OXFORD METRICS PLC
ANNUAL REPORT AND
FINANCIAL STATEMENTS

FOR THE YEAR ENDED
30 SEPTEMBER 2025

COMPANY NO 03998880

Contents

CHAIR STATEMENT

I am pleased to present my first report as Chair of Oxford Metrics plc, having joined the Board after the period end in November 2025.

I would like to thank my predecessor, Roger Parry, for his nine years of service as Chair. His leadership helped create the platform from which the Group can now move forward, and I wish him well in his future endeavours.

An attractive opportunity

Three things drew me to Oxford Metrics: its global reputation for precision and reliability, its long-standing leadership in motion measurement and the clear opportunity to build on that heritage as technology and customer needs evolve.

Having worked extensively with technology businesses that have transitioned to a more IP-led model over the years, I have seen first-hand how combining best-in-class products with software, data and services can create greater scale, stronger customer relationships and more resilient revenue. Oxford Metrics has the ingredients to follow a similar path, and I am excited by the potential this creates.

Execution and strengthening the foundations for growth

FY25 was a year of solid progress. The team delivered results in line with expectations while laying important foundations for future growth. Across both divisions we have seen improvements in focus, operational discipline and delivery. With new Managing Directors appointed in each division, one post-period, and refreshed leadership at Board level, the Group is well positioned to build on this progress in the years ahead.

Next-generation, AI-enabled Motion Capture through Markerless

In Motion Capture, the introduction of Markerless technology represents an important strategic step forward.

Markerless is complementary to our marker-based systems – reducing set-up complexity and opening up new, higher-volume use cases in both established and emerging markets, while our marker-based solutions remain the benchmark for applications that demand the highest levels of precision. Over the medium term, we see Markerless acting as a catalyst for a higher proportion of software, cloud-enabled services and recurring revenue across the Group.

Markerless reflects the Group’s long-standing investment in AI-enabled motion understanding, supported by one of the richest motion-data archives in the industry. Rather than focusing on the underlying technology, the strategic importance lies in the new classes of problems we can now solve for customers.

Across Smart Manufacturing, we apply AI capability to automate inspection and quality assurance, improving accuracy, throughput and customer value while positioning the division for more scalable solutions.

Together, proprietary data, proven models and high-precision sensing, position Oxford Metrics to participate meaningfully in the growing market for AI-augmented motion and measurement solutions.

Growing momentum in Smart Manufacturing

In Smart Manufacturing, recent acquisitions have strengthened operational focus, and a clearer go-to-market approach is driving encouraging momentum. The division now brings together advanced imaging, automation and data-driven inspection capabilities to help manufacturers improve accuracy, reduce waste and accelerate throughput. Over the past year the Group has shifted emphasis toward repeatable, scalable solutions that customers can deploy across multiple lines or facilities, strengthening the quality and predictability of revenue.

Bringing the Smart Manufacturing businesses together under a single structure in the year ahead will support further efficiency and enable faster order-to-revenue conversion. With a healthy pipeline and growing demand for high-precision, AI-enabled quality control, Smart Manufacturing is well placed to contribute more meaningfully to the Group’s future growth.

Deploying capital through disciplined M&A

Selective M&A will continue to play an important role in how we create value, supplementing organic growth. Our focus is on small bolt-on opportunities that enhance our core technologies, deepen our capabilities in Smart Manufacturing or add IP-rich software and data assets in Motion Capture.

Entering FY26 with clarity and focus

While Motion Capture continues to experience softer conditions in parts of the US academic and entertainment markets, activity across APAC and EMEAI has been encouraging. Smart Manufacturing, meanwhile, benefits from a wide spread of industrial end markets and sustained interest in automation and quality assurance. This diversification, together with a strong balance sheet and a respected technology portfolio, provides resilience as we move into the new financial year.

Oxford Metrics has the right foundations, the right capabilities and the right opportunities in front of it. My focus as Chair is to ensure we convert these advantages into sustained, consistent performance. I look forward to working closely with Imogen and the wider team as we guide the Group through its next phase of growth. I thank our shareholders for their continued support and look forward to engaging with many of you in the months ahead.

Gary Bullard
Chair

CEO'S REPORT

Imogen O'Connor, CEO

FY25 was a year of disciplined execution and strategic progress. We delivered results in line with expectations, advanced our innovation agenda and strengthened the operational platform across both divisions.

While US academic and entertainment headwinds continue to persist, with encouraging signs elsewhere, new divisional leadership in place, a broader and more diversified product portfolio and continued investment in technology, we enter FY26 in a stronger position.

I would like to thank colleagues new and old across the Group for their hard work and dedication through the year and to acknowledge Roger Parry, who stepped down as Chair after more than nine years of service. His guidance helped shape the business we are today and I am grateful for his contribution.

At the half year we signalled that we were working on refining the Group strategy to reflect the evolution of the business – the launch of Markerless, the build out of Smart Manufacturing and the appointment of dedicated divisional MDs. That work is now well advanced and has a clear direction of travel, focused on scaling our core technologies, increasing the proportion of recurring revenue and maintaining disciplined capital allocation including selective bolt-on M&A. Following the appointment of our new Chair in November, the Board believes it is right that he is fully involved in finalising the plan. We therefore intend to set out the strategy in H1 FY26, including priorities and the three-year framework we will use to measure progress, and expect to present it at an investor event, the details of which will be announced in due course.

Business Overview

Oxford Metrics is a smart sensing and software company that enables organisations to capture, analyse and act on motion and measurement data, helping them improve performance, efficiency and decision-making. Through its two divisions, Motion Capture and Smart Manufacturing, the Group serves customers across life sciences, entertainment, engineering and smart manufacturing.

In Motion Capture, the Group's trading brand, Vicon (71% of Group revenue), is a global leader in motion measurement and analysis, providing integrated hardware and software systems that transform complex motion data into actionable insights. Applications range from biomechanics research and clinical gait analysis to visual effects, product design and testing and robotic tracking.

In Smart Manufacturing (29% of Group revenue), the Group's machine vision and measurement technologies deliver high-precision quality control and automation for blue-chip manufacturers in automotive, aerospace, medical and electronics sectors.

Oxford Metrics operates a blended model combining high-value system sales with proprietary hardware and software, service contracts and recurring revenue streams. This balance provides both scalability and resilience across business cycles.

The Group is well positioned in markets that are increasingly influenced by automation, AI and the need for validated high-accuracy data across regulated, safety-critical, patient-focused, research and creative performance industries. The Group has more than 40 years of motion data and has used AI in its software for over a decade. The Group is now using this archive to train proprietary AI models that enhance motion capture and analysis capabilities.

FY25 Headlines

1. <u>Motion Capture resilience and innovation underpinning growth prospects</u>

    - Successfully allocated resources to growth opportunities in APAC and EMEAI, partially offsetting revenue pressure from ongoing headwinds in US academic and entertainment markets.
    - Positioned the Group for continued leadership in next-generation AI-enabled Motion Capture and growing ARR with the launch of Markerless technology, initially into the entertainment market. Pipeline and sales traction expected to continue to build through FY26 alongside product innovation.
    - Launched a new motion capture camera at a more accessible price point, broadening the addressable market in academic and commercial use cases.

2. <u>Strong performance and growing momentum in Smart Manufacturing</u>

    - Step change in scale and capability through the acquisitions of The Sempre Group **(Sempre)** (October 2024) and Amber Optix (April 2025), expanding our product portfolio, technical IP and commercial reach in measurement and vision solutions.

- Revenue grew 341% to £12.8m (FY24: £2.9m), including 38% organic growth, driven by stronger project delivery, focused sales activity and traction across target sectors including automotive, aerospace, medical and pharmaceutical.
- Well positioned for further margin and volume gains as Sempre and IVS merge in FY26 to turn more projects into repeatable products, improve efficiency and enhance cross-selling, creating a scalable engine for long-term growth.

3. Disciplined execution and strengthened operational foundations

- Continued focus on operational effectiveness and cost efficiencies following a targeted restructure alongside resource allocation to high-impact growth areas, supporting a 29% increase in adjusted EBIT.
- Improved working capital and inventory discipline delivered stronger operational cash generation before tax of £6.7m (FY24: £0.3m), reflecting improved forecasting and supply-chain control.
- Appointed divisional MDs in Smart Manufacturing and, post-period, Motion Capture to strengthen operational visibility, enhance accountability and accelerate the project-to-product strategy.

Divisional Review

Motion Capture

Motion Capture delivered a solid performance despite ongoing headwinds in the US academic and entertainment markets, reporting revenue of £32.0m (FY24: £38.6m). The division entered FY25 with normalised opening order book (£1.0m vs £11.5m in FY24) as buying patterns returned to pre-COVID norms and standard lead times. Despite this lower starting point, underlying demand remained firm, with in-year order intake up 21% and strong performances in APAC and EMEAI.

Vicon's market-leading position continues to support deep customer relationships and repeat business, with many customers having been with the business for more than a decade. This strong referral base helps to drive new business. Vicon continues to be well-positioned in a motion capture market which is seeing increased adoption across new markets and emerging geographies, supported by technological innovations which are making motion capture more accessible and versatile.

During the year, Vicon launched two significant products that strengthen its technology leadership and expand its addressable market. In March, the company introduced its first Markerless solution, initially targeting the pre-visualisation segment of the entertainment industry. The platform opens a new software-based, recurring revenue opportunity and is expected to gain commercial traction through FY26, after a busy H2 FY25 conducting multiple in-person global demonstration events. In July, Vicon launched the Valkyrie 6 camera, offering its premium technology at a more accessible price point and broadening reach to academic and commercial customers.

Vicon systems continue to support a wide range of high-impact applications – from astronaut training and climate simulation to elite sports science and hurricane modelling. Leading entertainment customers, including Tencent, MiHoYo and NetEase, expanded their motion capture capabilities with additional Valkyrie stages, while NAVER added a new facility for VTubing content. Location-based entertainment partner Sandbox VR installed 30 more sites globally during the year, further extending Vicon's reach into EMEAI. New sales in LATAM and EMEAI, alongside growing activity in APAC, illustrate the broadening global adoption of motion capture technology.

Post-period, Ronan Smith was appointed Managing Director of the Motion Capture division, bringing a strong track record of scaling technology businesses across both SaaS and hardware markets.

Looking ahead to FY26, Vicon has a busy product release programme, including enhanced Markerless capabilities and a new life sciences platform that will extend Markerless technology into this core customer segment, marking Vicon's measured rollout of its innovative technology beyond entertainment and into priority markets where it is a recognised leader. Investment is being directed toward expanding sales prospecting and developing emerging territories to ensure the division is positioned for sustained growth.

Smart Manufacturing

Our Smart Manufacturing division delivered a step change in scale and capability during the year, following the acquisitions of Sempre in October 2024 and Amber Optix in April 2025. Sempre has broadened our commercial reach and product portfolio across measurement and vision solutions, while Amber Optix has been integrated into IVS, adding valuable intellectual property and strengthening our offering in medical device inspection.

In March, Dr Simon Gunter joined as Managing Director of Smart Manufacturing, bringing greater operational focus and strengthening best practice across project delivery, engineering and sales.

Revenue increased 341% to £12.8 million (FY24: £2.9 million), including 38% organic growth, driven by targeted sales activities, improved execution and delivery discipline. The division secured projects across our focus sectors of automotive, aerospace, medical and pharmaceutical, with an increasing pipeline in semiconductors. Approximately 35% of revenue came from repeat customers, reflecting strong retention alongside growth from new accounts.

Looking ahead to FY26, the integration of Sempre and IVS will bring the division under a single structure focused on turning more projects into repeatable products, operational efficiency and cross-selling. Investment in senior hires and systems will support faster order-to-revenue conversion, higher margins and the scaling of recurring contract service revenues, creating a stronger engine for sustainable growth.

Current Trading & Outlook

The Group has made a solid start to FY26, trading in line with expectations.

This year's focus is continued disciplined execution – strengthening sales pipelines, improving operational efficiency and continuing to gain from the benefits of previous investment across both divisions.

In Motion Capture, we are concentrating resources on the highest-return opportunities and accelerating expansion in earlier-stage markets in EMEAI and APAC. Innovative product development remains a key focus.

In Smart Manufacturing, the priority is integration and scalability. Bringing Sempre and IVS under one operating structure will streamline delivery, improve margin performance and create a stronger foundation for future growth.

Our balance sheet supports organic investment and selective small bolt on M&A. We will remain disciplined, targeting earnings-enhancing opportunities that augment our technology, geography or market reach.

With our new Chair on board, we are working to finalise the strategy we trailed at the half-year, centred on scaling our core technologies, expanding recurring revenue and creating sustainable long-term value. We expect to finalise and present the updated plan, including our priorities and three-year framework in H1 FY26.

Imogen O'Connor
Chief Executive Officer

FINANCIAL AND SEGMENTAL REVIEW

Zoe Fox, CFO

OVERVIEW

The Group delivered a robust financial performance in line with market expectations, achieving the highest revenue in its history. This growth was driven by both inorganic and organic expansion within the Smart Manufacturing division, as well as an improvement in order intake in the Motion Capture division, despite revenue in that division reporting below FY24 levels.

In addition, the Group recorded a significant improvement in working capital, reflecting disciplined management actions aimed at strengthening operating cash flows. As a result, operating cash inflows before tax improved to £6.7m (FY24: £0.3m).

GROUP PERFORMANCE

	FY25 (£m)				FY24 (£m)			
	Motion capture	**Smart Manufacturing**	**PLC unallocated**	**Total Group**	Motion capture	Smart Manufacturing	PLC unallocated	Total Group
Revenue	**32.0**	**12.8**	**-**	**44.8**	38.6	2.9	-	41.5
Adjusted EBIT	**2.3**	**1.6**	**(1.7)**	**2.2**	1.5	0.0	0.3	1.7
EBIT	**0.9**	**1.0**	**(2.3)**	**(0.4)**	(1.0)	(0.3)	(0.3)	(1.5)
Finance income and expense				**0.5**				2.0
Profit Before Tax				**0.1**				0.5

Revenues for the Group increased by 8% to £44.8m (FY24: £41.5m), in line with expectations, resulting in an increase in adjusted EBIT of 29% to £2.2m (FY24: £1.7m). See note 7 to the Financial Statements for full reconciliation to profit before tax.

Revenues in Smart Manufacturing included organic growth of 38%. The growth was driven by contract wins, robust operational delivery and inorganic growth from two acquisitions.

Lower revenues in Motion Capture reflected the normalisation of the opening order-book and the expected ongoing headwinds from US entertainment and academic markets. FY24 benefited from an unusually high opening order-book of £11.5m following the disruption of COVID and subsequent supply chain issues. This reduced to £1.0m at the start of FY25. Order intake in the Motion Capture division during FY25 was up 21% to £34.8m (FY24: £28.8m), demonstrating positive underlying demand.

The adjusted EBIT improvement was driven by additional revenue volumes and continued cost discipline. We reported in FY24 that we had achieved annualised cost savings of approximately £1.2m, the benefits of which we saw during FY25.

Cash generated from operating activities before tax improved to £6.7m (FY24: £0.3m), reflecting continuous improvement in working capital and the optimisation and right-sizing of the Motion Capture inventory.

The year-on-year FX effects were minimal: on the average FY25 USD to GBP exchange rate of 1.30 vs average FY24 USD to GBP exchange rate of 1.27 the revenues decreased by less than 1% for the Group.

As reported in our FY24 results, the decision was taken to wind down IMeasureU (**IMU**), our New Zealand operation. A small number of legacy contract costs remain, so IMU has been reclassified into continuing operations in the prior period. See note 31 to the Financial Statements for more details. All closure-related costs are excluded from adjusted EBIT.

REVENUE BY MARKETS

Group revenue by market	**FY25 £m**	**FY24 £m**	**Inc/(dec) £m**	**Inc/(dec) %**	**FY25 Proportion (%)**	**FY24 Proportion (%)**
Engineering	**5.1**	8.1	(3.0)	(38%)	**11%**	20%
Entertainment	**14.7**	15.9	(1.2)	(7%)	**33%**	38%
Life sciences	**12.2**	14.6	(2.4)	(17%)	**27%**	35%
Motion Capture	**32.0**	38.6	(6.6)	(17%)	**71%**	93%
Smart Manufacturing	**12.8**	2.9	9.9	341%	**29%**	7%
Total	**44.8**	41.5	3.3	8%	**100%**	100%

Lower revenue in Motion Capture reflected ongoing US entertainment and academic headwinds, impacting both our engineering and life sciences markets, although sales activity increased with larger order intake versus FY24 and improved sales in emerging markets and territories.

Group revenue by geographical area	FY25 £m	FY24 £m	Inc/(dec) £m	Inc/(dec) %	FY25 Proportion (%)	FY24 Proportion (%)
UK	**11.2**	6.1	5.1	84%	**25%**	15%
Europe	**8.3**	6.4	1.9	29%	**18%**	15%
North America	**12.5**	17.5	(5.0)	(29%)	**28%**	42%
Asia Pacific	**12.0**	11.0	1.0	9%	**27%**	27%
Other	**0.8**	0.5	0.3	60%	**2%**	1%
Oxford Metrics Group	**44.8**	**41.5**	**3.3**	**8%**	**100%**	**100%**

All geographical areas strengthened, excluding the United States.

The significant UK increase included the contribution of the two Smart Manufacturing businesses acquired during the year. FY24 growth benefited from the acquisition of IVS and our largest UK Vicon order in history. UK Motion Capture revenue declined by 51% (FY24: +36%) and US Motion Capture declined 33%, with other areas increasing by 7%.

Gross margin decreased to 64.7% (FY24: 66.5%), reflecting the stronger mix of revenue through the Smart Manufacturing division, which is, as expected, typically lower margin than the Motion Capture business, which continues to provide strong margins.

Gross profit for the Group was £29.0m (FY24: £27.6m), an increase of £1.4m.

FINANCIAL AND OPERATING RESULTS

<u>FY25 Key Performance Indicators</u>

The Group's performance is measured against certain key financial performance indicators to monitor growth and performance against strategic and financial plans. These are presented below:

- Group revenue growth: Revenue £44.8m (FY24: £41.5m), up 8% on prior year from increased organic and inorganic sales in smart manufacturing offsetting the lower Motion Capture revenue impacted by the US academic funding headwinds.
- Maintaining high gross margins: Gross margin 64.7% (FY24: 66.5%), reflecting the expected shift in sales mix towards Smart Manufacturing.
- Adjusted earnings before interest and tax: £2.2m (FY24: £1.7m), up 29%. Benefitting from the increased revenue and cost savings.
- Operational cash generation before tax: £6.7m (FY24: £0.3m) improved from favourable working capital movement and strong inventory control.
- Adjusted basic earnings per share growth: EPS: 1.55p (FY24: 3.01p), reflecting lower interest income on lower cash balances at lower interest rates.

<u>Adjusted items and alternative performance measures (**APMs**)</u>

The Group uses APMs to assess its underlying financial performance. Certain items ("**adjusted items**") are excluded from these measures where management considers they do not reflect the trading performance of the period or where their removal improves comparability. Presenting adjusted items separately provides greater clarity over financial trends and assists with year-on-year analysis. The term "adjusted" is not defined in IFRS and may therefore differ from measures used by other companies.

Adjusted items in the year were:

- Restructuring and reorganisation costs: £0.3m (FY24: nil);
- Share option charge: £0.3m (FY24: £0.2m);
- Cost associated with acquisitions: £0.2m (FY24: £0.3m);
- Amortisation of intangibles arising on acquisitions: £0.8m (FY24: £0.5m);
- Costs associated with IMU closure: £0.2m (FY24: £0.9m); and
- Impairment of development costs: £750k (FY24: nil).

	FY25			FY24		
	Statutory	**Adjustments**	**Adjusted**	Statutory	Adjustments	Adjusted
Revenues	**44.8**	**-**	**44.8**	41.5	-	41.5
Gross Profit	**29.0**	**-**	**29.0**	27.6	-	27.6
GM (%)	**64.8%**	**-**	**64.8%**	66.5%		66.5%
Operating Costs	**(29.4)**	**2.6**	**(26.8)**	(29.1)	3.2	(25.9)
Operating Profit	**(0.4)**	**2.6**	**2.2**	(1.5)	3.2	1.7
Finance income and expense	**0.5**	**-**	**0.5**	2.0		2.0
Profit before Tax	**0.1**	**2.6**	**2.7**	0.5	3.2	3.7
Earnings before Interest and Tax	**(0.4)**	**2.6**	**2.2**	(1.5)	3.2	1.7

Operating Costs

Operating costs were £29.4m (FY24: £29.1m). After the adjustments detailed above, operating costs were £26.8m (FY24: £25.9m), £0.9m higher year-on-year. The increase is driven from the impact of the newly acquired business Sempre, which has been offset from savings across most areas reflecting the impact of cost efficiencies implemented during the year and restructuring.

Research and Development expenditure recognised in the Income Statement was £5.2m (FY24: £5.3m), including £0.7m of development costs impaired and stated net of capitalised development costs. Capitalised R&D increased to £3.3m (FY24: £3.1m), reflecting the progression of projects from research into the development phase. Continued investment in innovation remains essential to maintaining the Group's competitive position.

The Group maintained a disciplined approach to cost management, enhancing operational efficiency and reallocating resources toward higher-impact areas This included reviewing adviser and professional fee structures and targeted investment in IT systems to further improve efficiency and position the Group for expansion.

Adjusted EBIT was £2.2m (FY24: £1.7m). This is calculated by adding back £2.6m (FY24: £3.2m), including amortisation and impairment of acquired intangibles, the share option charge and non-recurring items to statutory operating profit. A full reconciliation is available in note 7 to the Financial Statements.

Balance sheet highlights

The Group has a robust and strong balance sheet with cash and fixed term deposits of £37.3m (FY24: £50.7m).

Net assets were £66.4m (FY24: £79.1m), summarised as below:

Goodwill and intangibles

The balance increased to £23.7m (FY24: £18.7m), reflecting the acquisitions of Sempre and Amber Optix (£4.8m combined) and a £3.3m increase in capitalised development costs (FY24: £3.1m), less £1.6m of amortisation of development costs (FY24: £1.6m), £0.7m of impairment of development costs and £0.8m of amortisation of acquired intangibles (FY24: £0.5m). During FY24 there was an impairment of £1.1m of goodwill relating to IMU New Zealand.

Impairment of capitalised development costs

The impairment of £0.7m was due to technical obsolescence in the Motion Capture Markerless project, reflecting the nature of machine learning technology development, which was superseded when the product was released during FY25.

Property, plant and equipment (PPE)

PPE decreased to £3.0m (FY24: £3.3m). Additions were £0.4m (FY24: £1.6m), with the prior year including fit-outs and IT and demonstration equipment. Depreciation was £1.2m (FY24: £1.0m).

Right-of-use assets (IFRS16)

The value of right-of-use assets decreased to £3.3m (FY24: £3.5m). Additions in the year related to motor vehicle leases and leasehold assets acquired with Sempre.

Post year-end, the Group is reviewing under-utilised office space, and certain facilities could be exited. Currently we are still in occupation of the facilities, and discussions are ongoing with the landlord. If the decision is made to exit this may lead to an impairment of ROU assets in FY26, values are yet to be quantified.

Inventories

Inventories reduced to £5.9m (FY24: £7.7m), driven by the successful implementation of an inventory reduction and optimisation programme in the Motion Capture division. This was partially offset by £0.5m of net inventory increase from the newly acquired Sempre. A £0.2m provision was released and £0.1m of inventory written off following a review across Vicon and Sempre. Inventory and broader working capital optimisation remain key areas of focus for the Group.

Trade and other receivables

Trade and other receivables increased to £12.9m (FY24: £8.9m), reflecting stronger Q4 trading and additional debtors from Sempre.

Current liabilities

Trade and other payables increased to £11.3m (FY24: £7.3m), driven by higher trade payables (£3.7m vs £1.4m), increased accruals (£2.9m vs £2.5m) and a rise in support contract liabilities and deferred income (£3.7m vs £2.9m) due in part to the addition of Sempre and the higher Q4 revenue.

Cash

The Group ended the year with net cash of £37.3m (FY24: £50.7m), including £22.0m in fixed-term deposits (FY24: £30.0m).

Operating cash inflow increased significantly to £6.7m (FY24: cash outflow £0.4m), benefitting from a £4.9m improvement in working capital, realised through the continued focus on inventory optimisation and operational discipline.

Cash outflows included development giving rise to the addition of intangibles of £3.3m (FY24: £3.1m), acquisitions of £4.2m net of cash acquired (FY24: £6.2m), dividends of £4.2m (FY24: £3.6m) and share buybacks of £8.3m (FY24: £nil)

Surplus cash not required for the day to day working capital needs of the business is held in a variety of 3-12 month deposits with NatWest and Lloyds Bank. Interest received in cash for the year was £1.7m (FY24: £2.4m) The variance between interest received and finance income reported in the income statement reflects accrued interest, arising from the timing difference between the recognition of interest earned and the actual receipt of cash payments.

Tax

The Group tax charge was £0.8m (FY24: credit of £0.1m). Current tax payable £0.1m (FY24: £0.1m) is limited due to the R&D tax credits the company benefits from, the tax expense relates to deferred tax. The Group continues to benefit from research and development tax credits, which, in FY25, are classified as other income and deferred income. The Group's net deferred tax liability increased to £3.1m (FY24: £1.9m).

Capital allocation and management

The Group maintains a disciplined approach to capital allocation, balancing R&D and growth investment, M&A, dividends and share buybacks with the Board reviewing priorities regularly, taking into consideration performance, economic changes and the needs of the business.

Share buyback programme

During the year the Group announced a £10.0m on-market share buyback programme. By year-end, £8.3m had been deployed, with 15.9m shares purchased at an average price of £0.52 per share. As at the date of this report, the outflow is approximately £8.6m.

M&A

Enabled by its strong cash balance, Oxford Metrics continues to adopt a disciplined approach to M&A, targeting small bolt-ons, earnings-enhancing deals that add accelerative IP, technology or market reach in Smart Manufacturing and IP-enhancing opportunities in Motion Capture.

Two acquisitions were made during the year:

- 100% of the share capital of The Sempre Group for £3.4m net of cash acquired (including deferred and contingent consideration) on 10 October 2024; and
- 100% of the share capital of Amber Optix for £0.3m net of cash acquired (including deferred consideration) on 4 April 2025 (cash acquired was £1.2m).

Both acquisitions have contributed to Group profitability and provided a step change in scale and capability, expanding our product portfolio, technical IP and commercial reach in measurement and vision solutions.

We continue to only pursue small, bolt-on opportunities that align with our strict criteria and mantra: to find the right acquisitions, at the right price, for the right reasons.

Dividends

Dividends were paid out at 3.25p, reflecting an increase on the previous year (FY24: 2.75p). The Cash impact was £4.2m (FY24: £3.6m). The directors are recommending approval at the Company's Annual General Meeting on 25 February 2026 of a final dividend of 3.25 pence per share. This dividend is currently not covered by the year's profits, but due to the increase in operational cash generation and the Group's high cash balance, the directors for this year are recommending payment.

FINANCIAL OUTLOOK

The Group is well positioned as it looks ahead into FY26 and beyond, supported by a robust balance sheet, underpinned by a strong cash & fixed term deposit position of £37.3m that provides the business with the resource for ongoing investment and M&A activities to support growth.

The Group has begun FY26 in line with expectations. The focus remains on growth with the merger of the Smart Manufacturing businesses into one trading company and structure, the continuation of a group-wide cost efficiency drive and advancement of the Motion Capture product roadmap.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group is exposed to several risks and uncertainties which could have a material impact on its performance and viability. A description of the most material of these risks and how these are managed and mitigated is set out in this Report.

While effective identification, evaluation, management and mitigation of these risks are key to achieving the Company's strategy and objectives, the Group acknowledges that it is exposed to risks outside of those disclosed in this Report. The Group also acknowledges that no risk management framework can provide absolute assurance against loss, the risks described in this report are of the greatest concern to the Group and have been considered in detail by the Company's Audit and Risk Committee (the **ARC**).

The Group is in the process of taking steps to improve and enhance the approach it takes in identifying, evaluating and managing risk, particularly in relation to the Smart Manufacturing division, with the expectation that more regular risk assessment discussions and engagements will be conducted at a senior leadership level. The Group looks forward to reporting on these improvements in subsequent reports.

Approach to risk management

While the Board of Directors retains overall responsibility for risk management, in FY25 (and following adoption of updated terms of reference for the ARC), the Board has delegated responsibility for reviewing and monitoring the Group's risk management systems and overall risk management to the ARC. For more information on this, see the ARC report at pages 35 to 37 of this Report.

