

# Halifax Share Dealing Limited

## Annual Report and Financial Statements 2025

Member of Lloyds Banking Group

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## **COMPANY INFORMATION**

### **Board of Directors**

C. Barua  
D. J. Brumpton  
W. L. D. Chalmers  
K. A. Cooper  
M. H. Cuhls  
P. G. McNamara  
C. J. G. Moulder  
S. T. Nyahasha  
G. E. Schumacher  
M. H. Trussell

### **Company Secretary**

K. V. Raman

### **Independent Auditor**

Deloitte LLP  
1 New Street Square  
London  
EC4A 3HQ

### **Registered office**

Trinity Road  
Halifax  
West Yorkshire  
HX1 2RG  
United Kingdom

### **Company Registration number**

03195646

## STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

The directors present their strategic report for Halifax Share Dealing Limited (the “Company”) for the year ended 31 December 2025.

The Company is a subsidiary of Embark Group Limited (“EGL”) and contributes to the results of the Insurance, Pensions and Investments (“IP&I”) Division of Lloyds Banking Group (“LBG”).

### Business Overview

There was no change to the principal activities of the Company; during the year the Company was primarily engaged in the business of execution only stockbroking.

The Company provides a service for retail customers to buy and sell on a self-directed, non-advised basis, securities of companies listed on the London Stock Exchange, together with funds, bonds and gilts. Additionally, customers can trade securities listed on international exchanges, covering both US and European markets. These services are available through online, mobile and telephony channels.

The Company is regulated by the Financial Conduct Authority (“FCA”).

### Review of the business

The Company delivered a strong financial performance in 2025, despite a backdrop of stabilising but still evolving economic conditions. Both the UK and US economies continued to recover following the volatility of recent years, with easing inflationary pressures and more stable interest rate environments contributing to improved investor sentiment. Equity markets in both regions saw solid performance, which supported increased customer engagement and higher trading activity throughout the year.

Revenue for the year was £97.8m (2024: £98.5m), with performance shaped by a different mix of income streams. Trading-related commission income grew following higher customer activity in both UK and international markets, supported by a 13% rise in daily average trades (7.9k vs 7.0k). However, this growth was offset by lower interest income (2025: £60.2m, 2024: £65.3m) due to changes in rate conditions and deposit behaviours compared with the prior year. Fee income remained stable year-on-year.

Operating expenses increased to £46.9m (2024: £38.1m), reflecting higher operating recharges from the wider Group and continued investment in systems, integration activity and development initiatives.

As a result, the Company reported operating profit of £43.5m and profit before tax of £48.4m, compared with £52.0m and £56.0m respectively in the prior year. Despite the year-on-year reduction, profitability remained robust, supported by strong customer activity levels and disciplined cost management. A dividend of £10m (2024: £10m) was paid to the parent during the year.

The balance sheet strengthened further, with net assets increasing to £119.7m, up from £93.4m in 2024, primarily due to retained profits. Liquidity remained strong, with cash and short-term investments totalling £124.8m (2024: £99.1m), and the Company continued to exceed all internal and regulatory capital requirements under the Investment Firm Prudential Regime (“IFPR”), surplus regulatory capital in 2025, £95.3m (2024: £71.5m). Client money balances increased significantly to £1.53bn (2024: £1.26bn), driven by higher customer deposits and market engagement.

### Key performance indicators (“KPIs”)

Although the Company’s income statement will always be the principal indicator of performance, the following KPIs are viewed as key drivers of performance:

	2025	2024	YoY
Daily average trades (k):	7.9	7.0	13%
Client cash balances (£m)	1,525	1,261	21%

As at 31 December 2025 net assets were £119.7m (2024: £93.4m).

## STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2025 (Continued)

As at 31 December 2025 the Company is classified as a Non-Small & Non-Interconnected (“Non-SNI”) MIFIDPRU Investment Firm that is not subject to extended remuneration, governance committee and investment policy disclosure rules. The Company has an ongoing review process in place to monitor the larger non-SNI threshold and is currently below it. The larger non-SNI criteria are:

- On and off-balance sheet total above £100m (average over the last 4 years), with a trading book above £150m and derivatives book above £100m.
- On and off-balance sheet total above £300m (average over the last 4 years).

The Company undertakes activities within the scope of the UK Markets in Financial Instruments Directive (“MiFID”) and is therefore subject to the prudential requirements of the IFPR contained in the FCA’s MIFIDPRU Handbook. The Company is required to publish disclosures in accordance with the provisions outlined in Chapter 8 and a copy of these is available on the Company’s website. The Company continues to meet the thresholds to be classified as a large Client Assets Sourcebook (“CASS”) firm and significant Senior Management Arrangements, Systems and Controls firm (“SYSC”).

### Future developments

The Company will continue to improve its customer propositions and services, particularly to address emerging business opportunities. This includes enhancing digital platforms, expanding product offerings, and leveraging data analytics to better understand and meet customer needs.

### Principal risks and uncertainties

The key risks and uncertainties faced by the Company are managed under a framework established for LBG. Within this framework, risks are identified, measured, and managed to achieve a balance between risk and reward which is acceptable to the Company.

A focus on aligning the taking of risk with the achievement of business objectives means that control systems are designed to manage, rather than eliminate risk and can provide reasonable – and not absolute – assurance against material loss.

#### **(a) Operational Risk**

The framework deals for the most part with operational risk. It involves a wide range of controls which are the subject of continuous assessment and monitoring, including measures aimed at countering the risks from fraud.

One of the most important operational risks is associated with the Company’s IT configuration. The effective management of this risk includes the existence of a comprehensive and well-planned back-up arrangement in the event of major systems failure, including the use of alternative sites to ensure business continuity and minimal disruption to customer service. These arrangements are provided by LBG, and are subject to regular review, testing and development.

Operational resilience is constantly monitored. Transactional activity is almost wholly online, with most transactions achieved by straight through processing. There is robust oversight of third-party suppliers and in addition our market counterparties are regulated by the FCA and hence are required to hold adequate capital to protect against failure.

As the Company is regulated by the FCA and under the scope of the CASS rules, this includes the risk of failure to adequately protect clients’ assets. The Company manages these risks through documented operational processes and controls, and strong governance and oversight from Risk, CASS and other relevant committees.

## STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2025 (Continued)

### **(b) Market Risk**

As an execution only stockbroker, the Company recognises the risks associated with stock market volatility which can result in trading volume fluctuations and associated profit impacts. There are many factors which can trigger sudden and substantial movements in equity and debt securities, including major world events. Although extreme price movements of this nature are rare, it is important that the Company is prepared and able to react, including the capability to respond to increased levels of investor activity. The Company's well-established online and telephony capabilities are naturally suited to handle surges in activity of this kind. In some instances, certain stocks may be suspended and in exceptional circumstances the market itself may be closed temporarily. Even within a more normal market, price volatility is a common occurrence, and the Company has appropriate controls in place to deal with these events.

