

23 December 2025

Northamber PLC
(the “Company” or the “Group”)
Preliminary Results for the year ended 30 June 2025

Chairman’s Statement

FY25 was a year of deliberate transition, focused on reshaping Northamber into a more scalable, value-add technology distribution platform, with broader geographic reach and a more disciplined economic model.

The year to 30 June 2025 was one of significant strategic progress for the Group, delivered against a backdrop of challenging market conditions across the UK technology and AV sectors. Despite this environment, the Group achieved revenue growth of 13%, increased gross profit by 12%, broadened its geographic footprint and made meaningful progress in simplifying and strengthening its operating platform.

While the statutory results reflect a number of one-off restructuring, integration and legacy clean-up costs, underlying trading performance improved during the year. The actions taken were deliberate and conservative, aimed at de-risking the business, accelerating integration and ensuring the Group enters the new financial year with a more resilient and scalable platform.

Performance Overview

Revenue increased Group-wide by 13% year on year, reflecting a balance between growth from recent acquisitions and the continued, deliberate exit of lower-margin vendor lines within the legacy Northamber business. Gross profit increased by 12%, driven by the ongoing shift toward higher-value audio visual, unified communications, cyber security and network infrastructure solutions. These technologies now account for well over 80% of Group revenues and represent attractive long-term growth areas, supported by increasing opportunities for services attachment and recurring revenue.

All trading entities owned as at 1 July 2024 delivered a positive contribution after direct costs, defined as gross profit less directly attributable operating expenses. Like-for-like ongoing operating costs reduced as a result of structural simplification, site consolidation and the removal of duplicated overheads, with the full run-rate benefit expected to be realised in the second half of FY26. Further efficiencies are expected to be delivered over time as scale benefits from recent acquisitions are fully embedded across the Group.

As a listed group operating across multiple jurisdictions, the business carries a level of central corporate and governance costs that are largely fixed in nature. At a smaller scale, these six figure costs weigh disproportionately on reported profitability, despite operating businesses delivering positive contribution after direct costs. A core focus of the Group’s strategy is therefore to build scale in order to absorb these fixed costs more effectively and improve underlying returns.

Working capital discipline strengthened during the year. Despite growth and acquisitions, cash conversion improved materially, with a reduction of approximately 20 days driven primarily by disciplined stock management. Group stock reduced by over £2 million during the period. Debtor performance remained stable and cash levels were broadly consistent year on year, reflecting tighter procurement, improved forecasting and strengthened financial controls. The balance sheet remains very strong, supported by a conservatively valued property portfolio and significant asset backing.

Adjusted EBITDA was -£635k, demonstrating the difficult market conditions experienced. Reported results were impacted by significant but largely non-recurring restructuring, acquisition and legacy costs, as described below.

Strategic Progress

A key theme of FY25 was the continued evolution of Northamber from a predominantly UK-focused distributor into a more geographically diversified European technical distributor of audio visual and cyber security solutions.

Historically, the Group operated almost exclusively in the UK, aside from a small inherited presence in Ireland and the Benelux within Tempura following the April 2024 acquisition. During FY25, the Group acquired Renaissance in Ireland, Epatra in the Benelux and Sahara Benelux, and subsequently integrated Tempura Benelux and Sahara Benelux into Epatra Benelux to create a single, more efficient regional platform. As a result, the Group now operates across multiple European territories, with non-UK revenue representing approximately 20% of Group turnover, despite the Benelux acquisitions completing part way through the financial year.

This broader footprint reduces reliance on the UK market, improves resilience to localised economic conditions and enhances the Group's ability to support vendors and partners across multiple territories. We see meaningful opportunity to support existing vendors more effectively across these regions and have been encouraged by early vendor partner contract expansion following the acquisitions.

Alongside geographic expansion, the Group continued to invest in higher-quality, more recurring revenue streams. During the year we invested in a cloud marketplace, supporting subscription-based, recurring revenue models, particularly across cyber security. We also continued to invest in the development of our services business, which is growing strongly and increasingly underpins the Group's value-add proposition through professional services, solution design, deployment and technical support. These capabilities strengthen partner relationships and are expected to support margin expansion over time.

Operational Simplification and Integration

During the year the Group undertook a significant programme of operational consolidation. This included exiting two UK warehouses and one office within Tempura, consolidating Northamber, AVM and Tempura into a single modern office and demonstration facility, and consolidating the Benelux operations into Epatra Benelux as a unified regional platform.