The Group has an established approach to identifying, analysing and evaluating risks, in which a risk register is maintained and will, going forward, be biannually reviewed by the ARC. Divisional leadership teams provide input into the risk identification process, and for each identified risk, the register specifies the individual responsible for its day-to-day management, as well as the agreed mitigating actions. In respect of the Motion Capture division, this review is done on a monthly basis. Risks are assessed and ranked according to their probability of occurring and potential financial and/or operational impact and are grouped into three key categories: external risks, strategic risks and operational risks.

Our principal risks in FY25

In addition to the risks identified in the FY24 annual report, and reflective of broader macroeconomic trends, the Group has been exposed to increasing geopolitical instability in FY25. This has resulted in shifting funding priorities in the United States and the continued threat of tariffs and trade barriers in the United States. While the Group has developed contingency plans to address the impact of US tariffs, it has sought to reduce the impact of such instability by further diversifying the geographic markets and sectors it operates in. For more detail on this risk, see the relevant risk summary at page 15 of this Report.

The Group's operations rely on a secure and resilient IT infrastructure. In FY25, the external cybersecurity threat landscape rapidly evolved, with increasingly sophisticated and targeted cyberattacks. Given this trend, together with the outcomes of the Group's own monitoring activities, the Group has concluded that cybersecurity has escalated and become one of our principal risks. For more information, see the relevant risk summary at page 15 of this Report.

Emerging risks

The Group's risk management process includes a regular assessment of new and emerging risks, with management continuously monitoring relevant regulatory changes, market dynamics, as well as geopolitical and socio-economic changes. During the year, the key emerging risk considered by management has been the increasing use and quality of generative artificial intelligence in content creation. Management will continue to monitor this risk and implement appropriate mitigation strategies.

Climate-related risks

Identification of climate-related risks is integrated into the Group's risk assessment processes and are considered as part of the Group's overall risk management process.

As a low-carbon business, the Group's exposure to climate-related risks is inherently limited, with the nature of our operations such that we are not materially reliant on carbon-intensive processes, high-emission supply chains or vulnerable energy-consuming infrastructure.

Given this, and to date, the Group has not identified any direct climate-related or transition risks which are sufficiently material to be classified as principal risks. We acknowledge the importance of continually assessing the impact of climate change on our business (in particular in relation to emerging risks) and that climate-related risks may exacerbate and impact certain of our material risks (including, for example, risks related to our supply chains and the exacerbation of geopolitical instability). The Group intends to continue to evolve and develop its capacity to assess climate-related risks, and we look forward to making further disclosure on this issue in subsequent annual reports.

For more context to our assessment of climate-related risks, please see page 31 of this Report. In addition, we note that this is the third year that the Group is required to report its Scope 1, 2 and associated Scope 3 greenhouse gas emissions under the UK's Streamlined Energy & Carbon Reporting (**SECR**) framework. Please see pages 23 to 26 of this Report.

Looking ahead

Risk tolerance and risk appetite is the determination of the exposure to identified principal risks the Group is prepared to take. The Group recognizes that this is an important aspect of setting its strategy. As set out above, the Group is in the process of refining and improving its approach to risk management and considering how this is embedded in the Group's strategy going forward. After implementation of these changes, the Group intends reviewing its approach to risk tolerance and appetite. The expectation is that this will be conducted by the ARC and the Board in FY26. We look forward to reporting on the outcomes of this process in subsequent annual reports.

RISK HEATMAP

The significant risks and uncertainties identified in the Group's Risk Register, together with the strategies in place to mitigate them, are presented in the following table. Further detail on risk management can be found in the Corporate Governance report on page 31, and the ARC report on pages 35 to 37 of this Report.

		PROBABILITY		
		Unlikely (1)	**Possible (2)**	**Likely (3)**
IMPACT	**High (3)**		1 3 4 8 9 10 11	6 5
	Medium (2)		7	2
	Low (1)			

	Risk	Movement in FY25
1	Supply Chain	Decrease
2	FX volatility	Stable
3	IT and Cybersecurity	Stable
4	Geopolitical instability	Escalated
5	Market concentration	Escalated
6	Product delivery	Escalated
7	Mergers and acquisitions	Escalated
8	Employee relations and culture	Escalated
9	Unmet regulatory requirements	Stable
10	Channel under-performance	Stable
11	Inventory management	Decrease

DETAILED DESCRIPTION OF PRINCIPAL RISKS

	RISK DESCRIPTION	IMPACT	MITIGATION
EXTERNAL	1. **Supply Chain:** The Group depends on third-party suppliers for essential components, materials, IP and technologies to produce its products. These items must meet strict quality and technical standards for motion capture and metrology solutions. Many suppliers rely on their own multi-tier supply chains, creating additional complexity and dependence. Supply availability and quality can be disrupted by issues directly affecting suppliers, such as financial failure, trade restrictions and climate-related risks.	Supply delays or reliance on lower-quality substitutes can disrupt production, increase costs, and risk lost orders and/or reduced product performance.	Financial monitoring, a diversified supplier base, robust contracts and oversight, sustainability-focused audits, and by retaining design/IP ownership (where possible) and sufficient inventory levels.
EXTERNAL	2. **FX volatility:** The Group earns a large share of revenue in foreign currencies, especially USD and EUR. Exchange rate fluctuations can reduce the value of overseas revenues when converted to GBP and currency movements can also increase product and operational costs, affecting the Group's profitability.	Uncompetitive pricing and price sensitivity in international markets can threaten profit margins and create challenges forecasting revenue.	Hiring and purchasing locally, invoicing in local currencies, and using flexible regional pricing that is regularly reviewed and adjusted, with utilisation of excess currency across the Group.
EXTERNAL	3. **IT and Cybersecurity:** the Group relies on a secure and robust IT infrastructure to support operations, product development, and customer engagement. Cyber threats such as hacking, malware, and third-party software vulnerabilities pose significant risks to these systems.	A cyberattack could disrupt IT systems, cause data and IP breaches, lead to financial and legal penalties, and significantly damage customer trust and the Group's reputation.	Implementation of a Zero Trust security framework, rigorous patching and penetration testing, mandatory staff security training, and a robust backup and disaster-recovery system to ensure rapid restoration after an incident.
EXTERNAL	4. **Geopolitical Instability:** the Group faces geopolitical risk from shifts in government policy, funding priorities and international relations. Reduced public research budgets or protectionist measures (particularly in the United States) could weaken demand from publicly funded customers, particularly in Motion Capture. Tariffs, trade barriers and regulatory hurdles may increase costs and reduce the competitiveness of the Group's products.	Geopolitical and trade restrictions can raise prices and reduce demand, lengthen sales cycles, and in some cases block access to key markets, creating volatility in sales and pressure on profitability.	Market diversification through targeting lower-exposure markets, using contingency manufacturing strategies, adjusting pricing, securing long-term contracts where possible, and sharing tariff costs with distribution partners and optimising supply chain where possible.
STRATEGIC	5. **Market concentration:** while the Group operates in multiple sectors and regions it relies heavily on certain geographies and customer groups. In particular, the US represents a significant share of total revenues, with customer concentration in the Motion Capture division across life sciences, commercial engineering, and entertainment. This dependence creates risk if demand declines or funding is reduced within those core markets or customer segments.	Over-reliance on core sectors could trigger disproportionate revenue declines, cash-flow volatility and strategic pressure from dominant customers, while making it costly and difficult to pivot into new markets.	Diversifying across regions and sectors, securing long-term contracts to stabilise increased recurring revenue, and maintaining strong cash reserves to support investment and absorb market disruption.

	RISK DESCRIPTION	IMPACT	MITIGATION
STRATEGIC	6. **Product Delivery:** the Group operates in a fast-moving, highly technical market where customer expectations evolve rapidly. Without continuous investment and innovation, products may fail to meet customer needs or expectations for performance and usability. Insufficient upgrades or slow deployment could lead customers to adopt competing solutions that better align with their requirements. Falling behind on product relevance would weaken the Group's market position and reduce sales opportunities.	Failing to develop commercially viable, regulation-compliant products (especially in emerging areas like markerless) could erode competitive advantage, restrict market access, and reduce revenue and profitability.	Alignment of all departments under a structured end-to-end process with clear accountability, performance KPIs, and appropriate training across teams.
STRATEGIC	7. **Mergers and Acquisitions:** the Group's growth strategy relies partly on mergers and acquisitions, which carry risk if newly acquired businesses do not integrate smoothly. Cultural differences, unexpected costs, loss of key staff and operational disruption can hinder successful integration. If anticipated synergies are not realised, financial returns may fall short.	Unsuccessful acquisitions could weaken the Group's strategy and investor confidence by disrupting operations, driving up integration costs, reducing efficiency and eroding profitability and shareholder value.	Application of a disciplined acquisition framework, rigorous due diligence, and structured post-acquisition integration with close executive oversight to ensure long-term value delivery.
OPERATIONAL	8. **Employee Relations and Culture:** the Group's performance and growth rely heavily on attracting, retaining and motivating highly skilled employees. Loss of key individuals, skills shortages, or understaffing could hinder delivery of strategic goals, projects and service commitments. Increased employee turnover would weaken operational effectiveness and continuity. Strong and experienced leadership teams are essential to sustaining high product quality, operational performance and business success.	Loss of skilled staff (especially in specialist technical areas) can lead to loss of critical know-how, delayed product delivery, higher burnout and turnover, and wider employee relations issues that damage operations, reputation and morale.	Strong entrenched management structures, competitive pay, a positive and inclusive culture, regular employee feedback and communication, and continuous skills development and workforce planning.
OPERATIONAL	9. **Unmet regulatory requirements:** the Group must meet strict regulatory and safety requirements to sell products across sectors and jurisdictions. Failure to comply can delay or block product launches and restrict access to key markets. The EU MDR transition poses particular risk, as missing the 2028 deadline could force withdrawal of existing products or prevent new ones entering the EU. Regulatory barriers could lead to lost revenue and missed commercial opportunities.	Regulatory non-compliance could block access to key markets, delay product launches, drive costly remediation, damage customer and investor confidence, and ultimately undermine growth and competitiveness.	The Group embeds compliance into product development, conducts regional gap analyses, trains all staff, maintains a central regulatory register, and implements structured project plans to ensure timely and auditable regulatory approval.

	RISK DESCRIPTION	IMPACT	MITIGATION
OPERATIONAL	10. **Channel under-performance:** The Group depends on both direct sales teams and third-party distribution partners to reach customers and drive demand. Poor performance in these channels can prevent the Group from achieving expected sales. This may be caused by weak forecasting, insufficient training, poor performance management or delays in agreeing commercial terms. As a result, sales shortfalls may arise even where there is demand in the market.	Slow sales cycles and missed targets (including delayed negotiations) can result in lost revenue, wasted marketing spend, and reputational damage to the brand.	Enhanced forecasting, structured channel development with KPIs and training, controlled sales collateral, standardized contracts to speed negotiation, and stronger collaboration with marketing on qualified leads.
OPERATIONAL	11. **Inventory Management:** the Group may allocate too much capital, production capacity and procurement to inventory based on demand forecasts that do not materialise, with excess stock tying up working capital and reducing financial flexibility. Overcommitment can lead to storage, obsolescence and write-down risks if products cannot be sold at expected volumes or pricing, weakening margins and undermining operational efficiency.	Excess inventory ties up working capital, increases carrying and obsolescence costs, and weakens liquidity and profitability.	Alignment of forecasts internally, reviewing stock aging, setting and adjusting safety stock levels, and applying rigorous scenario-based demand forecasting.

SECTION 172 STATEMENT

Under section 172(1) of the Companies Act, 2006, the Directors of the Company must act in a way they consider to be the most likely to promote the success of the Company for the benefit of its members as a whole.

Among other factors, the Board is required to have regard to:

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

Taking stakeholder interests into account in making key business decisions is fundamental to the Company's ability to deliver value. While in certain cases, stakeholder interests will not be aligned, the Board nevertheless seeks to understand and consider the interests of all relevant stakeholders in all decisions it takes.

The Company's governance framework (see page 34 of this Report) supports Board decisions being made with stakeholder interests in mind.

The Company's stakeholders are integral to delivery of our strategy. In the table below, we set out a summary of our key stakeholders (including the section 172(1) factor which is most relevant to the interests of the stakeholder in question), how the Board engaged with such stakeholders' interests in FY25, as well as where you can find further information.

In all decisions taken by the Board, the likely consequences of any decision in the long-term were considered, as was the desirability of the Company maintaining a reputation for high standards of business conduct. In this regard, and for more information, please see our Corporate Governance Report and Modern Slavery Act Transparency Statement. A summary of the interests of the stakeholders identified by the Company as most relevant to its business, as well as the manner in which the Board engaged with these in FY25 is set out below:

S172(1) factor	Stakeholder	How the Board engaged in FY25
The interests of the Company's employees	Employees	• The Executive Directors engaged with employee interests through quarterly townhall meetings, as well as through considering the outcome of periodic staff surveys to understand workforce priorities and concerns. • The Board received regular updates (on no less than a monthly basis) from Executive Management on employee concerns and feedback from direct engagement with employees, taking these into account in key decisions regarding workforce restructuring and capital allocation.
The need to act fairly as between members of the company	Investors	• The Board maintained open and constructive engagement with investors through regular updates, results presentations, and one-to-one meetings with major shareholders. • Feedback from these interactions informed decisions on capital allocation and the delivery of the Company's strategy as well as in the appointment of the Company's new Chair. • The Chair and Executive Directors executives actively participated in investor roadshows and governance discussions to ensure transparency and alignment with shareholder expectations.

S172(1) factor	Stakeholder	How the Board engaged in FY25
The need to foster the company's business relationships with suppliers, customers and others	Suppliers	• Through professional Supply Chain Management who engage directly with suppliers through on-site and remote meetings, the Executive Directors ensured the interests of suppliers were regularly considered and provided demand forecasts where appropriate.
	Customers	• The Board's decisions on capital allocation were guided by insights received from the sales team's engagement with customers. In FY25, the Board focused particularly on the continued development and commercialisation of Vicon's markerless motion capture system. • In making capital allocation decisions, the Board considered and engaged with customer needs and concerns, balancing the need to continue investment in the markerless motion capture solution (to ensure that customer needs are met) against ensuring a sufficient return on this investment.

KEY DECISIONS TAKEN IN FY25

The Board considers all its duties under the Companies Act 2006, and, where relevant, each of the factors set out in section 172(1) in all of the decisions it makes. Principal decisions are explicitly framed in the context of the interests of and implications for all affected stakeholders. We summarise below how the factors set out in section 172(1) were considered in four key decisions and activities undertaken by the Board in FY25:

1 Distributions to shareholders

The Group remains committed to its dividend policy, maintaining the final dividend proposed for FY25 at 3.25p per share. In addition, the Board announced earlier in the year that it intended to return up to £6m to shareholders through the Company's on-market share buyback programme. Following the release of Group's preliminary results in June, an extension of £4m to the buyback programme was announced, such that £10m in aggregate will be distributed to shareholders.

In approving the level of distributions made to shareholders in FY25, the Board considered, amongst other factors:

172(1)(a) Long term impact	172(1)(c) Suppliers, customers and others	172(1)(e) High business standards
The Board considered the impact of these distributions on the viability of the Group, noting that while delivery of value to shareholders is important, this had to be balanced against the Group's ability to pursue organic and inorganic growth.	The Board considered the need for ongoing investment in the Group's business, enabling it to continue to build and deliver its portfolio of products and better serve our customers against the need to manage the Company's cost of capital through distributions to shareholders.	In approving the level of distributions payable to shareholders, the Board considered the affordability of such distributions, as well as the sufficiency of the Company's reserves. In this regard, the Board considered what would be reasonable and prudent for the Company.

2 Acquisition of the Sempre Group

In October 2024, the Board approved the acquisition of the Sempre Group for total consideration of £5.5m. The Sempre Group is a measurement specialist which solves manufacturing challenges across multiple industries, and, with its expert in-house consultants and partnerships, it provides high precision metrology solutions to its clients.

In approving the acquisition of Sempre, the Board considered, amongst other factors:

172(1)(a) Long term impact	172(1)(c) Suppliers, customers and others
The Board considered the rationale for the transaction in the context of the Group's long-term strategy, and specifically the growth of its smart manufacturing division. It concluded that this acquisition was consistent with the Group's stated intention to build out its presence in smart manufacturing through targeted M&A.	In adding Sempre to its portfolio offering, the Board considered that IVS would gain access to Sempre's established sales and services organization. As a result, the Group's current smart manufacturing customers would benefit from access to Sempre's industry knowledge, products and markets.

3

Commercial delivery of markerless

The Board provided oversight of and guidance in delivery of Vicon's markerless motion capture solution. Vicon's markerless offering comprises the Vanguard motion tracking camera, as well as software incorporating advanced computer vision, machine learning and algorithms to enable the capture of human performance without markers.

In overseeing the Groups' continued commercial delivery of its markerless product offering:

172(1)(a) Long term impact	172(1)(c) Suppliers, customers and others
The Board affirmed its view that markerless represents the future of motion capture, not only providing the Group with new market opportunities but cementing its position as the benchmark.	In continuing to endorse the delivery of Vicon's markerless solution, the Board noted the feedback received from customers who were part of the markerless beta testing programme, who noted the acceleration in their creative process, as well as greater efficiencies realised in creating innovative entertainment content.

4

Workforce restructuring and redundancies

The Board reviewed and approved a reorganisation of the Group's management structure. Amongst other changes, this restructuring included the recruitment of Managing Directors for both the Motion Capture and Smart Manufacturing divisions, leading to a reduction in the number of direct reports to the CEO, as well as the promotion of Vicon's Chief Marketing Officer to a Group role, with oversight of marketing across both Motion Capture and Smart Manufacturing. In parallel with the management restructuring, and as part of a wider review of the Group's workforce structure, several roles in the motion capture division were identified as redundant, delivering annualised cost savings.

In reviewing the structure of the Group's workforce, the Board considered, amongst other factors:

172(1)a Long-term impact	172(1)(b) Employees
The Board considered the need to provide the Group with a platform for growth in the medium term while ensuring the cohesion of the Group's brand throughout such growth. The Board further noted the need for diversity of thought and expertise across the Group leadership, concluding that the delivery of the re-organisation would achieve this.	Recognising the adverse impact of redundancies on the workforce, the Board provided gentle oversight of this process, ensuring that both departing and remaining staff were treated fairly.

On behalf of the Board

Imogen O'Connor
Chief Executive Officer and Director
8 December 2025

REPORT OF THE DIRECTORS

The directors present their report together with the audited consolidated and parent Company financial statements for the year ended 30 September 2025.

Business review

Oxford Metrics plc is a holding Company. The nature of the Group's operations and its principal activities are set out in the Strategic Report on pages 5 to 6 of this Report. Its subsidiary undertakings are shown in note 15 to the Financial Statements. The Strategic Report and Financial Review include details of the market overview, key growth drivers, our business model, strategic objectives, key performance indicators and a summary of performance in FY25. The Group's principal risks and uncertainties are summarised at pages 15 to 17 of this Report.

Likely future developments

The Group's likely future developments are discussed within the Strategic Report on pages 5 to 6.

Share capital

The Company has one class of ordinary shares, each with a nominal value of 0.25 pence, which carry no right to a fixed income. At 5 December 2025, the Company's issued share capital comprised 114,931,334 ordinary shares, and the Company had been notified in accordance with the requirements of provision 5.1.2 of the Financial Conduct Authority's Disclosure Guidance and Transparency Rules of the following major holdings in the Company:

Shareholder	Number of shares	% of issued share capital (as at date of notification)	Date of notification
Aviva plc	12,872,105	11.02%	7 August 2025
Charles Stanley Group plc	13,052,462	10.00%	11 October 2023
BennBridge Limited	7,548,709	5.97%	14 May 2021
JO Hambro Capital Management	6,016,279	4.99%	2 December 2025
Canaccord Genuity Group Inc	6,077,500	4.97%	20 June 2025
Chelverton Asset Management	6,274,000	4.95%	4 February 2025
Herald Asset Management Limited	5,638,819	4.89%	31 October 2025
Fianchetto Limited	3,538,004	3.06%	23 October 2025

Full details of changes in share capital during the year are shown in note 23 to the Financial Statements. Details of employee share options are set out in note 24 to the Financial Statements.

Dividends

The Board announces its intention to declare a final dividend in respect of the financial year ended 30 September 2025 of 3.25 pence per share (2024: 3.25p). This dividend, if approved, will be paid on 27 March 2025 to shareholders on the register of members at close of business on 13 February 2026. These dividends have not been accrued in these financial statements.

Research and development

During the year, the Group expensed £5,230,000 (2024: £5,752,000) in research costs. In addition, £3,260,000 (2024: £3,086,000) of development costs were capitalised.

Research and development costs are principally the costs of employees involved in research and development, together with related equipment and materials for hardware development and external costs. Further information regarding the nature and value to the Group of this expenditure is explained in the Strategic Report.

Directors and their interests

The interests of the directors in the shares of the Company and their interest in options over the shares of the Company as at 30 September 2025 are disclosed in the Report on Directors' Remuneration. In this regard, see page 45 of this Report.

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

- Gary Bullard (appointed 4 November 2025);
- Roger Parry (stepped down from the Board on 30 November 2025);

- Zoe Fox;
- Imogen O'Connor;
- Naomi Climer;
- Ian Wilcock (appointed 7 October 2024);
- Margaret Amos (appointed 3 June 2025);
- Paul Taylor (stepped down from the Board on 30 June 2025);
- Catherine Robertson (stepped down from the Board on 23 May 2025); and
- David Quantrell (stepped down from the Board on 24 October 2024).

At the Company's Annual General Meeting for FY25 (which is planned to be held on 25 February 2025), Imogen O'Connor, Zoe Fox, Naomi Climer and Ian Wilcock will resign as directors and being eligible, will offer themselves for re-election. Gary Bullard and Margaret Amos will resign as directors and, being eligible, will offer themselves for election.

Financial instruments

Information about the Group's management of financial risk can be found in note 19 to the Financial Statements.

Directors' indemnity insurance

The directors confirm that qualifying third party indemnity provisions are held.

Employees

The Group ensures that all employees are kept informed, as far as is practical, in relation to the Group's activities. This is achieved through staff briefings and electronic communications. It is the Group's aim that recruitment and development of staff should be determined solely on ability and other relevant requirements of the job. Disabled persons and those who become disabled are given the same consideration as others and, depending on their skills, will enjoy the same prospects as other staff.

The Group considers all forms of discrimination to be unacceptable in the workplace and is committed to promoting equality of opportunity for all staff and job applicants. This includes in job advertisements, recruitment and selection, training and development, opportunities for promotion, conditions of service, pay and benefits, conduct at work, disciplinary and grievance procedures, and termination of employment. The Group's policies on Health and Safety are periodically reviewed, ensuring that current practices comply with the laws applicable in the countries in which the Group operates.

Going concern

In determining the appropriate basis of preparation of the financial statements, the directors are required to consider whether the Group can continue in operational existence for the foreseeable future. The going concern review considered the following key areas:

Market considerations

Motion Capture

The Life Sciences market segment accounts for around 27% of Group revenues. This segment serves customers including hospitals, medical research centres, universities and sport research. For the most part, these customers are publicly funded and, to a lesser extent, are funded by charitable donations. There has been a material reduction in public funding for academic spending in the United States in the last twelve months, which is expected to persist for the foreseeable future.

The Entertainment segment serves customers in the video games industry, Location Based Entertainment and TV/Film and historically accounts for around 33% of Group revenues. These customers are typically commercial organisations in nature. While there has been some continued softening in the entertainment market in the last year, there are opportunities in emerging markets alongside new product releases.

The Engineering market segment historically accounts for around 11% of Group revenues. This segment serves customers that use our technology in an engineering context to design and/or manufacture goods. While there is no evidence that demand within this segment will wane in FY26, given that these customers are typically commercial organisations, they may be subject to wider recessionary factors affecting the macroeconomic environment.

Smart Manufacturing

This division, which consists of IVS and Sempre, serves the manufacturing sector with emphasis on highly regulated markets including pharmaceuticals, medical devices and contact lenses. These customers are typically commercial organisations in nature and may be subject to recessionary factors. Both Sempre and IVS have a healthy pipeline of sales opportunities for the year ahead and IVS has a strong orderbook, accounting for almost half of budgeted revenue for FY26.

Financial considerations

The Group has no external financing and as at the balance sheet date had cash balances, including fixed term deposits, of £37.4m (FY25: £50.6m).

The decision was made to return up to £10m of cash to shareholders through the means of an on-market share buyback programme which commenced 11 October 2024. As at the date of this report, the Group has utilised £8.3m of this amount, and it is expected that the authority to buy back shares (taken at the FY24 Annual General Meeting) will be exhausted shortly before the Company's FY25 Annual General Meeting.

Stress testing

Based on the above considerations, multiple combinations of a revenue shortfall, gross margin erosion and foreign exchange risk have been considered. Given a reasonable worst-case scenario, the impact on cash generation and cash reserves could be tolerated and would not impact the ability of the business to continue trading. The result of this analysis is that the directors are confident that the business has sufficient cash liquidity to sustain a reduction in trading revenue which is considered the reasonable worse case.

The directors, having prepared cash flow forecasts and given due consideration to the inflationary environment and residual supply chain challenges and general macro-economic uncertainty on the Group's markets, operations and financial risk, have assessed that there is no material uncertainty with the Group's ability to continue operating as a going concern for a period in excess of 12 months from the date of signing the financial statements. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

Statement on disclosure of information to auditors

So far as each director is aware, there is no relevant audit information of which the Group's auditors are unaware. Relevant information is defined as "information needed by the Group's auditors in connection with preparing their report".

Each director has taken all the steps (such as making enquiries of other directors and the auditors and any other steps required by the director's duty to exercise due care, skill and diligence) that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors are required to prepare the Group financial statements in accordance with UK adopted International Accounting Standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

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

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

- select suitable accounting policies and apply them consistently.
- make judgements and accounting estimates that are reasonable and prudent.
- for the Group financial statements, state whether they have been prepared in accordance with UK adopted International Accounting Standards, subject to any material departures disclosed and explained in the financial statements.
- for the Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

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

Website publication

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

Auditors

BDO LLP offer themselves for reappointment as auditors and a resolution will be proposed at the AGM to approve the auditors reappointment.

Streamlined Energy and Carbon Reporting

This is the third year that the Group is reporting under the Streamlined Energy and Carbon Reporting (**SECR**) framework. In accordance with the requirement of SECR, the Group has reported Scope 1, 2 and associated Scope 3 greenhouse gas (GHG) emissions for its UK business, for the period 1 October 2024 to 30 September 2025 using the GHG Protocol Corporate Accounting and Reporting Standard methodology to calculate emissions. Although the Group has a presence outside of the United Kingdom, our British operations represent the most significant proportion of the business. We have offices in Denver and Los Angeles in the United States, focused on US sales and support with a handful of finance, logistics and research and development employees. All manufacturing of our hardware and software, which generates our material Scope 1 and 2 emissions, is done in the United Kingdom.

The tables included in this report show the Group's total energy consumption in the United Kingdom for Scope 1 and 2, the resulting GHG emissions by Scope and the chosen intensity metric. We have chosen tCO_2e per £million revenue as the most appropriate intensity metric for our business model.

Calculation Methodology

Responsibility

Oxford Metrics was responsible for collection and aggregation of the data, which includes the associated kWh readings from gas and electricity bills as well as business fuel use expenses. Where data is missing, an estimation model has been used. Addidat was responsible for the Greenhouse Gas (**GHG**) calculation. The UK Government GHG Conversion Factors for Company Reporting, specifically DEFRA 2025 was used to calculate emissions of CO2, NO2 and CH4, which are ultimately expressed in combined a format as tonnes of carbon dioxide equivalent (tCO_2e).

GHG sources & assumptions

Scope 1 covers GHG emissions directly associated with the Group through the combustion of fuels in our offices and in company vehicles.

Scope 2 emissions are those indirectly generated through the consumption of electricity on our sites, using the location-based methodology. Whilst the fleet of leased and company-owned vehicles are largely electric or plug-in hybrid, charging of vehicles is undertaken on site at our premises and therefore the associated Scope 2 emissions are captured in the office purchased electricity energy and emissions.

Scope 3 Category 6 emissions relate to emissions produced by travel by car in the United Kingdom in an employee's personal vehicle or a hired vehicle, where the Group has paid for the fuel

Scope 3 Category 3 emissions arise from the transport and distribution of electricity purchased by the Group, in line with good practice reporting.

