Annual Report & Financial Statements

For the year ended 31 May 2026

Helping UK businesses thrive and survive



TIME FINANCE®

Company Registered Number
05845866 (England and Wales)

Contents of the consolidated **financial statements**

for the year ended 31 May 2026

Our Business	**1**
Company Information	2
Highlights	3
Time Finance at a glance	4
Our People	6
Strategic Report	**8**
Chair's Report	9
Chief Executive Officer's Report	11
Chief Financial Officer's Report	14
Group Strategic Priorities	16
Culture and Environmental, Social and Corporate Responsibility Report	18
Section 172 Statement and Stakeholder Engagement	23
Governance	**25**
Chair's Introduction to Governance	26
Governance Statement	27
The Audit Committee Report	30
The Remuneration Committee Report	32
Directors' Report	35
Financial Statements	**37**
Report of the Independent Auditors	38
Consolidated Income Statement	43
Consolidated Statement of Financial Position	44
Company Statement of Financial Position	45
Consolidated Statement of Changes in Equity	46
Company Statement of Changes in Equity	46
Consolidated Statement of Cash Flows	47
Company Statement of Cash Flows	48
Notes to the Consolidated Financial Statements	49

Company Information

Non-Executive Directors
T Raynes (Chair)
TE Watkinson
PGS Hird

Directors
EJ Rimmer (Chief Executive Officer)
JMA Roberts (Chief Financial Officer)

Company Secretary
JMA Roberts

Registered Office
St James House, The Square
Lower Bristol Road, Bath, BA2 3BH

Registered Number
05845866 (England and Wales)

Independent Auditors
Sumer Auditco Limited

Nominated Advisor & Broker
Cavendish Securities plc, London

Principal Solicitors
Simmons & Simmons, Bristol

Financial Public Relations
Walbrook PR Ltd, London

Registrars
Neville Registrars Ltd, Halesowen

Principal Bankers
NatWest plc, London

Time Finance plc ordinary shares are listed on the Alternative Investment Market of the London Stock Exchange



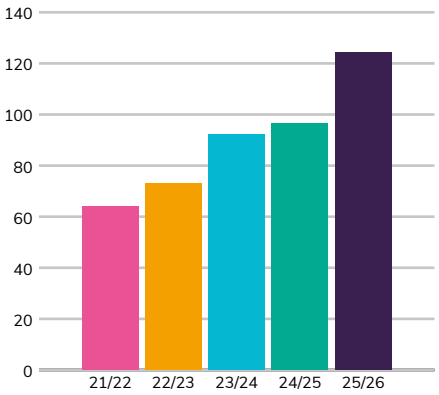
Highlights

£8.4M
PROFIT BEFORE TAX
(YE May 2025: £7.9m)

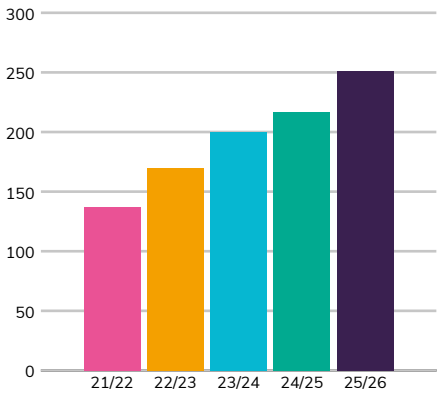
CLIENT & EMPLOYEE FOCUSED

Five years of strategic delivery

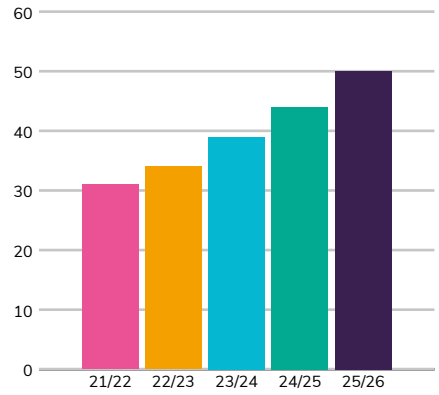
Lending Advanced (£'m)



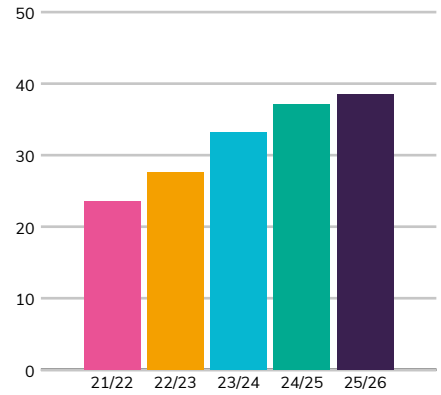
Lending Book (£'m)



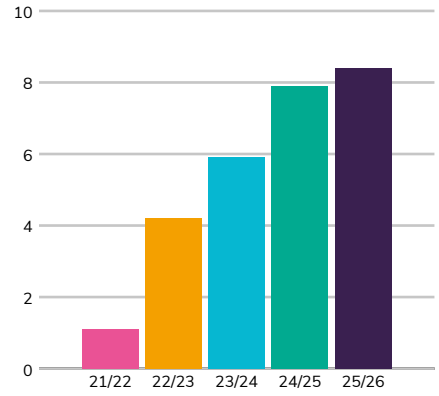
Net Tangible Assets (£'m)



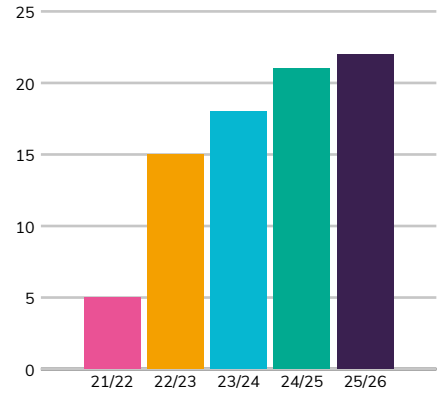
Revenue (£'m)



Profit before Tax (£'m)



PBT Margin (%)



Time Finance at a glance

Who we are and what we do

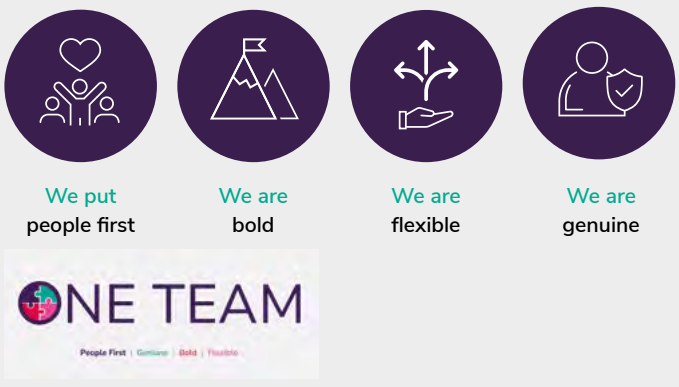
Time Finance is an award-winning non-bank alternative finance provider. It helps UK businesses through the provision of flexible funding facilities in the shape of Asset Finance, Invoice Finance, Business Loans, and Asset Based Lending.

We help thousands of UK businesses to access the finance they need. Primarily this is done by lending on our own balance sheet, but the business does have the flexibility to broke-on deals to other funders where potential deals do not meet our stringent lending criteria, or where the margins do not reflect the appropriate risk and reward.

Through our multi-product offering, speed of service, flexibility and personal approach, Time Finance stands out from the crowd in the UK business funding space.

Our values and purpose

Time Finance's purpose is to help UK businesses to thrive and survive. Our values underpin everything we do and are at the heart of our business.



Supporting

thousands

of UK businesses

Lending UK businesses

£251m

at 31 May 2026

Helping to arrange over

£124m

of new funding to UK businesses during the year ending 31 May 2026

Just some of the businesses we have helped

Asset Finance
R.A.M Knitwear - £75k



R.A.M. Knitwear is a knitwear designer and manufacturer based in Shetland, Scotland. Established in 2020, the business produces a range of high-quality knitted products using surplus yarns from luxury materials, including merino wool, silk and lambswool, to create bespoke pieces. Its products are sold through the R.A.M. retail store in Lerwick, serving both local customers and visitors to the island, including cruise passengers and attendees of Shetland Wool Week, contributing to growing demand for its designs.

Having operated for several years using second-hand machinery, the business identified a requirement to invest in more reliable equipment to improve operational efficiency. The Group supported this investment through the provision of an asset finance facility to fund the acquisition of a new Shima Seiki knitting machine.

The introduction of this machinery has enhanced production capacity and efficiency, while also providing the business with the opportunity to broaden its product offering over time. In addition, the investment supports the company's growth ambitions, including relocation to larger premises, the creation of new employment opportunities, and the development of initiatives to provide knitting education to both local residents and visitors.

Roisin McAtamney, Founder of R.A.M Knitwear said: *"This machine has been a lifesaver, this is the first time I've used Asset Finance to help fund my business and while the prospect can be daunting at first, I'm so glad I did it. To have the peace of mind of using a new machine has been so worthwhile and the process was great. The sales manager at Time Finance explained everything, and the process so was straight forward. I'd recommend Asset Finance to other business owners; it's the best way to do it!"*

Invoice Finance
Seven Bro7hers - £250k



When Seven Bro7hers approached the Group with a contract opportunity expected to significantly increase its craft ale production to supply J D Wetherspoon plc venues, the Group acted promptly to support the business in capitalising on this growth opportunity.

Founded in Salford, the family-run brewery specialises in the development and production of craft ales. The business maintains a core range of 10 ales, with the capability to produce up to 30 individual varieties. Over the past decade, it has operated brewpubs and bars across the North West, while also supplying a broad range of major UK supermarkets. The opportunity to supply pump ales to a leading pub group represented a significant step-change in scale, requiring an initial working capital injection to support the listing and associated upfront costs.

The Group provided a £250,000 invoice finance facility, enabling the business to unlock cash tied up in outstanding receivables. The flexible funding solution is designed to scale in line with sales, providing the confidence to invest in pump installation, glassware, brewing capacity, barrels and storage required to support the rollout across the pub group.

Keith McAvoy, Founder and CEO of Seven Bro7hers, commented: *"As with any growing business, managing unpaid invoices can be a headache and a hit to your cashflow, and with this invoice finance facility from Time Finance we've been able to double our production, and cover the upfront costs associated with this major new listing. Our expansion to stock Wetherspoons is a huge moment for our business - and for all seven brothers."*

Asset Finance
PCO Rentals - £540k



The Group was introduced to a long-established PCO rental business seeking to finance the acquisition of a number of new seven-seater plug-in hybrid vehicles, to be added to its existing fleet, through asset finance solutions.

As a new provider of funding within this sector, we arranged for our Head of Structured Credit to visit the customer in person to gain a deeper understanding of the business, its performance, and how we could best support its funding requirements. With the business having been established for over 11 years, it was important for us to meet the management team and see operations first-hand.

The customer's initial funding requirement was £250,000. Following the site visit and a comprehensive review of the business's cash flow profile, the Group approved an increased credit facility of £540,000. The transaction progressed efficiently, with completion achieved within two weeks from initial proposal to drawdown.

Our visit not only enabled us to provide additional funding but also gave the customer greater flexibility to expand their taxi fleet through vehicle finance in the coming months, without the need to reapply for further funding.

Kirsten Jakobsen Business Funding Specialist at Vaughans said: *"Working with Time Finance was a genuinely refreshing experience. Despite the sector being new for the team, the Head of Structured Credit took the time to speak with me directly and even met with the customer to better understand their business. As a result, their appetite to support the opportunity increased further post meeting. My Broker Manager was excellent throughout - highly communicative, proactive, and fully took ownership of my queries while keeping me regularly updated. Overall, a great experience."*

"Time Finance has always been helpful in the last 20 years and has always treated me as family. I would recommend them highly."

"The team are very supportive and are ALWAYS happy to help! Thanks for your support to date."

"The team went above and beyond to give our client a first rate service throughout the process. This was matched with a speedy and flexible drawdown."

"We have been with Time Finance for a while now and they have been great! The team are always on hand to help us, and we always receive a response/solution in a prompt, helpful and professional manner. They always go the extra mile to help our us and our business' needs."

"Great service and the team have been a big help - always there to help with any queries and been a wonderful relationship manager"

"Great experience with these guys so far, very accommodating and on the ball."

Our people
– meet the team

Board of Directors

Plc Statutory Directors



Tanya Raynes
Non-Executive Chair

Tanya joined Time Finance in early 2021 as a Non-Executive Director. She became Chair in October 2021. Tanya has held a variety of CEO and senior executive roles within both blue-chip corporations and SMEs and is currently Non-Executive Chair for Pula Aviation Services, Courier Facilities Limited, and AIM-listed Amcomri Group plc. Tanya is a Chartered Accountant, having qualified with PwC, and sits on the Audit, Remuneration, Nomination, and Risk Committees.



Paul Hird
Non-Executive Director

Paul joined Time Finance in September 2023 as a Non-Executive Director. Paul has over 45 years' experience in financial services and specifically the Asset based lending industry, including time as a CEO of a start-up, AIM-quoted company and CEO of a subsidiary of an overseas Bank. He has extensive experience of acquisitions as well as organically building successful companies. Paul sits on the Audit, Remuneration, Nomination, and Risk Committees.



Tracy Watkinson
Non-Executive Director

Tracy joined Time Finance in September 2023 as a Non-Executive Director. Having begun her career with PwC, Tracy has over 25 years of experience in the financial services industry. She has held senior roles at major institutions such as NatWest, Barclays, UBS, Credit Suisse and Kennedys Law LLP, implementing business transformations and leading operational management. Tracy has held previous NED and independent Chair roles, and she sits on the Audit, Remuneration, Nomination, and Risk Committees.



Ed Rimmer
Chief Executive Officer

Ed was appointed CEO in June 2021. Ed has over 30 years' experience within financial services including over 20 years at Bibby Financial Services, where he was UK CEO for 5 years. Ed joined Time Finance in May 2017, initially as Managing Director of its Invoice Finance division before becoming the Group COO and, more latterly, the Group CEO.



James Roberts
Chief Financial Officer

James joined Time Finance as CFO in May 2017. Having started his career in the City with PwC, James has over 25 years' experience in financial services and has held leadership positions within a variety of AIM-listed, start-up and global companies. He has significant experience in mergers and acquisitions and is a qualified Chartered Accountant.

Leadership Team

Executive Committee and Senior Management Team



Fozia Riaz
Director of Transformation and Data

Fozia joined Time Finance in 2024, becoming Director of Transformation and Data in 2026. With over 20 years of industry experience, she has held various roles in operations, sales, risk management, and more recently in data and change management. Fozia will help support the Group's strategy through her focus on continuous improvements in technology, data management, processes, and procedures.



Phil Chesham
Managing Director - Invoice Finance

Phil joined Time Finance in 2017 when the business he co-founded, Positive Cashflow Finance, was acquired by the Group. He has over 30 years of experience in financial services and, in particular, Invoice Finance. Phil leads the Group's Invoice Finance division driving it to achieve its ambitious growth aspirations.



Steve Nichols
Managing Director - Asset Finance

Steve joined Time Finance at the start of 2022 to head up the combined Asset division for the Group. He is responsible for driving the division forward to hit its growth plans. Steve has two decades of experience in the financial services sector having held a variety of senior roles with companies including Simply Asset Finance, Close Brothers and Barclays Bank.



Sharon Bryden
Group Head of Operations and Risk

Sharon joined Time Finance in 2021. She brings with her a wealth of experience having worked in financial services for over two decades. Sharon has worked across multiple funding sectors from Loans to Invoice Finance and brings this skillset to overseeing and improving the Group's operational efficiencies and processes.



Caroline McDonald
Head of Marketing

Caroline joined Time Finance in 2024. She has over twenty years' experience in marketing across the business finance sector and has worked across several independent finance providers and challenger banks, holding several leadership marketing roles. Caroline is a member of the Chartered Institute of Marketing and holds a CIM post-graduate diploma in marketing.



Claudia Ritchie
Senior Compliance Manager

Claudia joined Time Finance in April 2026. She has nearly 10 years of experience in Compliance within the financial services sector. She was previously the Financial Crime & Conduct Audit Manager at Currencycloud (Visa) and has held Money Laundering Reporting Officer and Deputy MLRO responsibilities at ANNA Money. Claudia's responsibility is to ensure the Group meets its Compliance obligations. Claudia holds an ICA diploma in Anti-Money Laundering.



Laura Dun
Head of Human Resources

Laura joined Time Finance in 2023 as HR Manager becoming Head of HR in 2025. With over five years' experience in HR across various sectors, she previously worked for KPMG as the People Advisory Lead for the Audit division. Laura holds CIPD Level 7 accreditation, and her primary focus is delivering the People Plan and fostering an inclusive, people-first culture across the Group.

Chair's Report

for the Year Ended 31 May 2026

Performance and dividend

Since our last Annual Report, the UK economy has continued to be exposed to a backdrop of persistent geopolitical and economic uncertainty. Alongside ongoing global trade tensions, the escalation of conflict in the Middle East has added further volatility to energy markets, supply chains and business confidence, reinforcing an already challenging operating environment for UK businesses.

Whilst inflation has continued to be moderate and interest rates have begun to ease, businesses remain under pressure from elevated employment costs, higher operating expenses and continued uncertainty around investment decisions. Against this backdrop, UK SMEs continue to require flexible funding solutions that enable them to respond quickly to changing market conditions.

The relevance of our purpose and values has therefore never been clearer. We remain committed to helping UK businesses thrive and survive by providing responsive, relationship-led funding solutions that support their ambitions through periods of both opportunity and challenge.

This year represents the first full year of delivery under our three-year strategy, *Continuing the Journey*, following the successful completion of our previous four-year strategic plan. We are pleased to report another year of strong financial performance, reflecting the quality of our lending portfolio, disciplined risk management and the continued execution of our strategy.

Revenue for the year was £38.5m (2025: £37.1m), with Profit Before Tax of £8.4m (2025: £7.9m) and Fully Diluted Earnings Per Share of 6.8 pence (2025: 6.3 pence). Our balance sheet continued to strengthen during the year, with Net Tangible Assets increasing to £50.2m (2025: £44.1m). Net deal arrears remained within our expected range, demonstrating the resilience of both our portfolio and our credit management approach.

Our financial performance continues to reflect our strategic focus on growing our own-book lending portfolio while maintaining a prudent approach to risk. We continue to deploy available capital to support lending growth, leveraging our funding facilities efficiently in order to maximise long-term shareholder value.

Accordingly, the Board continues to believe that retaining capital to support future lending opportunities remains the most effective use of cash resources. Our approach to dividend distribution will continue to be kept under regular review.

Our strategy

Time Finance ("the Group") has established itself as a leading alternative finance provider, delivering flexible funding solutions to a broad and diverse base of UK SMEs through our core Asset Finance and Invoice Finance products. Further detail is provided in the Chief Executive Officer's Report on page 11.

Our purpose — *helping UK businesses to thrive and survive* — remains at the heart of everything we do. Having launched our three-year strategy, *Continuing the Journey*, during the previous financial year, we have made encouraging progress against its objectives. Our strategy continues to build upon the strong foundations established over recent years through an approach of evolution rather than revolution.

Our four strategic priorities remain unchanged: growing the lending book, maintaining resilient lending, improving operational efficiency and leveraging our increasingly recognised brand.

Sustainable growth of our lending book remains the principal driver of future revenue and profitability. Continuing to increase the proportion of secured lending, alongside ongoing investment in systems, data and risk management capabilities, enables us to maintain disciplined credit quality while pursuing growth in both lending volumes and average deal size.