### **(c) Credit, interest and exchange rate risk**

Exposure to credit, interest rate and foreign currency risk arises in the normal course of the Company's business. Management employs appropriate policies to manage these risks. Details of their risk management are included within the notes to the financial statements.

### **Section 172(1) Statement**

This section is our Section 172(1) statement for the purposes of the Companies Act 2006 (the Act), describing how the directors have had regard to the matters set out in section 172(1) (a) to (f) of the Act when performing their duty to promote the success of the Company under section 172.

Further detail on stakeholder interaction is contained within the directors' Report on pages 8 to 10. The directors remain mindful in all their deliberations of the long-term consequences of their decisions, as well as the importance of Scottish Widows maintaining a reputation for high standards of business conduct and the Board engaging with, and taking account of the views of, its key stakeholders, including customers, shareholders, colleagues, regulators and the government, suppliers, communities and the environment.

As a subsidiary of LBG, Halifax Share Dealing Limited follows many of the LBG processes and practices, which are referred to in this statement where relevant.

The three key Board decisions outlined in this section (Customer-focused strategy, Consumer Duty and Operational resilience) illustrate how the Board is engaged in key decisions.

### **Decision 1 - customer focused strategy**

#### Board Considerations:

The Group's customer-centric approach underpins its strategic ambitions. The Board remains committed to understanding and addressing customer needs, ensuring these priorities are central to decision-making.

#### Board Initiatives:

- In July, the Board reviewed plans to build out the Scottish Widows product offering.

#### Future Focus:

The Board will continue to place customers at the heart of its decisions, focusing on how the Group can best support them and enhance their overall experience.

### **Decision 2 - Consumer Duty**

#### Board Considerations:

Throughout 2025, the Board has monitored the embedding of Consumer Duty requirements to deliver good customer outcomes for customers in line with the Group's customer-centric strategy.

#### Board Initiatives:

- Consumer Duty Management Information (MI) has significantly evolved over the past 12 months, enabling the creation of a comprehensive MI dashboard which supports regular deep dives into specific topics or themes.

## STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2025 (Continued)

### Section 172(1) Statement (Continued)

- In June 2025, the Board approved an assessment confirming that the Company is delivering good customer outcomes in line with Consumer Duty.

#### Future Focus:

The Board recognises that compliance with Consumer Duty will continue to embed. Progress updates will be provided in 2026, with regular customer engagement remaining a key priority.

### **Decision 3 - Operational Resilience**

#### Board Considerations:

The Board considers operational resilience and sound risk management to be fundamental for customers and to the strength of the Company and its long-term success.

#### Board Initiatives:

- July – the Board approved the bi-annual Operational Resilience Self-Assessment and to move to an annual Self-Assessment in line with the LBG process.
- October – a majority of the Independent Directors received a deep dive on Group Operational Resilience & Third-Party Risk Management to enable them to continue to provide effective challenge and assurance on operational resilience.

#### Future focus:

The Board will continue to monitor operational resilience capabilities in 2026 and will maintain focus on response, recovery and remediation plans until 2027.

### **Stakeholder Engagement**

The Board recognises the vital importance of engaging with all its stakeholders.

The Company's Board has a programme of engagement meetings with colleagues (Engagement Programme) within certain of its Board meeting programmes, as a way for non-executive directors to hear directly from colleagues and other experts with insight into key stakeholder considerations and gain insights beyond formal meetings.

The Engagement Programme was designed to help the directors better understand the important issues for our customers and colleagues, the role the Company plays in supporting them and how the Group is performing in this respect, helping to inform the directors' decision making.

A number of activities took place under the Engagement Programme, to provide Independent Non-executive Directors with first-hand insight, which included meetings with customer-facing colleagues and those taking part in diversity initiatives.

Examples of decision making by the Board which had particular stakeholder relevance can be found on pages 8 to 10.

### **Customers**

The Company's customer-centric approach means the Board has an ongoing commitment to understanding and addressing customer needs, which remains central to achieving the Company's strategic ambitions. This included a site visit to Halifax Share Dealing's operation including a demonstration of the customer service platform and call listening;

- Trustpilot scores – were tracked as a key measure for strengthening customer trust; and
- Consumer Duty – the Board received regular updates (including via the Risk Oversight Committee) on management's progress and how the Board's obligations were being met

## STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2025 (Continued)

### Section 172(1) Statement (Continued)

#### Shareholders

The Company is a wholly owned subsidiary of LBG (Shareholder).

The Shareholder seeks a financial return on its investment, delivered through dividends.

Any dividend paid during the year is disclosed in the Directors' Report.

As a wholly owned subsidiary, the Board ensures that the Company's strategy, priorities, processes, and practices are aligned, where appropriate, with those of its Shareholder, recognising the Shareholder's interests at all times.

Examples of Board engagement included:

- Shareholder director – one LBG director also serves as a non-executive director on the Company's Board; and
- Joint strategy session and Audit & Risk Forum – directors participated in a joint session with the Boards of LBG and of the Company's fellow LBG subsidiary, Lloyds Bank Corporate Markets plc.

#### Colleagues

The Company does not directly employ colleagues; they are employed by other LBG entities. However, the Board, both directly and through its People Committee, actively considers matters affecting colleagues that are relevant to the Company, particularly in fulfilling its responsibilities under the Social pillar of its ESG strategy. Examples of Board engagement included:

- Property – reviewing the impact on colleagues of changes to the Group's Edinburgh property estate;
- People metrics – assessing metrics across diversity, absence, and hybrid working; and
- Colleague survey – challenging management on the results of the 2025 colleague survey and cultural priorities.

#### Communities and the Environment

The Board is the ultimate authorisation body for matters which concern the operation of Scottish Widows' business and is responsible for approving the Scottish Widows Transition Plan and Insurance, Pensions and Investments' strategic response to ESG matters.

Further details are available in the Strategic Report of the 2025 Annual Report and Accounts on the Company's website.

#### Regulators and the government

The Company is regulated by the FCA.

The Company continually engages with regulators and other Government authorities (as part of the wider Scottish Widows Group) to ensure the Company supports and delivers in line with current and developing regulation and legislation. Examples of Board engagement included:

Regulatory agenda – directors maintained ongoing dialogue with regulators on various matters within the regulatory agenda as part of normal business activity.

#### Suppliers

The Company is part of LBG and has entered into strategic partnerships for important aspects of its operations and customer service provision.

As well as external partners, the Company relies on intra-group supplier arrangements for certain services.

**STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2025 (Continued)**

**Section 172(1) Statement (Continued)**

The Board delegates to management the primary responsibility of overseeing external supplier relationships. Examples of Board engagement included:

- Supplier performance – the Board oversees management’s effectiveness in managing supplier performance and relationships, including third-party customer servicing arrangements;
- The LBG Sourcing and Supply Chain Management Policy – and ensuring this was applied in a manner appropriate for the Company, while ensuring that significant supplier contracts received Board approval; and
- Supplier compliance – suppliers must comply with the LBG Supplier Code of Responsibility, available on the LBG website.

**Modern slavery**

The Responsible Business Committee of the Board of LBG, as part of its oversight of its performance (including that of the Company) as a responsible business, governs the approach to human rights.

LBGs Group’s Human Rights Position Statement can be found on the LBG website.

The Company’s day-to-day management of modern slavery and human rights is supported and coordinated by the LBG Human Rights Manager, who is part of the LBG Sustainable Business function, and is guided by a cross divisional working group, the Modern Slavery and Human Rights Working Group.

The Insurance, Pensions and Investments Executive Committee (“IP&I ExCo”) governs (and approves) this Statement as it relates to the Company. The statement is published on the Scottish Widows website.

**Diversity**

In line with LBG strategy and activity to maximise the potential of people, its goal is to ensure inclusion is at the heart of everything it does.

Further details of LBG diversity targets are set out in its Annual Report and Accounts available on its website.

On behalf of the Board of Directors



S T Nyahaha  
Director  
19 March 2026

## DIRECTORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

The directors present their annual report and audited financial statements for Halifax Share Dealing Limited for the year ended 31 December 2025. The Strategic Report includes considerations of principal risks and uncertainties, future developments, and employee engagement disclosures.

### Going Concern

The directors have evaluated the Company's prospects, including its financial resources. Profits have continued to bolster the Company's capital and liquidity positions, both of which exceed internal and regulatory requirements. In setting regulatory limits, capital and liquidity stress testing was conducted, considering the impact of extreme scenarios to determine the appropriate levels to maintain. As of the final approval of these financial statements, 2026 revenues remain robust, and looking ahead, the Company is well-positioned to further strengthen its capital and liquidity positions.

Operational resilience remains strong, with business continuity plans in place, ensuring that most colleagues can work from home if necessary. The Company's core operating platform and other IT systems have continued to perform well.

The directors are confident that the Company has adequate resources to continue its operations for the foreseeable future, being at least 12 months from the date of this report. Therefore, they continue to adopt the going concern basis in preparing the annual report and financial statements.

### Post Balance Sheet Events

There are no adjusting post balance sheet events.

### Dividends

A dividend of £10m was declared and paid during the financial year (2024: £10m). This represented a dividend per share of £0.6667 (2024: £0.6667).

### Political and Charitable Donations

No political donations were made during the year (2024: nil). No charitable donations were made during the year (2024: nil).

### Directors

The names of the current Directors are listed on page 1. Changes in Directorships during the year and since the end of the year are as follows:

D. J. Brumpton (Appointed 02/02/2026)  
D. L. Davis (Resigned 18/03/2025)  
J. K. Harris (Resigned 04/06/2025)  
M. H. Trussell (Appointed 07/07/2025)  
J. S. Wheway (Resigned 31/10/2025)

Particulars of the Directors' emoluments are set out in note 14.

## DIRECTORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2025 (Continued)

### Directors' indemnities

LBG has granted to the Directors of the Company a deed of indemnity which constitutes 'qualifying third party indemnity provisions' for the purposes of the Companies Act 2006. The deed was in force during the whole of the financial year and at the date of approval of the financial statements or from the date of appointment in respect of any Director who joined the board of the Company during the financial year. Directors no longer in office but who served on the Board of the Company at any time in the financial year had the benefit of this deed of indemnity during that period of service. The Deed for existing Directors is available for inspection at the registered office of LBG. In addition, the Group has in place appropriate Directors and Officers Liability Insurance cover which was in place throughout the financial year.

### Workforce

The colleagues in the Company are employed by LBG. Although the Company does not employ them directly, the Company where feasible, uses regular communication to keep them informed regarding the Company's progress and plans for the future.

LBG is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. LBG gives full and fair consideration to applications for employment from disabled persons, having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by LBG. If employees become disabled LBG continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

LBG systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, so that their views can be considered when making decisions that are likely to affect their interests. Colleagues are encouraged to be involved in LBG's performance through participation in an incentive scheme and various share ownership schemes provided by LBG.

The Board wishes to express its appreciation to all colleagues for their continued hard work.

### Suppliers

Supplier Management is delivered to the Company through an arrangement with LBG. As LBG is a signatory to the Prompt Payment Code, they want to comply with its principles by paying suppliers within agreed terms and ensuring we provide guidance on our payment procedures. The Small Business Enterprise and Employment Act 2015 means LBG reports publicly its supplier invoice payment practices and performance.

The Company's policy is to agree terms of payment with suppliers and these normally provide for settlement within 30 days after the date of the invoice, except where other arrangements have been negotiated. In conjunction with LBG, it is the Company's policy to abide by the agreed terms of payment, provided the supplier performs according to the terms of the contract.

Due to the arrangement between LBG and the Company, the Company owed no amounts directly to trade creditors as at 31 December 2025 (2024: nil).

### Environment

The Company has taken an exemption from Streamlined Energy and Carbon Reporting (SECR), in its own Directors' Report as it is included within the group SECR report given in the LBG 2025 Annual Report and Accounts, available on the LBG website.

### Risk Management Objectives

The Company has a requirement to disclose its financial risk management objectives in accordance with International Financial Reporting Standards ("IFRS"), IFRS 7, Financial Instruments: Disclosures. This can be found within note 17 of the notes to the financial statements.

## DIRECTORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2025 (Continued)

### Directors' Responsibilities Statement

The directors are responsible for preparing the Directors' and Strategic Reports and 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 have prepared the company's financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006. 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 company and of the profit or loss of the company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements comply with international accounting standards in conformity with the requirements of the Companies Act 2006, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

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

### Directors' confirmations

In the case of each director in office at the date the Director's Report is approved:

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

### Independent Auditor

Deloitte LLP have expressed their willingness to continue in office as auditors and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Directors and signed on its behalf by:



S.T. Nyahasha  
Director  
19 March 2026

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HALIFAX SHARE DEALING LIMITED

### Report on the audit of the financial statements

#### Opinion

In our opinion the financial statements of Halifax Share Dealing Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom adopted international accounting standards and IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity;
- the cash flow statement;
- the related notes 1 to 19, excluding the capital requirements disclosure which is disclosed as unaudited within note 18.

The financial reporting framework that has been applied in their preparation is applicable law United Kingdom adopted international accounting standards and IFRS Accounting Standards as issued by the IASB.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### 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 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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HALIFAX SHARE DEALING LIMITED  
(Continued)**

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.