UK energy use mWh	**FY25**	FY24
Scope 1 – Gas and fuel in company vehicles	**488.35**	270.78
Scope 2 – Electricity	**526.79**	572.15
Scope 3 – Fuel in grey fleet	**26.26**	30.62
Total	**1,041.40**	873.55

Note: we have expanded the energy usage calculation to include fuel used in company vehicles (Scope 1) and grey fleet (Scope 3) and backdated this calculation to FY24. Emissions are unaffected.

UK emissions tCO_2e	**FY25**	FY24
Scope 1	**107.02**	53.83
Combustion of gas	**25.85**	36.67
Combustion of fuel for transport purposes	**81.17**	17.16
Scope 2 (location-based)	**93.24**	118.46
Purchased electricity	**93.24**	118.46
Total scope 1 and 2 (location-based)	**200.26**	172.29
Scope 3 (Partial)	**16.15**	17.86
Category 3: Upstream transport and distribution losses and excavation and transport of fuels (location-based)	**9.76**	10.47
Category 6: Business travel in personal or rental cars for which the Group is responsible for purchase of fuel	**6.39**	7.39
Total Scope 1, 2 and 3 Categories 3 and 6 (location-based)	**216.41**	190.15

UK GHG emission intensity tCO_2e/£m revenue	**FY25**	FY24
Scope 1	**2.39**	1.30
Scope 2 (location-based)	**2.08**	2.86
Scope 1 and 2 (location-based)	**4.47**	4.16
Scope 3: Category 3 and 6	**0.36**	0.43
Total	**4.83**	4.59

Energy efficiency action

The Group takes sustainability seriously and is committed to working in an ethical and environmentally responsible way. As anticipated and reported last year, energy usage and associated emissions have increased year-on-year. This is primarily due to the acquisition of The Sempre Group in October 2024, and specifically its associated energy usage and emissions from company vehicles.

We are pleased to note that our gas and electricity usage in our offices have both reduced year on year, but attribute this to changes in methodology where we have different source data as well as efforts to improve energy reduction. 70% of our vehicles are electric or plug-in hybrid and most of our vehicles are leased on a 2-to-4-year term, which allows us the opportunity to manage our transition to fully electric vehicles within a short time frame if needed.

The Sempre Group office has solar panels installed, which has allowed the business to avoid drawing 26.4 MWh from the grid as well as return 20.7 MWh (equivalent to 3.7 tCO_2e) back to the grid. In line with guidance, this is not included in the above energy usage or GHG calculations.

We note that despite our business model not being carbon intensive, we are taking several steps to de-carbonise our business globally outside of reducing the level of emissions currently calculated. Our actions include:

- transitioning to fully recyclable packaging;
- increasing the recyclability of our products;
- reducing waste and maximising the recovery of valuable resources from our products;
- using less paper in our operations;
- attempts to reuse materials and make use of local suppliers for exhibition operations (where possible);
- using UK-based suppliers where possible; and
- implementing a cycle to work scheme.

While work is ongoing, much work was done to integrate and align the Sempre Group to the Group's environmental initiatives and performance. Further steps have also been to improve our understanding of our supply chain and our supplier's environmental practices. More details on our sustainability strategy can be found on our website.

For more information on how climate-related risk is considered in the Group's risk management process, see pages 12 to 13 of this Report.

On behalf of the Board

Zoe Fox
Director
8 December 2025

CORPORATE GOVERNANCE REPORT

Chair's introduction

The Board of Directors (the **Board**) of Oxford Metrics plc (**Oxford Metrics** or the **Company**) has collective oversight for its governance arrangements. At its core, good corporate governance is critical to good corporate decision making and is an important factor in the success of our business and for ensuring that the interests of the Company's key stakeholders are properly considered in all decisions the Board takes.

As set out below, this is the first occasion on which Oxford Metrics will report against the 2023 Code (as defined below). As Chair, I have primary responsibility and oversight of how our corporate governance processes and procedures meet the requirements of the 2023 Code and am therefore pleased, on behalf of the Board, to present the Company's Corporate Governance Report for FY25.

FY25 Governance highlights

In 2023, the Quoted Companies Alliance (the **QCA**) replaced the third edition of the QCA Code for Corporate Governance (the **2023 Code**). The 2023 Code applies to reporting periods beginning on or after 1 April 2024 and has been formally adopted by the Board as the Company's recognised corporate governance code for purposes of AIM Rule 26.

In addition to adopting the 2023 Code, other corporate governance highlights in FY25 included:

- work undertaken by the Board on succession planning and composition, leading to the appointment of Dr Margaret Amos as a new Non-Executive Director (and Chair of the Audit and Risk Committee), as well as myself as Chair;
- strengthening of the governance arrangements around our Board Committees, with the terms of reference for the (i) Audit Committee being revised to explicitly bring risk management within the scope and mandate of this committee (and re-constituting the Audit Committee as the Audit and Risk Committee) and (ii) the Remuneration Committee being revised and updated; and
- the Board Strategy Day held in May 2025. At this offsite, the Board affirmed its short-term focus of navigating the Group through an externally volatile macroeconomic environment while considering the approach to be taken in relation to the Company's longer-term branding and strategic narrative.

Board composition

As set out above, Board composition and succession planning were a priority in FY25, with several changes being made to the Board:

- as reported last year, shortly after the end of FY24 (i) David Quantrell stepped down from the Board and (ii) Ian Wilcock was appointed as an independent Non-Executive Director and as a member of both the Audit and Remuneration Committees;
- shortly after the start of FY24, Naomi Climer was appointed as the Group's Senior Independent Director and stepped down as Chair of the Remuneration Committee, with Ian Wilcock appointed as Chair to replace Naomi;
- in April, Catherine Robertson stepped down as an Executive Director and informed the Board of her intention to retire from her role as Company Secretary. As part of a planned transition, Cathy remained with the business until May 2025 to ensure a smooth transition of her company secretarial duties. In June, Philip Abrahams was appointed as General Counsel and Company Secretary. Philip is a corporate and finance lawyer by background, and has strong expertise in corporate governance;
- in June, Paul Taylor stepped down from the Board and as Chair of the Audit Committee. Following a rigorous recruitment process, Margaret Amos was appointed to the Board (including as a member of the Remuneration Committee) with effect from 3 June 2025, and as Chair of the Audit Committee from 1 July 2025; and
- post year-end, and at the end of November, Roger Parry stepped down from the Board, having served as Chair since July 2016. To ensure an orderly transition of duties, Roger agreed to remain as a Non-Executive Director until 30 November 2025. As noted elsewhere in this report, and following a rigorous recruitment process, I was appointed as Non-Executive Chair of the Company on 4 November 2025.

I would like to thank all the directors who have stepped down from the Board for their contributions to Oxford Metrics during their tenure. Particularly, I wish to recognise and thank Cathy for her commitment, contribution and dedication to the Company over almost three decades of service.

Collectively, and following the above changes, the Board continues to have a wide range of commercial, technology and academic experience (see pages 28 to 29 of this Report for the biographies of each of our directors). I am confident the Board remains effective in supporting the Company.

Stakeholder engagement

Our stakeholders are essential to the delivery of the Group's revised three-year strategy plan, which will unveiled early in 2026. You can read more on how the Board has engaged with the Company's employees, shareholders and other stakeholders in our section 172 statement on pages 17 to 19 of this Report.

2023 QCA Code compliance

This Corporate Governance Report explains how the Group has complied with the 2023 Code, which the Board has adopted as the Company's recognised corporate governance code for purposes of AIM Rule 26. A summary of how we comply with each Principle of the Code is set out on pages 30 to 33 of this Report. Save for certain aspects of three Principles (the details of which are set out below), the Board considers itself in full compliance with the 2023 Code. For more detail, please also see our detailed corporate governance statement on our website at https://oxfordmetrics.com/aim-rule-26.

In conclusion, while the Board is pleased with the progress made over the past year in strengthening our governance framework and embedding best practice, we recognise that this is an ongoing journey. We remain committed to continuous improvement, to listening and adapting, and to ensuring that our approach evolves in step with the needs of our stakeholders and the long-term ambitions of the Company.

Should any stakeholder wish to speak to me or Naomi Climer, the Senior Independent Director, about any aspect of this report or the Company's performance, please do not hesitate to contact us through the Company Secretary, whose contact details are contained elsewhere in this report.

Gary Bullard
Chair
8 December 2025

BOARD OF DIRECTORS

(as at the date of this Report)

Gary Bullard – Independent Non-Executive Chair

Non-Executive Chair and Chair of the Nomination Committee

Appointment date	• November 2025	**Skills and expertise**	Gary brings extensive executive and non-executive experience to the Group and is the current Non-Executive Chair of both Gooch & Housego plc (a global photonics and advanced materials company) and AFC Energy plc (a developer of hydrogen fuel cells and ammonia crackers for zero-emission power generation), both of which are listed on AIM. He was also a NED and RemCo Chair at Spirent Communications plc until its acquisition by Keysight Technologies Inc and subsequent de-listing in October 2025. Gary spent a large part of his career in global roles at IBM Corporation and has held senior executive positions at BT Group plc (as President of BT Global Services and as UK Managing Director) and Logica plc (as UK CEO).
Other appointments	• Chair: Gooch & Housego plc • Chair: AFC Energy plc		

Imogen O'Connor – Chief Executive Officer

Appointment date	• October 2023	**Skills and expertise**	Imogen has worked across Vicon for more than two decades, overseeing a significant period of growth for the business, multiple new product launches and new market entries and has navigated Vicon through unprecedented market conditions. Imogen was appointed as Vicon CEO in 2012 was promoted to Group CEO in 2023. Imogen has successfully overseen significant organic and inorganic growth, and has been integral to the development and implementation of the Group's current growth strategy.
Other appointments	• None		

Zoe Fox – Chief Financial Officer

Appointment date	• July 2024	**Skills and expertise**	Zoe has over two decades of international and manufacturing experience in listed companies, having been appointed as CFO of FireAngel Safety Technology plc (at the time, AIM listed) in 2021. At FireAngel, she successfully led a refinancing, review of the company's cost base and ultimately its successful sale. Prior to this, Zoe held various senior finance roles at Jarden Corporation, a US-based business.
Other appointments	• None		

Naomi Climer – Senior Independent Director

Member of the Audit and Risk Committee, Nomination Committee and Remuneration Committee

Appointment date	• November 2019	**Skills and expertise**	An engineer by background, Naomi has had a successful executive career in broadcast, media and communications technology sectors. Naomi has held leadership positions within the BBC, ITV and finally within Sony, first leading Sony's B2B business across EMEA and latterly as President of Sony's global, SaaS based Media Cloud Services division. Naomi has held non-executive positions since 2018. Naomi is also the co-founder and a trustee of the Institute for the Future of Work.
Other appointments	• NED: Focusrite plc • NED: STV plc • Founding Trustee: Institute for the Future of Work		

Ian Wilcock – Independent Non-Executive Director
Chair of the Remuneration Committee and Member of the Audit and Risk Committee and Nomination Committee

Appointment date	• October 2024	**Skills and expertise**	Ian has over three decades' experience in high technology, focused on development, manufacturing and commercialisation of a range of scientific instrumentation, smart sensors and metrology systems. Ian brings executive experience from FTSE 250 and Fortune 500 global technology businesses, and has held leadership roles at Oxford Instruments plc, Danaher Inc. and Experian plc and started his career at Renishaw plc.
Other appointments	• Group Commercial Director: Judges Scientific plc		

Margaret Amos – Independent Non-Executive Director
Chair of the Audit and Risk Committee and Member of the Remuneration Committee and Nomination Committee

Appointment date	• June 2025	**Skills and expertise**	Over a 27-year executive tenure at Rolls Royce, Margaret held several senior leadership positions, including Director of Business Planning and latterly Finance Director. Margaret brings strong expertise in M&A, international growth, turnarounds and transformation and has held non-executive appointments for more than a decade, including at Volution plc, Pod Point Group Holdings plc and Tyman plc. Margaret currently holds several non-executive positions and is a Fellow of the CIMA and CIPS institutes.
Other appointments	• NED and Ethics Committee Chair: Hunting plc • NED and Audit Committee Chair: Invinity plc • NED: Trust Alliance Group		

FY25 meeting attendance

Director	**Capacity**		**Meetings attended[1]**
Roger Parry[2]	Outgoing Independent Non-Executive Chair	●●●●●●	6/6
Gary Bullard[3]	Independent Non-Executive Chair		-
Imogen O'Connor	Chief Executive Officer	●●●●●●	6/6
Zoe Fox	Chief Financial Officer	●●●●●●	6/6
Naomi Climer	Senior Independent Director	●●●●●●●●●●	10/10
Ian Wilcock	Independent Non-Executive Director	●●●●●●●●●●	10/10
Margaret Amos[4]	Independent Non-Executive Director	●●●	3/3
Cathy Robertson[5]	Former Executive Director	●●●●	4/4
Paul Taylor[6]	Former Independent Non-Executive Director	●●●●●●●●	8/8
David Quantrell[7]	Former Independent Non-Executive Director	●●●●	4/4

Board skills matrix[8]		
Accounting and finance	●●○○○○	2/6
Growth business	●●●●●●	6/6
Public markets	●●●●●●	6/6
Risk management	●●●●●●	6/6
M&A	●●●●●●	6/6
R&D	●●●●●●	6/6
Change management	●●●●●●	6/6
Sustainability	●●●●●●	6/6

Gender and ethnicity representation on the Board[8]		
Men	●●○○○○	2/6
Women	●●●●○○	4/6
Not specified/prefer not to say	●●●●●●	0/6
White British or other White	●●●●●●	6/6
Mixed or multiple ethnic groups	○○○○○○	0/6
Asian/Asian British	○○○○○○	0/6
Other ethnic group	○○○○○○	0/6
Not specified/prefer not to say	○○○○○○	0/6

Notes:
[1] In this table, individual committee meetings (of which the director in question is a member) are aggregated with Board meetings
[2] Roger Parry stepped down from the Board on 4 November 2025.
[3] Gary Bullard was appointed as Chair on 4 November 2025, after the end of FY25. While he did not attend any meetings during FY25, he attended a Board meeting in October 2025 as an observer and guest of the outgoing Chair and has attended all Board meetings since that date in FY26.
[4] Margaret Amos was appointed on 3 June 2025.
[5] Catherine Robertson stepped down from the Board on 23 May 2025.
[6] Paul Taylor stepped down from the Board on 30 June 2025.
[7] David Quantrell stepped down from the Board on 24 October 2024.
[8] The information contained in this table in this section reflects the Board composition as at the date of this Report.

QCA Code Compliance Statement

The Company has adopted the 2023 Code as its chosen corporate governance code for purposes of AIM Rule 26. In this section, we set out a summary of what we have done to comply with the principles of the 2023 Code in FY25. This summary includes an indication of where details of compliance with the 2023 Code can be found elsewhere in this report or on the Company's website at https://oxfordmetrics.com/aim-rule-26.

The Board has concluded that it is compliant with the Principles of the 2023 Code, as well as the application thereof, save for Principles 5(b), 8(a) and (b) as well as 9(e). The extent of the Company's non-compliance with these Principles, including an explanation for this non-compliance, as well as how the Company intends addressing such non-compliance is set out below.

A detailed compliance statement is available on our website (https://oxfordmetrics.com/aim-rule-26). This statement contains detailed information in relation to how the Company has complied with the Principles of the 2023 Code. The table set out below is intended to be a summary of key developments in FY25.

Principle		How we have complied during the Year
Deliver growth		
1	**Establish a purpose, strategy and business model which promotes long-term value for shareholders**	The Board held a strategy session in April 2025 and continued to oversee the implementation of the Company' strategic plan which was launched in 2021. The Company intends adopting a new strategic plan early in FY26 and will consider the key challenges to executing such plan, as well as how the Company intends addressing these challenges. Further information on the Group's business model and strategy can be found in the CEO's Report at pages 4 to 6 of this Report.
2	**Promote a corporate culture that is based on ethical values and behaviours**	The Company's executive management team regularly monitors the Group's culture, both formally (through employee surveys each six months) and informally (through their day-to-day interactions with the workforce) and reports on this engagement at Board meetings and in the monthly management reports which are distributed to the Board. In FY25, and to ensure a greater degree of transparency from the executive management team, quarterly townhall meetings were launched, contributing to greater alignment and collaboration throughout the organisation. A statement of the values of the Motion Capture division is available at https://www.vicon.com/about-us/. The Board remains satisfied that these values are consistent with the Group's purpose, strategy and business model. As part of the integration of IVS and Sempre in Smart Manufacturing division, further work will be done in FY26 to calibrate and develop the corporate culture, values and identity of the Group. For further detail on the governance updates and changes which were made in FY25 and which contribute to an ethical corporate culture, see pages 26 to 27 of this Report.
3	**Seek to understand and meet shareholder needs and expectations**	The Board and management proactively engage with shareholders to keep them up to date with developments in strategic planning and performance. The Board consulted and took soundings from shareholders in FY25 on number of issues, notably including (i) changes in the composition of the Board, (ii) the execution of the share buyback programme, as well as (iii) the Group's M&A scoping efforts. The Group's section 172 statement, which includes a discussion of how shareholder interests impacted Board decision making in FY25, can be found at pages 17 to 19 of this Report. The Company looks forward to providing further reporting in respect of the quantitative and qualitative assessment of its key environmental and social matters in FY26.
4	**Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success**	As a naturally low emission business, the Group takes an approach to ESG and sustainability which is relevant and proportionate for an AIM-listed business of size and complexity of the Group. For more information on how climate-related risk is integrated into the Group's risk management process, see pages 12 to 13 of this Report For more information our approach to sustainability, see https://oxfordmetrics.com/sustainability. The Group's section 172 statement, which sets out how the Group has engaged with broader stakeholder concerns can be found on pages 17 to 19 of this Report.

Principle		How we have complied during the Year
5	**Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation**	The Board (through the Audit and Risk Committee) provides oversight of the Group's system of internal control and risk management, with management identifying and documenting the Group's principal risks, including an assessment of their likelihood, impact and appropriate mitigation. In FY25, the Group continued to develop and enhance its approach to risk management, with the process of identification, monitoring and mitigation of risks well understood throughout the Group. The Group is, however, in the process of developing a systematic approach to calibrating its risk appetite, and in the coming financial year, the Group will develop and adopt a risk appetite statement and approach. While we look forward to reporting on this next year, the Group notes that it has not fully complied with Principle 5(b) in FY25. A summary of the Group's material risks can be found on pages 14 to 16 of this Report. For more information on the work of the Audit and Risk Committee in FY25, including in relation to the how the Audit and Risk Committee approached the independence of the statutory auditor, see pages 35 to 37 of this Report. An assessment of climate-related risks and opportunities is integrated into the Group's overall risk management framework and for more information, see pages 12 to 13 of this Report. To date, no climate-related risks being deemed to currently be material to the Group's future business or strategy.
Maintain a dynamic management framework		
6	**Establish and maintain the board as a well-functioning, balanced team led by the chair**	The Board collectively reviews its composition, with appointments being made by unanimous decision as required. In FY25, the Board engaged an external search agency to support it in appointing a non-executive director to replace Paul Taylor as Chair of the Audit Committee. After receiving a long list of candidates from the search agency and taking into the competencies identified by the agency in compiling this list, a short list of candidates was identified, each of whom met with the entire Board. Following these meetings, Margaret Amos was appointed to the Board, including as Chair of the Audit Committee. A similar process was undertaken after the end of the year in relation to the appointment of Gary Bullard as Chair, which will be reported on in next year's annual report. See pages 28 to 29 of this Report for the biographies of each of our directors, including, at page 29, a summary of the skillset of the Board which is most relevant to supporting the Company in executing its strategy. Each of the Non-Executive Directors (including the Chair) has been assessed to be fully independent, with no actual or perceived basis on which this might be impaired. In this regard, no non-executive directors receive any performance-related remuneration. Non-executive directors are expected to devote as much time as is necessary for the proper performance of their duties. Executive directors are full-time employees and expected to devote as much time as is necessary for the proper performance of their duties. Finally, post period end, the Nomination Committee was formally constituted as a standing committee of the Board. The terms of reference for the Nomination Committee are available at https://oxfordmetrics.com/file/omg/oxford-metrics-plc-nomco-tor-25-nov-2025-18940.pdf. We intend to report fully on this development in next year's annual report.

Principle		How we have complied during the Year
7	**Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities**	In FY25, the Group's approach to governance continued to evolve to support its growth, with the Board remaining committed to delivering high standards of corporate governance. Further information on our governance framework and structures can be found on page 34 of this Report. Biographies for each of the directors are set out at pages 28 to 29 of this Report, including a summary of the key skills and competencies of each of the Directors. Directors are able, at the Company's expense, to seek independent professional advice as required to support their role as a member of a Board committee or for any matter within the authority or competence of the Committee. In addition to ad hoc training and briefing provided by the Company's advisers and via the Company Secretary, each of the Board's Non-Executive Directors have relevant appointments outside of their engagement with the Company, which ensures that their skills and capabilities are kept up to date. A list of the Company's advisors is available on page 98 of this Report.
8	**Evaluate board performance based on clear and relevant objectives, seeking continuous improvement**	An internally facilitated review of the Board's performance is typically conducted by the Company Secretary on an annual basis. However, with the appointment of a new Company Secretary, the stepping down of four directors and appointment of three new directors in the last year, and in particular, the timing of the appointment of a new Chair shortly after the end of FY25, the Board has elected to defer this internal performance evaluation to FY26. Accordingly, the Company notes that it has not fully complied with Principle 8(b) and (c) in FY25. In this regard, we note that the effectiveness and contribution of each Director is kept under constant review by the Chair. The Chair unequivocally recommends that all shareholders vote in favour of the election or re-election of each of the Directors at the Company's Annual General Meeting. Subject to the outcomes of the internally facilitated review which will take place in FY26, there are currently no plans for an externally facilitated review of the Board's performance. For more information on the Board's approach to the appointment of directors, including a description of the mandate of the Company's Nomination Committee (which was constituted post-period end) see the response in respect of Principle 7 above, as well as the Chair's Statement on Corporate Governance at page 26 of this Report. No further appointments to the Board are expected in FY26.
9	**Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture**	The Group's Report on Directors Remuneration explains how the structure of directors' remuneration has supported delivery of the Company's strategy in FY25. See pages 38 to 46 of this Report. The Company is listed on AIM and is therefore not subject to sections 439 or 439A of the Companies Act. As such, the Company has not historically put its annual remuneration report to a non-binding advisory vote of shareholders. Despite having robust, open and strong communication with its shareholders, and light of the preparatory work required to engage them in a formal voting process, the Company does not intend to put its remuneration report to a non-binding vote at the FY25 Annual General Meeting. The Company will assess this position in February 2026, following the FY25 Annual General Meeting. Accordingly, the Company notes that it will not comply with Code Principle 9(e) in respect of FY25.

Principle		How we have complied during the Year
10	**Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders**	A high-level summary of the nature of the engagements which the Board has had with shareholders in FY25 is set out in response to Principle 3 above. Please also see the Company's Section 172 Statement at pages 17 to 19 of this Report. None of the resolutions tabled for approval at the FY24 Annual General received a significant vote against. A copy of the Group's Notice of Meeting in respect of the FY25 Annual General Meeting is set out at pages 99 to 106 of this Report. In recognition of the importance and centrality of risk management to the Group's strategy going forward, as well as the need to calibrate risk appetite, the Audit Committee was re-constituted as the Audit and Risk Committee in FY25. In addition, and post period-end, a formal standing Nomination Committee of the Board was constituted. The reports of the Audit and Risk Committee and the Report on Directors' Remuneration respectively start at pages 35 and 43 of this Report.

GOVERNANCE FRAMEWORK

The Board

The Board is responsible for the Group's long term success and sets its strategic aims and monitors management's performance against these objectives.

The Board has also reserved certain matters for its exclusive decision, and control. These are available on the Company's website at https://oxfordmetrics.com/file/omg/oxford-metrics-plc-board-reserved-matters-64101.pdf.

The Board delegates certain matters to the four committees constituted by it.

The terms of reference for the Audit and Risk Committee, Remuneration Committee and Nomination Committee are available on the Group's website.

Please see the section of our website setting out the information required to be disclosed pursuant to AIM Rule 26 at https://oxfordmetrics.com/aim-rule-26.

Audit and Risk Committee	Remuneration Committee	Nomination Committee	Disclosure Committee
Oversees matters relating to the Group's financial reporting, external audit, internal controls, risk management, ethics and compliance, whistleblowing and fraud.	Determines the policy for Executive Director remuneration, sets remuneration for the Chair of the Board, Executive Directors and senior management and reviews workforce remuneration and related policies.	Leads the process for Board appointments and ensures plans are in place for orderly succession in respect of the Board and senior management.	Oversees compliance with public disclosure obligations, including the identification of price sensitive information and ensures the accurate, timely, and relevant public communication thereof.
Chaired by Margaret Amos	**Chaired by Ian Wilcock**	**Chaired by Gary Bullard**	**Chaired by Gary Bullard**
Members Naomi Climer Ian Wilcock	**Members** Naomi Climer Margaret Amos	**Members** Naomi Climer Ian Wilcock Margaret Amos	**Members** Naomi Climer Imogen Moorhouse Zoe Fox
See pages 35 to 37 of this Report for more information on the work of the Audit and Risk Committee in FY25.	See pages 38 to 46 of this Report for the FY25 Report on Directors Remuneration.	The Nomination Committee was constituted post period-end. We look forward to reporting on its activities in FY26.	

Executive Management

The Board has delegated the execution of the Group's strategy and day-to-day management of the Group's business to the Executive Directors.

AUDIT AND RISK COMMITTEE REPORT

Dear Shareholder,

On behalf of the Board of Directors, I am pleased to present the report of the Audit and Risk Committee (the **Committee**) for the Company and its subsidiaries (together, the **Group**) for FY25. This is my first report as Chair of the Committee and indeed, the first report of the Committee, re-constituted as the Company's Audit and Risk Committee.

The Committee in FY25

The Committee has, in the past, played an important role in overseeing risk management for the Group. However, this was not formally documented and a key development for the Committee in FY25 (as its name now suggests) was to adopt revised terms of reference for it reflecting this role in relation to risk management. These terms of reference are available on the Company's website at: https://oxfordmetrics.com/file/oxfordmetrics/oxford-metrics-plc-arc-tor-14-october-2025-21618.pdf.

While the Board retains overall responsibility for risk management, the Committee is now mandated to review and monitor the risk management systems and overall risk framework and review the effectiveness of these processes.

For further information on how the Company manages risk, as well as description of the Group's principal risks, see pages 12 to 16 of this Report.

Duties of the Committee

In addition to formalising the Committee's approach to risk management, the updated terms of reference have provided greater clarity on its main duties, with Committee's key objective being the provision of effective financial governance and assistance to the Board in ensuring the integrity of the Group's financial reporting. More specifically, the Committee is responsible for:

- overseeing the integrity of the Group's financial reporting, including reviewing its annual and interim accounts, accounting policies, key judgements and disclosures, including compliance with the AIM Rules and relevant accounting reporting standards;
- managing the relationship with the Group's external auditors, including recommending their re-appointment, ensuring their independence is safeguarded, setting fees, and monitoring audit effectiveness and non-audit services;
- monitoring whistleblowing and fraud detection throughout the Group; and
- reporting to the Board and shareholders on the Committee's work.

Committee composition, experience and skillset

On my appointment as a Non-Executive Director of the Company in June, I was appointed to the Committee. On 30 June 2025, Paul Taylor stepped down from the Board (including as Chair of the Committee), and I assumed the role of Chair of the Committee. On behalf of the Committee, I extend my sincere thanks to Paul for the contribution he made to the Committee and Company in his tenure as a Non-Executive Director, as well as the Chair of the Committee.

Save for the above, the composition of the Committee in FY25 remained unchanged. In addition to myself as Chair, the Committee consisted of Naomi Climer and Ian Wilcock, both of whom are independent Non-Executive Directors.

In accordance with best practice, the Committee is required to comprise at least one member with recent and relevant experience in financial and accounting matters and should collectively have experience and competence in the markets in which the Group operates. As Chair, I have the required level of financial and audit experience, being qualified as a chartered management accountant with almost three decades of experience in financial and accounting matters in executive and non-executive roles.

Collectively, the Committee also has extensive experience and competence within the sectors which the Company operates:

- Naomi Climer is an engineer by training, and has spent a large part of her career in broadcast, media and communications technology; and
- Ian Wilcock has extensive experience in high technology, with significant experience in the scientific instrument sector.

