including the external auditors, to attend its meetings as appropriate.

## Role, responsibilities and terms of reference

The Audit Committee's role is to assist the Board in the effective discharge of its responsibilities for financial reporting and internal control.

The Audit Committee's responsibilities include:

- reviewing the integrity of the annual and interim financial statements of the Group, ensuring they comply with legal requirements, accounting standards, the AIM Rules and any other formal announcements relating to the Group's financial performance;
- reviewing the Group's internal financial control and risk management systems;
- monitoring and reviewing the requirement for an internal audit function; and
- overseeing the relationship with the external auditors, including agreeing of its remuneration, reviewing the scope of the audit engagement, assessing its independence, monitoring the provision of non-audit services and considering its reports on the Group's financial statements.

## Independence of external auditors

The Audit Committee keeps under review the relationship with the external auditors including:

- the independence and objectivity of the external auditors, taking into account the relevant UK professional and regulatory requirements and the relationship with the auditors as a whole, including the provision of non-audit services;
- recommending to the Board and shareholders the re-appointment or otherwise of the external auditors for the following financial period; and
- the consideration of audit fees and any fees for non-audit services.

The Audit Committee develops and recommends to the Board the Company's policy in relation to the provision of non-audit services by the auditors and ensures that the provision of such services does not impair the external auditors' independence.

## M Dee

Chairman of the Audit Committee

21 November 2025

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# Directors' Report

The directors present their report and the audited financial statements of the Group for the year ended 30 September 2025.

## Directors

The directors of the Company who were in office during the year and up to the date of signing the financial statements were:

L T Hall

G J O'Connor

A R Dickson

A M Howarth

M Dee

## Branches in the EU

The Group has a branch based in Malta. During the course of the prior year, the Group's branch in Bulgaria was wound up due to establishment of a new legal entity in Bulgaria.

## Statement of directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Group and the Company financial statements in accordance with UK-adopted international accounting standards.

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. In preparing the financial statements, the directors are required to:

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

The directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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 Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

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## Environmental, Social & Governance (“ESG”) Strategy

### Introduction

As we continue to grow and develop the Group, we wish to ensure that Cerillion plays its role in protecting the environment, contributing to society and upholding high standards of business conduct and practice.

Our core values, as well as our purpose, drive our business decisions and the code of conduct we have defined in the Company’s Staff Handbook. We have always sought to uphold high standards and to ensure that Cerillion is identified as a good corporate citizen. We also recognise that Environmental, Social and Governance (“ESG”) issues are becoming increasingly important to our customers, employees and shareholders.

An overview of our current ESG policies and practices and how we approach each area of ESG is provided below.

### Environmental

- We minimise Cerillion’s environmental footprint by working with ISO:14001 accredited facilities management companies across our offices.
- We use renewable energy suppliers and, where possible, implement green lighting solutions.
- We use ISO:14001 accredited data centre providers, and where possible, use members of the Climate Neutral Data Centre Pact (CNDCP).
- We use IT recycling companies when disposing of old equipment.
- We provide recycling stations throughout our offices and only use Forest Stewardship Council (FSC) approved paper. We operate a “no plastic cups” policy and use smart bins where possible.
- Employees are encouraged to commute using public/shared transport and are offered the opportunity to participate in the Government-backed “Cycle to Work” scheme in the UK.
- Our software products increasingly support energy reduction and greater energy efficiency. We list below the key environment benefits our products deliver.
  - Our solutions are fully web-based, enabling our customers to work from anywhere, reducing unnecessary travel for routine business operations.
  - Our software also helps our customers to reduce paper consumption by replacing paper bills and contracts with digital alternatives.
  - Our “pre-integrated” product solutions reduce the number of people required to travel to customer sites to implement complex enterprise software.
  - Our solutions enable our customers to consolidate multiple separate systems onto a single platform, which results in a reduction in overall energy consumption.
  - Our solutions can play a crucial role in creating sustainable and efficient smart cities by automating the delivery of connectivity and utilities, and unlocking the full value of environmental data through artificial intelligence and machine learning. This enables city planners and officials to make real-time data-driven choices about urban sustainability. Cerillion is currently engaged in a major smart city project for Egypt’s New Administrative Capital, working in partnership with Nokia and Orange.

Please see page 26 for details of our Streamlined Energy and Carbon Reporting

### Social

- A fundamental Group tenet is to treat all employees and applicants for jobs equitably, regardless of gender, ethnic origin, race, religion, sexual orientation or disability.
- In a market where international demand for highly skilled staff is growing, we recognise the importance of motivating our employees by supporting their career progression through structured development pathways and a comprehensive employee benefits programme.
- We have a strong commitment to fostering the growth and development of our employees so as to bring out the full potential of their talents.

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# Directors' Report

Continued

- We believe in engaging with our employees to promote dialogue and a sense of community and teamwork. In order to achieve this we:
  - Operate a dedicated Company intranet;
  - Provide employees with regular updates on the Company's business development and performance via email;
  - Publish regular internal newsletters;
  - Hold regular company meetings in all of our offices across the globe;
  - Seek feedback from employees through an annual survey - the latest survey carried out in August 2025 showed a high level of staff satisfaction, and an overall improvement year-on-year; and
  - Organise social events to strengthen team relationships.
- The physical and mental wellbeing of our employees is very important to us. We provide several resources to ensure that our employees have access to additional support. This includes:
  - The Employee Assistance Programme, which provides independent help for mental health, financial and legal issues;
  - Trained mental health first aiders across the business; and
  - Private medical health insurance.
- We provide our employees with financial support, including income protection insurance and interest-free loans for the duration of their employment.
- The Group acknowledges its duty to ensure adequate Health & Safety conditions in the workplace and complies with the provisions of the Health & Safety at Work Act 1974, the Management of Health & Safety at Work Regulations 1999 and other relevant legislation.
- We support charity fund raisings such as the Macmillan Cancer Coffee Morning in the UK, and donate to community causes. In India Cerillion donates to three non-government organisations to support child education, the environment and women's empowerment. Each year we consider how best to make charitable contributions to help the community.

## Governance

- Cerillion has adopted the Quoted Companies Alliance Corporate Governance Code for Small and Mid-Size Quoted Companies (the "QCA Code").
  - Full details of adherence to the Code are available on the Investors' section of the Company's website [www.cerillion.com](http://www.cerillion.com) and include the independence of the Board of Directors and those on the Remuneration Committee.
- We have assigned clear responsibilities to certain executives for ensuring that matters that may pose a risk to the Company's performance or reputation are brought to the Board's attention at the earliest opportunity.
- Our anti-bribery and anti-corruption policy is reviewed by the Board annually and further sets out the responsibilities and expectations of our employees for the prevention, detection and reporting of bribery and other forms of corruption.
- We operate an independent whistleblowing service, which enables any employee to confidentially report on any issues around alleged wrongdoing or other Code contraventions.
- We ensure that any services delivered to our customers comply with relevant data privacy rules and are certified ISO:27001 compliant with respect to our handling of personal data relating to both customers and employees.

## Streamlined Energy and Carbon Reporting (SECR)

Cerillion Technologies Limited met the reporting threshold for Streamlined Energy and Carbon Reporting (SECR) disclosure during the year ended 30 September 2023. Under the reporting requirements, companies based in the UK are required to report on their energy usage. Cerillion Technologies Limited is the only UK subsidiary of Cerillion plc and so its energy usage has been disclosed below. All carbon emissions result from UK operations. Our ESG Strategy on page 25 outlines the current policies and practices in place to reduce carbon emissions.

The following data meets the requirements of the Streamlined Energy and Carbon Reporting (SECR) regulations. Cerillion Technologies Limited used a total of 325,665 kWh of energy in the year ended 30 September 2025, resulting in carbon emissions of 57,948 kgCO<sub>2</sub>e which was a reduction of 13.4% compared with the prior year.

The data has been prepared using the GHG Reporting Protocol – Corporate Standard methodology, taking best available data and estimates where required. The reporting meets the minimum requirements for SECR and no voluntary emission sources are stated.

The largest source of emissions in the year ended 30 September 2025 was scope 2 electricity emissions, contributing 98.1% of total carbon emissions, with IT Equipment from four UK locations accounting for 81.8% of the company's emissions. In addition, Cerillion Technologies Limited's only UK-based office was responsible for 16.2% of the company's emissions which saw emissions reduced by 9% compared with the prior year.

	Units	2025	2024
<b>ENERGY INPUTS:</b>			
Total Purchased Electricity	kWh	321,048	318,566
Total Purchased Transport Fuels	kWh	4,617	4,000
<b>Total Energy Use</b>	<b>kWh</b>	<b>325,665</b>	<b>322,566</b>
<b>EMISSIONS:</b>			
<b>Total Scope 1 emissions</b>	<b>kgCO<sub>2</sub>e</b>	-	-
Scope 2 – Purchased Electricity - Office	kgCO <sub>2</sub> e	9,411	10,342
Scope 2 – Purchased Electricity – IT Equipment	kgCO <sub>2</sub> e	47,415	55,617
<b>Total Scope 2 emissions</b>	<b>kgCO<sub>2</sub>e</b>	<b>56,826</b>	<b>65,959</b>
Scope 3 – Combustion of transport fuels in employee owned vehicles where the company has purchased (or reimbursed) the fuel	kgCO <sub>2</sub> e	1,123	965
<b>Total Scope 3 emissions</b>	<b>kgCO<sub>2</sub>e</b>	<b>1,123</b>	<b>965</b>
<b>Total Emissions</b>	<b>kgCO<sub>2</sub>e</b>	<b>57,949</b>	<b>66,924</b>
Floor Area	m <sup>2</sup>	960	960
Emissions per floor area	kgCO <sub>2</sub> e / m <sup>2</sup>	60.4	69.7

It has been necessary to estimate some of the data shown in the above table, relating to the purchased electricity for IT equipment owned by the organisation and located at four separate locations in the UK (data centres).

Although some electricity is estimated by apportionment and historic actual consumption for the purchased electricity of the office space, this has not been included in the materiality estimate; these estimates are based on 'actual' consumption and are likely to have minimal impact on the data. However, the purchased electricity for the IT equipment is estimated based on estimated average power from sub meters. The materiality of increasing or decreasing the estimates by 10% for purchased electricity of IT equipment is +/- 8.8% of the total emissions for the company.

### Going concern

The Directors have assessed the current financial position of the Group and the Company, along with future cash flow requirements for a period in excess of 12 months from the date of signing the financial statements, to determine if the Group and the Company have the financial resources to continue as a going concern for the foreseeable future. The Group continues to grow revenues, profits and cash flows and has a strong balance sheet with net assets of £59,606,000 and cash of £34,399,000. In respect of severe but plausible downside sensitivity, the Board has considered the effect of a material reduction in new sales made and delays in currently contracted receipts. The consequential forecasts still show sufficient headroom to meet all its liabilities as they fall due.

The conclusion of this assessment is that it is appropriate that the Group and the Company be considered a going concern, based on forecast profitability and positive cash inflows. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

### Financial risk management

Information relating to the Group's financial risk management is detailed in note 19 to the financial statements.

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# Directors' Report

Continued

## Indemnity provision

The Company maintains insurance in respect of its Directors and Officers against liabilities they may incur in the performance of their duties which remains in force during the full year and to the date of approval of the financial statements. The Company's Articles of Incorporation provide that the Directors of the Company shall be indemnified by the Company, to the extent permitted by law, against any cost incurred by them in defending any proceedings brought against them arising out of their positions as Directors.

## Research and development activities

Qualifying research and development expenditure incurred on the Group's suite of products has been capitalised in line with the Group's accounting policy in the relevant period. Research and development comprises analysis, design, programming and testing of software solutions. The Group will continue to invest in solutions to address new customer requirements as they arise and to take advantage of technological advances in the underlying software platforms. Amounts not capitalised have been expensed to the consolidated statement of comprehensive income.

The Group has expensed £645,000 (2024: £673,000) through the consolidated statement of comprehensive income during the year and has capitalised software development costs of £1,751,000 (2024: £1,257,000).

