Tracsis plc
('Tracsis', 'the Company' or 'the Group')

Audited results for the year ended 31 July 2026

Significant strategic progress and improving financial performance create a stronger platform for sustainable growth

Tracsis plc (LSE: TRCS), a leading transport technology provider, is pleased to announce its audited final results for the year ended 31 July 2026.

David Frost, Chief Executive Officer, commented:

"FY26 was an important year in reshaping Tracsis while delivering an improved financial performance. We acquired Vesputi, completed the operating model transformation, sold Events and, after year end, acquired Mistral Data. These strategic developments concentrate the Group on transport software, improve our revenue quality and profitability, and give us a more scalable business.

We are now better equipped to grow in the markets we know best. Our broader software portfolio strengthens our position in UK rail, where we have long-standing customer relationships and considerable scope to support more of their operations as the industry evolves. In North America, Germany and Ireland we have established positions from which to expand selectively. With strategic contracts moving into live operation, the work undertaken during the year will support growth in recurring and transactional revenues in FY27.

Following a positive start to FY27, and with Mistral's integration progressing to plan, we expect to deliver full year performance in line with market expectations[1]. UK rail funding and procurement timelines remain uncertain, but we continue to see opportunity for our products from customers including Network Rail.

Looking ahead, we expect the long-term need for a more integrated, data-led railway to support further growth, while international momentum continues to build steadily. We are confident in the Group's growth prospects, and our focus now is on demonstrating the value of the changes we have made through delivering improved profitability, cash generation and returns for shareholders."

Financial Highlights:

Financial Results – Continuing Operations (£m)	**FY26**	FY25	
Revenue	**65.2**	61.4	+6%
Adjusted EBITDA *	**11.3**	10.6	+6%
Adjusted EBITDA * %	**17.4%**	17.3%	+5bps
Adjusted diluted earnings per share *	**23.4p**	21.4p	+10%
Financial Results – Continuing and Discontinued Operations (£m)[2]			
Revenue	**85.7**	81.9	+5%
Adjusted EBITDA *	**13.5**	12.6	+7%
Adjusted EBITDA * %	**15.8%**	15.4%	+40bps
Adjusted diluted earnings per share *	**27.5p**	24.8p	+11%
Statutory Results			
Operating (loss)/profit	**(1.1)**	0.3	n/a
(Loss)/profit before tax	**(1.0)**	0.8	n/a
Cash	**19.4**	23.4	
Basic earnings per share from continuing operations	**(5.1p)**	(0.2p)	n/a
Final dividend per share	**1.5p**	1.4p	+7%
Total dividend per share	**2.8p**	2.6p	+8%

- **Continued growth in higher quality revenue:** recurring software licence[3] and consumer-driven transactional[4] revenues increased by 10%, supporting 7% revenue growth in Rail Technology & Services.

- **Statutory results reflect exceptional costs:** £4.5m relating to M&A activity and completion of the 'One Tracsis' operating model transformation.

- **Healthy underlying cash generation and strong balance sheet:** the Group remains on track to reduce leverage to c.1.0x by the end of calendar 2027 following the post-year-end acquisition of Mistral Data.

- **Progressive dividend maintained:** reflects confidence in the Group's long-term prospects.

Strategic Highlights:

- **Significant progress in building a more focused, software-led portfolio**
  - Vesputi acquired in March 2026, extending digital ticketing capabilities into the German public transport market and trading ahead of expectations.
  - Events disposed of at the year end, in line with the Group's stated strategy, with proceeds supporting debt reduction.
  - Mistral Data acquired after year end, broadening the Group's rail software offering with a highly complementary, cloud-native product portfolio and increasing customer reach.

- **Portfolio transformation actions materially enhance the Group's financial profile**: on a pro forma basis, before synergies[5]:
  - Recurring software licence revenue increases from 27% to c.45% of Group revenue.
  - Rail Technology & Services' share of Group revenue increases from 47% to c.70%.
  - Adjusted EBITDA margin increases from 15.8% to c.20%.

- '**One Tracsis' operating model transformation completed:** common functional structure extended across both divisions, supporting operational efficiency, consistent delivery and the integration of acquired businesses, and creating a more scalable model to deliver long-term sustainable margin growth.

Post-period Commercial Progress:

- **Direct contract award with Network Rail for RailHub:** multi-year support and maintenance contract replaces the previous subcontractor arrangement, increasing the contract value to Tracsis. The Board believes the award demonstrates the Group's differentiated position as a strategic technology partner with the software breadth, proven rail expertise and agility to meet the evolving needs of the industry.

- **Strategic contracts going live support recurring revenue growth in FY27:** previously announced North American Train Dispatch system live as of October 2026 and GeoIntelligence contract with the UK Government expected to go live in H1 FY27, both generating recurring support and maintenance licence revenue.

Current Trading and Outlook:

- **Positive start to FY27:** Q1 trading in line with the Board's expectations. Supported by recurring revenues from a large installed base and an order book for delivery during the year, the Board is confident of delivering FY27 adjusted EBITDA of at least £15.5m, in line with market expectations[1].

- **Encouraging pipeline of opportunities:** The Group is pursuing a number of rail technology contracts in the UK and North America with the potential to support further growth, although procurement timelines remain protracted.

- **Confident in the Group's growth prospects:** broader software portfolio and established market positions provide opportunities to expand customer relationships, grow recurring and transactional revenues, and explore measured international expansion.

** In addition to statutory reporting, Tracsis plc reports alternative performance measures ("APMs") which are not defined or specified under the requirements of International Financial Reporting Standards ("IFRS"). These metrics adjust for certain items which impact upon IFRS measures, to aid the user in understanding the activity taking place across the Group's businesses. APMs are used by the Directors and management for performance analysis, planning, reporting and incentive purposes. A summary of APMs used and their closest equivalent statutory measures is given in note 12.*

[1] The Company is aware of four analysts publishing independent research. The Company compiled analyst expectations for the year ended 31 July 2027 is for a mean adjusted EBITDA of £15.4m, with a range from £14.9m to £16.2m.
[2] Including Tracsis Events, disposed on 31 July 2026
[3] Revenue from software licences where the product has been deployed with the end customer. Includes annual renewals and multi-year contracts
[4] Revenue from processing digital ticketing and delay repay transactions
[5] Tracsis FY26 continuing operations + Mistral Data Limited 12 months ended 31 March 2026

Presentation and Overview Video

Tracsis is hosting an online presentation open to all investors on Friday 20 November 2026 at 1.00pm UK time. Anyone wishing to connect should register here.

A video overview of the results featuring CEO David Frost and CFO Andy Kelly is available to view here.

Enquiries

Tracsis plc +44 (0)845 125 9162
David Frost, CEO
Andy Kelly, CFO

Berenberg (Nominated Adviser, Corporate Broker & Financial Adviser) +44 (0)20 3207 7800
Mark Whitmore / James Thompson (QE) / Ryan Mahnke

Alma Strategic Communications +44 (0)20 3405 0205
David Ison / Rebecca Sanders-Hewett / Joe Pederzolli / Will Merison tracsis@almastrategic.com

The information communicated in this announcement is inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No. 596/2014.

Notes to editors:

Tracsis plc is a leading provider of transport technology, combining advanced software, smart hardware and expert consultancy. With over 20 years industry experience, our solutions help operators and infrastructure providers create simpler, smarter and more connected transport networks.

The Group operates through two divisions:

- **Rail Technology & Services:** provides software and technology solutions supporting the planning, maintenance and operation of rail networks. Its capabilities span operational planning, asset and infrastructure management, smart ticketing, track worker safety and real-time data. The division serves passenger and freight rail operators, as well as infrastructure owners, across the UK, North America and other international markets.

- **Data, Analytics & Consultancy:** provides specialist data collection, analytics, geospatial intelligence and consultancy services that help organisations understand the movement of people and vehicles. Its capabilities support transport planning, infrastructure management and informed operational decision-making across transport networks and other complex environments.

Tracsis operates across the UK and international markets, with established relationships among transport operators, infrastructure owners and public sector organisations. The Group has a growing international presence, particularly in North America and Europe.

Through organic investment and selective acquisitions, Tracsis continues to develop its technology, software and data capabilities, with a focus on strengthening its market positions and growing recurring and transactional revenues.

For more information, visit www.tracsis.com.

Management Overview

The Group has made significant progress in its transformation into a more focused, software-led business through strategic acquisitions, the disposal of Events and completion of its operating model transformation. These changes have materially enhanced its financial profile, strengthened its position in core markets and established a more scalable platform for future growth.

Improved trading performance, in line with expectations

- **Continued growth in higher-quality revenues**: revenue from continuing operations increased by 6%, supported by a 10% increase in recurring software licence and consumer-driven transactional revenues.

- **Improved performance in Rail Technology & Services**: revenue increased by 7%, including 3% organic growth and a contribution from Vesputi, acquired in March 2026. Vesputi's performance is ahead of expectations, driven by growth in transaction volumes processed through its Mobilitybox platform.

- **Maintained profitability alongside investment for growth**: adjusted EBITDA margin from continuing operations of 17.4% (FY25: 17.3%), after targeted investment in commercial headcount to strengthen go-to-market capabilities.

- **Statutory performance reflects non-recurring costs**: results include £4.5m of exceptional costs relating to M&A activity and completion of the 'One Tracsis' operating model transformation.

A more focused, software-led business with an enhanced financial profile

- **Significant portfolio transformation**: the acquisitions of Vesputi and Mistral Data, together with the disposal of Events, have reshaped the Group around a more focused, software-led offering.

- **Material improvement in the Group's financial profile**: on a pro forma basis, before synergies[5], recurring software licence revenue increases from 27% to c.45% of Group revenue, Rail Technology & Services increases from 47% to c.70% of Group revenue, and adjusted EBITDA margin increases from 15.8% to c.20%.

- **A more scalable and efficient operating model**: completion of the groupwide 'One Tracsis' transformation has established a common functional structure, reducing duplication, accelerating decision-making and creating greater focus around market-led product roadmaps. It also supports improved commercial co-ordination and more efficient integration of future acquisitions.

