



Urban&Civic

# From conviction to definitive action

Urban&Civic was founded 15 years ago on a dual conviction. First, that meeting housing need required an increased contribution from large, amenity led, properly infrastructure new sites. Second, that the many naysayers that said sustainable and vibrant new communities could not be brought forward successfully were just plain wrong. The following pages describe how those convictions have become definitively actioned. Our company is proud of the quality we have delivered through working in partnership, always with integrity and innovation. Looking forward, we have the experience and an absolute passion to do more.



## Our front cover: sustainable travel bridging the gap for our new community

The new A10 bridge at Waterbeach enables pedestrians, cyclists and equestrians to travel off-road from Waterbeach to Cambridge via Mere Way. Commissioned by Urban&Civic and installed, ahead of schedule, by GRAHAM, the bridge supports sustainable transport, connects communities, and complements other travel initiatives, enhancing access for residents and the wider area.



USED BY PEDESTRIANS, CYCLISTS & EQUESTRIANS

**86 metres**

LENGTH OF THE BRIDGE

**25 min cycle**

TO CAMBRIDGE VIA THE BRIDGE

**150t**

THE WEIGHT OF THE BRIDGE





Read more online  
[www.urbanandcivic.com/media-library/case-studies/a10-bridge/](http://www.urbanandcivic.com/media-library/case-studies/a10-bridge/)



## At a glance



### Purpose

We work at scale and with partners who value quality, to create infrastructure led, beautiful, sustainable and community focused places where housebuilders want to build and people want to live.



### Vision

As the leading Master Developer of large scale Strategic Sites, we strive to be proud of the sustainable communities we are crafting, the quality of placemaking we are delivering and the challenges that we are overcoming through shared innovation and passion. We believe that doing things right means creating value for our shareholder and for our wider stakeholders. We are committed to keeping our promises, maximising our investment and delivering across an increasing range of sites.



### Values

Our values guide decision making at all levels and in all areas of the business. This is reflected from our approach to recruitment and inductions, to health and safety, sustainability and governance. Our values are celebrated via the annual values awards and assessed through our biennial engagement survey.

## OUR 2025 VALUE AWARDS WINNERS



**Quality**  
Alex Toye



**Integrity**  
Julie Emerson



**Innovation**  
Scott Edwards



**Passion**  
Emily Seeney-Fox



**Partnership**  
James Mooney



**Kudos**  
Libby Andrew

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Read more online  
[www.urbanandcivic.com/about-us/glance/](http://www.urbanandcivic.com/about-us/glance/)



# Strategic report



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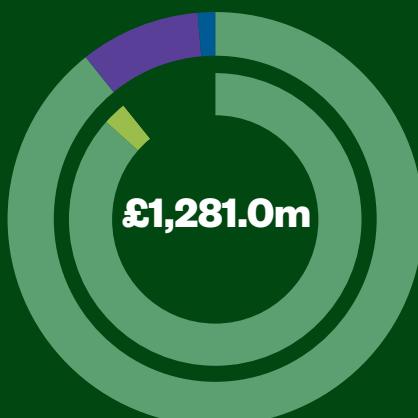
# The UK's leading Master Developer

**We are the UK's leading Master Developer having been specifically created 15 years ago to disrupt the established approach to the promotion and delivery of large scale residential led Strategic Sites.**

Owned by the Wellcome Trust since 2021, we are committed to delivering on our purpose, vision and values and achieving our strategic objectives.

With the integration of L&Q Estates during 2024/25, our Strategic Sites have now increased to over 19,000 acres of land but remain almost all within 100 miles of London, in key growth locations with strong transport links and with delivery and returns achieved over ten to twenty years per site. Two of our sites, Tempsford and Milton Keynes North, have been identified as potential New Town locations by the Government's New Towns Taskforce. We have recently submitted an outline application for our joint venture site with Hertfordshire County Council at Baldock and we are currently preparing further applications on additional sites.

Our Strategic Site portfolio is illustrated overleaf and for more information, visit: [www.urbanandcivic.com/portfolio](http://www.urbanandcivic.com/portfolio).



### Portfolio value by segment

At 30 September 2025

● Strategic Sites:	£1,142.5m	89.2%
● Build to Rent:	£30.0m	9.4%
● Catesby:	£121.1m	1.4%
● Commercial:	£17.4m	1.4%



## 20

Strategic Sites



## 10

Strategic Sites in delivery



## 22

stakeholders



## 25

housebuilding  
customers



## 143

employees

### Our partners

Whilst a number of our sites are owned outright, we also work in partnership with like-minded land owners and investors who share our passion for great places. These range from local authorities and county councils to landed estates and pension funds.

Read more on page 28

### Our stakeholders

We work with a wide variety of stakeholders to deliver on our shared ambitions for quality, innovation and strong communities.

Read more on pages 24 to 29

### Customers

Our customers extend from national and SME housebuilders to housing associations and Build to Rent investors across the diverse and increasingly innovative housebuilder market.

Read more on page 27



**In addition to our Strategic Sites:**

**Catesby**

Our Catesby business focuses on smaller scale land promotion achieving predominantly planning uplift based returns.

**NO. OF SITES**

**166**

**TOTAL ACRES**

**11,331**

**Commercial**

Our commercial sites comprise farming operations, Todd's tree nursery and a small number of bespoke city centre developments targeting de-risked shorter-term returns.

**NO. OF SITES**

**4**

**TOTAL ACRES**

**230**

# Passionate about infrastructure led sustainable communities

**Our business model drives shareholder and wider stakeholder outcomes by delivering serviced land parcels on large scale Strategic Sites where our customers want to build and where their customers and employees want to live and work. This requires a number of key and consistent ingredients which feed a Master Developer approach that is underpinned by our purpose, vision and values and addresses three universal sustainability challenges.**

## Our key resources

### Land

Large scale unbroken blocks of land within 100 miles of London are the essential foundation of our Master Developer model with smaller scale sites targeted by our Catesby land promotion business.

### Employees

Our growing team has significant expertise throughout all elements of acquisition, funding, planning, development, project management, sustainability, community engagement and estate management.

### Funding

Our business is underpinned by our returns and our supportive shareholder together with long-dated funding provided by Homes England.

### Partners and stakeholders

Large scale sites require long-term trusted partnerships with a wide range of stakeholders. Our hard earned reputation and demonstrable track record of delivery allow projects to progress with a shared belief and expectation.

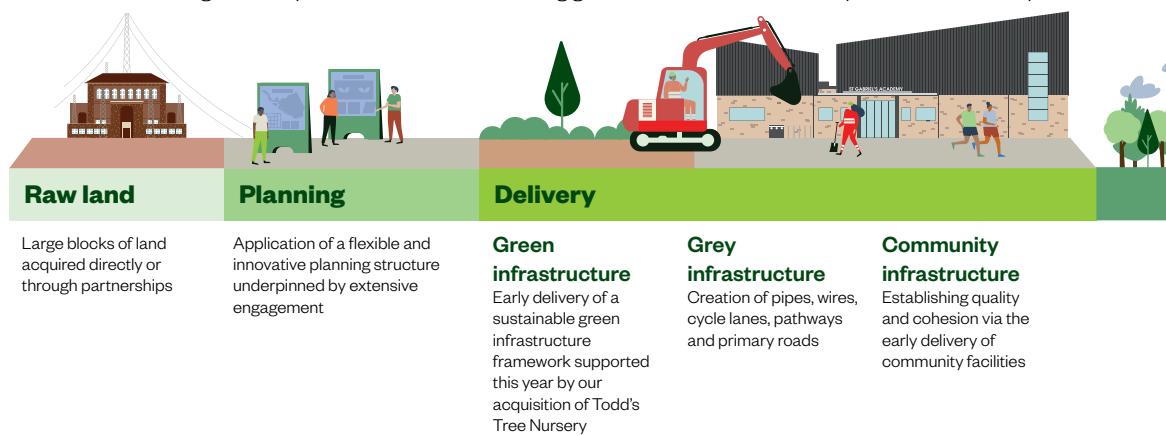
### Leadership

We constantly search for better, more efficient and more sustainable ways of doing things, and are proud to be judged by our quality.

## The Master Developer approach

### Infrastructure led sustainable communities

As Master Developer, we take responsibility for obtaining planning and delivering the sustainable green, grey and community infrastructure to establish high quality places within which we market fully serviced land parcels to housebuilders. Throughout this process we establish a strong governance structure and empowered community.



## Sustainability Framework

Our Sustainability Framework addresses the three universal challenges of climate change, biodiversity and health and wellbeing via a holistic Five Capitals approach throughout the planning, delivery and occupation stages. Key metrics are assessed to drive continuous environmental and social improvements.

### Universal challenges

CLIMATE CHANGE

BIODIVERSITY

HEALTH AND WELLBEING

### Social

People of Houlton Awards



Read more online  
<https://tinyurl.com/5fvfs2z5>



### Physical

Community Gardens at Alconbury

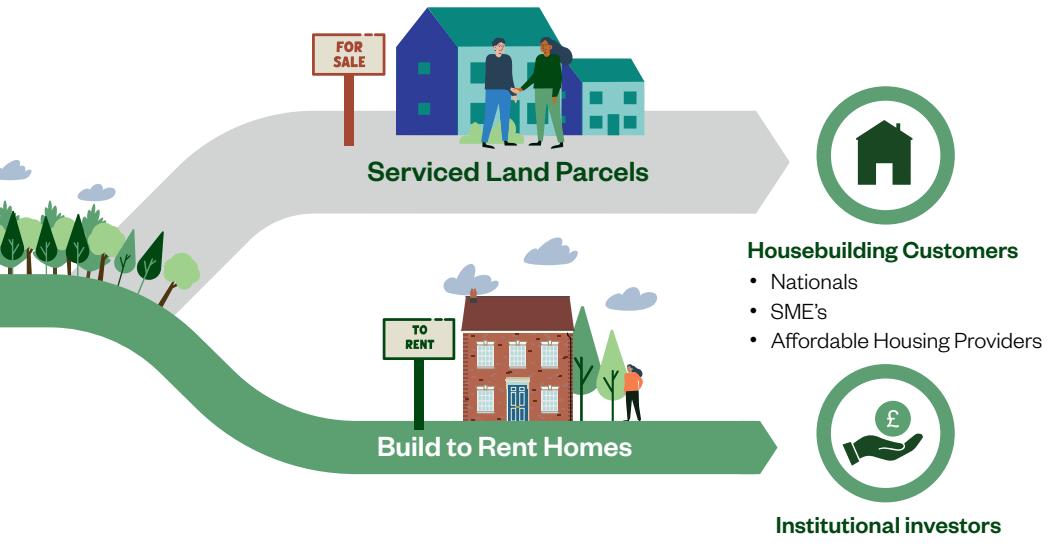


Read more online  
<https://tinyurl.com/5fvfs2z5>





Read more on our Master Developer approach on our website: [www.urbanandcivic.com](http://www.urbanandcivic.com)



Read more on our approach to sustainability and environmental outcomes on pages 32 to 43 and via our website: [www.urbanandcivic.com](http://www.urbanandcivic.com)

**Economic**  
Cafe re-launch  
Waterbeach

Read more online <https://tinyurl.com/bdprtx67>

**Natural**  
Water Savers  
at Alconbury

Read more online <https://tinyurl.com/2s4xr4en>

**Human**  
Giving back by getting  
muddy

Read more online <https://tinyurl.com/5cec5yh>

## Stakeholder outcomes

### Shareholder

EPRA NTA ANNUAL RETURN

**4.9%** (2024: 16.1%)

### Employees

% OF EMPLOYEES UNDERTAKING TEN  
OR MORE HOURS OF NON-MANDATORY  
LEARNING AND DEVELOPMENT

**100%**

### Customers

PLOT COMPLETIONS

**1,464** (+47.4%)

### Suppliers and contractors

AVERAGE CONSIDERATE CONTRACTORS  
SCHEME SCORE BY CONTRACTORS  
EMPLOYED BY URBAN&CIVIC

**42 points**

(representing "excellent")

### Partners

PROPERTY VALUATION UPLIFT FOR  
JOINT VENTURE PARTNERS SINCE  
START OF PARTNERSHIPS

**31%**

### Local communities

% BY TOTAL VALUE OF DIRECT CONTRACTS  
PLACED WITH LOCAL CONTRACTORS

**93%**

### Government

NUMBER OF SITE VISITS HOSTED  
BY URBAN&CIVIC

**46**

# Resilience, progress and purpose: leading Urban&Civic into a sustainable future



“

**The achievements of the past year are a testament to the professionalism and commitment of our team. We remain resolute in our purpose and confident in our strategy, and we look forward to building on these foundations in the year ahead.”**

**Peter Pereira Gray | Chairman**

On behalf of the Board, I am pleased to present the 2025 Annual Report for Urban&Civic plc. This year has been one of both challenge and progress, set against a backdrop of macroeconomic uncertainty, evolving government policy and the structural reorganisation of local government. I am proud to lead a Board which is demonstrably focused on providing clear leadership, robust oversight, and a long-term perspective, underpinned by our over-riding purpose: to create sustainable landscape and infrastructure led communities where people want to live and work.

## Board perspective on performance

The life of a master developer in recent years has not been an easy one. The market for new homes has been subdued as a result of macroeconomic uncertainty and pedestrian national growth, but despite some persistent headwinds, Urban&Civic has delivered a year of meaningful progress. The Group achieved its highest ever profit before tax of £471 million, a sixfold increase on the prior year, whilst maintaining a robust balance sheet with EPRA NTA of £1,008.4 million. We will return those profits with pride to our shareholder, to whom we give thanks for their unwavering support.

The business achieved a record 16 land sales, strong Build to Rent (BtR) performance, and continued its momentum across its Strategic Sites. The successful integration of L&Q Estates has consolidated our position as the UK's leading Master Developer, expanding our portfolio and capabilities.

## Market environment and strategic response

The UK property sector in 2025 has been shaped by fluctuating interest rates, planning reform, and ongoing challenges in the affordable housing sector. While mortgage approvals and buyer sentiment have been volatile, demand for high quality rental homes remains robust. Whilst the short term has been challenging, the Board has maintained a clear focus on long-term value creation, supporting management in accelerating infrastructure delivery, progressing new planning applications and providing both focus and challenge on sustainability and health and safety. Notably, our holdings at Tempsford and Milton Keynes North have been identified by the Government's New Towns Taskforce as potential new town locations, reflecting our alignment with national priorities.

## Governance and Board effectiveness

Good governance remains at the heart of Urban&Civic's approach. The Board has continued to review its composition and effectiveness, ensuring a balance of skills, experience and independence. This year, we have overseen the full integration of L&Q Estates, enhanced our committee structures, and maintained rigorous oversight of risk, internal controls and culture. Our governance framework is designed to support transparent decision making and to ensure that the interests of all stakeholders are considered in Board deliberations.

## Stakeholder engagement

Our long-term success is intrinsically linked to the strength of our relationships and the Board continues to consider a wide range of stakeholders and have clear regard for our shareholder and our employees. Feedback from these engagements has informed key decisions, from strategic investments to our approach to sustainability and community development. We are proud of our high levels of staff engagement, with a 92 per cent engagement score in our latest survey, and of the tangible benefits delivered to our customers and partners.



## Creating construction pathways

Urban&Civic's partnership with Constructed Pathways is transforming Cambridgeshire's jobs and skills landscape. Through the National Skills Academy for Construction framework, innovative pilot schemes – like the Bricklaying Skills Bootcamp and HMP Peterborough training – are creating sustainable pathways to employment. This collaborative approach, supported by local authorities and industry, is delivering long-term opportunities for local people and addressing critical skills shortages across the region.



### ESG and sustainability

Despite the current economic headwinds, developing sustainable communities remains integral to our vision, operational activities and governance processes. This year marked the end of the first five-year period for the targets we set ourselves in our Sustainability Framework. We are pleased to report that we achieved the majority of those 2025 targets and have set new refined metrics to 2030 to maintain our momentum. On our journey towards net zero, we have reduced Scope 1 and 2 carbon emissions by 58 per cent since 2021. We cannot rest on our laurels and are focused on the increasing challenges of meeting our full net zero ambitions by the targeted dates and are realistic as to the impact that grid decarbonisation may have. I am grateful to the Sustainability and Health & Safety Committee for continuing to oversee the progress of the business and ensuring accountability and transparency in decision making.

### The role of AI: challenges and opportunities for the Master Developer model

The rapid advancement of the technological revolution that is known as artificial intelligence will present profound opportunities and challenges for society. We are still in the foothills of our understanding of those opportunities and challenges and our sector and expertise in providing well-planned infrastructure led developments where families want to live will not be immune from change. I suspect, however,

that high quality residential development will ultimately prove far more resilient as a business model (be it homes for sale or for rent) than other more commercially focused developments as our population appears to inexorably rise. Whilst we take comfort in the resilience of our business model in the face of existential challenge elsewhere, we will not be complacent in addressing societal shifts.

AI-driven tools are beginning to enhance design, planning, and project management, offering the potential for greater efficiency and improved stakeholder engagement. The adoption of AI also raises important questions around data governance, transparency, and the preservation of human judgement in placemaking. The Board is committed to ensuring that technological innovation complements our collaborative ethos and supports our long-term vision for the communities we are trusted to curate. Through our Technology Group within Urban&Civic, we are actively exploring opportunities to use AI constructively, while maintaining our commitment to ethical standards and stakeholder trust.

### Outlook and Board priorities

Looking ahead, the Board remains confident in Urban&Civic's ability to navigate a complex and evolving landscape.

Our priorities for the coming year include accelerating delivery across our expanded portfolio, deepening our commitment to sustainability and continuing to engage

proactively with all stakeholders. We will also maintain a sharp focus on governance, risk management, and the ongoing development of our people and culture.

The political and economic landscape of the UK has been challenging in the recent period and perhaps will remain so for the next few years, but I am mindful of the words of President Lincoln in his address to the Wisconsin State Fair in 1859: "This too shall pass." We are well positioned with a committed Board, a high quality and experienced executive team, high quality assets, a strong balance sheet and an intelligent and supportive shareholder that has a long-term perspective. One could not wish for more.

On behalf of the Board, I would like to thank all colleagues, partners and stakeholders for their continued support and dedication. The achievements of the past year are a testament to the professionalism and commitment of our team. We remain resolute in our purpose and confident in our strategy, and we look forward to building on these foundations in the year ahead.

**Peter Pereira Gray**

Chairman

19 December 2025

# Passionate, inventive and amenity led



**A major plank in the reputation of Urban&Civic has been a willingness to take on public infrastructure spend at our own risk which, I would like to think, was a factor in the New Town Taskforce deliberations. No other private sector Master Developer leads on two prospective New Town designations and we are working with MHCLG and Homes England colleagues to progress.”**

**Nigel Hugill | Chief Executive**

### Introduction and commentary

Urban&Civic continues to progress in testing trading conditions. No question that we are seeing improvement in the planning environment that informs the Group's future growth prospects but immediate house buyer sentiment has taken a step back with sustained political uncertainty impacting negatively on consumer confidence. Generally, the pace of sales on Urban&Civic strategic projects in delivery is above industry averages but we have not been immune to broader market dynamics. Worse than expected government borrowing numbers, slowdowns in private sector activity, successive dives in retail sales and maintaining stubborn inflation, along with Budget speculation stretching back to the summer, have all acted to drag down housing buying customer demand. Particularly damaging has been the knock on for interest rates and therefore mortgage fixes, which had been trending down previously. Sales have suffered accordingly. Reservation rates and buyer sentiment were appreciably stronger in the first half of our financial year to March 2025 than in the second six months to September.

That experience accords directly with the consensus of the major housebuilders and is backed up by the official statistics. MHCLG data shows a 19 per cent decrease in completions for the April to June 2025 quarter compared with the same period in 2024. The hope had been that last year would be the cyclical low. Instead industry forecasts now suggest that 2025 new housing completions in England could well be down a further 20 per cent to around 160,000 new homes, the lowest level since 2014/15 and with a population that is more than 7 per cent higher than a decade ago.

Notwithstanding and, indeed in no small part reflecting those uncertainties, the demand for rental properties is higher than ever. We have reacted by accelerating Build to Rent on our own account across two sites totalling 220 units. Having established demand, the intention is to further increase construction in the new year. Less now than in the early days, but moving to our strategic projects does still involve an element of pioneering. Flat house prices, an uncertain outlook and high friction costs for purchasers, combined with the evident attractions

of landscape led development, have demonstrably broadened the base of prospective tenants. Current letting rates on completed units, most recently at Wintringham, are most encouraging. We continue to review all options but the intention remains to package completed and let assets for sale to institutional Core+ investors. Market housing sales will recover eventually, dramatically reducing the availability of bulk disposals to opportunistic purchasers. Urban&Civic is arguably unique with a growing pipeline of consented projects for which Build to Rent additions are all incremental.

There were notable exceptions to the flat overall sales market. Milton Keynes and Wintringham at St Neots both benefited from good demand. Moreover, whilst the pace of market sales came in below reasonable half year expectations, the resurgent eagerness of our housebuilding customers to acquire new serviced parcels bears testimony both to the attractions of the Urban&Civic model and the continued processing challenges in bringing forward buildable planning consents.

Former Housing Secretary Sir Sajid Javid once memorably observed “families can’t live in a planning permission”. Equally, housebuilders cannot build on the back of a resolution to grant planning consent. We offer a much more direct route, albeit one where detailed design approvals are still slowed by post-Covid sclerosis. Accordingly, whilst Group parcel sales and licences in FY 2024 were disappointing, with only a single transaction completed, we held our nerve. The recovery in the past year has been plain remarkable. We completed or exchanged on 16 new parcel disposals across 8 strategic projects over the 12 months to September 2025, helping to take Group land sales and plot completions to new record levels. Receipts from licences and from most outright sales are staggered. Residential sales equivalent to 1,464 plots represented a 47 per cent increase over 993 plots in FY 2024. Cash generated for the Group from sales was up 32 per cent at £110.6 million as compared with £83.5 million last year. The trend remains strongly upward, reflecting in no small part a supporting contribution from the former L&Q Estates portfolio. Minimum forward contracted receipts as at 30 September 2025 totalled £215.5 million, up more than 100 per cent over last year’s £107.5 million. My continuing expectation is for at least three further strategic parcel realisations before the end of the year, with first contracted transactions at Manydown in 2026.

Catesby reported a similarly improved performance and was able to clear some of the backlog of unit sales for which resolution to grant had been obtained but conditions to achieving formal consent remained outstanding. The list of holdups was long, including nutrient neutrality moratoriums, outstanding road approvals and dawdling section 106 agreements. In total nine sales were completed by Catesby in the year including notably at Braintree, where delays eventually reached four years. The aggregate number of new homes that will result from those sales is 2,380. The processing of applications, once resolved, is unacceptably slow and a genuine cause for concern. Planning is inherently a process of arbitration and it is right and proper that structured and informed deliberation takes place ahead of the resolution to grant. Thereafter, a well-functioning system ought to be able to progress, first to outline and then to detailed buildable consents in short order. That is absolutely not the case at present. Rather, we have witnessed a marked deterioration in the average time taken to progress after resolving to grant. Particularly frustrating are the delays being experienced by our housebuilding customers in obtaining detailed consents once all substantive considerations had been addressed at the outline stage even with planning performance agreements in place.

Pre-Covid the average time taken for a detailed buildable consent to be granted pursuant to an existing outline across our Strategic Sites was of the order of six months. I take no pleasure in recording that the current average is nearer 18 months. As at 30 September 2025, applications aggregating 2,858 new homes for which resolution to grant or outline consent had been obtained but detailed approvals or external conditions to securing formal application consent remain outstanding.

### Moving in the right direction

Process frustrations notwithstanding, it is important to maintain appropriate balance. The fundamental advantages attaching to properly planned strategic development, and our position therewithin, are well recognised. The new Government came into office in July 2024 and there can be no disputing the immediate determination to accelerate planning decision making, most especially over large strategic residential sites on which the reputation of Urban&Civic has been built. Consequently, over the current Parliament’s five years, I have little doubt that the number of resolutions to grant will exceed 1.5 million new homes. We can hope for an expeditious translation into buildable consents, such that we ought to see housebuilding numbers increasing positively into an improved economic outlook.

The recommendations of the New Towns Taskforce bear testimony both to prevailing determination and to the standing of Urban&Civic as the UK’s leading Master Developer. The Sir Michael Lyons led Taskforce was established within two months of the July 2024 election. Having invited suggestions, the Taskforce was presented with over 100 candidate locations for new settlements or urban extensions, each capable of accommodating upwards of 10,000 new homes. Following consideration, the Taskforce settled on 12 potential locations. Those findings were presented to MHCLG, such that the Secretary of State was able to provide an initial response, at the Labour Party conference at Liverpool in late September. The 12 locations recommended for further consideration included three within Urban&Civic’s core operating area, outside the M25 and within 100 miles of London. Two of those three recommendations are locations in which the Group holds extensive land interests, at Milton Keynes North and Tempsford respectively. A major plank in the reputation of Urban&Civic has been a willingness to take on public infrastructure spend at our own risk which, I would like to think, was a factor in the New Town Taskforce deliberations. No other private sector Master Developer leads on two prospective New Town designations and we are working with MHCLG and Homes England colleagues to progress.

**Below:** Brew by the Lake’s re-opening during Waterbeach’s ‘Summer at the Beach’



# Chief Executive's statement continued

With an accelerating own account Build to Rent construction programme, major new strategic projects coming into delivery, the prospect of involvement in two designated New Towns and Catesby planning applications at an all-time high, we build again from here."

## Results for the year to 30 September 2025

The Group recorded our highest ever profit before tax of £47.1 million for the 12 months to 30 September 2025, representing a sixfold improvement over FY 2024. The enlarged Catesby made the significant contribution of £14.2 million (Catesby equivalent contribution FY 2024: £0.04 million), also the highest ever. As a reaction to the improved planning environment at least at the decision making level, Catesby also scaled up pipeline applications. The number of submitted applications made by the Group's land promoting subsidiary in FY 2025 amounted to 1,813 new homes across 10 submissions.

The acquisition of L&Q Estates contributed early to Catesby and has proved markedly value accretive. The purchase gave rise to the recognition of £98.5 million of negative goodwill in arriving at 30 September 2024 EPRA net tangible assets. This entry will become reversed progressively through the Group consolidated income statement on asset realisations, with a corresponding increase in reported profits before tax. It is pleasing to report that the realisation of assets acquired through the purchase of L&Q Estates exceeded valuation on acquisition, which coupled with £23.1 million of negative goodwill amortisation (2024 negative goodwill amortised: £1.1 million) increased profits in FY 2025. Future income statements can also be expected to be correspondingly stronger.

EPRA NTA is the key measure against which the Group measures performance. The headline figures show a marginal drop both in EPRA NTA at consolidated (£1,008.4 million at 30 September 2025 versus £1,014.7 million at 30 September 2024) and at the per share level (EPRA NTA per share 371.7p at 30 September 2025 versus 374.0p at 30 September 2024). However, this is after £54.1 million of gift aid payments remitted during FY 2025 to the Wellcome Trust, our shareholder parent (2024 gift aid remittances: £5.4 million). Urban&Civic benefits in many ways from being part of the Wellcome family and we shall strive to further increase gift aid payments in support of the Trust's extraordinary scientific contribution. The realisation of retained negative goodwill and the investment profile of our strategic projects is likely to give rise to higher gift aid remittances against what would otherwise be taxable profits going forward. As such, the more consistent measure of comparable performance across successive financial reporting periods is EPRA NTA with gift aid remittance in the year added back. That produces an annual return for FY 2025 of growth of 4.9 per cent (2024: 16.1 per cent), which would seem a fair reflection of continued underlying progress in a flat sales market.

Appraised EPRA investment values showed little movement on the year. The number of transactions added to evidence but contracted parcel considerations were largely consistent with principal valuer (CBRE) expectations.

The economic backdrop and recent upward movement in the bond markets meant that our valuers were mostly disinclined to adjust the discount rates to which the valuations are most sensitive. Those rates are in the range 6.0 to 13.0 per cent. For the most part, valuation increases were limited to those projects and holdings for which planning prospects were judged to have improved. Namely, Milton Keynes North; Stoughton, on the outskirts of Leicester; and the enlarged St Neots holdings, including Wintringham. Work has started at Manydown, near Basingstoke in Hampshire, which was valued for the first time having crystallised an effective 50 per cent interest in the project at a total cost, including capitalised expenses, of £43.5 million. Manydown opens up a new geography for Urban&Civic Strategic Sites and registered housebuilder interest is most encouraging. The initial valuation gave rise to a pro rata uplift of £6.9 million, or 15.9 per cent, without direct sales evidence which is expected to be available next year.

During the course of the year the respective holdings of Urban&Civic and Nuffield were reorganised to take account of consented and partially serviced land at Loves Farm 2 being sold into the Wintringham partnership. The outline approval is for 1,020 new homes adjoining Wintringham to the immediate north. Loves Farm 2 was acquired as part of the purchase of L&Q Estates and was in the process of being infrastructured at the time of acquisition. As a result of the sale, Urban&Civic increased its partnership stake from 33 per cent to 50 per cent, with a small addition in its favour to outstanding shareholder loans. The resulting Urban&Civic Group investment holding in the partnership was valued by CBRE at £73.7 million, which represented a 4.4 per cent uplift after incorporating infrastructure spend.

Net gearing at 30 September 2025 was up at 11.7 per cent on an EPRA NTA basis, compared with 3.0 per cent 12 months previous. Cash balances were down £34.6 million across the year due principally to a secondary school payment at Alconbury, capital investment in Loves Farm 2 ahead of the transfer into the joint venture with Nuffield and peak spend on the A1/A46 Link at Newark. As at the FY 2025 year end, approaching 90 per cent of total borrowings were advanced by Homes England. Acceleration of our own account Build to Rent programme is likely to give rise to higher net gearing in the current year but overall debt levels will remain fully conservative.

SEEING IS  
BELIEVING

## Flexibility is better than prophecy

Find out more about Urban&Civic's approach to planning for large scale Strategic Sites.



Read more online  
[www.urbanandcivic.com/media-library/jplc53-flexibilityisbetterthanprophecy/](http://www.urbanandcivic.com/media-library/jplc53-flexibilityisbetterthanprophecy/)

## Local government reorganisations

In addition to an extensive package of planning reform, commencing with the launch of revisions to the NPPF by the Prime Minister and then Deputy Prime Minister at Alconbury in December 2024, the Government is pursuing a major programme of local government reorganisation in England. The intention is to replace remaining two-tier county and district councils with single-tier unitary authorities. The stated objective is to generate efficiencies through the creation of fewer, larger councils responsible for all local services (highways and education as well as homes and social care), thereby aiming for greater clarity of responsibility and reduced duplication of effort. The new unitary authorities are being targeted with a population of at least 500,000.

The areas in the Devolution Priority Programme, which include Hampshire County Council, submitted final proposals in September and the aim is for those new unitary authorities to go live in April 2027. Most other areas, including Cambridgeshire and revised arrangements for Bedfordshire, were invited to submit final proposals by November, with an anticipated go live date of April 2028. We are instinctively in favour of the change. The amalgamation of district and county functions ought to provide clearer lines of sight and make for more considered section 106 priorities. In particular, the incentive for districts to impose CIL on large sites falls away such that a single authority is able to reach site specific agreements with appropriately targeted capital spend. Probably 16 of 20 existing Urban&Civic Strategic Sites will be subject to changed administration. We are tracking all the various permutations carefully and working with district and county councils with which we are in joint ventures (Hertfordshire County Council at Baldock; and Hampshire County and Basingstoke and Deane Borough Councils at Manydown) to minimise the administrative impact of the transitions.

## Tempsford and Milton Keynes North

The Government has promised to confirm New Town designations in the first half of 2026. We are travelling in expectation that both Tempsford and Milton Keynes will make any cut. In each instance, the Local Planning Authority has formally welcomed identification. We had the foresight to accumulate substantive land holdings in those areas not so much in anticipation of an official programme but having evaluated that both locations were logical accommodators of large scale growth. Blessed with a landscape led development framework, Milton Keynes is conspicuously the most successful of the post-war New Towns with a population that consistently registers higher pro-growth attitudes than elsewhere in the country. The suitably ambitious proposals involve constructing a new junction off the M1 and bridging over the lakes to connect new development back into the city core. Increased residential numbers, incorporating the Council's existing intentions for higher density in the existing centre, would enable a viable mass transit system. Effectively this would constitute a second reset – Milton Keynes 2.0 – following the initial step change interventions headed by John Prescott that began in 2003.

Tempsford was identified as a suitable place for a New Town in the National Infrastructure Commission report "Partnering for Prosperity" published in 2020. The small existing village of about 600 residents sits close to the East Coast Mainline and is bisected by the A1 around 7 miles south of St Neots in Cambridgeshire and 5 miles north of Sandy in Bedfordshire. Proposed and committed infrastructure spend in the area is already considerable. The £11 billion upgrade of the A428/A421 linking Cambridge with Milton Keynes with a spaghetti junction over the A1 is scheduled for completion in 2027. Meanwhile, the Chancellor of the Exchequer promised in January 2025 a new East Coast Mainline Tempsford station to be built by Network Rail an estimated three to five years ahead of an intersection with East West Rail being constructed in sections from Oxford to Cambridge.



## On the board at Milton Keynes

This year the Urban&Civic team went to Milton Keynes for our Company away day. Held at Unity Place located in the heart of Milton Keynes and only a good dice roll away from our Whitehouse, Fairfields and MK Western Expansion Strategic Sites.

Having developed a legendary status, all previous away days have had a theme and this year's was no different. Instead of just getting through the agenda we went round the 'board' monopoly style without landing in jail.

The away day is where our corporate goals and mission are unpacked and this year we really focused on our Company culture and what it means to us at U&C as well as learning more about Milton Keynes.

There was a panel discussion, made up of representatives from planners DLA (which are based in Milton Keynes), Milton Keynes City Council and engineers WSP, as well as a stats packed briefing by Nigel on the incredible growth of this globally famous New Town.

Site tours, entertainment and competitive quizzes and challenges rounded off an exceptional away day. Everyone left wondering how we are going to top this next year... but then we ask that every year. The organising committee has never let us down yet.

EMPLOYEE  
ATTENDANCE  
**90%**

SESSIONS  
HOSTED OVER  
**2 days**

MK North  
MK 10+11  
Milton Keynes

ert



# Chief Executive's statement continued

## Growing our own trees

As a landscape led Master Developer, the quality and resilience of our green infrastructure remains paramount. As Urban&Civic continues to grow, we need to ensure supply chain resilience – just as with a housebuilder and bricks. It also made little sense on sustainability grounds to be importing trees from Europe, often the default industry assumption. We took the opportunity in June 2025 to acquire Todd's Nursery, a highly regarded supplier of mature trees and shrubs which we knew well. The nursery holds over 22,000 trees, equivalent to 15 years of our current planting requirements, and is strategically located in Biggleswade, close to many of our Strategic Sites. Whilst we will continue to operate Todd's as a supplier to the wider industry, this proximity and quality of stock will reduce transportation distances and associated carbon emissions, while enabling us to align tree cultivation with biodiversity and resilience targets.

## Outlook

On the headline numbers the UK housing market is following the national economy in limping but not collapsing. Real GDP eked out growth of 0.1 per cent in the third quarter of 2025, down from 0.3 per cent for the three months to June. Monthly GDP fell 0.1 per cent in September, following flat growth in August. The picture is one of low growth, cautious households, persistent inflation above target, and a weakening labour market – not yet in technical recession but some way from

rude health. Similarly with housing indices, where prices show resilience despite historically low transaction numbers. The Land Registry UK House Price Index report average prices up 3.0 per cent year on year to £272,995 in August 2025. Halifax and Nationwide calculate independently but arrive at much the same conclusions. This is probably to overstate evidence in our key markets and in which needs based buyers predominate. With a few outliers, there are no obvious signs in either direction of changed headline prices on our Strategic Sites. Equally, absent clearer signals on property related taxes, fiscal policy and the trajectory of interest rates, it is hard to see much demand alteration in purchaser demand.

Fiscal policy remains tight. Inflation is moving in the right direction but remains stubbornly high. The Government delivered a tax-raising Autumn Budget late last month to address a hole in the public finances, with UK national debt around 100 per cent of GDP. The OBR revised forecasts are for real GDP growth of approximately 1.0 per cent for 2025 and 1.9 per cent for 2026. The closest long run proxy for UK house price behaviour, outside Central London, is alterations in net disposable income. The labour market, which carried the economy for several years, is now where the weak spots show up most clearly. Wage growth has cooled substantially. Unemployment rose to 5.0 per cent in the three months to September 2025, the highest

experienced since early 2021 during the pandemic. PAYE employment has been falling, down 117,000 (0.4 per cent) year on year and 32,000 month on month in September. Vacancies remained broadly flat at 723,000, well below pre-pandemic peaks but stable. Annual growth in regular earnings was 4.6 per cent in the three months to September, down from 4.7 per cent previously and the lowest since April 2022. In real terms, adjusting for inflation at the 3.8 per cent registered in September 2025, wage growth stands at just 0.8 per cent, meaning households are barely staying ahead of rising prices.

In stark contrast with house prices, private rents have risen to the extent that affordability has deteriorated significantly. The Resolution Foundation reports the average renter in England spends 36.3 per cent of income on rent, well above the 30 per cent affordability threshold.

Tenant demand continues to significantly exceed available supply and is most acute in those markets where house prices are high but current growth is lowest, most obviously in our case in and around Cambridge. The constraints are such the mismatch is unlikely to alter anytime soon.

There are some slants of more optimistic light. Whilst still well north of the 2 per cent target, the Bank of England judges that inflation has peaked and expects it to fall to close to 3 per cent early next year. The risk from greater inflation persistence is becoming less pronounced in rate setting decisions.

SEEING IS  
BELIEVING



## U&C's Appy communities in 2025

Discover how U&C's innovative, web-based community app streamlines communication and delivers real-time updates. With a consistent framework, custom branding and actionable analytics, it's helping us redefine resident engagement and setting a new digital standard for our communities.





SEEING IS  
BELIEVING



Middlebeck  
Newark



## Middlebeck Way – delivering Newark's Southern Link Road

August saw a major milestone for the £100 million Southern Link Road, with the opening of the middle section between Bowbridge Lane and Hawton Road. Backed by public and private funding and instructed by Urban&Civic, this 5km route connects the A1 and A46, supporting Middlebeck's growth and Newark's economic future. The road eases congestion, improves journey times, and boosts the town's appeal for residents and businesses. The final phase, delivered by Breheny, is underway and due for completion by September next year. More than infrastructure, Middlebeck Way is a defining feature of the community, driving progress and connectivity.



The housing market has weathered an interest rate hiking cycle over the past four years, albeit due to structural supply constraints advantaging an ageing and majority mortgage free profile of owners. Continued pressure exists to deliver significantly more homes across all tenures, though delivery at the required scale remains a challenge. A bout of political stability would encourage longer rates down and help drop new mortgage offers back below 4 per cent, improving purchasing affordability at the margin. Housing transactions are holding up better than new build numbers and less reliant on first time buyers. Purchasing ratios for those with a deposit are in line with historical averages. Market participants report the market proved more resilient to pre-Budget uncertainty than leading indicators suggested. Mortgage approvals hit their highest level of 2025 in October, indicating steady if unspectacular demand. HMRC transaction data continues to show modest year-on-year increases, though volumes remain suppressed compared with pre-pandemic levels.

### In conclusion

The record Group reported profits are more a cause for satisfaction than celebration. The improved planning environment is a necessary but not sufficient condition to raising new housing numbers. Our housebuilding customers are wanting to increase output but structurally little has changed on the demand side. Government ambitions on delivery and New Towns are sensible but land value capture cannot fund infrastructure, high affordable delivery and adequate private returns simultaneously.

The construction workforce faces constraints, with self-employed workers still approximately 500,000 below pre-pandemic levels. Even if planning reforms enable 300,000+ new home approvals annually, delivery at scale faces processing and financing challenges. With unemployment rising, real wage growth minimal and affordability stretched, the market remains vulnerable to domestic political instability and external shocks. Most everything points to more renting.

Faced with all these challenges, it is incumbent upon us to make the most of our platform advantage. Across the board, the Urban&Civic business is in the best internal shape that it has ever been. The successful incorporation of L&Q Estates bears witness. The acquisition looks well timed in coinciding with breakthrough progress on existing projects at Manydown and Baldock. Significant involvement at Milton Keynes had long been an objective. The combining of interests to the east of the East Coast Mainline at St Neots, leavened by separate recent additions, affords genuine strategic positioning. Meanwhile Catesby has effectively doubled in size with a coherently enlarged geographic spread.

Just as important is the manner in which colleagues new and old have come to work together, capturing in the process a wealth of skills, knowledge and experience. The most recent staff survey reinforced those positives. Sincere thanks to all.

Finally, I would like to recognise the contribution of Rupert Driver and his fellow valuers at CBRE, most especially for the early work that was without the benefit of the considerable evidence of parcel realisations that the Group now generates. They worked on the prospectus when Urban&Civic joined the stock market akin to a startup in 2014 and have been principal valuers ever since. RICS mandated rotation will see Cushman & Wakefield value from next year.

With an accelerating own account Build to Rent construction programme, major new strategic projects coming into delivery, the prospect of involvement in two designated New Towns and Catesby planning applications at an all-time high, we build again from here.

**Nigel Hugill**  
Chief Executive  
19 December 2025

# Strategic objectives

Our strategy reflects our scalable business model which is structured to be consistent and resilient throughout economic cycles such as this one. The Master Developer approach generates alignment with stakeholders across the entire lifecycle of delivery and is therefore capable of responding to both opportunities and challenges.

We are committed to:



### Securing additional Strategic Sites/consents



### Accelerating the volume of serviced residential and employment parcels for the market



### Enhancing the quality of sustainable placemaking



### Identifying and delivering further trading opportunities



### Delivering returns for our shareholder and other stakeholders



### Securing additional Strategic Sites/consents

As the market leading Master Developer for the delivery of Strategic Sites we continue to focus on identifying and promoting further sites within 100 miles of London, predominantly through off-market negotiations and through public procurement.

#### Progress by the end of September 2025

- The strategic masterplan for Baldock was submitted and approved and we submitted a flexible outline planning application for up to 3,200 homes.
- The Strategic Sites at Milton Keynes North and Tempsford were both identified by the New Towns Taskforce as two of the twelve possible locations for New Towns with Tempsford being identified as one of the three most promising sites.
- We have progressed Key Phase 3 approvals at Alconbury, Key Phase 4 approvals at Houlton and Key Phase 2 approvals at Wintringham.
- We entered into a cost sharing agreement with Homes England to progress the allocation of our combined holdings at Land South of Gartree Road, Stoughton.

#### Objectives for FY 2026

- Secure outline planning permission for Baldock.
- Secure an allocation within the emerging Huntingdonshire Local Plan for Tithe Farm and promote the additional 940 acres of land which has recently been acquired which integrates with our existing projects and pipeline enhancing the wider St Neots area.
- Enter into a collaboration agreement with Homes England for the allocation and submission of an outline consent in respect of our combined holdings at Land South of Gartree Road, Stoughton.
- Secure allocations in the submission drafts of respective local plans for Bowmans Cross and Land South of Gartree Road, Stoughton and submit outline planning applications to be considered in parallel.
- Work with Homes England and respective local authorities on the consideration of Milton Keynes North and Tempsford as New Towns and the mechanisms for early delivery.
- Enter into discussions with Hampshire County Council and Basingstoke and Deane District Council to expand our joint venture with the councils, to include Manydown South.



## Accelerating the volume of serviced residential and employment parcels for the market

A combination of our own capital and additional funding provided by Homes England and local stakeholders and partners continues to allow us to accelerate the delivery of sustainable green, grey and community infrastructure across our Strategic Sites, bringing forward additional points of sale ahead of those previously appraised.

### Progress by the end of September 2025

- Exchanged/completed contracts for 16 serviced parcels for over 2,800 units across Houlton, Waterbeach, Priors Hall, Alconbury, Wintringham, Loves Farm 2 and Whitehouse, Milton Keynes.
- Installed the A10 multi-modal bridge at Waterbeach, linking the site with the Mere Way cycle and pedestrian route into Cambridge and the proposed Park & Ride facility.
- Progressed design and planning for Key Phase 2 at Waterbeach, to include the road linkage to the proposed new rail station.
- Completed the initial construction access junction at Manydown and secured all requisite technical highway approvals for the permanent site access junctions.
- Commenced works to the southern gateway of Alconbury Weald, allowing a second sales front, alongside the construction of the primary route linking all phases of the scheme.
- Undertook a review to refresh our sustainability metrics for the 2026–30 time horizon (published on pages 38 and 39).
- Incorporated L&Q Estates into our net zero planning.
- Incurred a total of £118.7 million of servicing expenditure across the Group's Strategic Sites.

### Objectives for FY 2026

- Exchange/complete contracts for 14 serviced parcels for over 2,400 units across: Middlebeck; Houlton; Priors Hall; Wintringham; Loves Farm 2; and Whitehouse, Milton Keynes.
- Commence marketing of the first serviced land parcels in Key Phase 1A at Manydown and for a stand-alone parcel, BA2, at Baldock.
- Complete and open the A10 bridge at Waterbeach and commence construction of the A10 roundabout access.
- Complete the A46 connection at Middlebeck, Newark.
- Commence Key Phase 2 infrastructure for both Wintringham and Loves Farm 2.
- Complete the delivery of KPIA access junction for Manydown at Winklebury Way and obtain technical approvals for and commence construction of the KPIB access junction.



## Enhancing the quality of sustainable placemaking

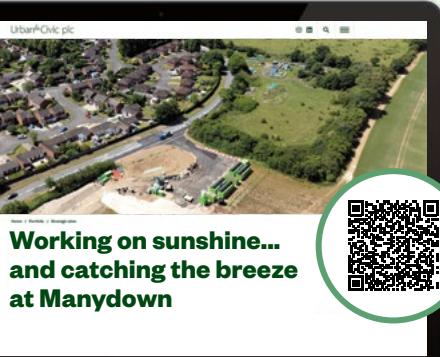
The sustainable credentials and quality-driven placemaking continue to be recognised by the market as a point of differentiation for stakeholders and our housebuilding customers. We will integrate this approach into the additional sites acquired this year.

### Progress by the end of September 2025

- Acquired Todd's Nursery to provide a long-term supply of high quality mature trees, plants and shrubs for our landscape led approach to placemaking. Todd's Nursery will continue to sell to third parties; however, its central location provides Urban&Civic with the opportunity of supplying its Strategic Sites with trees at cost, using fewer carbon miles to deliver them.
- Completed arrangements with Marks & Spencer to co-anchor the local centre at Wintringham alongside David Lloyd.
- Fit out has commenced on our first GP health facility at Alconbury Weald with design and planning progressed on a building for smaller retail units to be delivered as part of the local centre.
- Permission secured and construction commenced for a 2FE primary school as part of the Houlton School campus to create an "all through" school.
- Waterbeach's first shop installed to form a temporary cluster of social infrastructure around the mobility hub.
- Proposals for the District Centres at Wixams and Milton Keynes progressed with the District Centre at Wixams needing to respond to an enlarged railway station and the neighbouring Universal Studios proposals.
- Finalised the adoption of the link road at Houlton.
- Quality of life surveys carried out at Houlton, Alconbury and Middlebeck.

### Objectives for FY 2026

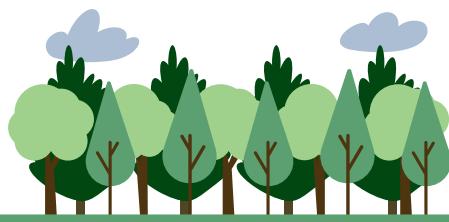
- Support the opening of the David Lloyd Centre at Wintringham and materially advance the construction of the M&S store.
- Maximise electric vehicle charging opportunities across the Wintringham District Centre.
- Activate the sustainable travel hub at Waterbeach with scooters, a car club and bus information displays.
- Evaluate the water saving pilot campaign at Alconbury and develop a strategy to embed learnings.
- Obtain planning, funding approval and commence construction for the next primary school in Zone 2 at Priors Hall Park.
- Submit planning application for the district centres at Whitehouse, Milton Keynes and Wixams.



Working on sunshine... and catching the breeze at Manydown

Read more online  
<https://tinyurl.com/2se4frwp>

## Our strategy continued



### Identifying and delivering further trading opportunities

The Catesby business continues to be the main focus of our shorter-term projects across a wider geography. We are also continuing to self-deliver blocks of Build to Rent on our Strategic Sites for investment sale once fully rented.

#### Progress by the end of September 2025

- Catesby obtained consent for 1,840 units across 7 sites.
- 17 lettings secured for the Build to Rent (BtR) scheme at Wintringham.
- Planning for 63 BtR units at Waterbeach secured. An application has been submitted for a further 13 BtR units.

