DUKE CAPITAL

ANNUAL REPORT
& ACCOUNTS 2026

Receive capital, retain control

CONTENTS

Duke Capital Limited ("Duke Capital" or the "Company") is a Guernsey registered investment holding company incorporated with limited liability. Its shares are traded on the AIM market of the London Stock Exchange ("AIM").

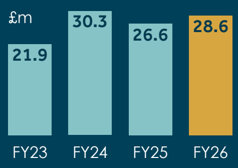
Company registration number: 54697

FINANCIAL AND OPERATIONAL HIGHLIGHTS

Total cash revenue[1] +8%

£28.6m

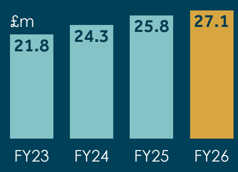
(2025: £26.6m)



Recurring cash revenue[2] +5%

£27.1m

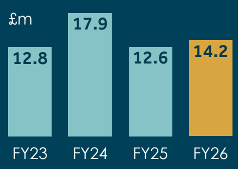
(2025: £25.8m)



Free cash flow[3] +13%

£14.2m

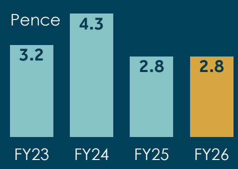
(2025: £12.6m)



Free cash flow per share ±0%

2.82p

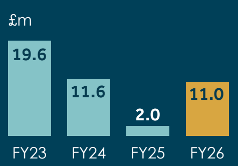
(2025: 2.83p)



Profit after tax +448%

£11.0m

(2025: £2.0m)

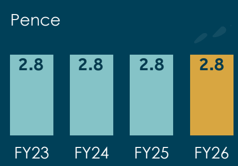


reflecting the reduction of non-cash fair value decreases across the investment portfolio

Dividend per share ±0%

2.80p

(2025: 2.80p)



Deployed over

£21m

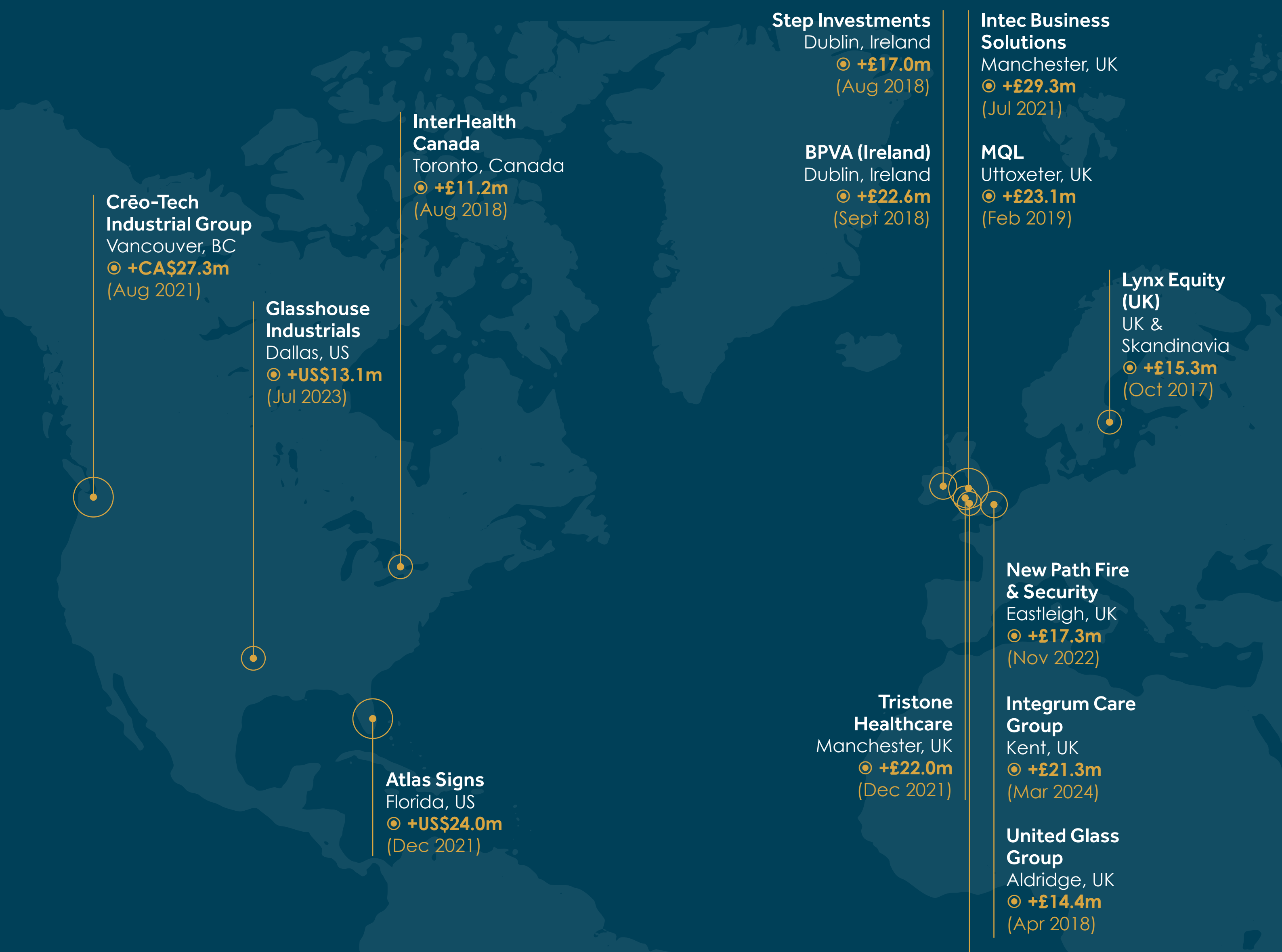
into existing capital partners

1 Cash revenue refers to monthly distributions from capital partners, exit premiums, advisory fees, cash gains from the sale of equity investments and other fee income
2 Recurring cash revenue excludes exit premiums and cash gains from the sale of equity investments
3 Free cash flow is defined as net cash inflows from operations plus cash gains from the sale of equity investments less net transaction costs less interest paid on borrowings
4 Adjusted earnings excludes fair value movements, share-based payments and net transaction costs

WELCOME

Duke Capital is a leading provider of hybrid capital solutions for SME business owners in the UK, Europe and North America, combining the best features of both equity and debt.

OUR HYBRID CREDIT PORTFOLIO



Portfolio diversification

We carefully identify profitable, longstanding businesses in Europe and North America to ensure investors have safe exposure to a broad range of sectors.

Building our robust selection criteria into investor portfolios offers a long-term solution to short-term uncertainty and market turbulence.

All figures refer to the fair value of the hybrid credit investments as at 31 March 2026

CAPITAL PARTNERS

A timeline of our current investments

Duke has deep and proven experience of investing across a range of sectors, geographies and transaction types.

HYBRID INVESTMENT PORTFOLIO

Current hybrid credit capital invested

£248.2m

Current hybrid credit portfolio fair value

£248.8m

Total cash returned to date from hybrid credit portfolio

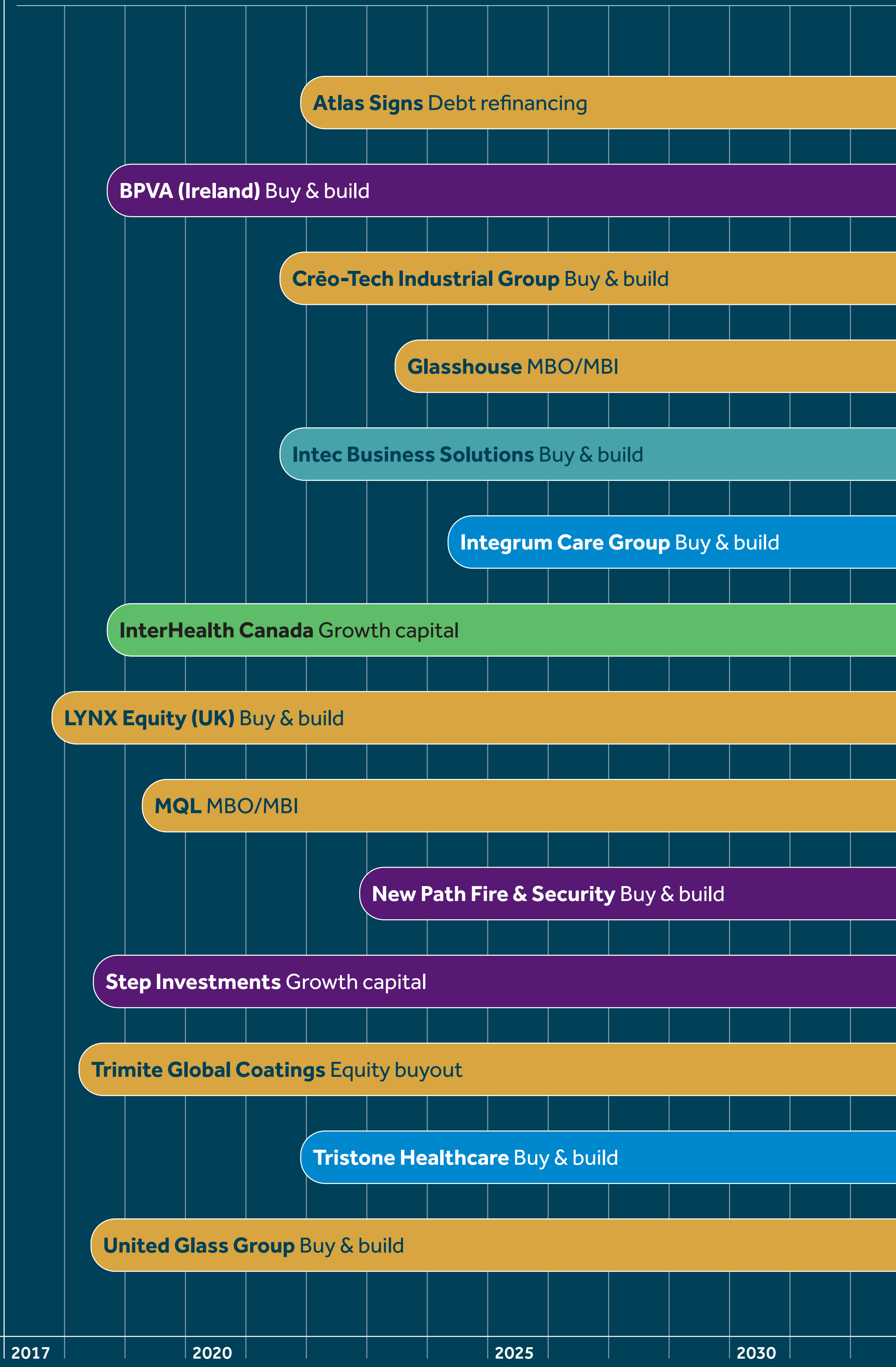
£125m

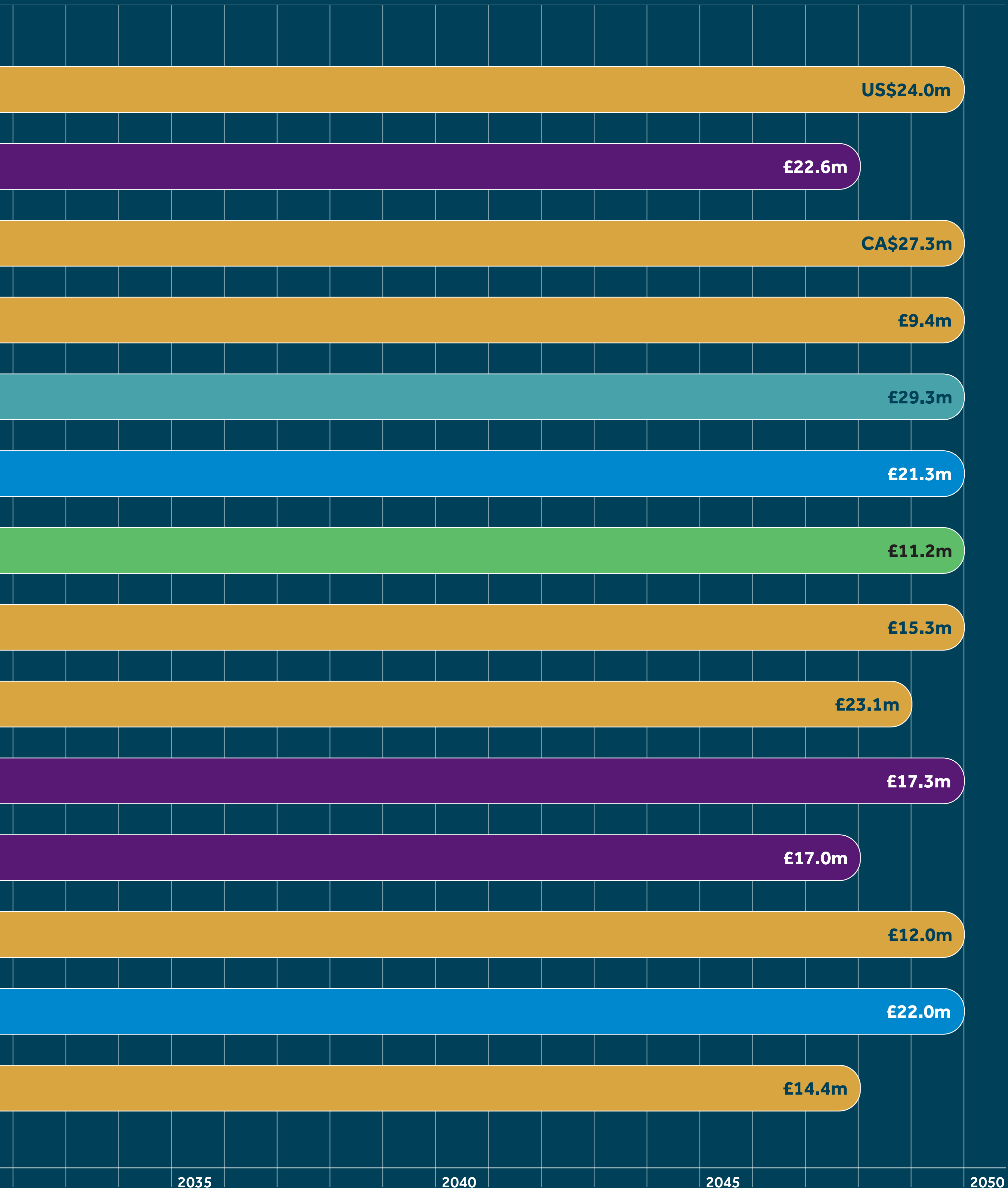
Use of capital

- Industrials
- Business services
- IT services
- Specialist care
- Healthcare

All figures refer to the fair value of the hybrid credit investments as at 31 March 2026. Timeline assumes investments held to maturity.

WHO WE WORK WITH




US$24.0m
£22.6m
CA$27.3m
£9.4m
£29.3m
£21.3m
£11.2m
£15.3m
£23.1m
£17.3m
£17.0m
£12.0m
£22.0m
£14.4m
2035
2040
2045
2050

CHAIRMAN'S STATEMENT

Driving change and creating value

The results set out in this report are a testament to the resilience of our business model, hard work of our employees and the quality of our long-standing capital partners.

I am pleased to present Duke Capital's Annual Report for the financial year ending 31 March 2026. Against a backdrop of considerable macroeconomic uncertainty, marked by persistent geopolitical instability, re-emerging inflationary pressures and a more cautious monetary policy environment than many had anticipated, Duke Capital has delivered another year of solid and reliable performance. The results set out in this report are a testament to the resilience of our business model, hard work of our employees and the quality of our long-standing capital partners.

Global Macroeconomic Environment

The year to March 2026 has been shaped by a global economy in structural transition. While inflationary pressures had appeared to be moderating through much of 2024 and into 2025, the combination of geopolitical instability and energy market disruption has caused inflation to re-accelerate across several major economies, complicating the path of monetary policy and dampening growth expectations. Simultaneously, a fundamental shift in the global trade order via tariffs has introduced persistent uncertainty into the planning horizon of many businesses.

The consequences are clearly reflected in the latest economic forecasts. The OECD has lowered its UK GDP growth forecast for 2026 to just 0.8%, explicitly citing geopolitical instability and energy supply disruption as the primary drivers of their downward revisions. With UK inflation forecasts averaging 3.2% across 2026, for UK businesses and the consumers they serve, this combination of weak growth and re-emerging inflation creates a genuinely difficult operating environment.

The Bank of England's response has been to reduce the base rate from its 5.25% peak through a series of cuts over 2024 and 2025, with the rate reaching 3.75% by December 2025. However, with CPI inflation rising to 3.3% in March 2026, well above the Bank's 2% target, the Monetary Policy Committee has recently held rates at 3.75% for three consecutive meetings with the yield curve now predicting rate hikes rather than cuts later in 2026.

Middle East Conflict: Macro Impact and Portfolio Considerations

The ongoing conflict in the Middle East, encompassing the war in Gaza, heightened tensions between Israel and Iran. The broader regional instability this has generated has had meaningful consequences for the global economic environment and remains the single most significant source of geopolitical risk on the Board's radar. The sustained disruption to Red Sea shipping lanes has been one of the most tangible economic consequences of the conflict. A significant proportion of global container traffic has been re-routed, extending transit times and increasing freight costs. This has had a persistent inflationary effect on supply chains, increasing input costs, and creating planning uncertainty for businesses reliant on imported components or materials.

