Corporate Governance


Vp Groundforce
Vp Groundforce
doka

Board of Directors

Appointment date:
Appointed to the Board in 1979 and became Chair in 1981.

Experience:
Jeremy was Chair and Chief Executive between 1981 and 2004.

Appointment date:
Appointed to the Board in January 2023, became Chief Executive on 1 September 2023.

Experience:
Anna was previously Chief Financial Officer at KCOM plc and Lookers plc, before which she was a Director at PwC.

Appointment date:
Appointed to the Board as Chief Financial Officer in January 2024.

Experience:
Keith previously held senior finance roles at both Lookers plc and KCOM plc.

Appointment date:
Appointed to the Board in April 2013. Phil has been the Senior Independent Director since 2013.

Experience:
Phil has extensive experience within both listed and private companies in both Chief Executive and Chair positions (National Express Group and Unite Group).

Phil has been appointed to the Board of Mobico Group Plc as the Chair, with effect from 1 May 2025.

Appointment date:
Appointed to the Board in January 2023.

Experience:
Mark is currently Chief Financial Officer of Cranswick plc and historically has held senior finance roles in the food production industry.

Appointment date:
Appointed to the Board in January 2023.

Experience:
Stuart is a Non-Executive Director and Audit Committee Chair of both the Humber and North Yorkshire Integrated Care Board and Flowtech Fluidpower plc. He is a senior adviser at Panmure Liberum, an investment bank. He was a senior partner with EY until 2017.

Appointment date:
Appointed to the Board in February 2025.

Experience:
Richard is an experienced FTSE 100 Chief Executive as CEO of Unite Group plc, having also held various roles at National Express Group plc and British Rail. Richard also has Non-Executive Director experience and is currently Chair of Southampton Solent University.

Company Secretary

Appointment date:
Appointed as General Counsel and Company Secretary in September 2023.

Experience:
Sally is a Corporate Lawyer with over 20 years of experience, including General Counsel and Company Secretary at Zenith (car leasing) and KCOM plc.

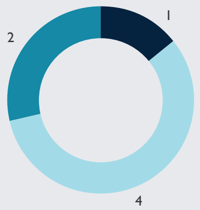
Key to Committee membership

■ Committee Chair | A Audit Committee | R Remuneration Committee | N Nomination Committee

Governance at a glance

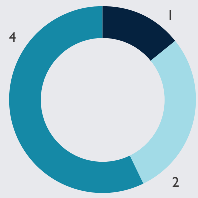
Board composition

Length of service of Directors
31 March 2025



- Less than one year
- One to nine years
- More than nine years

Balance of Directors – Role
31 March 2025

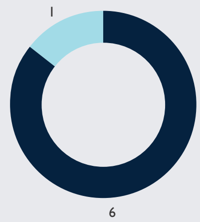


- Chair
- Executive
- Non-Executive

Additional Non-Executive Director recruited 1 February 2025 to replace retiring Non-Executive Director 30 June 2025

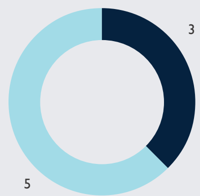
Gender

Board
31 March 2025



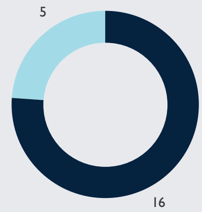
- Male
- Female

Executive Committee
31 March 2025



- Male
- Female

Wider Senior leadership team
31 March 2025



- Male
- Female

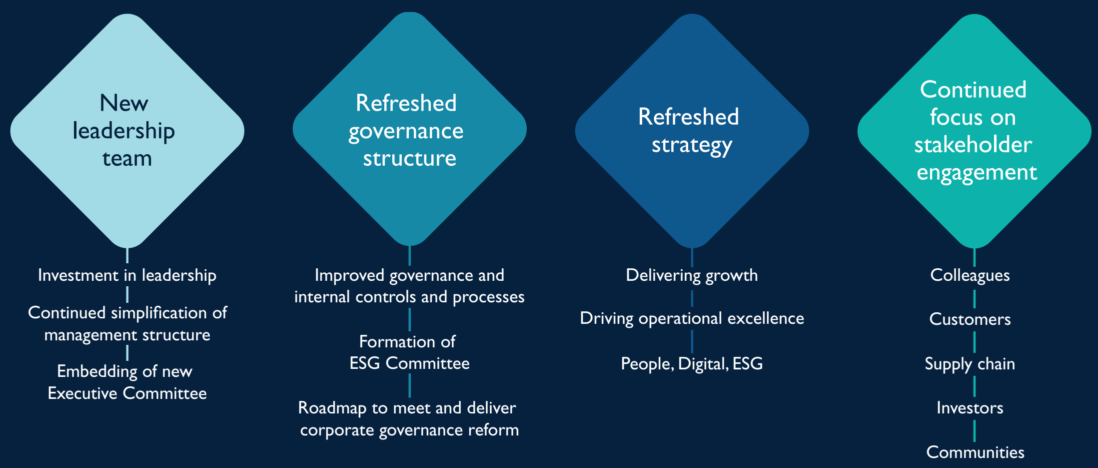
All divisional Managing Directors and Finance Directors

	Member since	Board	Audit	Remuneration	Nomination
Number of meetings held[1,2]		6	3	3	3
Executive Directors					
Jeremy Pilkington	1974	6/6	–	–	3/3
Anna Bielby	2023	6/6	–	–	–
Keith Winstanley	2024	6/6	–	–	–
Non-Executive Directors					
Phil White	2013	6/6	3/3	3/3	3/3
Stuart Watson	2023	6/6	3/3	3/3	3/3
Mark Bottomley	2023	6/6	3/3	3/3	3/3
Richard Smith[3]	2025	1/1	–	1/1	1/1

1 Six scheduled Board meetings were held during the year, there were additional ad-hoc meetings held during the period to deal with matters such as: M&A, Board changes and any external announcements.

2 Committee meeting attendees by invitation include, but are not limited to, the Chair, Chief Executive and Chief Financial Officer, all of whom attended every Committee meeting throughout the year.

3 Richard Smith joined the Company on 1 February 2025.



Corporate governance report

“The Board understands and is committed to good corporate governance to deliver the Group’s long-term sustainable success.”

Jeremy Pilkington
Chair

Dear shareholders

Introduction from the Chair
The Company is led by an effective Board, which promotes the long-term success of the Company and engages with its shareholders and stakeholders. The Board has established the Company’s purpose, values and strategy, and is satisfied that these, and its culture, are aligned. The Board is also responsible for the effectiveness of the Group’s corporate governance.

The values and ethical standards of the Group are based upon principles of fairness, integrity and mutual respect and the Board seeks to promote and exemplify these values in discharging its responsibilities. These principles are commercially central to delivering our strategic and growth objectives and the long-term success of the Group.

The corporate governance report is set out on page 50 and includes the Remuneration report from page 59. This section of the Annual Report aims to communicate the Group’s corporate governance standards, policies and practices.

The Board reports that throughout the year the Company has applied the principles of, and complied with the provisions, of the UK Corporate Governance Code 2018 (the Code) with the following exceptions:

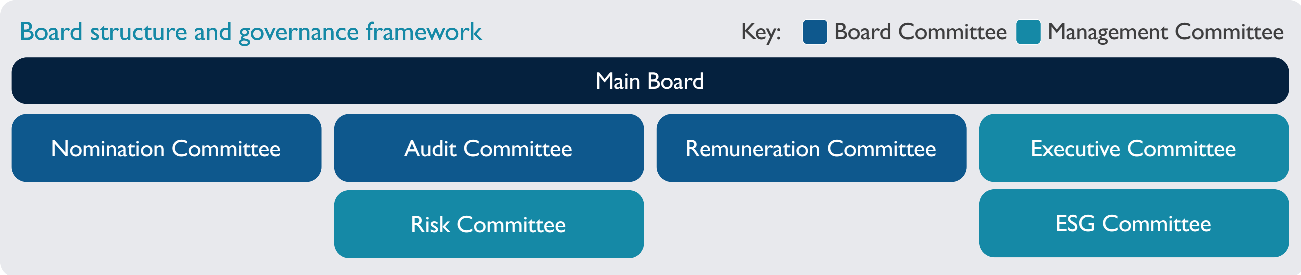
- Phil White is retiring from the Board with effect from 30 June 2025. Phil White has served as a Non-Executive Director for more than nine years which is considered as an indicator of independence impairment by provision 10 of the Code. Having considered the independence of Phil White throughout the year, the Board remained of the opinion that, given Phil’s extensive experience in listed businesses, together with his knowledge of the business and management team, Phil continued to bring a valuable level of seniority and experience during what has been a period of change for the Group. The Board has therefore concluded that Phil White remains an independent Non-Executive Director and Senior Independent Director until his retirement. Richard Smith will become the Senior Independent Director following Phil’s retirement.
- I have served as Chair for more than nine years which is considered as an indicator of independence impairment by provision 9 of the Code. The Code recommends that the term of a Chair’s appointment does not exceed nine years (provision 19). The Board is of the view that I bring invaluable stability, corporate memory, industry expertise and strategic oversight. As such, the Board considers that it is important to retain my services in a strategic capacity.
- With effect from 1 April 2025, Richard Smith will serve as our designated Non-Executive Director responsible for employee workforce engagement. However, during the year, the Group was not compliant with provision 5 in respect of effective engagement with its workforce. Workforce engagement does occur throughout the year, and this has been materially improved in that period. The methods of engaging with our workforce are set out on page 18 in the Stakeholder engagement section led by our Chief Executive, Chief Operating Officer and Human Resources Director.
- Mark Bottomley has been Chair of our Remuneration Committee for one year and eight months and prior to that, Mark spent six months serving as a member of our Remuneration Committee. Mark had not previously served on a Remuneration Committee and therefore provision 32 of the Code (12 months prior service on a Remuneration Committee before appointment as Chair) has not been complied with. However, Mark’s experience in the listed business environment and his knowledge of the workings of the Remuneration Committee as an Executive Director stood him in good stead to take on the role of Chair of our Remuneration Committee.

The Board continues to review its governance procedures to maintain proper control and accountability and, notwithstanding the explanations above, the Board and its Committees continued to act in accordance with the spirit of the Code’s principles. The UK Corporate Governance Code 2018 is available from the Financial Reporting Council at www.frc.org.uk.

This report and the following reports of the Committees describe the structures, processes and events through which compliance is achieved.

Jeremy Pilkington
Chair

10 June 2025



Board structure

During the majority of the year the Board was comprised of two Executive Directors, three Non-Executive Directors and the Executive Chair.

We announced in November 2024 that Phil White would be retiring as a Non-Executive Director as of 30 June 2025 and we therefore commenced an external search process for a new Non-Executive Director using Sam Allen Associates (SAA), an external search consultancy. Following a thorough search, the Board appointed Richard Smith as a new Non-Executive Director with effect from 1 February 2025. Richard brings a wealth of experience to the Board as a previous FTSE 100 Chief Executive (Unite Group Plc) and also having held a number of roles at National Express Group plc and as a Non-Executive Director of Industrials REIT Plc. Richard is currently Chair of Southampton Solent University. With effect from 1 February 2025 therefore, the Board is comprised of two Executive Directors, four Non-Executive Directors (pending Phil White's retirement) and an Executive Chair.

All Directors are subject to annual re-election by shareholders at the Group's Annual General Meeting (AGM). Details of the Group's Directors are provided on page 48.

The roles of the Chair and Chief Executive are separate and clearly defined. The Chair, Jeremy Pilkington, is responsible for the effective working of the Board and leading the strategic agenda for the Group. The Chief Executive, Anna Bielby, has operational responsibility for the management of the Group's business and for implementation of the strategy, as agreed by the Board.

The role of the Non-Executive Directors is to provide independent and considered advice to the Board on matters of strategy, risk and performance while also providing constructive challenge, governance and oversight through the operation of the Board's Committees. The Board is assisted by the Audit, Remuneration and Nomination Committees, from which it receives regular updates. Separate reports from these Committees can be found on pages 54 onwards.

Our Non-Executive Directors are available to shareholders if they request a meeting or have concerns which contact through normal channels has failed to resolve. No such requests were received during the year.

As set out in the Chair's introduction on page 50, while the Chair and one of the Non-Executive Directors have served for more than nine years each, the Board has reviewed these directorships and is confident that the Chair and Phil White's contributions, particularly in terms of strategy, oversight, continuity, and seniority, support the decision that both Jeremy Pilkington and Phil White (until his retirement) should remain on the Board.

The other three Non-Executive Directors are considered as independent. There are no circumstances or relationships which may affect judgements.