**Responsibilities of directors**

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

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

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

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

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

**Extent to which the audit was considered 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.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included compliance with FCA regulations.

We discussed among the audit engagement team including relevant internal specialists such as IT, capital, liquidity and analytics specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HALIFAX SHARE DEALING LIMITED  
(Continued)**

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing correspondence with the FCA.

**Report on other legal and regulatory requirements**

**Opinions on other matters prescribed by the Companies Act 2006**

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

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

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

**Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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.

We have nothing to report in respect of these matters.

**Use of our report**

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



Peter van Daesdonk, FCA (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom  
19 March 2026

**HALIFAX SHARE DEALING LIMITED - COMPANY NUMBER 03195646**  
**STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2025**

	Note	2025 £'000	2024 £'000
Revenue	2	97,768	98,521
Cost of sales		(4,248)	(4,447)
<b>Gross profit</b>		<b>93,520</b>	<b>94,074</b>
Operating expenses	3	(46,926)	(38,082)
Impairment of financial assets	7	(46)	(68)
Finance costs	4	(3,083)	(3,876)
<b>Operating profit</b>		<b>43,465</b>	<b>52,048</b>
Finance income		4,921	3,949
<b>Profit before taxation</b>		<b>48,386</b>	<b>55,997</b>
Taxation	5	(12,097)	(14,006)
<b>Profit after taxation</b>		<b>36,289</b>	<b>41,991</b>
<b>Total Comprehensive Income, net of tax</b>		<b>36,289</b>	<b>41,991</b>

The profit shown above is derived from continuing operations and all profit is derived from activities within the United Kingdom.

There were no items of other comprehensive income in the year therefore a separate statement of comprehensive income has not been prepared.

The notes on pages 18 to 30 are an integral part of these financial statements.

HALIFAX SHARE DEALING LIMITED - COMPANY NUMBER 03195646  
STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 £'000	2024 £'000
<b>Non-current assets</b>			
Investments in subsidiaries	6	1	1
		<b>1</b>	<b>1</b>
<b>Current assets</b>			
Trade and other receivables	7	105,496	100,113
Short-term investments	10	72,128	60,417
Cash and cash equivalents	8	52,713	38,764
		<b>230,337</b>	<b>199,294</b>
<b>Total assets</b>		<b>230,338</b>	<b>199,295</b>
<b>Current liabilities</b>			
Current tax liabilities		12,097	14,012
Trade and other payables	11	98,515	91,743
Bank overdrafts	9	-	103
		<b>110,612</b>	<b>105,858</b>
<b>Total liabilities</b>		<b>110,612</b>	<b>105,858</b>
<b>Equity</b>			
Share capital	12	15,000	15,000
Retained earnings		104,726	78,437
<b>Total Equity</b>		<b>119,726</b>	<b>93,437</b>
<b>Total equity and liabilities</b>		<b>230,338</b>	<b>199,295</b>

The notes on pages 18 to 30 are an integral part of these financial statements.

The financial statements on pages 14 to 30 were approved by the Board of Directors and were signed on its behalf by:



S.T. Nyahasha  
Director  
19 March 2026

HALIFAX SHARE DEALING LIMITED - COMPANY NUMBER 03195646  
 STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2025

	Share Capital	Retained Earnings	Total Equity
	£'000	£'000	£'000
<b>Balance as at 1 January 2024</b>	<b>15,000</b>	<b>46,446</b>	<b>61,446</b>
Profit and Total Comprehensive Income for the year	-	41,991	41,991
Dividend Paid	-	(10,000)	(10,000)
<b>Balance as at 31 December 2024</b>	<b>15,000</b>	<b>78,437</b>	<b>93,437</b>
<b>Balance as at 1 January 2025</b>	<b>15,000</b>	<b>78,437</b>	<b>93,437</b>
Profit and Total Comprehensive Income for the year	-	36,289	36,289
Dividend Paid	-	(10,000)	(10,000)
<b>Balance as at 31 December 2025</b>	<b>15,000</b>	<b>104,726</b>	<b>119,726</b>

The notes on pages 18 to 30 are an integral part of these financial statements.

HALIFAX SHARE DEALING LIMITED - COMPANY NUMBER 03195646  
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 £'000	2024 £'000
<b>Cash flow generated from operating activities</b>			
Profit before taxation		48,386	55,997
Adjustments for:			
Interest received		(4,921)	(3,949)
<b>Operating profit before changes in working capital and provisions</b>			
		43,465	52,048
Increase in trade and other receivables		(5,383)	(21,823)
Increase in trade and other payables		6,772	20,896
<b>Cash generated from operating activities</b>			
		44,854	51,121
Income tax paid		(14,012)	(13,860)
<b>Net cash generated from operating activities</b>			
		30,842	37,261
<b>Cash flows generated from / (used in) investing activities</b>			
Cash used in investing activities		(11,711)	(37,917)
Interest received		4,921	3,949
<b>Net cash used in investing activities</b>			
		(6,790)	(33,968)
<b>Cash flows used in financing activities</b>			
Dividend paid		(10,000)	(10,000)
Bank overdraft		(103)	103
<b>Net cash used in financing activities</b>			
		(10,103)	(9,897)
Net increase / (decrease) in cash and cash equivalents		13,949	(6,604)
Cash and cash equivalents at 1 January		38,764	45,368
<b>Cash and cash equivalents at 31 December</b>	8	<b>52,713</b>	<b>38,764</b>
<b>Cash and cash equivalents comprise</b>			
Cash at bank		52,772	39,071
Bank overdraft		-	(103)
Foreign exchange revaluation		(59)	(204)
<b>Net cash and cash equivalents</b>		<b>52,713</b>	<b>38,764</b>

The notes on pages 18 to 30 are an integral part of these financial statements.

## **1. MATERIAL ACCOUNTING POLICIES**

The Company is a private company, limited by shares, and incorporated and domiciled in England, the United Kingdom.

### **1.1 BASIS OF PREPARATION**

The financial statements are presented in sterling, rounded to the nearest thousand, and prepared on an historical cost basis. All accounting policies have been consistently applied in the financial statements.

These financial statements have been prepared in accordance with and comply with IFRS Accounting Standards in conformity with the requirements of the Companies Act 2006. The Company has taken exemption from the requirement of preparing consolidated financial statements, under s.400 of the Companies Act 2006, as the Company will be included within the consolidation of the Group. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The IASB has issued an amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates, effective 1 January 2025. This amendment has not had a significant impact on the Company.

The directors consider that it is appropriate to continue to adopt the going concern basis in preparing the financial statements. In reaching this assessment, the directors have considered the future prospects of the Company, taking into account financial resources and stress testing scenarios. Profits continue to strengthen the Company's capital and liquidity positions, both of which are in excess of internal and regulatory requirements.

