



Logistics Development Group plc

Annual Report and Accounts for the year ended 31 December 2025

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Letter from Chairman

Dear Shareholders

I present the annual report and audited financial statements for Logistics Development Group plc ("LDG") for the year ended 31 December 2025. For the financial year, the Company reported an underlying EBIT¹ profit of £14.6m (2024: profit of £18.4m) and a profit before tax of £15.0m (2024: profit before tax of £19.8m).

With all that is going on in the world, there is little point in going into my thoughts for the future, so I will restrict this brief report to the events over the last year which you can see from pages 7 to 8 in the report.

Our Investment Manager, DBAY, have given an update as to the performance of our holdings and this can be found on pages 3 to 6.

I confirm that we continue to have an agreed formula for distributing cash to Shareholders on any future realisations and will continue to publish quarterly unaudited estimated net asset values. As at 31 December 2025 LDG's unaudited estimated net asset value per share was 26.7 pence.

I should also like to thank my fellow Directors for the time they have dedicated over the last year and should also like to thank David Facey, who has notified the Board that he will not be standing for re-election at this year's AGM, and wish him all the best for the future. The Board does not currently expect to seek a replacement director.

Adrian Collins

Chairman

¹ Underlying EBIT is an alternative performance measure (see Note 3) and is defined as profit/loss before interest and tax and adding back exceptional items

Investment Manager's Report

Against the backdrop of substantial macro volatility, Logistics Development Group's ("LDG" or "the Company") portfolio has demonstrated solid growth and strong profitability in 2025. The Company has invested in stable, "infrastructure-like" sectors (e.g. bakeries and consumer health) where AI-innovation is a clear cost reduction tailwind but is highly unlikely to disrupt their business models. With LDG now being fully invested, the focus has turned to driving value creation through improving go-to-market capabilities, right sizing overheads and strengthening management teams across the portfolio. Inorganic growth is also a key value-creation lever, with WS Holdco Limited ("WS Holdco") delivering well against an ambitious plan to scale through complementary bolt-on acquisitions. Overall, LDG's performance demonstrates the merits of a disciplined investment approach focused on cash generation, a degree of asset-backing and entering at attractive valuations.

At the reporting date, the fair value ascribed to the investments was £107.8m (2024: £87.2m) which reflects the current NAV of the underlying investments at the reporting date. Taking the portfolio as a whole, LDG's capital weighted entry multiple is 6.0x EV/EBITDA. As at 31 December 2025 LDG's portfolio is marked at 7.5x EV/EBITDA. We believe this benchmarks favourably against valuations of relevant comparable companies for the underlying assets, which typically transact in the 10-15x EV/EBITDA range.

Valuations for LDG portfolio companies are guided by the internal valuation process of our Investment Manager, which in turn is based on best practices set out by the International Private Equity and Venture Capital ("IPEV") Valuation Guidelines. The Investment Manager takes what it believes to be a conservative judgement by combining valuation and financial data points from a relevant set of comparable public companies and recent transactions. For up to twelve months following a take-private transaction the Investment Manager's policy is to hold the assets at the take-private price, however adequate consideration must be given to the facts and circumstances at the measurement date, including but not limited to, changes in the market or changes in the performance of the asset. Any value uplift is gradually recognised. Given the less certain macro environment, the Investment Manager has intentionally held portfolio company valuations broadly in line with their position 12 months ago. This is despite strong performance in all four businesses, and the attractive defensiveness of their respective end-markets. As a result, the Investment Manager believes that LDG's current valuations contain a significant buffer, leaving material upside to be captured upon eventual realisation of each investment.

The Company has been implementing its broader investing policy since its approval in January 2022. Fixtaia Limited ("Fixtaia") has been set up as the subsidiary vehicle for investments by the Company. All investments are held in Fixtaia. Details of the investments held at 31 December 2025 are listed below.

Underlying Investment	LDG's economic interest % of the asset	Additions / divestments in the three-month period to 31 December 2025	Total Investment at Cost	Revenue latest financial year	Latest Employees
Finsbury Food Group Ltd (Private)	25.31%	None	£14m	£445m (FY June 2025)	c. 3,500
SQLI SA (Private)	10.73%	None	£13m	€252m (FY December 2025, Unaudited)	c. 2,100
Alliance Pharma plc (Private)	24.54%	None	£39m	£144m (FY December 2025, Unaudited)	c. 290
WS Holdco Limited (private)	42.60%	None	£15m	N/A	N/A
Other Minority Interests	2.71%	None	£2m	N/A	N/A

Investment Manager's Report

continued

Finsbury Food Group Limited (“Finsbury”)

Status: Private (delisted) | **Staff:** ~3,500 | **Operations:** UK & Europe

FY25 Revenue: £445m (audited)

Take Private Date: Nov-23

Fixtaira Investment: £14m for 25.31% indirect equity stake

Overview

For the year ended 30 June 2025 Finsbury generated revenue of £445m from its speciality bakery business, producing and selling high-quality bread and cakes to food retailers and food service clients across the UK and Europe. Its product portfolio consists largely of either essential bakery products (e.g. organic & artisan bread, buns and rolls) or event-related purchases (e.g. brand-licensed celebration cakes for parties, especially for children).

Finsbury's largest retail bakery clients include supermarkets (e.g. Tesco, Co-op, Waitrose, Sainsbury's) and its largest foodservice clients include restaurants and coffee shops (e.g. KFC, Costa Coffee, Bidfood, Brakes). The company has long-standing licensing relationships manufacturing quality bread and cakes for global brands including Disney, Thorntons and Mars. The company was incorporated in 1925, is based in Cardiff and has 3,500 employees.

Performance & Outlook

For FY25 (30 June 2025), Finsbury reported revenue of £445m, delivering solid profitability. In FY25, revenue softened by 2% due to product rationalisation, but underlying profitability showed improvement year-on-year. The business is benefiting from price recovery, deflation in key inputs, and operational efficiency via the “Operating Brilliance” programme.

Management has reaffirmed its FY26 forecast, with revenue expected to increase both organically as well as inorganically, through the acquisition of Lola's Cupcakes in August 2025 — a premium cupcake and celebration cake business — which marked the company's entry into the direct-to-consumer market. Margins are expected to slightly decrease as the business invests in promotional activity before expanding again in FY27 as new capex projects come online. The company continues to pursue strategic M&A opportunities within the bakery and food manufacturing space.

SQLI S.A. (“SQLI”)

Status: Private (delisted) | **Employees:** ~2,100 | **Operations:** France, DACH, Benelux, Morocco

FY25 Revenue: €252m (unaudited)

Take Private Date: Feb-22

Fixtaira Investment: £13m for 10.73% indirect equity stake

Overview

SQLI is a pan-European IT services business, with a leading position in e-commerce integration and digital experience (building and maintaining web shops). Addressing a growing market, SQLI differentiates through their technical capabilities and track record successfully serving blue-chip clients such as Nestlé, Airbus, LVMH, Miele, L'Oréal, Richemont, Rolex and Carlsberg. The business is headquartered in Paris, and employs 2,100 people across 13 countries, including an offshore delivery centre in Morocco.

Performance & Outlook

For FY25, SQLI reported unaudited revenue of €252m, up 2% and achieved margins of 10%, up 0.5 percentage points versus the prior year. In the context of a challenging market, SQLI's ability to grow revenues modestly in FY25 was a rare achievement among French and international peers, many of whom experienced declines. This reflects the strength of SQLI's end-to-end offering in e-commerce, and resilience of the company's blue-chip customer base. SQLI also continued to execute on operational improvements to enhance profitability. As a result, H2 2025 delivered the strongest half-year profitability in the company's history.

SQLI is building on this momentum by rolling out the new target operating model for 2026, which will further leverage AI to drive developer efficiency. The FY26 budget targets 3% revenue growth and a further 140bps margin expansion, supported by continued process optimisation and leadership transition momentum.

Alliance Pharma plc (“Alliance”)

Status: Private (delisted) | **Employees:** ~280 | **Operations:** Global

FY25 Revenue: £144m (unaudited)

Take Private Date: May-25

Fixtata Investment: £39m for 24.54% indirect equity stake

Overview

Alliance is a global business with c.280 staff engaged in the marketing and distribution of consumer healthcare products focused on scar treatment and healthy aging. Alliance owns market-leading products including Kelo-Cote™ (scar treatment) MacuShield™ (eye supplement) and Nizoral™ (medicated anti-dandruff shampoo), amongst a broad portfolio of other brands. Alliance’s business model is asset-light, focused on marketing and distribution. Manufacturing and logistics are fully outsourced, and Alliance does not invest in capital intensive R&D. The Company markets its products in 100+ countries, with core markets being the US, China, UK, France and Germany.

Performance & Outlook

On 10 January 2025, DBAY announced a recommended offer for the entire share capital of Alliance of 62.50p per share representing a 14% increase in value per share compared to LDG’s average purchase price and a 37% premium to the valuation as at 31 December 2024. On 10 March 2025, DBAY announced an increase in its offer to 64.75p per share, representing an 18% increase in value per share compared to LDG’s average purchase price and a 42% premium to the valuation as at 31 December 2024. The offer, conducted as a scheme of arrangement, became effective on 14 May 2025.

Alliance finished the year in line with its management forecasts. FY25 revenue was £144m (unaudited), which includes the impact of a transaction to dispose of a portfolio of Alliance’s small prescription brands to two strategic buyers. The transaction saw Alliance achieve an attractive multiple of revenue and EBITDA for the disposed business by running a competitive auction process. The transaction closed in January 2026, and the Alliance team is now focused on removing stranded costs. Proceeds were used to pay down Alliance debt, de-risking LDG’s investment.

Significant progress was also made in optimising Alliance’s go-to-market model in China, with the signing of a new domestic distributor for Kelo-Cote. This distributor specialises in e-commerce and is already performing ahead of plan. The budget for 2026 was finalised during Q4 2025 and is in line with DBAY’s original investment case.

WS Holdco Limited (“WS Holdco”)

Status: Private | **Employees:** ~1,000 | **Operations:** UK

FY25 revenue: Operations commenced during 2025

Acquisition Date: Nov-25

Fixtata Investment: £15m for a 42.6% stake

Overview

As at 31 December 2025, WS Holdco consists of WS & Son (general transport), WS Digital (road forwarding services), APC (parcel delivery services), WS People Providers (logistics staffing agency) and WS Bis Henderson (logistics recruitment services). The vision is to build an end-to-end, integrated logistics service provider in the UK, covering road transport, forwarding, warehousing, fulfilment and parcel delivery services.

