



M GROUP

Essential infrastructure
services for life

Scale.
Expertise.
Impact.



Welcome from our Chief Executive

A year of transformation



Andrew Findlay
Chief Executive

M Group is the leading provider of essential infrastructure services in the UK and Ireland.

Every day, our 14,000 colleagues deliver the work that keeps the country running – maintaining, renewing and upgrading the networks people rely on. We operate with scale, expertise and impact, supporting our clients and partners across energy, water, technology & communications, and transport.

This year has been one of continued transformation and growth. We have strengthened our culture, invested in our people and capabilities, and continued to build a safe, resilient and sustainable business for the long term.

2026 highlights

National scale

With more than 300 locations across the UK and Ireland, we have the reach and capacity to support our clients wherever they are.

Capabilities and expertise

Across the Energy, Water, Technology & Communications, Transport, Defence, Industrial & Public Sector markets, we leverage our capabilities, including Digital Solutions and Data Insights, and our highly skilled people, to solve our clients' strategic challenges.

Talent and apprenticeships

M Group is committed to 5% of our workforce being in "earn and learn" positions such as graduates and apprentices, as we build a sustainable, skilled workforce for the future.

Strong financial performance

M Group delivered £3.1bn in turnover in FY26, an increase of 23% year-on-year and highlighting the strength of our integrated capabilities, for more detail refer to page 35.

A resilient future

With our order book standing at more than three times annual turnover, M Group has long-term visibility of essential work, underpinning the stability, resilience and continued growth of our business.

Sustainability focused

We are reducing our environmental impact by transitioning our fleet of 10,000 vehicles to electric, and achieved a 18.7% reduction in carbon intensity this year, moving us closer to our sustainability ambitions.

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→ To find out more visit our website <https://mgroupltd.com/who-we-are/investors/>



→ Download our ESG Report at www.mgroupltd.com/esg

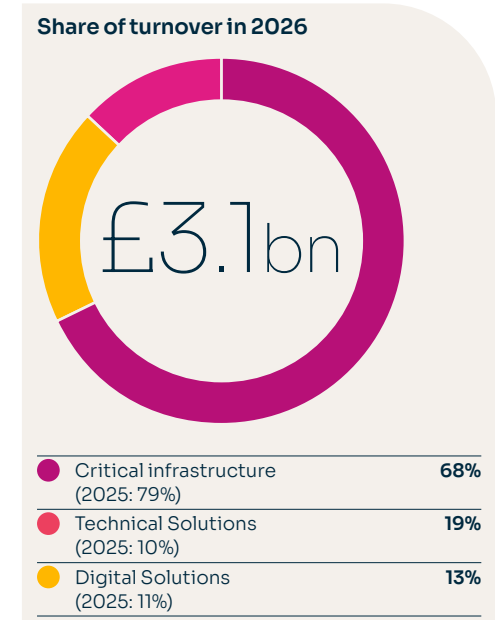


At a glance

UK infrastructure is under pressure. Costs are rising, assets are ageing, and the net-zero clock is ticking. We have the scale to handle the UK's largest essential infrastructure demands, and the expertise to integrate digital intelligence into every mile of pipe, cable, track and road.



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Delivering at scale



At a glance continued

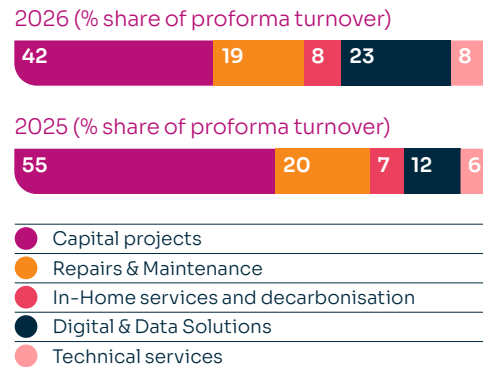
Our connected capabilities allow us to maximise efficiencies, remove risk, and deliver strategic value to our clients.

100+
Contract wins and renewals in the year

200k+
Hours of training in the year

3 acquisitions
Telent, Cyro Cyber and Aran

Connecting expertise



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Capital projects
Building for the future

Delivering the UK's most complex infrastructure from the ground up. Our scale ensures certainty of delivery, while our engineering expertise turns ambitious blueprints into resilient, high-performing national assets.

Repairs & Maintenance
Scale to protect

The heartbeat of national resilience. We provide 24/7 reactive and planned maintenance across the UK's essential networks, ensuring 100% uptime for the communities and businesses that rely on them.

In-Home services and decarbonisation
Impact at the frontline

Bringing essential infrastructure to the nation. Whether it's smart metering or energy efficiency upgrades, we operate at the scale required to transform millions of UK homes for the better.

Scaling the net-zero transition

Making the green energy transition a practical reality. We leverage our expertise to retrofit infrastructure and install the renewable technologies, from EV networks to battery storage, that deliver a sustainable future.

Digital solutions
Expertise to connect

Building the 'nerve system' of the UK. We design and deploy the critical fixed, mobile, and operational telecom networks that form the foundation of our data-driven society.

Data insights
Impact through intelligence

Turning infrastructure into insight. We integrate sensors, data analytics, and critical communications to transform physical assets into smart, self-optimising networks.

Cyber
Expertise to defend

M Group delivers unique cyber security for critical infrastructure via Cyro Cyber. Its 24/7 Security Operations Centre provides industry-leading 9-minute response times and delivers end-to-end secure connectivity for national assets.

Technical services
Deep expertise

Solving the toughest technical challenges through specialist mechanical, electrical, and civil engineering. We provide the high-level expertise required to design and build the next generation of UK infrastructure.

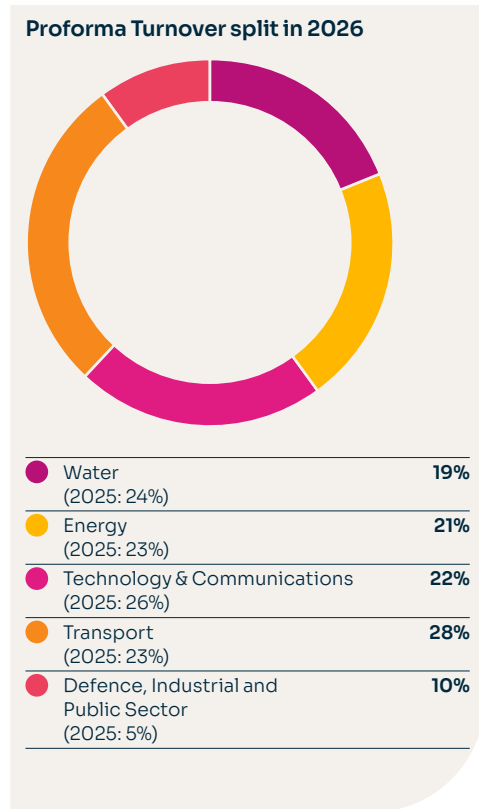
At a glance continued

Our approach enables us to deliver a more sustainable, resilient and better future for our clients, and the millions of people who rely on us.

Bronze
EcoVadis rating

27
RoSPA awards for safety leadership

600+
Graduates and apprentices recruited in the year



Focused on
impact

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The markets we serve



Energy

Powering the transition

Providing the scale to secure the UK's energy supply and the expertise to deliver the grid of tomorrow. From high-voltage transmission to home decarbonisation, we make net-zero a practical reality.



Water

Securing the lifecycle

Protecting the nation's most precious resource. By combining national reach with precision engineering, we ensure resilient water and wastewater networks that serve millions of people every day.



Technology & Communications

Connecting the nation

The digital backbone of the UK. We deploy and maintain the critical fibre and mobile networks that keep people, businesses, and emergency services connected in a data-driven world.



Transport

Keeping the UK and Ireland moving

Creating safer, greener journeys. We integrate highways, rail, and aviation expertise to maintain the vital arteries that support our economy and our communities.

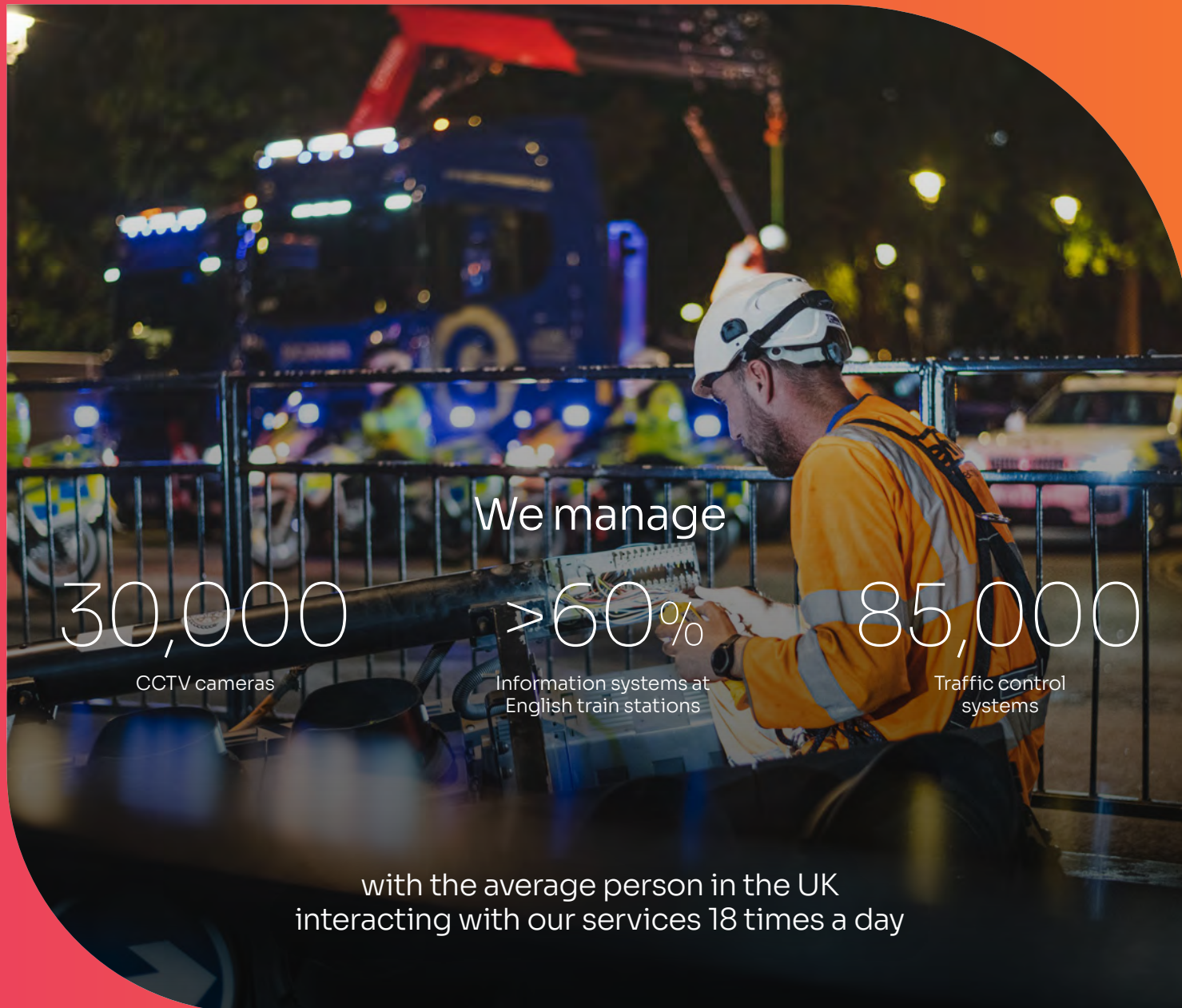


Defence, Industrial and Public Sector

Protecting critical assets

Expert solutions for the most sensitive environments. We deliver high-specification infrastructure and technical services that ensure operational readiness and long-term resilience for the public estate.

Spotlight on transformation: Acquisition of Telent



We manage

30,000

CCTV cameras

>60%

Information systems at English train stations

85,000

Traffic control systems

with the average person in the UK interacting with our services 18 times a day

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Intelligent infrastructure solutions

At M Group, we continue to expand into new markets, improve our technical expertise, and better connect cross-sector capabilities.

The acquisition of Telent in July 2025 allows us to offer new Intelligent Infrastructure solutions that monitor performance, enabling predictive maintenance to boost efficiency, cut costs, increase uptime, and support carbon reduction by reducing site visits.

This creates new opportunities in emergency services and the public sector and strengthens our stance in Transport and Telecom Network Operations, working with clients such as Transport for London, Openreach and National Highways. It also advances our move from physical maintenance to national digital infrastructure, as we aim to become a fully integrated solutions provider.

The approach to Intelligent Infrastructure solutions

Connect – We provide and monitor connectivity 24/7 so you are always online.

Secure – We ensure Operational Technology and IT Cyber Security by design, and 24/7 monitoring and response via a Security Operations Centre across assets.

Monitor – We simplify operations by integrating multiple monitoring systems and all Internet of Things (IoT) sensors into a single solution.

Manage – Our AI analysis of real-time data shifts maintenance from reactive to predictive, lowering costs and emissions while guiding investment decisions.

Transform – Our specialist software and hardware enhance the functionality and extend the life of legacy assets.

Spotlight on transformation: Integration of BGEN



1,100

Technical experts

£236.2m

Turnover contribution
to M Group

£522m

Order book

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Expanded MEICAT capabilities

M Group's strategy builds upon core foundations, enhancing capabilities to become the industry's leading solutions partner.

The transformational acquisition of BGEN in October 2024 achieves this by dramatically expanding our Mechanical, Electrical, Instrumentation, Control, Automation and Telemetry (MEICAT) capabilities. BGEN provides technical engineering expertise across regulated markets, including water, power and pharmaceuticals.

By integrating 1,100 experts and established positions in controlled environments, M Group now offers comprehensive solutions for building and optimising assets. This synergy allows the Group to lead the energy transition, helping blue-chip clients reach net zero through innovative engineering.

We enhanced our specialist engineering offer

Scale – BGEN added 1,100 technical experts and a nationwide footprint to M Group's core operations.

Expertise – The integration significantly deepened our technical engineering capabilities across highly regulated end sectors like power and water.

Markets – Acquisition synergies provided immediate access to attractive new clients in the pharmaceutical and advanced manufacturing sectors.

Innovation – BGEN is driving sustainability innovation for clients such as United Utilities, Severn Trent Water, and Scottish Water, solving complex challenges to remove pollutants and keep the water flowing.

Spotlight on transformation: Addition of Cyro Cyber as part of Telent



1st

UK's fastest-growing cyber security business in 2025

9mins

Market-leading security operations centre response time

0.48%

Employee turnover is 20 times lower than the industry average

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Cyber security excellence

M Group is building strategic partnerships and developing innovative solutions to lead a new era in essential infrastructure delivery. By integrating Cyro Cyber, the Group secures its position at the heart of UK critical infrastructure, ensuring vital systems remain protected, resilient, and fully compliant with evolving regulations.

As the UK's fastest-growing cyber security business, Cyro Cyber provides unique expertise in safeguarding critical national infrastructure across rail, highways, and utilities. Its 24/7 UK Sovereign Security Operations Centre delivers proactive threat monitoring and advanced risk management, ensuring data integrity for clients. This partnership enables M Group to offer differentiated, high-margin digital solutions, helping clients achieve complex regulatory compliance while future-proofing essential services against global threats.

Cyber capabilities

Sovereignty – Cyro Cyber provides a 24/7 UK Sovereign Security Operations Centre to monitor and protect critical systems.

Compliance – The integration delivers industry-leading expertise in National Cyber Security Centre compliance, saving clients time, money and risk.

Credibility – Cyro Cyber brings specialised credibility in managing complex Information and Operational Technology environments across diverse national infrastructure.

Talent – We hire for character and develop technical excellence through structured training. Cyro Cyber's annual employee turnover is 20 times lower than the industry average.

Connectivity – Cyro Cyber provides end-to-end secure connectivity solutions to give clients a single, trusted partner for secure operations.

Chairman's introduction

With strategic transformation and strong financial momentum, this year we're celebrating our 14,000 colleagues and a record-breaking £10.4 billion order book.

Delivering sustainable value for our stakeholders

Dear Friends,

M Group is the UK's leading supplier of infrastructure services, bringing together the skills and expertise required to deliver high-value services through long-term, trusted relationships with the UK's leading infrastructure owning companies.

Despite our successes, we are still in the early stages of realising M Group's potential through a comprehensive transformation of the business. When the current leadership team of Andrew Findlay, Chris Keen, and Alain Loosveld took the helm some three years ago, M Group was a portfolio of relatively decentralised companies operating under their own brands, with their own standards and systems. In September 2024, following the investment by CVC, the new "M Group" brand was rolled out and we embarked on a programme to migrate towards common systems and platforms.

£170m

Capital returns to investors

£10.4bn

Order book, including 76% coverage of the FY27 expected turnover



“ We believe that building robust, reliable and efficient infrastructure is a critical national mission.”

Archie Norman
Chairman

Chairman's introduction continued

The purpose of these changes was to enable higher quality delivery to our customers while maintaining the entrepreneurial spirit of each business on the ground. The brand change has been well received by employees and customers alike and the common platforming programme is progressing well with most of the benefits still to come.

The transformation of M Group is as much about people as it is about branding and systems. M Group is a highly operational business that depends on the skills, capabilities, and customer focus of our teams. With rebranding and common platforming our aim is to make M Group the best place to work for skilled operators, with opportunities to move across different sectors and develop careers working in a safe and collegiate environment. Under CVC's ownership, we have strengthened leadership across the Group and invested in building a top calibre team both in the centre and in the divisions.

As we improve the operating capabilities of the business teams, we are also looking to add expertise and move up the value chain, offering an even greater range of services to our clients. We believe that rebuilding robust, reliable and efficient infrastructure, whether in energy, water, transport or elsewhere, is a critical national mission. To support this mission, we provide long-term solutions to modernise and future-proof Britain's infrastructure and move beyond the "fix and move on" attitudes of the past.

Therefore, we are seeking to build capabilities which run across our divisions and help create higher value services to our clients; in the last 18 months we have welcomed Telent, Cyro Cyber, Aran and BGEN into the Group bringing digital solutions, data insights and technical services that strengthen our ability to deliver integrated, higher value services.

These are high-quality businesses with a great history, and we believe they bring a range of services we can integrate across almost everything we do. We expect to continue to add more capabilities in the year ahead.

Our financial performance has remained strong throughout this period. M Group is strongly cash generative, growing and has very strong financial backing. The investments by CVC and Searchlight funds have provided the stability and ambition to drive the business for growth.

As Chairman, my role is to support the leadership team in its transformation programme and to be available to everyone in the business and our clients. It is also to ensure we have a strong board and governance process that ensures top class oversight of safe service delivery and value-add for our customers. The Board meets monthly and with its committees is committed to maintaining leading standards of governance across the Group.

Given our ambition, the pace of change in the business has been relentless. Our work is done in Britain's streets, airports, and stations; it's done in the control centres, data rooms and cyber security operations centres; and sometimes it's done in the remote, rural countryside by hard working team members who turn up for our clients no matter the weather. I want to thank them for all their hard work, skill and commitment, often in very challenging conditions.

Yours faithfully,

Archie Norman
Chairman



→ To find out more see **Chairman's governance overview on page 51**

Thoughts from our Chief Executive

Accelerating growth, a strengthened offering for clients and expanding opportunities – FY26 was a year of exceptional progress for M Group.

As I reflect on the past financial year, I'm proud that it's been defined by purposeful investment, enhanced capabilities and greater opportunities for our people. Our sustained efforts in what has been a transformational year have strengthened M Group's position as the leading provider of infrastructure services, and underpinned the modernisation and resilience of the UK's essential infrastructure.



Essential infrastructure
services for life

0.06

Accident frequency rate

£3.1bn

Turnover, increased by 23% compared to prior year on a 12-month trading basis

“ We invest in our people and our capabilities, creating lasting value for the UK. Our performance this year demonstrates the power of purposeful growth and responsible leadership.”

Andrew Findlay
Chief Executive

Thoughts from our Chief Executive continued**Beyond impressive growth and margin enhancement, why should this past year be seen as a fundamental transformation of the business rather than a strong financial cycle?**

This past year was a key part of our evolution into a vertically integrated solutions provider. Unifying under the M Group brand signals our shift from separate entities to a cohesive, future-focused leader that is greater than the sum of its parts. We've added to our capabilities with key, strategic acquisitions and can now offer a far greater range of services to our clients, solving their wider challenges and becoming a genuine one-stop-shop for all infrastructure services.

You've championed the 'Thriving Together' initiative this year. How does fostering this internal culture directly translate into improved commercial performance and long-term value?

'Thriving Together' is creating one way of working across the Group. Standardisation makes it simpler to manage our workflows which increases efficiency for our clients, and it allows our highly-skilled workforce to move between contracts more easily. That's better for clients because we can be more responsive to where the demand is, and it makes it easier to share new ideas and talent, harnessing the very best thinking from across the Group. It's also better for our people, making it easier to move between projects and offering greater career opportunities. When our diverse teams feel valued and supported, they deliver more innovative, high-quality outcomes. This virtuous circle builds long-term value for our clients, stakeholders and people.

How is the integration of BGEN progressing, and what cross-divisional opportunities is this partnership unlocking?

BGEN's integration is proceeding well and at pace, dramatically expanding our MEICAT capabilities. We are already unlocking cross-divisional value by providing expert, highly technical engineering solutions for our water and energy clients. By integrating advanced automation technologies, we enable clients to achieve operational excellence and create efficient, reliable infrastructure that meets evolving and increasing demands.

How does the acquisition of Telent redefine your market position, and what unique capabilities does it add?

Acquiring Telent gives us significant additional capability to support our clients in new ways. It establishes M Group as a leader in critical digital infrastructure and operational technology, broadening our reach into high-growth sectors, including the emergency services and the public sector. We can now provide turnkey solutions across the full project lifecycle, from survey and design through to build, commissioning, operation and upgrades.

Following a year of transformational M&A, are you still actively seeking new acquisitions to further enhance the Group's capabilities?

Acquisitions remain a fundamental part of our growth strategy. We continue to seek value-enhancing partners that help us broaden our capabilities or expand into adjacent addressable markets. We particularly look for companies that can augment our services to clients – allowing us to solve even more of their challenges and become the partner of choice.

Health & Safety remains paramount, but so are skills. How are you ensuring the right pipeline of talent for the future?

Safety is our number one priority and always will be. We ensure everyone in M Group is true to our values of Responsible, Open, Together and Ambitious – and safety runs across all of these. Infrastructure demands are only going to increase over the coming years, so we're investing in new platforms and systems to make sure we're as efficient as possible, while also recruiting the best talent available in the graduate and apprenticeship spaces. We've been awarded by the 5% Club, a charity which focuses on young talent, for our commitment to having 5% of our workforce in 'earn and learn' roles, and already have more than 600 people on apprenticeship programmes, with more than half of them being new entrants to the workplace.

With a new CTO in place, how are you prioritising investments in AI and technology to drive internal efficiencies and enhance customer service delivery?

We have dozens of AI initiatives across the Group, all of which are helping us to drive efficiencies and deliver more effectively for our clients. Technology and data advances such as digital twins boost workforce efficiency and provide clients with data-driven insights into asset performance. By investing in this way we remain future-proof and can offer the latest and best solutions to our clients.

The market outlook appears positive, but where do you see the most significant tailwinds?

The energy transition as we move towards net zero, and the digital transformation of national infrastructure, provide huge tailwinds and opportunities for us. In addition, ageing assets in regulated sectors such as water ensure sustained demand for our essential maintenance and renewal services. Our position in these buoyant markets remains exceptionally strong.

Andrew Findlay
Chief Executive

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“ Our commitment to nurturing talent and driving sustainability ensures we remain at the forefront of the UK's evolving infrastructure landscape.”

Andrew Findlay
Chief Executive



→ To find out more see financial review on page 34

Market overview

We respond to our clients' needs by aligning our specialised, multidisciplinary capabilities with the evolving strategic demands of the UK and Ireland's critical infrastructure.

Aligning our capabilities with evolving demand

Energy

The UK energy sector is transitioning to achieve net zero by 2050, with a goal of full decarbonisation by 2030. This is driving increased demand for electricity infrastructure, including offshore connections, and battery storage. A new law requiring half-hourly meter settlement by 2026 further supports this, strengthening M Group's position as one of the UK's leaders in market-wide half-hourly services.

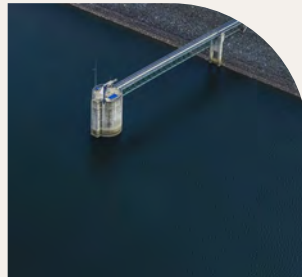


How we are responding

We respond to the national requirement for cleaner, greener power by supporting the reinforcement of electricity transmission infrastructure, particularly for offshore wind (ASTI programmes) and renewable connections. We are the only contractor working on all three overhead line upgrades – for National Grid, SSEN Transmission and SP Energy Networks.

Water

The regulated water market in England and Wales is entering the AMP8 (2025–2030) investment cycle, which features a near-doubling of expenditure to approximately £88bn–£104bn. Key market drivers include storm overflow mitigation, leakage reduction (targeting a tripling of the replacement rate for mains supply), and securing water supply resilience through new reservoirs and transfer schemes.



How we are responding

To meet the challenges of asset resilience and environmental improvement, we deliver regulated capital investment programmes and 24-hour network maintenance. Our transformational acquisition of BGEN has significantly expanded our MEICAT capabilities, which are in high demand for both building and optimising assets during the AMP8 regulatory period.

Technology and Communications

The digital infrastructure market is shifting from large-scale Fibre to the Premises (FTTP) build-outs to long-term network maintenance and integration. Growth is driven by 5G expansion, rural connectivity, and the construction of hyperscale data centres. Crucially, demand for Operational Telecom Networks is rising across utilities and transport.



How we are responding

To meet demand for enhanced connectivity, we provide technical services across fixed, mobile, and private networks. We have shifted our focus from building fibre networks to long-term maintenance and, 5G expansion, and the provision of critical, operational telecom networks. This strategy led to our acquisition of Telent, with Cyro Cyber's unique secure connectivity capabilities also a key driver for the acquisition.

Transport

The highways market is characterised by a move away from new road building toward non-discretionary maintenance. In rail, the sector is transitioning into the Control Period 7 cycle, which allocates £45.4bn for operations, maintenance, and renewals. Aviation is returning to pre-pandemic levels, and leading airports are set to launch significant capacity upgrades to meet rising passenger and freight demand.



How we are responding

In highways we are focusing on non-discretionary maintenance and specialist bridge care.

In rail we are delivering essential asset renewals and expanding electrification services through the ARQ partnership.

In aviation we are responding to recovered passenger volumes by providing airfield ground lighting and capital maintenance for terminals.

Defence, Industrial & Public Sector

There is a growing demand for increased investment in Britain's defence, with the Government set to increase spending in both this parliament and the next. In the wider public sector, communications networks are being upgraded to improve coordination and response, while in heavy industry there is a rising demand for engineering solutions which can meet increasingly stringent regulatory requirements as well as low-carbon goals.



How we are responding

With our range of capabilities, from large-scale civils and specialist technology, to emergency works and ongoing maintenance, we provide our clients with solutions to their biggest challenges. We deliver multi-disciplined engineering solutions to heavy industry, maintaining consistently high standards in complex environments and under challenging timescales. We also design and install robust IT networks and advanced technology solutions to support digital transformation.

Market overview continued

In this pivotal era for infrastructure services, the industry faces a once-in-a-generation challenge to develop systems that serve modern communities and safeguard the environment.

Several large-scale macro trends are fuelling this change, presenting significant opportunities for M Group to sustain, upgrade, and innovate essential networks.

Macro trends

The green energy transition

The UK and Ireland are moving towards a fully decarbonised power system, with the UK targeting a 100% low-carbon grid by 2030 and net-zero emissions by 2050. This transition requires substantial capital investment in renewable generation, such as wind and solar, and in reinforcing transmission.



What this means for M Group
M Group's strategy prioritises becoming a critical enabler for its clients' decarbonisation goals.

- The Group has shifted its focus toward essential, sustainable markets, specifically targeting energy transition segments.
- The Group has adopted validated science-based targets to reduce its own Scope 1 and 2 emissions by 42% by 2030.

Maintenance of ageing national infrastructure

Renewing the UK's ageing infrastructure is a major challenge. 70% of the National Highways network is more than 45 years old, and the water sector is addressing historic underinvestment through record investment programmes.



What this means for M Group
There is an enormous national requirement to maintain and renew the networks that underpin daily life.