Each Director is required, in accordance with the Companies Act 2006, to declare any interests that may give rise to a conflict of interest with the Company on appointment and subsequently as they may arise. Where such conflict, or potential conflict arises, the Board is empowered under the Company's Articles of Association to consider and authorise such conflicts as appropriate and subject to such terms as they think fit. No such conflicts arose during the year under review.

Board meetings and operation

There is a clear division of responsibilities between the running of the Board and the running of the business.

At each Board meeting, the Chief Executive delivers an overview of performance and her thoughts on the strategic direction, key projects and challenges facing the business, and the Chief Financial Officer reports on the financial performance of the Group. The Board reviews business and financial performance, considers specific reports, and is updated on key business areas including strategy, health and safety, risk, people, ESG, governance, together with an update on ongoing digital and transformation activities. Throughout the year the Executive Committee, managing directors and other members of senior management have delivered presentations to the Board on proposed strategies, initiatives and ongoing or upcoming projects.

The Board had six scheduled meetings during the year but met on other occasions during the period to deal with matters such as: M&A, Board changes, external announcements and other strategic projects.

To assist the Board's planning and to provide clarity as to where responsibility for decision making lies, the Board has a clearly documented schedule of matters reserved for its approval including:

- Strategy
- Group results and the Annual Report and Accounts
- Significant market announcements
- Dividends and Dividend Policy
- Annual budgets and Business Plan
- Major capital expenditure, significant investments, acquisitions or disposals
- Environmental, social and governance matters
- Review of internal control and risk management
- Treasury Policy.

Corporate governance report continued

The Board in action

April 2024

- Recommendation and approval of refreshed strategy: growth, operational excellence; people; digital; and ESG
- Remuneration Committee: FY 2024/25 reward and share schemes

May 2024

- Year-end results including messaging, governance and approval process
- Capital allocation discussion, including capex, M&A activity and share buy backs
- Audit Committee (first): year-end judgements, going concern and viability, risk and internal audit update
- Audit Committee (second): year end and annual report and accounting approval
- Remuneration Committee: outcome of FY 2024/25 schemes

July 2024

- AGM including shareholder approvals
- Deep dive into digital strategy and recovery plan for Brandon Hire Station
- Review of business and end-market performance

September 2024

- Discussion around further strategic progress:
  - Centralised approach to rehire and strategic customers, including the launch of Vp Rail; (see page 5)

- Increased divisional collaboration to drive growth

- Capital allocation discussion, including focusing capex where market opportunity is strongest and helping customers meet their ESG requirements
- Continued investment in people to drive strategy with particular focus on health and safety, road risk and sustainability; property and procurement

The Company Secretary assists the Chair in ensuring that Board procedures are followed and is available to assist Directors generally, as well as advising on matters of corporate governance.

While Anna Bielby and Keith Winstanley are not members of the Audit, Remuneration and Nomination Committees, and Jeremy Pilkington is not a member of either the Audit or Remuneration Committees, they attended all Committee meetings held throughout the year.

During the year, the Non-Executive Directors met with the Chair without the Executive Directors present, and the Non-Executive Directors also met without the Chair present led by the Senior Independent Director, including carrying out an appraisal of the Chair's performance.

The Board is satisfied that the Chair and each of the Non-Executive Directors committed sufficient time during the year to enable them to fulfil their duties as Directors of the Company.

Appointments to the Board

The Nomination Committee is chaired by the Company's Chair, Jeremy Pilkington, supported by the Group's Non-Executive Directors. The Nomination Committee meets as required to consider succession planning and to ensure that appointments to Board roles are made after due consideration of the skills, knowledge and experience of the potential candidates. The report of the Nomination Committee is shown on page 54.

As referred to on page 50, Richard Smith was appointed as a Non-Executive Director from 1 February 2025 following a search undertaken by an external search consultant. Further details of the process undertaken are set out in the Nomination Committee report on page 54.

The Group's Equality and Diversity policy is set out on page 54 in the Nomination Committee report.

Executive Committee

In order to support robust and effective reporting and communication, and to support engagement with the workforce, an Executive Committee was established in December 2023. The Executive Committee includes: Chief Executive, Chief Financial Officer, Chief Operating Officer, Company Secretary, Group HR Director, Group Health, Safety & Sustainability Director, Change & Transformation Director and Chief Information Officer. The Committee meets monthly and in advance of each meeting shares detailed papers, including business and financial performance, strategic projects and governance matters. At the meetings, each of the members of the Committee report on their areas of responsibility, highlighting key projects and initiatives and any areas of challenge. During this financial year, the Executive Committee has in particular focused on health and safety, people, ESG, digital and transformation, estates and risk.

Training and induction

All new Directors receive a full, formal and tailored induction on joining the Board, including meetings with senior management and advisers and visits to some of the Group's operational locations.

Training to Directors is annually refreshed, and in the upcoming year will be extended to cover corporate governance reform, health and safety and other operational training.

Advice is also available from the Company's Solicitors, Auditors and Brokers as required. There is an agreed procedure for Directors to take independent professional advice at the Company's expense.

Performance evaluation

During the year, the Board appointed Sam Allen Associates (SAA) to undertake an external Board effectiveness review, which was completed on 20 February 2025. This review involved insight meetings with the Chair, Chief Executive and Company Secretary, a detailed bespoke questionnaire process, one to ones with all members of the Board, culminating in a detailed report followed by an in person feedback session with SAA and the Board.

The Board has agreed action points coming out of this review which will be implemented throughout the year covering: strategy,

October 2024

- Progress on M&A strategy to help deliver growth (see page 9 re CPH)
- Trading update

November 2024

- Interim results including messaging, governance and interim dividend
- Announcement of retirement of Phil White as a Non-Executive Director in June 2025
- Audit Committee: interim judgements, risk and internal audit update
- Focus on health and safety, road risk and sustainability
- Legal, governance and compliance update, including corporate governance reform (Provision 29)

January 2025

- Appointment of Richard Smith as a new Non-Executive Director
- Group wide policies updated and approved

February 2025

- Review and approval of budget
- Outputs and conclusion of Board Effectiveness Review
- Cost out actions in progress in order to improve performance in General Construction and Housebuilding

March 2025

- Nomination Committee: approval of succession planning strategy and refresh of Board and committee composition (including SID; Employee Workforce Director and NED remuneration)
- Remuneration Committee: approval of FY 2025/26 reward proposal and share schemes and NED remuneration ratification.

Board and Committee composition, frequency and structure of Board and Committee meetings, improved reporting and employee engagement. The Board will review its performance against these outputs throughout the upcoming year.

Whistleblowing Policy

The Group's Whistleblowing Policy enables colleagues to report concerns on matters affecting the Group or their employment, in confidence and without fear of recrimination. Posters publicising whistleblowing channels are distributed to all branches, depots and offices. The Group has a dedicated whistleblowing hotline and email inbox, which are both managed independently from the Group and all reports made were fully investigated. During the year, the Whistleblowing Policy was reviewed and approved by the Audit Committee, and the Audit Committee receives regular summaries of whistleblowing contacts and resolutions.

Risk management

The Board retains overall responsibility for setting the Group's risk appetite as well as risk management and internal control systems. As set out in the Strategic Report on page 40, the effectiveness of the Group's risk management and internal control systems is under frequent review by the Board.

The Group has an established Risk Committee which is chaired by the Head of Risk and Internal Audit and is attended by all members of the Executive Committee. The Committee meets every two months, reports into the Audit Committee, and includes all Non-Executive Directors. The Group's Head of Risk and Internal Audit provides routine updates to the Executive Committee on all risk and governance-related matters and often attends Executive Committee meetings as a guest.

The Group welcomes changes to the UK Corporate Governance Code and is taking proactive steps to respond to the General Provisions (effective from 1 April 2025) and Provision 29 (effective from 1 April 2026). This includes enhancements to our governance and internal control arrangements, led by clear accountability from all members of our Executive Committee.

A detailed report regarding the Group's systems of risk management and internal controls is prepared annually. Having reviewed and discussed this report, the Board is satisfied that these systems and processes are effective. The principal and emerging risks to which the Group is exposed and the measures to mitigate such risks are described from page .

The Board remains committed to maintaining high standards of governance and providing clear assurance to all stakeholders.

Diversity, equity and inclusion

The Board is cognisant of the importance of creating an open, diverse and inclusive organisation where individual differences and the contributions of all are recognised and valued. We are committed to promoting equal opportunities and improving the diversity of our workforce. The Board recognises that gender diversity is a wider issue within our industry, with many of our roles traditionally being more popular with males. Motivated by this historical challenge, we remain committed to further improvement of our diversity statistics. The Group operates an Equality, Diversity and Inclusion Policy that applies across the entire organisation which underpins the Board's approach and commitment to fostering and promoting an inclusive and equitable environment throughout all levels of the organisation. Details of the policy can be found on page 54 in the Nomination Committee report.

Directors' report

The respective responsibilities of the Directors and the independent Auditors in connection with the financial statements are explained on page 74 and the Statement of the Directors in respect of going concern appears on page 75. The Group's Viability Statement is set out on page 45.

Annual general meeting (AGM)

The AGM will be held at Rudding Park on Wednesday 23 July 2025. The Notice of the AGM and explanatory notes regarding the ordinary and special business to be put to the meeting will be set out in a separate circular to shareholders.

Nomination Committee report

"The Nomination Committee supports and drives the Group to build our talent for the future."

Jeremy Pilkington
Chair of the Nomination Committee

Dear shareholders

As Chair of the Nomination Committee, I am pleased to report on the work of the Committee in leading the process for appointments to the Board and senior management roles, and building an appropriate succession plan for the Group.

Background

The Nomination Committee's objective is to ensure that the Board comprises individuals with the necessary skills, knowledge, experience and diversity to ensure that the Board is effective in discharging its responsibilities. The Committee meets to ensure that the composition and structure of the Board and its Committees are reviewed and refreshed as required including nominating candidates for appointment as Directors to the Board. The Committee also monitors and develops Board and Executive succession plans to support the effectiveness of the Group and ensure continuous and efficient business function, with focus remaining on improved diversity and inclusion.

Looking ahead, the key priorities for the Committee are: i) medium to long-term succession planning at Board and Executive level; ii) delivering the successful induction of the new Non-Executive Director; and iii) developing and delivering the actions arising from the external Board effectiveness review referred to on page 52.

Membership and meetings

In addition to my role as Chair, the Committee includes the Group's Non-Executive Directors. The Chief Executive and Chief Financial Officer are often invited to and attend Committee meetings, as appropriate.

The Committee met three times during the year in order to implement, manage and approve the process of the recruitment for a new Non-Executive Director following the announcement of Phil White's upcoming retirement in June 2025, and to further develop the Group's succession planning.

Appointment of a new Non-Executive Director

As referred to in the Corporate Governance Report, the Board appointed an external search consultancy (Sam Allen Associates (SAA)) to assist the Board in undertaking a search for a new Non-Executive Director. The Committee, the Executive Directors and the Company Secretary worked with SAA to develop a role profile and a skills matrix of the existing Board and to help define the ideal candidate to replace Phil White. Building on this, SAA together with the Board and the Executive Committee compiled a suitable list of candidates for the role.

Following a number of discussions with different candidates, the Committee made a proposal to the Board, and the Board (supported by SAA) resolved that Richard Smith be appointed as a Non-Executive Director. It was felt that, using objective criteria, his range of skills, experience and personal attributes would be of real value to the Board.

I can confirm that other than this search process, and the Board effectiveness review referred to on page 52, SAA has no other connection with the Company or the individual Directors.

Succession planning

The Board and Nomination Committee consider succession planning in respect of both Executive Director roles and the Executive Committee.

Performance evaluation

During the year, and in line with the Code, the Board appointed SAA to undertake an external Board effectiveness review, which was completed during the year, further details of which (including outputs) are set out in the Corporate Governance Report on page 52.

Diversity Policy

The Board supports the principle of diversity across its Board, Executive Committee, senior leadership teams and wider workforce. The Group's policy is that the Board and its Committees should be comprised of Directors who collectively display the necessary balance of professional skills, experience, length of service and industry knowledge and that appointments to the Board and its Committees should be made on merit, against objective criteria, including diversity in its broadest sense.

The objective of the policy is to have a broad range of approaches, backgrounds, skills, knowledge and experience represented on the Board. The Directors believe that this will make the Board and its Committees more effective at promoting the long-term sustainable success of the Company and generating value for shareholders, by ensuring there is a breadth of perspective among the Directors and the challenge needed to support good decision making.

When appointing new Board members, the Directors will consider gender and ethnic diversity alongside knowledge, skills and experience.