Energy markets have also been materially affected. Concerns about potential supply disruption, particularly given Iran's significant role in regional energy dynamics, have contributed to elevated and volatile oil and gas prices, feeding directly into the inflation figures referenced above. For Duke's capital partners operating in energy-intensive sectors, elevated input costs have required careful management throughout the year. The Board acknowledges that these pressures are likely to persist into the near term, but notes at the time of writing that a framework deal to end the war has been agreed by the US and Iran, which includes terms for the Strait of Hormuz to be reopened. We will continue to monitor the impact on portfolio performance closely. Beyond direct operational impacts, the conflict clearly has been a meaningful contributor to the elevated risk premium weighing on business sentiment globally.

The UK Economy and SME Conditions

The UK domestic economy has continued to operate below its potential. Consumer confidence has remained fragile, the labour market has loosened from its post-pandemic tightness, and business investment has been constrained by a combination of elevated borrowing costs and persistent uncertainty.

The increase in employer National Insurance contributions and the uplift to the National Living Wage, both effective from April 2025, added meaningfully to the cost burden facing UK businesses, particularly labour-intensive SMEs.

More broadly, access to flexible, long-term capital for SMEs has remained constrained as traditional lenders have maintained cautious credit appetites in the lower mid-market, a dynamic that increasingly underpins the strategic relevance of Duke's hybrid capital model and the enduring demand for what we offer. In this environment, businesses are actively seeking patient capital solutions that align with their long-term growth plans rather than traditional leverage-driven structures.

Duke Capital in FY26

During the year, Duke continued to focus its capital deployment strategy on supporting the existing portfolio. Key transactions included a £6.0 million investment into Integrum Care Group to facilitate the acquisition of a seventh care facility; £3.7 million into Step Investments to help fund expansion of Step's radio network in Ireland, and £2.7 million into New Path Fire and Security to acquire Elite Entrance Systems. Each of these transactions reflects our disciplined approach of deploying capital into well-established, cash-generative businesses alongside management teams we know well. Across our broader portfolio, management teams have demonstrated resilience in navigating cost pressures, with portfolio companies maintaining stable cash generation and continuing to invest in growth initiatives despite the challenging macro environment.

I am pleased to report that the Board has once again maintained Duke Capital's quarterly dividend of 0.70 pence per share throughout FY26, delivering an annualised dividend of 2.80 pence per share, consistent with the prior year and representing total dividend payments of £14.1 million to shareholders. This marks another year of quarterly dividend payments, which started at our inception in 2017, and it is a discipline for investors we look to maintain throughout the market cycle.

Outlook

Looking ahead, the macroeconomic environment is likely to remain uncertain. Geopolitical risk and the broader fracturing of the post-war multilateral order is unlikely to dissipate quickly, and UK businesses must continue to navigate this alongside meaningful domestic pressures with the prospect of inflation rising further through 2026. The team's focus is on maintaining and creating value in our portfolio companies while navigating the macro headwinds.

Nonetheless, in my experience, periods of uncertainty and structural transition create genuine opportunities for disciplined, patient capital providers. Duke Capital's model, built on long-term, secured capital commitments to profitable, private, owner-managed businesses, is designed to insulate investors from environments like this one. Our permanent equity capital base can ensure we can focus on long-term preservation of capital without over-reaction to the short-term markets. Furthermore, the structural demand for flexible, patient capital among SME owner-managers across the UK, Ireland and North America remains strong, and our track record of delivering through market cycles positions us well to continue meeting that demand. We remain focused on supporting our existing capital partners, improving outcomes by focusing on the most stressed situations, developing new third-party capital relationships, and maintaining the financial discipline that has underpinned our consistent returns.

I would like to thank our executive team, our capital partners, and most importantly you, our shareholders, for your continued support and trust. We remain committed to delivering on our core purpose: generating reliable, long-term returns underpinned by the strength and proven resilience of our unique model.

Nigel Birrell
Chairman

June 2026

A value-led culture

ESG principles are in line with our core values. Our core values provide the foundations to this approach and are integral to the implementation of our Responsible Investment Policy.

Transparency

We treat our partners and stakeholders with honesty, integrity, fairness and respect, contributing to the strength and longevity of our relationships. This extends to the transparency of our governance and investment process.

Accountability

We are accountable to each other, our stakeholders, our portfolio companies and the communities where we do business. We aim to be responsible investors and a good corporate citizen.

Creativity

We believe change is the only way forward and seek out different perspectives to meet business challenges and situations. Ours is a flexible financial solution designed to meet the evolving needs of small to mid-sized business owners.

Teamwork

We collaborate and support each other and our partners, as we recognise the value of diversity of thought in problem solving and innovation, and support diversity within our team.

Focus

We have a focused approach to investing. We aim to interact with all our portfolio companies in a focused and efficient manner, keeping things as simple as possible.

CHIEF EXECUTIVE OFFICER'S REVIEW

A strong, long-term platform for growth

As our Chairman has set out, the year to March 2026 presented a demanding backdrop for small to medium sized businesses, especially in the UK. Against this, in FY26 we are pleased to report Duke Capital delivered further growth in recurring cash revenue, continued to support our capital partners through additional acquisitions and growth investment, and maintained 0.7p quarterly dividend payments to shareholders. The performance of the portfolio reflects the structural characteristics of the hybrid capital model that the Board has developed and refined since the Company's formation.

> The performance of the portfolio reflects the structural characteristics of the hybrid capital model that the Board has developed and refined since the Company's formation.

Our Investment Strategy & Portfolio Performance

Duke Capital's model is built on three investment objectives: preserving capital through secured lending; generating reliable income through revenue-linked hybrid credit distributions; and creating upside for shareholders through the appreciation in equity value upon exit. Since the formation of Duke, our belief has been one of alignment of interests between Duke's investors and the business owner, to create a long-term agreement which allows businesses to receive capital and retain control. For Duke investors, the discipline of having senior security provides the ability to preserve capital in times of operational stress, while our public company structure means the durations can be matched. From preserving capital, to dividend income, and creating value through equity stakes, FY26 provided further evidence of all three at work.

Revenue-linked distributions grow when our partners grow, and the contractual floors provide protection when conditions are more difficult. Our secured position, with fixed and floating charges over the assets of each capital partner, means that capital preservation is structural to our agreements. Our equity stakes, held across 10 of our 14 capital partners, ensure that the value our partners create over time is ultimately shared with our shareholders.

During FY26, we deployed approximately £21 million across a number of follow-on investments into existing capital partners, supporting acquisitions and growth in specialist care, commercial services, media and broadcasting, and healthcare. Examples of larger commitments were: £6.0 million to Integrum Group Holdings to fund the acquisition of Swanborough House, extending its brain injury rehabilitation capacity; £3.7 million to Step Investments for the acquisition of Galway Bay FM and a portfolio of four Irish radio stations; and £2.7 million to New Path Fire & Security for the acquisition of Elite Entrance Systems. In each case, we provided capital alongside management teams we know well, into businesses with established trading records and defensible market positions.

Our approach of deepening capital commitments within existing partnerships rather than pursuing new partners reflects our deliberate discipline. Focusing on our core strategy and cash flow per share remains the priority over investment growth at a cost of capital that will disadvantage shareholders. While new partners are not the focus for Duke currently, we feel follow-on deployments create investment returns informed by years of monthly management information, direct management relationships, and an accumulated track record of performance. This is a structural advantage that we believe distinguishes our model from more transactional approaches to private lending.

It is in periods of macroeconomic stress we are working hardest to prove the investment thesis. The businesses we back are not new or speculative; many have histories spanning decades, with established trading records, durable customer relationships, and proven resilience through prior cycles. By standing alongside these capital partners precisely when conditions are most difficult, rather than retreating as more transactional lenders do, we aim to protect the capital our investors have committed and keep it positioned to create value as conditions normalise. We believe this is where the most enduring value is preserved: continuity of capital through the cycle protects the downside for fundamentally sound, long-established businesses while maintaining the equity participation that allows future value to materialise when growth occurs.

As such, we have a track record of leveraging our senior position within the portfolio in times of stress to preserve our capital and maintain alignment, taking control of a business and re-aligning equity participation with the management teams to improve outcomes. As such, post period end, we have started the process of reorganising two partner companies which will involve selling or closing parts of their group which have been affected by the very challenging economic backdrop. Our focus is to maximise capital preservation in these situations and work to restore profitability as quickly as possible.

The final strand of our model is that it allows investors to reap the benefits of any outsized returns and we are pleased to report the receipt of the final deferred consideration from our exit of Fabrikat in the fourth quarter, following the completion of a realisation that delivered a 35% IRR over five years. This outcome demonstrates the exit upside that our equity participation is designed to generate, and confirms that the returns available from patient, long-term hybrid capital extend well beyond the yield from credit distributions.

Artificial Intelligence

We believe artificial intelligence ("AI") is a technology that will be adopted in every facet of business, so we analysed the benefits and risks of AI both to our own business and to our capital partners. We have begun to use AI-assisted tools to strengthen how we manage our portfolio, while we continue to work with our partners and service providers with time-tested, human interactions.

In March 2026, the Board approved Duke Capital's AI Strategy and Implementation Playbook. We believe in AI as an assistant to our people, not a replacement for their judgement. We are therefore implementing it through a phased approach, with human oversight and sign-off on everything we do. AI creates value and saves time where it has a demonstrable advantage, but our team makes the final decision, and no output reaches investors, partners, or regulators without human review. We expect it to realise immediate benefits across the initial areas of portfolio monitoring, investor and Board communications, deal screening and due diligence. We have also bolstered our IT and cybersecurity infrastructure and network monitoring in conjunction with the everchanging cyber landscape and remain cognisant of the regulations and laws applicable to Duke.

With respect to our capital partners, we believe our long-standing investment philosophy to not invest in companies with a high probability of technological obsolescence will insulate our portfolio against rapid AI disruption. Duke's capital partners are, by design, businesses with operational moats: they manufacture physical products, deliver regulated care services, maintain critical infrastructure, and serve local markets built on skilled workforces and long-standing customer relationships. There will be no change to our disciplined investment criteria that has served us well to this point. However, we are evaluating how using AI within our portfolio will help efficiencies, especially helping those affected most by tax changes and macroeconomic factors. We will always be striving to be more efficient within Duke and our capital partners, and the combination of using technology for efficiencies at both Duke and our portfolio of technology-resilient businesses is, we believe, the right balance for our shareholders.

Finance review

Despite the well-documented ongoing macroeconomic uncertainty, I am pleased to report another year of growth in Duke's core cash KPIs in FY26.

CHIEF EXECUTIVE OFFICER'S REVIEW CONTINUED

We remain confident that our portfolio and our business model are resilient across all market conditions.

Cashflow

Recurring cash revenue, which mainly refers to the ongoing monthly distributions the Company receives from its capital partners, increased 5% in FY26 to £27.1 million, while total cash revenue grew to £28.6 million, bolstered by the receipt of the final tranche of deferred consideration from Fabrikat. (See Figure 1)

Free cash flow, defined as net cash inflows from operations plus cash gains from the sale of equity investments less net transaction costs less interest paid on borrowings, increased from £12.6 million to £14.2 million in the year, despite the lack of investment exits. The improvement in free cash flow reflects the revenue growth described above alongside disciplined cost control, with cash operating expenses paid increasing just 4% to £4.4 million (FY25: £4.2 million), consistent with our commitment to maintaining a lean cost base. Interest paid on borrowings remained broadly stable at £8.5 million (FY25: £8.5 million).

Balance sheet

The total fair value of the investment portfolio grew to £264 million (FY25: £244 million), driven by the £21 million of follow-on deployments completed during the year. Hybrid credit investments, which represent the core of the portfolio, increased to £249 million (FY25: £226 million). The equity portfolio, held across 10 of our 14 capital partners, stood at £13.8 million (FY25: £15.8 million), with movements reflecting a slight weakening in EBITDA forecasts across a couple of portfolio partners. Term credit investments continued to run off as planned, reducing to £1.0 million (FY25: £2.3 million). Net assets attributable to ordinary shareholders at 31 March 2026 were £175 million (31 March 2025: £178 million). (See Figure 2)

Earnings

Total comprehensive income for the year was £11.0 million (FY25: £2.0 million), delivering basic earnings per share of 2.18 pence (FY25: 0.45 pence). The year-on-year improvement reflects a substantially reduced drag from non-cash fair value movements, which decreased from a £14.1 million fair value loss in FY25 to a £2.9 million loss in FY26. The current year fair value loss came from the equity portfolio (£4.4 million), whereas the hybrid credit portfolio showed a fair value gain of £1.9 million. Adjusted earnings, which the Board uses to assess the Group's underlying operating performance by stripping out non-cash and non-recurring items, were £13.9 million (FY25: £15.4 million), giving adjusted earnings per share of 2.77 pence (FY25: 3.48 pence). The year-on-year reduction in adjusted earnings principally reflects the absence of a full investment exit in FY26 relative to prior years.

Figure 1: Total cash revenue

	2022 £'000	2023 £'000	2024 £'000	2025 £'000	2026 £'000
Recurring cash revenue	14,941	21,767	24,321	**25,761**	**27,081**
Growth	70%	46%	12%	**6%**	**5%**
Non-recurring cash revenue	3,466	114	5,965	**837**	**1,499**
Growth	55%	(97%)	5128%	**(86%)**	**79%**
Total cash revenue	18,407	21,881	30,286	**26,598**	**28,580**
Growth	67%	19%	38%	**(12%)**	**7%**

Figure 2: Fair value of investment portfolio

	2022 £'000	2023 £'000	2024 £'000	2025 £'000	2026 £'000
Hybrid credit investments	160,479	191,334	210,948	**225,684**	**248,889**
Term credit investments	4,172	4,652	5,382	**2,322**	**975**
Equity investment	10,820	13,529	15,904	**15,812**	**14,065**
Total investment portfolio	175,471	209,515	232,234	**243,818**	**263,929**

Cash and Liquidity

The Group's cash position at 31 March 2026 was £8.3 million (31 March 2025: £19.8 million), reflecting the active deployment of capital during the year. The reduction is entirely consistent with the Board's capital allocation decisions: approximately £21 million was deployed into follow-on investments across hybrid credit investment portfolio and £14.1 million was returned to shareholders through quarterly dividends, funded from the recurring cashflow generated by the portfolio.

The Group's borrowing facility with Fairfax Financial Holdings, a £100 million senior secured facility at SONIA plus 5.00% per annum, was fully drawn at the year end (31 March 2025: £10 million undrawn).

Looking ahead, the Board's capital allocation priority remains disciplined: supporting existing capital partners on accretive terms, sustaining the dividend, and maintaining sufficient balance sheet flexibility to respond to opportunities as they arise.

Dividend

The quarterly dividend of 0.70 pence per share has been maintained throughout FY26, delivering 2.80 pence per share annualised and total dividend payments of £14.1 million to shareholders. This represents 36 consecutive quarters of dividends since Duke Capital's formation.

Outlook

As the Chairman's statement has set out, the macroeconomic environment entering FY27 remains uncertain, domestic pressures on UK businesses are unlikely to abate quickly, and optimism for lower US rates has dimmed. The global private credit market has also begun to show signs of stress.

We believe the vulnerabilities in private credit making headlines do not read across to Duke. As a public company, our valuations are independently audited, and our equity capital is not subject to the redemption pressures that have unsettled much of the sector. Our portfolio is also composed predominantly of industrial businesses, rather than the software loans and consumer-exposed credits drawing market concern. That said, the current redemption pressure from investors indicates a negative sentiment for new investments. This headwind makes the timing of our third-party capital strategy hard to predict, though we remain confident that our track record will, in time, allow prospective capital providers to recognise the resilience and discipline that set Duke apart.

As such, we are pragmatic about the year ahead. Although we saw three rate cuts during FY26, the outlook no longer favours further easing, and persistent inflation and geopolitical headwinds are likely to keep rates higher for longer. These same pressures make growth in the portfolio a lower-probability outcome in the near term, and we are planning accordingly rather than assuming a more favourable environment.

The outlook for the portfolio in the coming financial year has both encouraging and challenging aspects. On the one hand, we have current visibility over two capital partners who are currently going through a formal M&A process with Tier 1 investment banks to sell their business and thereby exit Duke, both of which could occur in the current financial year. While the timing of any exit is ultimately the decision of the partner company's Board and shaped by the attractiveness of the business and the broader financing market, we are cautiously optimistic that the transactions will complete. The recent Fabrikat realisation by example achieved at a 35% IRR over a five-year hold which demonstrates what disciplined patience can deliver. On the other hand, two partner companies most affected by the economic challenges are going through restructuring in parts of their group, which tests the strength of our portfolio and its ability to weather adversity. We will of course keep shareholders informed on a real time basis on all these processes, as they develop.

Above all, we remain confident that our portfolio and our business model are resilient across all market conditions: built to preserve capital and return a consistent stream of dividend income when conditions are difficult and to create value when they improve. I thank our shareholders for their continued support and trust in the model and the team. I look forward to reporting further progress.

Neil Johnson
Chief Executive Officer

June 2026

BOARD OF DIRECTORS

An experienced Board

QCA CODE

The Directors place a high degree of importance on ensuring that high standards of corporate governance are maintained and as such the Company is committed to complying with the corporate governance obligations appropriate to the Company's size and nature of business.