## Dividends

Total dividends paid during the reporting period were £4,131,000 (2024: £3,542,000). Since the year end the Directors have proposed the payment of a dividend in respect of the full financial year of 10.6p per fully paid Ordinary Share (2024: 9.2p). The aggregate amount of the proposed dividend expected to be paid out of retained earnings at 30 September 2025, but not recognised as a liability at the year end is £3,127,000 (2024: £2,717,000).

## Political donations

There were no political donations made during the year (2024: £nil).

## Strategic report

Information in respect of the Business Review, Future Outlook of the Business, Employees, Principal Risks and Uncertainties and Engagement with stakeholders are not shown in the Directors' Report because they are presented in the Strategic Report in accordance with s414c(ii) of the Companies Act 2006.

## Subsequent events

From time to time, due to the nature of our business, disputes with customers may arise. In 2022, one customer ceased the implementation of some additional software modules and alleged breaches of contract which were rejected by the Group. During the reporting period, a settlement was agreed in order to resolve this dispute. The settlement was fully paid by the Group's insurers in October 2025. Accordingly, the financial statements have been adjusted to reflect the settlement and related insurance recovery.

## Independent Auditors

PricewaterhouseCoopers LLP have expressed willingness to continue in office. In accordance with section 489(4) of the Companies Act 2006, a resolution proposing the reappointment of PricewaterhouseCoopers LLP will be put to the members at the forthcoming Annual General Meeting.

APPROVED ON BEHALF OF THE BOARD

**L T Hall**

Director

21 November 2025

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# Independent Auditors' Report to the members of Cerillion plc

## Report on the audit of the financial statements

### Opinion

In our opinion, Cerillion plc's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 30 September 2025 and of the group's profit and the group's and company's cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: Consolidated and Company Statements of Financial Position, as at 30 September 2025; Consolidated Statement of Comprehensive Income, Consolidated and Company Statements of Changes in Equity and the Consolidated and Company Statements of Cash Flows for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Our audit approach

#### Overview

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Audit scope	<ul style="list-style-type: none"><li>• We performed a full scope audit of Cerillion plc ("the Company"). Full scope audit procedures were also performed over Cerillion Technologies Limited, its wholly owned subsidiary, due to its financial significance to the group. Testing of specific account balances was also performed over Cerillion Technologies (India) Private Limited and Cerillion Technologies EOOD, wholly owned subsidiaries of Cerillion Technologies Limited.</li></ul>
Key audit matters	<ul style="list-style-type: none"><li>• Revenue recognition (group)</li><li>• Impairment of investment (parent)</li></ul>
Materiality	<ul style="list-style-type: none"><li>• Overall group materiality: £575,500 (2024: £437,500) based on 2.5% of EBITDA (2024: 1% of revenue).</li><li>• Overall company materiality: £331,000 (2024: £245,000) based on 1% of total assets.</li><li>• Performance materiality: £432,000 (2024: £328,000) (group) and £183,750 (2024: £144,750) (company).</li></ul>

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### 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.

### Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, 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, and any comments we make on the results of our procedures

# Independent Auditors' Report to the members of Cerillion plc

Report on the audit of the financial statements

Continued

thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<p><b>Revenue recognition (group)</b></p> <p>Refer to the Principal Accounting Policies, note 1(a) and note 2 for management disclosures of the relevant judgements and estimates.</p> <p>Software licence revenue includes the licenced product and related services. Software revenue recognition is considered a significant audit risk as there can be significant judgement required in determining the performance obligations within a contract and whether these performance obligations are considered distinct for purposes of revenue recognition.</p> <p>The conclusions on whether performance obligations are distinct impacts whether revenue for core licenced product is recognised at a point in time or over time based on percentage of completion method. This method relies on the Group's internal measure of progress compared to total effort to complete the performance obligations and involves a high degree of estimation uncertainty.</p> <p>The judgment and estimates involved in determining distinct performance obligations and assessing the percentage of contract completion could materially affect the timing and quantum of revenue and profit recognised in each period.</p>	<p>Our audit response included the following:</p> <ul style="list-style-type: none"><li>• Performing revenue transaction sample testing to ensure that revenue has been recorded in accordance with the Group's revenue recognition policy and IFRS 15 and has been appropriately recorded in the current year income statement or deferred on the balance sheet as appropriate. This was achieved by testing a sample of contracts and agreeing licence revenues to signed contracts or software licence agreements. We reviewed the terms and conditions of the contract to establish whether all performance obligations have been identified and for any conditions that would impact the timing of revenue recognition and in turn the completeness of contract liabilities, including assessing the ability of the customer to access and use the software.</li><li>• Ensuring appropriate allocation of the fair value of contract consideration and recognition of revenue for other deliverables included within the contract; recalculated the amount of revenue recognised in comparison to amounts billed, for a sample of contract liability and contract asset revenue items to ensure it is in accordance with the revenue recognition principles; assessing management's historical ability to estimate using the percentage of completion method by performing a retrospective review; and considering the transparency and sufficiency of disclosures in the annual report.</li></ul>

Based on the work performed, as summarised above, we have concluded that revenue recognition is appropriate.

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### **Impairment of investment (parent)**

Refer to the Principal Accounting Policies, note 1(b) and note 14 for management disclosures of the relevant judgements and estimates.

Investment in subsidiaries are recorded at cost less any provision for permanent diminution in value. At each reporting date, an entity is required to assess whether there is any indication that an asset has been impaired (i.e. its carrying amount may be higher than its recoverable amount). If there are any indication that an asset may be impaired, then asset's recoverable amount must be calculated. As at 30 September 2025, the Company holds investment with a carrying amount of £14,652,000 which is significant to the overall financial statements of the Company and has been identified as a key audit matter.

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### **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.

Full scope audit procedures were performed over Cerillion plc and its wholly owned subsidiary Cerillion Technologies Limited, and testing of specific account balances were performed over Cerillion Technologies (India) Private Limited and Cerillion Technologies EOOD, wholly owned subsidiaries of Cerillion Technologies Limited.

### **The impact of climate risk on our audit**

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the group's and company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the group's and company's financial statements.

### **Materiality**

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Our audit responses included the following:

- Determining whether there are external or internal indicators of impairment.
- Considering the financial position of subsidiaries to assess if there is any indicator of impairment. Inquiring management if they are aware of any indicators of impairment.

Based on the work performed, as summarised above, we concluded that there are no indicators of impairment.

# Independent Auditors' Report to the members of Cerillion plc

Report on the audit of the financial statements

Continued

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements - group	Financial statements - company
<b>Overall materiality</b>	£575,500 (2024: £437,500).	£331,000 (2024: £245,000).
<b>How we determined it</b>	2.5% of EBITDA	1% of total assets
<b>Rationale for benchmark applied</b>	Based on the benchmarks used in the annual report, EBITDA is the primary measure used by the shareholders in assessing the performance of the group, and is a generally acceptable auditing benchmark.	Based on the benchmarks used in the annual report and the nature of the company, total assets is the primary measure used by the shareholders in assessing the performance of the company, and is a generally accepted auditing benchmark.

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 was £100,000 - £453,000. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to £432,000 (2024: £328,000) for the group financial statements and £183,750 (2024: £144,750) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £58,000 (group audit) (2024: £44,000) and £33,100 (company audit) (2024: £24,500) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

## Conclusions relating to going concern

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

- Testing the appropriateness of the underlying cash flow forecasts and performing a retrospective review of actual performance to the prior year model;
- Agreeing Cash and cash equivalents as at 30 September 2025 to third-party confirmations and considered the Group's available liquidity. This supported the Directors' conclusion that sufficient liquidity headroom remained throughout the assessment period;
- Reviewing management's base case and severe but plausible downside scenario, ensuring the directors have considered all appropriate factors, including the cash flows and the liquidity position of the Group; and
- Performing sensitivity analysis to assess the impact of movements in significant assumptions on the overall liquidity headroom.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the 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.

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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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

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

### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

#### **Strategic report and Directors' report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 30 September 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

#### **Directors' Remuneration**

In our opinion, the part of the Report of the remuneration committee to be audited has been properly prepared in accordance with the Companies Act 2006.

### **Responsibilities for the financial statements and the audit**

#### **Responsibilities of the directors for the financial statements**

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

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# Independent Auditors' Report to the members of Cerillion plc

Report on the audit of the financial statements

Continued

In preparing the financial statements, the directors are responsible for assessing the group's and the 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.

## **Auditors' responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to tax legislation in the jurisdiction the Group operates and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to fraudulent manipulation to increase revenue recognition and profit (including risk of management override of controls). Audit procedures performed by the engagement team included:

- obtaining an understanding of the legal and regulatory framework applicable to the company and how the company is complying with that framework;
- conducting inquiries with management and those charged with governance around actual and potential litigation and claims;
- made enquires of management and the Board of any suspected or actual fraud;
- reviewing minutes of meetings of those charged with governance; and
- performing audit procedures over the risk of management override of controls, including journal entries testing unusual credits to revenue, assessing reasonableness of accounting estimates, and incorporating elements of unpredictability to the nature of extent of audit procedures performed by us.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

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## 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.

## Other required reporting

### Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

**David Farmer (Senior Statutory Auditor)**  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Reading  
24 November 2025

# Consolidated Statement of Comprehensive Income

For the year ended 30 September 2025

	Notes	Year to 30 September 2025 £'000	Year to 30 September 2024 £'000
<b>Revenue</b>	2	45,358	43,751
Cost of sales		(8,390)	(8,549)
<b>Gross profit</b>		36,968	35,202
Operating expenses		(16,655)	(16,450)
Other income	7	324	-
Impairment losses on financial assets	3	(27)	(340)
Adjusted EBITDA*		23,079	20,749
Depreciation and amortisation		(2,410)	(2,184)
Share-based payment charge	22	(59)	(153)
<b>Operating profit</b>	3	20,610	18,412
Finance income	5	1,295	1,392
Finance costs	6	(190)	(110)
<b>Profit before taxation</b>		21,715	19,694
Taxation	7	(5,097)	(4,433)
<b>Profit for the year</b>		16,618	15,261
<b>Other comprehensive expense</b>			
<i>Items that will or may be reclassified to profit or loss:</i>			
Exchange difference on translating foreign operations		(128)	(150)
<b>Total comprehensive income for the year</b>		16,490	15,111
<b>Earnings per share</b>			
Basic earnings per share – continuing and total operations	10	56.3 pence	51.7 pence
Diluted earnings per share – continuing and total operations		56.2 pence	51.5 pence

All transactions are attributable to the owners of the parent.

\* Adjusted earnings before interest, tax, depreciation and amortisation ("EBITDA") is calculated by taking operating profit and adding back depreciation & amortisation and share-based payment charge.

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

# Consolidated Statement of Financial Position

As at 30 September 2025

	Notes	2025 £'000	2024 £'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Goodwill	11	2,053	2,053
Other intangible assets	11	3,320	2,626
Property, plant and equipment	12	567	546
Right-of-use assets	13	2,797	2,181
Trade and other receivables	16	13,282	8,082
Deferred tax assets	15	250	240
		22,269	15,728
<b>Current assets</b>			
Trade and other receivables	16	18,597	17,524
Cash and cash equivalents	19	34,399	29,850
		52,996	47,374
<b>TOTAL ASSETS</b>		<b>75,265</b>	63,102
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Trade and other payables	17	(629)	(605)
Lease liabilities	13	(2,369)	(1,926)
Deferred tax liabilities	15	(561)	(604)
Provisions	17	(191)	(166)
		(3,750)	(3,301)
<b>Current liabilities</b>			
Trade and other payables	17	(10,224)	(10,420)
Lease liabilities	13	(942)	(873)
Provisions	17	(743)	-
		(11,909)	(11,293)
<b>TOTAL LIABILITIES</b>		<b>(15,659)</b>	(14,594)
<b>NET ASSETS</b>		<b>59,606</b>	48,508
<b>EQUITY ATTRIBUTABLE TO SHAREHOLDERS</b>			
Ordinary share capital	21	147	147
Share premium account		13,319	13,319
Treasury stock	21	(688)	-
Share option reserve		277	394
Foreign exchange reserve		(470)	(342)
Retained earnings		47,021	34,990
<b>TOTAL EQUITY</b>		<b>59,606</b>	48,508

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# Consolidated Statement of Financial Position

As at 30 September 2025

The financial statements on pages 36 to 79 were approved and authorised for issue by the Board of Directors on 21 November 2025. Signed on behalf of the Board of Directors by:

**L T Hall - Director**

Company Number 09472870

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

# Company Statement of Financial Position

As at 30 September 2025

	Notes	2025 £'000	2024 £'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Right-of-use assets	13	1,138	1,644
Investments in subsidiaries	14	14,652	14,652
		<b>15,790</b>	<b>16,296</b>
<b>Current assets</b>			
Trade and other receivables	16	5,353	7,915
Cash and cash equivalents	19	12,080	311
		<b>17,433</b>	<b>8,226</b>
<b>TOTAL ASSETS</b>		<b>33,223</b>	<b>24,522</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Lease liabilities	13	(889)	(1,580)
		<b>(889)</b>	<b>(1,580)</b>
<b>Current liabilities</b>			
Trade and other payables	17	(313)	(549)
Lease liabilities	13	(691)	(671)
		<b>(1,004)</b>	<b>(1,220)</b>
<b>TOTAL LIABILITIES</b>		<b>(1,893)</b>	<b>(2,800)</b>
<b>NET ASSETS</b>		<b>31,330</b>	<b>21,722</b>
<b>EQUITY ATTRIBUTABLE TO SHAREHOLDERS</b>			
Ordinary share capital	21	147	147
Share premium account		<b>13,319</b>	<b>13,319</b>
Treasury stock	21	(688)	-
Share option reserve		<b>277</b>	<b>394</b>
Retained earnings		<b>18,275</b>	<b>7,862</b>
<b>TOTAL EQUITY</b>		<b>31,330</b>	<b>21,722</b>

The Directors have taken advantage of the exemption available under Section 408 of the Companies Act and not presented the statement of comprehensive income for the Parent Company. The total comprehensive income for the year was £15,000,000 (2024: £9,001,000).