- M Group leverages this trend by focusing on non-discretionary maintenance and renewals rather than large, high-risk capital projects.
- The Group's specialised asset care expertise fulfils a critical need across strategic infrastructure.

Digitalisation and AI transformation

Technological advances are revolutionising infrastructure management through data-driven decision-making and automation. Asset owners are increasingly demanding a high-tech, data-driven approach to their infrastructure assets in terms of evaluation and monitoring.

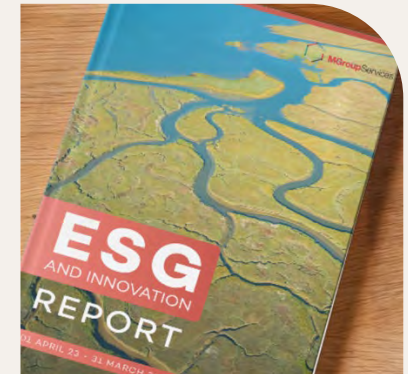


What this means for M Group
The opportunity to leverage fast-changing technology is a central part of M Group's strategy.

- The Group uses technology as a differentiator to connect different infrastructure ecosystems, while generative AI and data lakes are being used to improve bidding accuracy, process job packs, and analyse safety data.
- Efficient AI tools are being rolled out across the business, including SafeDig, which manages underground asset information and excavation risk before work commences.

Rising societal and regulatory expectations

Increasing national and global legislation is intensifying requirements for transparent ESG reporting and auditing. Regulations such as the Corporate Sustainability Reporting Directive (CSRD) are pushing companies to undertake Double Materiality assessments to evaluate their environmental impact.



What this means for M Group
M Group's focus on environmental stewardship and ethical governance is core to our strategy.

- The Group has completed its first Double Materiality Assessment undertaken as a voluntary strategic exercise.
- The Group has adopted world-class standards by aligning with the United Nations Sustainable Development Goals.

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Our business model

We are the UK’s leading integrated infrastructure solutions provider, bringing our capabilities together to solve our clients’ most critical challenges.

Our purpose

The Group’s purpose of delivering “essential infrastructure services for life” is underpinned by our values, which serve as the organisation’s cultural core and DNA:

Responsible | Open | Together | Ambitious

→ **Read more about how our purpose and values guide our success on page 17**



Delivering lasting impact for a sustainable future

Our strengths

The Group’s strengths give us a strong competitive edge and support our purpose. These include:

Deep expertise

Our 14,000 strong workforce provides the broadest range of capabilities and services, with technical expertise across infrastructure markets, sharing innovations and supporting the entire lifecycle of our clients’ infrastructure assets.

Proven track record

We are a strategic partner providing solutions for our clients’ evolving needs, through long-term client relationships.

Integrated digital platforms

We invest significantly in technology and integrate digital and data-driven tools directly into our day-to-day operations, enabling us to cover different systems and markets, and deliver innovative, efficient, and data-driven solutions for our clients.



National scale

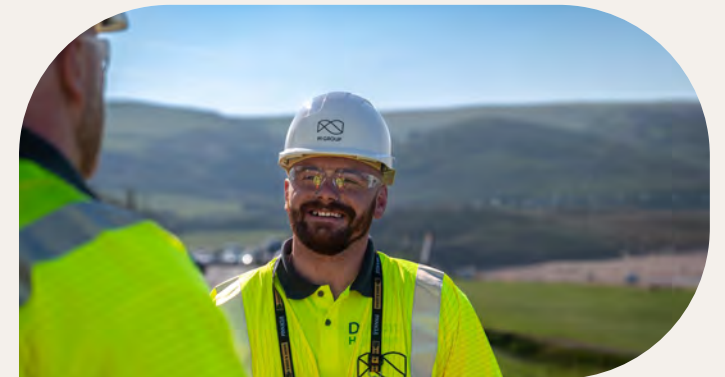
We are the UK and Ireland’s largest infrastructure services provider, with a nationwide footprint powered by 14,000 skilled people, long-standing relationships with subcontractors, and one of the largest Plant & Fleet operations in the country.

Sustainability leadership

We are driving towards the globally recognised, top EcoVadis ESG standards and are aligned with Science-Based Targets, reflecting our commitment to responsible growth and supporting our clients in meeting their own sustainability goals.

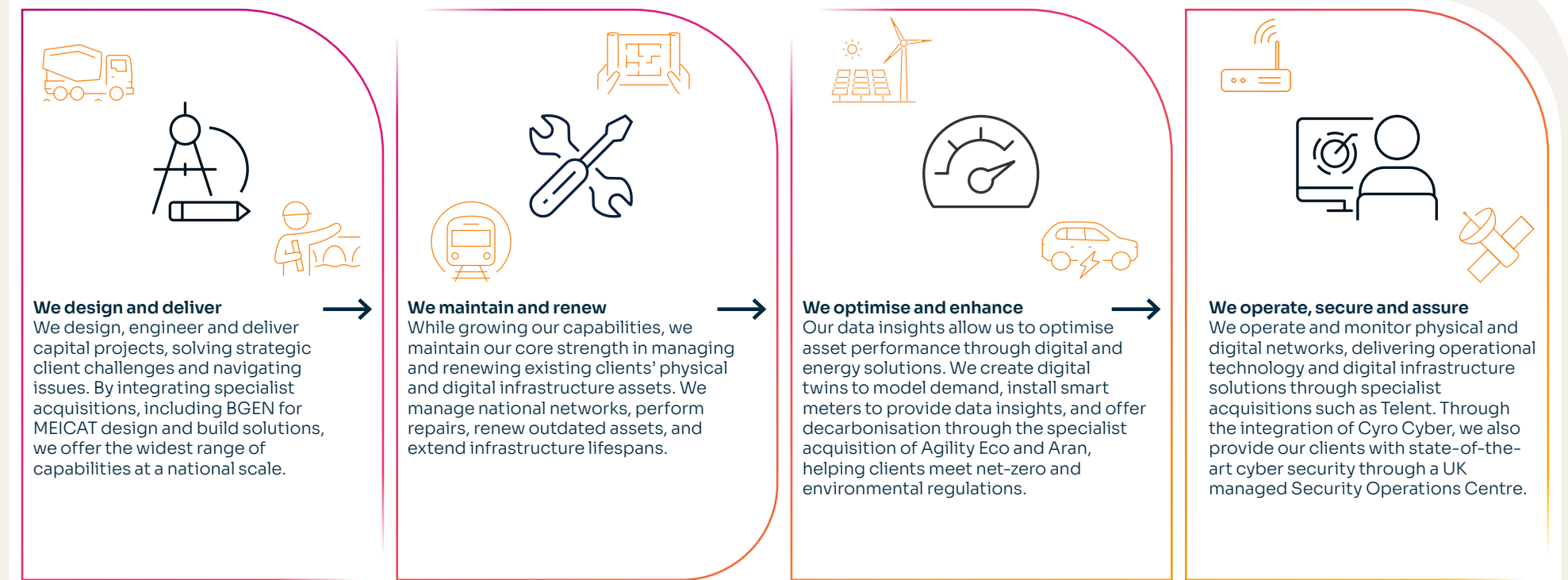
Balance sheet strength and M&A capabilities

Our strong balance sheet underpins ongoing investment in new capabilities, and enables the Group to pursue strategic acquisitions. We are the consolidator of choice within our sector, attracting specialist businesses that strengthen our capabilities and broaden our offering for clients.



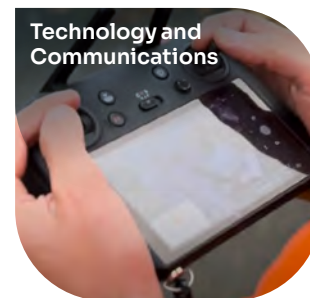
Our business model continued

Our offering



Markets we serve

→ To find out more about our markets see page 4



Our business model continued

Our value

We bring together the deepest expertise, the broadest capabilities and the best people to deliver, transform and maintain our clients' infrastructure to support everyday life now and for the future.

For our people

For our 14,000 employees, we create value by fostering a safe, inclusive, and listening culture where individuals feel empowered to grow.

For our clients

M Group delivers value to blue-chip asset owners by acting as a trusted partner capable of maintaining and reimagining critical national infrastructure.

For our shareholders and lenders

For financial stakeholders, M Group creates value through a resilient and profitable growth model, with growing margins and strong cash flow.

For our communities and the environment

M Group delivers societal value by ensuring our operations are responsible, sustainable, and beneficial to the local area.

For our suppliers and subcontractors

The Group creates value for its supply chain through collaborative partnerships and a commitment to the highest ethical standards.

→ [Read more about our how we engage our stakeholders on page 22.](#)



74%

Employee engagement



19 years

Average client relationship length

£265.4m

Invested in M&A in FY26



£170.0m

Capital return

Bronze

EcoVadis rating

18

Average days to pay suppliers and subcontractors

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Our strategy

M Group is the leading infrastructure services provider across the UK and Ireland.

Our approach harnesses the collective strengths of the Group to foster sustainable, profitable growth.

Aligning our strengths with long-term trends

Our 14,000 people are united in our purpose to deliver ‘essential infrastructure services for life’. Guided by our ‘Thriving Together’ culture, we bring shared standards, collaboration and continuous improvement to everything we do. Our delivery strategy is anchored in three strategic pillars that align our operational strengths with long-term trends such as ageing infrastructure, decarbonisation, and digital transformation.

Building upon our core foundations

We prioritise securing long-term relationships with blue-chip, independently regulated asset owners and operators, such as National Grid, Network Rail, and major water utilities. We focus on non-discretionary maintenance and renewals, ensuring reliable, stable turnover streams, margins, and cash flow across economic cycles.

Enhancing capabilities

We seek disciplined growth by combining organic expansion with strategic acquisitions that add value. We also seek to enhance our technical expertise across related markets to expand our services to clients and meet their evolving needs. One example is the acquisition of BGEN which significantly expanded our MEICAT capabilities, an area that is crucial for supporting the energy transition and achieving net-zero targets.

Being the leading solutions partner in the industry

We stand out by connecting various infrastructure ecosystems, enabling us to offer multidisciplinary solutions that foster innovation across different sectors. As leaders in ESG and sustainability, we leverage our scale to support our clients’ decarbonisation efforts.

...we’re building on the broadest of foundations

- Repair & maintenance and capital frameworks across:
 - Energy
 - Infrastructure, renewables, EV, data, metering, home decarbonisation
 - Water-waste & clean
 - Communication & Technology – fixed, mobile & private
 - Transport – Highways and Rail & Aviation
 - Other-defence, public sector, commercial & industrial
- Leaders in people, safety and ESG

Core foundations



...we’re building partnerships and solutions for a new era

- Creating and delivering value-add, specialist services
- Becoming the employer of choice in our industry
- Delivering digital and technical needs of a changing infrastructure landscape
- Partnering for integrated solutions and exceptional outcomes
- Bringing together the full suite of M Group platform capabilities to become a highly efficient integrated solutions provider

Solutions partner

...we’re constantly evolving to maintain, renew and reimagine

- Professionalising our operations & driving efficiency
- Attracting, developing and retaining the best talent
- Innovating to meet demands of a changing world
- Building on our core services platforms and integrating our expert capabilities
- Forging even stronger and deeper client relationships via delivery of value-added services
- Expanding into high growth, higher value-add adjacent capabilities mostly via M&A

Enhancing capabilities

Our strategy in action

Hinkley Point C



£75m+

Value of 8-year term project with HPC

No.1

World's largest turbine delivered by our technical expertise and capabilities

6%

UK electricity supply via our electrical and instrumentation installations

Reimagining national infrastructure

Hinkley Point C (HPC) is far more than a construction site; it is a nationally significant infrastructure project that anchors the UK's transition to net zero. Developed by EDF and CGN, HPC is designed to supply 6% of the nation's electricity and demonstrates the breadth and depth of M Group's capabilities. We have brought together our capabilities in digital infrastructure, complex engineering and highways to deliver on a single, critical project.

M Group's unique connected capabilities, from across our divisions, are vital to the success of HPC. Telent is the principal telecommunications partner, designing, delivering and operating the secure digital infrastructure that keeps the nuclear site connected, safe and operational. BGEN delivers complex mechanical, electrical and commissioning works, while our Highways team provides civils and access infrastructure needed to support construction logistics and safe movement. This range of capabilities saw us harness our technical expertise and lead the multidisciplinary electrical and instrumentation installations for the world's largest turbine.

Hinkley Point C showcases how M Group has harnessed its capabilities to deliver work that separate entities could not achieve. By unifying our portfolio we operate as one cohesive unit, linking capabilities across the infrastructure ecosystem. BGEN's 1,100 experts collaborate with our existing businesses, allowing us to become greater than the sum of our parts.

Our success at HPC embodies our mission to reimagine infrastructure for a sustainable future, and demonstrates the operational excellence required to lead the nation's most vital energy transition projects.

Heathrow Airport



Long-term framework

M Group is the airside civils maintainer and winter resilience framework holder

20+ years

M Group has been a strategic partner with Heathrow for more than two decades

Self-delivery

Dedicated Heathrow team and one of the few contractors to have airside compound

Keeping the nation flying

Heathrow Airport is a national icon and a critical hub for global connectivity. For M Group, our partnership with Heathrow is a clear demonstration of our strategy in action, providing "essential infrastructure services for life" in one of the world's most secure and safety-critical environments.

As the long-term incumbent for the maintenance framework, M Group ensures Heathrow remains operational. This contract was made possible by our unique connected capabilities, which enable us to deliver specialist services across the entire infrastructure lifecycle. Our work includes installing, upgrading, and maintaining sophisticated electrical systems for runways, taxiways, stands, and terminals, with Telent maintaining and supporting the airport's complex traffic signal and vehicle detection networks.

This relationship builds directly on M Group's strategic pillars. We deliver multidisciplinary engineering and specialist electrical services that keep the UK's busiest airport running smoothly. Our commitment to "zero harm" has earned us prestigious RoSPA Orders of Distinction, specifically in association with Heathrow, and showing clients what it's like to work with us.

M Group has come together by unifying our portfolio under a single brand and breaking down silos to act as one cohesive team. By integrating the heritage of businesses such as Dyer & Butler into our Transport Division, we provide Heathrow with the scale of 14,000 experts and 100 years of history. Together, we solve the most complex challenges in national infrastructure.

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Our strategy in action continued

Yorkshire Water



£895.7m

Water Division FY26 turnover, driven significantly by growth in Yorkshire

85%

Secured FY27 budgeted turnover to Water division, including major contracts like the Storm Overflow Alliance with Yorkshire Water

20k tonnes

Recycled construction material in FY26

Delivering critical water services

At M Group, we have forged a long-standing partnership with Yorkshire Water by evolving into a vertically integrated solutions provider, we have moved beyond traditional maintenance to become a vital partner in managing the region's complex water cycle. This transformation is built on our three areas of High Growth Solutions: Critical Infrastructure, Technical Solutions, and Digital & Data Solutions.

The recent award of major portfolios – including the Storm Overflow Alliance and the Smart Meter Exchange programme – was made possible by our unique connected capabilities. Our ability to come together as one team means Yorkshire Water benefits from the scale of our nationwide platform and deep specialist expertise. For instance, our Technical Services team, bolstered by 1,100 experts from our BGEN acquisition, provides the advanced MEICAT (Mechanical, Electrical, Instrumentation, Control, Automation, and Telemetry) skills required for large-scale capital projects and asset optimisation.

We are also leveraging technology to reimagine infrastructure delivery. A proprietary AI tool played a critical role in securing these contracts by generating high-quality, compliant responses that demonstrated our operational excellence. We also utilise our range of capabilities to drive sustainability; in Yorkshire, we have put the circular economy into practice, using recycled construction materials to reduce our environmental footprint. Together, we are proving that by harnessing our varied capabilities, we can deliver the resilient infrastructure society needs.

National Grid



£31bn

National Grid capex being spent on electricity transmission by 2031

£9bn

National Grid capex on electricity distribution by 2031

12 years

Private networks managed services contract

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Modernising the UK's power grid

National Grid provides a compelling example of the breadth and depth of M Group's capabilities for a single, major client, spanning transmission infrastructure, high voltage substations and mission critical digital networks that together underpin the UK's transition to a low-carbon, electrified energy system.

M Group is a major delivery partner for upgrades of overhead transmission lines and substations, supporting the resilience and expansion of the UK's transmission network. This is critical to enabling efficient renewable energy generation and electrification.

Our involvement in grid-modernisation programmes is a response to the growing demand created by electrification and clean energy targets. Our capability spans both early-stage design and pre-construction through to full project delivery, ensuring efficient, safe and scalable solutions across complex schemes.

This work is complemented by wider Group expertise, including telecoms and data capabilities, where we provide 24/7 managed telecoms services for National Grid, operating the mission critical private networks that monitor, control and secure the electricity system nationwide.

Our people and culture

At M Group, our people and values form the cultural core of the organisation, underpinning our ability to deliver essential infrastructure services and drive sustainable growth. Guided by our ‘Thriving Together’ culture, we work as one team, bringing shared standards, collaboration and continuous improvement to everything we do.

Our culture as a strategic competitive advantage

Guided by our Values, our people are our greatest asset and deliver our strategic priorities. Safety is embedded in our operational DNA, reinforced through our ‘It Starts with Me’ behavioural safety programme, which focuses on personal accountability and winning hearts and minds. This approach has contributed to an Accident Frequency Rate (AFR) of 0.06.

A listening culture

We focus on a culture of two-way communication with our people, listening to, and acting on, their views through regular conferences and all-hands calls, as well as less formal huddles and stand-ups. These allow us to explain changes around the business and answer questions from any team in the country, with regular surveys and focus groups adding additional data.

Collaborative synergy

Our single brand identity strategically breaks down silos and enhances collaboration. This unified identity allows colleagues from different parts of the business to have consistent experiences and greater opportunities for career mobility.

Celebrating our people

In a world that’s continuously evolving, we celebrate our people’s contributions and their motivation to build skills and expertise. Each year, we roll out the red carpet to recognise their outstanding efforts and achievements at our Beyond Expectations Awards. These embody ‘Thriving Together’ and our core values, fostering a culture of collaboration and excellence.

Our values guide our success

We are driven by a core value system that defines how our people show up every day to achieve our shared purpose, to deliver essential infrastructure services for life. As part of our transformation, these shared values of Responsible, Open, Together, and Ambitious were developed following a Group-wide consultation with our people, and are the fundamental principles guiding our individual and organisational actions.

Responsible

We do the right things for our people and commit to delivering services safely and sustainably, encouraging every team member to take ownership and accountability. This commitment is vital for maintaining the trust of our blue-chip clients in highly regulated sectors.

Open

By fostering a culture of curiosity and flexibility, we encourage our people to find better ways of working and learn from experience, which is essential for adapting to a rapidly changing environment.

Together

We believe our organisation is greater than the sum of its parts, promoting seamless collaboration across divisions to share insights and join the dots in a connected ecosystem.

Ambitious

We’re motivated to achieve outstanding outcomes and generate unsurpassed value, ensuring we remain leaders through innovation and continuous improvement.

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It starts with me

We’re prioritising the development of great front line safety leadership and on winning the ‘hearts and minds’ of our people through our ‘It Starts With Me’ commitment.

We are using interactive training, where teams work through real scenarios drawn from everyday site experiences, helping our people to make safer choices every day. The feedback has been outstandingly positive.

The 3a (Assess, Appreciate, Advance) programme in M Group Energy has delivered more than 260 senior leadership site visits, driving compliance, sharing best practice, and encouraging innovation.

The way we organise, manage and enable safety support is being re-imagined to deliver greater mobility and availability of advice, better visibility of live risks and provide greater development opportunities for our people.

We’re working to standardise our different safety frameworks while keeping the technical flexibility every team needs.

Core strengths in growing markets

It starts with me

Our people and culture continued

Our people are our greatest asset

We understand that our success depends on attracting, developing, and retaining a highly skilled and diverse workforce.

Investment in training and development

We operate in a sector characterised by high barriers to entry and a demand for a highly skilled workforce. Investment in training and development is a primary means of ensuring we can deliver for our clients, and to address the UK’s skills shortage we invest heavily in apprenticeship and graduate programmes.

As a member of the 5% Club, we are committed to ensuring that at least 5% of our workforce is in ‘earn and learn’ positions specifically, formal apprenticeships, graduate schemes, or sponsored student programmes. Strategic plans are in place for key roles, and the Group is actively mapping top talent to identify future development opportunities.

Inclusion and belonging

Our Respect, Inclusion and Belonging policy reflects our commitment to being a business that lives its values, in everything we do. This benefits our business in several ways. Better decision-making: Diverse teams bring broader thinking, leading to more innovative and effective outcomes. Higher engagement and retention: When people feel like they belong, they’re more motivated, productive and committed. Stronger reputation: Being known as an inclusive employer helps us attract great talent and build trust in our customers and communities. A culture of innovation: Inclusion fosters openness and psychological safety, key ingredients for creativity and continuous improvement. In our latest Opinion Survey, 81% of our people stated that they work in an inclusive team that values diversity and they feel they are treated with respect. We remain committed to maintaining environments which allow people to bring their full self to work and enhance the experience of working at M Group.

Our ENABLE inclusion networks bring together colleagues with a shared passion for building a culture where everyone belongs. ENABLE represents the areas

we are committed to advancing across the Group: Ethnicity & culture, Neurodiversity & disability, Age and lived experience, Breaking gender bias, LGBTQ+, and Enabling social mobility.

These networks help us identify priority focus areas, share best practice and shape meaningful action plans that strengthen inclusion across M Group.

Social value through people

Our team leads change by creating measurable social value, such as through partnerships with the Armed Forces. We reconfirmed our commitment to the Armed Forces community, by securing our Gold Award under the Defence Employer Recognition Scheme and signing up again to the Armed Forces Covenant. While we’re proud to be holders of the Gold Defence Employer Recognition Scheme award, what matters more to us is how we put our commitment into practice. Across our Group, we already have got an active community of 400 Armed Forces alumni who aren’t just succeeding, they’re thriving.

Gender diversity

The following table sets out our Group gender diversity position at 31 March 2026. The overall proportion of female Directors increased by 23%, senior managers increased by 50% in comparison with the previous year.

	31 March 2026			31 March 2025		
	Female	Male	Total	Female	Male	Total
Director ¹	37	242	279	30	183	213
Senior Managers	154	493	647	103	392	495
Employees	2,764	10,575	13,339	2,103	9,062	11,165
Total	2,955	11,310	14,265	2,236	9,637	11,873

¹ Directors are defined as Statutory Directors of any entity within the Group, plus any individual with ‘Director’ in their job title.

“ I joined M Group because it’s a business that cares about people, and our colleagues show extraordinary care for each other. I’m excited to build on our people strategy, where people, performance and safety are core to the Group’s future success and growth.”

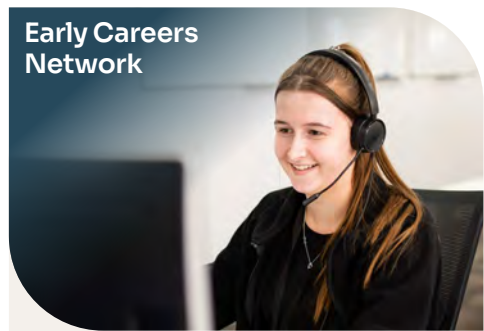
Adele Barker
Chief People Officer

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Early Careers Network

We are passionate about making a real difference, and we take pride in our early career programmes that offer opportunities to learn, develop, and lay a foundation in infrastructure

We offer apprenticeships from Level 2 to Level 7, with more than 400+ participants, including over 40 graduates, in FY26. Our Early Careers Network provides individual support and a forum for graduates and apprentices to connect, share ideas, and learn.

Investing in early careers is essential for long-term success; our programmes offer practical experience, access to industry technology, and mentoring from seasoned professionals. Designed to be accessible to a diverse range of candidates, our apprenticeships ensure everyone has the opportunity to succeed.

We focus on personal and professional growth through tailored training, leadership workshops, and networking events, fostering confidence, resilience, and a sense of belonging.

Early Careers Network

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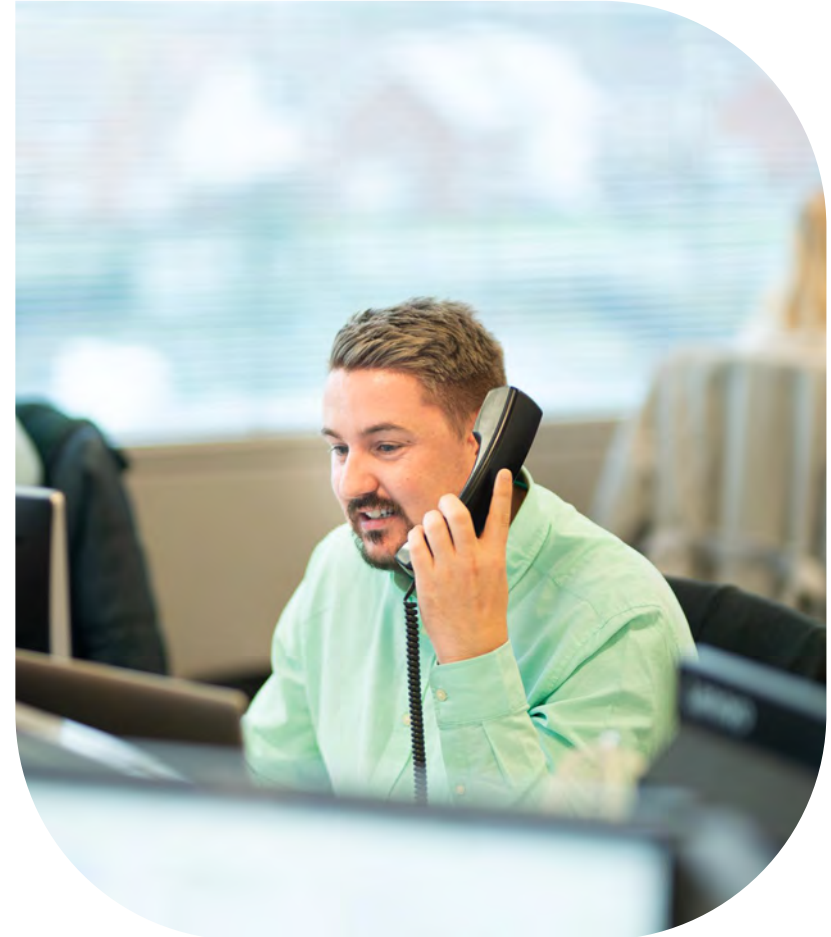
Stakeholder engagement

Our stakeholders are the people, communities and organisations with an interest or concern in our purpose, strategy, and operations. We engage and collaborate with all our stakeholders to ensure our business delivers long-term, sustainable value.

Section 172(1) of the Companies Act 2006 requires each Director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole but having regard to a range of factors set out in section 172(1) (a)-(f) in the Companies Act 2006. In discharging our section 172 duty, the Directors have regard for these factors taking them into consideration when decisions are made. They also consider any other factors they deem relevant to the decisions being made.

Those factors include the interest and views of our clients and their end users, regulatory bodies, and our relationship with our lenders. We delegate authority for day-to-day management of the Group to the Executive Directors and engage management in setting, approving and overseeing execution of the business strategy and related policies. Board meetings are held periodically at which the Directors consider the Group's activities and make decisions.

Nurturing constructive dialogues



Stakeholder engagement continued

Our people

We employ 14,000+ people across the UK and Ireland with a diverse range of skills.



Why they are important to us

- Our people embody our values and culture
- Their skills, safety and performance underpin operational excellence
- Engaged and empowered colleagues drive innovation and continuous improvement
- They provide the future leadership pipeline integral to our long-term strategy

What matters to them

Our people value feeling proud, inclusion and connection, with strong emphasis on belonging, team support, and being able to be themselves. They care about meaningful environmental impact, want clear strategic communication, and expect visible, relatable leadership with consistent, joined up ways of working across the Group.

How we engage with them

We engage with our people through open, two-way communication, utilising conferences, all-hands calls, huddles, stand-ups, surveys, focus groups and our intranet, M Connect. Our values were developed following a Group-wide consultation with our people and we listen to feedback, act on insights, recognise great performance, and ensure colleagues feel supported, informed, and valued. This approach strengthens engagement, reinforces our culture, and drives high-

quality service delivery. In addition, our Reward and Recognition programmes ensure contribution is valued, every milestone is celebrated and every colleague is empowered to succeed.

During the year, the Group provided employees with regular information on business performance, strategic developments and organisational changes. We are committed to equal opportunities and inclusion, with applications from disabled people assessed fairly on skills and aptitude. Employees who become disabled are supported through adjustments and training, with equal access to development, progression and promotion. We believe our people are our greatest asset which is why our reward and recognition programmes ensure all colleagues feel valued, motivated and empowered to reach their full potential.