### **1.2 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the financial year in which the estimate is revised if the revision affects only that financial year or in the period of the revision and future financial years if the revision affects both current and future financial years. The Directors consider that there are no judgements or estimates which have a significant effect on the financial statements.

### **1.3 REVENUE**

The Company provides a service for retail customers to buy and sell, on a self-directed, non-advised basis, securities of companies listed on the London Stock Exchange, together with funds, bonds and gilts. Additionally, customers can trade securities listed on international exchanges, covering both US and European markets. These services are available through online, mobile and telephony channels.

Revenue is derived from the transfer of services over time and at a point in time in respect of the following: Commission, fee income and interest income.

Commission is earned on the placement of customer trades. Income is recognised when trades are executed.

The Company earns fee income from a range of services it provides to clients. Fee income can be divided into two broad categories: annual fixed customer account fees; and fees earned from point in time services such as ad-hoc payment requests. Fixed customer account fees are recognised on a pro-rata basis over a set period of time, other ad-hoc fees are recognised at the point in time that the service is provided.

Interest income is primarily earned on client money balances placed with banking counterparties. Income is recognised in the income statement on an accruals basis, calculated using effective interest rates and the carrying value of the financial asset.

### **1.4 COST OF SALES**

Costs directly attributable to trading activities such as custody and brokerage fees, are charged to cost of sales and are recognised on an accruals basis.

## 1. ACCOUNTING POLICIES (Continued)

### 1.5 INVESTMENTS IN SUBSIDIARIES

Investment in subsidiaries is stated at cost less provision for impairment. The directors believe that the carrying value of the investments is supported by their underlying net assets.

### 1.6 FINANCIAL ASSETS

Where applicable, financial assets are recognised at their amortised cost less expected credit losses. The Company's financial assets include trade and other receivables, cash and cash equivalents and short-term investments. The subsequent measurement of financial assets depends on their classification as follows:

#### *Trade and other receivables*

Trade and other receivables include accrued income, trades in the course of settlement (market and client debtors) and other debtors. They are initially recognised at fair value and subsequently measured at amortised cost, less expected credit losses.

#### *Cash and cash equivalents*

The Company holds bank accounts with a LBG subsidiary (Bank of Scotland) and a number of other non-related parties. These include short-term deposits having original maturity less than 90 days.

#### *Short-term investments*

Short-term investments are deposits held with banks with a maturity greater than 90 days, these are carried at amortised cost as these are held by the Company within a business model whose objective is to collect contractual cash flows which are solely payments of principal and interest.

### 1.7 IMPAIRMENT OF FINANCIAL ASSETS

The Company applies the IFRS 9 simplified approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade and other receivables. Lifetime ECL is the ECL that result from all possible default events over the expected life of a financial instrument. To measure the ECL, trade and other receivables are based on credit risk characteristics and the days past due. The expected loss rates are based on the corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

#### *Write-offs*

The gross carrying amount of trade and other receivables is written off when there is no reasonable expectation of recovering the contractual cash flows. Written off balances are presented within impairments.

### 1.8 TAXATION

Tax expense comprises current tax. Current tax is charged or credited in the Statement of Comprehensive Income except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, outside the Statement of Comprehensive Income (either in other comprehensive income, directly in equity, or through a business combination), in which case the tax appears in the same statement as the transaction that gave rise to it.

Current tax is the amount of corporate income taxes expected to be payable or recoverable based on the profit for the period as adjusted for items that are not taxable or not deductible, and is calculated using tax rates and laws that were enacted or substantively enacted at the balance sheet date.

Current tax includes amounts provided in respect of uncertain tax positions when management expects that, upon examination of the uncertainty by His Majesty's Revenue and Customs (HMRC) or other relevant tax authority, it is more likely than not that an economic outflow will occur. Provisions reflect management's best estimate of the ultimate liability based on their interpretation of tax law, precedent and guidance, informed by external tax advice as necessary. Changes in facts and circumstances underlying these provisions are reassessed at each balance sheet date, and the provisions are re-measured as required to reflect current information.

**1. ACCOUNTING POLICIES (Continued)**

**1.9 TRADE AND OTHER PAYABLES**

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost.

**1.10 CLIENT MONEY**

The Company holds money on behalf of clients in accordance with the FCA's Client Assets Sourcebook (CASS). This is held off balance sheet as the Company holds no rights or obligations in respect of this balance.

**1.11 FOREIGN CURRENCIES**

Items included in the financial statements are measured using the functional currency. Foreign currency transactions are translated into the appropriate functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement within revenue.

**1.12 SHARE CAPITAL AND BASIS OF CONSOLIDATION**

Under the provisions of IAS 27 and under Section 400 of the Companies Act 2006, the Company has elected not to present consolidated financial statements. The financial statements present information about the undertaking as an individual undertaking and not about its Group. Group financial statements incorporating the financial statements of the Company and its subsidiary undertakings are prepared in accordance with IFRSs by the Company's ultimate parent undertaking, LBG, which is registered in Scotland. Information on the ultimate controlling parent and immediate parent can be found in note 15.

**1.13 FUTURE ACCOUNTING DEVELOPMENTS**

There are a number of new accounting pronouncements issued by the IASB with an effective date of 1 January 2027, including IFRS 18 Presentation and Disclosure in Financial Statements which replaces IAS 1 Presentation of Financial Statements. While many of the existing requirements of IAS 1 Presentation of Financial Statements are retained, IFRS 18 Presentation and Disclosure in Financial Statements introduces additional disclosure obligations in relation to the structure of the income statement, management-defined performance measures, and the aggregation and disaggregation of financial information. IFRS 18 will have no impact on the Company's net profit as it impacts neither recognition nor measurement. The new standard will impact the presentation of the Company's results as it requires that operating, investing and financing activities are presented separately. There will also be a change in the Group's cash flow statement as IFRS 18 requires that the first line of the cash flow statement is operating profit rather than profit before tax.

IFRS 19 Subsidiaries without Public Accountability: Disclosures is being assessed and is not expected to have a significant impact on the Company. IFRS 19 has yet to be endorsed for use in the UK.

The IASB has issued its annual improvements and a number of amendments to the IFRS Accounting Standards effective 1 January 2026, including Amendments to IFRS 9 Financial Instruments and Amendments to IFRS 7 Financial Instruments Disclosures. These improvements and amendments are not expected to have a significant impact on the Company.