#### Objectives for FY 2026

- Obtain consent for the remaining 13 units and commence construction of 76 BtR units at Waterbeach.
- Secure permission for a 63-unit BtR scheme at Alconbury, and identify further pipeline opportunities across the portfolio.
- Continue to seek a strong pipeline of new land to promote, accepting that 2026 will continue to present both challenges and opportunities.
- Minimise future business risk by continually evolving the planning and community engagement strategies to promote sites through the local plan process, seeking allocations and gaining consents at a local level where possible.
- Building on the acquisition of L&Q Estates, continue to enhance brand awareness and relationships with identified key influencers within the sector, helping to ensure we are the land promoter of choice for those landowners seeking land promotion partnerships.



### Delivering returns for our shareholder and other stakeholders

Our business model targets growth in EPRA metrics to underpin shareholder return whilst delivering a real difference to the communities in which we are working.

#### Progress by the end of September 2025

- Secured £42.2 million of Homes England funding to accelerate delivery of the early infrastructure at Manydown.
- Secured £17.2 million of Homes England funding to finance BtR single-family housing at Wintringham.
- Repaid final loan facility used to develop Manchester New Square residential flats.
- Gained access to 22,000 trees through the acquisition of Todd's Nursery for £2.1 million.
- Integrated L&Q Estates' employees and financial systems into Urban&Civic's processes and procedures.
- Contracted on a record number and amount of land parcel sales at its Strategic Sites as previously described.
- Paid gift aid of £54.1 million to the Wellcome Trust.

#### Objectives for FY 2026

- Secure additional funding for an expansion of Build to Rent delivery.
- Complete Homes England funding at Manydown.
- Complete integration of Todd's Nursery.
- Continue to gift aid profits to the Wellcome Trust.
- Achieve land parcel sales and planning consents as previously described.



SEEING IS  
BELIEVING

#### RAU farming update - Catesby Estates

Discover how the Catesby Estates team gained hands-on farming insights at RAU, strengthening relationships with landowners and embracing innovation through practical learning and memorable experiences in the Cotswolds.





## Great green growth

At Urban&Civic, we're always looking for ways to make our places greener, better, and more sustainable. This year, we took a big step by bringing Todd's Nursery Limited into our fold, a brilliant, family-run business in Biggleswade that's been growing top-notch trees, shrubs, and hedges since 2016.

Why did we do it? Simple. We want our developments to stand out for their landscapes, and having direct access to over 22,000 trees means we can keep raising the bar. Todd's Nursery's 162 acres are now a key part of our supply chain, helping us deliver the kind of places we're proud of, while still supplying the wider industry.

But it's not just about the numbers. By growing our own trees, we're cutting costs, speeding up procurement, and making sure we get the right species for every site. Plus, with the nursery right in the heart of the Oxford-Milton Keynes-Cambridge corridor, we're slashing transport distances and carbon emissions. It's a win for the environment, for our projects, and for everyone who lives and works in our communities.

Bringing Todd's Nursery on board is a natural fit for us. It's about doing things better, smarter, and greener. We're excited about what's next and we know this acquisition will help us keep creating great green places people love.

### TODD'S NURSERY IS COMPRISED OF

**162**

acres

### DIRECT ACCESS TO OVER

**22,000**

trees



# Measuring our progress

The Group's key performance indicators (KPIs) have remained stable in nature throughout the year, with the exception of a downgrading of last year's health and wellbeing KPI (around sites that have a robust biennial resident survey in place) in favour of an upgraded health and safety KPI (in respect of contractor and housebuilders' health and safety ratings).

More details of the upgraded KPI are set out on the next page.

EPRA NTA annual return continues to be the principal financial measure that the Company and shareholder use to assess performance. This measure is also a significant condition used in the assessment of annual bonuses and LTIP vesting, although there are other applicable conditions. Further details of the Group's sustainability targets can be found on pages 38 and 39.

### Links to strategy:



Secure sites



Accelerate delivery



Sustain quality



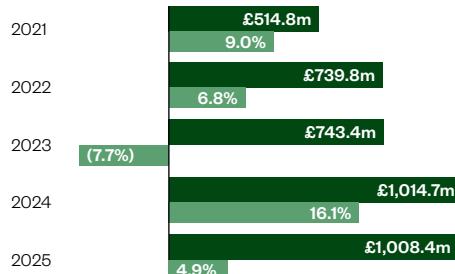
Identify opportunities



Deliver returns

## Financial

**EPRA NTA** **Annual return**  
**-0.6%** **+4.9%**



### Definition

EPRA NTA (which sets out the net asset value attributable to equity shareholders adjusted for revaluation surpluses on trading properties net of associated tax provisioning) and EPRA NTA annual return (which calculates the annual return on opening EPRA NTA, adjusting for payments to, and receipts from, the Group's shareholder) are the predominant measures used to assess the Group's changes in value.

### Performance

EPRA NTA fell 0.6 per cent over the last year and EPRA NTA annual return for the financial year was 4.9 per cent, predominantly due to fair value property uplifts and trading profits outweighing overheads. The fall in EPRA NTA reflects £54.1 million of gift aid payments to the shareholder, which exceeded the net positive effect of fair value uplifts, profits and overheads mentioned above.

### Link to strategy



**Profit before tax**  
**£47.1m**



### Definition

Profit is predominantly used to provide an indication of how the Group's Strategic Sites are maturing and/or growing in number, and quantify how much the Commercial (incorporating Farmcare) and Catesby business segments are contributing to the Group's profits.

### Performance

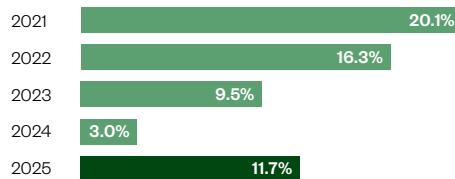
Profit before tax was up 51.7 per cent (or £39.5 million) to £47.1 million in the financial year, predominantly as a result of strong trading performances from former L&Q Estates Strategic Sites (which contributed £12.1 million) and Catesby (which generated £14.2 million of profits), as well as a £23.1 million release of negative goodwill (against sales of former L&Q Estates sites and land promotions).

### Link to strategy



## Gearing – EPRA NAV

**11.7%**



### Definition

Urban&Civic's only material external gearing covenant (40 per cent limit) is based on borrowings (on a non-look-through basis) divided by EPRA NAV (a non-standard metric detailed in note 23 of these financial statements).

The Group also has shareholder and self-imposed borrowing limits of 20 per cent LTV (defined as net debt divided by property values on a look-through basis) and 30 per cent gearing (again based on net debt on a non-look-through basis).

These limits ensure the Group does not take on more borrowing than it can afford to service but allows some borrowing capacity to enhance returns.

### Performance

At 30 September 2025 the Group's net debt position was £123.6 million comprising external borrowings of £230.5 million and cash reserves of £106.9 million, producing a net gearing ratio of 11.7 per cent on a non-look-through EPRA NAV basis. Of the external borrowings, £204.7 million (or 88.0 per cent) gross of borrowing cost is with Homes England. The increase in gearing reflects deferral of planned sales and an ongoing development programme, including Build to Rent.

### Link to strategy



## Cash generations from plot completions

**£144.2m** **£110.6m**  
 (total Strategic Sites) (U&O share)



### Definition

Strategic Sites continue to account for a significant proportion of Urban&Civic's value (89 per cent of the Group's property portfolio value at 30 September 2025 compared to 86 per cent in the prior year) and therefore cash generation from these sites remains a focus for the Group as cash allows Urban&Civic to gauge how well the sites are maturing, provides overhead coverage, generates capital for future investment and yields a return for the Group's shareholder which can be reinvested into its charitable activities.

### Performance

Urban&Civic's share of cash generation has increased by 32 per cent, thanks in part to the performance of ex-L&Q sites that covered around 43 per cent of the receipts.

The £144.2 million of total cash receipts came from 1,464 completions (U&O share: £110.6 million), compared to £106.6 million generated by 993 completions last year (U&C share: £83.5 million).

### Link to strategy



## Non-financial

### Carbon footprint

**26%**

Annual decrease in Scope 1 and 2 carbon emissions



#### Definition

Urban&Civic has set an annual target to reduce the carbon emissions from the direct consumption of electricity, gas and fuel in vehicles (known as Scope 1 and 2 emissions) across our portfolio by 7 per cent. This sets the pathway to achieve the 2025 target of a 28 per cent reduction compared to 2021 data. We disclose our Scope 1 and 2 emissions in accordance with the Streamlined Energy and Carbon Reporting requirement and this forms the basis for demonstrating performance against our reduction targets.

#### Performance

Urban&Civic's Scope 1 and 2 carbon emissions (including the U&C site office at the Wellcome Genome Campus expansion up to 1 June 2025 but excluding Farmcare) decreased by 26 per cent in 2024/25 compared to the previous year. This means that since 2021 there was an overall reduction of 58 per cent, far exceeding the 28 per cent target over this period. The decrease has been achieved by the continued implementation of energy efficiency improvements across its estate plus the full impact being realised from the improvements made in the previous year. The most notable actions in 2025 comprised the installation of solar photovoltaic panels across Urban&Civic offices and other buildings, the replacement of transformers at Waterbeach and an energy efficiency upgrade at Hudson Quay. Further opportunities will continue to be implemented going forward.

#### Link to strategy



### Enhance biodiversity

**26%**

Average Biodiversity Net Gain performance across seven sites in delivery



#### Definition

Urban&Civic uses the Biodiversity Net Gain (BNG) metric to assess the positive impact on ecological value created across our Strategic Sites. We previously used and reported against the BNG metric set by Warwickshire County Council; however, all sites were reassessed in 2022 in accordance with the BNG metric method released by Defra. This is now the required methodology to be used to demonstrate compliance with the Biodiversity Net Gain legislation introduced in 2024. Consequently, we increased our 2025 target from 12 to 26 per cent given the methodology change and uplift in performance across all sites so that now our target is significantly above the mandatory minimum of 10 per cent.

#### Performance

The average BNG score across the seven sites in delivery (excluding the Wellcome Genome Campus expansion) has decreased slightly by 0.2 per cent in the past year although it continues to exceed the 25 per cent target. The updated score now includes an initial assessment for Mandydown and an updated assessment for our Middlebeck site. Five of the seven sites measured are also exceeding the target.

#### Link to strategy

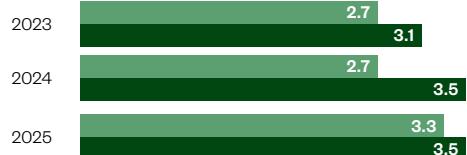


### Health and safety – 5 star engagement programme

Housebuilders:

**3.3 stars**

A measure of housebuilder and direct contractor health and safety engagement



■ Housebuilder ■ Direct contractor

Contractors:

**3.5 stars**

### Employee engagement

**92%**

Measure of employee engagement

Key indicator	Question	Response favourability %		
Pride	I am proud to say I work for U&C	88	11	1
Care	I care about the future of U&C	98	1	1
Longevity	I would still like to be working at U&C in two years' time	91	8	1
Advocacy	If asked, I would recommend to friends and family that U&C is a good place to work	92	6	2
Endeavour	Working for U&C makes me want to do the best I can	91	8	1

■ Agree and strongly agree ■ Neither agree nor disagree ■ Disagree and strongly disagree

#### Definition

Every two years, we conduct an Employee Engagement Survey to assess overall workforce engagement and gather valuable insights across key aspects of the employee experience under themes of Purpose, Enablement, Autonomy, Reward and Benefits and Leadership. Our questions for 2025 were consistent with previous years' surveys, which allows us to maintain our monitoring of engagement over time but also to benchmark the current viewpoint of employee experience against previous results. This enables us to see if employee priorities are consistent with previous years, gauge new employee opinion and identify areas where previous concerns may not have been fully resolved and explore opportunities for improvement.

#### Performance

This year's employee survey results reflect another strong outcome from an overall engagement perspective and there are a lot of positives to be proud of and celebrate. From having two previous surveys with a steady 91% engagement score, we have managed to improve this up to 92% despite huge growth in the Company in terms of our employee numbers and size of our workforce and the challenges such change can typically bring.

The results from our recent survey in September 2025 are set out here in respect of the key indicators of engagement. Overall engagement remains a clear strength for U&C and we continue to score highly through the survey process on those elements of employee experience which influence engagement (Pride, Care, Longevity, Advocacy and Endeavour).

Our priority now is to strengthen areas with lower favourability scores in the survey with the aim of further enhancing the employee experience and ensuring long-term engagement and success. These actions have been incorporated within the four pillars of our People & Culture Strategy: Culture & Engagement, Talent Management, Performance & Reward and Service Excellence.

#### Link to strategy



# Navigating market challenges whilst maintaining momentum



“

**The Group completed 16 land sales in 2025, a substantial increase from just one last year, reinforcing our conviction that, in a challenging market, housebuilders prioritise acquisitions of our “de-risked, high-quality” sites.”**

**Robin Butler** | Managing Director

2025 has been a year of pronounced contrasts both for our large Strategic Sites and for Catesby's land promotion business. Despite the external environment presenting a series of headwinds, the robustness of the business model and the philosophically embedded long-term strategic focus have enabled us to deliver excellent progress and to continue to lay the groundwork for future growth across these two sides of the Urban&Civic business.

### Market headwinds and structural challenges

The affordable housing sector continues to face a crisis of confidence, with housing associations (HAs) showing limited financial conviction and reduced appetite for forward purchasing. This has disproportionately affected small and medium-sized builders (SMEs), which struggle to match-fund the affordable housing (AH) component of new schemes. Consequently, market power has consolidated further among major PLC housebuilders, better equipped to manage capital and risk. Despite record AH demand, as noted by the National Housing Federation, government pledges, including £39 billion over ten years and initiatives like Homes England's clearing house, have yet to overcome operational and such funding constraints.

Buyer confidence in the land market remains highly selective, with fewer active bidders and only high quality opportunities attracting interest. SMEs are often absent due to uncompetitive capital and building costs, and many have revised their delivery models to lower risk, lower margin alternatives. Legislative reforms underpin the Government's goal of delivering 1.5 million homes this parliamentary term, but SMEs face rising costs, regulatory burdens and limited viable land. For Catesby, these dynamics pose ongoing challenges, despite a well-located pipeline of over 60,000 plots, one-third of which are consented or in planning.

Local planning authorities (LPAs) remain under-resourced, with routine delays in section 106 processing, even under planning performance agreements. We can agree with Lichfields' 2025 “How long is a piece of string?” research which confirms that major residential planning applications now average 32 months from validation to determination, with large scale sites taking somewhat longer. Section 106 negotiations are a major contributor to these delays, often exceeding a year to finalise. Officer vacancy rates above 20 per cent in some LPAs further exacerbate uncertainty and hinder housing delivery.

We must recognise that the Government is trying to address structural issues, with the Planning and Infrastructure Bill 2025 introducing reforms to streamline planning decisions. These include increased, ring-fenced application fees, mandatory training for committee members, and a national delegation scheme. However, the impact remains to be seen, and the pace of change is dizzying and potentially compounding.

Macroeconomic conditions add complexity. Interest rates, which declined early in the year, reversed in summer. The five-year UK gilt rate rose above 4.2 per cent in May, pushing mortgage rates higher and reducing buyer footfall. Mortgage approvals fell 8 per cent between May and August, highlighting the sensitivity of housebuilders and buyers to borrowing costs and contributing to market stagnation.

Political and geopolitical uncertainty compound these challenges. Domestic debates on housing policy and planning reform generate headlines but little clarity, while international tensions foster investor caution. HM Treasury's renewed interest in changes to the planning system, spurred by the Office for Budget Responsibility's resultant headroom projections, offers hope, especially as the Government appears committed to change.



## Building our own rental homes

Discover how our pioneering build-to-rent schemes are delivering sustainable, tech-enabled homes and how strong market demand are reshaping rental living at Houlton, Alconbury, and Wintringham.



Housebuilders are increasingly pivoting to mixed-tenure models, favouring schemes with less market exposure and more fixed-sale contracts. This shift has reduced interest in less prime open-market sites and prioritised risk mitigation over speculative development. The turmoil in the HA market has also depressed AH values to historical lows not seen before by Urban&Civic.

Meanwhile, the modular housing sector, once seen as a solution to productivity and cost challenges, continues to falter. Operators like TopHat, L&G and Ilke Homes have scaled back or exited. Nonetheless, panelised modular construction, especially timber frame, remains promising, with major builders like Barratt, Redrow trialling new methods.

### Strategic progress and organisational strength

Despite these headwinds, the outlook is far from bleak and Urban&Civic has achieved notable progress this year. The Group completed 16 land sales in 2025, a substantial increase from just one last year, reinforcing our conviction that, in a challenging market, housebuilders prioritise acquisitions of our “de-risked, high quality” sites. Sales performance across the portfolio has remained robust, with all sites performing well despite market fluctuations. This resilience underscores the strength of our landscape led placemaking and the enduring appeal of our carefully nurtured communities.

In addition to traditional plot sales, our Build to Rent (BtR) programme continues to gain momentum. The latest scheme at Wintringham (Penny Green Living) is delivering ahead of schedule and under budget, achieving rental levels 8 per cent above forecast across all unit sizes. The Group now has a forward pipeline of over 350 BtR units in construction or planning, with significant potential to scale BtR up as a proportion of the overall mix. It would be

difficult to think of another large scale landowner so well positioned to pivot land into BtR delivery to meet strong occupational and investment demand. We are actively trialling different delivery methods, including directly managed construction, and are exploring long-term ownership and funding models with both established and emerging partners.

Our commitment to green infrastructure and placemaking is increasingly evident, distinguishing Urban&Civic in the market and attracting both residents and partners. The acquisition of Todd's Nursery in 2025 was a logical extension of this commitment, securing a reliable supply of high quality mature and semi-mature trees and plants for our sites and reinforcing our leadership in sustainable development. We have also partnered with the University of Coventry to research best practices in play space design, further supporting our delivery of high quality multifunctional green infrastructure.

We continued to deliver against our sustainability goals and achieved many of our 2025 sustainability metrics. We have now set new metrics to 2030 to ensure we maintain this momentum. Despite another significant reduction in Scope 1 and 2 carbon emissions, achieving our net zero target by 2030 is now unlikely but not impossible, with grid decarbonisation being a major factor. Our Scope 3 net zero ambition is also unlikely to be achieved by 2040 given the current lack of political will and decarbonisation limiting industry progress to get there. We will continue with our best efforts to reduce carbon emissions and continue to review the targets set whilst also embedding climate adaptation considerations into our business activities.

The integration of L&Q Estates last year continues to generate exceptional opportunities, with schemes and teams now fully embedded within Urban&Civic and Catesby. I would like to acknowledge everyone involved in this successful

integration. Staff engagement remains a cornerstone of our culture, as evidenced by a 90 per cent response rate and a 92 per cent engagement score in the 2025 Staff Engagement Survey, up from 91 per cent in 2023 and well above the industry average of 84 per cent.

Our existing schemes remain invaluable in attracting both private and public landowners, which increasingly seek demonstrable delivery expertise and direct, collaborative engagement. Notably, Manydown, forever the bridesmaid of these updates, is now on site and set to unlock 3,520 units at strong absorption rates and expand our roster of housebuilding partners. We have also submitted the planning application for Baldock.

The pipeline for both Catesby and the main Group is stronger than ever. Catesby now controls over 60,000 plots, with 12 sites consented or at appeal and 50 sites submitted or in preparation. Urban&Civic itself has ten sites in delivery and is well positioned to secure new consents at key locations, including Baldock, Bowmans Cross, Stoughton, Tempsford, Milton Keynes North and St Neots, all with strong value prospects. Notably, Tempsford and Milton Keynes North have been identified by the Government as potential New Town locations.

In summary, while 2025 has presented significant challenges, particularly for SMEs and the affordable housing sector, Urban&Civic's strategic positioning, operational excellence and commitment to placemaking have enabled us to deliver strong outcomes and lay the groundwork for future growth. Our ability to adapt, collaborate and lead remains central to our success, and we look forward to building on these foundations in the year ahead.

**Robin Butler**

Managing Director

19 December 2025



# Partners in progress: our commitment to stakeholders and sustainable success

At Urban&Civic, we recognise that our long-term success is intrinsically linked to the strength of our relationships with a broad range of stakeholders.

In line with our Directors' duties under section 172 of the Companies Act 2006, our Board is committed to acting in a way that promotes the sustainable success of the Company for the benefit of its members as a whole, while having due regard to the interests of our employees, customers, suppliers, partners and communities, the environment and other stakeholders.

Our approach to stakeholder engagement is embedded in our governance framework and underpins our purpose, vision and values. We proactively seek to understand the perspectives and priorities of our stakeholders through regular dialogue, formal engagement mechanisms and transparent reporting. This feedback informs our strategy and risk management, ensuring that we create long-term value and deliver positive outcomes for all those connected to our business.

During the year, the Board, its committees and, on a day to day basis, our executive management team have engaged directly with a diverse range of stakeholders, including through site visits, employee forums, customer and partner meetings, and community events. These interactions, as described in more detail on the following page, have provided valuable insights into the opportunities and challenges facing our business and have shaped key decisions, from strategic investments to our approach to sustainability and community development.

We are committed to maintaining high standards of business conduct, fostering trusted relationships, and making a positive impact on the communities and environments in which we operate. We continue to review and refine our stakeholder engagement processes to ensure that the interests of all stakeholders are considered in the Board's deliberations and that Urban&Civic remains a responsible and resilient business.



## Playful Innovation:

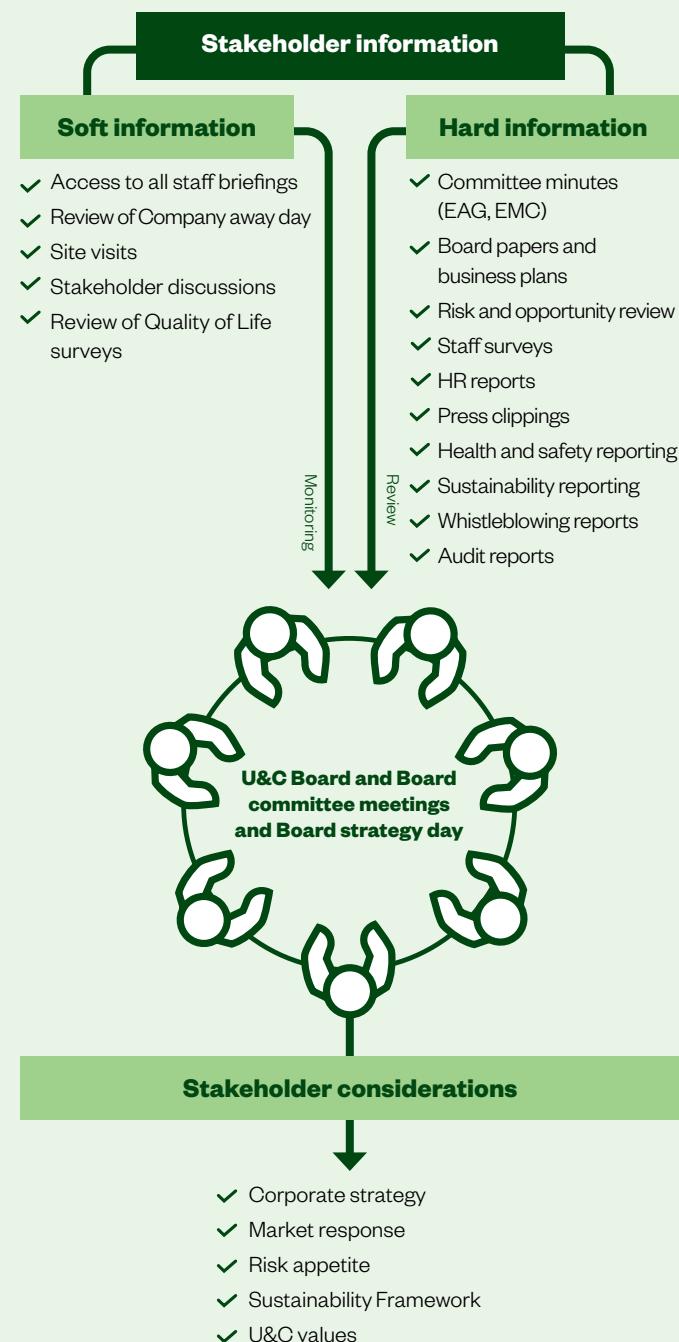
Discover how innovation around play united families, experts, and stakeholders to pioneer design, youth engagement, research and inspire new inclusive spaces within our landscapes.

[www.youtube.com/watch?v=mRw\\_AVzCytc](https://www.youtube.com/watch?v=mRw_AVzCytc)

**Playful places:  
Designing for Movement**



## How we make decisions:



A wider consideration of the decisions taken by the Board is set out in the governance section from pages 62 to 91.

## Decision making in practice 2025:

### 1) Todd's Nursery acquisition

**Long-term success** – The Board's decision to acquire Todd's Nursery was guided by a strategic aim to secure a reliable, high quality tree supply, supporting Urban&Civic's long-term development pipeline. The acquisition enables vertical integration, cost savings and improved supply certainty, directly contributing to sustainable business growth.

**Stakeholder interests** – The Board recognised the interests of key U&C stakeholders, including employees, customers and suppliers. All existing staff (except the retiring owner) were retained, with new service agreements and incentives for continuity. The Board also considered the impact on local supply chains and the benefits of supporting UK-based procurement.

**Community and environment** – Environmental and community impacts were central. The Board reviewed sustainability implications, including reduced carbon footprint from local sourcing, and committed to post-acquisition reviews against the Group's Sustainability Framework. Health and safety audits and a 100-day integration plan were prioritised to ensure compliance and best practice.

**High standards of conduct** – Comprehensive due diligence was undertaken across legal, financial, tax and HR domains, with no material issues identified. The Board established robust governance, including a management committee and clear delegated authorities, to ensure ongoing oversight and alignment with Group standards.

### 2) L&Q Estates integration

**Long-term success** – Following the acquisition of L&Q Estates in 2024, the Board supported the establishment of an Integration Group to oversee the integration of L&Q Estates, ensuring alignment with Urban&Civic's long-term strategy. The group, comprised senior executives from across Urban&Civic and Catesby and met regularly to monitor progress, resolve challenges and ensure the integration delivered sustainable value.

**Stakeholder interests** – The Board focused on the interests of our collective employees, customers and partners. All ex-L&Q staff were consulted on new contracts and benefits, with tailored induction and support to facilitate cultural integration. Ongoing communication and engagement addressed concerns, such as staff welfare and harmonisation of working practices.

**Community and environment** – Health and safety and sustainability were embedded in the integration process. The Board ensured that new sites and contractors adopted Urban&Civic's standards, with regular reviews and reporting through the Sustainability and Health & Safety Committee (SHC). The integration also supported local communities by maintaining continuity of service and responsible management of assets.

**High standards of conduct** – Comprehensive risk management and internal audit oversight were central. Internal audit attended almost all meetings of the Integration Group to provide continuous assurance and there was regular reporting to the Executive Management Committee. Best practices were documented for future integrations via a closeout report to the Audit Committee.

## Section 172 principles – How are we reporting on these across the Annual Report?

Section 172 principle	Relevant disclosure
1. The likely consequences of any decision in the long term	<ul style="list-style-type: none"> <li>Chairman's statement: 8</li> <li>Chief Executive's statement: 10</li> <li>Our strategy: 16</li> <li>Key risks and opportunities: 44</li> <li>Board operations and activities: 73</li> </ul>
2. The interests of the Group's employees	<ul style="list-style-type: none"> <li>Employee engagement: 30</li> <li>Our stakeholders: 24</li> <li>Remuneration Committee report: 80</li> <li>Nomination and Governance Committee report: 76</li> </ul>
3. The need to foster the Group's business relationships with suppliers, customers and others	<ul style="list-style-type: none"> <li>Our stakeholders: 24</li> <li>Operational review: 22</li> <li>Our business model: 6</li> <li>Our stakeholders: 24</li> </ul>
4. The impact of the Group's operations on the community and the environment	<ul style="list-style-type: none"> <li>Sustainability performance 2025: 34 and 35</li> <li>Greenhouse gas reporting: 40 and 41</li> <li>Climate-related financial disclosures: 42 and 43</li> </ul>
5. The desirability of the Group maintaining a reputation for high standards of business conduct	<ul style="list-style-type: none"> <li>Corporate governance review: 64</li> <li>Board leadership; Audit Committee report: 72 and 78</li> <li>Risk management: 44</li> <li>Section 172 statement: 24</li> </ul>
6. The need to promote the success of the Company for the benefit of the shareholder	<ul style="list-style-type: none"> <li>Shareholder information: 137</li> <li>Directors' report: 89</li> <li>Board operations and activities: 73</li> <li>Remuneration Committee report: 80</li> </ul>

# Our stakeholders continued



## Employees

We aim to maintain an open, diverse and inclusive working environment and to encourage strong links between employees, management and the Board. As our business continues to grow and evolve, our people remain central to our ability to deliver long-term value, and we are committed to strengthening employee experience and ensuring colleagues feel heard, supported and equipped to succeed.

### Why are they important?

Our people bring the expertise, relationships and continuity that drives performance and growth of our business. Retaining experience, attracting new talent and developing our teams is essential to delivering high-quality placemaking and sustaining our reputation. We want all employees to understand and embody the values of our business so that they can act as ambassadors for our vision and strategic objectives.

### What do they want from us?

- Fair, competitive compensation and benefits
- Meaningful reward and recognition
- A positive, inclusive culture, working environment and strong team relationships
- Clear expectations, feedback and communication
- Learning, development and career progression
- Challenging and engaging work
- A healthy work-life balance

### How we engaged in the year

During the year, we continued to focus on listening to and engaging with employees, including supporting the integration of the L&Q Estates team into the wider business. An Integration Group of senior executives monitored progress throughout, and the Employee Advisory Group (EAG) met four times, with the Managing Director attending each meeting and a new employee representative joining from the L&Q team. Minutes were presented by the EAG Chair of the EAG and discussed at the Executive Management Committee and shared with the Board, helping ensure employee insights informed decision-making. Board members also attended EMC meetings and undertook project site visits, creating further opportunities for open dialogue with colleagues.

Furthermore, our biennial Employee Engagement Survey, launched in September 2025, has provided valuable feedback, and we are currently in the process of working through the detail to ensure action is taken in response.

A Company-wide Away Day in Milton Keynes, shaped with Board input, brought colleagues together to discuss culture and employee experience and gave all employees an opportunity to see a key site which came into our portfolio from L&Q Estates. We continued to reinforce our values through wellbeing initiatives – including Mental Health Week activities and support for “Stress Awareness Day”. We have also established an Employee Health and Safety Forum to give colleagues a direct channel to raise concerns, contributing to improved reporting and greater safety awareness.

### EMPLOYEE ENGAGEMENT SCORE

# 92%

OUTSTANDING  
WORKPLACE  
AWARD



## Volunteer day

Discover how Urban&Civic volunteers helped support Prestley Wood Academy, from painting sheds to garden makeovers, just in time for the pupils to return in September and bringing people together across the business.



We have strengthened our sense of community through volunteering and recognition. Catesby employees volunteered at Oxford City Farm, while the wider Urban&Civic team supported landscaping and decoration at Prestley Wood Academy.

The Employee Values Awards celebrated outstanding contributions across the business, and a series of “meet the team” films showcased our colleagues’ backgrounds, experience and career stories encouraging connection and openness.

### Outcomes

We have completed the integration of the L&Q Estates team into both Urban&Civic and Catesby. Internal promotions increased, with many senior roles filled by longstanding team members, while new talent continued to join. Recognition programmes like the Value Awards and Kudos Champion saw enthusiastic uptake, and Away Day feedback highlighted appreciation for the Board’s focus on U&C’s culture. This year saw 156 individual Kudos nominations and 199 nominations for the Values Awards and we achieved a record high engagement score of 92% in our engagement survey with a 90% participation rate. Our teams have demonstrably acted as ambassadors for Urban&Civic’s values.

### Looking ahead

Insights from this year’s engagement activities, together with extensive employee input, have shaped our new People & Culture Strategy, developed in 2025. This new strategy will guide how we continue to evolve our culture, strengthen inclusion, develop talent, improve performance and enhance our people services.

Further detail is set out in the Putting people first section on page 30



## Shareholder

Since 21 January 2021 Urban&Civic has been owned by the Wellcome Trust as an investment within its investment portfolio. Urban&Civic operates as an independent company with its own Board with Wellcome and independent representatives alongside the Executive Directors.

### Why is the Wellcome Trust important?

The aim of the Wellcome Trust's investment portfolio is to maximise returns over the long term to ensure that the Wellcome Trust continues to have sustainable resources for its charitable activities. Wellcome's investment strategy also targets companies that take their environmental, social and governance responsibilities seriously. The Urban&Civic business model aligns strongly with this strategy and investment horizon.

### What do they want from us?

- Strong governance and risk management
- NAV growth
- Profit growth / gift aid payments
- ESG leadership
- Transparency
- Timely and accurate reporting
- Clear strategy and execution

### How we engaged in the year

The Wellcome Trust has been highly supportive throughout the year as we have integrated L&Q Estates, acquired Todd's Nursery and undertaken direct delivery of Build to Rent housing on a number of our sites. We have also successfully transitioned the management of the Hinckley Genome Campus development across to a bespoke team within Wellcome.

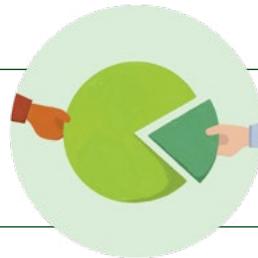
### Outcomes

The Wellcome Trust has good visibility of our business and is strongly supportive of our strategic objectives and our purpose, vision and values. This year we have distributed, via gift aid, £54.1 million to the Wellcome Trust.



**GIFT AID PAID  
TO WELLCOME**

**£54.1m**



## Customers

We work with a range of national and SME housebuilders, housing associations and Build to Rent investors to bring forward high quality homes across our sites as well as exploring new and innovative approaches with emerging providers and investors.

### Why are they important?

As the leading Master Developer, whose product is serviced land, understanding and delivering on the needs of our customers is key to ensuring value and repeat business and attracting new customers.

### What do they want from us?

- Integrity
- Serviced land supply
- Quality
- Site marketing
- Jobs and skills support
- Health and safety support
- Equality

### How we engaged in the year

We have exchanged/completed on a significant number of parcel contracts this year: 16, up from just 1 in 2024. We have continued to deliver high quality infrastructure, landscape and placemaking ensuring that our sites remain well placed for market recovery and had a number of consortium marketing meetings with our housebuilder customers. We held our Board Strategy Day at Houlton where the Board toured the site to review progress and the benefits of the landscape led approach to site delivery. A subgroup of Non-Executive Directors (NEDs) also visited Wintringham to see the Penny Green Build to Rent product being brought forward by our team and we hosted a NED visit to Todd's Nursery to review the stock and operations on site. To leverage the placemaking credentials of the sites, we have improved the on site marketing presence across almost all our sites: at Middlebeck, for example, we designed and installed a suite of branded billboards and information totems along the main approaches and near showhome areas and at Waterbeach we installed new hoardings on the edge of the site, and launched a revamped website with engaging video content, and advertising campaigns on radio and commuter rail lines targeting families. At Wintringham, we secured a £2 million investment from the combined authority to establish a mobile Construction Skills Hub, which we planned in co-ordination with our customers there (like Morris and Cala) to focus on the trades and apprenticeships they most need.

### Outcomes

In 2025, our close engagement with customers delivered tangible benefits and a material increase in the number of parcel completions. Sales performance and customer satisfaction improved across our sites, with housebuilders reporting increased buyer traffic and sales rates that met or exceeded expectations. High quality green infrastructure and new amenities, like the Village Green at Prior's Hall, directly boosted sales. Our support helped keep construction programmes on track, swiftly identifying and sharing issues such as snagging or local concerns, which improved their customer satisfaction. Jobs and skills initiatives, including the Construction Skills Hub at Wintringham, provided housebuilders with access to local skilled labour, reducing reliance on external trades. Proactive safety and community measures, such as improved traffic management at Houlton, enhanced the resident experience. Stronger relationships resulted in repeat and new business.

**CONTRACTED PARCEL  
SALES IN THE YEAR**

**16**



## Our stakeholders continued



### Suppliers and contractors

We work with a broad spectrum of specialist and principal contractors, consultants and utility providers at various stages of the Master Developer process.

#### Why are they important?

Working at scale and to a consistently high quality across a range of sites means that we value the flexibility and innovation that comes from being a trusted client of our specialist and principal contractors, consultant teams and utility companies. We encourage them to take ownership of what they do whilst also being cognisant of how their actions impact on others.

#### What do they want from us?

- Certainty of payment
- Regularity of work
- Flexible procurement
- Clear instruction and communication
- Inclusion in the wider team
- Trusted relationship with us as a client

#### How we engaged in the year

We have maintained trusted and new working relationships alongside active financial and performance monitoring, all of which significantly supported our cross-site delivery in 2025. As with our housebuilding customers, civils and building contractors have maintained full commitment to the U&C five-star health and safety programme. Continued collaboration with contractors in regard to health and safety, sustainability and jobs and skills has allowed continuous innovation and diversity of delivery. 2025 also brought the opportunity to engage with GRAHAM in relation to the new bridge at Waterbeach. Sporting events included the cricket matches against both Breheny Civil Engineering Limited and ECL Civil Engineering Limited as well as the annual five-a-side tournament which included consultants such as David Lock Associates.

#### Outcomes

We have entered into civils contracts with Breheny Civil Engineering Limited, ECL Civil Engineering Limited and Natta Civils Limited. The integration of the L&Q Estates portfolio has also allowed us to build a new relationship with Smith Construction Group, which has embraced the U&C ethos for health and safety and sustainability. GRAHAM successfully delivered the elegant new bridge over the A10 for our Waterbeach project and achieved a 100 per cent Considerate Constructors Scheme (CCS) score. All parties continue to demonstrate their understanding of our vision and business model. We have strengthened our internal commercial and health and safety teams during the year to engage with our suppliers and contractors. Contractors have also supported our journey to reduce our carbon emissions by using hydrotreated vegetable oil instead of diesel, utilising renewable energy on site, trialling low carbon materials and providing carbon data for their projects.

AVERAGE CCS SCORE BY CONTRACTORS EMPLOYED BY URBAN&CIVIC

**42/45**



### Partners

Our partners include local authorities, landed estates, government bodies, Homes England and investment funds.

#### Why are they important?

Working with the right partners which value quality and legacy is critical to establishing the alignment which underpins the promotion and delivery of large scale sites.

#### What do they want from us?

- Transparency
- Timely and accurate reporting
- Cost control and efficient budgeting
- Delivery
- Quality
- Legacy
- Confidence in our plans/delivery

#### How we engaged in the year

The integration of L&Q Estates within Urban&Civic and Catesby has now been completed with no loss of projects. Indeed, early engagement with our partners in the Winttringham partnership has meant that the neighbouring Loves Farm 2 site, which was part of the L&Q Estates portfolio, has now been acquired by that partnership creating long-term future alignment for delivery. We have also acquired further land in the area, as well as residual rights over our existing holdings, from the landowner who entered into the agreements with L&Q Estates. This materially increases our development options and long-term delivery around St Neots which is a key growth location between Oxford and Cambridge.

#### Outcomes

Existing and new partners have appreciated our work with central and local government, our focus on delivery and the demonstrable quality of our existing sites. These factors have meant that we have been able to accelerate a number of sites and create opportunities for others both as New Town candidates and through local plan engagement. Following the acquisition of the land at Manydown last year our partnership with Basingstoke and Deane District Council and Hampshire County Council has now broken ground and we are progressing with early infrastructure delivery. At Baldock, where we are in partnership with Hertfordshire County Council, we have submitted the outline application following extensive and positively received local consultation.

PROPERTY VALUATION UPLIFT FOR JOINT VENTURE PARTNERS SINCE START OF PARTNERSHIPS

**31%**





## Government and regulators

We work with the Government and its agencies like Homes England, Sport England and Natural England along with local authorities to deliver more quality homes in highly sustainable environments.



## Local communities

We passionately believe in the importance of ongoing engagement and ensure that the scale and longevity of our investments benefit local communities through opportunities, partnerships, jobs and training.

### Why are they important?

Working at scale means that the proposals we bring forward will have a material impact on the delivery targets of central and local government as well as the consequential requirements, such as schools, highways, landscapes and the health of a range of statutory bodies.

### Why are they important?

Engaging with local communities at every stage from pre-planning through to delivery is fundamental to the Master Developer model. From the earliest opportunity, the voice of the community provides insights into a local area, what's working and what isn't, together with concerns about development which can be addressed and opportunities which can be enhanced. Those voices change and grow as the development comes forward but are just as important, especially as the management of the community assets needs to be considered and sustained. Neighbours can become supporters and residents often become ambassadors.

### What do they want from us?

- Sustainable delivery
- Quality
- Market leadership
- Track record/reliability
- Long-term alignment
- Jobs and skills
- Meaningful community engagement

### What do they want from us?

- Meaningful and ongoing community engagement
- Keeping our promises
- Sustainable delivery
- Quality
- Long-term alignment
- Jobs and skills
- Opportunities

### How we engaged in the year

With development perceived as underpinning growth and planning reforms providing Office of Budgetary Responsibility (OBR) headroom for the Chancellor, it's been a busy year for national and local government in the planning arena. From hosting the Prime Minister and the then Deputy Prime Minister at Alconbury last December for the launch of the revised NPPF to providing the venue for an extensive Natural England stakeholder day at Houlton over the summer, we have been fully immersed in "Seeing is Believing". Local government reorganisation, ongoing local political change, the prospect of New Town designations, the emergence of the National Housing Bank within Homes England and ongoing statutory and guidance change has also promoted extensive consultation and engagement at multiple levels. Our Group Director for Strategy and Planning has become a non-executive of Natural England providing a development focused perspective for that arm's length body and we partnered with Sports England on the Playful Places Conference, which detailed the research U&C had supported from Coventry University on how to increase active play through good playground design.

### Outcomes

Our ability to illustrate across a portfolio how Strategic Sites can enable growth and nature to come forward side by side is a particular strength for Urban&Civic as it has always underpinned our approach. We are seen as a trusted partner and an expert in landscape led, early amenity delivery at scale which creates communities with broad popular and political appeal. This adds weight to our feedback on government policy and was supportive in the identification of Tempsford and Milton Keynes North as potential New Towns by the New Towns Taskforce.

### How we engaged in the year

The strength and identity of the communities at Houlton, Priors Hall, Wintringham and Alconbury Weald have continued to grow. There are ongoing parish council establishment discussions at Houlton and Priors Hall as well as active engagement at Alconbury Weald on proposals for the sports hub and at Waterbeach on the delivery of a temporary shop. We continue to work with the community on the delivery of the new link road at Middlebeck, which is making excellent progress and our focus on jobs and skills in Cambridgeshire has also gained real traction. In addition and as part of our wider estate management considerations, we have also been actively reviewing the operation of existing community facilities both in terms of self-sufficiency and the design of future facilities. In terms of planning applications, our community engagement at Baldock has supported the submission of the outline application for that site and we have strengthened the team in anticipation of further site submissions next year.

### Outcomes

Last year's engagement with Wintringham residents on the District Centre has enabled us to move forward with detailed applications for a David Lloyd Centre and a new M&S store and at Alconbury Weald the temporary health centre, above the Co-op, is currently being fitted out. We are delighted to have secured National Skills Academy for Construction status from the Construction Industry Training Board (CITB) in respect of our Waterbeach skills hub, which is delivering boot camps and youth guarantee training schemes, as well as funding from the Cambridgeshire & Peterborough Combined Authority (CPCA) for a larger hub within our St Neots sites working with our partners Constructed Pathways and the Eastern Education Group. The local engagement in respect of the Baldock application has been well received with a number of comments on its thorough and open nature.

NUMBER OF SITE VISITS HOSTED BY URBAN&CIVIC

**46**



% BY TOTAL VALUE OF DIRECT CONTRACTS PLACED WITH LOCAL CONTRACTORS

**93%**



# Putting people first

Our people sit at the centre of Urban&Civic's ambition. As the business continues to grow and evolve, we are committed to building a workplace where colleagues feel supported, included and equipped to do their best work. In 2025 we focused on developing a clear People Strategy that sets the direction for how we will strengthen our culture, enhance the employee experience and develop the capability needed for the future. This strategy reflects our belief that a values led, people-first culture is essential to delivering sustainable growth and meaningful impact across our projects and the communities we serve.

Looking ahead to 2026, we will bring this strategy to life through four core pillars – culture and engagement, talent management, performance and reward, and service excellence. Each pillar sets out clear priorities that will guide our investment in our people over the coming years: from embedding our Employee Value Proposition and deepening our commitment to equality, diversity and inclusion, to enhancing leadership excellence, improving career and development pathways and elevating the consistency and quality of our people services. Together, these actions will help us create a connected, healthy and high performing environment, and reinforce our long-term ambition to be an outstanding place to work.

## Employee recognition

**KUDOS NOMINATIONS:**  
156

**VALUES AWARDS NOMINATIONS:**  
199

**WINNERS:**  
5 FOR VALUES AWARDS  
1 KUDOS CHAMPION



### Culture and engagement

**Creating a great employee experience within a healthy, inclusive and community focused environment where people feel heard and have a sense of belonging**

#### Our approach

- Listening to employees through surveys and other feedback channels and putting in place action plans.
- Developing our Employee Value Proposition – “Our People Promise”; this will create a strong employer brand aligned with U&C values.
- Creating a healthy, inclusive work environment through wellbeing initiatives and a new Equality, Diversity and Inclusion (EDI) approach with an aim to establish a great sense of belonging.
- Relaunching “Community Connect” to deepen employee connection through volunteering and social impact.
- Enhancing peer-to-peer recognition through Kudos and Values Awards and celebrating life milestones via “Moments that Matter”.
- Supporting leadership in ensuring employees are consistently informed of all cultural and business initiatives.



### Talent management

**Futureproofing workforce planning in line with strategic wins and project delivery. Working with L&D, unlock people's potential through investing in talent and championing continuous development via our commitment to lifelong learning**

#### Our approach

- Aligning project delivery lifecycles to improved resourcing plans and ensuring appropriate headcount for delivery.
- Strengthening U&C's employer brand through website improvements, ensuring diverse talent pipelines and promoting our EDI agenda through our recruitment processes.
- Revamping onboarding to improve early employee experience.
- Introducing career pathways, talent identification frameworks and support for professional qualifications.
- Defining leadership profiles and corresponding development of core competencies to futureproof management and reinforce succession planning.

## Our approach to equality, diversity and inclusion

Creating a culture where everyone belongs.

Urban&Civic has long championed equality, diversity and inclusion across its culture and operations. Our newly formalised EDI Strategy builds on that foundation, bringing clarity, structure and renewed commitment to our promise: to celebrate diversity, promote equality, foster inclusion and champion equity.

We're embedding inclusive behaviours both internally and externally through four key focus areas:

### Company culture and leadership

Inclusive leadership development, cultural celebrations and transparent communication.

### Recruitment and talent management

Fair, bias-free hiring and clear career pathways that promote internal mobility.

### Inclusion and accessibility

Support for visible and invisible needs, neurodiversity, and workplace adjustments.

### Projects, communities and industry

Championing inclusion beyond our walls and shaping a more representative real estate sector.

At the heart of our strategy are our employee led networks, which foster connection, bring different voices into the conversation and shape our culture of belonging:

- Employee Advisory Group (EAG) – a cross-functional group that gives employees a voice in shaping how U&C works, sharing feedback and ideas to strengthen connection and culture.

- Health & Wellbeing Committee – promoting mental and physical wellbeing through our initiative of "Work, Live & Think Well".
- The Women's Room – supporting women's development, confidence and visibility.
- Sustainability Champions Group – a network encouraging everyday sustainable choices and shared responsibility for reducing environmental impact.
- Entertainment and social events – building community through inclusive events and activities for our project teams and departments.

## Performance and reward

**Shaping a workplace where there is a shared commitment to performance and success and people feel valued and celebrated for their best contributions and achievements**

### Our approach

- Reviewing the Performance & Development Review framework to ensure performance conversations are engaging, fair and development focused.
- Upskilling managers in soft skills and people leadership to improve team performance and embed a culture of growth.
- Mapping roles and career pathways across functions to support progression and clarity.
- Defining a clear reward and benefit strategy to support retention, equity and market competitiveness.
- Reviewing benefits for relevance and cost efficiency, with plans to sign up to the Good Work Standard and Living Wage Employer accreditation.