2025/2026 engagement highlights

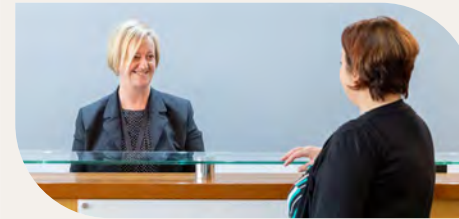
During the year, our annual Group-wide People Opinion Survey was conducted, informing actions to improve the Group as a workplace. The survey delivered a strong engagement score of 74%, reflecting pride and a sense of belonging among our people. Feedback has been used to shape both short-term actions and longer-term people strategy.

Priorities for 2026/2027

We will strengthen engagement by acting on survey feedback and support line managers to have regular, meaningful conversations with their teams. We will continue to recognise great performance, promote wellbeing and inclusion, and track progress through clear actions and regular updates.

Our clients

We work with more than 130 clients and aim to build outstanding customer relationships.



Why they are important to us

- Our clients shape our service delivery, setting the priorities that guide operational excellence
- Their trust enables strategic investment, allowing us to innovate and expand capabilities
- Strong client partnerships sustain our reputation in the infrastructure services market
- They provide essential insight into evolving needs, partnering with us for integrated solutions

What matters to them

Our clients prioritise reliability, safe delivery and consistent operational performance. They value partners who understand regulatory demands, provide deep technical expertise and respond quickly to emerging challenges. Clients also expect transparent communication, long-term collaboration and innovative, efficient solutions that strengthen the resilience and sustainability of their critical infrastructure networks.

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How we engage with them

We engage through long-term partnerships built on transparency, regular communication and proactive collaboration. We work closely with clients to understand operational needs, respond quickly to challenges and co-design efficient, resilient solutions. By sharing insight, performance data and best practice, we strengthen trust and support the delivery of critical infrastructure.

2025/2026 engagement highlights

We have long-term relationships with our clients across multiple contracts. We aim to meet the specific needs of each of our clients to deliver best-in-class solutions. During the year we continued to offer key account support and face-to-face meetings to invest further in these relationships.

Priorities for 2026/2027

Next financial year, we will deepen client engagement through more frequent strategic reviews, performance reporting and strengthened account governance. We will enhance collaboration across divisions, broaden technical insight sharing and focus on early stage involvement in client programmes to co-design resilient, efficient solutions that address emerging infrastructure challenges.

Stakeholder engagement continued

Our suppliers and subcontractors

We partner with more than 6,500 suppliers and subcontractors to deliver safe, high-quality and efficient infrastructure services.



Why they are important to us

- They support safe, efficient and reliable delivery
- They enhance flexibility and responsiveness
- They provide essential specialist skills and capacity
- They are critical partners in value creation

What matters to them

Our suppliers and subcontractors value clear, consistent terms, fair treatment and prompt, reliable payment performance. They expect transparent engagement, streamlined processes and support in meeting compliance requirements. Strong communication, predictable workflows and long-term partnership approaches also matter, helping them deliver safely, efficiently and sustainably across our projects.

How we engage with them

Our Code of Conduct sets out clear standards regarding our ways of working with our supply chain. The Code of Conduct emphasises ethical business practices, transparency, and integrity. Through our anonymous whistleblowing service, we also encourage our people to report any concerns about misconduct or wrongdoing.

This commitment underlines our dedication to maintaining exemplary standards of business conduct and acting fairly throughout our operations.

2025/2026 engagement highlights

Dialogue with suppliers and subcontractors is important to mitigate supply chain risk and to ensure we have access to the most cost effective and reliable products and services. During the year we worked closely with our supply chain to ensure we can meet our business requirements in a sustainable way. Having key account support and face-to-face meetings helps to build trust and long-term relationships which is beneficial to both parties.

Priorities for 2026/2027

Next financial year, we will strengthen supply chain engagement by continuing to focus on payment performance, deepening collaboration on safety and quality, continue to invest in social value initiatives, enhance compliance support, and streamline processes to create a more consistent, resilient and responsible network of suppliers and subcontractors.

Our communities and the environment

We work with communities to protect the environment, support social value and local wellbeing and deliver sustainable, long-term benefits.



Why they are important to us

- Communities are central to our licence to operate, shaping trust in how we deliver our services
- Strong community relationships support safe, respectful delivery and minimise disruption
- Protecting the environment underpins long-term sustainability and resilience of the networks we maintain
- Acting responsibly enhances our reputation and aligns with client, regulatory and societal expectations

What matters to them

Communities value minimal disruption, safe working practices and clear communication about local impacts. They want us to protect the environment, deliver increased social value, enhance local wellbeing and leave a positive legacy. Visible engagement, responsible behaviour, and support for local initiatives matter most as we deliver essential infrastructure where people live, work and travel.

How we engage with them

M Group engages with communities and the environment by operating responsibly,

minimising disruption, and supporting local priorities. We promote environmental stewardship, collaborate with partners to reduce impacts, and contribute to community wellbeing through targeted initiatives, open communication and sustainable practices that ensure we leave a positive, long-term legacy.

2025/2026 engagement highlights

During the year, we continued to collaborate with schools to encourage interest in STEM (science, technology, engineering, and maths) subjects among students and to raise awareness of careers in our sector. We continued to prioritise local recruitment, and actively partner with the armed forces by offering fulfilling careers to those who have served their country, or are serving as reservists, volunteers, or cadet instructors. We also continued to engage with our supply chain across selected procurement categories for which we calculated greenhouse gas emissions using spend data.

Priorities for 2026/2027

Next financial year, we will deepen our engagement with communities, strengthening environmental stewardship, enhancing transparency on our sustainability progress, and collaborating more closely with partners to reduce environmental impact and support long-term community wellbeing across the regions we serve.

Stakeholder engagement continued



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Our shareholders and lenders

We work with our shareholders and lenders to maintain strong financial discipline, ensure transparent performance, and support sustainable long-term value creation.



We engage with lenders by providing monthly financial information, maintaining transparency on performance, liquidity and covenant compliance. This open, consistent dialogue strengthens trust, supports disciplined growth and underpins our financial resilience.

2025/2026 engagement highlights

During the year, we continued to engage closely with shareholders through active Board representation, ensuring clear strategic alignment and transparent oversight. Lenders received detailed monthly financial information, reinforcing confidence in our performance, liquidity and covenant compliance. This consistent dialogue strengthened trust, supported disciplined investment decisions and underpinned the Group's financial resilience.

Why they are important to us

- Shareholders help to shape our strategic direction and expectations
- Shareholders oversee performance discipline, governance and sustainable value creation
- Lenders allow the Group to invest in strategic projects and pursue disciplined growth
- Lenders' continued support strengthens liquidity and financial stability

What matters to them

Shareholders and lenders value strong financial discipline, transparent performance and sustainable long-term value creation. They expect clear communication, considered investment decisions and robust governance. Their focus is on liquidity, stability and confidence that M Group will continue to deliver resilient results and disciplined growth over time.

How we engage with them

We engage with our shareholders through Board representation, ensuring direct oversight, clear communication and alignment on long-term strategy.

Priorities for 2026/2027

Next financial year, we will strengthen engagement by continuing to enhance board reporting. For lenders, we will continue to provide timely, transparent monthly information, reinforcing confidence in our financial discipline, liquidity management and long-term resilience.

Our key performance indicators

Financial

Proforma turnover

£3.2bn

2026

£3.2bn

2025 (trading)

£2.7bn

Total proforma turnover measures the revenue including the full year revenue of new acquisitions acquired part-through the financial year, as if they had been acquired on the first day of that financial year. This KPI reflects the Group's growth, which is important to our business model. Proforma turnover has increased by 21% compared to prior year on a trading basis. Refer to page 35 for reconciliation.

Order book

£10.4bn

2026

£10.4bn

2025

£8.8bn

The order book includes the value of all future contractually committed work, which has not yet been recognised into turnover. This KPI allows turnover visibility, supports forecasting and planning, highlights execution risk early, tracks sales performance and pipeline quality. The order book as at year end includes 76% coverage of the FY27 expected turnover.

EBITDA before exceptional and non-recurring items

£217.6m

2026

£217.6m

2025 (trading)

£155.5m

EBITDA before exceptional and non-recurring items is defined as profit before interest, tax, depreciation, amortisation, impairment, exceptional and non-recurring items. Exceptional items are defined in the Group's accounting policies in note 3 to the financial statements. Non-recurring items are items that do not meet the definition of exceptional items, but which are considered by the Directors not to be representative of the normal course of the business and are compliant with the Group lender's senior finance agreement; see page 37 of the Financial review. This KPI reflects the recurring performance of the business, by removing volatilities associated with exceptional and non-recurring items.

Total available liquidity

£453.4m

2026

£453.4m

2025

£321.6m

The total available liquidity comprises cash and cash equivalents, undrawn Revolving Credit Facility (RCF) net of bonding carve out, and available Committed Acquisition Facility (CAF). This KPI shows the cash headroom the business has to meet near-term obligations; it supports decisions on spend and investment; and it demonstrates the ability to absorb shocks and operate without disruption.

EBITDA before exceptional and non-recurring items margin

7.1%

2026

7.1%

2025 (trading)

6.2%

EBITDA before exceptional and non-recurring items margin is defined as EBITDA before exceptional items and non-recurring items as a percentage of turnover. This KPI reflects the recurring profitability of the business, by removing volatilities associated with exceptional and non-recurring items.

Gearing ratio

3.4x

2026

3.4x

2025

2.5x

Gearing ratio is calculated as proforma EBITDA over net debt (being senior debt, plus drawn RCF, plus drawn CAF, plus finance leases, less cash and cash equivalents). The Group is partially financed by senior debt and the only financial covenant associated with the senior debt is a gearing covenant which is reviewed monthly to ensure there is adequate covenant headroom over the life of the facilities. This KPI shows that the Group has abundant headroom to meet its obligations against the maximum gearing covenant of 8.5x.

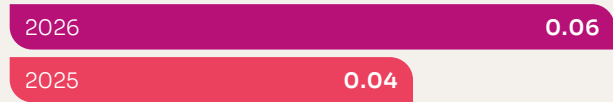
Our key performance indicators continued

Non-financial

Safety

12-month rolling Accident Frequency Rate (AFR)

0.06



AFR is calculated as the total number of reportable incidents in the last 12 months divided by the total hours worked in the same 12-month period, multiplied by 100,000 hours. This KPI is an industry-standard measure of safety performance and it is used by the Group to support accountability and continuous improvement.

ESG – Scope 1 & 2

Carbon intensity reduction

18.7%



The Group is committed to reducing its overall Scope 1 and 2 carbon by 42% by FY2030 against a FY2022 baseline, and it measures progress regularly against plans. This KPI allows the Group to measure performance against its strategic goal and track delivery of the carbon reduction pathway over time.

Employee engagement score

% from latest People Survey

74.0%



We engage with our people through the confidential annual Group People Opinion survey, with an engagement score measured as the percentage of respondents that agree rather than disagree with the following five questions: 1. I am proud to work here; 2. I care about the future of my company; 3. I feel part of my company; 4. I would still like to be working here in two years' time; and 5. working here makes me want to do the best work I can. This KPI provides a consistent, quantifiable view of workforce sentiment and commitment, which are leading indicators of retention and service quality.

Suppliers and subcontractors

Average days to pay

18 days



In line with the Prompt Payment Code, our latest Duty to Report on Payment Practices and Reporting submission covers the period from 1 October 2025 to 31 March 2026, and shows that the Group's aggregate average payment days. We are fully committed to complying with the 30-day payment requirements for small and medium-sized firms.

ESG

EcoVadis rating

Bronze



EcoVadis is recognised by our peers, clients and investors as a first-rate sustainability ratings agency. An EcoVadis 'Bronze' result indicates that the Company's sustainability management system has been assessed as performing at a level high enough to receive a medal, compared to a prior-year 'Committed' status. This KPI provides an independent benchmark of ESG performance and progress by the Group.

Clients average relationship length

19 years



The Group measures the average relationship length with the top 10 clients by turnover. This KPI evidences long-term client retention and trust, supports the quality and resilience of the revenue base, and helps management monitor progress against strategic objectives to build enduring client relationships.

Our approach to sustainability

Operating across the UK and Ireland, we integrate social impact, environmental stewardship, and ethical governance into our core infrastructure operations delivering measurable progress – fostering inclusive cultures and sustainable communities while maintaining the highest standards of corporate conduct and transparency.

Essential for our people
and the planet

In February 2026, M Group received its latest EcoVadis sustainability rating with a bronze medal score of 64 out of 100. EcoVadis is one of the world's most trusted sustainability rating platforms, assessing companies globally on environmental, social, ethical and procurement criteria. Our score places the business among the top 35% of companies assessed worldwide over the past 12 months. It's a credible improvement on last year's initial score of 56%, and we have a clear roadmap for what comes next.

Behind this improvement is a year of intensive groundwork. Our first Double Materiality Assessment (DMA), undertaken as a voluntary strategy exercise, identified where M Group's operations have the greatest impact on the world around us, and where sustainability risks and opportunities are most relevant to our business. Seven priority areas have emerged from that process: carbon and energy management, water stewardship, colleague development and engagement, health and safety, responsible supply chain management, service quality and delivery, and data security and governance.

These seven areas now form the backbone of our current ESG development activities. Our ambitious goal is to develop from an already competitive sustainability approach to one that's genuinely market leading. In so doing, we also aim to gain recognition for our progress in the form of improved outcomes from our ratings provider for our next assessment.

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“ Our improved EcoVadis rating highlights our dedication to robust ESG standards. The collaborative efforts throughout the Double Materiality Assessment have provided valuable insight into our environmental and social impact, guiding us towards targeted progress. We're committed to embedding sustainability at the heart of our operations. By continually raising our standards and focusing on responsible growth, we aim to secure our position as a market leader while consistently delivering value to our customers.”

Andrew Hunt
Director of ESG and Innovation



Our approach to sustainability continued

Our environmental performance

We are firmly committed to reducing our carbon footprint, building on the progress already achieved through validated science-based targets, fleet decarbonisation initiatives, and continued investment in energy-efficient technologies. This commitment to carbon reduction is integral to our long-term strategy and reflects our responsibility to support the transition to a low-carbon economy.



The following tables report the UK energy use and associated greenhouse gas emissions to comply with the reporting required under The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2018.

Methodology

Emissions are calculated in accordance with the GHG Protocol Corporate Standard using the UK Government 2025 conversion factors by in-house specialist staff and independently verified to the standard of ISO 14064 by Achilles.

Boundary

Reporting boundary encompasses UK-based operations. While Group turnover includes a small contribution from outside the UK, these are not significant for GHGs or energy.

Aran Group Holdings Limited and Telent Technology Services Ltd were acquired in April and July 2025 respectively. The reported data reflects the time period in the financial year when the companies were under the operational control of M Group.

Reported activity covers the 12 months from 1 April 2025 to 31 March 2026.

Energy efficiency actions

During the year the Group implemented a number of energy efficiency measures which aligned with our ESOS Phase 3 Action Plan.

This included the continued transition of company cars to hybrids and battery electric vehicles. The annual savings in energy from fleet electrification reported in our latest ESOS progress update was 2290 MWh.

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SECR Energy consumption

Energy consumption	FY2026	FY2025
Electricity – Sites (kWh)	8,118,126	4,808,991
Electricity – Transport (kWh)	2,172,413	1,903,615
Natural gas (kWh)	2,166,337	2,555,859
Diesel & petrol (kWh)	175,151,953	182,214,440
Other fuels (HVO, LPG) (kWh)	30,421,347	26,379,330
Total energy consumption (kWh)	218,030,176	217,862,235

SECR Emissions

Emissions Scope	FY2026	FY2025
Scope 1 (fuel, gas, plant) (tCO ₂ e)	45,878	46,723
Scope 2 (purchased electricity – location based) (tCO ₂ e)	1,859	1,370
Scope 3 (Employee-owned vehicles used for business travel) (tCO ₂ e)	1,725	1,324
Total SECR Emissions (tCO₂e)	49,462	49,417

SECR Intensity Metric

Metric	FY2026	FY2025
tCO ₂ e per £m turnover	16.0	19.7

Methodology

- The scope of reporting encompasses UK-based sites and activities. While Group turnover includes a small contribution from activities outside the UK, these are not significant from the perspective of energy use or greenhouse gas emissions.
- Reported activity and greenhouse gas emissions are for the 12 months, 1 April 2025 to 31 March 2026. Within the reporting period Aran Group Holdings Limited and Telent Technology Services Ltd acquired in April and July 2025 respectively. The reported GHG emissions reflect time periods when the companies were under M Group's operational control.
- Greenhouse gas emissions are calculated and presented in accordance with the GHG Reporting Protocol – Corporate Accounting & Reporting Standard and the UK Government's Environmental Reporting Guidelines, March 2019.
- Greenhouse gas emissions are calculated using UK Government's 2025 conversion factors and reported as tonnes of carbon dioxide equivalent (tCO₂e).
- Other Scope 3 emission sources; business travel by air, rail, taxi and ferry collectively account for less than 1% of reported emissions and are therefore considered to be de minimis.
- M Group's energy use and associated greenhouse gas emissions have been calculated by in-house specialist staff through use of the Achilles Carbon Reduce reporting platform and independently verified, by Achilles' qualified carbon verifiers, to ISO 14064-1:2018.

Our approach to sustainability continued

Our sustainability focus

How we support the people who drive our success

With more than 14,000 colleagues delivering essential infrastructure services across the UK and Ireland, our people are the foundation of everything we do.

This year we've invested in a holistic wellbeing framework covering physical, mental, financial and social health, and strengthened our ENABLE colleague networks, which champion respect, inclusion and belonging across the Group. Our most recent engagement survey shows 81% of colleagues feel they can be themselves at work. This statistic gives us a 5% improvement on last year and is well above external benchmarks for companies similar to ours.

81%

Colleagues feel they can be themselves at work



People

How we're making measurable progress in reducing our environmental impact

We deliver our work in and around the natural environment every day, which is why protecting it is integral to our purpose.

This year we've engaged in Climate Transition Planning, as well as continuing to reduce Scope 1 and 2 emissions. We've also completed our double materiality assessment to better understand where our environmental impacts are greatest. Our biodiversity policy is now in place, and water management has been elevated as a priority focus area. We're measuring our impact more rigorously than ever and directing our investment to where it matters most.

18.7%

Carbon intensity reduction



Planet

How we ensure we operate responsibly and ethically in everything we do

M Group delivers the nation's critical infrastructure services, and good governance is essential for maintaining the trust of our client base. This year we relaunched our Governance Framework: a comprehensive suite of policies that sets clear standards for how we work across the Group. We introduced our own Code of Conduct document, as well as a bespoke Code of Conduct document for our Supply Chain Partners, we strengthened our risk management, ethics and whistleblowing procedures, and continued to improve our ESG disclosures.

We've had our sustainability maturity independently assessed by independent sources, and the results confirm that our approach to governance is developing at the pace our stakeholders expect.

200k hours

of training completed in year



Good business practice

The connections we make: Prioritising our people

Our people are our greatest asset, and we're committed to making sure M Group is a place where everyone feels valued for their contribution, and safe to bring their whole selves to work. We're changing as an organisation. We're listening more closely and acting on what we hear – strengthening our culture, improving how we support colleagues and building an environment where more people feel positive about working here.

M Group brings values to life through leadership roadshows

This year, M Group launched a series of values and behaviours roadshows to bring the Group's four new values, Responsible, Open, Together and Ambitious, to life for leaders across the business.

More than 400 leaders have attended full-day workshops held at venues around the UK, with an average feedback score of 4.5 out of five. Each event was led by a member of the Executive Committee, who opened the day with a conversation about what the values mean in practice. From there, delegates chose their own focus from a wide range of activities, including 40 specially designed leadership bitesize modules covering topics from digital leadership and equity in leadership to resilience and building high-performing teams.

The roadshows are part of a broader shift in how M Group approaches leadership development. This year also saw the launch of the Group's first standardised First Line Leaders' Development Programme, with 85 leaders now on the programme. Across the Group, 373 leaders have also benefitted from a structured talent review.

The response to the values workshops has been overwhelmingly positive, with a 96% satisfaction rate recorded across Group-coordinated programmes this year. With the values now embedded in the Group's leadership framework, the focus for the year ahead is to extend their reach deeper into the organisation.

“ These workshops give our leaders the space to step back from the day job, connect with colleagues from across the Group, and really think about how our values shape the way we lead. The energy in the room has been remarkable.”

Andrew Findlay
Chief Executive Officer



The connections we make: Reducing our environmental impact

Putting a value on the good we do

Thanks to our improved and rapidly joining-up approach to social value reporting across our Group, we can put a credible number on the social value we create on our contracts. The tool behind it is Loop, a system that records the social value we create, from employing local people and training our teams to spending with local businesses, cleaning out rivers and engaging with young people. Loop converts a wide range of activities into a monetised social return on investment using a recognised set of proxy metrics.

So far, the system has been adopted by our Transport and Water divisions, and their outputs show that in the 2025/2026 financial year, we generated around £76 million of social value, roughly £40 million through our Transport division and £35 million through M Group Water. Set against the related activity, this works out at about seven pence of social value for every pound of turnover.

We've been excited to see the Loop system gathering traction with our other divisions during this reporting period. What began in a single business activity is now used across the whole of transport and water, with our telecoms and energy colleagues coming on board too. There's still some variation in how each division records its metrics, which is a fair reflection of a system that's still maturing.

We're treating this as our benchmark year. With a baseline established, we can set ourselves targets to improve it, year-on-year, in both pure value and pence per pound.

Our transport division is already aiming towards 10%. From a modest start, this is what we can tell you so far, and we expect to have a lot more to report next year.

To keep the local community up to date with the ongoing clean-up work, the Apprentices created a Facebook page so they could engage and offer personal insights. They also created posters highlighting areas for improvement, working with local businesses to put them up to help raise awareness.

“ I am thrilled by the fantastic work our teams have delivered in social value. Their dedication not only demonstrates the impact we can have on our local communities but also shows that recording and reporting on these activities in a meaningful way gives us a powerful story to tell.”

Andrew Hunt
Director of Innovation and ESG



£76m

Total social value

The connections we make: Committed to responsible and sustainable governance

Culture matters. It's why our clients keep coming back to us, and it's why so many of our colleagues stay with us to build their careers. At M Group, we know good governance isn't just about having policies and procedures in place. It's also about the culture and "feel" of what it's like to work with us, which is why we've invested a good deal of energy in a new brand identity, new values and a new way of thinking. We have a wealth of skills and abilities that we want to share with the world, but we also want everyone to know how much we've grown and developed as an organisation. Our Code of Conduct is one example of many.

One framework, one standard, openly shared

Our Code of Conduct brings together a comprehensive suite of policies in a single, accessible resource, setting clear, consistent standards for every part of the business.

Running a business of M Group's scale and diversity means managing a significant breadth of operational, commercial and strategic activity across multiple divisions and thousands of people. Doing that well requires clear, consistent standards, which need to be ones that everyone can find, understand and act on. This is precisely what our Code of Conduct is designed to deliver.

Our Code of Conduct takes governance a step further and brings together our complete suite of policies in a single, structured resource: everything from acquisitions and authorisation limits to health and safety, data protection and whistleblowing. All of it is in one place, openly accessible to anyone with an internet connection.

Each policy is maintained as a live, online document, so our people are always working from the most current version. Everyone can access any policy in the suite with confidence that the online version is the authoritative source.

By setting a shared baseline across the Group, the Governance Framework gives all our divisions a repeatable foundation for how they operate. Whether working in Water, Energy Infrastructure, Energy In-home, Technology & Communications, or Transport, the minimum standards are the same. This consistency strengthens how we manage risk, how we repeat excellent results, and how we continue to demonstrate the quality and integrity that sets M Group apart.

“ The Governance Framework is our essential guide to policies and shared resources. It's underpinned by our values, and it's there for every single one of our people.”

Alain Loosveld
Chief Operating Officer



Financial review

M Group operates with strong financial discipline: we prioritise cash generation, tight control of working capital and controlled management of the balance sheet. We allocate capital with a clear focus on value, investing selectively in people, capability and innovation to strengthen delivery and support sustainable, long-term growth.

£262.0m

Net assets as at 31 March 2026

£453.4m

Available Liquidity

3.4x

Cash Interest Cover Ratio

3.4x

Gearing ratio



“ Strong trading, efficient operations and good cash generation continue to improve the Group’s financial position. This has given us the desired platform to invest £265.4m in new acquisitions in the financial year and available liquidity of £453.4m.”

Chris Keen
Chief Financial Officer

→ Further information is available at
<https://mgrouppltd.com/who-we-are/investors/financial-information/>

Financial review continued

Trading performance

	Year ended 31 March 2026 £m (Statutory)	Period ended 31 March 2025 £m (Statutory) ¹	Year ended 31 March 2025 £m (Trading) ¹ (unaudited)	Variance £m (Statutory)	Variance £m (Trading) (unaudited)
Turnover	3,083.8	1,378.7	2,504.7	+1,705.1	+579.1
Proforma turnover ² (unaudited)	3,236.4	n/a	2,673.7	n/a	+562.7
EBITDA before exceptional and non-recurring items ³	217.6	85.7	155.5	+131.9	+62.1
Proforma EBITDA before exceptional and non-recurring items ³ (unaudited)	232.1	n/a	170.6	n/a	+61.5
EBITDA before exceptional items ³	162.1	65.4	130.5	+96.7	+31.6
Operating profit/(loss)	14.5	(13.9)	4.2	+28.4	+10.3
EBITDA before exceptional and non-recurring items margin ³	7.1%	6.2%	6.2%	+0.8bp	+0.8bp

1 Statutory prior year comparatives shown in this review are for the period from incorporation on 11 June 2024 to 31 March 2025, although M Group has been in operations for the full comparative year. M Group Limited (the "Company") is a new holding company following the acquisition of M Group by CVC in 2024. The Company acquired the M Group trading business on 23 September 2024 and the FY25 results have been consolidated in these financial statements from the date of the acquisition representing six months trading. The unaudited results of the trading business for the 12-month period ended 31 March 2025 have been included as a comparative.

2 Proforma turnover is the turnover that would have been generated by the Group if any acquisition in the year had occurred at the beginning of the financial year and therefore a normalised view of the operating performance of the enlarged Group. Refer to page 37 for the reconciliation to statutory turnover.

3 Refer to page 37 for the definitions, explanations and reconciliations of these alternative performance measures.

I am pleased to introduce the results of M Group for this financial year.

Turnover

The Group delivered statutory turnover of £3,083.8m in the year (Prior period: £1,378.7m). This includes Telent turnover of £330.3m since the date of acquisition on 31 July 2025. The proforma turnover was £3,236.4m (Prior trading period: £2,673.7m) including the full turnover of acquisitions in the year of £479.8m. Proforma turnover increased by 21% on a trading basis.

The Group's businesses typically operate under long-term framework contracts secured in regulated markets and selected non-regulated sectors for asset owners and operators such as Thames Water, Yorkshire Water, Welsh Water, National Grid, Network Rail, Heathrow Airport, EON, British Gas, EDF, Openreach, Virgin Media, AstraZeneca and Diageo. We take pride in having long-standing relationships with our clients and

aim to ensure that we invest in our contracts and business relationships to deliver an excellent service to our clients and to our clients' customers.

Profitability

Operating profit was £14.5m (Prior period: loss of £13.9m). This reflects 12 months of operations with an amortisation of £117.4m (Prior period: £55.4m) for goodwill, including the newly recognised goodwill of Telent Technology Services Limited and Aran Group Holdings Limited.

Group EBITDA before exceptional and non-recurring items was £217.6m (Prior period: £85.7m), and EBITDA before exceptional items was £162.1m (Prior period: £65.4m). EBITDA before exceptional and non-recurring items margin was 7.1% (Prior period: 6.2%). The margin improvement has been achieved through further developing our work platforms to align with our customers needs, greater efficiencies in overheads, and good investment in automation.

Order book

The order book at 31 March 2026 of £10.4 billion (Prior period: £8.8 billion) gives the Group significant momentum over the coming years. This includes 76% of our FY27 forecast turnover (Prior period: 72% using the 12-month forecast turnover of M Group trading group). This enables the Group to plan efficient resources allocation together with the strong cash generation, diversified blue chip customer base, and sound underlying trading measures, the Directors are confident in the future prosperity of the Group. The order book is rigorously maintained and only includes work M Group has secured or can extend at our discretion. The order book covers 3x years of FY26 annual Turnover.