At the same time, our business improvement programme continues to deliver enhancements to our systems and processes, reducing our cost-to-income ratio while making Time Finance easier to do business with. We also continue to invest in strengthening awareness of our brand and clearly communicating the value we bring to customers and introducers alike.

Governance and culture

As a regulated business, maintaining strong governance remains one of the Board's foremost responsibilities. Our four Board Committees — Audit, Remuneration, Nomination, and Risk — continue to provide robust oversight of the Group's activities. Comprised solely of Non-Executive Directors and working closely with the executive leadership team, these committees ensure effective governance remains embedded throughout the business.

Our culture continues to be one of our greatest strengths and a key differentiator. Our values — Putting People First, Being Bold, Being Flexible and Being Genuine — continue to guide decision-making across the Group and support the delivery of excellent outcomes for our customers, colleagues and shareholders.

Environmental, Social and Governance ("ESG") considerations remain fully integrated into our business strategy. During the year we have continued to invest in our people, support our local communities, reduce our environmental impact and strengthen the resilience and sustainability of our operations through ongoing investment in technology, training and governance.

Chair's Report (continued)

Further details of our culture and ESG initiatives can be found in the Culture and Environmental, Social and Governance Report on page 18.

Our people

Our colleagues continue to be the foundation of Time Finance's success. Their professionalism, commitment and ability to deliver for our customers, often in challenging market conditions, are central to the progress we continue to make.

On behalf of the Board, I would like to express my sincere thanks to every member of the Time Finance team for their dedication and contribution throughout the year.

I would also like to thank our Chief Executive Officer, Ed Rimmer, and our Chief Financial Officer, James Roberts, for their continued leadership and the disciplined execution of our strategic priorities.

Building on our previous recognition as a Best Companies 1-Star accredited employer, we have continued to invest in colleague engagement, wellbeing and development. Listening to feedback from our people remains an important part of our commitment to continuous improvement and ensuring Time Finance remains a rewarding place to build a career.

I am equally proud of the continued generosity shown by our colleagues in supporting charitable organisations and local communities. Their enthusiasm for giving back continues to reflect the values that define our business and makes a meaningful difference beyond the workplace.

Outlook

While the economic outlook continues to be influenced by geopolitical uncertainty, including the ongoing conflict in the Middle East, together with evolving fiscal and monetary policy, we remain confident in the resilience of our business model.

Our priorities remain clear:

- Looking after our customers through responsible, flexible lending
- Supporting and developing our people
- Delivering sustainable, profitable growth
- Creating long-term value for all our stakeholders

Our diversified lending portfolio, broad sector exposure and disciplined credit approach continue to provide resilience against market volatility. Combined with our strengthened balance sheet and committed funding facilities, we remain well positioned to pursue our growth ambitions under the *Continuing the Journey* strategy.

Finally, I would like to thank our shareholders for their continued confidence and support. We look forward to updating you on our progress as we continue to build on our momentum and help an increasing number of UK SMEs achieve their ambitions.

Bentley Park (UK) Limited Offer

It was announced on 17 August 2026 that Bentley Park (UK) Limited has made a binding offer ("the Offer") to acquire the entire issued and to be issued ordinary share capital of the Group, for 59.1 pence in cash per share held, by way of a Scheme of Arrangement. A Court Meeting and General Meeting were subsequently held on 1 October 2026 where the requisite majorities of Scheme Shareholders voted in favour of a resolution to approve the Scheme and the requisite majority of Time Finance Shareholders voted to pass the special resolution proposed. Progress is now being made to satisfy the conditions to enable completion of this transaction, including regulatory approvals from the Financial Conduct Authority. The reasons for recommending the Offer were set out in the Announcement made on 17 August 2026 but, in particular, the Board strongly believes that the future of the Group is best placed with a strong strategic partner that can support the next stage of the Group's development, including commercial scale and operational efficiency, along with providing additional flexibility with which to execute growth initiatives outside the constraints of the public markets. The offer enables our shareholders to de-risk their return of value and provides full liquidity of their investment.

Tanya Raynes
Chair

Chief Executive Officer's Report

for the Year Ended 31 May 2026

Introduction

Time Finance is a multi-product, alternative finance provider to UK SMEs, predominantly funding transactions on its own book, but with the ability to broke-on business that falls outside of its credit policy. The core product offerings are Asset Finance, Invoice Finance, Commercial Loans and Asset Based Lending.

The trading period was the first year of a new three-year strategic plan following the successful completion of our previous four-year plan which commenced in the immediate aftermath of the COVID-19 pandemic in June 2021. Given the significant progress made during this period, the current strategic focus has been on "*Continuing the Journey*" over the three-year cycle. I am pleased with the progress the business has made which is reflected in our financial results. The difficult market conditions outlined in the Chair's Report have provided many challenges for SMEs but also good opportunities for independent lenders such as Time Finance, with the mainstream banks continuing to move away from lending to the SME community. Our multi-product offering provides us with a real advantage over many of our competitors and the flexibility that we provide is much valued by entrepreneurial business owners whose plans often do not go quite as expected. With a clear focus on providing exceptional levels of service to our clients, customers and introducers, we have been able to firmly position the business as a leading player in the "Tier 2", non-bank market.

The positive results achieved are due to the commitment and hard work shown by all our colleagues across the business. We continue to work hard on fostering strong engagement across our team and building on the "very good" 1-star accreditation gained under the "Best Companies" to work for programme in 2025. Embedding our cultural values, which are outlined below, is also something we place great importance on; we are still very much a "people" business which SME clients, customers and introducers value highly. Technology and process improvements, however, are playing an increasingly important role in making the business more efficient and we are embracing these opportunities as part our future strategy.

Sustainable, robust business model

Time Finance has maintained sound operational principles designed to develop a robust business including:

- **a widely spread lending book** with security taken to support lending facilities and a suitable margin achieved on each deal to justify the risk taken.
- **fixed interest rates** are charged for the term of the lending for both the Asset Finance and Loan product offerings. Interest rates incurred on borrowings drawn down are also fixed for the term in these divisions. Our policy is, wherever possible, to match the term of borrowings drawn to the term of lending provided to avoid interest rate exposure.
- **underwriting is carried out by people** as opposed to automated systems for credit decisions. Although an essential element of the business's development continues to be the deployment of IT systems and improved efficiencies, it is essential that the end credit decisions are taken by people, given the markets we operate in.
- **a realistic approach to provisioning** with total provisions carried in the balance sheet at 31 May 2026 amounting to £3.7m, representing approximately 2% of the net lending portfolio. A detailed internal review of provisioning is undertaken on a quarterly basis, led by our CFO, and the recommendations made are presented to the Board for approval.

Market positioning and new business origination

Time Finance provides a range of products that UK SMEs require for their day-to-day working capital requirements and fixed asset investments to grow their businesses. Since the global financial crisis in 2008, the lending market has transformed with the traditional high street banks no longer being the automatic port of call for small business finance. Many alternative finance providers have emerged in the form of challenger banks, fin-tech lenders and independent providers such as Time Finance, who generally offer more flexibility and a higher level of focus on customer service. As we are not a retail deposit taker, wholesale funding facilities are utilised at competitive rates. The business chooses to operate in the "Tier 2" market segment, therefore serving SMEs at the smaller end of the market with annual turnover typically ranging from £200k to £10m.

New business own-book origination for the year to 31 May 2026 amounted to £124m, 28% up on the £97m achieved the previous year. 97% of all origination was funded on our own balance sheet with only 3% broked-on, which emphasises the delivery of one of our key strategic objectives; this is commented on further in the Group Strategic Priorities on page 16.

Chief Executive Officer's Report (continued)

Financial results

Revenue for the year to 31 May 2026 was £38.5m, an increase of £1.4m (4%) year-on-year. Profit before tax was £8.4m, an increase of 6% on the previous year. Total gross receivables stood at £251m, a record level, compared with £217m on 31 May 2025, reflecting an increase of 16% and a key part of our strategy to grow own-book lending. Total active borrowing facilities as at 31 May 2026 amounted to £282m (2025: £249m), of which £173m was drawn (2025: £164m). Consolidated Net Tangible Assets stood at £50.2m (2025: £44.1m), an increase of 14%. Net cash and cash equivalents held at 31 May 2026 was £6.9m (2025: £5.0m). Further details can be found in the Chief Financial Officer's Report on page 14.

The strength of the balance sheet, together with its liquidity in the form of available operational debt facilities for lending and cash held, ensure we are well-placed to take advantage of future opportunities over the short to medium term. A full review of the financial results is included in the Chief Financial Officer's Report on page 14.

Operational progress

The year to 31 May 2026 was the first year of our refreshed three-year strategic plan. The primary objective is to continue growing our lending book within the agreed credit policy determined by the Board whilst maximising efficiencies through technology and process improvements to reduce our cost:income ratio and, ultimately, increase profitability and the return on equity. The growth in our book has continued to come from "secured lending" i.e. agreements backed by tangible assets such as plant & machinery, debtor receivables and/or property, with a focus therefore placed on the "Hard" Asset finance and Invoice Finance product offerings. Over 93% of all new business in the year fell into this category, and we expect this to continue through the course of the strategic plan. The average new Hard asset deal size has continued to increase, although, crucially, this has not been at the expense of any increased concentration of risk with the lending book continuing to be well spread, with the single largest client exposure representing less than 1.5% of the total gross lending book.

One of our key differentiators is our multi-product offering. We have continued to focus heavily on providing Invoice, Asset, Loan and Asset Based Lending facilities to both new and existing clients who require more than one of our product offerings, and we saw the number of deals completed more than double from the previous year.

The Invoice Finance division continued to deliver excellent financial results and there were a number of notable achievements during the year. Record new business deal numbers were achieved, which has led to a new high of live clients of 472 (16% increase on the previous year) and record lending with funds in use standing at £83.2m (a 21% increase on the previous year).

The Asset Finance division had a more challenging year with several sectors (particularly those with significant transport activities) struggling due to the increase in fuel prices caused by the outbreak of war in the Middle East. Increasing insolvencies provided some challenging recovery situations that continue to be worked through, and we have adjusted our credit policy accordingly to reduce the risk of lending in some of the sectors impacted the most. Despite this, new business origination reached record a new high of £75.5m, 24% up on the previous year.

Business improvement continued to be a key focus during the year, with the ultimate aim to expand the business with a lower cost:income ratio. A single front office platform was created across the Group, whilst the development of a data warehouse was completed to improve the management reporting and information available to support decision making. A new target operating model was developed within the Invoice Finance division with a programme completed to integrate and simplify legacy systems and processes across the business.

During the year our colleagues across the Group have continued to get involved with many charitable events to support our chosen charity for the year, the RNLI. A total of £8,500 was raised through various events including an 18 strong team football tournament held in Manchester, fancy dress competitions and various running and walking events. The commitment and enthusiasm of all colleagues in supporting such a special cause is truly inspiring. Further details can be found in the Culture and Environmental, Social and Corporate Responsibility Report on pages 18 to 22.

The input from our Board throughout the year has been crucial in being able to agree and progress our new three-year plan and I am grateful for the support and challenge they provide.

Culture, compliance and governance

Our purpose is "*to help UK businesses thrive and survive*" and we utilise our cultural values to ensure effective delivery of this. These values are as follows:

- **We Put People First** - we are a "people business", empowering all our colleagues to make a difference.
- **We Are Bold** - we have the courage to do things differently and make the most of our opportunities.
- **We Are Flexible** - we have a can-do attitude and take a commercial approach to business.
- **We Are Genuine** - integrity and transparency are at the heart of how we build trust and foster great relationships.

We are very focused on demonstrating these values through our day-to-day work and behaviours, with our annual appraisal process enabling employees to highlight and discuss examples where the values have been demonstrated as part of their roles.

We continue to have high standards of compliance and governance for all our activities, referenced to the principles and guidelines of the Financial Conduct Authority and the codes of conduct of the relevant industry bodies.

All colleagues are required to act in accordance with our cultural values to uphold the following:

- to act with integrity, due skill, care and diligence
- to be open and cooperative with regulators
- to pay due regard to the interests of customers and clients and treat them fairly

Further details on our culture can be found in the Culture and Environmental, Social and Corporate Responsibility Report on page 18.

Outlook

As mentioned in the Chair's report, shareholders should be aware of the release made on 17 August 2026 that saw the Group announce that it had agreed the terms of a recommended cash acquisition of the Group by Bentley Park (UK) Limited, the parent company of Ultimate Finance Group Limited. This followed an earlier initial approach from a third party which led to the Board concluding that it was then appropriate to engage with independent advisers to undertake a broad and comprehensive competitive process to explore the possible value that could be achieved for shareholders in the event of the sale of the Time Finance Group. This extensive process saw a range of potential interested parties expressing a non-binding interest in the Time Finance Group in multiple rounds, culminating in the announcement on the 17 August 2026. Following this initial announcement a Court Meeting and a General Meeting were held on 1 October 2026 where the requisite majorities of shareholders voted in favour of a resolution to approve the Scheme and the special resolution proposed. Progress is now being made to satisfy the conditions to enable completion of this transaction, including regulatory approvals from the Financial Conduct Authority.

Ed Rimmer
Chief Executive Officer

Chief Financial Officer's Report

for the Year Ended 31 May 2026

Overview

The financial year ended 31 May 2026 marked a solid financial performance for the year under review. Revenue, Profit Before Tax ("PBT") and Earnings Per Share ("EPS") all increased, standing at £38.5m, £8.4m and 6.8 pence per share respectively. These results are highly positive given the wider macro-economic headwinds that are continuing to be experienced as mentioned in both the Chair's Report and the Chief Executive Officer's Report earlier.

Review of Income Statement

Revenue increased in the year by 4% from £37.1m to £38.5m. This increase is attributable to the continued growth in the two key strategic divisional pillars, Invoice Finance and Time Hard Asset Finance, the 'Hard' sub-section of the Asset Finance division.

The higher revenue led to a higher gross profit of £22.6m (2025: £22.0m). This has been achieved without compromising our margin, with the gross profit margin being maintained at 59% year-on-year. This is all the more encouraging given the strategic move into larger, more secured lending which traditionally attracts a slightly lower headline rate due to the reduced risk profile, along with interest rates remaining relatively high over the last few years impacting funding costs.

The focus by the business on the cost to income ratio can also be seen below the gross profit line. Significant efforts continue to be made to make the business more efficient and to keep its operational cost base lean. These efforts have resulted in PBT of £8.4m being earned, ahead of the prior year's £7.9m and, importantly, at a margin of 22%, 100 basis points up from the 21% equivalent of the year before.

Review of the Statement of Financial Position

Goodwill remained static at £27.3m as no acquisitions were made in the year and no impairments were required. Goodwill is a highly significant balance in the financial statements due to its size. This is following a historic "buy and build strategy" that was undertaken between 2015 and 2018. To determine whether there is any requirement for an impairment charge, goodwill is tested rigorously on a regular basis. The current year's review saw careful consideration given to any lingering effects of the pandemic and the wider macro-economic malaise that the country has faced and continues to face, as these factors could have a potential impact on future cashflows. Having reviewed the assumptions used in the calculation, and having performed wide-ranging sensitivity analysis, it was concluded that there was sufficient headroom in the carrying value of the Asset and Invoice Finance divisions. This meant no impairment was necessary in those areas. As the business continues with its stated strategy and expects to continue to grow over the coming years, both these key divisions are expected to trade evermore profitably, generate free cash and underpin the remaining carrying goodwill values.

The gross lending book as detailed in Note 14, amounted to £251.0m at the year-end. This is an increase of 16% or £34.2m compared to the prior year of £216.7m. This increase is attributable to the continued strategy of, wherever possible, writing new business on the Group's own book rather than broking business on. This is reflected by the fact that the ratio of own-book lending to broked-on business was maintained at 97%:3% (2025: 97%:3%). As is the case with any lending business, within these receivables balances will be amounts that are classed as being in arrears, which are deals that are not progressing to plan. It is worth stressing that they are not, however, write-offs and could be anything from those that are one payment down that may be "cured" relatively quickly and easily and so could be brought back in line in days or weeks, all the way through to deals that have proved harder to make work as planned and could even be in the process of being recovered through legal means. While the lending book is growing, it is key the level of arrears does not materially shift upwards as this could mean issues are potentially being stored up for the future. It is, therefore, particularly encouraging to see the level of arrears at the year-end remain broadly in the targeted 4%-6% range as it has been now for the past four years or so. These arrears positions and the recovery history over several recent years highlight the robust nature of the business and the ability of the lending book to weather significant economic downturns. This remains a testament to the hard work and skill of each one of our dedicated colleagues in the Risk team.

Within the Trade and Other Receivables balance sits the Credit Risk Provision ("CRP"). This balance is in place to cover any deals within the lending book that may eventually need to be written off as they cannot be recovered. As at the financial year-end, the CRP stands at £3.7m. This is lower than the prior year level of £4.1m. This reduction is somewhat to be expected given the very final elements associated with the pandemic have now washed through the remaining lending book; as have the commercial loans which the business stopped writing some three years ago. Traditionally, these unsecured loans had higher write-off rates and, therefore, required greater levels of provisioning. The current lending book is, therefore, comprised of deals reflecting the strategy since the middle of 2021; namely that of writing larger, more secured deals which, therefore, carry lower provisioning levels. Despite this reduction, the CRP continues to be in the targeted 1.5%-2.5% of the year-end net lending portfolio. As ever, the CRP is determined by a combination of IFRS9 statistical modelling with an additional overlay covering any "specific" provisions identified independently by the Risk department. The IFRS9 model element of the provision assesses the likelihood of a deal falling into

arrears and, in such cases, the amount that could then reasonably be expected to be recovered. The model also overlays the impact of any expected future changes to the wider macroeconomic environment that could affect the recoverability of the business' debts. This includes assessments of areas such as the potential changes in interest rates, the cost-of-living crisis, the continued impact of the wars in Ukraine and the Middle East and the impact of potential interest rate movements. At the financial year-end, the statistical IFRS9 model required a provision representing approximately 1.3% of the net lending book with an overlay for specific provisions adding roughly a further 0.4%. A CRP of £3.7m remains the best estimate of the required provisioning level given current information available. Further details can be found in Note 28.

Trade and Other Payables stood at £183.0m as at 31 May 2026 (2025: £157.2m). Most of these balances relate to operational borrowings that the Group has taken out to enable it to lend on to UK businesses. As detailed in Note 19, at 31 May 2026 this borrowing element stood at £182.0m, increasing by £30.0m when compared to prior year levels of £152.0m. This is largely due to increased drawdowns from funding partners associated with the increased levels of own-book lending seen within Trade and Other Receivables.

The trading divisions continue to be funded as before, with each having their own dedicated funding facility lines. These facilities typically require the business to put between 5% and 15% of its own cash reserves into each deal funded. These are felt to be extremely competitive advance rates compared to what can be typically seen and so this puts the Group in a positive position in terms of cash utilisation.

Looking at the individual divisions, Asset Finance is funded by a number of wholesale "block funding" lines, including a £64m facility from the British Business Bank plus a dedicated Secured Medium-Term Loan Note Programme. At the year-end, 'Asset' had active facilities of £192m (2025: £194m) with headroom of £74m (2025: £75m). As well as the competitive advance rates, these facilities also do not attract any non-utilisation fees and, as the rates are fixed once drawn, business already written is not impacted by any future changes in underlying interest rates.

Invoice Finance continues to be funded by a back-to-back facility from NatWest which, as at the end of May 2026, stood at £55m (2025: £55m). The facility also contained an additional 'accordion' uplift available of £10m (2025: £10m) as at 31 May 2026. This accordian became live on 21 August 2026, which increased the facility to £65m at that date. As at 31 May 2026, there was headroom of £5m (2025: £9m) excluding the accordion, and £15m (2025: £19m) including the accordian.