As such, the Board has adopted the Quoted Companies Alliance Corporate Governance Code (the "Code"). The Company's compliance statement in respect of the Code can be found at: **www.dukecapital.com/investorsinfo/#governance**

NIGEL BIRRELL

Chairman
Non-Executive Director

Nigel Birrell is a Non-Executive Director and Chairman of the Company and works with the Executive Directors on deal origination and overall strategy. He has extensive public company experience and expertise in the gaming, media, banking and insurance sectors.

Mr. Birrell has been the group CEO of Lottoland since 2014. Lottoland is the world's leading online lotto provider, headquartered in Gibraltar, regulated in multiple territories with a workforce of 500 people in 11 countries and with over 20 million registered customers across 15 territories. Prior to Lottoland, Mr. Birrell was Group Director on the Executive Board at bwin.party digital entertainment plc (now Entain), the then world's leading online gaming business where he was responsible for all its mergers and acquisitions, business development and managing its investment portfolio. Prior to bwin.party, Mr. Birrell was a main board director of the FTSE 250 media group HIT Entertainment PLC, leading its $1.1 billion disposal in 2005. He also served as CEO of Gullane plc during its integration with HIT. Prior to HIT, Mr. Birrell worked as a lawyer and an investment banker with both Dresdner Kleinwort Benson and later Donaldson, Lufkin & Jenrette (now Credit Suisse).

Currently, Mr. Birrell is also Non-Executive Chairman of AA Underwriting Insurance Company Limited, the insurance underwriting arm of the AA Group.

NEIL JOHNSON

Chief Executive Officer
Executive Director

Neil Johnson is an Executive Director and the Chief Executive Officer of Duke Capital. Neil is responsible for the overall strategic direction and performance of the company. He works closely with the other Board members and the Investment Committee, leveraging his extensive experience of originating, evaluating and structuring deals to deliver bespoke and flexible funding solutions for an underserved segment within the SME market.

Mr. Johnson's 30-year career has been dedicated to supporting the inflow of capital into mid-market growth companies. During this time, he has raised over £5 billion in capital across the private and public markets, as an investment banker and through his own ventures.

Prior to establishing Duke Capital in 2017, Mr. Johnson co-founded Difference Capital Financial, a Canadian publicly listed merchant bank. This followed two successful decades at Canaccord Genuity, initially in Canada and later at Canaccord London, where he rose to the position of Head of Corporate Finance (Europe) and became a member of the Global Executive Committee. Throughout his ten years, the Canaccord European operation grew revenues from less than £5 million to over £50 million and completed over 500 transactions, becoming the #1 corporate broker on AIM by market value.

Mr. Johnson is a graduate of the Richard Ivey School of Business at Western University and holds the designation of Chartered Financial Analyst. He is also the Founder and Chair of the Terry Fox Run UK, the UK affiliate of the global cancer research charity, to further the legacy of Terry Fox for the UK.

CHARLES CANNON BROOKES

Chief Investment Officer
Executive Director

Charles Cannon Brookes is an Executive Director of the company and is focussed on deal origination, due diligence, execution and monitoring as well as UK plc responsibilities.

Mr. Cannon Brookes has over 20 years investment experience and has advised and sat on the boards of several different funds, trusts and other publicly traded investment companies. Prior to Duke, he owned and was the CIO of Arlington Group Asset Management Limited which acted as the UK based, FCA regulated investment management company to the Arlington Special Situations Fund. Earlier in his career Mr. Cannon Brookes worked at Jupiter Asset Management, ABN Amro and Barclays de Zoete Wedd.

Mr. Cannon Brookes holds a BA Honours degree in Economics & Politics from the University of Exeter.

MAREE WILMS

Non-Executive Director

Maree Wilms is a Non-Executive Director of the Company. She is responsible for oversight of the Company's corporate obligations in Guernsey.

Ms. Wilms, a resident of Guernsey, brings extensive corporate governance, fund management and structuring experience to the Group. She is co-founder and CEO of Zeta Asset Management ICC Limited ("Zeta"), a Guernsey domiciled entity specialising in the creation of regulated asset management companies in Guernsey and fund structures across offshore jurisdictions. In addition to her role at Zeta, Ms. Wilms is COO of South Africa Alpha Capital Management Limited, a fund advisory and structuring platform which has launched and advised more than 60 funds.

Ms. Wilms commenced her career at Adelphi Capital Limited, where she worked as a hedge fund analyst for nine years.

MATTHEW WRIGLEY

Non-Executive Director

Matthew Wrigley is a Non-Executive Director of the Company and works with the Executive Directors on structuring and all legal matters relating to the Company.

Mr. Wrigley was General Counsel and Global Head of Compliance for MacarthurCook Limited, a specialist fund management company listed on the Australian Securities Exchange. Following his expatriation to Singapore, he served as Chief Operating Officer of the MacarthurCook Industrial REIT, an investment trust listed on the Singapore Securities Exchange. Mr. Wrigley joined AMP Capital Investors in Singapore in 2007 and held several roles, including fund manager for a private equity real estate fund invested in hotel projects across Vietnam.

Mr. Wrigley returned to Australia in 2010, with global law firm Baker McKenzie, where he was part of the market-leading Funds and Private Investment team. He relocated to Guernsey in 2013 and opened the Guernsey office of alternative asset advisory firm MJ Hudson in 2015, where he was Managing Partner until 2019, retiring before the firm's London IPO.

He now serves as a non-executive director on fund and general partner boards for the likes of iCON Infrastructure, Zeta Asset Management, Dominion Funds, Anfa VC and Yolo Group.

DIRECTORS' REPORT

For the year ended 31 March 2026

The Directors present their Annual Report and the Audited Consolidated Financial Statements of the Group for the year ended 31 March 2026.

Status and principal activity

The Company is a company limited by shares, incorporated in Guernsey under the Companies (Guernsey) Law, 2008. Its shares are traded on the AIM market of the London Stock Exchange. The Company has the following wholly owned subsidiaries: Duke Capital UK Credit Limited and Duke Capital US Holdings, Inc. (together the "Group"). The Company also controls the Duke Capital Employee Benefit Trust, a dormant entity. The Company is regulated by the Guernsey Financial Services Commission under the Lending, Credit and Finance rules.

The Group's principal activity is that of investment in a diversified portfolio of hybrid credit finance and related opportunities.

Deployments of capital

During the year the Group focused on supporting its current capital partners, making a number of follow-on investments into the portfolio. These included:

- £2.7 million into New Path Fire and Security Limited ("New Path"). Duke's investment facilitated New Path's acquisition of Elite Entrance Systems Ltd, a specialist in the installation and maintenance of automatic door entrance systems.
- £2.0 million into Tristone Healthcare Limited ("Tristone"). Duke's funds were used by Tristone to acquire Serenity Care Homes Limited, a specialist in therapeutic care for service users between the ages of 7 and 18.
- £6.0 million into Integrum Group Holdings Limited ("Integrum"). Duke's funds facilitated Integrum's acquisition of Swanborough House, a long-standing, profitable freehold care home with 41 beds located in Brighton, focusing on specialist adult care and more specifically continuing slow-stream treatment and rehabilitation of acquired brain injuries.
- A £3.7 million investment into Step Investments Limited ("Step") to facilitate Step's acquisition of Western Community Broadcasting Services, a leading radio station in the Galway region of Ireland which broadcasts a mix of programming, including news, sport, current affairs, and local content.

Investment exits

There were no investment exits during the year

Results and dividends

The Group's performance during the year is discussed in the Chairman's Statement and CEO's Review on pages 5 and 7 respectively. The results for the year are set out in the Consolidated Statement of Comprehensive Income on page 39 which shows a profit £11.0 million (2025: £2.0 million) and basic earnings per share of 2.18 pence (2025: earnings of 0.45 pence).

The Board considers cash revenue and free cash flow to be the most important measure of the Group's performance. It should be noted these are non-IFRS measures. An analysis of the Group's cash revenue and free cash flow is as follows:

	2026 £'000	2025 £'000
Hybrid credit investment revenue	**25,197**	24,184
Term credit investment revenue	**53**	158
Other recurring income	**1,831**	1,419
Recurring cash revenue	**27,081**	25,761
Exit premiums	**-**	816
Equity cash revenue	**1,499**	21
Other cash revenue	**-**	-
Total cash revenue	**28,580**	26,598

Total cash revenue, defined as monthly distributions from capital partners, exit premiums, advisory fees, cash gains from the sale of equity investments and other fee income, totalled £28.6 million (2025: £26.6 million). Recurring cash revenue, which excludes exit premiums and cash gains from the sale of equity investments, totalled £27.1 million (2025: £25.8 million).

DIRECTORS' REPORT CONTINUED

For the year ended 31 March 2026

Results and dividends continued

	2026 £'000	2025 £'00
Total cash revenue	**28,580**	26,598
Payments for hybrid credit participation fees	**(117)**	(87)
Operating expenses paid	**(4,359)**	(4,186)
Net transaction and due diligence fees	**(540)**	(462)
Tax paid	**(850)**	(781)
Interest paid on borrowings	**(8,531)**	(8,520)
Free cash flow	**14,183**	12,562

Free cash flow, defined as operating cashflow plus cash gains from the sale of equity investments less interest paid on borrowings less net transaction costs, totalled £14.2 million (2025: £12.6 million), while free cash flow per share for the year was 2.82 pence per share (2025: 2.83 pence per share).

The Board also uses the non-IFRS measure of adjusted earnings to determine the Group's underlying operating performance from core activities. Adjusted earnings is the total comprehensive income adjusted for unrealised and non-core fair value movements, non-cash items and transaction-related costs, together with the tax effects thereon.

Valuation and other non-cash movements such as those outlined are not considered by management in assessing the level of profit and cash generation of the Group. Additionally, IFRS 9 requires transaction-related costs to be expensed immediately whilst the income benefit is over the life of the asset. As such, an adjusted earnings measure is used which reflects the underlying contribution from the Group's core activities during the year. It should be noted that adjusted earnings is specific to Duke and not comparable to other entities.

The Group's adjusted earnings for the year were £13.9 million (2025: £15.4 million). This gives rise to adjusted earnings per share of 2.77 pence (2025: 3.48 pence).

	2026 £'000	2025 £'000
Total comprehensive income for the year	**10,989**	2,005
Unrealised fair value movements	**2,586**	14,070
Expected credit losses	**-**	(78)
Share-based payments	**367**	409
Net transaction costs	**252**	257
Tax effect of the adjustments above	**(273)**	(1,223)
Adjusted earnings	**13,921**	15,440

At the year end the net assets attributable to the Ordinary Shareholders were £175 million (31 March 2025: £178 million).

During the year, the Company's quarterly dividend policy was continued and dividends of £14.1 million were paid during the financial year to 31 March 2026 (to 31 March 2025: £12.2 million). The Company's quarterly dividends were 0.70 pence per share paid in April 2025, July 2025, October 2025 and January 2026.

DIRECTORS' REPORT CONTINUED
For the year ended 31 March 2026

Financial risk profile
The Group's main financial instruments comprise hybrid credit investments, equity investments, secured credit investments, hybrid credit participation liabilities, senior secured loans and cash. The main purpose of these instruments is the investment of shareholders' funds. The most significant risks that these instruments are subject to are discussed in note 24 to the Consolidated Financial Statements.

Going concern
In assessing the appropriateness of the going concern basis, the Board and management have considered the Company's financial position, liquidity, and cashflow forecasts, as well as the current and expected impacts of macroeconomic conditions, including geopolitical conflicts in the Middle East, continuing inflationary pressures, global tariffs and global economic uncertainty.

Stress testing and scenario analyses have been performed, which indicate that the Company is able to withstand potential downside scenarios without compromising operational capability. These assessments have been included into the fair value in the hybrid credit models (refer to notes 9,23 and 24).

Based on this assessment and bearing in mind the nature of the Group's recurring revenue streams and after assessing the 12-month forecasts from the date of authorisation of the financial statements, the Directors consider that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Consolidated Financial Statements.

In making the assessment, the Directors did not consider there to be any material uncertainty relating to events or conditions that individually or collectively may cast significant doubt on the Group's ability to continue as a going concern.

Environment
The Group seeks to conduct its affairs responsibly and environmental factors are, where appropriate, taken into consideration with regard to investment decisions taken on behalf of the Group.

Directors' Insurance and Indemnities
The Group maintains insurance in respect of Directors' and officers' liability in relation to their acts on behalf of the Group. Suitable insurance is in place and has been renewed for the period until 30 November 2026.

Shareholders' significant interests
At 31 May 2026 the Company had been notified of the following interests of shareholders more than 3%:

	Ordinary Shares held	% of Ordinary Share capital
Hargreaves Lansdown	81,034,918	15.9%
Interactive Investor	69,014,952	13.5%
M&G Investments	45,983,811	9.0%
Gresham House Asset Management	44,405,221	8.7%
AJ Bell , Stockbrokers	28,804,650	5.7%
Allianz Global Investors	25,764,006	5.1%
Directors	23,289,143	4.6%
Barclays Smart Investor	17,734,384	3.5%
HSDL	16,424,331	3.2%

Shareholder information
Up to date information regarding the Group and Company can be found on the Company's website, which is **www.dukecapital.com**

Independent auditor
The auditor, BDO Limited, has indicated its willingness to continue in office. Accordingly, a resolution for its reappointment will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors on 17 June 2026 and signed on behalf of the Board by:

Maree Wilms
Director

Matthew Wrigley
Director

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Annual Report and the Consolidated Financial Statements in accordance with applicable law and regulations.

Company law allows the Directors to prepare Consolidated Financial Statements for each financial year. The Directors have prepared the Consolidated Financial Statements in accordance with UK adopted international accounting standards.

The Directors are permitted by the Companies (Guernsey) Law, 2008 to prepare Consolidated Financial Statements for each financial period which 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 those Consolidated 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 accounting standards have been followed, subject to any material departures disclosed and explained in the Consolidated Financial Statements; and
- prepare the Consolidated Financial Statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the Consolidated Financial Statements.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and the Group and which enable them to ensure that the Financial Statements comply with the Companies (Guernsey) Law, 2008. The Directors are also responsible for safeguarding the assets of the Company and Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Maree Wilms
Director

Matthew Wrigley
Director

CORPORATE GOVERNANCE

The Board of Directors is responsible for the corporate governance of the Company. As a Guernsey incorporated company and under the AIM Rules for Companies, the Company is not currently required to comply with The UK Corporate Governance Code published by the Financial Reporting Council ("UK Code"). However, the Directors place a high degree of importance on ensuring that high standards of corporate governance are maintained and the Company is committed to complying with the corporate governance obligations appropriate to the Company's size and nature of business.

As such, the Board has adopted the Quoted Companies Alliance Corporate Governance Code (the "Code"). The Company's compliance statement in respect of the Code can be found at **www.dukecapital.com/investors-info/#governance**. The compliance statement is reviewed and updated annually.

The Board reviewed its application of the QCA Code during the year and is satisfied that it complies with the principles of the Code in all material respects. The governance framework continues to evolve in line with the size and complexity of the Group.

As a Guernsey incorporated company, the Company is required to comply with the Finance Sector Code of Corporate Governance issued by the Guernsey Financial Services Commission ("GFSC Code"). No key governance-related matters have occurred during the year.

The Board

The Board, which consists of three Independent Non-Executive Directors (Nigel Birrell, Matthew Wrigley and Maree Wilms) and two Executive Directors (Neil Johnson and Charles Cannon Brookes), meets at least four times a year. Between the formal meetings there is regular contact with the support services providers, the Company Secretary and the Investment Committee. The Directors are kept fully informed of investment and financial controls, and other matters that are relevant to the business of the Company and should be brought to the attention of the Directors. The Directors also have access to the Administrator and, where necessary in the furtherance of their duties, to independent professional advice at the expense of the Company. The Board is responsible for the appointment and monitoring of all service providers to the Company.

The Board has engaged specific individuals and external companies to undertake the investment management, administrative and custodial activities of the Group and assist the Board with the selection, execution and monitoring of capital partners and investment performance. Clear, documented contractual arrangements are in place with these individuals and firms, which define the areas where the Board has delegated responsibility to them. It remains the responsibility of the Board to assess whether the outsourced activities are being performed adequately, to ensure that the Group has adequate resources and to establish procedures, including compliance plans, to be able to monitor the performance of third parties performing the outsourced activities. The Directors believe that the Board has a balance of skills and experience which enables it to perform these assessments, to provide effective strategic leadership and proper governance of the Group. The Board has considered non-financial areas of risk such as disaster recovery and staffing levels, both within the Group and service providers' and considers adequate arrangements to be in place.

Annual Report and Consolidated Financial Statements

The Board of Directors is responsible for preparing the Annual Report and Consolidated Financial Statements. The Audit Committee advises the Board on the form and content of the Annual Report and Consolidated Financial Statements, any issues which may arise and any specific areas which require judgement.