Board diversity

The Board is aware of the FCA's Listing Rules (UKLR 6.6.6(9)) to encourage greater diversity on listed company boards to the effect that:

i. At least 40% of the individuals on its board are women.

ii. At least one of the senior board positions is held by a woman.

iii. At least one individual on the board is from a minority ethnic background.

The Company has chosen to align its diversity reporting reference date with the Company's financial year-end and proposes to maintain this alignment for future reporting periods. The Company has met one of the three targets on Board diversity as at its chosen reference date, 31 March 2025: the Chief Executive is a woman. Moreover, approximately two-thirds of the Executive Committee is made up of women. There has been a temporary uplift in the number of Board members due to the appointment of Richard Smith as a new Non-Executive Director prior to the retirement of Phil White to ensure an orderly transition of the Senior Independent Director role. The appointment process involved an external search facilitated by a specialist organisation. The process involved a targeted search to reach a diverse range of candidates and the short list of candidates demonstrated greater diversity.

The relatively small size of the Company's Board and, therefore, more infrequent vacancies and opportunities for recruitment, make achieving diversity on the Board a more challenging, but ongoing, process. As succession planning of the Board progresses over future years, the Company will continue to strive for increased diversity on its Board through its diversity policy.

As required under UKLR 6.6.6(10), further details in respect of the three targets outlined above, as at 31 March 2024 and 31 March 2025, are disclosed as set out below. For the purposes of the disclosures set out below, made pursuant to UKLR 6.6.6 (9) and (10), the relevant data is contained within the Group's human resources management system. The data is provided with the consent of the relevant individuals.

I hope that you find this report a clear account of the Committee's decisions for the year and I would be happy to answer any questions you may have at the upcoming AGM.

	Number of Board members		Percentage of the Board		Number of senior positions on the Board (CEO, CFO, SID and Chair)		Number in Executive management		Percentage of Executive management	
	2024	**2025**	2024	**2025**	2024	**2025**	2024	**2025**	2024	**2025**
Men	5	**6**	83	**85**	3	**6**	3	**3**	38	**38**
Women	1	**1**	17	**15**	1	**1**	5	**5**	62	**62**
Not specified/prefer not to say	–	**–**	–	**–**	–	**–**	–	**–**	–	**–**
Total	6	**7**	100	**100**	4	**7**	8	**8**	100	**100**
White British or other White (including minority White groups)	6	**7**	100	**100**	4	**7**	8	**8**	100	**100**
Mixed/multiple ethnic groups	–	**–**	–	**–**	–	**–**	–	**–**	–	**–**
Asian/Asian British	–	**–**	–	**–**	–	**–**	–	**–**	–	**–**
Black/African/Caribbean	–	**–**	–	**–**	–	**–**	–	**–**	–	**–**
Black British	–	**–**	–	**–**	–	**–**	–	**–**	–	**–**
Other ethnic group, including Arab	–	**–**	–	**–**	–	**–**	–	**–**	–	**–**
Not specified/prefer not to say	–	**–**	–	**–**	–	**–**	–	**–**	–	**–**

Jeremy Pilkington
Chair of the Nomination Committee

10 June 2025

Audit Committee report

“The Committee supports management to deliver assurance on financial reporting, internal controls and risk management processes.”

Stuart Watson
Chair of the Audit Committee

Dear shareholders

I am pleased to present our Audit Committee report for the year ended 31 March 2025.

Main responsibilities of the committee

The Audit Committee provides an independent overview of the effectiveness of the financial reporting process and internal financial control systems including:

- Reviewing the financial statements of the Group, including its annual and interim reports, trading updates and preliminary results announcements, reporting to the Board on the significant issues considered by the Committee in relation to the financial statements and how these were addressed.
- Advising the Board in relation to whether the Annual Report is fair, balanced and understandable.
- Keeping under review the Group’s internal financial controls and risk management systems, including arrangements for whistleblowing and the detection of fraud and error.
- Monitoring and reviewing the scope, remit and effectiveness of the Group’s internal audit function.
- Considering and recommending to the Board the appointment, reappointment and remuneration of the external Auditors, including considering tendering the external audit appointment.
- Assessing the scope and results of the annual external audit and reporting to the Board on the effectiveness of the audit and the independence and objectivity of the Auditors.
- Reviewing significant legal and regulatory matters.
- Reporting to the Board on how the Committee has discharged its responsibilities.
- Developing and implementing policy on the engagement of the external Auditor to supply non-audit services, ensuring there is prior approval of non-audit services and considering the impact this may have on independence.

Membership and meetings

Committee members[1]	Meetings attended
Stuart Watson – Chair	3/3
Phil White	3/3
Mark Bottomley	3/3

[1] Richard Smith joined the Board on 1 February 2025, but there were no meetings from that date to year end.

Following the year end there has been one Audit Committee meeting.

The Committee is authorised to seek outside legal or other independent advice as it sees fit but has not done so during the year.

The Board is satisfied that the Committee has the appropriate financial experience as required by the Code.

The effectiveness of the Committee in fulfilling its remit was considered by the Board as part of the most recent evaluation of its performance.

Other regular attendees

The Chair, Chief Executive, Chief Financial Officer, Head of Risk and Internal Audit, External Audit Partner and members of the external audit team attend by invitation as required.

The Group’s Company Secretary attends as secretary to the Committee.

Meetings with internal and external Auditors without management present are held at least once a year.

Activities undertaken during the year

The activities undertaken included:

- Reviewed the auditors' audit strategy and plan for the audit of the year ended 31 March 2025, including materiality and areas of particular audit focus.
- Agreed the auditors' audit engagement letter and the statutory audit fee for the year ended 31 March 2025.
- Confirmed the independence of the external auditors and assessed the effectiveness of their work.
- Reviewed and discussed the report from the auditors setting out their comments and findings arising from their audit.
- Reviewed and discussed the financial statements and considered management's significant accounting judgements and policies being applied.
- Reviewed the basis for preparing the financial statements as a going concern and the Viability Statement included in the financial statements, and recommended them to the Board.
- Considered the findings of Group Internal Audit and the management response to their findings.
- Reviewed and approved the Group Internal Audit plan for the year to 31 March 2025.
- Reviewed the effectiveness of the risk management and internal control systems and recommended to the Board that they be considered effective.
- Undertook the annual review of the effectiveness of the Audit Committee.

Significant accounting issues

In respect of the year to 31 March 2025, the following significant issues were reviewed.

Going concern and Viability Statement

The basis for adopting the going concern assumption in the financial statements is discussed on page 75 of this report. The Group Viability Statement is on page 45.

The Committee reviewed management's paper on the budget and forecasts for two years, including downside sensitivity analysis.

We reviewed and approved the continued adoption of the going concern assumption in the financial statements, concluded that two years remains an appropriate time horizon for the Viability Statement and approved the Viability Statement disclosure in the financial statements.

Existence and valuation of rental equipment

The Group holds a significant quantum and carrying amount of rental equipment. Management carries out fleet checks to confirm the existence of the rental fleet. We have reviewed management's judgement in estimating the useful economic lives, residual values and any impairment of rental assets.

Impairment of non-current assets in relation to the Brandon Hire Station Cash Generating Unit ("CGU")

The Group has recorded an impairment of £6.3 million against non-current assets relating to the Brandon Hire Station CGU, split between right-of-use assets (£4.2 million), property, plant and equipment (£1.2 million), and intangible assets (£0.9 million). Impairments were the result of an impairment assessment after management considered the current year performance to be an impairment trigger.

We have considered the appropriateness of the assumptions and estimates used by management in assessing the carrying value of non-current assets relating to the Brandon Hire Station CGU. The Committee has specifically considered the discount and growth rates used in the cashflow projections used to assess the carrying value, and also considered the projections against current year performance and budgets.

Acquisition of Charleville Hire and Platform Ltd ("CPH")

During the year the Group acquired 90% of the issued share capital of CPH for an initial cash consideration of €12.1 million, with the remaining 10% to be purchased over a three-year period from the acquisition date. Subject to business performance against EBITDA targets, a further maximum deferred earn out payment of €21.7 million may be payable across the second and third anniversaries of the acquisition.

We have reviewed management's judgements that contingent payments due on the second and third anniversaries of the acquisition should be accounted for as post-acquisition remuneration and that a non-controlling interest should not be recognised. We have also considered the appropriateness of assumptions used in deriving the fair value of acquired intangible assets.

Fair balanced and understandable views

The Committee reported to the Board its conclusion that the Annual Report and Accounts for the year ended 31 March 2025, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

Risk management and internal controls

The Board is responsible for the overall system of internal controls for the Group and for reviewing its effectiveness. The responsibilities and processes in respect of risk management are described on page 40.

The Committee has reviewed the process for identifying, evaluating and managing significant risk faced by the Group. Risk management reports for each of the divisions, are reviewed also by Group Internal Audit, were submitted for review to the Committee, which reports highlighted risks and mitigating controls. The Committee also considered the risk tolerance levels that the Group is prepared to accept in the course of carrying out its business.

Audit Committee report continued

The Committee monitored and reviewed the Group's internal control systems, accounting policies and practices, risk management procedures and compliance controls. Internal control systems are designed to manage rather than eliminate business risk and provide reasonable but not absolute assurance against material misstatement or loss. Management is responsible for establishing and maintaining adequate internal controls over financial reporting for the Group.

The Committee also reviews the Group's Whistleblowing Policy. There have been no whistleblowing reports that required changes in the control environment during the year.

The Committee has concluded that the Group continues to operate a well designed and effective system of internal controls.

Group internal audit

The Group internal audit function provides assurance that the Group's system of internal control is effective and appropriate to the level of risk facing the Group.

The internal audit plan is considered and approved at set intervals by the Committee. The current plan runs from 2023 through to 2025, with facility to engage with emerging and new risks as required. In reviewing the proposed plan, the Committee considers the Group's strategic priorities, specific initiatives which could impact the business, and the Group's risk register. The Committee assesses the appropriateness of the Group internal audit plan and the resourcing of the Group internal audit function to deliver it. Progress against the plan is assessed at each Committee meeting.

During the year, I met with the Head of Risk and Internal Audit twice, to discuss completed projects and issues arising. The Head of Risk and Internal Audit attended each Audit Committee meeting and presented Group internal audit reports. The Committee considered the results of Group Internal Audit and the adequacy of management's response to matters raised in them. The Committee were satisfied with the reports and the management response to them.

Auditors' effectiveness and independence

The Committee keeps the scope, cost and effectiveness of the external audit under review. The Committee continually assesses the effectiveness of the external audit process during the year, based on feedback from the Group Finance Team and Group Internal Audit, and through Committee interactions with the external Auditors. As a result, the Committee has satisfied itself that PricewaterhouseCoopers LLP (PwC), the external Auditors, has provided an effective audit service. A formal Board and Committee effectiveness review was carried out during the year, further details of which we set out on page 52.

The Committee ensures that the Auditors remain independent of the Group and reviews this on an annual basis. PwC provided a written report to the Committee to show its compliance with professional and regulatory requirements designed to ensure their independence.

The Committee has satisfied itself that they remain independent.

The Committee has a policy in relation to the use of the Auditors for non-audit services, set out in an appendix to the Committee terms of reference. In the year, the only non-audit service provided by the Auditors was a subscription to an accounting knowledge portal with fees of £1,300 representing 0.2% of the audit fee.

PwC were first appointed as the Group's Auditors in October 2014 for the audit of the year ended 31 March 2015 and re-appointed in October 2021 following a tender process. Tom Yeates has completed his fourth year as the Group's audit partner.

The Committee recommended to the Board that a resolution to re-appoint PwC as Auditors be proposed at the Annual General Meeting.

I hope that you find this report a clear account of the Committee's decisions for the year and I would be happy to answer any questions you may have at the upcoming AGM.

Stuart Watson
Chair of the Audit Committee

10 June 2025

Remuneration report

"Working with the Board to develop and better align reward to help deliver our strategy."

Mark Bottomley
Chair of the Remuneration Committee

Dear shareholders

On behalf of the Remuneration Committee, I am pleased to present the Remuneration report for the year ended 31 March 2025.

This Remuneration report is split into three sections: this Annual statement, the Directors' Remuneration Policy report and our Annual Report on remuneration for the year ended 31 March 2025. Our Remuneration Policy was last submitted to shareholders at the 2023 AGM, with the Committee pleased to receive 91.38% votes in favour. No changes are being proposed to the policy this year; however, we have reproduced the policy from page 61 for ease of reference and in order to provide context to the decisions taken by the Committee during the year. The Annual Report on remuneration will be subject to an advisory shareholder vote at the 2025 AGM.