Investment Manager's Report

continued

Performance & Outlook

Since WS Holdco was set-up in July 2025, the business has grown well, mainly via acquisitions, to reach over £300m of run-rate revenue by March 2026 year-end.

During the year, WS Holdco completed the acquisition of the WS companies (WS & Son, WS Digital and WS Bis Henderson) as per the business plan. After year-end, in March 2026, WS Holdco acquired EV Cargo Solutions and Distributions Limited, the UK managed transportation and contract logistics division of EV Cargo. Following an additional £10m investment by LDG and after this transaction, LDG's interest in WS Holdco is 50.7%.

WS & Son continues to target new potential customers and has further progressed several discussions with customers seeking to contract logistics services in 2026. Management expects to see structural growth in the outsourced logistics market, driven the UK net zero targets. Supply chain emissions are largest share of corporate footprint and are challenging to manage internally, driving business to specialised logistics providers with scale and expertise.

WS People Providers was established to provide staffing services to WS Holdco companies, and has already placed over 130 employees, eliminating the need for third-party staffing agencies and saving that margin. Once scaled, WS People Providers is expected to also target third-party customers.

In APC – the parcel delivery business – the cost saving and process improvement strategy has begun implementation and is expected to be completed by September 2026.

Finally, the business continues to actively evaluate several potential acquisitions that add scale and capabilities to WS Holdco, as the business works to reach its target of over £500m of revenue in the medium-term.

Business and Financial Review

for the 12 months to 31 December 2025

Review of the period

On 10 January 2025, DBAY announced a recommended offer for the entire share capital of Alliance of 62.50p per share representing a 14% increase in value per share compared to LDG's average purchase price and a 37% premium to the valuation as at 31 December 2024. On 10 March 2025, DBAY announced an increase in its offer to 64.75p per share, representing an 18% increase in value per share compared to LDG's average purchase price and a 42% premium to the valuation as at 31 December 2024. The offer, conducted as a scheme of arrangement, became effective on 14 May 2025.

On 17 March 2025, LDG announced its portfolio data, pursuant to its announced plan to publish quarterly NAV data. As at 31 December 2024, LDG's unaudited estimated NAV per share was 22.3p. An update on the investments was also provided, along with a distribution update in that LDG intended to launch a tender offer in the coming weeks.

On 28 March 2025, LDG announced a proposed tender offer to return up to £21.0m to shareholders at a tender price of 19.00p per share (the "Tender Offer") through the purchase, by the Company, of up to 110,526,315 Ordinary Shares or approximately 21.08% of the voting share capital. At a general meeting of the Company, held on 22 April 2025, the Tender Offer approved by the shareholders and the Tender Offer closed that day. Valid tenders were received for basic entitlements in respect of 105,721,869 Ordinary Shares, which were satisfied in full. Valid excess tenders were scaled back such that the Tender Offer was implemented in full. The 110,526,315 Ordinary Shares tendered were repurchased by the Company and subsequently cancelled, pursuant to which the Company's issued share capital comprises 413,824,079 Ordinary Shares.

On 18 July 2025, LDG announced an investment of £15m into WS Holdco, a private holding company of a group of companies ("the WS Holdco Group") formed by DBAY to create a national logistics platform in the UK. The WS Holdco Group had, to that date, acquired a 78.3% interest in The Alternative Parcels Company Ltd ("APC"), the UK's largest independent parcel delivery network.

On 6 November 2025, LDG announced the appointment of Singer Capital Markets as its sole Corporate Broker.

On 29 November, LDG announced its quarterly portfolio data. As at 30 September 2025, LDG's unaudited estimated NAV per share was 26.7 p. The NAV was unchanged compared to the prior period being 30 June 2025. An update on the portfolio investments was also provided.

Subsequent events

On 22 January 2026 LDG announced that Finsbury, in which LDG holds an economic 25.3% interest through the Company's wholly owned subsidiary Fixtaia, had completed a refinancing and subsequent return of capital. This resulted in £11.4m being received by Fixtaia, de-risking the Company's original capital investment to £2.8m of exposure (original investment: £14.2m). LDG's equity stake in Finsbury remains unchanged.

The Board of LDG agreed the reallocation of £10m (the "Investment") from the Finsbury return of capital to increase its investment in WS Holdco. Under the leadership of William Stobart, WS Holdco Group is pursuing a buy-and-build strategy aimed at creating a UK-focused national logistics platform. WS Holdco Group has also acquired 100% of William Stobart & Son Limited, which provides general transport and warehousing services; a 70% interest in WS Digital Freight Ltd, an asset-light road forwarding business; and a 60% interest in WS Bis Henderson Limited, which specialises in white-collar recruitment for the logistics industry.

The Investment was on the same terms as LDG's original investment of £15m in WS Holdco as detailed in the Company's announcement on 18 July 2025. As at 30 September 2025, LDG's interest in WS Holdco was 42.6% and increased to 51.3% after the further Investment. LDG's interest may change if additional equity is raised by WS Holdco and there is no certainty that LDG will participate in subsequent fundraises.

Alliance, in which LDG has invested £39.0m and holds an economic 24.5% interest, announced in December 2025 that it had disposed of its prescription products portfolio to two strategic buyers. The transaction closed in early January 2026 with proceeds contributing to a net debt reduction from £275m at the end of December 2025 to a forecast c. £175m at 31 March 2026. Following this transaction, the business is a pure-play consumer healthcare platform with market leading brands in damaged skin (especially scar and scalp care) and healthy aging.

Business and Financial Review

continued

On 27 February 2026, LDG announced its quarterly portfolio data. As at 31 December 2025, LDG's unaudited estimated NAV per share was 26.7p. The NAV remains unchanged compared to the prior period being 30 September 2025. The valuations of the portfolio companies mirror the valuations at which the assets are held in the DBAY private funds. Funds managed by DBAY are the lead investor in all LDG portfolio companies, and DBAY's management believes all portfolio companies are held at a conservative valuation. An update on the portfolio investments was also provided.

On 17 March 2026 LDG was notified by WS Holdco, its portfolio company, that it had acquired EV Cargo Solutions and Distribution Limited. Following this transaction, LDG's interest in WS Holdco is 50.7%.

Financial performance

The Directors consider the Company is an investment entity per IFRS 10 and measure its investments at fair value through profit and loss. The Company's investments are all held through Fixtaia.

Had the Company not met the definition of an investment entity; it would be required to prepare consolidated financial statements which involve presenting the results and financial position of the Company and Fixtaia as those of a single economic entity.

At the reporting date, the fair value ascribed to the investments was £107.8m (2024: £87.2m) which reflects the current NAV of the underlying investments at the reporting date. The Directors have reviewed this valuation approach and consider it to be appropriate.

Administrative expenses were broadly in line with the prior year at £1.3m (2024: £1.0m).

The Company's underlying EBIT¹ in the year was a profit of £14.6m (2024: profit of £18.4m) and statutory profit before tax was £15.0m (2024: profit before tax of £19.8m).

Net cash

As at the reporting date, the Company has cash and cash equivalents of £2.2m (2024: £29.6m). Related party transactions amounted to £15m (2024: £0.1m). See note 14.

Exceptional items

During the year there were no exceptional items to report.

Tax

The Company is expected to have taxable profits in future periods and will be making use of existing tax losses. Therefore, a deferred tax asset has been recognised on this basis.

A tax liability of £Nil (2024: £0.8m) has been recognised in the period in relation to activities of Fixtaia. See note 7.

Dividends

The Company did not pay an interim dividend (2024: £Nil) and no final dividend is being recommended (2024: £Nil).

Earnings per share²

Underlying basic and diluted earnings per share are both 3.3p (2024: underlying basic and diluted profit per share were both 3.5p). Statutory basic and diluted earnings per share are both 3.4p (2024: statutory basic and diluted profit per share were both 3.6p). See note 3 and 9.

¹ Underlying EBIT is an alternative performance measure (see Note 3) and is defined as profit/loss before interest and tax adding back exceptional items.

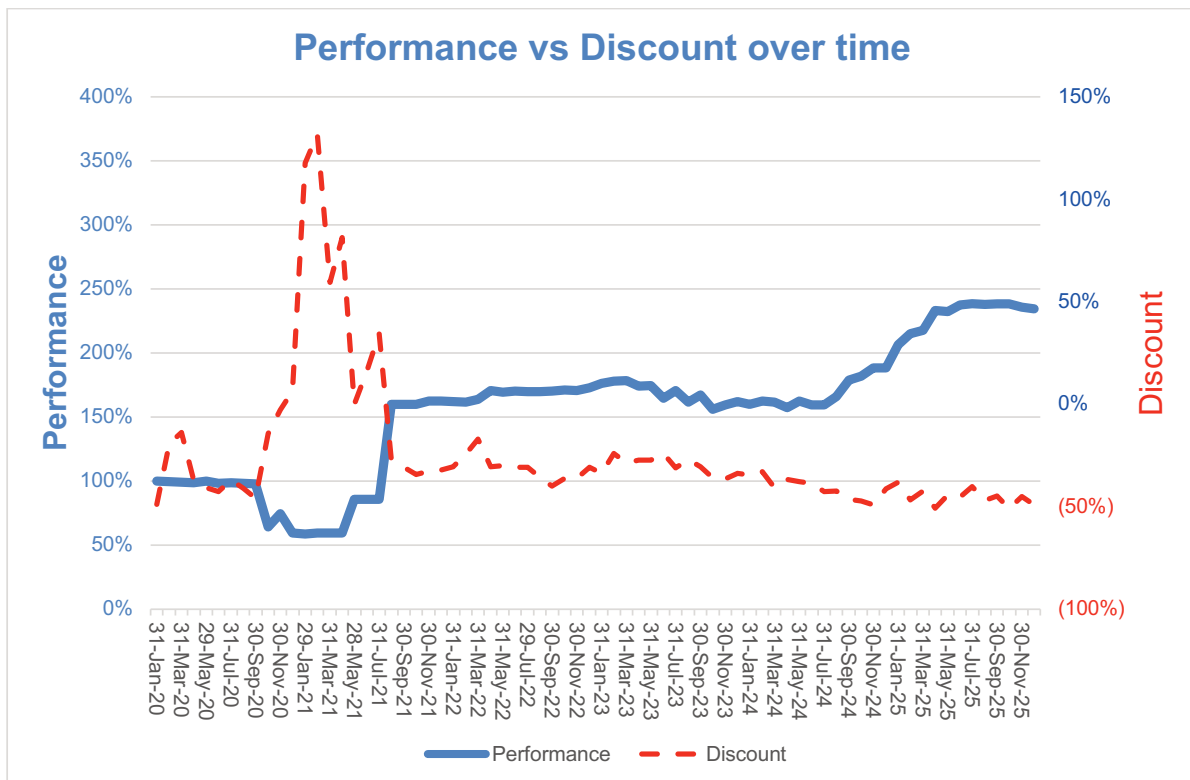
² Earnings per share ("EPS") serves as an indicator of a company's profitability. EPS measures the amount of a company's profit on a per share basis (see notes 3 & 9).