## Service excellence

**Creating a centre of service excellence that is reliable, credible and scalable**

### Our approach

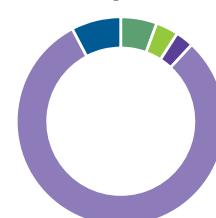
- Committing to building a more experienced, cross-trained HR team to ensure consistent service delivery as the business grows.
- Introducing SLAs and dedicated HR inboxes to improve response times, track queries, and enhance stakeholder confidence.
- Streamlining Joiners, Movers, Leavers (JML) processes, updating policies for compliance, and establishing clear approvals matrices.
- Exploring new system options to improve automation and accelerate value-added services.
- Developing HR dashboards and MI reports to provide actionable insights for managers and drive performance improvements.
- Creating a centre of excellence that is credible, efficient, futureproofed and ready to support U&C's evolving needs.

## Age diversity



Age range	Employees
16 - 29 years	22
30 - 39 years	41
40 - 49 years	42
50 - 59 years	24
60 - 69 years	14

## Ethnicity



Ethnicity	Employees
Asian or Asian British	8
Black or Black British	5
Mixed or Multi Ethnic Background	4
White - British	115
White - Other	11

## Gender Distribution



Gender	Headcount
Female	56
Male	87

# Our sustainability journey

### Read more

#### Sustainability performance 2025

Pages 34 and 35

#### New sustainability metrics 2026-30

Pages 38 and 39

#### Greenhouse gas reporting

Pages 40 and 41

#### Climate-related financial disclosures

Pages 42 and 43

This year marks the end of the first five-year period for the sustainability metrics we set in 2020. There has been significant progress towards delivering more sustainable outcomes and being a more sustainable business over this time. The business performed well against the 2025 Metrics reflecting how the key learnings have been embedded together with a culture of doing things more sustainably.

We've also made good progress towards net zero. This includes the continued rollout of solar arrays on many sites, accelerating our transition to clean renewable energy. Additionally, we have revised our Map to net zero, reflecting the changes to our portfolio, aligning it with the UK Net Zero Carbon Building Standard and updating the decarbonisation assumptions underpinning it. We've introduced interim 2030 targets aligned with the Science Based Targets initiative (SBTi) for all scopes, with an understanding that Scope 1 and 2 emissions and Scope 3 emissions aren't likely to reach net zero until 2035 and 2045 respectively due to the uncertainty around grid decarbonisation.

Ongoing engagement with our employees, partners, contractors, consultants and housebuilders continues to be essential in advancing sustainability at U&C. We've taken steps to better engage contractors, particularly around the importance of carbon data collection, and encourage feedback on how we can perform better.

The sustainability agenda continues to evolve, with increasing pressures around resource management, social impact, and climate resilience. The challenges are complex, but we are well positioned to continue adapting and innovating.

### Key changes to our Sustainability Framework and metrics

Our Sustainability Framework sets out our approach to delivering sustainable communities and how we will measure ourselves to determine if we have been successful. This includes the environmental and social objectives, action areas and metrics that the business has adopted and has been reporting on since 2020.

Over the past year, we have undertaken a detailed review of our approach and performance to inform what we target for the next five years by engaging with the business at all levels and wider stakeholders in a double materiality assessment – how the business impacts on the environment and society and the corresponding opportunities and risks to the business over the medium term. The outcomes of this study helped us to develop a revised set of metrics that align with the business strategy and also provide valuable information for the business to measure.

It was recognised that the three 'universal challenges' of climate change, biodiversity and health and wellbeing were still important challenges facing our people, sites and communities. And, as a business, our response to these universal challenges through our Five Capitals model is still valid.

Going forward, certain changes are necessary however to make the Sustainability Framework relevant for the next five years:

- The 'Biodiversity' universal challenge will now become 'Nature' reflecting the wider environmental challenges we face of water scarcity and resource depletion. The 'Climate Change' and 'Health and Wellbeing' universal challenges will not change.
- The aim and objective of each Capital has been updated.
- Metrics for our Oatesby business have been introduced to reflect its increase in materiality to the business following the L&Q Estates acquisition.
- Various action areas and metrics have been amended to reflect feedback and business priorities.

## Key 2025 statistics

### Carbon

**58%**

reduction in absolute Scope 1 and 2 carbon emissions since 2021

### Biodiversity

**26%**

average Biodiversity Net Gain in 2025

### Health & wellbeing

**100%**

life long learning achieved in 2025

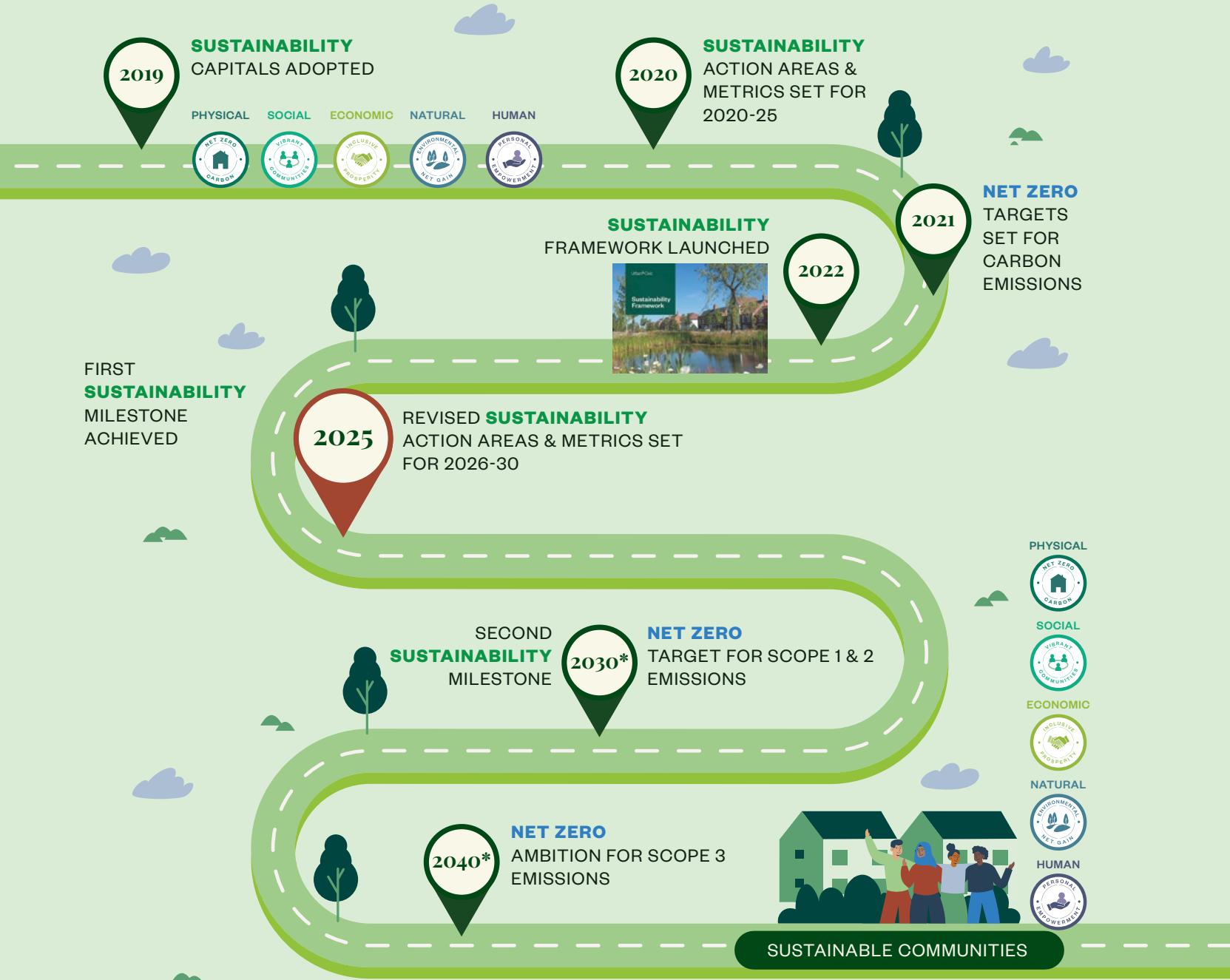


**New sustainability metrics to 2030**



**Updated Map to Net Zero**

# Complex challenges ahead but well positioned to continue innovating and delivering



## Universal Challenges

It is our firm belief that to be successful and sustainable, development must respond effectively to three universal challenges – climate change, biodiversity loss and improving health and wellbeing. These are international challenges, and we are determined to address them as Master Developer of the built environment. These challenges and the UN Sustainable Development Goals provided the starting point for our development of the five Sustainability Capitals and their associated action areas and metrics.

## UN Sustainable Development Goals (SDGs)

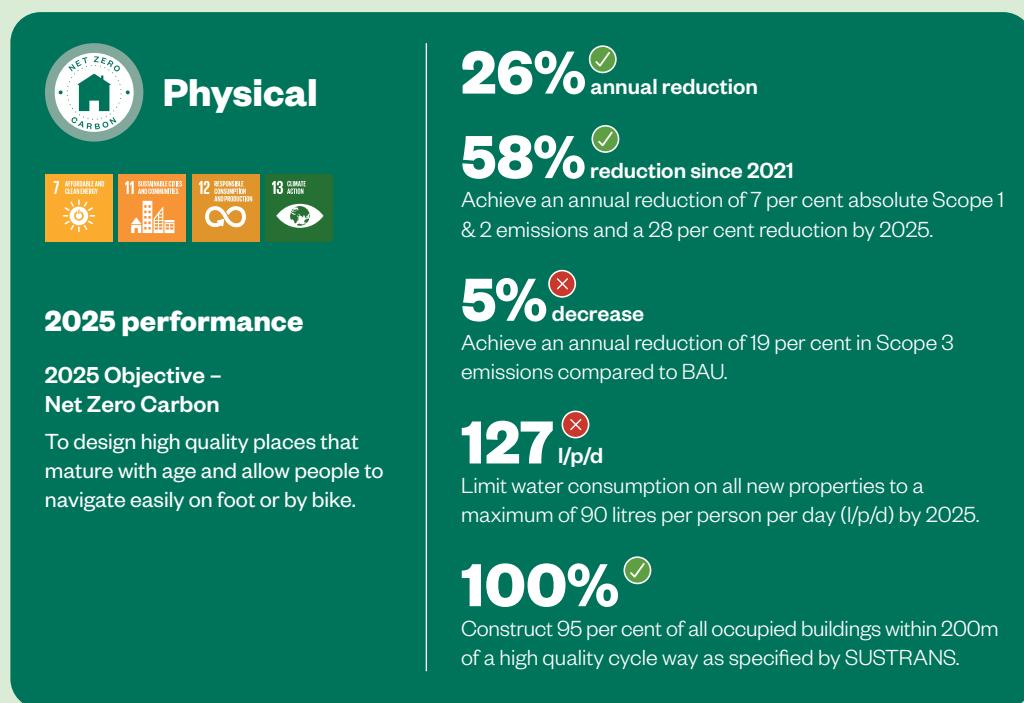
The UN SDGs set out a clear and ambitious framework for progress towards a more sustainable world.

We are cognisant that, as part of the business community, we have a role in tackling the global challenges which the SDGs seek to address. We have undertaken a comprehensive analysis of our business against the individual targets underpinning each SDG to identify the areas where we can have the most significant positive impact and align our own targets. The relevant SDGs to our business activities are shown against each Sustainability Capital.

\* Net Zero 2030 and 2040 dates may not be achieved as explained on page 32

# Sustainability performance 2025

The performance shown represents the position in 2025 and not an average for the five year period that we've been assessing the metrics. The metrics reflect the Strategic Sites in delivery with the exception of those acquired from L&Q Estates. The two farms owned by Farmcare are also excluded. Only the Scope 1 and 2 metric and employee learning metric include the L&Q office and employees that are now part of the U&C business.





## Economic



### 2025 performance

#### 2025 Objective – Inclusive Prosperity

To build lasting partnerships and provide economic opportunities.

**100%**

All contractors directly employed by Urban&Civic and housebuilders employed under licence paid the Real Living Wage as contracted in accordance with Urban&Civic's Ethical Labour Policy.

**93%**

At least 80 per cent of the total value of direct contracts was placed with principal contractors whose offices are within 40 miles of the site.

**100%**

All strategic land sites in delivery actively promote local businesses and start-ups to help cultivate entrepreneurship and economic growth, and annually publish initiatives together with key learnings.

#### Commentary

All metrics were achieved compared to previous years. In particular, the target for procuring direct principal contractors within 40 miles of the site was significantly exceeded and all sites in delivery undertook the range of required initiatives to actively promote local businesses and start-ups.



## Natural



### 2025 performance

#### 2025 Objective – Environmental Net Gain

To build in harmony with nature to protect the existing value and make a positive contribution.

**23**

Plant an average of 25 trees for each house occupied by 2025.

**26%**

Achieve 25 per cent Biodiversity Net Gain as a minimum overall on all our sites.

**100%**

Divert from landfill a minimum 95 per cent construction and demolition waste.

#### Commentary

Virtually all waste from our sites was diverted from landfill, with the exception of only 0.01 per cent. 99 per cent of all waste generated was from the break out of the old runway at Alconbury with most of it being reused on site as sub base or being taken offsite for reuse elsewhere. Forecasted Biodiversity Net Gain (BNG) performance was maintained, with the score now reflecting the introduction of Manydown. However, the total number of trees planted to date compared to homes delivered did slip below the target this year in contrast to previous years.



## Human



### 2025 performance

#### 2025 Objective – Personal Empowerment

To focus on people, improve their quality of life and create a sense of pride.

**100%**

All our sites with over 200 homes occupied have a robust biennial survey in place which records residents' sense of quality of life and health and wellbeing.

**100%**

95 per cent of employees to undertake at least ten hours of non-mandatory Company provided or sponsored learning, training or professional study per year.

**3.3**

All U&C directly employed contractors and housebuilders who are on site for at least four months within a financial year and active and reporting health and safety statistics to achieve a minimum average monthly score of 3.5 out of 5 under the U&C Health & Safety Engagement and Performance Monitoring Tool (5 Star System).

#### Commentary

The health and safety performance score increased significantly compared to the 2024 score of 2.8. This reflects the good progress being made with our direct contractors and housebuilders to improve health and safety reporting and action across all sites. The frequency of undertaking quality of life surveys was changed in the year to every three years rather than two. This will give more time for any improvement actions implemented to take effect. This meant no new quality of life surveys were undertaken in 2025.



### Priors Hall Park: species sampling methods – water shrew

Our ecological adviser, BMD Ltd, has been undertaking species monitoring at Priors Hall Park since 2023, predominantly concerned with the ongoing monitoring of the great crested newt populations (a European Protected species). This includes a number of survey methods such as torchlight surveys, egg searching of pond vegetation, netting, use of bottle traps to capture actual newts and also eDNA (Environmental DNA) sampling of pond water. Records show that a number of the ponds at Priors Hall could also support water shrews which although not specially protected, are a species of conservation interest with their presence indicating ecologically high value ponds.

The methods used for great crested newt sampling (particularly use of bottle trap) puts these small mammals at risk and methods should be modified if they are present.

Therefore BMD Ltd has recently been supporting SureScreen Scientific in the development of an eDNA sampling approach to identify the presence of water shrews.

Working alongside field ecologists with knowledge of the habitat, species records, and access to known positive sites is essential for successful field validation.

SureScreen Scientifics are leading the assay development, with BMD Ltd providing valuable field support and access to monitoring sites at U&C's Priors Hall Park. This collaboration enables practical evaluation of the assay under real-world conditions and supports the refinement of sampling methods to improve detection success for this ecologically important species."

**JENNIFER HIGGINBOTTOM,**  
FORENSIC ECOLOGIST,  
SURESCREEN SCIENTIFIC



**Stoughton**

**Priors Hall Corby**

A601  
Kettering





SEEING IS  
BELIEVING



## Health and safety

A proactive approach has been consistently maintained throughout the year to foster and strengthen a positive health and safety culture among our employees, contractors, and housebuilder partners. Particular emphasis was placed on the effective integration of colleagues from recently acquired businesses and ensuring alignment with our culture across an expanded group of stakeholders. Health and safety remained highly visible across the organisation through regular contributions to our fortnightly live "All Staff" Company updates, frequent postings on the internal intranet, the distribution of targeted health and safety bulletins and personal engagement.

Training and refresher sessions have continued to be delivered for relevant teams responsible for discharging client duties under the Construction (Design and Management) Regulations 2015, as well as for those affected by the changes to the Building Regulations 2010 introduced through the Building Safety Act 2023.

We have also provided training and workshops for employees involved in the planning and delivery of community-focused public events. This has been supported by the development of a suite of event-planning tools designed to improve the content of our event risk assessments and ensure the effective implementation of appropriate control measures.

During the year, the Group acquired Todd's Nursery, a longstanding family business where recent investment had been limited. Following the acquisition, we developed and implemented a comprehensive programme of health and safety improvements, including the replacement of outdated equipment, the development of robust health and safety management systems, and the delivery of a range of operative skills training.

During the year, a cloud-based health and safety reporting system was integrated into the regular auditing and inspection process. This aimed to enhance the efficiency of the reporting of observations to contractors and housebuilder partners, while simplifying and automating the submission of evidence when issues have been addressed.

Following positive engagement with contractors and housebuilder partners, communicating our culture, standards and the implementation of our new reporting system, this has led to faster response times, increased participation from housebuilder partners, a reduction in the significance of hazards that are being observed requiring action, a general improvement in the quality and transparency of closeout actions taken to resolve health and safety issues and improved our ability to analyse data and target future areas for continued improvement.

The integration of the new reporting system along with improved participation of stakeholders largely generated by placing a greater emphasis on our health and safety advisers involving the site managers of housebuilders and contractors when undertaking site reviews contributed to an improvement in the business's "5 Star" engagement programme metric. Improvement was also generated by Urban&Civic project managers developing engaging content for the consortium meetings to encourage attendance.

These combined efforts resulted in improvements in achieving the performance target of each participant for the year of an average of 3.5 stars over the period of time on site. 50 percent of direct contractors and 38 percent of housebuilders achieved or exceeded this target resulting in an overall improvement of 9 per cent over 2023/24.

High health and safety standards were consistently maintained across the business through the setting and achievement of targeted annual objectives. A structured programme was undertaken to further develop the health and safety management systems, with progress monitored through both internal and external reviews and audits. These standards were recognised as "comprehensive" in the findings of an external audit. Performance was regularly reported to, and monitored by, the Executive Management Committee, the Sustainability and Health & Safety Committee and Board.



# New sustainability metrics 2026-30

Our new 2030 objectives and sustainability metrics that we will now work towards as part of our journey to create sustainable communities and deliver our wider sustainability (including net zero) ambitions are set out below. The rationale for revising the metrics will be described in the update to our Sustainability Framework to be published in 2026. The new metrics will apply to the current sites in delivery and those commencing on site within the next five years. Given that Milton Keynes 10/11 and Wixams were substantially progressed when acquired from L&Q Estates, some metrics won't be applicable because there will be little opportunity to achieve them. The metrics that won't apply will be confirmed in detail in the first year of reporting in 2026.



### Physical

**7 INFLATABLE AND REUSABLE** **11 SUSTAINABLE COSTS** **12 RESPONSIBLE** **13 CLIMATE**

**Climate Action**

Buildings and infrastructure built and operated to net zero standards to minimise the impact of increasing energy costs, future climate regulations and physical climate change.

**Net zero carbon**

- Achieve an intensity-based 45 per cent reduction in Scope 1 & 2 carbon emissions by 2030 against a 2025 baseline (a 75 per cent reduction since 2021).
- Achieve an intensity-based reduction in Scope 3 carbon emissions against a 2025 baseline in line with Strategic Site carbon budgets comprising 33 per cent reduction for upfront building and infrastructure emissions and 50 per cent reduction for in-use building emissions by 2030.

**Climate resilience**

- All key phase design codes to include climate resilient design recommendations to mitigate and adapt to the future impacts of climate change.

**Sustainable travel**

- Construct 80 per cent of all homes and other buildings within 650m linear distance of a constructed public transport node or other publicly available alternatives.



### Social

**10 REDUCED DISPARITIES** **11 SUSTAINABLE LIVES**

**Vibrant Communities**

Strong relationships with residents and local stakeholders and a culture of community. Provision of services, amenities and activities that the local community wants and needs.

**Placemaking**

- 95 per cent of homes within each key phase to be planned and built within 300m linear distance from an open public accessible green or blue space of 2ha in size.
- Build 80 per cent of all homes and other buildings within 800m linear distance from one of the following existing, planned or delivered amenities – shop, café/pub, community facility.

**Engagement and consultation**

- All sites to create an annual action plan in line with the post-planning Consultation and Engagement Strategy and report annually on the engagement activities and outcomes undertaken in line with the plan.

**Community investment**

- 95 per cent of construction contracts by contract spend to contribute a minimum number of volunteering days or equivalent benefit-in-kind contributions to local community projects and initiatives facilitated by U&C.
- 95 per cent of employees to contribute an average of 1 day per year volunteering on community projects and initiatives. (Catesby sites)

>£1m to <£5m	1 day
>£5m to <£10m	2 days
>£10m to <£20m	3 days
<£20m	4 days



### Economic

**8 DECENT WORK AND ECONOMIC GROWTH** **10 REDUCED DISPARITIES** **11 SUSTAINABLE COSTS**

**Sustainable Development**

Support local positive economic outcomes for our communities and supply chain, both during development and in use, through leveraging our investment in skills, engagement and procurement activities.

**Employment and skills opportunities**

- Facilitate the employment of two new apprentices per year across the business either directly or in collaboration with direct contractors and subcontractors. (U&C sites)
- Host or sponsor four events or initiatives per year to support skills development and raise awareness of career opportunities in the industry. (Catesby sites)

**Sustainable procurement**

- 95 per cent of construction contracts to have a minimum of 10 per cent weighting attributed to an assessment of the contractor's project specific sustainability proposals.

**Promotion of local economic growth**

- All sites to develop and implement a Community Economic Development Strategy containing site specific obligations with regards to the local authority's economic development strategy and report annually the impact from the actions taken.



## Natural



### Natural Recovery

Create and operate sustainable places that have a positive impact on nature and people's health and wellbeing whilst minimising the use of finite natural resources in the process.

#### Enhanced tree canopy cover

- 20 per cent average tree canopy cover per key phase in design or delivery.

#### Enhanced biodiversity

- 25 per cent average Biodiversity Net Gain delivered each year for all strategic land sites (excluding pre-acquisition development) aligned to the Local Nature Recovery Strategy.
- 15 per cent average Biodiversity Net Gain assessed at the planning stage. (Catesby sites)

#### Resource efficiency

- 95 per cent of building and infrastructure construction contracts to procure 25 per cent of construction materials (by contract spend) that are either reused, recycled or have a low environmental impact.
- 20 per cent reduction by 2030 in potable water consumption in the delivery and maintenance of landscaping projects across all Strategic Sites, either through switching to non-potable water supplies or implementation of efficiency initiatives measured against a 2025 baseline water footprint.



## Human



### Human Centric

The empowerment of people who live, work and visit our sites and offices and the enhancement of their physical and mental health.

#### Quality of life

- All sites (>200 occupied homes) survey resident quality of life every three years and subsequently use feedback to prepare specific U&C actions. Track and publish the progress being made against these actions each year.

#### Health and safety

- All U&C directly employed contractors and housebuilders who are on site, active and reporting H&S statistics for at least three months within a financial year to achieve a minimum average monthly score of 3.5 out of 5 under the U&C Health & Safety Engagement and Performance Monitoring Tool (5 Star System).

#### Commitment to lifelong learning

- Employees should undertake a minimum of 10 hours of non-mandatory Company provided or sponsored learning, training or professional study per annum including two hours which must be sustainability-focused.

### SEEING IS BELIEVING



## Solar panel rollout continues

In 2023 Urban&Civic undertook Energy Saving Opportunity Scheme (ESOS) audits across the portfolio, covering owned and occupied offices and commercial buildings. The installation of solar photovoltaic panels was identified as a great opportunity for Urban&Civic to reduce running costs across our portfolio, whilst also achieving a significant reduction in our Scope 1 and 2 carbon emissions. Led by the Estates team, and supported by the respective development and project managers, a mix of roof mounted solar panels and a ground mounted array, with a combined peak output of 350kWp, was installed between November 2024 and September 2025. Across four sites (Alconbury, Houlton, Middlebeck and Waterbeach), the energy savings are expected to payback the installation costs within 3 to 5 years with between 50 to 75 per cent of electricity generated consumed on site.

The installation was undertaken by Insight Energy Renewables, which included an advanced monitoring system to identify carbon and cost savings and future maintenance requirements.





## Greenhouse gas reporting and reduction plans

This year has built on our continued progress towards achieving the business' previously published long-term carbon objectives:

- target to be net zero for Scope 1 and 2 carbon emissions by 2030 (covering emissions from U&C-controlled sources such as office facilities and vehicles); and
- aim to be net zero for Scope 3 carbon emissions by 2040 (covering emissions within the U&C value chain, but excluding housebuilder and resident emissions).

Despite strong progress over the past few years, the business recognises that its net zero objectives could be missed by the targeted dates. To reduce Scope 1 and 2 emissions further, the business will continue to implement energy efficiency initiatives, however, the rate of grid decarbonisation may limit the effectiveness of these initiatives to achieve net zero. It is likely that 2035 will be a more realistic target date and will be considered further in 2026 with a view to formally changing the target date.

With regards to Scope 3 emissions, the 2025 update to our Map to net zero, forecasts that net zero is most likely to be achieved in 2045 rather than 2040. This is also based on the

projected rate of grid decarbonisation but also other factors such as alternative low carbon materials and technologies becoming commercially viable. We will be in a better position in the coming year or so to consider whether we need to reset the date for our long-term Scope 3 net zero objective.

### Our greenhouse gas emissions

This annual declaration is made in accordance with the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 and is summarised below for the financial year 2024/25 and in comparison to the previous year's declarations.

Urban&Civic plc <sup>1</sup> greenhouse gas emissions (tCO <sub>2</sub> e) <sup>2</sup>	2025	2024	2023
<b>SECR Emissions (including Scopes 1 and 2)</b>			
Combustion of Fuel and Operation of Facilities (Scope 1)	164	245	297
Electricity, Heat, Steam and Cooling Purchased for Own Use (Scope 2)	381	523	997
Grey Fleet Fuel Consumption (Scope 3)	47	38	38
Total SECR Emissions	592	806	1,332
Financial turnover (£k)	£139,886k	£58,771k	£94,592k
SECR Intensity Ratio: tCO <sub>2</sub> e/£k	0.00423	0.0137	0.0141
SECR Intensity Ratio: kgCO <sub>2</sub> e/£k	4.2	13.7	14.1
SECR Intensity Ratio: kgCO <sub>2</sub> e/£k yearly % change	(70.8)%	(2.6)%	59.5%
<b>Scope 3 Emissions</b>			
Category 2: Capital Goods	13,951	11,079	13,401
Category 6: Business Travel	66	140	39
Category 7: Employee Commuting	153	137	137
<b>Total Scope 3 Emissions</b>	<b>14,170</b>	<b>11,356</b>	<b>13,577</b>
<b>Total Carbon Footprint</b>	<b>14,762</b>	<b>12,162</b>	<b>14,909</b>
<b>Total Intensity Ratio: kgCO<sub>2</sub>e/£k</b>	<b>100.0</b>	<b>206.9</b>	<b>157.6</b>

1. Consolidated Group figures including the Wellcome Genome Campus expansion (U&C office only) up to 1 June 2025, Todd's Nursery and excluding the Farmcare portfolio (see next page).

2. Calculated using the GHG Protocol Corporate Accounting and Reporting Standard (revised edition) and HM Government Environmental Reporting Guidelines (2019).

## Scope 1 & 2 emissions

During the reporting year, we achieved a significant 58 per cent reduction in our Scope 1 and 2 carbon emissions against our 2021 baseline, exceeding our 2025 target of a 28 per cent reduction by more than double. This reflects the implementation of key energy efficiency and renewable energy initiatives across our portfolio.

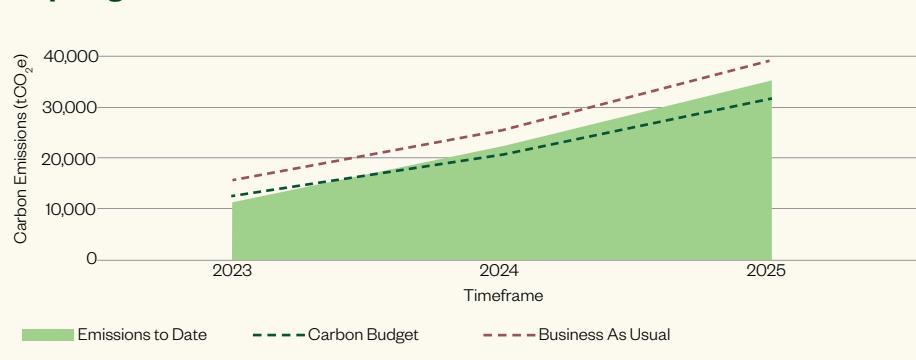
The most notable actions undertaken during the year include the installation of solar panels across our offices and the replacement of transformers at our Waterbeach site, which has effectively reduced energy load losses and improved overall operational efficiency.

In addition, there was a replacement of the gas fired building services systems at Hudson Quay, Middlehaven with an all electric system.

## Scope 3 carbon emissions

Our 2025 Scope 3 carbon footprint (excluding the Farmcare portfolio) is 14,170 tCO<sub>2</sub>e, making up 96 per cent of our carbon footprint across all scopes. As expected, the majority of this (98 per cent) comes from the Capital Goods category, measuring upfront carbon in buildings and infrastructure completed or under construction in the year. U&C's combined emissions for 2023-25 are 10 per cent below expected Business as Usual (BAU) emissions. For 2025 alone construction emissions were 5 per cent

### Capital goods carbon emissions (2023-25)



below BAU for the year. The overall progress against carbon targets and reduction against BAU scenarios can be attributed to the use of HVO (hydrotreated vegetable oil) fuel across site infrastructure projects, renewable-powered site welfare cabins and the use of low carbon materials, such as reprocessed aggregates, on some of the larger contracts. The remainder of the Scope 3 emissions comprise employee commuting and business travel activities from U&C employees.

Following the acquisition of L&Q Estates in 2024, Scope 3 emissions data for projects on the Strategic Sites (Milton Keynes 10/11, Wixams and Loves Farm 2) have been included in the carbon

footprint reported above. However, these sites are not included in the assessment of progress towards the 19 per cent reduction target against BAU given a carbon budget was not developed for these sites to date. The carbon footprint only includes carbon emissions from direct contracts and excludes housebuilder and resident emissions which are beyond the U&C Scope 3 boundary.

## Looking ahead

To build on our renewable energy portfolio, we will assess further opportunities for solar installations across our properties, and explore the potential benefits of battery storage solutions to support on site energy generation. Over the next couple of years, we will also be undertaking the next phase of the Energy Savings Opportunity Scheme (ESOS), which will highlight other opportunities for improving efficiency and therefore reducing Scope 1 and 2 carbon emissions further.

In the coming year, our focus will be on further reducing Scope 3 emissions. We will continue to use hydrotreated vegetable oil (HVO) where feasible to minimise carbon impacts from site activities, ensuring all fuel is certified under the Renewable Fuels Assurance Scheme (RFAS) and working closely with contractors to verify the source, sustainability and authenticity of the fuels used. We will continue to explore the use of innovative low carbon materials across our developments such as using structural timber in lieu of steel or concrete. In parallel, we will continue to strengthen engagement with our contractors to enhance data capture and reporting, ensuring greater transparency and accuracy in our value chain emissions.

### Farmcare Trading Limited greenhouse gas emissions (tCO<sub>2</sub>e)<sup>2</sup>

	2025	2024	2023
<b>SECR Emissions (including Scopes 1 and 2)</b>			
Combustion of Fuel and Operation of Facilities (Scope 1)	<b>14</b>	18	43
Electricity, Heat, Steam and Cooling Purchased for Own Use (Scope 2)	<b>17</b>	19	50
Grey Fleet Fuel Consumption (Scope 3)	—	—	—
<b>Total SECR Emissions</b>	<b>31</b>	37	93
Financial turnover (£k)	<b>£3,864k</b>	£3,624k	£9,606k
SECR Intensity Ratio: tCO <sub>2</sub> e/£k	<b>0.00791</b>	0.0102	0.0097
SEOR Intensity Ratio: kgCO <sub>2</sub> e/£k	<b>7.9</b>	10.2	9.7
SEOR Intensity Ratio: kgCO <sub>2</sub> e/£k yearly % change	<b>(22.5)%</b>	5.5%	(70.0)%

Farmcare's Scope 1 and 2 emissions reported for SEOR purposes have reduced in 2025. This reflects the ongoing work with their contractors to ensure efficient operation of the farms and that energy performance improvements are considered as part of their management practices.

# Climate-related financial disclosures

### Introduction

Urban&Civic recognises the significant implications of climate change and the transition to a low carbon economy on its operations and long-term value creation. Urban&Civic acknowledges both the risks and opportunities associated with this transition and is committed to integrating climate considerations across its business.

Further to our disclosures in previous years, this section provides a summary of key activities and initiatives undertaken in the past year to demonstrate how we are continually developing our response under each of the four pillars of the Task Force on Climate-related Financial Disclosures (TCFD) framework: Governance, Strategy, Risk Management, and Metrics and Targets.

As per 2024, we continue to comply with all but two of the disclosure requirements of the TCFD framework. The first area is 'impact on organisation and financial planning' where we have yet to fully quantify the potential financial impacts of climate change. The second area is 'climate-related metrics' because we haven't implemented an internal carbon price into business decision making. We have not addressed these two areas yet because we are waiting for further details of

the proposed UK Sustainability Reporting Standards to inform how we evolve our climate-related financial disclosures in the future.

A more detailed explanation of how our internal processes respond to the TCFD recommendations and how they remain material to the business, as disclosed in last year's Annual Report, is set out on our website.



Read more online  
<https://tinyurl.com/mrhrudyu>

### Key TCFD related activities in 2025

#### Governance

- Two Sustainability and Health & Safety Committee (SHC) meetings including a review of business performance and development of the new sustainability metrics
- Approving the updated Sustainability Policy to include the acquisition of Todd's Nursery
- Four meetings of the Sustainability Champions Group to review ongoing development of new sustainability metrics for 2026-30
- Revised sustainability reporting templates for quarterly Strategic Development Committees emphasising carbon reduction initiatives and potential risks

#### Strategy

- Update to the U&C Map to Net Zero setting revised carbon reduction budgets and targets for the business and Strategic Sites. The Map to Net Zero was also updated to align with the carbon targets set by the UK Net Zero Carbon Buildings Standard and the latest grid decarbonisation scenarios
- Development of a Carbon Forecasting Tool to adjust site carbon budgets as development plans evolve which in turn allows for more accurate progress reporting

#### Risk

- Progress against managing physical and transitional risks and opportunities reviewed and updated (see next page)
- Quarterly review of the relevant carbon and climate risks on the SHC risk register and corresponding actions to maintain respective risk appetite
- A review undertaken of the potential business impacts and dependencies on nature and how this interrelates with climate risk



#### Metrics and targets

- Reporting performance against our current carbon and resilience sustainability metrics (see pages 34 and 35)
- The development of new 2026-30 sustainability metrics (see pages 38 and 39) which include specific carbon and climate targets covering:
  - reduction targets for carbon emissions (Scopes 1, 2 and 3);
  - climate resilience design recommendations in key phase design codes;
  - increasing tree canopy cover across sites; and
  - reduction in potable water consumption in the delivery and maintenance of landscaping

 Opportunities highlighted in green indicate that they are being actioned.

The table below identifies the material climate-related physical and transition risks and opportunities for our sites and development activities.

Physical Risk				
Risks	Impacts	Opportunities	Timeframe	
<b>Heat risk (short term)</b>	<ul style="list-style-type: none"> <li>Heat Stress can present risks during construction and operation of the sites including health and safety implications from overheating, impacts on structural stability, and disruption to power networks.</li> <li>Potential increased operating costs due to need for increased cooling resources.</li> </ul>	<ul style="list-style-type: none"> <li>Raise awareness of risks and mitigation and adaptation opportunities for buildings, infrastructure and landscaping with site teams and incorporate into next generation developments.</li> <li>Prioritise residents' and site users' comfort through designing to updated temperature comfort parameters.</li> <li>Consideration of heat stress in design plans to account for material expansion and foundation stability, as well as construction policies to maintain safe working environments.</li> <li>Prepare a site-wide emergency plan for extreme heat stress and prioritise passive solutions over mechanical energy intensive solutions.</li> </ul>	 	Short term
<b>Precipitation and drought risk (long term)</b>	<ul style="list-style-type: none"> <li>Precipitation stress can present risks on the building's structure through moisture penetration, and on internal contents if flooding occurs. Health and safety can be threatened from mould and mildew growth and from extreme flooding.</li> <li>Drought poses risks to the health and safety of site users and to buildings such as through subsidence. Potential increased operating costs due to need for increased water resources and more adapted building designs.</li> </ul>	<ul style="list-style-type: none"> <li>Continue engagement with water companies to address impact of drought risk on water supply.</li> <li>Plan for future precipitation scenarios and the potential risks to drainage systems and groundwater levels.</li> <li>Explore site-wide rainwater/greywater infrastructure delivered by Master Developer.</li> </ul>	  	Medium-long term
<b>Risk of Supply chain disruptions from physical climate events</b>	<ul style="list-style-type: none"> <li>Physical climate events can result in loss of efficiency or complete outages in power, communications and transport networks. This could disrupt supply of goods and services.</li> </ul>	<ul style="list-style-type: none"> <li>Prioritise short and diversified supply chains which will also help to reduce Scope 3 emissions.</li> </ul>		Medium term
<b>Flood risk</b>	<ul style="list-style-type: none"> <li>Potential for increased insurance costs, potential business disruption, costs to repair damaged assets, capex for adaptation measures.</li> </ul>	<ul style="list-style-type: none"> <li>Design in accordance with Environment Agency standards plus an additional "climate change allowance" for increased future risk.</li> </ul>		Long term

Transition Risk				
Risks	Impacts	Opportunities	Timeframe	
<b>Evolving regulatory requirements throughout design and construction of sites</b>	<ul style="list-style-type: none"> <li>Risk to Company brand and reputational damage from negative stakeholder feedback if no action is taken.</li> <li>Increased future refurbishment costs and/or obsolescence risk if design requirements are not met during construction.</li> </ul>	<ul style="list-style-type: none"> <li>Continue to align with industry best practice and horizon scanning to stay ahead of forthcoming national and local regulations (i.e., Future Homes/Buildings Standard and Minimum Energy Efficiency Standards).</li> </ul>		Short term
<b>Strict policy interventions to achieve national decarbonisation goal</b>	<ul style="list-style-type: none"> <li>Increased cost to business due to compliance measures.</li> </ul>	<ul style="list-style-type: none"> <li>Implement efficient data collection, tracking and annual reporting systems.</li> <li>Conduct a biannual review of upcoming climate-related policies that might impact Urban&amp;Civic.</li> </ul>	 	Short term
<b>Carbon Pricing</b>	<ul style="list-style-type: none"> <li>Increased future taxes (e.g. through the Carbon Border Adjustment Mechanism) if carbon is not priced into business strategy early on.</li> </ul>	<ul style="list-style-type: none"> <li>Prepare to implement internal carbon pricing on all sites to incentivise carbon reduction and to prepare the business for potential future mandatory taxes on carbon emissions (or equivalent measures).</li> <li>Identify costed carbon reduction initiatives to deliver which are below the internal carbon price or other external benchmark.</li> </ul>		Short–medium term
<b>Strict Carbon Targets</b>	<ul style="list-style-type: none"> <li>Assets which do not align to targets risk reduced market confidence, increased operating costs, and reputational damage.</li> <li>Shift in consumer preferences and loss of income if these carbon targets are not met.</li> </ul>	<ul style="list-style-type: none"> <li>Continue to pursue upcoming net zero objectives by implementing the site carbon budgets in line with industry best practice for new buildings (e.g. UK Net Zero Carbon Buildings Standard).</li> <li>Potential commitment to the Science Based Targets initiative.</li> <li>Review performance of existing buildings against Carbon Risk Real Estate Monitor (CRREM) targets and compliance with proposed changes to Minimum Energy Efficiency Standards in 2030.</li> <li>Prepare and publish Net Zero Transition Plan and individual site plans to achieve 2030 targets.</li> <li>Report embodied carbon emissions as well as a year-by-year breakdown of energy consumption, water consumption and waste generated.</li> <li>Consumer preferences for self-sufficiency and sustainability is met through masterplan design (i.e. active travel).</li> <li>High public and private investment in low carbon technologies will create opportunities to implement such technologies (photovoltaics, electric vehicles, smart building technologies) within development, but also to attract low carbon companies to occupy the sites.</li> </ul>	      	Short–medium term
<b>Lack of engagement from housebuilders and local authorities limiting climate resilience action</b>	<ul style="list-style-type: none"> <li>Reputational risk of not meeting consumer preferences, and increased future retrofit costs if housebuilders and local authorities present barriers to climate action.</li> </ul>	<ul style="list-style-type: none"> <li>Engage housebuilders and local authorities on climate risk and adaptation.</li> <li>Encourage housebuilders to deliver net zero aligned homes.</li> </ul>	 	Short term

# An embedded framework that supports business growth

### Risk environment

Urban&Civic's risk management framework is established, embedded, monitored and managed in the knowledge that:

- a significant proportion of the Group's operations facilitate regional housing development and delivery in the UK;
- housing markets, and therefore land markets, are typically cyclical;
- Urban&Civic's customers (predominantly housebuilders and Build to Rent investors), and the housebuilders' and Build to Rent investors' customers (homebuyers, housing associations and rental tenants), are influenced by mortgage availability, interest rates, job security and disposable income (amongst other matters) when deciding to buy, rent (or build) homes;
- the political environment surrounding residential delivery is often in a state of flux, particularly in respect of planning consents, which are heavily influenced by planning policy (including housing targets), which in turn is set by government and implemented by local authorities;

- changes in legislation and regulation impact the way the Group operates, both directly and indirectly. Changes in sustainability legislation, for example, could reduce profitability through increasing specification, and therefore the cost, of infrastructure and housing delivery;
- the ability to acquire development sites and bring them forward, so that homes may be built, is heavily dependent on not only land availability (which tends to be more evident in times of distress), but also our in-house skillset, meaning that a high quality and stable workforce is a key part of Urban&Civic's business model; and
- disrupting factors, such as wars or pandemics, may physically and/or financially halt or slow house delivery and reduce profitability in a way that may not be fully predictable (through rising input prices, for example).



### RISK SIGNPOST

**Corporate governance structure**  
pages 70 and 71

**Board risk oversight**  
pages 73 to 75

**Audit Committee activities on risk framework and internal control**  
pages 78 and 79

**Emerging risks**  
page 53

**Principal risks**  
pages 47 to 52

### LINK TO STRATEGIC OBJECTIVES:



Secure sites



Accelerate delivery



Sustain quality



Identify opportunities



Deliver returns

## Delivering strategic objectives through its risk management framework

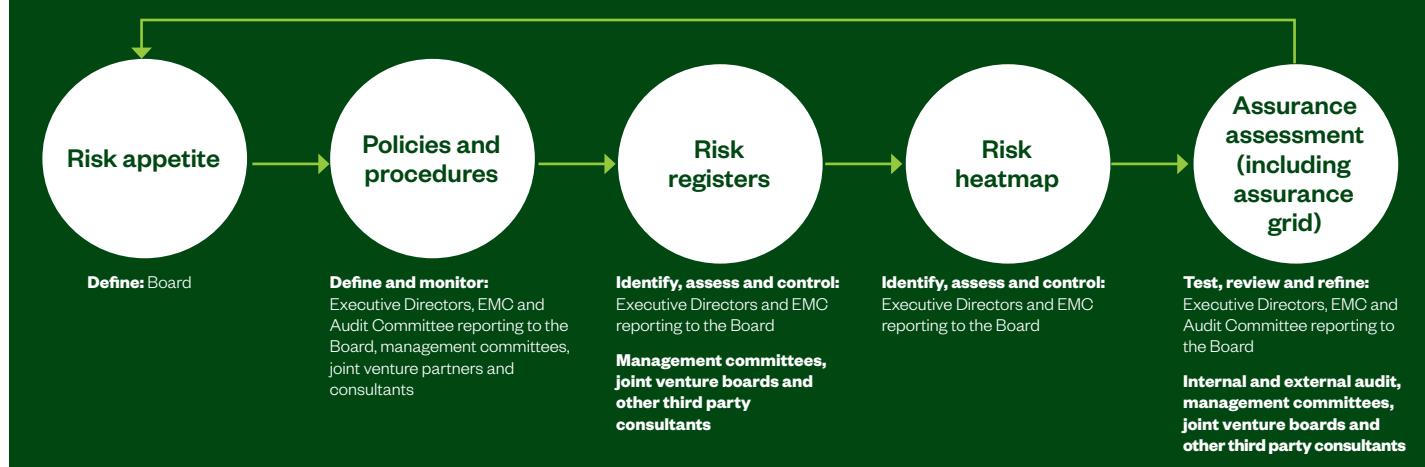
Urban&Civic delivers its strategic objectives through operating a Board led, Audit Committee reviewed, and Executive Directors (assisted by the EMC) designed and monitored risk management framework, which comprises:

- defined risk appetites: for identified strategic areas of Urban&Civic's business. These appetites are reviewed at least annually by the Board, and the current appetites have been highlighted on the risk heatmap and summarised in the table opposite;
- risk assurance grid and policies and procedures summary: setting out the Group's key controls, policies and procedures, based on the Institute of Internal Auditors' three-lines-of-defence model. The assurance grid, which contains an evaluation of these key controls, is monitored by the Executive Directors, EMC and Audit Committee before being reported to the Board. It is at this stage that the Executive Directors, with the assistance of the EMC, management committees, joint venture partners and consultants (including internal audit) will design and implement mitigating actions, controls and procedures;
- risk registers and risk heatmaps: identifying and assessing top-down and bottom-up risks applicable to the Group's strategy and operations (both existing and emerging). Both the registers and heatmaps incorporate bottom-up input from Group committees, and joint venture partners; and
- assurance assessments: testing the effectiveness of mitigating actions, controls and procedures, typically through internal and external audit. The Executive Directors, assisted by the EMC, management committees, joint venture partners and consultants, and overseen by the Audit Committee and internal audit, will regularly review and refine the controls and procedures to address any weaknesses, with the remedial actions being reported to the Board.

### Risk appetite

Risk area	Risk appetite	Risk behaviour
<b>External environment - market (including political environment)</b>	High	Prepared to operate in a volatile environment, but only when enhanced returns compensate for increased risk and/or unfunded forward expenditure is relatively modest. Long-term viability is a key override.
<b>External environment - regulation and compliance</b>	Low	Seeks to comply with all current relevant legislation and regulations. Additionally it seeks to be aware, plan and evolve its business model and operations to accommodate emerging relevant legislation and regulations.
<b>Strategy</b>	Medium/high	Predominantly undertakes planning and development activities, both of which have elevated risk profiles.
<b>People</b>	Low	Aims to recruit, train, promote and retain a motivated and well trained workforce, ensuring a succession plan is in place.
<b>Operations - planning</b>	Medium/high	Seeks to achieve planning consents of an appropriate scale in areas of strong demand efficiently, effectively and on a timely basis, recognising that the UK's planning system carries uncertainties that cannot be fully mitigated.
<b>Operations - development</b>	Medium	Looks to deliver developments effectively avoiding actions that could adversely impact reputation and/or stakeholder returns, recognising that physical construction carries embedded risks that cannot be fully mitigated.
<b>Finance</b>	Low	Maintains a conservative balance between debt and equity, putting in place limited or non-recourse debt instruments that do not contain onerous covenants (on a flexed basis). The Group also does not seek to borrow against land (except through infrastructure loans provided by Homes England).