Board Committees

The Board has responsibility for promoting the long-term strategy and success of the Group by providing leadership, shaping the Group's culture, and agreeing the risk appetite and the appropriate systems of control for risk management. The Board delegates certain responsibilities to the Committees shown as follows:

1. **Audit Committee**
   The Audit Committee comprises Matthew Wrigley (Chairman), Nigel Birrell and Maree Wilms. It assists the Board in meeting its responsibilities for the integrity of the Group's internal financial controls and its financial reporting. This involves reviewing and challenging the Group's accounting policies and significant judgement areas. It also provides oversight and monitoring of the external audit functions and reviews the effectiveness of the Group's risk management framework and internal controls.
2. **Remuneration Committee**
   The Remuneration Committee consists of Nigel Birrell (Chairman), Matthew Wrigley and Maree Wilms. The Remuneration Committee has responsibility for reviewing the ongoing appropriateness and relevance of remuneration policy and its application to the business; reviewing and approving the remuneration packages of the Executive Directors; the grant of share awards for Executive Directors and senior management; the outcome of prior long-term incentive awards, and in monitoring the level and structure of remuneration of the senior management.
3. **Investment Committee**
   The Company's Investment Committee, which is made up of six members nominated by the Company, includes three independent members. The current members of the Investment Committee are Jim Webster, Chair of the Investment Committee; Justin Cochrane, COO of Vero3 Limited; John Romeo, Managing Partner and Executive Committee and Risk Committee member at Oliver Wyman; Andrew Carragher, founder and Managing Partner of DW Healthcare Partners; Neil Johnson, Executive Director and Chief Executive Officer of Duke Capital; and Charles Cannon Brookes, Executive Director and Chief Investment Officer of Duke Capital.

CORPORATE GOVERNANCE CONTINUED

Board Committees continued

The Investment Committee is responsible for reviewing the pipeline of all proposed opportunities; assisting and advising on investment terms; identifying and managing potential conflicts of interests; assessing the individual capital requirements for each potential opportunity; making recommendations to the Board; and reviewing the performance and outlook of the portfolio.

The Investment Committee has no power to bind the Company to any potential transaction, and the Company is not bound to follow any advice or recommendation of the Investment Committee. Every proposed hybrid credit financing will be decided by the Board.

The following table shows the Directors' attendance at Board and Committee meetings during the year:

Director	Plc Board	Audit	Remuneration	Investment
N Birrell	7/8	4/4	3/3	n.a
M Wrigley	7/8	4/4	3/3	n.a
M Wilms	6/8	4/4	3/3	n.a
N Johnson	8/8	1/4*	n.a	0/0
C Cannon Brookes	8/8	1/4*	n.a	0/0

* by invitation

Internal control and financial reporting

The Board is responsible for establishing and maintaining the Group's system of internal controls. Internal control systems are designed to meet the specific needs of the Group and the risks to which it is exposed, and, by their very nature, provide reasonable, but not absolute, assurance against material misstatement or loss.

The key components designed to provide effective internal control are outlined below:

- IQ EQ Fund Services (Guernsey) Limited ("IQ EQ") is responsible for the provision of administration and company secretarial duties;
- The duties of managing the Group's hybrid credit investments, administration, company secretarial and accounting are segregated. The procedures are designed to complement one another; and
- The Board reviews financial information and compliance reports produced by the Administrator on a regular basis.

The Board reviews the Group's risk management and internal control systems quarterly and is satisfied that the controls are satisfactory, given the size and nature of the Group.

Anti-bribery and corruption

The Board acknowledges that the Group's international operations may give rise to possible claims of bribery and corruption. In consideration of the UK Bribery Act the Board reviews the perceived risks to the Group arising from bribery and corruption to identify aspects of the business which may be improved to mitigate such risk. The Board has adopted a zero-tolerance policy toward bribery and has reiterated its commitment to carry out business fairly, honestly and openly.

Relations with shareholders

The Directors place a great deal of importance on communication with shareholders. The Annual Report and Consolidated Financial Statements are widely distributed to other parties who have an interest in the Group's performance. Shareholders and investors may obtain up to date information on the Group through the Company's website.

The Company is committed to expanding its channels of communication with its shareholders. The **www.dukecapital.com** website provides information on the Company, while Executive Directors are available to meet with current and potential shareholders at regular intervals throughout the year, including attending and presenting at retail conferences, where shareholders have the opportunity to put questions to management. Shareholders also have the opportunity to put questions to the Board formally at the Company's Annual General Meeting, which this year will be held on 25 August 2026.

Nigel Birrell
Non-Executive Chair

AUDIT COMMITTEE REPORT

The function of the Audit Committee as described in its Terms of Reference is to ensure that the Company maintains high standards of integrity in its financial reporting and internal controls. Matthew Wrigley is the Chairman of the Audit Committee. Nigel Birrell and Maree Wilms the other members of the Audit Committee. The Chair of the Board will not Chair the Audit Committee but is considered independent and therefore sits as a committee member.

The Audit Committee is appointed by the Board, and all members are considered to be independent both of the Company and the external auditor. The Audit Committee typically meets four times a year, aligned to Board meeting dates, to discuss the Interim and Annual Report and Audited Financial Statements, the audit plan and engagement letter, and the Company's risks and controls. The Board is satisfied that the Audit Committee is properly constituted with members having recent and relevant financial experience. The Board, advised by the Audit Committee considers the nature and extent of the Company's risk management framework and the risk profile that is acceptable in order to achieve the Company's strategic objectives.

The Audit Committee continues to be responsible for reviewing the adequacy and effectiveness of the Company's on-going risk management systems and processes. The Company's system of internal controls, along with its design and operating effectiveness, is subject to review by the Audit Committee through reports received from all key service providers. In the event of any deficiencies or breaches being reported, the Board would consider the actions required to remedy and prevent significant failings or weaknesses. During the year ended 31 March 2026, no significant weaknesses or failings were identified. Fraud, Bribery and Corruption.

The audit committee's main responsibilities include, inter alia;

- Responsibility for overseeing the Company's relationship with the external auditor;
- Monitoring the integrity of the Consolidated Financial Statements of the Company.
- Reviewing the effectiveness of internal control systems and risk assessment, considering the need for an internal audit.

External audit

This includes making recommendations to the Board on the appointment of the external auditor and their remuneration. The Audit Committee will consider the nature, scope and results of the auditor's work and reviews, and develop and implement policy on the supply of non-audit services that are to be provided by the external auditors.

In accordance with applicable regulatory requirements and good corporate governance practices, the Company ensures the periodic rotation of its external audit firm and/or the lead audit director. The Audit Committee has reviewed the performance and independence of the external auditor and is satisfied that continued engagement with BDO remains appropriate. Auditor rotation policies will continue to be observed in future years in compliance with relevant regulations and best practices.

Consolidated Financial Statements of the Company

The Audit Committee will focus particularly on compliance with legal requirements, accounting standards and the relevant AIM Rules for Companies and ensuring that an effective system of internal financial and non-financial controls is maintained. The ultimate responsibility for reviewing and approving the Annual Report and Consolidated Financial Statements will remain with the Board.

The external auditor prepared a plan for its audit of the full year financial statements which, this year, was presented to the Committee in March 2026. The audit plan set out the scope of the audit, areas of significant risk for the external auditor to focus their work on and the audit timetable. This plan was reviewed and agreed by the Audit Committee. The key areas of significant risk that were considered during the year were as follows:

Significant Risk	How addressed
Financial reporting judgements and critical estimates	The Committee reviewed and rigorously challenged management's key estimates and assumptions used in the valuation of the hybrid credit investments and equity investments. Specific areas of focus included, but was not limited to; growth rates, discount rates, management forecasts, market multiples.
Going concern	In assessing the appropriateness of the going concern basis, the Committee has considered the Company's financial position, liquidity, and cashflow forecasts, as well as the current and expected impacts of macroeconomic conditions, including geopolitical conflicts in the Middle East, continuing inflationary pressures, global tariffs and global economic uncertainty. Stress testing and scenario analyses have been performed, which indicate that the Company is able to withstand potential downside scenarios without compromising operational capability. These assessments have been included into the fair value in the hybrid credit models (refer to notes 9,23 and 24).
The accuracy of the Company's Annual Report and Financial Statements	The Committee reviewed of the Annual Report and Audited Financial Statements, discussions with the external auditor and meetings with the auditor to understand the audit approach and findings having regard to the level of materiality agreed with it.
Artificial Intelligence and Technological Disruption	The rapid advancement and adoption of artificial intelligence presents both an opportunity and a material risk to the future operating performance of certain capital partners, and, by extension, the Company. The Company engages proactively with management teams across the portfolio to ensure these risks are reflected in their operational and strategic planning. The Committee monitors these developments through its regular review of portfolio company performance and management reporting.

INTERNAL CONTROL SYSTEMS AND RISK ASSESSMENT

At present, the Company does not have a dedicated, independent internal audit function. The Committee will monitor the need for a dedicated internal audit function, but in view of the current size and nature of the Group's businesses, this approach is deemed sufficient to enable the Committee to derive assurance as to the adequacy and effectiveness of internal controls and risk management procedures. This will be kept under review as the business grows and evolves.

Although the Board believes that it has a robust framework of internal controls in place this can provide only reasonable, and not absolute, assurance against material financial misstatement or loss and is designed to manage, not eliminate, risk. Actions taken by the Board and, where appropriate, its committees, to manage and mitigate the Company's principal risks and uncertainties are discussed in more detail below:

Emerging Risks and Uncertainties

During the year, the Board also discussed and monitored a number of risks that could potentially impact the Company's ability to meet its strategic objectives. The principal emerging risk is the war in the Middle East which if prolonged could result in an increase the cost and availability of energy which will in turn increase operating costs of Duke's capital partners. In addition, general geopolitical developments could hamper global trade flows and thus potentially inflating prices of raw materials.

Geopolitical Risk

As noted in Emerging Risks the war in the Middle East which if prolonged could result in an increase the cost and availability of energy which will in turn increase operating costs of mining companies thereby reducing profits and potentially result in the reduction or shutdown of production. Market turmoil following recent policy changes by the United States, such as higher tariffs on imported goods, has led to significant stock market volatility, inflation concerns, and fear of potential recession. These tariffs could lead to reciprocal measures by other countries potentially slowing global growth and affecting commodity prices. Additionally, the invasion of Ukraine and resulting sanctions on Russia, has increased the risk of investing in companies with interests in Russia. It has also increased the uncertainty around previous projections made by those companies, in the face of growing financial and operational constraints.

The identity of the Chairman of the Audit Committee will be reviewed on an annual basis and the membership of the Audit Committee and its terms of reference will be kept under review. The Audit Committee will have no links with the Company's external auditor.

Matthew Wrigley
Chair of the Audit Committee

REMUNERATION COMMITTEE REPORT

Dear Shareholder,

I am pleased to present the Remuneration Committee Report for the financial year ended 31 March 2026. This report sets out the Company's remuneration policy and the remuneration received by the Directors during the year, together with an explanation of the decisions made by the Remuneration Committee and the outcomes of the Company's Long-Term Incentive Plan ("LTIP"). The Committee's intention is to operate a remuneration framework that is transparent, aligned with the Company's strategy and consistent with the long-term interests of shareholders.

Duke Capital's remuneration philosophy is straightforward: to attract, retain and motivate high-calibre individuals committed to delivering the Company's core objectives of growing a diversified portfolio of hybrid credit investments, preserving capital and generating an attractive, sustainable dividend for shareholders. Given the Company's size and structure, we aim to ensure that our approach to remuneration is proportionate, seeks to avoid unnecessary complexity and provides a clear line of sight between pay and performance.

The Remuneration Committee comprises Nigel Birrell (Chairman), Maree Wilms and Matthew Wrigley.

The Committee has reviewed the current Directors' Remuneration Policy in light of the recent changes outlined in the 2023 QCA Code. New recommendations relating to the 2023 QCA Code were effective from 1 January 2024 and, as such, the Committee has considered these recommendations and incorporated them into this report.

Roles and Responsibilities

The Committee's main responsibilities are:

- establishing and developing the Group's general policy on executive and senior management remuneration;
- reviewing and approving the remuneration packages of the Executive Directors;
- reviewing and approving all share-based compensation;
- reviewing the remuneration of the wider workforce and associated policies; and
- consulting shareholders and other stakeholders, when appropriate, regarding executive remuneration.

The Committee takes account of the level of pay and conditions throughout the Group when determining Executive remuneration. The Remuneration Committee held three meetings in the year to 31 March 2026 (31 March 2025: two) to fulfil its responsibilities as set out in the Committee's terms of reference.

Remuneration Policy

The remuneration policy of the Company is designed to:

- provide a remuneration package sufficient to attract, retain and motivate Executive Directors of the calibre required to deliver the Company's strategy;
- ensure that a meaningful proportion of Executive Director remuneration is performance-related and aligned with the delivery of the Company's key financial metrics and long-term shareholder value creation; and
- ensure that Non-Executive Directors receive fees commensurate with the time commitment and responsibilities of their roles, without participation in variable pay or long-term incentive arrangements.

No Director plays any part in decisions relating to their own remuneration. The Executive Directors have service contracts which provide for notice periods of twelve months. Each of the Non-Executive Directors has a service contract which provides for a notice period of three months. The remuneration policy will be reviewed annually to ensure that it aligns with both the strategic goals of the Company and with other comparable AIM-listed companies.

Executive Director Remuneration

The total remuneration package for Executive Directors comprises three elements: a base fee, an annual performance bonus ("STIP"), and participation in the LTIP. The maximum annual bonus opportunity is 100% of base fee, and the maximum annual LTIP award is 200% of base fee. There are no pension contributions, benefits-in-kind or other supplementary remuneration arrangements for the Executive Directors.

REMUNERATION COMMITTEE REPORT CONTINUED

Base fees

The base fees for both Neil Johnson and Charles Cannon Brookes were maintained at £330,000 per annum for the year ended 31 March 2026, unchanged from the prior year. The Committee approved an increase to the Executive Directors' base fee from 1 April 2026 to £363,000. This was considered appropriate given their responsibilities and in the context of fees paid by comparable AIM-listed investment companies, combined with the 0% increase in the year to 31 March 2026.

Annual performance bonus

The annual bonus provides Executive Directors with the opportunity to earn a cash award linked to the achievement of defined performance targets set by the Committee at the start of each financial year. For FY26, performance was assessed against a balanced scorecard of financial and operational metrics reflecting the Company's core strategic priorities, including recurring cash revenue growth, free cash flow generation, portfolio quality and dividend sustainability.

Following its assessment of performance against the scorecard, the Committee determined that annual bonuses of £184,000 be awarded to both Executive Directors in respect of the year to 31 March 2026. This award represents approximately 56% of the maximum opportunity for both Neil Johnson and Charles Cannon Brookes and reflects a year where the Company met its financial performance targets rather than outperformed them. This compares with bonus payments of £216,000 to each Executive Director in the year to 31 March 2025.

Non-Executive Director Remuneration

Non-Executive Directors receive fixed annual fees in recognition of their time commitment and board responsibilities. Their fees are set by the full Board, with Non-Executive Directors absent from any discussion relating to their own remuneration. Non-Executive Directors do not participate in any bonus or long-term incentive arrangements and receive no pension contributions or other benefits.

Fees for the year ended 31 March 2026 were unchanged from FY25: Nigel Birrell received £70,000 as Non-Executive Chairman; Matthew Wrigley and Maree Wilms each received £50,000. The Committee considers these fee levels to be appropriate given the time commitment involved and the responsibilities of the respective roles.

Directors' Remuneration

The table below sets out the remuneration received by each Director in respect of the years ended 31 March 2026 and 31 March 2025. The table excludes the notional accounting charge in respect of LTIP awards, which is described in the LTIP section below:

	Basic fees 2026 £'000	Annual bonus 2026 £'000	Total 2026 £'000	Basic fees 2025 £'000	Annual bonus 2025 £'000	Total 2025 £'000
Non-Executive						
N Birrell	**70**	**-**	**70**	70	-	70
M Wrigley	**50**	**-**	**50**	50	-	50
M Wilms	**50**	**-**	**50**	50	-	50
Executive						
N Johnson	**330**	**184**	**514**	330	216	546
C Cannon Brookes[1]	**330**	**184**	**514**	330	216	546
	830	**368**	**1,198**	830	432	1,262

[1]Fees paid to Charles Cannon Brookes are paid to Arlington Group Asset Management Limited.

No Director received any pension contribution, benefit-in-kind or other element of remuneration in either year. The Committee is satisfied that remuneration outcomes for the year appropriately reflect performance delivered.

REMUNERATION COMMITTEE REPORT CONTINUED

Long-Term Incentive Plan

The Company operates a Long-Term Incentive Plan under which nil-cost share awards ("PSAs") may be granted to Executive Directors and other key participants. The LTIP is designed to align the long-term interests of participants with those of shareholders by providing meaningful equity-linked incentives that vest subject to the achievement of stretching performance conditions over a multi-year period.

Structure and vesting conditions

Prior to FY26, each annual LTIP grant is divided into two equal performance elements:

- TCAD element (50% of award): vests based on growth in Total Cash Available for Distribution ("TCAD") per share over a three-year measurement period. TCAD is defined as recurring cash revenue less operating expenses, hybrid credit participation payments, tax and interest paid, divided by the weighted average number of shares in issue. Awards vest on a sliding scale: 33% of this element vests if TCAD per share reaches a defined threshold, rising to 100% at maximum. No vesting occurs below threshold.
- TSR element (50% of award): vests based on the compound annual growth rate ("CAGR") of the Company's Total Shareholder Return (share price appreciation plus dividends reinvested) over a three-year measurement period. Awards vest on a sliding scale: 25% of this element vests for TSR CAGR of greater than 2% per annum, rising to 100% for TSR CAGR of greater than 8% per annum. No vesting occurs below threshold.

For FY26 onwards, each LTIP grant will be divided into three measures as follows:

- TCAD element (25% of award): vests based on growth TCAD per share over a three-year measurement period. Awards vest on a sliding scale: 33% of this element vests if TCAD per share reaches a defined threshold, rising to 100% at maximum. No vesting occurs below threshold.
- TSR element (25% of award): vests based on the compound annual growth rate ("CAGR") of the Company's Total Shareholder Return (share price appreciation plus dividends reinvested) over a three-year measurement period. Awards vest on a sliding scale: 25% of this element vests for TSR CAGR of greater than 2% per annum, rising to 100% for TSR CAGR of greater than 8% per annum. No vesting occurs below threshold.
- Time-based element (50%) of award: vests in three equal tranches on a straight-line basis at the end of year 1, 2 and 3 of the three-year vesting period, subject to continuous employment.