The financial statements on pages 36 to 79 were approved and authorised for issue by the Board of Directors on 21 November 2025. Signed on behalf of the Board of Directors by:

**L T Hall - Director**

Company Number 09472870

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

# Consolidated Statement of Cash Flows

For the year ended 30 September 2025

	Notes	2025 £'000	2024 £'000
<b>Cash flows from operating activities</b>			
Profit for the year		16,618	15,261
Adjustments for:			
Taxation	7	5,097	4,433
Finance income	5	(1,295)	(1,392)
Finance costs	6	190	110
Share option charge	22	59	153
Other income	7	(324)	-
Depreciation	12,13	1,242	1,133
Amortisation	11	1,168	1,051
		22,755	20,749
Increase in trade and other receivables		(5,961)	(4,936)
Increase/(decrease) in trade and other payables		522	(1,185)
Cash generated from operations		17,316	14,628
Finance costs	6	(190)	(110)
Finance income	5	982	942
Tax paid		(4,880)	(4,253)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>		<b>13,228</b>	<b>11,207</b>
<b>Cash flows from investing activities</b>			
Capitalisation of intangible assets	11	(1,862)	(1,303)
Purchase of property, plant and equipment	12	(417)	(207)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(2,279)</b>	<b>(1,510)</b>
<b>Cash flows from financing activities</b>			
Purchase of treasury stock		(1,384)	(368)
Receipts from exercise of share options		64	269
Principal elements of finance leases	13	(949)	(894)
Dividends paid	9	(4,131)	(3,542)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(6,400)</b>	<b>(4,535)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>4,549</b>	<b>5,162</b>
Translation differences		0	(50)
Cash and cash equivalents at beginning of year		29,850	24,738
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>19</b>	<b>34,399</b>	<b>29,850</b>

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

# Company Statement of Cash Flows

For the year ended 30 September 2025

	Notes	2025 £'000	2024 £'000
<b>Cash flows from operating activities</b>			
Profit for the year		15,000	9,001
Adjustments for:			
Depreciation	13	506	506
Finance costs		60	79
Share option recharge to subsidiary	22	59	153
		15,625	9,739
Decrease/(increase) in trade and other receivables		2,561	(5,584)
(Decrease)/increase in trade and other payables		(235)	341
Cash generated from operations		17,951	4,496
Finance costs		(60)	(79)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>		<b>17,891</b>	<b>4,417</b>
<b>Cash flows from financing activities</b>			
Purchase of treasury stock		(1,384)	(368)
Receipts from exercise of share options		64	269
Principal elements of finance leases		(671)	(651)
Dividends paid	9	(4,131)	(3,542)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(6,122)</b>	<b>(4,292)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>11,769</b>	<b>125</b>
Cash and cash equivalents at beginning of year		311	186
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>19</b>	<b>12,080</b>	<b>311</b>

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

# Consolidated Statement of Changes in Equity

For the year ended 30 September 2025

	Ordinary share capital £'000	Share premium account £'000	Treasury stock £'000	Share option reserve £'000	Foreign exchange reserve £'000	Retained earnings £'000	Total £'000
<b>Balance at 1 October 2023</b>	147	13,319	-	346	(192)	23,265	36,885
Profit for the year	-	-	-	-	-	15,261	15,261
<b>Other comprehensive expense:</b>							
Exchange differences on translating foreign operations	-	-	-	-	(150)	-	(150)
Total comprehensive income	-	-	-	-	(150)	15,261	15,111
<b>Transactions with owners:</b>							
Share option charge	-	-	-	153	-	-	153
Purchase of treasury stock	-	-	(368)	-	-	-	(368)
Exercise of share options	-	-	368	(105)	-	6	269
Dividends	-	-	-	-	-	(3,542)	(3,542)
Total transactions with owners	-	-	-	48	-	(3,536)	(3,488)
<b>Balance as at 30 September 2024</b>	<b>147</b>	<b>13,319</b>	<b>-</b>	<b>394</b>	<b>(342)</b>	<b>34,990</b>	<b>48,508</b>

	Ordinary share capital £'000	Share premium account £'000	Treasury stock £'000	Share option reserve £'000	Foreign exchange reserve £'000	Retained earnings £'000	Total £'000
<b>Balance at 1 October 2024</b>	<b>147</b>	<b>13,319</b>	<b>-</b>	<b>394</b>	<b>(342)</b>	<b>34,990</b>	<b>48,508</b>
Profit for the year	-	-	-	-	-	16,618	16,618
<b>Other comprehensive expense:</b>							
Exchange differences on translating foreign operations	-	-	-	-	(128)	-	(128)
Total comprehensive income	-	-	-	-	(128)	16,618	16,490
<b>Transactions with owners:</b>							
Share option charge	-	-	-	59	-	-	59
Purchase of treasury stock	-	-	(1,384)	-	-	-	(1,384)
Exercise of share options	-	-	696	(176)	-	(456)	64
Dividends	-	-	-	-	-	(4,131)	(4,131)
Total transactions with owners	-	-	(688)	(117)	-	(4,587)	(5,392)
<b>Balance as at 30 September 2025</b>	<b>147</b>	<b>13,319</b>	<b>(688)</b>	<b>277</b>	<b>(470)</b>	<b>47,021</b>	<b>59,606</b>

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

# Company Statement of Changes in Equity

For the year ended 30 September 2025

	Ordinary share capital £'000	Share premium £'000	Treasury Stock £'000	Share option reserve £'000	Retained earnings £'000	Total £'000
<b>Balance at 1 October 2023</b>	147	13,319	-	346	2,397	16,209
Profit for the year	-	-	-	-	9,001	9,001
Total comprehensive income	-	-	-	-	9,001	9,001
<b>Transactions with owners:</b>						
Share option charge	-	-	-	153	-	153
Purchase of treasury stock	-	-	(368)	-	-	(368)
Exercise of share options	-	-	368	(105)	6	269
Dividends	-	-	-	-	(3,542)	(3,542)
Total transactions with owners	-	-	-	48	(3,536)	(3,488)
<b>Balance as at 30 September 2024</b>	<b>147</b>	<b>13,319</b>	<b>-</b>	<b>394</b>	<b>7,862</b>	<b>21,722</b>

	Ordinary share capital £'000	Share premium £'000	Treasury Stock £'000	Share option reserve £'000	Retained earnings £'000	Total £'000
<b>Balance at 1 October 2024</b>	<b>147</b>	<b>13,319</b>	<b>-</b>	<b>394</b>	<b>7,862</b>	<b>21,722</b>
Profit for the year	-	-	-	-	15,000	15,000
Total comprehensive income	-	-	-	-	15,000	15,000
<b>Transactions with owners:</b>						
Share option charge	-	-	-	59	-	59
Purchase of treasury stock	-	-	(1,384)	-	-	(1,384)
Exercise of share options	-	-	696	(176)	(456)	64
Dividends	-	-	-	-	(4,131)	(4,131)
Total transactions with owners	-	-	(688)	(117)	(4,587)	(5,392)
<b>Balance as at 30 September 2025</b>	<b>147</b>	<b>13,319</b>	<b>(688)</b>	<b>277</b>	<b>18,275</b>	<b>31,330</b>

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

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# Principal Accounting Policies

The principal accounting policies applied in the preparation of these financial statements have been applied consistently to all the years presented and are set out below.

## Basis of preparation

The Company is a public limited company, which was incorporated in England and Wales on 5 March 2015 and domiciled in the United Kingdom. The address of its registered office is 25 Bedford Street, London, England, WC2E 9ES. The principal activity of the Group is the supply and development of telecommunication software solutions and equipment. These Group and Company financial statements have been prepared in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006, as applicable to companies reporting under those standards. The financial statements have been prepared under the historical cost convention. There is no material difference between the fair value of financial assets and liabilities and their carrying amount.

The Company's Directors are responsible for the preparation of the financial statements.

The preparation of the financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Further details regarding areas requiring significant assumptions and estimates are provided in Note 1 to the financial statements.

The functional and presentational currency is UK Sterling. Amounts in the financial statements have been rounded to the nearest pound thousands (£'000) except when otherwise indicated.

## Going concern

The Directors have assessed the current financial position of the Group and the Company, along with future cash flow requirements for a period in excess of 12 months from the date of signing the financial statements, to determine if the Group and the Company have the financial resources to continue as a going concern for the foreseeable future. The Group continues to grow revenues, profits and cash flows and has a strong balance sheet with net assets of £59,606,000 and cash of £34,399,000. In respect of severe but plausible downside sensitivity, the Board has considered the effect of a material reduction in new sales made and delays in currently contracted receipts. The consequential forecasts still show sufficient headroom to meet all its liabilities as they fall due.

The conclusion of this assessment is that it is appropriate that the Group and the Company be considered a going concern, based on forecast profitability and positive cash inflows. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

## Basis of consolidation

The Group's financial statements consolidate those of the Company and all of its subsidiaries as of 30 September 2025. All subsidiaries have a reporting date of 30 September with the exception of the Indian and Bulgarian subsidiaries, which have mandatory reporting dates of 31 March and 31 December respectively. These subsidiaries are consolidated using the management accounts through to 30 September.

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

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary or a business is the fair values of the assets transferred, the liabilities incurred to former owners of the acquiree and

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the equity interests issued to the Group. The consideration transferred includes the fair values of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values on the acquisition date. Acquisition-related costs are expensed as incurred.

Intercompany transactions, unrealised gains and losses on intragroup transactions and balances between Group companies are eliminated on consolidation.

## New and Revised Standards

### IFRS in issue but not applied in the current financial statements

Certain new accounting standards and interpretations have been published that are not mandatory for 30 September 2025 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions, with the exception of IFRS 18 'Presentation and Disclosure in Financial Statements'. Even though IFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items.

### IFRS applied for the first time in the current financial statements

No accounting standards, amendments or revisions to existing standards or interpretations have been effective which had a significant impact of the Group's consolidated financial results or position.

## Segmental reporting

In accordance with IFRS 8, segmental information is presented based on the way in which financial information is reported internally to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board who makes strategic decisions.

During the years ended 30 September 2025 and 30 September 2024, the Group was organised into three main business segments for revenue purposes:

- Services: relates to revenue from providing services to customers on new implementation projects and enhancements (see revenue recognition policy (i) and (iii) on pages 47 and 48).
- Software: relates to support and maintenance, managed service and Skyline revenue derived from customers using Cerillion and third-party software as well as the licences to use Cerillion and third-party software (see revenue recognition policy (i), (ii) and (iv) on pages 47 and 48).
- Other: relates to revenue derived from selling other third-party products and services (such as hardware and hosting) and re-billable expenses (see revenue recognition policy (iv) on page 48).