Information about the Investment Manager

DBAY is an Isle of Man based asset management firm with offices in London and Douglas, Isle of Man. Founded in 2011, DBAY is owned by its partners and is licensed by the Isle of Man Financial Services Authority. The firm follows a value investing approach and invests in listed equities across Europe, as well as in private equity style control investments. The core DBAY team, who have worked together for over 20 years, have developed a diversified set of skills from financial and operational backgrounds, with deep insight into a number of industry sectors. DBAY comprises a team of 18 investment and operating professionals. Capital is managed on behalf of institutional investors, endowments, foundations, family offices and pension funds.

Investment Policy and Strategy

The investment objective of the Company is to provide shareholders with attractive total return achieved through capital appreciation and, when prudent, shareholder distributions or dividends.



Performance = NAV per share indexed to 1.00 at the start of the series Discount = Share price's premium/discount to NAV per share

The Directors believe that opportunities exist to create significant value for shareholders through the acquisition of, and the implementation of substantial operational improvements in, businesses in the sectors outlined in the Company's Investing Policy.

The Investing Policy can be found on the website www.ldgplc.com.

DBAY is mandated with full authority to manage the Company's assets to deliver the investment strategy in accordance with LDG's Investing Policy set out below, reporting to the Board on a regular basis.

The Investing Policy, approved by shareholders on 31 January 2022, states that the Company will seek to achieve its investment objectives by making investments within the following parameters:

Business and Financial Review

continued

- **Characteristics:** investment primarily in undervalued companies, with a focus on companies that generate or have the potential to generate significant cash flows, where there is a high degree of revenue visibility and a strong and distinctive market position;
- **Investment Type:** investment in equity and equity related products, in both quoted and unquoted companies, and in the DBAY Investment Funds;
- **Sectors:** a broad range of sectors, such as business services including, amongst others, logistics, distribution, technology services, security and manufacturing, or in funds managed by DBAY which invest in the aforementioned sectors;
- **Geography:** there is no geographical restriction but expected to be primarily within the United Kingdom or the European Union;
- **Ownership:** will range from a minority position to 100%, non-operating ownership; and
- **Restrictions:** a maximum of 50% of the Company's NAV at the time the relevant investment is made, using the latest available management accounts of the Company, can be invested in DBAY Investment Funds. Investments made outside of the DBAY Investment Funds will be limited to 10% of NAV per investment (on the same basis), unless approved by the Board.

Investment Management Agreement amendments

An Investment Management Agreement was entered into on 14 January 2022. At the general meeting held on 31 January 2022, the Investment Management Agreement and amended investing policy was approved by shareholders. The changes were:

- DBAY will not receive management or performance fees from LDG in respect of funds committed to the DBAY Investment Funds by the Company. Fees will only be charged by the fund, to ensure there will be no double charging;
- DBAY have made a commitment to ensure that any DBAY Investment Funds in which the Company invests will retain investment policies that are substantially the same as the new investing policy of the Company;
- DBAY has made a commitment that it will provide the Company with an amount which is equal to the Company's reasonable corporate expenses in the given year, provided that such amount shall not exceed the lower of: (i) £800,000; or (ii) the management fees in respect of investments made and/or amounts committed by the Company which are received by DBAY in the relevant year; and
- DBAY will ensure that there is, at all times, a contingency amount of at least £2.0m on the Company's balance sheet to cover any exceptional expenses that may arise in the future.

The Investment Management Agreement was further amended by way of an addendum dated 30 March 2023, to state that, with effect from the beginning of the current financial year, the maximum amount payable would not exceed the lower of (i) £800,000; and (ii) amounts paid to DBAY in respect of investments in DBAY Investment Funds specifically, and not all management fees received by DBAY.

The Investment Management Agreement automatically renews on 14 January 2027 for a further year and on each anniversary thereafter unless terminated with at least 30 days' written notice prior to the anniversary.

Annual general meeting

The Company intends to hold its Annual General Meeting on 18 June 2026 in London. Further details will be set out in the Notice of Meeting to be sent to shareholders in due course and published on our website www.ldgplc.com.

Risk Management and Principal Risks

Risk management framework – QCA principle 5

The Board is ultimately responsible for setting the Company's risk appetite and overseeing the effective management of risk. The Board has delegated oversight of risk management and internal controls to the Audit Committee.

During the 2025 financial year, day to day risk management was the responsibility of the Directors. The risk management framework setting out the Company's risk management processes and procedures is reviewed by the Audit Committee annually. The mitigating factors and actions in place for each risk was recorded on a risk register and review of that register was completed by the Board and Audit Committee.

Principal risks

The Company has delegated the management of its assets to DBAY as Investment Manager and the remaining corporate and compliance risks are managed by the Company Secretary reporting to the Board. These risks are reviewed by the Directors through the Audit Committee and at regular Board meetings.

RISKS	MITIGANTS
The Company may not achieve its strategic investment objectives in a competitive market and challenging economic environment.	The Board believes the investing policy allows for a wider range of investment opportunities and has appointed an experienced Investment Manager to manage the Company's assets.
The Company's level of profit will be reliant upon the performance of the assets acquired and the Investing Policy.	The Board has appointed an experienced Investment Manager tasked with meeting the Company's investment objectives.
The success of the Investing Policy depends on the Investment Manager's ability to identify investments in accordance with the Company's investment objectives and to interpret market data correctly. The Company cannot estimate how long it will take to identify suitable acquisition opportunities or whether it will be able to identify any suitable acquisition opportunities.	The Board has appointed an experienced Investment Manager tasked with meeting the Company's investment objectives.
No assurance can be given that the strategy to be used will be successful under all or any market conditions or that the Company will be able to generate positive returns for shareholders.	The Board has appointed an experienced Investment Manager tasked with meeting the Company's investment objectives.

Section 172 Statement

The Directors consider that, both individually and collectively, they have acted in good faith in a way which would most likely promote the success of the Company for the benefit of the members as a whole, and in doing so have had a regard (amongst other matters) to factors in (a) to (f) as set out in s.172 (1) of the Companies Act 2006 for the decisions during the 13 month period to 31 December 2024. In making this statement the Directors have considered the following matters:

- **Likely consequences of any decision in the long-term:** the Board reviewed the Company's strategy, as disclosed in the Strategic Report, during the year and concluded that it remains appropriate to support the long-term success of the Company. Shorter term expectations in supporting that strategy are approved by the Board as part of the annual budgeting process, against which the performance of the Company is then monitored. Decisions taken during the year are made in the context of the Company's strategy in order to ensure that they are consistent with that strategy. The appointment of an investment manager to implement the Company's investing policy is consistent with this strategy.

Risk Management and Principal Risks

continued

- **The interests of the Company's employees:** The Company is an Investing Company with (at the date of this report) no employees. The Board would have ultimate responsibility for ensuring the Company's decisions consider the interest of our employees.
- **The need to foster the Company's business relationships with suppliers, customers and others:** managing the Company's relationships with its professional suppliers and its investee companies is critical in ensuring the Company delivers on its strategy. The Board will maintain an ongoing dialogue with the Investment Manager, shareholders and investee companies.
- **The impact of the Company's operations on the community and the environment:** the Company does not have any tangible assets or properties. However, it will ensure that, through the Investment Manager, its investee companies will seek to have a positive impact on the communities in which they operate and minimise the environmental impact of their operations.
- **The desirability of the Company maintaining a reputation for high standards of business conduct:** the Board regularly reviews and updates, where appropriate, its business conduct and ethics policies and ensures that these are communicated to relevant stakeholders.
- **The need to act fairly as between members of the Company:** The Company always seeks to ensure that its communications are transparent, and its actions are in accordance with the Company's stated strategic aims to promote the long-term success of the Company. On page 14, within the corporate governance statement, we detail how we engage with our shareholders, including both institutional investors and private investors.

This Strategic Report was approved by the Board on 14 May 2026 and signed on its behalf by:

Adrian Collins

Chairman

Board of Directors

ADRIAN COLLINS

Independent Non-executive Chairman

Member of the Audit Committee and Chair of the Remuneration Committee

Appointed in April 2020

Skills and experience: Adrian has worked in the investment management industry for over 40 years most recently at Liontrust Asset Management where he served as Chairman from 2009 to 2019. Prior to that he was Managing Director at Gartmore Investment Management where he spent a large part of his career.

Other roles: Adrian is a Non-Executive Director, of LSL Property Service Plc and Non-Executive Director of Quantum Base Holdings Plc. Adrian resigned as a non-executive director of Hargreaves Lansdown on 24 March 2025.

DAVID FACEY

Independent Non-executive Director

Chair of the Audit Committee and member of the Remuneration Committee

Appointed in April 2021

Skills and experience: David is a Fellow of the Institute of Chartered Accountants. David has over 25 years of experience of corporate finance and was a founding partner of SP Angel Corporate Finance LLP, an AIM Nomad and broker. He was formerly a senior corporate finance executive with HSBC Investment Bank. During his career David has undertaken complex transactions advising governments, public companies and private companies of all sizes and has recent experience of being an executive director of AIM listed company.

COLIN KINGSNORTH

Non-executive Director

Member of the Audit Committee and the Remuneration Committee

Appointed in November 2024

Skills and experience: Colin is founder and director of Ursus Capital Ltd and, previously, was co-founder of Laxey Partners Ltd.

MARK BUTCHER

Independent Non-executive Director

Member of the Audit Committee (to be appointed Chair on 1 July 2026) and the Remuneration Committee

Appointed in November 2024

Skills and experience: Mark has a wealth of public and private company board experience, having worked as an Investment Director for GPG (UK) Holdings plc, the UK investment arm of Guinness Peat Group plc. He has previously sat on the Boards of AssetCo plc and National Milk Records plc also as an Independent Non-Executive Director. Mark is qualified as a Chartered Accountant in South Africa

Other roles: Mark is presently an Independent Non-Executive Director of ZIGUP plc (previously Redde Northgate plc) and he also chairs the Audit Committee.

