the craneware group®

Craneware plc
Annual Report & Financial Statements

For the year ended 30 June 2025

Registered Number SC196331

Right Partner. Right Outcome. Right Now.

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Right Partner. Right Outcome. Right Now.

Transforming the Business of Healthcare™

For more than 25 years, The Craneware Group has been at the forefront of healthcare technology—empowering providers to make smarter decisions, achieve measurable financial gains, and deliver better outcomes for the communities they serve.

Our value proposition is simple yet powerful: transform financial and operational outcomes with the right partner, right now.

Through Trisus®, our secure cloud-based ecosystem, we unite revenue intelligence, margin intelligence, and advanced analytics. By combining deep healthcare expertise with engineering excellence—and through our strategic alliance with Microsoft—we deliver future-ready solutions that scale, adapt, and endure.

The Right Partner

We provide more than technology—we deliver guidance, expertise, and advocacy for providers navigating complexity every day. From 340B performance to cost management and revenue integrity, we help hospitals and pharmacies strengthen operations and financial performance across their enterprise.

The Right Outcome

Data by itself is rarely clear and actionable but herein lies our strength. Our solutions simplify technology, reduce costs, and give healthcare leaders the visibility they need to improve both financial strength and patient care.

Right Now

Healthcare moves fast. Our innovations accelerate value, streamline claims, and deliver intelligence in real time—freeing resources for what matters most: patient care. With continuous enhancements and our Microsoft alliance, we ensure providers are equipped for today's challenges and tomorrow's opportunities.

We believe that the right partner, the right outcome, and the right timing make all the difference. By standing alongside providers, delivering intelligence that inspires confident decisions, and ensuring support is always within reach, we help healthcare organizations thrive today—and prepare for tomorrow.

Together, we are transforming the business of healthcare.

BEST IN KLAS® REVENUE CYCLE: CHARGEMASTER MANAGEMENT 2025

"I like how connected and communicative The Craneware Group is. I like that they are constantly looking for ways to update the system and that they also take into consideration improvements, enhancements, and adjustments to their programs. I also like how their reference materials are integrated into the operational side of the modules. So when we are working on our chargemaster, we can click a button and pull in the resource that tells us about the charge codes we are trying to use. That integration within the tool is nice. "

- VP/ Other Executive, August 2025

Trisus® Optimization Suites

The Craneware Group's Optimization Suites drive measurable improvement across hospital financial and operational performance. Each suite combines intelligent automation, actionable analytics, and proven domain expertise to help providers maximize revenue integrity, strengthen compliance, and achieve sustainable outcomes at scale.

Trisus® Pricing Integrity Suite

Take control of your revenue by protecting your chargemaster with compliant and accurate data. By pricing your services competitively and rationally, you'll have peace of mind knowing your process is working at its peak.

Trisus Chargemaster with Trisus Assist
Automates charge management with AI-powered coding research, optimizes revenue, ensures compliance, and streamlines collaboration and workflows for enhanced efficiency.

Microsoft Solutions Partner
Healthcare AI
Certified software
Trisus® Chargemaster

Trisus Reference
Instant access to the most current regulatory reference data so your staff can spend more time interpreting data.

Trisus Pricing Analyzer and Transparency
Delivers real-time insights for rational pricing, ensures regulatory compliance and provides market-competitive, defensible hospital prices.

Trisus® Data Integrity Suite

Creates a proactive workflow that aligns data between operating units, the supply chain and revenue cycle to improve charge capture, claim accuracy and billing compliance.

Trisus Chargemaster with Trisus Assist
Automates charge management with AI-powered coding research, optimizes revenue, ensures compliance, and streamlines collaboration and workflows for enhanced efficiency.

Microsoft Solutions Partner
Healthcare AI
Certified software
Trisus® Chargemaster

Trisus Reference
Instant access to the most current regulatory reference data so your staff can spend more time interpreting data.

Trisus Supplies Assistant
Quickly and easily provides the coding information needed to add new supplies to the chargemaster.

Trisus Supply
Maximizes revenue, strengthens compliance, and optimizes supply utilization with confidence.

Trisus Medication Formulary
Simplifies formulary oversight through real-time insights, automated updates, and analytics.

Trisus® Business of Pharmacy Suite

A portfolio of solutions centered on each link in the medication revenue cycle, allowing pharmacies to leverage multiple data sets in one location and delivering insights to optimize your revenue chain when utilizing the entire suite.

Trisus Medication Formulary
Simplifies formulary oversight through real-time insights, automated updates, and analytics.

Sentinel for 340B Compliance
Enhances pharmacy performance, costs, contracts, and compliance using custom configurations, advanced NDC mapping, and the integration of cost optimization analytics from Bluesight CostCheck™.

Sentrex for 340B Contract Pharmacy
Expands medication access while maintaining compliance with evolving legislation.

Trisus Medication Claim
Accelerates pharmacy payments, reduces denials, and improves revenue visibility.

Trisus Medication Financial Management
Optimizes financial performance by identifying and analyzing variances in purchasing, reimbursements, and pharmacy margins.

Trisus Medication Compare
Provides real-world cost data, utilization trends, and pricing benchmarks to support better formulary decisions.

Central Pharmacy Distribution
A centralized purchasing application that addresses the challenges of pharmacy supply chains at large health systems.

Trisus® Healthcare Intelligence Suite

Designed to help hospitals and healthcare networks continue to offer cost-effective, quality care by optimizing their margins, revenues, and workforce. This suite empowers users to easily identify, strategize, implement, and manage the financial aspects of their operations for long-term success.

Trisus Decision Support
Consolidates financial, clinical and operational data delivering valuable cost and performance insights.

Trisus Labor Productivity
Uses just-in-time analytics to ensure efficient staffing decisions while managing labor costs.

Financial Highlights (US dollars)

$205.7m	**Revenue** increased 9% to $205.7m (FY24: $189.3m)
$184m	**Annual Recurring Revenue**[2.] increased 7% to $184m (FY24: $172.0m), associated Net Revenue Retention[3] improved to 107% (FY24: 98%)
$65.3m	**Adjusted EBITDA**[1.] increased 12% to $65.3m (FY24: $58.3m)
$24.0m	Substantial growth in **Statutory Profit before tax**, up 52% to $24.0m (FY24: $15.7m), benefitting from the reduction in finance costs driven by the Group's treasury management policy
116.1c	**Adjusted basic EPS**[1.] increased 22.5% to 116.1 cents (FY24: 94.8 cents) and adjusted diluted EPS increased to 114.2 cents (FY24: 93.9 cents)
56.2c	Significant increase in both **Basic EPS**, up 68% to 56.2 cents (FY24: 33.5 cents) and diluted EPS, up 66% to 55.2 cents (FY24: 33.2 cents)
94%	**Strong Operating Cash Conversion**[4.] at 94% of Adjusted EBITDA (FY24: 90%)
$55.9m	**Total cash and cash equivalents** increased to $55.9m (FY24: $34.6m)
$27.7m	Further reduction in total **Bank Debt** in the year at $27.7m (FY24: $35.4m)
32.0p	Dividend for year up 10%. Proposed final dividend of 18.5p per share (FY24: 16.0p) giving a **total dividend** for the year of 32p per share (FY24: 29.0p)
$100m	Post period end, **new unsecured Revolving Credit Facility ("RCF")** of $100m agreed on improved terms, for a further three years with an option to extend for two further one-year terms, and with an additional $100m accordion facility

Operational Highlights

- Continued sales momentum, delivering another year of sequential sales increase, driven by growing levels of expansion sales to existing customers
- Strong customer retention of over 90%, testament to the value Craneware delivers and its position as a trusted strategic partner
- All customer-facing teams now integrated across all offerings, providing a seamless experience for our customers and the operational structure to support the next stage of customer and partner growth
- Trisus Platform revenues now transitioning to recurring revenues as anticipated, adding to the Group's ARR
- Trisus® Chargemaster received Microsoft 'AI for Healthcare' certification and was once again awarded 'Best in KLAS', reinforcing Craneware's market leadership in revenue cycle management and demonstrating the success of our ongoing investment in R&D
- Microsoft alliance progressing well, with 13 Trisus solutions now available on the Azure Marketplace, the first major customer contracts secured via the Marketplace and joint marketing efforts commenced
- Launch of Trisus® Assist within Trisus® Chargemaster, an AI powered personal assistant, designed to revolutionise how healthcare finance, administration and operational teams research and navigate complex healthcare operational issues and generate greater efficiencies – now being rolled out across all of Craneware's product sets

Outlook

Trading in the first few months of the new year have started well, which alongside the FY25 ARR and NRR growth provide confidence in continued growth acceleration in FY26

Craneware has the proprietary data, expertise and customer base to play a central role in the transformation of the business of US Healthcare, and the Board looks to the future with confidence

1. Certain financial measures are not determined under IFRS and are alternative performance measures as described in Note 26 of the financial statements.
2. Annual Recurring Revenue ("ARR") includes the annual value of subscription license and related recurring revenues at 30 June 2025 that are subject to the underlying contracts and where revenue is being recognised at the reporting date.
3. Net Revenue Retention is the percentage of revenue retained from existing customers over the measurement period, taking into account both churn and expansion sales.
4. Operating Cash Conversion is cash generated from operations (as per Note 18), adjusted to exclude cash payments for exceptional costs and movements in cash held on behalf of customers, divided by adjusted EBITDA.
5. When we refer to 'Craneware', or 'The Craneware Group' or 'Group' in the annual report we mean the group of companies having Craneware plc as its parent and therefore these words are used interchangeably.

Chair's Statement

I am delighted to report on a strong year of trading, in which the strategic developments of recent years have driven accelerating growth rates. The successes the team have achieved over the last five years, against the backdrop of the pandemic, inflation, and macro political and economic uncertainty, should not be underestimated. Two considerable organisations have been successfully combined and growth restored to the acquired business, all offerings transitioned into the Microsoft Azure cloud, new offerings launched, a major alliance with Microsoft secured and the Group has increased EBITDA margins.

Within this fiscal year, even with no abatement in distractions, the team has stayed focused on achieving our strategic objectives and providing outstanding support to our customers. The value being unlocked by the Group's offerings continues to grow – with over $1.5bn returned to customers via our software in this year alone, providing them with vital funds to reinvest in the delivery of care within their communities.

Strong financial results and growing momentum

The year has seen the Group deliver on its commitment to increase its growth rate, while maintaining strong profit margins, reducing bank debt, delivering a double digit increase in dividends and providing an admirable return on our customers' investment in the Group's software. Adjusted EBITDA increased by 12% to over $65m (FY24: $58.3m) at an increased EBITDA margin of 32% (FY24: 31%) delivered by revenue growth of 9% to $205.7m (FY24: $189.3m).

The healthy sales performance, continued high levels of customer retention and transition of increasing elements of revenue into recurring revenue streams, have delivered growth in ARR of 7% to $184m (FY24: $172.0m) and an increase in Net Revenue Retention to 107% (FY24: 98%). The strength of ARR and NRR in the year point to growth acceleration in the year to come.

The Group continues to deliver high levels of operating cash conversion, which have been used to invest in the product portfolio and reduce debt and interest costs, with total bank debt reduced to $27.7m (FY24: $35.4m), whilst retaining healthy total cash reserves of $55.9m (FY24: $34.6m). The Board has proposed a final dividend of 18.5p per share (FY24: 16.0p) giving a total dividend for the year of 32.0p per share (FY24: 29p) up 10%.

The strength of the Group's balance sheet allows the Board to continue to invest organically as well as review any appropriate acquisition opportunities aligned with its growth strategy. To support future growth, since our year end, we have signed a new RCF facility, with four key banking partners, of $100m with a further $100m accordion. This unsecured facility replaces our existing term loan and RCF and has been agreed at lower interest rates and on more favourable terms.

Multifaceted strategy for growth, built on strong foundations

The transformation of The Craneware Group in recent years confirms it occupies a strategic position at the heart of the US Healthcare market, providing a strong foundation for continued expansion. With approximately 40% of all US hospitals as customers and many having been so for over two decades, gradually bringing more of their hospitals onto the Trisus platform and taking advantage of an increasing range of Craneware's Trisus offerings as they unlock further returns on their investments. With the Group having once again renewed its multi-year contracts with the majority of its customers in recent years, this base of Annual Recurring Revenue is incredibly resilient, with no single customer reliance.

The Group aims to reinvest approximately 25% of revenue each year in innovation, as it seeks to unlock further ROI for customers through new offerings, transforming the data that flows through the Trisus platform into insights that enable hospitals to protect revenue and operating margins. One of the latest examples of the importance of innovation is the launch of the "Shelter" program, based on our 340B data and software, which has seen strong uptake across our extensive customer base this year and has been a major driver of revenue and ARR growth.

US Healthcare leaders are now at the start of reviewing their approach to AI, presenting an exciting emerging opportunity for The Craneware Group. AI needs access to data to be powerful. The unique data powering our platform consists of more than 200 million patient encounters which we are combining with the latest LLM technology to provide unique AI enhanced applications. We have the deep healthcare sector expertise, data and proven offerings to be the right people to partner with our customers in capitalising on these emerging technologies.

Rejected Approach

During the second half of the Fiscal Year, the Company received an unsolicited approach with an outline proposal to acquire the Company for £26.50 per share. The Board had not entered into formal negotiations with the party, nor had any formal due diligence taken place. In June, we announced this proposal was unanimously rejected by the Board and restated the Board's belief in the future prospects for Craneware. We were very gratified by the shareholder support we received following the conclusion of this approach.

Benefitting society through our Purpose

Our Purpose is to transform the business of healthcare through the profound impact our solutions deliver, enabling our customers to focus their resources on their healthcare priorities and the provision of quality care to their communities.

Craneware maintains high standards of governance, ensuring that our purpose, business model, strategy and Board operations are all focused on delivering long-term value for all stakeholders whilst adhering to ethical business practices. The Group's ESG Committee routinely evaluates our sustainability initiatives and oversaw various projects in the year to support our people and their communities. This is exemplified by our Craneware Cares programme, which sees employees actively participate in charitable giving and community outreach, with the Group contributing significantly to 22 charities in the year. While the Group's impact on the environment is relatively modest given our sector, we are pleased to report the estimated emissions from our usage of cloud services reduced by 27% in FY25, having reconfigured some of our cloud services and data centre arrangements during the year. Additionally, emissions from energy use by our US office premises decreased by about 65%, due to a reduced office footprint implemented in the prior year. Further details of the Group's approach to ESG can be found in the ESG Statement within the Annual Report.

The commitment to social responsibility and delivering a positive contribution to society can be seen in the superb dedication of the team and on behalf of the Board, I would like to express my gratitude to them all for the hard work and passion they bring every day to serving our customers and their communities.

Board Changes

As previously announced, following many years' service on the Board of Directors, Colleen Blye, Senior Independent Director, and Russ Rudish, Non-Executive Director, stepped down from the Board at our 2024 AGM. We are grateful for their significant contributions to Craneware's success. We were delighted to welcome Tamra (Tami) Minnier and Susan Nelson, two experienced senior US Healthcare executives, as Non-Executive Directors in November 2024 and January 2025, respectively. Tami currently holds the role of Senior Vice President, Health Services Division, and Chief Quality and Operational Excellence Officer for UPMC, a $27 billion-dollar integrated healthcare delivery and financing system in Pittsburgh, PA and Susan is Executive Vice President and Chief Financial Officer at MedStar Health, an $8.3 billion integrated healthcare system in the Maryland and Washington, D.C. region. Together, they provide exceptional insights into the financial pressures being experienced across our customer base and areas of potential product innovation, to help the Group ease those pressures for customers.

Confident Outlook

Craneware's continued strong sales performance, the strength of its long-term customer relationships, power of its data sets and proven ability to innovate, provides it with an exciting opportunity to sit at the heart of the business transformation of the US Healthcare market. With high levels of recurring revenues, strong balance sheet, margins and cash generation, it has the financial strength to do so. The Board is therefore confident in the Group's ability to further its market position and deliver successful outcomes for all stakeholders.

Will Whitehorn OBE
Chair
12 September 2025

Strategic Report: Operational & Financial Review

Operational Review

FY25 was a proud milestone, not just due to the strength of the financial performance, but for what that growth represents: the tireless efforts by our team in the service of our hospital customers and the communities they serve. Amid a year of global unrest, political uncertainty, and local disruption, the resilience of our team has been nothing short of inspirational, and we would like to thank them all for that.

This year we have seen our efforts to streamline processes, teams and activities bear fruit, in a tighter, more focused organisation. We have achieved greater consistency in our engagement with customers, increased speed of product development and fostered a strong rapport with the Microsoft team, following the signing of our alliance at the very start of the financial year, and our early adoption of AI.

While we are pleased with the numbers delivered this year, we believe there is much more to come. Our newly created Growth Office has focused on unifying our marketing team with the field sales team to deliver more targeted sales messaging, adding new partners, and capitalising on the alliance with Microsoft. All offering considerable potential for continued growth, on top of our proven ability to expand with existing customers.

Clearly, AI is at the forefront of everyone's minds, and the healthcare industry is no exception. With the high levels of inefficient spend and complexity in healthcare, there are many opportunities for AI to deliver great benefits, if used correctly and implemented with care. For the Group, it brings great opportunity to analyse our data at a far greater pace, accelerate product delivery while increasing our operational efficiency and the quality of our customer interactions yet further. During the year we announced two important milestones in this regard, firstly Trisus® Chargemaster received Microsoft AI for Healthcare certification, and Trisus® Assist, the AI engine powering real-time research and recommendations within our Trisus Chargemaster solution, was made generally available across our user base. These milestones demonstrate the success of our ongoing investment in R&D.

The US Healthcare market continues to evolve, presenting interesting opportunities for innovation and partnership, and we are alert to capitalising on these, as they arise. Product development execution continues to be important to capitalise on the strength of our position and data, and an area of considerable focus.

With the large bulk of our extensive customer base having renewed their multi-year contracts in the last two years, our focus is now on delighting them with our service and insights, and ensuring they utilise the full strength of the Trisus platform to increase their return on investment from using the platform. We are proud to note that the hospital groups who are longstanding Craneware customers tend to be those which are the most successful, speaking to our contribution to their financial strength and resilience, so that they can concentrate on their mission.

The growth in ARR and NRR in the year demonstrate the strength of our Annuity SaaS business model, backed by multi-year contracts, providing a basis for growth acceleration in the year to come.

Market Overview

While healthcare providers' operating margins are starting to normalise post-Covid, these providers are now facing increased uncertainty around changing legislation, executive orders and tariffs. Increasing cost pressures, labour constraints, and the rise in AI means healthcare providers are being asked to do more with fewer people and typically have little, or no, margin for error. The ongoing economic challenges being faced both by healthcare providers and their communities mean legislation such as 340B, which makes vital drugs available at lower cost to providers so that they can support financially disadvantaged communities, continues to hold a prominent position on the agenda at both State and Federal level, experiencing bi-partisan support, acknowledging its importance in delivering affordable healthcare. Meanwhile regulations such as the CMS pricing transparency mandates, and evolving federal and state regulations, continue to create reimbursement complexity.

In response to this environment, a recent research report by industry research house, KLAS, found that "leaders are not freezing healthcare IT budgets; they are redrawing them, with 75% of healthcare leaders not anticipating IT cuts. Instead, they are shifting spend to vendor partnerships and tools with fast, measurable ROI. They are prioritising resilience and steady growth over big bets."

Craneware's solutions are uniquely placed to help healthcare leaders navigate these issues, bringing the insights they need to understand the financial pressures being exerted across their organisations and navigate the complexity of changing regulations, while delivering clear and tangible ROI, of greater than 6x.

Trisus combines revenue integrity, cost management and decision enablement functions into a single cloud-based platform. The platform brings together siloed data from the various existing software systems in a hospital or healthcare system, normalises that data and applies proprietary analytics to provide insights to customers, to support informed decision making regarding a hospital's operational effectiveness, in one place.

We provide customers with the ability to build data proven strategies related to revenue, purchasing, pricing, cost, and compliance to mitigate their internal and external challenges, delivering real financial returns and freeing up valuable resources that can be re-invested and re-deployed by the healthcare providers to support the clinical care of their communities and tackle their clinical challenges.

We believe the digitalisation of healthcare and improvement of processes using data insights will provide the successful foundation for greater value in healthcare and enable the transformation of this business in the US.

Operational Review (cont'd)

Growth Strategy - *innovation to profoundly impact US Healthcare operations, which will drive demand and expand our addressable market.*

Historically, our growth was driven through increases in market share and product set penetration (Land & Expand) on our customers' premises. In recent years, we have invested in the development of the Trisus platform; a sophisticated cloud delivered data aggregation platform that supports intelligent software suites, to be used by our customers to identify areas of operational improvement.

This evolution from application vendor to platform provider is the foundation for both our current growth, and central to an enhanced level of expansion, turbocharging our Land & Expand capabilities.

The Trisus platform facilitates frictionless expansion with existing customers and increased speed of product development to accelerate both expansion and land new customer wins. New solutions built on Trisus leverage our proprietary data assets to expand our offerings. Meanwhile the platform enables the integration of third party solutions, benefitting from the scalability of cloud-technology, increasing our total addressable market while reducing the number of vendors with which a hospital has to work.

Over our 26 years in the US Healthcare market, we have collected our own unique and extensive data set, which contains the valuable insights that will help generate our products of the future. We have always had a team analysing this data but, the growth in AI and machine learning ("ML") means it is now easier and faster to do so, particularly when combined with the large language model training capabilities on our own data, creating unique proprietary new models. Meanwhile, we are also using AI across the organisation for efficiency and productivity gains. As an independent data aggregator we do not sell our data to third parties instead, we monetise this data by delivering long-term value to our customers through the extrapolation of valuable insights that directly benefit them.

Our ongoing data foundational programme, Unity, is utilising advances in AI and ML data processing to increase the interoperability and connectivity of our applications and make the Trisus platform's back-end processes more efficient and effective. The integration of our Revenue Integrity and 340B related software technology stacks has now been completed, via the Oracle Database @Azure service, enabling greater data flow and analysis, in turn supporting further product innovation and allowing insights for our customers in a seamless fashion.

BEST IN KLAS®
REVENUE CYCLE: CHARGEMASTER MANAGEMENT
2025

The quality of our offerings can be seen in their ongoing market leadership, with Craneware once again awarded 'Best in KLAS' in February 2025 for our Trisus Chargemaster solution, reinforcing our leadership in revenue cycle management.

Customer base provides strong foundations

Our customer expansion strategy has delivered tangible results, as reflected in our customer metrics. Over the past decade, revenue generated from our top ten customers has increased more than sixfold, driven by utilisation of our solutions across their expanding hospital networks and the adoption of additional offerings. Overall growth across our entire customer base has led to a well-balanced distribution of customer purchase points and size of facility, with the top ten customers accounting for only 30% of total Group revenue. Notably, these leading hospital systems have, on average, maintained their status as Group customers for over twenty years, underscoring the enduring strength and longevity of our client relationships.

Significant growth opportunities remain. Our "white space" product portfolio analysis alone suggests we could increase revenue by nearly eight times across all customers. With our customers' combined operating expenses totaling almost a trillion dollars, this would still represent only a small share of overall hospital operating expenses, with significant further expansion opportunities.

With the majority of our existing customers having again renewed their contracts in the past two years for further multi-year terms, we are in a strong position to continue to grow our engagement with them through delivering outstanding service and compelling ROI.

Positive sales performance – *a trusted strategic partner*

Growth in ARR

The strong sales performance, continued high levels of customer retention in the year and the transition of a proportion of Trisus Platform revenues associated with the Group's 340B software offerings into recurring revenue streams have delivered growth in Annual Recurring Revenue ("ARR") of 7% to $184m (30 June 2024: $172m) and an increase in Net Revenue Retention to 107% (FY24: 98%). ARR growth is expected to more closely align with revenue growth numbers over time as sales and platform partner success converts to ARR.

We continue to see the opportunity to accelerate ARR growth over the medium term, both as our initial Trisus Platform Partners mature and begin generating demonstrable recurring revenue and we continue to unlock the considerable cross and upsell opportunities within our enlarged customer base.

Operational Review (cont'd)

Customer retention for the year exceeded the gold standard of B2B software companies of 80%, with a greater than 90% retention rate across the multiple measures, which is testament to the value Craneware brings to its customer base.

Our ongoing investment in R&D will allow us to unlock further future growth opportunities. The historical investments we have made in the Trisus Platform have allowed us to develop and launch our Trisus Platform programme including working with Platform partners to drive new potentially recurring revenue streams for the Group. Our own product development has enabled the success of our relationship with Microsoft and Trisus Chargemaster receiving the Microsoft AI for Healthcare certification, as well as the launch of Trisus Assist, the AI engine powering real-time research and recommendations.

With the significant opportunity that exists within US Healthcare and our trusted status as an independent partner to US hospitals, we expect the continuing investments we make into our Platform and products will drive significant future returns and further accelerate growth in ARR in the medium term.