Assets are used across all segments and therefore are not split between segments.

## Foreign currency translation

### (i) Functional and presentation currency

Items included in the Financial Statements are measured using the currency of the primary economic environment in which entities operate ('the functional currency'). The Financial Statements are presented in Sterling, which is the Parent Company's functional and presentation currency. There has been no change in the functional currency during the current or preceding period.

### (ii) Transactions and balances

Transactions in foreign currencies are translated into Sterling using monthly average exchange rates. This is permissible in this case as there are no significant fluctuations between the currencies with which the entity operates. Monetary assets and liabilities denominated

# Principal Accounting Policies

Continued

in foreign currencies are retranslated at the exchange rates ruling at the balance sheet date and any exchange differences arising are taken to the Statement of comprehensive income.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

### **(iii) Foreign operations**

In the Group's Financial Statements, all assets, liabilities and transactions of Group entities with a functional currency other than the Sterling are translated into Sterling upon consolidation. The functional currency of the entities in the Group has remained unchanged during the reporting period.

On consolidation, assets and liabilities have been translated into Sterling at the closing rate at the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into Sterling at the closing rate. Income and expenses have been translated into Sterling at the average rate over the reporting period. Exchange differences arising from significant foreign subsidiaries are charged or credited to other comprehensive income and recognised in the currency translation reserve in equity. On disposal of a foreign operation, the related cumulative translation differences recognised in equity are reclassified to profit or loss and are recognised as part of the gain or loss on disposal.

### **Revenue recognition**

The Group enters into revenue arrangements with customers to provide standard licensed products (including installation, implementation, maintenance and support fees and managed service), additional licences, on-going account development work, and third-party time and materials, either individually or as part of an integrated offering of multiple services.

#### **Contract existence and term**

Certain criteria must be satisfied to recognise an arrangement as a revenue generating contract. Judgement arises when determining if an enforceable contract is in place. Where services are offered on a trial basis or the customer's ability and intention to pay are in doubt, no revenue arrangement is deemed to exist and any monies received will be recognised as a liability (deferred income). Revenue is recognised in accordance with policy when such time as a binding contract is in force or we have completed our obligations and no amounts received are refundable. Where revenue is recognised but invoicing is contingent on other performance obligations or the completion of contractual milestones, an asset (accrued income) is recognised. Accrued income predominantly relates to licence revenue (c. 79%) as referred to in policy (i). The average length of customer contracts is 5 years (2024: 5 years) and the length of the longest contract remaining is 8 years (2024: 9 years). A contract modification represents an approved change in the scope and/or price of a contract that alters the enforceable rights and obligations of the parties.

#### **Promises to a customer**

At inception of the contract, the Group assesses the products and services promised in its contracts with customers and identifies a performance obligation for each promise to transfer to the customer a product or service (or bundle of products and services) that is distinct.

Judgement is required when determining which promises are distinct and which are not. Generally, the Group's products and services sold follow a prescribed treatment and are consistent across customers. However, this can vary by customer contract depending on the terms and conditions of the contract and requires evaluation of performance obligations for every contract.

#### **Revenue to recognise: 'The transaction price'**

Revenue is measured at the fair value of the consideration received or receivable net of sales related taxes. When a contract includes a significant financing component as a result of payments made in arrears (i.e. typically milestone payments made after one-year from contract inception), the accounting effect of the adjustment for the financing component decreases the amount of revenue recognised

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with a corresponding increase to finance income as the Group has provided financing to the customer. The Group's contracts do not typically include variable consideration.

#### **Allocation of revenue**

Once the Group has determined the transaction price, the total transaction price is allocated to each performance obligation using a standalone selling price ('SSP') methodology. The standalone selling price is the observable price at which the Group sells a promised good or service separately to a customer, or the estimated standalone selling price where sufficient standalone sales do not exist. The standalone selling price is estimated using all information that is reasonably available and maximising observable inputs with approaches including historical pricing, industry practice or using a residual approach.

#### **Recognising revenue**

The Group recognises revenue when, or as, it satisfies a performance obligation by transferring control of the good or service to a customer. The judgement of when to recognise revenue is intrinsically linked to the performance obligation assessment because revenue can only be recognised when or as the distinct performance obligation is satisfied.

##### **(i) Sale of standard licensed products**

Revenue from standard licensed products mainly comprises two elements, being:

- Initial licence and implementation fees ("inception fees")
- Ongoing maintenance and support and managed service fees

The determination of whether initial licence and implementation fees represent distinct promises to customers is complex and requires consideration of whether the licensed product requires significant customer modification and whether the implementation process is complex. The Group does not typically provide upgrades or enhancements that are considered critical to the functionality of the licensed product over the initial term.

Where a licensed product is not modified to meet the specific requirements of each customer and follows a straightforward implementation profile, revenue is recognised at the point in time at which the customer has the ability and right to use all licences.

Revenue for providing Cerillion Skyline as a Software-as-a-service ("SaaS") arrangement is earned on a rolling monthly basis. Revenue is recognised over time based on the duration of the contract and the service time provided to date. Licence revenue for contracts where the software is hosted by Cerillion is recognised upfront where the customer has the ability to use the software and the right to install the software on its own hardware.

Where a licensed product requires significant customer modifications and implementation is complex, revenue is recognised over time, based on the percentage of completion method. This method relies on the Group's internal measure of progress compared to total effort to complete the modifications and implementation. Estimates are based on the total number of days performed on the project compared to the total number of days expected to complete the project. The estimate of the total number of days to complete a project is inherently judgemental and depends upon the complexity of the work being undertaken, the customisation being made to software and the customer environment being interfaced to. The scope of projects frequently changes and most frequently in agreement with customer modifications. Consequently, the judgement of total estimate at completion is subjected to a high level of review at all stages in a project life cycle. Provision is made for any losses on the contract as soon as they are foreseen.

Revenue from ongoing maintenance and support and managed service fees is recognised on a pro-rated basis over the duration of the contract.

# Principal Accounting Policies

Continued

## **(ii) Sale of additional licences and licence renewals**

Revenue from the sale of additional licences is recognised when the additional licences are delivered to the customer. Revenue from licence renewals is recognised on agreement of the contract extension at a point in time.

## **(iii) Ongoing account development work**

Ongoing account development work is generally provided on a fixed price basis and as such revenue is recognised based on the percentage of completion method or upon delivery of the relevant project, in accordance with the identification of the distinct performance obligations within the arrangement. Where percentage of completion method is used, the estimate of the percentage completed is calculated in a consistent manner with estimates for bundled licensed arrangements. Provision is made for any losses as soon as they are foreseen.

## **(iv) Third-party time, material works, licences and re-billable expenses**

Revenue on contracted third-party time and material works is recognised on a time basis using pre agreed day rates. Revenue from the sale of third-party licences is recognised when the licences are delivered to the customer and are available for use. Revenue on re-billable expenses is recognised as incurred. In the case of third-party time, material works, licences and re-billable expenses the Group is considered to be acting as principal as it is the primary obligor in the sales transaction, the Group can select the supplier of the service and the Group are fundamentally responsible for the performance.

The excess of amounts invoiced over revenue recognised are included in deferred income. If the amount of revenue recognised exceeds the amount invoiced the excess is included within accrued income.

## **Existence of a significant financing component**

When a contract includes a significant financing component as a result of payments to be made in arrears, the accounting effect of the financing component decreases the amount of revenue recognised with a corresponding increase to finance income as Cerillion is providing financing to the customer. For contracts with a duration of less than 12 months, the Group applies the practical expedient in IFRS 15 and does not adjust for the effect of a significant financing component.

## **Contract costs**

Incremental costs of obtaining a contract, principally sales commissions and agent fees, are capitalised if they are expected to be recovered. Incremental costs include only those costs that would not have been incurred if the contract had not been obtained. Contract costs are amortised over a period that is consistent with the pattern of transfer of the good or service to which the asset relates. Costs to fulfil a contract include professional services internal and external costs and any licence inputs purchased from third parties. These costs are capitalised where they relate to an identified specific contract, generate an asset for the Group and they will be recovered over the course of the contract.

## **Cost of sales**

Costs considered to be directly related to revenue are accounted for as cost of sales. All direct production costs and overheads, including indirect overheads that can reasonably be allocated, have been classified as cost of sales.

## **Taxation and deferred taxation**

The income tax expense for the period is the tax payable on the current period's taxable income. This is based on the national income tax rate enacted or substantively enacted for each jurisdiction with any adjustment relating to tax payable in previous years and changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Under the merged RDEC scheme per UK legislation, a 20% taxable credit on qualifying revenue research and development is recognised as other income.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applicable when the asset or liability crystallises based on current tax rates and laws that have been enacted or substantively enacted by the reporting date. The

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relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability.

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of temporary differences can be deducted. The carrying amount of deferred tax assets are reviewed at each reporting date.

Deferred tax liabilities are generally recognised in full, although IAS 12 'Income Taxes' specifies limited exemptions. As a result of these exemptions, the Group does not recognise deferred tax on temporary differences relating to goodwill, or to its investments in subsidiaries. Temporary differences associated with investments in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future.

## Leases

The Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

### Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

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

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

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

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available. If that rate cannot be readily determined, which is generally the case for leases in the Group, the Group's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. The incremental borrowing rates range between 3% to 8%.

# Principal Accounting Policies

Continued

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third-party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Cerillion, which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Where the Group is exposed to potential future increases in variable lease payments based on an index or rate, these are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Subsequent to initial measurement, lease payments are allocated between principal, which reduces the liability, and finance cost. The finance cost is charged to the statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

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

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

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The Group also assesses the right-of-use asset for impairment when such indicators exist.

The Group has elected to account for short-term leases and leases of low value assets, those under £8,000 de minimis level, using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

The right-of-use assets and lease liabilities have been disclosed separately on the face of the Statement of Financial Position, within Non-current assets and across Current & Non-current liabilities respectively.

## Impairment

Goodwill and assets that are subject to amortisation are reviewed for impairment annually or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

## Financial instruments

### Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs that are directly attributable to the acquisition of the financial asset. Subsequent measurement of financial assets and financial liabilities is described below.

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Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

### **Classification and subsequent measurement of financial assets**

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

#### **Trade and other receivables**

Trade and other receivables are recognised initially at fair value, which is generally the original invoice amount, and subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand and current balances with banks and similar institutions, which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value and have an original maturity of three months or less.

### **Classification and subsequent measurement of financial liabilities**

The Group's financial liabilities include trade and certain other payables. Financial liabilities are measured subsequently at amortised cost using the effective interest method.

#### **Trade payables**

Trade payables are recognised initially at fair value, which is generally the original invoice value, and subsequently measured at amortised cost using the effective interest method. These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial period which are unpaid.

#### **Interest-bearing loans and other borrowings**

Interest-bearing loans and other borrowings are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. Amortised cost is calculated by taking into account any issue costs, discount or premium. The difference between the proceeds (net of directly attributable transaction costs) and the redemption value is recognised in finance costs over the period of the borrowings.

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

#### **Equity**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issue costs.

The share premium account represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

The ordinary share capital account represents the amount subscribed for shares at nominal value.

Where any Group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted

# Principal Accounting Policies

Continued

from equity attributable to the owners of Cerillion plc, as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of Cerillion plc. The weighted average cost method is used to account for treasury stock transactions.

Retained earnings include all results as disclosed in the statement of comprehensive income.

Foreign exchange reserve – comprises foreign currency translation differences arising from the translation of financial statements of the Group's foreign entities into Sterling.

## Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are the best estimate of the expenditure required to settle the obligation at the current reporting date.

## Property, plant and equipment ("PPE")

PPE is stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives, as follows:

• Leasehold improvements	Life of lease
• Fixtures and fittings	3 – 4 years
• Computer equipment	3 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of comprehensive income.

## Intangible assets and amortisation

### (i) Software (development expenditure & external software licences)

Expenditure on research is written off in the period in which it is incurred. Development expenditure incurred on specific projects is capitalised where the Board is satisfied that the following criteria have been met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;

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- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

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

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

External software licence cost includes expenditure that is directly attributable to the acquisition of the items.