### Risk management framework



# Key risks and opportunities continued

## Principal areas of focus in financial year 2025

The following reviews or improvements to the Group's risk management framework were undertaken or implemented during the financial year:

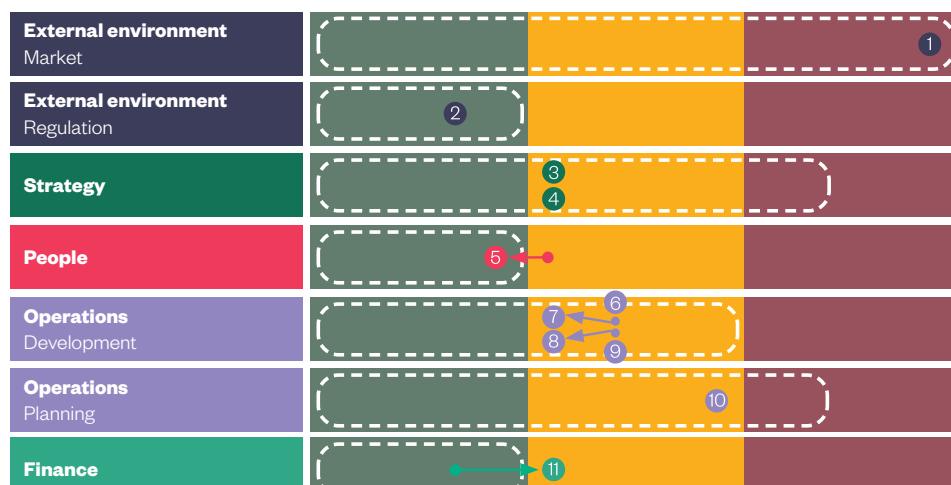
- The Board monitored world events and the political and economic environment at each Board meeting. Consideration was given as to the effects of the ongoing wars (where historical pressures caused by the war in Ukraine, on farming operations in particular, had abated), and the economic challenges facing the Labour Party's leadership in the UK (which appeared to be more pro-housing delivery following new, and generally higher, housing targets and the announcement of three lead sites for New Town designations) as well as modest falls in interest rates, mortgage rates and inflation. These reviews considered short, medium and longer-term time horizons.
- The Board and EMC, and where applicable business segment or joint venture boards and committees, reviewed a summary of corporate and project/business segment level risks (including emerging risks) at each meeting, focusing on those risks that exceeded risk appetite or were designated red risks post-mitigation. All reviewers had access to supporting risk registers and where applicable third party experts or consultants.
- The Executive Directors and EMC used a defined and documented programme for the integration of L&Q Estates operations, which was overseen by internal audit and reported back to the Board.
- The Board deployed a risk managed approach to the acquisition of Todd's Nursery, which included due diligence procedures to a defined

scope, assisted by Grant Thornton in respect of financial and taxation due diligence, Seed Arboriculture, which performed a pre-close stock count, and CBRE with regard to the acquisition valuation. Additionally, the Board relied upon internally assessed risk registers, regular meetings and timetables and investment memorandums and approvals (in line with the Group's delegation of authority and matters reserved for the Board and shareholder).

- Under the Audit Committee's supervision, internal audit function undertook reviews of financial crime, cybersecurity, the Newark Strategic Site, third party supplier David Lock, and the finance system (following an upgrade). All audits had no significant consequences for the Company's approach to legislative compliance, although the financial crime and the financial systems audits identified some improvements around the need to formally document and increase controls around the risk assessment of bribery and access privileges in respect of the newly implemented financial system. The results of the reviews were deemed good outcomes and a December target for the financial crime improvement was set. The finance system improvements have been actioned.
- The Audit Committee agreed a new internal audit programme, to be carried out by the Wellcome Trust internal audit (on behalf of Urban&Civic) following an independent risk assessment of Urban&Civic's operations. The financial year 2026 programme will see the Group's land sales process reviewed, as well as financial crime preventative and detective controls, cybersecurity and third and fourth party risk management frameworks (which seek to manage how the Group's partners and suppliers are selected and managed).

- The Audit Committee reviewed and commented on the framework underpinning the Executive Directors' assurance over internal controls. This review included oversight of the Group's three-lines-of-defence assurance grid, which outlines the key controls and processes attaching to the key risks as well as the Executive Directors' evaluation of these key controls and processes. Additional work to document key processes and procedures, which supports the assurance grid, continued during the year.
- The Board oversaw the implementation of internal audit's 2024 observations in respect of Urban&Civic's risk management and compliance, including mandatory employee training on the risk management framework, improvements in risk register structures and reporting (where registers were linked through to strategic objectives and business plans) and the production of a new governance dashboard (to flag emerging legislation), now produced after quarterly meetings with the Group's legal adviser, CMS.
- The Head of Health and Safety and a third party consultant (Systems Concepts) oversaw periodic reviews of the health and safety practices at the Group's sites and offices.
- The Head of Sustainability reviewed compliance with applicable sustainability laws and regulations, reporting against the shareholder's ESG standards and emerging best practices.
- The Group continued with its employee induction programmes, away days and learning and development to help reinforce the Group's risk appetite and frameworks, and policies and procedures.
- The Group continued with its ongoing monitoring and reporting on financial and non-financial KPIs.

## Principal risks heatmap



- Movement in the year
- New risk in the year
- Risk appetite
- Market risk
- Legal and regulatory risk
- Strategic risk
- Competitive risk
- People risk
- Climate change risk
- Cyber risk
- Health and safety risk
- Delivery risk
- Planning risk
- Financial risk

## RISK RATING AFTER MITIGATION:

Low      Medium      High

# Principal risks

Risks have remained stable in composition and risk appetite; however, the EMC and Board agreed to move the climate change risk from the "External environment: regulation" classification to the "Operations: planning" classification, reflecting how sustainability is now being managed and controlled more at the project (operational) levels. The heatmap shows that three key risks have fallen in rating since last year and one has increased. More detail on these movements is provided below.

## Key

### RISK APPETITE:

- Low
- Medium
- High

### RISK RATING AFTER MITIGATION:

- Low
- Medium
- High

### CHANGE DURING THE YEAR:

- ▲ Increase in risk
- ▼ Decrease in risk
- ◐ No change
- New risk

### LINK TO STRATEGIC OBJECTIVES:

-  Secure sites
-  Accelerate delivery
-  Sustain quality
-  Identify opportunities
-  Deliver returns

Read more about our strategy on pages 16 to 19

Read more about our KPIs on pages 20 and 21

## External environment

### 1. Market risk (including political environment)



#### KPIs

EPRA NTA; cash flow generation from plot completions; gearing – EPRA NAV; carbon footprint; enhance biodiversity; health and wellbeing.

#### Impact of risk

The business model may be affected by property market movements and changes in UK political and legislative factors (such as a new government varying tax or planning policies), as well as disruptions such as wars, pandemics and other international events. Adverse movements in these external market factors increase the risk of lower stakeholder returns through reduced demand; however, investment opportunities may be more evident.

#### Key controls and mitigation

- Control: prior to investment, detailed due diligence and financial appraisals are carried out and flexed to establish financial outcomes on downside-case bases.
- Control: close monitoring (credit checks, press review and review of financial information releases) of material counterparties (at procurement, during pre-contract phases and throughout the contractual period on a six-monthly basis).
- Control: business plan (one year) and rolling long-term cash flow forecasts (one, two and five years) with sensitivity analysis are maintained.
- Control and mitigation (in respect of security of receipts): material forward sales receivables in respect of "oven ready" serviced land parcels, covering different tenures (including Build to Rent), with secured contractual annual minimum and/or deferred receipts, help maintain cash flow through downturns.
- Control and mitigation: low forward capital commitments (meaning "taps can be turned off" if necessary).
- Mitigation: international events and the UK political and economic environment are considered at each Board meeting and specifically at the annual Board strategy day.
- Mitigation: regional focus and local knowledge in areas with strong underlying economics (such as job creation).
- Mitigation: upfront land parcel sales ahead of periods of high expenditure can reduce risk associated with market downturns.

#### Typical risk indicators

- Change of political party, ministerial positions or introduction of new policies.
- Increased interest rates.
- Falling real estate indices (indicative of reduced stakeholder appetite).
- Reduced sales rates and prices (homes and land parcels).
- Increased construction costs.
- Reduced property valuations.

- Press or social media narrative (may provide an early warning).
- Counterparty default/falling credit ratings/falling profitability.
- Variable crop prices (in respect of farming operations).
- Reduced planning consents achieved.

#### Movement description

- Since the last election, the Labour Party has published a new version of the National Planning Policy Framework (NPPF) in December 2024, and announced three lead sites for New Towns in September 2025. Both should be favourable for Urban&Civic in planning terms, leading to accelerated delivery. The new NPPF introduces grey belt designations and reintroduces (amongst other matters) mandatory housing targets for local authorities (at generally higher levels than had been the case previously), which should lead to more planning consents and higher housing numbers. Urban&Civic has an interest in one of the three proposed New Towns at Tempsford.
- Inflation, interest rates and mortgage rates have all fallen over the year; however, not at a rate that fully provides our customers' customers with the confidence to return to buying homes at historical levels.
- Contractor cost inflation (in respect of development works) has generally remained below CPI and stable. Concerns remain around labour cost pressures (due to lack of construction labour should development activity and house building increase).
- Despite record forward contracted sales, many are on deferred terms, which probably reflects the housebuilders' cautious view on any significant near-term recovery in-house sales.
- Farming crop prices have generally fallen since the recent high in 2022 (the start of the war in Ukraine), whereas house prices and land values have remained stable over the last 12 months.

The risk rating has remained within last year's banding and within risk appetite, although it continues to be held at nearly the highest score possible. The improvement in supply side factors has not been matched on the demand side, leaving the rating unchanged.

# Principal risks continued

### External environment continued

#### 2. Legal and regulatory risk



##### KPIs

EPRA NTA; carbon footprint; enhance biodiversity; health and wellbeing.



##### Strategic objectives



##### Impact of risk

Non-compliance with current or emerging regulations could have financial and reputational consequences for Group strategies and operations over the near and longer term, leading to an inability to raise finance, to benefit from stakeholder support or co-operation, or to obtain planning consents, as well as leading to project delays, penalties, fines and reputational damage.

##### Key controls and mitigations

- Control: EMC and other management meetings identify operationally impactful legislation (often through the risk registers).
- Control: governance checklists (principally pertaining to the Wates Principles) help ensure compliance with corporate legislation in part.
- Control and mitigation: key policies, which respond to legislation, are reviewed and approved by the Board (on the recommendation of other Board committees, the EMC or other management committees).
- Control and mitigation: the Group employs highly qualified and experienced employees, and specialist consultants where appropriate, to ensure compliance with laws and regulations. This includes internal and external auditors. This year, a new governance dashboard (to flag emerging legislation) is now produced after quarterly meetings with the Group's legal adviser, CMS, and subsequently presented to the Board.
- Mitigation: key reports and announcements reviewed in draft by the Board.
- Mitigation: material current, pending and emerging regulations are considered at each Board and Board committee meeting.
- Mitigation: learning and development and continuing professional development undertaken.

##### Typical risk indicators

- Legislation enactment.
- Litigation.
- Investigations or enquiries (HMRC or Health and Safety Executive, for example).
- Frequency of reportable incidents (health and safety).
- Penalties.

##### Movement description

- No significant legislative breaches reported.
- Economic Crime and Corporate Transparency Act (EOCTA), probably the most significant legislative change this year. Urban&Civic sought third party assessment of current policies and procedures to ensure the Company was taking reasonable steps to prevent fraud. The internal audit also performed a financial crime audit during the year, which identified the need for a bribery risk assessment (which had not been formally documented previously). The Audit Committee set a December target for any improvement observations or recommendations to be implemented by.
- Internal audit also reviewed cybersecurity, the Newark Strategic Site, third party supplier David Lock, and the finance system (following an upgrade). All audits had no significant consequences for the Company's approach to legislative compliance, although the financial crime and the financial systems audits identified some improvements around the need to formally document and increase controls around access privileges in respect of the newly implemented financial system.
- Before and after the acquisition of Todd's Nursery, the Company engaged Grant Thornton to assist with associated financial due diligence and acquisition accounting papers, to ensure financial compliance. Health and safety improvements were also made immediately post-acquisition after a review undertaken by the Group's in-house, dedicated health and safety team.
- L&Q Estates was successfully integrated into existing Group processes and procedures, following the completion of the integration programme previously explained.
- Sustainability and ESG regulation continue to evolve, and the Wellcome Group has introduced common ESG standards, which Urban&Civic report against. Further details of the Group's activity in this area can be found on pages 32 to 43.
- Learning and development targets were met again this year and courses focusing on legislation and regulations included (amongst others) health and safety, the Buildings Safety Act and contract law.

The risk rating has remained within last year's banding and within risk appetite.

#### Strategy

#### 3. Strategic risk



##### KPIs

EPRA NTA; cash flow generation from plot completions; carbon footprint; enhance biodiversity.



##### Strategic objectives



##### Impact of risk

Implementing a strategy inconsistent with market environment, skillset and experience of the business could devalue the Group's property portfolio or have an adverse impact on the Group's cash flows, consequently eroding stakeholder returns.

##### Key controls and mitigations

- Control: defined Board and shareholder reserved matters (with shareholder matters recommended by the U&C Board to the shareholder for approval). Such matters include material changes in business strategy.
- Control: all investment and divestment decisions require Chief Executive approval and/or Board approval (beyond a threshold), as well as shareholder approval if material.
- Control: material capital commitments, which have not previously been approved in the Group business plan, require additional Board approval.
- Control: loans or parent company guarantees require Board approval, as well as shareholder approval if material.
- Control and mitigation: business plans are formulated bottom up (site by site) and are periodically monitored by the Board, EMC and other management committees and remedial actions are identified, approved and implemented where necessary.
- Mitigation: the Board annually approves a budget and business plan and reviews rolling longer-term cash flow forecasts with sensitivity analysis.

##### Typical risk indicators

- Adverse variances to the business plan.
- Reduced property valuations.
- Reduced housebuilder demand.
- Litigation.
- Contingency utilisation.
- Covenant breaches.
- Internal audit adverse findings (regarding non-compliance with reserved matters schedules).

##### Movement description

- Flat market conditions (except around April, just prior to a stamp duty increase) maintained for much of the year, leading to slower house sales and consequently "lower than norm" licence fee receipts. Some of Urban&Civic's SME customers, contractors and subcontractors, as a result, experienced liquidity issues, although nearly all continued to work through any pinch points. Despite these headwinds Urban&Civic contracted on a record number of land transfers and sales in the year, albeit largely under deferred terms, fully underwriting the Group's current strategy.
- The acquisition of Todd's Nursery (Todd's) in June, discussed further on pages 19 and 25, was considered a complementary departure from strategy, having limited impact on existing operations given the acquisition was small and Todd's would be operated separately within the Commercial segment. The acquisition was complementary given Todd's could supply trees to the Group's Strategic Sites (generating cost savings), from a central location (providing the opportunity for fewer carbon miles).
- Urban&Civic started to directly deliver (through contractor Lodge Park) Build to Rent single-family housing for the first time this year. This scheme, along with another at Waterbeach, was discussed at Board meetings and the Board strategy day, and was also the subject of Board memorandums and approval, and shareholder review. These reviews and approvals accepted that such delivery was not out of strategy and provided the Group with the opportunity to enhance returns and accelerate placemaking (in what had been a relatively flat market) for an acceptable level of increased risk.
- Market factors (discussed earlier) also underpin strategy maintenance at this time.

The risk rating has remained within last year's banding and within risk appetite.

## Strategy continued

### 4. Competition risk



#### KPIs

EPRA NTA; cash flow generation from plot completions.



#### Strategic objectives

House, road, person

#### Impact of risk

Competition could result in assets being acquired at excessive prices, potential assets not being acquired because pricing is too high, developments commencing at the wrong point in the cycle or sales pricing falling short of expectations.

#### Key controls and mitigations

- Control: investment, divestment and development decisions are benchmarked (against market comparables) prior to contract execution or development commencement.
- Control: use of in-house and third party research and advice to assess competition before acquiring assets (through reviewing competing sites close to a proposed acquisition, for example, which might impact the Group's intended strategy, or analysing previous bids won and lost).
- Mitigation: use experience and expertise to determine suitable offer prices and optimal project timings (to maximise returns).
- Mitigation: nurture open, honest and fair relationships with partners, landowners, agents and other stakeholders to provide the Group with a competitive advantage through enhancing its reputation of delivering on its promises.

#### Typical risk indicators

- Ratio of successful to unsuccessful bids.
- Adverse variances to business plans and/or investment memorandums.
- Significant or persistent abortive costs.
- Lost bids.
- Low rates of return.

### People

### 5. People risk



#### KPIs

EPRA NTA; cash flow generation from plot completions; employee engagement.



#### Strategic objectives

House, road, person

#### Impact of risk

Over-reliance on key people or inability to attract and retain people with appropriate qualities and skills, making the Group operationally vulnerable to both time delays and replacement cost.

#### Key controls and mitigations

- Control: appropriate notice periods to minimise disruption.
- Control: non-solicitation clauses in employment contracts.
- Control and mitigation: the Group offers competitive remuneration packages, including both long and short-term incentives, which are reviewed periodically using external benchmarks.
- Control and mitigation: Nomination and Governance Committee reviews Group succession plans periodically.
- Control and mitigation: performance reviews with a development focus (to help identify skills gaps and rising stars) and exit interviews (to spotlight emerging or present issues).
- Control and mitigation: periodic employee engagement surveys (to spotlight emerging or present issues).
- Control and mitigation: reports from the Employee Advisory Group (EAG) to the Board and EMC (to spotlight emerging or present issues).
- Mitigation: dedicated Head of Human Resources responsible for operational employee matters.
- Mitigation: short reporting lines and delegated authority ensure employees feel they are contributing to the success of the Group.
- Mitigation: structured learning and development (L&D) programme.
- Mitigation: adequate resourcing (to prevent excessive working hours).

#### Movement description

- Employee Engagement Survey findings actioned (where appropriate) and communicated at All Staff Briefing/Away Day.
- The redundancy, reorganisation and integration process, following the acquisition of L&Q Estates, increased pressure on the HR team, existing employees and retained employees, at least in the short term. However, now that the process is complete, these pressures have eased, leading to a reduction in likelihood (and therefore rating) of a "people issue" arising.
- Succession plan reviewed with no material changes proposed.
- Employee turnover stable (and roles filled without significant delay).
- New employee survey undertaken.
- Structured L&D programme.

The risk rating has decreased from amber to green and is now within risk appetite.

#### Typical risk indicators

- High or increasing employee turnover.
- Difficulty in filling vacancies.
- Critical appraisal, exit interview, employee engagement survey or EAG feedback.
- Complaints or grievances.
- Absenteeism or underperformance.

# Principal risks continued

### Operations - development

#### 6. Climate change risk



##### KPIs

EPRA NTA; cash flow generation from plot completions; carbon footprint; enhance biodiversity.



##### Strategic objectives



##### Impact of risk

Climate change, regulatory controls aimed at preventing climate change and societal attitudes create a range of possible impacts for the delivery of large scale sites including impacts on design, delivery timings, costs, values and sales rates (amongst other matters).

##### Key controls and mitigations

- Control: implement plans to reduce Scope 1, 2 and 3 emissions for Strategic Sites to set levels within specified timescales.
- Control: the Group maintains a network of Sustainability Champions across the business, reviewing processes and opportunities on a quarterly basis.
- Control: plan for greater number of "1 in 100" flooding events, extreme temperatures and extended drought periods.
- Control and mitigation: maintain Climate Resilience Strategy, which highlights specific climate risks and opportunities for the business.
- Control and mitigation: maintain and update the Sustainability Framework (including the setting of updated metrics) to ensure business-wide compliance with anticipated standards and best practice.
- Control and mitigation: embed sustainability goals (including net zero targets) and sustainability opportunities within business plans and review quarterly with the EMC and SDC and twice yearly with the Sustainability and Health & Safety Committee.
- Mitigation: Board oversight, supported by the Sustainability and Health & Safety Committee.
- Mitigation: dedicated Head of Sustainability and Carbon and Sustainability Manager (to manage and monitor implementation of the Sustainability Framework and target achievement).
- Mitigation: continue to deliver extensive green and climate resilient infrastructure and buildings.
- Mitigation: work with housebuilder customers and other third party stakeholders to direct (where appropriate and possible), influence and encourage consistent and congruent best sustainability practices.
- Mitigation: identify, interrogate and trial innovations and then promote and adopt where they make a difference (low carbon technologies and materials, for example).

##### Typical risk indicators

- Flooding.
- Water scarcity.
- Heat damage to structures and overheating discomfort in extreme temperatures.
- Community complaints and potential health and safety implications.
- Reduced sales levels and values.

#### 7. Cyber risk



##### Strategic objectives



##### Impact of risk

Loss of business credibility due to lack of timely, accurate information. Cost of reinstatement. Cost and reputational damage of breaches in data protection regulations. Reduced operational capability.

##### Key controls and mitigations

- Control: passwords, protocols and protections.
- Control: administration rights restricted.
- Control: multifactor authentication to gain network access.
- Control: mobile data management on all devices.
- Control: firewalls and anti-virus software with regular updates.
- Control: computer data back-up and recovery procedures and periodic testing.
- Control and mitigation: hardware replacement programme to reduce vulnerability.
- Control and mitigation: Security Information and Event Management (SIEM) and Endpoint Detection and Response (EDR) platforms implemented.
- Mitigation: cloud-based storage solutions (for all critical systems).
- Mitigation: limited personal data held.
- Mitigation: employee cyber awareness training.
- Mitigation: internal audits around penetration testing and cybersecurity, to identify weaknesses.

##### Movement description

- Revised sustainability metrics established for the next five-year time horizon (2025-30) to reflect the evolution of the business and best practice standards.
- Final year of reporting against the initial sustainability metrics for the period 2020-25 demonstrating that the majority have been met or exceeded.
- The U&C Map to Net Zero updated to set targets for the expanded portfolio covering Scope 1, 2 and 3 carbon emissions including finalisation of 2030 interim intensity-based carbon reduction aligned with Science Based Targets.
- Further reduction in absolute Scope 1 and 2 carbon emissions exceeding the 2025 target and reduction in Scope 3 emissions against business as usual for the period 2023-25.
- Rollout of carbon reduction initiatives such as solar installations, contractors using low carbon alternatives to diesel and the specification of low impact and resource efficient materials in design.
- Review undertaken of how U&C's business activities impact on and are dependent on nature to inform the development of the revised 2030 sustainability metrics and to facilitate the identification of specific strategic actions for the business.
- Continued oversight of the sustainability objectives, metrics and progress by the Sustainability and Health & Safety Committee twice in the financial year and by the EMC and each SDC on a quarterly basis.

The EMC and Board agreed to move the climate change risk from the "External environment: regulation" classification to the "Operations: planning" classification, reflecting how sustainability is now being managed and controlled more at the project (operational) levels. This means that although this risk has remained within last year's banding, it is now within risk appetite.

##### KPIs

Impact likely to be limited to the amount of time it takes to get back 'up and running'. Given the Group's low reliance on IT, this period might be relatively short.

##### Typical risk indicators

- Server downtime.
- Loss or corruption of data.
- GDPR breaches.
- Volume of IT support calls.
- Increased volume of attempted "hacks" or phishing communications.
- Ransom demands.

##### Movement description

- No reported breaches.
- No server downtime.
- Internal audit around cybersecurity and the finance system undertaken in the year. Implementation of identified observations have encouraged a higher effectiveness score for mitigating actions.
- Quarterly review meetings with the Group's external IT provider (to discuss network performance and work programmes).
- Weekly "catch ups" with the Group's external IT provider have resulted in closer monitoring of IT road maps, task lists and issue resolution, encouraging a higher effectiveness score for mitigating actions.
- Internal audit recommendations implemented.
- Now dedicated IT manager in place, reporting to the Group Finance Director.
- Quantum computing, AI and increased volume of cybersecurity incidents may see an increase in likelihood of a cyber breach occurring at Urban&Civic (as discussed under the emerging risks), which would raise the cybersecurity rating absent any improved mitigations.

The risk rating has decreased in the year, but has remained within last year's banding and within risk appetite.

## Operations - development continued

### 8. Health and safety risk



#### Strategic objectives



#### KPIs

EPRA NTA; cash flow generation from plot completions; health and wellbeing.

### 9. Delivery risk



#### Strategic objectives



#### KPIs

EPRA NTA; cash flow generation from plot completions; carbon footprint; enhance biodiversity; health and wellbeing; employee engagement.

#### Impact of risk

Serious injury and loss of life could lead to development site closure, delays and cost overruns, as well as reputational damage, litigation costs and Directors' liability. Poor employee wellbeing, injury or loss of life would affect operational efficiency and our employer reputation.

#### Key controls and mitigations

- Control and mitigation: health and safety policies and procedures, regularly reviewed by the Head of Health and Safety, the EMC, the Sustainability and Health & Safety Committee and the Board.
- Control and mitigation: principal contractors and principal designers appointed in line with Construction (Design and Management) Regulations 2015.
- Control and mitigation: due diligence carried out (including appropriate references) on contractors, consultants, customers and suppliers prior to appointment or contract.
- Control and mitigation: safety meetings with housebuilder customers and contractors to review engagement and performance.
- Mitigation: dedicated Head of Health and Safety responsible for operational health and safety matters.
- Mitigation: internal audit reviews of all business segments.
- Mitigation (limited): appropriate insurance cover is carried by either the Group or its contractors.
- Mitigation: appropriate training provided by the Head of Health and Safety, third party consultants or digitally to all employees.

#### Typical risk indicators

- Incidents (reportable and non-reportable), including near misses.
- Penalties.
- Investigations (by the Health and Safety Executive or similar) and enquiries.
- Adverse internal audit findings.
- Litigation.

#### Movement description

- L&Q Estates and Todd's Nursery have now been integrated into Urban&Civic's embedded Sustainability and Health & Safety Committee structure, systems, policies and procedures.
- Low incident rate during the year.
- Continuing programme of internal health and safety reviews/site audits and general advisory. No material matters reported, save for remedial matters at Todd's Nursery, which have now been completed.
- Five-star engagement programme with housebuilders and contractors has seen a general improvement in health and safety performance over the last 12 months, contributing to a slightly lower rating.

The risk rating has decreased in the year, but has remained within last year's banding and within risk appetite.

#### Impact of risk

Ineffective delivery of projects could lead to delays, reduced build quality, increased cost pressures and reduced profitability.

#### Key controls and mitigations

- Control and mitigation: material subcontractors and customers are credit checked and performance bonds, guarantees and charges are used as appropriate to safeguard delivery.
- Control and mitigation: delivery is linked to prevailing economic conditions, which is made possible by relatively low unfunded forward capital commitments.
- Control and mitigation: projects are monitored on an ongoing basis by the Board, EMC and other management committees.
- Control and mitigation: internal development and project management teams manage project delivery (including procurement).
- Mitigation: fixed price contracts are used where appropriate.
- Mitigation: internal audit reviews of project delivery (including procurement) mechanisms are carried out periodically.

#### Movement description

- With increased serviced land sales comes increased infrastructure delivery. The inherent increased risk of additional capital expenditure has been mitigated by funding lines in place with Homes England and the Group's revolving credit facility. Material new equity investments have also been funded by the Wellcome Trust to date.

- Urban&Civic has seen stable tender pricing this financial year in respect of servicing contracts, reflecting a subdued UK construction sector. Construction output flatlined over the past year (0.7 per cent growth) and housing and commercial sectors actually contracted.
- No insolvencies or material cost overruns to procured budgets were reported.

The risk rating has remained within last year's banding and within risk appetite.

#### Typical risk indicators

- Customer/subcontractor complaints.
- Adverse budget variances.
- Delayed completion dates.
- Adverse internal audit findings.
- Subcontractor or customer default.
- Slowdown of sales or bidding interest.

# Principal risks continued

### Operations - planning

#### 10. Planning



##### KPIs

EPRA NTA; cash flow generation from plot completions.



#### Impact of risk

Appropriate planning consents are not achieved (or not achieved in a timely manner) or are challenged once granted, resulting in:

- loss of promotion costs;
- value proposition not being maximised;
- judicial review or call-in – increasing costs or creating other issues within property cycles; and
- difficulties in arranging finance.

#### Key controls and mitigations

- Control: before significant planning applications are made, the Group, together with its advisers, undertakes detailed consultations with the relevant planning authority, statutory authorities and other stakeholders.
- Mitigation: internal planning expertise to navigate planning law and regulation.
- Mitigation: expert advice obtained before proceeding with planning work.
- Mitigation: increased focus on political landscape pre-investment (particularly where the local authority does not have a majority control).

#### Typical risk indicators

- Longer than average times to achieve consent.
- Planning budget overruns.
- Increased appeals and judicial reviews.
- Inability (at all or below expectations) to finance, build out or sell consented scheme.

### Financial

#### 11. Finance risk



##### KPIs

EPRA NTA; cash flow generation from plot completions; carbon footprint; enhance biodiversity.



#### Impact of risk

Lack of funding, increased cost of debt, or failure to adhere to loan covenants could result in financial loss or affect the ability to take advantage of opportunities as they arise.

#### Key controls and mitigations

- Control and mitigation: detailed annual business plan prepared, approved and regularly monitored by the Board, EMC and other management committees.
- Control and mitigation: review and appropriate approvals (by Board and shareholder) of principal terms of prospective loans and debt facilities prior to documentation.
- Control and mitigation: ongoing monitoring of covenants/requirements to ensure compliance.
- Mitigation: regular monitoring of debt markets (with assistance of advisers).
- Mitigation: maintenance of relationships with lenders and institutional investors.
- Mitigation: investment funding from the Wellcome Trust (subject to the usual approvals and appraisals).
- Mitigation: consideration of interest rate hedging as appropriate.

#### Typical risk indicators

- Increased gearing metrics.
- Reduced project profits (through increased debt servicing costs).
- Covenant breaches (or reduced headroom on tested covenants).
- Reduced deal flow (reduces options to realise assets to lower debt levels).

#### Movement description

- All due contractual minimums and deferred sales receipts from housebuilders were received in the year, albeit some were late, thereby attracting interest at a mezzanine rate on outstanding sums beyond specified points. SMEs in particular, where their finance rate might be higher than Urban&Civic's mezzanine rate, are more prone to late payment.
- The Manchester New Square loan was fully repaid in the year and no further loans are due for repayment within the going concern review period (to 31 March 2027).
- Surplus financial resources remain available (see financial review on pages 54 to 61 for further details).
- Covenant compliant on a look-back and look-forward basis.
- Project returns and valuation uplifts continue to be impacted by high financing costs.
- Increased servicing delivery and Build to Rent programmes have increased contractual liabilities and funding requirements.

The risk rating has increased from green to amber, above risk appetite. New Build to Rent facilities and an expanded ROF could provide further headroom should revenues be further delayed.

# Emerging risks

Emerging risks are trends, developing or evolving situations, or conditions that may impact the Group's ability to achieve its strategic objectives over the near to medium term. They are factored into the Group's business model and forecasting (including the going concern review); however, they may not yet be considered as principal risks or risks that are out of appetite. The Board and EMC monitor risk trends quarterly and over the last financial year there has been a net increase of 26 risks (taking the Group to 214 risks across all registers), including 37 new risks that were added following the acquisition of L&Q Estates and Todd's Nursery. This means there has been a reduction of 11 risks across the historical registers and notably a reduction of 3 red rated risks. The Group's principal risks are detailed further on pages 47 to 52 and its principal emerging risks are summarised below.

Risk	Time horizon			Impact of risk	Key controls and mitigations
	0-5 years	5-10 years	10+ years		
<b>Technological change</b>					
Strategic objectives 	✓	✓	✓	Late adoption of, or failure to adopt technological solutions could lead to inefficiencies for the Group, the Group falling behind its competitors or cyber vulnerabilities. Buildings, methods of construction and administrative tasks are becoming more "intelligent" with the advancement of AI and other automating technologies. Keeping alert to these trends will ensure Urban&Civic delivers buildings and land parcels that customers want to buy, in the most cost effective and competitive way possible.	The Group to date has focused on modern methods of construction, sustainable technologies and cybersecurity and developed an automated invoice processing "bot". An Innovation and Technology Group has been formed, comprising tech-interested individuals with a remit to consider and bring forward technology led solutions and innovations.
<b>Climate change</b>					
Strategic objectives 	✓	✓	✓	Although already identified as a key risk for the Group, there remains scope for acceleration of this risk as a result of a decline in the UK's physical environment and more rigorous legislation in response.	The Sustainability and Health & Safety Committee has an important overseeing role in this process, to help ensure the Group has adequate processes and procedures to mitigate this emerging risk.
<b>Power supply</b>					
Strategic objectives 	✓			Shortages of electricity, although not an immediate concern for Urban&Civic developments, is a risk that requires careful planning and programme management and therefore any worsening of the current supply (through increased demand outpacing supply expansion) could impact our ability to build and sell buildings and land parcels. UKPN has already highlighted that power cuts are a possibility (although unlikely), which would be driven by sustained periods of very cold and still weather (affecting demand and wind turbines).	Early buying of supply (from power providers) for the Group's developments is a key ingredient of the Urban&Civic model, which, combined with designing sustainability into its developments (to reduce power demand), has mitigated this concern to date. The Group will need to remain aware of its customers' increasing demands for power (as technology grows and the use of fossil fuels falls), in order to secure sufficient contingency. The Group will also assess distributor generation opportunities at the appropriate time.



**The Group has achieved a record value of forward contracted sales in what has been a relatively flat housing market.”**

**David Wood** | Group Finance Director

# Consolidated foundations underpinning record parcel sales

## Introduction

The Group has achieved a record value of forward contracted sales in what has been a relatively flat housing market over the last financial year. With inflation and interest rates easing (albeit slowly and with uncertainties remaining), coupled with improved planning prospects, trading profits and valuation uplifts have been generated where the market has shown signs of recovery (or at least robust demand) and where local authorities have welcomed or supported planning applications. Our customers' customers, however, remain cautious when making their decision to buy a new home.

Plot completions and land sales reached record levels this year, helped in no small part by the contribution from sites acquired through the Group's August 2024 acquisition of L&Q Estates. Residential sales equivalent to 1,464 plots were made in the year (2024: 993 plots), generating £110.6 million of cash for the Group (2024: £83.5 million), respectively 47.4 per cent and 32.5 per cent higher than last year.

Forward contracted sales at 30 September totalled £215.5 million (30 September 2024: £107.5 million).

As I highlighted last year, I fully anticipated that the value accretive acquisition of L&Q Estates (which in the prior period produced a £98.5 million uplift to the Group's EPRA NTA, through the recognition of negative goodwill) would help produce a stronger income statement in future periods (as sales were made and the negative goodwill was released). This has proved to be the case. Profit before tax rose 520 per cent or £39.5 million over the last year to £47.1 million (2024: £7.6 million).

Acquired Strategic Sites contributed £12.0 million of profits and £23.1 million of released negative goodwill to the total, and Catesby (including former L&Q Estates land promotion positions and smaller freehold sites) also generated £10.6 million of profits before overheads (compared to £31 million last year).

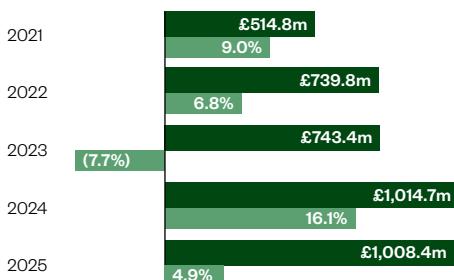
Despite the strong income statement performance, the value at which these transactions were made was broadly in line with valuer expectations (except at Waterbeach where sales were at generally higher price levels), meaning that uplifts (which as a trading group are predominantly recognised through EPRA measures) were mainly evident where planning prospects had improved (at the Group's Stoughton and North Milton Keynes Strategic Sites and in respect of a number of land promotions) or where the valuers valued the site for the first time (Manydown being an example).

Factoring in these valuation uplifts and profits, and after adjusting for gift aid payments to the Group's shareholder and the reversal of negative goodwill at the EPRA level, Urban&Civic's EPRA NTA annual return grew by 4.9 per cent in the year (year to 30 September 2024: 16.1 per cent).

Although not financially material to the Group, further details of the £2.1 million acquisition of Todd's Nursery Limited can be found in note 25.

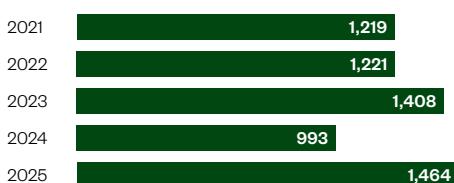
**EPRA NTA**      **EPRA NTA ANNUAL RETURN**

**-0.6% +4.9%**



**PLOT COMPLETIONS**

**1,464**



**CASH GENERATIONS FROM PLOT COMPLETIONS**

**£144.2m £110.6m**

(total Strategic Sites) (U&C Share)



**Key performance indicators**

The Group's key performance indicators (KPIs) have remained stable in nature throughout the year, with the exception of a downgrading of last year's health and wellbeing KPI (around sites that have a robust biennial resident survey in place) in favour of an upgraded health and safety KPI (in respect of contractor and housebuilders' health and safety ratings). More details of the upgraded KPIs are set out on pages 20 and 21.

Alongside EPRA NTA annual return, which remains the Group's most important performance measure, carbon footprint and enhanced biodiversity KPIs are also significant, as these are used to assess the Group's progress towards net zero and are also determining measures for significant proportions of Group-wide bonuses and Long Term Incentive Plan vesting.

	Year ended 30 September 2025	Year ended 30 September 2024	Annual (decrease)/ increase
<b>EPRA NTA (EPRA net tangible assets)</b>	<b>£1,008.4m</b>	£1,014.7m	(0.6)%
EPRA NTA per share	<b>371.7p</b>	374.0p	(0.6)%
<b>EPRA NTA annual return<sup>1</sup></b>	<b>4.9%</b>	16.1%	
<b>Gearing – EPRA NAV basis<sup>2</sup></b>	<b>11.7%</b>	3.0%	
Strategic Site plot completions <sup>3,4</sup>	<b>1,464 plots</b>	993 plots	47.4%
Cash flow generation from plot completions (U&O share) <sup>5</sup>	<b>£110.6m</b>	£83.5m	32.5%
Profit before tax	<b>£47.1m</b>	£7.6m	519.7%

1. Represents the annual return on opening EPRA NTA, adjusting for payments to (gift aid) and receipts from (equity) the Group's shareholder.

2. Gearing on an EPRA NAV basis is the covenant applicable to the Group's revolving credit facility with HSBC.

3. Includes 1,647 actual plot completions (30 September 2024: 754) and land sales equivalent to (183) plots (30 September 2024: 239 plots), comprising: Alconbury: (66); Houlton: (41); Priors Hall: 7; Middlebeck: 136; Wintringham: (146); Waterbeach: (27); Milton Keynes: (77); and Wixams: 31.

4. Actual plot completions include 195 plots at Alconbury (30 September 2024: 146); 133 at Houlton (30 September 2024: 209); 54 at Middlebeck (30 September 2024: 43); 213 at Priors Hall (30 September 2024: 142); 327 at Wintringham (30 September 2024: 181); 41 at Waterbeach (30 September 2024: 33); 300 at Milton Keynes (30 September 2024: nil); and 384 at Wixams (30 September 2024: nil).

5. Represents Urban&Civic's share of cash generated by Strategic Site plot completions only.

Urban&Civic continues to engage CBRE Limited to provide Red Book valuations for all its consented Strategic Sites (as well as certain other assets) and Strutt & Parker in respect of its farming assets. At 30 September 2025 94.3 per cent of the Group's property interests were subject to valuation by CBRE and Strutt and Parker.

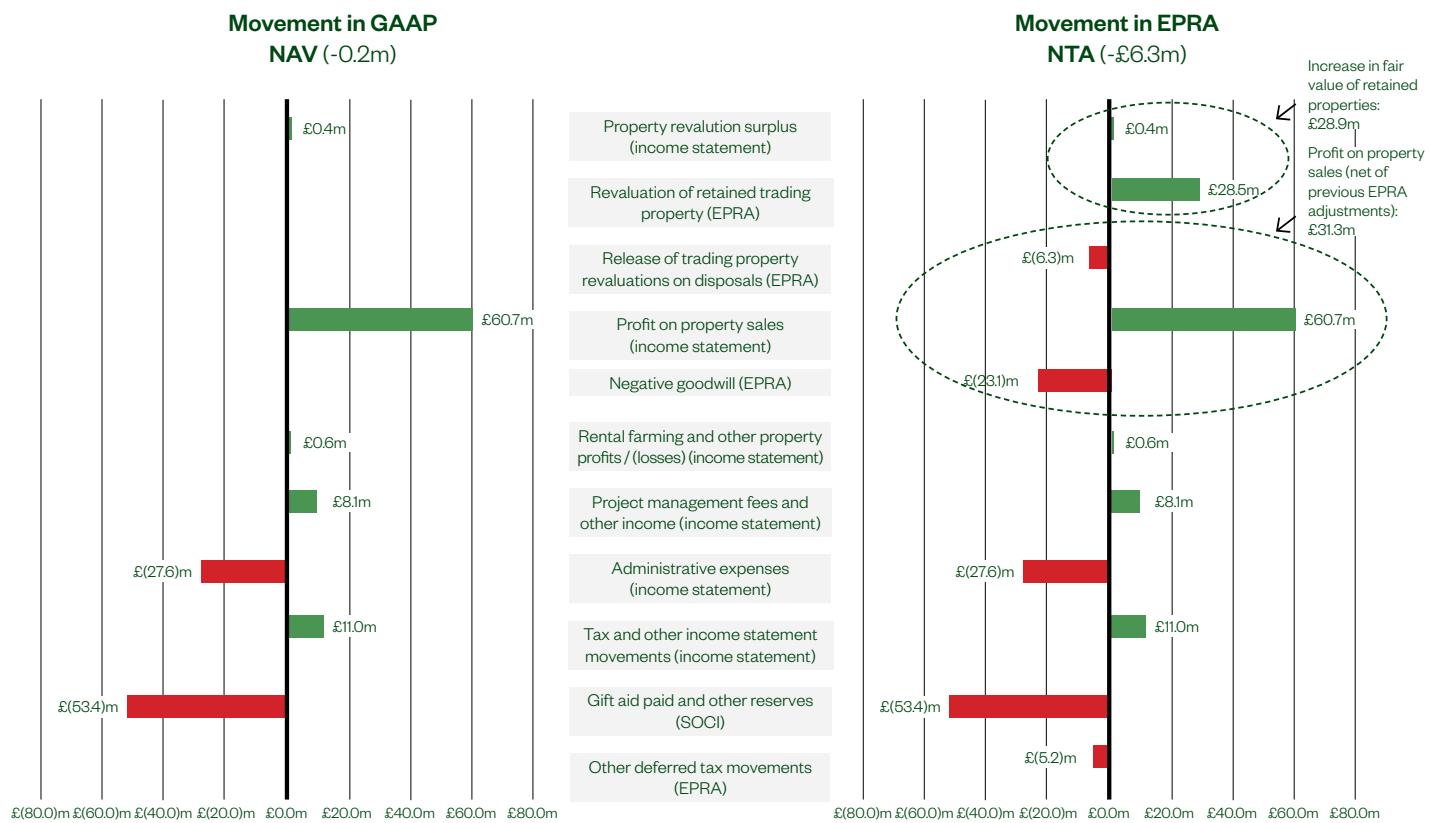


## Financial review continued

### Net asset value – UK GAAP and EPRA

Presented below are two bar charts detailing the movements in UK GAAP NAV and EPRA NTA during the financial year.

EPRA NTA has fallen in the year by £6.3 million, predominantly the result of £54.1 million of gift aid payments and £27.6 million of overheads (including £0.1 million within joint ventures) outweighing £28.9 million of revaluation surpluses in respect of retained properties, and £31.3 million created through property sales.



## Consolidated statement of comprehensive income

Profit before tax rose £39.5 million in the year to £47.1 million, predominantly as a result of L&Q Estates Strategic Sites generating an additional £11.0 million (being £12.0 million less £1 million recognised last year) as well as £22.0 million release of negative goodwill (being £23.1 million released this year against £1.1 million released last year).

The remaining £6.5 million of net improvement over last year comprised higher property revaluation surpluses (+£1.8 million), higher level of joint venture profits (+£1.0 million), increased net overheads (-£1.5 million including -£0.1 million within joint ventures), together with other movements of +£5.2 million.

Gross overheads (on a non-look-through basis) amounted to £37.5 million (before £10.0 million of capitalisations), representing a £4.6 million increase over last year. This increase was largely the result of the acquisition of L&Q Estates in August 2024, leading to an increased headcount, redundancy costs and additional office running costs. Lower bonuses (due to reduced EPRA NTA annual returns this year) have offset these increases to an extent. Net overhead levels have remained broadly stable, reflecting increased capitalisation.

The higher tax credit this year predominantly related to the deferred tax provision associated with the released negative goodwill (which was provided at a rate of 29 per cent, being the corporation tax rate plus a 4 per cent allowance for Residential Property Developer Tax).

The below table summarises the income statement, with joint ventures proportionately consolidated.

	Year ended 30 September 2025			Year ended 30 September 2024		
	Group £m	Joint ventures £m	Total £m	Group £m	Joint ventures £m	Total £m
Revenue	<b>143.8</b>	<b>17.7</b>	<b>161.5</b>	62.4	9.6	72.0
Profit on trading property sales <sup>1</sup>	<b>29.7</b>	<b>4.2</b>	<b>33.9</b>	13.3	2.9	16.2
Rental, farming and other property profits/(losses)	<b>1.1</b>	<b>(0.5)</b>	<b>0.6</b>	0.2	(0.8)	(0.6)
Project management fees and other income <sup>2</sup>	<b>8.1</b>	—	<b>8.1</b>	7.8	—	7.8
Write (down)/back of trading properties <sup>3</sup>	<b>(1.0)</b>	—	<b>(1.0)</b>	0.3	—	0.3
Gross profit	<b>37.9</b>	<b>3.7</b>	<b>41.6</b>	21.6	2.1	23.7
Administrative expenses	<b>(27.5)</b>	<b>(0.1)</b>	<b>(27.6)</b>	(26.1)	—	(26.1)
Surplus/(deficit) on revaluation of investment properties <sup>3</sup>	<b>1.4</b>	—	<b>1.4</b>	(1.5)	—	(1.5)
Share of post-tax profit from joint ventures and impairment of investments in joint ventures	<b>4.1</b>	<b>(4.1)</b>	—	3.1	(3.1)	—
Impairment of freehold property <sup>3</sup>	—	—	—	(0.2)	—	(0.2)
Amortisation of negative goodwill <sup>1</sup>	<b>23.1</b>	—	<b>23.1</b>	1.1	—	1.1
Unwinding of discount applied to long-term residential property sales receivables <sup>1</sup>	<b>2.6</b>	<b>1.1</b>	<b>3.7</b>	5.9	2.9	8.8
Other income statement movements	<b>5.5</b>	<b>(0.6)</b>	<b>4.9</b>	3.7	(1.9)	1.8
<b>Profit before tax</b>	<b>47.1</b>	—	<b>47.1</b>	7.6	—	7.6
<b>Tax credit</b>	<b>6.1</b>	—	<b>6.1</b>	0.4	—	0.4
<b>Total comprehensive income – profit after tax</b>	<b>53.2</b>	—	<b>53.2</b>	8.0	—	8.0

1. Classified as profit on property sales in the bar charts on the previous page: £60.7 million (30 September 2024: £26.1 million).

2. Project management fees comprise £6.9 million of the total (30 September 2024: £6.9 million) and are earned through recharging administrative expenses to the Wellcome Trust (with regard to time spent on development manager duties on the expansion of the Wellcome Genome Campus, Hinxton) and joint venture partners (where Group employees are engaged in joint venture Strategic Site developments). Following the transfer of responsibilities of the development management duties at Hinxton to another Wellcome Trust Group company, Urban&Civic will not earn any further fees (£2.6 million earned this year).

3. Classified as property revaluation surplus/(deficit) in the commentary and bar charts on the previous page: +£1.8 million movement in the year reflects balances of £0.4 million for the year to 30 September 2025 and £(1.4) million for the year to 30 September 2024.

### Gift aid payments

The Group, through Wellcome's ownership, continues to enjoy the tax efficiencies associated with gift aid payments (where payments of profits to charities are not taxable). In the financial year, Urban&Civic paid £54.1 million of gift aid to Wellcome (30 September 2024: £54.1 million), reflecting higher profits in the year.

## Financial review continued

### Consolidated balance sheet

The below tables reflect a summarised balance sheet, with joint ventures proportionately consolidated.