For the biographies of the members of the Committee, see pages 28 to 29 of this Report.

Committee meetings

During the year, the Committee met three times, with two further meetings held post period end to review and approve the Group's full year results and to monitor progress against the audit plan proposed by the external auditor.

At these meetings, the Committee invited the Chair of the Board, the CEO, the CFO and other members of Group senior management (including the Group Head of Finance and the General Counsel). In addition, and as Chair, I have met separately with the Audit Partner regularly without management to discuss significant audit and accounting matters.

Committee members also met with the auditors without the Executive Directors present on one occasion.

Financial statements

The Committee reviewed final drafts of the Group's unaudited interim financial statements (six months to 31 March 2025) and the Group's Annual Report and Accounts. As part of this process, the performance of the Group's key reporting components was considered, with key judgements, estimates and accounting policies approved by the Committee before being recommended for approval by the Board.

The Committee considers the issues set out below to be the most significant considered by it in relation to the Group's financial statements, based upon its interaction with management and the external auditors. These issues broadly align with those disclosed in the Independent Auditor's Report on pages 47 to 56 of this Report:

- **Revenue recognition:** a material proportion of the Group's revenue is derived from multi-element arrangements which include the sale of hardware, software and ongoing support. Given the risk that hardware and software revenue may not be recognised in the correct period, the Committee challenged management on its approach to revenue recognition, and assessed that it was comfortable with the accounting treatment;

- **Valuation of intangible assets:** the balance sheet includes goodwill and intangible assets of £23.7m (2024: £18.7m). This represents a material proportion of the Group's net assets and includes £2.2m in relation to markerless development costs and £6.9m in relation to goodwill attributable to IVS and the Sempre Group. During the year, the Markerless development asset was impaired by £750,000. The Committee considered and confirmed the appropriateness of the assumptions and factors used in the impairment review process and were comfortable with the carrying values of these assets; and

- **Acquisition of Sempre Group:** in October 2024, the Group announced the acquisition of the Sempre Group for total consideration of up to £5.5m, including an earn-out of up to £0.5m contingent on the Sempre Group meeting performance targets. Management identified separate intangible assets at £2.1m comprising intellectual property, customer relationships and brand. The Committee considered the application of the relevant accounting standards and judgments to the acquisition (including the related disclosures) to be reasonable.

Fair, balanced and understandable assessment

The Committee reviewed the financial statements, together with the narrative reporting contained in this report and has assessed that the Group's 2025 Annual Report and Accounts, taken as a whole, is fair, balanced and understandable.

In arriving at this conclusion, the Committee:

- reviewed and considered the monthly management reports circulated to the Board;

- reviewed an early draft of the Annual Report and Accounts, providing relevant feedback to management; and

- regularly reviewed and discussed the Group's financial performance during the year, including being regularly briefed by the Chief Financial Officer.

Accordingly, the Committee has advised the Board of its conclusion that the 2025 Annual Report and Accounts, taken as a whole, is fair, balanced and understandable.

Risk management and effectiveness of internal controls and internal audit

As set out elsewhere in this Report, the Board of Directors, advised by the Committee, has overall responsibility for the Group's system of internal control and for reviewing its effectiveness. See pages 12 to 16 of this Report for details of the Group's risk management processes, as well as the principal risks facing the Group, and the strategies put in place to mitigate them.

Given the Group's size and complexity, it does not have a separate internal audit function. The external auditor reports to the Committee (and to the Board) on any controls which, during the course of its audit work, it has identified as requiring improvement with the Group.

The Committee is required, under its terms of reference to review the need for a separate internal audit function on an annual basis. It has concluded that the reporting lines within the Group and the level of control exercised by the management team are sufficiently robust to make an internal audit function neither necessary nor cost-effective at this time. Management will continue to ensure that the internal control environment develops appropriately with the size of the Group, with respect to the identification, evaluation and monitoring of risk.

The Committee has concluded that the Company's overall risk and control framework remains effective.

External auditor

BDO LLP was appointed as the Group's external auditor in 2008. Daniel Henwood was appointed as Audit Partner following conclusion of the 2019 audit. Given the length of his tenure, Mr Henwood is expected to rotate off as the Group's Audit Partner at the conclusion of this audit.

The Committee and the Board place great emphasis on the objectivity of the external auditor in its reporting to shareholders. The Audit Partner is present at Committee meetings as required to ensure full communication of matters relating to the audit.

Following completion of the FY25 audit, the Committee will review the overall performance of the external auditor and will consider the views of Committee members and senior finance personnel in relation to the overall quality, independence and objectivity, business understanding, technical knowledge, quality and continuity of personnel, responsiveness and cost effectiveness of the current external auditor. While a formal assessment was not completed in respect of the FY24 audit, we look forward to reporting on the outcomes of the Committee's assessment in relation to the FY25 audit in next year's annual report.

The above notwithstanding, on the basis of the Committee's engagement with the external auditor and the audit work completed, it has assessed that BDO LLP continue to provide an effective audit. The Committee and Board will recommend their re-appointment at the Company's Annual General Meeting for FY25.

On each occasion the Audit Partner attends Committee meetings, the Committee will discuss any pertinent issues with the Audit Partner without management present. The scope of the forthcoming year's audit is discussed in advance by the Committee, with proposed audit fees approved by the Committee.

Non-audit services

To ensure objectivity and independence of the external auditors, any service provided by them must be approved in accordance with the Group's approach on auditor independence and the provision of non-audit services, which is consistent with the FRC's Ethical Standard for Auditors.

The external auditor is only selected to provide non-audit services if they are well placed to provide the required service at a competitive cost and the Committee is satisfied that the assignment will not impair their objectivity.

In accordance with relevant professional standards, the external auditors have confirmed their independence as auditors in a letter to the directors. Details of the fees paid to the external auditors for audit and non-audit services are set out in note 6 to the Financial Statements.

Committee effectiveness

As set out in the Corporate Governance section of this Report (see page 26 and following of this Report), the Board has not conducted an internally facilitated review of its (or any of its committees') performance in FY25. The Committee recognises that this is a departure from the recommendations set out in 2023 Quoted Companies Alliance Corporate Governance Code, but notes the explanation provided for this (see page 32 of this Report), with the Board electing to defer this internal effectiveness assessment to FY26. We look forward to reporting on the outcomes of this assessment in next year's report.

Margaret Amos
Chair of the Audit and Risk Committee
8 December 2025

REPORT ON DIRECTORS' REMUNERATION

STATEMENT FROM THE CHAIR OF THE REMUNERATION COMMITTEE

Dear Shareholder,

I am pleased to present the Report on Directors' Remuneration for FY25. I took over as Chair of the Remuneration Committee (the **Committee**) in February from Naomi Climer. This is my first report as Chair of the Committee. This report is in three parts:

- this introductory statement, in which I summarise how the Committee has operated in FY25, including its key activities;
- the Company's Policy on Executive Directors' Remuneration (the Policy), which was last adopted by the Committee in 2022; and
- the Report on Directors' Remuneration, which sets out details of all payments made to Directors in respect of FY25.

Basis for this report

The Company is required to make the disclosures set out in Schedule 5 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (the **Regulations**) and has adopted the Quoted Companies Alliance Corporate Governance Code (2023) (the **QCA Code**) as its recognised corporate governance code for purposes of AIM Rule 26. The disclosures required by the Regulations are set out in this report. The Committee and Company are committed to ensuring that stakeholders have clarity on how remuneration for the Company's Directors is set, managed and monitored.
In addition, and to this end, while the Company is not subject to the Directors Remuneration Report Regulations (2019), certain additional disclosures which would be prescribed by these regulations have been included in this Report.

QCA Code compliance

Details in relation to how the Company has generally complied with the QCA Code in FY25 are set out elsewhere in this report (see pages 30 to 33). A material change from the previous version of the Code (2018) is the introduction of Principle 9, which requires that companies establish a remuneration policy which supports long-term value creation as well as a company's purpose, strategy and culture. In addition, the new Code requires that pay structures be transparent, fostering alignment with shareholder interests while supporting and reinforcing the desired corporate culture.

Save in one respect, I am pleased to report that in the first year of the new Code's operation, the Committee considers that it will fully comply with Code Principles 9(a) through (d) of the QCA Code.

In relation to Code Principle 9(e), the Code recommends that companies put their annual remuneration report to an advisory shareholder vote, and where not required to put it to a binding vote, the adoption of revised remuneration policies be put to an advisory vote.

The Company does not intend to put this report to an advisory shareholder vote at its FY25 Annual General Meeting. The Company is committed to working towards doing so in subsequent years but, to date, has not been subject to any legal requirement to do so. Given this, the Company does not believe that it is ready to meaningfully engage with shareholders within the context of a formal vote (albeit advisory) on the remuneration report at an Annual General Meeting. The Company will continue to review its position on this issue in subsequent reporting years. We reiterate that full disclosure of the Company's remuneration practices is provided in this report to ensure transparency, and that shareholders are encouraged to engage with the Company through its established communication channels. To date, the Company believes these channels for communication provide a more meaningful and proportionate means for shareholders to provide input and feedback, than a binary vote.

The Remuneration Policy was not reviewed in FY25, nor were any new share schemes introduced by the Company.

Committee membership

Following my appointment as a Non-Executive Director of the Company in October, I was appointed to the Committee and assumed the role of Chair in February 2025. Following her appointment as an independent Non-Executive Director of the Company in June, Margaret Amos was also appointed as a member of the Committee. Naomi Climer continues to be a member of the Committee. Both David Quantrell and Paul Taylor ceased to be members of the Committee when they stepped down from the Board of Directors on 23 October 2024 and 30 June 2025 respectively.

On behalf of the Committee, I extend my sincere thanks to Naomi, and to David and Paul for the contributions they have made to the Committee in their respective tenures as Chair and as members of the Committee.

Role of the Committee

The Committee's primary role is to determine and agree with the Board the framework for the remuneration of the Company's Chair and Executive Directors, and to provide oversight of the remuneration of other senior members of management as well as the Company's workforce.

In performing this role, the Committee:

- agrees the Policy with the Board and reviews its ongoing appropriateness and relevance;
- determines the total individual remuneration package for each Executive Director, including fixed pay, bonuses, other incentive payments and share/option awards;
- determines the policy for and scope of any pension arrangements for each Executive Director;
- oversees any major changes in employee benefit structures across the Company or Group;
- reviews the performance and award of any options granted;
- agrees the terms and conditions for any remuneration consultants appointed by the Committee.

The Committee is required to meet formally at least twice a year, and at such other times as the Chair requires or as the Board may request. The Committee met twice in FY25 and to date has met twice in FY26. As part of the Committee's activities, it reviewed and revised its terms of reference, which are available at https://oxfordmetrics.com/file/omg/oxford-metrics-plc-remco-tor-14-oct-2025-67164.pdf.

Remuneration in FY25

When addressing salary levels, the Remuneration Committee considered all relevant factors including company performance in the previous financial year, individual performance, external benchmarks and alignment between executive remuneration and the remuneration of the wider staff. Within that context, the committee agreed that FY25 was not a year for pay rises and salaries remained at their FY24 levels for executives.

The annual bonus in FY25 for all three executive directors was based on a combination of financial measures (80%) and personal objectives (20%), the financial measures being achievement of revenue target (40% of total) and adjusted EBIT target (40% of total). The committee reviewed these bonus criteria using the audited financial results of the business and the achievement of the three executives' personal objectives, and proposed the following bonus outcome for this financial year:

	Performance targets			
Executive Director	**Revenue (40%)**	**EBIT (40%)**	**Operational (personal) objectives (20%)**	**Total bonus payable of maximum (100%)**
Imogen O'Connor	3.0%	Nil	20%	23%
Zoe Fox	3.0%	Nil	20%	23%
Cathy Robertson	3.0%	Nil	20%	23%

Given Cathy Robertson's retirement from the Company on 23 May 2025, her bonus payment will be pro-rated for time served.

Workforce remuneration

The Committee recognises its responsibility to monitor remuneration practices across the wider workforce and to ensure that these remain appropriate and competitive. The Company's approach is to provide remuneration packages that are fair and attractive at all levels of the Group, reflecting the competitive markets in which it operates. Alongside fixed remuneration, variable elements, including bonus arrangements, are in place at different levels of the organisation to incentivise high performance and to support the delivery of the Company's strategic objectives.

In response to comments received in employee feedback surveys, and in the latter part of FY25, management tabled a proposal to the Committee to allow members of the Company's senior leadership team (in addition to the Executive Directors) to participate in the Company's Long Term Incentive Plan. As at the date of this report, management is finalising the structure, eligibility and award levels for such awards, with the intention being to make inaugural awards in FY26. I look forward to reporting further on this in next year's report.

Looking ahead

In FY26, the Committee intends undertaking a full review of the Company's Remuneration Policy, particularly against the background of the progress which the Company has made against its strategy and the Company's revised strategic plan, which is to be unveiled in 2026. The objective of this review will be to ensure the Policy continues to support delivery of the Company's strategic objectives and appropriately incentivises our highly regarded management team. I look forward to reporting on this in next year's report.

I welcome feedback from any stakeholder on any aspect of this Report. There will be an opportunity to ask me questions about the activities of the Committee at the Company's Annual General Meeting, which will be held in February 2026. We look forward to your ongoing support.

Ian Wilcock
Chair of the Remuneration Committee
8 December 2025

POLICY ON EXECUTIVE DIRECTORS' REMUNERATION (the Policy)
(last adopted in 2022)

Element of remuneration	Purpose and strategic Relevance	Policy and approach
General policy	Attract, retain, and motivate talented individuals while promoting responsible corporate governance and aligning executive remuneration with shareholder value creation.	The Company's approach to remuneration is established to align the interests of executives and staff with the long-term success and sustainability of the company.
Base Salary	To recruit and reward executives of a suitable calibre to execute the Company's strategy by paying competitive levels of fixed remuneration.	Base salaries are reviewed annually by the Committee considering changes in roles and responsibilities, prevailing market context, consistency with staff remuneration practices and benchmark comparisons with other companies of a similar size and complexity.
Benefits	To support the well-being of executives.	Benefits typically include medical insurance, life insurance and company cars and car allowances. Other benefits may be provided in appropriate circumstances, as determined on a case-by- case basis
Pension	To assist with post-retirement financial planning.	A pension contribution of up to 15% of base salary is paid including the option to take a cash alternative. Consideration has been given to the alignment with pension contribution levels for staff in determining the level of benefit offered.
Annual Bonus	To incentivise the achievement of the Company's short-term operational and financial goals whilst promoting long-term sustainability.	The maximum bonus is set as a percentage of base salary: • 125% for the CEO; • 100% for the CFO; and • 50% for other Executive Directors. Bonuses may be based on a combination of financial and non-financial measures. The scorecard for the Executive Directors in role at the date of this report is based entirely on financial performance. However, the Committee retains discretion to vary this split from year to year and may re-allocate up to 20% of the scorecard allocation to operational (personal) objectives. Measures are selected, and targets set, annually to ensure these align with the Company's short-term business priorities.

Element of remuneration	Purpose and strategic Relevance	Policy and approach
Long Term Incentive Plan **(LTIP)**	To incentivise the delivery of the Company's long-term strategic objectives and provide alignment with shareholders through the use of share-based incentives.	The Company uses the LTIP to underpin the Company's longer-term growth strategy. Inflight LTIP awards vest based on a combination of Total Shareholder Return **(TSR)** performance (over up to a five-year period to the end of FY26, to align with the time horizon of our existing Strategic Plan) and Earnings Per Share **(EPS)** growth over a three-year period to the end of FY26. Further details of awards granted to date to Imogen O'Connor and Zoe Fox are set out on page 45 of this Report. As disclosed in the FY24 Report, the Committee has moved to granting LTIP awards annually, the vesting of which is based on performance over a three-year period. Further details are set out on page 43 of this Report.

Executive Directors service agreements

No Executive Director has a service agreement with a notice period which exceeds 12 months.

Non-Executive Directors

The Non-Executive Directors do not have service contracts but instead have letters of appointment which contain, among other items, details of their period of appointment, fees as well as the policy for reimbursing reasonable expenses incurred in the performance of their duties. In accordance with the 2023 QCA Code (which has been adopted by the Company) all Directors are required to stand for re-election at each Annual General Meeting following their appointment.

APPLICATION OF THE POLICY
(for the period 1 October 2024 to 30 September 2025)

Element	Remuneration determination
Base Salary	In FY25, the Group conducted a workforce-wide pay review and benchmarking exercise for all employees, which was finalised shortly before the end of the financial year. Pending the outcome of this exercise and given Group performance in FY24, pay for the entire workforce was frozen. In light of this decision, and despite the strong performance of Executive Directors in-role, the Committee decided that there would be no increases to Executive Directors' base salaries for FY25, which remained as follows: Imogen O'Connor £225,000 (no change from FY24) Zoe Fox £197,500 (no change from FY24) Cathy Robertson[1] £153,300 (no change from FY24) 1 Cathy Robertson retired on 23 May 2025. While her annualised base salary is reflected in this table, she received prorated portion of this (£99,449) in respect of the period 1 October 2024 to 23 May 2025. For more information, see the table of total remuneration set out below.
Benefits	No change
Pension	No change. The maximum contribution level is set at 10% of salary for the Executive Directors in role at the date of this Report.
Annual Bonus	The Annual Bonus in FY25 for all three Executive Directors was based on a combination of financial measures (80%) and operational (personal) objectives (20%). The financial measures were equally split between a target relating to revenue (40%) and adjusted EBIT (40%). The Committee have disclosed aspects of the targets where these are not considered to be commercially sensitive. The Committee reviewed the Annual Bonus criteria using the Company's audited financial results and the achievement of the Executive Directors' personal objectives and approved a bonus outcome of 23% for each of the Executive Directors for FY25:

Director	Total bonus payable of maximum	Maximum possible bonus (% of salary)	Overall portion of salary payable (%)	Salary (£ '000)	Bonus outcome (£ '000)
Imogen O'Connor	23%	125%	29%	£225	£64.69
Zoe Fox	23%	100%	23%	£198	£45.43
Cathy Robertson*	23%	50%	12%	£153	£11.81

* Cathy Robertson retired from the Company on 23 May 2025. Her bonus payment has been prorated for the portion of the year she was employed by the Company.

LTIP — The following awards were made under the LTIP in FY25:

Director	Total number of shares over which options granted during the year (the Options)	Total number of shares under option held following grants made during FY25	Total number of shares under option held as % of issued share capital
Imogen O'Connor	389,948	1,077,601	0.93%
Zoe Fox	818,830*	818,830	0.71%

* On 31 October 2024, an LTIP award of 545,000 shares with an exercise price of £0.0025 was made to Zoe Fox in connection with her appointment as CFO. The balance of the options awarded to Zoe Fox in FY25 (273,830) were awarded on 17 December 2024, as the LTIP award which is made in the ordinary course. The vesting dates and performance conditions applicable to each of the awards made in FY25 are set out on pages 45 to 46 below.

Total remuneration

The following tables set out the aggregate emoluments earned by Directors who served during the year, excluding gains on share option exercise and LTIP-related payments:

	FY 2025					
	Salary[6] £'000	**Bonus £'000**	**Benefits £'000**	**Pension £'000**	**Other £'000**	**Total £'000**
R Parry (Chair)	**100**	**-**	**-**	**-**	**-**	**100**
D Quantrell (iNED)[1]	**3**	**-**	**-**	**-**	**-**	**3**
N Climer (Senior Independent Director)	**55**	**-**	**-**	**-**	**-**	**55**
P Taylor (iNED)[2]	**38**	**-**	**-**	**-**	**-**	**38**
I Wilcock (iNED)[3]	**53**	**-**	**-**	**-**	**-**	**53**
M Amos (iNED)[4]	**18**	**-**	**-**	**-**	**-**	**18**
I O'Connor (Chief Executive Officer)	**225**	**65**	**14**	**23**	**-**	**327**
Z Fox (Chief Financial Officer)	**198**	**45**	**11**	**20**	**-**	**274**
C Robertson (Company Secretary and Executive Director)[5]	**99**	**12**	**8**	**15**	**-**	**134**
	789	**122**	**33**	**58**	**-**	**1,002**

Notes:

1 David Quantrell stepped down from Board on 24 October 2025.
2 Paul Taylor stepped down from Board on 30 June 2025.
3 Ian Wilcock was appointed to the Board on 7 October 2024.
4 Margaret Amos was appointed to the Board on 2 June 2025.
5 Cathy Robertson stepped from the Board on 23 May 2025.
6 Apart from the Chair, who receives a fee of £100,000 per annum, each of the Non-Executive Directors receives a base fee of £50,000 per annum, with an additional fee of £5,000 per annum in respect of additional appointments as (i) Senior Independent Director (ii) Chair of the Audit and Risk Committee and (iii) Chair of the Remuneration Committee.

	FY 2024					
	Salary £'000	Bonus £'000	Benefits £'000	Pension £'000	Other[1] £'000	Total £'000
R Parry (Chair)	100	-	-	-	-	100
D Quantrell (iNED)	50	-	-	-	-	50
N Climer (iNED)	50	-	-	-	-	50
P Taylor (iNED)	50	-	-	-	-	50
I O'Connor (Chief Executive Officer)	225	-	12	23	-	260
Z Fox (Chief Financial Officer)[3]	49	-	3	5	48	105
C Robertson (Company Secretary and Executive Director)	153	-	10	23	-	186
D Deacon (Chief Financial Officer)[2]	189	-	13	28	-	230
	866	-	38	79	48	1,031

Notes:

1 Relates to the buyout component of the expected value of an incentive forfeited by Zoe Fox on joining the Company.
2 David Deacon retired on 30 September 2024.
3 Zoe Fox was appointed on 1 July 2025.

During FY25, the Executive Directors received no payments equivalent to dividends due on vested but unexercised LTIP shares or gains on the exercise of share options.

Directors' share options

The interests in share options for directors who served during the year were as follows:

	1 October 2024	Exercised in the period	Lapsed in the period	Granted in the period	30 September 2025	Exercise price	Date exercisable
Imogen O'Connor							
13 Feb 2024	687,658	-	-	-	687,658	£0.0025	2 Dec 2026
17 Dec 2024	-	-	-	389,948	389,948	£0.0025	17 Dec 2027
Zoe Fox							
31 Oct 2024	-	-	-	545,000	545,000	£0.0025	2 Dec 2026
17 Dec 2024	-	-	-	273,830	273,830	£0.0025	17 Dec 2027
Cathy Robertson							
2 Dec 2021	398,567	-	(108,104)*	-	290,463	£0.0025	3 Dec 2026
13 Feb 2024	93,704	-	(42,359)*	-	51,345	£0.0025	2 Dec 2026
	1,179,929	-	(150,463)	1,208,778	2,238,244		

Notes:

* Cathy Robertson retired from the Board and the Company on 23 May 2025. In accordance with the LTIP Rules adopted on 23 September 2021, she was treated as a good leaver, as a result of which the LTIP awards made to her would be prorated to 23 May 2025, but shall vest in accordance with the normal vesting date, to the extent the LTIP award conditions (see below for a summary thereof) are achieved. The share options which are reflected as having lapsed above are the shares which have been prorated in respect of the period between 23 May 2025 and the date from which the awards are exercisable.

LTIP Award conditions

At the end of FY25, there were five unvested LTIP awards in issue to individuals who served as Executive Directors during the year. More detailed information on the achievement of the specific performance conditions will be disclosed when the awards vest. Prior to vesting, however, these are considered commercially sensitive.

Date of award and Director awarded	Vesting period	Performance conditions
2 December 2021 (Cathy Robertson)	60 months	• 100% of this award is related to absolute Total Shareholder Return for the period 1 October 2021 to 30 September 2026. Performance in line with the threshold and stretch targets will result in 25% and 100% vesting respectively, with straight-line interpolation between these points
13 February 2024 (Imogen O'Connor)	34 months	• 50% of this award is related to absolute Total Shareholder Return for the period 1 October 2023 to 30 September 2026. Performance in line with the threshold and stretch targets will result in 25% and 100% vesting respectively, with straight-line interpolation between these points. • 50% of this award is related to EPS over the period 1 October 2023 to 30 September 2026. Performance in line with the threshold, mid and stretch targets will result in 18%, 75% and 100% vesting respectively, with straight-line interpolation between the threshold and mid target and mid and stretch targets.
13 February 2024 (Cathy Robertson)	36 months	• 100% of this award is related to absolute Total Shareholder Return over the period 1 October 2023 to 30 September 2026. Performance in line with the threshold and stretch targets will result in 25% and 100% vesting respectively, with straight-line interpolation between these points.

Date of award and Director awarded	Vesting period	Performance conditions
31 October 2024 (Zoe Fox)	24 months	• 50% of this award is related to absolute Total Shareholder Return over the period 31 October 2024 to 30 September 2026. Performance in line with the threshold, mid and stretch targets will result in 18%, 75% and 100% vesting respectively, with straight-line interpolation between the threshold and mid targets and mid and stretch targets. • 50% of this award is related to EPS over the period 1 October 2024 to 30 September 2026. Performance in line with the threshold, mid and stretch targets will result in 18%, 75% and 100% vesting respectively, with straight-line interpolation between the threshold and mid targets and mid and stretch targets.
17 December 2024 (Imogen O'Connor and Zoe Fox)	36 months	• 50% of this award is related to relative Total Shareholder Return over the period 1 October 2024 to 30 September 2027. Performance in line with the threshold and stretch targets will result in 25% and 100% vesting respectively, with straight-line interpolation between these targets. • 50% of this award is related to EPS over the period 17 December 2024 to 16 December 2027. Performance in line with the threshold and stretch targets will result in 25% and 100% vesting respectively, with straight-line interpolation between these targets.

Directors' interests in shares

The directors in role at the end of the financial year held the following beneficial interests in the ordinary share capital of the Company, according to the register of directors' interests:

	Number of shares		**Percentage**	
	30 Sept 2025	1 Oct 2024	**30 Sept 2025**	1 Oct 2024
R Parry (iNED and outgoing Chair)	**333,045**	333,045	**0.29**	0.25
N Climer (Senior Independent Director)	**20,114**	20,114	**0.02**	0.02
I Wilcock (iNED)[1]	**21,244**	-	**0.02**	-
M Amos (iNED)[2]	**-**	-	**-**	-
I O'Connor (Chief Executive Officer)	**223,703**	223,703	**0.19**	0.17
Z Fox (Chief Financial Officer)	**-**	-	**-**	-

Notes:

1 Ian Wilcock was appointed to the Board on 7 October 2024.

2 Margaret Amos was appointed to the Board on 2 June 2025.

Gender Pay Gap

Oxford Metrics plc currently has 181 employees (2024: 156) in the United Kingdom. The Company is not obliged to undertake a formal review of its potential gender pay gap. However, it carries out a review of gender and remuneration levels across the UK, which is tabled with the Board for information.

External advisers

The Committee has engaged the services of Ellason LLP (**Ellason**) to provide independent advice to the Committee relating to remuneration matters. Ellason is a member of the Remuneration Consultants Group and, as such, voluntarily operates under the code of conduct in relation to executive remuneration consulting in the United Kingdom.

The Committee is satisfied that the advice it received from Ellason during FY25 has been objective and independent. The fees paid to Ellason for work carried out in FY25 for the Committee totalled £13,575 (FY24: £6,637) and were based on a time and materials basis.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OXFORD METRICS PLC

Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 September 2025 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Oxford Metrics Plc (the "**Parent Company**") and its subsidiaries (the "**Group**") for the year ended 30 September 2025 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated Statement of Cashflows, the Consolidated and Company Statement of Changes in Equity and notes to the financial statements, including material accounting policy information. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 **Reduced Disclosure Framework** (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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

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

- Obtaining an understanding of how the Directors undertook their going concern assessment to determine whether it was appropriate for the circumstances, using our knowledge of the business model, objectives, strategies and related business risks;
- Assessing the historical reliability of the Directors' budgeting and forecasting processes by comparing the actual results against previous forecasts;
- Testing the arithmetical accuracy of the Directors' assessment, including forecast liquidity under both base and downside scenarios;
- Obtaining the Directors' cash flow forecasts and assessing whether assumptions made were reasonable, both in relation to the industry and the markets in which the Group trades, and whether downside scenarios appropriately incorporated the Group's principal risks and uncertainties, along with our own assessment of those risks;
- Re-performing down-side stress testing and sensitivity analysis on key assumptions, including revenue growth assumptions, to determine whether changes in assumptions could cast significant doubt on the Group and Parent Company's ability to continue as a going concern;
- Considering the adequacy and appropriateness of disclosures in the financial statements regarding the going concern assessment.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group and the Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Overview

Key audit matters		2025	2024
	Inappropriate revenue recognition due to cut-off errors or incorrect deferral	✓	✓
	Development expenditure capitalisation	✗	✓
	Valuation of goodwill and other intangibles (IVS and Sempre CGUs)	✓	✗
	Valuation of development cost intangibles	✓	✗
	Business combinations	✓	✓
	Development expenditure capitalisation is no longer a key audit matter. This change is because the scale of new development projects has decreased compared to other items in the financial statements.		
	The business combinations key audit matter now focuses on the acquisition of Sempre in the current period, whereas last year it related to the acquisition of IVS.		
Materiality	*Group financial statements as a whole*		
	£550,000 (2024: £500,000) based on 1.2% (2024: 1.2%) of revenue		

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, the applicable financial reporting framework and the Group's system of internal control. On the basis of this, we identified and assessed the risks of material misstatement of the Group financial statements including with respect to the consolidation process. We then applied professional judgement to focus our audit procedures on the areas that posed the greatest risks to the Group financial statements. We continually assessed risks throughout our audit, revising the risks where necessary, with the aim of reducing the Group risk of material misstatement to an acceptable level, in order to provide a basis for our opinion.