- **Integration progressing to plan**: Vesputi is fully integrated into the Tracsis operating model, while Mistral integration is progressing as planned, with c.£1m of annualised cost synergies identified and anticipated to contribute from FY28.

Strategic contracts support future growth

- **North American Train Dispatch and UK GeoIntelligence contracts supporting recurring revenue growth**: the multi-year contract secured with Watco during FY26 has now been fully

deployed, and the GeoIntelligence contract with the UK Government will go live shortly. Both will contribute recurring support and maintenance licence revenue from FY27 onwards.

- **Strengthened strategic relationship with Network Rail:** a post-year-end direct contract award for RailHub support and maintenance replaces the previous subcontractor arrangement, increasing the contract value to Tracsis and reinforcing its position as a strategic technology partner. The Group is also supporting the development of a roadmap of further enhancements to the platform.

- **Pay-As-You-Go ("PAYG") ticketing rollout presents a longer-term transactional revenue opportunity**: Tracsis' Tap Converter technology is the back office solution enabling a wider rollout of PAYG ticketing across the National Rail network, with initial go-live expected in 2027. The timing and scale of transactional revenue is dependent on the pace of rollout and passenger adoption.

Well positioned to capitalise on long-term structural growth opportunities

- **UK rail reform and structural trends underpin long-term growth opportunities:** the industry is moving towards more connected, data-led operations, driving demand for software solutions in areas such as operational decision-making, predictive analytics and passenger information – areas where Tracsis has established capabilities and a strong market position. While CP7 funding constraints continue to affect RCM hardware volumes and rail reform is extending procurement timelines, these headwinds are factored into the Board's FY27 expectations.

- **Established market positions and recurring revenues underpin resilience**: the Group's extensive installed base and recurring revenue streams provide revenue visibility and resilience against near-term market uncertainty.

- **Significant opportunity to grow within the Group's core UK rail market**: Tracsis now serves 22 of the UK's 24 train operating companies, with an estimated 22% share of its c.£185m core addressable UK rail software market[6]. Its broader product portfolio, proven rail expertise, and established customer relationships provide considerable scope to increase penetration of this market.

- **Further international growth opportunities**: established positions in North America, Ireland and Germany provide a platform for selective expansion, including through Vesputi's digital ticketing capabilities and further penetration of Train Dispatch in North America.

Focused on execution and delivery in FY27

- **Realising the benefits of the Group's transformation:** completing the integration of Mistral and leveraging the 'One Tracsis' operating model to drive efficiencies and improve operational performance.

- **Accelerating commercial delivery:** converting the encouraging opportunity pipeline for the enlarged software portfolio and recently deployed strategic contracts into revenue growth, supported by strengthened go-to-market capabilities.

- **Investing in next-generation software capabilities:** progressing development of the Group's next-generation Operations & Planning platform to strengthen its position in UK rail and provide a more scalable foundation for international expansion.

- **Demonstrating the value of the strategy through financial performance:** improving profitability, generating cash and reducing leverage, supported by continued growth in recurring and transactional revenues.

Capital Allocation

Following the acquisition of Mistral Data, the Group's near-term capital allocation priorities are focused on reducing leverage through strong cash generation, while continuing to invest in its software product roadmap and commercial capabilities to support organic growth.

M&A remains an important part of the Group's growth strategy, supplementing organic growth. The Group will continue to evaluate acquisition opportunities in line with its disciplined criteria, focused on recurring revenue growth, earnings accretion and cash generation, to further strengthen its software and technology capabilities in the UK and internationally.

Dividend

The Board remains committed to a progressive dividend policy. The Board has recommended a final dividend of 1.5 pence per share. The final dividend, subject to shareholder approval at the forthcoming Annual General Meeting, will be paid on 12 February 2027 to shareholders on the register at the close of business on 29 January 2027. This will bring the total dividend for the year to 2.8 pence per share.

Financial Overview

Trading Performance

Revenue from continuing operations of £65.2m was 6% (£3.8m) higher than the prior year (FY25: £61.4m). After adjusting for the contribution from Vesputi, organic revenue growth was 4%. Growth was principally in Rail Technology & Services, where revenue increased by 7% in total and by 3% on an organic basis, driven most significantly by higher levels of transactional revenue. Revenue in Data, Analytics & Consultancy increased by 5%, with the benefit from a new GeoIntelligence win in the year partly offset by lower activity levels in Transport Data.

Adjusted EBITDA from continuing operations of £11.3m was 6% (£0.7m) higher than in the prior year (FY25: £10.6m), with an adjusted EBITDA margin of 17.4% vs 17.3% in FY25. This reflects the revenue growth described above, net of targeted investment to enhance our commercial capabilities and groupwide bonus accruals returning to normal levels.

The Group reported a loss before tax from continuing operations of £1.0m (FY25: £0.8m profit). In addition to the £0.7m increase in adjusted EBITDA* described above, this reflects the following items:

- £1.8m depreciation charge, slightly lower than the prior year (FY25: £1.9m)
- £5.7m amortisation and impairment of intangible assets (FY25: £5.6m), slightly higher than the prior year reflecting the acquisition of Vesputi in March 2026;
- £4.5m of exceptional costs principally relating to completing the transformation of the Group's operating model and M&A execution, as described below (FY25: £2.1m);
- £0.4m of share-based payment charges at a similar level to the prior year (FY25: £0.4m);
- £0.1m net finance income (FY25: £0.6m) principally reflecting returns on cash balances net of commitment fees relating to the Group's revolving credit facility that was undrawn during the year to 31 July 2026, and interest on lease liabilities; and
- In FY25 there was a £0.4m charge (FY26: £nil) relating to the reversal of accrued receivables estimated in prior years for research and development tax credits.

Diluted adjusted earnings per share from continuing operations increased by 10% to 23.4p (FY25: 21.4p). Statutory earnings per share decreased to 5.5p loss (FY25: 1.7p profit) reflecting the exceptional costs described below.

Divisional Performance

Rail Technology & Services

Healthy revenue growth including benefit from Vesputi acquisition. Large installed base of mission-critical solutions with continued progress in long-term drivers of value.

Revenue	£40.6m (FY25: £37.9m)	+7%
Recurring Software Licence Revenue [3]	£23.5m (FY25: £23.2m)	+1%
Consumer-Driven Transactional Revenue [4]	£6.6m (FY25: £4.1m)	+61%
Adjusted EBITDA*	£10.3m (FY25: £9.6m)	+7%
Profit Before Tax	£4.1m (FY25: £2.8m)	+45%

- **Revenue increased by 7% (£2.7m)**
  - Organic growth, excluding the £1.6m contribution from the Vesputi acquisition, was 3%
  - Principally driven by continued strong growth in consumer-driven transactional revenue in the UK (+£0.9m)
  - Recurring software licence revenue increased by £0.3m, principally driven by price increases net of some lower seat-based renewals and some customer churn in RailHub

- Project-based development revenue increased by £0.4m including the contribution from the FY26 Train Dispatch contract win in North America and the ongoing delivery of Tap Converter in the UK
- RCM hardware revenue was at a similar level to prior year and remains lower than historical levels due to the previously signposted CP7 funding impact

- **Adjusted EBITDA increased by 7%**
  - Reflects the revenue growth outlined above, net of investment in the commercial team and a more normal level of bonus accrual

- **Profit before tax increased by 45%**
  - In addition to the growth in EBITDA, this reflects a lower level of exceptional costs in FY26
  - £0.6m exceptional costs were incurred in completing the One Tracsis operating model transition (FY25: £1.5m)

Data, Analytics & Consultancy

Modest growth with a future focus on margin improvement

Revenue	£24.6m (FY25: £23.5m)	+5%
Adjusted EBITDA *	£1.1m (FY25: £1.0m)	+3%
Loss Before Tax	(£1.5m) (FY25: (£0.7m))	-122%

- **Revenue increased by 5%**
  - Increased GeoIntelligence project revenue following a FY26 new contract win with the UK Government, partly offset by lower activity levels in Transport Data

- **Adjusted EBITDA increased by 3%**
  - Reflects the revenue growth outlined above

- **Loss before tax of £1.5m is £0.8m adverse to prior year**
  - Principally reflects £0.6m of exceptional costs incurred in completing the One Tracsis operating model transition. This was extended to the Data, Analytics & Consultancy division during FY26 to bring the whole Group under the same operating model
  - Net finance income was £0.2m adverse to prior year reflecting lower interest rates and cash balances

Exceptional Costs

During the year we completed the implementation of the 'One Tracsis' operating model, bringing the Group together under a common functional structure led through a series of product lines. This better positions the Group to deliver on its strategy of focusing on higher growth, higher margin application software activities, and represents a more scalable model to deliver sustainable long-term margin growth.

The Group has incurred £1.3m of non-recurring costs during FY26 in order to deliver this transformation. These principally relate to headcount reductions where roles were no longer required, and also include further streamlining of the Group's operating footprint.

In addition, the Group has made significant M&A progress during FY26, with the acquisition of Vesputi and the post-year end acquisition of Mistral Data. The Group uses external advisers to support M&A execution including diligence activities. The Group incurred £3.2m of third-party M&A execution costs during the year.

The costs associated with executing these activities are material and non-recurring in nature. Consistent with the Group's accounting policy, these costs have been reported as exceptional items to aid the reader in understanding the underlying trading performance of the business.

Cash Generation

The Group continues to deliver healthy underlying cash flows. At 31 July 2026 the Group's cash balances were £19.4m (FY25: £23.4m). This excludes proceeds from the disposal of Events that were received on 3 August 2026.

The decrease in cash principally reflects free cash flow* generation net of cash outflows on exceptional items relating to completing the transformation of the Group's operating model and M&A execution, the Vesputi acquisition, and the timing of the receipt of cash proceeds from the disposal of Events.