All awards are subject to malus and clawback.

LTIP Outcome

During the year to 31 March 2026, awards granted in relation to the year ended 31 March 2022 vested as follows:

	TCAD element vesting	TSR element vesting	Total average vesting	Total shares vested
Executive Director				
N Johnson	66.7%	0.0%	33.3%	470,600
C Cannon Brookes	66.7%	0.0%	33.3%	423,533
Total	**66.7%**	**0.0%**	**33.3%**	**894,133**

During the year to 31 March 2025, awards granted in relation to the year ended 31 March 2021 vested as follows:

	TCAD element vesting	TSR element vesting	Total average vesting	Total shares vested
Executive Director				
N Johnson	100%	25.0%	62.5%	294,063
C Cannon Brookes	100%	25.0%	62.5%	264,688
Total	**100%**	**25.0%**	**62.5%**	**558,751**

REMUNERATION COMMITTEE REPORT CONTINUED

Long-Term Incentive Plan continued

Awards outstanding

The table below sets out the aggregate LTIP awards held by each Executive Director at 31 March 2026 and 31 March 2025. Further information on the accounting treatment of these awards is provided in note 18 to the Consolidated Financial Statements.

	LTIP awards	
	2026 No. 000s	2025 No. 000s
N Johnson	**3,979**	4,049
C Cannon Brookes	**3,894**	3,823
	7,873	7,872

Accounting charge

The total non-cash accounting charge recognised in the Consolidated Statement of Comprehensive Income in respect of the LTIP and Share Option Plan during the year ended 31 March 2026 was £367,000 (2025: £409,000). This charge is recognised through the share-based payment reserve and does not represent cash remuneration received by participants.

Directors' interests

The Directors held the following interest in the share capital of the Company either directly or beneficially:

	Ordinary Shares 2026 No. 000s	Ordinary Shares 2025 No. 000s
N Birrell	**1,692**	1,692
N Johnson	**7,887**	7,787
C Cannon Brookes	**13,318**	12,083
M Wrigley	**28**	28
M Wilms	**364**	364

Shareholder Engagement

Duke Capital has a concentrated and engaged shareholder base, and the Board values direct dialogue on all aspects of governance including remuneration. We are always willing to discuss our approach with shareholders and encourage them to reach out through our investor relations channels at any time. Shareholders will have the opportunity to vote on this report at the forthcoming Annual General Meeting, and the Committee will carefully consider the outcome.

Nigel Birrell
Chairman of the Remuneration Committee

ENVIRONMENTAL, SOCIAL & GOVERNANCE

For the year ended 31 March 2026

ESG considerations impact the way in which we manage the business, our investment decisions and our management of capital partner relationships. As fiduciaries we recognise that by following a broad set of policy commitments relating to ESG factors, we will better align ourselves and our investors with the broader objectives of society.

Duke's Responsible Investment Policy outlines the Group's commitment towards incorporating ESG considerations throughout the investment process. In framing this policy, Duke has sought to incorporate or align with recognised global standards which include, but are not limited to, the Principles for Responsible Investment and the UN Global Compact.

We incorporate ESG factors across the investment lifecycle, alongside more traditional financial and business performance considerations.

We will not invest with capital partners who:

- deny human rights;
- engage child or forced labour directly or within their supply chain;
- manufacture weapons that are designed primarily for destructive purposes e.g. antipersonnel mines, cluster weapons;
- are in the business of mineral, coal, or oil and gas extraction;
- produce products that are illegal under Guernsey, UK or relevant local laws;
- produce tobacco products;
- cause serious environmental damage;
- provide research, development or technical applications relating to electronic data; or
- provide programmes or solutions which support the above exclusions list.

Managing ESG in our capital partners

We apply an ESG assessment framework to understand the material risks and opportunities within our capital partners:

- **Environmental** - We require our capital partners to ensure that their businesses do not have any material environmental impacts.
- **Social** - We require our capital partners to be equal opportunities employers and provide learning and development opportunities for employees. We do not tolerate unfair, discriminatory, illegal or immoral work practices either in the capital partner or within the supply chain.
- **Governance** - We view corporate governance as the combination of processes and structures implemented by the board to inform, direct, manage and monitor the activities of the organisation towards the achievement of its objectives.

Managing ESG internally within Duke and alignment with our core values

We will uphold the same standards internally within Duke Capital as we ask of our capital partners. We believe that this aligns our goals with our capital partners and our stakeholders and ensures that we are living our standards:

- **Transparency**: We focus on treating our partners and stakeholders with honesty, integrity, fairness and respect, contributing to strength and longevity of our relationships.
- **Accountability**: We are accountable to each other, our stakeholders, our capital partners, and the communities where we do business. We aim to be responsible investors and a good corporate citizen.
- **Creativity**: We believe change is the only way forward and seek out different perspectives to meet business challenges and situations. Ours is a flexible financial solution designed to meet the evolving needs of small to mid-sized business owners
- **Focus**: We aim to be a trusted partner for small to mid-sized businesses. We keep a focus on our approach to investing and our investment criteria. We are sensible and keep things as simple as possible for our capital partners.
- **Teamwork**: We collaborate and support each other and our partners, as we recognise the value of diversity of thought in problem solving and innovation, and support diversity within our team.

ENVIRONMENTAL, SOCIAL & GOVERNANCE CONTINUED

Social and corporate responsibility

Having a positive impact on the communities in which we invest and operate is of utmost importance to us. Our leadership team actively encourages the entire team to make a positive social impact.

Leading by example, our CEO, Neil Johnson, is the Founder and Chair of the UK Terry Fox Association, the UK affiliate of the Terry Fox Foundation. The Association's mission is to bring communities and families affected by cancer together through Terry Fox Runs across the UK. Every year, the Duke team and their families come together to volunteer their time and support cancer research. In the past four years, the UK Terry Fox Association has raised over £500,000 for The Institute of Cancer Research (ICR).

We have also extended our support to Home-Start UK, a network that assists families with young children during challenging times. In addition to our financial contributions, the Cannon Brookes family volunteers and advocates for the importance of a healthy and supportive family unit in the early years of life. Professional care workers provide emotional and financial support to single mothers and underprivileged families with young children. This makes a direct impact in the local UK neighbourhoods where Home-Start is active.

Regarding our operations, we require our capital partners to be equal opportunities employers and provide learning and development opportunities for employees. We do not tolerate unfair, discriminatory, illegal, or immoral work practices either in our capital partners, or within the supply chain. .

For further information, visit: **www.dukecapital.com/about-us**

INDEPENDENT AUDITOR'S REPORT
For the year ended 31 March 2026

Opinion on the consolidated financial statements

In our opinion, the consolidated financial statements of Duke Capital Limited ("the Parent Company") and its subsidiaries ("the Group"):

- give a true and fair view of the state of the Group's affairs as at 31 March 2026 and of its profit for the year then ended;
- have been properly prepared in accordance with UK adopted International Accounting Standards; and
- have been properly prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.

We have audited the consolidated financial statements of the Group for the year ended 31 March 2026 which comprise the Consolidated Statement of Cash Flows, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity and notes to the consolidated financial statements, including a summary of the material accounting policy information.

The financial reporting framework that has been applied in their preparation is applicable law and UK adopted International Accounting Standards.

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 consolidated financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the audit committee.

Independence
We remain independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the consolidated financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the consolidated financial statements is appropriate. Our evaluation of the Directors' assessment of the Group's ability to continue to adopt the going concern basis of accounting included:

- Obtaining those charged with governance's paper and cash flow forecast in respect of going concern and challenging this, based on our knowledge of the Group, with both those charged with governance and management.
- Consideration of the cash available, the borrowings payable and the forecast covenants compliance together with the expected annual income and running expenses of the Group and determining whether these assumptions were reasonable based on our knowledge of the Group.
- Performing our own sensitivity analysis of the headroom of the investment portfolio and associated cash flows over the annual running expenses. .
- Reviewing the minutes of meetings of those charged with governance and the RNS announcements for any events of conditions in respect of going concern.

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

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

Overview

		2026	2025
Key audit matters	Valuation of hybrid credit finance investments	✓	✓
	Valuation of equity investments	✓	✓
Materiality	Consolidated financial statements as a whole:		
	£4,137,000 (2025: £4,086,000) based on 1.5% (2025: 1.5%) of total assets		

INDEPENDENT AUDITOR'S REPORT CONTINUED

For the year ended 31 March 2026

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the consolidated financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

This assessment took into account the likelihood, nature and potential magnitude of any misstatement. We assessed the control environment in place within the Group to the extent that it was relevant to our audit. Following this assessment, we applied professional judgement to determine the extent of testing required over each balance in the consolidated financial statements.

The Group consists of 3 components. We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates. The Group audit engagement team scoped, tailored and performed audit procedures on all key risk areas across these components.

Key audit matters

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

Key audit matter		How the scope of our audit addressed the key audit matter
Valuation of Hybrid Credit Finance Investments (notes 2.10, 3, 9 and 23)	As the Group's Hybrid Credit Finance Instruments are classified at fair value through profit or loss, the instruments are required to be revalued to fair value at each reporting date. We focussed on the valuation as it is a key driver to the Group's net asset value. The valuation models are a highly subjective area as management makes judgements as to expected cash flows, revenue growth rates and discount rates to arrive at the fair value of the products. Any input inaccuracies or unreasonable bases used in the valuation judgements could result in a material misstatement of the Group statement of comprehensive income and the Group statement of financial position and for this reason, we considered this to be a key audit matter.	We obtained management's valuation models for the Hybrid Credit Finance Instruments and assessed and challenged the reasonableness of management's inputs into the valuation models against our expectations by: • Agreeing the future cash flows in the valuation models to the forecasts of the underlying entities. • Assessing based on review of the underlying supporting management information and key performance indicators of the investees' performance, whether management's consideration of the investees actual performance against that budgeted indicated a need to revise the cash flows. • Assessing the expected revenue growth rates used by management against independent sources i.e. growth rates used by brokers. • Considering the likelihood of an early prepayment / exit occurring and where applicable, how this has been built into the valuation model. • Reviewing investee performance since the earliest date of time of investment or the prior year and challenging management regarding the discount rates used within the models. **Key observations** Based on the procedures performed we did not identify any indications to suggest that the judgements made in respect of the Hybrid Credit Finance Investments were unreasonable.

INDEPENDENT AUDITOR'S REPORT CONTINUED

For the year ended 31 March 2026

Key audit matters continued

Key audit matter		How the scope of our audit addressed the key audit matter
Valuation of equity investments (notes 2.10, 3, 11 and 23)	The entity's equity investments comprise of interests in private, unlisted entities. We focussed on the valuation as it is a key driver to the Group's net asset value. The valuation models are a highly subjective area as management makes judgements as to maintainable EBITDA and investment multiple applied to arrive at the fair value of the investments. Any input inaccuracies or unreasonable bases used in the valuation judgements could result in a material misstatement of the Group statement of comprehensive income and the Group statement of financial position. For this reason, we considered this to be a key audit matter.	We obtained management's valuation models for the equity investments and assessed and challenged the reasonableness of management's inputs into the valuation models against our expectations by: • Challenging management on the maintainable EBITDA focussing on the assumptions applied to the sustainability of the earning based on forecasts, year to date actual performance and historical performance. • Challenging managements investment multiple applied by comparing the multiple applied to comparable listed company multiples from external sources. **Key observations** Based on our procedures we did not identify and indications to suggest that the judgements made in respect of the equity investments were unreasonable.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the consolidated financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the consolidated financial statements as a whole.

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

	Consolidated financial statements	
	2026	**2025**
Materiality	**£4,137,000**	£4,086,000
Basis for determining materiality	**1.5% of total assets**	1.5% of total assets
Rationale for the benchmark applied Due to it being an investment holding group with investment fair values being a key focus of users of the consolidated financial statements.		
Performance materiality	**£3,106,000**	£3,064,500
Basis for determining performance materiality This was determined using our professional judgement and considered the complexity and our knowledge of the engagement, together with history of minimal historical errors and adjustments. There is also a willingness to rectify through adjustments when needed.	**75% of materiality**	75% of materiality

INDEPENDENT AUDITOR'S REPORT CONTINUED

For the year ended 31 March 2026

Our application of materiality continued

Specific materiality

We also determined that for more sensitive expenses i.e. support services, director fees, personnel costs and performance related awards, a misstatement of less than materiality for the consolidated financial statements as a whole, a specific materiality, could influence the economic decisions of users. As a result, we determined materiality for these items to be £405,000 based on 10% of the sensitive expenses of the Group (2025: £442,582 based on 10% of the sensitive expenses). We further applied a performance materiality level of 75% (2025: 75%) of specific materiality to ensure that the risk of errors exceeding specific materiality was appropriately mitigated.

Component materiality

We allocated materiality that is less than our overall group materiality to each component

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £207,110 (2025: £204,300). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

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

Other Companies (Guernsey) Law, 2008 reporting

We have nothing to report in respect of the following matters where the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the Company; or
- the financial statements are not in agreement with the accounting records; or
- we have failed to obtain all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group'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 Company or Group to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT CONTINUED

For the year ended 31 March 2026

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

Extent to which the audit was 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:

Non-compliance with laws and regulations

Based on:

- Our understanding of the Group and the industry in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations.

we determined that the most significant frameworks which are directly relevant to specific assertions in the consolidated financial statements are those that relate to the reporting framework such as UK adopted International Accounting Standards and the Companies (Guernsey) Law, 2008.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the consolidated financial statements, for example through the imposition of fines or litigation.

Our procedures in respect of the above included:

- Review of minutes of meetings of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with tax authorities for any instances of non-compliance with laws and regulations;
- Review of consolidated financial statement disclosures and agreeing to supporting documentation;
- Review of legal expenditure accounts to understand the nature of expenditure incurred; and
- Discussion with and enquiry of management and those charged with governance concerning known or suspected instances of non-compliance with laws and regulations.

Fraud

We assessed the susceptibility of the consolidated financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meetings of those charged with governance for any known or suspected instances of fraud;
- Reviewing the accounting estimates, judgements and decisions made by management;
- Discussion amongst the engagement team as to how and where fraud might occur in the consolidated financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of controls, valuation of the hybrid credit investments, valuation of the unlisted equity investments and revenue recognition in relation to the investment income from hybrid credit finance investments and equities.

INDEPENDENT AUDITOR'S REPORT CONTINUED

For the year ended 31 March 2026

Fraud continued

Our procedures in respect of the above included those detailed in the key audit matters above and also:

- Considering whether there are any journals throughout the year, which may not be covered by testing of material financial statements classes of transactions or balances;
- Performing a random sample of expenditure and considering whether indicative of fraud or management override; and
- A review of estimates and judgments applied by Management in the consolidated financial statements to assess their appropriateness and the existence of any systematic bias.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the consolidated financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the consolidated financial statements, the less likely we are to become aware of it.

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

The engagement director on the audit resulting in this independent auditor's opinion is Justin Hallett.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Section 262 of the Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the Parent 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 Parent Company and the Parent Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

BDOLimited
Chartered Accountants
2nd floor Plaza House
Admiral Park
St Peter Port
Guernsey GY1 3LL

17 June 2026

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2026

	Note	Year to 31-Mar-26 £'000	Year to 31-Mar-25 £'000
Cash flows from operating activities			
Receipts from hybrid credit investments	9	**25,197**	25,000
Receipts of interest from term credit investments	10	**53**	158
Other operating receipts		**1,831**	1,419
Operating expenses paid		**(4,359)**	(4,186)
Payments for hybrid credit participation fees	12	**(117)**	(87)
Tax paid		**(850)**	(781)
Net cash inflow from operating activities		**21,755**	21,523
Cash flows from investing activities			
Hybrid credit investments advanced	9	**(21,321)**	(24,500)
Hybrid credit investments repaid	9	**-**	3,987
Term credit investments advanced	10	**(1,975)**	(2,286)
Term credit investments repaid	10	**3,322**	-
Equity investments purchased	11	**(1,534)**	(370)
Equity investments sold	11	**-**	-
Equity dividends received	11	**-**	21
Receipt of deferred consideration		**1,499**	742
Investment costs paid		**(540)**	(462)
Net cash outflow from investing activities		**(20,549)**	(22,868)
Cash flows from financing activities			
Proceeds from share issue	17	**-**	23,500
Share issue costs	17	**-**	(1,394)
Dividends paid	20	**(14,080)**	(12,249)
Proceeds from loans	15	**10,000**	17,000
Interest paid	15	**(8,531)**	(8,520)
Other finance costs		**-**	(4)
Net cash (outflow) / inflow from financing activities		**(12,611)**	18,333
Net change in cash and cash equivalents		**(11,405)**	16,988
Cash and cash equivalents at beginning of year		**19,767**	2,896
Effect of foreign exchange on cash and cash equivalents		**(104)**	(117)
Cash and cash equivalents at the end of year		**8,258**	19,767

The notes on pages 38 to 59 form an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2026

	Note	Year to 31-Mar-26 £'000	Year to 31-Mar-25 £'000
Income			
Net hybrid credit investment income	9	**28,155**	19,168
Term credit investment income	10	**53**	158
Net equity investment income	11	**(4,412)**	(5,849)
Other operating income		**2,261**	1,742
Total income		**26,057**	15,219
Investment costs			
Transaction costs		**(197)**	(171)
Due diligence costs		**(55)**	(87)
Total investment costs		**(252)**	(258)
Operating costs			
Administration and personnel	5	**(3,688)**	(3,509)
Legal and professional		**(402)**	(449)
Other operating costs		**(271)**	(381)
Expected credit losses	10	**-**	78
Share-based payments	18	**(367)**	(409)
Total operating costs		**(4,728)**	(4,670)
Operating profit		**21,077**	10,291
Net foreign currency movement		**(105)**	(99)
Finance costs	6	**(9,393)**	(9,454)
Profit before tax		**11,579**	738
Taxation (expense) / credit	7	**(590)**	1,267
Profit after tax		**10,989**	2,005
Basic earnings per share (pence)	8	**2.18**	0.45
Diluted earnings per share (pence)	8	**2.16**	0.45

All income is attributable to the holders of the Ordinary Shares of the Company. There is no other comprehensive income.