#### Overview

	At 30 September 2025			At 30 September 2024		
	Group £m	Joint ventures £m	Total £m	Group £m	Joint ventures £m	Total £m
Investment properties	<b>46.5</b>	—	<b>46.5</b>	45.0	—	45.0
Trading properties	<b>814.5</b>	<b>190.4</b>	<b>1,004.9</b>	759.1	144.4	903.5
Properties within PPE	<b>83.1</b>	—	<b>83.1</b>	81.5	—	81.5
Properties <sup>1</sup>	<b>944.1</b>	<b>190.4</b>	<b>1,134.5</b>	885.6	144.4	1,030.0
Other PPE	1.1	—	1.1	1.2	—	1.2
Goodwill	0.6	—	0.6			
Negative goodwill	(75.3)	—	(75.3)	(98.5)	—	(98.5)
Investment in joint ventures and associates	<b>209.6</b>	<b>(209.6)</b>	—	147.9	(147.9)	—
Inventory	3.1	—	3.1	1.1	—	1.1
Trade and other receivables						
Non-current property <sup>1</sup>	<b>48.9</b>	<b>14.5</b>	<b>63.4</b>	26.5	6.5	33.0
Current – property <sup>1</sup>	<b>9.8</b>	—	<b>9.8</b>	54.7	9.6	64.3
Current – other	<b>33.8</b>	<b>1.1</b>	<b>34.9</b>	48.9	4.7	53.6
	<b>92.5</b>	<b>15.6</b>	<b>108.1</b>	130.1	20.8	150.9
Cash	<b>106.9</b>	<b>37.7</b>	<b>144.6</b>	141.5	19.8	161.3
Borrowings	(230.5)	(10.1)	(240.6)	(173.4)	(12.5)	(185.9)
Deferred tax liability (net) <sup>2</sup>	(18.9)	0.1	(18.8)	(25.1)	—	(25.1)
Trade and other payables – property <sup>1</sup>	(27.9)	—	(27.9)	(27.4)	—	(27.4)
<b>Other net liabilities</b>	<b>(149.7)</b>	<b>(24.1)</b>	<b>(173.8)</b>	(127.2)	(24.6)	(151.8)
UK GAAP NAV	<b>855.6</b>	—	<b>855.6</b>	855.8	—	855.8
EPRA NTA adjustments – property <sup>1</sup>	<b>76.6</b>	<b>24.6</b>	<b>101.2</b>	64.3	14.7	79.0
EPRA NTA adjustments – negative goodwill	<b>75.3</b>	—	<b>75.3</b>	98.5	—	98.5
EPRA NTA adjustments – tax <sup>2</sup>	(23.7)	—	(23.7)	(18.6)	—	(18.6)
<b>EPRA NTA</b>	<b>983.8</b>	<b>24.6</b>	<b>1,008.4</b>	1,000.0	14.7	1,014.7
<b>UK GAAP NAV per share</b>			<b>315.4p</b>			<b>315.5p</b>
<b>EPRA NTA per share</b>			<b>371.7p</b>			<b>374.0p</b>

1. Total property interests: £1,281.0 million (30 September 2024: £1,178.9 million).

2. Total deferred tax liability (net), including EPRA deferred tax: £(42.5) million (30 September 2024: £(43.7) million).

## Property interests

Property interests are the most significant balance sheet component, as noted in the simplification table below.

	At 30 September 2025		
	UK GAAP NAV £m	EPRA adjustments £m	EPRA NTA £m
Property interests	1,179.8	101.2	1,281.0
Negative goodwill	(75.3)	75.3	—
Net debt	(96.0)	—	(96.0)
Grants classified as other creditors and deferred income	(45.7)	—	(45.7)
Deferred tax liability (net)	(18.8)	(23.7)	(42.5)
Other (including inventory and net trade and other payables)	(88.4)	—	(88.4)
<b>Total</b>	<b>855.6</b>	<b>152.8</b>	<b>1,008.4</b>

At the year end, CBRE (valuer of Strategic Sites and certain other assets) and Strutt & Parker (valuer of farming assets) valued 94.3 per cent of the Group's property interests and, after taking these valuations into account (as well as Board approved Director valuations, additions and disposals), property values in respect of retained properties increased by c.2.4 per cent (or £29.9 million).

As described in my opening paragraph, the relatively flat housing market has meant that positive valuations were driven by either more favourable planning prospects (+£18.6 million at Stoughton, North Milton Keynes and at a number of Catesby land promotions) or where the valuers were valuing the site for the first time (+£6.9 million at Manydown). Waterbeach was the main exception to this. At this site, generally higher achieved price levels (than had previously been evidenced) resulted in a +£9.3 million surplus being recognised. Other deficits across the portfolio reduced these positives by £4.9 million.

## Movement in property interests in year

	UK GAAP £m	EPRA adjustments £m	EPRA £m
At 1 October 2024	1,099.9	79.0	1,178.9
Capital expenditure and additional receivables	187.7	—	187.7
Disposals, depreciation, write downs, receipts and other	(108.2)	—	(108.2)
Revaluation of property	0.4	28.5	28.9
Release of trading property revaluations on disposals	—	(6.3)	(6.3)
<b>At 30 September 2025</b>	<b>1,179.8</b>	<b>101.2</b>	<b>1,281.0</b>

## Financial resources and capital management

Cash balances on a look-through basis decreased by £16.7 million in the year (£144.6 million at the year end compared to £161.3 million at 30 September 2024), which together with cash generated from plot completions (£110.6 million on a look-through basis) and new loans drawn (£66.3 million in subsidiaries and £Nil in respect of Urban&Civic's share of new joint venture borrowings) funded £210.0 million of capital expenditure and overheads, enabled £54.1 million of gift aid payments to the Wellcome Trust and facilitated the repayment of £31.4 million loans (£24.7 million in respect of subsidiaries and £6.7 million for Urban&Civic's share of joint venture borrowings).

The Group continues to seek sufficient and supportive funding lines in order to maintain construction activities and provide funds for opportunistic investment at any point in time. At the year end, Urban&Civic benefited from £62.4 million of undrawn facilities (including £54.0 million under a revolving credit facility) and £215.5 million of forward contracted sales (30 September 2024: £107.5 million), including £133.6 million (30 September 2024: £68.4 million), at the Group's Strategic Sites where servicing in respect of the contracted land parcels has already been completed.

The Group's net debt position at 30 September 2025 totalled £123.6 million (30 September 2024: £31.9 million), producing a net gearing ratio of 14.4 per cent (30 September 2024: 3.7 per cent) on a UK GAAP NAV basis and 11.7 per cent (30 September 2024: 3.0 per cent) on an EPRA NAV basis. Look-through gearing levels are lower due to cash held on deposit by joint ventures (awaiting recycling into further site infrastructure or loan repayment) exceeding borrowings.

Homes England continues to account for a significant proportion of Group borrowings (88.5 per cent of all borrowings on a look-through basis) with the HSBC RCF accounting for a further 10.7 per cent. The weighted average loan maturity at 30 September 2025 was 5.2 years (30 September 2024: 5.9 years) and weighted average cost of borrowing on drawn debt was 7.6 per cent (30 September 2024: 8.2 per cent). All borrowings are at floating rates, mostly linked to the EC Reference Rate.

## Financial review continued

### Financial resources and capital management continued

	At 30 September 2025				
	Group <sup>1</sup> £m	Proportion of Group borrowings	Joint ventures <sup>2</sup> £m	Look-through £m	Proportion of look-through borrowings
Homes England	204.7	88.0%	10.1	214.8	88.5%
Corporate ROC	26.0	11.2%	—	26.0	10.7%
Huntington District Council	2.0	0.8%	—	2.0	0.8%
Borrowings before loan arrangement costs	232.7	100.0%	10.1	242.8	100.0%
Loan arrangement costs	(2.2)		(0.1)	(2.3)	
<b>Borrowings after loan arrangement costs</b>	<b>230.5</b>		<b>10.0</b>	<b>240.5</b>	
Cash	(106.9)		(37.7)	(144.6)	
<b>Net debt/(cash)</b>	<b>123.6</b>		<b>(27.7)</b>	<b>95.9</b>	
EPRA NAV (note 23)	1,055.9			1,055.9	
<b>EPRA NAV gearing</b>	<b>11.7%</b>				<b>9.1%</b>

1. Group borrowings do not include £27.9 million of LUF, LEP and local authority grants given to Middlebeck, Newark, which are classified as "deferred income".

2. Joint venture borrowings do not include U&C's 50 per cent share of the £35.5 million of amortising grant from the DfE, which is classified as an "other creditor" within the Houlton joint venture.

The Group's only overall gearing covenant, which attaches to the £80 million revolving credit facility with HSBC, has a limit of 40 per cent and is based on borrowings (on a non-look-through basis) and EPRA NAV (a non-standard metric).

Other principal loan covenants (which are predominantly associated with Homes England loans) are based on loan to value ratios attaching to specific property assets (which typically range between 40 per cent and 80 per cent); loan to cost ratios applicable to the Waterbeach and Wintringham Build to Rent Homes England facilities (50 per cent and 75 per cent respectively); and loan to GDV ratios in respect of the Middlebeck, Newark and Waterbeach Homes England facilities (of between 20 per cent and 25 per cent respectively).

The Group was covenant compliant in the 12 months to 30 September 2025 and is forecast to remain so throughout the going concern review period. Stress testing scenarios and mitigating actions have been identified and particular attention has been paid to the Group's assumptions around non-contractual receipts and non-committed expenditure. LTV and LTC covenant headroom has also been assessed.

The Group has no loan facilities maturing within the next 12 months at the year end.

#### Post-balance sheet matters

On 23 October 2025, the Group purchased over 950 acres of land to the north of our existing Strategic Site holdings in St Neots for a total consideration of £11 million.

In the period from October to December 2025, the Group contracted on a further £28.4 million of sales (£24.5 million in respect of Strategic Sites and £3.9 million in relation to land promotion positions). The receipts in respect of these sales will be collected over the three year period to September 2028.



#### David Wood

Group Finance Director  
19 December 2025

The strategic report contained on pages 1 to 60 was approved by the Board on 19 December 2025.

On behalf of the Board



#### Nigel Hugill

Chief Executive



**SEEING IS  
BELIEVING**

## The Exchange: our community workspace

At Urban&Civic, we're always looking for ways to make life better for our community. That's why we created The Exchange at Houlton—a modern co-working space right in the heart of Dollman Farm local centre. When our team moved to Orchard House, we saw an opportunity to turn the old farmhouse into something useful for everyone. With more people working from home and looking for flexible options, we wanted to offer a space that's welcoming, practical, and full of energy.

The Exchange quickly became a hub for local activity. People pop in from the Co-op, The Tuning Fork café, Old Station Nursery, and The Barn community centre. We named it The Exchange to honour Rugby Radio Station's history, and it's now a place where enterprise and business support thrive alongside everyday life.

We offer hot desks and fixed desks, meeting rooms, and an event space. Whether you need a day pass for a one-off visit or a monthly membership, there's something for everyone. The space is designed to be easy to use, with everything you need to get work done—fast Wi-Fi, coffee, tea, biscuits, and

printing facilities. Our quiet booths are perfect for client calls, and the whole place is clean, bright, and friendly.

We're proud that The Exchange is our first co-working facility, and it's already making a difference. Looking ahead, we're planning more workshops for professionals and young adults, so everyone can make the most of the space. Housebuilders are even buying free day passes to help new residents settle in and discover what The Exchange has to offer. As more people join us, we know the space will become even more popular, bringing in extra revenue and, most importantly, creating more benefits for our community.

We couldn't have done it without our consultant, Carmen MacDougall. Carmen's support in marketing and managing The Exchange have been key to its success but don't just take our word for it, here's what some of our users say:

- "Excellent facility. Easy to book. Location has a nice café and pizza place next door plus large Co-op. The co-working space is very well designed and everything works!"

- "The place is everything I needed! Very clean, well lit, fashionable, quiet, easy to reach, close to supermarket, café and restaurant, great view, super friendly workers, well ventilated. It is my favourite new space indeed. I am always more productive there than working from home or a café. Excellent internet, coffee, tea, biscuits and printing facilities are all included. What more could I ask for?!"
- "Absolutely love The Exchange. It's the perfect place to get away from distraction and focus on work. The facilities are top-notch, and there's everything you need. I love using the quiet booths for client calls."

As our community grows, so will the opportunities. We can't wait to see how The Exchange continues to bring people together, spark new ideas, and support everyone who calls Houlton home.





# Governance



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Urban&Civic's purpose, vision and values underpin its approach to governance and stakeholders can be reassured that good governance remains a priority."

**Peter Pereira Gray** | Chairman

# Chairman's introduction

Good governance is important to Urban&Civic and following the Wellcome Trust's acquisition and delisting of the Company, the Board continues to apply the Wates Corporate Principles as part of its governance framework.

Urban&Civic's purpose, vision and values underpin its approach to governance and stakeholders can be reassured that good governance remains a priority for the business.

Urban&Civic continues to apply the Wates Corporate Principles (the 'Principles') for Large Private Companies, under The Companies (Miscellaneous Reporting) Regulations 2018, which are made available on the FRC's website: <https://www.frc.org.uk/library/standards-codes-policy/corporate-governance/the-wates-corporate-governance-principles-for-large-private-companies/>

The six Principles help to explain how Urban&Civic operates and the use of a Principles checklist helps us identify where we are falling short or where improvements could be made.

A stable Board and senior management team, coupled with a supportive shareholder, has provided Urban&Civic with the firm foundation from which to make acquisitions such L&Q Estates, and more recently Todd's Nursery.

The Group's Board committee governance structure has remained unchanged throughout the year, although two new management committees were added. The first, entitled Strategic Planning Committee (SPC), was formed in response to an opening up of the planning system, which provided Urban&Civic with the opportunity of bringing forward a significant number of previously stalled applications. The second, known as the Todd's Management Committee (TMC), oversees the new acquisition's operations. Both new committees meet quarterly ahead of the Board and provide the EMC and Board greater oversight.

A handwritten signature in black ink, appearing to read 'PPG'.

**Peter Pereira Gray**

Chairman  
19 December 2025

# This section of the Annual Report contains the following reports:

## **Chairman's introduction**

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## **Wates Principles signpost**

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## **Board's role in corporate governance**

page 67

## **Board composition**

pages 67 to 69

## **Corporate governance structure and division of committee responsibilities**

pages 70 and 71

## **Board leadership and Director roles and responsibilities**

page 72

## **Board operations and activities**

pages 73 to 75

## **Nomination and Governance Committee report**

pages 76 and 77

## **Audit Committee report**

pages 78 and 79

## **Remuneration Committee report**

pages 80 to 86

## **Sustainability and Health & Safety Committee report**

pages 87 and 88

## **Directors' report**

pages 89 and 90

## **Directors' responsibility statement**

page 91



## Signpost

Principle	Report section	Description	Page
<b>The North Star</b>			
<b>1. Purpose and leadership</b>	Purpose, vision and values	What Urban&Civic primarily achieves and aims to achieve by being in business.	Pages 6 and 7
	At a glance	Portfolio and segmental overview	Pages 4 and 5
	Our business model	High level explanation of the Group's business model (approach, key resources utilised and key stakeholder outcomes).	Pages 6 and 7
	Our strategy	Details of the Group's five strategic objectives, including descriptions of progress in the financial year and objectives for 2025/26.	Pages 16 to 19
	Board's role in corporate governance	High level explanation of how the Board oversees operations so that a high standard of corporate governance is maintained.	Page 67
	Board operations and activities	Details of how the Board has applied governance in respect of strategic or operational decisions in 2024/25.	Pages 73 to 75
<b>Characteristics of Governance</b>			
<b>2. Board composition</b>	Board of Directors	Board expertise and biographies.	Pages 68 and 69
	Board operations and activities	Details of Board operations.	Pages 73 to 75
	Nomination and Governance Committee	Balance and diversity of the Board, senior executives and other employees, and committee membership.	Pages 76 and 77
	Audit, Remuneration and Sustainability and Health & Safety Committees	Committee membership.	Pages 78 to 88
<b>3. Director responsibilities</b>	Corporate governance structure and Board leadership	Board committee structure, division of committee responsibilities and Chairman and Executive Director roles and responsibilities.	Pages 70 to 72
	Board operations and activities	Details of key activities.	Pages 73 to 75
	Nomination and Governance, Audit, Remuneration and Sustainability and Health & Safety Committees	Details of meetings (including attendance), key activities in 2024/25 and key priorities for 2025/26.	Pages 76 to 88
<b>Specific matters</b>			
<b>4. Opportunity and risk</b>	Our strategy	Details of trading opportunities in line with the Group's strategic objectives.	Pages 16 to 19
	Operational review	Consideration of actions taken during the year and the consideration of operational and strategic opportunities such as BtR.	Pages 22 and 23
	Our stakeholders	Details of how Urban&Civic took the decision to acquire Todd's Nursery and how it went about integrating L&Q Estates, following its acquisition.	Pages 24 to 29
	Sustainability	Review of performance against our metrics and opportunities to further address our universal challenges of Climate Change, Biodiversity and Health and Wellbeing.	Pages 32 to 43
	Board operations and activities	Details of how opportunities are generated and appraised.	Pages 73 to 75
	Key risks	Details of risk environment, risk management framework, principal areas of focus in 2024/25, principal risks (including heatmap, impact of risk, key controls and mitigations, typical risk indicators and movement description).	Pages 44 to 53
<b>5. Remuneration</b>	Remuneration Committee	Remuneration at a glance discloses remuneration statistics, including the CEO pay ratios.	Page 82
		Current approved remuneration policies for Executive Directors, other employees and Non-Executive Directors.	Pages 84 and 85
		Chief Executive's remuneration and reward scenarios (as highest paid Director).	Page 86
<b>6. Stakeholder relationships and engagement</b>	Our stakeholders	Explains how we have engaged with our stakeholders at all levels of the business and provides illustrations of how stakeholder considerations have influenced decisions and created opportunities.	Pages 24 to 29
	Case studies	Examples of specific activities and innovations providing illustrations of how we have delivered on our values, striven for our capitals and achieved our metrics.	Pages 26 to 29

# The Board's role in corporate governance

## Introduction

The Board is responsible for setting and reviewing the Group's purpose, vision and values (see page 1 for further details) which help underpin Urban&Civic's strategy, business model (see pages 6 and 7) and culture.

Purpose, vision and values, as well as culture, remain important areas for the Board throughout the year at the various Board and Board committee meetings and the annual strategy day. These key messages and corporate qualities are internally reinforced by management through induction programmes, annual away days, training courses, employee awards and employee surveys.

Internal audit is currently undertaking a review of Urban&Civic's culture.

Generally, when Urban&Civic issues corporate documentation (such as bids or tenders), its purpose, vision and values have an upfront, context setting role.

The Board seeks to ensure that in pursuit of the Group's aims and objectives (pages 16 to 19), the structure and function of Urban&Civic facilitates compliance with all regulatory and governance requirements and guidelines in relation to its activities, including financial reporting and accounting matters, refreshment and diversity of the Board,

succession planning, remuneration, health and safety matters and sustainability.

During the year, Board and shareholder reserved matters were reviewed and approved by the Board, and the Group's delegation of authority was also reviewed and approved by the EMC and Board. Matters reserved for the shareholder include strategy changes, structural changes, material investment and divestment decisions and material loans and guarantees (amongst other matters).

## Membership and meetings

The Board held four scheduled meetings during the year, two ad hoc Board meetings, five Board committee meetings, a strategy meeting and one further briefing meeting. The seven unscheduled ad hoc Board and Board committee meetings were convened to consider the acquisition of Todd's Nursery, land sales, valuer appointment and 2024 Annual Report sign off.

In addition to these meetings, Board members undertook at least one site visit.

Current Directors		Date of appointment	Date of resignation	Tenure as at 30 September 2025	Meeting attendance <sup>2</sup>
<b>Peter Pereira Gray</b>	Chairman	21 January 2021		4 years 8 months	<b>7/7</b>
<b>Nigel Hugill</b>	Chief Executive	22 May 2014		11 years 4 months	<b>7/7</b>
<b>Robin Butler</b>	Managing Director	22 May 2014		11 years 4 months	<b>7/7</b>
<b>David Wood</b>	Finance Director	1 July 2016		9 years 3 months	<b>7/7</b>
<b>Rosemary Boot<sup>1</sup></b>	Independent Non-Executive Director	18 February 2021/ 10 May 2019	21 January 2021	6 years 4 months	<b>7/7</b>
<b>Bill Holland<sup>1</sup></b>	Independent Non-Executive Director	18 February 2021/ 6 February 2020	21 January 2021	5 years 7 months	<b>7/7</b>
<b>Lisha Patel</b>	Non-Executive Director	21 January 2021		4 years 8 months	<b>7/7</b>

1. Rosemary Boot and Bill Holland resigned on the Wellcome Trust's takeover of Urban&Civic but were subsequently reappointed.

2. Scheduled Board, ad hoc Board and strategy meetings only (i.e. not Board committee or briefing meetings).

# Board composition

## Introduction

The Board comprises three Executive Directors and four Non-Executive Directors, two of whom have, or have recently had, Wellcome Trust connections and two of whom are independent of both Urban&Civic and Wellcome. The Board reviews its composition and the membership of the Board committees annually and is of the opinion that the Board and committee structure continues to operate efficiently and effectively.

The Board reviews and assesses the knowledge, skills, experience and independence of Directors and we are satisfied that they carry out their duties and responsibilities effectively. A skills matrix is presented below.

The balance of the Board is taken into account when considering any new appointments and the appointment process.

# Board of Directors



**PETER PEREIRA GRAY**  
CHAIRMAN



**ROBIN BUTLER**  
MANAGING DIRECTOR



**NIGEL HUGILL**  
CHIEF EXECUTIVE



**DAVID WOOD**  
GROUP FINANCE DIRECTOR  
AND COMPANY SECRETARY

**Date of appointment**  
21 January 2021

**Career**  
Peter retired from his executive responsibilities at Wellcome in September 2022, and from his non-executive role in October 2024. He is chairman of Premier Marinas Holdings Limited and is an honorary vice president of Cambridge University Land Society, a life member and past chairman of the Investment Property Forum, and a life fellow of the Royal Society of Arts.

**External appointments**  
Peter is deputy chair of the Bank of England Residential Property Forum, an investment committee member for Trinity College Cambridge and chair of the advisory board to the London School of Economics Masters in Real Estate, Economics and Finance course. Peter was the author of the RICS Independent Review of Property Investment Valuations in January 2021.

**Date of appointment**  
22 May 2014

**Key responsibilities**  
Robin has overall responsibility for the operational performance of the Group's business and for the overall management of the regional offices.

**Career**  
Robin joined Elliott Bernerd in 1985 and in 1986 became a founding director of Chelsfield plc and was a main board director until the sale of the business in 2004. At Chelsfield he was involved in regeneration projects of metropolitan scale and international significance, including Merry Hill, Paddington Basin, White City (now Westfield) and Stratford City in London. He joined Lend Lease Europe in 2005 and was appointed chief executive in 2006. Robin was a founding director of Urban&Civic Limited, which was a precursor to Urban&Civic plc, with Nigel Hugill in 2009.

**External appointments**  
None.

**Date of appointment**  
22 May 2014

**Key responsibilities**  
Nigel is responsible for the development and achievement of Group objectives and strategy, as approved by the Board.

He ensures effective communication with stakeholders.

**Career**  
Nigel has held numerous senior positions within the property and regeneration industry over a career spanning over 35 years, including serving as special policy adviser to Sir Bob Kerslake at the HCA. He was chief executive officer of Chelsfield plc from 1992 to 2005 and executive chairman of Lend Lease Europe from 2005 to 2008, having joined the company through the joint acquisition of the residential developer Crosby. Nigel was a founding director, along with Robin Butler, and executive chairman of Urban&Civic Limited, which was established in 2009 and was a precursor to Urban&Civic plc. He was presented with the Estates Gazette Lifetime Achievement Award in 2016 and was awarded an Honorary Fellowship by the London School of Economics in 2020.

**External appointments**  
Nigel is chairman of the respected urban think tank Centre for Cities and the Theatre Management Trust of the Cambridge Arts Theatre.

**Date of appointment**  
1 July 2016

**Key responsibilities**  
David is responsible for financial strategy, treasury, management and statutory reporting and tax.

**Career**  
David previously held senior finance positions at Minerva plc, Multiplex Developments and Chelsfield plc. David is a qualified chartered accountant and has over 25 years of experience in the real estate sector.

**External appointments**  
None.



**ROSEMARY BOOT**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**LISHA PATEL**  
NON-EXECUTIVE DIRECTOR



**BILL HOLLAND**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR

#### Date of appointment

18 February 2021 (reappointed post-Wellcome Trust takeover having been initially appointed on 10 May 2019 and resigning on 21 January 2021)

#### Career

Rosemary was the chief financial officer of Future Cities Catapult (now part of Connected Cities Catapult), one of a network of technology and innovation centres established by the UK Government. She also worked at Circle Housing Group (now part of Clarion Housing Association). From 2001 to 2011 she was group finance director of the Carbon Trust, and prior to that, she worked for 16 years as an investment banker primarily advising large, listed UK companies on mergers and acquisitions.

Rosemary's recent non-executive roles include Southern Water Services (water utility), Green Alliance (environment think tank), Care REIT plc (care home REIT), Triple Point Energy Transition plc (investment trust investing in projects supporting the green energy transition) and Nido Living (European student accommodation).

#### External appointments

Rosemary is a non-executive director of SDCL Efficiency Income Trust plc (investment trust investing in energy efficiency projects). She is also a co-founder and director of Chapter Zero, an organisation that seeks to equip and inspire non-executive directors to lead from the boardroom on climate change as a business issue.

#### Committee key

- A** Audit Committee
- N** Nomination and Governance Committee
- R** Remuneration Committee
- S** Sustainability and Health & Safety Committee
- E** Executive Management Committee<sup>1</sup>
- Chair**

#### Date of appointment

21 January 2021

#### Career

Lisha was appointed co-chief investment officer of Wellcome Investments in April 2025, having previously served as managing partner. She is a member of Wellcome's investment committee and has been at Wellcome since 2006, working across multiple asset classes including building the investment portfolio's direct private investment capability. Lisha was previously at Lazard in its corporate finance practice and read Economics and Management at the University of Oxford.

#### External appointments

Lisha is an honorary fellow of Pembroke College, Oxford, and sits on the investment committee; she is an external member of the investment committee of the Honourable Society of the Middle Temple and an independent member of the endowment board of Imperial College London.

#### Date of appointment

18 February 2021 (reappointed post-Wellcome Trust takeover having been initially appointed on 6 February 2020 and resigning on 21 January 2021)

#### Career

Bill specialised in the provision of audit and accounting services to property companies in KPMG's real estate practice for 25 years, as a senior partner for 19 years, until August 2019. He was responsible for the audit of a wide range of property companies and funds encompassing investors, developers, housebuilders and surveyors in the listed and private sectors. He also sat on the finance committees of the British Property Federation and INREV, and on a working committee of The Association of Real Estate Funds. Bill is a fellow of the Institute of Chartered Accountants in England and Wales.

#### External appointments

Bill is non-executive director and chair of the audit committee of CLS Holdings plc and Ground Rents Income Fund plc and is non-executive chair of St Anselm Property Company Limited. In June he retired as a governor at Winchester College, following ten years' service.

Expertise	Property industry	Project management	Health and safety	Environment knowledge	Governance	Finance
Peter Pereira Gray	●	●	●	●	●	●
Rosemary Boot	●	●	●	●	●	●
Bill Holland	●	●	●	●	●	●
Lisha Patel	●	●	●	●	●	●
Nigel Hugill	●	●	●	●	●	●
Robin Butler	●	●	●	●	●	●
David Wood	●	●	●	●	●	●

● High skillset   ● Good skillset   ● Limited skillset

1. Not a Board committee.

# Corporate governance structure and division of committee responsibilities

## Board committee structure

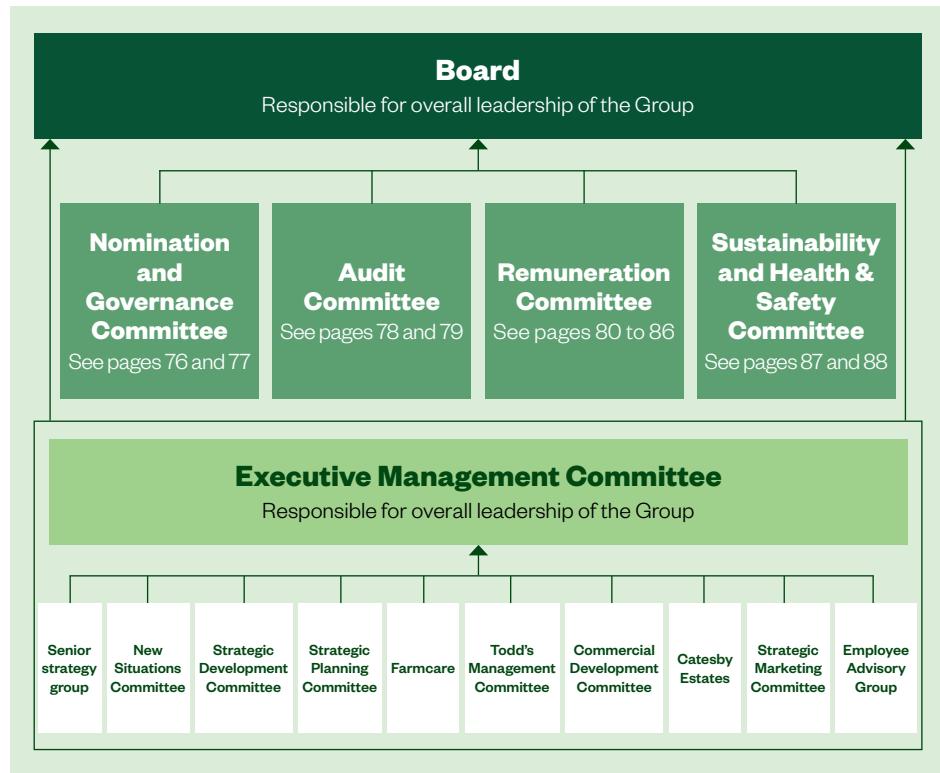
The Board has established four Board committees: the Nomination and Governance, Audit, Remuneration and Sustainability and Health & Safety Committees.

The Board delegates specific areas of responsibility to each committee, with a clear division of responsibilities in place. Each of the committees has the authority to make decisions in accordance with this delegation, as set out in its terms of reference, which are reviewed on an annual basis, to take into account changes in regulations and/or best practice. Any amendments to a committee's terms of reference are subject to Board approval.

The Board also approves terms of reference for the Executive Management Committee (EMC), whose members represent the senior management of the Group (composition of the EMC can be found on page 71).

No changes were considered necessary to the Board committee governance structure; however, two new management committees were added. The first, entitled the Strategic Planning Committee (SPC), was formed in response to an opening up of the planning system, which provided Urban&Civic with the opportunity of bringing forward a significant number of previously stalled applications.

The second, known as the Todd's Management Committee (TMC), oversees the new acquisition's operations. Both new committees meet quarterly ahead of the Board and provide the EMC and Board greater oversight.



## Division of committee responsibilities

### Board of Directors

The key responsibilities of the Board are leadership and direction, and setting the Company's purpose, vision and values as well as its aims, strategy, objectives and standards. The Board is responsible for the achievement of the long-term sustainable success of the Company and the generation of value for its shareholder, the Wellcome Trust, and its employees and other stakeholders.

A key role of the Board is to understand the views of stakeholders and to consider their interests and the matters set out in section 172 of the Companies Act 2006 in Board discussions and decision making. Further details of how the

Board considered its stakeholders when acquiring Todd's Nursery and integrating L&Q Estates during the year can be found on page 25 and more generally in the section 172 statement on page 24.

The Board has overall responsibility for the financial performance of the Group, health and safety management and reporting, environmental and sustainability policies, reporting the maintenance of effective risk management and internal control systems, the approval of procedures for the detection of fraud and the prevention of bribery, and review of the Group's whistleblowing policy and related reporting.

Significant matters, such as material acquisitions and disposals, are subject to not only the approval of the Board, but also the approval of the shareholder (in accordance with an approved schedule of reserved matters).

The Board has delegated the oversight of the Group's governance framework to the Nomination and Governance Committee, but retains overall responsibility for corporate governance, including the approval of all core Group policies, and ESG. Further delegations to the Audit Committee, Remuneration Committee and the Sustainability and Health & Safety Committee are explained on the following page.

The Board is responsible for the assessment and monitoring of culture and seeks to ensure that policies, practices and behaviour throughout the Group are consistent with the Company's culture and values and support its long-term sustainable success. This is carried out in conjunction with all Group committees, both Board and management, and by engagement with employees and other stakeholders.

## Board committees

### Nomination and Governance Committee

The key responsibilities of the Nomination and Governance Committee (Nomcom) are to review the structure, size and composition of the Board and its committees and to manage succession planning for the Board and senior management. The Nomcom oversees the recruitment and induction process for new Directors and oversees Board performance evaluation. The remit of Nomcom includes the development and review of the Group's governance framework and overseeing and monitoring all matters relating to corporate governance. The encouragement of employee diversity and equal opportunities is also a key focus and responsibility for the Committee.

### Audit Committee

The Audit Committee (AC) is responsible for the Group's financial and non-financial reporting and for the integrity of the financial statements.

The AC oversees and monitors the risk management framework and oversees and monitors internal controls and the work of internal audit. It also supervises the relationship with the external auditor.

Sustainability oversight and responsibilities of the AC will develop as legislation and practice develop.

### Remuneration Committee

The Remuneration Committee (Remcom) reviews and recommends to the Board the remuneration policy for Executive Directors and the structure of remuneration for senior management. It oversees employee remuneration and related policies, ensuring alignment with the Directors' remuneration policy. The Remcom is responsible for the review and assessment of the Executive Directors' objectives and achievements and the determination of the remuneration packages of the Executive Directors and senior management.

### Sustainability and Health & Safety Committee

The Sustainability and Health & Safety Committee (SHC) is responsible for recommending to the Board the philosophy, strategy and policy with regard to the Group's approach to sustainability and health and safety and for overseeing delivery.

The SHC is also responsible for advising on sustainability and health and safety risk management and mitigation matters as well as monitoring compliance, measuring performance against targets (including remuneration targets) and seeking to ensure that emerging standards, legislation and regulations are embedded into the Group's approach, with reporting responsibilities "handed over" to the AC as legislation and practice develop.

The SHC is also responsible for ensuring that the Group's approach to ESG is aligned to its shareholder's framework and standards, through gap analysis and periodic Board consideration.

### Management committees

#### Executive Management Committee (EMC)

Although the Group's management committees are non-Board committees, they are overseen by Executive Directors and report to the Board through the EMC, which is a standing section at each Board.

The key function of the EMC, which is chaired by the Managing Director, is to oversee the

implementation of Board strategy and policies and to provide feedback and recommendations from the executive team and the workforce to the Board. The EMC's role is to support the Board in the performance of its duties within the authority set out in its terms of reference, which cover areas such as strategy, operational plans, policies (including HR and employee remuneration), procedures and budgets, sustainability and health and safety reporting and the monitoring of operating and financial performance against targets, objectives and key performance indicators set by the Board. The EMC will examine all investments, realisations and major capital expenditure proposals prior to recommendation to the Board and is responsible for optimising the allocation and adequacy of the Group's resources. The EMC assesses and monitors risk and internal controls and reviews the risk register at each meeting.

Other forums and groups (below management committee level) include the Innovation and Technology Group (reviewing emerging technologies and how these might be applied within Urban&Civic), the Sustainability Champions Group (encouraging employees to engage with the Company's sustainability agenda), the Health and Wellbeing Committee (reviewing and implementing health and wellbeing initiatives) and the Women's Room (supporting, mentoring and advancing women in real estate and at Urban&Civic).

### Other management committees

Management committees	Key role
Senior Strategy Group	Overview and implementation of Group strategy
New Situations Committee	Oversight of new and potential pipeline projects
Strategic Development Committee	Oversight and reporting on strategic land projects
Strategic Planning Committee	Oversight and reporting on strategic land projects in planning
Commercial Development Committee	Oversight and reporting on commercial projects
Catesby Board	Oversight and reporting on the Group's land promotion business
Farmcare Board	Oversight and reporting on the Group's farming assets
Todd's Management Committee	Oversight and reporting on the Group's tree nursery operations
Strategic Marketing Committee	Oversight of the Group's communications functions (internal, external and site wide) and marketing strategies
Employee Advisory Group	Interface between workforce and management. Employee body with Managing Director attendance by invite

# Board leadership and Director roles and responsibilities

## Board leadership

The Board is responsible for not only the design and operation of the committee structure noted previously, but also the appointment of the Chairs and members of Board committees and makes these decisions following recommendation by the Nomination and Governance Committee and in consultation with the relevant committee Chair.

Following each Board committee meeting, a committee Chair will provide a report to the Board setting out the activities and decisions of the Board committee and, where necessary, seeking further guidance from or making recommendations to the full Board. Minutes of all Board committee meetings, and a summary of associated action points, are also circulated to all Directors following each meeting.

### Director roles and responsibilities

The Board has established a clear division of responsibilities between the leadership of the Board and the executive leadership of the Company's business. Key responsibilities include:

#### Chairman – Peter Pereira Gray

##### Key responsibilities:

- Leadership of the Board.
- Ensure constructive communication between Executive and Non-Executive Directors.
- Primary responsibility for the shareholder relationship, with a view to ensuring appropriate shareholder communications and approvals (through monitoring of the shareholder reserved matters schedule) are maintained.
- Ensure appropriate delegation of authority from Board to management.
- Promotion of high standards of corporate governance.
- Ensure that new Directors participate in an appropriate induction programme and that the ongoing development needs of the Directors are met.
- Ensure that the performance of the Board, committees and individual Directors is assessed at least annually.
- Representation of the Company to other stakeholders.

#### Common for all Executive Directors

##### Key responsibilities:

- High quality leadership and management of employees.
- Ensure a strong value generation discipline across the business, with a focus on site profitability and diversification, (including wider residential tenures and leisure and commercial uses) to deliver shareholder expectations.
- Embed and implement a strong sustainability culture and strategy in the business, with associated reporting metrics aligned to shareholder ESG standards.
- Embed and implement a Board approved net zero strategy for Scope 1, 2 and 3 business emissions.
- Oversee a strong Equality, Diversity and Inclusion (ED&I) culture across the business.
- Oversee the drafting, presentation and subsequent implementation of a Board approved business plan.
- Maintain and implement the Board approved succession plan.

- Primary responsibility for the oversight and execution of the potential rollout of Board approved alternative delivery strategies and tenures (including Build to Rent).
- Secondary responsibility for good governance practice across the business.
- Primary responsibility for good operational governance.
- Primary responsibility for the management of the relationships with external valuers and oversight of any tender process.
- Primary responsibility for the human resources plan for the business.
- Primary responsibility for health and safety across the business and at operational sites.
- Primary responsibility for housebuilder relationships.
- Secondary responsibility for the implementation of the Board approved business succession plan.
- Day to day responsibility for risk management, internal controls and health and safety.

#### Chief Executive – Nigel Hugill

##### Key responsibilities:

- Ultimate executive responsibility for good governance practice across the business.
- Lead responsibility for the creation and maintenance of strong political connections at national and local level.
- Primary executive responsibility for capital allocation decisions across the business.
- Primary executive responsibility for the shareholder relationship.
- Primary responsibility for the implementation of the Board approved business succession plan.
- Primary responsibility for the relationship with Homes England (the Group's principal lender).
- Promotion of positive engagement with other stakeholders.

#### Managing Director – Robin Butler

##### Key responsibilities:

- Primary responsibility for delivering Board approved projects on time and on budget.
- Secondary executive responsibility for capital allocation decisions across the business.

#### Group Finance Director and Company Secretary – David Wood

##### Key responsibilities:

- Leadership, development and management of the finance team.
- Primary responsibility for the development and management of high quality Board, internal and external reporting.
- Primary responsibility for the management of relationships with internal and external auditors and valuers and oversight of any tender process in respect of the internal and external auditors.
- Primary responsibility for the management of relationships with banks and secondary responsibility for the management of the relationship with Homes England.
- Secondary responsibility for the management of the relationships with external valuers and oversight of any tender process.
- Manage day to day information technology requirements.
- Fulfil Company Secretary role to the Board and its committees.

# Board operations and activities

## Operations of the Board

Directors receive detailed agendas and supporting papers in advance of all Board and committee meetings. The agendas for each scheduled Board meeting are based on a yearly programme (documented in the Board planner and reflecting the Board's standing responsibilities).

The Board papers contain market, property, health and safety, sustainability, financial, governance, risk and internal control updates together with other papers relating to specific agenda items, such as matters arising from previous meetings or investment opportunities to be considered by the Board. These papers are supplemented at meetings by presentations and verbal updates by the Executive Directors, members of senior management or external advisers where appropriate. In between the scheduled Board meetings, ad hoc and transactional papers are circulated to the Directors as required. Non-Executive Directors regularly discuss the content and detail of papers circulated to the Board and provide feedback and requests to the Executive Directors where they feel that the provision of information is insufficient for their needs or where improvements could be made.

There is a culture of open communication between Non-Executive and Executive Directors and the wider workforce with reports at each Board meeting by the Managing Director on meetings of the EMC and the Employee Advisory Group (EAG).

Non-executives all have the opportunity to attend an EMC meeting in any year.

Minutes of Board and Board committee meetings are circulated to all Directors after each meeting and are included in the following Board or Board committee pack for formal approval. This ensures the opportunity for review prior to Board approval, enabling the Directors to confirm that the minutes provide an accurate record of the discussions held and the decisions taken. Any unresolved concerns by Directors about the operation of the Board or the management of the Company will be recorded in Board minutes. During the year, no such concerns were raised.

A detailed action list (of matters arising) is circulated following each meeting and the Group Finance Director co-ordinates the agendas and Board papers for the following meeting. This ensures good discipline in tracking action points and their follow-up.

## Opportunities considered by the Board

The Group seeks out opportunities, through Urban&Civic's dedicated new situations team, which are aligned to the Group's risk appetite and meet Board approved investment criteria.

This dedicated team reports to the Chief Executive, Managing Director and New Situations Committee, and has responsibility for bringing new opportunities to the EMC and ultimately the Board for review and approval if appropriate.

Additionally, the Non-Executive Directors and shareholder, on occasion, generate leads through day to day connections and operations.

The following table describes the Company's principal sources of opportunities, together with an outline of the engagement/bidding process, commonly recurring advantages and disadvantages of each process and frequency of deal flow.

Description	Engagement/bidding process/advantages/disadvantages	Frequency of flow
<b>Government (for example, local authorities)</b>	Often conducted through "value for money" bidding processes, which, although efficient and reassuring for the vendor, can be lengthy and costly for the bidder. The outcome of such processes is also difficult to predict ahead of meaningful financial commitment. That said, such sites are often in strong strategic locations and can lead to an enhanced reputation, future bidding success and strong returns.	Low/medium
<b>Agent led</b>	Highly competitive process, with a large number of bidders, meaning such investments can be lower yielding. Site locations offered are often variable in quality.	Medium
<b>Landowner</b>	Arrangements can be time consuming to put in place and sites can also be longer dated (given these locations may have a weaker immediate planning logic). Good returns can be earned with relatively low upfront entry costs.	Low
<b>Distressed debt positions</b>	Likely to include stalled schemes that have commenced development. Planning risk may be lower, given the sites may have already achieved a consent; however, scheme reputation may be hard to reverse, and the sites may be in less desirable locations.	Low
<b>Portfolios (property and promotions)</b>	Good way of achieving scale quickly, but vendors may have high price expectations and portfolios can contain legacy problems.	Recent success with acquisition of L&Q Estates

# Board operations and activities continued

## Opportunities considered by the Board continued

For our most significant business segment, strategic land, investment opportunities are financially assessed using hurdle internal rates of return (IRRs), cash on cash multiples and/or profit thresholds. These investment criteria, along with the Group's investment strategies and other non-financial metrics, are considered either annually at the Board strategy day or on an ad hoc basis at Board meetings (as markets dictate). They are communicated internally, and each proposition is financially modelled and appraised in line with a set Board Investment Memorandum format, which details, amongst other matters, risks and opportunities pertaining to the proposed investment. Any investment is ultimately approved by the Chief Executive, Board (if required by the Group's delegation of authority) and shareholder (if required by the schedule of matters reserved for the shareholder). This process seeks to ensure that our shareholder receives financial or other benefits throughout the long-dated durations of our projects.

The Todd's Nursery acquisition, a strategic opportunity requiring Board and shareholder consideration in the year, is discussed further on page 25.

## Key activities in 2024/25

The Board's key activities in the financial year to 30 September 2025 included:

### Strategy/operations

- Monitored world events and the political and economic environment at each Board meeting. Consideration was given as to the effects of the ongoing wars (where historical pressures caused by the war in Ukraine, on farming operations in particular, had abated), the economic challenges facing the Labour Party's leadership in the UK (which now appeared to be more pro-housing delivery following new, and generally higher, housing targets and the announcement of three proposed New Towns designations, as well as a 'long list' of other potential New Towns) as well as modest falls in interest rates, mortgage rates and inflation. These reviews considered short, medium and longer-term time horizons.

- Agreed and sought (and received) shareholder approval for the £2 million acquisition of Todd's Nursery (a tree nursery holding 22,000 trees, which could be used to supply Urban&Civic's Strategic Sites). Shareholder approval was required under reserved matters as the acquisition was outside of normal strategy.
- Oversaw (with the assistance of the other Board committees) the integration of L&Q Estates into the Group's health and safety and HR processes and procedures, financial systems, reporting processes and procedures and risk and sustainability frameworks. Sustainability integration was commenced in the year; however, full integration is due in the financial year 2026.
- Reviewed the early financial progress of the new L&Q Estates investment.
- Confirmed that sustainability and health and safety standards were being maintained and received regular reports on sustainability and health and safety statistics across the Group's operations and its offices.
- Continued to oversee sustainability and health and safety with the support of the Sustainability and Health & Safety Committee. The Board monitored the current expiring targets and set new sustainability targets for the 2025-30 period.
- Continued to oversee the delivery of Build to Rent tenures at the Group's Strategic Sites and monitor the Build to Rent strategy.
- Reviewed financial resources across the Group. In particular the Board reviewed the capital allocated to the Group's Strategic Sites, as well as monitor the impact of the L&Q Estates and Todd's Nursery acquisitions, and Build to Rent investment, on the Group's financial resources.
- Reviewed Non-Executive Director appointments in line with contractual terms.
- Reviewed the schedule of matters reserved for the Board and shareholder.
- Reviewed the Group's purpose, vision and values.
- Regularly reviewed all areas of the Group's business and updates on the progress of developments.
- Reviewed, at each Board meeting, projects in the pipeline process.
- Reviewed minutes of every EMC and EAG meeting and received regular updates from the Managing Director, who chairs the EMC and attends sections of the EAG.
- Held an annual strategy meeting, focusing on capital allocation, Build to Rent tenure diversification and delivery acceleration and Biodiversity Net Gain (BNG).

### Leadership and people

- Received reports from the Chairs of the Nomination and Governance, Audit, Remuneration and Sustainability and Health & Safety Committees following each committee meeting.

### Legal and regulatory/governance

- Continued to oversee the evolution of the risk management framework, assurance grid and internal controls.
- Reviewed and approved updated key policies.
- Reviewed the compliance processes in place in relation to modern slavery regulations and approval of the modern slavery statement (incorporating Farmoare and Catesby).
- Approved, on the recommendation of the Audit Committee (see below), the appointment of Deloitte LLP as the Company's external auditor (replacing BDO LLP) and Cushman & Wakefield as the Company's principal third party valuer (replacing CBRE Limited) for the financial year ending 30 September 2026.

- Oversaw the introduction of the Economic Crime and Corporate Transparency Act (ECCTA), probably the most significant legislative change this year. Urban&Civic sought third party assessment of current policies and procedures to ensure the Company was taking reasonable steps to prevent fraud. Internal audit also performed a financial crime audit during the year, which identified the need for a bribery risk assessment (which had not been formally documented previously, although processes were in place). The Board, through the Audit Committee, set a December target for any improvement observations or recommendations to be implemented by.
- Reviewed conflicts/potential conflicts of interest of the Directors.
- Reviewed, approved and monitored matters reserved for the shareholder.
- Assessed matters reserved for the Board, and the terms of reference of other Board committees.

## Culture

- Encouraged management to embed culture throughout the Group. With that aim, the management instigated a culture presentation and Group-wide exercise at the annual away day, oversaw a culture internal audit (post-year end) and undertook an employee engagement survey (which contained culture relevant questions).
- Reviewed EAG minutes to gauge how successful the Group had been in embedding culture throughout the Group.

**Below:** Board Strategy Day, Houlton



## Risk governance, internal controls and assurance

In addition to those matters covered in the key risk and opportunities section, the Board:

- received reports on the Group's GDPR compliance (by exception); and
- approved the Chairman's fee.

## Financial planning and performance

- Oversaw financial and operational performance (and all related reporting) during the year.
- Reviewed a first draft of the 2025/26 five-year business plan and budget.
- Approved the Annual Report and Accounts (including valuations and going concern statement).
- Approved £215.5 million of land sales to housebuilder customers.
- Approved a £54.1 million gift aid payment to the shareholder in June 2025.

## Key 2025/26 priorities

- Internally manage a review of Board and Board Committee performance.
- Oversee (with the assistance of Executive Directors, EMC and Todd's Management Committee) the ongoing integration of Todd's Nursery into the health and safety and sustainability processes and procedures in particular.
- Review financial progress of the L&Q Estates and Todd's Nursery investments.
- Continue to oversee the delivery of Build to Rent tenures at the Group's Strategic Sites.
- Review financial resources across the Group, and in particular review the capital allocated to the Group's Strategic Sites, as well as the impact of the L&Q Estates and Todd's Nursery acquisitions and Build to Rent investment on the Group's financial resources.
- Review Non-Executive Director appointments in line with contractual terms and the schedule of matters reserved for the Board and shareholder.
- Other matters are expected to follow the usual annual programme.