Movement in Cash Balances

	£m
Cash at 31 July 2025	23.4
Free cash flow*	3.0
Acquisition of Vesputi	(4.2)
Disposal of Events[7]	(1.5)
Dividends	(0.8)
Payment of Contingent Consideration	(0.2)
Other	(0.3)
Cash at 31 July 2026	**19.4**

Free cash flow* decreased to £3.0m (FY25: £7.7m). After the £0.9m increase in adjusted EBITDA* from continuing and discontinued operations, this principally reflects higher cash outflows on exceptional items, and adverse working capital movements including increased receivables in the Events business at the point of disposal on 31 July 2026 and timing differences on project revenue milestone payments that are expected to unwind in FY27. These are partly offset by a lower level of capital expenditure.

Free Cash Flow*	**Year ended 31 July 2026 £'m**	Year ended 31 July 2025 £'m
Adjusted EBITDA* from continuing and discontinued operations	**13.5**	12.6
Changes in working capital	**(3.3)**	0.6
Purchase of property, plant and equipment (net of proceeds from disposal)	**(0.3)**	(0.6)
Lease liability payments	**(1.4)**	(1.4)
Capitalised development costs	**(1.0)**	(0.8)
Purchase of intangible assets	**(0.1)**	(0.3)
Tax paid	**(1.7)**	(1.6)
Interest received	**0.6**	0.6
Free Cash Flow* before exceptional items	**6.3**	9.1
Exceptional operating cash flows	**(3.3)**	(1.4)
Free Cash Flow*	**3.0**	7.7

Building a Stronger Group Financial Profile

On 23 August 2026 the Group completed the acquisition of Mistral Data ('Mistral'). The £48m enterprise value was satisfied from the Group's cash resources and its revolving credit facility ('RCF') with HSBC UK Bank plc. The RCF was extended to £40m, expiring in July 2029 with an option to extend until July 2030. The Group drew £38.7m from the facility to complete the transaction. Pro forma net debt to adjusted EBITDA on completion was c.1.5x. This is expected to decrease to c.1.0x by the end of calendar year 2027 through strong cash generation.

Mistral is a high-margin software business with a high level of recurring software licence revenue. In the 12 months ended 31 March 2026, Mistral delivered £13.2m revenue with an adjusted EBITDA margin of 30% and £11.4m of recurring software licence revenue. The combination of Mistral's recurring revenue characteristics and the FY26 disposal of Events materially improves the quality, visibility and profitability of the Group's earnings.

	ARR as a % revenue	Adjusted EBITDA margin	Rail Technology & Services revenue mix
Tracsis FY26 continuing and discontinued operations[2]	27%	15.8%	47%
Tracsis FY26 continuing operations + Mistral Pro Forma[5]	c.45%	c.20%	c.70%

** In addition to statutory reporting, Tracsis plc reports alternative performance measures ("APMs") which are not defined or specified under the requirements of International Financial Reporting Standards ("IFRS"). These metrics adjust for certain items which impact upon IFRS measures, to aid the user in understanding the activity taking place across the Group's businesses. APMs are used by the Directors and management for performance analysis, planning, reporting and incentive purposes. A summary of APMs used and their closest equivalent statutory measures is given in note 12.*

[1] The Company is aware of four analysts publishing independent research. The Company compiled analyst expectations for the year ended 31 July 2027 is for a mean adjusted EBITDA of £15.4m, with a range from £14.9m to £16.2m.
[2] Including Tracsis Events, disposed on 31 July 2026
[3] Revenue from software licences where the product has been deployed with the end customer. Includes annual renewals and multi-year contracts
[4] Revenue from processing digital ticketing and delay repay transactions
[5] Tracsis FY26 continuing operations + Mistral Data Limited 12 months ended 31 March 2026
[6] Source: CIL Strategy Consultants analysis
[7] £1.5m cash remained in the Events business on disposal. Proceeds of £7.25m were received on 3 August 2026 and are reported within Trade and Other Receivables at 31 July 2026

Consolidated statement of comprehensive income for the year ended 31 July 2026

	Notes	**2026** **£000**	2025 restated** £000
Revenue	5	**65,200**	61,446
Cost of sales		**(19,883)**	(18,469)
Gross profit		**45,317**	42,977
Administrative costs		**(46,371)**	(42,720)
Adjusted EBITDA*	6, 12	**11,327**	10,644
Depreciation		**(1,842)**	(1,936)
Amortisation and impairment of intangible assets		**(5,714)**	(5,604)
Other operating expense		**-**	(357)
Share-based payment charges		**(364)**	(361)
Operating profit before exceptional items		**3,407**	2,386
Exceptional items	7	**(4,461)**	(2,129)
Operating (loss) / profit		**(1,054)**	257
Net finance income		**93**	592
(Loss) / profit before tax		**(961)**	849
Taxation	8	**(565)**	(913)
Loss after tax from continuing operations		**(1,526)**	(64)
(Loss) / profit from discontinued operations	3	**(101)**	584
(Loss) / profit after tax		**(1,627)**	520
Other comprehensive expense			
Items that are or may be reclassified subsequently to profit or loss:			
Foreign currency translation differences		**(206)**	(356)
Total comprehensive (expense) / income for the year		**(1,833)**	164
Loss per ordinary share from continuing operations			
Basic	9	**(5.13p)**	(0.21p)
Diluted	9	**(5.13p)**	(0.21p)
(Loss) / earnings per ordinary share			
Basic	9	**(5.47p)**	1.72p
Diluted	9	**(5.47p)**	1.69p

* Earnings before net finance income, tax, depreciation, amortisation and impairment of intangible assets, exceptional items, other operating expense and share-based payment charges – see note 12.

** Restated for the impact of discontinued operations – see note 3.

Consolidated balance sheet as at 31 July 2026

	Notes	2026 £000	2025 £000
Non-current assets			
Property, plant and equipment		**5,009**	5,326
Intangible assets	13	**47,089**	47,503
Investments – equity		**-**	-
Deferred tax assets		**2,249**	1,869
		54,347	54,698
Current assets			
Inventories		**641**	1,156
Trade and other receivables		**24,576**	18,688
Current tax receivables		**9**	40
Cash and cash equivalents		**19,364**	23,389
		44,590	43,273
Total assets		**98,937**	97,971
Non-current liabilities			
Lease liabilities		**2,841**	1,851
Provisions		**452**	-
Contingent consideration payable	10	**581**	-
Deferred tax liabilities		**5,695**	6,264
		9,569	8,115
Current liabilities			
Lease liabilities		**748**	792
Trade and other payables		**22,303**	22,945
Provisions		**1,304**	664
Contingent consideration payable	10	**1,333**	158
Current tax liabilities		**910**	290
		26,598	24,849
Total liabilities		**36,167**	32,964
Net assets		**62,770**	65,007
Equity attributable to equity holders of the Company			
Called up share capital		**119**	119
Share premium		**6,535**	6,535
Merger reserve		**6,161**	6,161
Retained earnings		**50,729**	52,760
Capital redemption reserve		**3**	3
Translation reserve		**(727)**	(521)
Fair value reserve		**(50)**	(50)
Total equity		**62,770**	65,007

Consolidated statement of changes in equity for the year ended 31 July 2026

	Share capital	Share premium	Merger reserve	Retained earnings	Capital redemption reserve	Translation reserve	Fair value reserve	Total
	£000	£000	£000	£000	£000	£000	£000	£000
At 1 August 2024	121	6,535	6,161	55,567	-	(165)	(50)	68,169
Profit for the year	-	-	-	520	-	-	-	520
Other comprehensive expense	-	-	-	-	-	(356)	-	(356)
Total comprehensive income	-	-	-	520	-	(356)	-	164
Transactions with owners:								
Dividends (note 11)	-	-	-	(759)	-	-	-	(759)
Buy-back of ordinary shares	(3)	-	-	(2,985)	3	-	-	(2,985)
Buy-back transaction costs	-	-	-	(15)	-	-	-	(15)
Share-based payment	-	-	-	432	-	-	-	432
Exercise of share options	1	-	-	-	-	-	-	1
At 31 July 2025	119	6,535	6,161	52,760	3	(521)	(50)	65,007
At 1 August 2025	**119**	**6,535**	**6,161**	**52,760**	**3**	**(521)**	**(50)**	**65,007**
Loss for the year	**-**	**-**	**-**	**(1,627)**	**-**	**-**	**-**	**(1,627)**
Other comprehensive expense	**-**	**-**	**-**	**-**	**-**	**(206)**	**-**	**(206)**
Total comprehensive expense	**-**	**-**	**-**	**(1,627)**	**-**	**(206)**	**-**	**(1,833)**
Transactions with owners:								
Dividends (note 11)	**-**	**-**	**-**	**(807)**	**-**	**-**	**-**	**(807)**
Share-based payment	**-**	**-**	**-**	**403**	**-**	**-**	**-**	**403**
At 31 July 2026	**119**	**6,535**	**6,161**	**50,729**	**3**	**(727)**	**(50)**	**62,770**