The notes on pages 38 to 59 form an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	Note	31-Mar-26 £'000	31-Mar-25 £'000
Non-current assets			
Goodwill	16	**203**	203
Hybrid credit finance investments	9	**178,795**	190,100
Term credit investments	10	**-**	2,322
Equity investments	11	**14,065**	15,812
Deferred tax	21	**2,871**	2,877
		195,934	211,314
Current assets			
Hybrid credit finance investments	9	**70,094**	35,584
Term credit investments	10	**975**	-
Trade and other receivables	13	**891**	1,936
Cash and cash equivalents		**8,258**	19,767
		80,218	57,287
Total assets		**276,152**	268,601
Current liabilities			
Hybrid credit debt liabilities	12	**99**	140
Trade and other payables	14	**376**	444
Borrowings	15	**741**	723
Current tax liability		**-**	266
		1,216	1,573
Non-current liabilities			
Hybrid credit debt liabilities	12	**881**	898
Trade and other payables	14	**773**	967
Borrowings	15	**98,454**	87,611
		100,108	89,476
Net assets		**174,828**	177,552
Equity			
Share capital	17	**195,045**	195,045
Share-based payment reserve	18	**5,161**	4,794
Warrant reserve	18	**3,036**	3,036
Retained losses	19	**(28,414)**	(25,323)
Total equity		**174,828**	177,552

The Consolidated Financial Statements on pages • to • were approved and authorised for issue by the Board of Directors on 17 June 2026 and were signed on its behalf by:

Maree Wilms
Director

Matthew Wrigley
Director

The notes on pages 38 to 59 form an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

As at 31 March 2026

	Notes	Shares issued £'000	Share-based payment reserve £'000	Warrant reserve £'000	Retained losses £'000	Total equity £'000
At 1 April 2025		195,045	4,794	3,036	(25,323)	177,552
Total comprehensive income for the year		-	-	-	10,989	10,989
Transactions with owners						
Share-based payments	18	-	367	-	-	367
Dividends	20	-	-	-	(14,080)	(14,080)
Total transactions with owners		-	367	-	(14,080)	(13,713)
At 31 March 2026		195,045	5,161	3,036	(28,414)	174,828
At 1 April 2024		172,939	4,385	3,036	(15,079)	165,281
Total comprehensive income for the year		**-**	**-**	**-**	**2,005**	**2,005**
Transactions with owners						
Shares issued for cash	17	**23,500**	**-**	**-**	**-**	**23,500**
Share issuance costs	17	**(1,394)**	**-**	**-**	**-**	**(1,394)**
Share-based payments	18	**-**	**409**	**-**	**-**	**409**
Dividends	20	**-**	**-**	**-**	**(12,249)**	**(12,249)**
Total transactions with owners		**22,106**	**409**	**-**	**(12,249)**	**10,266**
At 31 March 2025		**195,045**	**4,794**	**3,036**	**(25,323)**	**177,552**

The notes on pages 38 to 59 form an integral part of these Consolidated Financial Statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 March 2026

1. General information

Duke Capital Limited ("Duke Capital" or the "Company") is a company limited by shares, incorporated in Guernsey under the Companies (Guernsey) Law, 2008. Its shares are traded on the AIM market of the London Stock Exchange. The Company's registered office is shown on page 57.

Throughout the year, the "Group" comprised Duke Capital Limited and its wholly owned subsidiaries; Duke Capital UK Credit Limited, Duke Capital Employee Benefit Trust and Duke Capital US GH Holdings, Inc.

The Group's investing policy is to invest in a diversified portfolio of hybrid credit finance and related opportunities.

2. Material accounting policy information

2.1 Basis of preparation

The Consolidated Financial Statements of the Group have been prepared in accordance with UK adopted international accounting standards, and applicable Guernsey law, and reflect the following policies, which have been adopted and applied consistently.

The Group has adopted IFRS 10 Consolidated Financial Statements. IFRS 10 requires entities that meet the definition of an investment entity within the standard to account for those controlled entities within the Group's direct investment portfolio as held at fair value through profit or loss ("FVTPL") and to not be consolidated into the financial statements.

Subsidiaries that provide investment-related services or engage in permitted investment-related activities with investees, continue to be consolidated unless they are also investment entities.

An investment entity is one which:

- obtains funds from investors for the purpose of providing them with investment management services;
- invests funds solely for returns from capital appreciation/investment income; and
- measures and evaluates the performance of substantially all its investment on a fair value basis.

In accordance with IFRS 10 the Consolidated Financial Statements include the financial statements of the Company and service entities controlled by the Company made up to the reporting date. Control is achieved where the Company has the power over the potential investee as a result of voting or other rights, has rights to positive or negative variable returns from its involvement with the investee and has the ability to use its power over the investee to affect significantly the amount of its returns.

The following subsidiaries are deemed service entities and are consolidated in the group financial statements:

- Duke Capital UK Credit Limited
- Duke Capital Employee Benefit Trust

Under IFRS 12 paragraph 19A, the following subsidiaries have been classified as investment entities under IFRS 10 and therefore not consolidated:

Subsidiary name	Place of business	% ownership
Duke Capital US GH Holdings, Inc.	USA	100%
United Glass Group	UK	73.8%
Integrum Care Group	UK	50.1%
Creo-tech Industrial Group	Canada	99.9%
Intec Business Solutions	UK	100%
MQL	UK	49.9%
Trimite Global Coatings	UK	100%
Tristone Healthcare Limited	UK	50.3%

The Consolidated Financial Statements have been prepared on a going concern basis and under the historical cost basis, except for the following:

- Hybrid credit investments – measured at FVTPL;
- Equity investments – measured at FVTPL;
- Hybrid credit participation liabilities – measured at FVTPL.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

2. Material Accounting policy information continued

2.1 Basis of preparation continued

Presentation of statement of cash flows

The Board considers cashflow to be the most important measure of the Group's performance and subsequently has presented its Consolidated Statement of Cashflows before the Consolidated Statement of Comprehensive Income and Consolidated Statement of Financial Position.

There have been no changes to the classification of any of the cashflows or to the overall cash movements.

Presentation of statement of comprehensive income

In order to better reflect the activities of a hybrid credit financing company, the Consolidated Statement of Comprehensive Income includes additional analysis, splitting the Group's income by investment type.

2.2 New accounting standards, interpretations and amendments from 1 April 2025 adopted by the Group

In the current period, the Company has considered and adopted all relevant new standards, interpretations and amendments to existing standards that are effective as at year-end.

Their adoption has not had any impact on the amounts reported or disclosed in the financial statements.

2.3 New Accounting Standards, interpretations and amendments issued but not yet effective

At the date of authorisation of these Consolidated Financial Statements, certain standards and interpretations were in issue but not yet effective and have not been applied in these Consolidated Financial Statements.

Standards, amendments or interpretations in issue but not yet effective, except for IFRS 18, are not expected to have a material impact on the entity in the current or future reporting periods or on foreseeable future transactions.

IFRS 18: Presentation and Disclosure in Financial Statements: This Standard replaces IAS 1: Presentation of Financial Statements. It carries forward many requirements from IAS 1 unchanged, effective for periods commencing 1 January 2027. The new accounting standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit and loss, namely operating, investing, financing, discontinued operations and income tax categories.
- Entities are also required to present a newly-defined operating profit subtotal. Entities net profit will not change as a result of applying IFRS 18.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.
- All entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is still in the process of assessing the impact of the new accounting standard, particularly with respect to the structure of the Group's statement of comprehensive income, the statement of cash flows and the additional disclosures required for MPMs.

2.4 Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Company will be able to continue its operations for the foreseeable future and realise its assets and discharge its liabilities in the normal course of business. In assessing the appropriateness of the going concern basis, the Board and management have considered the Company's financial position, liquidity, and cashflow forecasts, as well as the current and expected impacts of macroeconomic conditions, including geopolitical conflicts in the Middle East, continuing inflationary pressures, global tariffs and global economic uncertainty.

Stress testing and scenario analyses have been performed, which indicate that the Company is able to withstand potential downside scenarios without compromising operational capability. These assessments have been included into the fair value in the hybrid credit models (refer to notes 9,23 and 24).

Based on this assessment and bearing in mind the nature of the Group's recurring revenue streams and after assessing the 12-month forecasts from the date of authorisation of the financial statements, the Directors consider that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Consolidated Financial Statements.

In making the assessment, the Directors did not consider there to be any material uncertainty relating to events or conditions that individually or collectively may cast significant doubt on the Group's ability to continue as a going concern.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

2. Material Accounting policy information continued

2.5 Basis of consolidation

Where the Company has control over an investee, it is classified as a subsidiary. The Company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

All intra-group transactions, balances, income and expenses are eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted across the Group. The EBT has been consolidated on the basis that Duke Capital Limited exercises control over the Trust.

2.6 Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors, as a whole. The key measure of performance used by the Board to assess the Group's performance and to allocate resources is operating cashflow, as calculated under IFRS, and therefore no reconciliation is required between the measure of performance used by the Board and that contained in these Consolidated Financial Statements.

For management purposes, the Group's investment objective is to focus on one main operating segment and to invest in a diversified portfolio of hybrid credit finance and related opportunities. At the end of the period the Group has 14 (2025: 14) investments into this segment and has derived income from them. Due to the Group's nature, it has no customers.

2.7 Foreign currency

Functional and presentation currency

Items included in the Consolidated Financial Statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Consolidated Financial Statements are presented in Pounds Sterling, which is also the functional currency of the Company and its subsidiaries.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary foreign currency assets and liabilities are translated into the functional currency using the exchange rate prevailing at the reporting date.

Foreign exchange gains and losses relating to the financial assets and financial liabilities carried at fair value through profit or loss are presented in the Consolidated Statement of Comprehensive Income within 'hybrid credit investment', 'term credit investment income' and 'equity investment income'.

Foreign exchange gains and losses relating to cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within 'net foreign currency movement'. This has been presented below operating costs as this best reflects the true nature of the balance.

2.8 Transaction costs

Transaction costs are costs incurred to acquire financial assets at fair value through profit or loss. They include finders' fees, legal and due diligence fees and other fees paid to agents and advisers. Transaction costs, when incurred, are recognised immediately in profit or loss as an expense. Where transaction costs are in respect of term credit investments (carried at amortised cost), these are offset using the effective interest method.

Transaction costs are also incurred to acquire financial liabilities carried at amortised cost; these are offset using the effective interest method.

2.9 Income tax

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

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

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Consolidated Financial Statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

2. Material Accounting policy information continued

2.9 Income tax continued

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

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

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

2.10 Financial instruments

Financial assets and financial liabilities are recognised in the Consolidated Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are only offset and the net amount reported in the Consolidated Statement of Financial Position and Consolidated Statement of Comprehensive Income when there is a currently enforceable legal right to offset the recognised amounts, and the Group intends to settle on a net basis or realise the asset and liability simultaneously.

a) Financial assets at FVTPL

Hybrid credit investments are debt instruments classified at FVTPL under IFRS 9. The return on these investments is linked to a fluctuating revenue stream and thus, whilst the business model is to collect contractual cashflows, such cashflows are not solely payments of principal and interest. Such assets are recognised initially at fair value and remeasured at each reporting date. The change in fair value is recognised in profit or loss and is presented within 'hybrid credit investment income' in the Consolidated Statement of Comprehensive Income. The fair value of these financial instruments is determined using discounted cashflow analysis. Further details of the methods and assumptions used in determining the fair value can be found in note 23.

Investments in equity instruments are classified at FVTPL. The Group subsequently measures all equity investments at fair value and the change in fair value is recognised in profit or loss and is presented within the 'equity investment income' in the Consolidated Statement of Comprehensive Income. Dividends from such investments are recognised in profit or loss when the Group's right to receive payments is established.

b) Financial liabilities at FVTPL

Financial liabilities at FVTPL comprise hybrid credit participation liabilities. These liabilities arise under a contractual agreement between the Group and a strategic partner for the provision of services in connection with the Group's hybrid credit financing arrangements. Under this agreement services are provided in exchange for a percentage of gross royalties' receivable. These instruments are classified at FVTPL on the basis that the liability is linked to the Group's hybrid credit investments. Such liabilities are recognised initially at fair value with the costs being recorded immediately in profit or loss as 'hybrid credit participation fees' and remeasured at each reporting date in order to avoid an accounting mismatch. The change in fair value is recognised in profit or loss and presented within 'hybrid credit investment income'. The fair value of these financial instruments is determined using discounted cashflow analysis. Further details of the methods and assumptions used in determining the fair value can be found in note 23.

2.11 Share-based payments

The Group operates an equity-settled Share Option Plan and a Long-Term Incentive Plan for its Directors and key staff members.

The fair value of awards granted under the above plans is recognised in profit or loss with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the awards granted:

- including any market performance conditions (e.g., the entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (e.g. increase in cash available for distribution, remaining a director for a specified time period); and
- including the impact of any non-vesting conditions.

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

The Group also settles a portion of expenses by way of share-based payments. These expenses are settled based on the fair value of the service received as an expense with the corresponding amount increasing equity. All expenses recognised in the year in relation to the Group's Share Option and Long-Term Incentive Plan schemes are recognised through the share-based payment reserve.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
For the year ended 31 March 2026

3. Critical accounting estimates

The preparation of the Consolidated Financial Statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods, if the revision affects both current and future periods. The following estimates and assumptions that may cause a material adjustment to the carrying amount of assets and liabilities are:

Fair value of hybrid credit investments

Hybrid credit investments are valued using a discounted cashflow analysis. The discount rate used in these valuations has been estimated to take account of market interest rates and the credit worthiness of the investee. Revenue growth has been estimated by the Directors and is based on unobservable market inputs.

Where the hybrid credit investment contains a buy-back clause, the Directors have assessed the likelihood of this occurring. Where occurrence of the buyback is deemed likely, the exit date is built into the discounted cashflow at the appropriate point. At each reporting date, this exit date is reviewed and amended if the buyback assumption has changed.

These assumptions are reviewed semi-annually. The Directors believe that the applied valuation techniques and assumptions used are appropriate in determining the fair value of the hybrid credit investments and have adjusted the discount rates and estimated revenue growth where necessary. Further details of the carrying values, methods, assumptions and sensitivities used in determining the fair value can be found in note 23.

Fair value of equity investments

The Group's equity investments are not traded in an active market and thus the fair value of the instruments is determined using valuation techniques. The Group makes assumptions based on market conditions at the end of each reporting period. The key estimates that the Directors have made in arriving at the fair values are the price/earnings multiples to be applied to the investee entities' profits. These multiples have been estimated based on market information for similar types of companies. The carrying value of equity investments is disclosed in note 11. Further details of the methods, assumptions and sensitivities used in determining the fair value can be found in note 23.

4. Auditor's remuneration

	2026 £'000	2025 £'000
Audit of the Consolidated Financial Statements	**109**	107

5. Administration and personnel

The table below splits out administration and personnel costs.

	2026 £'000	2025 £'000
Support services administration fees	**755**	735
Directors' fees	**1,198**	1,262
Investment Committee fees	**28**	108
Personnel costs	**1,707**	1,404
	3,688	3,509

6. Finance costs

	2026 £'000	2025 £'000
Interest payable on borrowings	**8,550**	8,611
Deferred finance costs released to P&L	**843**	843
	9,393	9,454

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

7. Income tax

The Company has been granted exemption from Guernsey taxation. The Company's subsidiaries in the UK are subject to taxation in accordance with relevant tax legislation.

	2026 £'000	2025 £'000
Current tax		
Income tax expense	**584**	1,362
Deferred tax		
Increase in deferred tax assets	**6**	(2,629)
Total deferred tax benefit	**6**	(2,629)
Income tax (credit) / expense	**590**	(1,267)
Factors affecting income tax expense for the year		
Profit on ordinary activities before tax	**11,579**	738
UK withholding tax at 20%	**-**	1,042
Overseas withholding taxes	**584**	320
Deferred tax expense / (credit)	**6**	(2,629)
Income tax expense (credit)	**590**	(1,267)

8. Earnings per share

	2026	2025
Total comprehensive income (£'000)	**10,989**	2,005
Weighted average number of Ordinary Shares in issue, excluding treasury shares (000s)	**503,058**	443,930
Basic earnings per share (pence)	**2.18**	0.45

	2026	2025
Total comprehensive income (£'000)	**10,989**	2,005
Diluted weighted average number of Ordinary Shares in issue, excluding treasury shares (000s)	**509,247**	443,930
Diluted earnings per share (pence)	**2.16**	0.45

Basic earnings per share is calculated by dividing total comprehensive income for the period by the weighted average number of shares in issue throughout the period, excluding treasury shares (see note 17).