Background

The year to 31 March 2025 saw good progress being made on delivering the Group's refreshed strategy and resilient performance despite mixed macro-economic conditions. Revenue increased 3%, whilst Adjusted profit reduced from £39.9 million to £36.7 million as strong trading in Infrastructure and Specialist Construction were offset by subdued General Construction and Housebuilding performance. The management team has made progress with changes to the Group's operating model, with the centralisation of operations and procurement activities set to help drive future growth. FY 2024/25 also saw the successful launch of Vp Rail, offering an integrated solution for customers in this important growth area, and the acquisition of Charleville Hire and Platform (CPH), which provides a platform for growth within the Republic of Ireland market.

In approving remuneration outcomes for the year ended 31 March 2025, the Committee took into account the aforementioned financial and operational performance and considered also the experience of its main stakeholders.

We are comfortable that actions taken on pay during the year across the Group were appropriate.

FY 2024/25 remuneration outcomes

Base salary – also see page 66

The Committee approved a salary increase of 3.0% for Anna Bielby and Keith Winstanley with effect from 1 April 2024, in line with the average increase applied across the wider workforce. Jeremy Pilkington's salary remained unchanged.

Pensions – also see page 66

Jeremy Pilkington's pension contribution was reduced from 15% to 10% of base salary with effect from 1 April 2024. Anna Bielby and Keith Winstanley received a pension contribution of 10% of salary.

Annual bonus – also see page 66

The maximum bonus opportunity for the financial year ended 31 March 2025 was 150% of salary.

Targets for the annual bonus were set by the Committee at the beginning of the financial year and were based upon growth adjusted profit. Targets are set by the Committee to be stretching and generally reflect year-on-year growth, with entry thresholds set in line with the Group's budgeted adjusted profit for the relevant financial year and full payout requiring a material outperformance of budget. A similar approach to target setting is taken in respect of other Group and divisional participants to ensure fairness and alignment.

For FY 2024/25, the Committee approved an adjusted profit range of £39.5 million (threshold) to £47.0 million (maximum), which was considered to be both stretching and motivational at the time the targets were set. Actual adjusted profit was £36.7million, which meant that no bonuses were payable to Executive Directors in respect of the FY 2024/25. No discretion was used to adjust this formulaic result, reflecting the Committee's view that the outcome is a genuine reflection of the performance of the business and appropriately reflects the experience of stakeholders during the year.

LTIP – also see page 66

LTIP awards granted to Jeremy Pilkington in 2022 reached the end of their performance period at 31 March 2025. Vesting of these awards was based wholly on three year absolute EPS performance, underpinned by a minimum ROACE hurdle. Similar to the annual bonus, and despite the Group's resilient performance, the stretching performance targets were not met and accordingly these awards will lapse in full in August 2025. The Committee considered that this outcome was both appropriate and a fair reflection of underlying performance over the period, and accordingly has not exercised any discretion in respect of this vesting result.

Implementation of policy for FY 2025/26

Base salary – also see page 69

In acknowledgment of her continued strong performance and leadership, and as noted in the 2024 Directors' Remuneration Report (DRR), Anna Bielby's salary has been increased to £450,000 with effect from 1 April 2025. This increase reflects the target market rate for Anna outlined in last year's report plus observed market salary increases over the intervening period. Keith Winstanley's salary has been increased to £300,000 with effect from 1 April 2025 to reflect the strong start he has made in his first full year as Chief Financial Officer and in line with the Committee's previously-communicated intention of bringing him up to market levels over the short to medium term. Jeremy Pilkington's salary will again remain unchanged.

Executive Directors reviewed the current all-in base fee for the Non-Executive Directors, resulting in an increase for FY 2025/26 from £50,000 to £60,000, which helps ensure the fee reflects the time commitment of the roles and is competitive in a market context.

Pensions – also see page 70

Jeremy Pilkington, Anna Bielby and Keith Winstanley will each continue to receive a pension contribution of 10% of salary.

Annual bonus – also see page 70

The maximum bonus opportunity will remain at 150% of base salary for all Executive Directors, with outcomes based primarily on adjusted profit performance. In line with the policy, deferral may apply to any bonus earned in excess of 100% of salary where a Director has not, at the time of payment, met their minimum share ownership requirement.

For Anna Bielby and Keith Winstanley, the adjusted profit metric will be supplemented with a small element (25% of salary, c.17% of maximum) based on the achievement of personal and strategic objectives, using flexibility available under the existing policy. This proposal recognises the change and transformation being targeted under the refreshed strategy and the various non-financial and operational changes which the Committee believes it would be helpful to incentivise and reward alongside overall profitability. In line with the Group's existing practice, given the commercial sensitivity, both financial targets and details of personal/strategic objectives will be disclosed in the Remuneration Report on a retrospective basis.

LTIP –also see page 70

Executive Directors will each receive an LTIP award in FY 2025/26 with face value of 100% of salary. Vesting of this year's awards will continue to be based on the achievement of challenging EPS growth targets, underpinned by a minimum ROACE hurdle, details of which are set out later in this report.

Board changes

Phil White will retire and step down from the Board on 30 June 2025, and will continue to receive fees until this date. Richard Smith has been appointed as a Non-Executive Director with effect from 1 February 2025 and receives an all-in fee of £50,000, consistent with the approach for other Non-Executive Directors. He will become a member of the Remuneration, Audit and Nomination Committees with effect from 1 July 2025.

Looking forward

In accordance with UK reporting regulations, we are required to submit a new Remuneration Policy to shareholders for approval no later than the 2026 AGM. The Committee will review the existing remuneration arrangements over the coming year to ensure that they remain appropriate for Vp plc and continue to reinforce the delivery of our short and longer-term strategy. As always, the Committee will also continue to monitor market developments and will consider the appropriateness of any emerging trends for the Group.

I hope that you find this report a clear account of the Committee's decisions for the year and I would be happy to answer any questions you may have at the upcoming AGM.

This report has been approved by the Board and is signed on its behalf by:

Mark Bottomley

Chair of the Remuneration Committee

10 June 2025

1 These measures are explained and reconciled in the Alternative Performance Measures section on page 140.

Directors' Remuneration Policy report

This report has been prepared in accordance with the provisions of the Companies Act 2006, and Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended). It also meets the requirements of the UK Listing Authority's Listing Rules and the Disclosure and Transparency Rules.

The Vp plc Remuneration Policy was approved by shareholders at the 2023 AGM on 20 July 2023, and came into effect from that date. The report, save for the minor changes listed below, is as disclosed in the 2023 Directors' remuneration report, which is available to download from the Company's website at www. vpplc.com/investors:

- References to financial years have been updated where appropriate.
- Pay-for-performance charts have been updated to reflect packages for Executive Directors for the financial year ending 31 March 2026.
- New service contract dates have been added and details of external appointments have been updated.

Policy overview

The Group aims to balance the need to attract, retain and motivate Executive Directors of a high calibre with the need to be cost effective, while at the same time appropriately rewarding performance. The Committee has designed a Remuneration Policy that balances those factors, taking account of prevailing best practice, investor expectations and the level of remuneration and pay awards made generally to employees of the Group. Our Remuneration Policy is consistent with the principles set out in Provision 40 of the 2018 UK Corporate Governance Code, namely:

- The policy is clear, simple and easy to understand, with a single short and long-term incentive and a small number of important financial targets. Our approach to remuneration has remained broadly consistent for a number of years and is well understood both internally and externally.
- The design and implementation of the policy takes into account possible risks. Incentive targets are set by the Committee ahead of each cycle to be appropriately stretching and achievable within the risk appetite set by the Board, and the Committee has discretion to adjust outcomes where the formulaic assessment would lead to an outcome that is misaligned with underlying Company performance. Where it is deemed appropriate, an expanded list of recovery provisions ensures that the Committee can withhold or recover incentives in certain cases.
- Incentives are clearly and appropriately capped. The balance of pay is aligned with market norms and a significant proportion is dependent on the achievement of stretching short and long-term targets.
- Performance measures are aligned with our strategy and culture.

Policy table for Directors

Purpose and link to strategy	Operation	Opportunity	Performance metrics
Base salary To attract, retain and motivate individuals with skills and experience required to deliver the strategy. To provide a competitive fixed reward.	Base salaries are reviewed annually, taking into account a range of relevant reference points. Any changes are normally effective from 1 April in the financial year.	Current salary levels are set out on page 66. In determining Executive Director salary increases, the Committee considers the range of increases for the broader employee population.	None
Pension To provide retirement benefits in a cost-efficient manner.	All Executive Directors are either members of a defined contribution scheme or receive a cash allowance in lieu of pension contribution.	The maximum pension contribution for Executive Directors appointed prior to July 2020 is 15% of salary. As of 1 April 2024 the pension contribution for Jeremy Pilkington has been reduced to 10%. The maximum pension contribution for Executive Directors appointed since July 2020, and for future Executive Director appointments, is 10% of base salary.	None

Remuneration report continued

Purpose and link to strategy	Operation	Opportunity	Performance metrics
Taxable benefits To provide market consistent benefits.	Can include car allowance, health insurance and other benefits paid from time to time. The cost of providing benefits is paid monthly or as required for one-off events.	Benefits values vary by role and are reviewed periodically relative to the market. It is not anticipated that the cost of benefits provided will change materially year-on-year over the period for which this policy will apply.	None
Annual bonus To provide a direct link between annual performance and reward. To incentivise achievement of stretching short-term performance targets.	Performance measures and targets are set by the Committee at the start of the year to reflect the Group's strategic priorities. At the end of the year, the Committee determines the extent to which these have been achieved. Annual bonuses are typically paid in cash following year-end. For the 2024/25 annual bonus onwards, where an Executive Director has not met their minimum share ownership requirement at the time of payment, any bonus earned in excess of 100% of salary will be deferred in shares. Payments under the annual bonus are subject to malus and clawback provisions, further details of which are set out in the notes to this table.	Up to 150% of base salary.	Bonuses for Executive Directors will be based primarily on financial performance. The Committee retains flexibility to introduce an element based on relevant non-financial measures, where appropriate (with a total weighting of not more than 25% of bonus). The Committee retains discretion to adjust the formulaic bonus outcome (either upwards or downwards) if it considers that the payout is inconsistent with the Company's underlying performance when taking into account any factors it considers relevant.
Long-Term Incentive Plan (LTIP) To drive sustained long-term performance that supports the creation of shareholder value.	Annual grant of nil cost options, which normally vest after three years, made in accordance with the LTIP rules. For awards made from 1 April 2021, an additional holding period applies so that the total vesting and holding period is at least five years. Shares subject to awards may accrue dividend equivalents. Sufficient shares can be sold at the end of three years to cover tax liabilities. The LTIP award to Jeremy Pilkington will typically be in the form of notional shares settled by cash. LTIP awards are subject to malus and clawback provisions, further details of which are set out in the notes to this table.	Up to 100% of base salary.	The vesting of awards will be subject to continued employment and performance against relevant metrics measured over a period of at least three years. The Committee will select performance measures ahead of each cycle that reinforce delivery of the Company strategy. Details of the performance measures attaching to awards (and the targets for these) will be disclosed in the relevant Annual report on remuneration. The Committee retains discretion to adjust the formulaic LTIP outcome (either upwards or downwards) if it considers that the payout is inconsistent with the Company's underlying performance when taking into account any factors it considers relevant.

Purpose and link to strategy	Operation	Opportunity	Performance metrics
Save as you earn To encourage share participation in the entire workforce.	HMRC approved plan under which regular monthly savings are made over a three-year period and can be used to fund the exercise of an option whereby the exercise price is discounted by up to 20%.	Up to the savings limit as determined by HMRC from time to time (or such lower limit as determined by the Committee), across all sharesave schemes in which an individual has enrolled.	None
Share ownership guidelines To ensure strong alignment between Executive Directors and shareholders.	Shareholding to be built up within five years of an Executive Director's appointment.	At least 100% of salary for Executive Directors. On stepping down from the Board, Executive Directors will typically be required to retain shares to the lower of 100% of salary or their actual shareholding at the time. These shares must be held for at least one year post-cessation.	None
Non-Executive Director fees To attract and retain high calibre Non-Executive Directors. To reflect the time commitment and responsibilities of the role, and the fees paid by similar sized companies.	Fees are reviewed on an annual basis and are currently paid 100% in cash. The Company retains flexibility to pay either a single 'all-in' fee or to differentiate fees to reflect additional responsibilities (e.g. to the Senior Independent Director, Chairs of Board Committees, etc.).	No prescribed maximum increase.	None

Notes to the policy table

Malus and Clawback Policy

Annual bonus payments and LTIP awards granted prior to the approval of the Remuneration Policy detailed in this report (i.e. prior to July 2023) are subject to clawback in the event of a material misstatement of results.