Consolidated cash flow statement for the year ended 31 July 2026

	Notes	2026 £000	2025 £000
Operating activities			
(Loss) / profit for the year		**(1,627)**	520
Net finance income		**(73)**	(578)
Depreciation		**2,367**	2,488
Amortisation and impairment of intangible assets		**5,904**	5,926
Exceptional items	3, 7	**5,733**	2,361
Exceptional operating cash flows	3, 7	**(3,323)**	(1,445)
Profit on disposal of discontinued operations	3	**(33)**	-
Loss / (profit) on disposal of property, plant and equipment		**10**	(4)
Loss on disposal of internally generated intangible assets		**55**	85
Other operating expense		**-**	357
Income tax charge	3, 8	**822**	1,068
Share-based payment charges		**403**	432
Net exchange differences		**13**	7
Operating cash inflow before changes in working capital		**10,251**	11,217
Movement in inventories		**513**	(13)
Movement in trade and other receivables		**(5,871)**	3,610
Movement in trade and other payables		**980**	(2,778)
Movement in provisions		**1,049**	(195)
Cash generated from operations		**6,922**	11,841
Interest received		**585**	581
Income taxes paid		**(1,703)**	(1,590)
Net cash flow from operating activities		**5,804**	10,832
Investing activities			
Purchase of property, plant and equipment		**(299)**	(671)
Proceeds from disposal of property, plant and equipment		**35**	36
Capitalised development costs		**(1,008)**	(835)
Purchase of intangible assets		**(117)**	(312)
Acquisition of subsidiaries (net of cash acquired)	4	**(4,194)**	-
Disposal of subsidiaries (net of cash disposed)	3	**(1,474)**	-
Payment of contingent consideration	10	**(160)**	-
Net cash flow used in investing activities		**(7,217)**	(1,782)
Financing activities			
Dividends paid	11	**(807)**	(759)
Proceeds from exercise of share options		**-**	1
Payments for ordinary shares bought back		**-**	(2,985)
Share buyback transaction costs		**-**	(15)
Interest paid		**(171)**	-
Debt facility transaction costs		**(177)**	(323)
Lease liability payments		**(1,444)**	(1,380)
Net cash flow used in financing activities		**(2,599)**	(5,461)
Net (decrease) / increase in cash and cash equivalents		**(4,012)**	3,589
Exchange adjustments		**(13)**	27
Cash and cash equivalents at the beginning of the year		**23,389**	19,773
Cash and cash equivalents at the end of the year		**19,364**	23,389

Notes to the Consolidated Financial Statements

1. Financial information

The financial information set out herein does not constitute the Group's statutory accounts for the year ended 31 July 2026 or the year ended 31 July 2025 within the meaning of section 434 of the Companies Act 2006, but is derived from those accounts. The audited accounts for the year ended 31 July 2026 will be posted to all shareholders in due course and will be available on the Group's website. The auditors have reported on those accounts and expressed an unmodified audit opinion which did not contain a statement under section 498 (2) or (3) of the Companies Act 2006.

The financial information for the year ended 31 July 2025 is derived from the statutory accounts for that year, which have been delivered to the Registrar of Companies. The auditors have reported on those accounts and expressed an unmodified audit opinion which did not contain a statement under section 498 (2) or (3) of the Companies Act 2006.

Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Group.

The Directors consider that the key judgements and estimates made in the preparation of the Group consolidated financial statements remain as those set out in the financial statements for the year ended 31 July 2025, other than:

Estimates

Fair value of contingent consideration for acquisition of Vesputi GmbH

The Group has estimated the acquisition date fair value of contingent consideration for the acquisition of Vesputi GmbH. The methodology and key assumptions used are set out in note 4.

Revenue recognition

Judgements have been taken in the application of IFRS 15 “Revenue from Contracts with Customers”. Performance obligations have been identified based on the contracts in place with customers in the accounting period, and because certain contracts include multiple performance obligations.

In some cases, the Group sells both (i) professional implementation and transformation services and (ii) hosted software as a service (“SaaS”) access, support and maintenance to a single customer. Judgement is applied on a contract-by-contract basis in determining whether that constitutes a single performance obligation or two separate performance obligations. Where it is determined that there are two performance obligations, further judgement is applied to exclude SaaS setup activities from the services that are transferred to the customer ahead of the SaaS service going live.

Consideration has subsequently been allocated to these performance obligations. A judgement has been taken by the Group as to whether the performance obligations and subsequent revenue recognition are at a point in time or over time. The criteria under IFRS 15 to recognise revenue over time are judgemental and the Group assesses on a contract-by-contract basis whether these are met. This includes considering for individual contracts whether there is an enforceable right to payment for work completed to date. There are judgements taken in allocating revenue recognised over time utilising input and output methods under IFRS 15. There are judgements taken in allocating the transaction price based on the relative stand-alone selling price of each distinct service or item within the contract, and judgements as to whether the performance obligation has been met prior to revenue being recognised.

2. Basis of preparation

a) Statement of compliance

The Group consolidated financial statements have been prepared in accordance with UK-adopted international accounting standards ("IFRSs").

b) Basis of measurement

The accounts have been prepared under the historical cost convention, with the exception of the valuation of investments, contingent consideration, certain financial liabilities and initial valuation of assets and liabilities acquired in business combinations which are included on a fair value basis.

c) Presentation currency

These consolidated financial statements are presented in sterling. All financial information presented in sterling has been rounded to the nearest thousand.

d) Use of estimates and judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. 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 the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision only affects that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

e) Accounting developments

A number of new IFRSs have been endorsed by the UK Endorsement Board with effective dates such that they fall to be applied by the Group.

There are no new standards or amendments to UK-adopted International Accounting Standards in the year ended 31 July 2026 that have had a material impact on either the Group's or Company's financial statements.

There are no other relevant standards, interpretations or amendments that required mandatory application in the current year.

Future developments

There are a number of new standards and amendments issued by the International Accounting Standards Board ("IASB") that will be effective for financial statements after this reporting period. The most relevant changes for the Group are:

- IFRS 18 "Presentation and Disclosure in Financial Statements": effective for periods beginning on or after 1 January 2027; and
- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 7 and IFRS 9): effective for periods beginning on or after 1 January 2026.

Based on preliminary assessments, the adoption of these standards and amendments is not expected to have a significant impact on either the Group's results or financial position. The adoption of IFRS 18 introduces new required subtotals in profit or loss, including profit or loss before financing and income taxes; it is not expected to

impact measurement or recognition of revenues or costs within the Group's results. The presentation of interest received is expected to change from operating to investing activities.

f) Going concern

The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for at least twelve months from the date of approval of the financial statements and have therefore adopted the going concern basis in preparing the consolidated financial statements.

At 31 July 2026, the Group held cash balances of £19.4m and had no bank borrowings outstanding. Subsequent to the reporting date, the Group completed the acquisition of Mistral Data Limited, funded through drawings under its revolving credit facility with HSBC UK Bank plc. The facility expires in July 2029 and contains financial covenants that are tested on a quarterly basis, comprising a maximum net leverage ratio and a minimum interest cover ratio.

The Directors have prepared cash flow forecasts covering the period to 31 January 2028. These forecasts reflect the disposal of the Events business, the acquisition of Mistral Data Limited and the associated financing arrangements. The forecasts indicate that the Group will continue to generate positive cash flows and remain compliant with its banking covenants throughout the assessment period.

Management has considered severe but plausible downside scenarios based on the Group's principal risks, including reductions in revenue, inflationary cost pressures, increased interest rates and underperformance of Mistral. The Group maintains adequate liquidity and remains compliant with its banking covenants in the base case and each individual downside scenario.

The Directors have also considered a combined downside scenario in which a number of these risks occur concurrently. In this scenario, the Group maintains adequate liquidity and remains compliant with its banking covenants throughout the assessment period.

A reverse stress test was also performed. Revenue would need to fall c.11% below the base case, throughout the going concern period, with no mitigating actions but after taking account of associated lower costs, before the net leverage covenant was breached. The revenue and cash flow assumptions required to breach covenant requirements or exhaust available liquidity are considered by the Directors to be remote, particularly taking account of the Group's recurring revenue base and the management actions available.

Accordingly, the Directors have concluded that the Group has adequate resources to continue in operational existence for the going concern period to 31 January 2028 and that it remains appropriate to prepare the financial statements on a going concern basis. No material uncertainty relating to going concern has been identified.

3. Discontinued operations

On 8 June 2026 the criteria were met for the Group to present its UK event planning and traffic management business, Tracsis Events Limited ("Events"), as held for sale.

The business was sold on 31 July 2026 and consequently it is reported in the current period as a discontinued operation, with the comparative information restated to also be presented as discontinued operations. Financial information relating to the discontinued operation for the period to the date of disposal is set out below.

Financial performance and cash flow information

The financial performance and cash flow information presented below are for the year ended 31 July 2026 and the year ended 31 July 2025.

	Year ended 31 July 2026	Year ended 31 July 2025
	£000	£000
Revenue	**20,452**	20,444
Cost of sales	**(15,652)**	(16,039)
Gross profit	**4,800**	4,405
Administrative costs	**(4,657)**	(3,652)
Adjusted EBITDA	**2,169**	1,930
Depreciation	**(525)**	(552)
Amortisation of intangible assets	**(190)**	(322)
Share-based payment charges	**(39)**	(71)
Operating profit before exceptional items	**1,415**	985
Exceptional items	**(1,272)**	(232)
Operating profit	**143**	753
Net finance expense	**(20)**	(14)
Profit before tax	**123**	739
Taxation	**(257)**	(155)
(Loss) / profit after tax before profit on disposal	**(134)**	584
Profit on disposal	**33**	-
(Loss) / profit after tax	**(101)**	584

Net cash (outflow) / inflow from operating activities	**(850)**	1,275
Net cash outflow from investing activities	**(1,768)**	(531)
Net cash outflow from financing activities	**(362)**	(327)
Net (decrease) / increase in cash generated by the discontinued operation	**(2,980)**	417

Exceptional items in the year ended 31 July 2026 related to execution of the disposal of the Events business.

Exceptional items in the year ended 31 July 2025 related to headcount reductions resulting from transformation of the Group's operating model and compliance costs related to an Events customer site.

The net cash outflow from operating activities in the year ended 31 July 2026 included £378,000 of exceptional cash outflows.

Details of the sale of the business

	Year ended 31 July 2026 £000
Consideration received or receivable:	
Cash receivable[1]	**7,250**
Less: carrying amount of net assets sold	**(7,217)**
Profit on sale before income tax	**33**
Income tax expense on profit	**-**
Profit on sale after income tax	**33**

[1] As at the year end 31 July 2026 the cash consideration receivable was recognised within trade and other receivables; the cash was subsequently received on 3 August 2026.