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Order book

£10.4bn

FY26 order book total
(+17.8% year-on-year)

2026 **£10.4bn**

2025 **£8.8bn**

Bank financing and interest

Total bank loans as at 31 March 2026 were £920.0m. The net finance cost in the year amounted to £42.4m. The Group is financed by £5.4m equity in the form of ordinary shares, senior debt of £920.0m. In November 2025 the Group undertook an "amend and extend" refinancing. As a result of this, the loan value increased at a lower rate of interest margin. The facility matures in November 2030. The SONIA element of the interest expense is substantially hedged at rates of up to 4.0%. The refinance has also improved the liquidity of the Group and provides a ready source of funds for M&A. In addition, the Group has access to £198.7m undrawn Revolving Credit Facility (RCF) and £100.0m CAF facility.

Financial review continued

Details of maturity dates can be found in note 21. The only financial covenant associated with the senior debt is a gearing covenant which is monitored monthly to ensure there is adequate covenant headroom over the life of the facilities. As at 31 March 2026 the gearing was 3.4X. Interest on the senior debt is settled in cash.

Shareholder capital return

Following the refinancing of the senior debt facility with predominately existing lenders, a £170.0m capital return to shareholders of M Group Limited was made on 4 December 2025 reflecting the Group's robust financial performance and strong balance sheet position.

Liquidity

The Group has access to significant liquidity, allowing flexibility in managing cash flow and making strategic investment decisions. The total available liquidity was £453.4m as at 31 March 2026. This comprises cash and cash equivalents of £154.7m, undrawn RCF of £198.7m and a Committed Acquisition Facility (CAF) of £100m. As detailed in note 36, the RCF was increased to £272.0m post year-end across two lenders.

Financial instruments

The Group has mitigated its interest rate risk through entering into interest rate hedging arrangements to its senior debt facility, which run to November 2028. These hedging instruments mitigate interest rate risk by swapping variable interest rates for fixed interest rates. As at 31 March 2026, the Group is 76% hedged on the Senior Facility Loan of £920.0m. During the period the Group recognised £1.5m (Prior period: £2.1m) of interest income as a result of the hedging arrangements, in addition to £4.0m interest income on cash deposits.

Taxation

The tax charge was £32.4m on loss before taxation of £27.9m. The tax assessed for the year is higher than the statutory rate of corporation tax in the UK of 25%, mainly due to expenses non-deductible for tax, including amortisation of goodwill and the movement on deferred tax not previously provided. An analysis of the tax charge and tax reconciliation is set out in note 12 to the financial statements. M Group continued to be a significant contributor to the government, paying for various social costs directly and indirectly.

Total tax contribution

In 2025/2026, M Group made a total tax contribution² of £673.6m. The Group approaches tax matters with integrity, in line with its values. The Group is committed to complying with tax laws in a responsible manner and to having open and constructive relationships with tax authorities based on the principles of mutual transparency and trust. A full tax strategy is disclosed on the M Group website³.

Cash flows

Net cash inflow from operations in the year totalled £188.9m (Prior period: £161.9m) which reflects improved working capital management. Significant cash out flows included £229.3m for the purchase of Telent Technology Services Limited, net of cash acquired (note 35) and £170.0m capital return to shareholders of M Group Limited (note 27).

Balance sheet

Fixed assets amounted to £1,238.6m, which includes a £131.1m goodwill addition arising mainly from the acquisitions of Telent Technology Services Limited and Aran Group Holdings Limited.

Consolidated cash flow

	Year ended 31 March 2026 £m	Period ended 31 March 2025 ¹ £m
Net cash inflow from operations (note 29)	188.9	161.9
Cash tax received/(paid)	6.9	(5.0)
Net capital expenditure and disposals	(36.9)	(18.6)
Net cash expended on acquisitions and disposals	(268.7)	(109.5)
Net cash inflow from financing activities	153.7	82.0
Net increase in cash	43.9	110.8
Cash and cash equivalents at beginning of year	110.8	–
Cash and cash equivalents at end of period	154.7	110.8

¹ Statutory prior year comparatives shown in this review are for the period from incorporation on 11 June 2024 to 31 March 2025, although M Group has been in operations for the full comparative year. M Group Limited (the "Company") is a new holding company following the acquisition of M Group by CVC in 2024. The Company acquired the M Group trading business on 23 September 2024 and the FY25 results have been consolidated in these financial statements from the date of the acquisition representing six months trading.

Net current assets were £38.4m and net assets were £262.0m.

In line with a typical structure for a private equity owned Group, the capital structure of the Group consists of net debt (comprising senior loan, finance leases after deducting cash at bank) and equity (comprising called up share capital and profit and loss account).

Company Performance

The result of the Company for the year was £170.0m profit, primarily from dividends received.

Pensions

Previously, the Group operated a defined benefit scheme which was liquidated during the year within M Group Water (Network Infrastructure) Limited, the Morrison CARE Pension Scheme ('MCARE' or 'the Scheme'). M Group also operates some other limited defined benefit arrangements for staff who have transferred to the Group with protected rights. Further details on pension arrangements are provided in note 22 to the financial statements.

The Group operates a defined benefit scheme within M Group Energy (Metering) Limited (MDS) and one within M Group Telecom (Private Network Solutions) Limited (MAG). During the year, the Group acquired Telent Technology Services Limited (TTSL) which has The Telent Communications Public Sector Pension Scheme (TCPSPS). Telent is a participating employer in the East Sussex Pension Fund (ESPF) as the result of the transfer of certain staff related to a specific contract.

² Total tax contribution includes cash tax paid in respect of employer payroll taxes; pay as you earn (PAYE), national insurance contributions (NI), value-added tax (VAT) and corporation tax.

³ <https://mgroupltd.com/who-we-are/investors/tax-and-strategy/>

Financial review continued**Alternative performance measures**

This report provides alternative performance measures (APMs) which are not defined or specified under the requirements of FRS 102. We believe these APMs provide readers with important additional information on our business and aid comparability. We have provided below the definition, explanation and reconciliation to the statutory measures as relevant.

EBITDA before exceptional items, EBITDA before exceptional items and non-recurring items and EBITDA before exceptional items and non-recurring items margin and Proforma Turnover are the measures used by the Directors to assess the trading performance of the Group.

EBITDA before exceptional items is defined as profit before interest, tax, depreciation, amortisation and exceptional items.

EBITDA before exceptional and non-recurring items is defined as profit before interest, tax, depreciation, amortisation, impairment exceptional and non-recurring items.

EBITDA before exceptional items and non-recurring items margin is defined as EBITDA before exceptional items and non-recurring items as a percentage of turnover.

¹ Statutory prior year comparatives shown in this review are for the period from incorporation on 11 June 2024 to 31 March 2025, although M Group has been in operations for the full comparative year. M Group Limited (the "Company") is a new holding company following the acquisition of M Group by CVC in 2024. The Company acquired the M Group trading business on 23 September 2024 and the FY25 results have been consolidated in these financial statements from the date of the acquisition representing six months trading. The unaudited results of the trading business for the 12-month period ended 31 March 2025 have been included as a comparative.

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Alternative performance measures

The following tables provides a reconciliation from operating profit to the alternative performance measures.

	Year ended 31 March 2026 £m (Statutory)	Period ended 31 March 2025 £m (Statutory) ¹	Year ended 31 March 2025 £m (Trading) ¹ (unaudited)
Statutory turnover	3,083.8	1,378.7	2,504.7
Turnover of acquisitions in the year prior to acquisition date	152.6	n/a	169.0
Proforma Turnover (unaudited)	3,236.4	n/a	2,673.7

	Year ended 31 March 2026 £m (Statutory)	Period ended 31 March 2025 £m (Statutory) ¹	Year ended 31 March 2025 £m (Trading) ¹ (unaudited)
Operating profit/(loss)	14.5	(13.9)	4.2
Amortisation of intangible assets (note 13)	126.3	57.7	113.5
Depreciation and impairment on tangible assets (note 14)	23.7	10.7	19.7
Exceptional items (note 9)	(2.4)	10.9	(6.9)
EBITDA before exceptional items	162.1	65.4	130.5

Non-recurring items (see definitions below):

Rebranding costs	1.4	0.3	0.2
Dual running costs	1.9	0.6	1.0
Restructuring	11.5	8.1	8.9
Dilapidations on vacated property	1.2	1.1	1.3
Fees for advisor services	16.2	5.5	8.0
Integration	10.2	2.2	2.6
Refinancing	4.3	–	–
Other	8.8	2.5	3.0
Total non-recurring items	55.5	20.3	25.0
EBITDA before exceptional items and non-recurring items	217.6	85.7	155.5
EBITDA before exceptionals and non-recurring items of acquisitions in the year prior to acquisition date	14.5	n/a	15.1
Proforma EBITDA before exceptionals and non-recurring items (unaudited)	232.1	n/a	170.6

Financial review continued

Proforma turnover measures the revenue including the full year revenue of new acquisitions acquired part-through the financial year, as if they had been acquired on the first day of that financial year.

The EBITDA before exceptional items and non-recurring items margin was 7.1% (Prior period: 6.2%). This is based on EBITDA before exceptional items and non-recurring items of £217.6m (Prior period: £85.7m) and turnover for the year of £3,083.8m (Prior period: £1,378.7m).

Exceptional items are defined in the Group's accounting policies in note 3 to the financial statements.

Non-recurring items are items that do not meet the definition of exceptional items, but which are considered by the Directors not to be representative of the normal course of the business and are compliant with the Group lender's senior finance agreement.

Non-recurring items definitions:

Rebranding costs – Costs incurred as a result of the rebranding of Group entities to align under a common M Group banner.

Dual running costs – Costs incurred during the transition or to provide cover for key personnel including executives and senior management.

Restructuring severance costs –

Non-routine severance costs as part of restructuring activities.

Dilapidations – Costs associated with exiting office spaces no longer required under reorganisation or restructuring.

Fees for advisor services – Costs incurred from external advisors on transformation projects.

Integration – Costs incurred as a result of bringing acquired businesses into the Group operations.

Refinancing costs – Costs incurred in connection with the refinancing of the Group's debt facilities, including fees paid to external advisors supporting the transaction.

Other – Costs incurred for other non-recurring items.

Non-recurring items are unusual or infrequent in nature and do not qualify as exceptional items. These are items that are reported separately for internal management reporting purposes to support understanding of the results of the business.

Statement of corporate governance

M Group is committed to maintaining high standards of corporate governance and continues to align more closely with the principles and provisions of the UK Corporate Governance Code (the "Code") and the Wates Principles. While as a privately owned Group we are not formally required to comply with the Code, we recognise the value its framework brings in strengthening transparency, accountability and effective stewardship. During the year we have reviewed and documented our material internal controls. We have also increased focus on succession planning, progressively integrating Code-aligned practices into leadership evaluations. This work forms part of a broader commitment to adopt governance arrangements that are proportionate, robust and reflective of a company of our scale and complexity.

Reporting guidelines

The Company is classified as a 'portfolio company' under the Walker Guidelines on disclosure and transparency in private equity (the Walker Guidelines) due to the backing of its shareholders CVC Capital Partners plc and Searchlight Capital Partners. In producing this report, the Board has recognised the Walker Guidelines on enhanced disclosure and additional information has been provided in accordance with best practice.

Going concern

The Directors have undertaken the going concern assessment for the Group for a minimum of 12 months from the date of signing these financial statements.

The Directors have taken into account the outlook for the Group including the resilient sectors in which it operates, the nature of the essential services that we provide to critical national infrastructure, and the strong long-term order book with blue-chip clients. The Directors have also taken into account uncertainties in preparing financial projections and assessing the future prospects of the Group.

The Directors have reviewed the Group's financial and liquidity projections and assessed the headroom on the banking covenants and cash headroom, including performing downside sensitivity scenario analysis by assessing the impact of slower volumes, reduced margins, and slower cash collection to miss the Group's budget and the downside that would be required in order to break the Group's covenants. M Group's FY26 Actual EBITDA before exceptional and non-recurring items would need to fall by 60% to lead to a breach of banking covenants. Cash flow has been and continues to be robust, in line with management's expectations.

The Group has significant levels of liquidity available. As of 31 March 2026, the Group has access if needed to an undrawn Revolving Credit Facility (RCF) of £198.7m (Prior period: £110.8m) available until 2030. On 23 November 2025 M Group completed a refinance on its existing facility with predominately existing lenders. This significantly increased liquidity and reduced the interest rate paid. A £170.0m dividend to shareholders of M Group Limited was made on 4 December 2025. In November 2025, the Group successfully up-sized the RCF to £242.0m, with a further upside of the RCF in April 2026 to £272.0m, refer to note 36.

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The Group's five-year business plan is refreshed annually and incorporates acquisitions and known divestments. The five-year business plan has been used to carry out the going concern review.

Accordingly, based on the Group's financial and liquidity projections, the maturity and portability of the long-term debt, the expectations of no significant changes to the business plan, and the current expectations of the Directors about the prospects of the Group, the financial statements have been prepared on the going concern basis.

The Strategic report was approved and authorised for issue by the Board of Directors.

On behalf of the Board,



Chris Keen
Chief Financial Officer
15 June 2026
Registered Number: 15771848

Risk management and principal risks

Effective risk management supports our strategy, guides decision-making, and enhances performance by identifying and managing risks in line with our risk appetite. Through a strong risk management framework, we seek to clarify responsibilities and promote transparency and accountability in relation to identified risks.

Our approach

M Group manages risk through integrated frameworks that cascade through the Group from the Board down to contract level. The Board sets the overarching risk appetite and strategy, while individuals across the Group identify, assess and mitigate specific risks, in line with the framework. To ensure robust oversight we use a three-lines of defence model, with first line operational teams, second line risk and control teams and Internal Audit providing an independent third line.

The Group has defined 11 principal risks, along with a risk appetite for each risk. The Group has low risk appetite for critical areas such as health and safety, and legal and regulatory compliance, and it is willing to take a moderate level of risk in areas where risk taking is required, such as in commercial contract negotiation. The Group has zero tolerance for any form of financial crime or corrupt activity, and, with the introduction of the Economic Crime and Corporate Transparency Act, has further enhanced its fraud risk assessments over the past 12 months.

Risk management is governed by the Audit Committee, which meets quarterly and is chaired by an independent non-executive Director. The Chief Financial Officer chairs the quarterly Group Risk Board, with the outputs from this shared with the Audit Committee. To ensure appropriate level of granularity, quarterly Divisional Risk Committees discuss risks relevant to the division, including any over-appetite risks and the action being taken to bring these back within appetite, and feed into the Group Risk Board. This provides comprehensive governance of risk across the Group and ensures a clear structure of accountability that spans strategic and operational areas, including safety, finance, cyber security and regulatory compliance.

The risk management framework is a subset of The Way We Work, which sets out the Group's highest-level policies for all key areas, providing a unified framework for legal and regulatory compliance. These policies are expanded further in minimum standards and mandated areas, such as the Scheme of Delegated Authority, 11 minimum Health and Safety standards and Commercial minimum standards. In addition, the Group holds certifications in relation to key compliance areas, such as ISO 27001 for cyber security and ISO 22301 for business continuity.

At M Group, trust and integrity form the cornerstone of our operations and are reflected in our core values: Responsible, Open, Together, and Ambitious. As part of our commitment to best practice, we provide an independent, external whistleblowing service that enables all colleagues to raise concerns about wrongdoing, misconduct, or malpractice in a safe, anonymous manner, free from any fear of reprisal. We are committed to listening openly and acting responsibly. All concerns are handled with care, investigated thoroughly and confidentially by an independent team within M Group. A summary of whistleblowing activity is shared with the Audit Committee, ensuring collective oversight and supporting our ambition to continuously strengthen our culture of transparency and accountability.

Over the past 12 months, the Group has continued to mature its approach to risk management and internal controls, including defining our material risks and controls and implementing a bi-annual self-attestation as to their effectiveness. The Group uses a risk management system to record risks across the Group, and each risk is assessed at least quarterly, in line with the risk management framework. All risks that may materialise within the next two years are documented within this system, with any emerging risks that may materialise over a longer time period documented and discussed within the quarterly Risk Management Committees.

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“ Our risk management process ensures we have ongoing visibility of risks across the Group, enabling us to respond promptly to risks and opportunities in line with our risk appetite.”

Chris Keen
Chief Financial Officer
and Risk Board Chair

Supporting our
strategy

Risk management and principal risks continued

Risk management process

Our risk management process systematically identifies, assesses and monitors risks, enabling us to make informed decisions and respond promptly to risks in line with our risk appetite.



Risk management and principal risks continued

Our principal risks

The Group Risk Board reviews the Group's risks each quarter, with a formal review of the principal risks and mitigation plans conducted annually. The updated principal risks are then communicated to, reviewed and approved by the Audit Committee and the Board.

Principal risk

1. Skills Shortage

Risk & Impact

The Group requires a large workforce, across the UK, with a range of skills to deliver high-quality work on time for our clients. There are more than 14,000 people currently within the Group. We operate in markets where skill shortages are common across specific roles; these may vary over time as the UK skills market fluctuates dependent on demand and major UK projects. This creates a risk that we may be unable to obtain the skills needed to deliver for our clients.

Mitigation

The Group invests heavily in training and development to ensure everyone reaches their maximum potential and stays with the Group as long as possible. Succession plans are in place for key roles, and we have mapped top talent and identified development opportunities for these individuals.

The Group has more than 400 employees engaged on apprenticeship programmes, supports the Armed Forces Community (including developing an Armed Forces training programme within Highways) and partners with People Plus, who support with transitioning ex-offenders into employment. We are also investing in systems so we can deliver as efficiently as possible, reducing the number of new hires we need as we continue to grow.

During the year the Group's Chief Executive Officer was appointed Co-Chair of the Energy & Utility Skills Partnership CEO Council, highlighting M Group's commitment to build a skilled, diverse workforce.

Risk rating

Moderate

The Group has invested heavily in this area. However, there are still some markets and areas where skill shortages prevail across the industry, which is difficult to mitigate, and so creates a moderate risk for the Group.

Principal risk

2. Health and Safety

Risk & Impact

The Group's operations are complex and involve working in situations that could result in significant health and safety risk if not managed effectively, such as working in confined spaces, at height or with hazardous materials.

Failure to manage these risks could result in a serious road traffic incident, customer, employee or third-party injury or fatality or operational incidents. A significant event of this nature could cause serious harm and have financial, legal and reputational consequences.

Mitigation

The Group promotes a culture that puts safety first and so has established minimum standards, policies, procedures and safe working practices that must be followed by everyone working for, or on behalf of, the Group.

The Board is provided with assurance that these practices are being followed, and health and safety risks are being effectively managed via our in-house specialist Safety, Health, Environmental and Quality teams, who are embedded into every Division across the Group.

Risk rating

Low

The Group places significant focus on working safely, to ensure the risk of a significant health and safety event occurring is low.

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Principal risk

3. Economic Uncertainty

Risk & Impact

Economic or market regulatory conditions at both a macro and micro level can impact the amount of expenditure our clients can make. Given many of the Group's contracts are framework agreements which do not provide guaranteed levels of turnover, these economic or regulatory conditions could impact the volume of work that we receive or may mean that clients extend payment terms to manage their cash resources.

If not carefully managed, this could lead to reduced turnover or liquidity risks for the Group.

Mitigation

We engage in regular dialogue with our clients to continually assess these risks and adjust our resources accordingly. A large proportion of our work is delivered via subcontract and is structured such that if there was a reduction in client spend, the subcontract costs would reduce accordingly.

The nature of the work performed by the Group means that a large proportion is essential, rather than discretionary spend, which ensures the volume of work, and therefore our turnover projections, in the medium term are resilient. Further, the variety of work completed across the Group and the number of markets in which we operate, provides diversification which helps to mitigate this risk.

Risk rating

Low

The Group operates within the UK and so our economic and regulatory exposure risk is concentrated within this area. If this risk were to materialise the impact could be significant, but having a diversified portfolio and regular dialogue with clients means the likelihood of a significant reduction in work is low.

Risk management and principal risks continued

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Principal risk
4. Reliance on Supply Chain
Risk & Impact

The nature of the work delivered across the Group means that we are reliant on being able to obtain the materials needed, as well as access to individuals that are adequately skilled to deliver this work.

The Group uses subcontractors, alongside its large directly employed workforce, to deliver work for clients and so there is a risk that any disruption to the supply chain (materials or labour) would impact the ability of the Group to deliver services to its clients.

This could result in delays completing work, increased costs, penalties from clients and reputational damage.

Mitigation

The Group mitigates this risk by establishing preferred supplier relationships with a small number of suppliers, and subcontractors, for all key areas within the supply chain.

This not only helps to ensure continuity and stability within our supply chain but also means that we are able to deliver the best value to our clients. Suppliers are paid promptly, and performance of suppliers is regularly reviewed with actions taken as required.

Risk rating
Low

The Group has a robust supply chain that has continued to deliver the individuals and materials needed throughout challenging periods. This risk has improved this year, becoming low risk for the Group.

Principal risk
5. Contract Management and Delivery
Risk & Impact

The Group has large contracts with clients, often covering multiple year timespans. Historically, the work under these contracts has been completed on a 'cost plus' basis, but the industry has seen a trend moving towards contracts with a fixed price element, or with more onerous terms. This creates additional risk as the Group could lose margin if the contract is not priced and managed carefully.

Mitigation

The Group operates a robust Scheme of Delegated Authority, that also includes the review of contract terms by commercial and legal teams, to mitigate any risk as much as possible during the tendering and contract award phase. Larger or higher-risk contracts are subject to full legal and governance review at Group level. Following this, regular management reviews at divisional and Group level provide ongoing scrutiny of commercial performance and emerging risks. These measures are further reinforced through a comprehensive commercial assurance framework aligned to the three lines of defence model, ensuring effective risk management, independent oversight, and continuous improvement.

Risk rating
Moderate

This industry trend creates additional risk for the Group; however, we have a robust internal process that mitigates this risk as far as is possible and so this risk is rated as moderate.

Principal risk
6. Climate Change
Risk & Impact

Climate change creates both physical and transitional risks for the Group. From a physical risk perspective, climate change could bring more extreme weather events, such as hotter spells and flooding, which create risks for the safety of our, largely outdoor working, employees and a commercial risk if they are unable to work in extreme scenarios.

From a transitional perspective, the Group is required to manage, and reduce, its greenhouse gas emissions, and to comply with Policy that could change, which potentially creates uncertainty and additional cost. There is also a commercial risk if we do not transition at the pace required by our clients.

Mitigation

The Group has an 8-weekly Carbon Reduction Group, chaired by the ESG & Innovation Director. This, along with the Group's Operational and Risk forums ensures climate change risks are identified and managed.

For the physical risks, we ensure we have the necessary PPE, welfare facilities, tools and equipment to allow our employees to work safely and are cognisant of forecasted adverse weather events.

For the transitional risks, we monitor policy developments closely and have an ambitious carbon reduction strategy, which is underway.

Risk rating
Low

While climate change creates risk for the Group, it also creates significant opportunity and so overall the risk posed from climate change is low for the Group.

Principal risk
7. Business Interruption
Risk & Impact

There are a variety of unpredictable events that could arise and cause a significant degree of business interruption for the Group. Such events may include major asset failures, unplanned outages, extreme weather, pandemics, industrial action, third party or supplier failures, regulatory interventions or health and safety incidents.

There is a risk that if any of these unpredictable events were to occur the Group may not be able to adapt to the changed environment, or recover operations quickly, resulting in prolonged disruption to its activities. This could result in contractual penalties, loss of revenue, increased operating and recovery costs, reputational damage and adverse impacts on clients, stakeholders and regulatory relationships.

Mitigation

The Group holds ISO 22301 and 27001 accreditations, has robust crisis management and business continuity plans, diversified supply chains, and appropriate insurance coverage to mitigate the risk of any business interruption events.

Risk rating
Low

The Group has remained resilient in the face of business interruption and has robust and regularly tested business continuity plans.

Risk management and principal risks continued

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Principal risk
8. Cyber Security
Risk & Impact

A significant cyber security incident could result in disruption to critical services, impairment of operational systems, safety incidents, loss or corruption of sensitive data, financial loss, regulatory sanctions, contractual liabilities, reputational damage, and reduced stakeholder confidence.

Given the essential nature of the Group's services, a prolonged or severe incident could have a broader societal impact and may attract heightened regulatory and government scrutiny.

Mitigation

The Group has the use of a UK-managed Security Operations centre, monitoring the networks continuously with effective security solutions. These include internet-based security solutions, active network monitoring, Multi-Factor Authentication and penetration testing. In addition, the Group holds an ISO 27001 and Cyber Essentials accreditation and has developed crisis management and business continuity plans to mitigate the risk of any business interruption events. Ongoing employee training and awareness reduces the risk of human error or social engineering.

IT systems and infrastructure are assessed for loss of service impact at the point of design, have appropriate levels of recoverability and redundancy built in including, where required, non-IT alternative capabilities, and have periodic risk reviews and testing for vulnerability and exposure, leveraging our capability from Cyro Cyber.

Risk rating
Moderate

The cyber security risk around the world has been increasing in recent years and the Group has seen this trend too, with attempted cyber attacks occurring daily. However, the impact of a cyber security incident could be significant, and so this creates moderate risk for the Group.

Principal risk
9. Legal & Regulatory Compliance
Risk & Impact

The Group operates across a range of different industries, each with its own legal and regulatory requirements. These requirements span a variety of areas, such as financial reporting, tax, GDPR, health and safety, environment, employment and AI. This creates a risk that the Group could be, or become, non-compliant with these laws and regulations.

Non-compliance with legal and regulatory requirements could lead to financial penalties, preclusion from tendering, reputational damage, operational impacts and/or implications for our licence to operate in a worst-case scenario.

Mitigation

The Group has defined its Code of Conduct which documents the Group Policies for the most significant areas of legal and regulatory compliance. This framework sets out how each of the Divisions are managed to ensure compliance with Divisional policies and processes sitting underneath aligned to this framework. More granular controls then exist to ensure compliance at a detailed level, with governance and oversight of this provided in the relevant forums based on the nature of the risk.

Our people are required to complete e-learning covering Financial Crime, Data Protection, Modern Slavery, Inclusion & Diversity and IT Security when they first join the Group and annually thereafter.

Risk rating
Low

The nature of the Group means that non-compliance with legal and regulatory requirements will always be a risk; however, we have well defined policies, processes, governance and oversight to ensure this risk is mitigated to an acceptable level. As a result, this risk is rated as low.

Principal risk
10. New Business – M&A
Risk & Impact

The Group is targeting organic growth, and acquisitions, in existing and adjacent markets. The rapid growth experienced across the Group, and the target to continue this, creates the risk that we may not find sufficient opportunities for growth, or may acquire businesses that underperform. This could result in deterioration of cash and financial strength, and/or limit our ability to access the finance required to meet growth targets. There is also a risk that we expand too quickly and fail to integrate the businesses successfully, which could result in financial loss and reputational damage.

Mitigation

The Group has an M&A team dedicated to originating and assessing opportunities for growth. All potential acquisitions are subject to detailed due diligence, extensive governance within the Group and Board approval, which includes an assessment of the detailed integration plan. Internal audit of their key controls is completed within the first quarter of becoming part of the Group.

The cash flow, and financial strength, of the Group is monitored continuously to ensure finance is available to meet growth targets. Following a recent refinancing exercise, and continued strong cash collection, the Group has greater financial strength than ever before.

Risk rating
Low

The rapid growth is balanced with a strong governance and risk management framework and experienced Leadership Team to ensure that resources are deployed in the right place. This inherent risk is therefore low for the Group.

Principal risk
11. New Business – Organic Growth
Risk & Impact

The Group is targeting organic growth, and acquisitions, in existing and adjacent markets.

The competitive nature of the industry creates the risk that work may not be won at a sufficient rate to meet growth targets, or that prices have to be reduced to be competitive, thereby creating risk to sustaining, and growing, margin.

Mitigation

The macro tailwinds within the infrastructure markets we serve are significant and support a growing market. Work won, margins and performance are monitored continuously across the Group. The nature of the work undertaken means that contracts are typically multi-year, thereby providing reliability to future forecasts.

There is a defined Scheme of Delegated Authority, and minimum requirements for client contracts, including Legal review of the most significant contracts, to ensure there is strong governance in this area.

Risk rating
Low

The target for rapid growth is balanced with a strong commercial and legal framework and experienced teams to ensure that tenders are priced correctly, sustainably and competitively. This inherent risk is therefore low for the Group.

Climate-related financial disclosures

We deliver essential infrastructure for a sustainable future and we remain committed to transparency regarding climate-related risks and opportunities.