Components in scope

The Group is made up of eleven entities, organised into the Motion Capture and Smart Manufacturing segments. Several components operate different IT systems, processes, controls and finance teams creating a disaggregated control environment.

As part of performing our Group audit, we have determined the components in scope as follows:

- **Oxford Metrics** – included because it is the parent company of the Group, requiring a statutory audit and procedures on the entire financial information of the component.
- **Vicon Motion Systems** – comprising Vicon Motion Systems Limited (UK) and Vicon Motion Systems Inc (US) which have common system and control environments. Included due to its role as the main trading entities comprising the Motion Capture segment, contributing significantly to revenues.
- **Sempre** – included as it is the largest entity in the Smart Manufacturing segment and a new acquisition made during the year.
- **Industrial Vision Systems** – included for specific procedures over the long-term contract revenue that it generates.

For these components, we used a combination of risk assessment and further audit procedures to gather sufficient evidence, including:

- procedures on the entire financial information of the component, including performing substantive procedures;
- procedures on one or more classes of transactions, account balances or disclosures; and
- specific audit procedures.

Procedures performed at the component level

We performed procedures to respond to group risks of material misstatement at the component level that included the following.

Component	Component Name	Entity	Group Audit Scope
1	Oxford Metrics	Oxford Metrics Plc (the Parent Company)	Statutory audit and procedures on the entire financial information of the component.
2	Vicon Motion Systems	Vicon Motion Systems Limited and Vicon Motion Systems Inc	Procedures on the entire financial information of the component
3	Sempre	Sempre Group Limited (UK) and Sempre Metrology Limited (IRE)	Procedures on the entire financial information of the component
4	IVS	Industrial Vision Systems	Specific audit procedures

The Group engagement team has performed all procedures directly and has not involved any component auditors in the Group audit.

Changes from the prior year

Changes from the prior year include the inclusion of Sempre as a component due to its acquisition and size. The scope for IVS has been reduced from procedures on the entire financial information to specific audit procedures, reflecting its decreased financial significance following the acquisition of Sempre.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current 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 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
Inappropriate revenue recognition due to cut-off errors or incorrect deferral The Group's revenue recognition policy is included within the accounting policies in note 2 and the components of revenue are set out in note 4. Vicon system sales are multi-element arrangements that include the sale of hardware, associated software and ongoing support. Revenue for the sale of hardware and perpetual licences is recognised at a point-in-time being when the hardware and licence keys are delivered to the customer. Revenue from support is recognised over time. Where support is provided free of charge a proportion of the contractual consideration is allocated to this separate performance obligation by reference to the equivalent standalone selling price of the support.	Our audit work included, but were not limited to the following: • We evaluated the design and implementation of the relevant controls over the early cut-off of hardware and perpetual software revenue in September 2025 and the valuation of the deferral of support revenue. • We assessed whether the Group's revenue recognition policy is consistent with IFRS 15. This included holding discussions to understand distributor relationships. • We reviewed a sample of contracts and other relevant communications to check that revenue has been recorded appropriately.

Key audit matter	How the scope of our audit addressed the key audit matter
There is a risk that hardware and perpetual software revenue may be recognised prior to the satisfaction of the performance obligations. This risk is focused in September 2025 due to the volume of sales that occurred in that period. Furthermore, there is a risk of inaccurate deferral of support revenue due to management's potential failure to correctly identify or value future support revenue based on the appropriate allocation of the transaction price. The Group's revenue and related profit recognition is a key performance indicator upon which results will be assessed. We therefore identified early cut-off of hardware and perpetual software revenue in September 2025 and the valuation of the deferral of support revenue as significant risks of material misstatement due to fraud and therefore a key audit matter.	• We tested, on a sample basis, whether hardware and associated software revenue transactions in period 12 (September 2025) had been recognised in the appropriate period. The testing was performed through agreement to evidence of delivery to the customer. • Where system sales included free of charge support, we assessed management's allocation of revenue based on standalone selling price, recalculated revenue allocated to the support obligation and recalculated the amount deferred. • We reviewed management's estimate of standalone selling prices and agreed a sample of inputs to supporting evidence such as contracts for standalone support agreements. • We reviewed post year end credit notes for returns of goods or other evidence that revenue was inappropriately recorded in the year. • We tested a sample of deferred income balances, recalculating revenue recognised and deferred and agreeing amounts to invoices and supporting contracts. ***Key observations*** Based on the procedures performed, we did not identify any instances where the recognition of material revenue was inappropriate.
Valuation of goodwill and other intangibles (IVS and Sempre CGUs) The Group's accounting estimates and policies relating to the impairment assessment and carrying value of goodwill are shown in note 2 and 3, with the supporting disclosures outlined in note 11 and 12. Goodwill of £7,424,000 (£2024: £5,132,000), Intellectual property of £4,433,000 (2024: £4,433,000), customer relationships of £2,066,000 (2024: £753,000) and brand of £506,000 (2024: £107,000) is recognised in the Group's consolidated balance sheet as of 30 September 2025. Management exercise significant judgement in determining the underlying assumptions used in the impairment review of the Group's cash-generating units ("CGUs"). These assumptions include the determination of the discount rate, CGU forecast performance including revenue growth, operating margins and the growth rate over the measurement period. It was noted that market capitalisation was lower than net assets at the year end, which can be an indicator of impairment. Due to the estimation involved in determining the future performance of CGUs, the magnitude of goodwill and intellectual property, audit effort and executive involvement, we have considered the valuation of Group goodwill (IVS and Sempre CGUs) and the related disclosures to be a significant risk and a key audit matter.	We have performed the following procedures over the impairment assessment performed by management on the valuation of goodwill and intellectual property recognised on consolidation: • We have assessed management's determination of each CGU against the criteria set out in the relevant accounting standards and reviewed the allocation of goodwill and net assets through to the underlying consolidation, which we have performed detailed testing on. • We have obtained, reviewed and challenged the impairment model prepared by management including checking their arithmetic accuracy and obtaining an understanding of the assumptions included within the CGU forecasts. • With the assistance of our internal valuation experts we have reviewed and assessed the appropriateness of the post-tax weighted average cost of capital rate applied. We independently recalculated the CGU specific post-tax weighted average cost of capital rate, based on applicable gearing, risk and equity premiums and compared this to the rate used by management. • We have performed retrospective review of the performance of the IVS and Sempre CGUs in the current year in comparison to the budget for FY25, to inform our assessment and challenge of the assumptions applied in the forecast.

Key audit matter	How the scope of our audit addressed the key audit matter
	• We challenged and assessed the appropriateness of the Sempre and IVS CGU level FY26 budgets and expected growth rate assumptions within the models through discussions with management, and, where appropriate, agreement to supporting documentation and historical trends. • The sensitivities applied by management have been challenged and compared with those calculated by the audit team to assess whether the current economic environment has been taken into consideration. • We have reviewed relevant Group and parent company disclosures to check whether the relevant assumptions and sensitivity conclusions have been appropriately summarised by management based on their assessment performed. ***Key observations:*** Based on the procedures performed, we consider the valuation of goodwill and other intangibles to be reasonable.
Valuation of development cost intangibles The Group's accounting estimates and policies relating to the development cost intangibles are shown in note 2 and 3 with the supporting disclosures outlined in note 11. Development cost intangibles of £9,252,000 (2024: £8,289,000) is recognised in the Group balance sheet as of 30 September 2025. This includes £2,151,000 (2024: £1,653,000) relating to the new Markerless technology, after recognising an impairment of £750,000 (2024: £nil). The Group has capitalised development costs relating to its newly launched Markerless motion capture technology as an internally developed intangible asset. Determining whether it was appropriate to capitalise these costs, and assessing the recoverability of the asset, required significant judgement by management. This is due to the lack of a historical commercial track record for the technology, as the product only recently entered the market. Forecasting the future demand for the product, estimating anticipated cash flows, and assessing the probability of commercial success involved notable estimation uncertainty, particularly as the technology is innovative and market adoption rates are inherently unpredictable. Consequently, there is a risk that the carrying value of the intangible is overstated. Auditing such assumptions and estimates required extensive audit effort to challenge and evaluate the reasonableness of forecasts and management judgements and consequently we have considered this to be a significant risk area and a key audit matter.	Our audit procedures included, but were not limited to, the following: • Evaluating management's assessment of whether the capitalisation criteria for development costs were met in accordance with the applicable accounting standards, including the segregation of research and development phases. • Challenging key assumptions supporting management's forecasts of future demand and cash flows for the recently launched Markerless technology, including consideration of actual orders and sales pipeline. • Checking the mathematical accuracy and reasonableness of the discounted cash flow model, including assessment of discount rates, revenue growth rates and cost assumptions used in impairment testing. • Holding discussions with management and their technical experts to understand the status of product development, recent market launch outcomes, and technological risks affecting future cash flows. • Performing sensitivity analysis on the impairment model to understand the effect of changes in key assumptions such as market penetration rates, pricing or development timeliness. • Reviewing and assessing the adequacy of disclosures in the financial statements regarding the nature of the intangible asset, the significant judgements involved in its valuation and the associated estimation uncertainties. ***Key observations:*** Based on the procedures performed, we consider the valuation of the development cost intangibles to be reasonable, after recognition of impairment in the year.

Key audit matter	How the scope of our audit addressed the key audit matter
Business combinations The accounting policy for business combinations is included within note 2 and significant judgements and estimates in note 3. Business combinations are disclosed within note 26. During the period the Group purchased 100% of the share capital of The Sempre Group (Sempre). Management have identified separable intangible assets valued at £2,100,000 comprising customer relationships and the brand. There are complexities in the accounting for business combinations including identifying the fair value of any separable intangible assets acquired as part of the transaction. Due to the complexity in applying accounting standards, the judgements and estimates relating to the separable intangible assets and the importance of disclosures to explain the acquisition, we consider this to be a significant risk area and a key audit matter.	Our audit procedures included, but were not limited to, the following: • We reviewed management's assessment of the purchase consideration and agreed this to the underlying legal agreements. • We reviewed details of the acquisition to identify which separable intangible assets were acquired as part of the transaction. • We assessed the key judgements and fair value adjustments relating to intangibles to check whether they were reasonable and in line with the relevant accounting standards with support from our internal valuation experts. • We used our internal valuation experts to assist us in assessing the valuation of the customer relationships and the brand which were separately valued by considering appropriateness of the models applied by management, the accuracy of the models and estimates such as the discount rate used within the valuation. • We assessed the reasonableness of underlying assumptions and judgements made by management with reference to historical performance and market conditions. • We tested the reasonableness of the projected cash flows by comparing the projected cash flows to the actual outcomes post-acquisition. • We checked whether the disclosures accurately reflect the transaction and whether they are in line with the relevant accounting standards. ***Key observations:*** Based on the procedures performed, we consider the accounting for the business combination to be appropriate.

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 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 financial statements as a whole.

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

	Group financial statements		Parent company financial statements	
	2025	2024	**2025**	2024
Materiality	**£550,000**	£500,000	**£1,330,000**	£1,380,000
Basis for determining materiality	1.2% of revenue		2% of net assets	
Rationale for the benchmark applied	Revenue was considered the most appropriate measure in assessing performance of the Group due to the year-on-year volatility in profit before tax.		The parent company is a holding company, therefore net assets is the most appropriate benchmark. For accounts in the parent company that are relevant to the consolidated financial statements, component performance materiality has been applied.	
Performance materiality	**£412,500**	£375,000	**£997,500**	£1,035,000
Basis for determining performance materiality	75% of Group materiality		75% of Parent Company materiality	
Rationale for the percentage applied for performance materiality	In setting the level of performance materiality we have considered the level of specific risk associated with the audit, based on historical experience and potential for aggregation and sampling risk.			

The above table states the Parent Company statutory materiality for the current period, the component materiality allocated to the parent company is £390,000 which is 95% of the Group performance materiality.

For the purposes of the Group audit, we have performed audit procedures using Component performance materiality, being the lower of the Statutory performance materiality and Component performance materiality.

Component performance materiality

For the purposes of our Group audit opinion, we set performance materiality for each component of the Group, based on a percentage of between 55% and 85% (2024: 65% and 85%) of Group performance materiality dependent on a number of factors including the control environment, relative size of the components, if the component was new to the Group and our assessment of the risk of material misstatement of those components. Component performance materiality ranged from £226,000 to £390,000 (2024: £325,000 to £425,000).

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £27,500 (2024: £20,000). 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 document entitled "Annual report and Financial Statements", other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

Strategic report and Directors' report	In our opinion, based on the work undertaken in the course of the audit: • the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and • the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements. In the light of the knowledge and understanding of the Group and Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.
Matters on which we are required to report by exception	We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion: • adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or • the Parent Company financial statements are not in agreement with the accounting records and returns; or • certain disclosures of Directors' remuneration specified by law are not made; or • we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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 legal and regulatory framework applicable to the Group and industry in which it operates, through discussion with management and audit committee and our knowledge of the industry;
- Enquiring of management and the audit committee, including obtaining and reviewing supporting documentation, concerning the Group's policies and procedures relating to:
    - o identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;

  - o detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
  - o the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations,

we considered the significant laws and regulations to be the applicable accounting framework, UK tax legislation, AIM Listing Rules and Companies Act 2006.

Our procedures in respect of the above included:

- Reading minutes from board meetings of those charged with governance to identify any instances of non-compliance with laws and regulations;
- Review of correspondence with regulatory and tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

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

- Enquiry with management and the Audit Committee, regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
  - o Detecting and responding to the risks of fraud; and
  - o Internal controls established to mitigate risks related to fraud.
- Review of minutes of Board meetings for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud; and
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be early cut-off of hardware and software revenue in September 2025, including the valuation of the associated deferred revenue and manual journal entries, both in the accounting system and the consolidation, and inappropriate use of estimates.

Our procedures in respect of the above included:

- Performing a detailed review of the Group's year-end adjusting entries, assessing whether the judgements made in making accounting estimates, are indicative of potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business, including the acquisition of Sempre Group Holdings Limited which has also been identified as a Key Audit Matter above;
- In addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; Testing a sample of journal entries throughout the year, which met defined risk criteria, by agreeing to supporting documentation;
- Assessing significant estimates made by management for bias considered to be impairment reviews and the assumptions taken in their preparation and useful lives of depreciable assets; and
- In addressing the risk of fraud in existence of revenue, testing the appropriateness of the revenue recognition policies and the application of these policies and performing specific procedures over the existence of revenue and the judgements involved in the allocation of the standalone selling price (further details of our approach to revenue recognition are available within the Key Audit Matters section of our audit report).

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including the component engagement team 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 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 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.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the 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.

Daniel Henwood *(Senior Statutory Auditor)*
For and on behalf of BDO LLP, Statutory Auditor
Reading, UK

Date: 8 December 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2025

	Note	2025 £'000	Restated (see note 31) 2024 £'000
Revenue	4	**44,774**	41,459
Cost of sales		**(15,776)**	(13,868)
Gross profit		**28,998**	27,591
Sales, support and marketing costs		**(10,394)**	(8,795)
Research and development costs		**(5,230)**	(5,321)
Administrative expenses		**(13,781)**	(14,991)
Other income		**16**	-
Operating loss		**(391)**	(1,516)
Finance income		**1,268**	2,334
Finance expense		**(792)**	(276)
Profit before taxation		**85**	542
Taxation	9	**(766)**	216
(Loss)/profit attributable to owners of the parent during the year		**(681)**	758
Earnings per share for profit on total operations attributable to owners of the parent during the year			
Basic (loss)/earnings per ordinary share (pence)	10	**(0.55)p**	0.58p
Diluted (loss)/earnings per ordinary share (pence)	10	**(0.55)p**	0.56p

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2025

	Group 2025 £'000	Group 2024 £'000
Net loss for the year	**(681)**	758
Other comprehensive income/(expense)		
Items that will or may be reclassified to profit or loss		
Exchange differences on retranslation of overseas subsidiaries	**62**	(406)
Tax credit on translation differences	**-**	81
Total other comprehensive income/(expense)	**62**	(325)
Total comprehensive (expense)/income for the year attributable to owners of the parent	**(619)**	433

The notes on pages 62 to 97 are an integral part of these financial statements.

CONSOLIDATED AND COMPANY STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2025

COMPANY NUMBER 03998880	**Note**	**Group 2025 £'000**	Group 2024 £'000	**Company 2025 £'000**	Company 2024 £'000
Non-current assets					
Goodwill and intangible assets	11	**23,681**	18,714	**-**	-
Property, plant and equipment	13	**3,007**	3,257	**9**	27
Right of use assets	14	**3,255**	3,534	**-**	-
Financial asset - investments	15	**236**	236	**21,566**	16,238
Deferred tax asset	20	**-**	-	**63**	87
		30,179	25,741	**21,638**	16,352
Current assets					
Inventories	16	**5,890**	7,737	**-**	-
Trade and other receivables	17	**12,863**	8,932	**2,561**	3,180
Current tax receivable		**663**	425	**-**	385
Fixed term deposits		**22,000**	30,000	**22,000**	30,000
Cash and cash equivalents		**15,303**	20,723	**13,149**	21,774
		56,719	67,817	**37,710**	55,339
Current liabilities					
Trade and other payables	18	**(11,420)**	(7,344)	**(2,296)**	(2,148)
Current tax payable		**(54)**	(124)	**-**	-
Deferred consideration payable		**(836)**	(436)	**(786)**	(436)
Lease liabilities	14	**(1,363)**	(1,174)	**-**	-
		(13,673)	(9,078)	**(3,082)**	(2,584)
Net current assets		**43,046**	58,739	**34,628**	52,755
Total assets less current liabilities		**73,225**	84,480	**56,266**	69,107
Non-current liabilities					
Other liabilities	21	**(1,495)**	(848)	**-**	-
Lease liabilities	14	**(2,170)**	(2,601)	**-**	-
Provisions	22	**(74)**	(59)	**-**	-
Deferred tax liability	20	**(3,117)**	(1,879)	**-**	(1)
		(6,856)	(5,387)	**-**	(1)
Net assets		**66,369**	79,093	**56,266**	69,106
Capital and reserves attributable to owners of the parent					
Share capital	23	**289**	329	**289**	329
Shares to be issued	25	**65**	65	**65**	65
Share premium account	25	**19,494**	19,494	**19,494**	19,494
Merger reserve	25	**870**	870	**870**	870
Retained earnings	25	**45,079**	57,865	**35,508**	48,348
Capital redemption reserve	25	**40**	-	**40**	-
Foreign currency translation reserve	25	**532**	470	**-**	-
Total equity shareholders' funds		**66,369**	79,093	**56,266**	69,106

As permitted by section 408 of the Companies Act 2006, the Company has opted not to present a separate income statement and related notes. The loss of the Company for the year ended 30 September 2025 was £735,000 (30 September 2024: profit of £2,727,000).

The financial statements on pages 57 to 97 were approved and authorised for issue by the Board of Directors on 8 December 2025 and signed on its behalf by

Imogen O'Connor
Director

Zoe Fox
Director

The notes on pages 62 to 97 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASHFLOWS FOR THE YEAR ENDED 30 SEPTEMBER 2025

	Note	**2025 £'000**	2024 £'000
Cash flows from operating activities			
Total (loss)/profit for the year		**(681)**	758
Income tax expense/(credit)		**766**	(216)
Finance income		**(1,268)**	(2,334)
Finance expense		**792**	276
Depreciation and amortisation		**4,722**	4,072
Impairment of intangible assets		**750**	1,273
Loss on sale of property, plant and equipment		**22**	-
Share-based payments		**348**	211
Decrease/(increase) in inventories		**2,522**	(285)
(Increase)/decrease in receivables		**(3,494)**	1,108
Increase/(decrease) in payables		**2,186**	(4,540)
Cash generated from operating activities		**6,665**	323
Tax paid		**(3)**	(755)
Net cash generated from/(used in) operating activities		**6,662**	(432)
Cash flows from investing activities			
Purchase of property, plant and equipment		**(457)**	(1,611)
Purchase of intangible assets		**(3,260)**	(3,086)
Acquisition of subsidiary undertaking, net of cash acquired	26	**(4,172)**	(6,231)
Proceeds on disposal of property, plant and equipment		**6**	12
Cash placed on fixed term deposits		**(47,000)**	(57,968)
Fixed term deposits maturing		**55,000**	69,968
Interest received		**1,723**	2,388
Net cash generated from investing activities		**1,840**	3,472
Cash flows from financing activities			
Principal paid on lease liabilities	14	**(1,130)**	(825)
Interest paid		**(16)**	(3)
Interest paid on lease liabilities	14	**(271)**	(291)
Issue of ordinary shares		**-**	10
Own shares repurchased for cancellation		**(8,257)**	-
Equity dividends paid	29	**(4,193)**	(3,615)
Net cash used in financing activities		**(13,867)**	(4,724)
Net (decrease)/increase in cash and cash equivalents		**(5,365)**	(1,684)
Cash and cash equivalents at beginning of the period		**20,723**	22,791
Exchange loss on cash and cash equivalents		**(55)**	(384)
		15,303	20,723

The notes on pages 62 to 97 are an integral part of these financial statements.

CONSOLIDATED AND COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2025

Group	Share capital £'000	Shares to be issued £'000	Share premium account £'000	Merger Reserve £'000	Retained earnings £'000	Capital redemption Reserve £'000	Foreign currency translation reserve £'000	Total £'000
Balance as at 30 September 2023	326	65	19,487	-	60,451	-	876	81,205
Net profit for the year	-	-	-	-	758	-	-	758
Exchange differences on retranslation of overseas subsidiaries	-	-	-	-	-	-	(406)	(406)
Tax credit on translation differences	-	-	-	-	81	-	-	81
Transactions with owners:								
Tax recognised directly in equity in relation to employee share option schemes	-	-	-	-	(21)	-	-	(21)
Dividends	-	-	-	-	(3,615)	-	-	(3,615)
Issue of share capital	3	-	7	870	-	-	-	880
Share based payment charge	-	-	-	-	211	-	-	211
Balance as at 30 September 2024	**329**	**65**	**19,494**	**870**	**57,865**	**-**	**470**	**79,093**
Net profit for the year	**-**	**-**	**-**	**-**	**(681)**	**-**	**-**	**(681)**
Exchange differences on retranslation of overseas subsidiaries	**-**	**-**	**-**	**-**	**-**	**-**	**62**	**62**
Transactions with owners:								
Tax recognised directly in equity in relation to employee share option schemes	**-**	**-**	**-**	**-**	**(3)**	**-**	**-**	**(3)**
Dividends	**-**	**-**	**-**	**-**	**(4,193)**	**-**	**-**	**(4,193)**
Purchase of own shares for cancellation	**(40)**	**-**	**-**	**-**	**(8,257)**	**40**	**-**	**(8,257)**
Share based payment charge	**-**	**-**	**-**	**-**	**348**	**-**	**-**	**348**
Balance as at 30 September 2025	**289**	**65**	**19,494**	**870**	**45,079**	**40**	**532**	**66,369**

The notes on pages 62 to 97 are an integral part of these financial statements.

CONSOLIDATED AND COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2025

Company	Share capital £'000	Shares to be issued £'000	Share premium account £'000	Merger Reserve £'000	Retained earnings £'000	Capital redemption Reserve £'000	Total £'000
Balance as at 30 September 2023	326	65	19,487	-	49,046	-	68,924
Net profit for the year	-	-	-	-	2,727	-	2,727
Transactions with owners:							
Tax recognised directly in equity in relation to employee share option schemes	-	-	-	-	(21)	-	(21)
Dividends	-	-	-	-	(3,615)	-	(3,615)
Issue of share capital	3	-	7	870	-	-	880
Share based payment charge	-	-	-	-	211	-	211
Balance as at 30 September 2024	**329**	**65**	**19,494**	**870**	**48,348**	**-**	**69,106**
Net profit for the year	**-**	**-**	**-**	**-**	**(735)**	**-**	**(735)**
Transactions with owners:							
Tax recognised directly in equity in relation to employee share option schemes	**-**	**-**	**-**	**-**	**(3)**	**-**	**(3)**
Dividends	**-**	**-**	**-**	**-**	**(4,193)**	**-**	**(4,193)**
Purchase of own shares for cancellation	**(40)**	**-**	**-**	**-**	**(8,257)**	**40**	**(8,257)**
Share based payment charge	**-**	**-**	**-**	**-**	**348**	**-**	**348**
Balance as at 30 September 2025	**289**	**65**	**19,494**	**870**	**35,508**	**40**	**56,266**

The notes on pages 62 to 97 are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

1. Basis of preparation of the financial statements

The consolidated financial statements of Oxford Metrics plc have been prepared in accordance with UK adopted International Accounting Standards, IFRIC interpretations and the Companies Act 2006 applicable to companies reporting under IFRS. The presentation currency is GBP and numbers have been rounded to the nearest thousand.

The principal accounting policies adopted in the preparation of the consolidated financial statements are set out in note 2. The policies have been consistently applied to all the years presented, unless otherwise stated.

The Company is a public limited company and is incorporated in England. The address of its registered office can be found on page 98.

The preparation of financial statements in compliance with adopted IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies. The areas where significant and estimates have been made in preparing the consolidated financial statements and their effect are disclosed in note 3.

The parent Company financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure framework (FRS101). In preparing these financial statements the Company applied the recognition, measure and disclosure requirements of International Financial Reporting Standards but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS101 disclosure exceptions has been taken. Under section 408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account.

The Company has applied FRS101 for the first time in the preparation of these financial statements. The date of transition to FRS 101 was 1 October 2024 and there were no transition adjustments.

In these financial statements the Company has applied the exemptions available under FRS101 in respect of the following disclosures:

- A cashflow statement and related notes.
- Disclosures in respect of transactions with wholly owned subsidiaries.
- Disclosures in respect of capital management.
- New but not yet effective IFRS.

As the consolidated financial statements include the equivalent disclosures, the Company has also taken the exemptions under FRS101 available in respect of the following disclosures:

- IFRS2 Share Based Payments in respect of Group-settled share based payments.
- Certain disclosures required by IFRS13 Fair Value Measurement.
- Certain disclosures required by IFRS7 Financial Instruments.

Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, except for the following items (refer to individual accounting policies for details):

- Contingent consideration
- Equity investments

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Going concern

In determining the appropriate basis of preparation of the financial statements, the directors are required to consider whether the Group can continue in operational existence for the foreseeable future. The going concern review considered the following key areas:

Market considerations

Motion Capture

The Life Sciences market segment accounts for around 27% of Group revenues. This segment serves customers including hospitals, medical research centres, universities and sport research. For the most part, these customers are publicly funded and, to a lesser extent, are funded by charitable donations. There has been a material reduction in public funding for academic spending in the United States in the last twelve months, which is expected to persist for the foreseeable future.

The Entertainment segment serves customers in the video games industry, Location Based Entertainment and TV/Film and historically accounts for around 33% of Group revenues. These customers are typically commercial organisations in nature. While there has been some continued softening in the entertainment market in the last year, there are opportunities in emerging markets alongside new product releases.

The Engineering market segment historically accounts for around 11% of Group revenues. This segment serves customers that use our technology in an engineering context to design and/or manufacture goods. While there is no evidence that demand within this segment will wane in FY26, given that these customers are typically commercial organisations, they may be subject to wider recessionary factors affecting the macroeconomic environment.