The carrying amounts of assets and liabilities as at the date of sale (31 July 2026) were:

	31 July 2026 £000
Intangible assets	**2,531**
Property, plant and equipment	**1,008**
Cash and cash equivalents	**1,474**
Trade receivables	**6,628**
Deferred tax asset	**100**
Other receivables	**857**
Total assets	**12,598**
Trade payables	**(890)**
Current tax liabilities	**(108)**
Deferred tax liability	**(280)**
Other tax and social security	**(1,872)**
Other payables	**(2,231)**
Total liabilities	**(5,381)**
Net assets	**7,217**

4. Business combinations

(a) Vesputi GmbH ("Vesputi")

On 31 March 2026 the Group acquired 100% of the issued share capital of Vesputi GmbH, a German digital ticketing technology provider. Vesputi provides a digital ticketing platform, Mobilitybox, launched in 2022, which connects public transport operators with consumers via third-party distributors.

Vesputi generates revenue primarily through transaction revenues linked to the volume of tickets processed. Tracsis has established digital ticketing capabilities in the UK rail market. Mobilitybox is strategically adjacent to this activity, providing a proven, scalable platform and domain expertise to support the further deployment of digital ticketing across Germany.

Vesputi has been integrated into the Rail Technology & Services segment alongside the Group's existing digital ticketing capabilities, under existing leadership and operating structures.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	€000	£000
Purchase consideration		
Cash paid	5,861	5,091
Fair value of contingent consideration recognised as a financial liability	2,193	1,904
Total purchase consideration	8,054	6,995

Effect on the Group's assets and liabilities on the acquisition date:

	Pre-acquisition carrying value	Fair value adjustments	Recognised value on acquisition date	Recognised value on acquisition date
	€000	€000	€000	£000
Property, plant and equipment	1	-	1	1
Intangible assets - customer related	-	2,280	2,280	1,980
Intangible assets - technology related	-	1,060	1,060	921
Trade receivables	516	-	516	448
Other receivables and prepayments	64	-	64	56
Cash and cash equivalents	1,033	-	1,033	897
Trade payables	(201)	-	(201)	(175)
Other tax and social security	(40)	-	(40)	(35)
Accruals and other payables	(27)	(290)	(317)	(275)
Current tax liabilities	(48)	-	(48)	(42)
Provisions	-	(100)	(100)	(87)
Deferred tax liabilities	-	(1,002)	(1,002)	(870)
Net identifiable assets acquired	1,298	1,948	3,246	2,819
Goodwill			4,808	4,176
Net assets acquired			8,054	6,995

The goodwill is attributable to the expected benefits from future growth in the German digital ticketing market, expected future relationships with public transport operators and third-party distributors, synergies arising from integration with the Group's existing ticketing activities, the value of Vesputi's assembled workforce, and the ability to develop and commercialise future enhancements to the Mobilitybox platform. It will not be deductible for tax purposes.

Significant estimate: contingent consideration fair value:

The acquisition included contingent consideration linked to the achievement of specified net revenue targets for the periods ending December 2026 and December 2027, together with the achievement of certain integration milestones between April 2026 and December 2026. The fair value of the contingent consideration at the acquisition date was determined using probability-weighted cash flow modelling and discounted to present value in accordance with IFRS 3.

In assessing the acquisition date fair value, management considered the likelihood of achieving the relevant performance conditions and integration targets. Whilst a range of net revenue outcomes were modelled to derive a probability-weighted estimate, management concluded that the expected business performance and integration progress supported an assumption that the contingent consideration would be paid in full and therefore measured the liability on a 100% payout basis. The valuation therefore incorporates significant judgement regarding future revenue growth, achievement of performance targets and the timing of settlement. Changes in these assumptions could result in a material adjustment to the carrying amount of the contingent consideration liability, with any subsequent remeasurement recognised through the consolidated income statement.

Contingent consideration with an equity settlement option

The contingent consideration relating to the integration milestones has been classified as a financial liability. Under the terms of the acquisition agreement, the Group has the sole discretion to settle the fixed €500,000 obligation through the issue of its own ordinary shares at a fixed contractual price of €3.5269 per share, which would result in the issue of a fixed number of 141,768 shares if the milestones are achieved. Whilst the Group has an unconditional right to avoid cash settlement, the liability is not determined in Tracsis plc's functional currency and so the arrangement does not meet the “fixed-for-fixed” criteria in IAS 32, and gives rise to a financial liability accordingly.

Management assessed the integration milestones as having a 100% probability of achievement and consequently recognised the acquisition date fair value of €470,000 within financial liabilities as part of the consideration transferred; settlement is expected by 30 April 2027.

Significant estimate: fair value of intangible assets

The acquisition required management to determine the fair value of identifiable intangible assets recognised on acquisition in accordance with IFRS 3. This involved the use of valuation techniques based on unobservable Level 3 inputs.

The principal intangible assets recognised comprise customer relationships with German public transport operators and the proprietary Mobilitybox software platform. The fair value of customer relationships was determined using an excess earnings methodology, which required management to estimate future cash flows, customer retention and contract renewal rates, long-term growth expectations, discount rates and contributory asset charges. The proprietary software platform was valued using a replacement cost methodology that incorporated estimates of the cost, time and resources required to recreate a similar asset and an appropriate developer profit margin.

Changes in key assumptions, particularly forecast revenues, contract renewal probabilities, useful economic lives and discount rates, could result in material changes to the carrying value of the acquired intangible assets and the residual goodwill recognised. The Group engaged independent valuation specialists to support the purchase price allocation and believes the assumptions applied are reasonable and supportable based on information available at the acquisition date.

Other fair value adjustments

Other fair value adjustments include a bonus accrual for Vesputi staff resulting from the change in ownership of Vesputi, that was adjusted for on a € for € basis in the cash consideration paid, provision for a contingent liability relating to an isolated historic claim against the entity, and deferred tax liabilities in respect of identified intangible assets arising on acquisition.

Revenue and profit contribution

Vesputi contributed revenues of £1,579,000 and profit after tax of £238,000 to the Group for the period from 31 March to 31 July 2026.

If the acquisition had occurred on 1 August 2025, consolidated pro forma revenue and loss after tax for the year ended 31 July 2026 would have been £67,583,000 and £1,510,000 respectively.

These amounts have been calculated using the subsidiary's results and adjusting them for:

- the additional amortisation that would have been charged on the assumption that the fair value adjustments to intangible assets had applied from 1 August 2025, together with the consequential tax effects; and

- the cost attributable to contingent liabilities recognised in the acquisition date assets and liabilities, together with the consequential tax effects.

Purchase consideration – cash outflow

	2026 £000
Cash outflow, net of cash acquired	
Cash consideration	**5,091**
Less: balances acquired	
Cash and cash equivalents	**(897)**
	(897)
Net outflow of cash – investing activities	**4,194**

Acquisition-related costs

Acquisition-related costs of £738,000 are included in exceptional administrative costs in the consolidated statement of comprehensive income and in exceptional operating cash flows in the consolidated cash flow statement.

(b) Mistral Data Limited

The Group acquired Mistral Data Limited on 23 August 2026 as announced on 29 July 2026. Control was obtained after the period-end date; see note 15, Subsequent Events, for details.

(c) Business combinations in the prior year

There were no acquisitions in the year ended 31 July 2025.

5. Revenue

Revenue is summarised below:

	2026	2025 restated
	£000	£000
Rail Technology & Services	**40,615**	37,945
Data, Analytics & Consultancy	**24,585**	23,501
Total revenue	**65,200**	61,446

Revenue can also be analysed as follows:

	2026	2025 restated
	£000	£000
Rail Technology & Services - United Kingdom	**34,226**	33,446
Rail Technology & Services - Rest of Europe	**1,579**	-
Rail Technology & Services - North America	**4,810**	4,499
Rail Technology & Services	**40,615**	37,945
Traffic Data & Customer Insights	**14,434**	12,119
Professional Services	**10,151**	11,382
Data, Analytics & Consultancy	**24,585**	23,501
Total revenue	**65,200**	61,446

Revenue to come from contracts entered into with performance obligations not fulfilled or only partially fulfilled amounted to £18.1m as at 31 July 2026, of which £12.9m is expected to be recognised within one year, and £5.2m after one year (£17.4m as at 31 July 2025, with £14.8m to be recognised within one year and £2.6m after one year).

Analysis of revenue based on whether it is recognised over time or at a point in time is provided below:

	2026	2025 restated
	£000	£000
Recognised over time	**23,735**	22,980
At a point in time	**16,880**	14,965
Rail Technology & Services	**40,615**	37,945
Recognised over time	**2,833**	1,219
At a point in time	**21,752**	22,282
Data, Analytics & Consultancy	**24,585**	23,501
Recognised over time	**26,568**	24,199
At a point in time	**38,632**	37,247
Total revenue	**65,200**	61,446

Major customers

Transactions with the Group's largest customer represent 9% of the Group's total revenues (2025: 10%).

Geographical split of revenue

A geographical analysis of revenue by customer location is provided below:

	2026	2025 restated
	£000	£000
United Kingdom	**48,879**	46,383
Ireland	**9,399**	9,095
Germany	**1,579**	-
Rest of Europe	**329**	513
North America	**4,221**	4,601
Rest of the World	**793**	854
Total revenue	**65,200**	61,446

6. Segmental analysis

The Group has divided its results into two segments, being Rail Technology & Services and Data, Analytics & Consultancy, consistent with the disclosure in the 2025 financial statements.

The Group has a wide range of products and services for the rail industry, such as software, hosting services and remote condition monitoring, and these have been included within the Rail Technology & Services segment as they have similar customer bases (such as train operating companies and infrastructure providers). Traffic data collection, data, analytics and consultancy offerings have similar economic characteristics and distribution methods and so have been included within the Data, Analytics & Consultancy segment.

Following the acquisition during the period, Vesputi's revenues, profit or loss, assets, liabilities and other material items have been included in the Rail Technology & Services segment. See note 4 for further detail.

The Events line of business was classified as held for sale on 8 June 2026 and was previously reported within the Data, Analytics & Consultancy segment. Information about this discontinued operation is provided in note 3.