Sales mix

Sales momentum continued throughout the year. We have seen another sequential increase in the overall level of annual sales. As expected, we continue to see the majority of these sales coming from our existing customers, as they both expand their use of Trisus and add further hospitals to their networks, bringing "new hospitals" to Craneware and expanding our market presence.

Expansion sales to existing customers represented 98% of our total 'new' sales in the year (FY24: 83%), demonstrating the positive response of our customers to the increased ROI derived from the uptake of our Trisus Platform Partner programme, our additional cloud applications and the packaging of applications and services into our Optimization Suites, with the Business of Pharmacy Optimization Suite continuing to perform particularly well.

Alongside the sales successes already reported in H1, significant H2 Wins included a multi-year 340B and Shelter contract, replacing a competitor at a regional provider; a multi-solution Revenue Integrity win with a large health system, with committed future expansion; a multi-year renewal and expansion with a Teaching System which includes specialist services around the system's EPIC conversion; and a strategic expansion and long-term extension with a large Regional health system, expanding use of the Trisus platform into newly acquired hospitals and contract pharmacies.

Growing opportunity with Trisus Platform programme

The Trisus Platform programme involves leveraging the strength of Craneware's data and platform to generate additional, highly scalable, diverse revenue streams. Through the programme, Craneware is also able to host third party applications on the Trisus platform.

Revenue generated from our Trisus Platform programme is considered non-recurring revenue initially, though we anticipate a large proportion of this to become recurring in time. Customers of the Shelter programme are now being transitioned to a recurring revenue model, adding to the Group's ARR.

Testament to the Group's success in utilising its extensive data sets to deliver additional value to customers is the strong contribution to Trisus Platform revenues from the Group's 340B "Shelter" offering, and while other offerings may grow at different rates, this demonstrates the potential of the programme.

Additional solutions now available on the Trisus Platform include offerings from a data aggregation company that specialises in pharmaceutical rebates and effective pharmacy formulary management, and a further partner in healthcare data intelligence for the pharmacy community, that reduces medication spend for providers.

We have a strong new partner pipeline, including co-development and proof of concepts with existing customers, that provide additional growth opportunities, and will be rigorously assessed prior to launch.

Streamlined organisational structure, to ensure seamless customer experience

As part of our drive to ensure we delight our customers, we have now completed the integration of all customer-facing teams across our product offerings, including Sales, Implementation, Account Management and Customer Success, providing a seamless experience for our customers and the operational structure to support the next stage of customer and partner growth.

Microsoft Alliance presents a growth catalyst

In partnership with Microsoft

Our strategic partnership with Microsoft, secured at the start of FY25, is continuing to accelerate our innovation and market reach, further validating our leadership in healthcare technology.

Together we have gained further momentum and achieved some key milestones in FY25. All 13 flagship Trisus® solutions are now live on the Microsoft Azure Marketplace, with additional applications scheduled for release shortly. Our first major customer contract via the Marketplace was executed in H1, validating the commercial potential of this channel and the sales have continued with a strong and growing pipeline of mutual opportunities. In addition, we have worked together to launch joint go-to-market initiatives, supported by our designation as a Microsoft Global Partner Solution provider and our signed Azure Consumption Commitment ("MACC") agreement, incorporating major joint customer advocacy events planned for later in the year on the Microsoft campus.

Operational Review (cont'd)

The sales and partnership success is further enhanced by Craneware's market leading innovation and Microsoft's recognition of our capabilities. In March 2025, we introduced Trisus Assist, an AI-powered assistant, which was co- developed with Microsoft and unveiled at HIMSS25 as one of an elite group of global partners invited to join Microsoft and demonstrate our solutions in booth. Trisus Assist accelerates compliance workflows and equips hospital finance teams with fast, context-aware guidance, thus eliminating manual work and improving decision-making. Initially embedded in Trisus Chargemaster, it is now being developed to roll out across our product suite, including our 340B solutions.

We are proud Trisus Chargemaster, incorporating Trisus Assist, has been recognised by Microsoft as Certified Software for Healthcare AI, making it one of the first operational healthcare solutions to achieve this designation, underlining Craneware's leadership in this space.

Our partnership with Microsoft is not just technical, it is strategic. It streamlines procurement for our customers and expands access to Microsoft's cutting-edge innovation via Azure's AI and machine learning capabilities. This accelerates revenue growth, -enhances Trisus analytics and predictive insights, scalability and security through Azure's infrastructure.

M&A to accelerate growth

The current market presents interesting opportunities for M&A and we continue to assess the market for aligned companies that will accelerate the Group's growth strategy. In addition to strict financial criteria the Group maintains its acquisition criteria, of which a target company must satisfy at least one of the following: the addition of relevant data sets; the extension of the customer base; the expansion of expertise; and the addition of applications suitable for the US hospital market.

Investing in our People

We are proud to have a talented and committed team, whose diverse perspectives and aligned purpose drive innovation and excellence. We continually look for ways to invest in our people to nurture talent. This includes regular training programmes and further enhancements to our Career Pathways Resource, which illustrates the possibilities and potential routes to career progression, aligned with our strategic goals. This year, we have had our first colleagues join us through our new graduate recruitment programme, helping the Group to attract and retain the best people.

Financial Review

The Craneware Group has delivered another strong set of results for the year ended 30 June 2025, underscoring the effectiveness of our ongoing platform strategy and continued operational focus. The US Healthcare market is actively seeking out innovation to address the many systemic challenges that are faced in their operations daily, and Craneware continues to consolidate its position as a strategic partner.

As a result, Group revenue increased to $205.7m (FY24: $189.3m), representing 9% growth year-on-year and reflecting our ability to capitalise on these market opportunities while delivering increasing value to our customers.

This revenue growth has contributed to Adjusted EBITDA increasing 12% to $65.3m (FY24: $58.3m) and an increased Adjusted EBITDA margin of 32% (FY24: 31%). This overall performance highlights the continued strategic investments in our people and technology platforms, whilst maintaining good discipline over our cost base.

Our Annuity SaaS business model, combined with our rigorous cash management processes, have ensured the Group remained highly cash generative. We closed the year with bank debt reduced to $27.7m (FY24: $35.4m) and increased cash reserves of $55.9m (FY24: $34.6m). Since the year end, the Group has secured a new Revolving Credit Facility ("RCF") for three years with the option to extend for two further one-year terms. This new unsecured $100m RCF replaces the old term loan and RCF as well as providing for a further $100m accordion facility. Our robust balance sheet combined with this positive liquidity position strengthens our capacity to further invest in our future growth as well as pursue, where appropriate, select acquisitions.

Significant increases in both Basic Earnings per Share, up 68%, to 56.2 cents (FY24: 33.5 cents) and Adjusted Basic Earnings per Share, up 22.5% to 116.1 cents (FY24: 94.8 cents), confirm the benefit of our financial and strategic discipline.

Underlying Business Model and Revenue Mix

Our revenue model is underpinned by multi-year contracts with our hospital customers. These provide customers access to a specified product or suite of products throughout their subscription license period. At the end of an existing subscription license period, or at a mutually agreed earlier date, we look to renew these contracts. We recognise software subscription license revenue and any minimum payments due from any 'other long term' contracts evenly over the life of the underlying contract term.

In addition to the subscription license fees, certain specified software products and associated services can be delivered on a contracted transactional licence model. These revenues are highly dependable, and recurring, but will see some variation year-to-year based on volume of transactions. Transactional licence and services are recognised as we provide the underlying service and include our contracts with our 340B customers that enable them to engage with their network of contract pharmacies.

Financial Review (cont'd)

We also provide professional and consulting services to our customers. Where these services are provided over an extended contract period, usually alongside the multi-year software license as part of one of our Trisus Optimization Suites, or where they relate to a complex implementation integral to the use of the software, the revenue is recognised evenly over the life of the underlying contract or project term.

The combination of these two software revenue models plus recurring professional services revenue represents the recurring platform revenues of the business, which for the current year have increased to $176.2m (FY24: $168.3m).

Shorter duration professional and consulting service contracts, typically completed within twelve months, are recognised on a percentage of completion basis and contributed $9.4m in FY25 (FY24: $7.2m) to total revenues. Our pipeline of contracted work remains healthy, with a strong backlog carried forward into FY26.

The Trisus Platform Partnership programme continues to be a source of new commercial opportunities, leveraging Group data assets for customer-focused solutions. This programme delivers meaningful benefits to our customers and derives new revenue opportunities and additional business models for the Group. As individual contracts will vary, revenue is recognised when we complete the underlying contractual performance obligations and are therefore able to invoice for the services we have provided.

A major area of success in the year has been our 340B Shelter program. Launched at the end of FY23, this programme utilises existing software and underlying data from the Trisus platform to bring new financial benefits to our 340B customers. As expected, the increasing longevity of this programme, has meant many of the original customers have moved to a recurring revenue model. These recurring revenues have contributed to the increase in Annual Recurring Revenues ("ARR"), detailed below.

We continue to generate non-recurring platform revenues from this and other Platform partner programmes, which for the year amounted to $20.0m (FY24: $13.8m). We anticipate further conversion of these non-recurring revenues to recurring ARR streams in future years.

Annual Recurring Revenue

As at 30 June 2025, ARR increased 7% to $184m (FY24: $172.0m), and Net Revenue Retention improved to 107% (FY24: 98%). Customer retention remained in excess of 90% across the multiple measures we use to assess this, highlighting the enduring value we provide to our customers and the robustness of our business model. We anticipate ARR growth will more closely correlate to revenue growth in future periods, as we recognise more Platform partner revenues as recurring.

Gross Margins

Our gross profit margin is calculated after taking account of the incremental costs we incur to obtain the underlying contracts, including sales commission contract costs which are charged in line with the associated revenue recognition and the direct costs of professional services employees who deliver the services required to meet our contractual obligations.

Gross profit for FY25 was $179.3m (FY24: $162.2m) and gross margin was 87% (FY24: 86%), reflecting ongoing efficiency and a resilient operating model.

Operating Expenses

Net operating expenses (to Adjusted EBITDA) increased 10% to $114.0m (FY24: $103.9m), consistent with our strategy of investing in product innovation, market expansion, and operational strengthening. Our focus on responsible cost management, through priority ranking then approving investment expenditure as we have clear evidence of revenue growth supports our commitment to deliver an Adjusted EBITDA margin of +30%, which has this year been achieved while fully absorbing the impact of the increase in the employers' National Insurance contributions. Through this approach we balance and time our targeted investment to deliver sustained value creation.

Product innovation and enhancement continue to be core to our future and ability to deliver on our potential. We continue to pursue our buy, build, or partner strategy to build out the Trisus platform and its portfolio of products. As we are highly cash generative, we are able to use our cash reserves to further "build" alongside the partner activities in the year.

We continue to reinvest approximately 25% of revenue into product innovation and technology development. The total development cost for the year was $57.3m (FY24: $52.1m), with $14.9m (FY24: $15.8m) capitalised, representing 26% (FY24: 30%) of total R&D investment. We maintain strict criteria for capitalisation, limiting this to qualifying projects that will deliver further "future economic benefit". As specific products and enhancements are made available to relevant customers, the associated development costs capitalised are amortised and charged to the Group's income statement over their estimated useful economic life, thereby correctly matching costs to the resulting revenues.

Net Impairment charge on financial and contract assets

The Group continues to have low levels of potential bad debt exposure, which in FY25 led to a charge of $2.3m (FY24: $1.1m) reflected in the Consolidated Statement of Comprehensive Income. This reflects our continued positive customer relationships and the effectiveness of our cash collection practices.

Adjusted EBITDA and Profit before taxation

To supplement the financial measures defined under IFRS the Group presents certain non-GAAP (alternative) performance measures as detailed in Note 15. We believe the use and calculation of these measures are consistent with other similar listed companies and are frequently used by analysts, investors and other interested parties in their research.

Financial Review (cont'd)

The Group uses these adjusted measures in its operational and financial decision-making as it excludes certain items which are not reflective of the normal course of business allowing focus on what the Group regards as a more reliable indicator of the underlying operating performance.

Adjusted earnings represent operating profits, excluding any exceptional costs incurred in the year including integration and share related activities, share related costs including IFRS 2 share-based payments charge, interest, depreciation and amortisation ("Adjusted EBITDA").

Adjusted EBITDA increased to $65.3m (FY24: $58.3m), maintaining a margin in excess of our target 30%. The reduction in finance costs driven by our treasury management policy has contributed to Profit before taxation increasing by 52% to $24.0m (FY24: $15.7m).

Taxation

The Group generates profits in both the UK and the US. The Group's effective tax rate is primarily dependent on the applicable tax rates in these respective jurisdictions. This year's tax charge has also benefited from the recovery of amounts previously charged to the income statement, primarily in relation to the tax affairs of Sentry Data Systems. As these amounts were recovered in the year, the current year's tax charge has benefited to a total of $1.5m from the reversal of these charges. This combined with the increased impact of share-based incentives has produced an effective tax rate for FY25 of 18% (FY24: 26%), shaped by factors including deductibility of certain items and utilisation of carried- forward tax losses. Had we not had the benefit of the one-time $1.5m reversal, our effective tax rate for the year would have been 24%. Additional disclosures are provided in Note 9 to the financial statements.

EPS

The Group presents an Alternative Performance Measure of Adjusted EPS, to provide consistency to other listed companies. Both Basic and Diluted Adjusted EPS are calculated excluding exceptional costs incurred in the year and share related activities, being $0.08m (tax adjusted) (FY24: $0.5m) and amortisation of acquired intangibles of $20.9m (FY24: $20.9m).

Including the benefit of the one-time tax benefits described above, Adjusted Basic EPS for the period improved 22.5% to $1.161 (FY24: $0.948), with Adjusted Diluted EPS at $1.142 (FY24: $0.939). Basic EPS amounted to $0.562 (FY24: $0.335) and Diluted EPS to $0.552 (FY24: $0.332).

Cash and Bank Facilities

Cash generation and a strong balance sheet have always been a focus of the Group. Our business model, based on recurring revenues and high levels of customer retention, provide the foundations for high levels of cash generation. We always monitor the quality of our earnings through Operating Cash Conversion, this being our ability to convert our Adjusted EBITDA to "cash generated from operations" (as detailed in the consolidated cash flow statement). This has continued in FY25 where we have delivered good Operating Cash Conversion of 94% in the year (FY24: 90%).

Through this high level of cash conversion, Bank debt was reduced to $27.7m (FY24: $35.4m) and cash reserves strengthened to $55.9m (FY24: $34.6m) at year-end. Our Revolving Credit Facility remained in place at year end, with all covenants satisfied.

Since the year end, the Group has signed a new Revolving Credit Facility ("RCF") on more favourable terms, including reduced interest rates, for three years with the option to extend for two further one-year terms. This new unsecured $100m RCF replaces the old term loan and RCF as well as providing for a further $100m accordion facility. We thank our banking partners, alongside our shareholders, for their continued support of our growth strategy.

Balance sheet

Within the balance sheet, deferred income levels reflect the amounts of the revenue under contract that we have invoiced but have yet to recognise as revenue and therefore are subject to timing. This balance is a subset of the future performance obligations detailed in Note 4.

Deferred income, accrued income, and the prepayment of sales commissions all arise as a result of our SaaS business model described above and we will always expect them to be part of our balance sheet. They arise where the cash profile of our contracts does not exactly match how revenue and related expenses are recognised in the Statement of Comprehensive Income. Overall, levels of deferred income are significantly more than any accrued income and the prepayment of sales commissions, we therefore remain cash flow positive in regard to how we account for our contracts.

Currency

The functional currency for the Group, debt and cash reserves, is US dollars. Whilst the majority of our cost base is US- located and therefore US dollar denominated, we have approximately twenty percent of the cost base situated in the UK, relating primarily to our UK employees which is therefore denominated in Sterling. As a result, we continue to closely monitor the Sterling to US dollar exchange rate and, where appropriate, consider hedging strategies. The average exchange rate throughout the year was $1.2942 as compared to $1.2595 in the prior year. The exchange rate at the Balance Sheet date was $1.3713 (FY24: $1.2645).

Financial Review (cont'd)

Dividend

The Board is recommending a final dividend of 18.5.p per share (FY24: 16.0p), resulting in a proposed total dividend for the year of 32.0p per share (FY24: 29p). Subject to shareholder approval at the Annual General Meeting, the final dividend is expected to be paid on 18 December 2025 to those on the register as at 28 November 2025, with the corresponding ex-dividend date being 27 November 2025.

The final dividend of 18.5p per share is capable of being paid in US dollars subject to a shareholder having registered to receive their dividend in US dollars under the Company's Dividend Currency Election, or who register to do so by the close of business on 28 November 2025. The exact amount to be paid will be calculated by reference to the exchange rate to be announced on 28 November 2025.

Outlook

Craneware is uniquely placed to help healthcare leaders navigate ongoing economic challenges, changing regulation and the drive to deliver value in healthcare, providing a positive market environment for our offerings.

Trading in the first months of the new year has started well, which alongside the FY25 ARR and NRR growth provide confidence in continued growth acceleration in the current year.

Craneware has the data, expertise and customer base to play a central role in the transformation of the business of US Healthcare, and the Board looks to the future with confidence.

Keith Neilson
Chief Executive Officer
12 September 2025

Craig Preston
Chief Financial Officer
12 September 2025

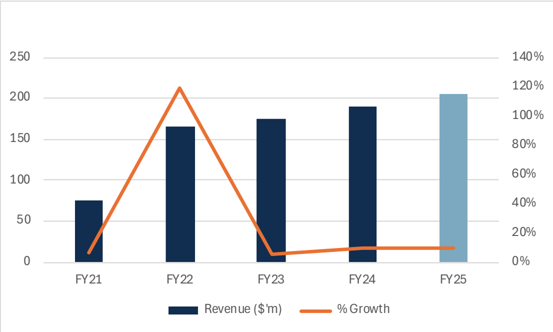
Strategic Report: Key Performance Indicators

The key performance indicators listed below are focused on growing our revenues, improving our revenue mix as well as accelerating earnings growth for our shareholders and generating sustainable cashflows. Detailed explanation of the movements is contained in the Financial Review on pages 13 to 16.

Key Performance Indicator Review

Revenue Growth ($'m)

$205.7m (FY24: $189.3m)



Reason for measurement

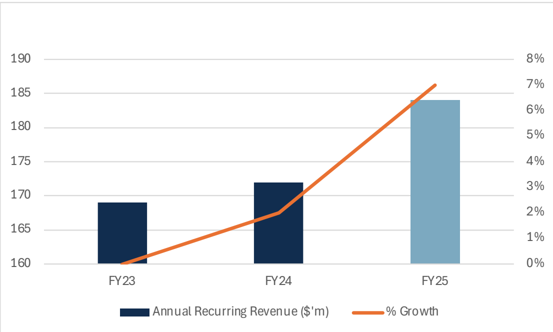
Tracking revenue through the Group's SaaS revenue recognition model tracks the success of our long-term growth strategy. The long-term nature of our contracts supports sustainable growth with most of the revenue resulting from current year sales being recognised in future years.

Performance

Strong increase in revenue reflecting our ability to capitalise on market opportunities while delivering increasing value to our customers.

Annual Recurring Revenue ($'m)

$184m (FY24: $172m)



Reason for measurement

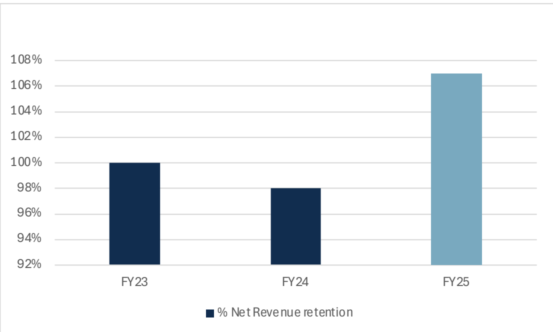
Annual Recurring Revenue ('ARR') measures the annual value of subscription license and related recurring revenues as at the Balance Sheet date that are subject to underlying contracts, demonstrating the growth of underlying recurring revenue of the Group.

Performance

ARR at 30 June 2025 increased to $184m from the $172m reported at 30 June 2024, highlighting the enduring value we provide to our customers.

Net Revenue Retention (%)

107% (FY24: 98%)



Reason for measurement

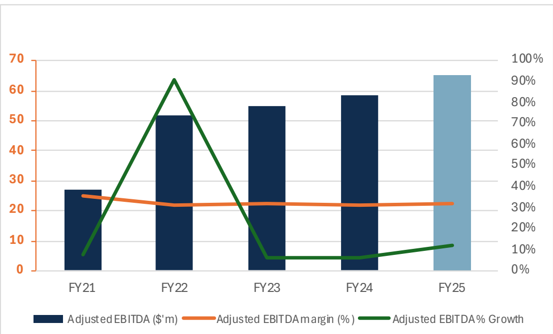
Net Revenue Retention is the percentage of revenue retained from existing customers over the measurement period, taking into account both churn and expansion sales, measuring our success at maintaining our customer base in any one year.

Performance

Growth in NRR to 107%, representing the growth of our existing customer base throughout the course of the year.

Adjusted EBITDA ($'m)

$63.5m (FY24: $58.3m)



Reason for measurement

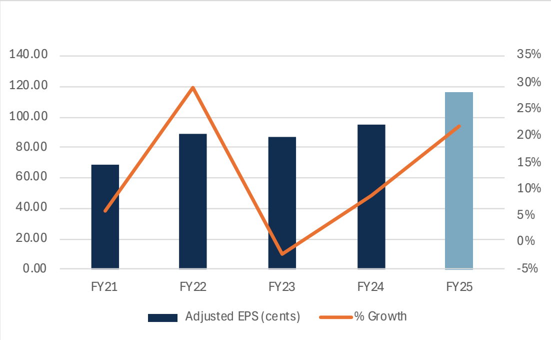
This KPI allows us to monitor the cost base, and therefore profitability of the Group, before the costs of capital and tax expenses.

Performance

The continued revenue growth has allowed us to both continue and, in certain areas, accelerate investment whilst delivering Adjusted EBITDA growth. By taking this approach, we aim to balance the release of additional investment, in line with revenue growth, with the focus on delivering profitable growth to all stakeholders.

Adjusted Basic EPS (cents)

116.1 cents (FY24: 94.8 cents)



Reason for measurement

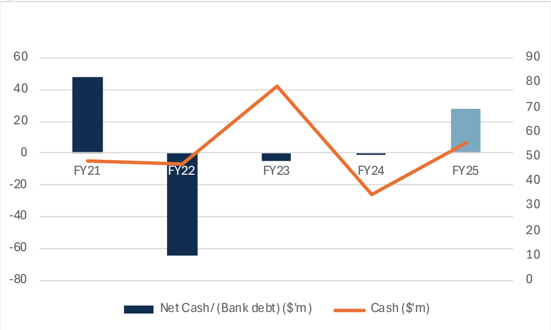
Adjusted Basic EPS growth measures our ability to generate shareholder returns from underlying operations and provides consistency with other listed companies.

Performance

The increase in Adjusted Basic EPS of 22% to 116.1 cents demonstrates a fundamental increase in shareholder value.

Net Cash/ (Bank debt) ($'m)

$28.2m (FY24: $(0.8)m)



Reason for measurement

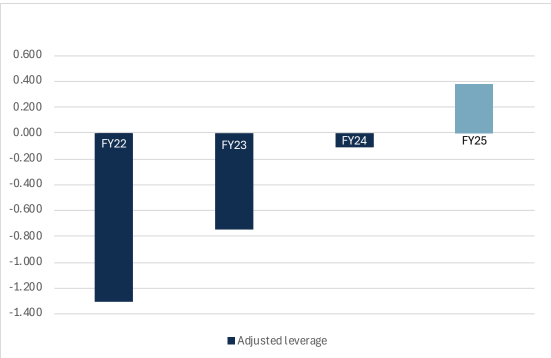
Having cash available to meet all operating expenditure is critical. Bank facilities need to be in place to support longer term growth strategy.

Performance

We continue to maintain healthy cash reserves of $55.9m (FY24: $34.6m). The Group is now in a Net Cash position of $28.2m at 30 June 2025 (FY24: Net Bank debt $0.8m) due to repayments on the term loan and a reduction in the outstanding revolving credit facility balance drawn down, as well as strong cash collection in the year. The current outstanding loan balance represents a comfortable level of bank debt for the business.

Adjusted leverage (ratio)

0.368 (FY24: (0.106))



Reason for measurement

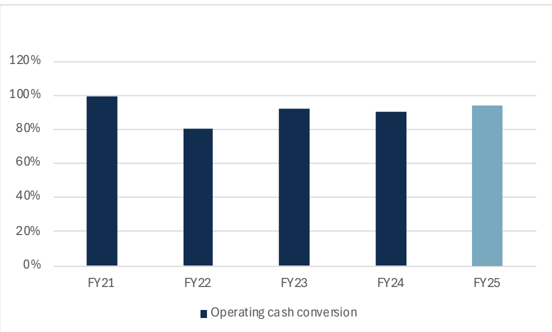
Adjusted leverage demonstrates the ability of the Group to service current and future debt levels. It is the ratio of the net amount of cash on deposit, bank facilities drawn down and lease liabilities to adjusted EBITDA.