Smart Manufacturing

This division, which consists of IVS and Sempre, serves the manufacturing sector with emphasis on highly regulated markets including pharmaceuticals, medical devices and contact lenses. These customers are typically commercial organisations in nature and may be subject to recessionary factors. Both Sempre and IVS have a healthy pipeline of sales opportunities for the year ahead and IVS has a strong orderbook, accounting for almost half of budgeted revenue for FY26.

Financial considerations

The Group has no external financing and as at the balance sheet date had cash balances, including fixed term deposits, of £37.4m (FY25: £50.6m).

The decision was made to return up to £10m of cash to shareholders through the means of an on-market share buyback programme which commenced 11 October 2024. As at the date of this report, the Group has utilised £8.3m of this amount, and it is expected that the authority to buyback shares (taken at the FY24 Annual General Meeting) will be exhausted shortly before the Company's FY25 Annual General Meeting.

Stress testing

Based on the above considerations, multiple combinations of a revenue shortfall, gross margin erosion and foreign exchange risk have been considered. Given a reasonable worst case scenario, the impact on cash generation and cash reserves could be tolerated and would not impact the ability of the business to continue trading. The result of this analysis is that the directors are confident that the business has sufficient cash liquidity to sustain a reduction in trading revenue which is considered the reasonable worse case.

The directors, having prepared cash flow forecasts and given due consideration to the inflationary environment and residual supply chain challenges and general macro-economic uncertainty on the Group's markets, operations and financial risk, have assessed that there is no material uncertainty with the Group's ability to continue operating as a going concern for a period in excess of 12 months from the date of signing the financial statements. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

Changes in accounting standards

UK adopted International Accounting Standards (IAS/IFRS)

The following amendment is relevant to these financial statements and are effective for the period beginning 1 October 2024:

- Classification of liabilities as current or non-current (amendments to IAS 1)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

The amendment is mandatorily effective for reporting periods beginning on or after 1 January 2024 and did not materially impact the Group.

At the date of authorisation of these financial statements, the directors have considered the standards and interpretations which have not been applied in these financial statements that were in issue but not yet effective and in some cases had not yet been adopted by the UK Endorsement Board (UKEB). IFRS 18, which replaces IAS 1 for accounting periods beginning on or after 1 January 2027, is expected to impact the presentation of the income statement and will require additional disclosures around the use of management defined performance measures. We are still assessing the impact of IFRS 18. The adoption of other standards and interpretations not yet effective are not expected to have a material impact on the results of the Group.

Audit Exemption

IMeasureU Limited, Industrial Vision Systems Limited, The Sempre Group Limited, Vicon Motion Systems Limited and OMG Life Limited, all 100% owned subsidiary undertakings incorporated in England, have claimed the audit exemption under Companies Act 2006 Section 479A with respect to the year ended 30 September 2025. The parent company, Oxford Metrics plc, has given a statement of guarantee under Companies Act 2006 Section 479C, whereby Oxford Metrics plc will guarantee outstanding liabilities to which IMeasureU Limited, Industrial Vision Systems Limited, the sempre Group Limited, Vicon Motion Systems Limited and OMG Life Limited are subject as at 30 September 2025.

2. Accounting policies

The principal accounting policies applied in the preparation of these consolidated and parent Company financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of consolidation

The consolidated financial statements consolidate those of the Company and all its subsidiary undertakings drawn up to 30 September 2025.

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 elements of control.

Subsidiary undertakings are fully consolidated from the date on which control is transferred to the Group. In the case of The Sempre Group Holdings Limited, which was acquired during the year, this was from 11 October 2024. Acquisitions of subsidiaries are dealt with by the acquisition method of accounting from the date of acquisition. Inter-company balances and transactions are eliminated on consolidation.

Segment 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 has been identified as the Board of Directors of Oxford Metrics plc.

Revenue

Revenue represents the fair value of consideration received or receivable arising from the provision of goods and services to third party customers, net of VAT, and trade discounts. Revenue has been recognised in the year ended 30 September 2025 by applying IFRS 15, the policies adopted are set out below:

Performance obligations and timing of revenue recognition

The majority of the Group's revenue is derived from selling goods with revenue recognised at a point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer.

Some of the Group's service revenue streams are typically recognised on an over time basis, with the revenue earned recognised on a straight-line basis over the term of the contract. A deferral is made for the proportion of revenue allocated to the undelivered element of the performance obligation based upon the standalone selling price of the individual performance obligation under the terms of the sale.

Within Vicon a number of sales are made through independent third party distributors. In this instance revenue is recognised on delivery of the product to the distributor. No sales to third party distributors are made on a sale or return basis.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Within the Smart Manufacturing business segment a proportion of revenue is recognised on an over time basis. This is because the design and production of the individual vision inspection systems have no alternative use for the Group and the contracts require payment to be received for the time and effort spent by the Group on progressing the contracts in the event of the customer cancelling the contract prior to completion for any reason other than the Group's failure to perform its obligations under the terms of the contract. On partially complete projects revenue is recognised based on the stage of completion of the project which is estimated by comparing the actual costs incurred on the project with the total costs expected to be incurred to complete the project (i.e.an input-based method). This is considered a faithful depiction of the transfer of services as the contracts are initially priced based on total anticipated costs to complete the projects and therefore also represents the amount to which the Group would be entitled based on its performance to date.

Determining the transaction price and allocating amounts to performance obligations

The Group's revenue is derived from fixed price contracts and therefore the amount of revenue attributable to each contract is determined by reference to those fixed prices.

Within Vicon, system sales are multi element arrangements and include the sale of software, hardware and ongoing support. Under IFRS 15 the support element of the system sale has been identified as a separate performance obligation because support services are sold on a standalone basis and the system can operate without them. Revenue is recognised over time as this obligation is fulfilled. Where discounts are given these are allocated on a proportionate basis to the hardware and software elements of the system sale. The revenue attributable to the support element of the system sale is calculated by reference to the equivalent standalone selling price of the support had it not been included within a system sale, less any attributable discount.

Where revenue is recognised over time, payments received before the related performance obligation is settled are recognised as contract liabilities and included in trade and other payables in the statement of financial position. A contract asset is recognised in trade and other receivables when a performance obligation is satisfied (and revenue recognised) but the payment is conditional on not only the passage of time. Revenue from the sale of goods relates to the sale of items held within inventory. For service and support contracts revenue is recognised over time by reference to the term of the contract until all performance obligations are fulfilled and consequently no asset for work in progress is recognised.

Goodwill and intangible assets

Goodwill is carried at cost less any provision for impairment. Intangible assets are valued at cost less amortisation and any provisions for impairment.

Goodwill arising on business combinations (representing the excess of fair value of the consideration given over the fair value of the separable net assets acquired) is capitalised and its subsequent measurement is based on annual impairment reviews, with any impairment losses recognised immediately in the income statement.

Externally acquired intangible assets

Intangible assets are capitalised at cost and amortised to nil by equal annual instalments over their estimated useful economic life.

Intangible assets are recognised on business combinations if they are separable from the acquired entity. The amounts ascribed to such intangibles are arrived at by using appropriate valuation techniques (see note 3). The significant intangibles recognised by the Group and their useful economic lives are as follows:

- Customer relationships over 13 years
- Intellectual property over 10-16 years
- Brand over 10-20 years

Internally generated intangible assets (research and development costs)

Expenditure on internally developed products is capitalised once it can be demonstrated that commercial and technical viability of the product is proven. This is generally when a detailed feasibility study has been undertaken and approved by the Board.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed, which is estimated to be 3 – 7 years. The amortisation expense is included within research and development expenses in the consolidated income statement.

Development expenditure which is incurred after the general release of internally generated intangible assets or costs which are incurred in order to enhance existing products are expensed in the period in which they are incurred and included within research and development expense in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Impairment of non-financial assets (excluding inventories and deferred tax assets)

Impairment tests on goodwill are undertaken annually at the financial year end. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; (its cash generating unit). Goodwill is allocated on initial recognition to each of the Group's CGU's that are expected to benefit from the synergies of the combination giving rise to the goodwill.

Impairment charges are included in profit or loss, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised for goodwill is not reversed.

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation. The rates applicable are:

- Computers and equipment 25% - 50%
- Furniture and fixtures 20% - 50%
- Demonstration equipment 25% or 50%. Some demonstration equipment is not depreciated as its residual value exceeds its cost.
- Leasehold improvements Over the lower of the life of the asset and the remaining period of the lease.

Investments in subsidiaries

Investments are included at cost less provision for impairment.

Inventories

Inventories are stated at the lower of historical cost and net realisable value, on a first in first out basis, after making allowance for obsolete and slow moving items. Net realisable value is the estimated selling price in the ordinary course of business less applicable variable selling expenses.

Leases

All leases are accounted for by recognising a right of use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable. In this case the Group's incremental borrowing rate on commencement of the lease is used.

On initial recognition the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted in favour of the Group if it is reasonably certain to assess that option; and
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of the termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right of use assets are amortised on a straight line basis over the remaining term of the lease or over the remaining useful economic life of the asset if, rarely, this is judged to be shorter than the lease term.

Financial assets

The Group and Company classifies its financial assets into the categories below.

Amortised cost: These assets arise principally from the provision of goods and services to customers (e.g. trade receivables and accrued income). They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected credit loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within administrative expenses in the consolidated income statement. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since the initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has significantly increased, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses are recognised along with interest income on a net basis.

The Group's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the statement of financial position.

Fair value through profit or loss: This category includes equity investments which are held in the consolidated statement of financial position at fair value with changes in the fair value being recognised in the consolidated income statement.

Financial liabilities

The Group and Company classifies its financial liabilities into the categories below.

Amortised cost: Financial liabilities include trade payables and other short-term monetary liabilities. Trade payables and other short-term monetary liabilities are recognised at fair value and subsequently held at amortised cost.

Fair value through profit or loss: This category includes contingent consideration payable which is held in the Consolidated and Company Statement of Financial Position at fair value with changes in the fair value being recognised in the Consolidated Income Statement.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

Fixed term deposits

Fixed term deposits include cash balances held on medium to long term fixed term contracts of more than 3 months for investment purposes.

Trade and other payables

Trade payables and other short term monetary liabilities are recognised at fair value and subsequently held at amortised cost.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Current and deferred taxation

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the statement of financial position differs from its tax base, except for differences arising on:

- The initial recognition of goodwill;
- The initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit; and
- Investments in subsidiaries and jointly controlled entities where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- The same taxable Group company; or
- Different Group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Taxation recognised directly in equity is in relation to tax on the employee share option charge for the year recognised in the income statement.

Foreign currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Sterling (£) which is also the Company's functional currency.

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the income statement.

For consolidation purposes assets and liabilities of foreign subsidiaries that have a functional currency different from the presentation currency are translated at the rates of exchange ruling at the balance sheet date. Income statements of such undertakings are translated on a monthly basis at the month end exchange rate. Exchange differences arising on these translations are taken to the foreign currency translation reserve through the statement of comprehensive income.

Employee benefits

Contributions to pension schemes

The Group accounts for pensions and similar employee benefits under IAS 19 'Employee benefits'. The Group operates defined contribution pension schemes for both its UK and US employees. The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

Employee share option schemes

The Group operates an equity settled share based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense in the income statement over the vesting period of the grant with a corresponding adjustment to equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non market vesting conditions (for example, profitability and sales growth targets). Non market vesting conditions are included in assumptions about the number of options that are expected to vest. At each statement of financial position date the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Dividend distribution

Dividends are recognised when they become legally payable. In the case of interim dividends, this is when they are paid. In the case of final dividends, this is when approved by the shareholders at the annual general meeting.

3. Critical accounting estimates and judgements

The Group makes certain estimates and assumptions regarding the future. Estimates are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Judgements

Judgements concerning the capitalisation of development costs

Development costs are capitalised according to the criteria set out in IAS 38. Management make assumptions as to when these criteria have been met and consequently the date from which the costs for a project are capitalised. Management review the carrying value of capitalised development costs on an annual basis and consider indicators of impairment.

Determination of fair values of intangible assets acquired in business combinations

The Group recognises the fair value of intellectual property, customer relationships and brand names as intangible assets arising on acquisition. Intangible assets can only be recognised as part of a business combination where the intangible asset is separable from goodwill, can be reliably measured and is expected to generate future economic benefits. Judgement is required to assess whether these criteria are met and also to subsequently determine the appropriate assumptions which are used to place a value on the intangible asset. Had different assumptions been applied, the valuation of acquired intangible assets could have differed from the amount ultimately recognised. Judgement is also needed to determine the useful economic lives of intangible assets and if a different period had been determined this could have resulted in amortisation charges differing from those recognised.

Estimates and assumptions

Estimation of future cashflows and determination of the discount rate in goodwill impairment reviews

The recoverable amounts of the cash generating units are determined from value in use calculations based on cash flow projections. Changes in the cash flow projections and the discount rates used in these calculations can result in significant variations in the recoverable amounts of the cash generating units. More detail can be found in note 12.

Estimates concerning the impairment of development costs

Capitalised development costs are tested for impairment when indicators of impairment arise or annually where the intangible asset is not yet in use. Where impairment testing is required the recoverable amount of the asset is estimated to determine the extent of the impairment loss. An asset's recoverable amount is calculated using discounted cash flow projections over the period of expected economic benefit. In the year ended 30 September 2025 the Group recorded an impairment loss of £750,000 against costs capitalised in the development of our Markerless product after reviewing the sales forecast levels to align with current market expectations. This is a new product which has been recently launched for which there is no established track record of sales. Changes in the assumptions within the cash flow projections used in these calculations can result in significant variations in the recoverable amounts of the asset. If forecasted revenue was reduced by 10% the recoverable amount of the Markerless development asset would reduce by £590,000.

4. Revenue from contracts with customers

Revenue	**2025** **£'000**	2024 £'000
Motion Capture	**31,986**	38,590
Smart Manufacturing	**12,788**	2,869
	44,774	41,459

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

	2025 Motion Capture £'000	2025 Smart Manufacturing £'000	2025 Total Group £'000
Timing of the transfer of goods and services			
Point in time	28,089	10,301	38,390
Over time	3,897	2,487	6,384
Total	31,986	12,788	44,774
Contract Counterparties			
Direct to consumers	16,172	12,788	28,960
Third party distributor	15,814	-	15,814
Total	31,986	12,788	44,774
By destination			
UK	2,132	9,068	11,200
Europe	5,869	2,400	8,269
USA	9,879	405	10,284
Rest of North America	1,621	610	2,231
Asia Pacific	12,015	-	12,015
Other	470	305	775
	31,986	12,788	44,774
By origin			
UK	17,723	12,082	29,805
Europe	1,821	706	2,527
North America	12,442	-	12,442
	31,986	12,788	44,774
By market			
Engineering	5,062	-	5,062
Entertainment	14,727	-	14,727
Life Sciences	12,197	-	12,197
Smart Manufacturing	-	12,788	12,788
	31,986	12,788	44,774
By type			
Sale of hardware	26,115	10,202	36,317
Sale of software	1,975	252	2,227
Services and support	3,896	2,334	6,230
	31,986	12,788	44,774

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

	2024 Motion Capture £'000	2024 Smart Manufacturing £'000	2024 Total Group £'000
Timing of the transfer of goods and services			
Point in time	33,765	393	34,158
Over time	4,825	2,476	7,301
Total	38,590	2,869	41,459
Contract Counterparties			
Direct to consumers	24,222	2,869	27,091
Third party distributor	14,368	-	14,368
Total	38,590	2,869	41,459
By destination			
UK	4,326	1,761	6,087
Europe	5,938	475	6,413
USA	15,516	6	15,522
Rest of North America	1,533	480	2,013
Asia Pacific	10,968	11	10,979
Other	309	136	445
	38,590	2,869	41,459
By origin			
UK	19,690	2,869	22,559
Europe	1,560	-	1,560
North America	17,340	-	17,340
	38,590	2,869	41,459
By market			
Engineering	8,100	-	8,100
Entertainment	15,851	-	15,851
Life Sciences	14,639	-	14,639
Smart Manufacturing	-	2,869	2,869
	38,590	2,869	41,459
By type			
Sale of hardware	30,626	2,734	33,360
Sale of software	1,741	12	1,753
Services and support	6,223	123	6,346
	38,590	2,869	41,459

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Contract balances

	2025	
	Contract assets £'000	**Contract liabilities £'000**
At 1 October 2024	**144**	**(3,773)**
On acquisition	**26**	**(665)**
Transfers from contract assets to trade receivables during the period	**(138)**	**-**
Amounts included in contract liabilities recognised as revenue during the period	**-**	**3,189**
Excess of revenue recognised over invoices raised during the period	**551**	**-**
Invoices raised in advance of performance and not recognised as revenue during the period	**-**	**(3,523)**
Foreign exchange differences	**-**	**6**
At 30 September 2025	**583**	**(4,766)**

	2024	
	Contract assets £'000	Contract liabilities £'000
At 1 October 2023	-	(4,528)
On acquisition	18	(438)
Transfers from contract assets to trade receivables during the period	(18)	-
Amounts included in contract liabilities recognised as revenue during the period	-	4,145
Excess of revenue recognised over invoices raised during the period	144	
Invoices raised in advance of performance and not recognised as revenue during the period	-	(3,199)
Foreign exchange differences	-	247
At 30 September 2024	144	(3,773)

Contract assets and contract liabilities are included within trade and other assets and trade and other payables and other liabilities respectively on the face of the statement of financial position. They arise primarily from the Group's support contracts which are delivered over time and where the cumulative payments received from customers at each balance sheet date do not necessarily equal the amount of revenue recognised on the contract.

Remaining performance obligations

The majority of the Group's contracts are for the delivery of goods and services within the next 12 months. However, some software and support contracts are for a period greater than 12 months and the amount of revenue that will be recognised in future periods on these contracts is as follows:

At 30 September 2025	**2026 £'000**	**2027 £'000**	**2028 £'000**	**2029 £'000**	**2030 £'000**	**2031 and beyond £'000**
Support contracts	**2,885**	**670**	**282**	**106**	**40**	**7**
Smart Manufacturing contracts	**776**	**-**	**-**	**-**	**-**	**-**
	3,661	**670**	**282**	**106**	**40**	**7**

At 30 September 2024	2025 £'000	2026 £'000	2027 £'000	2028 £'000	2029 £'000	2030 and beyond £'000
Support contracts	2,732	480	225	99	23	21
Smart Manufacturing contracts	193	-	-	-	-	-
	2,925	480	225	99	23	21

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

5. Segmental analysis

Segment information is presented in the financial statements in respect of the Group's business segments, which are reported to the Chief Operating Decision Maker (CODM). The Group has identified the Board of Directors of Oxford Metrics plc ("the Board") as the CODM. The business segment reporting reflects the Group's management and internal reporting structure.

During the year the Group comprised the following business segments:

- Motion Capture: This is the development, production and sale of computer software and equipment for the engineering, entertainment and life science markets.
- Smart Manufacturing: This is the development, production and sale of vision inspection systems.

Other unallocated costs represent head office expenses not recharged to subsidiary companies and interest received on surplus cash balances.

Inter segment transfers are priced along the same lines as sales to external customers, with an appropriate discount being applied to encourage use of Group resources. This policy was applied consistently throughout the current and prior year. There were no significant inter segment transfers during the current or prior year.

Segment assets consist primarily of property, plant and equipment, intangible assets, inventories and trade and other receivables. Unallocated assets comprise deferred taxation, investments and cash and cash equivalents.

No individual customer accounts for more than 10% of revenue.

Adjusted earnings before interest and tax are detailed in note 7.

2025	**Motion Capture £'000**	**Smart Manufacturing £'000**	**Unallocated £'000**	**Total £'000**
Total revenue	**37,382**	**13,041**	**-**	**50,423**
Inter segment revenue	**(5,396)**	**(253)**	**-**	**(5,649)**
Revenue from external customers	**31,986**	**12,788**	**-**	**44,774**
Depreciation	**1,021**	**141**	**20**	**1,182**
Amortisation and impairment	**3,287**	**1,003**	**-**	**4,290**
Profit/(loss) before tax	**204**	**942**	**(1,061)**	**85**
Finance income	**(5)**	**(10)**	**(1,253)**	**(1,268)**
Finance expense	**663**	**64**	**65**	**792**
Earnings/(loss) before interest and tax	**862**	**996**	**(2,249)**	**(391)**

2024 Restated (see note 31)	Motion Capture £'000	Smart Manufacturing £'000	Unallocated £'000	Total £'000
Total revenue	47,448	2,869	-	50,317
Inter segment revenue	(8,858)	-	-	(8,858)
Revenue from external customers	38,590	2,869	-	41,459
Depreciation	902	32	21	955
Amortisation	2,685	432	-	3,117
(Loss)/profit before tax	(1,182)	(314)	2,038	542
Finance income	(42)	(15)	(2,277)	(2,334)
Finance expense	249	27	-	276
Loss before interest and tax	(975)	(302)	(239)	(1,516)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

	Non-current assets		Additions to non-current assets		Carrying amount of segment assets		Carrying amount of segment liabilities	
	2025 £'000	2024 £'000	**2025 £'000**	2024 £'000	**2025 £'000**	2024 £'000	**2025 £'000**	2024 £'000
Motion Capture	**15,781**	16,440	**3,652**	4,684	**34,418**	35,767	**(13,012)**	(11,292)
Smart Manufacturing	**14,153**	9,038	**5,779**	8,858	**22,740**	10,593	**(6,155)**	(1,872)
Unallocated	**245**	263	**2**	7	**29,740**	47,198	**(1,362)**	(1,301)
Oxford Metrics Group	**30,179**	25,741	**9,433**	13,549	**86,898**	93,558	**(20,529)**	(14,465)

6. (Loss)/profit for the year

The (loss)/profit for the year is stated after charging:

	2025 £'000	2024 £'000
Amortisation of right of use assets (note 14)	**1,191**	1,021
Depreciation of property, plant and equipment - owned (note 13)	**1,182**	955
Amortisation of intellectual property (note 11)	**414**	394
Amortisation of customer relationships (note 11)	**337**	124
Amortisation of brand (note 11)	**51**	17
Amortisation of development costs (note 11)	**1,547**	1,561
Impairment of development costs (note 11)	**750**	-
Impairment of intellectual property (note 11)	**-**	197
Impairment of goodwill (note 11)	**-**	1,076
Share option charges (note 24)	**348**	211
Foreign exchange loss	**215**	601

During the year the Group obtained the following services from the Group's auditors and its associates as detailed below:

	2025 £'000	2024 £'000
Fees payable to the Company's auditor and its associates for the audit of the parent Company and consolidated financial statements	**162**	132
Fees payable to the Company's auditor for other services:		
The audit of financial statements of subsidiaries pursuant to legislation	**104**	104
Tax services	**66**	109
	332	345

Audit services include £15,000 in respect of the Company (2024: £15,000).

7. Reconciliation of adjusted EBIT

The adjusted EBIT is considered by the Board to more accurately reflect the underlying operating performance of the business on a go-forward basis and complements the statutory measure as reported in the Consolidated Income Statement.

The reconciliation of operating profit to adjusted EBIT provided below includes the following items:

- restructuring and acquisition costs that are non-recurring in nature.
- non-cash items which arise from the accounting treatment of share-based payments, amortisation, impairment of acquired intangibles and impairment of development costs.
- costs associated with the closure of our IMU business which are non-recurring and are not related to ongoing activities.
- research and development tax credit which has arisen in 2025 due to a change in the rules resulting in the Group claiming under the new merged scheme.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

As adjusted results exclude significant costs (such as restructuring costs and amortisation of intangibles), they should not be regarded as a complete picture of the Group's financial performance, which is presented in its total results. The exclusion of adjusting items may result in adjusted earnings being materially higher or lower than total earnings. When significant impairments, restructuring charges and legal costs are excluded, adjusted earnings will be higher than total earnings. The calculation of adjusted earnings per share uses the adjusted profit after tax to provide a measure which reflects the underlying operating performance of the business.

Oxford Metrics Group	**2025 £'000**	2024 £'000
Operating (loss)/profit	**(391)**	(1,516)
Share option charges	**348**	211
Amortisation of intangibles arising on acquisition	**798**	524
Impairment of goodwill and intellectual property	**-**	1,273
Impairment of development costs	**750**	-
Acquisition costs	**212**	295
Research and development tax credit	**(16)**	-
Costs associated with the closure of IMU	**208**	895
Restructuring costs	**305**	-
Adjusted earnings before interest and tax	**2,214**	1,682
Finance income	**1,268**	2,334
Finance expense	**(792)**	(276)
Taxation	**(766)**	216
Adjusted profit after tax	**1,924**	3,956

Adjusted profit after tax has been used to calculate adjusted earnings per share presented below.

Adjusted earnings per share for profit attributable to owners of the parent during the year		
Basic earnings per share (pence)	**1.55p**	3.01p
Diluted earnings per share (pence)	**1.51p**	2.98p

Motion Capture	**2025 £'000**	2024 £'000
Operating profit/(loss)	**862**	(975)
Share option charges	**-**	18
Amortisation of intangibles arising on acquisition	**190**	261
Impairment of goodwill and intellectual property	**-**	1,273
Impairment of development costs	**750**	-
Restructuring costs	**305**	-
Research and development tax credit	**(16)**	-
Costs associated with the closure of IMU	**208**	895
Adjusted earnings before interest and tax	**2,299**	1,472

Smart Manufacturing	**2025 £'000**	2024 £'000
Operating profit/(loss)	**996**	(302)
Amortisation of intangibles arising on acquisition	**608**	262
Adjusted earnings before interest and tax	**1,604**	(40)

In the current financial year there has been a change in the way head office expenses are allocated to subsidiaries in the Group to only charge the costs and shared services associated with the individual divisions. This has resulted in an increase in unallocated expenses remaining in Oxford Metrics plc.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

8. Directors and employees

Staff costs during the year were as follows:

	Group 2025 £'000	Group 2024 £'000	**Company 2025 £'000**	Company 2024 £'000
Wages and salaries	**16,596**	15,698	**1,481**	1,716
Share-based payments	**348**	211	**348**	194
Social security costs	**1,835**	1,637	**191**	224
Other pension costs	**870**	830	**92**	68
	19,649	18,376	**2,112**	2,202

The average number of employees of the Group during the year was:

	2025 Number	2024 Number
Development	**82**	88
Sales and customer support	**87**	61
Production and production services	**25**	27
Management and administration	**40**	36
	234	212

The average number of employees of the Company during the year was 13 (2024:12) all of which are classified as management and administration.

For the purposes of IAS 24 'Related party disclosures' the directors are considered key management.

Directors' remuneration:

	2025 £'000	2024 £'000
Wages and salaries	**905**	914
Share option charges	**360**	194
Social security costs	**110**	127
Other pension costs	**58**	79
Benefits in kind	**33**	38
	1,466	1,352

The key management personnel are the same as the Directors.

The number of directors accruing benefits under Group pension schemes was 3 (2024:2).

The remuneration of the highest paid Director was as follows:

	Salary £'000	**Bonus £'000**	**Benefits £'000**	**Pension £'000**	**Total £'000**
2025: I O'Connor (Chief Executive Officer)	225	65	14	23	327
2024: I O'Connor (Chief Executive Officer)	225	–	12	23	260

Exercise of directors' share options

During the year no directors (2024: no directors) exercised share options.

Additional details can be obtained from the Report on Directors' Remuneration on page 38.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

9. Taxation

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

	2025 £'000	2024 £'000
United Kingdom corporation tax at 25.0% (2024: 25.0%)	**7**	1
Overseas taxation	**102**	288
Adjustments in respect of prior year	**(14)**	(140)
Current taxation	**95**	149
Deferred taxation (note 20)	**671**	(365)
Total taxation (credit)/expense	**766**	(216)

At 30 September 2025, the Group had an undiscounted deferred tax asset of £1,455,000 (2024: £2,266,000). The asset comprises principally short term timing differences, future tax relief available on the exercise of outstanding employee share options in Oxford Metrics plc and unrelieved trading losses carried forward for which recoverability is reasonably certain.

Deferred tax assets and liabilities have been measured at an effective rate of 25% in both the UK and USA (2024: 25%) and are detailed in note 20.

The tax assessed for the year is higher than the standard rate of corporation tax in the UK of 25.0% (2024: lower than the standard rate of 25%).