**2. REVENUE**

	<b>2025</b>	2024
	<b>£'000</b>	£'000
Commission on UK trades (at point in time)	<b>14,268</b>	12,852
Fee income (over time)	<b>8,411</b>	8,362
Commission on International trades (at point in time)	<b>14,906</b>	12,025
Interest income (over time)	<b>60,183</b>	65,282
Total	<b>97,768</b>	98,521

### 3. OPERATING EXPENSES

	2025 £'000	2024 £'000
Fees payable to the Company's auditors and its associates in respect of:		
CASS audit-related assurance services	336	353
Audit of the Company's financial statements	145	138
Operating costs recharged from LBG (see note 14 (b))	46,445	32,030
Other Direct Costs	-	5,561
Total	<u>46,926</u>	<u>38,082</u>

The administration of the Company is now undertaken by another group company. A recharge is levied from this undertaking to the Company in respect of those costs incurred on behalf of the Company. The Company had no direct employees during the year (2024: nil). Employee costs, including pension costs and share-based payment costs, are included in the recharge noted above.

### 4. FINANCE COSTS

	2025 £'000	2024 £'000
Interest payable to Self-invested Personal Pension customers	3,068	3,870
Bank overdraft charges	15	6
Total	<u>3,083</u>	<u>3,876</u>

### 5. TAXATION

	2025 £'000	2024 £'000
Analysis of tax charge for the year:		
UK corporation tax		
Current tax on taxable profit for the year	(12,097)	(14,000)
Adjustments in respect of prior years	-	(6)
Current tax expense	<u>(12,097)</u>	<u>(14,006)</u>

Corporation tax is calculated at a rate of 25% (2024: 25%) of the taxable profit for the year.

A reconciliation of the expense that would result from applying the standard UK corporation tax rate to the profit before tax to the actual tax expense for the year is given below:

	2025 £'000	2024 £'000
Profit before taxation	48,386	55,997
Tax expense thereon at UK corporation tax rate of 25% (2024: 25%)	(12,097)	(14,000)
Factors affecting expense:		
Adjustments in respect of prior years	-	(6)
Total tax expense	<u>(12,097)</u>	<u>(14,006)</u>
Effective rate	25.00%	25.01%

## 5. TAXATION (Continued)

The Company has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar 2 income taxes currently required by IAS12 Income Taxes. No provision for Pillar 2 current tax is required in respect of this period.

## 6. INVESTMENTS IN SUBSIDIARIES

There was no movement in the Company's investment in subsidiaries during 2025 (2024: nil):

	<b>2025</b>	2024
	<b>£'000</b>	£'000
Net book value:		
As at 31 December	<u>1</u>	<u>1</u>

The Company's principal subsidiaries are shown below:

Subsidiary:	Percentage owned by the Company	Principal activity
Bank of Scotland Branch Nominees Limited	100%	Non-trading nominee company
HSDL Nominees Limited	100%	Non-trading nominee company
Share Dealing Nominees Limited	100%	Non-trading nominee company

At 31 December 2025, the Company owns either directly or indirectly the entire Ordinary share capital of the above companies. The directors consider the value of the investments to be supported by their underlying assets. The Company has given a guarantee in respect of Bank of Scotland Central Nominees Limited. The extent of this guarantee is to such amount as may be required but not exceeding £100.

The subsidiary companies are incorporated and registered in England and Wales, registered office Trinity Road, Halifax, West Yorkshire HX1 2RG, except for Bank of Scotland Branch Nominees Limited and Bank of Scotland Central Nominees Limited which are incorporated in Scotland and registered office, The Mound, Edinburgh EH1 1YZ.

## 7. TRADE AND OTHER RECEIVABLES

	<b>2025</b>	2024
	<b>£'000</b>	£'000
Market Debtors	<b>48,684</b>	39,256
Client Debtors	<b>43,073</b>	47,464
Other Debtors	<b>167</b>	166
Less provision for Impairment of financials assets:	<b>(653)</b>	(607)
Trade receivables - net	<u><b>91,271</b></u>	<u>86,279</u>
Amounts owed by Group undertakings (note 14)	<b>923</b>	125
Prepayments and Accrued Income	<b>13,302</b>	13,709
Trade and other receivables	<u><b>105,496</b></u>	<u>100,113</u>

The Company's maximum exposure to credit risk at the reporting date is the carrying value of trade and other receivables as per the following table. The Company mitigates its exposure to credit risk from trade and other receivables by establishing agreed payment period terms with customers. The average credit period is 1-9 days (2024: 1-9 days). No interest is charged on the receivables.

The Company has recognised an impairment provision for doubtful debts, using the IFRS 9 simplified approach. Impairment losses are recognised against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of customers and an analysis of customers' ability to settle future receivables. Any balances past due more than a day demonstrated a significant increase in credit risk and balances due more than 9 days are credit impaired.

**7. TRADE AND OTHER RECEIVABLES (Continued)**

Trade and other receivables ageing analysis as at 31 December 2025 as follows:

	<b>Current</b>	<b>1 - 9 days overdue</b>	<b>&gt;9 days overdue</b>	<b>Total</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Gross carrying amount	103,751	1,350	1,048	106,149
Loss allowance	(104)	-	(549)	(653)
<b>Net carrying amount</b>	<b>103,647</b>	<b>1,350</b>	<b>499</b>	<b>105,496</b>

Trade and other receivables ageing analysis as at 31 December 2024 as follows:

	<b>Current</b>	<b>1 - 9 days overdue</b>	<b>&gt;9 days overdue</b>	<b>Total</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Gross carrying amount	99,307	420	993	100,720
Loss allowance	(107)	-	(500)	(607)
<b>Net carrying amount</b>	<b>99,200</b>	<b>420</b>	<b>493</b>	<b>100,113</b>

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

	<b>2025</b>	<b>2024</b>
	<b>£'000</b>	<b>£'000</b>
Provision at 1 January	(607)	(553)
Charge	(49)	(68)
Release	3	14
Provision at 31 December	<u>(653)</u>	<u>(607)</u>

**8. CASH AND CASH EQUIVALENTS**

	<b>2025</b>	<b>2024</b>
	<b>£'000</b>	<b>£'000</b>
Cash and Cash Equivalents	<u>52,713</u>	<u>38,764</u>

At 31 December 2025 the Company held bank deposits totalling £1,525m (2024: £1,261m) on behalf of clients. In accordance with FCA regulations and the CASS framework, this amount and the corresponding Client Creditor balances are not recognised in the financial statements.

**9. BANK OVERDRAFT**

	<b>2025</b>	<b>2024</b>
	<b>£'000</b>	<b>£'000</b>
Bank overdraft	<u>-</u>	<u>103</u>

## 10. SHORT-TERM INVESTMENTS

	2025 £'000	2024 £'000
Short-term Investments	<u>72,128</u>	<u>60,417</u>

Short-term investments are recorded at amortised cost and consist of bank deposits. The investments mature in March to September 2026 and the average interest rates are between 4 - 5% (2024: 5 - 6%)

## 11. TRADE AND OTHER PAYABLES

	2025 £'000	2024 £'000
Market creditors	42,077	46,314
Client creditors	45,893	36,596
Amounts due to related parties	8,676	4,675
Other creditors	349	115
Accruals and deferred income	1,520	4,043
Trade and other payables	<u>98,515</u>	<u>91,743</u>

Market and Client creditor balances relate to timing on customer trading activity.