Performance

The improvement in adjusted leverage demonstrates an increase in cash on deposit and reduction in bank debt as a result of repayments during the fiscal year.

Operating Cash conversion (%)

94% (FY24: 90%)



Reason for measurement

Operating cash conversion measures the ability of the Group to generate cash from operating activities and monitor cash available for investing activities.

Performance

The Group continues to convert very high levels of the Adjusted EBITDA reported in the year into operating cash flows. Overall Operating Cash Conversion, at 94% for the year ended 30 June 2025 demonstrates the continued strong cash collection of the Group.

Strategic Report: Principal Risks and Uncertainties

Introduction

Risks and uncertainties, along with opportunities, are intrinsic aspects of conducting any business. To deliver continued sustainable growth, the Group recognises the need to minimise the likelihood and impact of key risks. These risks include both general business risks faced by all enterprises, and those more specific to the Group and the market in which it operates. Our approach to risk management, and how we intelligently assume risks that will facilitate future growth, are key considerations for how we deliver long-term stakeholder value whilst safeguarding our business, people, assets, capital and reputation.

The Board is acutely aware that, as a public company, reputational damage is a significant risk and concern. Whilst the risks outlined in this report do not explicitly detail the risk of reputational damage, the Board does not underestimate the potential effects on our reputation.

Risk Management

The Directors have carried out a robust assessment of the principal and emerging risks facing the Group, including those that would threaten its business model, future performance, solvency and liquidity. The Group maintains its internal risk register that forms the foundation of reviews conducted by the Board and the Audit Committee. Executive Directors and senior management meet to review both the risks facing the business and the controls established to minimise those risks including their effectiveness in operation on an ongoing basis. These reviews aim to provide reasonable assurance that material risks and problems are identified early and addressed appropriately. The Board recognises that the nature and scope of risks can change. As such, risks and opportunities are continually considered in the Board's business and strategic decision making processes.

A summary of the Governance structure within The Craneware Group is summarised below with further details regarding risk management in the following tables.

Operations Board
Membership: Chief Executive Officer (Chair); the Chief Financial Officer; the Chief People Officer and six further members of the Senior Management Team.
Meeting frequency: Meets at least monthly.
Risk management activities: The risk review is exercised through the monthly management reports and Operations Board meetings. For each risk identified, the mitigations strategy and who is accountable for implementing those mitigations is identified and documented in the meeting minutes. During monthly Operations Board meetings, material emerging risks are reviewed with discussion concerning actions to reduce or monitor Group exposure. In this way, risks are reviewed and updated monthly.

Risk & Compliance Committee
Membership: Chief Financial Officer (Chair); the Chief People Officer; the Chief Legal Officer; the Chief Technology Officer; and the Chief Information Officer. The Head of Risk and Compliance role is secretary to this committee.
Meeting frequency: Usually meets monthly.
Risk management activities: Due to the importance of risk management, the Group has this sub-committee of the Operations Board to ensure there is specific focus on risk review and risk management. This Committee takes the lead responsibility of monitoring and assessing risks across the Group. This Committee has Terms of Reference (approved by the Board of Directors) which include within the Committee's remit the following areas: insurance, health and safety, information security and data protection, business continuity and disaster recovery, audit regime, operational oversight of Environmental and Social initiatives including reporting compliance, other risk management activities as identified by the Audit Committee from time to time. Due to the focus required for three areas in particular, the Risk & Compliance Committee has three sub-committees: the Security Council, the Health & Safety Committee and the ESG Committee.

Security Council
Membership: Chief Information Officer (Chair); the Chief Technology Officer, and representatives with relevant expertise from the following functional areas: Information Security; Information Technology Infrastructure; Platform Engineering; DevOps and Corporate Risk and Compliance.
Meeting frequency: Weekly
Risk management activities: The purpose of the Security Council is to assess current technology risks, approval and implementation of mitigation plans and to inform the Chief Information Officer of future strategy around this key business area. Further details about the Security Council are contained in the Governance section of the ESG Statement.

Health & Safety Committee
Membership: Chief People Officer (Chair); and representatives with relevant expertise and responsibilities across the Group
Meeting frequency: Quarterly
Risk management activities: This committee monitors compliance with health and safety regulations and develops and monitors the Group's health and safety policies, procedures and strategy. The Health & Safety Committee is also referred to in the ESG Statement section of this Annual Report.

ESG Committee
Membership: Chief People Officer (Chair); the Chief Information Officer and senior representation from across the business.
Meeting frequency: Quarterly
Risk management activities: Further details of this Committee and its activities are included in the Non-Financial and Sustainability Information Statement and the ESG Statement sections.

Product Board
Membership: Chief Executive Officer (Chair); the Chief Technology Officer and senior vice presidents of product portfolios.
Meeting frequency: Meets at least monthly
Risk management activities: In addition to their other responsibilities regarding product development, the Product Board closely monitors emerging changes within the wider US Healthcare environment. In doing so, it ensures the product roadmap is closely aligned to accommodate technology advances and meeting the needs of our customers.

The Corporate Governance Report includes an overview of the Group's internal control systems.

We continue to enhance our risk management processes, prioritising specific areas of focus, including: cyber security risks and operational resilience, as well as being alert to the identification of emerging risks.

Risk Appetite

Risk appetite is dynamic and is regularly assessed by the Board to ensure it remains aligned with the Group's strategy. The Group's risk appetite defines the levels and types of risk the Group is prepared to accept in pursuit of its strategic aims. It influences the Group's culture and operating decisions, guiding how risk is managed across the organisation. The Board aims to ensure that the Group is only exposed to appropriate risks that are managed effectively in accordance with the Group's risk tolerance levels.

The Group assesses, scores, ranks and then manages individual risks. Each identified risk is:

- characterised and evaluated for likelihood of occurrence and potential impact;
- scored and ranked to determine its significance;
- assessed for any potential benefits it may present;
- assigned mitigation actions to reduce or eliminate exposure (with a member of the Operations Board designated as the owner of the actions);
- provided with contingency actions if the risk materialises.

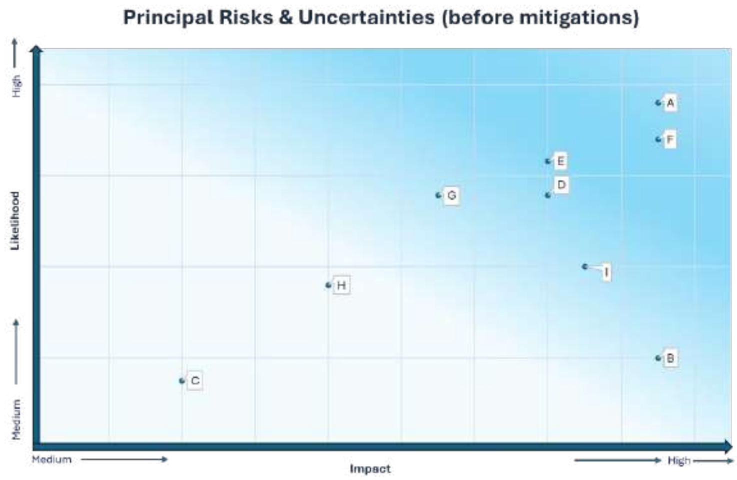
Principal Risks and Uncertainties

The risks outlined here are those principal risks and uncertainties that are considered to be material to the Group. They do not include all risks associated with the Group and are not set out in any order of priority. For each risk an indication is also provided for the estimated trend in the risk exposure (before mitigations) being increased, decreased or relatively unchanged compared to the prior year.

The risk assessment conducted through the risk management process has not identified additions to the principal risks category compared to last year. The principal financial risks are detailed in Note 3 to the financial statements. The Board's process for determining and managing risks is also detailed in the Corporate Governance Report.

In summary, and as explained in the Operational Review section of this Strategic Report, the US Healthcare market is not immune to the macro-economic climate and, with the increasing focus and requirements of the evolving healthcare marketplace, the Group expects the market to continue to be competitive. Our customers are continually taking steps to create further resilience across their financial operations. We are committed to partnering with our customers by providing the platform, regulatory information and data to enable them to do so. The Group aims to remain at the forefront of product innovation and delivery, through a combination of in-house development, our partnership with Microsoft (and the access to AI this brings) and specific acquisition opportunities. This requires the recruitment, retention, training and reward of skilled employees, alongside responsiveness to changes and the opportunities that result, as they arise.

Conflicts in Ukraine and the Middle East
Craneware does not have any operations or customers in any current conflict zone or any bordering areas and the Board considers that the risk of direct operational issues for Craneware, as a result of these situations, to be relatively low based on current knowledge. There are, however, geopolitical with macro-economic adverse impacts occurring as a result in the UK and in the US where Craneware operates. The Board continues to keep these situations under review, including the following risks: increasing cyber threat; a period of relatively high inflation and longer-term economic downturn may have a detrimental impact on the financial performance of The Craneware Group.



	Principal Risk (before mitigations)	Change / Trend from FY24
A	Data and cyber security	↔
B	Protection of Data	↔
C	Intellectual Property Risk	↔
D	Regulatory Environment	↔
E	US Healthcare: Complexity, Evolution & Reform	↑
F	Complex market dynamics	↔
G	Technology Risks	↑
H	Macro-economic Environment	↔
I	Treasury Risks	↔

Data and cyber security — Trend since last year: No Change

Issue: Security of customer, commercial, and personal data poses heightened risks to all businesses, especially against a backdrop of increasingly complex regulatory environments and safeguards over personal and patient data. The continually growing instances and variety of cyber and data-related threats presents a significant challenge in terms of securing data and systems against attack. Craneware continues to strengthen its cyber security and information safeguarding capabilities however it is recognised that the global threat of cyber-attack is ever present.

The Craneware Group's utmost priority is the reliable protection of customer data, especially the large amounts of Protected Health Information being administered. If our systems become compromised, this may result in the loss of sensitive data and / or the interruption of services for our customers. This could also lead to significant reputational risk as well as substantial financial risk that can only be partially mitigated through insurance.

While it is important to have up to date policies and procedures in place, human error and escalating and constantly evolving sophistication of the potential attackers will always pose a risk to organisations.

Mitigating Actions: Security of our systems and data is critical to our operations. We strive for robust, effective and comprehensive security and governance aligned to the nature of the data the Group is handling and applicable and evolving regulations. Our systems are continuously monitored and actively managed to mitigate and address any threats. Whilst data and cyber security risks cannot be entirely eradicated, we are clear that effective mitigation now goes beyond just implementing and maintaining security controls - it demands a proactive and strategic approach. The Group continues to invest in strict physical and data security systems and protocols with multiple layers of defences, including data loss prevention systems, internal and external threat monitoring. We deploy comprehensive external auditing of our controls and processes targeted in these areas.

The Group's Security Council assesses current technology risks, approval and implementation of mitigation plans as well as to advise on the future strategy around this key business area. The Group also has a dedicated Information Security team.

It is important to continually reinforce the level of awareness of these risks across all personnel within the Group. The Group recognises and supports (including through ongoing employee training and applicable policies and procedures) a culture that embeds security across the business. Along that vein, as many studies suggest that employees and contractors are the most common cause of data breaches, with phishing attacks being the predominant cause, the Group requires mandatory data security training to be completed by all employees on at least an annual basis and when employees join the Group. There is ongoing development and investment in additional training. The effectiveness of this training is regularly tested and, where any shortcomings are identified, employees are required to reperform and supplement their mandatory training.

In view of the importance of the security, regulation, procedures, and controls around Craneware's solutions and customer data, since 2019 Craneware has met the requirements for and has maintained the HITRUST common security framework ('CSF') certification for its Trisus and InSight solutions and corporate services. Further details regarding HITRUST and the CSF are provided on page 48 and 49.

HITRUST has established a CSF to address the multitude of security, privacy and regulatory challenges facing organisations. The scope of the HITRUST CSF's requirements is wide and requires a very high standard of data security arrangements as these have been set in the context of the accreditation being relevant to US Healthcare providers with handling sensitive data (Protected Health Information) and impacts in some way all areas of the business (at least in respect of the required enhancement to the Group-wide IT and data security policies). This serves to inform IT Security roadmaps and significant investments with continued compliance being an ongoing focus. Adherence to HITRUST security requirements go beyond basic government regulations.

Data and cyber security (cont'd)	**Trend since last year: No Change**

Mitigating Actions (cont'd): Trisus platform, Sentinel, Sentrex, InSight suite of products, Trisus Decision Support, Trisus Labor Productivity and Trisus Medication Inpatient Rebate applications meet American Institute of Certified Public Accountants (AICPA) Service Organization Controls (SOC) requirements, completing the external audit verified SOC Type II assessments annually. We reconfirm our audit certifications on an annual basis and regularly evaluate to ensure our certification selections continue to be the best measure of security controls.

Further details regarding the Group's information security arrangements are contained in the Environmental, Social and Governance Statement in this annual report.

Protection of Data	**Trend since last year: No Change**

Issue: The Group maintains a large amount of customer data as well as holding and processing employee data, which is protected and subject to legislative requirements in multiple jurisdictions. We therefore have an obligation to protect the data we hold. Loss and/or misuse of this data could result in a loss of reputation and regulatory sanctions or fines.

The protection of customer data, which includes Protected Health Information, falls under the provision of the Health Insurance Portability and Accountability Act (HIPAA) and the Health Information Technology for Economic and Clinical Health ('HITECH') Act. Any data breach must be reported and, depending on the size of the breach, it may be made public which could seriously damage the Group's reputation.

In addition to the regulations for protection of Protected Health Information and also General Data Protection Regulation (GDPR) compliance, over the past few years States across the US have been negotiating and passing data privacy legislation. As legislation is occurring at the State level, there are now a considerable number of variations on data privacy to be addressed, adding to the complexity of compliance and therefore resulting in a higher possibility of non-compliance.

Mitigating Actions: The 'Mitigating Actions' described above for Data and Cyber Security risks are also relevant for Protection of Data risks.

The Craneware Group maintains a detailed Information Security Programme, which aligns with applicable laws and regulations. This programme governs how The Craneware Group employees and applications interact with sensitive, protected customer data. There are also policies and procedures for the handling, storing and processing of employee data. All employees and contractors are required to undertake regular mandatory training in key topics which include data security.

The Chief Legal Officer has achieved certifications in privacy law in the US and the UK. We continue to ensure we address current and evolving regulations.

The 'Data and Cyber Security' mitigating actions section above contains an explanation of the HITRUST CSF certification for Trisus and InSight solutions and corporate services and also AICPA SOC Type II certification in place for Trisus platform, Sentinel, Sentrex, InSight suite of products, Trisus Decision Support, Trisus Labor Productivity and Trisus Medication Inpatient Rebate applications. HITRUST continues to expand, within the CSF, the security and data privacy controls to cover current key legislation. Therefore, the HITRUST CSF includes a wide array of standards, frameworks, and regulations; it currently maps to more than 40 authoritative sources.

Intellectual Property Risk	**Trend since last year: No Change**

Issue: The Group's intellectual property is centred around the software solutions and services it develops for customers. Failure to protect, register and enforce (if appropriate) the Group's Intellectual Property Rights could materially impact the Group's future performance. The use of third party contractors within the Group's software development organisation, as well as customers using outsourced partners to operate parts of their finance departments, in addition to the increased utilisation of third party content to provide services to our customers (especially by the Trisus platform), results in a larger number of third parties having access to the Group's Intellectual Property.

Mitigating Actions: The Group will continue to register its trademarks and protect access to its confidential information, as appropriate. The Group continues to include appropriate legal protections in its contractual relations with customers, suppliers, and employees. There are developed processes and procedures for the management and control of contractors as well as their access to information. The Group would vigorously defend itself against a third-party claim should any arise. The Group also has in place strict physical and data security processes and encryption to protect its intellectual property; these arrangements are kept under review and updated as required.

Regulatory Environment	**Trend since last year: No Change**

Issue: The Group operates in an increasingly complex and heavily regulated market environment at both the federal and state levels. This includes very specific requirements and policies in dealing with, for example, data privacy, security, labour / employment, anti-kickback statutes, compliance with and operation of the 340B program. This risk is also driven by new state-level data privacy legislation which is coming into play on a rolling basis across the US, in addition to existing 340B and GDPR and HIPAA regulations.

The US regulatory environment is driven by three areas of government focus that includes Congressional actions (federal and state), Judicial decisions, and Administration actions. When there is uncertainty in regulatory oversight or a desire for change in policy, it drives either judicial or congressional engagement or the opportunity for constituents to provide comments to the Administration. In the case of healthcare, there is a current drive to lower drug pricing, create transparency, and reduce the total cost of care.

As reported in recent prior years, a number of drug manufacturers have been excluding their products from 340B contract pharmacies or placing further data requirements on covered entities in order to alleviate these exclusions. These exclusions are reducing covered entities' 340B benefits and, as a result, potentially curtailing their ability to provide services in their underserved communities. These restrictions and their implications have led to litigation (which is ongoing) both on and from the manufacturers with the federal government agency Health Resources and Services Administration (HRSA). This is creating uncertainty across the healthcare and pharmaceutical industries, potentially reducing the funding and support budget that non-profit US Healthcare facilities count on through 340B program pricing. The outcome of these actions or any legislation to limit the scope and benefit of 340B could result in a fundamental change (reduction) in potential revenue. Additionally, legislation is ongoing in a number of states (currently 21 states) that have enacted protections (i.e. anti-restriction laws) for their covered entities and another 12 introducing legislation.

The Group operates in both the UK and the US and is therefore exposed to the changes in the political and economic environments of both jurisdictions.

Mitigating Actions: The Group has a Risk & Compliance Committee comprising senior management from both countries, with membership as noted in the Risk Management section above, to oversee activities and concerns pertaining to the strict regulatory environment. Legislative changes are occurring on a regular basis.

All employees and contractors are required to undertake regular mandatory training in key topics. In addition to utilising external experts in the relevant areas, senior management regularly attend educational events and forums to keep up to date with evolving regulations.

The Craneware Group retains two lobbyists to support and advocate for positive changes to the 340B program (340B Matters) as well as keeping Craneware up to date as potential legislation changes.

Increased regulatory requirements regarding price transparency has created a market need which The Craneware Group is able to address within its product and service offerings.

US Healthcare: Complexity, Evolution and Reform	**Trend since last year: Increased**

Issue: The US Healthcare industry, already a complex and highly regulated environment (as more fully detailed separately in the 'Regulatory Environment' risk above), continues to evolve, with a drive for increased value from healthcare spend and a shift towards consumerisation. The US Healthcare market is subject to continual change, which can be implemented by the various participants within the US Healthcare market such as insurers and drug manufacturers, and all of which could impact the Group's market opportunity.

In regard to the 340B program, it is possible that the oversight of the programme may shift from Health Resources and Services Administration (HRSA) to Centers for Medicare & Medicaid Services (CMS). In addition, HRSA has recently proposed a Rebate Pilot Program for a limited number of prescription drugs that will potentially commence from 1 January 2026 following a period of stakeholder consultation.

US Healthcare: Complexity, Evolution and Reform (cont'd)	**Trend since last year: Increased**

Mitigating Actions: The Group has taken steps to ensure it stays at the forefront of how the industry is interpreting current proposals and actions they are taking. It has, and it continues to develop, significant industry expertise across revenue cycle and 340B program aspects, at all levels of management including the Board of Directors. It actively promotes developing further experience throughout the wider organisation by, amongst other things:

- key hires adding to the industry expertise across the Group, both at operational and strategic levels;
- having independent industry experts attend and speak at internal and external Company events;
- regular attendance and speaking engagements by senior management at healthcare forums and industry education events; and
- customer forums (some of these are outlined in the ESG Statement).

The Group's Value Cycle strategy, delivering revenue integrity visibility and optimisation as well as 340B program management, together with the ongoing expansion of the Trisus platform, strengthens our position as a trusted financial performance partner to hospitals. In addition, the Group continues to innovate and develop further new products to meet evolving market needs, such as the ongoing development of the Group's new products in the medication area. Our focus on the core themes for data gathering, regardless of reimbursement model, enables Craneware to be flexible in assisting hospitals to run more efficiently and adapt to evolving models.

These strategies, in addition to the customer engagement activities outlined in the ESG Statement, keep the Group at the forefront of industry developments.

The reimbursement environment is constantly evolving. While the threat exists and ongoing changes continue to occur, the situation has been ongoing for some time. Healthcare reform is a point of political focus and fluctuation; reform measures occur in varying directions depending on the political party in power and their success in passing new legislation while in power.

In regard to the potential changes to the 340B program, The Craneware Group has already commenced the initial scoping of potential changes required within the software to address any Rebate scenario.

Our independence is a compelling and differentiating attribute – The Craneware Group is not owned by a health insurance provider or a pharmaceutical company unlike many organisations providing solutions to US Healthcare providers.

Complex Market Dynamics	**Trend since last year: No Change**

Issue: The global economic environment continues to be uncertain. Factors such as staffing shortages, inflation, Russia's invasion of Ukraine, conflict in the Middle East, US and UK political situations, and supply chain issues, along with increased legislation around healthcare and healthcare reform in the US require healthcare organisations to continuously shift in response to the changing environment.

The pressure on healthcare providers continues and the drive for increased value from healthcare spend and the shift towards consumerisation is ongoing. Consolidations and the scrutiny around some of those mergers remains and there is also continued consolidation around technology service providers. The evolving market in US Healthcare continues to place significant pressure on healthcare providers. As a result, the Group's market is increasingly dominated by larger hospital networks. Failure to enhance products, ensure scalability or add to the current product suite could significantly limit the Group's market opportunity and leave it unable to meet its customers' evolving needs.

Mitigating Actions: Healthcare economies are increasingly challenged in terms of cost relative to outcomes. Providers need to adjust to achieve margins that allow them to re-invest in clinical care. The continued move to value-based care is consistent with The Craneware Group's Value Cycle strategy and the ongoing expansion of the Trisus Platform including our 340B product portfolio.

The Group continues to innovate and develop further new products to meet market needs. Our designation as a Microsoft Global Solutions Partner combined with our recent AI-powered assistant "Trisus Assist" launch being recognised as a Microsoft Certified Software for Healthcare AI, underline Craneware's thought leadership and use of AI in this space.

The Group has taken steps to ensure it stays at the forefront of how the healthcare organisations are interpreting current proposals and the actions they are taking, including continually adding to and developing industry expertise at all levels of management including the Board of Directors.

Technology Risks	**Trend since last year: Increased**

Issue: With The Craneware Group's solutions being primarily software, the business is exposed to relatively rapid changes in technology and the risk of falling behind competitors if the Group does not keep pace with the relevant advances in technology, including Artificial Intelligence (AI), and also the general trend for software to become commoditised during its lifecycle.

New entrants to the market or increased competition from existing competitors and those with vertical growth strategies could significantly impact the Group's market opportunity.

The Group is also expanding its Platform partnership programme which will see products developed externally to the Group being hosted on the Trisus platform and as such these products will have some level of access to both the Group's technology and its data.

Mitigating Actions: Our data assets and the ability to generate new and innovative products from them strengthens our competitive position. This is being enhanced through the alliance with Microsoft which provides access to state of the art technologies, especially AI. Trisus Chargemaster has now been designated as The 'Microsoft Solutions Partner with certified software for Healthcare AI' and therefore this affirms its responsible, secure, and transparent use of artificial intelligence in hospital finance operations.

The Trisus platform continues to evolve and expand, with new modules being released and a growing customer base. The Craneware Group is positioned to deliver a broader range of solutions, helping improve revenue and profitability for our customers.

Partners that are provided access to the Trisus platform are heavily vetted and required to meet the compliance standards (such as SOC II or HITRUST) of the rest of the Group.

The Group continually monitors its competitive landscape, including both existing and potential new market entrants. Significant barriers to entry continue to exist, including but not limited to the significant data content built over the Group's history that exists within its products. The Group continues to expand and develop its product portfolio and to ensure its products are platform agnostic and actively seeks partnerships with other healthcare IT vendors. Our longer-term contracts help limit any unexpected customer departures. We also monitor customer satisfaction to ensure delivery of services meets customer expectations.

The Group's combined suite of applications and industry-leading team of experts help our customers contextualise operational, financial and clinical data, providing valuable insights and best practice. These value cycle insights deliver revenue integrity and 340B compliance, as well as margin and operational intelligence.

Macro-economic environment	**Trend since last year: No Change**

Issue: The Group has significant operations in the UK and, predominantly, the US and is therefore exposed to the changes in the political and economic environments of both as well as relevant aspects of the global environment. The current macro-economic environment has several compounding influences which are resulting in challenges for many businesses globally. These factors include (but are not limited to): government elections in the UK and in the US; widening political divide; taxation; potential tariffs; cost of living increases and salary inflation pressures; supply chain issues; instability and uncertainties caused by ongoing conflicts. Any worsening of economic conditions could lead to further cost inflation and reduced healthcare budgets which could impact demand for the Group's solutions and services.