Software development expenditure and external software licences recognised as assets are amortised on a straight-line basis over their estimated useful lives ranging between 1 and 4 years.

#### **(ii) Goodwill**

Goodwill represents the excess of the cost of an acquisition over the fair value of the assets and liabilities assumed at the date of acquisition. Goodwill acquired in business combinations is not amortised. Instead, goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment testing is carried out by assessing the recoverable amount of the cash-generating unit to which the goodwill relates.

#### **(iii) Purchased customer contracts**

Purchased customer contracts acquired as part of a business combination are recognised at fair value if they are project specific and there is a level of certainty that there will be future recovery. Customer contracts are amortised over the perceived period that they will generate economic benefits. This is calculated using in depth analysis of future revenue from cash flow forecasts.

The customer contracts acquired as part of the acquisition of Cerillion Technologies Limited were amortised on a straight-line basis over a period of 7 years.

#### **(iv) Intellectual property rights**

Intellectual property rights acquired as part of a business combination are recognised at fair value based on an estimate of future profits. Intellectual property rights are amortised over the perceived period that they will generate economic benefits. This is calculated using in depth analysis of future revenue from cash flow forecasts.

The intellectual property rights acquired as part of the acquisition of Cerillion Technologies Limited are being amortised on a straight-line basis over a period of 7 years.

### **Investments in subsidiaries**

Investments in subsidiaries are recorded at cost less any provision for impairment.

### **Interest**

Interest income and expense are recognised using the effective interest method and comprise amounts receivable and payable on bank deposits and bank borrowings respectively.

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# Principal Accounting Policies

Continued

## Post-retirement benefits

### Defined contribution schemes

The defined contribution schemes provide benefits based on the value of contributions made. The amounts charged as expenditure for the defined contribution scheme represents the contributions payable by Cerillion for the accounting years in respect of the schemes.

### Long-term employee benefits

Long-term employee benefits (long-term bonus and gratuity payments) are calculated annually by independent actuaries using the projected unit credit method. The remeasurements arising from changes in underlying assumptions are recognised immediately through profit or loss.

### Exceptional items

Exceptional items are those significant items, and are irregular items, that are separately disclosed by virtue of their size or incidence to enable a full understanding of the Group's financial performance.

### Share-based employee remuneration

The Company operates equity-settled share-based remuneration plans for its employees. None of the Company's plans are cash-settled.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values.

Where employees are rewarded using share-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions). The fair value is determined by using the Black-Scholes method.

All share-based remuneration is ultimately recognised as an expense in the statement of comprehensive income with a corresponding credit to share option reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any adjustment to cumulative share-based compensation resulting from a revision is recognised in the current period. The number of vested options ultimately exercised by holders does not impact the expense recorded in any period.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium. Where shares are issued from Treasury to settle the exercise of share options there is no impact to share capital or share premium.

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# Notes to the Financial Statements

For the year ended 30 September 2025

## 1 Critical accounting estimates and judgements and other sources of estimation uncertainty

### 1 (a) Critical accounting estimates and judgements

The preparation of Financial Statements under IFRS requires the use of certain critical accounting assumptions, and requires management to exercise its judgement and to make estimates in the process of applying Cerillion's accounting policies.

#### Judgements

##### (i) Revenue recognition

The Group assesses the products and services promised in its contracts with customers and identifies a performance obligation for each promise to transfer to the customer a product or service (or bundle of products and services) that is distinct. This assessment is performed on a contract-by-contract basis and involves significant judgement. The determination of whether performance obligations are distinct or not affects the timing and quantum of revenue and profit recognised in each period. Company specific factors considered for this judgement include, but are not limited to, if the customer can benefit from the software without accompanying professional services, hosting of the system, bundling of services, stand-alone selling price and the availability and acceptance by the customer of the same.

#### Estimates

##### (i) Revenue recognition

For contracts where goods or services are transferred over time, revenue is recognised in line with the percentage completed in terms of effort to date as a percentage of total forecast effort. Total forecast effort is prepared by project managers on a monthly basis and reviewed by the project office and senior management team on a monthly basis. The forecast requires management to be able to accurately estimate the effort required to complete the project and affects the timing and quantum of revenue and profit recognised on these contracts in each period. Changes in assumptions in relation to project percentage completed in terms of effort could result in a material change to services revenue recognised in the financial year. A 3% increase/decrease in the percentage completed could increase/decrease the Group's revenue by approximately £1,526,000 (2024: £1,601,000).

### 1 (b) Other sources of estimation uncertainty

##### (i) Recoverability of trade debtors and accrued income

Management use their judgement when determining whether trade debtors and accrued income are considered recoverable or where a provision for impairment is considered necessary. The assessment of recoverability will include consideration of whether the balance is with a long-standing client, whether the customer is experiencing financial difficulties, the fact that balances are recognised under contract and that the products sold are mission-critical to the customer's business. Refer to notes 16 and 19.

##### (ii) Calculation of future minimum lease payments

The calculation of lease liabilities requires the Group to determine an incremental borrowing rate ("IBR") to discount future minimum lease payments. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

##### (iii) Recoverability of intercompany receivables (Parent Company only)

Management use their judgement when determining whether intercompany receivables are considered recoverable or where a provision for impairment is considered necessary. The assessment of recoverability will include consideration of the nature of the activity within the subsidiary, the trading performance and position of the subsidiary and how the subsidiary will make repayment. No impairment provisions were required in relation to intercompany receivables in the current or preceding year.

##### (iv) Recoverability of investments in subsidiaries (Parent Company only)

Management assess the performance and position of subsidiaries annually to determine whether there is any indication that any of the investments in subsidiaries might be impaired. There was no indication of impairment of the investments in subsidiaries at the current or preceding year end.

# Notes to the Financial Statements

For the year ended 30 September 2025

Continued

## 2 Segment information

The Group is organised into three main business segments for revenue purposes.

Under IFRS 8 there is a requirement to show the profit or loss for each reportable segment and the total assets and total liabilities for each reportable segment if such amounts are regularly provided to the chief operating decision-maker. There are no other material items that are separately presented to the chief operating decision-maker.

In respect of the profit or loss for each reportable segment the expenses are not reported by segment and cannot be allocated on a reasonable basis and, as a result, the analysis is limited to the Group revenue.

Assets and liabilities are used or incurred across all segments and therefore are not split between segments.

	2025 £'000	2024 £'000
<b>Revenue</b>		
Services	<b>19,044</b>	17,862
Software	<b>24,372</b>	24,259
Other	<b>1,942</b>	1,630
<b>Total revenue</b>	<b>45,358</b>	<b>43,751</b>

The following table provides a reconciliation of the revenue by segment to the revenue recognition accounting policy as outlined on pages 46 to 48. Revenue recognised on performance obligations partially satisfied in previous periods was £28,621,000 (2024: £25,079,000).

Year ended 30 September 2025	£'000	(i) £'000	(ii) £'000	Accounting policies (iii) £'000	(iv) £'000	Total £'000
<b>Services</b>	<b>19,044</b>					
implementation fees	5,684	-	-	-	-	5,684
ongoing account development work	-	-	13,360	-	-	13,360
<b>Software</b>	<b>24,372</b>					
initial licence fees	2,104	-	-	329	2,433	
sale of additional licences and licence renewals	-	7,305	-	517	7,822	
ongoing maintenance and support fees	8,636	-	-	1,265	9,901	
Managed service and Skyline fees	4,216	-	-	-	4,216	
<b>Other</b>	<b>1,942</b>	-	-	-	1,942	1,942
<b>Total</b>	<b>45,358</b>	20,640	7,305	13,360	4,053	<b>45,358</b>

### Accounting policy descriptions:

(i) Sale of standard licensed products; (ii) Sale of additional licences and licence renewals; (iii) Ongoing account development work; and (iv) Third-party time, material works, licences and re-billable expenses

Year ended 30 September 2024

		(i) £'000	(ii) £'000	Accounting policies (iii) £'000	(iv) £'000	Total £'000
<b>Services</b>	<b>17,862</b>					
implementation fees	5,311	-	-	-	-	5,311
ongoing account development work	-	-	12,551	-	-	12,551
<b>Software</b>	<b>24,259</b>					
initial licence fees	2,820	-	-	355	3,175	
sale of additional licences and licence renewals	-	5,549	-	1,202	6,751	
ongoing maintenance and support fees	8,507	-	-	1,316	9,823	
Managed service and Skyline fees	4,510	-	-	-	4,510	
<b>Other</b>	<b>1,630</b>	-	-	-	1,630	1,630
<b>Total</b>	<b>43,751</b>	21,148	5,549	12,551	4,503	43,751

#### (a) Geographical information

As noted above, the internal reporting of the Group's performance does not require that the statement of financial position information is gathered on the basis of the business streams. However, the Group operates within discrete geographical markets such that capital expenditure, total assets and net assets of the Group are split between these locations as follows:

	UK & Europe £'000	MEA £'000	Americas £'000	Asia Pacific £'000
<b>Year ended/As at 30 September 2025</b>				
Revenue – by customer location	34,924	5,968	3,724	742
Capital expenditure	2,240	-	-	1,502
Non-current assets	20,643	-	-	1,626
Total assets	72,640	-	1	2,624
Trade receivables – by customer location	2,049	1,258	55	8
Accrued income – by customer location	14,879	8,625	1,499	-
<b>Net assets</b>	<b>59,365</b>	-	-	<b>241</b>

	UK & Europe £'000	MEA £'000	Americas £'000	Asia Pacific £'000
<b>Year ended/As at 30 September 2024</b>				
Revenue – by customer location	28,367	8,750	5,392	1,242
Capital expenditure	1,459	-	-	51
Non-current assets	15,409	-	-	319
Total assets	62,073	-	-	1,029
Trade receivables – by customer location	3,618	560	12	6
Accrued income – by customer location	7,434	9,154	1,767	-
<b>Net assets</b>	<b>48,463</b>	-	-	<b>45</b>

All revenue is contracted within the UK subsidiary Cerillion Technologies Limited and therefore all revenue is domiciled in the Europe segment.

# Notes to the Financial Statements

For the year ended 30 September 2025

Continued

Cerillion receives greater than 10% of revenue from individual customers in the following geographical regions:

Customer	Operating segment	2025 £'000	2024 £'000
No. 1	Europe	13,094	9,346

## 3 Operating profit

	2025 £'000	2024 £'000
<b>Operating profit is stated after charging/(crediting):</b>		
Employee benefits expenses (note 4)	18,011	16,929
Depreciation	1,242	1,133
Amortisation of intangibles	1,168	1,051
Research and development costs	645	673
Impairment losses on financial assets	27	340
Foreign exchange (gains)/losses	(298)	821
Operating leases	351	366
Fees payable to Cerillion's principal auditors:		
- Audit of Cerillion plc's annual financial statements	25	25
- Audit of subsidiaries	157	145
- Non-audit services – other services	-	22
Fees payable to associates of principal auditors:		
- Audit of subsidiaries	14	10
Other costs	3,730	3,824
<b>Total cost of sales, operating expenses and impairment losses on financial assets</b>	<b>25,072</b>	<b>25,339</b>

The impairment losses on financial assets relates to the provisions made against the risk of non-recovery of receivables.

#### 4 Directors and employees

Group	2025 £'000	2024 £'000
<b>Employee costs (including Directors):</b>		
Wages and salaries	16,106	15,285
Social security costs	1,152	1,039
Share-based payments	59	153
Other pension costs	694	452
	<b>18,011</b>	<b>16,929</b>

	2025 Number	2024 Number
<b>The average number of employees (including Directors) during the year was made up as follows:</b>		
Management and administration	35	33
Sales and marketing	21	22
Delivery, support and development staff	309	294
Executive Directors	2	2
Non-executive Directors	3	3
	<b>370</b>	<b>354</b>

The Company's employees comprise the five Directors only (2024: five). For details of Directors' remuneration and key management personnel refer to note 24.