While these actions resulted in short-term disruption and cost, they materially reduce ongoing overheads, improve operational control and provide a scalable platform to support future growth. A clear example of this approach is the integration of the Benelux operations into Epatra, which is creating a stronger combined portfolio and improved cost efficiency through reduced duplication and enhanced regional focus. Underlying trading momentum in Epatra has strengthened since acquisition, supporting confidence in its contribution as the business continues to scale.

Exceptional and Non-Recurring Items

Exceptional and non-recurring items resulted in a net cost of £2.2m (FY24: £0.50m). Gross exceptional costs of £3.4m were partially offset by £1.2m of exceptional gains, reflecting the performance-linked structure of recent acquisitions.

	2025	2024
	£'000	£'000
Adjusted EBITDA	(640)	(327)
Exceptional items - administrative costs:		
Acquisition related costs	(952)	(143)
Restructuring costs	(929)	-
Legal costs	(1,493)	(406)
	<u>(3,374)</u>	<u>(549)</u>
Exceptional items - gains:		
Deferred consideration	783	-
Negative goodwill	441	-
	<u>1,224</u>	<u>-</u>
Depreciation and amortisation	(934)	(708)
Net finance (costs)/income	(312)	87
Operating Loss before tax	<u>(4,026)</u>	<u>(1,497)</u>

The exceptional costs related primarily to acquisition activity, restructuring and consolidation, legal matters and non-recurring supplier stock exit adjustments. These costs were deliberately incurred to simplify the Group's operating model and resolve a number of long-standing legacy issues. The Board has taken a prudent approach in recognising these costs during the year, although it remains possible that there may be a proportion recovered over time.

An exceptional gain arose from the remeasurement of deferred consideration linked to acquisition performance of Tempura. This reflects the performance-linked and conservative structure of the Group's recent acquisitions, where consideration adjusts to trading outcomes, providing downside protection where performance has been below initial assumptions but keeping the upside as preferred for all. This deferred consideration mechanism for Tempura remains in place for a further two years, ensuring continued alignment between performance and value and reducing execution risk.

On the acquisition of Epatra, the Group recognised negative goodwill of £0.44m as an exceptional item, reflecting the strength of the deal structure agreed at the time of acquisition, and given the business was loss-making and undergoing transition. While Epatra reported an operating loss of £0.3m during the period of Group ownership (excluding acquisition-related costs), this was anticipated and reflected in the entry valuation. Since acquisition, the business has delivered sustained quarter-on-quarter revenue growth and has shown improving trading momentum post year end as integration progresses.

Taken together, these items reflect a year of accelerated transition, positioning the business for stronger financial returns over time.

Acquisition Strategy, NUC and Unified Communications Capability

Following the year end, the Group completed the acquisition of NUC Distribution, a specialist unified communications distributor with approximately £29m of annual revenue and an 11% gross margin, following a hive-down from Nuvias UC.

The acquisition materially enhances the Group's scale in unified communications and has been structured conservatively, with deferred consideration and payment terms spread over 25 months. The

transaction adds a business with meaningful contribution at a gross profit level, while leaving behind a significant proportion of legacy cost, thereby improving the Group's risk profile and overhead absorption as scale increases. This structure supports cash generation while enabling the Group to build scale efficiently.

Independent investor commentary has noted that the acquisition provides the scale required to improve margins through purchasing leverage and cost integration, while enhancing technical capability. NUC significantly strengthens the Group's position in unified communications, broadens the customer and vendor base and improves overhead absorption.

The combination of NUC and Tempura creates a significantly strengthened unified communications platform for the Group. Tempura brings deep technical expertise, services capability and long-standing vendor relationships, while NUC adds meaningful scale on existing brands, complimentary technologies, breadth of customer reach and operational leverage. Together, this combination provides partners with a uniquely comprehensive UC offering, spanning specialist technical capability, services enablement and volume distribution, underpinned by scale and resilience. The Board believes this positions the Group with one of the most capable and well-balanced UC distribution platforms in the UK.

Our acquisition approach remains disciplined and performance-aligned, balancing growth ambition with appropriate downside protection for shareholders.

Board and Leadership

During the year, the Board undertook a deliberate refresh of the executive leadership team to support the next phase of the Group's development. Appointments have strengthened capability in integration, financial discipline and execution, while maintaining continuity of strategy.

Following the year end, Ian Kilpatrick was appointed as a Non-Executive Director, bringing deep cyber security distribution knowledge and experience to the Board.

The Board keeps its composition under regular review to ensure it remains appropriate for the Group's strategy and stage of development.

Financial Position

The Group maintained a strong liquidity position throughout the year. Working capital control improved, with reduced stock levels and continued improvement in cash conversion year on year.