Employee retention is a challenge to all businesses. This issue is compounded by the ability to attract talent with specific skillsets and experience. Globally there continues to be a restricted supply of qualified personnel within the technology sector. There are also associated costs of recruitment, onboarding and training. The potential impact could be that we will have a gap in the required resources needed to deliver on our short-term strategic goals. Falling short of these will impact customer contracts and revenue. High levels of attrition can have a negative impact on the performance of the business, on customer service and on organisational culture.

Mitigating Actions: While macro-economic risks remain beyond the Group's direct control, the Group aims to maintain strong capabilities to detect and react swiftly to shifts in macro-economic conditions, including robust planning, forecasting and resource allocation procedures. The Group's current financial position includes a strong balance sheet and cash generation. There is regular monitoring of economic trends, review of financial forecasts and scenarios and tracking contract prices which support regular forecast updates that allow the Board to monitor the performance of the Group on a timely basis and respond accordingly. The Group has experienced Board members and senior management in both the UK and in the US.

Macro-economic environment (cont'd)	**Trend since last year: No Change**

Mitigating Actions (cont'd): Inflationary trends are being closely monitored, with their potential impact evaluated through detailed financial modelling. Our long-term contracts with customers often contain annual increases which provide an element of added revenue to at least partially offset increasing costs. We equally keep the potential introduction of tariffs under close review, recognising we are not involved in any trade in physical goods.

With operations across both the UK and the US, we are able to recruit from talent pools in both geographies. We continue to develop and enhance our employee value proposition, specifically the balance between investing in reward and other factors which are important to our employees such as learning and development, wellness, employee engagement initiatives and our Dynamic Working Framework. These are outlined in the Environmental, Social and Governance Statement. We conduct monitoring of salary and total compensation structures compared to benchmarks. Regular reviews are performed and benchmark data obtained to understand and manage salary trends. Further monitoring of attrition rates and exit interviews together with an employee engagement survey provide insight into the impact on the Group and help to direct actions.

Treasury Risks	**Trend since last year: No Change**

Issues:

Cash management risks: There is an acknowledged expanding risk, in general for companies, from internally and externally perpetrated fraud in relation to payments processing and / or transfer of funds, with wider scale use of electronic communications and documentation, use of Artificial Intelligence and remote working arrangements. The Craneware Group reconciles and disburses customer cash as part of services provided by the Group in connecting them to their contract pharmacy network, in conjunction with healthcare partners.

Counterparty risks: The financial services industry, and notably banking, have faced significant challenges in the past that have led to increased risk impacting cashflow and lending products. Industry risks exist with the persistent and elevated threat of security breaches, exacerbated by global conflicts and national tensions.

Compliance with debt finance facility covenants: As part of the funding for the acquisition of Sentry, the Group entered into debt facility arrangements which provide up to $140m of funding. This committed debt facility, comprises a term loan and a revolving credit facility. Details of these borrowings are provided in Note 20 to the financial statements. The loan agreements require specific bank covenants and quarterly reporting to ensure compliance with the conditions of the loan facilities. If the covenants were breached, the lenders could take action against the Group which may adversely impact shareholders.

It is necessary that the borrowings are appropriately managed to ensure the Group continues meet to all obligations as they fall due, to ensure the Group has sufficient headroom to execute on our strategy and to deliver returns for our shareholders.

Mitigating Actions:

Cash management risks: Internal controls including authorisation protocols, segregation of duties and reconciliations are in place and kept under review in addition to executive supervision of financial risk management considerations and policies and procedures.

Counterparty risks: Insurance measures, to the extent commercially available, are already in place along with good relationships with a number of financial institutions allows the Group's cash reserves to be held across multiple banks.

We continue to implement process improvements, including increasing visibility on high-value contracts which result in significant payments into a single account. Insurance measures have also been reviewed to ensure as effective coverage as is possible within commercially available arrangements. Scheduled term loan repayments have been made.

Compliance with debt finance facility covenants: There is regular monitoring of financial information across the organisation, including monitoring of compliance with the loan covenants. The forecasting process enables evaluation of projected financial information against the bank covenant requirements and this is kept under review. The Group's loan facility is provided by a broad and supportive banking syndicate and we retain regular and detailed dialogue with our lenders and these relationships continue to be supportive.

The debt facility was originally secured over all of the assets of the Company and specified assets of the Group. In September 2024, following the satisfaction of certain performance conditions of the loan agreement by the Group, the securities were released and discharged.

The Group benefits from high levels of recurring revenues leading to strong cash generation which continues to improve the extent of headroom against the borrowing facilities and reducing leverage. The Group's business is operating well within the loan covenants.

As disclosed in Note 25 to the financial statements, the banking facility has been renewed after 30 June 2025 such that the facility remains in place for a further three years with option to extend for two further one-year periods.

Emerging Risks

Emerging risks are newly evolving threats that cannot yet be fully assessed but that may, in the future, impact the viability of our strategy. Alongside known risks, we continuously monitor and reassess potential emerging risks and the need for mitigation, as well as reporting to the Board, as part of our existing risk management processes. Our approach includes the identification of relevant internal and external factors and is designed to capture those risks which are already materialising as well as those that could impact future years.

Climate Change

The Group is aware that climate-related risks are evolving for all businesses; not only due to physical impacts but also in response to shifting government policies aimed at supporting the transition to low carbon economies. Climate change presents both immediate and progressive, long-term effects on the risk profile of all businesses. The nature of Craneware's operations, which do not involve manufacturing or transporting goods, means its environmental impact is relatively low compared with other sectors and our overall risk from climate change is assessed as low. However, it is essential for all businesses, including Craneware, to acknowledge their role in addressing global climate change and to take proactive, responsible steps to reduce their environmental impact.

Climate-related risk considerations, including governance arrangements, are disclosed within the Group's Non-Financial and Sustainability Information Statement.

Viability Statement

In accordance with the UK Corporate Governance Code, the Directors have considered the viability of the Group over the three-year period from 30 June 2025.

Considerations that impact this assessment include the Group's current financial position, including the addition of the bank facility and other available financial resources, the Group's SaaS business model as outlined within the Strategic Report, the Group's strategic initiatives, the financial forecasts, the Group's cost base and annual forecast.

The current economic climate has remained largely stable over the previous year which has been reflected in the forward view of the model. Modest increases in revenue alongside cost increase greater than inflation provide a cautious base case against which viability has been assessed.

Since the year end, the Group has signed a new Revolving Credit Facility ("RCF") on more favourable terms, including reduced interest rates, for three years with the option to extend for two further one-year terms.

The Directors also considered several other factors including the Group's risk management and internal control effectiveness and the principal risks and uncertainties and their likelihood of occurrence within the period of assessment. The Directors consider that three years is an appropriate period for this assessment as it corresponds with the outlook used internally and for strategic planning.

The SaaS business model with its underlying long-term contracts (as described earlier in the Strategic Report), high levels of associated cash generation and long-term focus on customer success provides a foundation of revenue for future years. This foundation of contracted revenue forms the basis of the scenarios considered by the Directors in making this assessment, including a scenario which envisages no revenue growth. The Directors confirm that they have a reasonable expectation that the Group will be able to withstand the impact of this severe adverse scenario, should this occur during the three-year assessment period.

The Directors have therefore considered, in making this assessment, the Group's current financial position and future prospects and have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three-year period from 30 June 2025. However, future assessments of the Group's prospects are naturally subject to uncertainty that increases with time and therefore future performance cannot be guaranteed.

ESG Committee Chair's Introduction

Our three ESG Focus Areas (outlined below) are founded on our Purpose and continued to guide our ESG initiatives and actions through FY25.

At the core of our ESG efforts are our customers and the communities we collectively serve. At The Craneware Group we are honoured to support our customers, in their delivery of high-quality care to their communities through the meaningful impact of our solutions, an impact that carries significant social value. In FY25 we delivered more than $1.5 billion of benefit to our customers from utilising our solutions, helping them stretch their scarce healthcare resources as far as possible.

Our commitment to community is exemplified by Craneware Cares, which reflects the strong ethos of our team and is testament to our culture. We value the dedication of our Cares committee members and all employees across the organisation who continue to invest their time and resources into initiatives that make a difference in their local communities.

As members of the ESG Committee, we are grateful for the support, enthusiasm, and active participation from the Employee Advisory Group and employees throughout The Craneware Group. Together, we have made meaningful progress in our sustainability efforts, including environmental initiatives, over the past year. Thank you to everyone who has contributed, and continues to contribute, to these important endeavours.

We recognise that climate change is a global challenge and a shared responsibility for society. While our operations as a software and services provider have a relatively low environmental footprint, we remain committed to reducing our impact wherever possible.

We hope our Non-Financial and Sustainability Information Statement, along with the ESG Statement, offers insight into the collective progress we've made as a team across our three ESG Focus Areas. I look forward to continuing this journey with our employees in the coming year as we build momentum on these initiatives.

Issy Urquhart
Chair of the ESG Committee & Chief People Officer

DRIVEN BY OUR PURPOSE : to transform the business of healthcare through the profound impact our solutions deliver, enabling our customers to provide quality care to their communities

Key ESG Focus Area	Overview of our ESG credentials
Our Customers & Community	Our solutions benefit society, supporting our customers' financial stability and sustainability to enable them to focus and prioritise patient care and provide healthcare services which benefit their communities. In FY25 our customers have seen more than $1.5 billion benefit from utilising our solutions, helping to stretch scarce healthcare resources as far as possible. Craneware Cares is driven and led by our employees and forms a central and important part of life at Craneware; coordinating our charitable giving and community outreach. > Further details are in our ESG Statement
Our People	We have a talented mix of employees from diverse backgrounds, which brings a high level of innovation and collaboration. Our diversity metrics are on page 44. Our reward practices, working arrangements, learning & development, employee engagement strategies, talent acquisition and wellness focus support our inclusive excellence aims and facilitate a culture of high contribution, equity and inclusion. > Further details are in our ESG Statement
Our Environment	Our environmental impact is relatively low and our climate-related risks are not significant. However, in the global challenge of climate change we have a responsibility to reduce our environmental impact. We have various initiatives underway and in plan to lower emissions and energy use and supporting environmentally responsible practices. > Further details are in our Non-Financial and Sustainability Information Statement (on pages 30 to 38)

LEADERSHIP AND OVERSIGHT BY THE BOARD OF DIRECTORS
(Our Governance framework includes: business ethics, corporate governance, information security, anti-corruption, bribery and fraud policy, anti-slavery and human trafficking policy, whistleblowing policy)
UNDERPINNED BY OUR VALUES AND CULTURE

Strategic Report: Non-Financial and Sustainability Information Statement

Within this Statement the Board provides the climate-related financial disclosures, in accordance with section 414CB of the Companies Act 2006 (the "Act"), for the Group of companies which has Craneware plc as its ultimate parent company (the "Group").

The Board acknowledges that s414CB of the Act states that companies should include disclosures on climate change- related risks and opportunities, where these are material. While these are not currently considered material risks or opportunities for the Group, we understand that this information may be useful to stakeholders. We recognise the importance of transparency and reporting for our stakeholders to support informed decision making and to enhance the monitoring of risk mitigations and progress towards reducing emissions as we transition to a low carbon economy.

During the year ended 30 June 2025 ("FY25") we continued to advance some actions in this the Group's third year of reporting under these provisions in the Act and we aim to make further progress in FY26. Whilst the compilation of a baseline emissions data set (for establishing appropriate targets and defining key performance indicators to monitor our response to climate-related risks) remain in progress, we have implemented steps to reduce the Group's impact on the environment.

Introduction and overview

The nature of the Group's operations inherently results in a relatively **low** environmental impact especially when compared to sectors like manufacturing or logistics. Our overall risk and impact from climate change is assessed as **low**. We do not engage in energy-intensive processes or generate significant emissions or waste. Nevertheless, we understand that we all have a responsibility to protect the environment. The Board believes that all businesses, including The Craneware Group, must actively address climate change and reduce their environmental impact. To that end, we seek to manage and reduce the Group's impact on the environment through good governance, measuring and monitoring climate-related risks and opportunities and taking steps to reduce energy consumption, emissions and waste, aligned with net zero ambitions.

Supported by our ESG Committee, the Board aims to keep abreast of this evolving situation by monitoring and ensuring risks and potential opportunities are assessed and that we are implementing appropriate mitigating actions to support the reduction in the Group's environmental impact.

The Board recognises the need for further development in climate assessments, continued emissions data collection, and monitoring. We remain committed to ensuring continued progress with these activities in FY26. We intend that our climate risks evaluation and more comprehensive emissions data profile will inform the basis of future targets, supporting our progress towards net zero emissions, in the context of the UK government's targets for net zero by 2050.

Importantly, in the context of evolving general climate concerns, we prioritised taking meaningful action in recent years rather than waiting for complete data or formal targets. In FY24, by focusing on our key sources of energy use and emissions, we were able to deepen our understanding of potential climate scenarios and their impacts, enabling us to refine our risk appraisals and mitigation strategies. Activities to assist with reducing our environmental impact included the activities in FY25 summarised below, along with our wider sustainability initiatives that are described in the Energy Use and Emissions section of this Statement.

A summary of key progress in FY25:

Initiative	Evidence of progress
Reduce our Carbon Footprint	Year on year we have reduced our Group emissions by 60% per employee and by 86.45 tCO_2e (59%) in total across Scope 1 and 2.
Reduction of US office footprint	During FY24, the leased office in Atlanta was vacated and rented office space at Deerfield Beach was downsized. A full year effect of these actions was realised in FY25 with emissions from US offices reduced by almost **65%** compared with FY24 (FY24 had already achieved about 30% reduction versus FY23).
Expansion of Scope 3 reporting	Continued expansion of collection of emissions data for Scope 3 categories - FY25 data includes new estimates for air travel, commuting and homeworking, in addition to car travel and purchased goods and services categories previously reported.
Employee engagement	Ongoing employee engagement with awareness programmes continuing to be delivered. An employee commuting survey was introduced in FY25 and has been run twice to collect data to support emissions estimates from that activity.
Reporting to CDP	Responses to the Climate Change section for the 2024 CDP corporate questionnaire were submitted by Craneware and the Group plans to submit responses to the 2025 CDP questionnaire.

CDP Discloser 2024

The Board is cognisant that the provisions of s414CB of the Act comprise specified climate-related disclosures that are aligned with the Task Force on Climate-related Financial Disclosures ("TCFD"), but do not directly reference these. As part of our preparatory activities for actions and reporting, we again referred to various published guidance including (but not limited to): the TCFD guidance; guidance on the 'Mandatory climate-related financial disclosures by publicly quoted companies, large private companies and LLPs' issued by Department for Business, Energy & Industrial Strategy; in addition to relevant publications by the Financial Reporting Council ("FRC") including the FRC's Thematic Review of Climate-related Financial Disclosures by AIM and Large Private Companies.

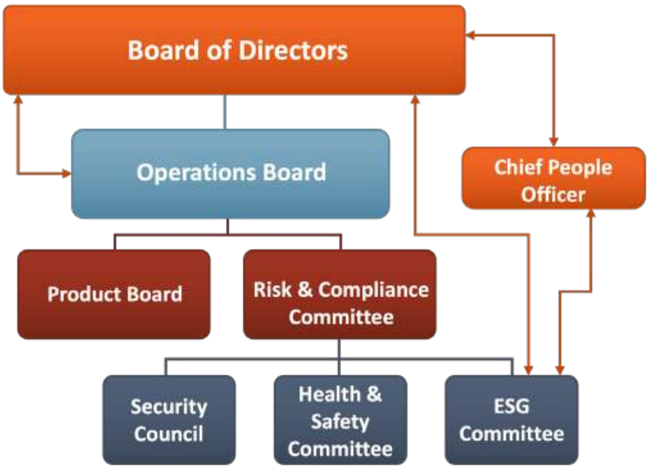
The requirements of the Act have been mapped to the disclosures as follows (other than in the introduction and overview description above):

	Requirements of s414CB (2A) Companies Act 2006	***Section name in this Statement and page(s) containing this information***
(a)	a description of the Company's governance arrangements in relation to assessing and managing climate-related risks and opportunities	Governance (pages 32)
(b)	a description of how the Company identifies, assesses, and manages climate-related risks and opportunities	Risk Management (page 32)
(c)	a description of how processes for identifying, assessing, and managing climate-related risks are integrated into the Company's overall risk management process	Risk Management (page 32)
(d)	a description of: (i) the principal climate-related risks and opportunities arising in connection with the Company's operations, and (ii) the time periods by reference to which those risks and opportunities are assessed	Strategy - Climate-related Risks & Opportunities (pages 32 to 34)
(e)	a description of the actual and potential impacts of the principal climate-related risks and opportunities on the Company's business model and strategy	Strategy - Potential impacts and resilience (page 34)
(f)	an analysis of the resilience of the Company's business model and strategy, taking into consideration different climate-related scenarios	Strategy - Potential impacts and resilience (page 34)
(g)	a description of the targets used by the Company to manage climate-related risks and to realise climate-related opportunities and of performance against those targets	Metrics and targets (pages 35 to 38)
(h)	a description of the key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and of the calculations on which those key performance indicators are based	Metrics and targets (pages 35 to 38)

Governance

The Group's sustainability governance framework includes the assessment and management of climate-related risks and opportunities.

ESG / Sustainability governance framework:



Board oversight

The Board of Directors has overall responsibility for sustainability or 'environmental, social and governance' ("ESG") matters including oversight of climate-related considerations and effective management of any climate-related risks and opportunities, as part of the Board's responsibilities to monitor any issues which impact strategy, risk management and the operations of the Group. The Board of Directors maintains oversight of the ESG Committee and approved the terms of reference for its operation and receives regular updates from the Committee.

ESG Committee

Chaired by Issy Urquhart (an executive Director of the Company and the Group's Chief People Officer) throughout the year ended 30 June 2025 and since the Committee's inception during FY23, membership of the ESG Committee consists of senior representation from across the business, including the Chief Information Officer. The Committee meets at least quarterly and, from an operational perspective, it provides regular updates and copies of its meeting minutes to the Risk & Compliance Committee (with two of the members serving on both the ESG and Risk & Compliance Committees, thereby ensuring alignment). The ESG Committee's remit is wider than environmental (including climate-related) matters; and the Board has approved three key focus areas within which to structure the ESG Committee's efforts, as explained within the ESG Statement.

Risk Management

The Group's Risk Management process is described on page 19. The management of climate-related risks has been embedded into those risk management arrangements so that climate-related risks are managed using a consistent framework that aligns with the Group's broader approach to risk management. This ensures that their significance (including potential impact and likelihood of occurrence) is assessed using the same evaluation criteria applied to all other identified risks for the business. In FY24 this process received the outputs from the climate-related scenario analysis. This was a qualitative climate risk impact appraisal including consideration of mitigation and adaptation arrangements and is described in the 'Potential impacts and resilience' section below.

The Board considers that the Group's current processes, including risk management and the operational oversight by the Operations Board and its subcommittees are sufficient at this time to maintain monitoring of climate-related risks and mitigation plans.

Through the Group-wide risk management process, climate change was identified as an **'emerging risk'** in previous financial years. Our current review has identified no immediate material climate-related risks that would significantly impact our strategy or performance. As such, climate change continues to be classified as an emerging risk. Nonetheless, we will continue to develop our understanding of climate-related threats through further evaluation and this will include reassessment at appropriate intervals informed by published scientific data and evolving climate change appraisals.

Strategy - Climate-related Risks and Opportunities

Based on current evaluations, at present, none of the identified climate-related risks (which are described below) are expected to have a significant negative or positive impact on the Group's business model and / or strategy. Climate change is dynamic with long term implications carrying inherent uncertainty. To address this, the use of climate-related scenario analysis is applied to support the identification of risks and opportunities and to appraise the organisation's resilience to potential future climate states.

Building on our initial assessment conducted in FY23, we expanded our appraisals in FY24 of climate-related risks, (both physical and transitional risks) and opportunities, from climate change. This appraisal also took into account the geographical locations of the Group's operations. In FY25 the ESG Committee assessed and reviewed again the output from that appraisal and concluded that there were no significant changes or additions to the climate-related risks and opportunities identified.

While the effects of these risks are not considered material to an understanding of the business or its strategy, they are disclosed to provide context around the evolving landscape of climate-related concerns.

Physical risks are those arising from the climatic impact of higher average temperatures (such as the increased frequency and severity of extreme weather events), whilst transition risks arise from the shifts in technology, market dynamics, policy, regulation, and consumer sentiment associated with the transition to net zero.

Potential climate-related risks are being assessed within the following three time horizons and for the main reasons outlined in the table below:

	Short term	Medium term	Long term
Time period	Up to 3 years	3 to 15 years	More than 15 years
Rationale	Aligns to our business planning and forecast period	We aim to set some emission reduction targets to be achieved within this timeframe	Covers 2050; the year by which the UK government is targeting for net zero greenhouse gas emissions

Climate-related risks

The following climate-related risks have been identified as potentially relevant to the Group although none are considered to be material to the Group and the impact for each is currently assessed as low. In summary:

Risk	Time horizon & Potential impact	Key mitigations / adaptations / observations
Physical Risk		
Climate-related threats to facilities & infrastructure	**Medium term:** Increased frequency of extreme weather, or long term changes to climate and sea levels, could disrupt operations and damage premises. **Impact & likelihood** (with mitigations): Low / Unlikely	The Group uses leased offices in dispersed locations which are not highly vulnerable, based on current resilience assessments. Our Dynamic Working Framework allows remote work for all office-based employees and the majority of US employees are home-based. Migration of on-premise IT services to cloud-based services enhances resilience. Robust business continuity plans include impact of physical climate events. Our infrastructure requirements continue to be appraised, including the use of cloud services and data centres, in addition to the resilience of those arrangements incorporating climate-related risk mitigations.
Transition Risks		
Carbon pricing & energy costs	**Medium term:** Rising carbon prices may increase operating costs. **Impact & likelihood** (with mitigations): Low / Possible	Energy-efficiency initiatives and office-space reduction lowers energy consumption. Several of the Group's significant vendors have initiatives in place or in plan for energy efficiencies, increased use of renewable energy sources, and monitoring and reduction in utilities consumption.
Reputational & regulatory risk linked to environmental performance & reporting	**Ongoing** – Stakeholders expect transparent reporting; failure to respond adequately could damage reputation and attract regulatory attention. **Impact & likelihood** (with mitigations): Low / Unlikely	Transparent disclosure and ESG Committee oversight of regulatory horizon. Engagement with external consultants to remain aware of evolving regulations, e.g. current UK Sustainability Reporting Standards and Climate-related Transition Plan requirements. Awareness of disclosure expectations through CDP questionnaire contents.

Summary

Based on current assessments, we do not expect any material impact to the Group in the short term as a consequence of these identified climate-related risks and therefore we do not believe it is meaningful to quantify their financial impacts at this stage. Nevertheless, we will continue to keep under review these evolving climate-related projection scenarios including scenario projections for the medium to long term.

Metrics to track climate related risks

The Group's initiatives to assist with emissions reductions are currently more relevant and appropriate than developing specific metrics for each climate-related risk. However, this will be kept under review by the Board and ESG Committee. Whilst our activities to baseline our relevant energy use and emissions data are still in progress and climate-related Key Performance Indicators ("KPIs") or targets are not currently reported by the Group, we believe this information is not considered necessary for an understanding of the business or adequate management of the risks we have identified and the governance we employ to monitor them.

Climate-related opportunities

Some potential opportunities linked to climate-related impacts were identified during the FY24 scenario analysis and are considered to still be relevant. However, these are currently regarded as being immaterial to the Group's business model and strategy. These potential opportunities include:

- **Attracting and retaining talent**: it is recognised that demonstrable sustainability credentials are continuing to become more important to stakeholders including employees (and prospective employees) and can help to attract and retain talent. Our environmental and other sustainability activities, as outlined within this annual report, support this.
- **Increasing demand for lower carbon footprint products, such as cloud-based and digital services**: Customers may increasingly seek lower carbon product offerings to reduce their own carbon footprints. Offering cloud-based services with providers who are on a pathway to net zero emissions will help them achieve that, thereby potentially increasing the demand for our solutions. In addition, Craneware has an opportunity to help customers transition to a more digitalised infrastructure which can help towards improved efficiencies and reducing their emissions.
- **Efficiency of resource management and renewable energy**: improving the Group's energy use and transitioning to renewable energy sources could help reduce exposure to carbon pricing and also reduce our Scope 2 (electricity use in operations) emissions. While our leased offices limit direct control over the energy supply arrangements, we encourage recycling and waste reduction within our offices. Some of the Group's significant vendors have arrangements in place for, or in progress towards, an increasing proportion of renewable energy use and more efficient use of utilities.

Strategy - Potential impacts and resilience

We understand the need to assess, at suitable intervals, the appropriateness and adequacy of climate resilience in addressing both physical and transitional climate risks and in estimating the materiality of their impact and doing this on a consistent basis to the materiality estimation for all other identified risks, as described in the Principal Risks and Uncertainties section of this Strategic Report.