This disclosure details how we identify and manage environmental impacts across our business model to ensure the long-term resilience of our operations and client services.

Our approach to climate change

At M Group, our core purpose is to deliver and maintain the essential infrastructure that keeps the UK running. We operate with a 'for more than profit' mindset, which means our commercial success is intrinsically linked to our ability to act as a responsible, sustainable partner to our clients and the communities we serve.

As the UK moves toward a low-carbon economy, the resilience of our national water, energy, transport, and telecommunications networks has never been more critical. We recognise that climate change is a material risk to our operations, from the physical disruption of extreme weather to the transitional challenges of a rapidly changing regulatory landscape.

However, we also view the green transition as a primary driver of our future growth. By aligning our capabilities with our clients' decarbonisation roadmaps – exemplified by our landmark acquisition of AgilityEco – we are not just mitigating risk; we are actively building the infrastructure of the future. This CFD report outlines our governance, our data-driven strategy, and our rigorous approach to ensuring M Group remains resilient and relevant in a net-zero world.

Compliance Statement

These disclosures have been prepared in accordance with the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022. Our reporting aligns with the four pillars and 11 recommended disclosures of the Task Force on Climate-related Financial Disclosures (TCFD). We have integrated these disclosures within our Strategic Report to provide a holistic view of our financial and non-financial performance. Where specific data points, particularly regarding certain Scope 3 categories, are currently undergoing maturation, we have provided a clear roadmap for future alignment and data enhancement.

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Delivering in a
changing climate

Climate-related financial disclosures continued**Governance Framework Oversight**

The M Group Board maintains ultimate accountability for climate strategy, ensuring it aligns with long-term commercial resilience. Oversight is supported by a structured reporting pipeline where the Group Operations Board synthesises technical outputs from the Divisional Operations Board, the Safety, Health, Environment & Quality (SHEQ) Board, the Group Risk Board, and the Carbon Reduction Group to inform executive decision-making. This hierarchy ensures that climate risks identified within the operations are escalated effectively to the Board for strategic assessment and resource allocation.

Our overall governance framework is set out on page 52, specifically focusing on climate-related matters as set out below.

M Group Board

The M Group Board sets and oversees the long-term strategy of the Group on climate-related matters, within a framework of effective controls which enables climate-related risks and opportunities to be assessed and managed. The Board meets a minimum of 10 times per year and a key priority is to retain and improve our independently rated ESG risk management score through a continued focus on ESG activities including on climate change. The Board is informed of climate-related matters annually.

Current and future anticipated trends in climate change are considered in budgetary terms, including the level of specialist and personal protective equipment that is needed to sustain a safe and effective operational workforce. This is evidenced by our risk management processes and our ability to fulfil our operational service level commitments to our clients. Examples include appropriate provision for dewatering equipment on site, and for our site barrier systems to be fit for purpose under high wind conditions.

Our corporate financial planning cycle is built upon the Group winning and delivering work for the essential UK infrastructure asset owners. Increasingly we see climate adaptation and resilience programmes coming to market, from flood prevention schemes and water infrastructure resilience programmes, to new electrification programmes. As our weather systems become more erratic and extreme, we also see increases in emergency repair and maintenance tasks, from stabilising railway embankments, to reinstating overhead powerlines brought down due to high winds and/or freezing conditions. Our financial planning cycle is conducted annually and takes a rolling five-year outlook.

→ To find out more refer to Governance framework on page 52

The Group Operations Board

The day-to-day assessment, management and monitoring of climate-related risks and opportunities is delegated by the M Group Board to the Group Operations Board, with support from its sub-committees. The Group Operations Board meets bi-monthly and provides day-to-day oversight of delivery against the Group's strategy. Climate change is a standing item on the agenda led by the Group ESG & Innovation Director. His responsibilities include chairing the Carbon Reduction Group; overseeing progress against the SBTi targets; overseeing the decarbonisation plans of our Plant & Fleet Solutions Division; reviewing and signing off the climate-related reporting and obtaining the annual ESG risk rating working with internal stakeholders such as our procurement function to work towards continuously higher standards.

The Group Operations Board is the forum in which climate-related risks and opportunities are discussed and it is accountable for determining the actions taken as a result. We have committed to the strategic targets of Scope 1 and 2 greenhouse gas emissions reduction of 42% by FY2030 (from a FY2022 baseline) and the Carbon Net Zero before 2050 for its Scope 1, 2 and 3 emissions in October 2021. Progress against our decarbonisation targets is measured annually in the audited and publicly available SECR sections of our Annual Accounts and within our annual ESG reports.

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Climate governance structure**Divisional Operations Board**

The Divisional Operations Board meets bi-monthly, and it is responsible for the day-to-day implementation and monitoring of Group policies and targets in relation to climate-related matters within our operations.

Group Risk Board

The Group Risk Board meets quarterly, has ESG as a standing agenda item and any risks that are over appetite against our climate change principal risk are discussed. In this forum, the risks raised by the divisional risk committees are reviewed and discussed, alongside action plans and mitigations, and captured in the Group's risk register.

Group SHEQ Board

The Group SHEQ Board meets monthly. This is the forum in which key climate scenarios are discussed, modelled, and worked through to ensure consistency across the Group in understanding of how these events may materialise and the risks and opportunities that may present.

Carbon Reduction group

This group meets bi-monthly and its objectives are developing the carbon strategy across the organisation; designing and implementing division and Group carbon reduction targets; facilitating the delivery of carbon reduction with verifiable evidence; learning, development and networking to share best practice knowledge and coordinating outputs for ESG including internal and external reporting.

Climate-related financial disclosures continued

Strategic Resilience and Market Opportunities

Our strategy is underpinned by a commitment to supporting the UK's transition to a low-carbon economy. By embedding climate-related risk assessment into our core financial planning, we ensure that M Group remains resilient to both the physical impacts of a changing climate and the rapid shifts in the regulatory and economic landscape.

We are the leading essential infrastructure service provider to the UK and Ireland. Our business model is to provide sector specific services into our core markets of Water, Energy, Technology and Communications, and Transport, helping to decarbonise our own and our clients' operations.

As part of our strategy, the Group continues to review options to decarbonise its supply chain and to work collaboratively with clients to co-develop and deliver optimal solutions with them. Our business strategy and model are led by anticipating and responding to the evolving needs of our clients. One of the core strengths of the Group is that we can learn and deploy approaches and methods that originate in one sector to others as that or a related requirement is recognised in an adjacent market.

The Group has adopted world-class standards by aligning with the United Nations Sustainable Development Goals (UNSDGs) and continues to align its achievements, metrics, and best practices to key UNSDGs, whenever they are appropriate. The eight areas where the Group has accountability and can make the greatest contributions are: Good health and wellbeing, Gender equality, Affordable and clean energy, Decent work and economic growth, Industry innovation and infrastructure, Sustainable cities and communities, Responsible consumption and production, and Climate action. The Group's first report on progress to the United Nations Global Compact (UNGC) organisation was filed in November 2023.

Resilience of the business model and strategy

The Group's business model and strategy is assessed to be resilient to physical climate risks. With the mitigation plans already in place and investment over time in adaptive measures to address risks such as extreme weather impacts, significant physical risks can be adequately managed. Climate change also provides some opportunities for the business model through the need for emergency work.

While we are yet to conduct a full scenario analysis for transition risks, identified transition risks are adequately managed through mitigating actions. The Group recognises that a route to net zero by 2050 will require capital investment. The scale and phasing of this investment will be assessed in the development of our net-zero strategy. The Group continues to review options to decarbonise its supply chain, and this is not expected to have significant capital or cash flow impact in the near term. More broadly, management sees an opportunity in our business model to promote the Group as a low carbon and sustainable essential infrastructure service provider in the UK.

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Our scenario analysis has considered physical risks arising from intermediate (RCP 4.5) and hothouse climate scenarios (RCP 8.5) and a further scenario aligned with the Paris Agreement for transition risks (RCP 2.6).

Our qualitative assessments identified that the impacts of risks were relatively low with climate-related opportunities to be increasing, as infrastructure providers require increasing levels of climate-related support services such as repair, maintenance and installations.

Our Group does not own long-term assets, and our service-based business model is largely comprised of short-term site operations. Due to the short-term nature of our work, our resilient business model allows us to rapidly adapt to changing work conditions as we design the management of operations at new sites. This which allows us to build in additional resilience to meet the changing climate.

Climate-related financial disclosures continued

We have identified and assessed the climate-related risks and opportunities most material to our business over the short, medium, and long term. Using defined financial impact thresholds and time horizons, the following table details the transition and physical factors that influence our operational resilience and the strategic mitigation actions we are taking to safeguard our long-term growth.

Risk level	Estimated cost impact	Timespan	Years
Low	<£2.2m	Short term	0 to 5
Medium	>£2.2m but <£11m	Medium term	5 to 10
High	>£11	Long term	>10+

Type	Time horizon	Risk level	Description of impact	Mitigation
Regulatory Risk: Increased regulation including carbon taxation	Short term		The introduction of increased regulation including carbon taxation may increase operating costs which are not reflected in long-term client contracts, leading to loss of revenue in the short-term until contracts are renegotiated.	Effective carbon reduction planning in progress. The continued purchase/hire of energy efficient welfare units. Adjustment of our longer-term contracts in line with evolving regulation.
	Medium term		The introduction of increased regulation including carbon taxation may increase operating costs in long-term contracts despite adjustments to contractual terms until technological innovation and carbon reduction plans have progressed significantly.	
	Long term			
Technology/ Market Risk: Vehicles and Plant	Short term		The potential low availability and increased cost of appropriate electric vehicles with the correct range is a risk. There may be less availability of low-carbon fuels (HVO) as the country decarbonises its fleets and plant and the fuel may be priced higher to match demand. This represents a financial and operational risk.	Continued investment in the transition to electric vehicles and the low-carbon fuel hydrotreated vegetable oil (HVO) to reduce fossil fuel consumption.
	Medium term		Due to increased demand we anticipate the EV and low-carbon fuel markets will meet customer requirements thus reducing this risk level.	
	Long term			
Market Opportunity: Increased demand for electrification contracts	Short term		An increased demand for low-carbon energy transmission and distribution services offers an opportunity for business expansion for our Energy Division, which provides specialist skills in energy transmission and distribution.	Our specialist Division continues to offer the solutions required for the low-carbon energy transition.
	Medium term			
	Long term			

Climate-related Risks & Opportunities

Climate-related financial disclosures continued

Climate-related Risks & Opportunities

Type	Time horizon	Risk level	Description of impact	Mitigation
Heavy and prolonged rainfall events	Short term		Widespread flooding of transport routes and waterlogged ground. Potential supply chain delivery impacts.	The Group have Business Continuity Plans to assist in mitigating and responding to events that have the potential to disruption our business.
	Medium term		As above plus risk of flooding elevated potentially impacting our ability to meet service levels and deadlines for our clients. This may result in loss of revenue and potential negative impact on our reputation.	Diversify supply chain to adapt to new weather conditions. Weather monitoring and staggered work schedules where required to ensure employee safety and adequate preparation.
	Long term		As above with extreme weather events expected to increase in frequency and intensity with a concomitant rise in risk level.	
Storms/high wind events	Short term		Potential for unsafe operational conditions, disruption of travel services, loss of power supply and powered services (such as digital systems) impacting our ability to meet service levels for our clients. Potential for supply chain delivery disruption.	The Group have Business Continuity Plans to assist in mitigating and responding to events that have the potential to disruption our business.
	Medium term		As above plus possible damage to owned assets, injury, loss of working time and delays to projects. This may result in loss of revenue and have a potential negative impact on our reputation.	Wind monitoring devices and sites cleared of equipment in inclement weather. Stocking warehouses with essential items to prevent shortages.
	Long term		As above with extreme weather events are expected to increase in frequency and intensity with a concomitant rise in risk level.	
Extreme heat events	Short term		Extreme heat events may bring discomfort and potential health concerns for staff and a potential reduction in productivity. There will be costs associated with changing protective equipment suitable for extreme heat.	Health and safety plans in existence, including early monitoring of weather conditions. Diversify supply chain to adapt to new weather conditions.
	Medium term		As above plus the adjustment in working hours of field staff may be required, this may result in increased cost. There is the potential for failure of equipment sensitive to temperature and damage to assets. Increased energy consumption for cooling may be required.	Training and awareness of additional heat hazards. Work scheduling at cooler times of the day.
	Long term		As above plus extreme heat could lead to extreme drought/lack of water reducing our ability to suppress dust, mix mortar/concrete, or wash equipment. This could result in Increased nuisance risk to local communities from dust. Heat events are expected to increase in frequency and intensity with a concomitant rise in risk level.	

Climate-related financial disclosures continued

Integrating Climate Risk into our Principal Risk Framework.

Our structured approach to managing climate-related risks underpins the delivery of our Group strategy.

Identification and assessment

M Group has an established and structured process to identify and assess climate-related risks across the Group. At a local level, operational and functional teams conduct periodic risk identification exercises, incorporating site and contract specific data such as geographic exposure, regulatory environment and historical climate trends. Identified risks are escalated to divisional teams, who consolidate and review risks across the division to identify systemic patterns and interdependencies.

At the divisional level, climate-related risks are evaluated alongside strategic and financial considerations, including physical and transition risks. Existing processes and sources of insight are used to consider emerging risks or opportunities such as M Group's risk management system, our legal legislation tracker, strategy review and divisional Risk Management Committees.

It is the responsibility of the members of the Divisional Risk Management Committees to ensure all key risks within their division are identified, assessed and managed. The process of identifying risks is supported by the central Risk team in collaboration with the ESG team for climate-related risks, with the Group Director of ESG & Innovation regularly engaging with senior leadership across the Group on climate-related risks and opportunities.

M Group applies a standardised risk assessment methodology to determine the significance and materiality of identified risks. This includes:

- Impact vs Likelihood Matrices where risks are scored based on their potential financial, legal/regulatory, safety, environmental and reputational impact, and the likelihood of occurrence over a defined time horizon.

- Scenario Analysis: Climate risks are assessed under a range of climate scenarios to evaluate resilience under different temperature pathways and policy environments.
- Materiality Thresholds: Risks exceeding defined risk appetite levels are subject to enhanced oversight and mitigation planning and reported through to the Risk Board.

This structured approach ensures that all risks are consistently identified, prioritised and escalated across the organisation. Our 'Double Materiality' approach ensures we look at both the 'outside-in' risks (how climate impacts M Group) and the 'inside-out' impacts (how M Group's operations impact the environment).

Managing risks

Once a climate risk is identified, we apply a "Mitigate, Transfer, Accept, or Avoid" framework:

- Mitigation: This is our primary response. For example, to manage the risk of rising fuel costs and carbon taxes, we have implemented an aggressive fleet electrification programme and telematics-based driver efficiency training.
- Transfer: We use comprehensive insurance programmes to transfer the financial risk of acute physical events, such as flood damage to high-value assets.
- Acceptance: We accept that some degree of operational disruption from extreme weather is inevitable and build this into our contingency planning and contract SLAs (Service Level Agreements).
- Avoid: If we cannot mitigate or transfer the risk, and it is not within the risk appetite of M Group to accept the risk, then steps would be taken to avoid the risk.

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Integration into overall framework

Climate-related risk are fully integrated into M Group's enterprise risk management framework and the organisation's risk governance structure ensures that climate considerations are embedded within existing risk processes, controls and reporting mechanisms.

The Group Risk Register includes 'Climate Change' as a standalone principal risk, ensuring it receives the same level of scrutiny as financial or health and safety risks using consistent scoring methodologies and control frameworks.

By embedding climate risk into our standard quarterly reporting cycles, we ensure that every business leader is accountable and that these risks follow the same process, governance and oversight as every other risk across the Group. This integration allows us to align our climate response with our broader corporate governance, ensuring that, for example, when we bid for new long-term framework contracts, the potential physical and transition risks of that specific contract are evaluated during the tender stage.

Climate-related financial disclosures continued

Key Metrics

To track our progress and manage climate-related risks, M Group monitors a suite of environmental KPIs.

We monitor and report on Scope 1, 2 and 3 greenhouse gas emissions as well as energy consumption. The calculation of our carbon footprint is in line with the Greenhouse Gas Protocol Corporate Accounting and Reporting Standard and our reported performance is verified with reasonable assurance to ISO 14064-1, as reported on page 29.

All targets associated with climate action, which have been validated by the Science Based Targets initiative as being aligned to limiting global warming to 1.5°C and achieving net zero are in line with the UK Government’s commitment to net zero by 2050.

Climate-related metrics and targets

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Target:
Scope 1 and 2 (tCO₂e)
42% reduction to be achieved by 2030 from a 2021–22 baseline

<p>FY25 4,018 kt CO₂e reduction from baseline (a 7.6% reduction from the restated baseline) for FY25.</p>	<p>Progress in FY26</p> <p>On target CI = 12,777 tCO₂e/£m 20.7% improvement 12,777 tCO₂e reduction from baseline (a 20.7% reduction, following restatement for acquisitions and divestments) using market-based reporting for Scope 2 electricity as required for our validated science-based target from SBTi. This equates to a 21.1 % reduction using location-based reporting for electricity emissions (this uses the UK grid average factor).</p>
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Target:
% of electric and hybrid vehicles in fleet to increase year-on-year

<p>FY25 20% (At December 2024)</p>	<p>Progress in FY26</p> <p>On target 26% (At December 2025)</p>
---	---

Target:
Carbon Intensity (tCO₂e/£m) turnover for SECR boundary to decrease year-on-year

<p>FY25 CI = 19.7 tCO₂e/£m 14.3% improvement on FY24</p>	<p>Progress in FY26</p> <p>On target CI = 16.0 tCO₂e/£m 18.7% improvement on FY25</p>
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Chairman's governance overview

As Chairman of M Group, it is my privilege to introduce this year's Governance Report, which reflects our commitment to maintaining high standards of corporate governance across our infrastructure services operations.

The Board is the principal decision-making body of the Group, with authority for specific matters being delegated to Committees of the Board.

The Board's key decisions, approvals and activities during the year included:

- Review of monthly financial reporting
- Oversight and challenge of the Group's order book position
- Approval of material treasury and funding matters presented during the year
- Approval of the FY27–FY31 budget and business plan
- Review and endorsement of significant transformation and efficiency initiatives
- Consideration of major capital investment and IT-enabled change programmes
- Review of audit and year-end reporting plans and key accounting judgements through updates from the finance function and the Audit Committee

Merger and acquisitions

The Board has continued to review M&A investment opportunities. Any new acquisition is evaluated against the core objectives of having growth potential, improving the Group EBITDA margin, and being cash generative. In the financial year to 31 March 2026, the Group acquired Telent Technology Services Limited, the UK and Ireland's leading provider of operational technology and critical digital infrastructure solutions. Combining M Group's leading infrastructure services offering with Telent's leading technology and digital solution capabilities, this transformative deal marks an exciting new phase for both businesses.

Financing and hedging

During the year, the Board approved the upsizing of the Group's revolving credit facility (RCF) to provide additional funding headroom to support M&A activity and general corporate purposes. The upsizing has been supported by a combination of existing relationship lenders and new lenders, reflecting continued confidence in the Group's strong performance and future prospects. The Board is also responsible for approving the Group's hedging its debt, ensuring that interest rate and other financing risks are managed within agreed parameters.

Principal risks

The Board continues to refine the Group's risk management framework and, this year, have separated cyber risk as a distinct principal risk to reflect its increasing importance and the evolving threat landscape. In addition, during the year a new Group Chief Technology Officer has joined the Group and has been appointed to the senior leadership team as part of the Group Operations Board.

Sustainability

During the year, the Board reviewed the work undertaken by management on the Group's double materiality assessment, which considers both (i) the impacts the Group has on people and the environment (impact materiality) and (ii) sustainability-related matters that could affect the Group's financial performance, cash flows or risk profile (financial materiality). The review has helped to prioritise the topics that required the greatest focus in strategy, risk management and reporting.

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Culture, people and leadership

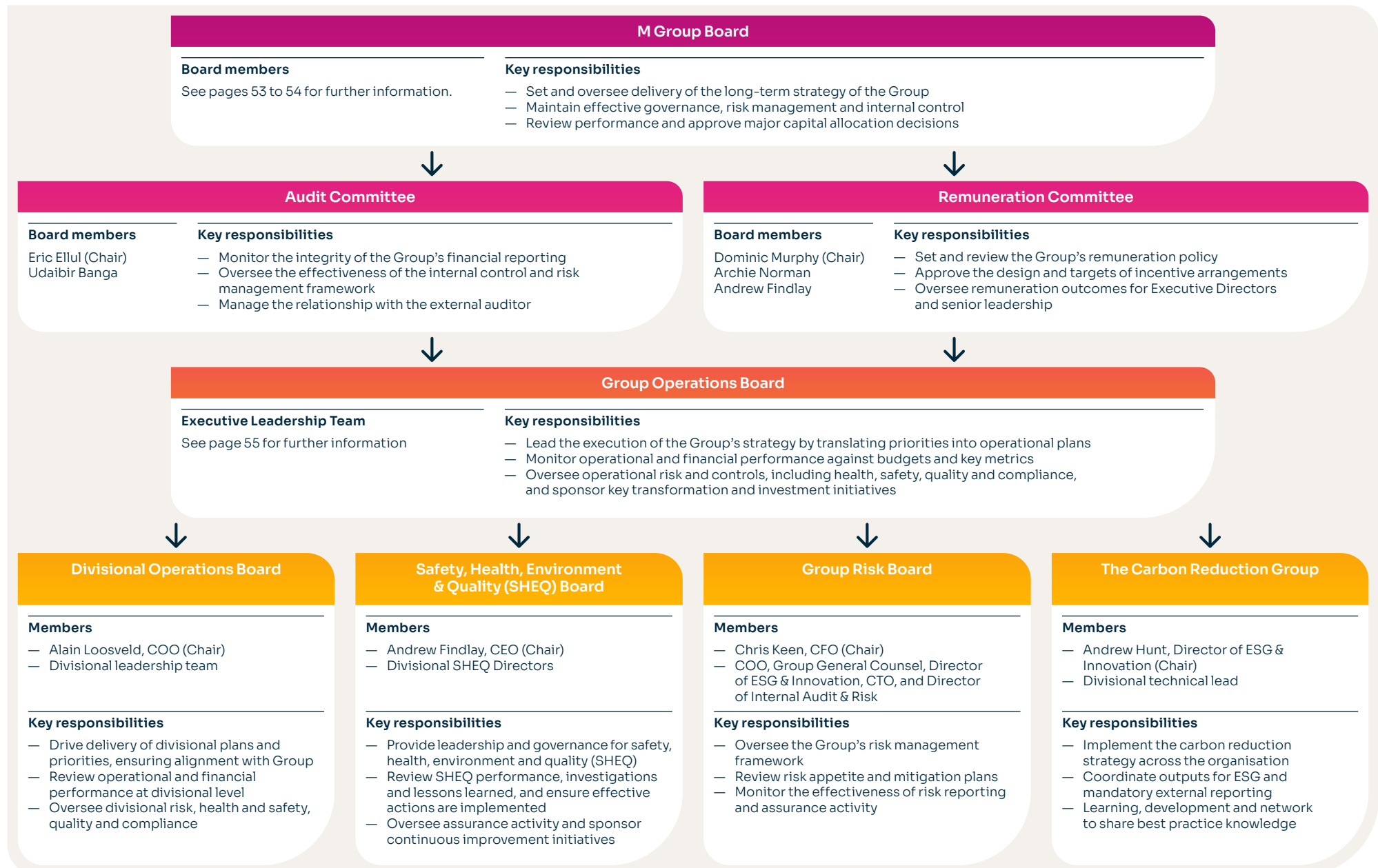
The Board has continued to review people matters throughout the year, including succession planning and leadership depth; senior appointments and key leadership changes; retention, recruitment and workforce health metrics via the KPI tracker; training and compliance; culture and wellbeing issues raised through whistleblowing/surveys; Organisation design/operating model changes affecting people.

In March 2026, we welcomed Giles Marshall, investor representative for Searchlight following their purchase of 14.6% of the ownership of parent company Midas Topco Limited to Searchlight IV MDS, L.P. in June 2025. The transaction was undertaken at shareholder level and did not impact the Group's day-to-day operations, strategy or management team, whilst broadening the Group's shareholder base. Giles brings a wealth of experience and will be an asset to the Board.

Governance effectiveness and stakeholder engagement

Overall, the Board operated effectively during the year, with robust debate, strong engagement and a clear focus on supporting management while providing appropriate challenge and oversight. The Group also engaged effectively with key stakeholders throughout the year, using their feedback and insights to inform Board discussion and decision-making.

Governance framework



The Board

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Archie Norman
Non-Executive
Chair



Tenure on a Board of M Group:
1 year

Independent:
No

Board committee:
Remuneration Committee (Member)

Skills, experience and contribution

- Highly experienced Chairman and board leader
- Extensive senior leadership experience
- Strong advocate for people, culture and long-term success.

Principal current and previous external appointments

- Currently Chairman at Marks & Spencer
- Previous roles include Chief Executive and Chairman of Asda; Chairman of ITV; Director with Railtrack; Chairman of the telecommunication business Energis. A former Shadow Secretary of State for Environment, Transport and the Regions, he was the lead non-executive board member at the Department for Business, Energy and Industrial Strategy (BEIS) for four years, until 2020.

Andrew Findlay
Chief Executive



Tenure on a Board of M Group:
4 years

Independent:
No

Board committee:
**Remuneration Committee (Member)
Safety, Health, Environment & Quality (SHEQ)
Board (Chair)**

Skills, experience and contribution

- Strategic and growth focused leader
- Highly experienced board level senior leadership experience
- Strong advocate for safety, people and skills development.

Principal current and previous external appointments

- Currently, Co-Chair of the Energy & Utility Skills Partnership (EUSP) CEO Council
- Previous roles include Chief Financial Officer of M Group; Chief Financial Officer of easyjet Plc; senior roles with Halfords, M&S and Cable & Wireless; Non-Exec Director and Chair of the Audit Committee at Rightmove PLC until 31 May 2025.

Chris Keen
Chief Financial
Officer



Tenure on a Board of M Group:
3 years

Independent:
No

Board committee:
Group Risk Board (Chair)

Skills, experience and contribution

- Highly experienced Group CFO
- Extensive experience in private-equity-backed and complex businesses
- Proven track record in transformation, M&A and governance.

Principal current and previous external appointments

- Currently, Non-Executive Director and Chair of the Audit Committee at Angling Direct plc
- Previous roles include Chief Financial Officer of McKesson UK; Chief Financial Officer of Holland & Barrett International.

The Board continued

Dominic Murphy
CVC
Representative



Tenure on a Board of M Group:
1 year

Independent:
No

Board committee:
Remuneration Committee (Chair)

Skills, experience and contribution

- Experienced private equity investor and board representative, with a focus on value creation and performance
- Deep expertise in investing and governance across complex, growth businesses
- Strong strategic oversight and capital markets perspective to support long-term growth and disciplined execution.

Principal current and previous external appointments

- Currently, CVC Managing Partner in London, co-leads CVC's private equity activities in the UK; serves on the Board of Medivet
- Previous roles include partner at Kohlberg Kravis Roberts & Co, where he was also a member of the firm's European investment and portfolio management committees.

Udaibir Banga
CVC
Representative



Tenure on a Board of M Group:
1 year

Independent:
No

Board committee:
Audit Committee (Member)

Skills, experience and contribution

- Experienced investor and board representative, bringing a strong shareholder perspective
- Commercial perspective and deep financial analysis and risk oversight capability. He holds an honour's degree in Economics from Harvard college and an MBA from Harvard Business School
- Transaction and deal execution experience, supporting disciplined strategic decisions.

Principal current and previous external appointments

- Currently, member of the CVC UK team
- Previous roles include Direct Private Equity at CPP Investment Board and the UK M&A group at Citi.

Giles Marshall
Searchlight
Representative



Tenure on a Board of M Group:
Newly appointed

Independent:
No

Board committee:
n/a

Skills, experience and contribution

- Experienced investor and board representative, providing constructive shareholder challenge
- Insight from multiple investments in the infrastructure services sector to support growth, operational performance and disciplined decision-making
- Active contributor to governance and oversight, supporting long term value creation

Principal current and previous external appointments

- Currently, Partner at Searchlight Capital Partners; serves on the Board of Gresham House
- Previous roles include Director at Bregal and multiple portfolio investor Director roles across the services sector

Eric Ellul
Non-Executive



Tenure on a Board of M Group:
6 years

Independent:
Yes

Board committee:
Audit Committee (Chair)

Skills, experience and contribution

- Highly experienced advisor to leadership teams, with extensive strategy and transformation expertise
- Strong audit, risk and governance capability
- Brings private equity sector insight and disciplined financial oversight as Chair of M Group's Audit Committee.