Chairman's Governance Statement

As Chairman, one of my key responsibilities is supporting and promoting the evolution of our governance framework to ensure it supports the successful achievement of the Company's strategy. By which I mean making sure we have practices in place and endorse behaviours that support the Company in setting and reviewing its strategy, monitoring its performance and that of the Investment Manager, understanding its risks and opportunities, and taking decisive action at the right time based on the right information.

As outlined in principle 2 of the QCA code, the culture we promote at Board level and within the businesses the Company invests in will be key to this success. This Board is committed to upholding high ethical standards and behaviours that set the tone for how we expect the companies we invest in to conduct business.

The Directors acknowledge the importance of high standards of corporate governance. The Directors intend to continue to adhere to the QCA Corporate Governance Code (2023) which sets out a standard of minimum best practice for small and mid-sized companies, particularly AIM companies. As we move forward and our governance evolves, we will continue to be open and transparent about how we manage our business and how we take into account the interests of our shareholders and key stakeholders.

Further information about the work of the Board, Audit Committee and Remuneration Committee in 2025 is set out on pages 19 to 22.

Adrian Collins
Chairman

14 May 2026

The Board

Code compliance

The Company complied with the requirements and recommendations of the QCA Governance Code (2023), which is considered appropriate for an AIM listed company, throughout the year ended 31 December 2025. The Board considers this structure to be appropriate for the Company in its current status as an AIM Investing Company.

The Board intends to continue to comply with the QCA Governance Code (2023) to the extent the Code principles remain appropriate in the light of the Company's status.

Principles of the QCA Governance Code (2023)

- 1 Establish a purpose, strategy and business model which promote long-term value for shareholders
- 2 Promote a corporate culture that is based on ethical values and behaviours
- 3 Seek to understand and meet shareholder needs and expectations
- 4 Take into account wider stakeholder interests including social and environmental responsibilities and their implications for long-term success
- 5 Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation
- 6 Establish and maintain the Board as a well-functioning, balanced team led by the chair
- 7 Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities
- 8 Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement
- 9 Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture
- 10 Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders

Governance Structure – QCA principle 7

Since the appointment of DBAY, the Company has not had an executive leadership team. The Board comprises of four Directors, of which three are independent non-executive Directors, and one a non-executive Director, reflecting a blend of different experience and backgrounds. The structure and diversity of the Board will develop as the business grows and develops.

The Company has appointed DBAY to act as Investment Manager with full power and authority to manage the assets of the Company under an Investment Management Agreement, which sets out the terms and responsibilities of the Manager. The Company has contracted with IQ EQ Global (UK) Limited for the provision of certain administrative services, including day-to-day financial accounting.

Following admission as an Investing Company on 31 December 2020, the Company entered into a Relationship Agreement with DBAY (as a significant shareholder) to manage the relationship between the Company and DBAY and ensure that the Company will be capable of carrying on its business independently and that all transactions between the Company and DBAY will be at arms' length and on normal commercial terms.

See pages 9 and 10 for further details of the investment policy and strategy and how the Investment Manager will manage the company assets to deliver on the investment strategy and promote long term value for its shareholders - **QCA Principle 1**.

Copies of the Investment Management Agreement can be found on the company's website at www.ldgplc.com.

The Board

continued

Role of the Board – QCA principle 6

The role of the Board is to meet regularly to review, formulate and approve the Company's strategy, budgets, corporate actions and oversee the Company's progress towards its goals. It has established an Audit Committee and a Remuneration Committee with formally delegated duties and responsibilities and with written terms of reference using recommendations from the QCA guides on Board committees and FRC guidance on Audit Committees. From time to time, separate committees may be set up by the Board to consider specific issues when the need arises.

Board members – QCA principle 6

Adrian Collins was appointed independent Non-executive Chairman in April 2020. David Facey was appointed as an independent non-executive director in April 2021. Colin Kingsnorth was appointed as a non-executive director in November 2024. Mark Butcher was appointed as an independent non-executive director in November 2024. The Directors have determined that, given the size of the Board, it is not appropriate to appoint a senior independent non-executive director.

The Independence of Directors is reviewed annually, and the Board has determined that each of the Directors demonstrates strong independent judgement. Considering Colin Kingsnorth's former role with DBAY the Board has concluded that he should not be deemed independent. No other Director has a relationship that could materially interfere with the exercise of their independent judgement.

Since the appointment of DBAY, the Company has not had a Chief Executive and there is therefore no current document setting out a division of responsibilities. The Company has however published on its website a document describing the role of its non-executive Chairman.

Skills and experience – QCA principle 7

The Board members bring a wealth of commercial and financial expertise to the Board from a variety of backgrounds. Please see the biographies of the Directors on page 13 for further information on their skills and experience.

Despite not having any executive Directors, the non-executive Directors believe the Board has an appropriate mix of skills and experience required for an AIM Investing Company, which currently has no operations. Each Director is aware of the importance of keeping their skills up to date. During the 2025 financial year, the Company Secretary provided briefings on developments in corporate governance and the regulatory framework and advisers have also provided briefings on regulatory obligations.

Time commitment – QCA principle 7

The time commitment expected of the non-executive Directors is commensurate with the size and complexity of the Company and as necessary to properly perform their duties. Attendance at a minimum of 4 Board meetings a year and the annual general meeting is expected when appropriate.

Board Committees – QCA principles 6 and 9

The Board has established an Audit Committee and a Remuneration Committee. Given the size of the Board it is not considered necessary to establish a Nomination Committee.

During the 2025 financial year, all non-executive Directors continued to be members of the Audit Committee and Remuneration Committee. As noted above, the terms of reference of these committees, which are available on the Company's website, reflect the evolving governance structure of the Company as an Investing Company.

Board and Committee meetings and attendance – QCA principles 6 and 9

Board meetings are scheduled to be held at least quarterly with ad-hoc board meetings called when needed. Seven scheduled, four ad-hoc Board meetings and two ad hoc Committee of the Board meetings were held in the year ended 31 December 2025. The 4 ad-hoc board meetings and the 2 ad-hoc Committee of the Board meetings were held to facilitate Board oversight as matters required attention between regular scheduled meetings. Three Audit Committee meetings of the Board were held in the year ended 31 December 2025. The table below illustrates attendance by Directors at scheduled meetings in the 2025 financial year that they were entitled to attend as members.

Director	Board	Audit Committee	Remuneration Committee	Ad Hoc Board Meetings	Committee of the Board
Directors					
D Facey	7/7	3/3	0	4/4	0/2
A Collins	7/7	3/3	0	4/4	2/2
M Butcher	7/7	3/3	0	3/4	2/2
C Kingsnorth	7/7	3/3	0	2/4	0/2

Board activities

During 2025, the Board considered the strategic options available to the Company and addressed matters such as:

- a circular was published in March 2025 that convened a general meeting of the Company to approve a proposed Tender Offer to return up to £21,000,000 to shareholders at a Tender Price of 19 pence per Ordinary Share. The Tender Offer was approved by shareholders by way of a poll and the Tender closed at 1pm on 22 April 2025. In aggregate 110,526,315 Ordinary Shares tendered under the Tender offer were repurchased by the Company and cancelled.
- the implementation of a “portfolio NAV update” to shareholders which is released quarterly providing the unaudited estimated net asset value of the Company per share along with an update on the portfolio.
- in conjunction with DBAY a review of potential new investments.
- the appointment of a new Corporate Broker, Singer Capital Markets.
- ongoing board structure; and
- review and consideration of:
 - o annual budget and monitoring performance against budget
 - o approval of 2024 annual report and financial statements
 - o approval of 2025 interim report and financial statements.

Interactions with investors – QCA principles 3 and 10

Effective communication with investors is an important part of the Board's role. During the 2025 financial year, the Board focused, in particular, on keeping investors promptly informed, to the extent practicable, of all material matters. The Board have implemented the release via RNS of a quarterly update to shareholders that provides the unaudited estimated net asset value per share of the Company and also a commentary on the portfolio.

The Board continues to be committed to giving shareholders the opportunity to raise questions and to interact with the Directors. Directors meet with investors on request and shareholders generally have the opportunity to raise matters at the annual general meeting. The AGM was held on 25 June 2025 and the next AGM will be held on 18 June 2026.

Take into account wider stakeholder and social responsibilities – QCA principle 4

As detailed in the Section 172 Statement, the Company does not have any tangible assets or properties. However, the Board ensures that, through its investment manager, its investee companies will seek to have a positive impact on the communities in which they operate and minimise the environmental impact of their operations. This is critical in ensuring the Company delivers on its strategy which in turn ensures the long-term success of the Company.

The Board

continued

The investment manager is a member of the Principles for Responsible Investment ("PRI") and has established a Responsible Investment policy which was developed in accordance with PRI guidelines, stakeholder consultation and external ESG advisors. The policy can be found on the investment manager's website <https://www.dbayadvisors.com/responsibility/> and is applied to all investments considered by the investment manager. Responsible investment is an approach to investment that explicitly acknowledges the relevance to the investor environment, social and governance factors and the long-term health and stability of the market. It recognises that the generation of long-term sustainable returns is dependent on stable, well-functioning and well-governed social, environmental, and economic systems.

Performance evaluation – QCA principle 8

An internal self-assessment Board evaluation process was conducted during 2025. There were no material findings from this review and the same process will be completed during year ended 2026.

Audit Committee Report

Audit Committee

David Facey was appointed as Chairman of the Audit Committee upon his appointment to the Board in April 2021. The other three Directors are members of the Committee. A majority of the members are independent. David Facey is the member identified as having recent and relevant financial experience.

Meetings and attendance

The Audit Committee met three times during the year ended 31 December 2025. During the 2025 financial year, meetings were usually attended by the external Auditors.

Attendance by Directors at meetings during the 2025 financial year is set out in the table on page 17.

Activities of the Audit Committee during the 2025 financial year included:

- reviewing the financial results for the half year 2025 and full year 2024 for approval by the Board;
- considering the appropriateness of preparing the financial statements on a going concern basis;
- recommending the re-appointment of HaysMac LLP as the Company's auditors;
- approving the audit plan for the 2025 financial year;
- reviewing and considering principal risks faced, risk management and internal controls;
- reviewing the valuation processes followed by the Investment Manager; and
- receiving reports and updates on potential control and legal/regulatory compliance issues.