Finance costs for the year were £312k, reflecting the higher interest rate environment compared to prior periods, with no change to the Group's financing discipline.

The balance sheet retains significant asset backing, including freehold properties, and financing facilities provide comfortable headroom of £1.4m. Group leverage remains modest and well within the Board's risk appetite. The Board continues to review the Group's property portfolio and financing arrangements to ensure capital is deployed efficiently and liquidity is optimised.

Dividend

The Board is proposing a final dividend of 0.3p, at a total cost of £82,240. The dividend will be paid on 17 February 2026 to shareholders on the register as at 9 January 2026.

People

I would like to thank colleagues across the Group for their professionalism and commitment during a year of significant change. Their efforts have been central to the progress made in strengthening the Group's platform.

Outlook

While trading conditions in the first half of FY26 remain subdued in the UK, trading conditions in Ireland and the Benelux have been more resilient, and demand trends across the Group are strengthening. Partner pipelines across audio visual, unified communications and cyber security remain resilient.

The second half of FY26 is expected to benefit from the full run-rate impact of cost actions taken in FY25, the benefits of operational consolidation, and the integration of NUC.

Looking further ahead, the Board continues to see positive longer-term prospects for the Group into 2026 and beyond, reflecting the strategic actions taken, improved scale and the markets in which the Group operates.

While we remain cautious in the near term, we are confident that the actions taken over the past 18 months have materially improved the Group's resilience and long-term value potential.

Alexander Phillips

Chairman

23 December 20

Contacts:

Northamber PLC

Alex Phillips, Chairman

investor_relations@northamber.com +44 (0) 208 744 8200

Singer Capital Markets (Nominated Adviser and Sole Broker)

Philip Davies

+44 (0) 207 496 3000

NORTHAMBER PLC
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the year ended 30 June 2025

For the year ended 30 June 2025

	2025	2024
	£'000	(Restated) £'000
Revenue	63,306	56,008
Cost of sales	(54,306)	(47,969)
	<hr/>	<hr/>
Gross Profit	9,000	8,039
Distribution costs	(5,228)	(5,308)
Administrative costs (including exceptional items)	(7,491)	(4,315)
	<hr/>	<hr/>
Operating Loss	(3,719)	(1,584)
Adjusted operating loss	(635)	(327)
Exceptional items – administrative costs	(2,150)	(549)
Depreciation and amortisation	(934)	(708)
Operating Loss	(3,719)	(1,584)
Finance income	5	87
Finance cost	(312)	-
	<hr/>	<hr/>
Loss before tax	(4,026)	(1,497)
Tax expense	(2)	-
	<hr/>	<hr/>
Loss for the year and total comprehensive income attributable to the owners	<u>(4,028)</u>	<u>(1,497)</u>
Basic and diluted Loss per ordinary share	<u>(14.69)p</u>	<u>(4.87)p</u>

NORTHAMBER PLC
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2025

	2025	2024
	£'000	(Restated)
		£'000
Non-current assets		
Property, plant and equipment	5,882	5,835
Intangible assets	4,123	3,933
	<u>10,005</u>	<u>9,768</u>
Current assets		
Inventories	9,767	11,838
Trade and other receivables	13,643	12,107
Cash and cash equivalents	4,576	4,687
	<u>27,986</u>	<u>28,632</u>
Total assets	<u>37,991</u>	<u>38,400</u>
Current liabilities		
Trade and other payables	(19,411)	(15,627)
Non-current liabilities		
Deferred tax liability	(551)	(456)
Total liabilities	<u>(19,929)</u>	<u>(15,915)</u>
Net assets	<u>18,029</u>	<u>22,317</u>
Equity		
Share capital	271	274
Share premium account	5,736	5,832
Treasury shares	3	-
Capital redemption reserve	1,514	1,514
Retained earnings	<u>10,505</u>	<u>14,697</u>
Equity shareholders' funds attributable to the owners of the parent	<u>18,029</u>	<u>22,317</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
At 30 June 2025