As explained in last year's Non-Financial and Sustainability Information Statement, in FY24 we conducted a scenario analysis workshop with participation of the ESG Committee and colleagues from a range of functions across the business. The workshop and its preparation were supported by an independent external consultancy firm, specialising in ESG advisory services. The workshop considered two Intergovernmental Panel on Climate Change ("IPCC") scenarios: **RCP 8.5** (high-emissions scenario, around 4.4°C warming above pre-industrial levels by the year 2100) and **RCP 1.9** (low-emissions scenario aligned with the Paris Agreement goal of limiting warming to 1.5°C or below compared to pre- industrial levels by the year 2100).

Following the climate scenario workshop in FY24, the ESG Committee reviewed the outputs from the workshop session and incorporated these into the Committee's updated appraisals of climate change risks and opportunities. These risk appraisals were then included within the corporate risk management and risk assessment process. These risks have continued to be reviewed alongside the Group's other identified risks and are assessed, in terms of their significance, on a consistent basis. Overall, the Group's vulnerability to climate-related risks is considered to be low supported by the mitigations and adaptations referred to in the 'Climate-related risks and opportunities' section above including our facilities, infrastructure and working arrangements, use of leased office premises and their locations.

In FY25 the ESG Committee assessed and reviewed the basis of the climate scenario analysis and concluded that there were no significant changes to assumptions or circumstances relevant to the Group that warranted another full climate scenario analysis in FY25. This will be kept under review with the ESG Committee's current view being that the next full climate scenario analysis will likely be conducted before the end of FY26. This review is supplemented by the assessment, as part of its regular risk management activities, of potential threats to the Group's infrastructure, including environmental issues.

Our business continuity plans, which are kept under review by our Operations Board, seek to ensure resilience against disruptions including those related to climate-related impacts. The Group's business continuity plans appraise threats with the aim of maintaining effective response and recovery capabilities and with the intention to have mitigations and adaptations that are adequate and appropriate.

Metrics and targets

In alignment with the UK government's ambitions for net zero emissions by 2050, The Craneware Group intends to align its own net zero objective within that timeframe. We expect to establish a number of interim targets when we have appropriate baseline data and to develop KPIs to track progress. Achieving net zero will require gradual progress and collective effort, including employee engagement - some of these engagement activities were initiated in FY24 and are ongoing. At present we are aiming for carbon reduction and we do not have any short term plans to offset our carbon emissions however this may be an aspect to evaluate as we make further steps along a path to net zero.

The Remuneration Committee's Report section of this annual report explains the performance conditions which currently apply to performance-related elements of executive Director remuneration and these conditions do not currently include environmental or other ESG-related metrics.

Energy Use and Emissions - Streamlined Energy and Carbon Reporting ("SECR")

The Company is required to report its energy use and impact under the Streamlined Energy and Carbon Reporting ("SECR") regulations. The data presented below is in respect of the energy usage by the Company and its subsidiaries in the year ended 30 June 2025 with comparisons for the prior financial year (to the extent data was available for that year).

Although only UK energy usage by the Company, Craneware plc, is required to be reported in accordance with the SECR Regulations, we decided from FY23 to voluntarily extend our energy use and greenhouse gas ("GHG") emissions data collection and reporting in two ways in order to move towards a better baseline for setting emission reduction targets and monitoring our progress in the future:

a) our energy use and GHG emissions data includes our US leased office premises rather than being only for our UK facilities; and

b) we have been expanding the number of categories for reporting emissions within Scope 3.

Our Scope 3 emissions voluntary reporting has been expanded again in FY25 with the inclusion of estimated emissions from flights for business travel and also employee commuting and homeworking to the extent that such emissions data was available. We will continue to assess and keep under review the extent of our energy use and GHG emissions data collection and completeness with a view to potentially further expanding our Scope 3 emissions reporting in the future.

The Group has defined its organisational boundary using an operational control approach.

Key progress during FY25:

Metric	FY25 result & comparison	Commentary
Emissions Reduction	Our emissions, both at a total level and per employee reduced year-on-year by 45%	This excludes flights and employee commuting; and other non-reported emissions
Scope 1 (direct fuel use)	Minimal - fossil fuel consumption at one US office.	Energy use is mostly electricity
Scope 2 (purchased electricity)	Emissions from US offices **decreased** by about **65%** versus FY24 (FY24 had delivered about 30% reduction vs FY23) due to downsizing the US office footprint.	Significant reduction in emissions from a full year effect of the smaller US office footprint
	UK office energy use **rose** by about **4%**, but emissions **fell by 11%** due to a lower UK emissions conversion factor reflecting more renewable generation and reduced natural gas use in power stations in the UK.	Demonstrates decoupling of emissions from energy consumption.
Scope 3 – purchased goods & services	Some reconfiguring of our cloud services and data centre arrangements in FY25 resulted in greater usage of facilities with lower emissions credentials. Emissions from this category **reduced by 27%** year-on-year.	Cloud service providers and data centre vendors used by the Group have carbon-neutral or 100% renewable energy commitments.
Scope 3 – business travel	Data collection for air travel emissions began in FY25. Emissions from business car travel were about **1% lower** than FY24.	Data collection, supporting emissions calculations from these modes of transport, has been integrated into business travel records.
Scope 3 – employee commuting & homeworking	Employee commuting surveys introduced in FY25; commuting patterns are similar to FY24. The majority of US employees work from home. Our Dynamic Working Framework enables flexibility in working arrangements between home and the office for office-based employees.	Data collection will improve completeness and inform future emissions monitoring.

Metrics and targets (cont'd)

	2025			2024		
	Group total	**US only**	**UK only**	Group total	US only	UK only
	Energy use (kWh):					
Natural Gas	**3,794**	**3,794**	**-**	7,474	7,474	-
Electricity	**244,319**	**162,527**	**81,792**	423,496	344,653	78,843
	2025			**2024**		
	Group total	**US only**	**UK only**	Group total	US only	UK only
	Gross emissions in metric tonnes of carbon dioxide equivalent (tCO_2e):					
Scope 1 (Natural Gas)	**0.70**	**0.70**	**-**	1.37	1.37	-
Scope 2 (Electricity)	**60.48**	**46.00**	**14.48**	146.26	129.94	16.32
Total Scope 1 and 2 emissions	**61.18**	**46.70**	**14.48**	147.63	131.31	16.32
	2025			**2024**		
	Group total	**US only**	**UK only**	Group total	US only	UK only
Intensity measure (average no. of employees)	**765**	**538**	**227**	747	544	203
Scope 1 and 2 Intensity ratio in tCO_2e per employee	**0.08**	**0.09**	**0.06**	0.20	0.24	0.08

<u>Methodology</u>
Emissions are reported using the location-based methodology.
For the UK data, emissions were calculated from electricity billing information for our UK rented office premises and by applying the UK Government's 2025 GHG Conversion Factors for Company Reporting.
Emissions from our US rented office premises were calculated using electricity billing information for each office and / or energy meter readings provided by the building management organisation and by applying the US Government's EPA 2023 eGrid conversion factors

The Group has identified that the key intensity ratio, an expression of the quantity of emissions in relation to a quantifiable factor of business activity, is tonnes of CO_2e per employee based on the average number of employees in the Group in the relevant financial year.

Scope 3 emissions (for elements of these categories)	Gross emissions in metric tonnes of carbon dioxide equivalent (tCO_2e):	
	2025	2024
Category 1: Purchased goods & services [A]	18.12	24.92
Category 6: Business travel: - by car	34.40	34.89
Subtotal (for comparison to FY24)	52.52	59.81
Category 6: Business travel (*continued*): - flights	346.64	*
Category 7: Employee commuting [B]	776.49	*
Total of the reported Scope 3 emissions	1,175.65	59.81
	Reported Scope 3 Intensity ratio in tCO_2e per employee:	
	2025	2024
Total for the Group, based on the reported Scope 3 emissions	1.54	0.08
Subtotal for 2025 compared to FY24 reported Scope 3 emissions	0.07	0.08

*Data was not collected for these Scope 3 emissions categories in FY24 or prior years.

[A] In both financial years this category is limited to the estimated emissions from the purchase of cloud-based services, to the extent that attributed emissions data was available (allocated on a usage or expenditure basis).

[B] In FY25 this includes both the estimated emissions from commuting by office-based employees and estimated emissions from employees' homeworking arrangements.

Methodology

Emissions are reported using the location-based methodology.
For UK operations, emissions from business travel and employee commuting were calculated from collected travel data and by applying the UK Government's 2025 GHG Conversion Factors for Company Reporting. Estimated emissions from employees homeworking were calculated from the estimated number of full time equivalent working hours by employees working at home during the year and by applying the Homeworking conversion factor in the UK Government's 2025 GHG Conversion Factors for Company Reporting.
For US operations, emissions from business travel and employee commuting were calculated from collected travel data and by applying the US Government's Environmental Protection Agency Emission Factors for Greenhouse Gas Inventories (last modified 15 January 2025).

We provide further details below regarding environmental aspects of our activities and initiatives which are helping to reduce our environmental impact.

Office premises - energy use (Scope 1 and 2)

During the year to 30 June 2025 the Group utilised leased office premises in:

- Edinburgh (UK) – this office space was used throughout FY25 and FY24;
- Pittsburgh, Pennsylvania (US) – this office space was used throughout FY25 and FY24; and
- Deerfield Beach, Florida (US) – this office space was used throughout FY25. During FY24 we relocated to a smaller office space within this location from April 2024.

Additionally, in FY24 and prior years, we utilised office space in Atlanta, Georgia (US) until October 2023 when this was vacated and the lease expired.

We explained in recent previous annual reports that, as a consequence of the changes in how our employees choose to work, the types of spaces they prefer to work and collaborate in, and also as a result of our commitments to reducing our impact on the environment, we reviewed our office facility requirements and then we took actions to reduce our office facilities footprint in the US as noted in the office locations summary above.

Office facilities in Edinburgh and Deerfield Beach have light timers and sensors to help conserve energy. The rented office suite for our head office in central Edinburgh is within a building which has an Energy Performance Certificate ("EPC") rating of B thereby denoting a high level of energy efficiency, according to the current rating system. The whole building features a full Building Energy Management System ("BEMS"), which helps to optimise the energy efficiency of all tenant suites and common areas. The Edinburgh building also includes large and centrally maintained communal garden areas at both ground level and roof level for the enjoyment of tenants. Our US Headquarters in Deerfield Beach is within a property that has an Energy Star rating of 79 which promotes energy efficiencies.

We operate sustainable practices within our offices, when possible, and we encourage similar practices for our home-based employees. The Craneware Group actively encourages employees to move to a paperless environment and reduce printing requirements whenever possible. All offices have recycling points for items such as paper, cardboard, tins, and plastic. Throughout FY25 we continued to support more sustainable practices, where possible, such as reducing the use of single use plastic in our offices.

Business Travel and Employee Commuting (Scope 3)

We do not provide company vehicles to employees or Directors nor do we operate any form of vehicle fleet. As a mainly home-based workforce, we continue to leverage technologies such as video conferencing as an alternative to travel. We encourage booking US domestic business travel via a travel portal to enable data visibility, as we continue to aim to progress to more sustainable travel practices.

From the start of FY25, following the review in FY24 by the travel subgroup directed by the ESG Committee, we initiated the gathering of data for air travel by our employees for business purposes. The flight data collected for the year enabled the estimation of emissions from this business travel mode of transport as shown in the table above. We also continue to calculate estimated emissions from business travel by car.

Any overall daily commuting time and distance incurred by our employees (and consequently the related emissions generated by that activity) is not extensive. The vast majority of our US employees are home-based and our office-based employees across the Group work flexibly between their home and an office and this significantly reduces the impact of daily commuting upon the environment. In FY25 we started to gather data by requesting office-based employees to complete a commuting survey which has now been completed twice. The estimated emissions figure, calculated from the survey data, is included in the Scope 3 emissions table above.

The leased space for our head office in central Edinburgh is easily reached by public transport, by bicycle or on foot. We encourage cycling to work and all the related health and environmental benefits this brings by participating in the Cyclescheme programme in the UK.

We continue to support travel-related initiatives, with oversight and direction by the ESG Committee, including:

- Regular and ongoing communication with UK employees about the benefits of the Cycle to Work scheme;
- A salary sacrifice electric vehicle leasing scheme for UK employees;
- Our business travel policy, travel hints and tips and data availability when travel and accommodation choices are viewed by employees prior to booking, are intended to allow more informed decisions (including, when available, carbon-related considerations by employees) when selecting travel and accommodation for essential business trips that are approved within our business travel policy; and
- Facilitating employee engagement in environment-related initiatives during FY25.

Purchased goods and services: Cloud-based services and data centres (Scope 3)

The estimated emissions from our usage of cloud services have reduced by 27% in FY25 as shown in the Scope 3 emissions table above. It was noted in prior year annual reports that many previously internal IT services were being migrated to a 100% carbon neutral cloud services vendor. We have also been reconfiguring some of our cloud services and data centre arrangements in FY25 which is resulting in greater usage of facilities which have lower emissions credentials. Our data centre providers also report that they are using renewable energy for power and improving efficiencies of their operations and use of utilities and/or have strategies in place to reduce emissions in line with climate science through science-based targets.

Other Vendors

As part of The Craneware Group's environmental sustainability awareness we aim to partner with vendors, who have a commitment to the environment, wherever possible and relevant to the goods and / or services provided to the Group by those vendors.

Outlook and areas for enhanced disclosure

Looking ahead, some planned actions to be progressed by the ESG Committee are, in summary:

- **Complete emissions baseline**: Continue expanding data collection (especially Scope 3 categories) to establish a more complete baseline and enable quantitative targets and consistent year-on-year comparability.
- **Interim targets and KPIs**: Once baseline data is available, set short- and medium-term emissions reduction targets consistent with the 2050 net zero ambitions. Develop KPIs to track progress.
- **Scenario-analysis maturity**: Undertake the planned FY26 climate scenario analysis and consider additional scenarios to test resilience.
- **Supplier engagement**: Factor in environmental considerations more widely into procurement policies and procedures.

Conclusion

The Craneware Group maintains a relatively low environmental footprint but recognises the need to play its part within society in addressing climate change. FY25 saw continued progress in governance, data collection and reductions in emissions, particularly through a full year's effect of the downsizing our US office space implemented in FY24. The Board and ESG Committee acknowledges that climate-related risks remain low for the Group and not immediately material; nevertheless, it will continue to enhance disclosures, develop emissions baselines and establish meaningful targets to support its long-term net-zero ambition.

Strategic Report: Environmental, Social and Governance (ESG) Statement

Our Purpose is to transform the business of healthcare through the profound impact our solutions deliver, enabling our customers to focus their resources on their healthcare priorities and providing quality care to their communities.

Craneware has well developed initiatives which contribute to its sustainability credentials, and we continue to develop these to positively impact the communities around us. Our ESG Committee enables a coordinated and measured approach to the Group's many activities under the sphere of sustainability (focussed on 'Social' and 'Environmental' initiatives).

ESG Committee

The composition and oversight of the ESG Committee is described in the Non-Financial and Sustainability Information Statement on pages 30 to 38. The remit of the Committee is guided by our ESG framework which has three key focus areas: 'Community' and 'People', which form our social agenda, and 'Environmental' matters - these are described below.

The Committee provided oversight as we continued to make progress in the key focus areas during FY25. A portion of the Committee's time in FY23 through FY25 was directed to support the Board's responsibilities in relation to climate-related considerations, as referenced in the Non-Financial and Sustainability Information Statement. The other activities of the ESG Committee during FY25 are outlined in this Statement.

Three key focus areas have been approved by the Board, appropriate to the Group's Purpose and responsibilities, that serve as a framework within which the Group's ESG efforts are prioritised:

ESG Framework: Key Focus Areas

Community	• Customer needs met in support of their community impact • Advocacy for care access through hospitals and clinics • Corporate Social Responsibility focused on philanthropic and economic impact
People	• Diversity, Equity & Inclusion • Engagement • Learning Culture • Wellbeing
Environment	• Facilities • Travel • Data Centres • Vendors

Our Solutions benefit our Customers and their Communities

For more than 25 years, we have partnered with hospitals and health systems across the US to help improve and sustain operational financial performance. The Craneware Group's solutions benefit society by delivering value for our customers through the provision of accurate financial data, insight and analytics. Our solutions help to save our customers significant administrative time, resources and costs. Therefore, we support our customers' financial stability and long-term sustainability so that they can focus on and prioritise patient care and provide healthcare services which benefit their communities. Supporting our customers and the vital work their teams provide has been, and will continue to be, a top priority for The Craneware Group.

We provide expertise in clinical analytics and value cycle solutions, pharmacy procurement, compliance and utilisation management solutions and provision of real-time pharmacy data analytics across the healthcare finance and 340B continuum.

Within our portfolio of solutions we provide software solutions for optimising performance within the hospital's owned pharmacy, as well as related to the relationship between eligible hospitals and retail pharmacies in the community via the vital, complex 340B Drug Pricing Program. Our 340B management solutions support customers registered in the 340B Program (outlined in the section below), assisting eligible healthcare organisations ("covered entities") with regulatory compliance and pharmacy procurement and utilisation, enabling them to generate cost savings which go directly to the provision of comprehensive care for their communities, particularly the underserved. Pharmacy is the largest cost area for US hospitals after personnel costs.

Supporting 340B management

The 340B Program enables eligible facilities to stretch scarce federal resources through the ability to purchase drugs at substantially discounted prices thereby allowing organisations to use pharmacy cost savings to fund crucial programs that may not otherwise be financially possible. Through partnering with external pharmacies, prescriptions may be provided to low income or uninsured patients at a discount (or free).

The 340B Drug Pricing Program

The 340B Drug Pricing Program ("340B Program") requires drug manufacturers to provide considerable discounts on outpatient medications in order to have their drugs covered by Medicaid and Medicare Part B.

Health Resources and Services Administration ("HRSA") (of the US Department of Health and Human Services) administers the 340B Program. HRSA describes the 340B Program as enabling 'covered entities to stretch scarce federal resources as far as possible, reaching more eligible patients and providing more comprehensive services.'*

Eligible healthcare organisations for the 340B Program are defined in statute and include Medicare / Medicaid Disproportionate Share Hospitals, children's hospitals, certain rural hospitals, State AIDS Drug Assistance programs, HRSA-supported health centers and additional federal grantees as described by the 340B law.

To participate in the 340B Program, eligible healthcare organisations / covered entities must register and be enrolled with the 340B Program and comply with all 340B Program requirements. All participants must recertify their eligibility annually.

* Source: www.hrsa.gov/opa

The 340B Program does not present a cost to US taxpayers; the savings come from manufacturer discounts on outpatient medications. The percentage of 340B sales, of the total sales of medication in the US, has steadily increased over the last decade, with an emphasis on pharmacy participation and the high cost of specialty medications accounting for much of the growth. We aim to help our customers, which are eligible healthcare organisations, build and manage a successful 340B program. Our 340B solutions continue to advance, taking into account customer needs.

Advocacy

The healthcare marketplace that The Craneware Group serves, and provides software and services to, can be impacted by a three-pronged strategy through state, federal, government agency policies and judicial or court outcomes. These influencing branches of the government can impact the 340B Program and demand that The Craneware Group have an ear to the ground to understand what policies may shift how our products and services are delivered. We have a team of advocates internally and externally that monitor state and federal policies that may impact 340B/value cycle or other components of healthcare (i.e. Medicare, Medicaid, Health Information Technology, Security). The team, along with our lobbyists, provide input into strategy and how The Craneware Group can influence these policies through notice and comment opportunities or meetings with government officials to provide insights.

About 340B Matters

340B Matters is an informational campaign that seeks to protect the 340B Program for the non-profit healthcare facilities and patients who benefit from it. 340B Matters is supported and underwritten by The Craneware Group (formerly by Sentry Data Systems, Inc.). The 340B Matters website is at **www.340bmatters.org**

The core mission of 340B Matters is to protect the 340B Program from pharmaceutical manufacturers and others aiming to severely restrict access to reduced cost outpatient medications for non-profit healthcare organisations. 340B Matters supports patients over profits; the advocacy group lends a voice to all safety-net hospitals that provide accessible and affordable care to their most vulnerable populations.

The Craneware Group, in stepping forward as the power behind 340B Matters, demonstrates our continued and unwavering commitment to being more than just a revenue intelligence and 340B performance partner. We are committed to transforming the business of healthcare with our customers, closely engaging with them to achieve operational and financial goals that make healthcare more accessible and affordable for more people; including advocacy efforts to support safety-net providers and their mission to serve the unmet need in their communities.

Supporting our customers with 340B management – responding to industry demands impacting our customers

Example: The Craneware Group is helping Covered Entities contend with contract pharmacy exclusions

In 2020, at the height of the COVID-19 pandemic, a small number of drug manufacturers began to implement their own policies for managing 340B utilisation increases through excluding contract pharmacies from 340B purchases for their medications or a subset of their medications. Since that time, it has grown to 39 participating drug manufacturers which have the largest volume of prescriptions. These contract pharmacy exclusions are reducing covered entities' 340B benefits and curtailing their ability to provide services in their communities – the impact for affected customers is real and has lasting effects on caring for the most vulnerable.

Recognising these challenging circumstances, The Craneware Group is committed to supporting its affected customers in a number of ways, including: compilation of impact reports for each of our customers; providing enhancements to our solutions; and the development of resources to assist our customers. We have prepared guides, court summaries and articles to help customers decipher the various manufacturer letters and other information. In addition, within our secure customer community we provide updates as changes occur.

Further information regarding our pharmacy solutions and other 340B-related activities by The Craneware Group is contained on our website at:
www.thecranewaregroup.com/solutions/340b-pharmacy/

Our Trisus Platform

We partner with our customers through the provision of our solutions and related services, we assist them in solving problems efficiently and aligning data sets to provide actionable insights that are digestible, achievable and measurable. In doing this we help our customers optimise their financial resilience, allowing them to stretch scarce resources further across their communities' healthcare.

A SaaS platform, Trisus, serves as the nexus for The Craneware Group's catalogue of intelligent solutions, focusing on revenue intelligence, cost management, and decision enablement. Adopting a unified approach to data, our Trisus software solutions enable healthcare providers to tackle a myriad of challenges, including 340B compliance, transparent pricing, chargemaster accuracy, medical necessity validation, underpayment analysis, and supply chain management. By collecting and translating data from across all value streams within a healthcare organisation, Trisus provides actionable insights that enhance revenue, reduce costs, and increase margins, all crucial to meeting the needs of patients and communities.

As explained within the Operational and Financial Review sections of this Strategic Report, we continue to invest in expanding the capabilities of the Trisus platform, developing additional applications and tools, to provide further actionable insights that bring tangible benefits to our customers.

Our Customers

Customer engagement

Our competitive edge is in our keen understanding of both marketplace needs and listening to customer preferences, allowing us to create valuable insights for customers, to improve and sustain their operational and financial performance, through the connectivity of data in our solutions. We therefore recognise the importance of, and are fully committed to, engaging with our customers in meaningful, two-way conversations. We continually enhance our customers' experience through several targeted initiatives that support our extensive customer success efforts during implementation, professional services engagements, and ongoing customer support. Some of these initiatives are outlined below:

How we engage: examples of our Customer Engagement initiatives

The Advisory Council powered by The Craneware Group
A collaborative forum representing leadership from within The Craneware Group plus key leaders from our customer organisations which focuses on themes central to revenue integrity and 340B program management, compliance, precision, and advocacy to jointly define the future of scalable and cost-effective value cycle solutions. Through innovative and collaborative focus groups, we collect qualitative feedback, which is prioritised and refined into application features and services. This enables us to add value that benefits our customers and their communities as well as informing our team about issues of strategic importance related to the market, our applications and services; thereby meeting the evolving needs of healthcare organisations. Ongoing member feedback is also requested through surveys and thought leadership projects. Advisory Council members are also asked to participate in our Communities of Practice training sessions and webinars.

Executive Relationship Programme
This programme provides our strategic accounts an exclusive experience with our executive and senior leaders, thereby connecting c-suite executives and decision makers, enabling us to grow and foster relationships over the course of the customer journey to better support our customers in transforming the business of healthcare.

The Craneware Group Performance Summit
This is our main customer event, in terms of its reach – a broader opportunity to engage customers in a virtual setting, providing users of our applications and services with educational and networking opportunities.

Educational webinars and Communities of Practice
We regularly offer complimentary live webinars providing training and thought leadership across our solutions.

Publications
Our thought leaders contribute to blogs, newsletters, case studies, white papers, and insights to provide customers real-time content on breaking industry news and software functionality.

The Academy powered by The Craneware Group
This is our knowledge centre, with a triple aim: professional development, The Craneware Group knowledge, and industry knowledge. The Academy allows our customers to access materials specific to their needs and the use of our solutions. It provides a high standard of healthcare financial industry training to support ongoing customer education and certification. This is complemented by courses that provide testing scenarios and hands-on practice within the system.