Significant accounting judgements

The Audit Committee considered areas of significant accounting judgement in connection with the preparation of the 2025 financial statements, taking into account the views of the Company's external auditors.

External auditors

The Audit Committee oversees the relationship with the external auditors. Having conducted its annual review, the Committee concluded that HaysMac LLP be re-appointed as auditors for the year ended 31 December 2025. The re-appointment of HaysMac LLP is to be proposed by an Ordinary Resolution at the AGM held on 18 June 2026.

Risk management, internal controls and internal audit – QCA principle 5

The Board had delegated to the Audit Committee the responsibility for reviewing the effectiveness of the Company's systems of internal control and oversight of its risk management system in 2025. This covered all material controls including financial, operational and compliance controls. The Company's risk management systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company does not have an operating business with members of staff. Administrative services are provided to the Company by IQ EQ Global (UK) Limited under an administration agreement. Asset management services are provided by DBAY under an Investment Management Agreement. In the light of this structure, the Audit Committee has determined that it is not currently appropriate for the Company to engage any internal auditors in respect of the Company's internal controls. This decision will be regularly reviewed. The Committee recognises as the Company is an AIM Investing Company, it is likely to be appropriate for the Company to seek additional assurance about the Company's own internal control system and those of any material third party provider of services to the Company and also to seek information and assurance about the internal control and risk management system of any investee company.

Audit Committee Report

continued

Conflicts

The Committee undertakes an annual review of conflicts of interest of Directors. The Board has determined, based on the recommendation of the Audit Committee, that all Directors, with the exception of Colin Kingsnorth, are independent. Colin Kingsnorth was a director of the Investment Manager, DBAY, until 22 December 2020 and the Audit Committee have recommended that he should not be considered to be independent.

David Facey

Chairman of the Audit Committee

14 May 2026

Remuneration Committee Report

QCA principle 9

With the Company being an AIM Investing Company, the role of the Remuneration Committee is more limited as the Company does not have an operating business and at the reporting date has no employees in addition to the Directors. The Committee's responsibilities are currently to make recommendations to the Board as to the remuneration of Non-executive Directors and liaise with an investee company on remuneration matters if requested. This remuneration report focuses on the activities of the committee and the approach to remuneration related matters in the 2025 financial year to the extent they are relevant.

Approach to remuneration

The main role of the Remuneration Committee is to set the Company's remuneration policy, determine each executive Director's and senior management's total individual remuneration package and set targets for performance-related pay. During 2025 and prior financial years, the Company had no executive Directors or senior management, and therefore remuneration packages were not relevant. The only remuneration in the 2025 financial year relate to non-executive Directors.

Directors' remuneration in the year ended 31 December 2025

The remuneration of the Directors during the year ended 31 December 2025 is set out below together with comparable figures for the previous financial year.

	Salary/Fees ¹		Benefits ²		Pension Costs		Long-Term ³		Total	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Current Directors										
A Collins	96	104	–	–	–	–	–	–	96	104
D Facey	60	65	–	–	–	–	–	–	60	65
A Butcher	60	5	–	–	–	–	–	–	60	5
C Kingsnorth	60	5	–	–	–	–	–	–	60	5
P Nixon*	–	75	–	–	–	–	–	–	–	75

¹ This column sets out gross salary and fees received for the financial year ended 31 December 2025.

² No benefits were paid during the period under review, benefits would include private medical insurance, life assurance, car allowance and tax paid by the Company on such benefits.

³ None of the Directors have received cash under any incentive arrangement for the financial year ended 31 December 2025.

* The amounts paid to Peter Nixon include an agreed separation sum.

Membership

Throughout the 2025 financial year, up to 31 December 2025, the Remuneration Committee consisted of Adrian Collins as Chairman and the three other Directors, David Facey (Independent non-executive Director), Colin Kingsnorth (non-executive Director) and Mark Butcher (Independent non-executive director). The majority of members throughout 2025 were independent non-executive Directors.

Meetings and attendance

The Remuneration Committee is expected to meet as required. The Committee did not meet in the 2025 financial year.

Activities

The Remuneration Committee has responsibility for determining, within the agreed terms of reference, the Company's policy on the remuneration packages of the Company's executive management, of which there is none. It will also have responsibility for recommending new appointments to the Board.

Remuneration Committee Report

continued

Long-term incentives

There are no long-term incentives applicable to the Directors of the Company.

Annual bonus

No cash or share based bonuses were paid in 2025.

Salaries

With no Executive Directors, there were no salaries or fees to pay to Directors in 2025 other than non-executive fees.

Directors' interests in shares

As at 13 May 2026, the latest practicable date prior to the approval of this Document, the Directors who held office during the period ended December 2025 held the following interests in shares of the Company:

- (i) Adrian Collins holds 656,995 ordinary shares of 1p each in the capital of the Company (2024: 656,995) representing approximately 0.16% of the Company's issued share capital (2024: 0.16%); and
- (ii) Colin Kingsnorth holds 8,010,500 ordinary shares of 1p each in the capital of the Company (2024: 8,010,500) representing approximately 1.94% of the Company's issued share capital (2024: 1.95%)

The Directors named above did not dispose of any shares in the year. No other directors held investments in the company during the year.

Letters of appointment

The non-executive Directors have letters of appointment for an initial three-year period, continuing thereafter subject to termination upon at least three months' notice by either party.

Directors' Report

The Directors submit their report and the audited financial statements of Logistics Development Group plc for the year ended 31 December 2025.

Results

The Company's underlying EBIT (see note 3) in the period was a profit of £14.6m (2024: profit of £18.4m) and statutory profit before tax was £15.0m (2024: profit before tax of £19.8m).

Dividends

The Company did not pay an interim dividend (2024: £Nil) and the Directors do not recommend a final dividend for the period (2024: £Nil).

Principal activities, business review and future developments

The Strategic Report on pages 3 to 10 describe the Company's principal activities and a review of the business during the 2025 financial period, as well as an indication of likely future developments.

Directors

The Directors of the Company who were in office during the period and up to the date of signing the financial statements were:

Adrian Collins
David Facey
Colin Kingsnorth
Mark Butcher

Directors' fees are set out in the Remuneration report on pages 21 to 22. The Company has Directors' and Officers' liability insurance in place.

David Facey has notified the Board that he will not be standing for re-election at this year's AGM,

Share capital

Details of the authorised and issued share capital of the Company are set out in note 12 to the financial statements.

Environmental policy

Maintaining and improving the quality of the environment in which we live is an important concern for the Board. The Company does not have any tangible assets, properties or staff as is an investment entity and investments are made in accordance with the Investing Policy. The investment manager is a member of the PRI and has established an ESG Policy which can be found at <https://www.dbayadvisors.com/responsibility/>.

The Company is exempt from reporting under Streamlined Energy & Carbon Reporting as it consumed less than 40,000 kilowatt hours of energy in the financial reporting year.

Directors' Report

continued

Interests in voting rights

As at 13 May 2026, the latest practicable date prior to the approval of this document, the Company had been notified of the following interests held by significant shareholders amounting to 3% or more of the voting rights attaching to the Company's issued share capital:

Significant shareholders	Percentage of Voting Rights Held
DBAY Advisors Limited	27.20%
Mr Richard Griffiths	15.66%
Cyrus Capital Partners	8.55%
Hargreaves Lansdown Asset Mgt (Nominee)	6.75%
Bank Julius Baer	6.60%
Interactive Investor	4.02%

Employee engagement, Disabled employees, Health, safety and wellbeing – Principle 10

During the 2025 financial period, there were no employees of the Company other than the Directors. If this changes the Board will introduce measures as appropriate.

Financial risk management

Information in respect of the financial risk management objectives and policies of the Company, is contained in note 11 of the financial statements.

Political donations

The Company made no political donations during the period.

Research and development activities

There were no research and development activities undertaken during the period.

Related party transactions

Any related party transactions required to be disclosed under the AIM rules are disclosed in note 14 to the financial statements.

Directors' indemnities

The Company's articles of association allow the indemnification of Directors out of the assets of the Company to the extent permitted by law.

Annual General Meeting – Principle 10

The AGM will be held on 18 June 2026 in London. Details of business to be conducted at this period's annual general meeting will be set out in the notice of the annual general meeting, which will be communicated to shareholders separately. It is the opinion of the Directors that the passing of these resolutions are in the best interest of the shareholders.

Post balance sheet events

Post balance sheet events are disclosed in note 17 to the financial statements.

Engagement with stakeholders – Principle 10

The Company keeps up to date with the views of its shareholders by dialogue and meetings with key investors and responding promptly to any questions or issues raised by shareholders.

Going concern

The Directors are satisfied that the Company has adequate resources to continue in operation for the foreseeable future and that it is appropriate to prepare the financial statements on the going concern basis. Please see note 1 to the financial statements on page 37 for further information.

This Directors' report was approved by the Board on 14 May 2026 and signed by its order by;

Sarah Wakeford

Company Secretary

Statement of Directors' Responsibilities in Respect of the Financial Statements

The Directors are responsible for preparing the Annual Report and Accounts 2025 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 financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

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 company and of the profit or loss of the company 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 international accounting standards in conformity with the requirements of the Companies Act 2006 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

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

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

Directors' confirmations

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 company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent Auditor's Report to the members of Logistics Development Group plc

Opinion

We have audited the financial statements of Logistics Development Group plc (the "Company") for the year ended 31 December 2025 which comprise the Company Statement of Comprehensive Income, the Company Statement of Financial Position, the Company Statement of Changes in Equity, the Company Cash Flow Statement and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards ("IFRS").

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2025 and of the Company's profit for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

An overview of 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. In particular, we considered areas where subjective judgement was exercised by the directors, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. Further details on this are set out in the Key Audit Matter below. We also assessed the risk of management override of controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud. We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole, taking into account the accounting processes and controls, and the sector operated in. We have performed a full scope statutory audit on the Company. We communicated with the board of directors our planned audit work via our audit planning report and our audit planning call.

We communicated audit progress with the directors through interim progress calls. We have communicated all significant areas of our audit work with the board of directors at the completion call, and through the issue of our audit findings report for review during this call.