	Share Capital	Treasury Shares	Share Premium Account	Capital Redemption Reserve	Retained Earnings	Total Equity
	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 1 July 2023	272	-	5,734	1,514	16,357	23,877
Issue of Shares	2	-	98	-	-	100
Dividends	-	-	-	-	(163)	-163
Transactions with owners	<u>2</u>	<u>-</u>	<u>98</u>	<u>-</u>	<u>(163)</u>	<u>-63</u>
Loss and total comprehensive income for the year	-	-	-	-	(1,329)	(1,329)
Balance at 30 June 2024 (as previously stated)	<u>274</u>	<u>-</u>	<u>5,832</u>	<u>1,514</u>	<u>14,865</u>	<u>22,485</u>
Prior year adjustment					(168)	(168)
Balance at 30 June 2024 (as restated)	<u>274</u>	<u>-</u>	<u>5,832</u>	<u>1,514</u>	<u>14,697</u>	<u>22,317</u>
Dividends	-	-	-	-	(164)	(164)
Purchase of shares into Treasury	(3)	3	(96)	-	-	(96)
Transactions with owners	<u>(3)</u>	<u>3</u>	<u>(96)</u>	<u>-</u>	<u>(164)</u>	<u>(260)</u>
Loss and total comprehensive income for the year	-	-	-	-	(4,028)	(4,028)
Balance at 30 June 2025	<u><u>271</u></u>	<u><u>3</u></u>	<u><u>5,736</u></u>	<u><u>1,514</u></u>	<u><u>10,505</u></u>	<u><u>18,029</u></u>

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2025

	2025 £'000	2024 (Restated) £'000
Cash flows from operating activities		
Operating Loss from continuing operations	(3,719)	(1,584)
Depreciation of property, plant and equipment	486	180
Amortisation of intangible assets	448	128
Profit on disposal of property, plant and equipment	24	-
Gain on bargain purchase	(441)	-
	<hr/>	<hr/>
Operating loss before changes in working capital	(3,202)	(1,276)
Decrease in inventories	3,417	2,588
Decrease in trade and other receivables	681	2,193
Decrease in trade and other payables	(97)	(3,774)
	<hr/>	<hr/>
Cash generated from/(used in) operations	799	(269)
Income taxes paid	(12)	-
	<hr/>	<hr/>
Net cash generated from/(used in) operating activities	787	(269)
Cash flows from investing activities		
Interest received	5	87
Purchase of subsidiaries (net of cash acquired)	(86)	(2,865)
Purchase of property, plant equipment	(237)	(40)
Purchase of software	(7)	(395)
	<hr/>	<hr/>
Net cash (used in)/generated from investing activities	(325)	(3,213)
Cash flows from financing activities		
Dividends paid to equity shareholders	(164)	(163)
Interest Paid	(312)	-
Purchase of treasury shares	(96)	2,820
	<hr/>	<hr/>
Net cash generated (used in)/from financing activities	(572)	2,657
Net decrease in cash and cash equivalents	(111)	(825)
Cash and cash equivalents at beginning of year	4,687	5,512
	<hr/>	<hr/>
Cash and cash equivalents at end of year	4,576	4,687

Notes

1. Financial information

This financial information is consistent with the consolidated financial statements of the group for the year ended 30 June 2025. The group's consolidated financial statements have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

The financial information set out above does not constitute the group's statutory accounts for the years ended 30 June 2024 or 30 June 2025 but is derived from those accounts. The statutory accounts for the year ended 30 June 2024 have been delivered to the Registrar of Companies and those for 2025 will be delivered following the group's annual general meeting. The auditor's report on the 2024 accounts will be unqualified, will not include references to any matters to which the auditors drew attention by way of emphasis without qualifying their reports, and will not contain statements under s.498(2) or (3) of the Companies Act 2006. The information contained in this statement does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006.

2. Revenue

Although the sales of the group are predominantly to the UK there are sales to other countries and the following table sets out the split of the sales for the year. Revenue is attributed to individual countries based on the location of the customer. There are no non-current assets outside the UK.

Revenues comprise:	2025 £'000	2024 £'000
Revenue from contracts with customers - UK	48,822	55,329
-other	14,484	669
	<u>63,306</u>	<u>56,008</u>

No customer accounted for more than 10% of the group's revenue for the year.

3. Loss per ordinary share

The calculation of the basic and diluted earnings per share is based on the following data:

	2025 £'000	2024 £'000
Loss for the year attributable to equity holders of the parent company	<u>(4,028)</u>	<u>(1,329)</u>
Number of shares	2025 Number	2024 Number
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	<u>27,373,952</u>	<u>27,261,889</u>

4. Dividends

A final dividend of 0.3p per share will be paid on 17 February 2026 to those members on the register at close of business on 9 January 2026.

5. Notice of meeting

The annual report and accounts for the year ended 30 June 2025 will be posted to shareholders in due course and the Annual General Meeting will be held on 10th February 2026.

The Company's registered office is Namber House, 23 Davis Road, Chessington, Surrey, KT9 1HS.