Principal current external appointments

- Currently, Vice Chair of the Board and Chair of the Audit & Risks Committee at Cerba Healthcare; Chairman at Rede Partners LLP; Senior Advisor at EQT Group and Bridgepoint
- Previous roles include Senior Partner and Managing Director in the London office of The Boston Consulting Group; Chair of the BCG Global Audit and Risk Committee; Global Head of BCG Private Equity Business.

Executive leadership

Our executive leadership team acts as a steering group that provides strategic leadership, oversees daily operations, and makes urgent decisions on behalf of the Board.

Embodying our values, they accelerate governance by prioritising issues, setting organisational strategy, implementing policies, managing risk, and overseeing performance.

Our values:

Responsible
 Open
 Together
 Ambitious

<p>Andrew Findlay Chief Executive</p> 	<p>Chris Keen Chief Financial Officer</p> 	<p>Alain Loosveld Chief Operating Officer</p> 
<p>Alexandra Badel Group General Counsel</p> 	<p>Chloe Anfield Chief Technology Officer</p> 	<p>Adele Barker Chief People Officer</p> 
<p>Andrew Hunt Director of ESG & Innovation</p> 	<p>Jonathan Yarr Executive Director of Mergers & Acquisitions</p> 	

→ Click the link to see the full biographies of our Executive leadership team
<https://mgroupltd.com/who-we-are/leadership/>

Directors' report

The Directors present their report together with the audited financial statements of the Group and Company for the year ended 31 March 2026.

Ownership

M Group Limited is a UK incorporated company which is owned by Midas Topco Limited. Midas Topco Limited is indirectly controlled by the indirect majority shareholder CVC Capital Partners IX (A) L.P., which is ultimately controlled by affiliates of CVC Capital Partners plc. CVC Capital Partners is a leading global private markets manager with a network of 29 office locations throughout EMEA, the Americas, and Asia, with approximately €209bn of assets under management.

Development of the business

The performance, development and outlook for the business is summarised in the Financial review on pages 34 to 38.

Financial risk

Financial risks faced by the Group include funding, interest rate and contractual risks. The Group regularly reviews these risks on an ongoing basis. Financing and financial risks are discussed in the Financial review and notes 21 and 26 to the financial statements.

Dividends

The Group undertook a capital return to its ultimate shareholders during the year, which was legally effected by way of dividends of £170.0m to its immediate parent (2025: nil). Refer to note 27.

Political donations

The Group made no donations to a registered political party during the year (Prior period: Nil).

Board of Directors

The Directors who served during the year and up to the date of signing the financial statements were as follows:

Chairman	A J Norman
Chief Executive	A R Findlay
Chief Financial Officer	C Keen
Non-Executive Director	E J Ellul
Director	A N Badel*
Director	D P Murphy
Director	U S Banga
Director	G W Marshall**

* A N Badel resigned on 2 June 2026.

** G W Marshall was appointed on 30 March 2026.

→ Refer to pages 53 to 54 in the Governance Report for further detail on the Board Directors

Auditor

A resolution to appoint KPMG as a new auditor will be proposed at the forthcoming Annual General Meeting.

Third-party indemnity

The Group maintains qualifying third-party indemnity insurance for all Directors as required by section 234 of the Companies Act 2006. These insurances were in force throughout the year to 31 March 2026 and continue to the date of signing the financial statements.

Research and development

The Group continues to drive performance improvement, create value adding and innovative solutions to client issues across each of our business sectors. Activities are broad and diverse, such as the customisation of applications, technological advances to mobile apps, automated detection systems and virtual mapping platforms.

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Post balance sheet events

In April 2026 the Group Revolving Credit Facility (RCF) was successfully increased to £272.0m.

Employees and other stakeholders engagement

Our stakeholders are the people, communities and organisations with an interest or concern in our purpose, strategy, and operations. We engage and collaborate with all our stakeholders to ensure our business delivers long-term, sustainable value. Refer to pages 22 to 25 of the Stakeholders engagement section of the Annual Report for further details.

Modern slavery and human rights

The Group supports and carries out its business in a manner compatible with the protection of individuals' human rights. The Group does this through its compliance with relevant legislation and through its insistence on ethical business practices.

The Group has policies that reflect the rights granted to individuals under the Human Rights Act 1998, such as the areas of non-discrimination, data protection, dignity at work and health and wellbeing. Furthermore, the Group is committed to preventing modern slavery and human trafficking in all its activities and ensures that its supply chains are free from slavery and human trafficking, as set out in our most recent Modern Slavery Statement available here: www.mgrouppltd.com/media/kualjola/mgs-modern-slavery-statement.pdf

Directors' report continued**Environmental performance**

The Group is committed to sharing good environmental practice while continuing to develop sustainable processes and behaviours across our business and in our clients' and supply chain. Refer to pages 28 to 30 of the Sustainability Review for further detail.

Non-financial and sustainability information statement

The information below summarises how we comply with non-financial performance and sustainability reporting requirements and has been prepared to meet the obligations of sections 414CA and 414CB of the Companies Act 2006. It also signposts where in the Annual Report we cover each reporting requirement.

Reporting Requirement	M Group policy & standards	Read more
Anti-corruption and anti-bribery	M Group Code of Conduct	Page 33
Employees	Code of Conduct, Diversity and inclusion policy, Health, safety and wellbeing, Whistleblowing policy	Page 33
Environmental matters	Sustainability focus, Environmental performance	Page 29
Respect for human rights	Our people and culture	Page 56
Social matters	Sustainability focus	Page 30
Business model	Our business model	Page 14
Non-financial KPIs	Our non-financial KPIs	Page 27
Principal risks	Risk management and principal risks	Page 39
Climate-related financial disclosures	CFD	Page 44

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

Overview**Strategic report****Governance****Financial statements**

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement of disclosure of information to the auditor

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 and parent company's auditor 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 and parent company's auditor are aware of that information.

The Directors' report was approved and authorised for issue by the Board of Directors.

On behalf of the Board,



Chris Keen
Chief Financial Officer
15 June 2026
Registered Number: 15771848

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Independent auditor's report

to the members of M Group Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of M Group Limited (the 'parent company') and its subsidiaries (the 'group'):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2026 and of the group's loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated profit and loss account;
- the consolidated statement of comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated statement of cash flows; and
- the related notes 1 to 36.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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 parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

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

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

We have nothing to report in this regard.

Responsibilities of directors

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

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

Independent auditor's report to the members of M Group Limited continued**Auditor's responsibilities for the audit of the financial statements**

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

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. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

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.

We considered the nature of the group's industry and its control environment, and reviewed the group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management, internal audit and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the group's business sector.

We obtained an understanding of the legal and regulatory frameworks that the group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act, pensions legislation and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty. These included employee laws, health and safety, environmental regulations, GDPR and the Bribery Act.

We discussed among the audit engagement team including relevant internal specialists such as tax, valuations, IT and ESG (Environmental, Social & Governance) regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following areas, and our specific procedures performed to address them are described below:

- The accuracy of revenue recognised on unbilled, unagreed and uncertified WIP that remains outstanding at the year-end:
 - Evaluating management's assessment on the overall customer contract performance during the period to understand any key issues around the contract and determine the impact on the recoverability of the balance;
 - Assessing the accuracy of the WIP report ageing through testing on a sample basis and agreeing the amount of revenue recognised to the Cost Value Reconciliation and supporting evidence; and
 - Obtaining an understanding from respective financial and Commercial Directors of the WIP position at year-end and any judgements around recoverability issues and evaluating residual balances that remain unpaid for collectability.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with HMRC.

Independent auditor's report to the members of M Group Limited continued

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

Use of our report

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

Kate Darlison, FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
15 June 2026



Consolidated profit and loss account

for the year/period ended 31 March

	Notes	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Turnover	5, 6	3,083.8	1,378.7
Cost of sales		(2,622.6)	(1,211.0)
Gross profit		461.2	167.7
Administrative expenses		(467.0)	(187.4)
Other operating income	7	20.3	5.8
EBITDA before exceptional items		162.1	65.4
Exceptional items	8, 9	2.4	(10.9)
Depreciation and impairment	8, 14	(23.7)	(10.7)
Amortisation	8, 13	(126.3)	(57.7)
Operating profit/(loss)	8	14.5	(13.9)
Finance costs (net)	11	(42.4)	(26.2)
Loss before taxation		(27.9)	(40.1)
Tax expense on loss	12	(32.4)	(6.4)
Loss for the year/period		(60.3)	(46.5)
(Loss)/profit attributable to:			
— Owners of the parent company		(60.8)	(46.8)
— Non-controlling interest		0.5	0.3
		(60.3)	(46.5)

The accompanying notes on pages 67 to 90 are an integral part of these financial statements.

The above results all relate to continuing operations.

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Consolidated statement of comprehensive income

for the year/period ended 31 March

	Notes	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Loss for the financial year/period		(60.3)	(46.5)
Other comprehensive income:			
Remeasurements of net defined benefit obligation	22	0.1	(0.3)
Fair value gains arising from cash flow hedges	25	4.9	3.2
Cash flow hedge reclassified and reported in the profit and loss account	25	(1.5)	(2.1)
Total tax charge on components of other comprehensive income	12	(1.1)	(0.2)
Other comprehensive income for the year/period, net of tax		2.4	0.6
Total comprehensive expense for the year/period		(57.9)	(45.9)
Total comprehensive expense/income attributable to:			
— Owners of the parent company		(58.4)	(46.2)
— Non-controlling interest		0.5	0.3
		(57.9)	(45.9)

The accompanying notes on pages 67 to 90 are an integral part of these financial statements.

Consolidated balance sheet

as at 31 March

	Notes	Group At 31 March 2026 £m	Group At 31 March 2025 £m (Reclassified) ¹
Fixed assets			
Intangible assets	13	1,090.4	1,068.0
Tangible assets	14	74.3	57.5
Investments	15	1.2	1.2
Deferred tax asset	16	72.7	-
		1,238.6	1,126.7
Current assets			
Stocks	17	13.5	9.6
Debtors	18	604.0	445.0
Cash at bank and in hand	29	154.7	110.8
Deferred tax asset	16	13.2	-
		785.4	565.4
Creditors: amounts falling due within one year	19	(747.0)	(574.7)
Net current assets/(liabilities)		38.4	(9.3)
Total assets less current liabilities		1,277.0	1,117.4

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	Notes	Group At 31 March 2026 £m	Group At 31 March 2025 £m (Reclassified) ¹
Creditors: amounts falling due after more than one year	20	(915.1)	(526.4)
Provisions for liabilities	23	(99.9)	(91.6)
		262.0	499.4
Net assets		262.0	499.4
Capital and reserves			
Called up share capital	27	5.4	5.4
Share premium account	28	-	532.4
Hedging reserve		4.5	1.1
Share-based payment reserve		2.1	0.7
Profit and loss account		256.9	(40.5)
Equity attributable to owners of the parent company		268.9	499.1
Non-controlling interest		(6.9)	0.3
Total equity		262.0	499.4

The notes on pages 67 to 90 are an integral part of these financial statements.

The financial statements on pages 62 to 90 were approved and authorised for issue by the Board of Directors on 15 June 2026 and were signed on its behalf by:



Chris Keen
Chief Financial Officer
Registered Number: 15771848

¹ See note 23 provision for further details.

Company balance sheet

as at 31 March

	Notes	Company At 31 March 2026 £m	Company At 31 March 2025 £m
Fixed assets			
Investments	15	537.7	537.7
		537.7	537.7
Current assets			
Cash at bank and in hand		0.1	0.1
		0.1	0.1
Net current assets		0.1	0.1
Total assets less current liabilities		537.8	537.8
Net assets		537.8	537.8
Capital and reserves			
Called up share capital	27	5.4	5.4
Share premium account	28	–	532.4
Profit and loss account		532.4	–
Total equity		537.8	537.8

The profit for the Company for the year/period was £170.0m (2025: £nil).

The notes on pages 67 to 90 are an integral part of these financial statements.

The Company has elected to take the exemption under section 408A of the Companies Act 2006 not to present the Company profit and loss account.

The financial statements on pages 62 to 90 were approved and authorised for issue by the Board of Directors on 15 June 2026 and were signed on its behalf by:


Chris Keen

Chief Financial Officer

Registered Number: 15771848

Consolidated statement of changes in equity

for the year ended 31 March

	Called up share capital £m	Share premium account £m	Hedging reserve £m	Share-based payment reserve £m	Profit and loss account £m	Equity attributable to owners of the parent company £m	Non-controlling interests £m	Total equity £m
Balance at 11 June 2024	-	-	-	-	-	-	-	-
Shares issued in period (note 27, 28)	5.4	532.4	-	-	-	537.8	-	537.8
(Loss)/profit for the financial period	-	-	-	-	(46.8)	(46.8)	0.3	(46.5)
Other comprehensive gain/(loss) for the financial period	-	-	1.1	-	(0.5)	0.6	-	0.6
Total comprehensive income/(expense) for the period	-	-	1.1	-	(47.3)	(46.2)	0.3	(45.9)
Share-based payments (note 27)	-	-	-	0.7	-	0.7	-	0.7
Gain on sale of shares (note 27)	-	-	-	-	6.8	6.8	-	6.8
Balance at 31 March 2025	5.4	532.4	1.1	0.7	(40.5)	499.1	0.3	499.4
(Loss)/profit for the financial year	-	-	-	-	(60.8)	(60.8)	0.5	(60.3)
Total tax charge on components of OCI	-	-	-	-	(1.1)	(1.1)	-	(1.1)
Other comprehensive gain/(loss) for the financial year	-	-	3.4	-	0.1	3.5	-	3.5
Total comprehensive income/(expense) for the year	-	-	3.4	-	(61.8)	(58.4)	0.5	(57.9)
Transactions with non-controlling interests	-	-	-	-	-	-	(7.5)	(7.5)
Share-based payments (note 27)	-	-	-	1.4	-	1.4	-	1.4
Dividend paid (note 27)	-	-	-	-	(170.0)	(170.0)	-	(170.0)
Share premium reduction (note 28)	-	(532.4)	-	-	532.4	-	-	-
Acquisition of non-controlling interests (note 35)	-	-	-	-	(3.2)	(3.2)	(0.2)	(3.4)
Balance at 31 March 2026	5.4	-	4.5	2.1	256.9	268.9	(6.9)	262.0

The notes on pages 67 to 90 are an integral part of these financial statements.

Company statement of changes in equity

for the year ended 31 March

	Called up share capital £m	Share premium account £m	Profit and loss account £m	Total equity £m
Balance at 11 June 2024	–	–	–	–
Shares issued in period (note 27, 28)	5.4	532.4	–	537.8
Total comprehensive income for the financial period	–	–	–	–
Balance at 31 March 2025	5.4	532.4	–	537.8
Share premium reduction (note 28)	–	(532.4)	532.4	–
Total comprehensive income for the financial year	–	–	170.0	170.0
Dividend paid (note 27)	–	–	(170.0)	(170.0)
Balance at 31 March 2026	5.4	–	532.4	537.8

The notes on pages 67 to 90 are an integral part of these financial statements.

Consolidated statement of cash flows

for the year ended 31 March

	Notes	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Net cash inflow from operations	29	188.9	161.9
Taxation received/(paid)		6.9	(5.0)
Net cash generated from operating activities		195.8	156.9
Cash flow from investing activities			
Acquisition of subsidiary (net of cash received)	35	(240.4)	(109.5)
Payments to acquire tangible assets		(23.9)	(11.1)
Payment of contingent consideration		(28.3)	–
Payments to acquire intangible assets		(15.8)	(8.8)
Proceeds on disposal of tangible assets		2.8	1.3
Net cash used in investing activities		(305.6)	(128.1)
Cash flows from financing activities			
Repayments of obligations under finance leases		(5.4)	(2.8)
Repayments of borrowings		–	(278.4)
New bank borrowings raised, net of debt issue costs		393.1	–
Acquisition of preference shares		–	(36.1)
Proceeds from issue of share capital		–	412.5
Capital distribution		(170.0)	–
Proceeds from disposal of own shares		–	6.8
Net interest paid		(64.0)	(20.0)
Net cash generated from financing activities		153.7	82.0
Net increase in cash and cash equivalents		43.9	110.8
Cash and cash equivalents at the beginning of the year/period		110.8	–
Cash and cash equivalents at the end of year/period	29	154.7	110.8

The notes on pages 67 to 90 are an integral part of these financial statements

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for the year ended 31 March 2026

1 General Information

M Group Limited (“the Company”) and its subsidiaries (together “the Group”) provides design, install, maintain and support services to blue-chip clients in essential infrastructure sectors across the UK under the Companies Act 2006. The Company is a private company limited by shares and is incorporated in England. The address of its registered office is 2nd Floor, 107 Cheapside, London, England, EC2V 6DN.

The prior year comparative information covers a part period from 11 June 2024 to 31 March 2025.

2 Statement of compliance

The Group and Company financial statements of M Group Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, “The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland” (FRS 102) and the Companies Act 2006, under the provision of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410).

3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated and company financial statements are set out below. These policies have been consistently applied, unless otherwise stated. The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

Basis of preparation

These consolidated and company financial statements are prepared on a going concern basis under the historical cost convention with consistently applied accounting standards applicable in the United Kingdom and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting judgements and key sources of estimation uncertainties. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

Going concern

The Directors have undertaken the going concern assessment for the Group for a minimum of 12 months from the date of signing these financial statements.

The Directors have taken into account the outlook for the Group including the resilient sectors in which it operates, the nature of the essential services that we provide to critical national infrastructure, and the strong long-term order book with blue-chip clients. The Directors have also taken into account uncertainties in preparing financial projections and assessing the future prospects of the Group.

The Directors have reviewed the Group’s financial and liquidity projections and assessed the headroom on the banking covenants and cash headroom, including performing downside sensitivity scenario analysis by assessing the impact of slower volumes, reduced margins, and slower cash collection to miss the Group’s budget and the downside that would be required in order to break the Group’s covenants. FY26 Actual EBITDA before exceptional and non-recurring items would need to fall by 60% to lead to a breach of banking covenants. Cash flow has been and continues to be robust, in line with management’s expectations.

The Group has significant levels of liquidity available. The Group has access to significant liquidity, allowing flexibility in managing cash flow and making strategic investment decisions. The total available liquidity was £453.4m as at 31 March 2026. This comprises cash and cash equivalents of £154.7m, undrawn RCF of £198.7m and a Committed Acquisition Facility (CAF) of £100.0m. As detailed in note 36, the RCF was increased to £272.0m post year-end across two lenders.

In line with a typical structure for a private equity owned Group, the capital structure of the Group consists of net debt (comprising senior loan, finance leases after deducting cash at bank) and equity (comprising called up share capital and profit and loss account).

Accordingly, based on the Group’s financial and liquidity projections, the maturity and portability of the long-term debt, the expectations of no significant changes to the business plan, and the current expectations of the Directors about the prospects of the Group, the financial statements have been prepared on the going concern basis.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of and no objection to, the use of exemptions by the Company’s shareholders.

The Company has taken advantage of the exemption from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company’s cash flows.

The Company has taken advantage of the exemption under FRS 102.33.1A and has not disclosed transactions with entities that are part of the M Group.

The Company has taken advantage of the exemption under FRS 102.33.7A and has not disclosed key management personnel remuneration.

For the year ending 31 March 2026, the UK subsidiary undertakings listed in note 34 are exempt from the requirements of the Companies Act 2006 (the Act) relating to the audit of individual accounts by virtue of section 479A of the Act, in accordance with which, M Group Limited provides a guarantee for liabilities.

Notes to the financial statements continued

for the year ended 31 March 2026

3 Summary of significant accounting policies continued**Consolidated financial statements**

The Group financial statements comprise a consolidation of the financial statements of the Company and all its subsidiary undertakings as at 31 March 2026. The accounting policies are uniformly applied across the Group. The results of companies acquired or disposed of are consolidated from the effective date of acquisition or to the effective date of disposal. Intra-group sales and profit are eliminated on consolidation.

Foreign currencies

Monetary assets and liabilities denoted in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions denominated in foreign currencies during the period are translated into local currency at the rate of exchange ruling on the dates on which the transactions occurred. All differences are taken to the profit and loss account. The Company's functional and presentational currency is the pound sterling. The consolidated financial statements are also presented in pounds sterling. Monetary amounts in these financial statements are rounded to the nearest hundred thousand.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and that these benefits can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable for goods and services provided and net of discounts and value-added taxes.

Revenue recognition across the Group is considered as follows:

Framework contracts

The activities of the Group are largely undertaken through long-term framework contracts. Under these contracts revenue is recognised in line with each separate supply of goods and services completed. Where losses are foreseeable in respect of future supplies committed under these framework contracts, appropriate provisions are made. In addition, an accrual is maintained for future remedial works that may be required in respect of supplies already made.

Project contracts

For long-term project contracts where the outcome of the contract can be measured reliably, revenue is recognised by reference to the stage of completion of the contract activity at the balance sheet date (e.g. on costs incurred or milestone reached basis). Where it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately in the profit and loss account. Where the outcome of a contract cannot be measured reliably, contract revenue is recognised to the extent of contract costs incurred where it is probable that these costs will be recovered.

Where contracts exhibit characteristics of both framework and long-term project contracts, the Group applies the appropriate recognition criteria to the separate components of the contract.

Amounts recoverable on contracts are stated at cost plus attributable profits less provision for losses and payments on account. Payments on account in excess of amounts recoverable on contracts are included in creditors.

Where contracts include incentive payments, such as pain/gain mechanisms, particularly for fixed price or cost-plus contracts, we recognise the gains or pain based on the certainty and timing outlined in the agreements. Pain is recognised immediately upon identification, ensuring that we record the expected loss on the contract (or the business share of the loss as agreed by the contract) as soon as it is known. Conversely, gains are recognised at the point of agreement and in accordance with the contract terms.

Exceptional items

In determining whether an item should be presented as an exceptional item, the Group considers items which are significant either because of their size or their nature, or those which are outside of the normal course of business. Where an item meets these criteria and separate presentation is helpful for the reader of the financial statements to understand the financial performance of the entity, their nature and amount is disclosed separately on the face of the profit and loss account where this enhances the understanding of the Group's financial performance. Management exercises judgement in identifying exceptional items based on this definition, including considering the nature and cause of the transaction and whether it has a large and distorting impact on performance in the financial period.

For an item to be considered exceptional, it must meet at least one of the following criteria: it is considered outside of the normal course of business and/or it is a significant item that may span more than one accounting period.

If an item meets at least one of these criteria, management will consider whether separate presentation enhances the understanding of the Group's financial performance.

Notes to the financial statements continued

for the year ended 31 March 2026

3 Summary of significant accounting policies continued**Employee benefits****Short-term benefits**

Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

Defined contribution pension plans

The Group operates defined contribution plans for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

Defined benefit pension plan

The Group operates defined benefit scheme arrangements for certain employees. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The defined benefit scheme arrangements are funded separately, with the assets of the scheme held separately from those of the Group in a trustee administered fund.

The liabilities recognised in the balance sheet in respect of the defined benefit plan arrangements are the present value of the defined benefit obligations at the end of the reporting date less the fair value of the plan assets at the reporting date.

The defined benefit obligation is calculated using the projected unit credit method and discounted at a rate equivalent to the current rate of return on a high-quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date.

The fair value of the plan assets is measured in accordance with FRS 102 and in accordance with the Group's policy for similarly held assets.

The cost of the defined benefit plan, recognised in profit and loss as employee costs comprises:

- (a) The increase in pension benefit liability arising from the employee service during the period; and
- (b) The cost of the plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligations and the fair value of plan assets. These costs are recognised in profit or loss as interest on pension.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as 'Remeasurements of net defined benefit obligation' in the consolidated statement of comprehensive income.

Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the period. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements.

These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions.

Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Notes to the financial statements continued

for the year ended 31 March 2026

3 Summary of significant accounting policies continued**Business combinations and goodwill**

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination.

Contingent consideration is initially recognised at an estimated amount where the consideration is probable and can be measured reliably. Where (i) the contingent consideration is not considered probable or cannot be reliably measured but subsequently becomes probable and measurable or (ii) contingent consideration previously measured is adjusted, the amounts are recognised as an adjustment to the cost of the business combination.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Where the fair value of contingent liabilities cannot be reliably measured, they are disclosed on the same basis as other contingent liabilities. Non-controlling interests are stated at the non-controlling interests' proportion of the fair values of the assets and liabilities recognised.

Intangible assets acquired in a business combination shall be recognised separately from goodwill when all three of the following criteria have been met:

- (a) It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost or value of the asset can be measured reliably;
- (b) the intangible asset arises from contractual or other legal rights; and
- (c) the intangible asset is separable (i.e. capable of being separated or divided from the entity and sold, transferred, licensed, rented or exchanged either individually or together with a related contract, asset or liability).

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values to the Group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

On acquisition, goodwill is allocated to cash-generating units (CGU) that are expected to benefit from the combination.

Goodwill is amortised over its expected useful life, due to the stability in which the Group operates, it is not always possible to reliably estimate finite useful life of Goodwill balances, as such the Group amortises Goodwill over ten years, which is the maximum period permitted.

Where the Group increases its controlling interest in a subsidiary, the transaction is treated as a transaction between equity holders. Any difference between the fair value of the consideration paid and the carrying amount of the non-controlling interest acquired is recognised directly in equity. No changes are made to the carrying value of assets, liabilities or provisions for contingent liabilities.

Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated, using the straight-line method, to allocate the amortisable amount of the assets less their estimated residual value over their expected useful lives, as follows:

Goodwill	10 years
Software	3–10 years

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

Tangible assets

Tangible assets are included at historical purchase cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price of the asset and the costs directly attributable to bringing the asset into its working condition for its intended use.

Vehicles, plant and equipment, fixtures and fittings

Vehicles, plant and equipment, fixtures and fittings are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation and residual values

Depreciation of assets is calculated using the straight-line method at rates expected to write off cost less the estimated residual value of the relevant assets over their expected economic lives.

The expected useful lives of the assets to the business are reassessed periodically in light of experience.

The expected economic lives used are principally as follows:

Vehicles, plant and equipment, fixtures and fittings	1–15 years
Leasehold property	Remaining life of the lease

Assets under construction are not depreciated until they are ready for use.

Derecognition

Tangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit and loss account.

Notes to the financial statements continued

for the year ended 31 March 2026

3 Summary of significant accounting policies continued**Leased assets**

At inception, the Group assesses agreements that transfer the right to use assets to the Group. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

Finance leased assets

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases.

Finance leases are capitalised at commencement of the lease as fixed assets at the fair value of the leased asset, or if lower, the present value of the minimum lease payments calculated using the interest rate implicit in the lease. Where the implicit rate cannot be determined the Group's incremental borrowing rate is used. Incremental direct costs, incurred in negotiating and arranging the lease, are included in the cost of the asset.

Assets are depreciated over the shorter of the lease term and the estimated useful life of the asset. Assets are assessed for impairment at each reporting date.

The capital element of lease obligations is recorded as a liability on inception of the arrangement. Lease payments are apportioned between capital repayment and finance charge, using the effective interest rate method, to produce a constant rate of charge on the balance of the capital repayments outstanding.

Operating leased assets

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

Lease incentives

Incentives received to enter into a finance lease reduce the fair value of the asset and are included in the calculation of present value of minimum lease payments.

Incentives received to enter into an operating lease are credited to the profit and loss account, to reduce the lease expense, on a straight-line basis over the period of the lease.

Investments

Investments in subsidiary companies are stated at historical cost less accumulated impairment losses.

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Stock

Stocks are stated at the lower of historical cost and estimated selling price less costs to complete and sell. Stocks are recognised as an expense in the period in which the related revenue is recognised. Cost is determined on the first-in, first-out (FIFO) method. Cost includes the purchase price, including taxes and duties and transport and handling directly attributable to bringing the inventory to its present location and condition.

Impairment of non-financial assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is such an indication, the recoverable amount of the asset is compared to the carrying amount of the asset.

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount and an impairment loss is recognised in profit or loss.

The recoverable amount of goodwill is derived from measurement of the present value of the future cash flows of the cash-generating units of which the goodwill is a part. Any impairment loss in respect of a CGU is allocated first to the goodwill attached to that CGU, and then to other assets within that CGU on a pro-rata basis.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment been recognised. Impairment of goodwill is never reversed.