#### 5 Finance income

	2025 £'000	2024 £'000
<b>Finance income:</b>		
Bank interest	982	942
Unwinding discount of contracts with significant financing component	313	450
	<b>1,295</b>	<b>1,392</b>

#### 6 Finance costs

	2025 £'000	2024 £'000
<b>Finance costs:</b>		
Interest and finance charges for lease liabilities	(177)	(88)
Other interest payable	(13)	(22)
	<b>(190)</b>	<b>(110)</b>

# Notes to the Financial Statements

For the year ended 30 September 2025

Continued

## 7 Taxation

### (a) Analysis of tax charge for the year

The tax charge for the Group is based on the profit for the year and represents:

	2025 £'000	2024 £'000
Current tax expense - UK	4,908	4,266
Current tax - adjustment in respect of prior year	(17)	40
Current tax expense - overseas	274	192
<b>Current tax expense - total</b>	<b>5,165</b>	<b>4,498</b>
Deferred tax charge / (credit)	76	(68)
Deferred tax - adjustment in respect of prior year	(144)	3
<b>Deferred tax credit – total</b>	<b>(68)</b>	<b>(65)</b>
<b>Total tax charge</b>	<b>5,097</b>	<b>4,433</b>

### (b) Factors affecting total tax for the year

The tax assessed for the year is lower (2024: lower) than the standard rate of corporation tax in the United Kingdom 25.0% (2024: 25.0%). The differences are explained as follows:

	2025 £'000	2024 £'000
Profit on ordinary activities before tax	21,715	19,694
Profit on ordinary activities multiplied by standard rate of corporation tax in the United Kingdom of 25.0% (2024: 25.0%)	5,429	4,924
Effect of:		
Expenses not deductible for tax purposes	321	329
Other temporary differences	101	(42)
Foreign tax – other	(47)	(11)
Prior year tax adjustment	(17)	40
Prior year tax adjustment – deferred tax	(144)	3
Other permanent differences – relating to share options	(208)	(46)
Enhanced relief for research and development	(338)	(764)
<b>Total tax charge</b>	<b>5,097</b>	<b>4,433</b>

There are currently no recognised or unrecognised deferred tax assets or liabilities within the Parent Company financial statements.

Periodically, the Group is subject to inquiries from tax authorities. There is currently ongoing discussion with the India tax authority in relation to the period 2021 to 2022. We firmly consider all Group submissions made to be valid and fully supportable and accordingly no provision has been made. If necessary, the Group will record the outcome of any discussion in the period to which such resolution occurs.

Other income in the consolidated statement of comprehensive income relates to a 20% taxable credit on qualifying research and development costs under the new merged RDEC scheme, totalling £324,000. This item is treated as non-cash within the consolidated cash flow statement, as it will discharge part of the corporation tax payable by the Group for the year.

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## 8 Profit attributable to Cerillion plc

The profit for the financial year of the Parent Company, Cerillion plc was £15,000,000 (2024: £9,001,000). As permitted by section 408 of the Companies Act 2006, no separate income statement is presented in respect of the Parent Company. The profit is derived from dividends received from Cerillion Technologies Limited as described in Note 16.

## 9 Dividends

### (a) Dividends paid during the reporting period

The Board paid the final dividend in respect of 2024 of 9.2p per share, on 20 February 2025, and declared and paid an interim 2025 dividend of 4.8p (2024: 4.0p) per share on 20 June 2025. Total dividends paid during the reporting period were £4,131,000 (2024: £3,542,000).

### (b) Dividends not recognised at the end of the reporting period

Since the year end the Directors have proposed the payment of a dividend in respect of the full financial year of 10.6p per fully paid Ordinary Share (2024: 9.2p). The aggregate amount of the proposed dividend expected to be paid out of retained earnings at 30 September 2025, but not recognised as a liability at the year end is £3,127,000 (2024: £2,717,000).

## 10 Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Ordinary Shares in issue during the year.

	2025	2024
Profit attributable to equity holders of the Company (£'000)	16,618	15,261
Weighted average number of Ordinary Shares in issue (number)	29,544,824	29,516,958
Less weighted average number of shares held in Treasury (number)	(32,197)	(10)
Weighted average number of Ordinary Shares in issue (number)	29,512,627	29,516,948
Effect of share options in issue (number)	61,804	101,837
Weighted average shares for diluted earnings per share (number)	29,574,431	29,618,785
 Basic earnings per share (pence per share)	 56.3	 51.7
Diluted earnings per share (pence per share)	56.2	51.5

# Notes to the Financial Statements

For the year ended 30 September 2025

Continued

## 11 Intangible assets

Group	Goodwill £'000	Purchased customer contracts £'000	Intellectual property rights £'000	Software development costs £'000	External software licences £'000	Total £'000
<b>Cost</b>						
At 1 October 2023	2,053	4,383	2,567	7,365	271	16,639
Additions	-	-	-	1,257	46	1,303
<b>At 30 September 2024</b>	<b>2,053</b>	<b>4,383</b>	<b>2,567</b>	<b>8,622</b>	<b>317</b>	<b>17,942</b>
Additions	-	-	-	1,751	111	1,862
<b>At 30 September 2025</b>	<b>2,053</b>	<b>4,383</b>	<b>2,567</b>	<b>10,373</b>	<b>428</b>	<b>19,804</b>
<b>Accumulated Amortisation</b>						
At 1 October 2023	-	4,383	2,567	5,003	259	12,212
Provided in the year	-	-	-	1,037	14	1,051
<b>At 30 September 2024</b>	<b>-</b>	<b>4,383</b>	<b>2,567</b>	<b>6,040</b>	<b>273</b>	<b>13,263</b>
Provided in the year	-	-	-	1,134	34	1,168
<b>At 30 September 2025</b>	<b>-</b>	<b>4,383</b>	<b>2,567</b>	<b>7,174</b>	<b>307</b>	<b>14,431</b>
<b>Net book amount</b>						
<b>at 30 September 2025</b>	<b>2,053</b>	<b>-</b>	<b>-</b>	<b>3,199</b>	<b>121</b>	<b>5,373</b>
Net book amount at 30 September 2024	2,053	-	-	2,582	44	4,679

Amortisation has been included in operating expenses in the consolidated statement of comprehensive income.

The carrying value of goodwill included within the Cerillion plc consolidated statement of financial position is £2,053,000 (2024: £2,053,000), which is allocated to the cash-generating unit ("CGU") of Cerillion Technologies Limited Group. The CGU's recoverable amount has been determined based on its fair value less costs to sell. As Cerillion plc was established to purchase the CTL Group the fair value less costs to sell has been calculated based on the market capitalisation of Cerillion plc less the estimated costs to sell the CTL Group.

Using an average market share price of Cerillion plc for the year ended 30 September 2025, less an estimate of costs to sell, there is significant headroom above the carrying value of the cash-generating unit and therefore no impairment exists. The calculations show that a reasonably possible change, as assessed by the Directors, would not cause the carrying amount of the CGU to exceed its recoverable amount.

## 12 Property plant and equipment

Group	Leasehold improvements £'000	Computer equipment £'000	Fixtures and fittings £'000	Total £'000
<b>Cost</b>				
At 1 October 2023	728	2,406	329	3,463
Additions	-	199	8	207
Disposals	-	(26)	-	(26)
Exchange difference	(26)	(30)	(10)	(66)
At 30 September 2024	702	2,549	327	3,578
Additions	18	391	8	417
Exchange difference	(16)	(21)	(6)	(43)
<b>At 30 September 2025</b>	<b>704</b>	<b>2,919</b>	<b>329</b>	<b>3,952</b>
<b>Accumulated Depreciation</b>				
At 1 October 2023	516	1,867	300	2,683
Provided in the year	59	353	15	427
Disposals	-	(15)	-	(15)
Exchange difference	(25)	(28)	(10)	(63)
At 30 September 2024	550	2,177	305	3,032
Provided in the year	47	331	15	393
Exchange difference	(16)	(18)	(6)	(40)
<b>At 30 September 2025</b>	<b>581</b>	<b>2,490</b>	<b>314</b>	<b>3,385</b>
<b>Net book amount at 30 September 2025</b>	<b>123</b>	<b>429</b>	<b>15</b>	<b>567</b>
Net book amount at 30 September 2024	152	372	22	546

All depreciation charges are included within operating expenses and no impairment has been charged.

There were no property, plant and equipment assets owned by the Parent Company.

# Notes to the Financial Statements

For the year ended 30 September 2025

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## 13 Leases

### Group

This note provides information for leases where the Group is a lessee. The Group leases offices in London and India, along with some IT equipment.

#### (i) Amounts recognised in the consolidated and company statements of financial position

The consolidated and company statements of financial position show the following amounts relating to leases:

Right-of-use assets	Group		Company	
	30 September 2025 £'000	30 September 2024 £'000	30 September 2025 £'000	30 September 2024 £'000
Properties	2,797	2,177	1,138	1,644
IT Equipment	-	4	-	-
	2,797	2,181	1,138	1,644

Lease liabilities	Group		Company	
	30 September 2025 £'000	30 September 2024 £'000	30 September 2025 £'000	30 September 2024 £'000
Current	942	873	691	671
Non-current	2,369	1,926	889	1,580
	3,311	2,799	1,580	2,251

Additions to the right-of-use assets during the 2025 financial year were £1,461,000 (2024: £535,000). There were lease disposals during the year with net book value totalling £nil (2024: £nil).

#### (ii) Amounts recognised in the consolidated statement of comprehensive income

The consolidated statement of comprehensive income shows the following amounts relating to leases:

Depreciation charge of right-of-use assets	30 September 2025 £'000	30 September 2024 £'000
Properties	845	702
IT Equipment	4	4
	849	706
Interest expense (included in finance cost)	177	88
Expense relating to short-term leases (included in operating expenses)	313	347
Expenses relating to low value assets that are not shown above as short-term leases (included in operating expenses)	38	19

The total cash outflow for leases in 2025 was £1,126,000 (2024: £982,000).

The property within the Company had a depreciation charge for the year of £506,000 (2024: £506,000).

## 14 Investments in subsidiaries

At 30 September 2025 the Company's subsidiary undertakings, all of which have been included in the Group financial statements, were:

Name	Country of incorporation	Percentage and class of shares held	Year end	Nature of Business
Cerillion Technologies Limited*	UK	100% - ordinary	30 September	Software services
Cerillion Inc	USA	100% - ordinary	30 September	Software services
Cerillion Technologies EOOD	Bulgaria	100% - ordinary	31 December***	Software services
Cerillion Technologies PTE LTD	Singapore	100% - ordinary	30 September	Software services
Cerillion Technologies India Private Limited	India	100%** - ordinary	31 March***	Software services

\* Cerillion Technologies Limited is the only subsidiary owned directly by Cerillion plc. Cerillion Technologies Limited is the parent for the other four subsidiaries. Its registered office is the same as the Parent Company, being 25 Bedford Street, London, England, WC2E 9ES.

\*\* includes holdings held indirectly through Cerillion Inc

\*\*\* For the purpose of the Group financial statements for the year ended 30 September 2025, management accounts have been drawn up to 30 September 2025.

Cerillion Inc's registered office is: c/o Cohen & Grigsby, 9110 Strada Place, Suite 6200, Naples, FL 34108, USA. Cerillion Technologies India Private Limited's registered office is: Tower V, Wing 2B, Cyber City, Magarpatta City, Hadapsar, Pune 411013, India. Cerillion Technologies EOOD's registered office is: 51b Cherni Vrah Blvd, Office X, Building 1, Sofia 1407, Bulgaria. Cerillion Technologies PTE LTD was incorporated during the prior year on 10 May 2024, and its registered office is: 36 Robinson Road, 20-01 City House, Singapore, 068877.

The Company	Investments in subsidiary undertakings £'000
<b>Cost and net book value:</b>	
As at 1 October 2023 & As at 30 September 2024	
Additions	-
<b>As at 30 September 2025</b>	<b>14,652</b>

## 15 Deferred tax

Deferred tax asset Group	Accelerated capital allowances £'000	Other temporary differences £'000	Total £'000
1 October 2023	26	242	268
Foreign exchange movement on opening deferred tax asset	(2)	(23)	(25)
Credited/(charged) to statement of comprehensive income	3	(6)	(3)
<b>30 September 2024</b>	<b>27</b>	<b>213</b>	<b>240</b>

# Notes to the Financial Statements

For the year ended 30 September 2025

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Group	Accelerated capital allowances £'000	Other temporary differences £'000	Total £'000
1 October 2024	27	213	240
Foreign exchange movement on opening deferred tax asset	(2)	(13)	(15)
(Charged)/credited to statement of comprehensive income	(2)	27	25
<b>30 September 2025</b>	<b>23</b>	<b>227</b>	<b>250</b>

## Deferred tax liabilities

### Group

The deferred tax liabilities include £561,000 (2024: £604,000), which is driven by expected future amortisation on R&D intangibles in Cerillion Technologies Limited where full relief has been taken in the year the assets were capitalised. This amortisation will be treated as non-deductible for corporation tax purposes and therefore a deferred tax liability arises.