## 12. SHARE CAPITAL

	2025 £'000	2024 £'000
<b>Authorised, issued and fully paid share capital:</b>		
15,000,000 (2024: 15,000,000) ordinary shares of £1 each	<u>15,000</u>	<u>15,000</u>

## 13. FINANCIAL INSTRUMENTS

### Financial assets and liabilities carried at amortised cost

Cash and cash equivalents, short-term investments, trade and other receivables, trade and other payables are measured at amortised cost which approximates fair value due to the short-term nature of these assets.

## 14. TRANSACTIONS WITH RELATED PARTIES

During the year the following related party transactions were entered into with LBG subsidiaries:

### (a) Sales of services

	2025 £'000	2024 £'000
Interest income	694	891
Interest expense	(15)	(5)
Other commission	369	200
Total	<u>1,048</u>	<u>1,086</u>

**14. TRANSACTIONS WITH RELATED PARTIES (Continued)**

**(a) Sales of services (Continued)**

Interest receivable relates to gross interest earned on cash, including client cash held other than for settlement, held on deposit with LBG subsidiaries.

Other commission relates to trading activity administered by the Company on behalf of other divisions of LBG.

**(b) Purchase of services**

	<b>2025</b>	2024
	<b>£'000</b>	£'000
Staff		
Wages & salaries	<b>11,380</b>	12,313
Social security costs	<b>1,353</b>	1,236
Other pension costs	<b>1,893</b>	1,874
Other costs - operations, IT, property & development costs	<b>31,819</b>	16,607
Total	<b><u>46,445</u></b>	<u>32,030</u>

Staff costs comprise short-term employee benefits, share-based payments, and post-employment benefits. Although not directly employed by the Company, these costs represent amounts recharged to the Company, for the personnel who worked for the Company throughout the year. The average headcount was 320 (2024: 314).

**(c) Balances due to and from related parties**

These are included on the balance sheet as follows:

	<b>2025</b>	2024
	<b>£'000</b>	£'000
<b>Assets</b>		
Cash and cash equivalents	<b>11,318</b>	10,055
Amounts owed by LBG	<b>923</b>	125
Total	<b><u>12,241</u></b>	<u>10,180</u>
<b>Liabilities</b>		
Amounts owed to LBG	<b>8,676</b>	4,675
Bank overdraft	<b>-</b>	103
Total	<b><u>8,676</u></b>	<u>4,778</u>

Cash and cash equivalents relate to the Company cash balances held in current accounts with an LBG entity, Bank of Scotland plc. Amounts owed to LBG at 31 December relate to services provided to the Company by LBG (see note 14 (b)). The amounts owed are generally settled on a monthly basis. Bank overdrafts are also held with Bank of Scotland plc and are primarily used to facilitate customer trading activity on foreign markets.

**14. TRANSACTIONS WITH RELATED PARTIES (Continued)**

**(d) Transactions between the Company and key management**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company which, for the Company, are all Directors and IP&I ExCo members. Key management personnel, as defined by IAS 24, are employed by a management entity. Transactions with this entity are as follows.

<b>Key management compensation</b>	<b>2025</b>	Restated
	<b>£'000</b>	2024
		£'000
Short-term employee benefits	<b>122</b>	542
Post-employment benefits	<b>2</b>	13
Share-based payments	<b>37</b>	108
Total	<b>161</b>	663

Included in short-term employee benefits is the aggregate amount of emoluments paid to or receivable by Directors in respect of qualifying services. The aggregate emoluments to Directors in respect of qualifying services for HSDL for the year were £40k.

There were no retirement benefits accruing to Directors under defined benefit pension schemes. One Director participated in a defined contribution scheme; Company DC contributions were £1k.

Certain members of key management in the Company, including the highest-paid Director, provide services to other companies within LBG. For the purposes of this note, figures have been apportioned to HSDL to reflect the Company's share of total compensation earned.

The amount receivable under LBG share-based incentive schemes in respect of Directors' qualifying services was £20k. During the year, no Directors exercised share options, and two Directors received qualifying-service shares under long-term incentive schemes.

<b>Share options movement</b>	<b>2025</b>	Restated
	<b>£'000</b>	2024
		£'000
Outstanding balance at 1 January 2025	<b>14</b>	432
Outstanding balance at appointment of directorship	<b>325</b>	1
Granted	<b>145</b>	299
Vested	<b>(91)</b>	(297)
Forfeited	<b>(3)</b>	(-)
Outstanding balance at resignation of directorship	<b>(94)</b>	(421)
Outstanding balance at 31 December 2025	<b>297</b>	14

Detail regarding the highest paid Director is as follows:

<b>Highest-paid Director</b>	<b>2025</b>	Restated
	<b>£'000</b>	2024
		£'000
Apportioned aggregate emoluments	<b>19</b>	438
Apportioned share-based payments	<b>18</b>	87

Comparative key management compensation disclosures have been restated to correct the prior-year apportionment of remuneration and share-based payment charges. The restatement affects only the disclosures within this note and has no impact on the income statement, financial position, or cash flows.

## 15. ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Embark Group Limited, Registered Office: 33 Old Broad Street, London EC2N 1HZ

The parent undertaking, which is the parent undertaking of the smallest group to consolidate these financial statements is Embark Group Limited. Copies of the consolidated annual report and accounts of Embark Group Limited may be obtained from Lloyds Banking Group at 33 Old Broad Street, London, EC2N 1HZ or downloaded via [www.lloydsbankinggroup.com](http://www.lloydsbankinggroup.com).

The ultimate parent undertaking and controlling party is Lloyds Banking Group plc, which is the parent undertaking of the largest group to consolidate these financial statements. Copies of the consolidated annual report and accounts of Lloyds Banking Group plc may be obtained from Lloyds Banking Group at 33 Old Broad Street, London, EC2N 1HZ or downloaded via [www.lloydsbankinggroup.com](http://www.lloydsbankinggroup.com).

## 16. CONTINGENT LIABILITIES

The Group has an open matter in relation to a claim for group relief of losses incurred in its former Irish banking subsidiary, which ceased trading on 31 December 2010. In 2020, HMRC concluded its enquiry into the matter and issued a closure notice denying the group relief claim. The Group appealed to the First Tier Tax Tribunal. The hearing took place in May 2023. In January 2025, the First Tier Tribunal concluded in favour of HMRC. The Group believes it has applied the rules correctly and that the claim for group relief is correct. Having reviewed the Tribunal's conclusions and having taken appropriate advice the Group has appealed to the Upper Tier Tax Tribunal and does not consider this to be a case where an additional tax liability will ultimately fall due. If the final determination of the matter by the judicial process is that HMRC's position is correct, management believes that this would result in an increase in the Company's current tax liabilities of approximately £2,085k (including interest). The appeal has been listed for hearing in March 2027, but final conclusion of the judicial process may not be for several years.