The balance sheet continues to strengthen year-on-year, which has been one of the key focuses of the Group in recent times. As at 31 May 2026, Net Assets stood at £78.0m, up from £71.8m the year before. Net Tangible Assets, which removes both Goodwill and Intangible Assets, had increased from £44.1m to £50.2m as at 31 May 2026.

Review of the Consolidated Statement of Cashflows

Cash and cash-equivalents as can be seen on the Consolidated Statement of Cash Flows stand at £6.9m at the year-end, an increase from £5.0m at 31 May 2025. This increase is due to careful cash management, negotiating improved advance rates with funders and strong cash recoveries from the Group's Risk department. As at 31 May 2026 the Group also has £1.0m (2025: £1.4m) of 'paper'. This paper relates to lease and loan deals written and paid out that could be converted into cash within approximately 24 to 48 hours via the Group's various funding facilities. This combined cash and cash-equivalents balance equates to £7.9m, compared to £6.4m as at 31 May 2025.

Conclusion

The financial year to 31 May 2026 has produced another strong set of financial results. Revenue, PBT, Net Tangible Assets and the lending book are all at record highs. As of equal importance though as a balance sheet lender, arrears remain well controlled while the CRP continues to cover, not just the IFRS 9 requirement, but also specific provision requirements as well. Finally, it is worth noting that the Group's funding partners remain extremely supportive, resulting in the Group being on a firm footing for the future.

James Roberts
Chief Financial Officer

Group Strategic Priorities

for the Year Ended 31 May 2026

Time Finance is an independent lender serving SMEs predominantly with finance requirements ranging from £5,000 to £5,000,000, providing an alternative to high-street and challenger banks. The Group offers Invoice Finance, Asset Finance, Commercial Loans and an Asset Based Lending ("ABL") solution that combines these product offerings. It lends mainly from its own balance sheet but with the ability to broker-on business that fall outside its lending criteria – typically due to the size of a transaction, pricing considerations or credit quality.

The period under review saw the completion of the first year of a new three-year strategy entitled "*Continuing the Journey*". The previous, post-Covid strategy saw a significant repositioning of the business with much progress achieved and therefore evolution rather than revolution has been the theme of our refreshed strategy. Our purpose remains the same; to help UK SMEs thrive and survive through the different economic cycles, and I am delighted that we continue to demonstrate this successfully every day through the provision of our flexible funding facilities to entrepreneurs and business owners.

Strategic Objectives

The key objectives of the three-year plan to 31 May 2028 are to:

- increase the Group's gross lending book to more than £300m from the closing position of £217m as at 31 May 2025
- ensure net arrears and net bad debt write-offs are controlled within the targets we deem as "acceptable levels"; 4%-6% and a maximum of 1.5% respectively
- improve efficiencies through technology and operational transformation to deliver an increased Profit Before Tax margin in the mid 20%s
- leverage our brand values to maximise introducer and staff engagement

These are to be achieved through the following key strategic initiatives:

- focus on own-book, secured lending with at least 90% of new business being Hard Asset finance and Invoice Finance
- grow our Multi Product offering, with an increasing number of clients utilising more than a single product
- deliver a Business Improvement investment program, focused on enhanced systems and processes, that will allow growth to be achieved with a proportional reduction in costs
- continuing to invest in marketing, with specific focus on developing a targeted introducer relations programme to deliver increased business volumes

The strategic plan is approved by the Board of Directors, with responsibility for its execution delegated to the Executive Committee, which meets bi-monthly and is led by the Group CEO. Good progress has been made in the first year with a summary on each of the key initiatives detailed below.

Focus on own-book, secured lending

The value of the gross receivables increased during the year by 16% to £251m, driven by a clear focus to expand Hard Asset Finance and Invoice Finance which, between them, accounted for 89% of the lending book, up from 83% the previous year. The transformation of the business is reflected in this change of strategy with the comparable figure from five years ago being 52%. 97% of all new business origination was placed onto our own book with the remaining 3% broked-on to other lenders.

Grow our Multi Product Offering

Our ability to fund a broad range of assets—including debtors, plant and machinery, property and stock—provides a clear competitive advantage within the SME lending market. This approach typically extends client relationships and enhances overall returns. During the year ended 31 May 2026, we completed 21 multi-product transactions, compared with 9 in the prior year. Notable deals included a £2.9m facility for a long-established family business—comprising £2.3m of Invoice Finance, £0.3m of Loans and £0.3m of Asset Finance—following the withdrawal of support from its incumbent bank; and a £0.7m facility for a well-established refrigerated haulage business in the Midlands, consisting of £0.3m of Invoice Finance and £0.4m of Asset Finance, to support a Management Buy-In (MBI).

Deliver Business Improvement Investment Program

Over the past 12 months, a dedicated team has been established to deliver the programme's key initiatives, under the leadership of the Director of Transformation and Data, who joined the Group two years ago. A unified front-office platform has been implemented across the business, enhancing data consistency, improving reporting and streamlining the documentation process. In addition, a data warehouse has been developed to strengthen management information and support more informed decision-making. Several legacy systems and processes have also been replaced or upgraded. Looking ahead, there will be increased focus on leveraging AI to support credit decisioning, particularly within the lower-value segments of the portfolio.

Continue to invest in our marketing

Further progress was made during the year in positioning the Time Finance brand at the forefront of its target markets. Central to this is ensuring that our introducer partners have a clear understanding of our product offering and the value we can deliver. With this in mind,

we hosted an Introducer roundtable at the start of 2026 to gather detailed feedback on our strengths and areas for improvement, which has been instrumental in shaping our priorities for the new financial year.

Key performance indicators

The Board and the Executive Committee regularly review and monitor key metrics in assessing the performance of the Group. Some of these key metrics used to track the Group's meaningful progress are detailed below.

- Revenue - £38.5m (prior year £37.1m)
- Gross Profit margin - 59% (prior year 59%)
- Profit Before Tax - £8.4m (prior year £7.9m)
- Profit Before Tax margin - 22% (prior year 21%)
- Diluted Earnings Per Share – 6.8 pence (prior year 6.3 pence)
- Own-Book New Business Origination - £124.1m (prior year £96.6m)
- Core business own book vs broked-on ratios - 97:3 (prior year 97:3)

Most of these performance indicators reflect an ongoing improvement on the prior year, driven by the Group's continued strategic aim of growing the size of the lending book.

Principal risks and uncertainties

'Principal risks' are defined as a risk or a combination of risks that, given the Group's current position, could potentially materially affect the business model, reputation, performance, solvency or liquidity, or prevent the delivery of the strategic objectives outlined above. The Board has overall responsibility for ensuring that risk is appropriately managed across the Group and, through the Risk Committee, has established the Group's appetite to risk; approved its structure, methodologies and policies; and management roles and responsibilities.

In addition to regular external reviews and audits conducted by the Group's statutory auditors, as well as quarterly audits from several of its funding partners, the Group operates a robust framework of internal controls. Primary responsibility sits with the Executive Committee and Senior Management Team, who oversee the business divisions and functions, with line managers accountable for identifying and managing risks within their respective areas. This is further supported by the Group's central, independent Compliance, Finance and Risk functions, which report directly to the Board. The Group also appoints a Head of Operations & Risk to review all significant credit exposures, alongside a Senior Compliance Manager responsible for ensuring adherence to regulatory requirements.

The key risks identified and appropriate mitigations are:

Credit Risk: the risk of default, potential write-off, disruption to cash flow and increased recovery costs on a debt that is either not repaid individually or if there is a wider market deterioration. This is mitigated by the Group adopting prescribed lending policies and adhering to strict credit and underwriting criteria specifically tailored to each business area. The Group also has the ability to 'broke-on' certain business rather than write it on its own-book if it is deemed necessary to manage risk.

Funding Risk: the risk of the Group not being able to meet its current and future financial obligations over time, specifically that funding is not available to meet the Group's growth targets. The Group has funding facilities across Block Discounting, a Secured Loan Note programme and back-to-back invoice finance facilities with ample headroom to meet its growth targets for the medium future. As outlined elsewhere in this Report and Accounts, the Group retains the flexibility to accelerate growth beyond its medium-term plan and, where appropriate, may supplement its funding base with additional liquidity.

Regulatory Risk: the risk of legal or regulatory action resulting in fines, penalties and sanctions that could arise from the Group's failure to identify and adhere to regulatory requirements in the UK. In addition, there is the risk that new or enhanced regulations could adversely impact the Group. The Group employs a Senior Compliance Manager with oversight from the Group CFO and further support from external advisors. The compliance department looks both internally at the Group ensuring its practices are appropriate and externally at future developments to ensure the Group is prepared to adopt any changes in regulation as and when they arise. The Group retains suitable permissions from the FCA and adheres to their required standards in this regard.

Summary

The business has successfully delivered the first year of its new three-year strategy through to May 2028. The focus on "*Continuing the Journey*" reinforces the importance of building on the foundations that have driven success over the past five years, while maintaining a commitment to ongoing improvement. Growth in new business must not come at the expense of credit quality or cost discipline; accordingly, the strategy is centred on achieving the right balance across these key priorities to generate sustainable value for shareholders and stakeholders alike.

Ed Rimmer
Chief Executive Officer

Culture and Environmental, Social and Corporate Responsibility Report

for the Year Ended 31 May 2026

Dear Shareholder

I am pleased to present the Culture and Environmental, Social and Corporate Responsibility Report ("ESG") for the year to 31 May 2026.

Consistent with our previous ESG reports, this outlines what being a responsible business means to us—our purpose and values, where we have focused our efforts in recent years across both our operations and local communities, and the importance of working collaboratively to deliver positive outcomes for our customers, employees, shareholders and the communities we serve. Time Finance is committed to operating in a sustainable and responsible manner, fully integrating Environmental, Social, and Governance principles into its business strategy and operations as is proportionally reasonable for our business.

Culture

Our Purpose

Time Finance exists *"to help UK businesses thrive and survive"*. We are a non-bank, alternative finance provider that supports UK small and medium sized businesses. We offer a multi-product range of flexible funding solutions, focusing primarily on Asset Finance and Invoice Finance. We aim to be the UK's preferred independent SME funder, and we feel that our 'People First' approach and the resulting personal touch our clients benefit from continues to help differentiate us from the competition.

Our Values

Our Values are at the very heart of our business. They underpin our culture and have also helped set our ESG strategy.

As referenced throughout this Report and Accounts, our values are:

- **We Put People First**

We are a people-focused business, empowering our colleagues to make a difference.

- **We Are Bold**

We have the courage to do things differently and to maximise our opportunities.

- **We Are Flexible**

We adopt a pragmatic, can-do approach to how we operate and serve our customers.

- **We Are Genuine**

Integrity and transparency underpin how we build trust and foster strong relationships.

We monitor and measure how we put these standards into practice through:

- regular, group-wide employee recognition initiatives, often highlighting individuals who demonstrate our values in practice
- a bi-annual appraisal process for all employees, incorporating an assessment of how effectively our values are reflected in their day-to-day roles
- open and transparent communication across the Group, supported by monthly "Team Talk" newsletters, regular virtual "Town Hall" updates, and office-based "Huddle" meetings; employees are actively encouraged to share feedback, with managers maintaining an open-door approach
- ongoing review and analysis of our external Trustpilot ratings to understand client feedback on our products and services and identify areas for improvement
- participation in the Best Companies bi-annual surveys, with the most recent results recognising the Group as a 'One Star – Very Good' place to work

Our ESG Strategy

Compared with many other sectors, financial services typically have a relatively limited direct environmental impact. Nonetheless, we remain mindful of our footprint and are committed to minimising it







wherever possible, while embedding sustainable practices across our operations. We place a strong emphasis on substance over form, focusing on meaningful, measurable actions rather than superficial statements or "greenwashing."

We align our approach with the United Nations Sustainable Development Goals ("UN SDGs") and, consistent with our focus on substance over form, have prioritised four goals where we believe we can have the greatest impact. These are SDGs 4, 8, 11 and 12: Quality Education; Decent Work and Economic Growth; Sustainable Cities and Communities; and Responsible Consumption and Production. In practical terms, this translates into a focus on employee training and development, enhancing our systems and reporting, increasing our community engagement, and proactively managing our environmental footprint.

Our ESG vision is therefore centred on:

- continuously developing our people and providing meaningful employment opportunities
- enhancing systems that enable customers to engage with us in a straightforward and, where possible, environmentally responsible way
- actively managing and reducing our carbon footprint
- making a positive contribution to the local communities in which we operate

To support the delivery of these commitments, an internal ESG Committee was established in 2023. Comprising representatives from across the Group's offices, the Committee plays a key role in embedding a proportionate and practical ESG culture throughout the business, with a particular focus on promoting environmental responsibility. It is responsible for shaping, implementing and evolving our ESG strategy on an ongoing basis. Set out below are some of the initiatives delivered in recent years.



Environmental

We are committed, wherever practicable, to minimising the environmental impact of our operations. Initiatives already in place that are contributing positively include:

1. reducing printing levels and overall paper usage across our offices
2. using recycled paper wherever possible
3. lowering energy consumption, including migrating on-premises IT infrastructure to cloud-based solutions and installing LED and motion-sensitive lighting
4. promoting greener travel options, including reducing commuting and business travel through initiatives such as our Cycle to Work scheme, Electric Car Scheme, hybrid working arrangements, and increased use of virtual meetings in place of intra-office travel
5. implementing an IT equipment disposal policy to ensure obsolete technology is recycled or disposed of responsibly
6. establishing green lending facilities with selected funding partners to support the financing of renewable assets
7. encouraging recycling across all offices, including food waste recycling
8. reducing single-use plastics through the provision of on-site drinking water dispensers
9. planting trees annually across the UK for each employee
10. defaulting to digital communications to minimise paper usage
11. embedding e-signature technology to reduce reliance on hard copy documentation

Future initiatives include:

- working with landlords to transition to green energy providers wherever possible

We will continue to build on this plan as it evolves.

Culture and Environmental, Social and Corporate Responsibility Report (continued)

Social

We are committed to fostering a positive working environment for all colleagues and, wherever possible, making a meaningful contribution to the communities in which we operate.

The Group:

- employs 153 people, consistent with the prior year
- has a workforce comprising 56% women and 44% men (broadly in line with last year's 55:45 split)
- has a Board of Directors and Leadership Team made up of 58% women and 42% men (compared with 54:46 in the prior year)
- reflects a broad age profile, with 8% of employees aged 19–23, 28% aged 24–33, 21% aged 34–43, 26% aged 44–53, 16% aged 54–63, and 1% aged 64 and over

We are committed to developing our people, supporting their progression and enabling them to succeed. This includes a strong focus on wellbeing, ensuring colleagues feel safe, supported and valued within an inclusive and respectful environment. We aim to create a culture where individuals feel empowered to make a meaningful contribution, rather than feeling like part of a corporate process. Beyond our organisation, we support the wider UK economy by providing funding solutions to small and medium-sized enterprises. In addition, through a range of charitable initiatives, we contribute to our communities by fundraising, volunteering and raising awareness for a variety of causes at both local and national levels.

Social initiatives that have already been put in place and are making a difference include:

- formalised hybrid working arrangements across all offices, supporting employee wellbeing by balancing the benefits of flexible working with in-person collaboration and engagement
- a strong focus on financial wellbeing, including Living Wage accreditation, benchmarked pay reviews, pension and life assurance provision, private medical insurance, and performance-related bonus schemes
- well-established and inclusive social events across all offices, open to all employees who wish to participate
- company-wide strategy conferences, bringing colleagues together to celebrate success, share best practice and deepen understanding of the Group's strategy and objectives
- regular employee recognition initiatives, celebrating individuals who excel across a range of areas
- an open and transparent communication culture, supported by monthly "Team Talk" newsletters, regular virtual "Town Hall" updates and frequent office-based "Huddle" meetings
- provision of funding solutions to thousands of UK SMEs, including vital support during the COVID-19 pandemic through Government-backed funding schemes
- a clear focus on supporting vulnerable customers, ensuring employees—particularly frontline teams—are trained to identify and respond appropriately to signs of vulnerability, supported by formal escalation processes







- continued commitment to charitable activity, led by the ESG Committee, which coordinates fundraising and volunteering initiatives; during the year, colleagues selected the Royal National Lifeboat Institution as charity partner, raising approximately £8,000 to support its life-saving work
- support for local communities, including work experience placements for secondary school students and sponsorship of youth sports teams across Cheshire, Somerset and Berkshire
- an ongoing graduate programme aimed at attracting and developing future talent within the business
- charity volunteering days, enabling employees to support local causes during the financial year

Governance

Leading by example has always been, and continues to be, a core principle of the Group. Through this approach, we demonstrate our commitment to strong governance and high ethical standards.

As an AIM-listed company, we are required to adopt a recognised corporate governance code. The Group has adopted the Quoted Companies Alliance ("QCA") Code, with a focus on board composition, effectiveness and accountability. Further details are set out on page 29.

From an ESG perspective, we are committed to maintaining high standards of governance and responsible business practices. We foster a culture in which employees are encouraged to speak up and



Culture and Environmental, Social and Corporate Responsibility Report (continued)

constructively challenge existing approaches, helping to build open and transparent relationships across the business. All employees are required to complete a programme of mandatory training through our HR and Compliance platforms, ensuring a consistent understanding of a wide range of topics, many of which are aligned to ESG principles.

Governance initiatives that have already been put in place and are making a difference include:

- the establishment of our ESG Committee in 2023, providing employees with a voice and the opportunity to shape how our ESG strategy is embedded and developed
- a focus on working exclusively with UK-based businesses, ensuring full compliance with all relevant legislation; similarly, all Group income is generated within the UK, and we meet all associated tax obligations
- a responsible approach to lending, avoiding sectors where funding could have a detrimental impact on the wider community, including (but not limited to) gambling, pornography and arms-related activities
- a commitment to compliance with the Bribery Act 2010, ensuring our business is conducted in a transparent, fair and ethical manner
- robust data protection practices, giving clients confidence that their information is handled securely and in full accordance with current legislation
- a strong focus on financial crime prevention, with ongoing training to ensure employees remain up to date with emerging risks and detection techniques; we also actively contribute to industry-wide efforts to combat financial crime

Our ESG progress is underpinned by a commitment to minimising our environmental impact wherever possible; fostering a positive and supportive workplace for our people; contributing meaningfully to the communities in which we operate; and leading by example through strong governance, accountability and high ethical standards.

James Roberts
Chief Financial Officer



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Section 172 Statement and Stakeholder engagement

for the Year Ended 31 May 2026

Section 172 ("s172") of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefits of its members as a whole. In doing this s172 requires a director to have regard, amongst other matters, to:

- the likely consequences of any decisions 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 environment;
- the desirability of the company maintaining a reputation for high standards of business conduct;
- the need to act fairly with members of the company.

The Directors give careful consideration to the factors set out above in discharging their duties under s172. This includes the Board receiving regular training on their obligations as Directors from advisors and on an ongoing basis from the Company Secretary. Board Papers are also prepared with this in mind, ensuring Directors have all the relevant information required to enable them to properly reflect and consider the factors set out above in their decision making.

Long-term consequences of decisions

The key decisions made by the Board during the year were:

i. **Focusing on strengthening the balance sheet with a particular aim of growing increasing own-book lending through the more secured lending arms of the business** Own-book lending, as opposed to broking-on, business leads to greater revenue and, in turn, theoretically greater profits over the length of the deals rather than a short-term commission earned under the alternative approach. It remains the belief that an ever-strengthening balance sheet will increase shareholder value.

ii. **Adhering to strict credit criteria in order to control arrears and, in turn, write-offs by focusing on more secured lending** This approach continues to see material growth in the Invoice Finance and Hard Asset parts of the business. Both areas operate in the larger deal size, more secured lending spaces and are helping to drive a controlled level of arrears and net bad debt write-offs. More secured lending and lower arrears and, in turn theoretically, lower write-offs underpin greater profit generation and further strengthen the balance sheet which should increase shareholder value.

iii. **Focus on and continually improve the cost:income ratio** Business Improvement, namely efficiency increases, has become and remains a key aim of the Board with a clear focus of improving margins wherever possible to increase shareholder value.