In accordance with IFRS 8 "Operating Segments", the Group has made the following considerations to arrive at the disclosure made in these financial statements. IFRS 8 requires consideration of the Chief Operating Decision Maker (“CODM”) within the Group. In line with the Group’s internal reporting framework and management structure, the key strategic and operating decisions are made by the Executive Directors, who review internal monthly management reports, budgets and forecast information as part of this. Accordingly, the Executive Directors are deemed to be the CODM.

Operating segments have then been identified based on the internal reporting information and management structures within the Group. From such information it has been noted that the CODM reviews the business as two operating segments, receiving internal information on that basis. The management structure and allocation of key resources, such as operational and administrative resources, are arranged on a centralised basis.

Reconciliations of reportable segment revenues, profit or loss, assets and liabilities and other material items

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Board of Directors. Segment profit is used to measure performance. There are no material inter-segment transactions; however, when they do occur, pricing between segments is determined on an arm’s length basis. Revenues disclosed below materially represent revenues to external customers. Segmental profit before tax has been further analysed to allocate amortisation and exceptional items. Segmental assets and liabilities have been further analysed to allocate intangibles and investments, contingent consideration and deferred consideration to each individual segment.

	2026			
	Rail Technology & Services	**Data, Analytics & Consultancy**	**Unallocated**	**Total**
	£000	**£000**	**£000**	**£000**
Income statement				
Total revenue for reportable segments	**40,615**	**24,585**	**-**	**65,200**
Cost of sales	**(6,870)**	**(13,013)**	**-**	**(19,883)**
Gross profit	**33,745**	**11,572**	**-**	**45,317**
Underlying administrative costs	**(23,480)**	**(10,510)**	**-**	**(33,990)**
Adjusted EBITDA for reportable segments	**10,265**	**1,062**	**-**	**11,327**
Amortisation and impairment of intangible assets	**(4,653)**	**(1,061)**	**-**	**(5,714)**
Depreciation	**(956)**	**(886)**	**-**	**(1,842)**
Exceptional items	**(612)**	**(633)**	**(3,216)**	**(4,461)**
Share-based payment charges	**-**	**-**	**(364)**	**(364)**
Net finance income/(cost)	**32**	**61**	**-**	**93**
Consolidated profit/(loss) before tax	**4,076**	**(1,457)**	**(3,580)**	**(961)**
Taxation				**(565)**
Loss after tax from continuing operations				**(1,526)**
Loss from discontinued operations				**(101)**
Loss after tax				**(1,627)**

Staff costs are split between segments as follows.

	Rail Technology & Services	**Data, Analytics & Consultancy**	**Unallocated**	**Total**
	£000	**£000**	**£000**	**£000**
Continuing staff costs	**(18,536)**	**(14,264)**	**(364)**	**(33,164)**
Discontinued operations	**-**	**(13,670)**	**(39)**	**(13,709)**
Total staff costs charge	**(18,536)**	**(27,934)**	**(403)**	**(46,873)**

	2025 restated			
	Rail Technology & Services	Data, Analytics & Consultancy	Unallocated	Total
	£000	£000	£000	£000
Income statement				
Total revenue for reportable segments	37,945	23,501	-	61,446
Cost of sales	(6,347)	(12,122)	-	(18,469)
Gross profit	31,598	11,379	-	42,977
Underlying administrative costs	(21,985)	(10,348)	-	(32,333)
Adjusted EBITDA for reportable segments	9,613	1,031	-	10,644
Amortisation and impairment of intangible assets	(4,683)	(921)	-	(5,604)
Depreciation	(927)	(1,009)	-	(1,936)
Exceptional items	(1,474)	(66)	(589)	(2,129)
Other operating expense	-	-	(357)	(357)
Share-based payment charges	-	-	(361)	(361)
Net finance income	283	309	-	592
Consolidated profit / (loss) before tax	2,812	(656)	(1,307)	849
Taxation				(913)
Loss after tax from continuing operations				(64)
Profit from discontinued operations				584
Profit after tax				520

Staff costs are split between segments as follows.

	Rail Technology & Services	Data, Analytics & Consultancy	Unallocated	Total
	£000	£000	£000	£000
Continuing staff costs	(17,558)	(14,240)	(689)	(32,487)
Discontinued operations	-	(13,298)	(71)	(13,369)
Total staff costs charge	(17,558)	(27,538)	(760)	(45,856)

	2026			
	Rail Technology & Services	**Data, Analytics & Consultancy**	**Unallocated**	**Total**
	£000	**£000**	**£000**	**£000**
Assets				
Total other assets for reportable segments	**21,707**	**8,528**	**-**	**30,235**
Intangible assets and investments	**42,091**	**4,998**	**-**	**47,089**
Deferred tax assets	**-**	**-**	**2,249**	**2,249**
Cash and cash equivalents	**13,709**	**5,655**	**-**	**19,364**
Consolidated total assets	**77,507**	**19,181**	**2,249**	**98,937**
Liabilities				
Total other liabilities for reportable segments	**(24,011)**	**(4,547)**	**-**	**(28,558)**
Deferred tax liabilities	**-**	**-**	**(5,695)**	**(5,695)**
Contingent consideration	**(1,914)**	**-**	**-**	**(1,914)**
Consolidated total liabilities	**(25,925)**	**(4,547)**	**(5,695)**	**(36,167)**

	2025			
	Rail Technology & Services	Data, Analytics & Consultancy	Unallocated	Total
	£000	£000	£000	£000
Assets				
Total other assets for reportable segments	10,256	14,954	-	25,210
Intangible assets and investments	39,075	8,428	-	47,503
Deferred tax assets	-	-	1,869	1,869
Cash and cash equivalents	15,181	8,208	-	23,389
Consolidated total assets	64,512	31,590	1,869	97,971
Liabilities				
Total other liabilities for reportable segments	(16,542)	(10,000)	-	(26,542)
Deferred tax liabilities	-	-	(6,264)	(6,264)
Contingent consideration	-	(158)	-	(158)
Consolidated total liabilities	(16,542)	(10,158)	(6,264)	(32,964)

Assets and liabilities within the Data, Analytics & Consultancy segment at 31 July 2025 included those relating to the Events business.

7. Exceptional items

The Group incurred exceptional items in 2026 and 2025 which are analysed as follows:

	2026	2025 restated
	£000	£000
Non-cash:		
Unwind of discounting of contingent consideration	**-**	4
Transformation costs - other	**-**	377
Cash:		
Transformation costs - headcount	**1,048**	1,148
Transformation costs - footprint	**241**	147
Transformation costs - other	**40**	-
Contract termination (credit) / costs	**(89)**	453
Merger and acquisition costs	**3,221**	-
Total exceptional items	**4,461**	2,129

	2026	2025
	£000	£000
Split:		
Non-cash	**-**	381
Cash	**4,461**	1,748
Total	**4,461**	2,129

2026

During the year ended 31 July 2026, the Group completed the implementation of the One Tracsis operating model. This replaced a business unit organisational structure that was previously in place, bringing the Group's continuing operations together under a common functional structure led through a series of product lines. This better positions the Group to deliver on its strategy of focusing on higher growth and higher margin application software activities, and represents a more scalable model to deliver sustainable long-term margin growth.

The Group’s accounting policy is to classify items which are significant by their size or nature and/or which are considered non-recurring as exceptional operating items. The costs associated with these activities have been reported as exceptional operating items consistently with this policy since they are material in size and nature, and are non-recurring.

Exceptional costs of £1,329,000 associated with delivering this programme of actions have been recognised in the income statement during the period. These costs principally relate to: headcount reductions where roles are duplicated or no longer required; costs of reducing the Group's physical and legal entity footprint; and other costs relating to establishing new operating processes.

Exceptional costs of £3,221,000 in respect of merger and acquisition activities have been recognised in the income statement during the period. These costs principally relate to professional adviser fees including the execution of due diligence.

A contract termination credit of £89,000 represents a reduction in the expected costs related to the termination of a low margin Rail Technology & Services customer contract in the UK which were provided against in the year ended 31 July 2025.

Exceptional cash outflows in the period were £2,945,000, comprising £618,000 in respect of opening accruals and £4,461,000 of cash exceptional items for the period, less £2,134,000 in respect of closing accruals.

2025

In the previous financial year, exceptional costs of £1,672,000 were recognised relating to the transformation of how the Group develops and delivers application software solutions based around industry best practice, as well as ensuring that its operating systems, processes and footprint were aligned with this operating model. These actions, undertaken through the years ended 31 July 2024 and 31 July 2025, enabled the Group to complete the implementation of the One Tracsis operating model during the year ended 31 July 2026, as described above.

Contract termination costs of £453,000 were incurred following the termination of a low margin Rail Technology & Services customer contract in the UK. These included associated legal fees and an estimate of the costs required to provide future customer support consistent with the agreed contract settlement.

A further charge totalling £4,000 was recognised for the unwinding of the discount on contingent consideration.

8. Taxation

Reconciliation of the effective tax rate:

	2026 £000	**2026 %**	2025 restated £000	2025 restated %
(Loss) / profit before tax from continuing operations	**(961)**		849	
Expected tax (credit) / charge based on the standard rate of corporation tax in the UK of 25.0% (2025: 25.0%)	**(240)**	**25.0**	212	25.0
Expenses not deductible for tax purposes	**816**	**(84.9)**	452	53.2
Adjustments in respect of previous years	**(97)**	**10.1**	394	46.4
Overseas tax not at UK tax rate	**95**	**(9.9)**	(408)	(48.1)
Share-based payments differences	**69**	**(7.2)**	263	31.0
Other differences	**(78)**	**8.1**	-	-
Total tax charge	**565**	**(58.8)**	913	107.5

The Group has £8,346,000 recognised and no unrecognised tax losses carried forward.

Deferred tax assets for losses principally relate to Rail Technology & Services operations in the US, where historical net operating losses are expected to be utilised against future taxable profits created by revenue growth opportunities.

9. Earnings per share

Basic earnings per share

The calculation of basic earnings per share for the year ended 31 July 2026 was based on the loss attributable to ordinary shareholders of £1,627,000 (2025: profit of £520,000) and a weighted average number of ordinary shares in issue of 29,761,000 (2025: 30,284,000), calculated as set out below.