Independent Auditor's Report to the members of Logistics Development Group plc

continued

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
<p>Valuation of investments</p> <p>The Company's investments as at the year-end date are represented by a 100 per cent holding in Fixtaia Limited, whose value stood at £107.75 million on 31 December 2025. The value of Fixtaia is determined by its net asset value which is driven by the fair values of the Investments made by Fixtaia.</p> <p>During the year the Company injected a further £4.685 million into Fixtaia, enabling that subsidiary to expand its portfolio. Fixtaia holds a mix of listed and unlisted investments.</p> <p>The investments held in listed entities at the year-end are not considered to be complex with regards to the valuation approach taken by management, as the amounts are valued with reference to the quoted market prices at the reporting date.</p> <p>The unlisted investments, comprising significant positions in Alliance, WS Holdco, SQLI and Finsbury, are more complex and judgemental: management determines fair value of these by applying benchmark EBITDA multiples drawn from comparable companies to the investee's normalised earnings and then adjusting for net debt and the net assets/liabilities impact of the intermediary entities in the ownership chain.</p> <p>Because Fixtaia's net asset value underpins the Company's investment amount, any judgement exercised in its invested value in line with level-3 valuations methods has a direct and material effect on the Company's financial statements; even modest changes in the chosen multiples or earnings assumptions could alter reported net asset value materially.</p>	<p>We obtained management's assessment for the accounting for the investments held at the reporting date. Whilst material, we noted that the listed investments were not subject to any judgement and therefore the valuation is not considered to be complex.</p> <p>We examined the Company's additional financial contributions to Fixtaia, ensuring alignment with supporting documents and conducting substantive tests on the balances contributing to the net asset value of the investee entity. This involved challenging the assessment that all balances within the Fixtaia balance sheet represented their fair values at the financial reporting date.</p> <p>Our audit work concentrated on challenging the selection of comparable companies and transaction multiples for the unlisted holdings (with support from our valuation specialists), checking the mathematical accuracy of the models.</p> <p>Our procedures entailed detailed challenge of the methodologies and calculations employed by management to ascertain the fair value and the resulting effects on profit and loss stemming from these investments. We recalculated expected balances at the year end and scrutinised the management's rationale behind their valuation decisions to consider the appropriateness of the accounting treatments applied and considered whether alternative valuation approaches were available. Our focus on the judgements made by management was on the unlisted investments due to the subjectivity in the valuation approaches.</p> <p>We assessed the valuation technique applied to the unlisted investments in Alliance, WS Holdco, SQLI and Finsbury, a significant constituent of Fixtaia's net assets, by engaging our own internal expert to consider the reasonableness of this approach. We obtained supporting documentation for all key inputs in the valuation and challenged management on the treatment of fair value at acquisition and at the year end. We obtained documentation for the intermediate holding entities for any evidence of material balances being excluded from the valuation.</p>

Key Audit Matter	How our scope addressed this matter
	<p>We obtained management's memorandum on the valuations at the measurement date with reference to the requirements of IFRS 13 Fair Value. We challenged management on their assessment of the level of inputs and obtained management commentary on how their assessment met the requirements. We obtained and critically assessed the EBITDA multiple valuation assessment provided by engaging our internal expert to assess any impact of the model on the valuation used by management.</p> <p>We obtained and critically assessed management's assessment of the application of IFRS 13 in relation to the unlisted investments. We corroborated this assessment to our own understanding and compared the judgements made by management to the specific IFRS requirements around fair value and valuation approaches taken. We also engaged our own internal expert to consider the reasonableness of management's approach.</p> <p>Our challenge of the year-end balance involved a recalculation of the gains within Fixtaia from the external investments as well as the overall gain recognised in the Company accounts from the investment in Fixtaia.</p> <p>We verified the percentage ownership of all holdings via review of external documentation to ensure that management had appropriately applied the requirements of IFRS 13 - Fair value measurement. We have also considered management's application of IFRS 10 with regards to accounting for the investment in Fixtaia. We found that treatment of the investments in the financial statements to be appropriate and in line with the applicable financial reporting framework.</p>

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, in evaluating the effect of misstatements and in forming an opinion. For the purpose of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of a misstatement or an omission from the financial statements, or related disclosures, that would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. We also determine a level of performance materiality, which we used to determine the extent of testing needed, to reduce to an appropriately low level the risk that the aggregate of uncorrected and undetected misstatement exceeds materiality for the financial statements as a whole.

Materiality for the Company financial statements was set at £1,660,000. This was determined with reference to approximately 1.5% of the gross assets of the Company. This was selected as an appropriate measure of materiality on the basis that the Company is an investment company.

Independent Auditor's Report to the members of Logistics Development Group plc

continued

On the basis of our risk assessment and review of the control environment, performance materiality was set at 75% of materiality, being £1,240,000.

The reporting threshold to the board of directors was set as 5% of materiality, being £83,000. If in our opinion differences below this level warranted reporting on qualitative grounds, these would also be reported.

Conclusions relating to going concern

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

Our audit procedures to evaluate the directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included, but were not limited to:

- Undertaking an initial assessment at the planning stage of the audit to identify events or conditions that may cast significant doubt on the Company's ability to continue as a going concern;
- Evaluating the methodology used by the directors to assess the Company's ability to continue as a going concern;
- Reviewing the directors' going concern assessment and evaluating the key assumptions used and judgements applied to the cashflow produced;
- Performing sensitivities on management's cashflow forecast to understand the extent of any changes to assumptions on the position of the Company;
- Verifying bank statements prior to the signing of the financial statements for any evidence of significant cash reduction post year-end which could significantly impact the cashflow forecast;
- Verifying further investments made post year-end and prior to signing of the financial statements.

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 26, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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:

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to regulatory requirements for the company and investing regulations and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined the principal risks. Audit procedures performed by the engagement team included:

- Inspecting correspondence with regulators and tax authorities;
- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities;

Independent Auditor's Report to the members of Logistics Development Group plc

continued

- Identifying and testing accounting journal entries, in particular those journal entries which exhibited the characteristics we had identified as possible indicators of irregularities; and
- Challenging assumptions and judgements made by management in their critical accounting estimates

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission, or misrepresentation.

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

Use of our report

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

Ian Cliffe (Senior Statutory Auditor)
For and on behalf of HaysMac LLP,
Statutory Auditors

10 Queen Street Place
London
EC4R 1AG

Date: 14 May 2026

Company Statement of Comprehensive Income

for the year ended 31 December 2025

	Note	Year ended 31 December 2025 £'000	13 month period to 31 December 2024 £'000
Gain on investments measured at fair value through profit or loss – net	10	15,862	19,336
Interest income	4	428	1,384
Net finance income		16,290	20,720
Administrative expenses		(1,267)	(968)
Total administrative expenses		(1,267)	(968)
Profit before tax		15,023	19,752
Income tax credit/(expense)	7	86	(932)
Profit and total comprehensive income for the period		15,109	18,820
Earnings per share			
Basic	9	3.4p	3.6p
Diluted	9	3.4p	3.6p

The accompanying notes form part of the financial statements.

Company Statement of Financial Position

as at 31 December 2025

	Note	31 December 2025 £'000	31 December 2024 £'000
Assets			
Non-current assets			
Investments at fair value through profit or loss	10	107,775	87,228
Deferred tax asset	7	514	428
		108,289	87,656
Current assets			
Other receivables	11	141	106
Cash and cash equivalents	11	2,211	29,613
		2,352	29,719
Total assets		110,641	117,375
Current liabilities			
Amounts owed to related undertakings	11	(1)	(4)
Current tax liability	7	–	(794)
Other payables	11	(233)	(278)
		(234)	(1,076)
Total liabilities		(234)	(1,076)
Net assets		110,407	116,299
Equity			
Called up share capital	12	4,138	5,244
Capital redemption reserve	13 (i)	1,480	–
Retained earnings	13 (ii)	104,789	111,055
Total shareholders' funds		110,407	116,299

The Company Financial Statements on pages 33 to 45 were approved by the Board of Directors on 14 May 2026 and were signed on its behalf by:

Adrian Collins

Director

14 May 2026

Company number 08922456

The accompanying notes form part of the financial statements.

Company Statement of Changes in Equity

for the year ended 31 December 2025

	Share capital £'000	Capital redemption reserve £'000	Retained earnings £'000	Total £'000
Balance at 1 December 2023	5,331	–	93,182	98,513
Profit for the period	–	–	18,820	18,820
Share repurchase	(87)	–	(947)	(1,034)
Balance at 31 December 2024	5,244	–	111,055	116,299
Profit for the period	–	–	15,109	15,109
Share repurchase (note 12)	(1,106)	–	(19,895)	(21,001)
Transfer to capital redemption reserve (note 13)	–	1,480	(1,480)	–
Balance at 31 December 2025	4,138	1,480	104,789	110,407

The accompanying notes form part of the financial statements.

Company Cash Flow Statement

for the year ended 31 December 2025

	Note	Year ended 31 December 2025 £'000	13 month period to 31 December 2024 £'000
Cash flows from operating activities			
Profit for the period		15,109	18,820
Adjustments for:			
Gain on investments measured at fair value through profit or loss – net	10	(15,862)	(19,336)
Interest income		(428)	(1,384)
Income tax (credit)/expense	7	(86)	932
Income tax paid		(794)	–
Changes in:			
(Increase)/decrease in other receivables	11	(35)	191
Decrease in other payables	11	(45)	(73)
Net outflow from operating activities		(2,141)	(850)
Cash flows from investing activities			
Purchase of investment	10	(4,685)	(12,500)
Amounts owed to related undertakings	11	(3)	(31)
Net cash outflow from investing activities		(4,688)	(12,531)
Cash flows from financing activities			
Share repurchase	12	(21,001)	(1,034)
Interest income	4	428	1,384
Net cash outflow/inflow from financing activities		(20,573)	350
Net decrease in cash and cash equivalents		(27,402)	(13,031)
Cash and cash equivalents at the start of the financial period		29,613	42,644
Cash and cash equivalents at the end of the financial period		2,211	29,613

The accompanying notes form part of the financial statements.

Notes to the Company Financial Statements

for the year ended 31 December 2025

1. Basis of accounting

Logistics Development Group plc (the “Company”) is a public company limited by shares and incorporated and domiciled in England, United Kingdom. Its registered address is 4th Floor, 3 More London Riverside, London, SE1 2AQ.

Basis of preparation

The Financial Statements were prepared in accordance with UK - adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 (“IFRS”).

The Financial Statements are presented in pounds sterling, rounded to the nearest thousand, unless otherwise stated.

As at 31 December 2025, the Company has one subsidiary, Fixtaia Limited. As the Company is defined under IFRS10 as an Investment Entity, consolidation exemption allows the measuring of controlling interests in another entity at fair value through profit and loss.