	2025 £'000	2024 £'000
At 1 October	604	671
Credited to statement of comprehensive income in respect of net ACAs & other temporary differences	(43)	(67)
<b>As at 30 September</b>	<b>561</b>	<b>604</b>

There are no deferred tax assets or deferred tax liabilities recognised within the Parent Company as at 30 September 2025 (2024: £nil).

## 16 Trade and other receivables and other contract balances

### Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

	2025 £'000	Group	2024 £'000
Trade receivables	3,370		4,196
Contract assets	25,003		18,355
Contract liabilities	(2,995)		(3,527)

Contract assets are included in 'Accrued income' within trade and other receivables and are composed of the current and non-current balances. Contract liabilities are included in 'Deferred income' within trade and other payables.

Payment terms and conditions in customer contracts may vary. In some cases, customers pay in advance of the delivery of solutions or services; in other cases, payment is due as services are performed or in arrears following the delivery of the solutions or services. Differences in timing between revenue recognition and invoicing result in trade receivables, contract assets or contract liabilities in the statement of financial position.

Contract assets refer to accrued income and arise when revenue is recognised, but invoicing is contingent on other performance obligations or on completion of contractual milestones. Contract assets are transferred to receivables when the rights become unconditional, typically upon invoicing of the related performance obligations in the contract or upon achieving the requisite project milestone.

Contract liabilities refer to deferred income and result from customer payments in advance of the satisfaction of the associated performance obligations and relate primarily to prepaid support or other recurring services. Deferred income is released as revenue is recognised.

Significant changes in the contract assets and contract liabilities balances during the period are driven by the timing of income recognition and when associated invoices are raised. Specifically, revenue recognised in the year in relation to deferred income brought forward from prior years of £3,210,000 (2024: £4,439,000).

When certain costs to acquire a contract meet defined criteria, those costs are deferred as contract assets. The total amount of deferred contract assets (commission fees recognised in prepaid assets) is £125,000 (2024: £242,000). The total amount of accrued costs to acquire a contract is £686,000 (2024: £481,000).

The total amount of revenue allocated to unsatisfied performance obligations is £47,446,000 (2024: £37,662,000). This balance is made up of c. 50% managed service revenue and c. 50% services revenue. It is estimated that c. 33% of the total balance will be recognised over the next 12 months, with the remainder over the following years thereafter. The average length of customer contracts is 5 years (2024: 5 years) and the length of the longest contract remaining is 8 years (2024: 9 years).

There are no contract balances within the Parent Company (2024: £nil).

Current receivables	2025 £'000	Group	2024 £'000	Company	2025 £'000	2024 £'000
Trade receivables	3,370		4,196		-	-
Accrued income	11,896		10,273		-	-
Amounts owed by Group undertakings	-		-	5,337	7,674	
Other receivables	1,494		759		-	-
Prepayments	1,837		2,296		16	241
	18,597		17,524		5,353	7,915

Non-current receivables	2025 £'000	Group	2024 £'000	Company	2025 £'000	2024 £'000
Accrued income	13,107		8,082		-	-
Other receivables	175		-		-	-
	13,282		8,082		-	-

The amounts owed by Group undertakings are unsecured, interest free and repayable on demand. Dividends received by the Company during the year were paid through amounts owed by Group undertakings.

Other receivables (current) include an amount relating to the insurance reimbursement for the settlement of a historic customer dispute as described in Note 26.

# Notes to the Financial Statements

For the year ended 30 September 2025

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## Credit quality of receivables

A detailed review of the credit quality of each client is completed before an engagement commences. The credit risk relating to trade receivables is analysed as follows:

Group	2025 £'000	2024 £'000
Trade receivables	3,777	4,746
Specific provision	(320)	(443)
ECL provision	(728)	(578)
	2,729	3,725

The group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics. The gross carrying amount of trade receivables was £3,777,000 (2024: £4,746,000) and gross carrying amount of accrued income was £25,644,000 (2024: £18,826,000). As both are considered to have a similar risk profile, an expected credit loss rate of 2.5% has been applied to both trade receivables and accrued income, giving a total ECL provision of £728,000 (2024: £578,000). The ECL provision above includes an amount relating to accrued income of £641,000 (2024: £471,000).

The Parent Company had no trade receivables in either period. The other classes of assets within trade and other receivables do not contain impaired assets. The net carrying value is judged to be a reasonable approximation of fair value.

Movements in the provision for the impairment of trade receivables and accrued income were as follows:

2025	Specific Provision £'000	ECL provision £'000
Balance at the beginning of the year	443	578
(Released)/charged for the year	(123)	150
Balance at the end of the year	320	728

The following is an ageing analysis of those trade receivables that were not past due and those that were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default.

Group	2025 £'000	2024 £'000
Not past due	2,420	1,338
Up to 3 months	950	2,839
3 to 6 months	-	19
Older than 6 months	-	-
	3,370	4,196

Of the trade debt older than 6 months as at 30 September 2025, being £nil (2024: £nil), cash of £nil (2024: £nil) has been received since the year end.

The following is an ageing analysis of those trade receivables that were individually considered to be impaired:

Group	2025 £'000	2024 £'000
Not past due	38	59
Up to 3 months	32	176
3 to 6 months	63	26
Older than 6 months	274	289
	407	550

## 17 Trade and other payables

Current trade and other payables	2025 £'000	Group	2024 £'000	Company	2025 £'000	2024 £'000
Trade payables	964		905	121	388	
Taxation	1,257		1,297	-	-	
Other taxation and social security	395		522	107	57	
Pension contributions	70		61	-	-	
Other payables	347		362	-	11	
Accruals	4,196		3,746	85	93	
Deferred income	2,995		3,527	-	-	
	10,224		10,420	313	549	

Non-current trade and other payables	2025 £'000	Group	2024 £'000	Company	2025 £'000	2024 £'000
Other payables	629		605	-	-	-
	629		605	-	-	-

Movements in the provisions were as follows:

2025	Settlement Provision (current) £'000	Dilapidations Provision (non-current) £'000	Total Provision
Balance at the beginning of the year	-	166	166
Charged for the year	743	25	768
<b>Balance at the end of the year</b>	<b>743</b>	<b>191</b>	<b>934</b>

The settlement provision relates to settlement of a historic customer dispute that was fully covered by insurance as described in Note 26.

The dilapidations provision relates to the full expected cost of dilapidations across the Group's properties.

# Notes to the Financial Statements

For the year ended 30 September 2025

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The Directors consider that the carrying amount of trade and other payables and provisions approximates to their fair values. The non-current other payable above relates to provisions for gratuity and long-term bonuses within the Indian subsidiary.

**Gratuity** - The Indian subsidiary, Cerillion Technologies India Private Limited, provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The unfunded plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. There is a vesting condition of five years of service for benefit payment.

**Long-term bonus** - The employees (Band II, III and IV only) are eligible for a loyalty bonus at 20% of annual total fixed pay as at the end of the third year, 10% of annual total fixed pay as at the end of four and half years and 10% of annual total fixed pay as at the end of the sixth year provided they are employed with the Indian subsidiary, Cerillion Technologies India Private Limited, for at least three years/four and half years/six years, as the case maybe, after completion of probationary period. The Group's liability is actuarially determined at the end of each year. Actuarial losses/gains are recognised in the Statement of Comprehensive Income in the year in which they arise. There is an additional scheme in place which pays at up to 25% of annual total fixed pay at the end of eleven years of service.

The actuarial assumptions relating to the above provisions are outlined below:

	Gratuity		Long-term bonus	
	2025	2024	2025	2024
Discount rate	6.60%	7.00%	6.60%	7.00%
Salary increment rate	9.00%	9.00%	9.00%	9.00%
Withdrawal rate	10.00%	10.00%	10.00%	10.00%

The mortality rates assumed in the calculation for the Gratuity and Long-term bonus are based on the Indian Assured Lives Mortality (2012-14) ultimate ("IALM ult").

Management have considered sensitivities to changes in the key assumptions above and concluded that there are unlikely to be any material impacts arising from reasonable changes in these assumptions.

## 18 Borrowings and financial liabilities

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
<b>Current liabilities:</b>				
Lease liabilities	942	873	691	671
<b>Non-current liabilities:</b>				
Lease liabilities	2,369	1,926	889	1,580
	3,311	2,799	1,580	2,251

There are currently no other borrowings within the Group.

Group	Non-current Lease liabilities £'000	Current Lease liabilities £'000	Total £'000
1 October 2024	1,926	873	2,799
<b>Cash-flows:</b>			
Repayment	-	(1,126)	(1,126)
Accrued interest	-	177	177
<b>Non-cash:</b>			
Additions	1,461	-	1,461
Reclassification	(1,018)	1,018	-
<b>30 September 2025</b>	<b>2,369</b>	<b>942</b>	<b>3,311</b>
1 October 2023	2,178	980	3,158
<b>Cash-flows:</b>			
Repayment	-	(982)	(982)
Accrued interest	-	88	88
<b>Non-cash:</b>			
Additions	535	-	535
Reclassification	(787)	787	-
<b>30 September 2024</b>	<b>1,926</b>	<b>873</b>	<b>2,799</b>
Company	Non-current Lease liabilities £'000	Current Lease liabilities £'000	Total £'000
1 October 2024	1,580	671	2,251
<b>Cash-flows:</b>			
Repayment	-	(731)	(731)
Accrued interest	-	60	60
<b>Non-cash:</b>			
Reclassification	(691)	691	-
<b>30 September 2025</b>	<b>889</b>	<b>691</b>	<b>1,580</b>
1 October 2023	2,171	731	2,902
<b>Cash-flows:</b>			
Repayment	-	(731)	(731)
Accrued interest	-	80	80
<b>Non-cash:</b>			
Reclassification	(591)	591	-
<b>30 September 2024</b>	<b>1,580</b>	<b>671</b>	<b>2,251</b>

# Notes to the Financial Statements

For the year ended 30 September 2025

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## 19 Financial instruments and risk management

Group - Financial instruments by category	2025 £'000	2024 £'000
<b>Financial assets – measured at amortised cost</b>		
<b>Non-current</b>		
Accrued income	13,107	8,082
Other receivables	175	-
	<b>13,282</b>	<b>8,082</b>
<b>Current</b>		
Trade and other receivables	4,864	4,955
Accrued income	11,896	10,273
Cash and cash equivalents	34,399	29,850
	<b>51,159</b>	<b>45,078</b>

Prepayments are excluded, as this analysis is required only for financial instruments.

Financial liabilities - held at amortised cost	2025 £'000	2024 £'000
<b>Non-current</b>		
Trade and other payables	629	605
Lease liabilities	2,369	1,926
	<b>2,998</b>	<b>2,531</b>
<b>Current</b>		
Lease liabilities	942	873
Trade and other payables	1,311	1,267
Accruals	4,196	3,746
	<b>6,449</b>	<b>5,886</b>

Statutory liabilities, deferred income and provisions are excluded from the trade payables balance, as this analysis is required only for financial instruments.

Company - Financial instruments by category	2025 £'000	2024 £'000
<b>Financial assets – measured at amortised cost</b>		
<b>Current</b>		
Amounts owed by Group undertakings & other receivables	5,337	7,674
Cash and cash equivalents	12,080	311
	<b>17,417</b>	<b>7,985</b>

Financial liabilities - held at amortised cost	2025 £'000	2024 £'000
<b>Non-current</b>		
Lease liabilities	889	1,580
	<b>889</b>	<b>1,580</b>
<b>Current</b>		
Lease liabilities	691	671
Trade and other payables	121	399
Accruals	85	93
	<b>897</b>	<b>1,163</b>

There is no material difference between the book value and the fair value of the financial assets and financial liabilities disclosed above for either the Group or Parent Company.