For annual bonuses and LTIP awards granted following approval of this policy, malus and clawback will apply in cases of a material misstatement of results, an error in determining performance outcomes, gross misconduct, corporate failure as determined by the Remuneration Committee, or where a participant has been deemed to have caused, in full or in part, a material loss for the Group as a result of negligent, reckless or wilful actions or inappropriate behaviour or values. Cash bonuses will be subject to clawback, with deferred shares subject to malus. LTIP awards will be subject to malus and clawback over the vesting period to the fifth anniversary of grant.

Payments under existing awards

The Company will honour any commitment entered into, and Directors will be eligible to receive payment from any award granted, prior to the approval and implementation of the Remuneration Policy detailed in this report, even if these commitments and/or awards fall outside the above policy (but were in line with the policy in force at the time, if so required).

Performance measures and targets

Performance measures applying to the annual bonus and LTIP are selected at the start of each performance cycle to reflect the Group's short and longer-term strategic objectives. Incentive targets are set at an appropriately stretching level, taking into account relevant internal and external reference points. LTIP targets will typically be disclosed prospectively in the remuneration report.

Illustration of application of Remuneration Policy

The chart on page 64 illustrates the total remuneration for each Executive Director that could result from the Remuneration Policy in 2025/26 under different performance scenarios.

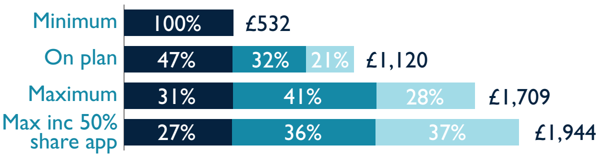
The value of base salary for 2025/26 is set out on page 69.

The value of taxable benefits in 2025/26 is taken to be the value of taxable benefits received in 2024/25 as shown in the single total figure of remuneration table set out on page 66. On target performance assumes bonus payout of 75% of salary and LTIP vesting at 50% of maximum award.

Maximum performance assumes bonus pay out of 150% of base salary and LTIP vesting at 100% of maximum award. Share price appreciation has been included in the value of the LTIP under the fourth scenario, at an assumed 50%.

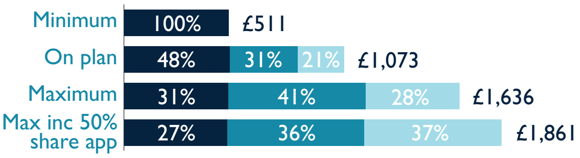
Jeremy Pilkington

Percentages/Amounts (£000)



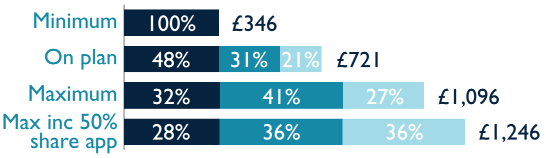
Anna Bielby

Percentages/Amounts (£000)



Keith Winstanley

Percentages/Amounts (£000)



Basic salary, benefits and pension

Annual bonus

LTIP

Consideration of employment conditions elsewhere in the Group

In designing this Remuneration Policy, the Committee did not expressly seek the views of employees. Through the Board, however, the Committee is regularly updated as to employee views on remuneration more generally. Additionally, when making decisions around Executive Director remuneration, the Committee takes into account the pay and conditions of other employees to ensure fairness. Overall, there is a strong degree of alignment between the pay of senior executives and other employees, as follows:

- Our approach to annual salary reviews is consistent across the Group, with consideration given to the level of experience, responsibility, individual performance and salary levels in comparable companies.
- There are a number of pension arrangements across the Group. The Senior Management are eligible for a pension contribution up to a maximum of 10% depending on personal contribution level.
- Most employees are eligible to participate in an annual bonus scheme. The maximum opportunities available are based upon the seniority and responsibility of the role with business area specific metrics incorporated where appropriate.
- All UK employees are eligible to participate in the Company's SAYE scheme on the same terms.

Approach to recruitment

The Group operates in a highly competitive employment market. The Committee's approach to remuneration on recruitment is to pay sufficient to attract appropriate candidates to the role. The package of a new Executive Director is likely to include the same elements, and be subject to similar constraints as those of existing Executive Directors. In particular:

- The base salary of a new Executive Director will be determined by reference to relevant market data, experience and skills of the individual, internal relativities and their current basic salary. The Committee may set the salary for a newly appointed Executive Director above that of their predecessor where it considers it necessary in order to recruit an individual of sufficient calibre for the role. Alternatively, where a new Executive Director has their starting salary set below market level, any shortfall may be managed with phased increases over a period of up to two years subject to the individual's development in the role (and which may exceed the workforce average increase).
- New appointees will receive Company 10% pension contributions or an equivalent in cash allowance. Benefits will generally be aligned to those offered to other Executive Directors.
- The annual bonus structure described in the policy table will apply to new Executive Director appointees, with the maximum opportunity (i.e. up to 150% of salary) being pro-rated to reflect the proportion of the year worked.
- New appointees will be granted awards under the LTIP on the same terms as other Executive Directors, as described in the policy table (i.e. up to 100% of salary). The Committee may make an award in respect of a new appointment to 'buy-out' incentive arrangements forfeited on leaving a previous employer on a like-for-like basis. In doing so, the Committee will consider relevant factors including time to vesting, any performance conditions attached to these awards and the likelihood of those conditions being met. Any such 'buy-out' awards will typically be made under existing annual bonus and LTIP schemes, although in exceptional circumstances the Committee may exercise discretion under the relevant Listing Rule to make awards using a different structure. Any 'buy-out' awards would have a fair value no higher than the awards forfeited.

Date of Directors' service contracts or letter of appointment

Director	Date of appointment
Jeremy Pilkington	10 June 2002
Phil White	15 April 2013
Anna Bielby	1 January 2023
Mark Bottomley	3 January 2023
Stuart Watson	3 January 2023
Keith Winstanley	1 January 2024
Richard Smith	1 February 2025

The service contracts of the Executive Directors are terminable by either the Company or the Director on twelve months' notice. The contracts contain no specific provision for compensation for loss of office, other than an obligation to pay salary and benefits for any notice period waived by the Company. Non-Executive Directors are appointed under letters of appointment one of which is terminable on six months' notice and the others are terminable on thirty days notice. There were no other significant contracts with Directors.

The terms and conditions of appointment of the Executive and Non-Executive Directors are available for inspection by any person at the Company's registered office during normal business hours and at the AGM.

Approach to leavers

The Company's policy is to limit severance payments on termination to pre-established contractual arrangements. Such contracts contain no specific provision for compensation for loss of office, other than an obligation to pay for any notice period waived by the Company, where pay is defined as salary plus benefits only.

The following payments may also be made to departing Executive Directors, depending on circumstances. In all cases, the Committee retains discretion to alter these provisions on a case-by-case basis following a review of circumstances and to ensure fairness for both shareholders and participants:

- An annual bonus may be payable for the period of active service in certain prescribed 'good leaver' circumstances and in other circumstances at the discretion of the Committee and subject to the achievement of the relevant performance targets. Outstanding deferred bonus awards will typically be retained by a departing Executive Director with no acceleration of the applicable deferral period.
- Unvested LTIP awards will normally lapse. For 'good leavers', unvested awards will typically vest on the normal vesting date subject to the achievement of any relevant performance condition(s) and with a pro-rata reduction applied to reflect the proportion of the vesting period served. LTIP awards, which are subject to an additional holding period, will typically be retained and released at the end of the relevant holding period.
- At the discretion of the Committee, a contribution to reasonable outplacement costs may be made where considered appropriate. The Committee also retains the ability to reimburse reasonable legal costs incurred in connection with a termination of employment.
- Any payment for statutory entitlements or to settle claims in connection with a termination of any existing or future Executive Director may be made, as necessary.

Policy on external appointments

Executive Directors are encouraged to hold a non-executive role in addition to their full-time position in order to broaden their experience, and may retain any fees received in respect of such roles. All appointments must first be agreed by the Committee and must not represent a conflict to their current role. During the year:

- Jeremy Pilkington and Keith Winstanley held no external directorships.
- Anna Bielby was a director of BLB (UK) Limited, a dormant professional services company.

Consideration of shareholder views

The Committee considers shareholder feedback received at the AGM each year. This feedback, plus any feedback received during other meetings, is then considered as part of the Group's ongoing review of remuneration. Given the best-practice nature of changes proposed, the Committee did not engage directly with major shareholders during the most recent policy review (in 2022).

The Committee wrote to the top ten shareholders in April 2025 in relation to the Implementation of the Remuneration Policy in FY 2025/26, engaging with them and providing them with advance notice of our intention to consult with them on our revised Directors' Remuneration Policy in FY 2025/26.

Details of votes cast for and against the resolution to approve last year's Annual report on remuneration and in respect of the current Remuneration Policy are set out on page 73.

Annual report on remuneration

The following section provides details of how the Remuneration Policy was implemented during the financial year ending 31 March 2025 and how it is proposed to be implemented in the financial year ending 31 March 2026. Any information in this section of the report subject to audit is highlighted.

Single total figure of remuneration (audited)

The following table shows a single total figure of remuneration for the year ended 31 March 2025 together with the comparative figures for 2024.

Executive Directors		Salaries and fees £000	Taxable benefits £000	Pensions £000	Annual bonus £000	Grant date face value of vested LTIP shares £000	Share price appreciation (depreciation) £000	Total £000	Total fixed pay £000	Total variable £000
Jeremy Pilkington	**2025**	471	14	47	–	–	–	532	532	–
	2024	471	–	71	–	–	–	542	542	–
Anna Bielby	**2025**	412	16	41	–	–	–	469	469	–
	2024	363	16	36	–	–	–	415	415	–
Keith Winstanley	**2025**	278	17	28	–	–	–	323	323	–
	2024	68	4	7	–	–	–	79	79	–
Non-Executive Directors										
Phil White	**2025**	50	–	–	–	–	–	50	50	–
	2024	50	–	–	–	–	–	50	50	–
Mark Bottomley	**2025**	50	–	–	–	–	–	50	50	–
	2024	50	–	–	–	–	–	50	50	–
Stuart Watson	**2025**	50	–	–	–	–	–	50	50	–
	2024	50	–	–	–	–	–	50	50	–
Richard Smith	**2025**	8	–	–	–	–	–	8	8	–
	2024	–	–	–	–	–	–	–	–	–

The table above reflects the following changes in roles and responsibilities:

- Anna Bielby was promoted to Chief Executive with effect from 1 September 2023.
- Keith Winstanley joined the Board as Chief Financial Officer on 1 January 2024.
- Richard Smith joined the Board as a Non-Executive Director on 1 February 2025.

Base salaries and fees

Following a review of the Executive Directors' base salaries, the Committee approved an increase of 3% for Anna Bielby and Keith Winstanley with effect from 1 April 2024, in line with the average increase applied across the Group. Jeremy Pilkington's salary remained unchanged and there was no increase to the fees payable to Non-Executive Directors during the year.

Taxable benefits

Taxable benefits consist primarily of Company car or car allowance and private health care insurance.

Pension benefits

Jeremy Pilkington, Anna Bielby and Keith Winstanley each receive 10% of base salary in lieu of pension contributions.

Annual bonus payments

The annual bonus out-turn presented in the table was based on Group adjusted profit targets as measured over the 2024/25 financial year.

Targets for annual bonus payments typically are set by the Committee at the beginning of the financial year and are based upon growth in adjusted profit. The targets are challenging and look for year-on-year growth with entry thresholds set in line with the Group's adjusted profit budget for the relevant financial year.

For FY 2024/25, the Committee approved an adjusted profit target range of £39.5 million (threshold) to £47.0 million (maximum), which was considered to be suitably stretching and motivational. Actual adjusted profit was £36.7 million, which meant that no bonuses were payable to Executive Directors in respect of the 2024/25 financial year. The Committee is satisfied that this outcome delivered is a genuine reflection of the performance of the business and appropriately reflects the experience of stakeholders in financial year.

Measure	Weighting	Threshold (0%)	Maximum (100%)	Actual	Outcome (% of max)
Adjusted profit	100%	£39.5m	£47.0m	£36.7m	0%

Executive	Salary	Max bonus (% of sal)	Outcome (% of max)	Outcome (% of sal)	Actual bonus (£)
Jeremy Pilkington	£471,000	150%	0%	0%	£–
Anna Bielby	£412,000	150%	0%	0%	£–
Keith Winstanley	£278,100	150%	0%	0%	£–

Vesting of LTIP awards (audited)

Vesting of the LTIP awards granted in August 2022 was dependent on earnings per share performance over the three years ended 31 March 2025, the achievement of a minimum return on average capital employed of 12.0% and continued service until August 2025. Despite the Group's resilient performance, the stretching performance targets were not met and these awards will lapse in full in August 2025.