The Board also continued to focus on the Group's long-term strategies for each division. Further details on the strategy and the Board's decision-making driving this, can be found in the Chair's Report, Chief Executive Officer's Report and Chief Financial Officer's Report on pages 9, 11 and 14 respectively, as well as the Strategic Objectives section within the Group Strategic Priorities on page 16.

The Board sees the value of building and maintaining strong relationships with all its key stakeholders, who are identified below.

Our employees

The business is committed to open and transparent communication with its staff members. For more information about our people, please see the Culture and Environmental, Social and Corporate Responsibility Report on page 18.

Our business relationships (customers, suppliers and investors)

Focusing solely on providing commercial lending, our customers fall into one distinct category, the business-to-business sector. We are committed to servicing this sector effectively with a network of dedicated broker or business development Executives and Managers. These colleagues work tirelessly to ensure that all parties are satisfied with the management of the relationship. We work with several key suppliers, primarily providers of IT, marketing support services and legal advisers. Each relevant function has dedicated colleagues who work closely with these suppliers to ensure the successful delivery of these services for all parties. In addition, we invest in our technology infrastructure to enable our customers and key suppliers to have a constantly improving experience with the aim to eventually become amongst the market leaders.

We try to adopt a proactive policy wherever possible with regards to our interactions with investors. We aim to foster an open and ongoing dialogue with shareholders regularly. Our Chair, CEO and CFO have and will continue to make themselves available to meet and talk to investors, as well as provide updates through investor presentations and on our dedicated investor focused website (https://investors.timefinance.com). Roadshows, presenting at shareholder events and the publication of regular RNS updates augment the standard programme throughout the year. We hope this helps to manage the expectations of shareholders and understand the motivation behind shareholder voting decisions whilst striving to make the right decisions as we navigate the macro-economic environment in which we operate. We continually aim to strike an appropriate balance between long-term shareholder value and short-term business needs.

Section 172 Statement and Stakeholder engagement (continued)

Our communities and the environment

Whilst we have limited direct impact on the environment, we are mindful of our responsibility in this regard. To this end, an internal committee, established three years ago, focuses specifically on the ESG agenda and the impact the business has on these important areas. Further details can be found in the Culture and Environmental, Social and Corporate Responsibility report on page 18.

Our reputation for high standards

Being Genuine is one of our four key cultural pillars as we continually strive to maintain a high standard of business conduct. All our employees are trained thoroughly and are subject to rigorous continual professional development standards.

Our need to act fairly with members of the company

All decisions the Board make considers the regulatory context and the full range of stakeholders mentioned earlier in this report. The Board seeks to balance its long-term strategy with shareholder needs and is regularly considering all options for the Group and how best to generate value for shareholders.

The Strategy section of the Annual Report on pages 8 to 24 was approved by the Board on 5 November 2026 and signed on its behalf by:

Tanya Raynes
Chair

Chair's Introduction to Governance

for the Year Ended 31 May 2026

Dear Shareholder

On behalf of the Board, I am pleased to introduce our Corporate Governance Statement for the year ended 31 May 2026.

Corporate governance, the way in which companies are directed and controlled, is ultimately the responsibility of the Board. To achieve good governance, companies require an efficient and effective management framework that is accompanied by clear communication to promote confidence and trust. We believe that good corporate governance is vital to support long-term growth in shareholder value and, as such, the purpose of this section of the Annual Report is to set out our commitment to maintaining good corporate governance across the business.

Compliance with the QCA Corporate Governance Code

Companies listed on AIM are required to adopt a recognised code of corporate governance. We have adopted the Quoted Companies Alliance Corporate Governance Code ("QCA"). We believe that QCA is a pragmatic, principles-based tool that enhances our ability to explain our approach to corporate governance. We feel it is appropriate for the needs and circumstances of small and mid-sized quoted companies on a public market like ourselves.

QCA is based around a set of ten principles to which we must either comply or explain why we have chosen not to. Updates were made to the QCA Corporate Governance Code 2023 with Time Finance applying these updated principals in last year's Report and Accounts for the financial year ended 31 May 2025. No significant changes were required to our policies and procedures for the current financial year under review. The ten principles of the code are set out in the table on page 29 and I can confirm that, to the best of our knowledge, we are in compliance with the requirements, and the table provides signposts to the relevant disclosures and explanations.

Shareholder engagement

An important part of QCA concerns engagement and communication with our shareholders, and we very much welcome open and regular dialogue with our investors. This is demonstrated by our solely investor focused website (https://investors.timefinance.com) which was created in 2025 to better engage with our shareholder base. We believe that this Investor Relations site provides many useful reports and presentations highlighting, amongst other things, how we have sought to better communicate with our investors.

Tanya Raynes
Chair

Governance Statement

for the Year Ended 31 May 2026

Board composition

The Board comprises the Non-Executive Chair, two independent Non-Executive Directors and two Executive Directors. Their biographies can be found on page 6.

There is a clear separation of the roles of Non-Executive Chair and Executive Directors. The Chair, Tanya Raynes, is responsible for the running of the Board and for ensuring that all directors are fully apprised of matters sufficient to make informed judgements. As Executive Directors, Ed Rimmer and James Roberts have responsibility for implementing the strategy agreed by the Board and managing the day-to-day running of the business. James also supports the Board, as Company Secretary, with compliance and governance matters. Ed and James are supported in their roles by the Leadership Team – a team of experienced leaders across the business (refer to page 7 for their biographies). The Board believes this is appropriate for the size and complexity of our business. The Board view the Non-Executive Directors as independent and experienced individuals with complementary skill sets. Members of the Board maintain membership of several professional bodies and ensure their skill sets are constantly developed. The Nomination Committee is responsible for considering the make-up of the Board and identifies any succession planning requirements. No individual or group dominates the Board's decision-making processes.

All directors of the Board are subject to ratification by the shareholders at the first AGM following their appointment. Aside from the CEO, all directors will then also stand for re-election by rotation at the AGM, with a minimum of one director retiring each year, or one-third retiring each year in the case that there are more than two directors subject to retirement by rotation (rounding down in the case that the number of relevant directors is not a multiple of three).

The Role of the Board

The Board sets the strategic aims of the business and its values; provides the leadership required to put them into effect; supervises and constructively challenges management, who are responsible for the day-to-day running of the business; and reports to shareholders on their stewardship. The Board is also responsible for risk management, and we have set out our approach to this in the Principal Risks and Uncertainties section of the Group Strategic Priorities. This can be found on page 17.

The Board meets 10 times during each financial year with standard meetings lasting for approximately three hours. In addition to this, all directors attend the Group's Annual General Meeting; additional meetings or conference calls are convened as and when required throughout the year. Members of the Board also chair or sit on the Board sub-committees and these each have their own time commitments.

Board effectiveness

The Chair annually reviews the contributions of Board members, with a focus on ensuring effectiveness and relevance. The Board will periodically review its effectiveness and performance as a unit to ensure that it is operating collectively in an efficient, informed, productive and open manner. The Board last conducted an effectiveness review in the second half of 2024 considering topics such as Board composition and governance, Board operations, strategy, stakeholder relations and the performance of individual directors and the various Board committees. The review concluded, following the appointment of two new Non-Executive Directors in the second half of 2023, that the structure and governance, performance and investor relations approach was appropriate for a business of our size and complexity.

Internal control

The business has appropriate policies on internal control and corporate governance. These exist in order to ensure that proper business records are maintained and reported on, which might reasonably affect the conduct of the business; monitoring procedures for the performance of the business are presented to the Board at regular intervals; budget proposals are submitted to the Board before the start of each financial year; accounting policies and practices suitable for the business' activities are followed in preparing the financial statements; and interim and annual accounts are prepared and submitted in time to enable the business to meet statutory filing deadlines. The business continues to review its system of internal control to ensure compliance with best practice, whilst also having regard to its size and the resources available. Given the size of the business, the Board continues to consider that the introduction of a separate internal audit function is not appropriate at this juncture.

Board committees

To assist in carrying out its duties, the Board has several committees, namely the Audit Committee, the Remuneration Committee, the Risk Committee, and the Nomination Committee. Each committee has formally delegated duties and responsibilities with written terms of reference. From time-to-time, separate committees may be set up by the Board to consider specific issues when the need arises. An explanation of the responsibilities and composition of the committees is set out below and the terms of reference can be downloaded from our website.

i. **Audit Committee:** The Audit Committee consists of Tanya Raynes (Chair), Paul Hird and Tracy Watkinson. It has responsibility for ensuring that the financial performance of the Group is properly reported on and reviewed, and its role includes monitoring the integrity of the financial statements

Governance Statement (continued)

of the Group (including annual and interim accounts and results announcements), reviewing any changes to accounting policies, reviewing and monitoring the extent of the non-audit services undertaken by external auditors and advising on the appointment of external auditors.

ii. **Remuneration Committee:** The Remuneration Committee consists of Tracy Watkinson (Chair), Tanya Raynes and Paul Hird. The Remuneration Committee has responsibility for reviewing the ongoing appropriateness and relevance of remuneration policy and its application to the business; reviewing and approving the remuneration packages of the Executive Directors; the grant of share awards for Executive Directors and senior management; the outcome of prior long-term incentive awards, and in monitoring the level and structure of remuneration of the senior management.

iii. **Nomination Committee:** The Nomination Committee consists of Tracy Watkinson (Chair), Tanya Raynes and Paul Hird. It has responsibility for reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board, and in giving full consideration to succession planning.

iv. **Risk Committee:** The Risk Committee consists of Paul Hird (Chair), Tracy Watkinson and Tanya Raynes. It has responsibility for reviewing internal control and risk management systems, as well as the lending book, doubtful debts and provisioning levels.

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

	Plc Board	Audit	Remuneration	Nomination	Risk
T Raynes	10/10	2/2	2/2	1/1	3/3
T Watkinson	09/10	2/2	2/2	1/1	2/3
PGS Hird	10/10	2/2	2/2	1/1	3/3
EJ Rimmer	10/10	2/2*	n/a	n/a	3/3*
JMA Roberts	10/10	2/2*	n/a	n/a	3/3*

* By invitation

Accountability and stakeholders

The Board considers the 2026 Annual Report and Financial Statements, taken as a whole, to be fair, balanced and understandable, and that it provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy. Details of how we do this is also explained in the Audit Committee Report at page 30.

How we comply with the QCA Corporate Governance Code

Robust governance processes ensure the Group continues to be compliant with recognised corporate governance standards, including the Senior Managers Certification Regime. To the best of its knowledge, Time Finance believes that it complies with the QCA and our Governance Statement.

Full details of how we comply can be found on our website www.timefinance.com/governance-statement with supplementary information detailed in this report (references are shown in the table below):

Principle	Reference
1: establish a purpose, strategy and business model which promote long-term value for shareholders	• Chair's Report (page 9) • Group Strategic Priorities (page 16)
2: promote a corporate culture that is based on ethical values and behaviours	• Chair's Report (page 9) • Culture and Environmental, Social and Corporate Responsibility Report (page 18)
3: seek to understand and meet shareholder needs and expectations	• Chair's Report (page 9) • Governance Statement (page 27) • Remuneration Report (page 32)
4: take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long term success.	• Group Strategic Priorities (page 16) • Section 172 Statement (page 23) • Culture and Environmental, Social and Corporate Responsibility Report (page 18)
5: embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation.	• Group Strategic Priorities (page 16) • Governance Statement (page 27)
6: establish and maintain the board as a well-functioning, balanced team led by the chair	• Chair's Report (page 9) • Governance Statement (page 27)
7: maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities.	• Chair's Report (page 9) • Group Strategic Priorities (page 16) • Section 172 Statement (page 23) • Governance Statement (page 27)
8: evaluate board performance based on clear and relevant objectives, seeking continuous improvement.	• Chair's Report (page 9) • Governance Statement (page 27)
9: establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture.	• Remuneration Report (page 32)
10: communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders.	• Chief Executive Officer's Report (page 11) • Chief Financial Officer's Report (page 14) • Group Strategic Priorities (page 16) • Section 172 Statement (page 23) • Governance Statement (page 27)

The Audit Committee Report

for the Year Ended 31 May 2026

Dear Shareholder

I am pleased to present my report of the Audit Committee for the year ended 31 May 2026. The Group's Auditor is met with at least twice annually (and as otherwise required) by either the Audit Committee or the Committee's Chair, with the CEO and CFO attending part of the meetings by invitation as and when appropriate. As Chair of the Audit Committee, in accordance with best practice, I also met separately with the audit partner to provide an opportunity for any relevant issues to be raised directly with me. The key findings of last year's audit were discussed, and plans put in place with a view to addressing the relatively small number of minor findings.

The main items of business considered by the Committee during the year included:

Re-appointment of external auditor

The Committee considers several areas when reviewing the external auditor appointment, namely their performance in discharging the audit, the scope of the audit and terms of engagement, their independence and objectivity, and their remuneration. Sumer Auditco Limited were first appointed as the Group's external auditor in 2006 (operating as Moore at that time), and they conducted the audit of the Group's financial statements for the financial year to 31 May 2007. The audit partner is changed by rotation every 5 years with the last change of partner occurring December 2021. At the Annual General Meeting in November 2025, Sumer Auditco Limited were re-appointed for the financial year to 31 May 2026. Following the completion of this year's audit, the Committee has confirmed it is satisfied with the independence, objectivity and effectiveness of Sumer Auditco Limited and has recommended to the Board that the auditors be reappointed, and there will be a resolution to this effect at the forthcoming Annual General Meeting.

The Committee also monitors the provision of non-audit services by the external auditor. The breakdown of fees between audit and non-audit services is provided in Note 6 to the financial statements. As with the previous financial year, there were, again, no non-audit fees this year.

External audit process

The external auditor prepared a plan for its audit of the full year financial statements which, this year, was presented to the Committee in April 2026. The audit plan set out the scope of the audit, areas of significant risk for the external auditor to focus their work on and the audit timetable. This plan was reviewed and agreed by the Audit Committee. No major areas of concern were highlighted by the external auditor during the year; however, areas of significant risk and other matters of audit relevance were discussed.

Critical accounting judgements

The critical accounting judgements considered by the Committee during the year are set out in Note 2 to the financial statements. In consideration of these judgements, the Committee reviewed the recommendations of the finance function and received reports from the external auditors on their findings. These key judgements comprised the following:

- *Expected Credit Losses*: The Group recognises trade receivables and accrued income in the financial statements net of an estimated provision for impairment losses. This has been calculated using an expected credit loss methodology, in line with the guidance in IFRS 9 Financial Instruments, along with individual provisions for balances where management has specific concerns. The Committee has reviewed the basis for the calculation of the provision and the underlying assumptions (explained in Note 2 and also Note 28 Credit Risk Provision) and is satisfied that the provision is appropriately valued.
- *Goodwill impairment*: Management conducted a review of the carrying value of goodwill in the consolidated financial statements to determine whether there was any requirement for an impairment charge, in accordance with IAS 36 Impairment of Assets. Despite continuing improving results and an ever-strengthening Balance sheet, this remains an area of key focus for the Committee given the size of the balance. Having reviewed the assumptions used in the calculation of carrying value, and the sensitivity analysis performed, the Committee was satisfied that sufficient headroom to the remaining carrying value of goodwill existed.

In summary, the Committee is satisfied that the judgements and estimates made by management are appropriate.

Going Concern

The Audit Committee has reviewed the going concern of the Group and has considered the Group's financial forecasts, including the impact of the proposed acquisition of Time Finance plc by Bentley Park. The assessment includes detailed financial forecasts covering the Group's adopted strategy and extends to the end of November 2027, being approximately twelve months from the date of signing of the 2026 Annual Report and Financial Statements.

The key assumptions in the forecasts include the number and size of own-book deals originated, the interest rates charged on new deals, and the expected level of arrears and write-offs. The going concern review also considers the Group's ability to fund the deals expected to be originated and to meet its obligations as they fall due from its available cash balances and funding facilities.

The Directors have also considered the proposed acquisition by Bentley Park, including the current status of the transaction and the expected timing of completion. The acquisition is subject to the satisfaction of the remaining conditions to completion and, accordingly, the Directors have considered the potential impact of the transaction and the associated uncertainties as part of their going concern assessment.

In all of the scenarios the Group has modelled, the Group remains within its funding covenants for the foreseeable future and has sufficient resources to meet its obligations as they fall due. Having considered the above, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

New and forthcoming accounting standards

There were no material new accounting standards adopted during the year.

Control framework

At present, the Group does not have a dedicated, independent internal audit function. The Finance and Compliance functions do, however, conduct a review programme and thematic review programme of various controls operating within each of the businesses, identifying areas to be improved. The Committee believes that in view of the current size and nature of the Group's businesses, this approach is sufficient to enable the Committee to derive assurance as to the adequacy and effectiveness of internal controls and risk management procedures without a formal internal audit function. This will be kept under review as the business grows and evolves.

Tanya Raynes
Chair of the Audit Committee

The Remuneration Committee Report

for the Year Ended 31 May 2026

Dear Shareholder

I am pleased to present the report of Remuneration Committee for the financial year ended 31 May 2026.

This report is designed to be easy to understand and to align with shareholder values. It is intended to help shareholders assess and understand the remuneration policy by providing a summary of the responsibilities of the Committee and detailing the amounts earned by the Group's Directors in respect of the year ended 31 May 2026 and how the Directors' Remuneration Policy will be operated for the year ending 31 May 2027. As such, the principals of the remuneration policy for the Group, as well as the rationale for any major decisions made by the Remuneration Committee during the year, are set out in this report.

The composition of the Remuneration Committee can be found on page 28.

The Committee continues to review the current Directors' Remuneration Policy in light of the 2023 QCA Code which are, as before, incorporated into this report.

Key Responsibilities of the Remuneration Committee

The Committee's role is to assist the Board in fulfilling its responsibilities in establishing appropriate remuneration levels and incentive policies for Directors and senior management. This includes:

- reviewing the ongoing appropriateness and relevance of the remuneration policy and its alignment to the vision and strategy of the Group;
- reviewing and approving the remuneration packages of the Executive Directors;
- monitoring the level and structure of remuneration of the senior management;
- reviewing and approving all share-based compensation;
- reviewing the grant of any share awards for Executive Directors and senior management and the out-turn of prior long-term incentive awards; and
- production of the Annual Remuneration Report.

Alignment with vision and strategy

Our ongoing purpose is to *help UK businesses thrive and survive*. In doing this, we aspire to continue to be a leader in the alternative finance space, aiming to achieve our four-pronged strategy through to May 2028 of growing our lending book, ensuring our lending is resilient, driving through operational efficiencies, and leveraging our brand. The Remuneration Policy and framework directly support this vision and strategy.

Shareholder engagement

We are committed to engaging with our major shareholders on all key matters. This Remuneration Report and the remuneration decisions detailed below will, therefore, be put to an advisory shareholder vote at the upcoming Annual General Meeting in November 2026, as will any new or material changes to existing employee share plans or long-term incentive plans.

Remuneration Policy

The remuneration policy of the Group is:

- to provide a suitable remuneration package to attract, motivate and retain Executive Directors.
- to ensure all medium and long-term incentive schemes for the Directors and Senior Management Team are aligned with the Shareholders' interests.