All share options, warrants and Long-Term Incentive Plan awards in issue are not dilutive at the year-end as the exercise prices were above the average share price for the period. However, these could become dilutive in future period.

Adjusted earnings per share

In addition to the GAAP Measures, we present adjusted EPS, a non-GAAP measure, to provide investors with additional insight into our financial performance. Adjusted earnings represent the Group's underlying performance from core activities. Adjusted earnings is the total comprehensive income adjusted for unrealised and non-core fair value movements, non-cash items and transaction-related costs, including hybrid credit participation fees, together with the tax effects thereon. Given the sensitivity of the inputs used to determine the fair value of its investments, the Group believes that adjusted earnings is a better reflection of its ongoing financial performance.

Valuation and other non-cash movements such as those outlined are not considered by management in assessing the level of profit and cash generation of the Group. Additionally, IFRS 9 requires transaction-related costs to be expensed immediately whilst the income benefit is over the life of the asset. As such, an adjusted earnings measure is used which reflects the underlying contribution from the Group's core activities during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

8. Earnings per share continued

Adjusted earnings per share continued

	2026 £'000	2025 £'00
Total comprehensive income for the year	**10,989**	2,005
Unrealised fair value movements	**2,586**	14,070
Expected credit loss	**-**	(78)
Share-based payments	**367**	409
Transactions costs net of costs reimbursed	**252**	257
Tax effect of the adjustments above at Group effective rate	**(273)**	(1,223)
Adjusted earnings	**13,921**	15,440

	2026	2025
Adjusted earnings for the year (£'000)	**13,921**	15,440
Weighted average number of Ordinary Shares in issue, excluding treasury shares (000s)	**503,058**	443,930
Adjusted earnings per share (pence)	**2.77**	3.48

	2026	2025
Diluted adjusted earnings for the year (£'000)	**13,921**	15,440
Diluted weighted average number of Ordinary Shares in issue, excluding treasury shares (000s)	**509,247**	443,930
Diluted adjusted earnings per share (pence)	**2.73**	3.48

9. Hybrid credit investments

Hybrid credit investments are financial assets held at FVTPL that relate to the provision of hybrid credit capital to a diversified portfolio of companies.

	31-Mar-26 £'000	31-Mar-25 £'000
At 1 April	**225,684**	210,948
Additions - cash	**21,321**	24,500
Additions - refinancing of term credit investment (note 10)	**-**	3,250
Exits - cash	**-**	(3,987)
Settled via issue of equity investment (note 11)	**-**	(848)
Gain / (loss) on financial assets at FVTPL	**1,885**	(8,179)
As at 31 March	**248,890**	225,684

Hybrid credit investments are comprised of:

	31-Mar-26 £'000	31-Mar-25 £'000
Non-current	**178,795**	190,100
Current	**70,095**	35,584
	248,890	225,684

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

9. Hybrid credit investments continued

Hybrid credit investment income on the face of the Consolidated Statement of Comprehensive Income comprises:

	2026 £'000	2025 £'000
Hybrid credit interest	**25,197**	24,184
Hybrid credit premiums	**-**	816
Total hybrid credit cash revenue	**25,197**	25,000
Hybrid credit equitised revenue	**1,132**	2,368
Gain / (loss) on hybrid credit assets at FVTPL	**1,885**	(8,179)
Loss on hybrid credit liabilities at FVTPL	**(59)**	(21)
	28,155	19,168

The Group's hybrid credit investment assets comprise hybrid credit financing agreements with 14 (31 March 2025: 14) investees.

During the year, £1,132,000 (2025: £2,368,000) of hybrid credit interest in one investment partner was converted into ordinary share capital of the respective partners.

10. Term credit investments

Term credit investments are financial assets held at amortised cost.

	31-Mar-26 £'000	31-Mar-25 £'000
At 1 April	**2,322**	5,382
Additions	**1,975**	2,286
Disposals	**(3,322)**	-
Refinanced via hybrid credit investment (note 9)	**-**	(3,250)
Settled via issue of equity investment (note 11)	**-**	(2,192)
ECL allowance	**-**	60
Foreign exchange movement	**-**	36
As at 31 March	**975**	2,322

The Group holds one term credit investment (31 March 2025: one). During the year, £nil (2025: £2,193,000) of term credit investments were converted into ordinary share capital.

The term credit investments mature as follows:

	31-Mar-26 £'000	31-Mar-25 £'000
In less than one year	**975**	-
In one to two years	**-**	2,322
	975	2,322

Term credit investment income on the face of the Consolidated Statement of Comprehensive Income comprises:

	2026 £'000	2025 £'000
Term credit interest charged	**53**	158
	53	158

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

10. Term credit investments continued

ECL analysis

The measurement of ECLs is primarily based on the product of the instrument's probability of default ("PD"), loss given default ("LGD"), and exposure at default ("EAD"). The Group analyses a range of factors to determine the credit risk of each investment. These include, but are not limited to:

- liquidity and cash flows of the underlying businesses
- security strength
- covenant cover; and
- balance sheet strength.

If there is a material change in these factors, the weighting of either the PD, LGD or EAD changes, thereby changing the ECL impairment.

The disclosure below presents the gross and net carrying value of the Group's credit investments by stage:

As at 31 March 2026	Gross carrying amount £'000	Allowance for ECLs £'000	Net carrying amount £'000
Stage 1	**975**	**-**	**975**
Stage 2	**-**	**-**	**-**
Stage 3	**-**	**-**	**-**
	975	**-**	**975**

As at 31 March 2025	Gross carrying amount £'000	Allowance for ECLs £'000	Net carrying amount £'000
Stage 1	2,322	-	2,322
Stage 2	-	-	-
Stage 3	-	-	-
	2,322	-	2,322

Under the ECL model introduced by IFRS 9, impairment provisions are driven by changes in credit risk of instruments, with a provision for lifetime expected credit losses recognised where the risk of default of an instrument has increased significantly since initial recognition.

The credit risk profile of the investments has not increased materially and they remain Stage 1 assets. No credit losses have been charged for the Stage 1 assets.

The following table analyses the Group's provision for ECLs by stage:

	Stage 1 £'000	Stage 2 £'000	Stage 3 £'000	Total £'000
Carrying value at 31 March 2026	-	-	–	-
Carrying value at 1 April 2024	78	-	-	78
Expected credit losses on credit investments in year	**(60)**	**-**	**–**	**(60)**
Expected credit losses on other receivables in year	**(18)**	**-**	**–**	**(18)**
Carrying value at 31 March 2025	**-**	**-**	**–**	**-**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

11. Equity investments

Equity investments are financial assets held at FVTPL.

	31-Mar-26 £'000	31-Mar-25 £'000
At 1 April	**15,812**	15,904
Additions - cash	**1,534**	370
Additions - equitised revenue	**1,131**	2,368
Additions - receipt of equity as part settlement of hybrid credit investment (note 9)	**-**	848
Additions - receipt of equity as part settlement of term credit investment (note 10)	**-**	2,192
Loss on equity assets at FVTPL	**(4,412)**	(5,870)
As at 31 March	**14,065**	15,812

The Group's net equity investments comprise unlisted shares in 11 capital partners (31 March 2025: 11).

During the year, £1,132,000 (2025: £2,368,000) of hybrid credit interest in one investment partner was converted into ordinary share capital of the respective partners.

During the year, £nil (2025: £2,193,000) of term credit investments were converted into ordinary share capital.

Equity investment income on the face of the Consolidated Statement of Comprehensive Income comprises:

	2026 £'000	2025 £'000
Unrealised gain on equity assets at FVTPL	**(4,412)**	(5,870)
Dividend income	**-**	21
	(4,412)	(5,849)

12. Hybrid credit debt liabilities

Hybrid credit debt liabilities are financial liabilities held at FVTPL.

	31-Mar-26 £'000	31-Mar-25 £'000
At 1 April	**1,038**	1,104
Payments made	**(117)**	(87)
Gain on hybrid credit debt liabilities at FVTPL	**59**	21
As at 31 March	**980**	1,038

Hybrid credit debt liabilities are comprised of:

	31-Mar-26 £'000	31-Mar-25 £'00
Current	**99**	140
Non-current	**881**	898
	980	1,038

13. Trade and other receivables

	31-Mar-26 £'000	31-Mar-25 £'000
Current		
Prepayments and accrued income	**816**	362
Other receivables	**75**	1,574
	891	1,936

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

14. Trade and other payables

	31-Mar-26 £'000	31-Mar-25 £'000
Current		
Trade payables	**12**	13
Transaction costs	**223**	241
Accruals and deferred income	**141**	190
	376	444
Non-current		
Transaction costs	**773**	967
	1,149	1,411

15. Borrowings

	31-Mar-26 £'000	31-Mar-25 £'000
Current – accrued interest	**741**	723
Non-current	**98,454**	87,611
	99,195	88,334

In January 2023, the Group entered into a credit facility agreement with Fairfax Financial Holdings Limited and certain of its subsidiaries ("Fairfax") and issued Fairfax 41,615,134 warrants. The facility is up to £100 million at SONIA plus 5.00% per annum and expires in January 2028, at which point the entire facility will be repaid.

At 31 March 2026, £nil (31 March 2025: £10,000,000) was undrawn on the facility.

At 31 March 2026, £1,546,000 (31 March 2025: £2,336,000) of unamortised warrant costs and fees remained outstanding.

The table below sets out an analysis of the liabilities arising from financing activities and the movements in the liabilities arising from financing activities for the year ended 31 March 2026 and prior year.

	Interest payable £'000	Borrowings £'000
At 1 April 2025	**723**	**87,611**
Cash movements		
Loan advanced	**-**	**10,000**
Interest paid	**(8,531)**	**-**
Non-cash movements		
Deferred finance costs released to P&L	**-**	**843**
Interest charged	**8,549**	**-**
At 31 March 2026	**741**	**98,454**
At 1 April 2024	632	69,772
Cash movements		
Loan advanced	-	17,000
Deferred finance costs paid	-	(4)
Interest paid	(8,520)	-
Non-cash movements		
Deferred finance costs released to P&L	-	843
Interest charged	8,611	-
At 31 March 2025	723	87,611

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
For the year ended 31 March 2026

16. Goodwill

	Goodwill £'000
Opening and closing net book value at 1 April 2024, 31 March 2025 and 31 March 2026.	**203**

The goodwill has not been assessed for impairment on the basis of materiality.

17. Share capital

Allotted, called up and fully paid	External shares No.	Treasury shares No.	Total shares No.	£'000
At 1 April 2025	**502,198**	**7,618**	**509,816**	**195,045**
PSA shares vested during year	**1,318**	**(1,318)**	**-**	**-**
At 31 March 2026	**503,516**	**6,300**	**509,816**	**195,045**

Allotted, called up and fully paid	External shares No.	Treasury shares No.	Total shares No.	£'000
At 1 April 2024	415,427	6,063	421,490	172,939
Shares issued for cash during the year	85,455	-	85,455	23,500
Share issuance costs	-	-	-	(1,394)
PSA shares vested during year	1,316	(1,316)	-	-
Shares issued to Employee Benefit Trust during the period	-	2,871	2,871	-
At 31 March 2025	502,198	7,618	509,816	195,045

There is a single class of shares. There are no restrictions on the distribution of dividends and the repayment of capital with respect to externally held shares. The shares held by the Duke Capital Employee Benefit Trust are treated as treasury shares. The rights to voting rights have been waived in respect of these shares.

18. Equity-settled share-based payments

Warrant reserve
The following table shows the movements in the warrant reserve during the year:

	Warrants	
	No. (000)	£'000
At 1 April 2024, 31 March 2025 and 31 March 2026	**43,990**	**3,036**

The warrants expire in January 2028 and have an exercise price of 45 pence. A total expense of £2,771,000 has been capitalised and will be amortised over the life of the warrants. In the year to 31 March 2026, an expense of £554,000 (2025: £554,000) was recognised through finance costs in relation to the warrants.

At 31 March 2026, 43,990,000 (31 March 2025: 43,990,000) warrants were outstanding. The weighted average remaining contractual life was 1.8 years (31 March 2025: 2.8 years).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

18. Equity-settled share-based payments continued

Share-based payment reserve

The following table shows the movements in the share-based payment reserve during the year:

	£'000
At 1 April 2024	4,385
LTIP awards	409
At 31 March 2025	4,794
LTIP awards	**367**
At 31 March 2026	**5,161**

Long-Term Incentive Plan

Under the previous rules of the Long-Term Incentive Plan ("LTIP") the Remuneration Committee may grant Performance Share Awards ("PSAs") which vest after a period of three years and are subject to various performance conditions. Previously the LTIP awards were subject to a performance condition based 50 per cent on total shareholder return ("TSR") and 50% on total cash available for distribution ("TCAD per share"). TSR can be defined as the returns generated by shareholders based on the combined value of the dividends paid out by the Company and the share price performance over the period in question.

Following a review of the LTIP plan during the year to 31 March 2026, vesting conditions were amended so that the awards were subject to performance conditions based 25% on TSR and 25% on TCAD. The remaining 50% is based on continuous employment with the company and vests in three equal tranches on a straight-line basis at the end of year 1, 2 and 3 of the three-year vesting period. Awards granted on July 2023 and July 2024 are subject to the old LTIP rules while awards granted on July 2025 are subject to the new LTIP rules. Upon vesting the awards are issued fully paid.

The fair value of the LTIP awards consists of (a) the fair value of the TSR portion (b) the fair value of the TCAD per share portion; and (c) the fair value of the time-based portion. Since no consideration is paid for the awards, the fair value of the awards is based on the share price at the date of grant, as adjusted for the probability of the likely vesting of the performance conditions.

Since the performance condition in respect of the TSR portion is a market condition, the probability of vesting is not revisited following the date of grant. The probability of vesting of the TCAD per share portion and time-based portion contain a non-market condition and are therefore reassessed at each reporting date. The resulting fair values are recorded on a straight-line basis over the vesting period of the awards.

The following table shows the movements in the PSAs in issue during the year:

	2026 £'000	2025 £'000
At 1 April	**13,844**	9,726
PSAs issued during the year	**4,633**	6,226
PSAs vested during the year	**(1,318)**	(1,318)
PSAs lapsed during the year	**(2,636)**	(790)
At 31 March	**14,522**	13,844

At 31 March 2026, 14,522,000 (31 March 2025: 13,844,000) PSAs were outstanding. The weighted average remaining vesting period was 1.4 years (31 March 2025: 1.5 years).

19. Distributable reserves

Pursuant to the Companies (Guernsey) Law, 2008 (as amended), all reserves (including share capital) can be designated as distributable. However, in accordance with the Admission Document, the Company shall not make any distribution of capital profits or capital reserves except by means of capitalisation issues in the form of fully paid Ordinary Shares or issue securities by way of capitalisation of profits or reserves except fully paid Ordinary Shares issued to the holders of its Ordinary Shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

20. Dividends

The following interim dividends have been recorded in the years to 31 March 2025 and 31 March 2026:

Record date	Payment date	Dividend share pence/ share	Dividends payable £'000
28 March 2025	14 April 2025	0.70	3,515
27 June 2025	14 July 2025	0.70	3,515
26 September 2025	14 October 2025	0.70	3,525
30 December 2025	14 January 2026	0.70	3,525
Dividends paid for the period ended 31 March 2026			14,080
2 April 2024	**12 April 2024**	**0.70**	**2,908**
28 June 2024	**12 July 2024**	**0.70**	**2,908**
27 September 2024	**14 October 2024**	**0.70**	**2,918**
27 December 2024	**14 January 2025**	**0.70**	**3,515**
Dividends paid for the period ended 31 March 2025			**12,249**

Rights to dividends have been waived in respect of shares held by the Group's Employee Benefit Trust (See note 17).

21. Deferred tax

The temporary differences for deferred tax are attributable to:

	Hybrid credit £'000s	Tax losses £'000s	Total £'000s
At 31 March 2025	190	2,687	2,877
(Charged) / credited to profit & loss	(6)	-	(6)
At 31 March 2026	184	2,687	2,871
At 31 March 2024	**195**	**211**	**406**
(Charged) / credited to profit & loss	**(5)**	**2,634**	**2,629**
Utilised in year	**-**	**(158)**	**(158)**
At 31 March 2025	**190**	**2,687**	**2,877**

A deferred tax asset has been recognised as it is expected that future taxable profits will be available which the Group can use against the current year tax losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

22. Related parties

Directors' fees

The following fees were payable to the Directors during the year:

	Basic fees 2026 £'000	Annual bonus 2026 £'000	Total 2026 £'000	Basic fees 2025 £000	Annual bonus 2025 £000	Total 2025 £000
Non-Executive						
N Birrell	**70**	**-**	**70**	70	-	70
M Wrigley	**50**	**-**	**50**	50	-	50
M Wilms	**50**	**-**	**50**	50	-	50
Executive						
N Johnson	**330**	**184**	**514**	330	216	546
C Cannon Brookes	**330**	**184**	**514**	330	216	546
	830	**368**	**1,198**	830	432	1,262

Fees relating to Charles Cannon Brookes are paid to Arlington Group Asset Management Limited.

At 31 March 2026, no Directors' fees were outstanding (2025: no fees outstanding).