## 17. RISK MANAGEMENT

### *Market risk*

In the case of the Company the main market risk is based on volatility in customer trading activity due to adverse or favourable economic and market conditions which have the potential to impact equity prices.

If during the year trading volumes had been 20% higher or lower with all other variables held constant, the Company's income statement would be as shown in the table below

### 2025

	-20% £'000	Trading Commission £'000	+20% £'000
Adjusted Trading Commission Income	23,339	29,174	35,009

### 2024

	-20% £'000	Trading Commission £'000	+20% £'000
Adjusted Trading Commission Income	19,902	24,877	29,852

The measure however is simplified in that it assumes an average rate per trade on commission bearing products offered to our customers. It does not recognise the impact of any management actions that, in the event of an adverse trading impact, could reduce the impact on trading related commission income.

## 17. RISK MANAGEMENT

### *Liquidity Risk*

Liquidity risk is the risk of not having sufficient liquid financial resources to meet obligations when they fall due or having to incur excessive costs to do so. The Company balance sheet is relatively non-complex with a very strong link between its capital resources and liquid assets insofar as the Company's liquid assets, given the cash nature of the business, are at least equal to the Company's Common Equity Tier 1 (CET1) Capital. Daily liquidity monitoring processes monitor the current liquidity position and ensure that any emerging liquidity trends or future liquidity needs are captured. If necessary, mitigating action can be taken to protect the Company liquidity position. The Company has sufficient funds to meet its liabilities, and all liabilities are settled within agreed payment terms.

### *Credit, interest and exchange rate risk*

Exposure to credit, interest rate and foreign currency risk arises in the normal course of the Company's business. Management has appropriate risk management policies in place.

#### *(a) Credit risk*

Credit risk is the risk of financial loss arising from a customer or market counterparty failing to settle financial obligations.

Exposure to credit risk arises in the normal course of the Company's business. The maximum exposure at 31<sup>st</sup> December 2025 was as follows:

	<b>2025</b>	2024
	<b>£'000</b>	£'000
Cash at bank	<b>52,713</b>	38,764
Short-term investments	<b>72,128</b>	60,417
Market Debtors	<b>48,684</b>	39,256
Client Debtors	<b>43,073</b>	47,464
Other Debtors	<b>167</b>	166
Amounts owed from LBG	<b>923</b>	125
Accrued Income	<b>13,302</b>	13,599
<b>Total</b>	<b><u>230,990</u></b>	<u>199,791</u>

The Company minimises this risk by requiring the majority of customers to pre-fund trades. Under exceptional arrangements, group affiliates may be extended a trading facility. This facility is capped and monitored on an on-going basis by a dedicated credit control team. Credit evaluations are performed on all customers requiring credit over a certain amount.

Trading undertaken by the Company on behalf of its retail customers ordinarily involves conducting trades through a number of market counterparties. As a consequence, the Company is exposed to the risk of failure of any one of the market counterparties with whom it engages.

Market counterparties are regulated by the FCA and are required to hold adequate levels of capital to protect against failure. As such they are regarded as low risk. In the unlikely event of failure of a market counterparty where settlement of trades has not taken place, since loss of principal is matched by having the collateral cover of related stock holdings, it follows that the measure of risk is restricted to that arising only from changes in market prices. This 'marked to market risk' is regarded as an acceptable on-going risk of business. However, the failure of significant market counterparty would have considerable implications for the market as a whole.

Since the Company rarely offers credit facilities to customers it is not exposed to significant credit risk as conventionally understood; the requirement is for most customers to fund their account in advance of trading.

This does not negate the need for rigorous internal control procedures around the settlement of trades, which continue to be tightly managed, minimising the risk and impact of customers being in an overdrawn position with the Company. It is for this reason that the Company has not made any further disclosure in relation to its credit risk requirements.

## 17. RISK MANAGEMENT

### *Credit, interest and exchange rate risk (Continued)*

#### *(b) Interest rate risk*

Interest rate risk is the risk that the Company sustains losses from adverse movements in rates associated with interest bearing assets and liabilities. The Company holds interest bearing assets in the form of cash and cash deposits. Cash at bank earns interest at variable rates, whilst Term deposits are made at fixed rates, for varying periods, determined by the immediate cash requirements of the Company.

If during the year interest rates for financial assets had been 100 basis points ('bps') higher or lower with all other variables held constant, the impact on the Company's interest receivable is illustrated in the following table:

	Gross interest		
	- 100 bps £'000	income £'000	+100 bps £'000
2025			
Adjusted Interest Receivable	45,137	60,183	75,229
2024			
Adjusted Interest Receivable	51,363	65,282	79,201

The measure however is simplified in that it assumes a rate change for interest bearing assets only. It does not recognise the impact of any management actions that, in the event of an adverse rate movement, could reduce the impact on net interest income.

#### *(c) Exchange rate risk*

The Company is exposed to exchange rate risk through the revaluation of US Dollar and Euro balances arising through the settlement cycle of customer trades. The Company monitors this on a daily basis and limits the exposure by purchasing or selling currency accordingly. The total of foreign balances held at 31<sup>st</sup> December 2025 was £3,300k (2024: £1,397k)

## 18. CAPITAL REQUIREMENTS (unaudited)

Capital is held by the Company to protect its customers, cover its inherent risks, provide a cushion for stress events and to support its business strategy. In assessing the adequacy of its capital resources, the Company considers its risk appetite, the material risks to which it is exposed, and the appropriate strategies required to manage those risks.

The Company objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders, continuity of service to customers and maintain an optimal capital structure to reduce the cost of capital.

The Company defines capital as being share capital plus reserves. The Company is subject to externally imposed capital requirements from the Financial Conduct Authority. These are reported monthly to the Board. The Company has complied with all the relevant rules and requirements throughout the year.

**18. CAPITAL REQUIREMENTS (unaudited) (Continued)**

The Company prepares regular reports on the current and forecasted levels of capital, as well as the results of stress scenarios, to the Board and executive leadership team (Chaired by the Chief Executive Officer). The key assumptions and risk drivers used to create the stress tests are regularly monitored and reported.

The table below sets out the regulatory capital requirements and the required capital held at 31 December in each year.

	<b>2025</b>	2024
	<b>£'000</b>	£'000
Regulatory capital held	<b>119,726</b>	93,437
Regulatory capital requirement	<b>24,423</b>	21,860

**19. POST BALANCE SHEET EVENTS**

There are no post balance sheet events affecting the Company that require disclosure for the year ending 31 December 2025.