The Committee makes recommendations to the Board. No Director plays a part in any discussion about their own remuneration. The Remuneration Committee members are expected to draw on their experience to judge where to position the Group, relative to other similar companies' and other groups' rates of pay when considering remuneration packages for Executives. The remuneration of the Non-Executive Directors is approved by the Board of Directors who always act fairly and reasonably and in the best interests of the Group and its shareholders.

The Executive Directors have service contracts which provide for notice periods of twelve months. Each of the Non-Executive Directors has a service contract which provides for a notice period of three months.

Remuneration decisions

Basic salaries and Committee fees

For the year under review ending 31 May 2026, CEO Ed Rimmer and CFO James Roberts' salaries were set at £275,000 and £200,000 respectively. From 1 June 2026, there is no planned increase, and they will remain at those aforementioned levels. Given the awarding of an average salary increase to the Group's employees of 2% in June 2026, it was felt reasonable to not increase but rather maintain the Executive Directors pay given they had received pay increases in the prior financial year. It is also worth noting Ed Rimmer's salary remains at approximately 5 times the average basic salary of the Group's employees.

Like the Executive Directors, as regards the Independent Non-Executive Directors, no pay rise has been proposed from 1 June 2026. As such, Tanya Raynes, Non-Executive Chair, received a base salary of £62,500 in the financial year to 31 May 2026, and will remain at this level in the financial year to 31 May 2027. The Group's two other Independent Non-Executives, Tracy Watkinson and Paul Hird, received salaries of £31,500 each for the financial year ended 31 May 2026 and will also remain at this level in the financial year to 31 May 2027. All three Independent Non-Executive Directors also each receive additional remuneration of £5,000 as recompense for the various Board sub-Committees that they chair.

Annual bonuses

Annual bonuses for the Executive Directors for the period through to 31 May 2026 was assessed against challenging financial performance targets. The significant stretched target for Profit Before Tax was not achieved and, therefore, both Ed Rimmer and James Roberts have not been awarded any bonus payments.

Directors' Detailed Remuneration

The table below shows the remuneration of the Directors in office at the end of the year:

	Salary	Committee Fees	Pension	Benefits	Bonus	2026 Total	2025 Total
EJ Rimmer	275	–	12	16	–	303	476
JMA Roberts	200	–	9	16	–	225	364
T Raynes	62	5	3	–	–	70	68
T Watkinson	32	5	1	–		38	36
PGS Hird	32	5	–	–	–	37	35
	601	**15**	**25**	**32**	**–**	**673**	**979**

Directors' Share Interests

The table below shows the interests of the Directors in office at the end of the year in the share capital of the Group:

	As at 31 May 2026 number of ordinary shares	As at 31 May 2025 number of ordinary shares
Executives		
EJ Rimmer	**1,331,498**	919,831
JMA Roberts	**675,000**	663,596
Non-Executives		
T Raynes	**38,674**	38,674
T Watkinson	**18,231**	18,231
PGS Hird	**96,930**	96,930

The Remuneration Committee Report (continued)

Directors' Share Options

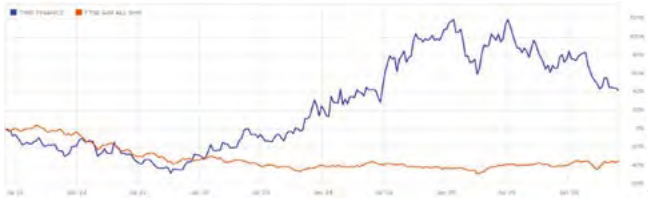
Details of share options held by the Directors in office at the end of the year over the ordinary shares of the Group are set out below:

	Scheme	31 May 2025	Granted	Exercised	Cancelled	31 May 2026
EJ Rimmer	2022 Unapproved Option Scheme	411,667	–	411,667	–	–
EJ Rimmer	2022 Unapproved Option Scheme	–	361,842	–	–	**361,842**
JMA Roberts	2022 Unapproved Option Scheme	–	263,158	–	–	**263,158**

Ed Rimmer and James Roberts' granted shares under a new issuance of the Unapproved 2022 Share Option Scheme; Ed Rimmer's exercised shares had previously been granted under a previous issuance of the Unapproved 2022 Share Option Scheme. Further details are provided in Note 25 to the consolidated financial statements and on the Group's website including the new exercising conditions of the aforementioned new issuance.

Performance History

The graph shows the percentage movement in the share price of Time Finance from 1 June 2021 to 31 May 2026 compared to the FTSE AIM All-Share index.



The market price of ordinary shares at 31 May 2026 was 41.50p (31 May 2025: 57.50p). The range during the year to 31 May 2026 was from 41.25p to 59.00p (year to 31 May 2025: 36.50p to 64.50p).

Recent Developments

There have been no further significant developments in the Executive remuneration since the financial year-end. As explained in previous Annual Report and Financial Statements, both a cash bonus scheme and an Unapproved Share Option Scheme were established in July 2022. The details of which included:

- a cash bonus scheme for the Executive Directors in respect of each financial year. Each annual element being conditional upon the achievement of stretched PBT results above market expectations and capped at 100% of basic salary.
- A new issuance under the 2022 Unapproved Share Option scheme for members of the Group's senior management team. Under the scheme options over 775,000 shares, of which 625,000 were granted to the Executive Directors and 150,000 to other senior management within the Group. The awarded options can be exercised subject to stretching annual performance conditions in excess of market expectations in respect of the Group's profitability and increases in the Group's share price. Further details on the vesting and exercise criteria of these options can be found in Note 25 to the consolidated financial statements.

Conclusion

We are committed to a responsible and transparent approach in respect of the Executive Directors' pay. We continue to welcome any feedback from shareholders.

Tracy Watkinson
Chair of the Remuneration Committee

Directors' Report

for the Year Ended 31 May 2026

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

Principal Activity

The principal activity of the Group in the year under review was that of providing financial services to UK businesses.

Parent Company

The principal activity of the parent company is that of a holding company for the Group's trading subsidiaries. The parent company does not undertake trading activities itself and exists to provide oversight, governance and support to the Group, including the facilitation of funding and the coordination of central management services.

Results and Dividends

The Group's profit after tax for the year was £6.3m (2025: £5.9m). The Directors do not propose a final dividend (2025: zero dividends). Future dividends will be kept under review.

A review of the business, including future developments, is included in the Group Strategic Priorities on pages 16 to 17.

Events Since the End of the Year

Information relating to events since the end of the year is given in the Note 30 to the financial statements.

Directors

The Directors shown below have held office during the whole of the period from 1 June 2025 to the date of this report unless otherwise stated.

T Raynes	Non-Executive Chair
TE Watkinson	Non-Executive Director
PGS Hird	Non-Executive Director
EJ Rimmer	Chief Executive Officer
JMA Roberts	Chief Financial Officer

The interest which the Directors serving at the end of the year had in the ordinary share capital of Time Finance plc at 31 May 2026 is disclosed in the Directors' Share Interests section within the Remuneration Committee Report on page 32. Details of the Directors' share options are provided in the Directors' Share Options section within the same Report.

Financial Instruments

The Group's financial instruments comprise cash and liquid resources, including receivables and payables that are also financial instruments that arise directly from operations. The main purpose of the financial instruments is to fund the Group's operations. As a matter of policy, the Group does not trade in financial instruments, nor does it enter into any derivative transactions. Further details on financial instruments are given in Note 27 to these financial statements.

Energy and Carbon: Low Energy User

In accordance with the Companies and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, the Directors confirm that the Group is classified as a *low energy user* for the reporting period, with annual energy consumption of 40,000 kWh or less in the UK.

As a result, under the Streamlined Energy and Carbon Reporting (SECR) framework, the Group is exempt from mandatory disclosure of detailed energy and carbon information for this reporting period. The Directors remain committed to managing energy use efficiently and will continue to monitor usage to ensure compliance with relevant regulatory requirements.

Further details can be found in the Culture and Environmental, Social and Corporate Responsibility Report on page 18.

Directors' Insurance and Indemnities

Throughout the year the Group has maintained Directors' and Officers' liability insurance for the benefit of the Group, the Directors and its officers. The Directors consider the level of cover appropriate for the business, and it will remain in place for the foreseeable future.

Significant Shareholdings

The following parties held greater than 3% of the issued share capital of Time Finance plc at 31 May 2026:

	Number of shares	% of issued share capital
Arena Investors, LP	**18,425,000**	19.92
GPIM Limited	**15,689,472**	16.95
R Russell	**11,542,788**	12.48

Disclosure in the Strategic Report

Please refer to the Chair's Report, Chief Executive Officer's Report, Chief Financial Officer's Report, and the Group Strategic Priorities Report.

Directors' Report (continued)

Statement of Directors' Responsibilities

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with UK-adopted IFRS. The financial statements must, in accordance with IFRS, present fairly the financial position and performance of the company; such references in the UK Companies Act 2006 to such financial statements giving a true and fair view are references to their achieving a fair presentation. Under company law directors must not approve the financial statements unless they are satisfied that they give a true and fair view.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with IFRS as adopted by the United Kingdom; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006 and Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Statement as to Disclosure of Information to Auditors

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

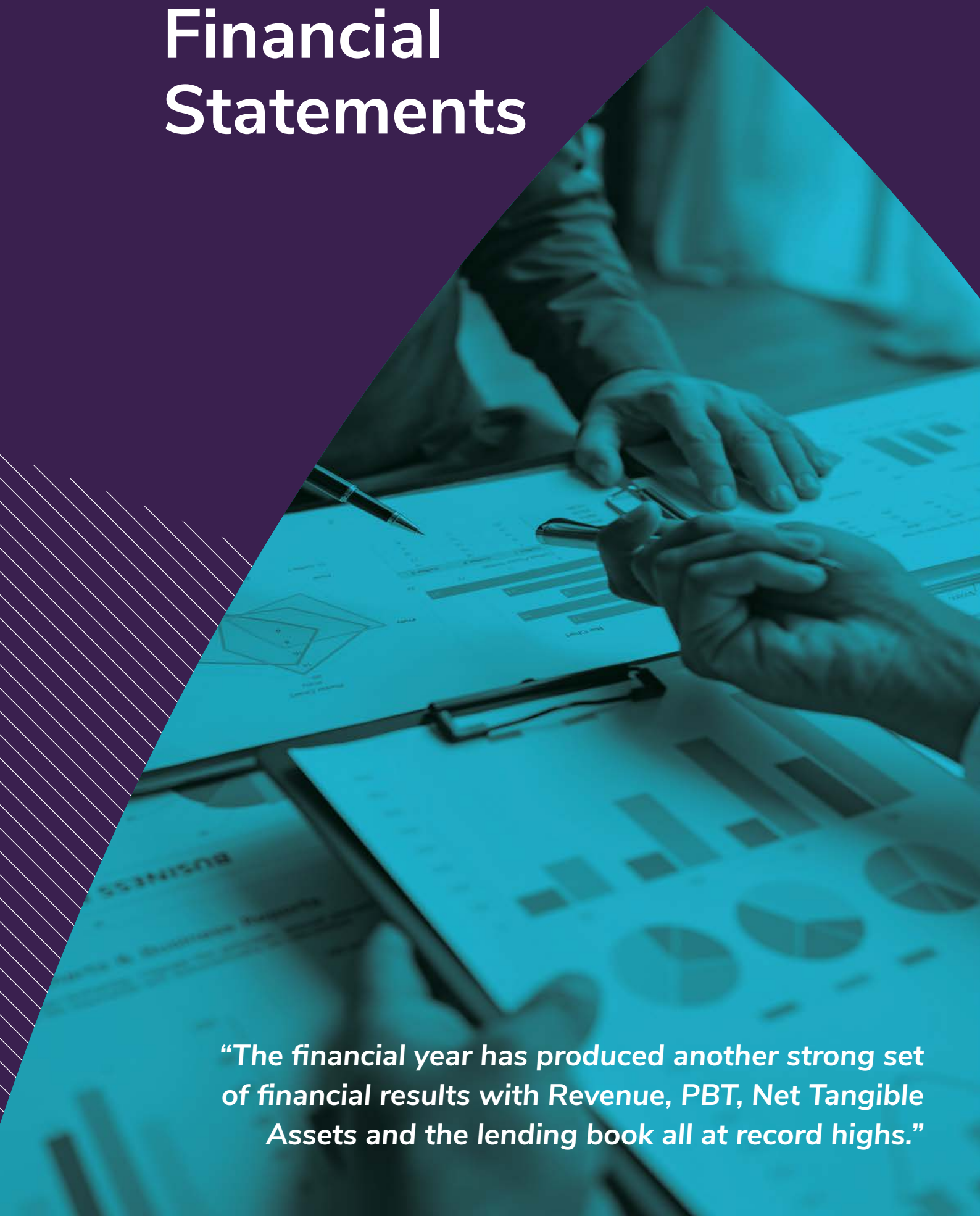
Auditors

A number of areas are considered by the Audit Committee when reviewing the appointment and engagement of the external auditor, namely their performance in discharging the audit, the scope of the audit and terms of engagement, their independence and objectivity, and remuneration. Following the completion of this year's audit, the Audit Committee has confirmed it is satisfied with the independence, objectivity and effectiveness of Sumer Auditco Limited and has recommended to the Board that the auditors be reappointed, and there will be a resolution to this effect at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

James Roberts
Chief Financial Officer
5 November 2026

Financial Statements



"The financial year has produced another strong set of financial results with Revenue, PBT, Net Tangible Assets and the lending book all at record highs."

Report of the Independent Auditors to the Members of Time Finance plc

Opinion

We have audited the financial statements of Time Finance Plc (the "parent company") and its subsidiaries (the "group") for the year ended 31 May 2026 which comprise the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated and Company Statements of Financial Position, Consolidated and Company Statements of Changes in Equity, Consolidated and Company Statements of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted for use in the United Kingdom.

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 31 May 2026 and of the group's profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted for use in the United Kingdom; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

- Evaluation of the available financing facilities, repayment terms and covenants;
- Assessment of the reasonableness of cash flow forecasts over the outlook period including the impact of the macro-economic environment and sensitivities;
- Testing of the clerical accuracy of those forecasts and assessment of historical accuracy of forecasts prepared by management; and
- Assessment of the adequacy of disclosure provided in note 2.

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 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.

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) 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.

Area of focus	Work performed to address this risk	Conclusion of findings
Recoverability of trade receivables and valuation of the expected credit loss provision The financial statements include net trade receivables of £216m (2025: £186m), which represents 82% (2025:81%) of the Group's total assets. The credit loss provision is £3.7m (2025: £4.1m). We have assessed this area as being of significant risk to the audit due to the significance of these amounts in deriving the Group's results and because of the nature of the IFRS 9 requirements for provisioning, which is an estimate that involves judgements and assumptions.	In assessing the valuation of trade receivables, we performed the following procedures: – We tested after balance sheet date cash receipts for a sample of receivables. – We reviewed leases and loans in arrears to consider the adequacy of provisions in place and where payment plans have been entered whether they are being adhered to. – We assessed the appropriateness of the methodology applied to determine the expected credit loss provision with reference to the requirements of IFRS 9. – We have tested the mathematical accuracy of the credit risk provision model and corroborated back to underlying data and supporting documentation. – We have compared historical default rates experienced to the loss rate applied within the credit loss provision model and found them to be in agreement. – We considered the adequacy of the disclosures made in the financial statements including the Group's accounting policy over provisioning. – We considered the size and complexity of management overlays, in order to assess the reasonableness of the adjustments by challenging key assumptions, inspecting the calculation methodology and tracing a sample of the data used back to source data.	We have no matters to communicate in respect of the recoverability of trade receivables or credit loss provisioning.
Revenue recognition and the IT operating systems The IT operating systems used by the Group are central to the integrity of the allocation of income to the appropriate accounting period using the effective interest rate method	In assessing revenue recognition, we performed the following procedures: – We tested a sample of new contracts to ensure they were entered into the system accurately and revenue recognised appropriately. – We reperformed a sample of calculations to test that the operating system was allocating interest to the correct periods. – We reviewed the disclosures in the Group's accounting policy over revenue to gain assurance they were consistent with both the conclusions from the audit testing performed as well as being in line with applicable IFRS.	We have no matters to communicate in respect of revenue recognition.

Report of the Independent Auditors to the Members of Time Finance plc (continued)

Area of focus	Work performed to address this risk	Conclusion of findings
Goodwill Impairment Assessment The Group has goodwill across two cash generating units ("CGUs") at 31 May 2026: £27.3 million (2025: £27.3 million). The Group's assessment of impairment in accordance with IAS 36 Impairment of Assets is a judgemental process which requires estimating future cash flows based on management's view of future business prospects. Our key audit matter focuses on the robustness of the revenue and profit forecasts. Given the significant level of judgement involved, we identified this key audit matter.	We performed the following procedures in response to the key audit matter identified: – Discussed with management to understand and critically challenge the key underlying assumptions used in the forecasts that form the basis of the Group's impairment review; – Performed an assessment of the accuracy of previously prepared forecasts; this included reviewing trading performance in 2025/26 to determine management's ability to forecast accurately and understand the reasons for any material variances; – Performed additional sensitivities, to challenge the strength of the forecasting model; this involved running combined sensitivities using increased discount rates; – Performed a model integrity check, including reviewing the model for mathematical and clerical accuracy; – Reviewed the disclosures in the financial statements. – Considered the post year end Bentley Park (UK) Limited offer of 59.1 pence per share, amounting to a total offer of £55.1m. Comparing this against the net asset position of £78.0m at 31 May 2026 gives rise to an impairment trigger. IAS 36 defines the recoverable amount as the higher of the value in use and the fair value less cost of disposal, assessed at the reporting date being 31 May 2026. Management's impairment assessment uses a discounted cash flow perpetuity model, which indicates a value in use of approximately £123.3m. This exceeds the carrying amount, including goodwill, by approximately £45.3m, based on net assets of £78.0m. Management's conclusion that no impairment is required appears supportable under IAS 36 because the value in use exceeds the carrying amount at the measurement date. We have therefore concluded that this is a non-adjusting event.	Based on the audit procedures performed we are satisfied that the valuation of goodwill at year end is appropriate.
Going concern During the year ended 31 May 2026 the group saw strong growth with the 'cost of living' crisis easing which has seen arrears and the credit risk provision reduce. Despite pressures easing, some customers are still struggling to meet their repayment obligations. Due to the potential significance of the 'cost of living' crisis and increases in national insurance on the group's core customer base we consider this to be a key audit matter.	In assessing the going concern status of the Group, we have reviewed and considered the following: – We have considered the impact of current UK economic conditions and inflationary pressures on the budgets and projections of the Group within our sensitivity testing and accompanying management assessment. – Availability of overdraft and loan facilities to ensure there is sufficient capital should management's forecast not meet expectations.	Our key observations are set out in the conclusions related to going concern section of our audit report.

Our application of materiality

In planning and performing our audit we were influenced by our application of materiality. We set certain quantitative measures and thresholds for materiality, which together with other, qualitative, considerations, helped us to determine the scope of our audit and the nature, timing and extent of the procedures performed. Based on our professional judgement, we determined materiality for the Group financial statements as a whole to be £885,000 and £537,000 for the Parent Company. The principal determinant for the Group financial statements in this assessment was profit before tax and exceptional items, which we consider to be the most relevant benchmark as a key metric for the directors, investors and users of the Time Finance Plc financial statements. Materiality for the Parent Company has been determined using gross assets, the Parent Company is a holding company for the investment in the subsidiary entities with limited transactions. Sumer AuditCo Limited issued an updated Audit Methodology that has been applied in the current year. This has allowed us to increase our materiality thresholds whilst continuing to keep our inherent risk high as a result of the Group being AIM listed.

We have agreed with the Audit Committee that we shall report to them any misstatements in excess of £44,200 that we identify through the course of our audit, together with any qualitative matters that warrant reporting.