There were no derivative financial instruments in existence as at 30 September 2025 (2024: £nil).

The Group's multinational operations expose it to financial risks that include market risk, credit risk, foreign currency risk and liquidity risk. The Directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous years.

### Credit quality of financial assets

The credit quality of financial assets can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates:

	2025 £'000	2024 £'000
<b>Trade receivables</b>		
Group 1	-	269
Group 2	3,370	3,927
Group 3	-	-
	<b>3,370</b>	<b>4,196</b>

Group 1 – new customers (less than 6 months).

Group 2 – existing customers (more than 6 months) with no defaults in the past.

Group 3 – existing customers (more than 6 months) with some defaults in the past.

At the year-end there are 6 customers (2024: 3 customers) with trade receivable balances each representing in excess of 5% of the total trade receivables of £3,370,000 (2024: £4,196,000). Of these customers, none are categorised within Group 1 (2024: 1), 6 are within Group 2 representing 91% of total trade receivables (2024: 2 customers), with none in Group 3 (2024: none).

There are no trade receivables within the Parent Company.

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	2025 £'000	2024 £'000
<b>Cash at bank and short-term deposits</b>		
A1	34,397	29,847
Not rated	2	3
	<b>34,399</b>	<b>29,850</b>

A1 rating means that the risk of default for the investors and the policy holder is deemed to be very low.

Not rated balances relate to petty cash amounts. All cash within the Parent Company is within the A1 category.

## Market risk – foreign exchange risk

Exposure to currency exchange rates arise from the Group's overseas sales and purchases, which are primarily denominated in US Dollars (USD), Danish Krone (DKK) and Euros (EUR). There is no foreign exchange exposure within the Parent Company.

To mitigate the Group's exposure to foreign currency risk, non-GBP cash flows are monitored and forward exchange contracts are entered into in accordance with the Group's risk management policies. Generally, the Group's risk management procedures distinguish short-term foreign currency cash flows (due within 6 months) from longer-term cash flows (due after 6 months). Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken. Forward exchange contracts are mainly entered into for significant long-term foreign currency exposures that are not expected to be offset by other same-currency transactions.

As at 30 September 2025 the Group had no forward foreign exchange contracts in place (2024: none) to mitigate exchange rate exposure.

Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below. The amounts shown are those reported to key management translated into GBP at the closing rate:

	AUD £'000	USD £'000	EUR £'000	INR £'000	DKK £'000	BGN £'000
<b>30 September 2025</b>						
Financial assets	112	6,917	8,131	1,239	6,404	105
Financial liabilities	(200)	(1,104)	(338)	(360)	(390)	(57)
<b>Total exposure</b>	<b>(88)</b>	<b>5,813</b>	<b>7,793</b>	<b>879</b>	<b>6,014</b>	<b>48</b>

	AUD £'000	USD £'000	EUR £'000	INR £'000	DKK £'000	BGN £'000
<b>30 September 2024</b>						
Financial assets	300	3,730	6,490	956	3,599	26
Financial liabilities	-	(37)	(28)	(348)	-	(57)
<b>Total exposure</b>	<b>300</b>	<b>3,693</b>	<b>6,462</b>	<b>608</b>	<b>3,599</b>	<b>(31)</b>

The following table illustrates the sensitivity of profit and equity in regard to the Group's financial assets and financial liabilities and the US Dollar, Australian Dollar, Euro, Indian Rupee, Danish Krone and Bulgarian Lev to GBP exchange rate 'all other things being equal'. It assumes a +/- 10% change to each of the foreign currency to GBP exchange rates. The sensitivity analysis is based on the Group's foreign currency financial instruments held at each reporting date.

If GBP had strengthened against the foreign currencies by 10% then this would have had the following impact:

30 September 2025	AUD £'000	USD £'000	EUR £'000	INR £'000	DKK £'000	BGN £'000
Gain/(Loss) for the year	8	(528)	(709)	(80)	(547)	(4)

30 September 2024	AUD £'000	USD £'000	EUR £'000	INR £'000	DKK £'000	BGN £'000
Gain/(Loss) for the year	(27)	(336)	(587)	(55)	(327)	3

If the GBP had weakened against the foreign currencies by 10% then this would have had the following impact:

30 September 2025	AUD £'000	USD £'000	EUR £'000	INR £'000	DKK £'000	BGN £'000
Gain/(Loss) for the year	(10)	646	866	98	668	5

30 September 2024	AUD £'000	USD £'000	EUR £'000	INR £'000	DKK £'000	BGN £'000
Gain/(Loss) for the year	33	410	718	68	400	(3)

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

### Market Risk – cash flow interest rate risk

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. Longer-term borrowings are therefore usually at fixed rates. Other borrowings are at fixed interest rates. The Group does not currently have any borrowings.

### Liquidity risk

Cerillion actively maintains cash that is designed to ensure Cerillion has sufficient available funds for operations and planned expansions. The table below analyses Cerillion's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000
<b>30 September 2025</b>				
Lease liabilities	966	928	851	808
Trade and other payables	8,163	629	-	-
 <b>30 September 2024</b>				
Lease liabilities	824	769	914	-
Trade and other payables	7,059	605	-	-

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Continued

## Capital risk management

The Group manages its capital to ensure it will be able to continue as a going concern while maximising the return to shareholders through optimising the debt and equity balance. In the short-term this means generating sufficient cash to maintain the dividend policy and investment in research and development.

The Group monitors cash balances and prepares regular forecasts, which are reviewed by the Board. Since the year end the Directors have proposed the payment of a dividend. In order to maintain or adjust the capital structure, the Group may, in the future, adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Parent Company has the same approach to capital risk management, with the additional focus of monitoring dividends up from Group companies to ensure that sufficient reserves are in place to maintain the dividend policy.

The capital structure consists of the Group's equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings. As of the year ended 30 September 2025 the Group's total managed capital amounted to £59,606,000 (2024: £48,508,000); Company's capital as of 30 September 2025 was £31,330,000 (2024: £21,722,000).

## 20 Fair value measurement of financial instruments

Financial assets and financial liabilities measured at fair value are required to be grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: unobservable inputs for the asset or liability.

There were no derivative financial instruments in existence nor any other financial instruments measured at fair value on a recurring basis at 30 September 2025 (2024: £nil).

There were no transfers between Level 1 and Level 2 in 2025 or 2024 and no derivative financial instruments within the Group.

## Measurement of fair value of financial instruments

The Group's finance team performs valuations of financial items for financial reporting purposes, with valuation techniques selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information. When the Group enters into foreign currency forward contracts (Level 2) as they are not traded in active markets, they would be fair valued using observable forward exchange rates corresponding to the maturity of the contract. The effects of non-observable inputs are not expected to be significant should the Group enter into foreign currency forward contracts.

## 21 Ordinary share capital

	2025 £'000	2024 £'000
Issued, allotted, called up and fully paid:		
29,546,558 (2024: 29,535,614) Ordinary Shares of 0.5 pence	147	147

The Ordinary Shares have been classified as Equity. The Ordinary Shares have attached to them full voting and capital distribution rights. The Company does not have any authorised share capital. During the year, the Company issued 10,944 new Ordinary Shares of 0.5 pence into Treasury Stock to be used to satisfy the exercises of options under the SAYE Scheme.

At the year end there were 45,584 shares (2024: no shares) remaining in Treasury Stock at an average cost of £15.09 per share (2024: £nil).

## 22 Share-based payments

The Group introduced a Save as You Earn (“SAYE”) share option scheme and a Long-Term Incentive Plan (“LTIP”) in 2017. The Group is required to reflect the effects of share-based payment transactions in its statement of comprehensive income and statement of financial position. For the purposes of calculating the fair value of share options granted, the Black Scholes Pricing Model has been used by the Group in respect of the SAYE schemes, the LTIP has been fair valued using a Monte-Carlo Simulation Model. Fair values have been calculated on the date of grant.

A Save as You Earn (“SAYE”) share option scheme and a Long-Term Incentive Plan (“LTIP”) were introduced in 2021 and additional options were granted during the years ended 30 September 2023 and 30 September 2025 under the SAYE scheme. A charge of £59,000 (2024: £153,000) has been reflected in the consolidated statement of comprehensive income, with the corresponding entry recognised within the share option reserve.

The fair value of options granted in the current and prior year and the assumptions used in the calculation are shown below:

Year of grant Scheme	2025 SAYE
Exercise price (£)	15.04
Number of options granted	22,114
Vesting period (years)	3 years
Option life (years)	3.5 years
Risk free rate	3.76%
Volatility	38%
Dividend yield	1.00%
Fair value (£)	7.29

The share option schemes are issued by the Parent Company, therefore the disclosures within this note cover the Group and Parent Company, the share-based payment expense is recharged to Cerillion Technologies Limited as this is where the option holders are employed.

During the year options were granted as summarised in the table below:

	2025 Number of options	2025 Weighted average exercise price £	2024 Number of options	2024 Weighted average exercise price £
Outstanding at start of year	127,191	2.43	179,950	3.48
Granted	22,114	15.04	-	-
Lapsed	(30)	(9.28)	(7,558)	(6.51)
Exercised	(48,444)	(1.34)	(45,201)	(5.93)
<u>Outstanding at 30 September</u>	<u>100,831</u>	<u>5.71</u>	<u>127,191</u>	<u>2.43</u>
 Exercisable at 30 September	 35,000	 0.005	 43,444	 1.50

# Notes to the Financial Statements

For the year ended 30 September 2025

Continued

For the options outstanding at 30 September 2025, the weighted average fair values and the weighted average remaining contractual lives (being the time period from 30 September 2025 until the lapse date of each share option) are set out below:

	Weighted average fair value of options outstanding £	Weighted average remaining contractual life Years
LTIP 2021	4.39	1.49
LTIP 2022	9.45	2.40
SAYE 2023	3.88	0.84
SAYE 2025	7.29	3.42

## 23 Retirement benefits

The Group operates a personal contribution pension scheme for the benefit of the employees. The pension cost charge for the year represents contributions payable by the Group to the fund and amounted to £694,000 (2024: £452,000). At the year end the contributions payable to the scheme were £70,000 (2024: £61,000). In addition to this there are retirement benefits relating to the India subsidiary which are disclosed in note 17.

## 24 Related party transactions

### (i) Remuneration of Key Management Personnel

The Group and Company consider that the Directors are their key management personnel and further detail of their remuneration is disclosed in the Remuneration report for 2025.

Directors' remuneration was as follows:	2025 £'000	2024 £'000
Aggregate remuneration	1,097	1,100
Pension contributions	60	59
	<b>1,157</b>	<b>1,159</b>

No retirement benefits are accruing to Directors under a defined benefit scheme (2024: £nil). Retirement benefits are accruing to two Directors under a defined contribution scheme (2024: 1 Director).

Highest paid Director:	2025 £'000	2024 £'000
Aggregate remuneration	717	723
Pension contributions	45	44
	<b>762</b>	<b>767</b>

No key personnel other than the Directors have been identified in relation to the year ended 30 September 2025 (2024: none).

### (ii) Related party transactions

The aggregate dividends paid to Directors during the year were £1,258,000 (2024: £1,079,000). During the year, Amanda Hall, who is related to Louis Hall, provided company secretarial services to the Group and received £8,600 (2024: £8,000). At the period end Amanda Hall was owed £420 (2024: £400). No other related party transactions took place during the year (2024: none).

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## **25 Charge over assets**

In providing the Group with banking, credit card and forward currency facilities, the Group's bankers HSBC plc hold:

- a fixed charge over all present freehold and leasehold property;
- a first charge over book and other debts, chattels, goodwill and uncalled capital, both present and future; and
- a first floating charge over all assets, both present and future.

## **26 Subsequent events**

From time to time, due to the nature of our business, disputes with customers may arise. In 2022, one customer ceased the implementation of some additional software modules and alleged breaches of contract which were rejected by the Group. During the reporting period, a settlement was agreed in order to resolve this dispute. The settlement was fully paid by the Group's insurers in October 2025. Accordingly, the financial statements have been adjusted to reflect the settlement and related insurance recovery.

## **27 Ultimate controlling party**

In the opinion of the Directors, there was no ultimate controlling party at 30 September 2025 or 30 September 2024.

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## Notes

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## Notes

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