# Nomination and Governance Committee (Nomcom)



**PETER PEREIRA GRAY**  
CHAIR OF THE NOMINATION AND  
GOVERNANCE COMMITTEE

### Current members

Peter Pereira Gray (Chair)  
Rosemary Boot  
Bill Holland  
Lisha Patel

### Roles and responsibilities

The Nomcom's principal responsibilities were detailed earlier in the governance report (page 71).

### Membership and meetings

There have been no changes to the composition of the Nomcom during the year.

Members of the Nomcom attend all meetings, and their attendance at the two scheduled meetings held during the year ended 30 September 2025 is shown on the following page.

### Operation of the Nomcom

- Following any Nomcom meetings, the Board receives an update summarising the discussions and conclusions of Nomcom. Should any areas require further discussion by the Board, adequate background information is provided.
- All members of the Nomcom attend the Nomcom meetings with Executive Directors, the Group's Head of HR and advisers attending by invitation.
- The Chair does not chair meetings or parts of meetings when any matters relating to the role of Chair, including the appointment of a successor, are dealt with.
- Agenda items are linked to an annual calendar of regulatory and governance discussion items to ensure that Nomcom carries out a thorough and effective review of all relevant areas.
- The Group's Head of HR provides comprehensive papers for agenda items where required and ensures that adequate consideration is given to key areas such as succession planning, diversity and equal opportunities monitoring.
- The Nomcom annually assesses its terms of reference, which are subsequently approved by the Board.
- The Nomcom seeks to assess the performance of the Committee biennially.

### Key activities in 2024/25

The Nomcom's key activities in the financial year to 30 September 2025 included:

- Agreed to extend the terms of all Non-Executive Directors that would have served more than three years by 30 September 2025 (as required by the terms of reference). This was for up to another three years (at which point terms could be extended again for a final time).
- Reviewed and ratified, Bill Holland and Rosemary Boot's continuing appointment as Non-Executive Directors (a contractual requirement).
- Agreed an increase in base and Chair fee for the Non-Executive Directors (applicable to Bill Holland and Rosemary Boot) which was in line with increases given to Urban&Civic employees.
- Reviewed Annual Report disclosures in respect of the Nominations and Governance Committee sections.
- Reviewed and agreed the composition of main Board committees and reviewed the composition of business segment committees (Catesby and Farmcare).
- Reviewed skills matrix pertaining to all Directors.
- Reviewed Director appointments with third parties.
- Reviewed, and reported on to the Board, the Nomcom's terms of reference.
- Reviewed workforce diversity statistics and organogram.
- Reviewed succession plans for Executive Directors and senior management, which included gap analysis and identification of "flight" risks.

### Committee membership

Current members	Independent	Date of appointment to the Committee	Committee tenure as at 30 September 2025	Meeting attendance <sup>1</sup>
<b>Peter Pereira Gray</b> Chair	No	21 January 2021	4 years 8 months	<b>2/2</b>
<b>Rosemary Boot</b> Member	Yes	18 February 2021	4 years 7 months	<b>2/2</b>
<b>Bill Holland</b> Member	Yes	18 February 2021	4 years 7 months	<b>2/2</b>
<b>Lisha Patel</b> Member	No	21 January 2021	4 years 8 months	<b>2/2</b>

1. Scheduled meetings.

### Key 2025/26 priorities

- Continue to review how the recent enlargement of Urban&Civic (following the acquisitions of L&Q Estates and Todd's Nursery and the general increase in headcount) impacts succession planning or committee composition, and recommend to the Board any changes to the current structures.
- An increased focus on equality, diversity and inclusion.
- Review Committee performance.
- Other matters are expected to follow the usual annual programme.



# Audit Committee (AC)



**BILL HOLLAND**  
CHAIR OF THE AUDIT COMMITTEE

### Current members

Bill Holland (Chair)  
Rosemary Boot  
Lisha Patel  
Peter Pereira Gray

### Roles and responsibilities

The AC's principal responsibilities were detailed earlier in the governance report (page 71).

### Membership and meetings

There have been no changes to the composition of the AC during the year.

Members of the AC attend all meetings, and their attendance at the three scheduled meetings held during the year ended 30 September 2025 is shown on the following page.

### Operation of the AC

- Following any AC meetings, the Board receives an update summarising the discussions and conclusions of the AC. Should any areas require further discussion by the Board, adequate background information is provided.
- All members of the AC attend the AC meetings with Executive Directors, other finance department employees and advisers attending by invitation. This enables a comprehensive discussion of all agenda items with the experience, engagement and contribution of all participants welcomed.
- The AC meets privately with the internal and external auditors at least once a year, allowing for open discussion of any items if required in the absence of executive management. This also enables the highlighting of issues of key importance and the identification of emerging areas requiring debate.
- The open culture of the Group means that members of the AC have the opportunity to spend time with senior management outside the scheduled AC meetings and can therefore seek additional information and guidance on any issues as required.
- The Group Finance Director maintains a structured programme of agenda items, including both regular and one-off discussion items. This is regularly reviewed by the Chair of the AC and is closely aligned to our financial reporting timetable. This process ensures that the AC gives adequate time to the review and discussion of all items of its responsibility and authority, governed by its terms of reference. Standing agenda items always include financial reporting, risk management, internal controls, external audit and governance matters.
- The AC annually assesses its terms of reference, which are subsequently approved by the Board.
- The AC seeks to assess the performance of the Committee biennially.

### Key activities in 2024/25

The AC's key activities in the financial year to 30 September 2025 included:

#### External audit and Annual Report

##### External audit

- Reviewed and approved the external auditor's letters of engagement and non-audit fees incurred by the external auditor.
- Reviewed the audit planning report prepared by the external auditor, confirming materiality thresholds and agreeing the key audit matters for consideration by the auditor as part of the audit.
- Oversaw the formal tender processes in respect of the external auditor and annual valuer, alongside the shareholder's own process in respect of its external auditor. The AC made the recommendation to the Board that it appoints Deloitte LLP as the Company's external auditor and Cushman & Wakefield as third party valuers for the financial year ending 30 September 2026. Both were selected based on their depth of industry expertise, approach, and commitment to quality and innovation. The Wellcome Trust also confirmed Deloitte's reappointment as its external auditor, so there should be additional reporting synergies through having the same auditor.
- Reviewed the requirements (legislation and guidelines, as well as shareholder requirements) for the rotation of partners and senior management in respect of both the external auditor and valuers (for this year end only, given both will be replaced next year).
- Reviewed the independence and objectivity of the external auditor and valuer.
- Approved the Group's policy for the provision of non-audit services.
- Discussed and assessed, with the external auditor, significant areas of judgement and estimation, including issues relating to accounting for the Todd's Nursery acquisition, classification of property assets, valuation of investment and trading properties, revenue recognition, taxation and allocation of costs to land parcel sales.
- Oversaw the finance system upgrade.

## Committee membership

Current members	Independent	Date of appointment to the Committee	Date of resignation	Committee tenure as at 30 September 2025	Meeting attendance <sup>1</sup>
<b>Bill Holland<sup>1</sup></b>	Chair	Yes	18 February 2021/ 6 February 2020	21 January 2021	5 years 7 months
<b>Rosemary Boot<sup>1</sup></b>	Member	Yes	18 February 2021/ 23 May 2019	21 January 2021	6 years 4 months
<b>Lisha Patel</b>	Member	No	21 January 2021		4 years 8 months
<b>Peter Pereira Gray</b>	Member	No	21 January 2021		4 years 8 months

1. Bill Holland and Rosemary Boot resigned on the Wellcome Trust's acquisition of Urban&Civic but were subsequently reappointed.

- Oversaw interactions with the Wellcome Trust's external auditor, Deloitte.
- Reviewed the effectiveness of the auditor and the audit process.

### Annual Report

- Reviewed the external valuers' (CBRE and Strutt & Parker) valuation reports and Directors' valuation report, noting Non-Executive Directors met CBRE, Strutt & Parker and the Executive Directors separately to discuss their key valuation judgements.
- Oversaw and reviewed the acquisition accounting entries in respect of the purchase of Todd's Nursery.
- Reviewed the format of the Annual Report and identified areas of improvement.
- Reviewed and made recommendations to the Board in respect of the going concern statements and supporting documents, including the annual business plan and five-year forecast. This review included consideration of world events and the political and economic environment, as well as the effectiveness of the risk management process.
- Undertook a fair and reasonable review of the development and performance of the business and the position of the Company as reported in the Annual Report, including a review of the principal risk and uncertainties.

### Risk, internal controls and internal audit

#### Risk

- Reviewed risk commentaries within the Annual Report and reported to the Board on other risk matters as described in the key risks and opportunities section of this Annual Report on pages 44 to 53.

#### Internal controls

- Worked with management on improving the form of reporting from the Executive Directors to the Board giving assurance over the effectiveness of those internal controls that were not the subject of an internal audit in the year.

- Reviewed reported internal control failures and agreed any required remedial actions/ controls with the Executive Directors and if appropriate, the Board.
- Reviewed assurances that the Group's internal controls and risk management processes were working effectively.

#### Internal audit

- Agreed the programme of internal audits for 2025/26 as described in the key risks and opportunities section of this Annual Report on pages 44 to 53.
- Reviewed updates on the progress of the ongoing internal audit programme and reviewed completed audits (described in the key risks and opportunities section of this Annual Report on pages 44 to 53), including observations and progress against the implementation of observations.
- Reviewed the effectiveness of the internal audit process.

#### Governance

- Reviewed the membership of the AC.
- Reviewed Board reports on the Group's compliance with GDPR (by exception).
- Oversaw compliance with the Group's gifts and hospitality policy and charitable donations policy.
- Reviewed, and reported on to the Board, AC's terms of reference.

#### Training and development

The Committee received briefing updates covering the following areas:

- the CBRE, Strutt & Parker and Executive Director valuation process;
- the impact of new accounting standards; and
- specific accounting issues, including revenue recognition and the acquisition of Todd's Nursery.

## Key 2025/26 priorities

During the next financial year, the AC will look to ensure that the handover processes from BDO to Deloitte (external audit) and from CBRE to Cushman & Wakefield (valuations) are orderly and will result in timely delivery of next year's external audit and valuations.

It will also look to ensure the integration of Todd's Nursery (to whatever extent) does not adversely impact the Group's existing financial systems and controls. Committee performance will also be reviewed.

The AC will continue to monitor the service provision of the internal audit function (where Wellcome's internal team took over the service provision to Urban&Civic from Grant Thornton from 1 October 2023).

# Remuneration Committee (Remcom)



**PETER PEREIRA GRAY**  
CHAIR OF THE REMUNERATION  
COMMITTEE

### Current members

Peter Pereira Gray (Chair)  
Rosemary Boot  
Bill Holland  
Lisha Patel

### Roles and responsibilities

The Remcom's principal responsibilities were detailed earlier in the governance report (page 71).

### Membership and meetings

There have been no changes to the composition of the Remcom during the year.

Members of the Remcom attend all meetings, and their attendance at the four scheduled meetings held during the year ended 30 September 2025 is shown on the following page.

### Operation of the Remcom

- Following any Remcom meetings, the Board receives an update summarising the discussions and conclusions of the Remcom. Should any areas require further discussion by the Board, adequate background information is provided.
- All members of the Remcom attend the Remcom meetings with Executive Directors, the Group's Head of HR and advisers attending by invitation.
- Agenda items are linked to an annual calendar of administrative, remuneration and governance discussion items to ensure that the Remcom carries out a thorough and effective review of all relevant areas. The Group Finance Director sets the agendas following discussion with the Chair of the Committee and having regard to the structured calendar.
- No Director or employee is involved in discussions on their own pay.
- The Remcom receives regular updates on governance, market and best practice developments.
- The Remcom annually assesses its terms of reference, which are subsequently approved by the Board.
- The Remcom seeks to assess the performance of the Committee biennially.

### Key activities in 2024/25

The Committee's key activities in the financial year to 30 September 2025 included:

#### Executive remuneration

- Approved remuneration for Executive Directors and senior executives.
- Assessed the achievement of the EPRA NTA, cash generation, personal and sustainability objectives relating to the Executive Directors' bonus awards for the year ended 30 September 2024.
- Approved the bonus objectives for Executive Directors for the year ended 30 September 2025.
- Agreed key changes to the Directors' remuneration policy (which is set out on pages 84 to 86).

#### Employee remuneration

- Oversaw completion of the L&Q Estates redundancy and integration process and the Todd's Nursery integration process.
- Reviewed the structure of employee remuneration, including an analysis of shifts in salary and bonus trends across the Group.
- Reviewed the operation of Group remuneration policies, including base salary levels, bonus, LTIP and benefits.
- Reviewed other HR policies.
- Oversaw employee bonus objectives to ensure alignment with those of the Executive Directors.
- Agreed key changes to the employees' remuneration policy (which is set out on pages 84 and 85).

### Committee membership

Current members	Independent	Date of appointment to the Committee	Date of resignation	Committee tenure as at 30 September 2025	Meeting attendance
<b>Peter Pereira Gray</b> Chair	No	21 January 2021		4 years 8 months	<b>4/4</b>
<b>Rosemary Boot<sup>1</sup></b> Member	Yes	18 February 2021/ 23 May 2019	21 January 2021	6 years 4 months	<b>4/4</b>
<b>Bill Holland</b> Member	Yes	18 February 2021		4 years 7 months	<b>4/4</b>
<b>Lisha Patel</b> Member	No	21 January 2021		4 years 8 months	<b>4/4</b>

1. Rosemary Boot resigned on the Wellcome Trust's acquisition of Urban&Civic but was subsequently reappointed.

### LTIPs

- Reviewed and approved conditions applicable to the 2024 awards (and future awards, subject to annual confirmations).
- Issued one set of awards (the 2024 awards).
- Monitored progress of performance conditions pertaining to all awards.
- Confirmed performance condition achievement for the second set of awards granted under Wellcome ownership, whose performance period ended 30 September 2024. Achievement was assessed at 8.4 per cent of outstanding second set of awards, which translated into an initial cost of £0.7 million (although there is an ability to hold vested awards beyond the first vesting date as described below, which could alter the overall cost for the Company).
- Post-year end, the Remcom confirmed performance condition achievement for the third set of awards, whose performance period ended 30 September 2025. Achievement was assessed at 17.8 per cent of outstanding third set of awards, which translated into an initial cost of £1.7 million (again, this could vary as a result of holding periods).

### Engagement

- Consulted with the Wellcome Trust (where required) on remuneration matters.
- Engaged with employees on remuneration matters through the EAG, whose minutes were presented to the Board at each scheduled meeting.

### Governance and compliance

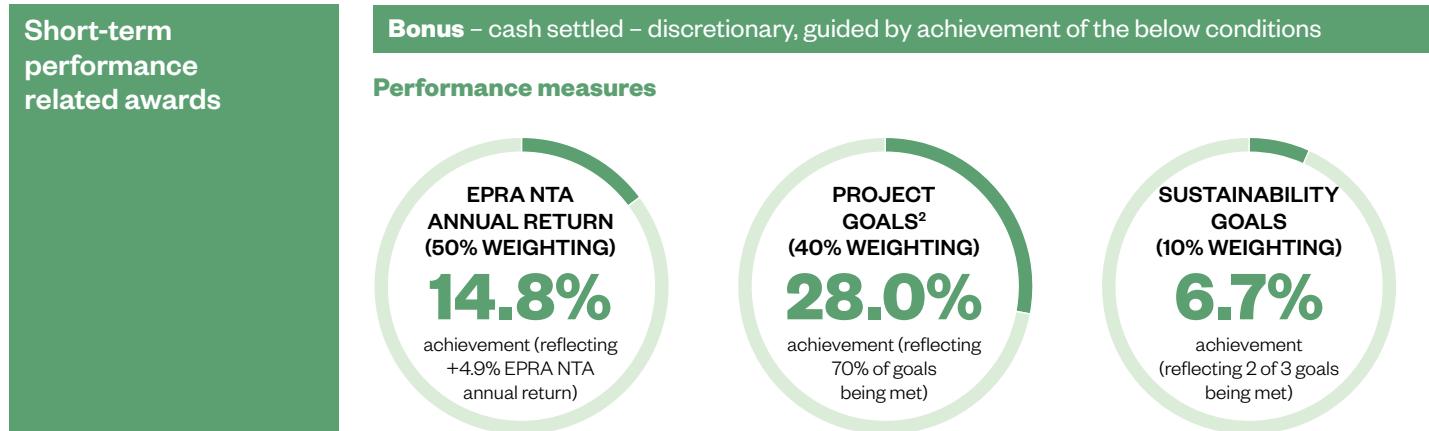
- Reviewed the appointments of employees with third parties, outside of their Urban&Civic roles.
- Reviewed EAG takeaways as directed by the Board.
- Reviewed internal audit observations coming out of the HR Controls audit.
- Reviewed a schedule of joiners and leavers to ensure any matters relating to remuneration are addressed appropriately.
- Reviewed, and reported on to the Board, the Remcom's terms of reference.
- Reviewed the continuing evolution of governance standards and best practice.
- Reviewed Annual Report disclosures in respect of the Remcom sections.

### Key 2025/26 priorities

The Committee will continue to focus on the implementation of approved remuneration policies over the next financial year, which will include a new bonus arrangement for the Oatesby business segment. It will also review the Committee performance. Other matters are expected to follow the usual annual programme.

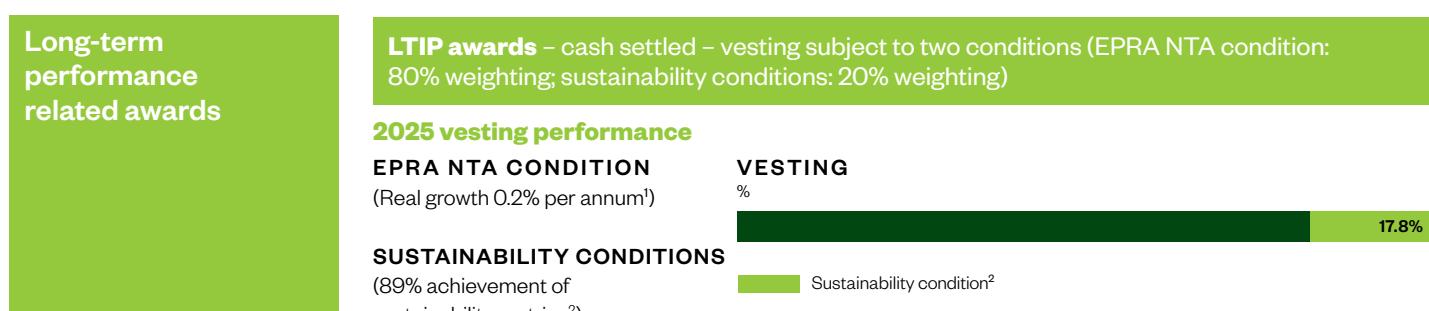
## Remuneration Committee report continued

### Remuneration at a glance



1. Catesby has separate bonus agreements

2. For Executive Directors only, project goals are replaced with equally weighted cash generation and personal goals (33.3% achievement).



1. Below threshold conditions, resulting in nil vesting under the condition.

2. 89% achievement of 20% weighting, resulting in 17.8% vesting under this condition



1. Salary increases represent pay rises that were approved post-year end for the upcoming financial year.

2. Excluding Executive Directors.

3. Excluding L&Q Estates employees.



## Chief Executive remuneration

Salary

**£497k +3.0%**

(2024: £483k)

Pension

**£49.7k +3.0%**

(2024: £48.3k)

Other benefits

**£28.1k +67.3%**

(2024: £16.8k)

### Link to strategy



Read more about our strategy on pages 16 to 19

### Link to stakeholders



Read more about our stakeholders on pages 24 to 29

### Chief Executive remuneration

Annual bonus

**£303k -17.2%**

(2024: £366k)

### Link to strategy



Read more about our strategy on pages 16 to 19

### Link to stakeholders



Read more about our stakeholders on pages 24 to 29

### Chief Executive remuneration

LTIP award

**£242k +126.2%**

(2024: £107k)

Increase in total remuneration<sup>1,2</sup>

**87%**

of employees  
(2024: 94%<sup>2,3</sup>)

Received a bonus<sup>2</sup>

**100%**

of employees  
(2024: 98%<sup>2,3</sup>)

Granted LTIP awards<sup>2</sup>

**87%**

of employees  
(2024: 91%<sup>2,3</sup>)

### Chief Executive total pay ratio

25th percentile

**9.2:1**

(2024: 9.8:1)

50th percentile

**7.0:1**

(2024: 6.9:1)

75th percentile

**4.9:1**

(2024: 4.8:1)

# Remuneration policies

The remuneration policy table below sets out the current approved position for the Executive Directors, other employees and Non-Executive Directors. Any departures from policy require further Committee approvals.

How component supports corporate strategy and operation	Executive Directors <sup>1</sup>	Other employees	Non-Executive Directors	Change to policy
<b>Base salary or fees</b>				
<b>Base salary: Executive Directors and other employees:</b>  To provide a competitive salary level to attract and retain high calibre employees.  Basic salaries are reviewed on an annual basis.  Basic salary for each position determined by individual responsibilities and performance taking into account comparable salaries for similar positions in companies of a similar size in the same market.	There is no prescribed maximum base salary or annual salary increase.  The Committee is guided by the general increase for the broader employee population but may decide to award a lower increase for or indeed exceed this to recognise, for example, an increase in the scale, scope or responsibility of the role and/or to take into account relevant market movements.  Formal exercise to assess market undertaken every three years, using external data or external advisers.	There is no prescribed maximum base salary or annual salary increase.  The Executive Directors use Committee approved criteria and parameters when reviewing salaries.  Recent appointments, recruitment consultants, published surveys and data are used annually to benchmark.	There is no prescribed maximum individual fee or fee increase.  The Board (excluding Non-Executive Directors) is guided by the general increase for the broader employee population, time commitment, scope and responsibility of the role and/or relevant market movements.  Formal exercise to assess market undertaken every three years, using external data or external advisers.	No change, although Urban&Civic started paying the Chairman a fee from 1 October 2024 (following Peter Pereira Gray's retirement from the Wellcome Trust).
<b>Fees: Non-Executive Directors:</b>  To provide fees reflecting time commitments and responsibilities of each role, in line with those provided by similarly sized companies.	Current salary level for the Chief Executive is set out on page 86.  There are no performance targets or recovery provisions.	Committee approval sought for salary increases outside of approved criteria and parameters.  There are no performance targets or recovery provisions.	Cash fee normally paid on a monthly basis.  Wellcome employees serving as Non-Executive Directors are not paid a fee.	Wellcome employees serving as Non-Executive Directors are not paid a fee.
<b>Pension</b>				
To provide a competitive level of contribution to pension arrangements.	10 per cent of salary.	Not applicable.	No change.	
Company contribution normally paid monthly into the Company's pension scheme, into a personal pension arrangement and/or as a cash supplement.	There are no performance targets or recovery provisions.  When employees make a salary sacrifice to their pension scheme, 90 per cent of the employer's NI saving is passed back as an additional pension contribution.			
<b>Benefits</b>				
To provide a competitive level of benefits.  Car allowance (or Company car), electric car scheme, private medical insurance, permanent health insurance and life assurance provided.  Other benefits may be provided where relevant.	Provided at approved cost.	Reimbursement of expenses only.	No change, although it was acknowledged there was a difference in HMRC mileage rates for petrol and electric cars leased through a Company scheme (which were lower).	
<b>Annual bonus<sup>2</sup></b>				
To drive and reward annual performance of individuals, teams and the Group.  Based on performance during the relevant financial year.  The majority of the performance targets are based on financial targets with the remainder based on personal objectives (Executive Directors), project goals (other employees, excluding Catesby, which are more financially focused) and sustainability targets (excluding Catesby).  Bonuses will be paid in cash.	Up to 100 per cent of base salary.  Clawback and malus provisions operate in the case of corporate failure, material downturn in performance due to management failure, reputational damage and serious misconduct.	Up to maximum bonus opportunity.	Not applicable.	No change.

How component supports corporate strategy and operation	Executive Directors <sup>1</sup>	Other employees	Non-Executive Directors	Change to policy
<b>Long Term Incentive Plan (LTIP)<sup>1,3,4</sup></b>				
To drive and reward the long-term performance of the Group and to align the interests of employees with the shareholder. Awards granted under the LTIP have the following features:	Awards are subject to a two-year holding period. 300 per cent of salary for CEO and MD. 275 per cent of salary for other Executive Directors.  Clawback and malus provisions operate in the case of corporate failure, material downturn in performance due to management failure, reputational damage and serious misconduct.	Awards are not subject to a two-year holding period, unless more than 100 per cent of salary is awarded (at which point the restriction will apply).  No formal limit of amount awarded but, maximum bonus opportunity typically used (with the exception of select senior executives where awards typically range between 150 per cent and 200 per cent).	Not applicable.	Two-year holding period now applies to employees who are awarded more than 100 per cent of salary.
Performance period: normally three years.				
Performance will be measured against EPRA NTA and/or relevant financial and/or environmental, social and governance measures. Current performance conditions weightings are 80:20 in favour of the EPRA NTA condition.				
With regard to the EPRA NTA condition, 0 per cent of an award vests below threshold, 25 per cent vests at the interim target and 100 per vests at maximum performance.				

1. Executive Directors and senior executives typically have a greater emphasis on performance related pay (such as LTIPs).
2. The choice of the performance metrics applicable to the annual bonus scheme reflects the Remcom's belief that any incentive compensation should be appropriately challenging and tied to both the delivery of financial targets and specific individual objectives (including sustainability objectives).
3. The performance conditions applicable to the LTIP are selected by the Remcom on the basis that they reward the delivery of long-term returns to the Group's shareholder and are consistent with the Company's objective of delivering superior levels of long-term value.
4. The Remcom operates the LTIP in accordance with the plan rules and, consistent with market practice, retains discretion over a number of areas relating to the operation and administration of the plan.

# Annual report on remuneration

## Chief Executive's remuneration

The table below presents the remuneration figures for the Chief Executive for the years ended 30 September 2025 and 30 September 2024.

	Base salary		Benefits <sup>1</sup>		Bonus		Long-term incentives <sup>2</sup>		Pension <sup>3</sup>		Total fixed		Total variable		Total	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Nigel Hugill	497	483	28	17	303	366	242	107	50	48	575	548	545	473	1,120	1,021

1. Includes private medical insurance.

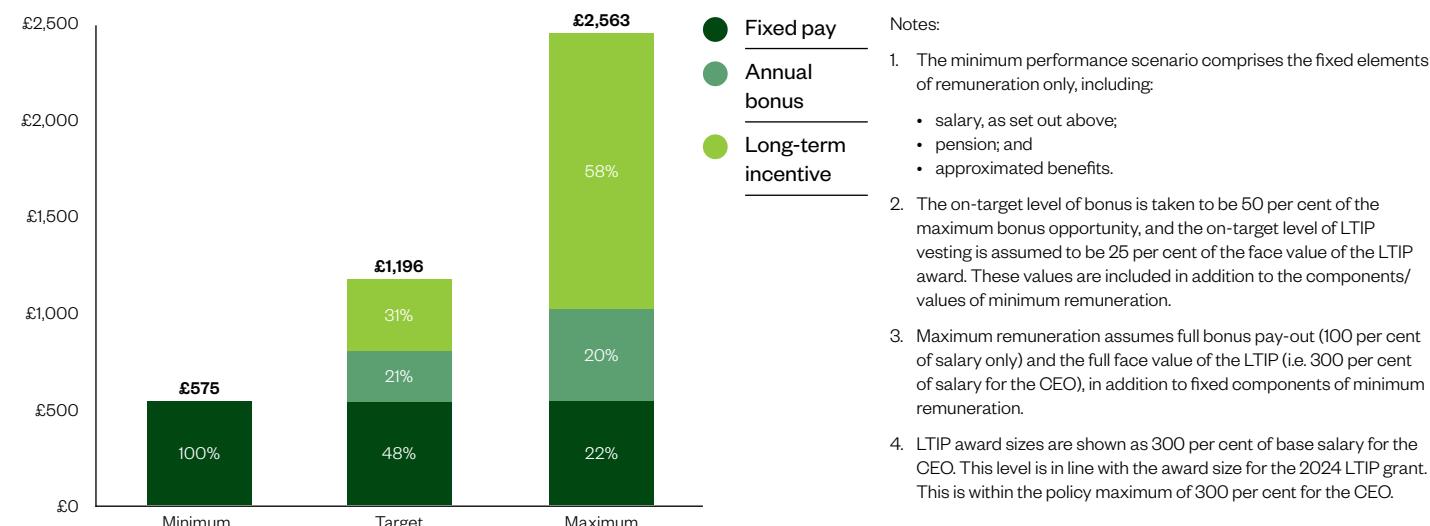
2. The 2025 LTIP disclosure refers to the awards granted in 2022, which had a performance period which ran from 1 October 2022 to 30 September 2025. Following an assessment of performance, 17.8 per cent of the awards are expected to be settled, before taking into account growth or reduction in EPRA NTA since the start of the performance period. The first time these awards are payable is in 2026. The 2024 LTIP disclosure refers to the awards granted in 2021, which had a performance period which ran from 1 October 2021 to 30 September 2024. Following an assessment of performance, 8.4 per cent of the awards are expected to be settled, before taking into account growth or reduction in EPRA NTA since the start of the performance period. The first time any awards became payable under Wellcome's ownership was in December 2025, however the Chief Executive has not received any payments to date.

3. Pension payments equivalent to 10 per cent of salary were made as a cash supplement to the Chief Executive during 2025 (2024: 10 per cent of salary).

## Chief Executive reward scenarios

The chart below shows how the composition of the Chief Executive's remuneration package varies at different levels of performance under the policy, as a percentage of total remuneration opportunity and as a total value.

### Chief Executive Officer



## Non-Executive Directors

All Non-Executive Directors (excluding Wellcome employees serving as Non-Executive Directors) have a remuneration agreement that rolls every 12 months, subject to three months' notice by either the Non-Executive Director or the Company or the shareholder, given at any time. In addition, temporary additional day rates can be provided to certain "out of normal scope" Non-Executive Director activities.

During the year, the Nomcom approved an increase in base fees for independent Non-Executive Directors, which was in line with increases given to Urban&Civic employees. Peter Pereira Gray, former employee of Wellcome, received an inaugural fee from 1 October 2024, which was approved by the Board.

## Payments to past Directors or payments for loss of office

There were no payments to past Directors or payments for loss of office.

# Sustainability and Health & Safety Committee (SHC)



**ROSEMARY BOOT**  
CHAIR OF THE SUSTAINABILITY  
AND HEALTH & SAFETY COMMITTEE

## Current members

Rosemary Boot (Chair)  
Robin Butler  
Bill Holland  
Lisha Patel  
Peter Pereira Gray  
David Wood

## Roles and responsibilities

The Committee's principal responsibilities were detailed earlier in the governance report (page 71).

## Membership and meetings

There have been no changes to the composition of the SHC during the year.

Members of the SHC attend all meetings, and their attendance at the two scheduled meetings held during the year ended 30 September 2025 is shown on the following page.

## Operation of the SHC

- Following any SHC meetings, the Board receives an update summarising the discussions and conclusions of the meeting. Should any areas require further discussion by the Board, adequate background information is provided.
- All members of the SHC attend the meetings with the Chief Executive and Group Directors responsible for development and project management, Head of Sustainability, Head of Health and Safety and advisers attending by invitation.
- Agenda items are linked to an annual calendar of regulatory and governance discussion items, which ensures that the SHC carries out a thorough and effective review of the Group's sustainability and health and safety philosophy, strategy, policies and delivery roadmaps. A key aim for the SHC is to ensure sustainability and health and safety matters are addressed in detail by the Executive Directors and EMC in advance of the Committee meeting.
- The SHC discusses EMC reports and recommendations (providing advice, support and direction as appropriate), before making its own recommendations to the Board.
- Typically, at the first scheduled meeting of the year, targets, metrics and regulations (current and emerging) are discussed (and set where appropriate) and at the second scheduled meeting progress is measured (through metric assessment), and targets and metrics adjusted if necessary.

- The SHC looks to advise the AC on emerging sustainability matters or regulations, to ensure there are no gaps between committees with regards to reporting on sustainability.
- The SHC looks to advise the Board on the Company's benchmarking against the Wellcome Trust ESG standards and supports regular review of such standards by the Board.
- The SHC annually assesses its terms of reference, which are subsequently approved by the Board.
- The SHC seeks to assess the performance of the Committee biennially.

## Key activities in 2024/25

The SHC's key activities in the financial year to 30 September 2025 included:

- Confirmed SHC composition.
- Reviewed Annual Report disclosures in respect of the sustainability section (including TCFD and Scope 3 disclosures, net zero statements and metric achievements) and SHC disclosures.
- Reviewed the financial year 2025 work plan (which included key sustainability and health and safety workstreams).
- Monitored the 2025 corporate sustainability and health and safety objectives.
- Reviewed and proposed the 2026 corporate sustainability and health and safety objectives.
- Reviewed the Group's sustainability policy.

# Sustainability and Health & Safety Committee report continued

## Committee membership

Current members	Independent	Date of appointment to the Committee	Committee tenure as at 30 September 2025	Meeting attendance <sup>1</sup>
<b>Rosemary Boot</b> Chair	Yes	23 November 2023	1 year 10 months	<b>2/2</b>
<b>Robin Butler</b> Member	No	23 November 2023	1 year 10 months	<b>2/2</b>
<b>Bill Holland</b> Member	Yes	23 November 2023	1 year 10 months	<b>2/2</b>
<b>Lisha Patel</b> Member	No	23 November 2023	1 year 10 months	<b>2/2</b>
<b>Peter Pereira Gray</b> Member	No	23 November 2023	1 year 10 months	<b>2/2</b>
<b>David Wood</b> Member	No	23 November 2023	1 year 10 months	<b>2/2</b>

1. Scheduled meetings.

## Key activities in 2024/25 continued

- Reviewed the main Group health and safety policies, which sets out the Company's commitment to health and safety, explains the Company's health and safety management system (comprising the objectives, procedures, and arrangements for the implementation of the system) and details health and safety responsibilities (detailing how the Company allocates responsibilities and how the responsible employees fit into the overall system).
- Reviewed, and reported on to the Board, the SHC's terms of reference.
- Reviewed and commented on the achievement of the expiring five-year sustainability metrics (to 2025), which were confirmed to the Board with a recommendation to accept.
- Reviewed progress to net zero and proposed new five-year sustainability metrics (to 2030) that included Scope 3 ambitions, were aligned with science based targets, and which were recommended to the Board for approval.
- Received a report on existing and potential BNG targets and TNFD reporting (encompassing double materiality), with a view to assessing and reporting the Company's nature-related dependencies, impacts, risks and opportunities, actions and targets. This exercise will continue into 2026.

- Monitored the Group's five-star rating scheme (which seeks to raise health and safety standards of the Group's housebuilder customers and principal contractors) as well as workplace incidents and standards, other stakeholder engagements on health and safety matters and safety logs. The SHC also reviews the consistency of and changes to the Company's health and safety framework to make sure processes and procedures evolve as the business grows and legislation is issued. The movement in the health and safety risk is reported within the key risk and opportunities section on page 51. There was one RIDDOR reportable incident relating to one of our directly employed contractors, no notified fatalities, no enforcement notices (served on the Company) or no convictions for health and safety offences in the year.

## Key 2025/26 priorities

- Complete the review of existing and potential BNG targets and TNFD reporting, leading to a full nature and biodiversity strategy.
- Continue to mature the Group's approach to Scope 3 emissions, which could lead to an SBTi commitment.
- Monitor the new sustainability metrics and targets, covering the period 2026 to 2030.
- Review Committee performance.
- Other matters are expected to follow the usual annual programme.



## Introduction

The Directors present their report together with the audited accounts for the year ended 30 September 2025. The principal activities of the Group during the year continue to be property development and investment, both directly and through joint venture arrangements.

## Company status and branches

Urban&Civic plc is incorporated in the UK and registered in Scotland. Its registered office is in Scotland, and its head office is at 50 New Bond Street, London W1S 1BJ. It has no branches. Urban&Civic plc is a private company wholly owned by the Wellcome Trust (through its corporate trustee The Wellcome Trust Limited).

## Basis of preparation of the Annual Report

The financial statements have been prepared in accordance with Financial Reporting Standard 102 (FRS 102) and under the historical cost convention as modified for the revaluation of investment properties and certain other items.

## Results and dividends

The Group reported a profit for the year of £53.2 million (2024: profit of £8.0 million) as shown in the consolidated statement of comprehensive income on page 96. No dividends were paid during the year (2024: £Nil).

## Directors

The Directors who held office during the year and up to the date of this report are listed below:

Current Directors

### Chairman

Peter Pereira Gray

### Executive Directors

Nigel Hugill	Chief Executive
Robin Butler	Managing Director
David Wood	Group Finance Director and Company Secretary

### Independent Non-Executive Directors

Rosemary Boot  
Bill Holland

### Other Non-Executive Directors

Lisha Patel

Biographical details of the Directors are contained on pages 68 and 69.

## Additional disclosure

Additional information, which is incorporated into this Directors' report by cross-reference, including information required in accordance with the Companies Act 2006, can be found in the following sections of the Annual Report:

	Notes to the consolidated financial statements	Pages
<b>Strategic report</b>		
Business model and strategy		6, 7 and 16 to 29
Key performance indicators		20 and 21
Principal risks		47 to 52
Future business developments		16 to 19 and 22 and 23
Environmental matters		32 to 43
Emissions and energy consumption		21, 40 and 41
<b>Governance</b>		
Corporate governance		63 to 91
<b>Financial statements</b>		
Capitalised interest	6	107
Financial instruments	20	117
Contracts of significance	24	119
Details of long-term incentive schemes	18	116
Related party transactions	28	124 and 125

## Directors' liability insurance and indemnity

The Company maintains Directors' and Officers' liability insurance. To the extent permitted by UK law, the Company indemnifies its Directors against claims brought against them as a consequence of the execution of their duties as Directors of the Company.

## Charitable and political donations

Charitable donations during the year were £16,000 (2024: £16,000). In addition, together with its joint venture partners, the Group made further charitable donations of £6,000 (2024: £7,000). Given the Wellcome Trust is a charity in its own right, Urban&Civic's charitable donations are typically linked to the Group's development sites and their associated communities and organisations.

The Group made no political donations during the year (2024: £Nil).

The Group made £54,145,000 of gift aid payments to the Wellcome Trust during the year (2024: £5,431,000).

## Group structure

Details of the Group's subsidiary undertakings and joint ventures are set out in note 8 to the Company's financial statements.

## Share capital

Details of the Company's issued share capital is shown in note 21 to the consolidated financial statements. As at 30 September 2025, there were 271,268,350 ordinary shares of 20p each in issue, each carrying one vote and all fully paid. There is only one class of share in issue.

### Change of auditor

Following a formal tender process conducted during the year, alongside Urban&Civic's shareholder's own process, the Board, on the recommendation of the Audit Committee, has approved the appointment of Deloitte LLP as the Company's external auditor for the financial year ending 30 September 2026.

The tender process was initiated as part of the Company's commitment to good corporate governance and in line with the Audit Committee's policy to periodically review the effectiveness and independence of the external audit function. After careful consideration of the proposals received, Deloitte LLP was selected based on its depth of industry expertise, audit approach, and commitment to quality and innovation. The Wellcome Trust has also confirmed Deloitte's reappointment as its auditor, so there should be Group additional reporting synergies through having the same auditor.

BDO LLP, the Company's auditor since April 2001 in respect of the financial year ending 30 April 2001, has confirmed that it will not seek reappointment at the forthcoming Annual General Meeting. The Board would like to express its sincere appreciation to BDO LLP for its professional service and support over the years.

A resolution to appoint Deloitte LLP as the Company's auditor will be proposed at the Annual General Meeting.

### Going concern

In assessing going concern, the Directors have reviewed the Group's cash flow forecasts, cash reserves, loan maturities, undrawn facilities and loan covenants (including headroom). Additional sensitivities have also been considered, reflecting the Group's forward contracted sales and financial commitments, timings of further

sales income and development expenditure, as well as facilities that are due to expire in the period to March 2027 (noting no facilities are due to expire in that period). The Group's key risks are set out in the risk review on pages 44 to 53.

Having undertaken the assessment detailed above, the Directors have a reasonable expectation that the Group and Company have sufficient resources to continue to operate for at least 12 months from the date of signing these accounts, and the Board considers it appropriate to prepare the financial statements on a going concern basis.

### Disclosure of information to the auditor

The Directors who held office at the date of approval of this Directors' report confirm that:

- as far as they are aware, there is no relevant audit information of which the auditor is unaware; and
- each Director has taken all steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant information and to establish that the auditor is aware of that information.

The Directors' report was approved by the Board on 19 December 2025 and signed on its behalf by:



**David Wood**

Group Finance Director  
19 December 2025

Company number: SC149799

# Directors' responsibility statement

## Statement of Directors' responsibilities in respect of the accounts

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors are required to prepare the Group and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable law).

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

In preparing these financial statements, the Directors are required:

- to select suitable accounting policies and then apply them consistently;
- to make judgements and accounting estimates that are reasonable and prudent;
- for the Group and Company financial statements, to state whether they have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice, subject to any material departures disclosed and explained in the Group and/or Company financial statements; and
- to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

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

The Directors are responsible for ensuring that the Annual Report and financial statements are made available on the Group's website and for the maintenance and integrity of the corporate and financial information included on that website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

- the strategic report includes a fair review of the development and performance of the business and the position of the Company, and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties they face.

The Directors' responsibility statement was approved by the Board.

On behalf of the Board



**David Wood**

Group Finance Director  
19 December 2025

## Responsibility statement

Each of the Directors confirms that, to the best of their knowledge:

- the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole;
- the adoption of a going concern basis for the preparation of the financial statements continues to be appropriate based on a review of the current and projected financial position of the Group, making reasonable assumptions about future trading performance; and



# Financial statements



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# Independent auditor's report

to the members of Urban&Civic plc

## Opinion on the financial statements

In our opinion:

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

We have audited the financial statements of Urban&Civic Plc ("the Parent Company") and its subsidiaries ("the Group") for the year ended 30 September 2025 which comprise Consolidated Statement of Comprehensive Income, Consolidated and Company Balance Sheets, Consolidated and Company Statement of Changes in Equity, Consolidated 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 United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

## Basis for opinion

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

## Independence

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

## Conclusions relating to going concern

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

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

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

## Other information

The Directors are responsible for the other information. The other information comprises the information included in the Strategic report and the Directors' 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.

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

We have nothing to report in this regard.

## Other Companies Act 2006 reporting

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

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

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

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

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

## Responsibilities of Directors

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

## Auditor's responsibilities for the audit of the financial statements continued

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### Extent to which the audit was capable of detecting irregularities, including fraud

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

#### Non-compliance with laws and regulations

Based on:

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

we considered the significant laws and regulations to be the Companies Act 2006, applicable accounting standards and UK tax legislation.

The Group and Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be UK VAT regulations.

Our procedures in respect of the above included:

- We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience through discussion with the Directors and other management (as required by auditing standards).
- We had regard to laws and regulations in areas that directly affect the financial statements (including related company legislation) and taxation legislation. We considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statement items.
- With the exception of any known or possible non-compliance and as required by auditing standards, our work included agreeing the financial statement disclosures to underlying supporting documentation, review of Board minutes, enquiries with management, where applicable enquiries of external advisers, review of correspondence with external legal advisers, and review of press releases.
- We communicated identified laws and regulations to our team and remained alert to any indications of non-compliance throughout the audit.

#### Fraud

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

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;

- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of controls and property valuations.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year and at year end, which we considered most susceptible to override, by agreeing to supporting documentation.
- Assessing significant inputs to valuations by testing source documentation to verify their accuracy such as the sales data and cost allocations.
- Challenge of external valuer assumptions into their inputs within the valuation report.

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

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

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

#### Use of our report

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

#### Charles Ellis (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

London UK

19 December 2025

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

# Consolidated statement of comprehensive income

for the year ended 30 September 2025

	Notes	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
<b>Revenue</b>	4	<b>143,750</b>	62,395
Direct costs	4	(105,914)	(40,859)
<b>Gross profit</b>	4	<b>37,836</b>	21,536
Administrative expenses		(27,458)	(26,050)
Surplus/(deficit) on revaluation of investment properties	10	<b>1,400</b>	(1,480)
Share of post-tax profit from joint ventures	12	<b>4,056</b>	4,663
Impairment of investments in joint ventures	12	—	(1,557)
Loss on disposal of property, plant and equipment		(12)	(12)
Impairment of property, plant and equipment	11	—	(197)
Amortisation of negative goodwill	26	<b>23,111</b>	1,100
<b>Profit/(loss) before finance and taxation</b>	5	<b>38,933</b>	(1,997)
Finance income	6	<b>9,962</b>	10,860
Finance costs	6	(1,783)	(1,277)
<b>Profit before taxation</b>		<b>47,112</b>	7,586
Taxation credit	9	<b>6,131</b>	402
<b>Total comprehensive income</b>		<b>53,243</b>	7,988

The Group had no amounts of other comprehensive income for the current or prior years and the profit for the respective years is wholly attributable to equity shareholders. All results are derived from continuing operations.

The notes on pages 100 to 125 form part of these financial statements.



# Consolidated balance sheet

Financial statements F

as at 30 September 2025

	Notes	30 September 2025 £'000	30 September 2024 £'000
<b>Non-current assets</b>			
Investment properties	10	46,541	44,952
Property, plant and equipment	11	84,209	82,685
Goodwill	26	631	—
Negative goodwill	26	(75,340)	(98,451)
Investments in joint ventures	12	209,566	147,935
Deferred tax assets	13	4,894	4,148
Trade and other receivables	16	44,543	26,529
		<b>315,044</b>	207,798
<b>Current assets</b>			
Trading properties	14	814,515	759,059
Inventory	15	3,145	1,055
Trade and other receivables	16	47,859	103,607
Cash and cash equivalents	29	106,893	141,516
		<b>972,412</b>	1,005,237
<b>Total assets</b>		<b>1,287,456</b>	1,213,035
<b>Non-current liabilities</b>			
Borrowings	19	(230,539)	(173,375)
Provisions	18	(8,030)	(4,980)
Deferred tax liabilities	13	(23,753)	(29,260)
Trade and other payables	17	(14)	(4,729)
		<b>(262,336)</b>	(212,344)
<b>Current liabilities</b>			
Borrowings	19	—	—
Provisions	18	(2,790)	(1,880)
Trade and other payables	17	(166,774)	(143,011)
		<b>(169,564)</b>	(144,891)
<b>Total liabilities</b>		<b>(431,900)</b>	(357,235)
<b>Net assets</b>		<b>855,556</b>	855,800
<b>Equity</b>			
Share capital	21	54,253	54,253
Share premium account	21	569,848	569,848
Capital redemption reserve		849	849
Other reserve		113,785	113,785
Retained earnings		116,821	117,065
<b>Total equity</b>		<b>855,556</b>	855,800
<b>NAV per share</b>	23	<b>315.4p</b>	315.5p
<b>EPRA NTA per share</b>	23	<b>371.7p</b>	374.0p

The financial statements were approved by the Board and authorised for issue on 19 December 2025 and were signed on its behalf by:

**Nigel Hugill**

Director

**David Wood**

Director

The notes on pages 100 to 125 form part of these financial statements.

Registered in Scotland No. SC149799.