An overview of the scope of the audit

The scope of the audit for the financial statements has been determined by our application of our materiality to the financial statements in association to the risks of the Group when determining the level of work to be performed. All audit work was performed directly by the audit engagement team with work performed to a statutory audit scope for all trading entities within the Group.

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the 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.

We have nothing to report in respect of the following matters where 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 directors' responsibilities Statement set out on page 36, 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.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors 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

Report of the Independent Auditors to the Members of Time Finance plc (continued)

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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the company and considered that the most significant are the Companies Act 2006, International Financial Reporting Standards, Listing Rules, QCA Code and UK taxation legislation.
- We obtained an understanding of how the company complies with these requirements by discussions with management and those charged with governance.
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance. As part of our testing of journal entries in the accounting system, we set certain parameters to ensure we captured entries that could be considered large and/or unusual and undertook testing to confirm they were legitimate business transactions.
- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations.

Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

We have utilised improved audit technology in the current year, allowing for more in-depth data-analytical work to conclude on our audit work, including our areas of focus detailed above.

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

Use of our report

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

Simon Cunningham
(Senior Statutory Auditor)
for and on behalf of Sumer Auditco Limited
Statutory Auditor
Lennox House
3 Pierrepont Street
Bath
BA1 1LB

5 November 2026

Consolidated Income Statement

for the Year Ended 31 May 2026

	Notes	Total 2026 £'000	Total 2025 £'000
Revenue		**38,488**	37,094
Other Income		**–**	26
Total Revenue	3	**38,488**	37,120
Cost of Sales		**(15,922)**	(15,103)
GROSS PROFIT		**22,566**	22,017
Administrative expenses		**(13,751)**	(13,805)
Exceptional Items		**(75)**	–
Share-based payments	25	**(25)**	(23)
OPERATING PROFIT		**8,715**	8,189
Finance costs	5	**(324)**	(333)
Finance income	5	**3**	–
PROFIT BEFORE INCOME TAX	6	**8,394**	7,856
Income tax	7	**(2,140)**	(1,994)
PROFIT FOR THE YEAR		**6,254**	5,862
Profit attributable to: Owners of the parent company		**6,254**	5,862
Earnings per share expressed in pence per share	9		
Basic		**6.76**	6.34
Diluted		**6.76**	6.34
PROFIT FOR THE YEAR		**6,254**	5,862
OTHER COMPREHENSIVE INCOME		**–**	–
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**6,254**	5,862
Total comprehensive income attributable to: Owners of the parent company		**6,254**	5,862

The notes on pages 49 to 74 form part of these financial statements

Consolidated Statement of Financial Position

31 May 2026

	Notes	2026 £'000	2025 £'000
ASSETS			
NON-CURRENT ASSETS			
Goodwill	10	**27,263**	27,263
Intangible assets	11	**573**	374
Property, plant and equipment	12	**265**	330
Right-of-use property, plant and equipment	12,21	**623**	892
Trade and other receivables	14	**89,124**	78,822
Deferred tax	22	**512**	1,168
		118,360	108,849
CURRENT ASSETS			
Trade and other receivables	14	**135,500**	116,395
Cash and cash equivalents	15	**6,925**	4,970
Tax receivable	16	**965**	127
		143,390	121,492
TOTAL ASSETS		**261,750**	230,341
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	17	**9,252**	9,252
Share premium	18	**25,543**	25,543
Employee shares	18	**340**	315
Treasury shares	18	**(1,115)**	(1,065)
Retained earnings	18	**43,979**	37,725
		77,999	71,770
LIABILITIES			
NON-CURRENT LIABILITIES			
Trade and other payables	19	**82,541**	72,910
Financial liabilities - borrowings	20	**–**	–
Lease liability	22	**347**	600
		82,888	73,510
CURRENT LIABILITIES			
Trade and other payables	19	**100,420**	84,337
Financial liabilities - borrowings	20	**–**	294
Provisions	21	**170**	149
Lease liability	22	**273**	281
		100,863	85,061
TOTAL LIABILITIES		**183,751**	158,571
TOTAL EQUITY AND LIABILITIES		**261,750**	230,341

The financial statements were approved by the Board of Directors and authorised for issue on 5 November 2026 and were signed on its behalf by:

J M A Roberts
Chief Financial Officer
Company Registered Number: 05845866

The notes on pages 49 to 74 form part of these financial statements

Company Statement of Financial Position

31 May 2026

	Notes	2026 £'000	2025 £'000
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	11	**362**	169
Property, plant and equipment		**7**	8
Right-of-use property, plant and equipment		**409**	527
Investments	13	**21,030**	21,030
		21,808	21,734
CURRENT ASSETS			
Trade and other receivables	14	**32,605**	28,764
Cash and cash equivalents	15	**757**	1,110
Tax receivable	16	**5**	5
		33,367	29,879
TOTAL ASSETS		**55,175**	51,613
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	17	**9,252**	9,252
Share premium	18	**25,543**	25,543
Employee shares	18	**263**	238
Treasury shares	18	**(1,115)**	(1,065)
Retained earnings	18	**14,912**	14,514
TOTAL EQUITY		**48,855**	48,482
LIABILITIES			
NON-CURRENT LIABILITIES			
Deferred tax	23	**89**	40
Lease liability		**286**	393
		375	433
CURRENT LIABILITIES			
Trade and other payable	19	**5,748**	2,217
Financial liabilities - borrowings	20	**–**	294
Tax payable		**–**	–
Lease liability		**107**	101
Provisions		**90**	86
		5,945	2,698
TOTAL LIABILITIES		**6,320**	3,131
TOTAL EQUITY AND LIABILITIES		**55,175**	51,613
Company (loss) for the financial year		**(52)**	(371)

As permitted by Section 408 of the Companies Act 2006, the income statement and statement of comprehensive income of the parent company is not presented as part of these financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 5 November 2026 and were signed on its behalf by:

J M A Roberts
Chief Financial Officer
Company Registered Number: 05845866

The notes on pages 49 to 74 form part of these financial statements

Consolidated Statement of Changes in Equity

for the Year Ended 31 May 2026

	Called up share capital £'000	Retained Earnings £'000	Share Premium £'000	Treasury Shares £'000	Employee Shares £'000	Total Equity £'000
Balance at 31 May 2024	9,252	31,863	25,543	(815)	292	66,135
Total comprehensive income	–	5,862	–	–	–	5,862
Transactions with owners						
Purchase of treasury shares	–	–	–	(250)	–	(250)
Value of employee services	–	–	–	–	23	23
Balance at 31 May 2025	**9,252**	**37,725**	**25,543**	**(1,065)**	**315**	**71,770**
Total comprehensive income	–	6,254	–	–	–	6,254
Transactions with owners						
Purchase of treasury shares	–	–	–	(50)	–	(50)
Value of employee services	–	–	–	–	25	25
Balance at 31 May 2026	**9,252**	**43,979**	**25,543**	**(1,115)**	**340**	**77,999**

Company Statement of Changes in Equity

for the Year Ended 31 May 2026

	Called up share capital £'000	Retained Earnings £'000	Share Premium £'000	Treasury Shares £'000	Employee Shares £'000	Total Equity £'000
Balance at 31 May 2024	9,252	11,685	25,543	(815)	222	45,887
Total comprehensive income	–	(371)	–	–	–	(371)
Transactions with owners						
Purchase of treasury shares	–	–	–	(250)	–	(250)
Dividends	–	3,200	–	–	–	3,200
Value of employee services	–	–	–	–	16	16
Balance at 31 May 2025	**9,252**	**14,514**	**25,543**	**(1,065)**	**238**	**48,482**
Total comprehensive income	–	(52)	–	–	–	(52)
Transactions with owners						
Purchase of treasury shares	–	–	–	(50)	–	(50)
Dividends	–	450	–	–	–	450
Value of employee services	–	–	–	–	25	25
Balance at 31 May 2026	**9,252**	**14,912**	**25,543**	**(1,115)**	**263**	**48,855**

Consolidated Statement of Cash Flows

for the Year Ended 31 May 2026

	Notes	Total 2026 £'000	Total 2025 £'000
Cash generated from operations			
Profit before tax		**8,394**	7,856
Depreciation & amortisation charges	11,12	**571**	525
Finance costs	5	**324**	333
Finance income	5	**(3)**	–
Loss on disposal of property, plant and equipment		**–**	–
(Increase) in trade and other receivables		**(29,118)**	(16,813)
Increase in trade and other payables		**25,714**	15,972
Movement in other non-cash items		**7**	(2)
		5,889	7,871
Cash flows from operating activities			
Interest paid		**(324)**	(334)
Tax paid		**(2,521)**	(2,090)
Net cash from operating activities		**3,044**	5,447
Cash flows from investing activities			
Purchase of software, property, plant & equipment		**(437)**	(543)
Interest received		**3**	–
Net cash from investing activities		**(434)**	(543)
Cash flows from financing activities			
Payment of lease liabilities	22	**(311)**	(249)
Loan repayments in year		**(344)**	(1,275)
Net cash from financing activities		**(655)**	(1,524)
Increase in net cash and cash equivalents		**1,955**	3,380
Net cash and cash equivalents at beginning of year	26	**4,970**	1,590
Net cash and cash equivalents at end of year	26	**6,925**	4,970

The notes on pages 49 to 74 form part of these financial statements

Company Statement of Cash Flows

for the Year Ended 31 May 2026

	Notes	2026 £'000	2025 £'000
Cash generated from operations			
Profit before tax		**(52)**	(371)
Depreciation & amortisation charges		**225**	177
Finance costs		**90**	104
Increase in trade and other receivables		**(3,841)**	(1,708)
increase in trade and other payables		**3,531**	747
Movement in other non-cash items		**103**	(470)
		56	(1,521)
Cash flows from operating activities			
Interest paid		**(90)**	(104)
Tax paid		**–**	–
Net cash from operating activities		**(34)**	(1,625)
Cash flows from investing activities			
Purchase of software, property, plant and equipment		**(299)**	(70)
Dividends received		**450**	3,200
Net cash from investing activities		**151**	3,130
Cash flows from financing activities			
Payment of lease liabilities		**(126)**	(27)
Loan repayments / loans issued in period		**(344)**	(1,275)
Net cash from financing activities		**(470)**	(1,302)
(Decrease) / increase in net cash and cash equivalents		**(353)**	203
Net cash and cash equivalents at beginning of year	26	**1,110**	907
Net cash and cash equivalents at end of year	26	**757**	1,110

The notes on pages 49 to 74 form part of these financial statements

Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2026

1. Statutory Information

Time Finance plc is a UK domiciled public company, registered in England and Wales. The Group's registered number and registered office address are stated on page 2.

2. Accounting Policies

Basis of preparation

These financial statements have been prepared in accordance with UK-adopted International Financial Reporting Standards ("IFRS") and by the International Financial Reporting Interpretations Committee ("IFRIC") interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The key judgements made by management in applying the Group's accounting policies that have the most significant effect on these financial statements are in relation to the leased assets, specifically valuation and recognition. Management have selected suitable accounting policies for income recognition (see below) and have made specific provisions against bad debts.

The functional currency of the Group is denominated in pound sterling. The figures have been rounded to the nearest one thousand pounds.

Acquisition of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the business and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefits arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace the share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the parent company (Time Finance plc) and entities controlled by the Group (its subsidiaries) made up to 31 May each year. Control is achieved where the Group has the power to govern the financial and operating policies of an entity so as to obtain benefit from its activities. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Going concern

The going concern of the Group has been reviewed and the Group's financial forecasts, including the impact of the proposed acquisition of Time Finance plc by Bentley Park, have been considered. The assessment includes detailed financial forecasts covering the Group's adopted strategy and extends to the end of November 2027, being approximately twelve months from the date of signing of the 2026 Annual Report and Financial Statements.

The key assumptions in the forecasts include the number and size of own-book deals originated, the interest rates charged on new deals, and the expected level of arrears and write-offs. The going concern review also considers the Group's ability to fund the deals expected to be originated and to meet its obligations as they fall due from its available cash balances and funding facilities.

The Directors have also considered the proposed acquisition by Bentley Park, including the current status of the transaction and the expected timing of completion. The acquisition is subject to the satisfaction of the remaining conditions to completion and, accordingly, the Directors have considered the potential impact of the transaction and the associated uncertainties as part of their going concern assessment.

In all of the scenarios the Group has modelled, the Group remains within its funding covenants for the foreseeable future and has sufficient resources to meet its obligations as they fall due. Having considered the above, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

Principal activity and nature of operations

The principal activity in the year under review was that of providing financial products and services to UK businesses.

Notes to the Consolidated Financial Statements (continued)

2. Accounting Policies (cont.)

Revenue recognition

The Group generates income from the provision of finance to customers and from leasing activities. These income streams fall outside the scope of IFRS 15 as they arise from financial instruments and lease arrangements rather than contracts with customers for goods or services. Accordingly, income is recognised in accordance with the relevant accounting standards as follows:

Finance income (IFRS 9)

Finance income comprises interest and fees arising from lending arrangements, including business loans, invoice finance and hire purchase agreements.

Loans are recognised when cash is advanced to borrowers. Loans are carried at their unpaid principal balances. Loan interest is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the loans.

Invoice finance facilities are recognised when cash is advanced to clients. Interest is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of those facilities.

Lease income (IFRS 16)

Where the Group acts as a lessor, lease income is recognised as follows:

Finance leases

Income is recognised over the lease term using a method that reflects a constant periodic rate of return on the net investment in the lease. Assets leased to customers on finance leases are recognised in the Statement of Financial Position at the amount of the Group's net investment in the lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Operating leases

Rental income is recognised on a straight-line basis over the lease term, unless another systematic basis is more representative of the pattern in which the underlying asset is utilised.

Other Income

Document fees, administration fees, facility fees and secondary rental charges are recognised in the period to which they relate. Brokerage commission income in relation to Leases and Loans is recognised at the point the loan or lease is paid out. Brokerage commission income in relation to vehicles broking is recognised at the point when the vehicle has been delivered and the invoice to the funder has been raised.

Goodwill

Goodwill is measured as the sum of the consideration transferred over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. Goodwill is allocated to a reporting segment, namely Asset Finance and Invoice Finance. The Goodwill in each segment is tested for impairment annually, or more frequently when there is an indication that it may be impaired. Any impairment loss for goodwill is recognised directly in the profit or loss. An impairment loss for goodwill will not be reversed in subsequent periods.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination.

Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill.

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date. The subsequent accounting for change in the fair value of the contingent consideration that do qualify as measurement period adjustments depends on how the contingent consideration is classified.

Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Property, plant and equipment

Cost is initially measured at the aggregate amount paid and the fair value of any other consideration given to acquire the asset and includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Short leasehold	-	in accordance with the property lease
Improvements to property	-	25% on cost and in accordance with the property lease
Assets held for rental	-	at varying rates on cost
Fixtures and fittings	-	25% on cost
Motor vehicles	-	25% on cost
Computer equipment	-	25% on cost

All property, plant and equipment are shown at cost less subsequent depreciation and impairment, if any.

Intangible assets

Amortisation is provided at the following annual rates in order to write off each asset over its estimated useful life, which are considered to be finite.

Computer software	-	25% on cost

All intangible assets are shown at cost less subsequent amortisation and impairment, if any.

Exceptional items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. They are material items of income and expense that have been shown separately due to the significance of their nature or amount.

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the Statement of Financial Position date.

Deferred Tax

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred tax liabilities however are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax assets is realised, or the deferred income tax liability is settled.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associated and joint arrangements, except for deferred income tax liabilities where the reversal of the temporary difference is not in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balance on a net basis.

Impairment of financial assets

Expected credit losses are recognised under IFRS 9 where the credit loss provision is measured and recognised in accordance with the expected credit loss ("ECL") model. The IFRS 9 impairment model introduces a three-stage approach:

- Stage 1 includes financial instruments that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these assets, 12-month expected credit losses (that is, expected losses arising from the risk of default in the next twelve months) are recognised.
- Stage 2 includes financial instruments that have had a significant increase in credit risk since initial recognition but are not credit impaired. For these assets' lifetime ECLs (that is, expected losses arising from the risk of default over the life of the financial instrument) are recognised.
- Stage 3 consists of financial assets that are credit impaired, which is when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred. For these assets, lifetime ECLs are also recognised.

The Group uses its historical experience, external indicators and forward-looking information to calculate expected credit losses. For detail of IFRS 9 calculations refer to Note 28.

Notes to the Consolidated Financial Statements (continued)

2. Accounting Policies (cont.)

Provision for specific debts

Provision is made for receivables in arrears after taking into account expected recovery proceeds. Any amounts where the expected recovery is less than the carrying value is allocated a specific provision against the shortfall.

Funding payables and cost of sales

Finance received from funding providers is classified as payables in the Consolidated Statement of Financial Position. Payments to the funding providers contain a capital element which reduces the amount payable, and an interest charge is debited to the cost of sales using the sum of digits method. Due to the relatively short term of the funding payables the Directors are satisfied that this method of apportioning interest is not materially different to the effective interest method.

Financial instruments

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as either financial assets, financial liabilities, or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Debt instruments (other than those wholly repayable or receivable within one year) are initially measured at the present value of future cash flows. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured initially and subsequently at the undiscounted amount of the cash or other consideration expected to be paid or received. Further details are provided in Note 27.

Employee benefits

(a) Pension obligations

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates:

(a) when the Group can no longer withdraw the offer of those benefits; and

(b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits.

In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than twelve months after the end of the reporting period are discounted to their present value.

Own shares

Own shares consist of treasury shares and shares held within an employee benefit trust. The Group has established an employee benefit trust for the granting of conditional shares to applicable employees. Own shares are recognised at cost as a deduction from equity shareholders' funds. Subsequent consideration received for the sale of such shares is also recognised in equity, with any difference between the sale proceeds and the original cost being taken to retained earnings. No gain or loss is recognised in the financial statements on transactions in treasury shares.

Share-based payments

The Group operates an equity-settled, share-based compensation plan, under which the entity received services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount expensed is determined by reference to the fair value of the options granted:

- Including any market performance conditions (for example, an entity's share price);
- Excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period);
- Including the impact of any non-vesting conditions (for example, the requirement for employees to save or hold shares for a specific period of time).

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the service and non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The Group's current plan is an unapproved (i.e. non-tax-advantaged) share option scheme under which nil-cost options over ordinary shares of 10 pence each in the capital of the Group ("options") may be awarded. These options are subject to a three-year vesting period from the date of grant, with the number of awards which ultimately vest dependent on the grantee's continued service and on stretching performance conditions set by the Group's Remuneration Committee.

Awards are valued using a Black Scholes option pricing model (for the 2022 awards) or the Monte Carlo method (for the 2025 awards) which calculates a fair value based on a large number of randomly generated projections of the Group's future share prices. The fair value of the share price element is fixed at grant. The charge attributed to an award is spread over the period in which service was provided in return for the award.

Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand and highly liquid interest-bearing securities with maturities of 3 months or less.

Leases

IFRS 16 'Leases' requires lessees to recognise a right-of-use asset and corresponding lease liability for most leases. The lease liability is initially recognised at the present value of the lease payments that have not yet been made and is subsequently measured using the amortised cost method.

The initial cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, lease payments made prior to the lease commencement date, initial direct costs and the estimated costs of removing or dismantling the underlying asset per the conditions of the contract.

Where ownership of the right-of-use asset transfers to the lessee at the end of the lease term, the right-of-use asset is depreciated over the asset's remaining useful life. If ownership of the right-of-use asset does not transfer to the lessee at the end of the lease term, depreciation is charged over the shorter of the useful life of the right-of-use asset and the lease term.