The differences are explained as follows:

	2025 £'000	2024 £'000
Profit on ordinary activities before tax	**1,327**	542
Expected tax expense based on the rate of corporation tax in the UK of 25.0% (2024: 25.0%)	**332**	136
Effect of:		
Expenses not deductible for tax purposes	**260**	436
Movement in unrecognised deferred tax asset	**271**	281
Adjustments to tax charge in respect of prior year current tax	**(14)**	(140)
Adjustments to tax charge in respect of prior year deferred tax	**(110)**	(84)
Higher rates on overseas taxation	**(23)**	(70)
Research and development enhanced deduction	**-**	(775)
Effect of tax rate change	**50**	-
Total tax expense/(credit)	**766**	(216)

10. (Loss)/earnings per share

		2025			2024	
	Earnings £'000	**Weighted average number of shares '000**	**Per share amount pence**	Earnings £'000	Weighted average number of shares '000	Per share amount pence
Basic (loss)/earnings per share						
Earnings attributable to ordinary shareholders	**(681)**	**124,364**	**(0.55)**	758	131,338	0.58
Dilutive effect of employee share options	**-**	**2,837**	**-**	-	1,504	(0.02)
Diluted (loss)/earnings per share	**(681)**	**127,201**	**(0.55)**	758	132,842	0.56

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares (share options). For share options a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscriptions rights and outstanding share based payment charges attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise price of the share options.

11. Goodwill and intangible assets

Group	Intellectual property £'000	Customer relationships £'000	Brand £'000	Development costs £'000	Goodwill £'000	Total £'000
Cost						
At 1 October 2024	7,846	810	112	19,758	6,208	34,734
Additions	–	–	–	3,260	–	3,260
On acquisition (note 26)	414	1,650	450	–	2,293	4,807
Translation difference	(1)	–	–	–	(1)	(2)
At 30 September 2025	**8,259**	**2,460**	**562**	**23,018**	**8,500**	**42,799**
Accumulated amortisation and impairment						
At 1 October 2024	3,413	57	5	11,469	1,076	16,020
Charge for the year	414	337	51	1,547	–	2,349
Impairment	–	–	–	750	–	750
Translation difference	(1)	–	–	–	–	(1)
At 30 September 2025	**3,826**	**394**	**56**	**13,766**	**1,076**	**19,118**
Net book value at 30 September 2025	**4,433**	**2,066**	**506**	**9,252**	**7,424**	**23,681**
Net book value at 30 September 2024	4,433	753	107	8,289	5,132	18,714

All development costs are internally generated.

The Markerless product is Vicon's latest release. During the year ended 30 September 2025 an impairment loss of £750,000 was recognised and the carrying value of the capitalised development cost asset is £2,151,000 at 30 September 2025 (2024: £1,653,000). The impairment loss was recognised after reviewing the sales forecast levels to align with current market expectations given this is a new product which has recently been launched and there is no established track record of sales. The impairment reflects technical obsolescence in the Markerless project, reflecting the nature of machine learning technology development which was superseded when the product was released during FY25.

The Valkyrie camera range was released in FY23. The carrying value of the capitalised development cost asset is £2,689,000 at 30 September 2025 (2024: £3,306,000). Its useful economic life is expected to be consistent with previous camera systems at 7 years and it began amortising in Autumn 2022.

Axiom, included within capitalised development costs, is the core software used in Vicon's software products and its carrying value at 30 September 2025 is £1,569,000 (2024: £1,942,000). Its useful economic life is 6 years and it is subject to a process of continuing ongoing development.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Group	Intellectual property £'000	Customer relationships £'000	Brand £'000	Development costs £'000	Goodwill £'000	Total £'000
Cost						
At 1 October 2023	4,532	-	-	20,590	1,650	26,772
Additions	-	-	-	3,086	-	3,086
On acquisition (note 27)	3,316	810	112	-	4,610	8,848
Disposal	-	-	-	(3,918)	-	(3,918)
Translation difference	(2)	-	-	-	(52)	(54)
At 30 September 2024	**7,846**	**810**	**112**	**19,758**	**6,208**	**34,734**
Accumulated amortisation and impairment						
At 1 October 2023	2,743	-	-	13,826	-	16,569
Charge for the year	473	57	5	1,561	-	2,096
Impairment	197	-	-	-	1,076	1,273
Disposal	-	-	-	(3,918)	-	(3,918)
At 30 September 2024	**3,413**	**57**	**5**	**11,469**	**1,076**	**16,020**
Net book value at 30 September 2024	**4,433**	**753**	**107**	**8,289**	**5,132**	**18,714**
Net book value at 30 September 2023	1,789	-	-	6,764	1,650	10,203

Current estimates of the remaining useful economic lives of the intangible assets are as follows:

Intellectual property	4-15 years
Customer relationships	12 years
Brand	19 years
Development costs	1-7 years
Goodwill	Indefinite

12. Goodwill and impairment

Details of goodwill allocated to cash generating units for which the amount of goodwill so allocated is significant in comparison to total goodwill is as follows:

	Goodwill carrying value 2025 £'000	2024 £'000
Vicon:		
Vicon USA cash generating unit (Peak)	**521**	522
Smart manufacturing (Sempre)	**2,293**	-
Smart manufacturing (IVS)	**4,610**	4,610
	7,424	5,132

The recoverable amounts of all the CGU's have been determined from value in use calculations based on cash flow projections from formally approved budgets covering the financial year ending 30 September 2026 and cashflows extending out to 2030.

The excess of recoverable amount over carrying value for the CGUs that hold a significant proportion of the Group's overall goodwill balance are as follows:

- Smart manufacturing (IVS) exceeds its carrying amount by £2.7m.
- Smart manufacturing (Sempre) exceeds its carrying amount by £1.9m.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Other major assumptions are as follows (the growth rate applies only to the period beyond the formal budgeted period with the value in use calculation based on the budgeted cash flows up to 30 September 2026 and assumes a perpetuity based terminal value).

Smart Manufacturing	**Sempre 2025 %**	Sempre 2024 %	**IVS 2025 %**	IVS 2024 %
Pre-tax discount rate	**19.2**	-	**19.2**	16.5
Average operating margin	**15.3**	-	**19.3**	23.3
Short term growth rate	**6.3**	-	**12.1**	18.1
Terminal growth rate	**2.0**	-	**2.0**	2.0

Short term growth rates have been applied based on order book and sales pipeline with reducing growth rates into perpetuity. Operating margins have been based on past experience and future expectations in the light of anticipated economic and market conditions. Discount rates are based on the Group's WACC adjusted to reflect management's assessment of specific risks related to the cash generating unit. Growth rates beyond the formally budgeted period are based on economic data pertaining to the region concerned. The approximate pre-tax discount rate is disclosed in the table above.

A sensitivity analysis has been performed to establish how a change in the key assumptions would impact the value in use. A 1.0% increase in the discount rate applied to IVS would result in £0.5m reduction in its recoverable amount. A terminal growth rate of 0% would not result in the carrying value being impaired.

A 1.0% increase in the discount rate applied to Sempre would result in £0.3m reduction in its recoverable amount. A terminal growth rate of 0% would not result in the carrying value being impaired. For both IVS and Sempre the operating margin would have to move significantly for the goodwill carrying value to be impaired.

13. Property, plant and equipment

Group	Motor vehicles £'000	Computers and equipment £'000	Furniture and fixtures £'000	Demonstration equipment £'000	Leasehold improvements £'000	Total £'000
Cost						
At 30 September 2024	40	2,302	854	1,622	1,839	6,657
Additions	-	242	10	203	2	457
Transfers from inventory	-	-	-	56	-	56
On acquisition	1	205	29	209	-	444
Disposals	-	(31)	(6)	(22)	-	(59)
Translation differences	1	(8)	-	(4)	(2)	(13)
At 30 September 2025	**42**	**2,710**	**887**	**2,064**	**1,839**	**7,542**
Depreciation						
At 30 September 2024	13	1,692	509	315	871	3,400
Charge for the year	7	474	132	237	332	1,182
Disposals	-	(27)	(4)	-	-	(31)
Translation differences	1	(13)	-	(2)	(2)	(16)
At 30 September 2025	**21**	**2,126**	**637**	**550**	**1,201**	**4,535**
Net book value at 30 September 2025	**21**	**584**	**250**	**1,514**	**638**	**3,007**
Net book value at 30 September 2024	27	610	345	1,307	968	3,257

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Group	Motor vehicles £'000	Computers and equipment £'000	Furniture and fixtures £'000	Demonstration equipment £'000	Leasehold improvements £'000	Total £'000
Cost						
At 30 September 2023	32	2,206	644	1,031	1,162	5,075
Additions	-	220	204	628	559	1,611
On acquisition	9	27	19	-	133	188
Disposals	-	(118)	-	(7)	-	(125)
Translation differences	(1)	(33)	(13)	(30)	(15)	(92)
At 30 September 2024	**40**	**2,302**	**854**	**1,622**	**1,839**	**6,657**
Depreciation						
At 30 September 2023	5	1,389	418	145	638	2,595
Charge for the year	8	435	96	180	236	955
Disposals	-	(111)	-	(2)	-	(113)
Translation differences	-	(21)	(5)	(8)	(3)	(37)
At 30 September 2024	**13**	**1,692**	**509**	**315**	**871**	**3,400**
Net book value at 30 September 2024	**27**	**610**	**345**	**1,307**	**968**	**3,257**
Net book value at 30 September 2023	27	817	226	886	524	2,480

Company	Computers and equipment £'000
Cost	
At 1 October 2024	195
Additions	2
Disposals	(2)
At 30 September 2025	**195**
Depreciation	
At 1 October 2024	168
Charge for the year	20
Disposals	(2)
At 30 September 2025	**186**
Net book value at 30 September 2025	**9**
Net book value at 30 September 2024	27

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

14. Leases

The Group leases a number of properties in the geographical areas in which it operates. The Group also leases a small number of motor vehicles in the UK and Ireland. All leases comprise only fixed payments over the lease term.

Right of use assets

Group	Land and buildings £'000	Motor Vehicles £'000	Total £'000
At 30 September 2024	3,436	98	3,534
Additions	-	263	263
On acquisition	570	74	644
Amortisation	(1,039)	(152)	(1,191)
Translation differences	5	-	5
At 30 September 2025	**2,972**	**283**	**3,255**

Group	Land and buildings £'000	Motor Vehicles £'000	Total £'000
At 30 September 2023	3,135	-	3,135
Additions	1,121	-	1,121
On acquisition	286	169	455
Amortisation	(950)	(71)	(1,021)
Translation differences	(156)	-	(156)
At 30 September 2024	**3,436**	**98**	**3,534**

Lease liabilities

Group	Land and buildings £'000	Motor Vehicles £'000	Total £'000
At 1 October 2024	3,677	98	3,775
Additions	-	263	263
On acquisition	560	74	634
Interest expense	257	14	271
Lease payments	(1,238)	(163)	(1,401)
Translation differences	(9)	-	(9)
At 30 September 2025	**3,247**	**286**	**3,533**

Group	Land and buildings £'000	Motor Vehicles £'000	Total £'000
At 1 October 2023	3,222	-	3,222
Additions	1,109	-	1,109
On acquisition	286	169	455
Interest expense	283	8	291
Lease payments	(1,037)	(79)	(1,116)
Translation differences	(186)	-	(186)
At 30 September 2024	**3,677**	**98**	**3,775**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

The maturity analysis of lease liabilities at 30 September is as follows:

Group	2025 £'000	2024 £'000
Within 1 year	**1,363**	1,174
Between 1-2 years	**946**	1,092
Between 2-3 years	**604**	825
Between 3-4 years	**291**	428
Between 4-5 years	**203**	199
Over 5 years	**647**	859
Effect of discounting	**(521)**	(802)
Total greater than 1 year	**2,170**	2,601
Lease liability	**3,533**	3,775

15. Investments

	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Shares in subsidiary undertakings - cost				
At 1 October	**-**	-	**15,865**	7,191
Capital contribution	**-**	-	**-**	17
Addition	**-**	-	**5,328**	8,657
At 30 September	**-**	-	**21,193**	15,865
Other investments – cost and fair value				
At 1 October and 30 September	**236**	236	**373**	373
Total financial assets - investments	**236**	236	**21,566**	16,238

During the year the Company acquired 100% of the share capital of The Sempre Group Holdings Limited and Amber Optix Limited, see note 26.

Details of the Company's undertakings, all of which are wholly owned and included within the consolidated financial statements, are as follows:

Name of entity	Principal activity	Country of incorporation	Registered office
Vicon Motion Systems Limited	Development, production and sale of computer software and equipment	England	6 Oxford Pioneer Park, Yarnton, Oxfordshire, OX5 1QU
OMG Life Limited	Non trading company	England	6 Oxford Pioneer Park, Yarnton, Oxfordshire, OX5 1QU
Industrial Vision Systems Limited	Development, production and sale of vision inspection systems	England	Genesis Building, Library Ave, Harwell Campus, Didcot, Oxfordshire, OX11 0SG
The Sempre Group Holdings Limited	Non trading company	England	The Lodge, 37 Barnett Way, Barnwood, Gloucester, GL4 3RT
The Sempre Group Limited*	Distribution and servicing of high specification measuring equipment	England	The Lodge, 37 Barnett Way, Barnwood, Gloucester, GL4 3RT

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Name of entity	Principal activity	Country of incorporation	Registered office
Sempre Metrology Limited*	Distribution and servicing of high specification measuring equipment	Ireland	Suite 7 The Courtyard, Carmanhall Rd, Sandyford, Dublin, D18 NW62
Metrology Direct Limited*	Non trading company	England	The Lodge, 37 Barnett Way, Barnwood, Gloucester, GL4 3RT
Vicon Motion Systems, Inc.*	Sales, marketing and customer support	USA	12650 E Arapahoe Rd, Suite 200, Centennial, Colorado
IMeasureU, Limited*	Development and sale of computer software and equipment	New Zealand	5 Water Street, Grafton, Auckland, 1023, New Zealand
OMG, Inc.	Non trading company	USA	12650 E Arapahoe Rd, Suite 200, Centennial, Colorado
IMeasureU Limited*	Sale of computer software and equipment	England	6 Oxford Pioneer Park, Yarnton, Oxfordshire, OX5 1QU
Contemplas GmbH*	Development and sale of computer software and equipment	Germany	Albert-Einstein-Straße 6 D-87437 Kempten Germany

*Investment held indirectly.

IMeasureU Limited, Industrial Vision Systems Limited, The Sempre Group Limited, Vicon Motion Systems Limited and OMG Life Limited, subsidiaries incorporated in England, are exempt from the requirements of the Companies Act relating to the audit of individual accounts by virtue of Section 479A.

Investment in associate

During the year ended 30 September 2017 the Company acquired a 25% shareholding in Pimloc Limited, an equity accounted associate. This investment is fully impaired.

Equity investments

During the year ended 30 September 2020 the Company acquired 3% of the equity in a business start-up incorporated in the US in return for a total consideration of $300,000 (£236,000). This investment is measured at fair value through profit or loss. There were no movements in the fair value of this investment during the year ended 30 September 2025 or 2024.

16. Inventories

	Group 2025 £'000	Group 2024 £'000	**Company 2025 £'000**	Company 2024 £'000
Finished goods	**2,012**	1,288	**-**	-
Component parts	**3,878**	6,449	**-**	-
	5,890	7,737	**-**	-

The cost of inventories recognised as an expense and included in cost of sales is £15,248,000 (2024: £12,251,000).

During the year the impairment provision was reduced by £255,000 (2024: increased by £441,000). Inventories written off and included within cost of sales were £45,000 (2024: £166,000).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

17. Trade and other receivables

	Group 2025 £'000	Group 2024 £'000	**Company 2025 £'000**	Company 2024 £'000
Trade receivables	**10,355**	7,118	**-**	-
Provision for impairment of trade receivables	-	**-**	-	**-**
Net trade receivables	**10,355**	7,118	**-**	-
Amounts owed by other Group undertakings	**-**	-	**2,170**	2,362
Other debtors	**270**	34	**45**	10
Prepayments	**1,544**	1,070	**235**	242
Contract assets	**583**	144	**-**	-
Accrued interest	**111**	566	**111**	566
	12,863	8,932	**2,561**	3,180

Amounts owed by other Group undertakings are repayable on demand and do not carry interest.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables and contract assets. To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped based on similar credit risk and ageing. The contract assets have similar risk characteristics to the trade receivables for similar types of contracts.

The expected loss rates are based on the Group's historical credit losses experienced over the three year period prior to 30 September 2025. The Group has a history of customers with extremely good credit rating and no instances of customers defaulting. This results in the lifetime expected credit loss for trade receivables and contract assets being immaterial to the Group.

The carrying amounts of the Group and Company's trade and other receivables are denominated in the following currencies:

	Group 2025 £'000	Group 2024 £'000	**Company 2025 £'000**	Company 2024 £'000
Sterling	**9,303**	5,781	**2,144**	1,825
Euro	**1,161**	227	**82**	-
US Dollar	**2,394**	2,924	**416**	1,355
NZ Dollar	**5**	-	**-**	-
	12,863	8,932	**2,642**	3,180

Movements in the provision for impairment of trade receivables in the prior year are as follows:

	Group 2025 £'000	Group 2024 £'000	**Company 2025 £'000**	Company 2024 £'000
At 1 October	**-**	54	**-**	-
Charged/(credited) during the year	**-**	(6)	**-**	-
Receivables written off during the year	**-**	(48)	**-**	-
At 30 September	**-**	-	**-**	-

The movement on the provision for impairment of trade receivables has been included in administrative expenses in the income statement.

Other classes of financial assets included within trade and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the fair value of each receivable set out above.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

18. Trade and other payables

	Group 2025 £'000	Group 2024 £'000	**Company 2025 £'000**	Company 2024 £'000
Trade payables	**3,658**	1,373	**378**	96
Amounts payable to Group undertakings	**-**	-	**1,687**	1,379
Social security and other taxes	**945**	362	**-**	-
Other creditors	**123**	142	**-**	-
Deferred R&D tax credit income	**102**	-	**-**	-
Accruals	**2,931**	2,542	**231**	673
Contract liabilities	**3,661**	2,925	**-**	-
	11,420	7,344	**2,296**	2,148

Amounts payable to Group undertakings are payable on demand and do not carry interest.

19. Financial instruments

The Group and Company's financial instruments comprise cash and short term deposits, debtors and creditors that arise directly from its operations. The risks associated with these financial instruments and the Group's policies for managing those risks are outlined below.

Interest rate risk of financial assets

Surplus cash funds are deposited with UK clearing banks on a short term basis for periods of between three and twelve months. The interest rates earned are compared with those available from other financial institutions of comparable credit status.

The average rate of interest earned during the year on cash deposits was 4.52% (2024: 4.94%).

The Group's cash and cash equivalents, and fixed term deposits are held in the following currencies:

	2025				
Group	**GBP £'000**	**Euro £'000**	**US$ £'000**	**NZ$ £'000**	**Total £'000**
Cash and cash equivalents	**9,390**	**877**	**5,016**	**20**	**15,303**
Fixed term deposits	**22,000**	**-**	**-**	**-**	**22,000**
	31,390	**877**	**5,016**	**20**	**37,303**

	2024				
Group	GBP £'000	Euro £'000	US$ £'000	NZ$ £'000	Total £'000
Cash and cash equivalents	15,948	310	4,355	110	20,723
Fixed term deposits	30,000	-	-	-	30,000
	45,948	310	4,355	110	50,723

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

	2025		
Company	**GBP £'000**	**US$ £'000**	**Total £'000**
Cash and cash equivalents	**11,644**	**1,505**	**13,149**
Fixed term deposits	**22,000**	**-**	**22,000**
	33,644	**1,505**	**35,149**

	2024		
Company	GBP £'000	US$ £'000	Total £'000
Cash and cash equivalents	20,930	844	21,774
Fixed term deposits	30,000	-	30,000
	50,930	844	51,774

The fixed term deposits of £22,000,000 held at 30 September 2025 (2024: £30,000,000) are made up of varying amounts held in fixed term deposit accounts for between 6 and 12 months.

Management considers a 2.00 percentage point move in interest rates to be reasonably possible. If the interest rates in effect during the year had moved by plus or minus 2.00 percentage points and all other variables held constant the Group's profit for the year ended 30 September 2025 would increase by £498,000/decrease by £471,000 (2024: increase by £789,000/decrease by £938,000). There would be no impact on other equity reserves.

As disclosed in note 15 the Group has equity investments of £236,000 denominated in US dollars at 30 September 2025 and 30 September 2024. These investments are stated at fair value through profit or loss.

The Group and Company do not have any longer-term foreign currency cash holdings.

Borrowing facilities

The Group and Company have no borrowings. The Group operates a Multi-Currency Balance Management Arrangement between certain Group companies. This arrangement may result in individual accounts of certain entities showing overdrawn balances. However, due to the arrangements in place, such balances do not incur interest charges and the Group position must always result in a net deposit balance as there is no borrowing facility.

Risk management

The Group is exposed through its activities to the following financial risks:

Liquidity risk

At 30 September 2025 the Group's cash and short term deposits amounted to £37,303,000 (2024: £50,723,000). The Group had no financial borrowing obligations.

All financial liabilities are due within one year except for lease liabilities. Please refer to note 14 for details of their maturity analysis.

Management does not consider liquidity to be a key risk.

Credit risk

Sales are made on a basis designed to minimise so far as possible the risk of non-payment in each case. Balances owing from customers are reviewed at least monthly, and action is taken where considered appropriate with a view to achieving timely settlement, see note 17. The Group and Company are continually reviewing the credit risk associated with holding money on deposit in banks and seek to mitigate this risk by spreading deposits between banks with high credit status.

Foreign currency risk

The Group's foreign exchange transaction exposure arises principally in the UK subsidiaries from trading with US subsidiary undertakings and third parties in Europe and the Far East. The Group's policy is to reduce exposure to revaluation of monetary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

assets and liabilities. Under the policy, assets and liabilities held in currencies other than a Company's functional currency are minimised through intercompany trading.

The Group considers the volatility of currency markets over the year to be representative of the potential foreign currency risk it is exposed to. The main currency the Group's results were exposed to at the year end was the US dollar and over the year the volatility of this currency was 9.0% (2024: 5.8%). If Sterling had strengthened against the dollar at year end by 10% it would have decreased the Group profit by £673,000 (2024: decreased the Group profit by £293,000). If Sterling had weakened against the dollar at year end by 10% it would have increased the Group profit by £823,000 (2024: increased the Group profit by £358,000).

The table below shows the extent to which Group companies have monetary assets/(liabilities) in currencies other than their local currency.

	2025				
Functional currency of operation:	**Sterling £'000**	**US$ £'000**	**NZ$ £'000**	**Euro £'000**	**Total £'000**
Sterling	**-**	**6,660**	**(6,146)**	**3,020**	**3,534**
US dollar	**4,084**	**-**	**-**	**-**	**4,084**
NZ dollar	**(2,212)**	**(18)**	**-**	**-**	**(2,230)**

	2024				
Functional currency of operation:	Sterling £'000	US$ £'000	NZ$ £'000	Euro £'000	Total £'000
Sterling	-	1,052	(5,458)	1,606	(2,800)
US dollar	4,084	-	-	-	4,084
NZ dollar	(2,359)	(18)	-	-	(2,377)

Fair value of financial assets and financial liabilities

Fair value measurement

The Group should measure the following item at fair value which is classified as Level 3: Unobservable inputs (i.e. not derived from market data).

- Equity investment (note 15);

This item is stated at cost which is not materially different to fair value through profit or loss.

Where applicable, cost is deemed not to be materially different to fair value in the Boards opinion in determining carrying values of financial assets and liabilities.

The carrying value of the Group and Company's financial assets and liabilities is as follows:

Financial assets	**Group 2025 £'000**	Restated Group 2024* £'000
Amortised cost		
Trade receivables	**10,355**	7,118
Other debtors	**56**	19
Fixed term deposits	**22,000**	30,000
Cash and cash equivalents	**15,303**	20,723
Accrued interest	**111**	566
At 30 September	**47,825**	58,426

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Financial liabilities	**Group 2025 £'000**	Restated Group 2024 £'000
Amortised cost		
Trade payables	**3,658**	1,373
Accruals	**2,931**	2,542
At 30 September	**6,589**	3,915

*Restated due to previously excluding the accrued interest balance which should be included as a financial asset and removing the equity investment which is recognised at fair value through profit and loss.

Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to shareholders.

The Group considers its capital to comprise ordinary share capital, shares to be issued, share premium and accumulated retained earnings. The foreign currency translation reserve and cash flow hedging reserve are not considered capital. There have been no changes in what the Group considers to be capital from the prior year.

In order to maintain or adjust its working capital at an acceptable level and meet strategic investment needs, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or sell assets.

The Group does not seek to maintain any debt to capital ratio but will consider investment opportunities on their merits and fund them in the most effective manner.

20. Deferred tax

	Group Deferred tax asset £'000	**Group Deferred tax liability £'000**	**Group Net £'000**	**Company Deferred tax asset £'000**	**Company Deferred tax liability £'000**	**Company Net £'000**
At 1 October 2023	1,618	(2,736)	(1,118)	112	(5)	107
Charged to the income statement (note 9)	701	(336)	365	(4)	4	-
Charged directly to equity	(53)	29	(24)	(21)	-	(21)
On acquisition	-	(1,102)	(1,102)	-	-	-
At 30 September 2024	**2,266**	**(4,145)**	**(1,879)**	**87**	**(1)**	**86**
Charged to the income statement (note 9)	(808)	137	(671)	(21)	1	(20)
Charged directly to equity	(3)	-	(3)	(3)	-	(3)
On acquisition	-	(564)	(564)	-	-	-
At 30 September 2025	**1,455**	**(4,572)**	**(3,117)**	**63**	**-**	**63**

Amounts charged directly to equity relate to movements in deferred tax balances arising on employee share options and foreign exchange movements. Deferred tax balances which are intended to be settled simultaneously are offset against one another. The result is a net deferred tax liability in all jurisdictions.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

The following table summarises the provided tax asset and liability.

Recognised - asset	**Group 2025 £'000**	Group 2024 £'000	**Company 2025 £'000**	Company 2024 £'000
Tax relief on unexercised employee share options	**61**	87	**63**	87
Unrelieved losses carried forward	**1,242**	1,956	**-**	-
Short term timing differences	**152**	223	**-**	-
	1,455	2,266	**63**	87
Recognised - liability				
Recognition of intangible assets	**(1,709)**	(1,540)	**-**	-
Capital allowances in excess of depreciation	**(2,863)**	(2,605)	**-**	(1)
	(4,572)	(4,145)	**-**	(1)
Net tax (liability)/asset	**(3,117)**	(1,879)	**63**	86

Deferred tax assets and liabilities have been measured on an undiscounted basis at an effective tax rate of 25% in both the UK and USA (30 September 2024: 25%). Deferred tax assets have been recognised in respect of all tax losses and other temporary differences giving rise to deferred tax assets where the directors believe it is probable that these assets will be recovered. As at 30 September 2025, the Group has un-provided deferred tax assets of £280,000 arising on unrelieved trading losses for which recoverability is not certain (2024: £137,000). The gross amount of these losses is £953,000 (2024: £466,000).

21. Other liabilities

	Group 2025 £'000	Group 2024 £'000	**Company 2025 £'000**	Company 2024 £'000
Deferred R&D tax credit income	**390**	-	**-**	-
Contract liabilities	**1,105**	848	**-**	-
	1,495	848	**-**	-

The contract liabilities above relates to revenue from support contracts which cover a period of more than 12 months from 30 September 2025.

22. Provisions

	Group £'000	**Company £'000**
At 1 October 2024	**59**	**-**
Charged to income statement – leasehold dilapidations	15	-
At 30 September 2025	**74**	**-**

Leasehold dilapidations relate to the estimated cost of returning the Group's leasehold properties to their original state at the end of the lease in accordance with the lease terms.

23. Share capital

Allotted, called up and fully paid	**2025 Number '000**	2024 Number '000	**2025 £'000**	2024 £'000
At 1 October	**131,439**	130,420	**329**	326
Purchase of own shares	**(15,868)**	-	**(40)**	-
Share capital issued	**-**	1,019	**-**	3
At 30 September	**115,571**	131,439	**289**	329

All shares are ordinary shares of 0.25p.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

In October 2024 the Company announced the return of up to £6.0m of cash to its shareholders through an on-market share buyback programme. In June 2025 this was extended to include a further £4.0m, so that in aggregate, a total of up to £10.0m of cash will be returned to shareholders. The nominal amount by which the share capital has been reduced has been transferred to the capital redemption reserve. All ordinary shares repurchased by the Company under the programme will be cancelled.