Support services administration fees

The following amounts were payable to related parties during the year in respect of support services fees:

	2026 £'000	2025 £'000
Abingdon Capital Corporation	**655**	635
Arlington Group Asset Management Limited	**100**	100
	755	735

Support Service Agreements with Abingdon Capital Corporation ("Abingdon"), a company of which Neil Johnson is a director, and Arlington Group Asset Management Limited ("Arlington"), a company of which Charles Cannon Brookes is a director, were signed on 16 June 2015. The services to be provided by both Abingdon and Arlington include global deal origination, vertical partner relationships, office rental and assisting the Board with the selection, execution and monitoring of capital partners and investment performance. Abingdon fees also include fees relating to remuneration of staff residing in North America.

LTIP awards

The Group's related parties, either directly or beneficially, held share options issued under the Group's Long-Term Incentive Plan as follows:

	2026 £'000	2025 £'000
N Johnson	**3,979**	4,049
C Cannon Brookes	**3,894**	3,823
	7,873	7,872

Dividends

The following dividends were paid to related parties:

	2026 £'000	2025 £'000
N Johnson[1]	**219**	206
C Cannon Brookes[2]	**350**	296
N Birrell	**47**	40
M Wrigley	**1**	1
M Wilms	**10**	3
	627	546

1 Includes dividends paid to Abinvest Corporation, a wholly owned subsidiary of Abingdon
2 Includes dividends paid to Arlington

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
For the year ended 31 March 2026

23. Fair value measurements

IFRS 13 requires disclosure of fair value measurements by level of the following fair value hierarchy:

- **Level 1:** Inputs are quoted prices (unadjusted) in active markets for identical assets and liabilities that the entity can readily observe.
- **Level 2:** Inputs are inputs other than quoted prices included within level 1 that are observable for the asset, either directly or indirectly.
- **Level 3:** Inputs that are not based on observable market data (unobservable inputs).

The Group has classified its financial instruments into the three levels prescribed as follows:

	31-Mar-26 Level 3 £'000	31-Mar-25 Level 3 £'000
Financial assets		
Financial assets at FVTPL		
- Hybrid credit investments	**248,890**	225,684
- Equity investments	**14,065**	15,812
	262,955	241,496
Financial assets at amortised cost		
- Term credit investments	**975**	2,322
	263,930	243,818
Financial liabilities		
Financial liabilities at FVTPL		
- Hybrid credit debt liabilities	**980**	1,038
Financial liabilities at amortised cost		
- Borrowings	**99,195**	88,334
	100,175	89,372

The following table presents the changes in level 3 items for the years ended 31 March 2026 and 31 March 2025:

	Financial assets £'000	Financial liabilities £'000	Total £'000
At 1 April 2025	**243,818**	**(89,372)**	**154,446**
Additions - hybrid credit	**21,321**	**-**	**21,321**
Additions - term credit	**1,975**	**-**	**1,975**
Additions - equity	**2,665**	**-**	**2,665**
Additions – borrowings	**-**	**(10,000)**	**(10,000)**
Repayments - hybrid credit	**-**	**-**	**-**
Repayments - term credit	**(3,322)**	**-**	**(3,322)**
Hybrid credit participation liabilities paid	**-**	**117**	**117**
Net change in FV – hybrid credit investment	**1,885**	**(59)**	**1,826**
Net change in FV – equity	**(4,412)**	**-**	**(4,412)**
Net change in interest	**-**	**(18)**	**(18)**
Deferred finance costs	**-**	**(843)**	**(843)**
At 31 March 2026	**263,930**	**(100,175)**	**163,755**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

23. Fair value measurements continued

	Financial assets £'000	Financial liabilities £'000	Total £'000
At 1 April 2024	232,234	(71,508)	160,726
Additions - hybrid credit	27,750	-	27,750
Additions - term credit	2,286	-	2,286
Additions - equity	5,778	-	5,778
Additions – borrowings	-	(17,000)	(17,000)
Repayments - hybrid credit	(4,835)	-	(4,835)
Repayments - term credit	(5,442)	-	(5,442)
Hybrid credit participation liabilities paid	-	87	87
Net change in FV – hybrid credit investment	(8,179)	-	(8,179)
Net change in FV – equity	(5,870)	-	(5,870)
Net change in interest	-	(91)	(91)
ECL provision	60	-	60
Deferred finance costs	-	(839)	(839)
Foreign currency movement	36	(21)	15
At 31 March 2025	**243,818**	**(89,372)**	**154,446**

Valuation techniques used to determine fair values

The fair value of the Group's hybrid credit financial instruments is determined using discounted cashflow analysis and all the resulting fair value estimates are included in level 3. The fair value of the equity instruments is determined applying an EBITDA multiple to the underlying businesses' forward-looking EBITDA. All resulting fair value estimates are included in level 3.

Valuation processes

The main level 3 inputs used by the Group are derived and evaluated as follows:

Annual adjustment factors for hybrid credit investments and hybrid credit participation liabilities

These factors are estimated based upon the underlying past and projected performance of the hybrid credit investee companies together with general market conditions.

Discount rates for financial assets and financial liabilities

These are initially estimated based upon the projected internal rate of return of the hybrid credit investment and subsequently adjusted to reflect changes in credit risk determined by the Group's Investment Committee.

EBITDA multiples

These multiples are based on comparable market transactions.

Forward-looking EBITDA

These are estimated based on the projected underlying performance of the hybrid credit investee companies together.

Changes in level 3 fair values are analysed at the end of each reporting period and reasons for the fair value movements are documented.

Valuation inputs and relationships to fair value

The following summary outlines the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

Hybrid credit investments

The unobservable inputs are the annual adjustment factor and the discount rate. The range of annual adjustment factors used is -6.0% to 6.0% (2025: -6.0% to 6.0%) and the range of risk-adjusted discount rates is 9.4% to 17.8% (2025: 14.7% to 17.7%).

An increase in the annual revenue growth rates (subject to the collars set under the terms of the hybrid credit financing agreements) of 5% would increase the fair value by £658,000 (2025: £997,000).

A decrease in the annual revenue growth rates (subject to the collars set under the terms of the hybrid credit financing agreements) of 5% would decrease the fair value by £800,000 (2025: £995,000).

An increase in the discount rate of 25 basis points would decrease the fair value by £1,956,000 (2025: £2,262,000).

A reduction in the discount rate of 25 basis points would increase the fair value by £1,993,000 (2025: £2,312,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

23. Fair value measurements continued

Equity investments

The unobservable inputs are the EBITDA multiples and forward-looking EBITDA. The range of EBITDA multiples used is 4.3x to 7.9x (2025: 4.2x to 8.0x).

An increase in the EBITDA multiple of 25 basis points would increase fair value by £1,741,000 (2025: £1,669,000).

A decrease in the EBITDA multiple of 25 basis points would decrease fair value by £1,741,000 (2025: £1,769,000).

An increase in the forward-looking EBITDA of 5% would increase the fair value by £2,048,000 (2025: £2,077,000).

A decrease in the forward-looking EBITDA of 5% would decrease fair value by £2,048,000 (2025: £2,077,000).

Hybrid credit participation instruments

TThe unobservable inputs are the annual adjustment factor and the discount rate used in the fair value calculation of the hybrid credit investments. The range of annual adjustment factors used is -6%% to +6%% (2025: -6.0% to 6.0%) and the range of risk-adjusted discount rates is 16.3% to 17.7% (2025: 16.3% to 17.7%).

An increase in the annual adjustment factor (subject to the collars set under the terms of the hybrid credit financing agreements) of 5% would increase the fair value of the liability by £3,000 (2025: £3,000).

A decrease in the annual adjustment factor (subject to the collars set under the terms of the hybrid credit financing agreements) of 5% would decrease the fair value of the liability by £4,000 (2025: £2,000).

An increase in the discount rate of 25 basis points would decrease the fair value of the liability by £7,000 (2025: £10,000).

A reduction in the discount rate of 25 basis points would increase the fair value of the liability by £7,000 (2025: £10,000).

24. Financial risk management

The Group's hybrid credit financing activities expose it to various types of risk that are associated with the investee companies to which it provides hybrid credit finance. The most important types of financial risk to which the Group is exposed are market risk, liquidity risk and credit risk. Market risk includes other price risk, foreign currency risk and interest rate risk. The Board of Directors has overall responsibility for risk management and the policies adopted to minimise potential adverse effects on the Group's financial performance.

Principal financial instruments

The principal financial instruments used by the Group from which financial instrument risk arises, are as follows:

	31-Mar-26 £'000	31-Mar-25 £'000
Financial assets held at FVTPL		
Hybrid credit investments	**248,890**	225,684
Equity investments	**14,065**	15,812
Total financial assets held at FVTPL	**262,955**	241,496
Financial assets held at amortised cost		
Term credit investments	**975**	2,322
Cash and cash equivalents	**8,258**	19,767
Trade and other receivables	**891**	1,936
Total financial assets held at amortised cost	**10,124**	24,025
Total financial assets	**273,079**	265,521
Financial liabilities held at amortised cost		
Bank borrowings	**(99,195)**	(88,334)
Trade and other payables	**1,525**	(1,411)
Total financial liabilities held at amortised cost	**(100,720)**	(89,745)
Financial liabilities held at FVTPL	**(980)**	(1,038)
Total financial liabilities	**(101,700)**	(90,783)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

24. Financial risk management continued

Market risk

Market risk comprises foreign exchange risk, interest rate risk and other price risk.

Foreign exchange risk

Currency risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in foreign currency exchange rates.

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar, Canadian Dollar and Euro. Foreign exchange risk arises from future commercial transactions in recognised assets and liabilities denominated in a currency that is not the functional currency of the Company and its subsidiary.

The Board monitors foreign exchange risk on a regular basis. The Group's exposure to this risk is outlined below.

The Group's exposure to foreign currency risk at the end of the reporting period was as follows:

	31-Mar-26 Euro £'000	31-Mar-26 US Dollar £'000	31-Mar-26 CAD Dollar £'000	31-Mar-25 Euro £'000	31-Mar-25 US Dolla £'000	31-Mar-25 CAD Dollar £'000
Hybrid credit investment	**-**	**27,795**	**15,589**	-	28,759	14,657
Equity investments	**6,297**	**1,292**	**-**	8,648	1,356	-
Term credit investments	**-**	**-**	**-**			
Cash and cash equivalents	**-**	**923**	**11**	-	9	241
Trade and other receivables	**-**	**-**	**-**	-	-	-
Transaction costs payable	**-**	**(996)**	**-**	-	(1,209)	-
	6,297	**29,014**	**15,600**	8,648	28,915	14,898

Foreign exchange risk continued

Sensitivity analysis has been performed by assessing the effect of a 5% (2025: 5%) movement in the exchange rate on the Group's assets and liabilities. 5% appears reasonable given the low volatility in the exchange rate over the last 12 months. If Sterling strengthens by 5% against the Euro, the net Euro-denominated assets would reduce by £300,000 (2025: £412,000). Conversely, if Sterling weakens by 5% the assets would increase by £331,000 (2025: £455,000).

If Sterling strengthens by 5% against the US Dollar, the net US Dollar-denominated assets would reduce by £1,382,000 (2025: £1,377,000). Conversely, if Sterling weakens by 5% the assets would increase by £1,527,000 (2025: £1,522,000).

If Sterling strengthens by 5% against the Canadian Dollar, the net Canadian Dollar-denominated assets would reduce by £743,000 (2025: £709,000). Conversely, if Sterling weakens by 5% the assets would increase by £821,000 (2025: £784,000).

Interest rate risk

Interest rate risk is the risk that the fair value of future cashflows of a financial asset will fluctuate because of changes in market interest rates.

The Group's main interest rate risks arise in relation to its hybrid credit investments, which are carried at fair value through profit or loss, and its borrowings, which are subject to an interest charge of one-month UK SONIA +5.00%. The Group's hybrid credit investments have a fair value at the reporting date of £248,890,000 (31 March 2025: £225,684,000). A sensitivity analysis in respect of these assets is presented in note 23.

The Group only holds one term credit investment (2025:1), which is subject to a fixed interest rate. Due to the fixed rate, a movement of 100bps in the base rate impacts term credit interest by £nil (2025: £23,000).

The Group's borrowings at the reporting date are £99,195,000 (31 March 2025: £88,334,000); see note 15. A movement in the rate of SONIA of 100bps impacts loan interest payable by £1,000,000 (31 March 2025: £900,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

Other price risk

Other price risk is the risk that the fair value of future cashflows of a financial asset will fluctuate because of changes in market prices (other than those arising from interest rate risk or foreign exchange risk).

The fair value of the Group's hybrid credit investments fluctuates due to changes in the expected annual adjustment factors applied to the hybrid credit payments that are payable by each of the investee companies, which are based upon the revenue growth of the investee company.

A sensitivity analysis in respect of the annual adjustment factors applied to the hybrid credit investments is presented in note 23.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Group's maximum exposure to credit risk is as follows:

	31-Mar-26 £'000	31-Mar-25 £'000
Hybrid credit investments	**248,890**	225,684
Term credit investments	**975**	2,322
Cash and cash equivalents	**8,258**	19,767
Trade and other receivables	**891**	1,936
	259,014	249,709

Hybrid credit investments

The hybrid credit investments relate to the Group's 14 hybrid credit financing agreements. At the reporting date, there was £9,154,000 of hybrid credit cash payments outstanding (31 March 2025: £4,628,000) from five capital partners (31 March 2025: three). Of this, £1,141,000 (31 March 2025: £491,000) was received in the month post year-end.

The Group monitors the credit worthiness of the investee companies on an ongoing basis and receives regular financial reports from each investee company. These reports are reviewed by the Board on a semi-annual basis. The credit risk relating to these investments is taken into account in calculating the fair value of the instruments.

The Group also has security in respect of the hybrid credit investments which can be called upon if the counterparty is in default under the terms of the agreement.

Term credit investments

The Group's term credit investments are held at amortised cost. All loans have been reviewed by the directors. The Board considered the credit risk, both at issue and at the year-end, and has determined that there have been no significant movements. Consequently, any loss allowance is limited to 12 months' expected losses and such allowances are considered to be immaterial.

Cash and cash equivalents

The credit quality of the Group's cash and cash equivalents can be assessed by reference to Moody's external credit ratings. All the Group's cash and cash equivalents were assessed as A1 (31 March 2025: all A1).

The Group considers that the credit risk relating to cash and cash equivalents is acceptable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the year ended 31 March 2026

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in realising assets or otherwise raising funds to meet financial commitments.

The Group maintains sufficient cash to pay accounts payable and accrued expenses as they fall due. The Group's overall liquidity risks are monitored on a quarterly basis by the Board.

At the year end the Group was full drawn on its borrowing facility (31 March 2025: £10,000,000 of undrawn borrowings); see note 15.

The table below analyses the Group's hybrid credit investments and financial liabilities into relevant maturity groupings based on their undiscounted contractual maturities.

As at 31 March 2026	Less than one year £'000	One to five years £'000	Over five years £'000	Total £'000
Hybrid credit investments	**76,509**	**203,028**	**353,790**	**633,327**
Hybrid credit liabilities	**(90)**	**(991)**	**(830)**	**(1,911)**
Trade and other payables	**(406)**	**(938)**	**(250)**	**(1,594)**
Borrowings	**(8,524)**	**(97,379)**	**-**	**(105,903)**
	67,489	**103,720**	**352,710**	**523,919**

As at 31 March 2025	Less than one year £'000	One to five years £'000	Over five years £'000	Total £'000
Hybrid credit investments	39,307	210,654	464,348	714,309
Hybrid credit liabilities	(114)	(606)	(2,374)	(3,094)
Trade and other payables	(484)	(790)	(333)	(1,607)
Borrowings	(8,524)	(105,903)	-	(114,427)
	30,185	103,355	461,641	595,181

25. Events after the financial reporting date

Dividends

On 14 April 2026 the Company paid a quarterly dividend of 0.70 pence per share.

COMPANY INFORMATION

Directors	Nigel Birrell (Chairman) Neil Johnson Charles Cannon Brookes Matthew Wrigley Maree Wilms	
Secretary and Administrator	IQ EQ Fund Services (Guernsey) Limited Fourth Floor, Plaza House Admiral Park St Peter Port Guernsey GY1 2HU	
Registered in Guernsey, number	54697	
Website address	**www.dukecapital.com**	
Registered office	PO Box 60, Fourth Floor, Plaza House Admiral Park, St Peter Port Guernsey GY1 4BF	
Independent auditor	BDO Limited 2nd floor, Plaza House Admiral Park, St Peter Port Guernsey GY1 3LL	
Co-brokers	Cavendish Capital Markets Limited 6-8 Tokenhouse Yard London EC2R 7AS	Canaccord Genuity Limited 88 Wood Street London EC2V 7QR
Nominated adviser	Cavendish Capital Markets Limited 6-8 Tokenhouse Yard London EC2R 7AS	
Support service providers	Arlington Group Asset Management Ltd 47/48 Piccadilly London W1J 0DT	Abingdon Capital Corporation 4 King Street W., Suite 401 Toronto, Ontario Canada, M5H 1B6
Registrar and CREST agent	Computershare Investor Services (Guernsey) Limited 3rd Floor, Natwest House Le Truchot, St Peter Port Guernsey GY1 2JP	
Advocates to the Company as to Guernsey law	Appleby (Guernsey) LLP Hirzel Court Hirzel Street St Peter Port Guernsey GY1 3BN	
Investment Committee	Jim Webster (Chairman) Neil Johnson Charles Cannon Brookes	Andrew Carragher Justin Cochrane John Romeo

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