# Consolidated statement of changes in equity

for the year ended 30 September 2025

	Notes	Share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Other reserve £'000	Retained earnings £'000	Total £'000
<b>Balance at 30 September 2023</b>		44,900	425,201	849	113,785	114,508	699,243
Shares issued	21	9,353	144,647	—	—	—	154,000
Total comprehensive income for the year		—	—	—	—	7,988	7,988
Gift aid paid		—	—	—	—	(5,431)	(5,431)
<b>Balance at 30 September 2024</b>		54,253	569,848	849	113,785	117,065	855,800
Total comprehensive income for the year		—	—	—	—	53,243	53,243
Increase in share in joint venture	12	—	—	—	—	658	658
Gift aid paid		—	—	—	—	(54,145)	(54,145)
<b>Balance at 30 September 2025</b>		<b>54,253</b>	<b>569,848</b>	<b>849</b>	<b>113,785</b>	<b>116,821</b>	<b>855,556</b>



# Consolidated cash flow statement

Financial statements F

for the year ended 30 September 2025

	Notes	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
<b>Cash flows from operating activities</b>			
Profit before taxation		<b>47,112</b>	7,586
Adjustments for:			
(Surplus)/deficit on revaluation of investment properties	10	<b>(1,400)</b>	1,480
Share of post-tax profit from joint ventures	12	<b>(4,056)</b>	(4,663)
Impairment of investments in joint ventures	12	<b>—</b>	1,557
Finance income	6	<b>(9,962)</b>	(10,860)
Finance costs	6	<b>1,783</b>	1,277
Depreciation charge	11	<b>805</b>	514
Write down/(back) of trading properties	4	<b>995</b>	(281)
Loss on disposal of property, plant and equipment	5	<b>12</b>	12
Impairment of property, plant and equipment	11	<b>—</b>	197
Impairment/(write back) of trade receivables	5	<b>99</b>	(97)
LTIP expense	18	<b>4,807</b>	4,990
Redundancy provision	18	<b>—</b>	680
Amortisation of goodwill	26	<b>19</b>	—
Amortisation of negative goodwill	26	<b>(23,111)</b>	(1,100)
<b>Cash flows from operating activities before changes in working capital</b>		<b>17,103</b>	1,292
Increase in trading properties		<b>(73,259)</b>	(65,900)
Decrease in trade and other receivables		<b>42,039</b>	32,991
Increase in trade and other payables		<b>2,161</b>	24,324
<b>Cash flows absorbed by operations</b>		<b>(11,956)</b>	(7,293)
Finance income received		<b>2,856</b>	3,199
Finance costs paid		<b>(1,865)</b>	(1,091)
Tax paid		<b>(400)</b>	—
<b>Net cash flows absorbed by operating activities</b>		<b>(11,365)</b>	(5,185)
<b>Investing activities</b>			
Purchase consideration on acquisition of subsidiary	25	<b>(2,120)</b>	(150,686)
Cash acquired on acquisition of subsidiary	25	<b>4</b>	65,822
Additions to investment properties	10	<b>—</b>	(3,873)
Additions to property, plant and equipment	11	<b>(2,570)</b>	(467)
Loans advanced to joint ventures		<b>(9,375)</b>	(2,931)
Loans repaid by joint ventures	12	<b>1,030</b>	1,700
Profits distributed from joint ventures	12	<b>2,275</b>	1,973
Proceeds from disposal of property, plant and equipment		<b>136</b>	233
<b>Net cash flows absorbed by investing activities</b>		<b>(10,620)</b>	(88,229)
<b>Financing activities</b>			
New loans and amounts drawn on existing facilities		<b>66,276</b>	6,108
Issue costs of new loans		<b>(70)</b>	(1,321)
Repayment of loans		<b>(24,699)</b>	(19,000)
Issue of new equity		<b>—</b>	154,000
Gift aid paid in the year		<b>(54,145)</b>	(5,431)
<b>Net cash flows (absorbed by)/from financing activities</b>		<b>(12,638)</b>	134,356
Net (decrease)/increase in cash and cash equivalents	29	<b>(34,623)</b>	40,942
Cash and cash equivalents at 1 October		<b>141,516</b>	100,574
<b>Cash and cash equivalents at 30 September</b>		<b>106,893</b>	141,516

# Notes to the consolidated financial statements

for the year ended 30 September 2025

## 1. Basis of preparation

### General information

Urban&Civic plc is a private company limited by shares, incorporated in the United Kingdom under the Companies Act 2006. The address of the registered office is given on the inside back cover and the nature of the Group's operations and principal activities are set out in the strategic report. These financial statements have been prepared in accordance with Financial Reporting Standard 102 (FRS 102) 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', issued by the Financial Reporting Council.

The financial statements have been prepared under the historical cost convention as modified for the revaluation of investment properties, biological assets and LTIP provisions. The Company has prepared its individual financial statements, on pages 126 to 133, in accordance with FRS 102. No separate parent company profit and loss account has been presented as equivalent disclosures have been provided in respect of the Group as a whole. The Company has also taken advantage of the disclosure exemption available to it in respect of not disclosing a separate cash flow statement.

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to both years, unless otherwise stated.

### Functional and presentation currency

All financial information is presented in British Pounds Sterling (£), the functional currency of all Group entities, and has been rounded to the nearest thousand (£'000) unless indicated to the contrary.

### Business combinations

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the consolidated balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained and deconsolidated from the date control ceases. Where there is goodwill, this will initially be recognised as an asset at cost and subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill will be amortised over its useful economic life, being no more than 10 years. Goodwill is reviewed for indicators of impairment at each reporting date and any impairment losses are recognised immediately in the consolidated statement of comprehensive income. Where there is negative goodwill, this will be allocated to the non-monetary assets acquired and subsequently when these assets are realised in future periods, the associated negative goodwill will be recognised in the consolidated statement of comprehensive income. Further details can be found in notes 25 and 26.

### Basis of consolidation

The consolidated financial statements present the results of the Group as if it formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full.

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

### Going concern

The consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will continue to meet its liabilities as they fall due.

The Directors continue to assess going concern through reviewing Group business plans, which are presented periodically at Board meetings, focusing on the period to 31 March 2027.

Cash balances have decreased by £16.7 million compared to last year on a look-through basis (£144.6 million at the year end compared to £161.3 million at 30 September 2024), which together with cash generation from plot completions (£110.6 million on a look-through basis) and new loans drawn (£66.3 million in subsidiaries and £Nil in respect of Urban&Civic's share of new joint venture borrowings) have been used to fund £210.0 million of capital expenditure and overheads, make £54.1 million of gift aid payments to the Wellcome Trust and repay loans of £31.4 million (£24.7 million in respect of subsidiaries and £6.7 million for Urban&Civic's share of joint venture borrowings).

The Group continues to seek sufficient and supportive funding lines to maintain construction activities and provide funds for opportunistic investment at any point in time. At the year end, the Group benefited from £62.4 million of undrawn facilities on a look-through basis. This is in addition to £215.5 million of forward contracted sales at the Group's Strategic Sites, of which £43.8 million (on a look-through basis) is receivable by March 2027.

The Group's net debt position at 30 September 2025 totalled £123.6 million (30 September 2024: £31.9 million), producing a net gearing ratio of 14.4 per cent (30 September 2024: 3.7 per cent) on a UK GAAP NAV basis and 11.7 per cent (30 September 2024: 3.0 per cent) on an EPRA NAV basis. Look-through gearing levels are lower due to cash held on deposit by joint ventures (awaiting recycling into further site infrastructure or loan repayment) exceeding borrowings.

Homes England now accounts for 88.5 per cent of all borrowings on a look-through basis with the HSBC RCF accounting for a further 10.7 per cent. The weighted average loan maturity at 30 September 2025 was 5.2 years (30 September 2024: 5.9 years) and weighted average cost of borrowing on drawn debt was 7.6 per cent (30 September 2024: 8.2 per cent).

The only Group gearing covenant, which attaches to the £80 million revolving credit facility with HSBC, has a limit of 40 per cent and is based on borrowings (on a non-look-through basis) and EPRA NAV. Other principal loan covenants (which are predominantly associated with Homes England loans) are based on loan to value ratios attaching to specific property assets (which typically range between 40 per cent and 80 per cent); loan to cost ratios applicable to the Waterbeach and Wintringham Build to Rent Homes England facilities (50 per cent and 75 per cent respectively); and loan to GDV ratios in respect of the Middlebeck, Newark and Waterbeach Homes England facilities (of between 20 per cent and 25 per cent respectively).

The Group was covenant compliant in the 12 months to 30 September 2025 and is forecast to remain so throughout the going concern review period. Stress testing scenarios and mitigating actions have been identified and particular attention has been paid to the Group's assumptions around non-contractual receipts and non-committed expenditure. LTV and LTC covenant headroom has also been assessed.

There are no loan facilities maturing within the going concern period, with the next loan due to be repaid not due until February 2028.

The Directors have concluded that it is appropriate to prepare the consolidated financial statements on a going concern basis.

## 2. Summary of significant accounting policies

### Joint ventures

The Group is party to joint arrangements where there are contractual arrangements that confer joint control over the relevant activities of the arrangements to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either joint ventures or joint operations. In assessing the classification of interests in joint arrangements, the Group considers:

- the structure of the joint arrangement;
- the legal form of joint arrangements structured through a separate vehicle;
- the contractual terms of the joint arrangement agreement; and
- any other facts and circumstances (including any other contractual arrangements).

In the consolidated financial statements, interests in joint ventures are initially recognised in the consolidated balance sheet at cost and subsequently accounted for using the equity method of accounting whereby the consolidated balance sheet incorporates the Group's share of the net assets of the joint ventures. The consolidated statement of comprehensive income incorporates the Group's share of the joint ventures' profits after tax.

Joint operations are consolidated on a line by line basis with regard to the underlying contractual arrangements.

Where there is objective evidence that an investment in a joint venture has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

### Investment properties

Investment properties are properties held for long-term rental income and/or for capital appreciation and are measured initially at cost, including related transaction costs, and subsequently at fair value. Changes in fair value of an investment property at the balance sheet date and its carrying amount prior to remeasurement are recorded in the consolidated statement of comprehensive income.

Investment properties are recognised as an asset when:

- it is probable that future economic benefits that are associated with the investment property will flow to the Group;
- there are no material conditions present that could prevent completion; and
- the cost of the investment property can be measured reliably.

Additions to investment properties in the course of development or refurbishment include the cost of finance and directly attributable internal and external costs incurred during the period of development until the properties are ready for their intended use.

An investment property undergoing redevelopment or refurbishment for continued use as an investment property will remain as an investment property measured at fair value and is not reclassified.

A transfer of a property from investment properties to trading properties will be made where there is a change in use such that the asset is to be developed or held with a view to sale.

### Trading properties

Trading properties comprise both direct interests in property and indirect beneficial interests in property held through land promotion agreements or other contractual arrangements. They are classified as inventory and are included in the consolidated balance sheet at the lower of cost and net realisable value. Net realisable value is the expected net sales proceeds of the developed property in the ordinary course of business less the estimated costs to completion and associated selling costs. A provision is made to the extent that projected costs exceed projected revenues.

All external and internal costs, including borrowing costs, directly associated with the purchase, promotion and construction of a trading property are capitalised up to the date that the property is ready for its intended use. Property acquisitions are recognised when legally binding contracts that are irrevocable and effectively unconditional are exchanged.

Properties reclassified to trading properties from investment properties are transferred at deemed cost, being the fair value at the date of reclassification.

Properties reclassified from trading properties to investment properties are transferred at fair value when there is a change in use of the asset such that it is to be held for long-term rental income and/or for capital appreciation.

### Leases

A lease is classified as a finance lease if it transfers substantially all the risks and rewards of ownership. Leases not transferring substantially all the risks and rewards of ownership are classified as operating leases. Rental income paid under or received from operating leases is recognised in the consolidated statement of comprehensive income on a straight line basis over the term of the relevant lease.

### Property, plant and equipment

Property, plant and equipment is stated at cost or fair value at the date of transfer less accumulated depreciation and accumulated impairment losses. This includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided on all property, plant and equipment, with the exception of land, at rates calculated to write off the cost less estimated residual value, based on prices prevailing at the reporting date, over its expected useful life as follows:

Freehold property	—	shorter of expected period to redevelopment and 2 per cent straight line
Leasehold improvements	—	shorter of term of the lease and 10 per cent straight line
Furniture and equipment	—	20–33 per cent straight line
Plant and machinery	—	5–33 per cent straight line

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 2. Summary of significant accounting policies continued

### Inventory

#### Biological assets

Crops before the point of harvest are classified as biological assets. All biological assets are held at fair value less estimated selling costs. The estimate of net fair value of crops is based on the historical cost until sufficient biological transformation has taken place to indicate that cost is no longer equal to net fair value. Thereafter the fair value is based on a discounted cash flow model applied to expected crop yield using the estimated market values less estimated selling costs. The point at which sufficient biological transformation has taken place requires the use of estimates. Different assumptions around growth patterns could cause the recorded net fair value of biological assets to differ. Where little biological transformation has occurred then cost equates to net fair value. A gain or loss arising on initial recognition of a biological asset at net fair value is included in profit or loss for the period in which it arises.

#### Other inventory

Crops in store are stated at the lower of deemed cost and net realisable value. The deemed cost of crops in store is measured at its fair value less estimated selling costs at the point of harvest.

Stocks of trees are stated at the lower of cost and net realisable value, after making due allowance for obsolete, damaged, vulnerable and slow moving items and including costs attributable to their growth and maturity.

Other inventories are stated at the lower of cost and net realisable value.

Net realisable value represents the estimated net selling price less all estimated costs of completion.

### Revenue recognition

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is recognised at the fair value of the consideration receivable, including the fair value of any residential properties received in part exchange, excluding VAT. The following revenue recognition policies have been applied in respect of each of the Group and joint ventures' principal revenue streams.

### Trading property sales

Revenue on the sale of trading properties, including beneficial interests held indirectly through land promotion and other contractual agreements, is recognised when performance obligations are satisfied, which occurs when control of the Group's interest has passed to the buyer on completion of contracts. Any variable consideration is estimated, taking into account the timing and variability of consideration, and only recognised where there is sufficient evidence that the amount can be reliably measured. Any deferred consideration is discounted to present value with the discount being unwound to profit and loss as finance income. Costs, which prior to sale are included within trading properties on the balance sheet, are expensed to cost of sales at the point of sale.

### Residential property sales

Revenue on the sale of residential properties, including land parcels sold to housebuilders for residential development, is recognised when the significant risks and rewards of ownership of the property have passed to the buyer on completion of contracts. Any variable consideration including overages is estimated at the point of sale taking into consideration the time to recover overage amounts as well as other factors which may give rise to variability. Any deferred consideration is discounted to present value with the discount being unwound to profit and loss as finance income. Costs, which prior to sale are included within trading properties on the balance sheet, are expensed to cost of sales at the point of sale.

### Revenue on construction contracts

Revenue on construction contracts is recognised over time usually on the basis of percentage of work completed using the input method (reflecting the enhancement in value of the customer's asset). Associated costs are expensed as incurred.

Where contracts contain multiple distinct elements, revenue is allocated to each element in proportion to the assessed stand-alone selling price of the services being provided. For any such elements that are determined as being satisfied at a point in time, revenue is recognised at the point of satisfaction of the relevant performance obligations. Associated costs are initially recognised in trading properties and expensed as a cost of sale at the point of sale.

### Rental and other property income

Rental and other property income arising from property is accounted for on a straight line basis over the term of the lease. Lease incentives, including rent free periods and payments to tenants, are allocated to the consolidated statement of comprehensive income on a straight line basis over the lease term as a deduction from rental income.

### Project management fees and other income, including recoverable property expenses

Fees from development management service arrangements and other agreements are determined by reference to the relevant agreement and recognised over time as the services are provided, typically using the output method.

### Farming income

Farming income comprises sale of goods, government grants, rental income and other operating income.

Revenue derived from the sale of goods relates to the sale of crops. All crops are sold under contract and the Group recognises revenue when it transfers control of the goods to a customer. Transfer of control is determined when the crops are received and accepted by the customer.

### Taxation

#### Current tax

The charge for current taxation is based on the results for the year as adjusted for items that are non-taxable or disallowed. It is calculated using rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### Deferred tax

Deferred tax is provided in respect of temporary differences between the carrying amount of assets and liabilities in the consolidated balance sheet and the corresponding tax base cost used in computing taxable profit.

Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred tax is recognised in the consolidated statement of comprehensive income except when it relates to items credited or charged directly to equity, in which case the deferred tax is also recognised within equity.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same tax authority.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred tax balances are not discounted.

## 2. Summary of significant accounting policies continued

### Gift aid

The distribution of gift aid donations is expected to be equal to the estimated taxable profits of the Company at the time of the approval of the financial statements. It is recognised only at the time of payment.

### LTIP

Employees and Directors of the Group can be awarded discretionary LTIP awards under the plan described in the Remuneration Committee report on pages 80 to 86. A provision for the LTIP is calculated at each year end and held at fair value on the balance sheet if a reliable estimate of the Group's obligation at the point of vesting can be made. Movements in the provision are recognised in the consolidated statement of comprehensive income.

### Retirement benefits

Contributions to defined contribution pension schemes are charged to the consolidated statement of comprehensive income in the period to which they relate.

### Government grants

Government grants received in relation to property asset capital expenditure are included within deferred income in the consolidated balance sheet and recognised within the consolidated statement of comprehensive income in the same period as the related expenditure.

### Impairment of non-financial assets (excluding trading properties, investment properties and deferred tax)

Impairment tests on the Group's property, plant and equipment and interests in joint ventures are undertaken at each reporting date to determine whether there is any indication of impairment. If such indication becomes evident, the asset's recoverable amount is estimated and an impairment loss is recognised in the consolidated statement of comprehensive income whenever the carrying amount of the asset exceeds its recoverable amount.

The recoverable amount of an asset is the greater of its fair value less costs to sell and its value in use. The value in use is determined as the net present value of the future cash flows expected to be derived from the asset.

### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated balance sheet when the Group becomes a party to the contractual provisions of the instrument.

### Cash and cash equivalents

Cash and cash equivalents consist of cash in hand, deposits with banks and other short-term, highly liquid investments with original maturities of three months or less from inception. For the purposes of the cash flow statement, cash and cash equivalents comprise cash in hand and deposits with banks net of bank overdrafts.

### Trade and other receivables

Trade and other receivables arising in the normal course of business are initially recognised at fair value and subsequently at amortised cost or recoverable amount.

For significant receivables, particularly in respect of amounts due from housebuilders, the Group monitors the recoverability by undertaking at least six-monthly credit checks and the continual monitoring of payment track records and housing sales. Additionally, annual comparisons are performed by monitoring third party valuations in respect of particular land parcels upon which the receivables are secured compared to those receivables recognised in the consolidated balance sheet in respect of such land parcels. As part of this consideration, the Group considers the recoverability of the receivable in the event of a downturn in the market.

Deferred consideration receivable in respect of the sale of land parcels is discounted to present value with the discount being unwound to profit and loss as finance income.

### Trade and other payables

Trade and other payables are initially recorded at fair value and subsequently at amortised cost.

### Borrowings

Interest bearing loans are initially recorded at fair value, net of any directly attributable issue costs, and subsequently recognised at amortised cost.

### Borrowing costs

Finance and other costs incurred in respect of obtaining borrowings are accounted for on an accruals basis using the effective interest method and amortised to the consolidated statement of comprehensive income over the term of the associated borrowings.

Borrowing costs directly attributable to the acquisition and construction of investment and trading properties are added to the costs of such properties until the properties are ready for their intended use.

All other borrowing costs are recognised in the consolidated statement of comprehensive income in the period in which they are incurred.

## 3. Significant areas of judgement and estimation uncertainty

The preparation of financial statements in accordance with FRS 102 requires the use of certain judgements and estimation uncertainty. It also requires management to exercise judgement in the process of applying the Group's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates.

Areas requiring the use of estimates and judgement that may impact on the Group's earnings and financial position include:

### Accounting estimates

#### Valuation of investment and trading properties

For the purposes of calculating the fair value of its investment property portfolio and the net realisable value (and, for EPRA reporting purposes, the fair value) of its trading property portfolio, the Group uses valuations carried out by either independent valuers or the Directors on the basis of market value in accordance with the Appraisal and Valuation Standards of the Royal Institution of Chartered Surveyors. The valuations are based upon assumptions including future rental income, sales prices and rates, estimates of typical profit margins and finance costs, anticipated maintenance costs, development costs, inflation forecasts and appropriate discount rates. Assumptions used in the valuations of the Group's significant investment property interests carried at valuation and trading properties valued for EPRA reporting purposes at 30 September 2025 are disclosed later in note 3. Details of the Group's trading properties that are measured at net realisable value are disclosed in note 14. The valuers and Directors also make reference to market evidence for comparable property transactions and principal inputs and assumptions.

Due to the nature of development timescales, it is routinely necessary to estimate costs to complete and future revenues and to allocate non-unit-specific development costs between units legally completing in the current financial year and in future periods.

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 3. Significant areas of judgement and estimation uncertainty continued

### Accounting estimates continued

#### Revenue

Estimates are involved when determining how much revenue to recognise at the point in time of residential property sales where there is deferred consideration and/or variable consideration which is only determined at the point of the future onward sale of constructed homes by the Group's housebuilder customers. The variable element (sales overage) is the amount received above the contracted minimums and these amounts are only recognised upon exchange of contracts on future house sales.

In determining the amount of revenue recognised, the Directors consider the following factors:

Absorption rates – licence sale contracts contain minimum sales rates as well as minimum prices. The Directors consider as a base case assumption that houses will be sold by housebuilding customers in line with the contracted minimum sales rates. Revenue is therefore discounted by reference to these rates.

Discount rates – the onward sale of constructed homes by housebuilder customers will occur over a number of years. Consequently, the time value of money and the credit risk of the housebuilder must be taken into account when measuring the present value of the consideration receivable. The Directors consider the third party cost of borrowing to be an appropriate rate at which to discount deferred consideration for the sale of the land. These discount rates are kept under review in the event of indications of a significant change in circumstance of the housebuilding customer.

Affordable revenue – licence sale contracts in respect of land parcels can mandate the purchaser to provide an element of affordable housing within overall delivery. Revenue in relation to affordable housing is recognised when the Directors consider that a reliable estimate can be made of the amount receivable. The Directors assess, on a case by case basis, whether such a reliable estimate can be made, taking into account, for example, whether contracts are exchanged, whether there are a number of advanced offers in place, or whether contracts are well advanced.

Inflation rates – some contractual minimum prices are subject to an annual inflation review. The Directors consider publicly available inflation forecasts when calculating minimum amounts receivable over the licence contracts.

#### Cost of trading property sales

The sale of parcels or units of strategic land requires an allocation of costs (where applicable including site-wide infrastructure, any construction costs directly attributable to individual land parcels, capitalised interest and capitalised administrative expenses) in order to account for cost of sales associated with the disposal. The costs are allocated between the land being sold and the land retained, having taken into account cost incurred to date and cost still to be incurred to completion (as estimated with reference to the latest project forecasts).

#### Taxation

There are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Group recognises tax liabilities based on estimates of whether additional taxes and interest will be due. The Group believes that its accruals for tax liabilities are adequate for all open years based on its assessment of many factors including past experience and interpretations of tax law. This assessment relies on estimates and assumptions and may involve judgements about future events. The Directors have also exercised their judgement in relation to the recognition of certain deferred tax assets and liabilities. In order to assess whether the Group should recognise a deferred tax asset or liability and the tax rate at which that asset or liability should be measured, the Directors estimate the timing and likelihood of expected future profits along with how these expected future profits match up with the existing tax losses within specific Group entities. The proportion of the Group's estimated available tax losses for deferred tax has been disclosed in note 13.

#### LTIP

The LTIP is a cash settled bonus scheme, the structure of which is set out in the Remuneration Committee report. The provision held for the Group's LTIP is calculated at each year end using a set of assumptions in respect of the Group's forecast performance.

#### Judgements

##### Distinction between investment properties and trading properties

Where there is a strategic decision taken to develop any element of an investment property for sale rather than hold for investment purposes, then that element is remeasured to fair value at the decision date and transferred to trading properties. Where there is a strategic decision taken to hold any element of a trading property for long-term capital growth or income, then that element is transferred to investment properties at cost and subsequently held at fair value.

### 3. Significant areas of judgement and estimation uncertainty continued

#### Property value assumptions

The key significant unobservable inputs to the strategic property valuations, for investment properties, trading properties and agricultural land valued for EPRA purposes, including properties wholly owned, within joint venture vehicles, or subject to joint arrangements, included:

	30 September 2025	30 September 2024
House price – private (£psf)	<b>275–475</b>	260–440
House price – affordable (£psf)	<b>165–275</b>	160–274
House price inflation (per cent)	<b>Nil</b>	Nil
Cost price inflation (per cent)	<b>2.5</b>	2.5
Residential land prices (£'000 per NDA)	<b>1,095–2,080</b>	1,075–1,975
Commercial land value (£'000 per acre)	<b>200–1,275</b>	200–850
Risk-adjusted discount rate (per cent)	<b>6.0–13.0</b>	6.5–13.0
Agricultural land value (£'000 per acre)	<b>7.5–11.0</b>	7.5–11.0

#### Inter-relationship between significant unobservable inputs and fair value measurement

The estimated fair value would increase/(decrease) if:

- expected house price inflation were higher/(lower);
- expected annual cost price inflation were lower/(higher);
- commercial land prices were higher/(lower); and
- risk-adjusted discount rate were lower/(higher).

The significant valuation inputs to the Group's strategic property valuations are too interdependent to meaningfully present the impact of varying these inputs.

#### Assessing fair value of assets and liabilities acquired on business combination

Upon acquisition, the acquiree's identifiable assets, liabilities and contingent liabilities are recognised at their fair values at the acquisition date. Fair values are determined by reference to a combination of third party and Directors' valuations.

#### Allocation and realisation of negative goodwill

Where there is negative goodwill this will be allocated to the non-monetary assets acquired and subsequently when these assets are realised in future periods, the associated negative goodwill will also be recognised in the consolidated statement of comprehensive income.

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 4. Revenue and gross profit

for the year ended 30 September 2025

	Strategic Sites £'000	Land promotion £'000	Commercial £'000	Total £'000
Trading property sales	91,467	36,386	—	127,853
Revenue on construction contracts	200	26	—	226
Rental and other property income	2,515	410	626	3,551
Farming and tree nursery income	—	—	4,063	4,063
Project management fees and other income	8,044	13	—	8,057
<b>Revenue</b>	<b>102,226</b>	<b>36,835</b>	<b>4,689</b>	<b>143,750</b>
Cost of trading property sales	(72,611)	(25,546)	—	(98,157)
Costs of construction contracts	(200)	(26)	—	(226)
Direct property expenses	(4,554)	(128)	(239)	(4,921)
Farming and tree nursery expenses	—	—	(1,615)	(1,615)
Write down of trading properties	—	(854)	(141)	(995)
<b>Direct costs</b>	<b>(77,365)</b>	<b>(26,554)</b>	<b>(1,995)</b>	<b>(105,914)</b>
Profit on trading property sales	18,856	10,840	—	29,696
Profit on construction contracts	—	—	—	—
Rental and other property losses	(2,039)	282	387	(1,370)
Farming and tree nursery profits	—	—	2,448	2,448
Project management fees and other income	8,044	13	—	8,057
Write down of trading properties	—	(854)	(141)	(995)
<b>Gross profit</b>	<b>24,861</b>	<b>10,281</b>	<b>2,694</b>	<b>37,836</b>

for the year ended 30 September 2024

	Strategic Sites £'000	Land promotion £'000	Commercial £'000	Total £'000
Trading property sales <sup>1</sup>	34,000	7,733	—	41,733
Revenue on construction contracts	5,300	148	—	5,448
Rental and other property income	2,310	34	1,490	3,834
Farming income	—	—	3,624	3,624
Project management fees and other income	7,756	—	—	7,756
<b>Revenue</b>	<b>49,366</b>	<b>7,915</b>	<b>5,114</b>	<b>62,395</b>
Cost of trading property sales	(24,111)	(4,368)	—	(28,479)
Costs of construction contracts	(5,300)	(148)	—	(5,448)
Direct property expenses	(4,584)	—	(814)	(5,398)
Farming expenses	—	—	(1,815)	(1,815)
Write (down)/back of trading properties	—	(19)	300	281
<b>Direct costs</b>	<b>(33,995)</b>	<b>(4,535)</b>	<b>(2,329)</b>	<b>(40,859)</b>
Profit on trading property sales	9,889	3,365	—	13,254
Profit on construction contracts	—	—	—	—
Rental and other property losses	(2,274)	34	676	(1,564)
Farming profits	—	—	1,809	1,809
Project management fees and other income	7,756	—	—	7,756
Write (down)/back of trading properties	—	(19)	300	281
<b>Gross profit</b>	<b>15,371</b>	<b>3,380</b>	<b>2,785</b>	<b>21,536</b>

1. Included within trading property sales on Strategic Sites is £5,336,000 of grant income in respect of the Middlebeck, Newark, project.

The Group had two (2024: two) construction contracts which came to an end during the financial year ended 30 September 2025, with no further revenue or gross profit forecast on these contracts.

## 5. Profit/(loss) before finance and taxation

Is arrived at after (crediting)/charging:	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
Amortisation of negative goodwill	(23,111)	(1,100)
Depreciation of property, plant and equipment	805	514
Loss on disposal of property, plant and equipment	12	12
Impairment of property, plant and equipment	—	197
Impairment of investments in joint ventures	—	1,557
Impairment/(write back) of trade receivables	99	(97)
Operating lease charges – rent of properties	794	781
LTIP expense	4,640	4,990
Capitalisation of administrative expenses to investment properties	—	(485)
Capitalisation of administrative expenses to trading properties	(10,024)	(6,362)
Fees paid to BDO LLP <sup>1</sup> in respect of:		
– audit of the Company	617	550
– additional fees in respect of 2024 audit	75	—
Other services:		
– audit of subsidiaries and associates	180	200

1. Total fees for 2025 payable to the Company's auditor are £872,000 (2024: £750,000).

## 6. Finance income and finance costs

	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
Interest receivable from cash deposits	2,617	2,885
Unwinding of discount applied to long-term receivables	2,573	5,908
Other interest receivable	4,772	2,067
<b>Finance income</b>	<b>9,962</b>	10,860
Interest payable on borrowings	(16,146)	(14,066)
Amortisation of loan arrangement costs	(1,374)	(1,332)
Finance costs pre-capitalisation	(17,520)	(15,398)
Finance costs capitalised to trading properties	15,737	14,121
<b>Finance costs</b>	<b>(1,783)</b>	(1,277)
<b>Net finance income</b>	<b>8,179</b>	9,583

Finance costs are capitalised at the same rate as the Group is charged on respective borrowings.

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 7. Employee benefit expenses

	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
Employee benefit expenses (including Directors) are as follows:		
Wages and salaries (including discretionary bonus)	18,544	16,091
Employer's National Insurance contributions and similar taxes	3,192	3,029
Defined contribution pension cost	1,832	1,336
LTIP expense	4,640	4,990
<b>Total staff costs (including Directors)</b>	<b>28,208</b>	25,446
Amount capitalised to investment and trading properties	(5,620)	(4,128)
<b>Amount included within operating profit</b>	<b>22,588</b>	21,318
	Year ended 30 September 2025 Number	Year ended 30 September 2024 Number
<b>Average number of employees during the year (including Directors)</b>	<b>138</b>	121

## 8. Directors' remuneration

	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
Directors' remuneration		
Directors' emoluments	2,222	2,369
Amounts receivable under LTIP	639	281
Company pension contributions	134	129
<b>Total</b>	<b>2,995</b>	2,779
	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
Highest paid Director		
Directors' emoluments	828	866
Amounts receivable under LTIP	242	107
Company pension contributions	50	48
<b>Total</b>	<b>1,120</b>	1,021

## 9. Tax on profit on ordinary activities

### (a) Analysis of credit for the year

	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
Current tax:		
UK corporation tax on profits for the year	—	—
Residential Property Developer Tax (RPDT) for the year	568	—
Adjustments in respect of previous periods	(54)	677
<b>Total current tax</b>	<b>514</b>	677
Deferred tax:		
Origination and reversal of timing differences	(6,620)	(702)
Adjustments in respect of previous periods	(25)	(377)
<b>Total deferred tax</b>	<b>(6,645)</b>	(1,079)
<b>Total tax credit</b>	<b>(6,131)</b>	(402)

## 9. Tax on profit on ordinary activities continued

### (b) Factors affecting the tax credit for the year

The effective rate of tax for the year varies from the standard rate of tax in the UK. The differences can be explained below:

	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
Profit attributable to the Group before tax	47,112	7,586
Profit multiplied by the average rate of UK corporation tax of 25 per cent (2024: 25 per cent)	11,778	1,897
Income not assessable for tax purposes	(849)	(275)
Expenses not deductible for tax purposes	86	314
Differences arising from taxation of chargeable (losses)/gains and property revaluations	(5,821)	1,672
Gift aid	(11,838)	(4,393)
Adjustments in respect of previous periods	(79)	300
Tax losses and other items	24	83
Residential Property Developer Tax (RPDT) for the year	568	—
<b>Total tax credit</b>	<b>(6,131)</b>	<b>(402)</b>

The current tax charge arising in the year, excluding the RPDT, is considered unlikely to crystallise because of the Group's intention to gift aid to the Wellcome Trust the profits that give rise to the charge.

During the year the Group made gift aid payments of £54,145,000 (30 September 2024: £5,431,000) to the Wellcome Trust.

### (c) Joint ventures

The Group's share of tax on the joint ventures is £Nil (2024: £Nil).

## 10. Investment properties

### (i) Carrying amount reconciliation

£'000

Valuation	
At 1 October 2023	107,244
Additions at cost	3,873
Deficit on revaluation	(1,480)
Transfers to trading properties	(64,685)
At 1 October 2024	44,952
Transfers from PPE	189
Surplus on revaluation	1,400
<b>Carrying value and portfolio valuation at 30 September 2025</b>	<b>46,541</b>

During the year, property with a carrying value of £189,000 was transferred from property, plant and equipment (PPE) to investment property. The fair value at the date of transfer was £345,000, and a revaluation surplus of £156,000 has been recognised in the consolidated statement of comprehensive income.

### (ii) Operating lease arrangements

Refer to note 27 for details of the operating lease commitments related to investment properties.

### (iii) Items of income and expense

During the year ended 30 September 2025, £1,651,000 (2024: £1,752,000) was recognised in the consolidated statement of comprehensive income in relation to rental and ancillary income from investment properties. Direct operating expenses, including repairs and maintenance, arising from investment properties that generated rental income amounted to £1,907,000 (2024: £1,827,000).

### (iv) Restrictions and obligations

At 30 September 2025 and 2024 there were no restrictions on the realisability of investment properties or the remittance of income and proceeds of disposal.

There are no obligations, except those already contracted, to construct or develop the Group's investment properties.

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 10. Investment properties continued

### (v) Historical cost and capitalisation

The historical cost of investment properties as at 30 September 2025 was £35,920,000 (2024: £35,731,000). There was no interest capitalised during the current or prior year. During the year staff and administrative costs of £Nil (2024: £485,000) have been capitalised and are included within additions.

### (vi) Fair value measurement

The Group's investment properties are valued on an annual basis at fair value by CBRE Limited (CBRE) and Strutt & Parker, independent chartered surveyors. Where property assets are split between PPE, investment and trading properties, the Directors have allocated the third party valuations with reference to the nature of the properties in each classification. The valuation at each period end is carried out in accordance with guidance issued by the Royal Institution of Chartered Surveyors. Fair value represents the estimated amount that should be received for selling an investment property in an orderly transaction between market participants at the valuation date.

The following summarises the valuation technique used in measuring the fair value of the Group's investment properties.

#### Valuation technique

Discounted cash flows: the valuation models for the Group's Strategic Sites consider the present value of net cash flows to be generated from the site (reflecting the current approach of constructing buildings, infrastructure and discharging the section 106 cost obligations), taking into account expected land value growth rates, build cost inflation, absorption rates and general economic conditions. The expected net cash flows are discounted using risk-adjusted discount rates and the resultant value is benchmarked against transaction evidence.

For the Farmcare assets, the best evidence of fair value is normally given by current prices or an active market for similar property in the same location and condition subject to a similar lease and other contracts. Comparable transactions are analysed to determine the value of agricultural and residential elements of the property and the discount rate at which commercial income and renewable energy lettings are capitalised.

The significant unobservable inputs applied in the valuation of the Group's investment properties are listed in note 3.

## 11. Property, plant and equipment

	Freehold property £'000	Plant and machinery £'000	Leasehold improvements £'000	Furniture and equipment £'000	Total <sup>1</sup> £'000
<b>Cost</b>					
At 1 October 2023	80,423	353	778	1,190	82,744
On acquisition of subsidiary (see note 25)	5,228	—	—	847	6,075
Additions	327	24	—	116	467
Disposals	(362)	—	—	(5)	(367)
At 1 October 2024	85,616	377	778	2,148	88,919
On acquisition of subsidiary (see note 25)	—	52	—	44	96
Additions	2,254	89	119	108	2,570
Disposals	(357)	—	—	(176)	(533)
Transfers out	(237)	—	—	—	(237)
<b>At 30 September 2025</b>	<b>87,276</b>	<b>518</b>	<b>897</b>	<b>2,124</b>	<b>90,815</b>
<b>Accumulated depreciation and impairment</b>					
At 1 October 2023	3,802	230	694	919	5,645
Charge for the year	279	35	19	181	514
Impairment	197	—	—	—	197
Released on disposal	(117)	—	—	(5)	(122)
At 1 October 2024	4,161	265	713	1,095	6,234
Charge for the year	328	39	75	363	805
Released on disposal	(264)	—	—	(121)	(385)
Released on transfer	(48)	—	—	—	(48)
<b>At 30 September 2025</b>	<b>4,177</b>	<b>304</b>	<b>788</b>	<b>1,337</b>	<b>6,606</b>
<b>Net book value</b>					
<b>At 30 September 2025</b>	<b>83,099</b>	<b>214</b>	<b>109</b>	<b>787</b>	<b>84,209</b>
At 30 September 2024	81,455	112	65	1,053	82,685

1. Included within property, plant and equipment are assets with a carrying value of £74,000 (2024: £Nil) that are held under finance leases. Depreciation charged on these assets in the period amounted to £7,000 (2024: £Nil).

**12. Investments****Investments in joint ventures**

	Total £'000
<b>Cost or valuation</b>	
At 1 October 2023	136,708
On acquisition of subsidiary (see note 25)	7,118
Share of post-tax profit from joint ventures	4,663
Impairment of investments in joint ventures	(1,557)
Profits distributed	(1,973)
Loans advanced	4,676
Loans repaid	(1,700)
At 1 October 2024	147,935
Share of post-tax profit from joint ventures	4,056
Profits distributed	(2,275)
Increase in share in joint venture	658
Loans advanced	60,222
Loans repaid	(1,030)
<b>At 30 September 2025</b>	<b>209,566</b>

At 30 September 2025 the Group's interests in its joint arrangements were as follows:

## Joint ventures

SUE Developments LP	50%	Property development
Wintringham Partners LLP <sup>1</sup>	50%	Property development
Manydown Development Vehicle LLP	50%	Property development
Altira Park JV LLP	50%	Property development
Manchester New Square LP	50%	Property development
Foxchurch LLP	40%	Property development
Harley (Winchester) Limited	75%	Property development

1. During the year the Group transferred further land into the partnership, increasing its interest to 50 per cent. Further details can be found in note 28.

## Joint operations

Baldock	Property development
Milton Keynes	Property development
Overstone Green	Property development
Gavray Drive	Property development
Bury Road	Property development

Baldock, Milton Keynes, Overstone Green, Gavray Drive and Bury Road are all joint arrangements with landowners that are structured through contractual arrangements. Decision making is shared 50:50 and the Group will have a right to sales proceeds under a waterfall agreement.

All of the Group's interests in joint arrangements have their principal place of business in the UK. The registered offices and country of incorporation of the joint ventures (and subsidiaries) are disclosed in note 8 of the notes to the Company financial statements on pages 131 to 133. Refer to note 3 for further details on the judgements used when recognising revenue for the joint ventures.

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 12. Investments continued

### Investments in joint ventures continued

#### Summarised information on joint ventures 2025

100%	SUE Developments LP <sup>1</sup> £'000	Wintringham Partners LLP £'000	Manydown Development Vehicle LLP £'000	Altira Park JV LLP £'000	Foxchurch LLP £'000	Manchester New Square LLP £'000	Harley (Winchester) Limited £'000	Total 2025 £'000
Revenue	21,980	5,330	38	764	—	9,103	—	
Finance income	654	1,937	18	2	—	40	4	
Finance expense	—	—	—	—	—	(402)	(314)	
Profit/(loss) after tax	5,614	3,826	(114)	2	—	776	(312)	
Cash and cash equivalents	25,578	48,080	451	13	167	849	133	
Other current assets	200,686	101,117	32,752	615	958	22,753	9,251	
Non-current assets	16,401	—	—	—	—	—	129	
Current financial liabilities	—	—	—	—	—	85	—	
Other current liabilities	(9,454)	(4,855)	(2,557)	(54)	(42)	(659)	(1,047)	
Non-current financial liabilities	(87,573)	(141,196)	(30,820)	(573)	(1,084)	(28,000)	(4,505)	
Other non-current liabilities	(35,558)	—	—	—	—	—	—	
<b>Net assets/(liabilities)</b>	<b>110,080</b>	<b>3,146</b>	<b>(174)</b>	<b>1</b>	<b>(1)</b>	<b>(4,972)</b>	<b>3,961</b>	
The Group's carrying value consists of:								
Group's share of net assets/(liabilities)	55,040	1,573	(87)	1	(1)	(2,486)	2,971	<b>57,011</b>
Loans	43,536	74,168	14,919	573	1,178	14,000	4,181	<b>152,555</b>
<b>Total investment in joint ventures</b>	<b>98,576</b>	<b>75,741</b>	<b>14,832</b>	<b>574</b>	<b>1,177</b>	<b>11,514</b>	<b>7,152</b>	<b>209,566</b>

1. SUE Developments LP holds the Houlton, Rugby, site.

## 12. Investments continued

### Investments in joint ventures continued

#### Summarised information on joint ventures 2024

100%	SUE Developments LP <sup>1</sup> £'000	Wintringham Partners LLP £'000	Manydown Development Vehicle LLP £'000	Altira Park JV LLP £'000	Foxchurch LLP £'000	Manchester New Square LLP £'000	Harley (Winchester) Limited <sup>2</sup> £'000	Total 2024 £'000
Revenue	5,598	10,182	—	2,194	—	10,306	—	
Finance income	3,833	3,609	9	3	—	123	—	
Finance expense	—	—	—	—	—	(1,182)	(39)	
Profit/(loss) after tax	8,071	6,280	4	3	—	(2,008)	(39)	
Cash and cash equivalents	21,081	22,302	332	100	—	3,122	129	
Other current assets	206,549	63,776	18,764	934	1,102	29,473	9,278	
Non-current assets	9,014	5,963	—	—	—	—	—	
Current financial liabilities	—	—	—	—	—	552	—	
Other current liabilities	(3,955)	(3,208)	(2,597)	(297)	(402)	(3,027)	(1,181)	
Non-current financial liabilities	(92,665)	(82,541)	(16,560)	(739)	—	(35,869)	(3,926)	
Other non-current liabilities	(35,558)	—	—	—	(700)	—	—	
<b>Net assets/(liabilities)</b>	<b>104,466</b>	<b>6,292</b>	<b>(61)</b>	<b>(2)</b>	<b>—</b>	<b>(5,749)</b>	<b>4,300</b>	
The Group's carrying value consists of:								
Group's share of net assets/(liabilities)	52,233	1,635	(30)	—	—	(2,874)	3,225	54,189
Loans	43,536	22,593	7,850	739	1,102	14,000	3,926	93,746
<b>Total investment in joint ventures</b>	<b>95,769</b>	<b>24,228</b>	<b>7,820</b>	<b>739</b>	<b>1,102</b>	<b>11,126</b>	<b>7,151</b>	<b>147,935</b>

1. SUE Developments LP holds the Houlton, Rugby, site.

2. Harley (Winchester) Limited was acquired in 2024 as part of the L&Q Estates acquisition. Figures shown above are for the period from acquisition to the year end.

The significant unobservable inputs applied in the valuation of the Group's trading properties held in joint venture vehicles for EPRA purposes are listed in note 3.

## 13. Deferred tax

The net movement on the deferred tax account is as follows:

	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
At 1 October	(25,112)	(7,182)
On acquisition of subsidiary (net – see note 25)	(392)	(19,009)
Movement in the year (see note 9)	6,645	1,079
<b>At 30 September</b>	<b>(18,859)</b>	<b>(25,112)</b>

The deferred tax balances are made up as follows:

	At 30 September 2025 £'000	At 30 September 2024 £'000
<b>Deferred tax assets</b>		
Tax losses and LTIP provision	4,894	4,148
	4,894	4,148
<b>Deferred tax liabilities</b>		
Revaluation surpluses	(23,753)	(29,260)
	(23,753)	(29,260)

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 13. Deferred tax continued

At 30 September 2025, the Group had unused tax losses of £17,412,000 (2024: £17,468,000), of which £12,316,000 (2024: £12,412,000) has been recognised as a deferred tax asset. £4,979,000 (2024: £4,920,000) has been applied to reduce the Group's deferred tax liability recognised at the balance sheet date in respect of tax potentially payable on the realisation of investment properties at fair value at the balance sheet date. No deferred tax asset is recognised in respect of realised or unrealised capital losses if there is uncertainty over future recoverability. Deferred tax assets are only recognised where there is a reasonable assumption of future profits.

Tax losses of £117,000 (2024: £136,000) have not been recognised as it is not considered sufficiently certain that there will be appropriate taxable profits available in the foreseeable future against which these losses can be utilised.

The Group's deferred tax balances have been measured at 25 per cent (2024: 25 per cent), being the enacted rate of corporation tax in the UK at the balance sheet date against which the temporary differences giving rise to the deferred tax are expected to reverse. Deferred tax on the assets acquired as part of the L&Q acquisition in the prior year have been calculated at 29 per cent to include an additional provision for Residential Property Developer Tax.

## 14. Trading properties

	Year ended 30 September 2025 £'000	Year ended 30 September 2024 £'000
At 1 October	<b>759,059</b>	391,070
On acquisition of subsidiary (see note 25)	—	235,932
Additions at cost	<b>167,583</b>	108,203
Transfers from investment properties	—	64,685
Costs written (down)/back	<b>(995)</b>	281
Disposals	<b>(111,132)</b>	(41,112)
<b>Carrying value at 30 September</b>	<b>814,515</b>	759,059
Trading properties by class of property	At 30 September 2025 £'000	At 30 September 2024 £'000
Direct interests in completed and development properties	<b>715,403</b>	653,497
Indirect interests held through land promotion, option or other contractual agreements	<b>99,112</b>	105,562
	<b>814,515</b>	759,059

During the year employee and other administrative costs of £10,024,000 (2024: £6,362,000) have been capitalised and are included within additions.

Capitalised interest of £47,648,000 is included within the carrying value of trading properties as at 30 September 2025 (2024: £35,344,000), of which £15,737,000 (2024: £14,121,000) was capitalised during the year. Included within disposals is £3,433,000 (2024: £1,187,000) of interest previously capitalised and written off on disposal.

The carrying value of trading properties at 30 September 2025 includes £3,346,000 (2024: £3,477,000) measured at net realisable value. The remaining assets have been measured at cost. In arriving at their net realisable value assessments, the Directors have had regard to the current valuations of the properties (where relevant) and the future expected profitability of the asset.

The significant unobservable inputs applied in the valuation of the Group's trading properties for EPRA purposes are listed in note 3.

Trading properties on the acquisition of L&Q Estates in the prior year totalled £235,932,000 (see note 25).

## 15. Inventory

	At 30 September 2025 £'000	At 30 September 2024 £'000
Trees	<b>2,092</b>	—
Biological assets	<b>133</b>	167
Raw materials and consumables	<b>121</b>	208
Crops in store	<b>799</b>	680
	<b>3,145</b>	1,055

Inventory on the acquisition of Todd's Nursery Limited during the year totalled £2,100,000 (see note 25).

## 16. Trade and other receivables

	At 30 September 2025 £'000	At 30 September 2024 £'000
Non-current		
Trade receivables	<b>17,288</b>	26,529
Other receivables	<b>27,255</b>	—
	<b>44,543</b>	26,529
Current		
Trade receivables	<b>32,896</b>	71,247
Less: provision for impairment of trade receivables	<b>(214)</b>	(115)
Trade receivables (net)	<b>32,682</b>	71,132
Other receivables	<b>4,626</b>	30,805
Prepayments and accrued income	<b>10,551</b>	1,670
	<b>47,859</b>	103,607

Trade receivables include minimum amounts due from housebuilders on strategic land parcel sales which are payable on the completion of the onward sale of completed units by the respective housebuilders, subject to certain minimum amounts that are payable annually, typically over a four to five-year period post-sale.

Other receivables due in more than one year include £27,255,000 (2024: £Nil) which relates to funding advanced in relation to the Manydown project that sits outside Manydown Development Vehicle LLP. Other receivables due in less than one year include £Nil (2024: £24,476,000) held in client accounts which last year related to payments from completed land sales that were made just before the year end.

Trade and other receivables on the acquisition of Todd's Nursery Limited during the year totalled £13,000. Trade and other receivables on the acquisition of L&Q Estates in the prior year totalled £31,835,000 (see note 25).

## 17. Trade and other payables

	At 30 September 2025 £'000	At 30 September 2024 £'000
Non-current		
Other payables	<b>14</b>	4,729
	<b>14</b>	4,729
Current		
Trade payables	<b>77,227</b>	77,123
Taxes and social security costs	<b>1,139</b>	1,002
Other payables	<b>17,381</b>	13,971
Accruals	<b>38,969</b>	21,796
Deferred income	<b>32,058</b>	29,119
	<b>166,774</b>	143,011

Deferred income includes £27,897,000 (2024: £27,264,000) which relates to grant funding in respect of the Middlebeck, Newark, project.

Other payables contain balances of £32,000 in relation to hire purchase assets; £18,000 is due within one year, with the balance being due after more than one year.