The performance targets for this award and actual performance against those targets was as follows:

Measure	Weighting	Threshold (0%)	Maximum (100%)	Actual	Outcome (% of max)
Adjusted basic earnings per share[1]	100%	95.63 pence	115.56 pence	67.3 pence	–
ROACE[1]	underpin	12.0%	12.0%	14.2%	

Executive	Number of shares at grant	Outcome (% of max)	Number of shares to vest	Grant date value of vested shares	Estimated value of vested shares
Jeremy Pilkington	59,800	–	–	–	–

The award of the LTIP above was based upon the policy of awarding up to an equivalent of 100% of salary. As recent joiners, neither Anna Bielby nor Keith Winstanley held awards under the 2022 LTIP.

1 These measures are explained and reconciled in the Alternative Performance Measures on page 140.

Share scheme interests awarded during the financial year (audited)

The following awards were granted to Executive Directors:

Executive	Scheme	Basis of award granted	Date of grant	Share price at grant	Number of shares	Face value £000	Perf. period end date
Jeremy Pilkington	LTIP	100% of salary	18 July 2024	£6.60	71,312	471	31 March 2027
Anna Bielby	LTIP	100% of salary	18 July 2024	£6.60	62,424	412	31 March 2027
	SAYE	N/A	26 July 2024	£6.90	672	5	N/A
Keith Winstanley	LTIP	100% of salary	18 July 2024	£6.60	42,136	278	31 March 2027
	SAYE	N/A	26 July 2024	£6.90	672	5	N/A

The share price at the date of grant has been used to calculate the face value of the awards granted. Targets for LTIP awards were disclosed in last year's report, with performance in line with threshold resulting in 0% vesting, rising on a straight-line to 100% vesting for stretch performance.

Payments to past directors and for loss of office (audited)

Neil Stothard retired as Chief Executive on 1 September 2023, and stood down from the Board on 30 September 2023.

Over the period 1 April to 30 June 2024, Neil continued to receive base salary, pension and other contractual benefits, totalling £83,735 after tax. Neil was treated as a "Good Leaver" for the purposes of his outstanding 2022 LTIP award. As noted on page 62, the performance conditions applying to the 2022 LTIP were not met and accordingly the entire award will lapse.

No other payments were made to past Directors or for loss of office in the year ended 31 March 2025.

Outstanding share awards (audited)

The table below sets out details of unvested share awards held by Executive Directors. Details of vested awards are shown in the statement of Directors' shareholdings and share interests as below.

Executive	Scheme	Grant date	Ex. Price £	# shares at 1 Apr 2024	Granted during the year	Vested during the year	Lapsed during the year	# shares at 1 Apr 2025	Exercise period	End of perf. period
Jeremy Pilkington	Total LTIP	Various	Nil	194,596	71,312	–	51,800	214,108	Jul 2025 to Jul 2034	31 Mar 2025 to 31 Mar 2027
Anna Bielby	Total LTIP	Various	Nil	54,978	62,424	–	–	117,402	Jul 2026 to Jul 2034	31 Mar 2026 to 31 Mar 2027
	SAYE	2023	4.78	753	–	–	–	753	Oct 2026 to Mar 2027	N/A
	SAYE	2024	5.52	–	672	–	–	672	Oct 2027 to Mar 2028	N/A
Keith Winstanley	Total LTIP	18 Jul 2024	Nil	–	42,136	–	–	42,136	Jul 2027 to Jul 2034	31 Mar 2027
	SAYE	2024	5.52	–	672	–	–	672	Oct 2027 to Mar 2028	N/A

Statement of Directors' shareholdings and share interests (audited)

Executive	Shareholding as % of salary /fee at 31 Mar 2025	Shares beneficially owned at 31 Mar 2025	Shares beneficially owned at 31 Mar 2024	Options vested but not yet exercised 31 Mar 2025	Options vested but not yet exercised 31 Mar 2024	Unvested LTIP awards[1]	Outstanding SAYE awards
Jeremy Pilkington	*	329,220	29,220	–	257,281	214,108	–
Anna Bielby	0 %	–	–	–	–	117,402	1,425
Keith Winstanley	6 %	2,981	–	–	–	42,136	672
Stuart Watson	16 %	1,505	1,505	N/A	N/A	N/A	N/A

None of Phil White, Mark Bottomley or Richard Smith held any shares at any point in the year.

The share price used to calculate the value of shares beneficially owned for the purposes of establishing shareholding as a percentage of salary is the share price as at 31 March 2025: £5.35.

*During the year, Jeremy Pilkington was interested in shares owned by Ackers P Investment Company Limited. This company is ultimately controlled by a number of trusts of which, for the purposes of Sections 252 to 255 of the Companies Act 2006, Jeremy Pilkington is deemed to be a connected person. As at 31 March 2025, Ackers P Investment Company Limited owned 20,181,411 shares (2024: 20,181,411 shares).

The LTIP awards outstanding in respect of Jeremy Pilkington are notional shares, which would be settled by a cash payment.

The Executive Directors are each in compliance with the Company's requirements to hold shares equivalent to at least 100% of salary, to be built up within five years of appointment. Both Anna Bielby and Keith Winstanley have five years to meet this requirement having been appointed on 1 January 2023 and 1 January 2024 respectively.

There were no changes in the interests of the Directors between 31 March 2025 and 10 June 2025.

1 Unvested LTIP awards are subject to performance conditions.

Implementation of the Remuneration Policy for the year ending 31 March 2025 (unaudited)

A summary of how the Directors' Remuneration Policy will be applied during the year ended 31 March 2026 is set out below.

Base salary and fees

As noted on page 60, the Committee resolved to increase Anna Bielby's salary to £450,000, Keith Winstanley's salary to £300,000 and to increase the Non-Executive Directors' base fee to £60,000 with effect from 1 April 2025. No increases are proposed for the Executive Chair.

Director	1 April 2025	1 April 2024 (or date of appointment)	% increase
Jeremy Pilkington	£471,000	£471,000	–
Anna Bielby	£450,000	£412,000	9.2%
Keith Winstanley	£300,000	£278,100	7.9%
Phil White	£60,000	£50,000	20.0%
Mark Bottomley	£60,000	£50,000	20.0%
Stuart Watson	£60,000	£50,000	20.0%
Richard Smith	£60,000	£50,000	20.0%

A salary increase averaging 2% across the Group was proposed at the annual 2025 pay review, effective from 1 April 2025.

Annual report on remuneration continued

Pension arrangements

Jeremy Pilkington, Anna Bielby and Keith Winstanley will continue to receive 10% of base salary in lieu of pension contributions.

Annual bonus

The maximum bonus potential will remain at 150% of base salary. Bonuses will be based on challenging growth targets for adjusted profit, and supplemented with a small element based on achievement of personal/strategic objectives for Anna Bielby and Keith Winstanley. Maximum payout targets will be set at a level that appropriately reflects the maximum opportunity available.

The Committee is of the opinion that the performance targets for the annual bonus are commercially sensitive and that it would be detrimental to the interests of the Group to disclose them before the start of the financial year. The targets and objectives will be disclosed after the end of the relevant financial year in that year's remuneration report.

Long-term incentives

The maximum LTIP award in 2025 will remain at 100% of salary for all Executive Directors. Consistent with past awards, the extent to which any LTIP awards granted in 2025 will vest will be dependent upon the achievement of a challenging target growth in the Group's adjusted earnings per share, underpinned by Group ROACE.

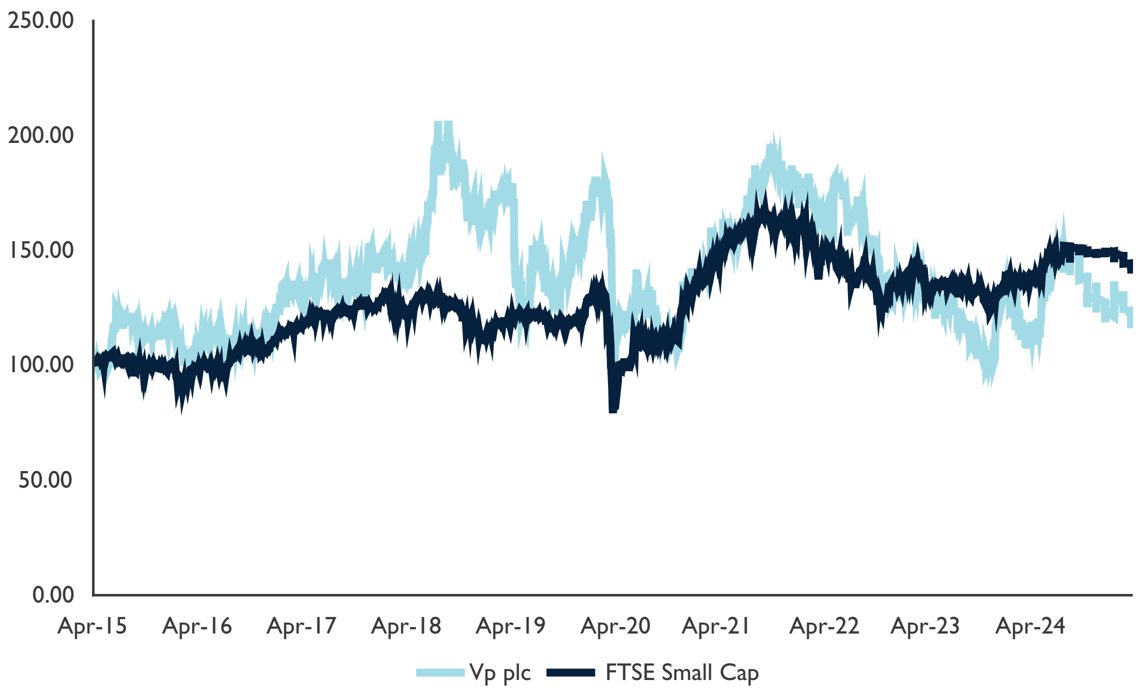
The targets for the LTIP awards granted in 2025 are as follows:

Measure	Weighting	Threshold (0%)	Maximum (100%)
Earnings per share	100%	76.51 pence	90.25 pence
ROACE	underpin	12.0%	12.0%

Clawback and malus provisions in the event of significant misstatement of the results will apply to both the annual bonus and the long-term incentive as noted on page 63.

Performance graph and table (unaudited)

The following graph charts the total shareholder return of the Group and the FTSE Small Cap Index over the ten-year period from 1 April 2015 to 31 March 2025.



The FTSE Small Cap index excluding investment trusts is regarded as an appropriate benchmark for the Group's shareholders, being an index which the Group has been a constituent of during the period shown. Total shareholder return is defined as the total return a shareholder would receive over the period inclusive of both share price growth and dividends.

The total remuneration and incentive payouts for the Executive Chair, Jeremy Pilkington, across the same period were as follows:

	2016	2017	2018	2019	2020	2021	2022	2023	2024	**2025**
Single figure (£000)	1,613	1,580	1,498	1,770	919	915	1,098	782	542	**532**
Annual bonus (% of maximum)	27	72	57	94	–	75	54	30	–	–
LTIP vesting (% of maximum)	100	100	100	100	71	–	24	7	–	–

Executive Chair pay ratio (unaudited)

The table below provides the ratio between the Executive Chair single figure of total remuneration and total remuneration for UK employees identified at the lower quartile, median and upper quartile. Consistent with previous years, and reflecting that the data is already readily available, we have selected the comparative employees using hourly rate data as at 5 April 2024 collected for our reporting under the gender pay gap legislation (Option B). The day by reference to which the date for the three percentiles was determined was 31 March 2025.

			Pay ratio			Remuneration		
	Year	Method	25th percentile	Median	75th percentile	25th percentile	Median	75th percentile
Total remuneration	**2025**	B	19	15	13	£25,117	£31,340	**£37,711**
Salary	**2025**	B	19	16	14	£24,994	£29,177	**£34,139**
Total remuneration	2024	B	22	18	12	£24,265	£29,331	£46,010
Salary	2024	B	20	17	11	£23,507	£28,293	£42,417
Total remuneration	2023	B	34	28	20	£23,502	£27,863	£39,743
Salary	2023	B	21	18	13	£22,955	£27,000	£35,598
Total remuneration	2022	B	49	41	29	£22,527	£26,880	£38,200
Salary	2022	B	21	18	14	£22,160	£26,000	£34,334
Total remuneration	2021	B	44	38	27	£20,554	£24,238	£33,366
Salary	2021	B	23	20	15	£20,466	£23,968	£30,905
Total remuneration	2020	B	44	37	27	£20,650	£24,624	£33,731
Salary	2020	B	23	20	15	£20,131	£23,915	£30,600

The Committee has considered the pay data for the three individuals identified and believes that it fairly reflects pay at the relevant quartiles among our UK workforce. The median total remuneration ratio has fallen further this year (from 18:1 to 15:1) reflecting that there was no payout recorded under either the annual bonus or long-term incentive. The Committee has considered the findings of the pay ratio analysis and believes that it is reasonable in the context of the Group's sector and taking into account the composition of the Group's UK workforce.