The Financial Statements present Company only information for the current and comparative periods.

The Financial Statements were prepared under the historical cost convention, except for financial assets recognised at fair value through profit or loss, which have been measured at fair value. The Company is not registered for VAT and therefore all expenses are recorded inclusive of VAT.

Going concern

The Directors have a reasonable expectation that the Company has sufficient resources to continue in operation for the foreseeable future, a period of at least 12 months from the date of this report. The Directors have prepared a cash flow forecast to May 2027 which demonstrates that the group, LDG and Fixtaia, will have sufficient funds to meet its obligations as they fall due. Accordingly, the Directors consider it appropriate to continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2. Material accounting policies

(a) **Fair value measurement** – the fair value measurement of the Company’s investments utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the “fair value hierarchy”):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs; and
- Level 3: Unobservable inputs (i.e. not derived from market data and may include using multiples of trading results or information from recent transactions).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

(b) **Financial instruments**

- Financial assets – other receivables and amounts owed to related undertakings. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, such assets are measured at amortised cost using the effective interest method, less any impairment losses.
- Cash and cash equivalents – in the Statement of Financial Position, cash includes cash and cash equivalents excluding bank overdrafts. No expected credit loss provision is held against cash and cash equivalents as the expected credit loss is negligible.
- Financial liabilities – other payables and amounts owed to related undertakings. Such liabilities are initially recognised on the date that the Company becomes party to contractual provisions of the instrument. The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Notes to the Company Financial Statements

continued

2. Material accounting policies continued

- Share capital – Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.
- (c) **Exceptional items** – items that are material in size or nature and non-recurring are presented as exceptional items in the Statement of Comprehensive Income. The Directors are of the opinion that the separate recording of exceptional items provides helpful information about the Company's underlying business performance. Events which may give rise to the classification of items as exceptional include restructuring of business units and the associated legal and employee costs, costs associated with business acquisitions, impairments and other significant gains or losses.
- (d) **Alternative performance measures (APMs)** – APMs, such as underlying results, are used in the day-to-day management of the Company, and represent statutory measures adjusted for items which, in the Directors' view, could influence the understanding of comparability and performance of the Company year on year. These items include non-recurring exceptional items and other material unusual items.
- (e) **Tax** – tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.
- (f) **Operating segments** – the Company has a single operating segment on a continuing basis, namely investment in a portfolio of assets.
- (g) **Fund raise costs** – transaction costs incurred in anticipation of an issuance of equity instruments are recorded as a deduction from the retained earnings reserve in accordance with IAS 32 and the Companies Act 2006.
- (h) **Translation of Foreign Currencies** – Foreign currencies are translated into sterling at the rates of exchange ruling at the dates of the transactions. Assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the end of the financial period. Exchange differences are included in the Statement of Comprehensive Income.

New and amended IFRS Accounting Standards that are effective for the current year

The following new and revised accounting standards and amendments are effective for annual periods beginning 1 January 2025 which has been adopted for the first time by the Company.

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Effective 1 January 2025)

There is no impact as the Company does not deal with any currencies that are not exchangeable.

There are no other standards and amendments that were newly effective during the year that have had a material impact on the Company.

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2026 and have not been applied in preparing these financial statements. The Company does not plan to early adopt these standards, and they are not thought to have a significant impact on the financial statements.

- Amendments to IFRS 9 and IFRS 7 Amendments to the Classification and Measurement of Financial Instruments (Effective 1 January 2026)
- Amendments to Annual Improvements to IFRS Accounting Standards - Volume 11 (Effective 1 January 2026)
- New accounting standard: IFRS 18 Presentation and Disclosures in Financial Statements* (Effective 1 January 2027)
- New accounting standard: IFRS 19 Subsidiaries without Public Accountability: Disclosures (Effective 1 January 2027)

*IFRS 18 will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027 and introduces a number of new reporting requirements. The Company is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Company's statement of comprehensive income, the statement of cash flows and the additional disclosures required for management defined performance measures. The Company is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as 'other'.

None of the above listed changes are anticipated to have a material impact on the Company's financial statements.

Critical judgements in applying the Company's accounting policies

In applying the Company's accounting policies, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below) and have been identified as being particularly complex or involve subjective assessments.

(i) Measurement of the investments – during the year, the Company measured its investment in Fixtaia at fair value through profit and loss.

The strategy of the Company as an AIM Investing Company is to generate value through holding investments for the short to medium term. Therefore, the Directors believe that the fair value method of accounting for the investment is in line with the strategy of the Company.

If the Company was not an AIM Investing Company, the investments in Fixtaia would have been accounted for as a subsidiary undertaking in consolidated financial statements.

(ii) Fair value of the investments – the Directors have recorded the current year investment in Fixtaia at fair value. All investments have, to date, for structuring purposes been held by Fixtaia. The fair value at the end of the period has been calculated on the basis of the net assets of Fixtaia. The net assets of Fixtaia consist of an investment in a listed entity, together with 4 private companies and cash/cash equivalents. The listed investment is carried at the quoted price as at 31 December 2025.

The Directors believe that this valuation approach represents the price the Company would expect to receive in an orderly transaction between market participants.

Key sources of estimation in applying the Company's accounting policies

If a market for a financial instrument is not active, then the Investment Manager establishes fair value using a valuation technique. Valuation techniques include using recent arm's length transactions between knowledgeable, willing parties (if available), reference to the current fair value of other instruments that are substantially the same, discounted cash flow analyses and option pricing models. The chosen valuation technique makes maximum use of market inputs, relies as little as possible on estimates, incorporates all factors that market participants would consider in setting a price, and is consistent with accepted economic methodologies for pricing financial instruments. Inputs to valuation techniques reasonably represent market expectations and measures of the risk-return factor inherent in the financial instrument. The Investment Manager calibrates valuation techniques and tests them for validity using prices from observable current market transactions in the same instrument or based on other available observable market data.

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price which is the fair value of the consideration given or received, unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets. When transaction price provides the best evidence of fair value at initial recognition, the financial instrument is initially measured at the transaction price and any difference between this price and the value initially obtained from a valuation model is subsequently recognised in the Statement of Comprehensive Income on an appropriate basis over the life of the instrument but not later than when the valuation is supported wholly by observable market data or the transaction is closed out.

Notes to the Company Financial Statements

continued

3. Alternative performance measures reconciliations

Alternative performance measures (APMs), such as underlying results, are used in the day-to-day management of the Company, and represent statutory measures adjusted for items which, in the Directors' view, could influence the understanding of comparability and performance of the Company year on year. The reconciliation of APMs to the reported results is detailed below:

	2025 £'000	2024 £'000
Profit	15,109	18,820
Interest income	(428)	(1,384)
Income tax (credit)/expense	(86)	932
Underlying EBIT	14,595	18,368

	2025 (in thousands)	2024 (in thousands)
Weighted average number of Ordinary Shares – Basic	448,042	526,129
Weighted average number of Ordinary Shares – Diluted	448,042	526,129
Underlying Basic earnings per share for total operations	3.3p	3.5p
Underlying Diluted earnings per share for total operations	3.3p	3.5p

4. Interest Income

Interest earned on deposit during 2025 amounted to £428k (2024: £1,384k).

5. Employees and Directors

Staff costs and the average number of persons (including Directors) employed by the Company during the period are detailed below:

	2025 £'000	2024 £'000
Staff and Director costs for the Company during the period		
Wages and salaries	276	255
Social security costs	13	12
	289	267
Average monthly number of employees and Directors		
Employees and Directors	4	3

A summary of Directors' remuneration (key management personnel) is detailed below:

	2025 £'000	2024 £'000
Emoluments, bonus and benefits in kind	276	255
Total Directors' remuneration	276	255

Remuneration of the highest paid Director is detailed below:

	2025 £'000	2024 £'000
Emoluments, bonus and benefits in kind	96	104

6. Audit fees

During the period, the Company obtained the following services from the Company's auditors, the costs of which (inclusive of VAT as the Company is not registered for VAT) are detailed below:

	2025 £'000	2024 £'000
Fees payable for the audit of the Company's annual financial statements	121	103
Fees payable for the audit of the Company's interim financial statements	10	9
Total fees payable to Company's auditors	131	112

7. Income tax

In 2025, the deferred tax asset of £514k (2024: £428k) is recognised, resulting in a deferred tax credit of £86k (2024: £932k expense) recognised in the income statement.

The income tax credit for the period included in the statement of comprehensive income can be reconciled to profit before tax multiplied by the standard rate of tax as follows:

	2025 £'000	2024 £'000
Profit before tax	15,023	19,752
Expected tax charge based on an effective corporation tax rate of 25% (2024: 25%)	3,756	4,938
Effect of expenses not deductible in determining taxable profit	124	21
Income not taxable	(3,966)	(4,834)
Taxable interest income	-	795
Adjustments in respect of prior years	-	12
Income tax (credit)/expense	(86)	932

The main rate of corporation tax is 25% for the financial year beginning 1 April 2025 (previously 25% in the financial year beginning 1 April 2024). This main rate applies to companies with profits in excess of £250k. For profits below £50k, a lower rate of 19% is generally applicable.

Expenses not deductible consist of legal and professional fees relating to capital items for share buybacks.

Taxable interest income comprises interest income and loan redemption premium received by Fixtaia. As the Company was the original source of the loan, this income was treated as taxable in the UK and brought into charge in the prior period.

8. Dividends

At the date of approving these Financial Statements, no final dividend has been approved or recommended by the Directors (2024: £Nil).

Notes to the Company Financial Statements

continued

9. Earnings per share

Basic earnings per share amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the same period.

Diluted earnings per share amounts are calculated by dividing the profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the potentially dilutive instruments into ordinary shares. The Company has no dilutive instruments to be included in the calculation.

	2025 £'000	2024 £'000
Profit attributed to equity shareholders	15,109	18,820
	2025 (in thousands)	2024 (in thousands)
Weighted average number of Ordinary Shares – Basic	448,042	526,129
Weighted average number of Ordinary Shares – Diluted	448,042	526,129
Basic earnings per share for total operations	3.4p	3.6p
Diluted earnings per share for total operations	3.4p	3.6p

10. Investments at fair value through profit or loss

	At 1 January 2025 £'000	Additions during the period 2025 £'000	Change in fair value 2025 £'000	Total investments 2025 £'000	Fair value level
Fixtaia Limited	87,228	4,685	15,862	107,775	3

	At 1 December 2023 £'000	Additions during the period 2024 £'000	Change in fair value 2024 £'000	Total investments 2024 £'000	Fair value level
Fixtaia Limited	55,392	12,500	19,336	87,228	3

Fixtaia is the subsidiary vehicle where all investment transactions are executed and held.