Instructor Led Customer Training Programmes
We offer over 40 different instructor-led courses to our 340B customers, and we host specialised Foundation courses to develop the skills of our applications' advanced users.

Customer Experience
We work across all departments to place the customer's voice at the centre of everything we do. We base our efforts on a robust data collection process that analyses customer sentiment to help us identify opportunities for improvement. We have a department dedicated to customer experience to provide oversight and to coordinate our efforts in these activities.

KLAS Results
KLAS's annual "Best in KLAS" report provides unique insight gathered from thousands of healthcare organisations across the US. Best In KLAS is a recognition awarded to vendors whose solutions help healthcare providers deliver better patient care.

The Craneware Group achieved continued positive and top echelon performance in the KLAS rankings in 2025, placing first in the Chargemaster Management category and third in the 340B category. This year's rankings mark the 14th time that The Craneware Group has placed first in the Chargemaster Management category, reaffirming our unwavering commitment to excellence in the business of healthcare. The 2025 KLAS rankings result reflected continued improvement for our Sentinel and Sentrex solutions in the 340B Management Systems category, with the overall score from our customers being an increase from our rating in 2024.

Our People

Our employees are the reason for our success. We are proud to have a talented and committed team whose diverse perspectives and aligned purpose drive innovation and excellence. We support our employees through a holistic approach that includes clear contribution management, personal development planning, and career pathways aligned with our strategic goals. Our culture is intentionally designed to be inclusive, empowering, and values-led—shaped by initiatives like the Employee Advisory Group, which gives voice to our people, and our commitment to inclusive excellence. We foster an environment where individuals feel they belong are respected, recognised, and inspired to grow, ensuring that every employee has the opportunity to flourish and make a meaningful impact.

Culture

The Framework provides clarity on who we are and how we show up every day to delight our customers. It is part of employees' onboarding when they join and underpins contribution management. The Framework comprises our values and target culture and has five core values:

Framework	
Our Values	**Our Target Culture**
• Be Authentic	• Be the best version of yourself
• Demonstrate integrity	• Represent a learning organisation
• Provide excellent service	• Fail fast and learn faster
• Work hard to the highest quality	• We are in this together
• Enjoy the challenge	

Each value has a guiding principle which describes the value and how it is demonstrated by our employees.

One of the outcomes of Contribution Management is to assess that the values and target culture are being demonstrated in how our employees perform in their role which is, in turn, recognised and linked to reward throughout the organisation. We celebrate employees who embody our Framework through an employee nominated annual award which is presented to employees who have demonstrated the values to the highest degree.

Inclusive Excellence

We respect the dignity and rights of all of our employees. We have a talented mix of employees from diverse backgrounds, which contributes to high levels of innovation and collaboration. We believe in the importance of fostering a team environment where our employees feel they belong, while also celebrating individuals.

We do not tolerate any sexual, physical or mental harassment of our employees. We operate an equal opportunities policy and specifically prohibit discrimination on grounds of colour, ethnic origin, gender, age, religion, political or other opinion, disability or sexual orientation. We do not employ underage employees.

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of employees becoming disabled, every effort is made to ensure that their employment with the Group continues, and the appropriate accommodations and training are arranged. It is the policy of the Group that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

We continue to strive for a culture where individuality is noticed and valued, we support managers in their roles to care for all employees and help them understand the importance of providing routine opportunities for check ins with their team members. Helping all employees to feel they belong.

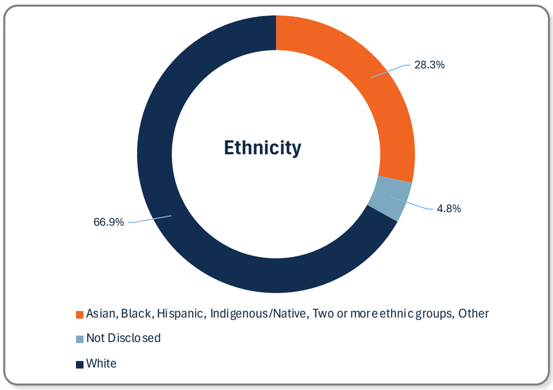
Through our extensive benefit programmes and initiatives, we demonstrate care and support to all demographic groups such as our flexible working and emotional wellness programmes. Through the year our Employee Advisory Group have focussed their time and initiatives on holistic physical and mental wellness. We have also held celebratory events to highlight under-represented groups.

At the end of the financial year, our team comprised 45% female employees, 54% male employees and 1% of employees not specifying gender (at 30 June 2024: 47% female and 53% male employees). At Operations Board plus vice president level, the composition is approximately 41% female and 59% male (at 30 June 2024: 39% female and 61% male employees). The Board of Directors is 44% female and 56% male directors (at 30 June 2024: 33% female and 67% male directors). The average base salary for female employees compared to male employees is approximately 1.01:1.

Our People (cont'd)

We monitor data across the employee lifecycle spanning applicant tracking for open positions, hiring decisions through to pay and promotion decisions during employment which includes gender, ethnicity, age data.

The chart shows the ethnicity profile at The Craneware Group as at 30 June 2025 which was 66.9% White 28.3% Black, Hispanic, Asian, Indigenous/Native, or Two or more Ethnic groups; with a further 4.8% of employees not specifying ethnicity (as at June 2024: 68.2% White; 26.4% Black, Hispanic, Asian, Indigenous/Native, or Two or more Ethnic groups; with a further 5.4% of employees not specifying ethnicity).



Employee engagement and communication

The Craneware Group is dependent on having an engaged team that feels belonging and is motivated and aligned with the Group's values and culture. We recognise the value of our employees and that the success of the Group is due to their efforts.

How we engage: examples of our Employee Engagement activities

Advisory Group
Our Employee Advisory Group (EAG) is comprised of employees, below senior management level, representing a range of areas of the business. The membership of the EAG is compiled from employees who expressed an interest and volunteered to be considered to serve on the EAG and the membership of the EAG was refreshed with new members during FY25. The purpose of the EAG is a forum for employee representatives to exchange ideas that influence the employee value proposition. It is not a decision-making body; the forum provides a platform for employees to share information and have discussions about issues that are of interest to them and make recommendations to decision makers. In FY25 the EAG focussed primarily on holistic wellness topics spanning mental and physical wellness and related activities.

Employee engagement survey action plan
The FY25 Employee Engagement Survey was conducted in September 2024 using a new platform which has enhanced benchmarking capabilities and analytics, enabling both company-wide and team-level insights. Participation was at a good level of nearly 80% of employees although slightly lower than the previous survey participation. Whilst engagement scores declined, compared to the previous survey scores, this mirrored global trends. Our managers created team-level action plans using the survey platform which complement and reinforce the Group-wide action plan. A six-month pulse survey is planned for early FY26 to review progress on the team level action plans. Each action plan area has an Executive Sponsor partnered with a change practitioner to ensure successful outcomes from the action plan. Updates are communicated regularly through cascades and on the Group's intranet. The Board of Directors and the Operations Board are updated on action plan progress.

Annual all-employee meeting (plus mid-year update)
A key part of the meeting is the explanation and cascade to all employees of Group-wide strategic themes and outcomes, as agreed by the Board of Directors, and related operational plans and deliverables (with key performance indicators). The teams across the business are provided with regular updates on these strategic themes, and progress with deliverables, throughout the year through cascades from the Operations Board as well as on the Group's intranet. The event also provides employees with updates on topics such as product development and customer engagement activities in addition to an overview of US Healthcare sector trends.

All-employee Townhalls
These meetings are hosted by our CEO and CFO, usually following the full and half year financial results announcements, to provide an update to all employees on the business. There is a question-and-answer section for employees to ask questions.

Departmental Townhalls
These occur monthly or quarterly and are led by the Operations Board member. It's an opportunity for employees within the same departments to hear form their Operations Board member and key leadership within their department. Typically, the format will include business wide as well as departmental updates.

Ongoing communication
An inclusive working environment and a culture of openness are maintained by the regular dissemination of information. We use the Group-wide intranet to share information and updates, including the employee handbook. The intranet is also a place for employees to recognise their colleagues through a digital notice board. We also use Teams channels to communicate on topics such as Craneware Cares initiatives, wellness and benefits.

How we engage: examples of our Employee Engagement activities (cont'd)

Each week a 30 minute 'Craneware Information Mini Series' Teams meeting is held and all employees are invited to attend (the sessions are also recorded and made available on the Group's intranet). The presenter and topic change each week and is a way for employees to understand what other teams are working on across the business, including regular updates from the Craneware Cares team and EAG.

Leadership Roundtables
The Leadership Roundtable is an informal face-to-face gathering of one or two Operations Board members and 8 to 10 employees (which is a mixture of employees from different departments with various tenure) when possible, a non-executive director of the Company has also chaired the Roundtable. The purpose is for Leadership to get to know the employee population better, to learn about their experience of The Craneware Group, and to understand the challenges they may be facing and potential solutions they have. This is also a great opportunity for employees to get face time with the leaders and to learn more about the organisation from their perspective.

Community and Social initiatives
Craneware Cares provides a direct link to employee engagement with relevant community engagement. Further details are contained in the 'Our Community' section below.

We encourage our teams to have social time together whether that is informally organised or formally organised by the Company. Budgets are available for remote employees who live close to each other to get together outside of working hours to help with collaboration and engagement.

The Stakeholder Engagement overview section on page 56 explains how employee engagement outcomes are considered in the discussions and decision making of the Board of Directors.

Talent Acquisition and Onboarding

We want to attract and retain the best people. Our Talent Acquisition team, in partnership with hiring managers, are responsible for identifying, acquiring, assessing candidates and supporting with the onboarding of new joiners. The team have completed unconscious bias training, enabling them to present an inclusive shortlist of suitable candidates to our hiring managers. Hiring managers have attended unconscious bias awareness sessions through our LINK programme. We offer candidates a structured selection process and typically use a competency-based framework, against which to interview candidates, to ensure consistency and fairness. Many of our employees are sourced via our Employee Referral Programme.

The onboarding of new employees is considered key to having employees who are role ready as soon as possible. We have a comprehensive corporate onboarding programme which is delivered online through the Academy learning management system. Hiring managers also deliver department and role specific onboarding.

We implemented a graduate recruitment programme in FY25 with colleagues joining the team through this programme during the year. In addition, we also had five Saltire Scholars across our Edinburgh teams. The Saltire Scholars Programme is Entrepreneurial Scotland's flagship programme designed to find, grow and connect students with the ambition and potential of becoming future leaders for Scotland.

Learning and development

Contribution management is the process whereby employees collaborate with their line manager to plan, monitor, and review their goals and overall contribution. It links the contribution of everyone to the overall strategic direction of the organisation and provides clarity and transparency around expectations. The process aims to drive a high contribution culture with strategy alignment, organisational development, and founded on The Craneware Group Framework and Purpose.

We endeavour to provide an environment and culture where all employees can develop their skills. Our employees are encouraged to maintain a personal development plan, linked to their role and goals, to identify proposed areas for learning as well as training and development that employees wish to complete.

Career Pathways illustrate the possibilities and potential routes to career progression, serving as a resource, along with line management support, for employees to develop their careers. Further enhancement of this area was initiated in FY25 and continues in FY26.

The Academy (our learning management system) hosts on demand learning solutions, covering a wide range of topics. Each employee has an account within the portal which allows the allocation and tracking of training including product knowledge; leadership development; process guides; and onboarding modules for newer employees. The system also enables the tracking of mandatory and annual training modules.

Our People (cont'd)

LinkedIn Learning, also an online training platform, provides all employees with on demand access to 24,700 instructor led courses and learning paths covering a wide range of business and technology skill sets. Managers have the ability to create learning pathways and customised curriculums supporting both individual and team development and also complementing the onboarding process.

In addition to new manager onboarding training, four different types of leadership programmes exist to bring together and further develop internal leaders. We also support individualised professional development and other development in line with role-based requirements to meet business needs.

Reward

Our reward strategy links pay progression to contribution through our Contribution Management process to promote a contribution culture. We aim to remain competitive and keep pace with the market through compensation structures which are developed from robust benchmarking. The Group has a median pay positioning policy and as such has sought to position, on average, base salaries at the median of the market for all employees in respect of their role, their contribution and company affordability.

We value the health and wellbeing of our employees and their families. We offer a comprehensive benefits package to our employees including medical insurances, life assurance, pension and 401K plans, wellbeing and work-life balance benefits. We also have fertility benefits in both the UK and US in support of our inclusive excellence programme. All employees can also access discount platforms which offer a variety of discounts on specified purchases and expenditure including grocery shopping, insurance, travel and leisure events and activities.

In the US we offer employees the opportunity to participate in a variety of flexible spending accounts and a health savings account. In addition, we offer supplemental health benefits including accident, critical illness, and hospital indemnity, a legal plan, identity theft protection plan, and discount pet insurance options. US employees also have short- term disability, and long-term disability benefits.

In the UK, we offer employees the opportunity to participate in an electric vehicle leasing scheme, through a salary sacrifice arrangement, Cyclescheme and Techscheme. UK employees also have company-paid critical illness insurance and can access private health assessments through a monthly payroll deduction.

The Remuneration Committee of the Company's Board of Directors recognises the importance of providing opportunities to become Craneware plc shareholders in the future, which promotes alignment to shareholder interests and aids recruitment and retention. As such, share option awards were granted during FY25 to employees in junior roles in addition to senior leadership long term incentive grants. Further details are included in the Remuneration Committee's Report.

Recognition

Employee recognition is embedded into Craneware's culture, and includes an extensive range of opportunities for recognition, from casual recognitions to formal annual peer-nominated awards. The Cudos programme also includes service commitment awards and informal peer to peer acknowledgements.

Health & Safety

The Health & Safety Committee, which is chaired by our Chief People Officer, meets on a quarterly basis and reports to the Risk and Compliance Committee. Our Health & Safety Committee operates cohesively across the organisation and it conducts reviews to ensure compliance with legislation, guidelines, training and certification in the US and UK.

In accordance with our Health & Safety policy, we have a shared responsibility with employees for achieving safe working conditions, both in our offices and whilst working from home or any other remote location. In addition, we review our business continuity plans, and our physical security plans, at least annually.

The Craneware Group tracks all Health & Safety Incident Reports; there was one incident reported across all of the Group's offices and our home-based employees in FY25.

We endeavour to support our employees in their wellbeing. We do this by conducting safety sessions in our offices and introducing our new employees to both our First Aiders and our Mental Health First Aiders. We also train our managers in supporting their teams with their wellbeing. In FY25, we had a specific focus on employee wellbeing. The employee wellness programme we have in place underscores the importance of employee health and wellness through educational initiatives and activities centred around five key wellness pillars: physical, emotional, mental, financial, and social well- being. The Employee Advisory Group is dedicated to enhancing engagement and communication in this area. Furthermore, we were honoured with the bronze level 2024 Healthy Workforce Designation from Cigna, recognising our commitment to fostering a healthy work culture.

Craneware Wellness

Our Dynamic Working Framework provides flexibility in working arrangements for our office-based employees supporting a balance between work and life demands and demonstrates our commitment to the wellbeing of our team.

Our Wellness programme is designed to encourage and support a healthy lifestyle for our employees by providing educational tools and resources and having fun with challenges and events including:

- a section of the Group's intranet dedicated to Wellness information including links to publications, webinars and guidance, organisations which can provide assistance and also information regarding our Mental Health First Aiders;

- a wellness platform that provides more opportunities for employees to access wellness awareness and education and facilitates the creation of enjoyable challenges across the organisation or in smaller groups;
- several wellness team challenges were organised during the year (including financial wellness), through the wellness platform, for those employees who wished to participate;
- three in-person yoga classes each week are held in our Edinburgh office;
- our US employees receive a cash incentive for attending their annual preventative care appointments in support of their wellbeing;
- we facilitated and funded sessions for our remote employees to get together in person to create connections and belonging for employees who work in geographies and roles where business travel is not the norm.

The Craneware Group strives to be an organisation where employees feel supported and empowered to speak about their mental health. Our Mental Health First Aiders are non-judgemental points of contact and reassurance to anyone experiencing a mental health issue or a mental health crisis or if they are concerned about someone else's mental health. All employees have access to an Employee Assistance Programme which offers access to a confidential helpline 24 hours a day, 365 days a year. During the year we continued our mental health sessions for all employees.

Our Community

'Our Community' Focus Area also encompasses our commitment to corporate social responsibility and community engagement. Complementing our Purpose and reflecting the causes which are important to our employees, we have a significant number of programmes and opportunities to positively impact our local communities.

Craneware Cares

Craneware Cares is our central mechanism for corporate charitable giving, employee fundraising, and community volunteer work. An executive committee and various sub-committees comprised of employees from across the business coordinate all charitable giving and volunteering in the US and UK. All charitable giving in the US is distributed through the Craneware Cares Foundation, our official charitable foundation.

Craneware Cares again engaged its 'Spotlight Charity' model of planned yearly fundraising in FY25, with the following two spotlight charities throughout the year; one US charity and one UK charity, and these are selected entirely by employees:

- Brothers in Arms (UK)
- American Cancer Society (US)

The total support provided to these charities combined employee donations and corporate donation-matching.

Alongside these Spotlight Charities, Craneware Cares supports our longstanding Community Outreach Programme and further additional causes throughout the year, including ad-hoc employee fundraisers and charity work. Supporting our employees in their personal charitable endeavours is a core part of the Craneware Cares identity. We provide monetary donations as well as 'Volunteer Time Off' (VTO) days for employees so they can volunteer in their local communities. For example, employees took part in raising funds for Cancer Research UK by walking the Seven Hills Of Edinburgh. Employees also used their volunteering time off to get involved with the Tech for Good Alliance and they held a hackathon to create an app to turn one of The National Museums of Scotland manual processes into a tech solution. This hackathon allowed our employees to all get involved in things that they wouldn't normally do within their current roles and is just one of the mutual benefits from participating in volunteering for good. We have a large number of employees who spend their personal time supporting different causes, as an example we have employees who are volunteer fire fighters, and employees who are Blood Bikers.

Overall, including our Spotlight Charities, we are proud to have supported 22 charities this year. In FY25, The Craneware Group contributed over $44,487 in charitable donations (in addition to our VTO days) across all our various fundraising campaigns and corporate donations.

Environment

We aim to minimise any environmental impacts of our business activities. As a SaaS company we are not involved in any energy-intensive processes nor do we generate significant waste; we use leased office facilities. Whilst our environmental impact is relatively low compared with other sectors, this does not diminish our commitment to reducing our environmental impact. Further details, including the greenhouse gas emissions and energy use in our rented office premises, are included within the Non-Financial and Sustainability Information Statement on pages 30 to 38.

Governance

The Board of Directors of Craneware plc is primarily responsible for the overall conduct of the Company's and the Group's business and for promoting the long-term success of the Group; our Section 172 (1) Statement explains this and other responsibilities. The Board remains committed to ensuring that the governance of the Group contributes to its long- term sustainable success, aligned with its purpose, and achievement of broader objectives, including the contribution to our communities and to wider society. Recognising the importance of corporate governance, Craneware plc (an AIM listed company) has selected the UK Corporate Governance Code 2018 as its corporate governance framework although this Code has been drafted in the context of larger, main market listed companies. Our Corporate Governance Report on pages 70 to 82 provides an explanation of our corporate governance arrangements including the Board composition, committee structure and responsibilities together with the extent of compliance with the Code.

Our purpose, business model, strategy and Board operations are focused on delivering long-term benefits for all of our stakeholders while maintaining a high standard of ethical business conduct. These responsibilities are embedded in our culture and our values; we are committed to conducting our business with honesty and integrity and it is expected that these high standards be maintained throughout the organisation.

Our Business Ethics Policy, which is a mandatory policy for all employees and for any contractors engaged by us, includes and explains the process and arrangements for reporting any ethics violations. To ensure a high level of understanding of business ethics within our business, we provide training to our employees as part of our annual mandatory Legal and Regulatory curriculum as well as this training being included in the onboarding programme for new employees.

Information security, data security and data protection

The Craneware Group prioritises the reliable protection of customer data. Our aim is to defend against reasonably anticipated threats and hazards, including risks arising from unauthorised access, to the security and integrity of sensitive customer information entrusted to The Craneware Group. Since the Company's inception, the healthcare sector, technology advances and information security and data privacy threat landscape have continued to evolve - posing new data security challenges for US hospitals and health systems. We have continuously adapted alongside our customers in navigating these developments. With presence in the UK and in the US, as part of the US Healthcare industry, Craneware has substantial obligations and vested interest in data protection and ensuring access security. Key legislation includes the Health Insurance Portability and Accountability Act (HIPAA, as amended) and Health Information Technology for Economic and Clinical Health Act (HITECH) in the US and General Data Protection Regulation (GDPR) in the UK, which have specificity on protecting patient data and personal data.

The Craneware Group maintains a detailed Information Security Programme which aligns with applicable laws, regulations and best practice guidelines. This programme governs how our employees and applications interact with sensitive, protected customer and corporate data. The policies and procedures which inform the Information Security Programme are reviewed and updated no less than annually and with any significant changes to relevant laws, regulations, infrastructure or company structure.

Oversight of the Information Security Programme is managed by The Craneware Group's Security Council (a subcommittee of our Operations Board) and led by the Chief Information Officer. The Council is comprised of experts, including the Chief Technology Officer, and representatives with relevant expertise from the following functional areas: Information Security; Information Technology Infrastructure; Platform Engineering; DevOps and Corporate Risk and Compliance. The Craneware Group employs a dedicated Information Security Team and additionally contracts with specialist third party services who assist with continuous monitoring, testing and improving our security position and technology. The highest ethical standards are foundational to the Group's Business Ethics Policy. We require stringent information security and data protection annual training for all employees and when new employees join the Group. Confidentiality agreements are required of all employees and for any contractors that may work with us from time to time.

Craneware selects its partners very carefully and engages only with vendors (i.e. suppliers) that operate with core values and ethical standards – such as integrity, legal compliance and privacy – which align with its own. As part of our mandatory onboarding review process, we screen our vendors and bind them to appropriate confidentiality and security obligations, especially if they, on rare occasions, may help manage any customer data. Our Information Security team may perform checks and audits from time to time on any vendors in an effort to ensure the confidentiality, integrity, and availability of data that our third-party vendors may handle.

Data and Information System assets include customer data and company resources; these are protected with data loss prevention software and processes. The Craneware Group's Information Security Programme manages those assets that are subject to legislative requirements i.e. HIPAA/HITECH and GDPR. Our portfolio of product groups regularly arranges penetration testing using external security testing companies. The testing occurs in conjunction with major product updates and no less than annually.

We require and compel adherence with all applicable laws and regulations regarding data privacy and security. In view of the importance of the procedures, security, regulation and controls around our solutions and customer data, since 2019 The Craneware Group has maintained HITRUST Certification for its Trisus, InSight solutions and corporate services, as well as associated operational processes. It is an external, validated audit of Craneware's security and data privacy practices based on the US Government's National Institute of Standards and Technology (NIST) Cybersecurity and Privacy Framework, ISO 27001 and HIPAA. Health Information Trust Alliance ('HITRUST' Alliance) is a collaboration with healthcare, technology and information security organisation which develops, maintains and provides broad access to its widely adopted common risk and compliance management and de-identification frameworks; related assessment and assurance methodologies; and initiatives advancing cyber sharing, analysis and resilience.

HITRUST has established a 'common security framework' (CSF) to address the multitude of security, privacy and regulatory challenges facing organisations – it is a certifiable framework which harmonises relevant regulations and standards into a single overarching security framework. The scope of the HITRUST CSF's requirements is wide and requires a very high standard of data security arrangements as these have been set in the context of the accreditation being relevant to US Healthcare providers with handling sensitive data (Protected Health Information) and impacts in some way all areas of the business, at least in respect of the required enhancement to the Group-wide IT and data security policies. HITRUST CSF is considered to be a gold standard for security frameworks within the healthcare industry.

Full HITRUST CSF assessments are conducted every two years; interim assessments are conducted each intervening year. For HITRUST, our in-scope products and corporate infrastructure are evaluated against over 600 controls mapped across 19 domains including: Access Control; Network Protection; Configuration Management; Vulnerability Management; Third Party Assurance; Business Continuity and Disaster Recovery; Risk Management; and Data Protection and Privacy.

In FY25 The Craneware Group's Trisus and InSight platforms and related organisational controls were subject to a full HITRUST "r2" validated assessment (utilising a HITRUST authorised external assessor organisation), in respect of version 11.4.1 of HITRUST CSF. The Group achieved this HITRUST certification effective from 20 June 2025.

340B Sentinel and Sentrex, Trisus Decision Support, Trisus Labor Productivity and Trisus Medication Inpatient Rebate applications meet American Institute of Certified Public Accountants (AICPA) Service Organization Controls (SOC) requirements, completing the external audit verified SOC2 Type II assessments annually. Sentinel and Sentrex also complete the external audit verified SOC1 Type II assessment annually. In addition, and purely for simplicity of describing our audits since HITRUST is a higher standard, we are almost complete on an external audit verified SOC2 Type II assessment for Trisus Platform and InSight solutions.