Annual report on remuneration continued

Percentage change in all Directors' remuneration (unaudited)

The table below shows the percentage change in the Directors' salary, benefits and annual bonus between the financial year ended 31 March 2024 and 31 March 2025 compared to the percentage change for UK employees of the Group for each of these elements of pay.

		Salary	Taxable benefits	Annual bonus[1]
Jeremy Pilkington	**2025**	**–**	**N/M**	**–**
	2024	–	–	(45%)
	2023	–	(100%)	9%
	2022	5%	1,600%	100%
	2021	(5%)	(33%)	(100%)
Anna Bielby	**2025**	**3%**	**–**	**–**
	2024	32%	–	N/M
	2023	N/A	N/A	N/A
Keith Winstanley	**2025**	**3%**	**6%**	**–**
	2024	N/A	N/A	N/A
Phil White	**2025**	**–**	**–**	**N/A**
	2024	8%	–	N/A
	2023	3%	–	N/A
	2022	5%	–	N/A
	2021	(4%)	–	N/A
Mark Bottomley	**2025**	**–**	**–**	**N/A**
	2024	–	–	N/A
	2023	N/A	N/A	N/A
Stuart Watson	**2025**	**–**	**–**	**N/A**
	2024	–	–	N/A
	2023	N/A	N/A	N/A
Richard Smith	**2025**	**N/A**	**N/A**	**N/A**
UK Employees	**2025**	**4%**	**(14)%**	**(12)%**
	2024	(5%)	(18%)	(19%)
	2023	5%	10%	43%
	2022	12%	5%	169%
	2021	1%	(7%)	(67%)

N/A – not applicable, either because the Director is not eligible for the element of pay or there is no prior year comparative figure.
N/M – not meaningful, e.g. a change from a prior year comparative figure of zero.

The percentage change for UK employees is based upon a consistent set of employees and is calculated using P60 and P11D data. The employee data set includes employees from all employing entities, including Vp plc, in order to reflect fairly the position across the Group.

1 To be comparable to the data for the UK employees the annual bonus for the Directors disclosed above is the bonus paid in the relevant tax year.

Relative importance of spend on pay (unaudited)

The following table shows the Group's actual spend on pay (for all employees) relative to dividends.

		2024	**2025**	% change
Staff costs	£m	126.5	**135.6**	**7%**
Dividends	£m	15.0	**15.4**	**3%**

Dividend figures relate to amounts paid in respect of the relevant financial year.

Remuneration Committee (unaudited)

The Group's approach to Executive Directors' remuneration is determined by the Board on the advice of the Remuneration Committee.

The primary role of the Committee is to:

- Review, recommend and monitor the level and structure of remuneration for Executive Directors;
- Approve the remuneration packages for Executive Directors; and
- Determine the balance between base pay and performance-related elements of the package so as to align Directors' interests to those of shareholders.

The Committee's terms of reference are set out on the Company's website.

The members of the Remuneration Committee, all independent Non-Executive Directors, during the year under review were as follows:

- Mark Bottomley (Committee Chair)
- Phil White
- Stuart Watson

Biographical information on Committee members and details of attendance at the Committee meetings during the year are set out on pages 48 and 49.

External advisors

During FY 2024/25, the Committee received advice on remuneration matters from Ellason LLP (Ellason), who were recommended by the Committee members' external networks. Ellason are signatories of the Code of Conduct for Remuneration Consultants, details of which can be found at www.remunerationconsultantsgroup.com, and the Committee is therefore satisfied that the advice it receives from Ellason is independent and objective. The Committee is also satisfied that there is no connection between the advisers and the Company or individual Directors. The fees paid by the Company to Ellason during the financial year were £6,480 (on the basis of time and materials) which related to Non-Executive Director fee benchmarking and Remuneration reporting drafting support. Ellason provided no other material services to the Company or to the Group,

Annual General Meeting voting outcomes (unaudited)

The following table details votes for and against the 2023 Directors' Remuneration Policy and the Directors' remuneration report for FY 2023/24, along with the number of votes withheld. The Committee will continue to consider the views of shareholders when determining and reporting on remuneration arrangements.

	Directors' remuneration policy 2023	Directors' remuneration report 2023/24
Votes for	30,858,360 (91.38%)	32,537,682 (99.93%)
Votes against	2,910,178 (8.62%)	21,765 (0.07%)
Votes withheld	900	3,877

The Company's Remuneration Policy was approved by shareholders at the Annual General Meeting held on 20 July 2023 and applies for up to three years. The Remuneration Committee's Annual Report for FY 2023/24 was approved at the Company's Annual General Meeting held on 25 July 2024.

Directors' report

The Directors of Vp plc present their annual report and the audited financial statements of the Group and Parent Company for the year ended 31 March 2025.

Principal activities
The principal activity of the Group is equipment rental and associated services.

Strategic report
Pursuant to sections S414c(11) Companies Act 2006, elements of required reporting including future developments, engagement with others, and environmental matters are included within the Strategic report, which can be found on pages 1 to 45.

Results and dividend
Group profit after tax for the year was £14.4 million (2024: loss £5.3 million). The Directors recommend a final dividend of 39.5 pence per share. Subject to approval, the final dividend will be paid on 6 August 2025 to all shareholders on the register as at 20 June 2025.

Directors
Details of the Directors of the Company who were in office during the year and up to the date of signing the financial statements are given on page 48. Details of Directors' interests in shares are provided in the directors' remuneration report on page 68. During the financial year, and up to the date of approval of these financial statements, the Group has maintained an appropriate level of Directors' and Officers' insurance whereby Directors were indemnified against liabilities to third parties. This is a qualifying third party indemnity provision.

Share capital
Details of the Company's share capital structure are shown in note 20 to the accounts. All shares have the same voting rights. There are no restrictions on the transfer of shares in the Company or restrictions on voting rights.

Substantial shareholders
As at 27 May 2025, the following had notified the Company of an interest of 3% or more in the Company's issued ordinary share capital.

	Number of ordinary shares	Percentage of issued ordinary shares %
Ackers P Investment Company Limited	**20,181,411**	**50.26**
Aberforth Partners	**1,428,965**	**3.56**
Fidelity Worldwide Investment (FIL)	**1,387,816**	**3.46**
Ruffer investment Mgt	**1,387,398**	**3.46**
Jupiter Investment Mgt Holdings	**1,363,566**	**3.40**
Chelverton Asset Mgt	**1,204,075**	**3.00**

Jeremy Pilkington is a Director of Ackers P Investment Company Limited, which is the holding company of Vp plc.

Financial risk management
Consideration of the financial risk management of the Group has been included in the Strategic report on page 43.

Engagement with stakeholders
We set out on page 18 of the Strategic report how the Group meets the needs and expectations of its stakeholders.

Disclosure of information under Listing Rule 6.2.3.
The Directors confirm that the Company has entered into a relationship agreement with Ackers P Investment Company Limited (a controlling shareholder) and has complied with the independence provisions of the agreement.

Disclosure of information under Listing Rule 6.6.1
Pursuant to Listing Rule 6.6.1 the Company is required to disclose that an arrangement is in place whereby the trustee of the Company employee benefit trust has agreed to waive present and future dividend rights in respect of certain shares that it holds, as the Trust only holds the shares to facilitate future share awards.

Employee engagement
The Directors are committed to maintaining effective communication with its workforce on matters which affect their continued employment, job roles, and future prospects as well as being transparent about the Group's financial and business performance, strategy, market challenges, and key projects, both operational and transformational.

This communication is multi layered in the form of: communications from the Chief Executive and wider Executive Committee, delivered either in person, by video conference or by emails and/or via the website.

The Group is committed to ensuring opportunities for employment are available to all those in our communities. With particular reference to those employers with disabilities, we have signed a commitment to a government initiative called Disability Confident, whose aim it is to encourage employees to recruit and retain disabled people, and those with other health conditions. It is the policy of the Group to employ and train disabled people whenever their skills and qualifications allow and suitable vacancies are available. If existing employees become disabled, every effort is made to find them appropriate work and training is provided if necessary.

This year we have continued our partnership with Business in the Community (BITC) which has supported us in the development of our social strategy and colleague volunteering. Our Group HR Director joined the Board of BITC for the North East and is actively engaged in their initiatives. Richard Smith was appointed to the Board and he takes up his role with specific focus on colleague engagement. Richard will be ensuring the thoughts and opinions of our employees are shared with the wider Board and supporting the delivery of objectives aligned to our people strategy.

Further details regarding employees are provided in the strategic report from page 22.

Political and charitable contributions

The Group made no political contributions during the year. Donations to charities amounted to £106,715 (2024: £109,520). The donations made in the year principally relate to environmental initiatives and sponsorship of employee driven fund raising activities on behalf of local and national charities.

Supplier payment policy

It is the Company's policy to make payment to suppliers on agreed terms. The Company seeks to abide by these payment terms whenever it is satisfied that the supplier has provided the goods or services in accordance with the agreed terms and conditions.

Taxation principles

We operate in accordance with our Tax Strategy, which can be found at: www.vpplc.com/investors.

During the year the Group paid £4.6 million (2024: £9.2 million) in corporate taxes. We are a responsible corporate tax payer and conduct our affairs to ensure compliance with all laws and relevant regulations in the countries in which we operate.

Contracts

There are no disclosures required under S417 of the Companies Act in relation to contractual or other arrangements with customers or suppliers.

Purchase of own shares

A resolution is to be proposed to the Company's shareholders at the AGM to authorise the Company to purchase its own shares up to a maximum of 10% of the Company's issued share capital either to be cancelled or retained as treasury shares. This resolution will be proposed as a special resolution in line with previous years. The maximum and minimum prices that may be paid for an ordinary share in exercise of such powers are set out in paragraphs (b) and (c) of Resolution 12 of the Notice of Meeting. The Directors undertake to shareholders that they will only exercise this power after careful consideration, taking into account the financial resources of the Company, future funding opportunities and the price of the Company's shares. The Directors will not exercise the ability to purchase the Company's own shares unless to do so would result in an increase in earnings per share and would be in the best interest of shareholders generally.

During the year ended 31 March 2025, the Company did not acquire any shares under the authority of the resolution passed at the Annual General Meeting.

Going concern

The Group ended the financial year in a solid financial position. The Group continues to generate strong cash flows. Net debt, excluding lease liabilities increased by £13.3 million from £125.2 million at 31 March 2024 to £138.5 million at 31 March 2025. This was after the acquisition of CPH. EBITDA before exceptional items[1] and IFRS 16 impact totalled £90.6 million, which was less than1% lower than prior year of £91.2 million. The operational review on page 10 sets out how the Group has performed in each of the end markets in which it operates.

The Group finances its operations through a combination of shareholders' funds, bank borrowings and leases.

The capital structure is monitored using the gearing ratio of adjusted Net Debt/EBITDA. The Group allocates its capital using a disciplined capital allocation policy that prioritises organic growth and ordinary dividends.

In October 2024, the Group's revolving credit facility (RCF) was extended for a further year to November 2027. The £90.0 million RCF continues to include a £30.0 million uncommitted accordion facility. In addition, NatWest replaced Bank of Ireland within our banking club. The Group is pleased to welcome NatWest to the club and thanks Bank of Ireland for its support. The first date of any debt maturity in the Group is now January 2027 when a tranche of private placement matures. Financial covenants associated with the revolving credit facility remain unchanged.

As at 31 March 2025, the Group had £183.0 million of debt capacity (2024: £183.0 million) comprising committed revolving credit facilities of £90.0 million and £93.0 million private placements, which are subject to covenant testing. At 31 March 2025, £153.1 million of the combined facilities were drawn down (2024: £132.0 million). In addition to the committed facilities, the Group net overdraft facility at the year-end was £7.5 million (2024: £7.5 million). The Board has evaluated the facilities and covenants on the basis of the budget for 2025/26 and 2026/27. All of which has been prepared taking into account the current economic climate, together with appropriate sensitivity analysis. Stress scenarios have also been considered by the Board. Under these scenarios material revenue reductions have been applied for the financial year ended 31 March 2026 against the Group's original budget and extended to 30 September 2026. All scenarios retain adequate headroom against borrowing facilities and fall within the existing covenants.