During the current period, the Company received 46.85 shares in Fixtaia for cash consideration of £4.7m. The number of shares held in Fixtaia as at December 2025 was 821.95 (2024: 775.1). At 31 December 2025, the investment in Fixtaia was revalued to £107.8m as per the net asset value of Fixtaia, resulting in a net revaluation gain of £15.9m through profit or loss.

The Company's accounting policy on fair value measurement is disclosed in note 2. The investment is categorised at Level 3 as there is no market activity on the date of measurement as they are a private company. Fixtaia is held at NAV.

Fixtaia holds a portfolio of listed and private assets. The listed assets are categorised as Level 1 and the private assets are categorised as Level 3 investments.

11. Financial assets and liabilities

	2025 £'000	2024 £'000
Financial assets at fair value through the profit or loss		
Investments (see note 10)	107,775	87,228
Financial assets at amortised cost		
Other receivables	141	106
Total financial assets	107,916	87,334
Financial liabilities at amortised cost		
Amounts owed to related undertakings (see note 14)	(1)	(4)
Current tax liability	–	(794)
Other payables	(233)	(278)
Total financial liabilities	(234)	(1,076)
Cash and cash equivalents	2,211	29,613
Net funds	2,211	29,613

The fair value of assets and liabilities approximates their book value.

Other receivables represent receivables, prepayments and accrued interest receivable. Other payables include accruals of £193k (2024: £269k).

The Company's overall risk management programme focuses on reducing financial risk as far as possible and therefore seeks to minimise potential adverse effects on the Company's financial performance. The policies and strategies for managing specific financial risks are summarised as follows:

Market risk

Market price risk is the risk that the market price of a financial instrument will fluctuate due to changes in factors specific to the security or its issuer. This market risk comprises three elements – currency risk, interest rate risk and other price risk.

If the market value of the Company's investments increased/decreased in value by 10% as at 31 December 2025 the effect on the investment portfolio would have been an increase/decrease of £10.8m.

Currency risk

The Company holds one investment, via its subsidiary Fixtaia, denominated in a currency other than Sterling (GBP). Consequently, the Company is exposed to currency risk as the value of the investment denominated in Euro's will fluctuate due to the change in the exchange rate. The Company does not currently engage in currency hedging activities. The Company's cash is held in GBP.

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect the level of income receivable on cash deposits. The Company's interest-bearing assets are cash and cash on deposit at Royal Bank of Scotland ("RBS"). The Company would be significantly affected by changes in interest rates on cash held on deposit with RBS. Interest rate movements may affect the fair value of investments in fixed interest and equity securities.

Liquidity risk

Liquidity risk is the risk to Company will encounter difficulties in meeting its obligations associated with its financial liabilities. The Company undertakes short-term cash forecasting to monitor its expected cash flows against its cash availability. The Company also undertakes longer-term cash forecasting to monitor its expected funding requirements in order to meet its current business plan. The Company has sufficient cash to cover all outstanding current liabilities at the period end.

Notes to the Company Financial Statements

continued

Credit risk

The Company's principal exposure to credit risk is in the amounts owed by related undertakings. As at 31 December 2025, £1k is owed to DBAY Advisors Limited. (2024: £4k)

Capital management

Capital comprises share capital of £4.1m (2024: £5.2m).

12. Capital and reserves

	No of shares '000	Called up share capital £'000
Ordinary shares of 1p each in issue at 31 December 2024	524,350	5,244
Ordinary shares of 1p each in issue at 31 December 2025	413,824	4,138

All ordinary shares in issue referred to in the table above were authorised and are fully paid.

Share repurchase

On 24 April 2025, a tender offer was completed in which 110,526,315 Ordinary Shares were repurchased by the Company for £0.19 each and subsequently cancelled, returning £21.0m to shareholders.

13. Reserves

(i) Capital redemption reserve

In relation to share repurchases, a cumulative capital redemption reserve of £1.5m has been recognised in the current year, including £0.4m relating to prior periods which has been recorded in 2025 as the prior period impact is not material.

(ii) Retained earnings

	31 Dec 2025 £'000	31 Dec 2024 £'000
At 1 December	111,055	93,182
Profit/(loss) for the period	15,109	18,820
Share repurchase	(19,895)	(947)
Transfer to capital redemption reserve	(1,480)	–
At 31 December	104,789	111,055

14. Related party transactions

	Transactions with related parties		Amounts owed by related parties		Amounts owed to related parties	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Related party						
DBAY Advisors Limited	(6)	(20)	–	–	(1)	(4)
WS Holdco Limited	(15,000)	–	–	–	–	–
Total	(15,006)	(20)	–	–	(1)	(4)

During the period, DBAY Advisors Limited paid for expenses of £6k (2024: £20k) on the behalf of the Company. As at 31 December 2025, £1k is owed to DBAY Advisors Limited (2024: £4k).

On 18 July 2025 the Company announced an investment of £15m into WS Holdco Limited (“WS Holdco”) (formerly Framtid Topco Limited), a private holding company of a group of companies formed by DBAY. The Company and WS Holdco share a common investment manager, DBAY.

During the period, Fixtaia accrued performance fees of £475k (2024: £3.15m). The balance outstanding as at 31 December 2025 was £4.35m. (2024: £3.87m). Performance fees become payable to DBAY, by Fixtaia, only upon realisation of an investment.

Monitoring fees, at Fixtaia level, incurred during the period amounted to £1.5m (2024: £1.4m) of which £422k (2024: £335k) was outstanding at the reporting date. Monitoring fees are paid by Fixtaia to DBAY.

The Company did not enter into any other related party transactions.

15. Capital commitments

At 31 December 2025, the Company had no commitments (2024: £Nil).

16. Contingent liabilities

At 31 December 2025, the Company had no contingent liabilities (2024: £Nil).

17. Subsequent events

On 22 January 2026 LDG announced that Finsbury, in which LDG holds an economic 25.3% interest through the Company’s wholly owned subsidiary Fixtaia, had completed a refinancing and subsequent return of capital. This resulted in £11.4m being received by Fixtaia, de-risking the Company’s original capital investment to £2.8m of exposure (original investment: £14.2m). LDG’s equity stake in Finsbury remains unchanged.

The Board of LDG agreed the reallocation of £10m (the “Investment”) from the Finsbury return of capital to increase its investment in WS Holdco. Under the leadership of William Stobart, WS Holdco Group is pursuing a buy-and-build strategy aimed at creating a UK-focused national logistics platform. WS Holdco Group has also acquired 100% of William Stobart & Son Limited, which provides general transport and warehousing services; a 70% interest in WS Digital Freight Ltd, an asset-light road forwarding business; and a 60% interest in WS Bis Henderson Limited, which specialises in white-collar recruitment for the logistics industry.

The Investment was on the same terms as LDG’s original investment of £15m in WS Holdco as detailed in the Company’s announcement on 18 July 2025. As at 30 September 2025, LDG’s interest in WS Holdco was 42.6% and increased to 51.3% after the further Investment. LDG’s interest may change if additional equity is raised by WS Holdco and there is no certainty that LDG will participate in subsequent fundraises.

Alliance, in which LDG has invested £39.0m and holds an economic 24.5% interest, announced in December 2025 that it had disposed of its prescription products portfolio to two strategic buyers. The transaction closed in early January 2026 with proceeds contributing to a net debt reduction from £275m at the end of December 2025 to a forecast c. £175m at 31 March 2026. Following this transaction, the business is a pure-play consumer healthcare platform with market leading brands in damaged skin (especially scar and scalp care) and healthy aging.

On 27 February 2026, LDG announced its quarterly portfolio data. As at 31 December 2025, LDG’s unaudited estimated NAV per share was 26.7p. The NAV remains unchanged compared to the prior period being 30 September 2025. The valuations of the portfolio companies mirror the valuations at which the assets are held in the DBAY private funds. Funds managed by DBAY are the lead investor in all LDG portfolio companies, and DBAY’s management believes all portfolio companies are held at a conservative valuation. An update on the portfolio investments was also provided.

On 17 March 2026 LDG was notified by WS Holdco, its portfolio company, that it had acquired EV Cargo Solutions and Distribution Limited. Following this transaction, LDG’s interest in WS Holdco is 50.7%.

Glossary

Term	Definition
Accounts	The financial statements of the Company
Admission	The admission of the issued ordinary shares in the Company admitted to trading on AIM that became effective on 31 December 2020
AGM	Annual general meeting of the Company
AIM	Alternative Investment Market of the London Stock Exchange
AIM Rules	The AIM Rules for Companies published by the London Stock Exchange from time to time (including, without limitation, any guidance notes or statements of practice) which govern the rules and responsibilities of companies whose shares are admitted to trading on AIM
AIM Investing Company	An Investing Company as defined by the AIM rules
APMs	Alternative Performance Measures
Board	The Board of Directors of the Company
Company or LDG	Logistics Development Group plc, a public limited company incorporated in England and Wales with registered number 08922456
DBAY	DBAY Advisors Limited and/or any fund(s) or entity(ies) managed or controlled by DBAY Advisors Limited as appropriate in the relevant context
Directors	The Directors of the Company as at the date of this document, as identified on page 13
EPS	Earnings per share
Fixtaia	Fixtaia Limited, a company incorporated in Jersey (company no. 140806). Fixtaia is the subsidiary investment vehicle. All investments are executed and held in Fixtaia. Registered office is at 2nd Floor, Gaspé House, 66-72 Esplanade, St. Helier, JE1 1GH, Jersey
FY24	Financial period for the 13 months to 31 December 2024
FY25	Financial year ended 31 December 2025
HY25	Six-month period ended 30 June 2025
IAS	International Accounting Standards
IFRS	International Financial Reporting Standards
Investment Management Agreement	An investment management agreement entered into between the Company and DBAY, pursuant to which DBAY has been appointed as the Company's Investment Manager
Investing Policy	The Company's investing policy more particularly set out on pages 9 and 10

Term	Definition
Ordinary Shares/Shares	Ordinary shares of £0.01 each in the capital of the Company
QCA	Quoted Companies Alliance
QCA Governance Code (2023)	QCA Corporate Governance Code (2023) for Small and Mid-Size Quoted Companies published by the QCA

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