During the year ended 30 September 2024: 12,500 were issued relating to share options that were exercised and 1,007,000 shares were issued on the acquisition of Industrial Vision Systems Limited.

At 30 September 2025 options were outstanding over 2,874,000 ordinary shares of 0.25p each (2024: 1,723,000), including those held by directors, as follows:

Number of shares over which options granted	Exercise price	Exercise period
2,849,000	0.25p	December 2026 to May 2035
25,000	59.06p	September 2019 to July 2027

Details of directors' interests in share options are shown in the Report on Remuneration.

The market price of the ordinary shares at 30 September 2025 was 41.90p (2024: 60.00p) and the range during the year was 39.00p to 67.40p (2024: 58.40p to 115.00p). Shares to be issued are detailed in the Statement of Changes in Equity.

24. Share based payments

The Group operates a number of share based remuneration schemes for employees. Under these schemes the board can grant options over shares in the Company to employees of the Group. Options are granted with a fixed exercise price equal to the market price of the shares under option at the date of grant with the exception of the LTIPs which have an exercise price of 0.25p. Several different schemes have been issued with the contractual life of each option being 10 years. Awards under the share based remuneration schemes are generally reserved for employees at senior management level and above.

Options granted under the share based remuneration schemes generally vest proportionally over time which is typically a period of 3 years from the date of grant. Exercise of an option is subject to continued employment. The LTIP options were valued using the Monte-Carlo or Binomial option-pricing model depending on the performance conditions as shown in the table below. No performance conditions were included in the fair value calculations, except for market related conditions.

A reconciliation of option movements over the year to 30 September 2025 is shown below:

	2025		2024	
	Number '000	**Weighted average exercise price (pence)**	Number '000	Weighted average exercise price (pence)
Outstanding at 1 October	**1,723**	**14.13**	1,129	22.09
Granted	**1,455**	**0.25**	897	0.25
Exercised	**-**	**-**	(13)	59.06
Forfeited	**(304)**	**74.10**	(290)	0.25
Outstanding at 30 September	**2,874**	**0.76**	1,723	14.13
Exercisable at 30 September	**25**	**59.06**	225	106.56

The weighted average share price at the date of exercise for options exercised during the year ended 30 September 2024 was 102.50p.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

Share options outstanding at the year end

	2025			2024		
Range of exercise prices (pence)	**Weighted average exercise price (pence)**	**Number of shares (‘000)**	**Weighted average contractual remaining life (years)**	Weighted average exercise price (pence)	Number of shares (‘000)	Weighted average contractual remaining life (years)
0.25	**0.25**	**2,849**	**9**	0.25	1,498	9
59.06	**59.06**	**25**	**2**	59.06	25	3
112.50	**-**	**-**	**-**	112.50	200	7

The total charge for the year relating to employee share-based payment plans was £348,000 (2024: £211,000), all of which related to equity-settled share based payment transactions.

The assumptions used in the calculation of the fair value of the LTIP options granted during the year ended 30 September 2025 were as follows:

Terms of award	**EPS**	**TSR**	**EPS**	**TSR**	**EPS**	**TSR**
Grant date	**31/10/2024**	**31/10/2024**	**17/12/2024**	**17/12/2024**	**9/05/2025**	**9/05/2025**
Number of shares (‘000)	**273**	**272**	**332**	**332**	**123**	**123**
Valuation method	**Binomial**	**Monte-Carlo**	**Binomial**	**Monte-Carlo**	**Binomial**	**Monte-Carlo**
Expected volatility (%)(1)	**35**	**35**	**35**	**35**	**35**	**35**
Expected life (years)(2)	**2.1**	**2.1**	**3.0**	**3.0**	**3.6**	**3.6**
Risk free rate (%)(3)	**4.64**	**4.64**	**4.36**	**4.36**	**4.29**	**4.29**
Dividend yield (%)	**0**	**0**	**0**	**0**	**0**	**0**
Exercise price (pence)	**0.25**	**0.25**	**0.25**	**0.25**	**0.25**	**0.25**
Vesting period (years)	**2.1**	**2.1**	**3.0**	**3.0**	**3.6**	**3.6**
Option life (years)	**10**	**10**	**10**	**10**	**10**	**10**

Notes

(1) The expected volatility is based on historical volatility over a weighted 4 year period from the grant date.

(2) The expected life is the expected period to exercise.

(3) The risk free rate of return is the yield on zero-coupon UK government bonds of a term consistent with the assumed option life.

The assumptions used in the calculation of the fair value of the options granted during the year ended 30 September 2024 were as follows:

Terms of award	**EPS**	**TSR**
Grant date	13/02/2024	13/02/2024
Number of shares (‘000)	553	344
Valuation method	Binomial	Monte-Carlo
Expected volatility (%)(4)	30.0	30.0
Expected life (years)(5)	2.8	2.8
Risk free rate (%)(6)	4.2	4.2
Dividend yield (%)	2.6	2.6
Exercise price (pence)	0.25	0.25
Vesting period (years)	2.8	2.8
Option life (years)	10	10

Notes

(4) The expected volatility is based on historical volatility over a weighted 4 year period from the grant date.

(5) The expected life is the expected period to exercise.

(6) The risk free rate of return is the yield on zero-coupon UK government bonds of a term consistent with the assumed option life.

Details of directors’ interests in share options are shown in the Report on Remuneration.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

25. Movement in reserves

The movement in reserves are disclosed fully within the Consolidated and Company Statement of Changes in Equity on page 60. The description of the nature and purpose of each reserve within owner's equity is as follows:

Reserve	Description and purpose
Share capital	Amount subscribed for share capital at nominal value.
Shares to be issued	Shares to be issued to Bartle Bogle Hegarty in exchange for services received.
Share premium account	Amount subscribed for share capital in excess of nominal value.
Foreign currency translation	Gains/losses arising on retranslation of the net assets of overseas operations into Sterling.
Retained earnings	Cumulative net gains and losses recognised in the consolidated income statement.
Capital redemption reserve	Nominal value of shares repurchased and cancelled under the share buyback programme.
Merger Reserve	Excess of the fair value of shares issued for the acquisition of Industrial Vision Systems Limited over the aggregate nominal value which qualify for merger relief under Section 612 (2) of the Companies Act 2006.

26. Business combinations during the year

The Sempre Group

On 10 October 2024 the Group purchased 100% of the share capital of The Sempre Group Holdings Limited, a company registered in England. The Sempre Group Holdings Limited is a holding company with the principal activity of its trading subsidiaries being the distribution and servicing of high specification measuring equipment. The acquisition enables the Group to extend its presence in the Smart Manufacturing space which will enable expansion into new markets and customers. The total amount payable, including deferred consideration is £5,326,000. The purchase has been accounted for as an acquisition.

All intangible assets have been recognised at their respective fair values. The residual excess over the net assets acquired, including intangible assets, is recognised as goodwill in the financial statements. The main factors leading to the recognition of goodwill are the presence of certain assets such as the assembled workforce that do not qualify for separate recognition.

The fair value of the business assets acquired was as follows:

	Book value £'000	Fair valuation £'000	**Fair value £'000**
Customer relationships	-	1,650	**1,650**
Brand	-	450	**450**
Property, plant and equipment	439	-	**439**
Right of use assets	-	644	**644**
Inventory	699	-	**699**
Accounts receivable	977	-	**977**
Other debtors	267	-	**267**
Cash	1,199	-	**1,199**
Accounts payable	(608)	-	**(608)**
Contract liabilities	(613)	-	**(613)**
Other creditors	(778)	-	**(778)**
Lease liabilities	-	(634)	**(634)**
Corporation tax liability	(95)	-	**(95)**
Deferred tax liability	(39)	(525)	**(564)**
Net business assets acquired	1,448	1,585	**3,033**

Consideration:	**£'000**
Initial cash consideration	**4,605**
Deferred and contingent cash consideration	**721**
Total consideration	**5,326**
Goodwill arising	**2,293**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

The initial cash consideration paid, net of cash acquired of £1,199,000 was £3,406,000.

The intangible assets acquired as part of the business combination significantly relate to existing customer relationships and the acquired brand.

The deferred consideration includes contingent consideration dependent upon certain EBITDA parameters being achieved in the twelve months ending on 31 December 2025. As at 30 September 2025 the fair value of estimated future contingent cash payments totalled £452,000 which is not significantly different to the fair value on the acquisition date.

Included within the results for the year ended 30 September 2025 are revenues of £8,329,000 and profit before tax of £567,000. If the acquisition had occurred on 1 October 2024 the Group's results would not have been significantly different.

The costs associated with the acquisition of The Sempre Group Holdings Limited in the year ended 30 September 2025 amounted to £96,000 with a further £144,000 incurred in the year ended 30 September 2024. They have been recognised as an expense and included within the income statement as part of administrative expenses.

Amber Optix Limited

On 4 April 2025 the Group purchased 100% of the share capital of Amber Optix Limited, a company registered in England. The total amount payable, including contingent amounts is up to £1,891,000. The purchase has been accounted for as an acquisition and further enables the Group to extend its presence in the Smart Manufacturing space.

All intangible assets have been recognised at their respective fair values.

The fair value of the business assets acquired was as follows:

	Book value £'000	Fair valuation £'000	**Fair value £'000**
Intellectual property	-	414	**414**
Property, plant and equipment	6	-	**6**
Inventory	35	-	**35**
Accounts receivable	110	-	**110**
Contract assets	26		**26**
Other debtors	9	-	**9**
Cash	1,196	-	**1,196**
Accounts payable	(116)	-	**(116)**
Contract liabilities	(52)	-	**(52)**
Other creditors	(9)	-	**(9)**
Corporation tax liability	(28)	-	**(28)**
Net business assets acquired	1,177	414	**1,591**

Consideration:	**£'000**
Initial cash consideration	**1,526**
Deferred cash consideration	**65**
Total consideration	**1,591**
Goodwill arising	**-**

The initial cash consideration paid, net of cash acquired of £1,196,000 was £330,000.

Included within the results for the year ended 30 September 2025 are revenues of £396,000 and profit before tax of £69,000. If the acquisition had occurred on 1 October 2024 the Group's revenue for the year ended 30 September 2025 would have been £45,115,000 and the Group's profit before tax would have been £1,451,000.

The costs associated with the acquisition of Amber Optix Limited in the year ended 30 September 2025 amounted to £116,000. They have been recognised as an expense and included within the income statement as part of administrative expenses.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

During the year the total cash consideration paid net of cash acquired in respect of acquisitions was as follows:

Consideration:	**£'000**
The Sempre Group Holdings Limited	**3,406**
Amber Optix Limited	**330**
Industrial Vision Systems Limited – deferred cash consideration	**436**
Total	**4,172**

27. Business combinations in prior periods

On 31 October 2023 the Group purchased 100% of the share capital of Industrial Vision Systems Limited, a company registered in England. The principal activity of Industrial Vision Systems Limited is the development, production and sale of vision inspection systems. The acquisition enables the Group to establish a presence in the Smart Manufacturing space which will enable expansion into new markets and customers. The total amount payable, including deferred consideration is £8,656,000. The purchase has been accounted for as an acquisition.

All intangible assets have been recognised at their respective fair values. The residual excess over the net assets acquired, including intangible assets, is recognised as goodwill in the financial statements. The main factors leading to the recognition of goodwill are the presence of certain assets such as the assembled workforce of Industrial Vision Systems Limited that do not qualify for separate recognition.

The fair value of the business assets acquired was as follows:

	Book value £'000	Fair valuation £'000	**Fair value £'000**
Intellectual property	-	3,316	**3,316**
Customer relationships	-	810	**810**
Brand	-	112	**112**
Property, plant and equipment	188	-	**188**
Right of use assets	-	455	**455**
Inventory	261	-	**261**
Accounts receivable	244	-	**244**
Other debtors	62	18	**80**
Cash	1,118	-	**1,118**
Accounts payable	(240)	-	**(240)**
Contract liabilities	-	(438)	**(438)**
Other creditors	(191)	-	**(191)**
Lease liabilities	-	(455)	**(455)**
Corporation tax liability	(219)	107	**(112)**
Deferred tax liability	(45)	(1,057)	**(1,102)**
Net business assets acquired	1,178	2,868	**4,046**

Consideration:	**£'000**
Initial cash consideration	**7,349**
Shares issued	**871**
Deferred cash consideration	**436**
Total consideration	**8,656**
Goodwill arising	**4,610**

The initial cash consideration paid, net of cash acquired of £1,118,000 was £6,231,000.

The intangible assets acquired as part of the business combination significantly relate to intellectual property and existing customer relationships.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

The deferred consideration was not contingent upon any milestones being achieved and has been paid in full during the year.

Included within the results for the year ended 30 September 2024 are revenues of £2,869,000 and profit before tax of £314,000. If the acquisition had occurred on 1 October 2023 the Group's results would not have been significantly different.

The costs associated with the acquisition of Industrial Vision Systems Limited amounted to £151,000 and have been recognised as an expense in the prior year. They have been included within the income statement as part of administrative expenses.

28. Pensions

The Company operates defined contribution pension schemes for the benefit of the UK employees. The assets of the schemes are administered by trustees in funds independent from those of the Group. The amount charged under these schemes to the income statement during the year was £755,000 (2024: £657,000).

Pension contributions are also paid for the benefit of US employees under the 401k savings plan scheme, a US government savings scheme. The amount charged under this scheme to the income statement during the year was £111,000 (2024: £104,000).

29. Dividends

Equity – ordinary	**2025 £'000**	2024 £'000
Final 2023 paid in 2024 (2.75 pence per share)	**-**	3,615
Final 2024 paid in 2025 (3.25 pence per share)	**4,193**	-
	4,193	3,615

The directors are proposing a final dividend in respect of the financial year ended 30 September 2025 of 3.25 pence per share (2024: 3.25 pence per share) which will absorb an estimated £3,756,000 of shareholders' funds. This dividend will be paid on 27 March 2026 to shareholders who are on the register of members at close of business on 13 February 2026 subject to approval at the AGM. These dividends have not been accrued in these financial statements.

30. Related party transactions

The key management personnel are deemed to be the directors. During the year short term employee benefits of £926,000 (2024: £1,079,000) were paid to the directors. In addition, share based payments of £360,000 (2024: £138,000) were charged to the income statement in respect of share options held by the directors. For further information see note 8.

Dividends received by directors of the Company during the year were as follows:

	2025 £'000	2024 £'000
Roger Parry	**11**	9
David Quantrell	**2**	1
Naomi Climer	**1**	1
Imogen O'Connor	**7**	6
Catherine Robertson	**16**	17

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2025

31. Prior period restatement

At the start of FY24, the decision was taken to begin winding down operations at IMeasureU (New Zealand) Limited. On 31 March 2024, we classified the business as 'held for sale' while we negotiated its disposal. The sale did not complete. By 30 September 2024, we had stopped negotiations and decided to abandon the business. IMeasureU (New Zealand) Limited still has outstanding contractual obligations under revenue service contracts that must be fulfilled, and there are ongoing costs from contracts entered into before we made that decision.

We have restated the prior year comparative because IMeasureU (New Zealand) Limited was incorrectly presented as a discontinued operation. As it did not meet the criteria for a discontinued operation, we now present it within continuing operations. We set out the impact of the restatement below. There is no impact on profit for the year, net assets or other primary statements

Consolidated statement of comprehensive income	**As previously reported 2024 £'000**	**Effect £'000**	**As restated 2024 £'000**
Gross profit	27,591	-	**27,591**
Sales, support and marketing costs	(8,795)	-	**(8,795)**
Research and development costs	(5,152)	(169)	**(5,321)**
Administrative expenses	(12,920)	(2,071)	**(14,991)**
Operating profit	724	(2,240)	**(1,516)**
Finance income	2,334	-	**2,334**
Finance expense	(276)	-	**(276)**
Profit before taxation	2,782	(2,240)	**542**
Taxation	149	67	**216**
Profit from continuing operations	2,931		**758**
Loss from discontinued operations net of tax	(2,173)	2,173	**-**
Profit attributable to owners of the parent during the year	758	-	**758**
Total comprehensive income for the period attributable to owners of the parent	433	-	**433**

Adjusted earnings per share from continuing operations	**As previously reported**	**Effect**	**As restated**
Basic earnings per share	2.96p	0.05p	**3.01p**
Diluted earnings per share	2.93p	0.05p	**2.98p**

COMPANY INFORMATION
(AS AT THE DATE OF THIS REPORT)

Company registration number:	03998880
Registered office:	6 Oxford Pioneer Park Yarnton Oxfordshire OX5 1QU
Directors:	Gary Bullard (Non-Executive Chair) Naomi Climer CBE (Non-Executive Director and Senior Independent Director) Dr Ian Wilcock (Non-Executive Director) Dr Margaret Amos (Non-Executive Director) Imogen O'Connor (Chief Executive Officer) Zoe Fox (Chief Financial Officer)
Secretary:	Philip Abrahams
Bankers:	National Westminster Bank plc 121 High Street Oxford OX1 4DD
Solicitors:	RWK Goodman LLP 69 Carter Lane London EC4V 5EQ
Broker and nominated advisor:	Panmure Liberum 25 Ropemaker Street London EC2Y 9LY
Registrars:	MUFG Corporate Markets 10th Floor, Central Square 29 Wellington Street Leeds LS1 4DL
Auditors:	BDO LLP Level 12, Thames Tower Station Road Reading Berkshire RG1 1LX

This document is important and requires your immediate attention.

If you are in any doubt as to any aspects of the proposals referred to in this document or what action you should take, you should seek your own personal advice from your stockbroker, solicitor, accountant, fund manager or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or transferred all your ordinary shares in Oxford Metrics plc, you should pass this document to the person through whom the sale or transfer was made for the transmission to the purchaser or transferee.

Oxford Metrics plc

Notice of 2026 annual general meeting

Notice of the Annual General Meeting for the year ended 30 September 2025

Notice is hereby given that the 2026 Annual General Meeting (the **AGM**) of Oxford Metrics plc (incorporated in England and Wales with company registration number 03998880) (the **Company**) will be held at 6 Oxford Pioneer Park, Yarnton, Oxfordshire, OX5 1QU on Wednesday 25 February 2026 at 14.00 GMT for the purposes set out below.

Resolutions 1 to 11 will be proposed as ordinary resolutions. Resolutions 12 to 14 will be proposed as special resolutions.

Ordinary Resolutions

1. That the audited financial statements of the Company for the financial year ended 30 September 2025, together with the Report of the Directors and the auditor's report thereon be received.

2. That BDO LLP of Level 12, Thames Tower, Station Road, Reading be re-appointed as the Company's auditor, to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting.

3. That the Audit and Risk Committee (for and on behalf of the Board of Directors of the Company (the **Board**)) be authorised to set the remuneration of the auditor.

4. That a final dividend for the financial year ended 30 September 2025 of 3.25 pence per ordinary share of 0.25 pence each in the capital of the Company, which shall be payable on 27 March 2026 to those shareholders on the Company's share register at the close of business on 13 February 2026, be declared.

5. That Gary Bullard, who was appointed by the Board in accordance with the Company's Articles of Association from 4 November 2025, be elected as a Director of the Company to hold office until the next annual general meeting or until the date on which his office is otherwise vacated.

6. That Imogen O'Connor, who retires in accordance with the Company's Articles of Association, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.

7. That Zoe Fox, who retires in accordance with the Company's Articles of Association, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.

8. That Naomi Climer CBE, who retires in accordance with the Company's Articles of Association, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.

9. That Ian Wilcock, who retires in accordance with the Company's Articles of Association, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which his office is otherwise vacated.

10. That Margaret Amos, who was appointed by the Board in accordance with the Company's Articles of Association from 2 June 2025, be elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.

11. That the Directors of the Company (the **Directors**) be authorised under section 551 of the Companies Act, 2006 (the **Act**), generally and unconditionally to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (hereinafter **Allotment Rights**), but so that:

    (A) the maximum amount of share capital which may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £ 95,680.34; and

(B) this authority shall expire at close of business on 24 February 2031 or, if earlier, the conclusion of the Company's annual general meeting to be held in 2027. The Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired.

All authorities given to the Directors at the date of the notice of this meeting to allot shares or to grant Allotment Rights which remain unexercised at the commencement of this meeting are revoked, but without prejudice to any Allotment Rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

12. That, subject to the passing of Resolution 11 in the notice of this meeting, the Directors be authorised pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the authority conferred on them by Resolution 11 in the notice of this meeting or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment, provided that this power is limited to:

    (A) the allotment of equity securities or sale of treasury shares in connection with an offer of securities to the holders of ordinary shares on the register on any fixed record date as the Directors may determine in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in the capital of the Company in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and

    (B) the allotment of equity securities or sale of treasury shares (other than pursuant to sub-paragraph (A) of this Resolution 12) to any person or persons up to an aggregate nominal value of £28,732.83;

    and shall expire on the revocation or expiry (unless renewed) of the general authority conferred on the Directors by Resolution 11 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

13. That, subject to the passing of Resolution 11 in the notice of this meeting and, in addition to the power conferred by Resolution 12 in the notice of this meeting, the Directors are authorised pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 11 in the notice of this meeting or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall only be used for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the definition set out in the Appendix to the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, and shall be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £28,732.83 and shall expire on the revocation or expiry (unless renewed) of the general authority conferred on the Directors by Resolution 11 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

14. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 0.25 pence each in the capital of the Company (**Ordinary Shares**) in such manner and on such terms as the directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:

    (A) the maximum aggregate number of Ordinary Shares which may be acquired under this authority is 11,493,133 representing approximately 10% of the issued Ordinary Share capital of the Company as at 5 December 2025 (being the latest practicable date prior to publication of this document);

(B) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the day on which such shares are contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 14 will be carried out;

(C) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is its nominal value;

(D) this authority shall expire at the close of business on 24 May 2027 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2027; and

(E) before such expiry, the Company may enter into a contract to purchase shares which would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

By order of the Board

Philip Abrahams
General Counsel and Company Secretary

Date: 8 December 2025

Registered office: Oxford Metrics plc, 6 Oxford Pioneer Park, Yarnton, Oxfordshire, OX5 1QU

The notes on voting procedures, together with explanatory notes on the resolutions to be put to the meeting, which follow, form part of this notice.

Notes:

1. **Entitlement to attend and vote**

   To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 23 February 2026 (or, if the meeting is adjourned, close of business on the date which is two business days before the adjourned meeting) shall be entitled to attend and vote at the meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

2. **Website giving information regarding the meeting**

   Information regarding the meeting, including the information required by Section 311A of the Act, is available from https://oxfordmetrics.com/aim-rule-26.

3. **Appointment of proxies**

   If you are a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend and speak at the Meeting. You can appoint a proxy only using the procedures set out in these notes.

   A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.

   You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please indicate on your proxy submission how many shares it relates to.

   A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution.

   Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

4. **Appointment of proxy using hard copy proxy form**

   A hard copy form of proxy has not been sent to you, but you can request one directly from the registrars, MUFG Corporate Markets on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Or via email at shareholderenquiries@cm.mpms.mufg.com or via postal address at MUFG Corporate Markets, PXS1, Central Square, 29 Wellington St, Leeds LS1 4DL. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

5. **Appointment of a proxy online**

   You may submit your proxy electronically using the Investor Centre app (see below) or at https://uk.investorcentre.mpms.mufg.com/. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies. Shareholders will need to use the unique personal identification Investor Code (“**IVC**”) printed on your share certificate. If you need help with voting online, please contact our registrar, MUFG Corporate Markets on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Or via email at shareholderenquiries@cm.mpms.mufg.com.

   Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

6. Appointment of proxies through crest

Download on the App Store

GET IT ON Google Play

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by the voting deadline of 48 hours (excluding non-working days) before the time of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

7. Appointment of proxies through Proxymity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged 48 hours prior to the time appointed for the meeting in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

8. Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, the first-named being the most senior.

9. Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact MUFG Corporate Markets as per the communication methods shown in note 4. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

10. Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, at the address shown in note 4. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by MUFG Corporate Markets no later than 48 hours before the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

11. Corporate representatives

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

12. Issued shares and Total Voting Rights

As at 5 December 2025, the Company's issued share capital comprised 114,931,334 Ordinary Shares of 0.25p each. Each Ordinary Share carries the right to one vote at a General Meeting of the Company and, therefore, as at the date of this notice, the total number of voting rights in the Company is 114,931,334. The website referred to in note 2 will include information on the number of shares and voting rights.

13. Documents on display

The copies of the Directors' letters of appointment or service contracts are normally available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the meeting and may also be inspected at the meeting venue.

Explanatory notes

Annual Report and Accounts (Resolution 1)

The directors of the Company must present the Company's Annual Report and Accounts to the meeting.

Re-appointment and remuneration of auditors (Resolutions 2 and 3)

Resolution 2 proposes the reappointment of BDO LLP as auditors of the Company and Resolution 3 authorises the Audit and Risk Committee of the Company to set the auditors' remuneration.

Declaration of a dividend (Resolution 4)

A final dividend can only be paid after the shareholders at a general meeting have approved it.

A final dividend of 3.25 pence per Ordinary Share is recommended by the directors for payment to shareholders who are on the register of members at the close of business on 13 February 2026. If approved, the date of payment of the final dividend will be 27 March 2026.

Re-election of Directors (Resolutions 5 to 10)

The Company's Articles of Association require that all directors retire at least every three years and that all newly appointed Directors retire at the first annual general meeting following their appointment.

However, in accordance with the Principle 6(b) of the QCA Corporate Governance Code (2023), each member of the Board will retire and stand for re-election as a director. Having considered the performance of and contribution made by each of the directors standing for re-election the Board remains satisfied that the performance of each of the Directors continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election.

Directors' authority to allot securities (Resolution 11)

The Directors currently have authority to allot shares in the Company and to grant rights to subscribe for, or convert any securities into, shares in the Company. This authority shall expire on the passing of this resolution, or if it is not passed, 18 February 2030.

The Board is seeking, by ordinary resolution, to renew that authority to provide the Directors with flexibility to allot new shares and grant rights up until 24 February 2031.

If passed, this resolution will authorise the Directors to allot (or grant rights over) new shares in the Company in any circumstances up to a maximum aggregate nominal amount of £95,680.34, representing approximately 33% of the Company's issued Ordinary Share capital as at the close of business on 5 December 2025 (being the latest practicable date prior to publication of this document).

This level of authority is within the limits prescribed by the Investment Association and is regarded as a routine authority. The Directors presently have no intention of exercising this authority; the Board, however, considers it prudent to maintain the flexibility that it provides to enable the Directors to respond to any appropriate opportunities which may arise.

If passed by shareholders, this authority will expire on 24 February 2031, unless revoked, varied or renewed prior to this date.

The Company held no treasury shares as at the close of business on 5 December 2025.

Disapplication of pre-emption rights (Resolutions 12 and 13)

Resolutions 12 and 13 will give the Directors authority to allot Ordinary Shares pursuant to the authority granted under Resolution 11 above, for cash without complying with the pre-emption rights set out in the Act in certain circumstances.

This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the **Pre-Emption Principles**), which allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the twelve month period preceding the announcement of the issue.

Resolution 12 will permit the Directors to allot, pursuant to the authority to allot sought in Resolution 11:

a. equity securities for cash and sell treasury shares to existing shareholders on a fully pre-emptive basis (subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit);

b. equity securities for cash and sell treasury shares up to a maximum nominal value of £28,732.83, representing approximately 10% of the issued Ordinary Share capital of the Company as at 5 December 2025 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 13 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £28,732.83, representing approximately a further 10% of the issued Ordinary Share capital of the Company as at 5 December 2025 (the latest practicable date prior to publication of this document), otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should seek the maximum authority permitted by the Pre-Emption Principles and have the flexibility conferred by Resolutions 12 and 13 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise.

The Board confirms that it intends to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles As noted in relation to Resolution 11 above, the Directors have no current intention of issuing Ordinary Shares.

The authority conferred by Resolutions 12 and 13 will expire upon the expiry of the authority to allot shares conferred in Resolution 11 (being 24 February 2031 or, if earlier, at the conclusion of the Company's annual general meeting held in 2027). The Directors intend to seek renewal of this authority at future annual general meetings of the Company.

Authority to purchase own shares (Resolution 14)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and Resolution 14 seeks the authority from shareholders to allow the Company to continue to do so. The Directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be accretive to earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly, save that the Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares so repurchased. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The resolution specifies the maximum number of Ordinary Shares that may be acquired and the maximum and minimum prices at which they may be bought.

Resolution 14 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire at the conclusion of the next annual general meeting of the Company in 2027 or, if earlier, the date which is 15 months after the date of passing of the resolution.

Perivan.com
272616