Critical estimates and judgements

The preparation of financial statements may require the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies. The following are the key areas that involved a higher degree of judgement or complexity which may be more likely to be materially adjusted due to the use of assumptions which turn out to be incorrect:

a. Goodwill impairment

The Group tests annually whether goodwill has suffered any impairment by applying growth assumptions and assessing the future cash flows which are expected to arise from the continuing operation. All other assets are tested for impairment where there are indicators of impairment. Actual outcomes could vary significantly from these estimates (see Note 10 Goodwill).

b. Expected credit losses

The Group assesses its best estimate for the expected credit losses provision at each reporting date, using trends from actual historical data as well as from forward-looking information. Significant judgement is required in assessing performance, especially with delinquencies and default rates on those products in the performing category, as any changes in rates could impact the provision materially (see Note 28 Credit Risk Provision).

Accounting standards issued but not yet effective

The following new accounting standard has been issued but is not yet effective and has not been early adopted by the Group:

- **IFRS 18 Presentation and Disclosure in Financial Statements** IFRS 18 replaces IAS 1 Presentation of Financial Statements and is effective for annual reporting periods beginning on or after 1 January 2027. The standard introduces new requirements for the presentation of the statement of profit or loss, including defined subtotals for operating profit and profit before financing and income taxes, as well as enhanced disclosures regarding management-defined performance measures and specified expenses.

  The Group has assessed the requirements of IFRS 18 and expects that its implementation will primarily result in changes to the presentation and disclosure of items within the statement of profit or loss and related notes. The Group does not expect the adoption of IFRS 18 to have a material impact on the measurement or recognition of assets, liabilities, income or expenses.

Notes to the Consolidated Financial Statements (continued)

3. Segmental Reporting

The Group provides a range of financial services and product offerings throughout the UK and has two core trading divisions, namely: Asset Finance and Invoice Finance. The Group's ancillary product offerings, Commercial Loans and Vehicles fleet brokering are included within the Asset Finance segment as they operate under the same management team, office locations and with the same back-office teams. Asset Based Lending is included within the Invoice Finance segment for the same reason.

The operating segments, therefore, reflect the Group's organisational and management structures. The Group reports internally on these segments in order to assess performance and allocate resources. The segments are differentiated by the type of products provided.

The segmental results and comparatives are presented with intergroup charges allocated to each division based on actual revenues generated. These intergroup expenses are recharged at cost. "Other" largely comprises; plc Board and listing costs, Marketing, Compliance, IT and Human Resource costs.

For the Year Ended 31 May 2026	Asset Finance £'000	Invoice Finance £'000	Other £'000	TOTAL £'000
Revenue	21,970	16,518	–	38,488
Cost of sales	(12,369)	(3,553)	–	(15,922)
GROSS PROFIT	9,601	12,965	–	22,566
Administrative expenses	(5,724)	(6,208)	(1,819)	(13,751)
Exceptional items	–	–	(75)	(75)
Share-based payments	–	–	(25)	(25)
OPERATING PROFIT	3,877	6,757	(1,919)	8,715
Finance costs	(310)	(14)	–	(324)
Finance income	–	–	3	3
PROFIT BEFORE INCOME TAX	3,567	6,743	(1,916)	8,394
Intra-group recharges	(1,020)	(896)	1,916	–
PROFIT BEFORE INCOME TAX	2,547	5,847	–	8,394
Adjusted earnings before interest, tax, exceptional items and share-based payments	3,567	6,743	(1,816)	8,494
Exceptional items	–	–	(75)	(75)
Share-based payments	–	–	(25)	(25)
PROFIT BEFORE INCOME TAX	3,567	6,743	(1,916)	8,394

For the year ended 31 May 2025	Asset Finance £'000	Invoice Finance £'000	Other £'000	TOTAL £'000
Revenue	21,281	15,839	–	37,120
Cost of sales	(11,588)	(3,515)	–	(15,103)
GROSS PROFIT	9,693	12,324	–	22,017
Administrative expenses	(5,571)	(5,836)	(2,398)	(13,805)
Share-based payments	(5)	(2)	(16)	(23)
OPERATING PROFIT	4,117	6,486	(2,414)	8,189
Finance costs	(318)	(66)	51	(333)
Finance income	–	–	–	–
PROFIT BEFORE INCOME TAX	3,799	6,420	(2,363)	7,856
Intra-group recharges	(1,267)	(1,096)	2,363	–
PROFIT BEFORE INCOME TAX	2,532	5,324	–	7,856
Adjusted earnings before interest, tax, exceptional items and share-based payments	3,804	6,422	(2,347)	7,879
Share-based payments	(5)	(2)	(16)	(23)
PROFIT BEFORE INCOME TAX	3,799	6,420	(2,363)	7,856

4. Employees and Directors

	31.5.26 £'000	31.5.25 £'000
Wages and salaries	**8,215**	8,701
Social security costs	**1,182**	948
Other pension costs	**357**	305
	9,754	9,954

The average number of employees during the year was as follows:

	31.5.26	31.5.25
Management	**13**	13
Operational	**142**	144
	155	157

	31.5.26 £'000	31.5.25 £'000
Directors' remuneration	**673**	979
The number of directors to whom retirement benefits were accruing was as follows: Money purchase schemes	**3**	3
The number of directors who exercised share options during the year was as follows	**1**	3

Notes to the Consolidated Financial Statements (continued)

4. Employees and Directors (cont.)

The Directors' aggregate emoluments in respect of qualifying services were:

	Salary	Committee Fees	Bonus	Pension	Benefits	2026 £'000 Total	2025 £'000 Total
T Raynes	62	5	–	3	–	**70**	68
E J Rimmer	275	–	–	12	16	**303**	476
J M A Roberts	200	–	–	9	16	**225**	364
P G S Hird	32	5	–	–	–	**37**	35
T Watkinson	32	5	–	1	–	**38**	36
	601	**15**	**–**	**25**	**32**	**673**	**979**

The key management personnel are the same as the Directors and therefore disclosure is the same.

During the year, after meeting qualifying criteria of the Share Option Scheme, 411,666 shares vested and were exercised by E Rimmer.

5. Net Finance Costs

	31.5.26 £'000	31.5.25 £'000
Finance income:		
Bank account interest	**3**	–
Finance costs:		
Bank loan interest	**–**	(53)
Interest payable	**324**	386
	324	333
Net finance costs	**321**	333

Comparative Restatement: The comparative figures for finance income and cost of sales have been restated from the totals presented on the 2025 published financial statements to better reflect inter-office charges. There is no impact on the profit or loss for the year.

6. Profit before Income Tax

The profit before income tax is stated after charging:

	31.5.26 £'000	31.5.25 £'000
Depreciation - owned assets	**403**	392
Computer software amortisation	**168**	133
Net credit loss charge	**1,261**	1,642
Funding facility interest charges	**9,736**	9,087
Introducer commissions	**3,709**	3,498

Auditor's Remuneration

The fees payable to the Group's auditor for the audit of the parent company and consolidated financial statements, and for other services, are set out below:

	31.5.26 £'000	31.5.25 £'000
Audit of the parent company	**21**	20
Audit of subsidiaries	**78**	73
Non-audit fees	**–**	–
Total fees	**99**	93

There were no non-audit services provided by the Group's auditor during the year (2025: nil).

7. Income Tax

Analysis of tax expense	31.5.26 £'000	31.5.25 £'000
Current tax:		
Tax	**1,484**	1,744
Deferred tax	**656**	250
Total tax expense in consolidated income statement	**2,140**	1,994

Factors affecting the tax expense

The tax assessed for the year is higher (2025 - higher) than the standard rate of corporation tax in the UK. The difference is explained below:

	31.5.26 £'000	31.5.25 £'000
Profit before income tax	**8,394**	7,856
Profit multiplied by the standard rate of corporation tax in the UK of 25% for the year to 31 May 2026 (2025: 25%)	**2,099**	1,964
Effects of:		
Prior year adjustments	**(11)**	230
Expenses not deductible for tax purposes	**1,291**	–
Deferred tax	**11**	(38)
Fixed Asset differences	**(251)**	634
Adjustments to b/fwd values	**(999)**	(796)
	2,140	1,994

Corporation tax is calculated at 25.5% (2025: 25.4%) of the estimated assessable profit for the year.

Notes to the Consolidated Financial Statements (continued)

8. Dividends

	31.5.26 £'000	31.5.25 £'000
Ordinary shares of £0.10 each		
Final	–	–
Interim	–	–
	–	–

The Directors do not propose a final dividend relating to this financial period (2025: zero dividends).

Future dividends will be kept under review with the next review expected at the time of the Interim results.

9. Earnings Per Share

Earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year. For diluted earnings per share, the weighted average number of shares is adjusted to assume conversion of all dilutive potential ordinary shares.

There are no dilutive items impacting the Group and, as such, the Basic EPS and Diluted EPS are identical. Any share options that are vested are fully expected to be met from the Group's Employee Benefit Trust. Therefore, issuance of new shares is not expected to be required and as a result, there is no associated dilution.

2026	Earnings £'000	Weighted average number of shares	Per-share amount pence
TOTAL			
Basic EPS			
Earnings attributable to ordinary shareholders	**6,254**	**92,512,704**	**6.76**
Diluted EPS			
Adjusted earnings	**6,254**	**92,512,704**	**6.76**

2025	Earnings £'000	Weighted average number of shares	Per-share amount pence
TOTAL			
Basic EPS			
Earnings attributable to ordinary shareholders	5,862	92,512,704	6.34
Diluted EPS			
Adjusted earnings	5,862	92,512,704	6.34

10. Goodwill

Group	£'000
COST	
At 1 June 2025 and 31 May 2026	27,263
NET BOOK VALUE	
At 31 May 2026	**27,263**
At 31 May 2025	27,263

The value of goodwill carried on the Balance Sheet is required to be monitored at the "operating segment" level. As detailed in Note 3, management consider there to be two operating segments – Invoice Finance and Asset Finance. Goodwill has therefore been allocated appropriately to two cash generating units ("CGU").

The recoverable amount of each CGU has been determined based on a value-in-use calculation. This calculation uses pre-tax cash flow projections covering an appropriate period. Cash flows beyond a four-year period are extrapolated using a constant growth rate consistent with current market conditions and recent historic growth. The risk-adjusted cash flows are discounted using a researched pre-tax discount rate of 7.7% (2025: 8.4%).

	2026 Carrying Value £'000	2025 Carrying Value £'000	Headroom* £'000	Total headroom with 1% increase in Discount Rate £'000	Total headroom with 10% reduction in cash flows £'000
Asset Finance	15,302	15,302	9,153	2,531	5,103
Invoice Finance	11,961	11,961	52,621	44,223	44,728
	27,263	**27,263**	**61,774**	**46,754**	**49,831**

*total recoverable amount which exceeds the carrying amount including goodwill

A 1% increase in the discount rate would decrease the headroom by £15.0m to £46.8m. A reduction in the forecasted cash flows of 10% per annum would reduce the headroom by £11.9m to £49.8m.

11. Intangible Assets

2026	Group Computer software £'000	Company Computer software £'000
COST		
At 1 June 2025	**1,669**	**1,117**
Additions	**367**	**295**
Disposals	**(98)**	**–**
At 31 May 2026	**1,938**	**1,412**
AMORTISATION		
At 1 June 2025	**1,295**	**948**
Charge for year	**168**	**102**
Charge written back	**(98)**	**–**
At 31 May 2026	**1,365**	**1,050**
NET BOOK VALUE		
At 31 May 2026	**573**	**362**
At 31 May 2025	**374**	**169**

Notes to the Consolidated Financial Statements (continued)

11. Intangible Assets (cont.)

2025	Group Computer software £'000	Company Computer software £'000
COST		
At 1 June 2024	1,388	1,050
Additions	281	67
At 31 May 2025	1,669	1,117
AMORTISATION		
At 1 June 2024	1,162	838
Charge for year	133	110
At 31 May 2025	1,295	948
NET BOOK VALUE		
At 31 May 2025	374	169
At 31 May 2024	226	212

12. Property, Plant and Equipment

Group 2026	Short leasehold £'000	Improvements to property £'000	Assets held for rental £'000	Fixtures and fittings £'000	Computer equipment £'000	Right of Use Assets £'000	Total £'000
COST							
At 1 June 2025	**73**	**356**	**82**	**244**	**887**	**1,368**	**3,010**
Additions	**–**	**–**	**–**	**3**	**66**	**–**	**69**
Disposals	**–**	**(176)**	**(36)**	**(14)**	**(128)**	**–**	**(354)**
Reclassification	**–**	**–**	**–**	**–**	**–**	**13**	**13**
At 31 May 2026	**73**	**180**	**46**	**233**	**825**	**1,381**	**2,738**
DEPRECIATION							
At 1 June 2025	**70**	**218**	**67**	**207**	**750**	**476**	**1,788**
Charge for year	**1**	**43**	**10**	**15**	**64**	**270**	**403**
Disposals	**–**	**(176)**	**(35)**	**(14)**	**(128)**	**–**	**(353)**
Reclassification	**–**	**–**	**–**	**–**	**–**	**12**	**12**
At 31 May 2026	**71**	**85**	**42**	**208**	**686**	**758**	**1,850**
NET BOOK VALUE							
At 31 May 2026	**2**	**95**	**4**	**25**	**139**	**623**	**888**
At 31 May 2025	**3**	**138**	**15**	**37**	**137**	**892**	**1,222**

Group 2025	Short leasehold £'000	Improvements to property £'000	Assets held for rental £'000	Fixtures and fittings £'000	Computer equipment £'000	Right of Use Assets £'000	Total £'000
COST							
At 1 June 2024	73	190	208	235	799	883	2,388
Additions	–	166	–	9	88	598	861
Disposals	–	–	(126)	–	–	(113)	(239)
At 31 May 2025	73	356	82	244	887	1,368	3,010
DEPRECIATION							
At 1 June 2024	68	186	90	184	691	331	1,550
Charge for year	2	32	18	23	59	258	392
Disposals	–	–	(41)	–	–	(113)	(154)
At 31 May 2025	70	218	67	207	750	476	1,788
NET BOOK VALUE							
At 31 May 2025	3	138	15	37	137	892	1,222
At 31 May 2024	5	4	118	51	108	552	838

Company	Long leasehold £'000	Computer equipment £'000	Totals £'000
COST			
At 1 June 2025	589	54	643
Additions	–	4	4
At 31 May 2026	589	58	647
DEPRECIATION			
At 1 June 2025	62	46	108
Charge for year	118	5	123
At 31 May 2026	180	51	231
NET BOOK VALUE			
At 31 May 2026	409	7	416
At 31 May 2025	527	8	535

Notes to the Consolidated Financial Statements (continued)

13. Investments

Company

	Shares in group undertaking £'000
COST	
At 1 June 2025 and 31 May 2026	21,030
NET BOOK VALUE	
At 31 May 2026	**21,030**
At 31 May 2025	21,030

The Group has directly or indirectly through other 100% owned subsidiaries in the Group made investments in the following:

	Investment	Principal activity	Place of incorporation	Proportion of voting equity 2026	Proportion of voting equity 2025
Time Broker Finance Limited	Direct	Asset Finance	England	100	100
Time Vendor Finance Limited	Direct	Asset Finance	England	100	100
Time Hard Asset Finance Limited	Direct	Asset Finance	England	100	100
Time Property Finance Limited	Direct	Commercial Loans	England	100	100
Time Invoice Finance Limited	Indirect	Invoice Finance	England	100	100
Time Commercial Finance Ltd	Direct	Holding company	England	100	100

Time Finance plc holds 100% of Time Commercial Finance Limited which in turn holds 100% of Time Invoice Finance Limited.

The address of the registered office of all the subsidiaries is St James House, The Square, Lower Bristol Road, Bath, BA2 3BH.

14. Trade and Other Receivables

	Group		Company	
	31.5.26 £'000	31.5.25 £'000	31.5.26 £'000	31.5.25 £'000
Current:				
Trade receivables	**130,692**	111,273	**–**	–
Other trade receivables	**707**	646	**–**	–
Provision for bad debts	**(3,666)**	(4,137)	**–**	–
Amounts owed by group undertakings	**–**	–	**32,047**	28,351
Other receivables	**1,637**	2,207	**75**	213
Prepayments and accrued income	**6,130**	6,406	**483**	200
	135,500	116,395	**32,605**	28,764
Non-current:				
Trade receivables	**89,124**	78,822	**–**	–
Aggregate amounts	**224,624**	195,217	**32,605**	28,764

Trade receivables represent finance lease, loan and invoice finance receivables stated net of unearned income and credit risk provisions, as follows:

	31.5.26 £'000	31.5.25 £'000
Gross receivables from finance leases, loans and invoice finance	**250,986**	216,744
Unearned future finance income on finance leases, loans and invoice finance	**(31,170)**	(26,649)
Total trade receivables	**219,816**	190,095

Of the above gross receivables, £167.0m relates to finance leases (2025: £146.8m), £0.7m relates to Loans (2025: £2.0m) and £83.3m (2025: £68.6m) relates to Invoice Financing.

Of the unearned income, £30.0m relates to finance leases (2025: £26.4m) and £0.1m (2025: £0.2m) to Loans, and £1.1m relates to Invoice Financing.

	31.5.26 £'000	31.5.25 £'000
Trade receivables, net of unearned income	**219,816**	190,095
Allowance for credit risk provision	**(3,666)**	(4,137)
Net trade receivables	**216,150**	185,958

Interest is charged on trade receivables for lease, hire purchase, loan and invoice finance deals and varies by agreement. The average credit period on these agreements is approximately 43 months (2025: 41 months).

Before accepting any new customers, the Group uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Of the trade receivables balance at the end of the year no customer represents more than 1.1% of the total gross balance outstanding.

Movement in the credit risk provision

	31.5.26 £'000	31.5.25 £'000
Opening balance	**4,137**	4,701
(Decrease) in provision	**(471)**	(564)
Closing balance	**3,666**	4,137

15. Cash and Cash Equivalents

The amounts disclosed on the Statements of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

	Group		Company	
	31.5.26 £'000	31.5.25 £'000	31.5.26 £'000	31.5.25 £'000
Bank accounts	**6,925**	4,970	**757**	1,110

As at 31 May 2026, the Group had cash of £6.9m (2025: £5.0m).

The Group also had £1.0m of "paper" (2025: £1.4m). This relates to lease and loan deals that have been written by the Group and are yet to be converted into additional cash from its funding partners but could be converted within 48 hours if needed.

Notes to the Consolidated Financial Statements (continued)

16. Tax Receivable

	Group		Company	
	31.5.26 £'000	31.5.25 £'000	31.5.26 £'000	31.5.25 £'000
Tax receivable	**965**	127	**5**	5

As at 31 May 2026, the Group had a corporation tax receivable of £965k (2025: £127k). The balance represents corporation tax payments made in excess of the Group's estimated tax liabilities for the period. The increase in the receivable reflects the timing of corporation tax payments relative to the Group's tax liabilities.

17. Called up Share Capital

The Articles of Association of the Group state that there is an unlimited authorised Ordinary share capital. Each Ordinary share carries the entitlement to one vote.

The issued Ordinary share capital of the Group is as follows:

	No. of shares No.	Ordinary shares £'000	Share premium £'000	Total £'000
At 1 June 2025 and				
At 31 May 2026	**92,512,704**	**9,252**	**25,543**	**34,795**

	No. of shares No.	Ordinary shares £'000	Share premium £'000	Total £'000
At 1 June 2024 and				
At 31 May 2025	**92,512,704**	**9,252**	**25,543**	**34,795**

There are also shares held in the Employee Benefit Trust (EBT), a discretionary trust, which are intended to be used to satisfy the exercise of any share options by employees including the Directors of the Group should the situation arise. As at 31 May 2026, the Group's EBT held a total of 330,377 (2025: 833,570) Ordinary Shares, representing approximately 0.4% of the issued share capital.