The Craneware Group engages with third party auditors to support effective security practices and compliance with appropriate regulations. We regularly evaluate to ensure our certification selections continue to be the best measure of security controls. The Craneware Group also follows individual US state-based guidance and criteria where appropriate.

A copy of The Craneware Group's Information Security Statement is on the website at:
www.thecranewaregroup.com/security-statement

Modern Slavery

The Board of Directors approves our Annual Modern Slavery Statement which is the annual slavery and human trafficking statement required by the Modern Slavery Act 2015. We publish this annual statement on the Craneware website at www.thecranewaregroup.com/modern-slavery-statement/. The Craneware Group does not permit, condone or otherwise accept any form of human trafficking or slavery in its business or supply chains. We are committed to conducting our dealings with customers, suppliers, employees and the communities in which they are based, with the utmost integrity and, as such, we are committed to supporting the elimination of acts of modern slavery. Our Anti- Slavery and Human Trafficking Policy reflects our commitment to act ethically and with integrity in all our business relationships and to implement and enforce effective systems and controls to ensure slavery and human trafficking is not taking place anywhere in our supply chains.

To ensure a high level of understanding of the risks of modern slavery and human trafficking in our supply chains and in our business, we provide training to our employees as part of our annual mandatory Legal and Regulatory curriculum.

Anti-bribery, corruption and fraud

As a UK company, we are bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct within and outside of the UK. In addition, we uphold all laws relevant to countering bribery, corruption and fraud in all the jurisdictions in which we operate. The Group has an Anti-Corruption, Bribery and Fraud Policy which applies to anyone working for The Craneware Group or on our behalf in any capacity. To ensure that employees are aware of this policy and relevant aspects of the Bribery Act, we provide training to our employees as part of our annual mandatory Legal and Regulatory curriculum.

Whistleblowing Policy

We recognise that our Whistleblowing Policy and associated annual awareness training is an important element of providing a supportive and open culture within the organisation. This Policy includes arrangements by which employees, consultants or contractors may, in confidence and also anonymously should they wish, raise concerns regarding possible improprieties in matters of financial reporting or other matters. These concerns would then be investigated and followed up appropriately. Craneware's Board of Directors has provision to review these arrangements and any reports arising from their operation.

Strategic Report: Section 172(1) Statement

The Directors confirm, both individually and collectively, they have considered the following factors when exercising their duty to promote the success of the Group and of the Company during the year ended 30 June 2025.

In accordance with the Companies Act 2006, each director of a company has a duty to promote the success of the Company. **Section 172(1)(a) to (f) of the Companies Act 2006 ('s172 (1)')** requires a director of a company to act in the way he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and, in doing so have regard (amongst other matters) to:

a. the likely consequences of any decision in the long-term;
b. the interests of the Company's employees;
c. the need to foster the Company's business relationships with suppliers, customers and others;
d. the impact of the Company's operations on the community and the environment;
e. the desirability of the Company maintaining a reputation for high standards of business conduct; and
f. the need to act fairly as between members of the Company.

This section of the Strategic Report sets out how the Directors, both individually and collectively, have had regard to those factors when undertaking their duties during the year. In addition, more information is provided in this Annual Report relating to matters relevant to the Section 172 (1) statement including on the following pages:

Section 172 (1) factor	Examples	Further information on page(s)
Likely consequences of any decision in the long term	• Craneware's aim, driven by its purpose, of generating long term value for its stakeholders through its business model and strategy • Principal Risks and Uncertainties • Viability Statement	8 to 28
Interests of the Company's employees	• Employee engagement and communication • Inclusive excellence • Health and Safety • Employee wellness programmes • Dynamic Working Framework • Employee learning and development initiatives • Employee reward (including share plan awards)	43 to 47
Fostering business relationships with suppliers, customers and others	• Stakeholder engagement activities • Consideration of Environmental, Social and Governance (ESG) factors	55 to 58 39 to 49
Impact of operations on the community and the environment	• The purpose of The Craneware Group • Craneware Cares initiatives • Non-Financial and Sustainability Information Statement • Consideration of Environmental, Social and Governance matters and coordination of ESG programmes, overseen by the ESG Committee	39 to 41 47 30 to 38 39 to 49
Maintaining a reputation for high standards of business conduct	• The promotion of responsible business operations underpinned by Craneware's Framework, purpose and values • Corporate Governance • Policies and mandatory all employee awareness training including: business ethics, information security, whistleblowing, anti-bribery, corruption and fraud, anti-slavery and human trafficking	39 to 49 70 to 82 48 to 49
Acting fairly as between members of the Company	• Shareholder engagement • Corporate Governance	56, 77 and 78 70 to 82

The sections referred to in the table above have been incorporated, by reference, into this Section 172 (1) Statement.

In discharging their Section 172 (1) duty, the Directors give careful consideration to these factors and take them into account when making decisions. Induction materials and briefings provided on appointment include an explanation of Directors' duties, and the Board is regularly reminded of its duties. Stakeholder considerations and our culture play an important part in the Board's discussions and decision making in promoting the long-term success of the Company, as outlined in this statement.

Our key stakeholders have an important role to play in the successful operation of our business and our Directors are fully aware of their responsibilities to the Group's stakeholders under Section 172 (1) and take their responsibilities seriously. These responsibilities are embedded in our culture, our values and our purpose. Based on the purpose and business model of The Craneware Group and as set out in our Environmental, Social and Governance ('ESG') Statement and in the Stakeholder Engagement section below, the Board identifies our Group's key stakeholders as:

- Our customers
- Our employees
- Our shareholders
- Our banking partners
- Our community
- Our suppliers

and it is committed to effective engagement with these stakeholders. Details of the Group's key stakeholders and how we engage with them are set out on pages 55 to 58.

Our purpose, business model, strategy and Board operations are focused on delivering long-term benefits for all of our stakeholders while maintaining a high standard of ethical business conduct. The Board, led by the Chair, ensures that its processes have regard for the interests of key stakeholders and that there is sufficient time, information and understanding to properly take these into account when making decisions and considering their long-term implications. Additionally, the Board relies on its committees and senior management to cultivate relationships and to share pertinent stakeholder views.

The Board also recognises the importance of, and the responsibilities for, having regard to the impact of the Group's operations on the environment and our collective obligation, within society, to help to address the global challenge of climate change. This is referenced in our Non-Financial and Sustainability Information Statement.

The Board recognises that not every decision will benefit all stakeholder groups equally, but it is important to ensure they are all treated fairly and consistently. Guided by the Group's purpose, values and its strategic priorities, along with a process in place for decision-making, the Board aims to ensure that its decisions are consistent and aligned. By understanding our stakeholders, the Directors can factor into Board discussions the potential impact of decisions on relevant stakeholder groups and consider stakeholder needs and concerns, in accordance with section 172 (1) of the Companies Act 2006.

The following table summarises some of the significant decisions made by the Board during the year ended 30 June 2025 which demonstrate the way in which the Directors have exercised their section 172 (1) duty and the stakeholder group(s) impacted by these decisions.

Principal decisions / events	Actions and impact	Key Stakeholder group(s) affected
Board Composition	The Board reviews its composition (and that of its committees) regularly, taking into consideration various factors including: the balance of independent directors, requisite skills, knowledge and experience within the Board and diversity. This is described within the Corporate Governance Report section of this Annual Report. Two of our independent non-executive directors, Colleen Blye and Russ Rudish, informed the Board of their intention not to stand for re-election as directors of Craneware plc at the Company's AGM held in November 2024 and Colleen and Russ therefore stepped down from the Board on 13 November 2024. The Board's process for reviewing and appointing replacement independent non-executive directors is outlined in the Corporate Governance Report. On 13 November 2024, Tamra Minnier was appointed as a non-executive director of the Company and then on 16 January 2025, Susan Nelson was appointed as a non-executive director of the Company. Both Tamra and Susan, as detailed in their biographies on page 62, are senior executives in the US Healthcare sector and therefore bring to the Board extensive knowledge and experience including from their current senior leadership roles within major US integrated healthcare systems. Prior to stepping down from the Board, Colleen Blye served as Senior Independent Director. The Board appointed David Kemp as Senior Independent Director effective from 13 November 2024. During FY25 the composition of our Board committees was reviewed and changes to the committee membership, in accordance with the terms of reference for the committees, are noted in the Corporate Governance Report and in the Remuneration Committee's Report.	Shareholders Employees
Unsolicited approach to acquire the Company	In second half of FY25, the Company received an unsolicited approach with an outline proposal to acquire the Company for £26.50 per share. The Board had not entered into formal negotiations with the party nor had any formal due diligence taken place. In June 2025, the Board of Directors of Craneware plc announced that this proposal was unanimously rejected by the Board and restated the Board's belief in the future prospects for Craneware. The Board stated in the announcement that it believes that the proposal received was not in the best interest of shareholders and was not consistent with the Board's understanding of the objectives of shareholders.	Shareholders
Alliance with Microsoft	The section 172 (1) statement in last year's annual report explained the decision to expand and enhance the existing vendor relationship with Microsoft, encompassing a number of services within a formalised alliance with Microsoft – this was announced by the Company on 2 July 2024. Several initiatives have been progressed in FY25 through this alliance, as outlined in the Operational Review section of this Strategic Report. Craneware leveraged Microsoft Azure technology to develop the Trisus platform and through the Microsoft alliance, we integrated Azure OpenAI Service to expand AI capabilities across the platform with Trisus Assist. Leveraging Microsoft's technology alongside our extensive industry knowledge, a powerful synergy has been created that allows Craneware to innovate at scale and drive real impact for healthcare providers. Through our partnership with Microsoft, The Craneware Group gained access to Microsoft Azure OpenAI services, Azure AI Search, Azure AI Foundry and Azure Machine Learning, thereby enabling the team to fast-track development, refine AI models and deploy solutions with greater speed and accuracy. The Microsoft Innovation Hub has also played a pivotal role, providing direct access to Microsoft architects, AI specialists and cloud engineers.	Customers Shareholders Employees

Principal decisions / events	Actions and impact	Key Stakeholder group(s) affected
Treasury- related decisions	The Board oversees the Group's business model to ensure sustained investment in the future, through its continued support of development activities, as explained within the Operating and Financial Review sections of this Strategic Report. In addition, the Group's high levels of cash generation have facilitated the cash and capital allocation policies, as outlined below, and have also allowed Board decisions relating to Treasury considerations whilst retaining a cash balance of $55.9m at 30 June 2025 (at 30 June 2024: $34.6m). The Group has a debt facility comprising a term loan and revolving credit facility provided by a syndicate of banks. During FY25 the $8m scheduled loan repayments were paid by the Group. In the prior financial year, with the continued relatively high level of interest rates prevailing, in addition to the $8m scheduled loan repayments the Board directed that the Group should utilise $40m of its cash balances to offset more of the principal amount of the revolving loan in order to further lower the net interest cost going forward. Therefore, at 30 June 2025, the Group's total bank debt was $27.7m (FY24:$35.4m) as shown in Note 20 to the financial statements. The debt facility was secured over all of the assets of the Company and specified assets of the Group. However, in September 2024, following the satisfaction of certain performance conditions of the loan agreement by the Group, the Security Trustee (acting on instructions of the Lenders) released the securities. Therefore, from that time the Company was unencumbered by that security and was automatically, irrevocably, and unconditionally released, discharged and terminated of all the released assets from the fixed and floating charges, Liens and security interests constituted or intended to be constituted by the original security documents. Since the year end, these facilities have been consolidated into one unsecured Revolving Credit Facility and have been renewed for a further three years with the option for two further one-year extensions. Further details are provided in Note 25.	Banks Shareholders
Capital Allocation Policy	*Dividend Policy* The Board considered the current and future liquidity and financial position of the business and potential impact on dividend policy, in view of the US Healthcare market dynamics and the prevailing macro-economic environment. Craneware reported strong financial results for the six-month period to 31 December 2024 underpinned by high levels of ARR and strong customer retention. The Board approved the payment of an interim dividend in April 2025 of 13.5p per share (FY24: interim dividend of 13.0p per share). Based on the financial position, overall bank debt and cash generation of the Group, and the covenants applicable to the debt facility, it is the intention of the Board to pay a final dividend for the year ended 30 June 2025. As explained on page 16, the Directors are recommending the payment of a final dividend of 18.5p per share based on the results for the financial year. Subject to approval at the Annual General Meeting, the final dividend will be paid on 18 December 2025 to shareholders on the register as at 28 November 2025. In reaching these dividend policy decisions, the Board had regard to: • the long-term interests of the business, including the continued investment in development of the Trisus platform and the Group's solutions; alongside • the need to act fairly between its shareholders and its bank finance providers	Shareholders Banks Other creditors

Principal decisions / events	Actions and impact	Key Stakeholder group(s) affected
Capital Allocation Policy *(cont'd)*	The Board believes that the total level of dividend proposed for the year balances the Company's stated progressive dividend policy, based on the Group's financial results, the Company's retained earnings and the current macro-economic climate. *Proposed Reduction of Capital* The Company had a balance of \$97.204m and \$186.981m on its share premium account and its merger reserve respectively as at 30 June 2025, as shown on the Company's balance sheet, and the nature of those reserves is explained in Note 17 to the financial statements. In order to give the Company further flexibility to deliver shareholder returns over the coming years either in the form of distributions and/or purchases of the Company's own shares, the Board decided to propose, for shareholder approval, a procedure to reduce the Company's share premium account and merger reserve to create additional distributable reserves. This proposal was explained in a circular issued to shareholders on 1 August 2025. A general meeting of the Company was convened on 20 August 2025 where all resolutions were approved. The proposed reduction of capital also requires confirmation by the Court of Session in Edinburgh, Scotland, through a process which is expected to be concluded around October 2025. As part of the process to consider the approval for this process, the Court will need to be satisfied that the interests of the Company's creditors (including contingent creditors) will not be prejudiced by the Proposed Reduction of Capital. The Board conducted a detailed review of the Company's liabilities (including contingent liabilities) and considered, as at 1 August 2025 (the date of the circular issued to shareholders), that the Company would be able to satisfy the Court that, as at the effective date for the reduction of capital, the Company's creditors will not be prejudiced and/or will be sufficiently protected. The Board reserves the right to abandon or to discontinue (in whole or in part) the petition to the Court in the event that the Board considers that the terms on which the proposed Reduction of Capital would be, or would be likely to be, confirmed by the Court would not be in the best interests of the Company and/or the Shareholders as a whole.	Shareholders Banks Other creditors

On behalf of the Board

Craig Preston
Chief Financial Officer
12 September 2025

Stakeholder Engagement

Overview

The Board recognises the importance of balancing the needs of stakeholder groups with Craneware's purpose, values, culture and strategy. The Board leads stakeholder engagement, ensuring that we fulfil our obligations to those impacted by the business. We believe that considering our stakeholders in key business decisions is fundamental to our ability to sustain long-term value creation.

Our key stakeholder groups and an overview of how we engage with them are summarised in the tables below with references to where further details of engagement mechanisms are included within this Annual Report.

The views of stakeholders have been considered in the scheduled Board of Directors and Operations Board meetings as well as in the context of principal decisions and events, as outlined in the preceding Section 172 (1) Statement. While stakeholder engagement activities may be undertaken by Board committees and senior management, the Board retains overall responsibility for overseeing these interactions and ensuring that stakeholder perspectives inform decision- making. Matters of greater significance are escalated for direct Board engagement and consideration. Our ESG Committee (chaired by our Chief People Officer who is an executive Director of the Company) reports to the Board on a regular basis. The Non-Financial and Sustainability Information Statement and our Environmental, Social and Governance ('ESG') Statement, contain details of our ESG Committee and its activities including operational oversight of relevant stakeholder engagement programmes.

Key Stakeholders

CUSTOMERS

We regard customer engagement as a cornerstone of our long-term strategic partnership success. We are committed to fostering meaningful, two-way dialogue with our customers. By actively listening and understanding our customers' needs and challenges, we are better positioned to deliver solutions and services that create real value.

How we engage

A description of some of our customer engagement initiatives is provided within our ESG Statement.

How this was considered in Board discussions and decision making

Customer feedback regarding the value of The Craneware Group's solutions, applications and services, as well as sales data, is regularly presented to the Board of Directors. These insights inform strategic decisions.

Customer feedback and overall metrics on customer sentiment and trends are shared regularly with the Board and Operations Board, steering our responses to the key issues impacting customers. Members of the Operations Board attend trade shows and conferences to meet with customers and are involved in the Executive Relationship Programme. During the year we have completed the integration of our customer focused teams from both the Revenue Integrity and 340B parts of our business. Through this, we will be able to provide a seamless customer experience irrespective of what Craneware applications our customers utilise.

The composition of the Board and its committees has been reviewed during the year, as described in the Corporate Governance Report, with two independent non-executive directors appointed to the Board who have extensive senior management experience within the US Healthcare sector and from their current senior roles in US Healthcare systems. The Board therefore continues to benefit from current operational perspectives of US Healthcare organisations.

EMPLOYEES

The Craneware Group's strategic progress is underpinned by an engaged and motivated team, aligned with the Group's values and organisational culture - essential for supporting our customers, achieving strategic aims, and advancing the Group's Purpose with consistency and integrity.

How we engage

Employee engagement is based on Craneware's Framework and core values. A summary of some of our employee engagement mechanisms is provided within our ESG Statement.

How this was considered in Board discussions and decision making

An employee engagement survey was conducted in September 2024 and the Board of Directors and the Operations Board have been updated regularly thereafter on progress with the resulting Group-wide action plan from the survey.

During the year leadership roundtable gatherings were held and, when possible, a non-executive director of the Company has also chaired the roundtable. The purpose of these roundtable discussions is for Leadership to get to know the employee population better, to learn about their experience of The Craneware Group.

The Chief People Officer is an executive Director of the Company and therefore the Board receives regular reports about a range of factors and issues affecting our employees to ensure that appropriate consideration is given and early action taken where necessary. As part of its ongoing commitment to fostering inclusion and equity throughout the organisation, the Board also regularly evaluates relevant initiatives. Established reporting allow both the Board and senior management to assess workforce composition and demographics, ensuring alignment with objectives for inclusive excellence.

SHAREHOLDERS

The Company engages in full and open communication with both institutional and private investors and responds promptly to all queries received.

How we engage

Our shareholder engagement arrangements are described within the Corporate Governance Report.

How this was considered in Board discussions and decision making

All Board decisions are made with regard for the long-term success of the Group and the Company, which are ultimately aligned to our shareholders' interests. Views of our shareholders are regularly sought either directly through meetings with the Chair, CEO and/or CFO, whether one to one meetings or through investor conferences, but also through our Brokers and Nomad.

The Board monitors the success of CEO and CFO meetings with shareholders through anonymous evaluations from both shareholders and analysts performed by the Company's Corporate Broker and Financial PR advisor.

BANK FINANCE PROVIDERS

The Group has a committed unsecured debt facility, comprising a term loan and a revolving loan facility as detailed in Note 20 to the financial statements.

In September 2024, following the satisfaction by the Group of certain performance conditions of the debt facility agreement, the lenders released the securities and from then the debt facility was unsecured. Full details of this and the consolidation and renewal of this facility post year end are provided in Notes 20 and 25.

We recognise the importance of the Group having a good relationship with its lenders as well as continued compliance with the loan covenants and the interest payments and loan repayments schedule. We actively engage with our banks to develop and maintain the positive relationship, while also providing them with information about the Group's prospects and governance.

How we engage

In addition to formal covenant compliance reporting and monitoring, there is a combination of formal and informal meetings and presentations held with our banks. Key topics include financial performance, strategy and risk management.

How this was considered in Board discussions and decision making

The Board monitors, based on reports and feedback provided by the Chief Financial Officer (CFO), the Group's relationship with the banks including the Group's compliance with financial covenants contained within the committed debt facility. The Section 172(1) Statement includes, on page 53, an overview of some Treasury- related decisions by the Board in FY25.

STRATEGIC PARTNERS

The Craneware Group's strategic partnership with Microsoft is explained, along with key milestones achieved in FY25, within the Operational Review section of the Strategic Report. This strategic partnership extends to commercial arrangements and go-to-market initiatives as well as co-development activities.

How we engage

Our regular engagement with Microsoft involves several teams across our organisation. The commercial potential of mutual opportunities is supported with 13 Trisus solutions now live on the Microsoft Azure Marketplace which provides streamlined procurement for customers. We have and continue to work with the Microsoft team to launch joint go-to-market initiatives, supported by our designation as a Microsoft Global Partner Solution provider and our signed Azure Consumption Commitment (MACC) agreement.

By leveraging Microsoft's technology alongside our deep industry knowledge, we have created a powerful synergy that allows us to innovate at scale and drive real impact for healthcare providers. In March 2025, The Craneware Group joined Microsoft at HIMSS25 Global Health Conference and Exhibition to showcase and demonstrate Trisus Assist, the AI engine powering real-time research and recommendations within Trisus Chargemaster.

How this was considered in Board discussions and decision making

Members of the Operations Board attend regular meetings with senior Microsoft personnel and updates on progress with this strategic partnership are regularly presented to the Board of Directors. These updates inform strategic decisions.

COMMUNITY

As part of our ongoing commitment to corporate social responsibility and community engagement, Craneware has continued to develop a range of programmes and opportunities to positively impact our local communities.

How we engage

Craneware Cares is The Craneware Group's central mechanism for corporate charitable giving, employee fundraising, and community volunteer work. Details of the activities of Craneware Cares are provided in the ESG Statement within this Annual Report.

How this was considered in Board discussions and decision making

The Board continues to support the operation of Craneware Cares and ensures that budgeted expenditure, to provide donations and matching employee sponsorship, is included in the financial plan.

OTHER STAKEHOLDER GROUPS

SUPPLIERS

Relationships with suppliers and subcontractors are based on mutual respect. Craneware seeks to be honest and fair in its relationships with suppliers and subcontractors, and to honour the terms and conditions of its agreements in place with such suppliers and contractors. The Group aims to build strong, value-driven relationships with our key suppliers, underpinned by fair pricing and mutual benefit.

ENVIRONMENT

While our business operations inherently result in a relatively low environmental impact, we acknowledge our responsibility within society to help in the collective efforts to address the global challenge of climate change.

How we engage

Suppliers

Our teams interact regularly with our main suppliers to strengthen commercial relationships and to ensure that they operate well to support the business. Our vendor contract review and monitoring procedures aim to ensure fair and reasonable contract terms in supplier agreements.

It is the Group's normal practice to make payments to suppliers in accordance with agreed terms and conditions, generally within 30 days, provided that the supplier has performed in accordance with the relevant terms and conditions.

When evaluating the engagement of potential vendors to support the business in a capacity involving sensitive or controlled data sets, members of the Security Council appraise and validate the vendors' security measures. A standard Business Associate Agreement is operated by the Group, where relevant, outlining data handling expectations, required background checks, and training requirements. All employees, contractors, and consultants must comply with our mandatory Business Ethics Policy, which includes procedures for reporting ethics violations.

In accordance with The Modern Slavery Act we publish our annual slavery and human trafficking statement. The latest statement can be found on the Craneware website at www.thecranewaregroup.com/modern-slavery- statement/. Neither the Company or any of its subsidiaries permit, condone or otherwise accept any form of human trafficking or slavery in its business or supply chains.

The Board is provided with updates from management, as appropriate, regarding the Group's relationships with its key suppliers, including with respect to any material risks, performance issues or potential future changes.

Environment

Our Non-Financial and Sustainability Information Statement provides details of environmental aspects of our working arrangements and other considerations and initiatives to assist with reducing our impact on the environment.

How this was considered in Board discussions and decision making

The Board receives any significant information regarding our suppliers and payment practices and environmental matters in the Board reports including updates from the ESG Committee.