Diluted earnings per share

The calculation of diluted earnings per share for the year ended 31 July 2026 was based on the loss attributable to ordinary shareholders of £1,627,000 (2025: profit of £520,000) and a weighted average number of ordinary shares in issue of 29,761,000 (2025: 30,812,000) with no adjustment presented for potential ordinary shares for the year ended 31 July 2026 since such shares were antidilutive in the period, calculated as set out below.

	2026	2025
	£000	£000
(Loss) / profit after tax from continuing operations	**(1,526)**	(64)
(Loss) / profit after tax from discontinued operations	**(101)**	584
(Loss) / profit after tax	**(1,627)**	520

Weighted average number of ordinary shares

In thousands of shares	**2026**	2025
Issued ordinary shares at 1 August	**29,732**	30,326
Effect of shares issued for cash	**29**	53
Effect of share buy-back	**-**	(95)
Weighted average number of shares for the year to 31 July	**29,761**	30,284
For the purposes of calculating basic earnings per share	**29,761**	30,284
Adjustment for the effects of all dilutive potential ordinary shares	**-**	528
For the purposes of calculating diluted earnings per share	**29,761**	30,812

Continuing operations

Basic earnings per share	**(5.13p)**	(0.21p)
Diluted earnings per share	**(5.13p)**	(0.21p)

Discontinued operations

Basic earnings per share	**(0.34p)**	1.93p
Diluted earnings per share	**(0.34p)**	1.90p

Total

Basic earnings per share	**(5.47p)**	1.72p
Diluted earnings per share	**(5.47p)**	1.69p

Adjusted EPS

In addition, adjusted EPS is calculated below on the grounds that it is a common metric used by the market in monitoring similar businesses. These figures are relevant to the Group and are provided to enable a comparison to similar businesses and are metrics used by equity analysts who cover the Group. Amortisation of acquired intangible assets and share-based payment charges are deemed to be non-cash at the point of recognition in nature, and exceptional items by their very nature are one-off, and therefore excluded in order to assist with the understanding of underlying trading. A reconciliation of this figure is provided below.

	2026	2025
	£000	£000
(Loss) / profit after tax	**(1,627)**	520
Loss / (profit) after tax from discontinued operations	**101**	(584)
Amortisation and impairment of acquired intangible assets	**5,508**	5,524
Share-based payment charges	**364**	361
Exceptional items - net	**4,461**	2,129
Other operating expense	**-**	357
Tax impact of the above adjusting items	**(1,702)**	(1,729)
Adjusted profit from continuing operations for EPS purposes	**7,105**	6,578

	2026	2025
	£000	£000
(Loss) / profit after tax	**(1,627)**	520
Amortisation and impairment of acquired intangible assets	**5,646**	5,846
Share-based payment charges	**403**	432
Profit on disposal of discontinued operations	**(33)**	-
Exceptional items - net	**5,733**	2,361
Other operating expense	**-**	357
Tax impact of the above adjusting items	**(1,782)**	(1,885)
Adjusted profit from all operations for EPS purposes	**8,340**	7,631

Weighted average number of ordinary shares

In thousands of shares	**2026**	2025
For the purposes of calculating basic earnings per share	**29,761**	30,284
Adjustment for the effects of all dilutive potential ordinary shares	**569**	528
For the purposes of calculating diluted earnings per share	**30,330**	30,812

Adjusted EPS from continuing operations	**2026**	2025
Basic adjusted earnings per share	**23.87p**	21.72p
Diluted adjusted earnings per share	**23.43p**	21.35p

Adjusted EPS from all operations	**2026**	2025
Basic adjusted earnings per share	**28.02p**	25.20p
Diluted adjusted earnings per share	**27.50p**	24.77p

10. Contingent consideration

In 2022 the Group acquired The Icon Group Limited ("Icon"). Under the share purchase agreement, contingent consideration was payable based on the profitability of Icon in the three-year period after the acquisition, and on the successful renewal of certain key contracts in the four-year period after acquisition. The final payment of €183,000 (£160,000) was made in the year ended 31 July 2026.

On 31 March 2026 the Group acquired Vesputi GmbH ("Vesputi"). Under the share purchase agreement, contingent consideration is payable based on the achievement of specified net revenue targets for the periods ending December 2026 and December 2027 and on the achievement of certain integration milestones. Contingent consideration is payable in Euros up to a maximum of €2,375,000 (£2,036,000). Based on post-acquisition performance and current forecasts of future performance, the fair value of the amount payable was assessed as €2,227,000 (£1,914,000) at 31 July 2026.

A charge of £30,000 was recognised, following the unwind of the discounting through 31 July 2026. At the balance sheet date, the Directors assessed the fair value of the remaining amounts payable which were deemed to be as follows:

	2026	2025
	£000	£000
The Icon Group Limited	**-**	158
Vesputi GmbH	**1,914**	-
	1,914	158

Contingent consideration payable in respect of the Group's past acquisitions is considered to be a "Level 3 financial liability" as defined by IFRS 13. These liabilities are carried at fair value, which is based on the estimated amounts payable under the provisions of the share purchase agreements which specify the specific arrangements and calculations relating to each acquisition. This involves assumptions about future profit forecasts, which result from assumptions about revenues and costs, and about certain non-financial outcomes, and the resulting liability is discounted back to the present value using an appropriate discount rate and an estimate of when it is expected to be payable. A range of outcomes is considered, and a probability weighting is applied to each of them in order to produce a weighted assessment of the amount payable.

The Group has considered multiple scenarios in estimating the fair value of contingent consideration payable in the future. In all cases, contingent consideration payable could range from zero to the maximum amount included in the Vesputi share purchase agreement as detailed in this note.

A 29% decrease in the Vesputi net revenue forecast would result in a decrease in the fair value of contingent consideration of £383,000.

Contingent consideration payments have been discounted at 6.1% per annum.

The movement on contingent consideration liabilities can be summarised as follows:

	2026	2025
	£000	£000
At the start of the year	**158**	151
Arising on acquisition (note 4)	**1,904**	-
Cash payment	**(160)**	-
Unwind of discounting	**30**	4
Exchange adjustment	**(18)**	3
At the end of the year	**1,914**	158

The ageing profile of the remaining liabilities can be summarised as follows:

	2026	2025
	£000	£000
Payable in less than one year	**1,333**	158
Payable in more than one year	**581**	-
Total	**1,914**	158

11. Dividends

The Board intends to pursue a sustainable and progressive dividend policy, having regard to the development of the Group.

The cash cost of dividend payments made during the year is below:

	2026	2025
	£000	£000
Final dividend for 2023/24	**-**	395
Interim dividend for 2024/25	**-**	364
Final dividend for 2024/25	**417**	-
Interim dividend for 2025/26	**390**	-
Total dividends paid	**807**	759

The dividends paid or proposed in respect of each financial year are as follows:

	2026	2025
	£000	£000
Interim dividend for 2024/25 of 1.2p per share paid	**-**	364
Final dividend for 2024/25 of 1.4p per share paid	**-**	417
Interim dividend for 2025/26 of 1.3p per share paid	**390**	-
Final dividend for 2025/26 of 1.5p per share proposed	**447**	-

The total dividends paid or proposed in respect of each financial year ended 31 July were as follows:

	2026	2025	2024	2023	2022	2021	2020	2019	2018	2017
Total dividends paid or proposed per share	**2.8p**	2.6p	2.4p	2.2p	2.0p	£nil	£nil	1.8p	1.6p	1.4p

12. Reconciliation of alternative performance measures ("APMs")

The Group uses APMs, which are not defined or specified under the requirements of International Financial Reporting Standards ("IFRS"). These metrics adjust for certain items which impact upon IFRS measures, to aid the user in understanding the activity taking place across the Group's businesses. The largest components of the adjusting items, being depreciation, amortisation and share-based payments, are "non-cash" items and are separately analysed to assist with the understanding of underlying trading. Share-based payments are adjusted to reflect the underlying performance of the Group as the fair value on initial recognition is impacted by market volatility that does not correlate directly to trading performance. APMs are used by the Directors and management for performance analysis, planning, reporting and incentive purposes.

Adjusted EBITDA

Calculated as earnings before net finance income, tax, depreciation, amortisation and impairment of intangible assets, exceptional items, other operating expense and share-based payment charges arising from continuing operations. This metric is used to show the underlying trading performance of the Group from period to period in a consistent manner and is a key management incentive metric. The closest equivalent statutory measure is loss or profit before tax from continuing operations. Adjusted EBITDA can be reconciled to statutory loss or profit before tax from continuing operations as set out below:

	2026	2025
	£000	£000
(Loss) / profit before tax from continuing operations	**(961)**	849
Net finance income	**(93)**	(592)
Share-based payment charges	**364**	361
Exceptional items	**4,461**	2,129
Other operating expense	**-**	357
Amortisation and impairment of intangible assets	**5,714**	5,604
Depreciation	**1,842**	1,936
Adjusted EBITDA	**11,327**	10,644

Adjusted basic earnings per share

Calculated as profit after tax before amortisation and impairment of acquired intangible assets, share-based payment charges, exceptional items, other operating income or expense and the tax impact of these adjusting items, divided by the weighted average number of ordinary shares in issue during the period. This is a common metric used by the market in monitoring similar businesses and is used by equity analysts who cover the Group to better understand the underlying performance of the Group. See note 9: Earnings per share.

Free cash flow

Calculated as net cash flow from operating activities after purchase of property, plant and equipment, proceeds from disposal of property, plant and equipment, proceeds from exercise of share options, lease liability payments, purchase of intangible assets and capitalised development costs arising from continuing and discontinued operations. This measure reflects the cash generated in the period that is available to invest in accordance with the Group's growth strategy and capital allocation policy.