18. Reserves

The movements in share capital and reserves are shown in the Consolidated Statement of Changes in Equity and the Company Statement of Changes in Equity.

19. Trade and Other Payables

	Group		Company	
	31.5.26 £'000	31.5.25 £'000	31.5.26 £'000	31.5.25 £'000
Current:				
Trade payables	**90,735**	72,330	**–**	–
Amounts owed to group undertakings	**–**	–	**5,441**	1,368
Social security and other taxes	**244**	229	**36**	28
Other payables	**8,351**	10,709	**271**	757
VAT	**1,090**	1,069	**–**	64
	100,420	84,337	**5,748**	2,217
Non-current:				
Trade payables	**82,541**	72,910	**–**	–
	82,541	72,910	**–**	–
Total trade and other payables	**182,961**	157,247	**5,748**	2,217

	Group		Company	
	31.5.26 £'000	31.5.25 £'000	31.5.26 £'000	31.5.25 £'000
Trade payables:				
Current trade payables	**90,735**	72,330	**–**	–
Non-current trade payables	**82,541**	72,910	**–**	–
Total net trade payables	**173,276**	145,240	**–**	–
Future expected interest payable	**8,733**	6,790	**–**	–
	8,733	6,790	**–**	–
Total gross trade payables	**182,009**	152,030	**–**	–

Trade payables wholly represent funding payables, which are secured on the value of the underlying finance leases, loan agreements and invoice finance advances.

Trade payables comprise of commercial loans, invoice "back-to-back" funding facilities and numerous funding "blocks" that are repaid by monthly instalments. The length of the repayment term at inception varies from 12 to 72 months and interest rates from 5.2% to 9.8% (2025: 5.8% to 9.8%).

Notes to the Consolidated Financial Statements (continued)

20. Financial Liabilities - Borrowings

	Group		Company	
	31.5.26 £'000	31.5.25 £'000	31.5.26 £'000	31.5.25 £'000
Current borrowings at amortised cost				
Other loans	–	294	–	294
	–	294	–	294
Non-current borrowings at amortised cost				
Other loans	–	–	–	–
Aggregate amounts	–	294	–	294

Other loans comprised two CBILS (Coronavirus Business Interruption Loan Scheme) loans which were taken out in 2020 and 2021. These were payable to the Group's principal bankers over 5 years, with rates of 2.5% over bank base rate in relation to the first loan and 2.6% over bank base rate in relation to the second loan.

The CBILS loans were fully repaid as at 31 May 2026 (2025: £0.3m).

Reconciliation of net debt and changes in financing liabilities

The changes in the Group's liabilities arising from financing activities can be classified as follows:

	Long-term borrowings £'000	Short-term borrowings £'000	Lease liabilities £'000	Total £'000
Balance at 1 June 2025	–	294	881	1,175
Cashflows:				
• Repayment	–	(294)	(270)	(564)
Non-cash:				
• Reclassification	–	–	9	9
Balance at 31 May 2026	**–**	**–**	**620**	**620**

	Long-term borrowings £'000	Short-term borrowings £'000	Lease liabilities £'000	Total £'000
Balance at 1 June 2024	294	1,025	548	1,867
Cashflows:				
• Repayment	(294)	(731)	(11)	(1,036)
Non-cash:				
• New leases	–	–	592	592
• Reclassification	–	–	22	22
• Disposals	–	–	(113)	(113)
• Depreciation	–	–	(157)	(157)
Balance at 31 May 2025	**–**	**294**	**881**	**1,175**

For further details regarding lease liabilities, see Note 22 Leasing.

21. Provisions

	Group	
	31.5.26 £'000	31.5.25 £'000
Other provisions	**170**	149
Analysed as follows:		
Current	**170**	149

Provisions relate to amounts set aside for dilapidations relating to the Group's various offices.

Movement in the year

	31.5.26 £'000	31.5.25 £'000
Balance at 1 June	**149**	173
Released in year	**–**	(24)
New provisions	**21**	–
Carried forward	**170**	149

22. Leasing

a) This note provides information for leases where the Group is a lessee.

The Group leases office premises at several sites in the UK and has some office equipment on lease hire.

Group

	Leasehold Property £'000	Other £'000	Total £'000
Right-of-use assets			
Cost			
At 1 June 2025	1,365	15	**1,380**
Reclassification	1	–	**1**
At 31 May 2026	1,366	15	**1,381**
Depreciation			
At 1 June 2025	474	14	**488**
Depreciation charge for the year	269	1	**270**
At 31 May 2026	743	15	**758**
NET BOOK VALUE			
At 31 May 2026	623	–	**623**
At 31 May 2025	891	1	**892**

Notes to the Consolidated Financial Statements (continued)

22. Leasing (cont.)

Lease Liabilities

	Leasehold Property £'000	Other £'000	Total £'000
Discounted future cashflows			
Not later than one year	273	–	**273**
Later than one year and not later than five years	347	–	**347**
Later than five years	–	–	**–**
Total discounted future cash flows	**620**	**–**	**620**
Current lease liabilities	273	–	273
Non-current lease liabilities	347	–	347

Amounts recognised in Income Statement	Leasehold Property £'000	Other £'000	Total £'000
Interest on lease liabilities	57	–	**57**
Depreciation charge for right-of-use assets	269	1	**270**

	£'000
Total cash outflow for leases	**311**

b) This note provides information for leases where the Group is a lessor. The Group is a lessor providing leases for business to acquire vital equipment to support growth.

Operating lease receivables

The Group has the following future minimum lease receivables under non-cancellable operating leases:

	31.5.26 £'000	31.5.25 £'000
Within 1 year	**8**	21
More than 1 year but less than 5 years	**–**	6
	8	27

Finance lease receivables

The Group has the following net investment in finance leases:

	31.5.26 £'000	31.5.25 £'000
Within 1 year	**45,633**	38,557
More than 1 year but less than 5 years	**88,896**	78,165
	134,529	116,722

Amounts recognised in the Income Statement

	31.5.26 £'000	31.5.25 £'000
Operating lease income	**1**	3
Finance leases – finance income on the net investment in the lease	**18,903**	16,844
	18,904	16,847

23. Deferred Tax

	Group		Company	
	31.5.26 £'000	31.5.25 £'000	31.5.26 £'000	31.5.25 £'000
Balance at 1 June	**1,168**	1,418	**(40)**	(50)
Non-current assets timing differences	**(656)**	(250)	**(49)**	10
Balance carried forward	**512**	1,168	**(89)**	(40)

A deferred tax asset has been recognised on any deductible temporary differences, unused tax losses and unused tax credits.

The deferred tax asset included within the Consolidated Statement of Financial Position relates to non-current asset timing differences and is included in non-current assets.

The utilisation of the deferred tax asset is dependent upon future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences. Based on the Group's financial projections, the Directors are satisfied that there is sufficient evidence to recognise the deferred tax asset in full.

24. Transactions with Directors

There were no transactions with Directors during the period.

25. Share-Based Payment Transactions

The Group has an established unapproved share scheme, the 2022 Unapproved Share Scheme ("The 2022 Scheme"), which was established in July 2022.

Two Share Option awards have been made under this scheme, 1,835,000 in the financial year 2022-23, and 775,000 in the financial year 2025-26. Each scheme had specific vesting and exercise criteria.

2022 awards

100% of Share Options awarded to each recipient vested in three equal annual tranches on 1 October 2023, 1 October 2024 and 1 October 2025 subject to stretching annual performance conditions in respect of the profitability of the Group and the recipients' continued employment with the Group on those respective dates.

A total of 1,835,000 awards were granted. As at 1 June 2025 a total of 1,223,333 had previously been exercised. During the period ending 31 May 2026, a further total of 611,667 ordinary shares were exercised. This results in outstanding awards of nil as at 31 May 2026 in relation to the 2022 awards.

Details of the options awarded during the year and the key assumptions used to determine the fair value for the accounting charge in accordance with IFRS 2 are as follows:

2022 awards

	Grant Date	Number of Options granted	Share Price on grant date £	Vesting Date	Volatility %	Risk Free Interest rate %	Dividend Yield %	Weighted average fair value per option £	Nominal value per option £	Total P&L charge over vesting period £'000	P&L charge in current year £'000
Awards with continued employment condition	21/07/2022	1,835,000	0.195	01/10/2023 01/10/2024 01/10/2025	n/a	1.99%	Nil	0.103	0.010	189	–
Total		**1,835,000**									

Notes to the Consolidated Financial Statements (continued)

25. Share-Based Payment Transactions (cont.)

These awards were valued using a Black Scholes option pricing model which calculates a fair value based on a large number of randomly generated projections of the Group's future share prices. The fair value of the share price element was fixed at grant.

2025 awards

Vesting of 85% of the Performance Awards is subject to a Company Profit Before Tax ("PBT") performance condition measured over the performance period of three-years ending 31 May 2028 with threshold vesting of between 25% and 100% of this portion of the Performance Award on achievement or exceeding of the PBT performance condition.

The remaining 15% of the Performance Awards are subject to a Time Finance total shareholder return ("TSR") performance condition measured over a three-year period ending 31 May 2028, with vesting of between 25% and 100% of this portion of the Performance Award on a straight-line basis over a hurdle rate of compounded TSR.

A total of 775,000 awards were granted during the financial year 2025-26. During the period ending 31 May 2026, a total of nil ordinary shares were exercised. This results in outstanding awards of 775,000 as at 31 May 2026 in relation to the 2025 awards.

Details of the options awarded during the year and the key assumptions used to determine the fair value for the accounting charge in accordance with IFRS 2 are as follows:

2025 awards

	Grant Date	Number of Options granted	Share Price on grant date £	Vesting Date	Expiry Date	Volatility %	Risk Free Interest rate %	Dividend Yield %	Weighted average fair value per option £	Nominal value per option £	Total P&L charge over vesting period £'000	P&L charge in current year £'000
Awards with continued employment condition	18/11/2025	775,000	0.500	18-Nov-28	18-Nov-35	39.1%	3.690%	Nil	0.210	0.010	173	25
Total		**775,000**									**173**	**25**

These awards were valued using a Monte Carlo model with normally distributed random numbers to simulate the TSR of the Group to determine the vesting and resulting payout. The fair value is based on the average of 30,000 simulations.

Outstanding Options

	Number of shares
Outstanding at 31 May 2024	**1,223,334**
Granted	–
Exercised	(611,667)
Outstanding at 31 May 2025	**611,667**
Granted	775,000
Exercised	(611,667)
Outstanding at 31 May 2026	**775,000**

26. Net Cash and Cash Equivalents

The amounts disclosed on the Statements of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

	Group		Company	
Year Ended 31 May 2026	**31.5.26 £'000**	**1.6.25 £'000**	**31.5.26 £'000**	**1.6.25 £'000**
Cash and cash equivalents	**6,925**	4,970	**757**	1,110
	6,925	4,970	**757**	1,110

27. Financial Instruments

The Group's financial instruments comprise cash and liquid resources, including receivables and payables that are also financial instruments that arise directly from operations. The main purpose of the financial instruments is to fund the Group's operations. As a matter of policy, the Group does not trade in financial instruments, nor does it enter into any derivative transactions.

The operations of the Group have principally been financed to date through the funds raised from the placing of shares on the Alternative Investment Market, block funding payables, secured loans notes and back-to-back facilities for providing invoice finance. The Group has an overdraft facility in place with the Group's principal bankers totalling £1,000,000 (2025: £1,000,000).

The Group's main objectives for the management of capital are to ensure there is sufficient cash available to be able to provide finance to customers and to be able to pay debts as they fall due. The Group is not subject to any externally imposed capital requirements from these finance providers. Working capital requirements are constantly monitored including the interest rates from the key providers of finance. The main risks to the Group, and the policies adopted by the Directors to minimise the effects on the Group are as follows:

Credit Risk - the Directors believe that credit risk is limited due to lending being spread over a large number of borrowers. No individual receivable poses a significant risk. Group debt collection procedures are continually assessed and robustly undertaken.

Interest rate and liquidity risk - all of the Group's cash balances and short-term deposits are held in such a way that an optimal balance of access to working capital and a competitive rate of interest is achieved. If market interest rates had been higher or lower with all other variables held constant, post-tax profits would not be materially affected.

Categories of financial instruments

	31.5.26 £'000	**31.5.25 £'000**
Financial assets		
Cash and bank balances	**6,925**	4,970
Net trade receivables	**216,150**	185,958
Financial liabilities		
Net trade payables and borrowings	**173,276**	145,240

Notes to the Consolidated Financial Statements (continued)

27. Financial Instruments (cont.)

Liquidity and interest risk table

	Within 1 year £'000	More than 1 year but less than 2 years £'000	More than 2 years but less than 5 years £'000	Over 5 years £'000	Total £'000	Net Carrying Value £'000
2026						
Gross trade payables	**95,406**	**28,952**	**22,058**	**35,593**	**182,009**	**173,276**
Borrowings	**–**	**–**	**–**	**–**	**–**	**–**
2025						
Gross trade payables	76,228	22,416	17,373	36,013	152,030	145,240
Borrowings	302	–	–	–	302	294

Gross trade payables include future expected interest over the life of the credit agreement.

28. Credit Risk Provision

Under IFRS 9, impairment provisions are recognised on the inception of any lending based on the probability of expected default and the typical loss arising on defaults, in effect the recognition of impairment on client receivables through an expected loss model.

As at 31 May 2026, the Group reported credit risk impairment provisions of £3.7m which is £0.4m lower than the prior year amount of £4.1m.

Credit Risk Provision	£'000
Opening Credit Risk Provision at 1 June 2025	4,137
Decrease in the provision measured at an amount equal to 12-month ECLs	(82)
Decrease in the provision measured at an amount equal to lifetime ECLs	(8)
Decrease in the provision for assets that were credit impaired at the reporting date	(381)
Credit Risk Provision at 31 May 2026	**3,666**

The Group considers the probability of default upon initial recognition of the asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information, especially incorporating the following indicators: internal credit ratings, external credit ratings, actual or expected significant changes in the borrower's circumstances or their related business and financial or economic conditions. In addition to this, macroeconomic forecasts such as changes in interest rates, GDP and inflation and The Finance and Leasing Association forecasts are incorporated as part of the Group's internal rating model.

The provision for Stage 1, the performing category, is based on the Expected Credit Loss (ECL) associated with the probability of default on the agreement in the next twelve months, unless there has been a significant increase in credit risk of the lease or loan since origination.

The Group assumes there has been a significant increase in credit risk if outstanding amounts on the agreement exceed thirty days, in line with the presumption in IFRS 9. All agreements in this category fall into Stage 2, whereby a lifetime ECL is recognised.

The Group defines a default as an agreement which has payments owing greater than ninety days. A non-performing agreement is an agreement which is credit impaired and has been passed over to the Group's legal department. These agreements typically have a trigger event which has detrimentally affected future cash flows. For these assets a lifetime ECL is recognised.

Financial assets are written off when there is no longer any reasonable expectation of any form of recovery. Despite this, where an asset has been written off, the Group may, on occasion, continue to engage in enforcement activity to attempt to recover the receivable due. Where such recoveries are then made, they are recognised in the Income Statement.

The initial stage of the ECL calculation is done by looking at the probability of default ("PD") multiplied by the Loss Given Default ("LGD"). The PD and LGD are calculated by looking at historical default and write off data.

Data is grouped into "buckets" that are most reflective of the Group's credit risk areas, namely; Soft Assets, Hard Assets, Loans and Invoice Finance.

A summary of the assumptions underpinning the Group's ECL model is as follows:

Stage	Definition of stage	Basis for recognition of expected credit loss provision
Performing	Customers have a low risk of default and a strong capacity to meet contractual cash flows.	12 month expected losses
Underperforming	Losses for which there is an increase in credit risk. An increase in credit risk is where outstanding amounts on the agreement exceed 30 days.	Lifetime expected losses
Non-performing	Interest and/or principal repayments are 90 days overdue, and it is therefore assumed that there is a significant increase in credit risk.	Lifetime expected losses

The Group applies an internal risk rating to each category to assess credit losses on a collective basis.

At 31 May 2026	ECL rate	Basis for recognition of ECL provision	Credit loss provision £'000
Performing	1%	12-month ECL	810
Underperforming	1%	Lifetime ECL	26
Non-performing	32%	Lifetime ECL	2,830
Total			**3,666**

At 31 May 2025	ECL rate	Basis for recognition of ECL provision	Credit loss provision £'000
Performing	1%	12-month ECL	892
Underperforming	3%	Lifetime ECL	34
Non-performing	46%	Lifetime ECL	3,211
Total			4,137

The percentages applied above are based on the Group's historical performance as well as the internal and forward-looking information detailed above. The Group's assets are characterised by multiple, small deals which are secured by a mixture of assets, personal guarantees and debentures. Historically the Group's internal credit and legal departments recover approximately two-thirds of all non-performing asset agreements, a performance which therefore accurately reflects the ECLs above. The ECL rates are applied to the net exposure in each bucket.

29. Operating Lease Arrangements

Lease payments not recognised as a liability

The Group has elected not to recognise a lease liability for short term leases (leases of expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis.

The expense relating to payments not included in the measurement of lease liabilities is as follows:

	31.5.26 £'000	31.5.25 £'000
Short term leases (less than 12 months)	–	4

At 31 May 2026, the Group had zero short term commitments (2025: zero).

Notes to the Consolidated Financial Statements (continued)

30. Events After the Reporting Period

Dividends

The Directors do not propose a final dividend for this financial period (2025: zero dividends). Future dividends will be kept under review.

Bentley Park (UK) Limited Offer

While still remaining subject to approval by the Financial Conduct Authority ("FCA"), in August 2026, the Board of Directors ("the Board") unanimously recommended an agreed cash offer of 59.1 pence per share by Bentley Park (UK) Limited ("the Offer") for the entire issued and to be issued ordinary share capital of Time Finance Plc by way of a Scheme of Arrangement. In October 2026, a Court Meeting and General Meeting were then held where the requisite majorities of Scheme Shareholders voted in favour of a resolution to approve the Scheme and the requisite majority of Time Finance Shareholders voted to pass the special resolution proposed.

The Board believed that the potential acquisition presents a compelling route to fully realise the Group's long-term strategic and operational potential in the most efficient way possible, providing additional flexibility with which to execute growth initiatives outside the constraints of the public markets. In addition, the Offer is felt by the Board to present an opportunity for the Group's shareholders to accelerate the crystallisation of certain value from their investment at an attractive premium to the volume weighted average price of 46.3 pence per share for the six-month period to August 2026; de-risk the return of value and provide full liquidity for shareholders' investment in the Group.

The Offer values Time Finance Plc at approximately £55.1m. In accordance with International Accounting Standard 36 ("IAS 36"), *Impairment of Assets*, the Directors considered the Offer as part of the annual impairment review of goodwill and recoverable amount. At the reporting date and in accordance with IAS 36, the Directors assessed the recoverable amount as the higher of value in use and fair value less costs of disposal. Based on a discounted future cash flow model, the Directors concluded that the value in use of Time Finance Plc exceeded the carrying value of goodwill at 31 May 2026.

The Offer in August 2026 was considered after year-end but does not represent fair value at the reporting date, as the market share price at 31 May 2026 was approximately 44 pence per share.

Further details on the annual impairment review can be found in Note 10 Goodwill and also in the Chief Financial Officer's Report on page 14.

As a result, the Directors have concluded that the cash offer represents a non-adjusting post balance sheet event. Any potential adjustment to the carrying value of goodwill would be considered in the year ending 31 May 2027 and only after FCA approval for the acquisition has been obtained.