Trade and other payables on the acquisition of Todd's Nursery Limited during the year totalled £351,000. Trade and other payables on the acquisition of L&Q Estates in the prior year totalled £77,536,000 (see note 25).

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 18. Provisions

The net movement of provisions in the year is as follows:

	At 30 September 2025 £'000	At 30 September 2024 £'000
Current		
At 1 October	<b>6,860</b>	1,190
Utilised in the year	<b>(847)</b>	(131)
Created in the year	<b>4,807</b>	5,801
<b>At 30 September</b>	<b>10,820</b>	6,860

The maturity profile of provisions is as follows:

	At 30 September 2025 £'000	At 30 September 2024 £'000
Current		
	<b>2,790</b>	1,880
Non-current		
	<b>8,030</b>	4,980
<b>Total</b>	<b>10,820</b>	6,860

The provision predominantly relates to awards in respect of the Group's Long Term Incentive Plan (LTIP), which is awarded to certain Directors and employees. The structure of the LTIP is described in the Remuneration Committee section under Governance.

In the prior year, there was a current provision of £680,000 which related to redundancy costs following the acquisition of L&Q Estates; this was utilised during the current year.

## 19. Borrowings

	At 30 September 2025 £'000	At 30 September 2024 £'000
Bank loans and overdrafts	<b>25,403</b>	(817)
Other loans	<b>205,136</b>	174,192
<b>Total</b>	<b>230,539</b>	173,375

	At 30 September 2025 £'000	At 30 September 2024 £'000
Maturity profile		
Less than one year	—	—
Between one and five years	<b>103,265</b>	73,090
More than five years	<b>127,274</b>	100,285
<b>Total</b>	<b>230,539</b>	173,375

Other loans comprise borrowings from Homes England and Huntingdon District Council. Interest on borrowings from Homes England is charged at between 2.2 and 3.0 per cent (2024: between 2.2 and 4.0 per cent) above either the EC Reference Rate or the Bank of England Base Rate and the facilities are secured against specific land holdings.

The revolving credit facility is secured against specific property holdings. The total available facility is £80,000,000, of which £26,000,000 was drawn down at 30 September 2025 (2024: £Nil). There are £597,000 (30 September 2024: £817,000) of unamortised loan arrangement costs.

## 19. Borrowings continued

The Group's undrawn loan facilities at 30 September 2025 were:

	At 30 September 2025 £'000	At 30 September 2024 £'000
Expiring in less than one year	—	—
Expiring between one and five years	60,678	80,000
Expiring in greater than five years	1,695	30,944
	<b>62,373</b>	110,944

## 20. Financial instruments

Details of the Group's significant accounting policies, including the basis on which income and expenses are recognised through the consolidated statement of comprehensive income and the basis of measurement, in respect of each class of financial asset, financial liability and equity instrument, are disclosed in note 2.

	At 30 September 2025 £'000	At 30 September 2024 £'000
Financial assets measured at amortised cost		
Cash and cash equivalents	106,893	141,516
Trade and other receivables	90,912	129,236
Loans advanced to joint ventures	152,555	93,746
	<b>350,360</b>	364,498

	At 30 September 2025 £'000	At 30 September 2024 £'000
Financial liabilities measured at amortised cost		
Trade payables	77,241	81,852
Taxes and social security costs	1,139	1,002
Other payables and deferred income	49,439	43,090
Accruals	38,969	21,796
Loans gross of unamortised loan arrangement costs	232,779	175,788
	<b>399,567</b>	323,528

	At 30 September 2025 £'000	At 30 September 2024 £'000
Financial liabilities measured at fair value		
Provisions	10,820	6,860
	<b>10,820</b>	6,860

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 21. Share capital

	At 30 September 2025 £'000	At 30 September 2024 £'000
Urban&Civic plc		
<b>Issued and fully paid</b>	<b>54,253</b>	54,253
<b>Movements in share capital in issue</b>		
Ordinary shares	Number	Share capital £'000
At 1 October 2023	224,502,483	44,900
Shares issued	46,765,867	9,353
<b>At 1 October 2024 and 30 September 2025</b>	<b>271,268,350</b>	<b>54,253</b>
		<b>569,848</b>

Shares issued in the prior year relate to funding the acquisition of L&Q Estates.

## 22. Reserves

The movement on reserves in the year is set out in the consolidated statement of changes in equity on page 98.

The nature and purpose of the Group's reserves are:

- share premium account: represents the excess of the value of shares issued over their nominal amount;
- capital redemption reserve: represents the amount paid to purchase issued shares for cancellation at their nominal value;
- other reserve: represents a non-distributable capital reserve arising on the acquisition of subsidiary undertakings; and
- retained earnings: represents cumulative net gains and losses recognised in the consolidated statement of comprehensive income less dividends paid, gift aid paid and reserve movements in relation to share-based payments.

### 23. Net asset value, EPRA net asset value (a non-standard metric) and EPRA NTA per share

Net asset value, EPRA net asset value (a non-standard metric) and EPRA NTA per share are calculated as the net assets or EPRA net assets of the Group attributable to shareholders at each balance sheet date, divided by the number of shares in issue at that date.

	At 30 September 2025	At 30 September 2024
Number of ordinary shares in issue	<b>271,268,350</b>	271,268,350
NAV per share	<b>315.4p</b>	315.5p
Net asset value (£'000)	<b>855,556</b>	855,800
Revaluation of property interests <sup>1</sup> (£'000)		
- Alconbury Weald	29,529	38,621
- Priors Hall	(18,098)	(12,087)
- Waterbeach	27,300	18,038
- Newark	(16,138)	(12,919)
- Baldock	(180)	(129)
- Bowmans Cross	33	33
- Houlton, Rugby	4,950	5,206
- Wintringham St Neots	12,598	9,534
- Build to Rent parcel	2,499	(177)
- Manchester New Square	153	(41)
- Manydown	6,904	43
- Farmcare	27,583	21,061
- Kings Langley	2,828	2,531
- Milton Keynes	4,098	—
- Wixams	1,683	—
- Tithe Farm	487	—
- Milton Keynes North	5,429	—
- Land promotion sites	9,565	9,308
	<b>101,223</b>	79,022
Negative goodwill	<b>75,340</b>	98,451
Deferred tax liability (£'000)	<b>23,753</b>	29,260
EPRA NAV (a non-standard metric) (£'000)	<b>1,055,872</b>	1,062,533
EPRA NAV per share	<b>389.2p</b>	391.7p
Deferred tax (£'000)	<b>(47,451)</b>	(47,864)
EPRA NTA (£'000)	<b>1,008,421</b>	1,014,669
EPRA NTA per share	<b>371.7p</b>	374.0p

1. Property interests include trading properties held by the Group and the Group's share of joint ventures and farming assets classified as freehold property within property, plant and equipment.

### 24. Contingent liabilities, capital commitments and guarantees

The parent company has given guarantees totalling £122,610,000 (2024: £93,392,000) as part of the Group's development obligations.

Capital commitments relating to the Group's development sites, including the Group's share of joint ventures, are as follows:

	At 30 September 2025 £'000	At 30 September 2024 £'000
Contracted but not provided for	<b>62,795</b>	71,395

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 25. Business combinations – acquisition of subsidiary

On 17 June 2025, the Group acquired 100 per cent of the ordinary share capital of Todd's Nursery Limited for a consideration of £2,120,000. The company is a supplier of mature trees, shrubs and hedging plants and the acquisition secures long-term access to high quality tree stock integral for the Group's landscape led development portfolio.

In assessing whether any goodwill arose from the acquisition, the fair value of the net assets acquired was assessed and adjustments from book value were made where necessary:

	Book value £'000	Revaluation of inventories <sup>1</sup> £'000	Fair value £'000
<b>Non-current assets</b>			
Property, plant and equipment	96	—	96
	96	—	96
<b>Current assets</b>			
Inventories	685	1,415	2,100
Trade and other receivables	13	—	13
Cash and cash equivalents	4	—	4
	702	1,415	2,117
<b>Total assets</b>	<b>798</b>	<b>1,415</b>	<b>2,213</b>
<b>Non-current liabilities</b>			
Hire purchase liabilities	(18)	—	(18)
Deferred tax liabilities	(38)	(354)	(392)
	(56)	(354)	(410)
<b>Current liabilities</b>			
Trade and other payables	(333)	—	(333)
Shareholder loans	(337)	—	(337)
	(670)	—	(670)
<b>Net assets</b>	<b>72</b>	<b>1,061</b>	<b>1,133</b>
Repayment of shareholder loans	337	—	337
<b>Net assets acquired</b>	<b>409</b>	<b>1,061</b>	<b>1,470</b>
Goodwill			650
<b>Purchase consideration</b>			<b>2,120</b>

1. Relates to revaluation of inventories to fair value, which has been determined by reference to a combination of third party and Directors' valuations.

Purchase consideration consisted of the following:

	£'000
Cash consideration	1,677
Repayment of shareholder loans	337
Transaction costs directly attributable to the business combination	106
<b>Total cost of business combination</b>	<b>2,120</b>

The transaction costs directly attributable to the business combination comprise legal and professional fees and stamp duty expenses. The acquisition gave rise to a difference between the cost of the business combination in the net fair value of the entities' identifiable assets, liabilities and contingent liabilities; therefore, goodwill of £650,000 has been recognised. This will be amortised over a period of ten years.

Since the acquisition date, Todd's Nursery has contributed £74,000 to Group revenue and £(58,000) to Group profit after tax.

## 25. Business combinations – acquisition of subsidiary continued

### Prior year acquisition

On 6 August 2024, the Group acquired 100 per cent of the ordinary share capital of the entities listed below for a total consideration of £150,686,000. This was funded via the issue of 46,765,867 ordinary shares in Urban&Civic plc, valued at £3.293 per share, to Gower Place Investments Limited. The additional £3,314,000 of equity injected was used to fund further capital expenditure across the business. Subsequently some of these entities changed their names as per the table below.

Entity acquired	New company name
L&Q Estates Limited	Urban&Civic Estates Land Limited
Gallagher Bridgend Limited	Urban&Civic Bridgend Limited
Gallagher Estates Limited	Urban&Civic GE Estates Limited
Gallagher Estates Land Limited	Urban&Civic GE Land Limited
Gallagher Estates NR Limited	Urban&Civic GENR Limited
Gallagher Elstow Limited	Urban&Civic Elstow Limited
Gallagher Homes Limited	Urban&Civic Homes Limited
Gallagher Llanwern Limited	Urban&Civic Llanwern Limited
Gallagher Longstanton Limited	Urban&Civic Longstanton Limited
Gallagher Projects Limited	Urban&Civic Estates Projects Limited
Harley (Winchester) Limited	No change
J. J. Gallagher Construction Limited	Urban&Civic JJGC Limited
Portobello Developments 2002 Limited	No change
Redlawn Land Limited	No change
West Longstanton Limited	No change
Wixams First Limited	No change
Wixams NEA Management Company Limited	No change

All the acquired entities were engaged in the business of promotion, development and sale of land and real estate property, aligned to the principal activities of the Urban&Civic plc Group.

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 25. Business combinations – acquisition of subsidiary continued

In calculating the goodwill arising from acquisition, the fair value of the net assets of the entities was assessed and adjustments from book value were made where necessary:

	Book value £'000	Revaluation of property assets <sup>1</sup> £'000	Fair value £'000
<b>Non-current assets</b>			
Property, plant and equipment	5,625	450	6,075
Investments in joint ventures	7,097	21	7,118
Deferred tax assets	140	—	140
	12,862	471	13,333
<b>Current assets</b>			
Trading properties	176,709	59,223	235,932
Trade and other receivables	31,835	—	31,835
Cash and cash equivalents	65,822	—	65,822
	274,366	59,223	333,589
<b>Total assets</b>	<b>287,228</b>	<b>59,694</b>	<b>346,922</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities	(1,583)	(17,566)	(19,149)
	(1,583)	(17,566)	(19,149)
<b>Current liabilities</b>			
Trade and other payables	(77,536)	—	(77,536)
Shareholder loans	(71,225)	—	(71,225)
	(148,761)	—	(148,761)
<b>Net assets</b>	<b>136,884</b>	<b>42,128</b>	<b>179,012</b>
Repayment of shareholder loans	71,225	—	71,225
<b>Net assets acquired</b>	<b>208,109</b>	<b>42,128</b>	<b>250,237</b>
Negative goodwill			(99,551)
<b>Purchase consideration</b>			<b>150,686</b>

1. Relates to revaluation of property assets to fair value, which has been determined by reference to a combination of third party and Directors' valuations.

Purchase consideration consisted of the following:

	£'000
Cash consideration	77,982
Repayment of loan from previous shareholder	71,225
Transaction costs directly attributable to the business combination	1,479
<b>Total cost of business combination</b>	<b>150,686</b>

The transaction costs directly attributable to the business combination comprise legal and professional fees and stamp duty expenses.

The acquisition gave rise to an excess over the cost of the business combination in the net fair value of the entities' identifiable assets, liabilities and contingent liabilities. In accordance with FRS 102.19.24 the Group reassessed the identification and measurement of the acquired entities' assets, liabilities and provisions for contingent liabilities, and the measurement of the cost of the business combination, concluding that the excess over cost still existed after undertaking this exercise. No intangible assets were identified as part of this exercise.

This negative goodwill is presented as a separate line item on the consolidated balance sheet and has and will be subsequently recognised in the statement of comprehensive income as the non-monetary assets acquired are realised.

**26. Intangible assets**

Goodwill	£'000
<b>Cost</b>	
At 1 October 2024	—
Additions	650
<b>At 30 September 2025</b>	<b>650</b>
<b>Accumulated amortisation and impairment</b>	
At 1 October 2024	—
Amounts recognised in profit or loss	(19)
<b>At 30 September 2025</b>	<b>(19)</b>
<b>Net book value</b>	
<b>At 30 September 2025</b>	<b>631</b>
At 30 September 2024	—

Goodwill relates solely to the acquisition of Todd's Nursery during the year.

Negative goodwill	£'000
<b>Cost</b>	
At 1 October 2024	(99,551)
Additions	—
<b>At 30 September 2025</b>	<b>(99,551)</b>
<b>Accumulated amortisation and impairment</b>	
At 1 October 2024	1,100
Amounts recognised in profit or loss	23,111
<b>At 30 September 2025</b>	<b>24,211</b>
<b>Net book value</b>	
<b>At 30 September 2025</b>	<b>(75,340)</b>
At 30 September 2024	(98,451)

Negative goodwill relates solely to the acquisition of L&Q Estates in the prior year.

**27. Lease commitments****Maturity analysis – contractual undiscounted cash flows**

All lessee arrangements have been determined as constituting operating leases.

Where the Group is the lessee, the future aggregate minimum rentals payable under non-cancellable operating leases are as follows:

	At 30 September 2025 £'000	At 30 September 2024 £'000
In one year or less	754	757
Between one and five years	4,543	4,060
In five years or more	124	745
	<b>5,421</b>	<b>5,562</b>

# Notes to the consolidated financial statements continued

for the year ended 30 September 2025

## 27. Lease commitments continued

Where the Group is the lessor, the future aggregate minimum rentals receivable under non-cancellable operating leases are as follows:

	At 30 September 2025 £'000	At 30 September 2024 £'000
Land and buildings (including investment property)		
In one year or less	<b>4,510</b>	2,528
Between one and five years	<b>8,418</b>	5,998
In five years or more	<b>16,965</b>	4,769
	<b>29,893</b>	13,295

The above future rents receivable figure includes an element of variable income. This relates to leases for mineral extraction in the Farmcare business.

During the year, £712,000 (2024: £59,000) was earned as rental income in relation to this variable element.

The total future variable lease payments receivable in relation to the leases mentioned above are as follows:

	At 30 September 2025 £'000	At 30 September 2024 £'000
In one year or less	<b>442</b>	429
Between one and five years	<b>3,302</b>	705
In five years or more	<b>10,472</b>	—
	<b>14,216</b>	1,134

## 28. Related party transactions

### Key management personnel

The Directors of the Company who served during the year are considered to be key management personnel. The combined emoluments for the key management personnel (relating to the period they were a Director), based upon amounts included in the Group financial statements, are set out in note 8 on page 108.

The total compensation of key management personnel was £2,995,000 (2024: £2,779,000), which comprised short-term benefits and LTIPs of £2,861,000 (2024: £2,650,000) and post-employment benefits of £134,000 (2024: £129,000).

### Fees, other income and amounts due from joint ventures and associates

The following amounts are due from the Group's joint ventures and associates. These sums relate to loans provided to those entities and form part of the net investment in that entity.

	At 30 September 2025 £'000	At 30 September 2024 £'000
SUE Developments LP	<b>43,536</b>	43,536
Manchester New Square LP	<b>14,000</b>	14,000
Manydown Development Vehicle LLP	<b>14,919</b>	7,850
Wintringham Partners LLP	<b>74,168</b>	22,593
Altira Park JV LLP	<b>573</b>	739
Foxchurch LLP	<b>1,178</b>	1,102
Harley (Winchester) Limited	<b>4,181</b>	3,926
	<b>152,555</b>	93,746

Fees charged by the Group to SUE Developments LP during the year were £1,756,000 (2024: £1,594,000). Included in trade debtors at 30 September 2025 was £576,000 (2024: £478,000) in respect of these fees.

Fees charged to Wintringham Partners LLP during the year were £1,038,000 (2024: £940,100). Included in prepayments and accrued income at 30 September 2025 was £266,000 (2024: £233,000) and included in trade debtors at 30 September 2025 was £319,000 (2024: £287,000).

Fees charged to Manydown Development Vehicle LLP during the year were £1,225,000 (2024: £805,080). Included in trade debtors at 30 September 2025 was £142,000 (2024: £2,195,000).

Fees charged by the Group to Altira Park JV LLP during the year were £12,000 (2024: £80,000). Included in trade debtors at 30 September 2025 was £Nil (2024: £80,000) in respect of these fees.

## 28. Related party transactions continued

### Fees, other income and amounts due from joint ventures and associates continued

Loans advanced are interest free with the exceptions of:

- Manydown Development Vehicle LLP where interest is earned at SONIA plus 9.5 per cent;
- Wintringham LLP where interest is earned at 12.5 per cent on £1,852,000 (2024: £1,646,000) and 8.0 per cent on £21,774,000 (2024: £7,302,000); and
- Harley (Winchester) Limited where interest is earned at the base lending rate of HSBC Bank plc plus 2.5 per cent.

### Transactions with joint ventures and associates

On 30 September 2025, Urban&Civic GE Estates Limited sold a parcel of land to Wintringham Partners LLP, for a total consideration of £48,068,000, which represents the market value. This was settled via the issuing of further loan notes to Urban&Civic St Neots Limited.

On 22 August 2024, Urban&Civic Living BTR Limited, a newly incorporated subsidiary within the Group, acquired a parcel of land from Wintringham Partners LLP, for a total consideration of £13,545,000.

### Transactions with immediate and ultimate parent undertaking

The Group had a Development Management Agreement with the Wellcome Trust to provide Master Developer services for the Wellcome Genome Campus in Hinxton. During the year, the management of this project was transferred to another company owned by the Wellcome Trust and the subsidiary that was party to the Development Management Agreement was disposed of. The Group charged development management fees to the Wellcome Trust of £2,610,000 (2024: £3,544,000) and had trade debtors and other receivables balances at 30 September 2025 of £Nil (2024: £4,146,000) and £Nil (2024: £462,000) respectively.

On 6 August 2024, to fund the full acquisition of L&Q Estates, Urban&Civic plc issued 46,765,867 ordinary shares to Gower Place Investments Limited, valued at £3.293 per share, giving a total consideration value of £154,000,000.

## 29. Cash flow information

### Net debt reconciliation

	2024 £'000	Cash flows £'000	Rolled up interest £'000	Amortisation of issue and arrangement costs £'000	2025 £'000
Non-current loans and borrowings	173,375	41,577	15,162	425	<b>230,539</b>
Current loans and borrowings	—	—	—	—	—
<b>Total borrowings</b>	<b>173,375</b>	<b>41,577</b>	<b>15,162</b>	<b>425</b>	<b>230,539</b>
Cash and cash equivalents	(141,516)	34,623	—	—	<b>(106,893)</b>
<b>Net debt</b>	<b>31,859</b>	<b>76,200</b>	<b>15,162</b>	<b>425</b>	<b>123,646</b>

	2023 £'000	Cash flows £'000	Rolled up interest £'000	Amortisation of issue and arrangement costs £'000	2024 £'000
Non-current loans and borrowings	173,281	(12,890)	13,869	(885)	173,375
Current loans and borrowings	—	—	—	—	—
<b>Total borrowings</b>	<b>173,281</b>	<b>(12,890)</b>	<b>13,869</b>	<b>(885)</b>	<b>173,375</b>
Cash and cash equivalents	(100,574)	(40,942)	—	—	(141,516)
<b>Net debt</b>	<b>72,707</b>	<b>(53,832)</b>	<b>13,869</b>	<b>(885)</b>	<b>31,859</b>

## 30. Post-balance sheet events

On 23 October 2025, the Group purchased over 950 acres of land to the north of our existing Strategic Site holdings in St Neots for a total consideration of £11 million.

In the period from October to December 2025, the Group contracted on a further £28.4 million of sales (£24.5 million in respect of Strategic Sites and £3.9 million in relation to land promotion positions). The receipts in respect of these sales will be collected over the three year period to September 2028.

## 31. Ultimate parent undertaking and controlling party

The Company is a company limited by shares. The immediate parent company is Gower Place Investments Limited, a company incorporated in England and Wales. The ultimate parent undertaking of the Company is the Wellcome Trust, exercising control through its corporate trustee, The Wellcome Trust Limited.

The largest accounts which consolidate the results of the Company are those of Urban&Civic plc. These financial statements are not consolidated at a higher level, as they are measured at fair value through profit or loss in the financial statements of the immediate and ultimate parent undertaking.

Copies of the Wellcome Trust's annual report and financial statements are available from the Wellcome Trust's website ([www.wellcome.org/news-and-reports/reports](http://www.wellcome.org/news-and-reports/reports)) or from the Company Secretary.

# Company balance sheet

as at 30 September 2025

	Notes	30 September 2025 £'000	30 September 2024 £'000
<b>Fixed assets</b>			
Investments	3	721,600	721,829
		721,600	721,829
<b>Current assets</b>			
Debtors	4	229,943	243,561
Cash at bank and in hand		46	40
		229,989	243,601
<b>Creditors: amounts falling due within one year</b>	5	(68,028)	(89,529)
<b>Net current assets</b>		161,961	154,072
<b>Creditors: amounts falling due after more than one year</b>	5	(25,403)	817
<b>Net assets</b>		858,158	876,718
<b>Capital and reserves</b>			
Share capital	6	54,253	54,253
Share premium account		569,848	569,848
Capital redemption reserve		849	849
Merger reserve		97,025	97,025
Retained earnings		136,183	154,743
<b>Shareholder's funds</b>		858,158	876,718

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own profit and loss account in these financial statements. The Group consolidated financial statements include a loss after tax and gift aid payments for the year of £18,560,000 (2024: profit of £31,375,000) attributable to the Company. Within retained earnings, £34,150,000 (2024: £52,710,000) represents distributable reserves at 30 September 2025.

The financial statements were approved by the Board and authorised for issue on 19 December 2025 and were signed on its behalf by:



**Nigel Hugill**  
Director



**David Wood**  
Director

The notes on pages 128 to 133 form part of these parent company financial statements.

Registered in Scotland No. SC149799



# Company statement of changes in equity

Financial statements F

for the year ended 30 September 2025

	Share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Merger reserve £'000	Retained earnings £'000	Total £'000
<b>Balance at 30 September 2023</b>	44,900	425,201	849	97,025	123,368	691,343
Shares issued	9,353	144,647	—	—	—	154,000
Total comprehensive income for the year	—	—	—	—	31,375	31,375
<b>Balance at 30 September 2024</b>	54,253	569,848	849	97,025	154,743	876,718
Total comprehensive loss for the year	—	—	—	—	(718)	(718)
Gift aid paid	—	—	—	—	(17,842)	(17,842)
<b>Balance at 30 September 2025</b>	<b>54,253</b>	<b>569,848</b>	<b>849</b>	<b>97,025</b>	<b>136,183</b>	<b>858,158</b>

# Notes to the Company financial statements

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for the year ended 30 September 2025

## 1. Accounting policies

### Accounting convention

The financial statements of the Company have been prepared under FRS 102 and the historical cost convention and in accordance with the Companies Act 2006.

The Company has taken the following exemptions as permitted by FRS 102:

- no cash flow statement is presented. A consolidated cash flow statement is presented on page 99 of the Group financial statements;
- certain financial instruments disclosures are omitted as equivalent disclosures have been provided in respect of the Group as a whole; and
- related party transaction disclosures with wholly owned members of the Group.

### Investments

The investments in subsidiaries are included in the Company's balance sheet at cost less provision for impairment.

Where the Company has a legal obligation to a third party in relation to the losses of an associate, the Company fully provides for its share and the charge is recognised in the profit and loss account of the Company.

### Financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

### Trade and other debtors

Trade and other debtors are initially recognised at fair value and subsequently at amortised cost or their recoverable amount. Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable. The amount of such a provision is the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade debtors, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses. On confirmation that the trade debtor will not be collectable the gross carrying value of the asset is written off against the associated provision.

### Trade and other payables

Financial liabilities including trade creditors, other creditors, accruals and amounts due to Group undertakings are originally recorded at fair value and subsequently stated at amortised cost.

### Borrowings

Interest bearing loans are initially recorded at fair value, net of any directly attributable issue costs, and subsequently recognised at amortised cost.

### Borrowing costs

Finance and other costs incurred in respect of obtaining borrowings are accounted for on an accruals basis using the effective interest method and amortised to profit or loss over the term of the associated borrowings.

## 2. Directors' and auditor's remuneration

Directors' remuneration is disclosed in the Remuneration Committee report in the governance section. Details of the remuneration paid to the Company's auditor, BDO LLP, for audit and non-audit services provided are given in note 5 to the Group financial statements on page 107.

There are no employees other than the Directors who are remunerated by a fellow Group company. The Directors are considered to be the Company's key management personnel.

**3. Investments**

	£'000
<b>Cost</b>	
At 1 October 2024	845,127
Additions	—
<b>At 30 September 2025</b>	<b>845,127</b>
<b>Amounts impaired</b>	
At 1 October 2024	123,298
Provisions for impairment	229
<b>At 30 September 2025</b>	<b>123,527</b>
<b>Net book value</b>	
<b>At 30 September 2025</b>	<b>721,600</b>
At 30 September 2024	721,829

A complete list of the Company's subsidiaries is included in note 8 of these Company financial statements.

**4. Debtors**

	At 30 September 2025 £'000	At 30 September 2024 £'000
Amounts due from subsidiaries	<b>229,627</b>	243,559
Other debtors	—	2
Prepayments and accrued income	<b>316</b>	—
	<b>229,943</b>	243,561

Amounts due from subsidiaries are unsecured, non-interest bearing and repayable on demand.

**5. Creditors**

	At 30 September 2025 £'000	At 30 September 2024 £'000
Amounts due after more than one year:		
Bank loans and overdrafts	<b>25,403</b>	(817)
	<b>25,403</b>	(817)
Amounts due within one year:		
Bank loans and overdrafts	—	—
Trade creditors	<b>330</b>	15
Amounts due to subsidiaries	<b>66,397</b>	88,011
Other creditors	<b>169</b>	458
Accruals and deferred income	<b>1,132</b>	1,045
	<b>68,028</b>	89,529

The revolving credit facility is secured against specific property holdings. The balance on this facility was £26,000,000 at 30 September 2025 (30 September 2024: £Nil) and there were £597,000 (30 September 2024: £817,000) of unamortised loan arrangement costs.

# Notes to the Company financial statements continued

for the year ended 30 September 2025

## 6. Share capital

	At 30 September 2025 £'000	At 30 September 2024 £'000
<b>Issued and fully paid</b>	<b>54,253</b>	54,253
<b>Movements in ordinary share capital in issue</b>		
Ordinary shares	Number	Share capital £'000
At 1 October 2024	271,268,350	54,253
Shares issued	—	—
<b>At 30 September 2025</b>	<b>271,268,350</b>	<b>54,253</b>
		<b>569,848</b>

A description of the nature and purpose of the Company's other reserves is provided in note 22 to the Group financial statements.

The Company's merger reserve represents the excess over the nominal value of shares issued to acquire shares in a subsidiary undertaking when the conditions to qualify for merger relief have not been met.

At 30 September 2025, £34,150,000 (2024: £52,710,000) of the Company's retained earnings represents distributable reserves.

## 7. Contingent liabilities and guarantees

The parent company has given guarantees totalling £122,610,000 (2024: £93,392,000) as part of the Group's development obligations.

## 8. Subsidiary undertakings

At 30 September 2025 the subsidiaries and joint ventures held directly or indirectly by the Company were as follows:

Incorporated in the United Kingdom, unless otherwise indicated	Company/ partnership number	Proportion of voting rights and ordinary shares held	Nature of business
Alconbury Weald Estate Management Company Limited <sup>1,5</sup>	09950396	100%	Property management
Altira Park JV LLP <sup>1</sup>	OC386905	50%	Property development
AW Management Company (KP1C) Limited <sup>1,5</sup>	09950398	100%	Property management
AW Management Company (KP1R) Limited <sup>1,5</sup>	10289840	100%	Property management
Catesby Development Land Limited <sup>2</sup>	SC373759	100%	Property development
Catesby Estates (Developments) Limited <sup>2</sup>	SC305339	100%	Property development
Catesby Estates (Developments II) Limited <sup>2</sup>	SC258534	100%	Property development
Catesby Estates (Grange Road) Limited <sup>1</sup>	06113394	100%	Property development
Catesby Estates (Hawton) Limited <sup>1</sup>	04172739	100%	Property development
Catesby Estates (Newark) Limited <sup>1</sup>	07886101	100%	Property development
Catesby Estates plc <sup>3</sup>	03535469	100%	Property development
Catesby Estates Promotions Limited <sup>2</sup>	SC272763	100%	Property development
Catesby Land and Planning Limited <sup>2</sup>	SC275580	100%	Property development
Catesby Land Limited <sup>3</sup>	06113393	100%	Property development
Catesby Land Promotions Limited <sup>2</sup>	SC294835	100%	Property development
Catesby Promotions Limited <sup>2</sup>	SC309730	100%	Property development
Catesby Strategic Land Limited <sup>3</sup>	03231740	100%	Property development
Farmcare Trading Limited <sup>1</sup>	09152445	100%	Farming and agriculture
Foxchurch LLP <sup>3</sup>	OC440375	40%	Property development
Greyhound Inn Developments Limited <sup>3</sup>	10299844	100%	Property development
Harley (Winchester) Limited <sup>1</sup>	06455448	75%	Property development
Houlton Commercial Management Company Limited <sup>4</sup>	10661595	50%	Property management
Houlton Community Management Company Limited <sup>4</sup>	10661589	50%	Property management
III Acre Site Management Company Limited <sup>1,6</sup>	06625717	100%	Property management
Manchester New Square (General Partner) Limited <sup>1</sup>	11082473	50%	Property development
Manchester New Square Limited Partnership <sup>1</sup>	LP018963	50%	Property development
Manchester New Square Nominee Limited <sup>1</sup>	11185195	50%	Holding company
Manhattan Gate Management Company Limited <sup>1</sup>	05778633	100%	Property management
Manydown Development Vehicle LLP <sup>1</sup>	OC428480	50%	Property development
Newark Commercial Limited <sup>1</sup>	04172735	100%	Property development
Portobello Developments 2002 Limited <sup>1,5</sup>	04342720	100%	Property development
Priors Hall Park Management Company <sup>1,5</sup>	07301734	100%	Property management
Redlawn Land Limited <sup>1</sup>	02728184	100%	Property development
SUE Developments LP <sup>4</sup>	LP016009	50%	Property development
SUE GP LLP <sup>4</sup>	OC392673	50%	Property development
SUE GP Nominee Limited <sup>4</sup>	09000390	50%	Holding company
T.H (Development Partnership) General Partner Limited <sup>1</sup>	05701869	100%	Holding company
Todd's Nursery Limited <sup>1</sup>	10280088	100%	Tree nursery
Terrace Hill (Herne Bay) Limited <sup>1</sup>	07547013	100%	Property development
Urban&Civic (Bradford) Limited <sup>1,5</sup>	03103400	100%	Property development
Urban&Civic (Management) Limited <sup>2</sup>	SC149767	100%	Management and administration
Urban&Civic (Manchester New Square) Limited <sup>1</sup>	10820409	100%	Property development
Urban&Civic (Secretaries) Limited <sup>2</sup>	SC154216	100%	Administration
Urban&Civic Alconbury Limited <sup>1</sup>	08983360	100%	Property investment and development
Urban&Civic Armadale No.1 Limited <sup>2,6</sup>	SC383417	100%	Property development
Urban&Civic Baldock North Limited <sup>1</sup>	13677501	100%	Property development
Urban&Civic Bridgend Limited <sup>1</sup>	04907319	100%	Property development

# Notes to the Company financial statements continued

for the year ended 30 September 2025

## 8. Subsidiary undertakings continued

Incorporated in the United Kingdom, unless otherwise indicated	Company/ partnership number	Proportion of voting rights and ordinary shares held	Nature of business
Urban&Civic Buckingham Limited <sup>1</sup>	11210674	100%	Property development
Urban&Civic Central Funding Limited <sup>1</sup>	03781502	100%	Holding company
Urban&Civic Central Scotland Limited <sup>2,5</sup>	SC260481	100%	Property development
Urban&Civic Corby Limited <sup>1</sup>	10990162	100%	Property development
Urban&Civic Developments Limited <sup>1</sup>	02693490	100%	Property development
Urban&Civic Elstow Limited <sup>1,5</sup>	04332152	100%	Property development
Urban&Civic Estates Land Limited <sup>1</sup>	11800258	100%	Property development
Urban&Civic Estates Limited <sup>1</sup>	15667212	100%	Holding company
Urban&Civic Estates Projects Limited <sup>1</sup>	04332147	100%	Property development
Urban&Civic Feethams Limited <sup>1,5</sup>	08241668	100%	Property investment and development
Urban&Civic Foodstores Company Limited <sup>1,5</sup>	07812710	100%	Holding company
Urban&Civic Galashiels No. 2 Limited <sup>1,5</sup>	05647842	100%	Property development
Urban&Civic GE Estates Limited <sup>1</sup>	03035968	100%	Property development
Urban&Civic GE Land Limited <sup>1</sup>	00571817	100%	Property development
Urban&Civic GENR Limited <sup>1,5</sup>	05654493	100%	Property development
Urban&Civic Group Limited <sup>1</sup>	03047676	100%	Holding company
Urban&Civic Holdings Limited <sup>1</sup>	14373341	100%	Holding company
Urban&Civic Homes Limited <sup>1</sup>	03860738	100%	Property development
Urban&Civic Howick Place Investments Limited <sup>1</sup>	06019605	100%	Holding company
Urban&Civic Huntingdon Limited <sup>1</sup>	15854532	100%	Property development
Urban&Civic Investments Limited <sup>1</sup>	03827073	100%	Holding company
Urban&Civic JJGC Limited <sup>1</sup>	01267412	100%	Property development
Urban&Civic Jobs and Skills Limited <sup>1,6</sup>	11656133	100%	Property development
Urban&Civic K L Limited <sup>1</sup>	13644035	100%	Property development
Urban&Civic Living BTR Limited <sup>1</sup>	15763883	100%	Property development
Urban&Civic Living BTR Operations Limited <sup>1</sup>	15933161	100%	Property development
Urban&Civic Living BTR Waterbeach Limited <sup>1</sup>	16636029	100%	Property development
Urban&Civic Living BTR Waterbeach Operations Limited <sup>1</sup>	16654050	100%	Property development
Urban&Civic Longstanton Limited <sup>1</sup>	03538959	100%	Property development
Urban&Civic Llanwern Limited <sup>1</sup>	04469056	100%	Property development
Urban&Civic Manydown Limited <sup>1</sup>	12154336	100%	Property development
Urban&Civic Middlebeck Limited <sup>1</sup>	04172759	100%	Property development
Urban&Civic Middlehaven Limited <sup>1,5</sup>	05000020	100%	Holding company and property development
Urban&Civic Middlehaven Properties Limited <sup>1</sup>	05092362	100%	Property development
Urban&Civic Miscellaneous Properties Limited <sup>1,5</sup>	05283711	100%	Property development
Urban&Civic North East Limited <sup>1,5</sup>	03125799	100%	Holding company and property development
Urban&Civic Northam Limited <sup>1,5</sup>	09079816	100%	Property development
Urban&Civic Princess Street Limited <sup>1</sup>	05000023	100%	Property development
Urban&Civic Projects Limited <sup>1</sup>	02664039	100%	Project co-ordination and management services
Urban&Civic Property Developments Limited <sup>1,5</sup>	08257395	100%	Property development
Urban&Civic Property Developments No. 1 Limited <sup>1,5</sup>	05993086	100%	Property development
Urban&Civic Property Investments No. 4 Limited <sup>1,5</sup>	05284831	100%	Holding company
Urban&Civic Resolution Limited <sup>1</sup>	05177378	100%	Property development
Urban&Civic Rugby (Member) Limited <sup>1</sup>	08958574	100%	Property development
Urban&Civic Rugby Limited <sup>1</sup>	08958580	100%	Property development
Urban&Civic Sandy Limited <sup>1</sup>	11526026	100%	Property development
Urban&Civic St Neots Limited <sup>1</sup>	10717731	100%	Property development
Urban&Civic St Neots East Limited <sup>1</sup>	16099858	100%	Property development
Urban&Civic Stokesley Limited <sup>1</sup>	08300440	100%	Property development

## 8. Subsidiary undertakings continued

Incorporated in the United Kingdom, unless otherwise indicated	Company/ partnership number	Proportion of voting rights and ordinary shares held	Nature of business
Urban&Civic Tyttenhanger Limited <sup>1</sup>	11701516	100%	Property development
Urban&Civic UK Limited <sup>1,6</sup>	07014292	100%	Management and administration
Urban&Civic Victoria Street Limited <sup>1,6</sup>	05986544	100%	Property development
Urban&Civic Waterbeach Limited <sup>1</sup>	09123307	100%	Property investment and development
Urban&Civic Westview Investments Limited <sup>1</sup>	02902264	100%	Holding company and property development
Waterbeach Estate Management Company Limited <sup>1,5</sup>	13707519	100%	Property management
West Longstanton Limited <sup>1,5</sup>	04735640	100%	Property development
Wintringham Management Company (KP1R) Limited <sup>1</sup>	12577578	50%	Property management
Wintringham Management Company Limited <sup>1</sup>	12572452	50%	Property management
Wintringham Partners LLP <sup>1</sup>	OC416771	50%	Property development
Wixams First Limited <sup>1</sup>	04404542	100%	Property development
Wixams NEA Management Company Limited <sup>1</sup>	11238848	100%	Property development

1. Registered address: 50 New Bond Street, London W1S 1BJ.

2. Registered address: 115 George Street, Edinburgh EH2 4JN.

3. Registered address: Orchard House, Papple Close, Houlton, Rugby CV23 1EW.

4. Registered address: 80 Fenchurch Street, London EC3M 4AE.

5. These companies are claiming an exemption from audit under sections 479A–479C of the Companies Act 2006.

6. Process to strike off commenced subsequent to 30 September 2025 but before the approval of the Annual Report and Accounts.

## Glossary of terms

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Absolute carbon footprint	Absolute greenhouse gas emissions comprising Scope 1 (direct emissions from fuel consumption by U&C owned or controlled sources), Scope 2 (indirect emissions from the generation of electricity purchased by U&C) and Scope 3 (indirect emissions that occur in the U&C value chain from sources not owned or controlled by the Company) as defined by the Greenhouse Gas Protocol
BAU	Business as usual
BNG	Biodiversity Net Gain
Build to Rent (BtR)	A distinct asset class within the private rented sector, designed specifically for renting rather than for sale
Business segment	A component of a business that generates its own revenues and is reviewed separately from other parts of the business by the Board
Carbon scopes	Classification of an organisation's greenhouse gas emissions by the Greenhouse Gas Protocol
Catesby/Catesby Estates plc	Catesby Estates plc and subsidiaries and joint ventures
CCS	Considerate Constructors Scheme
Commercial Development Committee (CDC)	A Management Committee that oversees the delivery of commercial projects
Commercial	One of the Group's business segments that comprises farming operations and a small number of bespoke city centre developments targeting de-risked shorter-term returns
Community Infrastructure Levy (CIL)	A charge imposed by local authorities in England and Wales on most new developments to fund infrastructure costs
Company	Urban&Civic plc
Core+ investors	Core plus investors pursue an investment strategy that combines stable, lower risk "core" assets with higher risk, higher return "plus" assets to enhance overall returns
Development Management Agreement (DMA)	A contract to bring together the expertise of development managers with the financial resources of others who wish to bring forward the development of a site
Devolution Priority Programme (DPP)	A UK Government initiative to accelerate the establishment of Mayoral Strategic Authorities in six English regions: Cumbria, Cheshire and Warrington, Greater Essex, Hampshire and the Solent, Norfolk and Suffolk, and Sussex and Brighton
DLUHC	Department for Levelling Up, Housing and Communities
EC Reference Rate	European Commission Reference Rate
EDI or ED&I	Equality, diversity and inclusion
Employee Advisory Group (EAG)	A representative body made up of non-Board or non-EMC employees, which gathers employee opinion, discusses significant workforce matters and reports to the EMC and the Board on such matters
End Point Detection and Response (EDR)	Cyber security solution that responds to cyber threats by detecting and blocking suspicious cyber activities
Environmental, social and corporate governance (ESG)	The three central factors in measuring the sustainability and societal impact of investment
EPRA	European Public Real Estate Association
EPRA NAV gearing	Borrowings less cash and cash equivalents as a proportion of EPRA net asset value (a non-standard metric)
EPRA net asset value (EPRA NAV)	Net assets attributable to equity shareholders of the Company, adjusted for the revaluation surpluses on trading properties and freehold land and buildings, and adding back any associated deferred taxation liability revaluation surpluses. This is now a non-standard metric (i.e. it is no longer recognised by EPRA)
EPRA net tangible assets (EPRA NTA)	EPRA net asset value adjusted to include deferred tax on property valuations and capital allowances
EPRA NTA adjusted	EPRA NTA adjusted for share capital subscribed by, and gift aid paid to, the Wellcome Trust
EPRA NTA annual return	The annual return on opening EPRA NTA, adjusting for share capital subscribed by, and gift aid paid to, the Wellcome Trust
ESG	Environmental, social and governance
ESOS	Energy Savings Opportunity Scheme

Estimated rental value (ERV)	Open market rental value that could reasonably be expected to be obtained for a new letting or rent review at a particular point in time
Executive Management Committee (EMC)	A Management Committee that oversees the implementation of Board strategy and policies
Fair value	The price that would be required to sell an asset or paid to transfer a liability in an orderly transaction between market participants at a measurable date (i.e. an exit price)
Farmcare	A large lowland farming organisation in the United Kingdom, transferred into the Group by the Wellcome Trust, with around 8,000 acres under our stewardship. Farmcare is run by a Management Committee that oversees farming operations
FRC	Financial Reporting Council
FRS 102	Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'
FY	Financial year
Gearing	Borrowings, gross or net of cash and cash equivalents, as a proportion of net asset value
Group	Urban&Civic plc and its subsidiaries and joint ventures
Gross development value (GDV)	Sales value once construction is complete
Homes England	Government's housing and regeneration, formerly known as the Homes and Communities Agency (HCA)
HVO	Hydrotreated Vegetable Oil
IFRS	International Financial Reporting Standards
Initial yield	Annualised net rent as a proportion of property value
ISA	International Standards on Auditing
Joint venture boards	The boards of the managers of the joint ventures
Key performance indicators (KPIs)	Significant areas of Group operations that have been identified by the Board as capable of measurement and are used to evaluate Group performance
Kudos	An online way to acknowledge great work in support of our Company values with the aim of fostering a culture of appreciation and encouragement within U&C
Large site discount/wholesale discount/immaturity discount	Represents the difference between the unserviced land values ascribed by CBRE Strategic Site valuations (which take into account site scale and build-out duration among other matters) and the current retail prices being achieved on smaller parcel sales. It is effectively a store of future value to be realised
Local Enterprise Partnership (LEP)	Partnerships between local authorities and businesses
Licences	Agreements entered into with housebuilders, which typically comprise a fixed element (the minimums) due to the Group upon reaching unconditional exchange and a variable element (the overage) which is dependent on the final selling price of the house
Loan to value (LTV)	Loan as a proportion of value of the underlying loan security
Long Term Incentive Plan (LTIP)	The Group's LTIP is awarded to certain Directors and employees. The structure of the LTIP is described in the Remuneration Committee section under Governance
Look-through basis	Group and U&C share of joint venture balances
Look-through gearing	Group and U&C share of joint venture borrowings, gross or net of cash and cash equivalents, as a proportion of net asset value
L&Q Estates or L&Q Estates Group	A group of subsidiaries and joint ventures, acquired from L&Q HT on 6 August 2024, that specialises in master development and land promotion activities
L&Q or L&Q Group or L&Q HT	London & Quadrant Housing Trust, a housing association and developer
MHCLG	Ministry of Housing, Communities and Local Government
Minimums	Contractual right to receive a minimum plot value in respect of a minimum number of plots each year. These minimums are payable on a look-back basis if minimum sales are not achieved
New Towns Taskforce	Independent expert advisory panel to support the Government to decide the next generation of New Towns

## Glossary of terms continued

Net asset value (NAV)	Value of the Group's balance sheet attributable to the owners of the Company
Net gearing	Borrowings less cash and cash equivalents, as a proportion of net asset value
Net zero	When the amount of greenhouse gases released into the atmosphere has been significantly reduced (90 per cent) and is no more than the amount removed
New Situations Committee (NSC)	A Management Committee that oversees the Group's new or pipeline Strategic Sites
NPPF	National Planning Policy Framework, which sets out the Government's planning policies for England
Office for Budget Responsibility (OBR)	Non-departmental public body funded by the UK Treasury that provides independent economic forecasts and analysis of public finances
Office for National Statistics (ONS)	The UK's largest independent producer of official statistics
Overage	Variable consideration which applies an agreed percentage to the house sales price and then nets off any minimum already paid. No overage is payable where minimums are not achieved
Planning performance agreement (PPA)	A project management tool which the local planning authorities and applicants can use to agree timescales, actions and resources for handling particular applications
Private rented sector (PRS)	A sector of the real estate market where residential accommodation is privately owned and rented out as housing, usually by an individual landlord, but potentially by housing organisations
Resolution to grant (planning consent)	Where a Local Authority Planning Committee resolves to grant planning permission subject to the completion of a planning agreement (such as a section 106 agreement)
RFAS	Renewable Fuels Assurance Scheme
RIDDOR	Reporting of Injuries, Diseases and Dangerous Occurrences
ROCE	Return on capital employed
SBTi	Science Based Targets initiative
SDG	United Nations Sustainable Development Goals
SECR	Streamlined Energy and Carbon Reporting
Section 106 agreement	Planning obligations under section 106 of the Town and Country Planning Act. These obligations focus on mitigating site specific impacts of development and include, by way of example, developer contributions to schools and/or highways
Security Information and Event Management (SIEM)	Cyber security solution which helps detect, analyse, prevent and respond to cyber threats
SME	Small and medium-sized enterprises (in this instance referencing small scale and regional housebuilders)
Strategic Development Committee (SDC)	A Management Committee that oversees the Group's Strategic Sites
Strategic Marketing Committee (SMC) or Management Committee	A Management Committee that oversees the Group communications (internal, external and site wide)
Senior Strategy Group (SSG)	A Management Committee that oversees Group strategy
Subcommittees or Management Committee	Catesby, CDC, NSC, SDC, SHC, SMC and SSG
Sustainability and Health & Safety Committee (SHC)	A Board Committee that oversees the philosophy, strategy, policy and delivery roadmap in regard to sustainability and health and safety
TCFD	Taskforce on Climate-related Financial Disclosures
TNFD	Taskforce on Nature-related Financial Disclosures
Todd's Management Committee (TMC)	A Management Committee that oversees the operations of Todd's Nursery Limited
Todd's Nursery Limited (Todd's)	A subsidiary company that specialises in the supply of mature trees, shrubs and hedging plants, which was acquired on 17 June 2025
UKPN	UK Power Networks, electricity distributor in the UK
U&C share	Balances comprising 100 per cent of the Group and the Group's percentage share of joint ventures
Urban&Civic plc	Parent company of the Group

# Shareholder information

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## Key contacts and advisers

### Registered office

115 George Street  
Edinburgh EH2 4JN  
Registered number: SC149799

### Principal place of business

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David Wood

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### Independent valuers

#### CBRE Limited

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Both the printer and the paper mill are registered to ISO 14001.



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