Free cash flow reconciles to net cash flow from operating activities as set out below:

	2026	2025
	£000	£000
Net cash flow from operating activities	**5,804**	10,832
Add back: exceptional operating cash flows	**3,323**	1,445
Purchase of property, plant and equipment	**(299)**	(671)
Proceeds from disposal of property, plant and equipment	**35**	36
Capitalised development costs	**(1,008)**	(835)
Purchase of intangible assets	**(117)**	(312)
Proceeds from exercise of share options	**-**	1
Lease liability payments	**(1,444)**	(1,380)
Free cash flow before exceptional items	**6,294**	9,116
Cash flows on exceptional items	**(3,323)**	(1,445)
Free cash flow	**2,971**	7,671

13. Intangible Assets

During the year ended 31 July 2026, cash-generating units and the level at which goodwill is monitored have changed as follows:

- Goodwill related to the former Traffic Data & Events cash-generating unit group was reallocated to separate groups, Events and Traffic Data & Customer Insights, following changes to the Group's internal management reporting and management accountability. This reallocation was based on relative values estimated using earnings multiples, reflecting the distribution of synergies arising from the original acquisition. The resulting allocation of goodwill was:

    - Events cash-generating unit £1,415,000; and
    - Traffic Data & Customer Insights cash-generating unit group: £831,000.

- Goodwill related to the newly acquired cash-generating unit Vesputi GmbH (see note 4) has been monitored at the level of a new cash-generating unit group, Rail Technology & Services - Rest of Europe.

- Compass Informatics Limited and The Icon Group Limited have merged into a single cash-generating unit following the conclusion of residual contracts in The Icon Group Limited. This did not result in any change to the level of goodwill monitoring.

The period-end carrying values of internally generated intangible assets and intangible assets arising from the Group's acquisitions are analysed by group of cash-generating units in the following table:

Goodwill		Customer-related intangibles		Technology-related, acquired intangibles		Technology-related, internally generated intangibles		Order book-related intangibles		Total	
2026	2025 reallocated*	**2026**	2025	**2026**	2025	**2026**	2025	**2026**	2025	**2026**	2025
£000	£000	**£000**	£000	**£000**	£000	**£000**	£000	**£000**	£000	**£000**	£000
Rail Technology & Services - United Kingdom[1]											
8,914	8,914	**13,229**	14,722	**4,732**	6,138	**611**	315	**-**	-	**27,486**	30,089
Rail Technology & Services - Rest of Europe[2]											
4,121	-	**1,873**	-	**848**	-	**-**	-	**-**	-	**6,842**	-
Rail Technology & Services - North America[3]											
4,489	4,518	**138**	361	**2,517**	3,681	**572**	304	**47**	122	**7,763**	8,986
Traffic Data & Customer Insights[4]											
831	831	**185**	333	**372**	341	**253**	210	**-**	-	**1,641**	1,715
Data Analytics / GIS[5]											
2,338	2,348	**670**	1,311	**291**	409	**58**	88	**-**	-	**3,357**	4,156
Events[6]											
-	1,415	**-**	636	**-**	-	**-**	506	**-**	-	**-**	2,557
20,693	18,026	**16,095**	17,363	**8,760**	10,569	**1,494**	1,423	**47**	122	**47,089**	47,503

* Goodwill at the comparative period end has been reallocated in line with the changes to cash-generating unit groups as noted above.

1 Comprises CGUs: Rail Operations and Planning, MPEC Technology Limited, Ontrac Technology and Customer Experience.

2 Comprises CGU: Vesputi GmbH.

3 Comprises CGU: Railcomm.

4 Comprises CGUs: Tracsis Traffic Data Limited and Customer Insights.

5 Comprises CGU: Compass Informatics.

6 Comprised CGU: Tracsis Events Limited.

In accordance with the requirements of IAS 36 “Impairment of Assets”, goodwill is allocated to groups of the Group’s cash-generating units ("CGUs") which are expected to benefit from the combination. These groups of CGUs are not larger than the operating segments of the Group. Each group of CGUs is assessed for impairment annually or whenever there is a specific indicator of impairment.

As part of the annual impairment test review, the carrying value of goodwill has been assessed with reference to value in use over a projected period between three and five years together with a terminal value. This reflects the projected cash flows of the CGU based on the actual operating results, the most recent Board approved budget and management projections.

The key assumptions on which the value in use calculations are based relate to business performance over the projected period, long-term growth rates beyond the projected period and the discount rates applied. The key judgements are the level of revenue and margins anticipated and the proportion of operating profit converted into cash flow in each year. Forecasts are based on past experience and take into account current and future market conditions and opportunities.

2026	Pre-tax discount rate	Post-tax discount rate	Projected period (years)	Short-term growth rate*	Long-term annual growth rate
Rail Technology & Services - United Kingdom	**18.0%**	**13.8%**	**3**	**1.7%**	**2.0%**
Rail Technology & Services - Rest of Europe	**18.0%**	**13.2%**	**3**	**24.7%**	**2.0%**
Rail Technology & Services - North America	**16.4%**	**13.0%**	**5**	**16.5%**	**2.2%**
Traffic Data & Customer Insights	**17.6%**	**13.5%**	**3**	**2.1%**	**2.0%**
Data Analytics / GIS	**13.0%**	**11.6%**	**3**	**-0.5%**	**2.0%**

2025	Pre-tax discount rate	Post-tax discount rate	Projected period (years)	Short-term growth rate*	Long-term annual growth rate
Rail Technology & Services - United Kingdom	19.3%	14.9%	3	7.0%	2.0%
Rail Technology & Services - North America	17.4%	13.4%	5	22.8%	2.1%
Traffic Data & Events	19.4%	14.9%	3	1.2%	2.0%
Data Analytics / GIS	13.7%	12.2%	3	13.5%	2.0%

* The short-term revenue growth rate is the compound annual growth rate over the projected period, calculated from the most recent financial year.

Sensitivities of reasonably possible changes have been considered for the Rail Technology & Services - United Kingdom, Rail Technology & Services - Rest of Europe, Traffic Data & Customer Insights and Data Analytics / GIS groups of CGUs and resulted in the recoverable amount exceeding the carrying amount for each group as follows:

- a 1% point increase in the discount rate; and
- a 1% point reduction in the long-term growth rate.

The Rail Technology & Services - North America CGU is sensitive to changes in forecasting assumptions. A key assumption within its value in use is the revenue growth opportunity. While the Directors are confident that the business can achieve strong revenue growth and that is reflected in the forecasts used to calculate the value in use of the CGU, that revenue growth is not guaranteed, and future revenue could be affected by various factors including the risks identified in our summary of the Group’s principal risks in its Annual Report.

The forecast cash flows include assumptions on new work being secured. While the Directors consider those assumptions to be reasonable, winning or losing bids for a relatively small number of pieces of new work could have a material effect on the value in use of the CGU.

Post-tax discount rates were estimated based on an external valuation expert's weighted average cost of capital calculation; these were converted to pre-tax discount rates for use in the value in use calculations.

The projected period covers the visible pipeline period and duration of assumed customer implementation contracts from the pipeline.

The short-term growth rate reflects a probability-weighted conversion of the qualified sales pipeline, with weightings applied based on the stage of each opportunity within the sales cycle.

The long-term growth rate reflects the long-term inflation assumption.

A decrease in the short-term growth rate from 16.5% to a compound annual growth rate of 13.4% and maintaining a long-term growth rate of 2.2% per annum would reduce the headroom against the non-current assets from £4,673,000 in the base case to £nil. This assumes no cost mitigations over the forecast period other than the reduction in cost of sales from reduced revenue.

The Directors consider these scenarios possible but unlikely based on the identified market opportunities for its products and services, the successful go-live of two major projects over the past two years and the opportunity to take cost mitigation actions in the event that revenues are materially lower than the base case forecast.

14. Share capital

	2026 Number	**2026 £**	2025 Number	2025 £
Allotted, called up and fully paid:				
Ordinary shares of 0.4p each	**29,781,884**	**119,128**	29,732,116	118,928

The following share transactions have taken place during the year ended 31 July 2026:

	2026 Number	2025 Number
At the start of the year	**29,732,116**	30,325,682
Shares bought back and cancelled	**-**	(674,510)
Exercised share options (note 10)	**49,768**	80,944
At the end of the year	**29,781,884**	29,732,116

During the year, a number of options were exercised from the employee schemes, all with an exercise price of 0.4p per share.

15. Subsequent events

On 23 August 2026, the Group completed the acquisition of 100% of the issued share capital of Mistral Data Limited ("Mistral Data") for an enterprise value of £48.0m, on a cash-free, debt-free basis, subject to customary completion adjustments. The consideration was satisfied in cash.

Mistral Data is a UK rail software provider with a portfolio of cloud-native software and data solutions that support train operators in areas including customer communications, revenue management, rail operations, asset management and business intelligence. The acquisition strengthens the Group's position in the UK rail software market and accelerates its strategy to develop a scalable software product business with increased levels of recurring revenue.

The financial effects of this transaction have not been recognised as at 31 July 2026, as control transferred after the reporting date. The operating results and assets and liabilities of Mistral Data will be consolidated from 23 August 2026.

Details of the consideration transferred are:

Purchase consideration	**£000**
Enterprise value	48,000
Provisional debt and working capital adjustment	886
Cash paid	**48,886**

Acquisition-related costs

Acquisition-related costs of £2,546,000 have been incurred in respect of this transaction.

Given the limited period between completion of the acquisition and the authorisation of these financial statements, the Group has not yet completed the acquisition accounting required under IFRS 3 "Business Combinations". Accordingly, the identification and fair value assessment of the assets acquired and liabilities assumed, together with the resulting goodwill and identifiable intangible assets, remain under review. The Group will complete the purchase price allocation exercise during FY27 and will include the relevant IFRS 3 disclosures in its subsequent financial reporting.

16. Annual Report and Annual General Meeting

The Company anticipates dispatching a copy of its annual report and accounts, or otherwise making it available, to all shareholders on or around 4 December 2026. A copy will also be available on the Company's website: www.tracsis.com. The Annual General Meeting of the Company will be held at Nexus, Discovery Way, Leeds, LS2 3AA on 22 January 2027 at 9am.