Cash and cash equivalents

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

Provisions

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event for which it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. If the effect is material, and where provisions are determined by discounting the expected future cash flows at a pre-tax rate, that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The increase in the provision due to passage of time is recognised as a finance cost. A provision for onerous contracts is recognised for contracts in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Notes to the financial statements continued

for the year ended 31 March 2026

3 Summary of significant accounting policies continued**Contingencies**

Contingent liabilities arising as a result of past events are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote. Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

Financial instruments

The Group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances and investments in commercial paper, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting year financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the profit and loss account.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the profit and loss account.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Basic financial liabilities, including trade and other payables and bank loans are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. Changes in the fair value of derivatives are recognised in the profit and loss account in finance costs or finance income as appropriate, unless they are included in a hedging arrangement.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires. When the Group exchanges one financial liability for another with substantially different terms, the transaction is accounted for as an extinguishment of the original liability and the recognition of a new financial liability. Similarly, a substantial modification of terms of an existing liability, or part of it, is accounted for as an extinguishment of the original liability and the recognition of a new liability.

Where it is unclear, based on a qualitative assessment, whether a modification is substantial, the Group performs a quantitative analysis, referring to the guidance in IFRS 9. Under this guidance, terms are considered substantially different if the net present value of the cash flows under the modified terms (including any fees) differs by at least 10 per cent from the net present value of the remaining cash flows of the original financial liability, both discounted at the original effective interest rate.

Where a modification is not substantial, the difference between (i) the carrying amount of the liability immediately before the modification and (ii) the present value of the cash flows under the modified terms is recognised in the profit and loss account.

Notes to the financial statements continued

for the year ended 31 March 2026

3 Summary of significant accounting policies continued**Financial instruments** continued**Offsetting**

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle to liability simultaneously.

Hedging arrangements

The Group does not generally apply hedge accounting in respect of forward foreign exchange contracts held to manage the cash flow exposures of forecast transactions denominated in foreign currencies.

The Group applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings. Interest rate swaps are held to manage the interest rate exposures and are designated as cash flow hedges of floating rate borrowings.

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised directly in equity. Any ineffectiveness in the hedging relationship is recognised in the profit or loss.

The gain or loss recognised in other comprehensive income is reclassified to the profit or loss when the hedge relationship ends. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised, or the hedging instrument is terminated.

Jointly controlled assets

Each venture apportions its share of revenues, expenses, assets and liabilities. The venture activities are carried out by the venture's employees alongside the venture's similar activities.

The ventures are proportionally consolidated into the Group financial statements. That is, the balances that are recorded are the share of the assets that the venture controls and the share of the liabilities that the venture incurs. The profit recognised from the venture activities reflects the Group's share of the net income that the venture earns from the sale of goods or provision of services by the venture.

Share capital and reserves

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

The share premium account includes any premiums received on issue of share capital.

The share-based payments reserve represents the total accumulated share-based payment charge less any amounts transferred following the issue of the relevant shares.

The profit and loss account includes all current and prior period retained profits and losses.

Distributions to equity holders

Dividends and other distributions to the Group's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the shareholders. These amounts are recognised in the statement of changes in equity.

Related party transactions

The Group discloses transactions with related parties which are not wholly owned within the same Group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the Directors, separate disclosure is necessary to understand the effect of the transactions on the Group financial statements.

4 Critical accounting judgements and key estimation uncertainties

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting judgements and key sources of estimation uncertainty

In the preparation of these financial statements, no judgements have been made in applying the accounting policies, other than those involving estimations, that have had a significant effect on the amounts recognised.

The key sources of estimation uncertainty that could result in a significant risk of a material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

Deferred tax assets

The acquisition of Telent Technology Services Limited (see note 35) has resulted in the Group recognising deferred tax assets of £85.9m (2025: nil), primarily relating to the carry forward of unused tax losses. The recovery of these is dependent on the Group's forecasts of future profitability.

When evaluating whether it is probable that taxable profits will be earned in future accounting periods, the Group derived their forecasts from the approved business plans covering a five-year period. No deferred tax assets have been recognised beyond the forecast period due to higher levels of estimation uncertainty. The tax losses can be carried forward indefinitely and have no expiry date. See note 16 for further details.

Notes to the financial statements continued

for the year ended 31 March 2026

4 Critical accounting judgements and key estimation uncertainties continued**Other areas of judgement and accounting estimates**

While these areas do not meet the definition of significant accounting estimates or critical accounting judgements, the recognition and measurement of certain material assets and liabilities are based on assumptions and/or are subject to longer-term uncertainties.

The other areas of judgement and accounting estimates are:

Amounts recoverable on contract

The Group provides support services to blue-chip clients in the infrastructure sectors in the UK and typically via framework contracts. Consistent with its revenue recognition policy, the Group makes an estimate of the recoverable value and makes a provision for any known or anticipated losses.

Revenue recognition

The Group has pain/gain mechanisms built into certain of its revenue contracts as explained in the accounting policies. Whether and at what amount the pain or gain is to be recognised will depend on the expertise within the Group to judge the uncertainties and make the required estimations.

Exceptional costs/reversals

When items of income or expense are significant and outside the normal course of business, or when separate presentation enhances the reader's understanding of financial performance, their nature and amount are disclosed separately on the profit and loss statement. This helps clarify the Group's financial performance by distinguishing exceptional items from routine financial activities, which is crucial for reflecting the underlying performance of the Group's continuing operations.

Determining whether these items qualify as exceptional items requires judgement based on their nature, size, or frequency, guided by the Group's accounting policy. By presenting such items separately, including significant one-off impacts, management provides a clearer view of the underlying performance of continuing operations.

Cash generating units (CGUs)

Intangible assets are reviewed for potential impairment annually. If management identifies indicators of impairment, an impairment test is performed to determine if the recoverable amount of the cash generating units to which the assets belong exceeds the recoverable amount. The Group has seven cash generating units represented by the Energy Division, the Water Division, the Technology & Communications Division, the Highways business within the Transport Division, the Rail & Aviation business within the Transport Division, and BGEN and Telent which were both deemed to represent separate cash generating units on their respective acquisition dates.

For each new business acquisition in the future, management will assess whether this should be treated as a separate CGU.

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At 31 March 2026, the Group has four operating Divisions – Energy, Water, Technology and Communications, and Transport. The Group provides repair and maintenance, refurbishment, enhancement and data retrieval and management services to blue-chip clients in Critical Infrastructure, Technical Solutions and Digital and Data solutions sectors.

6 Divisional information**By geographical origin**

Turnover related to activities in the United Kingdom was £3,044.7m (2025: £1,356.2m), Ireland £37.7m (2025: £20.7m), rest of Europe £1.2m (2025: £1.4m), and rest of World £0.2m (2025: £0.4m).

By operating Division

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Water	895.7	425.2
Technology and Communications	887.2	306.5
Transport	671.1	352.0
Energy	629.8	295.0
Total turnover	3,083.8	1,378.7

7 Other operating income

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
R&D expenditure tax credit	18.2	4.5
Profit on sale of tangible assets	1.7	1.1
Other income	0.4	0.2
Total other operating income	20.3	5.8

Notes to the financial statements continued
for the year ended 31 March 2026

8 Operating profit/(loss)

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Operating profit/(loss) is stated after (charging)/crediting:		
Depreciation – owned assets (see note 14)	(22.6)	(10.4)
Depreciation – leased assets (see note 14)	(1.1)	(0.3)
Amortisation (see note 13)	(126.3)	(57.7)
Hire of plant and machinery	(187.9)	(102.7)
Operating lease rentals – plant and machinery	(56.2)	(24.5)
Operating lease rentals – other	(13.9)	(4.5)
Exceptional items (see note 9)	2.4	(10.9)
Fees payable to the Company’s auditors for the audit of the parent company and consolidated financial statements	(0.8)	(0.4)
Fees payable to the Company’s auditors and their associates for other services:		
Audit of the Company’s subsidiaries pursuant to legislation	(1.2)	(2.0)
Total amount payable to the Company’s auditors and their associates	(2.0)	(2.4)

Depreciation of £22.6m (2025: £9.9m) is included in costs of sales and £1.1m (2025: £0.8m) in administrative expenses. Amortisation of £126.3m (2025: £57.7m) is included in administrative expenses.

9 Exceptional items

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Group		
Restructuring	(0.6)	(10.9)
Exceptional reversals/(costs) relating to major contracts	3.2	–
Other	(0.2)	–
	2.4	(10.9)

Restructuring costs relate to professional costs incurred in respect of completed and potential acquisitions. The exceptional reversals/(costs) relating to major contracts relates to a provision and reversal of provisions which was recognised in respect of remedial work for a pipe that developed damage due to manufacturing defects.

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10 Employees and Directors

The aggregate remuneration for employees (including Directors) comprised of:

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Wages and salaries	(723.4)	(306.4)
Social security costs	(84.3)	(34.2)
Other pension costs	(31.7)	(13.6)
Staff costs	(839.4)	(354.2)

The average monthly number of full-time equivalent staff (including executive Directors) was:

	Year ended 31 March 2026 Number	Period ended 31 March 2025 Number Reclassified*
Group		
Management and supervisory staff	700	617
Operational staff	12,391	10,420
	13,091	11,037

*During the year, the Directors reviewed the method in which they determine the group’s categorisation of staff. Accordingly, the FY25 average monthly number of full-time equivalent staff has been updated to reflect the same method to ensure comparability of the data.

Directors’ remuneration

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Group		
Aggregate emoluments	3.1	0.4
Highest paid Director		
Emoluments	1.4	0.3

The Company has no employees. The Directors and key management are remunerated for services to the Group as a whole and the cost is borne by all subsidiary undertakings by a recharge.

The above disclosure covers remuneration received by the Company’s Directors from the date which they were appointed as Directors of the Company. For the full year comparative for the year ended 31 March 2025 please refer to disclosure in Minerva Equity Limited consolidated accounts.

One Director (2025: one Director) participated in a defined contribution pension scheme during the year. Contributions during the year were £14k (2025: £14k).

Notes to the financial statements continued
for the year ended 31 March 2026

11 Finance costs (net)

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Interest payable on overdrafts and bank loans	(73.6)	(28.9)
Finance lease interest	(1.0)	(0.5)
Amortisation of issue costs	(3.0)	(1.0)
Total interest payable and similar expenses	(77.6)	(30.4)
Interest receivable on deposits	4.0	2.0
Gain on debt modification	29.7	–
Interest receivable on hedging arrangements	1.5	2.1
Interest on pension (note 22)	–	0.1
Total interest receivable and similar income	35.2	4.2
Net finance costs	(42.4)	(26.2)

12 Tax on profit/(loss)

Tax expense included in consolidated profit or loss account

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Current tax:		
UK Corporation tax on losses for the year/period	13.0	1.4
Adjustment in respect of previous period	6.2	0.7
Total current tax charge	19.2	2.1
Deferred tax:		
Origination and reversal of timing differences	12.1	6.3
Adjustment in respect of previous period	1.1	(2.0)
Total deferred tax expense	13.2	4.3
Tax expense on profit/(loss)	32.4	6.4

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Tax charge included in consolidated statement of comprehensive income

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Origination and timing differences	(1.1)	(0.2)
Total tax charge	(1.1)	(0.2)

Reconciliation of tax charge:

The tax assessed for the year/period is higher (2025: higher) than the standard rate of corporation tax in the UK of 25%. The differences are explained below:

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Loss before taxation	(27.9)	(40.1)
Loss multiplied by the standard UK rate of tax 25%	(7.0)	(10.0)
Effects of:		
Expenses not deductible for tax	1.7	3.0
Amortisation of goodwill	29.4	14.0
Movement in deferred tax not recognised	–	0.6
Adjustment in respect of previous periods	7.3	(1.2)
Foreign tax suffered	1.0	–
Tax charge for the year/period	32.4	6.4

The standard rate of Corporation Tax in the UK is 25%. Deferred tax has been recognised at this rate.

The Group monitors income tax developments in all jurisdictions in which it operates, including the OECD Base Erosion and Profit Shifting (BEPS) initiative (Pillar 2), which may impact the Group's future tax liabilities. The UK has introduced a global minimum corporation tax in line with the OECD Inclusive Framework on BEPS, which requires a minimum corporation tax rate of 15% in each jurisdiction in which the Group operates.

As indicated above, the current tax charge includes the impact of the Global Minimum Tax legislation implemented in the UK, specifically a multinational top-up tax of nil for the year ended 31 March 2026.

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for the year ended 31 March 2026

13 Intangible assets
Group

	Goodwill £m	Software £m	Total £m
Cost at 31 March 2025	1,087.3	38.3	1,125.6
Acquisitions (note 35)	131.1	3.1	134.2
Additions	1.1	14.5	15.6
Disposals	–	(0.5)	(0.5)
At 31 March 2026	1,219.5	55.4	1,274.9
Accumulated amortisation and impairment at 31 March 2025	(55.4)	(2.2)	(57.6)
Charge for the period (note 8)	(117.4)	(8.9)	(126.3)
Disposals and impairments	–	(0.6)	(0.6)
At 31 March 2026	(172.8)	(11.7)	(184.5)
Net book value at 31 March 2026	1,046.7	43.7	1,090.4
Net book value at 31 March 2025	1,031.9	36.1	1,068.0

The Company had no intangible assets during the year (2025: nil).

Goodwill of £123.3m was recognised during the year in relation to the acquisition of Telent Technology Services Limited, and £7.8m in respect of the acquisition of Aran Group Holdings Limited (see note 35).

A further £1.1m increase in goodwill arose from an additional investment in Minerva Equity Limited, driven by the partial settlement of the contingent consideration.

Given the long-dated nature of goodwill, and the stability of the industries within which the Group operates, it is not possible to reliably estimate the finite useful life of the Group's goodwill balances. The Group amortises goodwill over ten years, which is the maximum period permitted when a reliable estimate of the useful life cannot be reliably determined.

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14 Tangible assets
Group

	Leasehold Property £m	Vehicles, Plant and Equipment, fixtures and fittings and £m	Total £m
Cost at 31 March 2025	5.3	58.2	63.5
Acquisitions (note 35)	3.4	4.1	7.5
Additions	1.8	32.4	34.2
Disposals	–	(9.7)	(9.7)
At 31 March 2026	10.5	85.0	95.5
Accumulated depreciation at 31 March 2025	(0.2)	(5.8)	(6.0)
Charge for the period (note 8)	(1.1)	(22.6)	(23.7)
Disposals	–	8.5	8.5
At 31 March 2026	(1.3)	(19.9)	(21.2)
Net book value at 31 March 2026	9.2	65.1	74.3
Net book value at 31 March 2025	5.1	52.4	57.5

The net book value of the Group's tangible fixed assets held under finance leases at 31 March 2026 is £26.0m (2025: £20.2m) See note 21 for further details.

The Company had no tangible assets during the period (2025: nil).

15 Investments

	Group At 31 March 2026 £m	Group At 31 March 2025 £m	Company At 31 March 2026 £m	Company At 31 March 2025 £m
Cost and Net Book Value	1.2	1.2	537.7	537.7

Company

The investments held in the parent company comprises of equity shares in Midas Bidco I Limited which are not publicly traded. See note 34 for additional narrative regarding Group's investments in subsidiary undertakings.

Notes to the financial statements continued

for the year ended 31 March 2026

16 Deferred Tax**Group**

The deferred tax asset/(provision) consists of the following deferred tax assets/(liabilities):

	At 31 March 2026 £m	At 31 March 2025 £m
Fixed asset timing differences	25.0	(1.5)
Short-term timing differences	7.7	0.4
Tax losses	45.2	-
RDEC credit	8.0	-
Total deferred tax asset/(provision)	85.9	(1.1)

The amount of deferred tax expected to be reversed in the next 12 months is £13.2m (2025: (£0.3m)) and the remaining £72.7m after 12 months (2025: £0.8m).

Deferred tax assets of £85.9m (2025: nil) have been recognised in respect of UK trading losses and deductible temporary differences. When considering the recoverability of deferred tax assets, the Group assesses the likelihood of the unwind of taxable temporary differences and future taxable income based on the long-term strategic plans of the Group. Recovery of these balances is dependent on the generation of sufficient future taxable profits. Assessment of recoverability is based on approved business plans covering a five-year period. These forecasts reflect assumptions regarding contract delivery, conversion of the order book, revenue growth, operating margins and the timing of reversal of taxable temporary differences. No deferred tax assets have been recognised beyond the forecast period due to higher levels of estimation uncertainty. The tax losses can be carried forward indefinitely and have no expiry date.

Deferred tax assets of £240.1m, including £202.4m in tax losses and £37.7m in temporary differences, have not been recognised as recovery is not considered probable within the forecast horizon. These assets do not have an expiration date. No deferred tax assets have been recognised in respect of capital losses.

17 Stocks**Group**

	At 31 March 2026 £m	At 31 March 2025 £m
Raw materials and consumables	13.5	9.6

The Company had nil stock (2025: nil).

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	At 31 March 2026 £m	At 31 March 2025 £m
Amounts falling due within one year:		
Trade debtors	166.6	152.7
Amounts recoverable on contracts	309.6	213.2
Corporation tax	22.1	23.9
Other debtors	29.5	11.0
Pension scheme surplus (note 22)	2.0	1.0
Prepayments	74.2	43.2
	604.0	445.0

The Company had no debtors as at 31 March 2026 (2025: nil).

Trade debtors are stated after provisions for impairment of £3.4m (2025: £0.8m).

19 Creditors: amounts falling due within one year**Group**

	At 31 March 2026 £m	At 31 March 2025 £m Reclassified*
Obligations under finance leases (note 21)	(6.5)	(4.8)
Bank loans (note 21)	(0.8)	(3.6)
Payments received on account	(5.3)	(15.1)
Trade creditors	(109.8)	(104.6)
Other taxation and social security	(22.2)	(15.3)
Other creditors	(24.2)	(13.0)
VAT Liability	(80.4)	(66.1)
Insurance	(5.7)	(16.1)
Subcontractors	(46.7)	(41.9)
Payroll	(48.5)	(34.8)
Accruals	(309.8)	(222.3)
Deferred income	(87.1)	(37.1)
	(747.0)	(574.7)

As at 31 March 2026, the Company had no creditors amounts falling due within one year (2025: nil).

As at 31 March 2026, there was an outstanding liability of £4.0m (2025: £3.5m) in respect of pension contributions.

Notes to the financial statements continued
for the year ended 31 March 2026

19 Creditors: amounts falling due within one year continued

*** Prior period reclassification**

Following a review of the financial statements, the classification of certain liabilities has been changed to more appropriately reflect the events that gave rise to those obligations and the degree of uncertainty. The impact to the 31 March 2025 balance sheet is an increase to provisions of £45.7m and a decrease to accruals of £7.6m and amount owed to joint venture by £38.1m. There is no impact on the profit and loss account or net assets.

20 Creditors: amounts falling due after more than one year
Group

	At 31 March 2026 £m	At 31 March 2025 £m
Bank loans (note 21)	(877.2)	(503.2)
Obligations under finance leases (note 21)	(19.5)	(15.4)
Accruals	(18.4)	(7.8)
	(915.1)	(526.4)

As at 31 March 2026 the Company had no creditors amounts falling due after more than one year (2025: nil).

21 Loans and other borrowings
Group

	At 31 March 2026 £m	At 31 March 2025 £m
Bank loans (notes 19 and 20)	(878.0)	(506.8)
Finance leases	(26.0)	(20.2)
Total loans and other borrowings	(904.0)	(527.0)

The Group's financing facility with a syndicate of banks includes senior loans of £520.0m, £190.0m and £210.0m. All senior loans accrue interest at SONIA plus a margin of 4.25% to 5.00%. The margin is determined by calculation of the Total Net Leverage Ratio. The senior loans are due for repayment in full in November 2030.

The Group's financing facility also includes a revolving credit facility of £242.0m. Interest is charged at SONIA plus a margin of 3.00% to 3.75% on the drawn-down amount. A commitment fee of 1.05% to 1.31% is charged on the undrawn amount. The margin and commitment fee are determined by calculation of the Total Net Leverage Ratio.

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Maturity analysis of financial liabilities

The maturity profile of the carrying amount of the Group's liabilities was as follows:

	2026 £m	2025 £m
Finance leases and other loans:		
Less than one year	(7.7)	(5.6)
Between one and two years	(6.5)	(5.6)
Between two and five years	(14.9)	(11.4)
After five years	(0.1)	(0.3)
Total gross payments	(29.2)	(22.9)
Interest charge on finance lease	3.2	2.7
Carrying amount	(26.0)	(20.2)

Senior loans of £920.0m are repayable between two and five years (2025: £520.0m repayable after five years).

Borrowing covenants

The Group monitors compliance against all financial obligations and against the covenant restrictions in place on the bank loans, all of these have been complied with during the period. The only covenant is a gearing covenant.

Security

The borrowings (bank loans only) are secured by a floating charge over the assets of the Group.

Finance leases

The present value of future minimum finance lease payments were as follows:

	At 31 March 2026 £m	At 31 March 2025 £m
Less than one year	(6.5)	(4.8)
Between one and five years	(19.4)	(15.1)
After five years	(0.1)	(0.3)
Carrying amount of liability	(26.0)	(20.2)

The finance leases relate to plant and machinery and second-hand light commercial vehicles (LCVs). They are secured by fixed charges on the assets concerned.

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22 Pensions and similar obligations

Defined benefit schemes

The Group operates a defined benefit pension scheme within M Group Energy (Metering) Limited, one within M Group Telecom (Technology Services) Limited, one within Seeka Limited and one within Telent Technology Services Limited. These schemes are known as the Morrison Data Services Limited Section of the Mercer DB Master Trust ('MDS scheme'), the Magdalene Limited Section of the Mercer DB Master Trust ('MAG scheme'), the Seeka Limited Section of the Mercer DB Master Trust ('Seeka scheme'), and the Telent Communications Public Sector Pension Scheme ('TCPSPS') respectively.

The Group participates in the East Sussex Pension Fund of the LGPS within Telent Technology Services Limited.

The Group participates in the Railways Pension Scheme within Telent Technology Services Limited.

Participation in these defined benefit schemes is as a result of the transfer of certain staff related to specific contracts.

The schemes provide retirement and death benefits on the basis of members' final salaries and their length of service to retirement (or earlier leaving or death). Apart from the LGPS, the schemes are administered by independent trustees. The LGPS is administered by local authorities. Contributions to the schemes are agreed with the respective trustees and local authorities to maintain strong funding levels.

The most recent full actuarial valuations of the MDS scheme, the MAG scheme and the TCPSPS were carried out as at 5 April 2022, 5 April 2024 and 1 November 2023 respectively. The most recent full actuarial valuations of the Pension Funds of the LGPS were carried out as at 31 March 2025. The first full actuarial valuation of the Seeka scheme is being carried out as at 5 April 2026. Actuarial valuations are carried out at least once every three years, and annual actuarial updates are not required.

Previously, the Group also operated a defined benefit pension scheme within M Group Water (Network Infrastructure) Limited which was liquidated and wound up during the year. Its members' benefits were secured via individual pension policies with Aviva. This scheme was known as the Morrison CARE Pension Scheme.

Adjustments to the valuation at that date have been made based on current market conditions and the following assumptions:

Mortality assumptions:

	As at 31 March 2026
MDS	Base table 131% of S4PMA tables for males 129% of S4PFA_M for females
MWS	n/a
MAG	107% of S4PMA tables for males 105% of S4PFA_M for females
TCPSPS	Base table 100% of S4PA tables for males and females Future Improvements CMI 2025 model (Sk = 7, A= 0.5%) with long-term improvement rate of 1.50% p.a.
ESFRS	Base table 100% of S4PA tables for males and females Future Improvements CMI 2025 model (Sk = 7, A= 0) with long-term improvement rate of 1.50% p.a.

	As at 31 March 2025
MDS	Base table 123% of S3PMA tables for males 123% of S3PFA_M tables for females Future Improvements CMI 2023 model (Sk = 7, A = 0) with long-term improvement rate of 1.25% p.a.
MWS	n/a
MAG	Base table 105% of S4PMA tables for males 105% of S4PFA_M tables for females Future Improvements CMI 2023 model (Sk = 7, A = 0) with long-term improvement rate of 1.25% p.a.

	2026 % pa				
	MDS	MWS	MAG	TCPSPS	ESFRS
Discount rate	6.1	n/a	6.2	6.1	6.2
Inflation rate	3.5	n/a	3.5	3.6	3.3
Salary increases	3.5	n/a	3.5	3.6	3.9
Increase to deferred benefits during deferment	3.5	n/a	3.5	2.6	2.9
Increases to inflation-related pension in payment	3.2	n/a	3.2	3.6	2.9

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22 Pensions and similar obligations continued

	2025 % pa				
	MDS	MWS	MAG	TCPSPS	ESFRS
Discount rate	5.8	n/a	5.8	-	-
Inflation rate	3.2	n/a	3.2	-	-
Salary increases	3.7	n/a	3.2	-	-
Increase to deferred benefits during deferment	3.2	n/a	3.2	-	-
Increases to inflation-related pension in payment	3.0	n/a	3.0	-	-

Amounts recognised in the balance sheet

At 31 March 2026, the surplus/(deficit) recognised in the balance sheet was as follows:

	As at 31 March 2026					
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	Total £m
Present value of funded obligations	(0.6)	-	(0.2)	(0.7)	(0.7)	(2.2)
Fair value of scheme assets	1.1	-	0.7	1.3	1.1	4.2
Net asset at the end of the period excluding deferred tax	0.5	-	0.5	0.6	0.4	2.0
Related deferred tax (liability)/asset	-	-	-	-	-	-
Net pension surplus	0.5	-	0.5	0.6	0.4	2.0

At 31 March 2025, the surplus/(deficit) recognised in the balance sheet was as follows:

	As at 31 March 2025					
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	Total £m
Present value of funded obligations	(0.6)	-	(0.2)	-	-	(0.8)
Fair value of scheme assets	1.1	0.1	0.7	-	-	1.9
Net asset at the end of the period excluding deferred tax	0.5	0.1	0.5	-	-	1.1
Related deferred tax (liability)/asset	-	-	-	-	-	-
Net pension surplus	0.5	0.1	0.5	-	-	1.1

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Changes in scheme assets

	Period/Year ended 31 March					
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	Total £m
Balance as at 11 June 2024	-	-	-	-	-	-
Acquisition of subsidiary	1.1	8.5	0.7	-	-	10.3
Expected return on scheme assets	-	0.4	-	-	-	0.4
Employer contributions	0.1	-	0.1	-	-	0.2
Benefits paid	-	(0.2)	-	-	-	(0.2)
Administration cost	(0.1)	-	(0.1)	-	-	(0.2)
Change due to settlements	-	(8.3)	-	-	-	(8.3)
Actuarial (loss)/gain	(0.1)	(0.3)	(0.1)	-	-	(0.5)
Balance as at 31 March 2025	1.0	0.1	0.6	-	-	1.7
Acquisition of subsidiary (note 35)	-	-	-	1.2	1.0	2.2
Expected return on scheme assets	-	-	-	0.1	0.1	0.2
Employer contributions	0.1	-	-	-	-	0.1
Administration cost	(0.1)	(0.1)	-	-	-	(0.2)
Actuarial (loss)/gain	-	-	-	-	-	-
Balance as at 31 March 2026	1.1	-	0.7	1.3	1.1	4.2
Actual return on scheme assets 2026	-	-	-	0.1	0.1	0.2
Actual return on scheme assets 2025	(0.1)	0.1	(0.1)	-	-	(0.1)

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22 Pensions and similar obligations continued**Changes in scheme liabilities**

The overall surplus/(deficit) movement may be summarised as follows:

	Period/Year ended 31 March					Total £m
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	
Balance as at 11 June 2024	-	-	-	-	-	-
Acquisition of subsidiary	(0.6)	(8.1)	(0.3)	-	-	(9.0)
Interest cost	-	(0.4)	-	-	-	(0.4)
Benefits paid	-	0.2	-	-	-	0.2
Change due to settlements	-	8.3	-	-	-	8.3
Actuarial gain/(loss)	0.1	-	0.1	-	-	0.2
Balance as at 31 March 2025	(0.5)	-	(0.2)	-	-	(0.7)
Acquisition of subsidiary	-	-	-	(0.7)	(0.6)	(1.3)
Interest cost	-	-	-	(0.1)	-	(0.1)
Benefits paid	-	-	-	-	-	-
Change due to settlements	-	-	-	-	-	-
Actuarial gain/(loss)	-	-	-	0.1	(0.1)	-
Balance as at 31 March 2026	(0.6)	-	(0.2)	(0.7)	(0.7)	(2.2)