Our most severe downside modelling, which reflects a 15% reduction in revenue levels demonstrates headroom over borrowing facilities and existing covenant levels throughout the forecast period to the end of September 2026.

On the basis of this testing, the Directors have a reasonable expectation that the Group and Parent Company has adequate resources to continue in operation for the foreseeable future. For this reason, the going concern basis has been adopted in preparation of the consolidated financial statements. This is covered further in note 1 Basis of Preparation on page 91.

Corporate governance

The corporate governance statement on pages 50 to 53 forms part of the Directors' report.

1 These measures are explained and reconciled in the Alternative Performance measures section on page 140

Directors' report continued

Statement of Directors' responsibilities in respect of the financial statements

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

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

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

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

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

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' remuneration report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

The Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the governance section of the Annual Report confirm that, to the best of their knowledge:

- the Group and Company financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities and financial position of the Group and Company, and of the profit of the Group
- the operational review and financial review includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' report is approved:

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

Independent Auditors

In accordance with section 489 of the Companies Act 2006, a resolution for the re-appointment of PricewaterhouseCoopers LLP as Auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board.

Jeremy Pilkington
Chair

10 June 2025

Independent Auditors' report to the members of Vp plc

Report on the audit of the financial statements

Opinion

In our opinion:

- Vp plc's group financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 31 March 2025 and of the group's profit and the group's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Accounts (the "Annual Report"), which comprise: the Consolidated and Parent Company Balance Sheets as at 31 March 2025; the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit Committee.

Basis for opinion

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

Independence

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

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in Note 3 of the financial statements, we have provided no non-audit services to the company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- The group is organised into 12 reporting units. The group financial statements are a consolidation of these reporting units.
- Of the 12 reporting units, we identified 3 which, in our view, required an audit of their complete financial information, either due to their size or risk characteristics.
- Audit procedures were also performed over certain financial statement line items ('FSLIs') within 4 further reporting units.
- On the remaining 5 reporting units, we performed targeted risk assessment procedures to identify any potential risks of material misstatement to the group financial statements.
- Reporting units over which we performed full scope audit procedures accounted for 74% of the group's reported revenues and 67% of the group's profit before tax, amortisation, impairment of intangible assets and exceptional items. These coverages are based on absolute values.

Key audit matters

- Existence of rental assets (group and parent).
- Short term cash flows used in determining the valuation of non-current assets in relation to the Brandon Hire Station Cash Generating Unit ('CGU') (group).
- Accounting for the acquisition of Charleville Hire and Platform Ltd (group).

Materiality

- Overall group materiality: £1,835,000 (2024: £1,993,000) based on 5% of profit before tax, amortisation and impairment of goodwill, trade names and customer relationships and exceptional items.
- Overall company materiality: £3,120,000 (2024: £3,274,000) based on 1% of total assets.
- Performance materiality: £1,376,250 (2024: £1,494,000) (group) and £2,340,000 (2024: £2,455,000) (company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

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

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

Independent Auditors' report to the members of Vp plc continued

Accounting for the acquisition of Charleville Hire and Platform Ltd is a new key audit matter this year. Otherwise, the key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
Existence of rental assets (group and parent) Refer to page 57 (Significant accounting issues), page 91 (Material accounting policies) and Notes 9 and 4 in the group and company financial statements, respectively. We focused on this area as the group and parent company hold a significant quantum and carrying amount of rental assets in the normal course of business. At 31 March 2025 the net book value of rental equipment across the group was £241m (2024: £226.0m) and for the parent company was £87.2m (2024: £103.3m). The magnitude of the aggregate carrying value of rental assets, their diverse geographic spread and the frequency of movement (through purchases, hires and sales), results in complexity in maintaining an accurate register of rental assets. We considered the significant risk to be over the existence of both the fleeted (typically higher value and itemised assets with a unique serial identifier) and non-fleeted (typically lower value homogenous assets that do not hold a unique identifier) assets, given that both classes of assets are many multiples of materiality and both represent significant portions of the overall rental asset net book value.	Our audit work in respect of the existence of rental assets included: • gained an understanding of, and evaluated, management's controls over the existence of rental assets, including performing walkthroughs to evaluate the design and operating effectiveness of these controls; • attended a sample of locations across the group at or near the year end and independently tested a sample of rental assets to verify existence; • where required, performed roll-forward procedures to trace movements of rental assets that were not counted at the year-end date in order to confirm their existence at 31 March 2025; • tested a sample of additions in the year to supporting documentation; and • agreed the existence of a sample of assets on hire at the year end to rental invoices (with a period of hire that included 31 March 2025). We found, based on the results of our testing, that the amounts recorded, and disclosures made in the financial statements, were consistent with the supporting evidence obtained.
Short term cash flows used in determining the valuation of non-current assets in relation to the Brandon Hire Station ('BRHS') Cash Generating Unit ('CGU') (group) Refer to page 57 (Significant accounting issues), page 92 (Material accounting policies), page 96 (key accounting estimates) and Notes 4 and 10 in the financial statements. If management identify any impairment triggers over any CGU within the Group they are required to perform an impairment assessment over that CGU, in line with IAS 36. The impairment assessment uses a value in use ('VIU') model based on discounted future cash flows or a calculation of fair value less costs to sell ('FVLCTS'). The recoverable amount of the CGU is the higher of the two valuations. After assessing the results of the BRHS CGU for the year ended 31 March 2025 and the group's outlook for the division, management concluded, and we agreed, that an impairment indicator was present. Whilst all goodwill attached to the BRHS CGU has been impaired in previous periods, we considered the risk of impairment of the remaining non-current assets attached to the CGU to be a significant risk, specifically in relation to short term cash flow projections given the estimation uncertainty in determining the timing and pace of growth.	We obtained management's impairment model for the BRHS CGU. Procedures performed included: • evaluated the historical accuracy of the budgeting process to assess management's ability to forecast accurately; • compared cash flows in the forecast period to: recent actual performance; and external market commentary on expected growth in the UK construction sector to assess the achievability of those forecasts; • traced the forecast financial information within the model to the latest Board approved budgets; • assessed management's fair value less costs to sell ('FVLCTS') valuation cross-check, which they prepared in accordance with IAS 36, so as to conclude on the appropriate recoverable amount; • performed sensitivity analysis over the short term operating cash flows to understand the impact on the impairment charge of reasonable changes in growth assumptions; and • assessed the disclosures in the financial statements relating to impairment for compliance with the IFRS accounting framework. We found, based on the results of our testing, that the impairment recognised in relation to non-current assets within the BRHS CGU to be appropriate.

Key audit matter	How our audit addressed the key audit matter
Accounting for the acquisition of Charleville Hire and Platform Ltd (group) Refer to page 57 (Significant accounting issues), page 92 (Material accounting policies), page 97 (key accounting judgements) and Note 26 in the financial statements. During the year the Group acquired 90% of the issued share capital of Charleville Hire and Platform Ltd ('CPH') for an initial cash consideration of €12.1m (£10.2m), with put options entered into to acquire the remaining 10% within a 3-year period to October 2027. Subject to business performance against EBITDA targets, a further maximum deferred earn out payment of €21.7m may be payable across the second and third anniversaries of the acquisition. Whilst the magnitude of the acquisition was reasonably modest in the context of the existing group and materiality, we focused on the accounting given the structure of the deal and the assumptions required to estimate the fair value of assets acquired, particularly intangible assets.	We obtained management's paper and workings supporting the acquisition accounting, specifically details of the deal structure (including post acquisition employment conditions) and the book value of assets and liabilities acquired and adjustments to arrive at fair value in accordance with IFRS 3. Audit procedures included: • tested the cash consideration paid to bank; • considered the accounting treatment of the further payments due contingent on post-acquisition performance, specifically to determine whether they should be accounted for as post-acquisition remuneration or consideration; • understood and assessed the impact of the put and call options in determining whether a non-controlling interest should be recognised; • assessed, in conjunction with our valuations experts, the assumptions used in deriving the fair value of acquired intangible assets, notably customer relationships; and • recalculated the mathematical accuracy of the models and workings that supported the acquisition accounting. We found, based on the results of our testing, the accounting for the acquisition of CPH to be appropriate and in accordance with the accounting framework

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

The group's accounting process is structured around a group finance function at its head office in Harrogate which is responsible for the group's reporting units. The group is organised into 12 reporting units and the group financial statements are a consolidation of these reporting units. Of the 12 reporting units, we identified three which, in our view, required an audit of their complete financial information. The reporting units over which we performed full scope audit procedures accounted for 74% of the group's revenues and 67% of the group's profit before tax, amortisation, impairment of intangible assets and exceptional items (calculated on an absolute value basis).

All of the audit procedures have been performed by the group engagement team. In addition, the group audit team performed targeted risk assessment procedures over a number of smaller reporting units. This included an analysis of year on year movements, at a level of disaggregation to enable a focus on higher risk balances and unusual movements. In aggregate the procedures we performed gave us the evidence we needed for our opinion on the financial statements as a whole.

The parent company consists of two reporting units, both of which required an audit of their complete financial information as part of the audit of the group. The scope of our work therefore covered 100% of the parent company's financial statements.

The impact of climate risk on our audit

As part of our audit, we made enquiries of management to understand the extent of the potential impact of climate risk on the group's and parent company's financial statements and the timescale and impact of any 'net zero' commitments. Management have made a commitment to reach net zero greenhouse gas ('GHG') emissions across the group's value chain by 2050.

We remained alert when performing our audit procedures for any indicators of the impact of climate risk. In particular, we considered the nature and useful economic lives of the group's and parent company's rental equipment and the potential impact on the group of maintaining/ replacing these assets in line with climate targets.

Our procedures did not identify any material impacts as a result of climate risk on the group's and parent company's financial statements.

Independent Auditors' report to the members of Vp plc continued

Materiality

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

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

	Financial statements - group	Financial statements - company
Overall materiality	£1,835,000 (2024: £1,993,000).	£3,120,000 (2024: £3,274,000).
How we determined it	5% of profit before tax amortisation and impairment of goodwill, trade names and customer relationships and exceptional items	1% of total assets
Rationale for benchmark applied	We have chosen this as our benchmark as it is a key performance measure disclosed to users of the financial statements. This figure takes prominence in the Annual Report, as well as the communications to both the shareholders and the market. The benchmark is consistent with the prior year.	We have used an asset based measure for the parent company, which is a generally accepted auditing benchmark. Where applicable, we have performed our testing to a lower, group allocated, materiality for individual balances that contribute to the consolidated group results.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between £303,000 and £1,652,000. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to £1,376,250 (2024: £1,494,000) for the group financial statements and £2,340,000 (2024: £2,455,000) for the company financial statements.

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

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £91,750 (group audit) (2024: £100,000) and £156,000 (company audit) (2024: £163,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

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

- Obtaining management's latest forecasts, including forecast covenant compliance, that support the Board's assessment and conclusions with respect to the going concern basis of preparation of the financial statements;
- Checking the mathematical accuracy of management's forecasts;
- Considering the out-turn of previous forecasts to assess management's forecasting accuracy;
- Corroborating management's base case forecast to appropriate supporting documentation including board approved budgets and divisional budgets;
- Evaluating management's base case forecasts and downside scenarios, challenging the underlying data and adequacy and appropriateness of the assumptions used in making their assessment. We also evaluated the directors' plans for future actions in relation to their going concern assessment, should these be required; and
- Review of the disclosures made in respect of going concern included in the financial statements.

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

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

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

In relation to the directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

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

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 March 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Directors' Remuneration

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

Corporate governance statement

The Listing Rules require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the group's and company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the group's and company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the group and company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the group and company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the group's and company's position, performance, business model and strategy;

Independent Auditors' report to the members of Vp plc continued

- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

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

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to the UK Listing Rules and health and safety legislation, and we considered the extent to which non-compliance might have a material e ect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as UK tax legislation and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to management bias in key accounting estimates and posting of inappropriate journal entries to improve the group's result for the period. Audit procedures performed by the engagement team included:

- discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- evaluation of management's controls designed to prevent and detect fraudulent financial reporting;
- testing accounting estimates that we deemed to present a risk of material misstatement, including assessing the data, methods and assumptions applied by management in the development of each estimate;
- identifying and testing journal entries using a risk-based targeting approach for unexpected account combinations; and
- reviewing financial statement disclosures and testing to supporting documentation, where appropriate, to assess compliance with applicable laws and regulations.

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

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

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Appointment

Following the recommendation of the Audit Committee, we were appointed by the members on 15 October 2014 to audit the financial statements for the year ended 31 March 2015 and subsequent financial periods. The period of total uninterrupted engagement is 11 years, covering the years ended 31 March 2015 to 31 March 2025.

Other matter

The company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R - 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Tom Yeates (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Leeds

10 June 2025