The overall surplus/(deficit) movement may be summarised as follows:

Movements in balance sheet net asset

	Period/Year ended 31 March					Total £m
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	
Balance as at 11 June 2024	-	-	-	-	-	-
Acquisition of subsidiary	0.5	0.4	0.4	-	-	1.3
Administration cost	(0.1)	-	(0.1)	-	-	(0.2)
Contributions	0.1	-	0.1	-	-	0.2
Actuarial gain/(loss)	-	(0.3)	-	-	-	(0.3)
Balance as at 31 March 2025 (excluding deferred tax)	0.5	0.1	0.4	-	-	1.0
Acquisition of subsidiary	-	-	-	0.5	0.4	0.9
Administration cost	(0.1)	(0.1)	-	-	-	(0.2)
Interest	-	-	-	-	0.1	0.1
Contributions	0.1	-	0.1	-	-	0.2
Actuarial gain/(loss)	-	-	-	0.1	(0.1)	-
Balance as at 31 March 2026 (excluding deferred tax)	0.5	-	0.5	0.6	0.4	2.0

The cost of the defined benefit scheme is recognised in the Profit and Loss Account, and the impact of actuarial gains and losses recognised in the Statement of Comprehensive Income, was as follows:

Expense recognised in the profit and loss account

	Year ended 31 March 2026					Total £m
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	
Administration cost – scheme expenses	(0.1)	(0.1)	-	-	-	(0.2)
Charge to operating profit	(0.1)	(0.1)	-	-	-	(0.2)
Expected return on pension scheme assets	-	-	-	0.1	0.1	0.2
Interest on pension scheme liabilities	-	-	-	(0.1)	-	(0.1)
Amount charged to other finance income/(expense)	-	-	-	-	0.1	0.1
Expense recognised in the profit and loss account	(0.1)	(0.1)	-	-	0.1	(0.1)

	Period ended 31 March 2025					Total £m
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	
Administration cost – scheme expenses	(0.1)	-	(0.1)	-	-	(0.2)
Charge to operating profit	(0.1)	-	(0.1)	-	-	(0.2)
Expected return on pension scheme assets	-	0.4	-	-	-	0.4
Interest on pension scheme liabilities	-	(0.4)	-	-	-	(0.4)
Amount charged to other finance expense	-	-	-	-	-	-
Expense recognised in the profit and loss account	(0.1)	-	(0.1)	-	-	-

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22 Pensions and similar obligations continued
Analysis of amounts recognised in the Statement of Comprehensive income

	Year ended 31 March 2026					
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	Total £m
Difference between expected and actual returns on scheme assets	-	-	-	-	-	-
Changes in assumptions underlying the present value of the schemes' liabilities	-	-	-	0.1	(0.1)	-
Actuarial gains in schemes	-	-	-	0.1	(0.1)	-

	Period ended 31 March 2025					
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	Total £m
Difference between expected and actual returns on scheme assets	-	(0.3)	-	-	-	(0.3)
Changes in assumptions underlying the present value of the schemes' liabilities	-	-	-	-	-	-
Actuarial gains in schemes	-	(0.3)	-	-	-	(0.3)

Details of experience gains and losses

	Year ended 31 March 2026					
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	Total £m
Defined benefit obligation	(0.5)	-	(0.2)	-	-	(0.7)
Plan assets	1.0	-	0.6	-	-	1.6
Surplus/(deficit)	0.5	-	0.4	-	-	0.9
Experience adjustment on plan assets	-	-	-	-	-	-
Total amount recognised in the Statement of comprehensive income	-	-	-	-	-	-

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	Period ended 31 March 2025					
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	Total £m
Defined benefit obligation	(0.5)	-	(0.2)	-	-	(0.7)
Plan assets	1.0	0.1	0.6	-	-	1.7
Surplus/(deficit)	0.5	0.1	0.4	-	-	1.0
Experience adjustment on plan assets	-	(0.3)	-	-	-	(0.3)
Total amount recognised in the Statement of comprehensive income	-	(0.3)	-	-	-	(0.3)

The fair value of the plan assets was:

	As at 31 March 2026					
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	Total £m
Equity instruments	0.2	-	0.1	1.2	0.7	2.2
Other	0.9	-	0.6	0.1	0.4	2.0
Total assets	1.1	-	0.7	1.3	1.1	4.2

	As at 31 March 2025					
	MDS £m	MWS £m	MAG £m	TCPSPS £m	ESFRS £m	Total £m
Equity instruments	0.2	-	0.1	-	-	0.3
Other	0.9	0.1	0.5	-	-	1.5
Total assets	1.1	0.1	0.6	-	-	1.8

Other plan assets include cash and cash equivalents, liability driven investments and diversified growth funds.

The values of the assets have been taken at bid value.

The Group operates a number of defined contribution schemes for its employees. The amount recognised as an expense for the defined contribution schemes was £20.4m (2025: £14.5m).

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23 Provisions for other liabilities

Group

	As at 31 March			
	Contract provisions £m	Dilapidations provision £m	Other provisions £m	Total Provisions* £m
At 31 March 2025	31.5	10.0	50.1	91.6
Charge for the period	18.9	4.5	16.3	39.7
Amounts released	(2.6)	(0.9)	(1.9)	(5.4)
Utilisation for the year	(2.9)	(0.2)	(36.1)	(39.2)
Acquisition of subsidiary (note 35)	3.8	1.9	7.5	13.2
Carried forward at 31 March 2026	48.7	15.3	35.9	99.9

* Prior period reclassification

Following a review of the financial statements, the classification of certain liabilities has been changed to more appropriately reflect the events that gave rise to those obligations and the degree of uncertainty. The impact to the 31 March 2025 balance sheet is an increase to provisions of £45.7m and a decrease to accruals of £7.6m and amount owed to joint venture by £38.1m. There is no impact on the profit and loss account or net assets. In addition, the classes of provision have been updated to more appropriately reflect the Group's operations.

Contract provisions

Contract provisions include onerous contracts, where the forecast costs of completing the contract exceed the economic benefits expected to be received, and provisions for potential remediation and rectification costs.

Dilapidation provision

The dilapidation provision relates to potential costs to return a leasehold property to its original state at the end of the lease. Dilapidations provisions are expected to be utilised at the end of the respective leases.

Other provisions

Other provisions includes a provision regarding a contingent consideration arising on the September 2024 acquisition of Minerva Equity Limited and its subsidiaries of £6.3m (2025: £33.6m). During the year, the Group has utilised £28.3m. The contingent consideration is an estimate and is contingent on the resolution of remedial works in respect of a pipe that developed damage after installation due to manufacturing defects.

The remaining other provisions balance principally comprises future contractual obligations for vehicle wear and tear, penalty provisions for contractual under performance, vehicle insurance claims, damage to leased equipment and other operational provisions.

Company

The Company had no provisions for liabilities and charges at 31 March 2026 (2025: nil).

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24 Financial instruments

Group

The Group has the following financial instruments:

	Notes	At 31 March 2026 £m	At 31 March 2025 £m
Financial assets			
Debt instruments measured at amortised cost:			
Trade debtors	18	166.6	152.7
Other debtors	18	29.5	11.0
Amounts recoverable on contracts	18	309.6	213.2
		505.7	376.9
Financial liabilities			
Measured at amortised cost:			
Bank loans	20,21	(878.0)	(506.8)
Finance leases	21	(26.0)	(20.2)
Trade creditors	19	(109.8)	(104.6)
Accruals	19,20	(328.2)	(230.1)
Insurance	19	(5.7)	(16.1)
Subcontractors	19	(46.7)	(41.9)
Payroll	19	(48.5)	(34.8)
Payments received on account	19	(5.3)	(15.1)
Other creditors	19	(24.2)	(13.0)
		(1,472.4)	(982.6)

25 Derivative financial instruments

Group

The Group recognises the following financial instruments on its balance sheet. The Group's exposure to the risks associated with its financial instruments are discussed in note 26.

	Due within one year 2026 £m	Due after one year 2026 £m
Derivatives that are designated and effective as hedging instruments carried at fair value:		
Assets		
Interest rate swaps	1.8	2.8
	1.8	2.8
Liabilities		
Interest rate swaps	-	-
	-	-

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25 Derivative financial instruments continued

	Due within one year 2025 £m	Due after one year 2025 £m
Derivatives that are designated and effective as hedging instruments carried at fair value:		
Assets		
Interest rate swaps	1.5	–
	1.5	–
Liabilities		
Interest rate swaps	–	–
	–	–

Interest rate swaps are valued at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates.

The following table details the notional principal amounts and remaining terms of interest rate swap contracts outstanding as at the reporting date:

Outstanding receives floating pay fixed contracts

	Average contract fixed interest rate 2026 %	Notional principal value 2026 £m	Fair value 2026 £m
At 31 March			
Less than 1 year	3.8785%	468.0	0.3
More than 1 year and less than 2 years	3.5815%	230.0	2.1
More than 2 years and less than 3 years	3.9780%	598.0	2.2

	Average contract fixed interest rate 2025 %	Notional principal value 2025 £m	Fair value 2025 £m
At 31 March			
Less than 1 year	3.8785%	234.0	1.5
More than 1 year and less than 2 years	3.8785%	234.0	–

The interest rate swaps settle on a quarterly basis. The floating rate on the interest rate swaps is term adjusted SONIA, with a 0% floor buyback applying only to the swap with the lender, which has a notional amount of £230.0m and matures on 29 October 2027.

All interest rate swap contracts exchanging floating rate interest amounts for fixed rate interest amounts are designated as cash flow hedges to reduce the Group's cash flow exposure resulting from variable interest rates on borrowings. The hedged cash flows are expected to occur and to affect profit or loss over the period to maturity of the interest rate swaps.

Fair value gains of £3.4m (2025: £3.2m) were recognised in other comprehensive income in respect of hedging arrangements and of this, £1.5m (2025: £2.1m) was reclassified from the hedge reserve to profit and loss.

26 Financial risk management

Financial risks faced by the Group include liquidity and funding risk, market risk including interest rate risk, and credit risk. The Group reviews these risks on an ongoing basis in accordance with internal policies.

(a) Liquidity risk

Liquidity and funding risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities. The Group finances its liquidity position and its operations by a combination of retained profits, bank borrowings and leases. The Group policy is to maintain a level of cash together with sufficient committed bank facilities to meet liquidity needs and to fund acquisition opportunities as they arise, to maintain a smooth debt profile and to ensure senior bank debt does not exceed the covenants ratios set in the senior facility agreement.

(b) Market risk

The Group is exposed to various elements of market risk, which include interest rate risk and inflation risk. The Group is not exposed to significant foreign exchange risk as it operates mainly in the UK and has no overseas subsidiaries. Interest rate risk is the risk that debt issued at variable interest rates will give rise to cash flow risk, management reviews debt commitments and cash flow forecasts on a regular basis to manage this risk. The Group has also entered into interest rate hedging arrangements to mitigate this risk. Inflation risk is the risk that inflationary uplifts in rates will give rise to cash flow risk. The Group manages this risk mainly via framework agreements with a contractual allowance for annual inflationary uplift.

(c) Credit risk

Credit risk represents the risk that a counterparty will not meet its obligations leading to a financial loss for the Group. Credit risk arises from cash at bank and debtors. For cash at bank, the Group holds positions with an approved list of investment-grade rated counterparties. For debtors, the Group's credit risk is managed by engaging with a diverse portfolio of blue-chip clients. Maximum exposure to credit risk at the end of the reporting period reflects the carrying amount of the Group's financial assets, cash at bank and debtors.

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27 Called up share capital
Group and Company

	At 31 March 2026 £m	At 31 March 2025 £m
Ordinary shares		
Allotted and fully paid share capital can be split as follows:		
5,377,556 (2025: 5,377,556) Ordinary shares of £1 each	5.4	5.4

The share capital consists of one class of share – ordinary. Each share has equal voting rights, equal dividend rights and equal rights to capital. The shares in issue are not redeemable but the Company may issue redeemable shares.

The share-based payment reserve records the cumulative value of allocations of shares from the parent company that have been made to employees. During the year the total expense recognised in the profit and loss account in respect of share-based payment arrangements was £1.4m (2025: £0.7m).

The Group undertook a capital return to its ultimate shareholders during the year, which was legally effected at M Group Limited level by way of dividends of £170.0m to its immediate parent (2025: nil), with the capital return completed at a higher group entity.

In 2025, as part of the acquisition of M Group by Midas Bidco I Limited, the acquired entity disposed its own shares held which had a carrying value of £0.0m for a consideration of £6.8m. This resulted in a gain on sale of own shares held of £6.8m, which was recorded in other reserves.

28 Share premium account
Group and Company

During the year, the Company completed a reduction of its share premium account of £532.4m. The reduction was approved by the Company's shareholders in accordance with the Companies Act 2006. The amount reduced was transferred to retained earnings.

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29 Note to the cash flow statement
Group

Reconciliation of operating profit to net cash inflow from operating activities:

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
	Notes	
Loss for the period	(60.3)	(46.5)
Tax on loss	32.4	6.4
Finance cost (net)	42.4	26.2
Operating loss	14.5	(13.9)
Profit on disposal of fixed assets	(1.7)	(1.1)
Share based payments charge	1.4	0.7
Depreciation	8,14 23.7	10.7
Amortisation	8,13 126.3	57.7
Decrease in stock	4.2	38.0
(Increase)/decrease in debtors	(24.5)	66.7
Increase in creditors	22.6	6.1
Increase/(decrease) in provisions	22.4	(3.0)
Net cash inflow from operating activities	188.9	161.9

Cash inflows of £2.4m (2025: cash outflows £3.9m) relating to exceptional items are included in net cash inflow from operating activities.

(a) Analysis of changes in net debt

	At 31 March 2025 £m	Cash flows £m	Acquired (note 35) £m	Non-cash changes £m	At 31 March 2026 £m
Cash at bank	110.8	21.6	22.3	–	154.7
Finance leases	(20.2)	6.4	(3.9)	(8.3)	(26.0)
Senior loans	(520.0)	(400.0)	–	–	(920.0)
Total	(429.4)	(372.0)	18.4	(8.3)	(791.3)

	At 11 June 2024 £m	Cash flows £m	Acquired £m	Non-cash changes £m	At 31 March 2025 £m
Cash at bank	–	1.3	109.5	–	110.8
Finance leases	–	2.0	(20.1)	(2.1)	(20.2)
Senior loan	–	–	(520.0)	–	(520.0)
Preference shares	–	36.1	(36.1)	–	–
Shareholder loans, net	–	278.4	(278.4)	–	–
Total	–	317.8	(745.1)	(2.1)	(429.4)

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29 Note to the cash flow statement continued
Cash and cash equivalents

	Year ended 31 March 2026 £m	Period ended 31 March 2025 £m
Cash at bank and in hand in the consolidated balance sheet	154.7	110.8
Cash and cash equivalents in the consolidated cash flow statement	154.7	110.8

30 Contingent liabilities

Group

There exist cross guarantees under a Group banking arrangement whereby certain Group companies have guaranteed the liabilities of other Group companies to their clearing banks. As at 31 March 2026, this amounted to £nil (2025: £nil).

There are contingent liabilities in respect of performance bonds, guarantees and claims under contracting and other agreements, entered into in the normal course of business. The value of the performance bonds in issue at 31 March 2026 was £23.3m (2025: £23.6m).

31 Capital commitments

Group

As at 31 March 2026, the Group had placed contracts for the purchase of assets to the value of £14.9m (2025: £15.4m), which were not provided for in the financial statements.

As at 31 March 2026, the Group had the following future minimum lease payments under non-cancellable operating leases for each of the following years:

	At 31 March 2026		
	Buildings £m	Plant & Machinery £m	Total £m
Payments due:			
Within one year	10.4	35.0	45.4
Between one and five years	21.5	44.8	66.3
After five years	22.1	0.6	22.7
	54.0	80.4	134.4

As at 31 March 2025, the Group had the following future minimum lease payments under non-cancellable operating leases for each of the following years:

	At 31 March 2025		
	Buildings £m	Plant & Machinery £m	Total £m
Payments due:			
Within one year	4.5	28.6	33.1
Between one and five years	12.0	41.6	53.6
After five years	5.9	–	5.9
	22.4	70.2	92.6

Additionally, there are limited instances where the Group takes advantage of customers' arrangements to receive earlier payment of invoices for a discount with no recourse to the Group. The Group had no other off-balance sheet arrangements.

32 Related party transactions

Group

Transactions between Group companies, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

Company

The Company's related party transactions were with wholly owned subsidiaries.

33 Ultimate parent undertaking and controlling party

In the opinion of the Directors, the Company's ultimate parent company and ultimate controlling party is CVC Capital Partners plc. The Company's immediate controlling party is Midas Topco Limited, a company incorporated in Jersey.

34 Subsidiary and related undertakings

The Group's subsidiary and related undertakings at 31 March 2026 (set out below) are wholly owned subsidiaries where the Company holds 100% of the allotted ordinary shares, unless otherwise stated. The accounting year end is 31 March, unless indicated otherwise. These undertakings principally operate in their country of incorporation.

Company	Registered country	Company's equity shareholding	Principal business
Midas Bidco I Limited	England and Wales ⁽¹⁾	100%	Holding company
Minerva Equity Limited	England and Wales ⁽¹⁾	100%*	Holding company
Minerva Holdco Limited	England and Wales ⁽¹⁾	100%*	Holding company
Minerva Debtco Limited	England and Wales ⁽¹⁾	100%*	Holding company
Minerva Parent Limited	England and Wales ⁽¹⁾	100%*	Holding company
Minerva Bidco Limited	England and Wales ⁽¹⁾	100%*	Holding company
Thor Topco Limited	England and Wales ⁽¹⁾	100%*	Holding company
M Group (Services) Limited	England and Wales ⁽¹⁾	100%*	Holding company
M Group Energy Limited	England and Wales ⁽¹⁾	100%*	Holding company
Alsace Bidco Limited	England and Wales ⁽¹⁾	96.2%*	Holding company
Agility Impact Holdings Limited	England and Wales ⁽¹⁾	100%*	Holding company
M Group Energy (Agility Eco Services) Limited	England and Wales ⁽¹⁾	100%*	Environmental consulting
Agility Survey Limited	England and Wales ⁽¹⁾	100%*	Environmental consulting
M Group Energy (Bierce Surveying) Limited	England and Wales ⁽¹⁾	100%*	Environmental consulting

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34 Subsidiary and related undertakings continued

Company	Registered country	Company's equity shareholding	Principal business
M Group Energy (Infrastructure) Limited	England and Wales ⁽¹⁾	100%*	Holding company
Seeka Limited	England and Wales ⁽¹⁾	100%*	Revenue Protection Service
M Group Energy (Network Infrastructure) Limited	England and Wales ⁽¹⁾	100%*	Overhead line services
M Group Energy (Metering) Limited	England and Wales ⁽¹⁾	100%*	Data handling and processing
M Group Energy (Data Insight) Limited	England and Wales ⁽¹⁾	100%*	Data handling and processing
Protect My Property Services Limited	England and Wales ⁽¹⁾	100%*	Security repair and installation
M Group Water Limited	England and Wales ⁽¹⁾	100%*	Holding company
M Group Water (MEICA Maintenance & Projects) Limited	England and Wales ⁽¹⁾	100%*	Supply & design of instrumentation & control systems
IDS Holdings Limited	Scotland ⁽²⁾	100%*	Holding company
M Group Water (MEICA Projects) Limited	Scotland ⁽²⁾	100%*	Electrical installations
M Group Water (Network Infrastructure) Limited	England and Wales ⁽¹⁾	100%*	Utility contracting
M Group Water (MEICA Specialist) Limited	England and Wales ⁽¹⁾	100%*	Pipeline leakage, engineering and rescue services
M Group (Plant & Fleet Solutions) Limited	England and Wales ⁽¹⁾	100%*	Renting and leasing of machinery and equipment
M Group Telecom Holdings Limited	England and Wales ⁽¹⁾	100%*	Holding company
M Group Telecom Limited	England and Wales ⁽¹⁾	100%*	Telecommunications network build and installation services
M Group Telecom (Technology Services) Limited	England and Wales ⁽¹⁾	100%*	Telecommunications services and consultancy
BGEN Limited	England and Wales ⁽¹⁾	100%*	Building engineering services
BFP Services Limited	England and Wales ⁽¹⁾	100%*	Building engineering services

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Company	Registered country	Company's equity shareholding	Principal business
Building Engineering Solutions Limited	England and Wales ⁽¹⁾	100%*	Building engineering services
Satisfy Recruitment Services Limited	England and Wales ⁽¹⁾	100%*	Employment agency activities
Norwood Group Limited	England and Wales ⁽¹⁾	100%*	Building engineering services
M Group Telecom (Fixed Network Solutions) Limited	England and Wales ⁽¹⁾	100%*	Telecom services
M Group Telecom (Mobile Network Solutions) Limited	England and Wales ⁽¹⁾	100%*	Mobile telecoms infrastructure
M Group Transport Limited	England and Wales ⁽¹⁾	100%*	Holding company
Antagrade Electrical Limited	England and Wales ⁽¹⁾	100%*	Electrical engineering
Dyer and Butler Limited	England and Wales ⁽¹⁾	100%*	Civil engineering
M Group Transport (M&E) Limited	England and Wales ⁽¹⁾	100%*	Civil engineering
M Group Highways Limited	England and Wales ⁽¹⁾	100%*	Civil engineering
Alto Energy Limited	England and Wales ⁽³⁾	15%*	Wholesale of hardware, plumbing, heating equipment and supplies

In addition, the following subsidiaries were acquired as part of the Telent and Aran acquisitions which occurred on 31 July 2025 and 7 April 2025 respectively (note 35):

Company	Registered country	Company's equity shareholding	Principal business
Telent Technology Services Limited	England and Wales ⁽¹⁾	100%*	Technology services and solutions
Cyro Cyber Limited	England and Wales ⁽¹⁾	83.3%*	Cyber Security
Telent Communications Pension Trust Limited (UK)	England and Wales ⁽¹⁾	100%*	Pension activities
Aran Insulation Limited	England and Wales ⁽¹⁾	100%*	Energy efficient insulation
Aran Energy Funding Limited	England and Wales ⁽¹⁾	100%*	Energy efficient insulation
Aran Group Holdings Limited	England and Wales ⁽¹⁾	100%*	Energy efficient insulation
Aran Energy Holdings Limited	England and Wales ⁽¹⁾	100%*	Holding company

Notes to the financial statements continued

for the year ended 31 March 2026

34 Subsidiary and related undertakings continued

The following subsidiaries have been dissolved during FY26:

Company	Registered country	Company's equity shareholding	Date of dissolution
BGEN Project Services Limited	England and Wales ⁽¹⁾	100%*	15/04/2025
BGEN Clean Energy Limited	England and Wales ⁽¹⁾	100%*	15/04/2025
Agility Survey Ltd	England and Wales ⁽¹⁾	100%*	07/10/2025
I&C Process Solutions Limited	England and Wales ⁽¹⁾	100%*	14/10/2025
IDS Holdings Limited	England and Wales ⁽¹⁾	100%*	14/10/2025

* Denotes indirectly held.

(1) Company's registered office: Abel Smith House, Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2ST.

(2) Company's registered office: Unit 1, Axis Park Orchardton Road, Cumbernauld, Glasgow, Scotland, G68 9LB.

(3) Company's registered office: Orchard Works Carterton Industrial Estate, Black Bourton Road, Carterton, Oxfordshire, England, OX18 3EZ. The financial year end is 31 December 2025.

The following UK subsidiary undertakings are exempt from the requirements of the Companies Act 2006 (the Act) relating to the audit of individual accounts by virtue of section 479A of the Act, in accordance with which, M Group Limited provides a guarantee for liabilities.

Company Number	Company Name	Parental Guarantor
12207056	Agility Impact Holdings Limited	M Group Limited
15311360	Alsace Bidco Limited	M Group Limited
10210200	Aran Energy Funding Limited	M Group Limited
11108223	Aran Energy Holdings Limited	M Group Limited
12189164	Aran Group Holdings	M Group Limited
12725549	BFP Services Limited	M Group Limited
04483839	Building Engineering Solutions Limited	M Group Limited
10260164	M Group (Services) Limited	M Group Limited
5982771	M Group Energy (Bierce Surveying) Limited	M Group Limited
13753095	M Group Energy Limited	M Group Limited
03651880	M Group Telecom (Mobile Network Solutions) Limited	M Group Limited
03198823	M Group Telecom (Technology Services) Limited	M Group Limited
05411521	M Group Telecom Holdings Limited	M Group Limited
10201726	M Group Telecom Limited	M Group Limited
04807657	M Group Transport Limited	M Group Limited
01709526	M Group Water (MEICA Specialist) Limited	M Group Limited

Company Number	Company Name	Parental Guarantor
06508968	M Group Water Limited	M Group Limited
15776694	Midas Bidco I Limited	M Group Limited
11279441	Minerva Bidco Limited	M Group Limited
11279469	Minerva Debtco Limited	M Group Limited
11279452	Minerva Equity Limited	M Group Limited
11279462	Minerva Holdco Limited	M Group Limited
11279426	Minerva Parent Limited	M Group Limited
10023208	Norwood Group Limited	M Group Limited
04112440	Satisfy Recruitment Services Limited	M Group Limited
13753900	Seeka Limited	M Group Limited
00859469	Telent Communication Pension trust	M Group Limited
10286950	Thor Topco Limited	M Group Limited
11279462	Minerva Holdco Limited	M Group Limited

35 Business combinations**Acquisition of Aran Group Holdings Limited**

On 7 April 2025, the Group acquired 100% of the ordinary share capital of Aran Group Holdings Limited and its subsidiaries.

The acquired group provides services relating to the delivery of government funded schemes and has been integrated into the Group's Energy Division. The acquisition was not material to the Group and is presented in summarised form.

The total consideration for the acquisition was £12.8m, comprising initial cash consideration of £10.7m and deferred consideration with a present value of £2.1m. Goodwill of £7.8m arose on acquisition, primarily attributable to expected synergies and future economic benefits. Transaction costs of £0.5m were recognised within administrative expenses.

Acquisition of Telent Technology Services Limited and its subsidiaries

On 31 July 2025, the Group acquired 100% of the ordinary share capital of Telent Technology Services Limited and its subsidiaries. The Group of companies provides market-leading operational technology services and solutions to the UK and Ireland's critical national infrastructure market.

Consideration at 31 July 2025

	£m
Cash	242.1
Directly attributable costs	6.5
Total consideration	248.6

Notes to the financial statements continued

for the year ended 31 March 2026

35 Business combinations continued

For cash flow disclosure purposes, the amounts are disclosed as follows:

	£m
Cash consideration paid	242.1
Directly attributable costs	6.5
Cash outflow on acquisition	248.6
Less: cash acquired	(19.3)
Net cash outflow	229.3

Below is a summary of recognised amounts of identifiable assets acquired and liabilities assumed:

	Book values £m	Adjustments £m	Fair value £m
Tangible assets	7.0	–	7.0
Cash and cash equivalents	19.3	–	19.3
Intangible assets	9.4	(6.3)	3.1
Inventories	8.0	–	8.0
Debtors	133.8	(3.2)	130.6
Creditors	(129.4)	(1.6)	(131.0)
Provisions	(7.4)	(5.7)	(13.1)
Deferred tax	35.1	66.3	101.4
Total identifiable net assets	75.8	49.5	125.3
Goodwill	–	–	123.3
Total	75.8	–	248.6

The significant adjustment made on acquisition corresponds to the recognition of previously unrecognised deferred tax assets, primarily relating to the carry forward of unused tax losses (notes 4 and 16).

The goodwill recognised represents the residual value arising on the acquisition of Telent, being the excess of the consideration transferred over the fair value of the identifiable net assets acquired. It reflects, among other factors, the value of the assembled workforce, expected future economic benefits from operational technology capabilities, and other assets that do not qualify for separate recognition under applicable accounting standards.

These capabilities are expected to support revenue growth and improved operational efficiency over the medium to long term. Management has assessed the useful economic life of the goodwill to be 10 years.

On 27 March 2026, the Group acquired 16.6% of Cyro Cyber Limited previously held by minority interests for cash consideration of £3.4m. Following this transaction, the Group increased its ownership from 66.7% to 83.3% of Cyro Cyber Limited. The acquisition will be part of the M Group Technology & Communications division.

Revenue included in the consolidated profit and loss account for the period ended 31 March 2026 was £325.3m. Telent also contributed £46.3m profit to the Group result since the date of acquisition.

36 Post balance sheet events**Debt Facilities up-sizing**

In April 2026 the Group Revolving Credit Facility (RCF) was successfully increased to £272.0m.

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