Directors, Secretary, Advisors and Subsidiaries

Directors

W Whitehorn (non-executive, Chair)
K Neilson
C T Preston
I Urquhart

D Kemp (senior independent director)
A Erskine (non-executive)
A McCune (non-executive)
T Minnier (non-executive) (appointed 13 November 2024)
S Nelson (non-executive) (appointed 16 January 2025)

Company Secretary and Registered Office

C T Preston
1 Tanfield
Edinburgh
EH3 5DA

Nominated Advisors and Joint Stockbrokers

Peel Hunt LLP
100 Liverpool Street
London
EC2M 2AT

Registrars

MUFG Corporate Markets
Central Square
29 Wellington Street
Leeds
LS1 4DL

Independent Auditors

PwC LLP
Atria One
144 Morrison Street
Edinburgh
EH3 8EX

Financial PR

Alma Strategic Communications
71-72 Carter Lane
London
EC4V 5EQ

Joint Stockbrokers

Berenberg, Gossler & Co.
60 Threadneedle Street
London
EC2R 8HP

Investec Bank plc
30 Gresham Street
London
EC2V 7QP

Solicitors

Pinsent Masons LLP
58 Morrison Street
Edinburgh
EH3 8BP

Bryan Cave Leighton Paisner LLP
One Atlantic Center
14th Floor
1201 W. Peachtree St. NW.
Atlanta, GA 30309-3471

Bankers

The Royal Bank of Scotland plc
36 St Andrew Square
Edinburgh
EH2 2YB

Silicon Valley Bank (a division of First Citizens Bank)
3003 Tasman Drive
Santa Clara, CA 95054

HSBC Bank plc
7 West Nile Street
Glasgow
G1 2RG

Wells Fargo
500 N Magnolia Avenue
8th Floor
Orlando, FL 32803

Bank of America
101 E. Kennedy Blvd
Tampa, FL 33602

Subsidiaries and Registered Offices

Craneware Holdings US, Inc.
Corporation Trust Center
1209 Orange St
Wilmington, DE 19801

Craneware, Inc.
600 West Hillsboro Boulevard
Suite 500
Deerfield Beach, FL 33441

Sentry Data Systems, Inc.
600 West Hillsboro Boulevard
Suite 500
Deerfield Beach, FL 33441

Craneware Healthcare Intelligence, LLC
200 Pinewood Lane
Suite 304
Warrendale, PA 15086

Agilum Healthcare Intelligence, Inc.
600 West Hillsboro Boulevard
Suite 500
Deerfield Beach, FL 33441

Board of Directors

The Directors of the Company and their responsibilities within the Group are set out below:

Will Whitehorn, OBE, 65
Non-executive Chair
Appointed 1 January 2020

Will joined The Craneware Group as Chair of the Board on 1 January 2020. Will joined Virgin in 1986 where he established a career as Sir Richard Branson's corporate affairs advisor and brand development director for the group globally. He helped develop Virgin Galactic, Virgin Trains and Virgin Media as businesses and went onto become the first President of Virgin Galactic taking the business from dream to reality. He is currently Chair of Seraphim Space Investment Trust Plc, which floated on the LSE in July 2021. Since 2021, until recently, Will has been a member of the UK Space Agency's Space Exploration Advisory Committee and recently retired as Chair of Good Energy Group plc and as Deputy Chair of Stagecoach Group plc. In the King's Birthday Honours List published on 14th June 2025, Will Whitehorn was appointed an OBE by His Majesty King Charles III.

Keith Neilson, 56
Chief Executive Officer & Co-founder

Keith co-founded The Craneware Group in 1999 and has served as its CEO ever since. Under Keith's guidance, The Craneware Group became recognised as the pioneer in value cycle management and a leading provider of superior products and professional services. Keith's direction has helped The Craneware Group to win multiple prestigious awards in such areas as international achievement, business growth strategy and innovation. Keith was named The Entrepreneurial Exchange's "Emerging Entrepreneur of the Year 2003" and was a finalist in the 2004 World Young Business Achiever Award, winning the Award of Excellence in the Business Strategy category. He received the UK Software & Technology Entrepreneur of the Year Award from Ernst & Young in 2008 and was the Insider Elite Young Business Leader of the Year in 2009. Prior to launching The Craneware Group, Keith worked primarily in international management, where he handled sales, marketing and technical consulting for companies with operations around the world. He studied Physics at Heriot-Watt University, Edinburgh, receiving a bachelor's degree in 1991.

Craig T Preston, 54
Chief Financial Officer
Appointed 15 September 2008

Craig was appointed to the Board on 15 September 2008, just as the Company was entering its second year as a publicly traded corporation on the London Stock Exchange. As CFO, he directs The Craneware Group's financial operations in both the United Kingdom and United States. Craig has significant experience in senior financial roles with other private and public technology companies, including those with a multi-national presence. Prior to The Craneware Group, he was group director of finance and company secretary at Intec Telecom Systems plc. Earlier, he served as corporate development manager at London Bridge Software plc. During his time there, he also held the role of CFO for Phoenix International, a previously NASDAQ-traded software company, following its acquisition by London Bridge. Earlier in his career, Craig worked for Deloitte in both the United Kingdom and United States. Craig has a degree in Accounting and Financial Management from the University of Sheffield. He is also a member of the Institute of Chartered Accountants in England and Wales.

Issy Urquhart, 57
Chief People Officer
Appointed 27 April 2022

As Craneware's Chief People Officer, Issy brings global experience of strategic and operational HR gained across a number of sectors including Technology, BPO, mature FMCG and Financial Services. Most notably prior to joining Craneware Issy worked at CommScope Inc, Wolfson Microelectronics plc and Convergys Corporation in executive HR roles, where alongside delivering the HR agenda, she led wide-scale change programmes to deliver acquisitions, changes in business strategies, and operating models. In addition, Issy is a Non-Executive Director of AIM listed Concurrent Technologies plc, and a member of The Scottish and North American Business Council.

David Kemp, 55
Non-executive Director, Senior Independent Director (Chair of Audit Committee)
Appointed 1 March 2020

David is an experienced Non-Executive and Executive Director with extensive UK public company experience. In addition to Craneware, he is a Non-Executive Director at Tekmar Group plc, Advisor to the Chair and Board at Consolidated Contractors Group and a Trustee at Barnardo's. Over the course of his executive career, he held a number of CFO positions including at John Wood Group plc and is a member of the Institute of Chartered Accountants.

Alistair Erskine, 55
Non-executive Director (Chair of Remuneration Committee)
Appointed 24 February 2020

Alistair has held several senior positions within the US Healthcare sector. He is currently the Chief Information Digital Officer at Highmark Health with oversight of the Digital Transformation of Highmark Inc (7M member health plan) and Allegheny Health Network ($5.1B health system). His experience also includes academic and government roles, such as lecturing at Harvard Medical School and T.H. Chan School of Public Health. Alistair became Board Certified in Internal Medicine, Paediatrics, and Clinical Informatics and holds an MBA from MIT with specialism in Business Analytics and Artificial Intelligence.

Anne McCune, 69
Non-executive Director (Member of Audit and Remuneration Committees)
Appointed 16 November 2022

Anne is a recognised leader in the US Healthcare industry, having served as a senior executive for several leading academic hospital and physician centres and as a managing director in consulting. She is currently a Community Board member of the Strategy and Transformation committee at Salinas Valley Memorial Healthcare System in California, a principal in the academic healthcare division at ECG Management Consultants and CEO of the Carol Emmott Foundation, an organisation dedicated to achieving fully inclusive gender equality in healthcare leadership and governance. Anne holds an MBA from the Kellogg School of Management, Northwestern University and was recognised by Modern Healthcare as one of the 2021 Top 25 Women Leaders in Healthcare.

Tamra Minnier, 63
Non-executive Director (Member of Remuneration Committee)
Appointed 13 November 2024

Tami is an experienced senior US Healthcare executive, currently holding the role of Senior Vice President, Health Services Division, and Chief Quality and Operational Excellence Officer for UPMC, a $27 billion-dollar integrated healthcare delivery and financing system in Pittsburgh, PA. Tami's role includes overseeing the Wolff Center, the driving force for Quality and Safety, Nursing, Surgical Services, Pharmacy, Imaging and Laboratory Operations for UPMC and responsibility for The Beckwith Institute, a $23 million-dollar foundation supporting innovation in care delivery.

Susan Nelson, 58
Non-executive Director (Member of Audit Committee)
Appointed 16 January 2025

Susan is an experienced senior US Healthcare executive currently holding the role of Executive Vice President and Chief Financial Officer at MedStar Health, an $8.3 billion integrated healthcare system in the Maryland and Washington, D.C. region. MedStar Health is the medical education and clinical partner with Georgetown University. Susan's role includes responsibility for the healthcare system's finances, including reporting, planning, revenue cycle, capital management and investment activities, managed care contracting, business transformation, business development, enterprise analytics and performance improvement.

Directors' Report

The Directors present herewith their report and the audited consolidated financial statements of the Group for the year ended 30 June 2025.

Principal Activities and Business Review

The Group's principal activity continues to be the development, licensing and ongoing support of computer software for the US Healthcare industry.

The Company is required by the Companies Act to include a business review in this report. This includes an analysis of the development and performance of the Group during the financial year and its position at the end of the financial year, including relevant key performance indicators (principally: revenue growth; annual recurring revenue; net revenue retention; adjusted earnings before interest, tax, depreciation and amortisation (EBITDA); adjusted earnings per share; net cash/ (bank debt); cash; adjusted leverage; operating cash conversion. The adjusted measures are stated before exceptional costs and amortisation of acquired intangible assets). Detailed information on all matters required is presented in the Strategic Report contained in pages 10 to 16 and is incorporated into this Report by reference. A description of the principal risks and uncertainties facing the Group is also presented in the Strategic Report.

Where the Directors' Report, Chair's Statement and Operational Review contain forward looking statements, these are made by the Directors in good faith, based on the information available to them at the time of their approval of this Report. Consequently, such statements should be treated with caution due to their inherent uncertainties, including both economic and business risk factors underlying such forward looking statements or information.

The Company has chosen, in accordance with section 414C(11) of the Companies Act 2006, to provide disclosures and information in relation to a number of matters which are included in the Strategic Report or elsewhere in this Annual Report and are incorporated into this Directors' Report by reference. These matters and cross-references to the relevant sections of this Annual Report are shown in the table below.

Information	Section within this Annual Report	Pages
Appointment and Reappointment of Directors	Directors' Report Corporate Governance Report	66 70 to 82
Biographical Details of the Directors	Board of Directors	60 to 62
Business Model	Strategic Report	13 and 14
Change of Control	Directors' Report Remuneration Committee's Report	67 95
Community and Charitable Giving	Directors' Report Environmental, Social and Governance Statement	67 47
Corporate Governance Framework	Corporate Governance Report	70 to 82
Directors' Conflicts of Interest	Corporate Governance Report	76
Directors' Remuneration	Remuneration Committee's Report	83 to 99
Diversity, Equality and Inclusion	Environmental, Social and Governance Statement Directors' Report Corporate Governance Report	43 and 44 68 76
Employee Engagement	Environmental, Social and Governance Statement Stakeholder Engagement Directors' Report Corporate Governance Report	44 and 45 56 68 78
Employees with disabilities	Directors' Report	68
Environmental Reporting	Non-Financial and Sustainability Information Statement Directors' Report	30 to 38 67
Financial Instruments and financial risk management	Note 3 to the consolidated financial statements	119 and 120
Financial Results	Consolidated and Company financial statements and accompanying notes	106 to 150
Future developments and strategic priorities	Strategic Report	10 to 16
Going Concern statement	Directors' Report	65
Independent Auditor	Directors' Report Corporate Governance Report	69 79 to 81
Modern Slavery Statement	Directors' Report Environmental, Social and Governance Statement	68 49
Principal Risks and Uncertainties	Strategic Report	19 to 28
Principal Activities	Directors' Report Strategic Report	63 10 to 16
Research and Development	Directors' Report Strategic Report	65 10 to 14
Risk Management	Strategic Report Corporate Governance Report	19 to 21 79 to 81
Section 172 Statement	Strategic Report	50 to 54
Significant Related Party Transactions	Note 23 to the consolidated financial statements	147 and 148
Stakeholder Engagement	Stakeholder Engagement Environmental, Social and Governance Statement	55 to 58 41 to 45
Strategic Report	Strategic Report	10 to 54
Subsidiary Undertakings	Note 14 to the financial statements	139
Viability Statement	Strategic Report	28

Financial Results and Dividends

The Group's revenue for the year was $205.7m (FY24: $189.3m) which has generated a profit before tax of $24.0m (FY24: $15.7m) after exceptional costs of $0.1m (FY24: $0.7m). The full results for the year, which were approved by the Board of Directors on 12 September 2025, are set out in the accompanying financial statements and the notes thereto.

During the year the Company paid an interim dividend of 13.5p per share. The Directors are recommending the payment of a final dividend of 18.5p per share giving a total dividend of 32p per share-based on the results for 2025 (FY24: 29.0p). Subject to approval at the Annual General Meeting, the final dividend will be paid on 18 December 2025 to shareholders on the register as at 28 November 2025.

Dividends per Share

Year	Dividend (pence)
FY19	26.0
FY20	26.5
FY21	27.5
FY22	28.0
FY23	28.5
FY24	29.0
FY25	32.0 *(subject to AGM approval)*

We believe the level of dividend proposed for the year balances the Company's stated progressive dividend policy based on the Group's current capital allocation approach.

Research and Development Activities

The Group continues its development programme of software products for the US Healthcare market. The primary focus of this development continues to be the enhancement and expansion of the product suite including the ongoing development of the Trisus platform and its cloud-based solutions, to support the Group's Value Cycle strategy, delivering revenue integrity and 340B compliance, as well as margin and operational intelligence. Full details of the development activities and the Group's strategic and product direction are provided in the Strategic Report contained in pages 10 to 16. The Directors regard investment in development activities as a prerequisite for success in the medium and long-term future. During the year development expenditure amounted to $57.3m (FY24: $52.1m) of which $14.9m (FY24: $15.8m) has been capitalised.

Financial Instruments

The financial risk management strategy of the Group, its exposure to currency risk, interest rate risk, counterparty risk and liquidity is set out in Note 3 to the financial statements.

Subsequent Events

On 29th August 2025, the Group renewed its Revolving Credit Facility ('RCF') on improved terms, for a further 3 years, with the option to extend for two further one-year terms. This new unsecured $100m RCF consolidates the previous term loan and RCF, is at lower interest rates than the previous facilities, and provides a further $100m accordion facility.

Going Concern

The Strategic Report contains information regarding the Group's activities and an overview of the development of its products, services and the environment in which it operates. The Group's revenue, operating results, cash flows and balance sheet are detailed in the financial statements and explained in the Financial Review on pages 13 to 16.

Going concern

The Group is profitable and there is a reasonable expectation that this will continue to be the case. Our business model is delivering high levels of recurring revenue, supported by long term underlying contracts, that deliver high levels of cash generation. In addition, the Group has cash and cash equivalents of $55.9m as well as a committed but undrawn facility available to it of $80m. Post year end, the Group renewed its Revolving Credit Facility ('RCF') on improved terms, for a further 3 years, with the option to extend for two further one-year terms.

The directors have prepared cash flow forecasts covering a period of over twelve months from the date of approval of these financial statements. These forecasts include consideration of severe but plausible downsides, should these events occur, the Group would have sufficient funds to meet its liabilities as they fall due for that period. These scenarios anticipate a zero-growth scenario, such that the only sales made by the Group would be to replace losses of existing long-term contracts. Under this basis, with minor but appropriate rebalancing of the cost base, the Group remained in compliance with its covenants and had no need to draw upon the committed undrawn facility.

Based on this assessment, the Directors have determined that the Group has adequate resources to continue in business for the foreseeable future and that it is therefore appropriate to adopt the going concern basis in preparing the consolidated and the Company financial statements.

Directors

The biographical details of the current serving Directors of the Company are set out on pages 60 to 62. The Directors who served during the financial year ended 30 June 2025, and up to the date of approval of the financial statements, were:

W Whitehorn	(Non-executive Chair)
K Neilson	(Chief Executive Officer)
C T Preston	(Chief Financial Officer)
I Urquhart	(Chief People Officer)
D Kemp	(Senior Independent Director)
A Erskine	(Non-executive Director)
A McCune	(Non-executive Director)
T Minnier	(Non-executive Director) Appointed 13 November 2024
S Nelson	(Non-executive Director) Appointed 16 January 2025
C Blye	(Former Senior Independent Director) Resigned 13 November 2024
R Rudish	(Non-executive Director) Resigned 13 November 2024

New Directors, who were not appointed at the previous AGM, automatically retire at their first AGM and, if eligible, can seek re-appointment. The Board recognises the UK Corporate Governance Code's recommendation that all Directors should stand for re-election every year and, whilst not a requirement, the Board has decided to adopt this recommendation as best practice. As such, all Directors will retire from office at the Company's forthcoming AGM. It is the intention of all Directors to stand for re-appointment. Further details regarding the appointment of directors and the composition of the Board are contained in the Corporate Governance Report.

The Directors have the power to manage the business of the Company, subject to the provisions of the Companies Act, the Memorandum and Articles of Association of the Company, and to any directions given by special resolution, including the Company's power to purchase its own shares. The Company's Articles of Association may only be amended by a special resolution of the Company's shareholders.

Details of the Directors' service contracts and their respective notice terms are detailed in the Remuneration Committee's Report on page 95.

Corporate Governance

The Corporate Governance Report on pages 70 to 82 should be read as forming part of the Directors' Report.

Indemnity of Directors and Officers

Under the Company's Articles of Association and subject to the provisions of the Companies Act, the Company may and has indemnified all Directors or other officers against liability incurred by them in the execution or discharge of their duties or exercise of their powers, including but not limited to any liability for the costs of legal proceedings where judgement is given in their favour. This indemnity was in place during the financial year and is ongoing up to the date of this report. In addition, the Company has purchased and maintains appropriate insurance cover against legal action brought against Directors and officers.

Share Capital

The Company's issued and fully paid up share capital at 30 June 2025 was 35,542,169 Ordinary Shares of 1p each (at 30 June 2024: 35,542,169 Ordinary Shares). The shares are traded on the Alternative Investment Market ('AIM'), a market operated by the London Stock Exchange. The Company's Articles of Association, which are available on the Company's website www.thecranewaregroup.com, contain the details of the rights and obligations attached to the shares.

Each of the Company's Ordinary Shares carries the right to one vote at general meetings of the Company. Further information on the voting and other rights of shareholders, including deadlines for exercising voting rights, are set out in the Company's Articles of Association and in the explanatory notes that accompany the Notice of the Annual General Meeting, which are available on the Company's website www.thecranewaregroup.com

Restrictions on transfer of Ordinary Shares

There are no specific restrictions on the transfer of Ordinary Shares in the Company beyond those required by applicable law under the Articles of Association or imposed by laws and regulations (such as the Market Abuse Regulation) and pursuant to the Company's share dealing code, whereby Directors and employees are required to obtain clearance to deal in the Company's securities. The post vesting holding period provisions applicable to long term incentive plan awards granted to the executive Directors and senior managers are described in the Remuneration Committee's Report on page 91.

Authority for purchase of own shares

Authorisation was given by shareholders at the Annual General Meeting on 13 November 2024 for the Company to purchase up to 3,534,272 Ordinary Shares. A resolution to renew this authority will be proposed at the 2025 Annual General Meeting.

Purchase of own shares

The Company did not purchase any of its own Ordinary Shares in the year ended 30 June 2025 (108,899 own Ordinary Shares purchased by the Company in the year ended 30 June 2024 in accordance with a share buyback programme). The share buyback programme, under the authority granted by shareholders, had a duration from 12 April 2023 until 21 May 2024. The total amount incurred on the programme was £5.0m ($6.3m) for the purchase by the Company of a total of 332,531 of its own Ordinary Shares, which represented 0.94% of the Company's issued Ordinary Shares at that time; those Shares are held in treasury (with no voting rights attached) for the purpose of satisfying employee share plan awards.

Ordinary Shares held in Treasury

During the year ended 30 June 2025, a total of 90,897 (FY24: 99,646) Ordinary Shares were transferred by the Company from Treasury to satisfy the exercise of employee share options and vested employee long term incentive plan awards. Therefore, at 30 June 2025, the Company held 132,367 Ordinary Shares in Treasury (as at 30 June 2024: 223,264).

Share capital allotted

During the year ended 30 June 2025, no Ordinary Shares were issued (FY24: nil).

Further details regarding the Company's share capital are included in Note 17 to the financial statements.

Employee benefit trust

The Company established an Employee Benefit Trust (EBT), 'The Craneware plc Employee Benefit Trust' during the financial year ended 30 June 2017. As at 30 June 2025 the EBT held 360,229 Craneware plc Ordinary Shares (at 30 June 2024: 390,620 Ordinary Shares). The EBT waived its right to dividends in the year ended 30 June 2025. Further details regarding the EBT are contained in Note 17 to the financial statements.

Employee share plans

Details of the Company's employee share plans, including the number of ordinary shares subject to employee share plan awards, are included in Note 7 to the financial statements.

Directors and their Interests

The interests of the Directors who held office at 30 June 2025 and up to the date of this report in the share capital of the Company, were as follows:

	2025 No.	2024 No.
W Whitehorn	**6,500**	4,589
K Neilson	**3,175,602**	3,467,707
C T Preston	**93,230**	100,417
I Urquhart	**12,879**	11,495
	3,288,211	3,584,208

Included within the figures in the table above are Ordinary Shares belonging to each of the executive Directors which were received from the vested long term incentive plan awards on 2 October 2023 and on 18 November 2024 that are subject to a two year post vesting holding period as described in the Remuneration Committee's Report on page 91. The number of Ordinary Shares subject to the post vesting holding period as at 30 June 2025 are: K Neilson 14,267 shares; C T Preston 10,604 shares and I Urquhart 5,516 shares.

Directors' interests in share options are detailed in the Remuneration Committee's Report on pages 98 and 99.

Substantial Shareholders

As at 1 August 2025, the Company had been notified of the following beneficial interests in 3% or more of the issued share capital pursuant to section 793 of the Companies Act 2006. It should be noted that, other than for K Neilson and W G Craig, these holdings may have changed since the Company was notified. However, notification of any change is not required until an applicable threshold is crossed.

	No. of Ordinary £0.01 Shares	% of issued share capital (excluding 132,367 Ordinary Shares held in Treasury)
K Neilson	3,175,602	8.97
Liontrust Asset Management	3,037,381	8.58
Octopus Investments	2,719,931	7.68
Rathbones	2,100,735	5.93
W G Craig	2,068,666	5.84
Canaccord Genuity Group	2,053,178	5.80
Aegon Asset Management	1,846,772	5.22
Aberdeen	1,165,483	3.29

Change of control provisions

Within the Group's revolving loan facility (as detailed in Note 20), the lender has the right to demand immediate payment of any outstanding balances upon a change of control of the Group.

There are change of control provisions within the rules of the Company's employee share option plans, in its long term incentive plan and in the rules of the Group's senior employee annual performance related bonus plan.

Section 172 Statement

The statement, in respect of section 172 (1) of the Companies Act 2006, is on pages 50 to 54.

Stakeholder Engagement

An explanation of the engagement with stakeholders, examples of how the Directors have oversight of stakeholder matters and had regard for these matters when making decisions are included in the Stakeholder Engagement section on pages 64 to 67.

Corporate Social Responsibility & Environmental Policy

The Group is committed to maintaining a high level of social responsibility. It is the Group's policy to support and encourage environmentally sound business operations, with aspects and impact on the environment being considered at Board level; this is explained within the Non-Financial and Sustainability Information Statement section of the Strategic Report. The Company is required to report its energy use and impact under the Streamlined Energy and Carbon Reporting ("SECR") regulations; the required information for the year ended 30 June 2025 is contained on pages 35 to 37. The Group is also required to provide climate-related disclosures in accordance with section 414CB of the Companies Act 2006; this information is also contained within the Non-Financial and Sustainability Information Statement section of the Strategic Report.

Customers

The Group treats all its customers with the utmost respect and seeks to be honest and fair in all relationships with them. The Group seeks to provide its customers with products and levels of customer service of outstanding quality. Further information about engagement with customers is provided within the Stakeholder Engagement section and within the Environmental, Social and Governance Statement.

Community and Charitable Contributions

The Group seeks to be a good corporate citizen respecting the laws of the countries in which it operates and adhering to best social practice where feasible. It aims to be sensitive to the local community's cultural, social and economic needs.

As part of the Group's commitment to Corporate Social Responsibility and ESG matters, the Group has continued to develop its Craneware Cares programme. The focus of Craneware Cares is to raise awareness and funds for charity whilst also supporting employee engagement and involvement. During the year ended 30 June 2025 the Group contributed a total amount of $44,487 (FY24: $47,531) to charities in the UK and in the US across all of the Group's fundraising campaigns and employee-led donations. Further information about Craneware Cares and other aspects of engagement with the community is provided within the Environmental, Social and Governance Statement.

Political Donations

Neither the Company nor its subsidiaries made any donation for political purposes in fiscal years 2025 or 2024.

Employees and Employee Involvement

The Group recognises the value of its employees and that the success of the Group is due to their efforts. The Group respects the dignity and rights of all its employees and provides clean, healthy and safe working conditions. Reviews are conducted on a regular basis to ensure that policies for training, risk assessment, safe working and accident management are appropriate. The Group has a Health and Safety Committee, which reports to the Risk and Compliance Committee, comprised of appropriate US and UK roles within the organisation. Further details, including employee wellness initiatives, are contained within the Environmental, Social and Governance ("ESG") Statement.

An inclusive working environment and a culture of openness are maintained by the regular dissemination of information. The Group endeavours to provide equal opportunities for all employees and facilitates the development of employees' skill sets. A fair remuneration policy is adopted throughout the Group. Share schemes, to encourage involvement of employees in the Group's performance, have been established, as detailed on pages 94 and 95 of the Remuneration Committee's Report.

The Group does not tolerate any sexual, physical or mental harassment of its employees. The Group operates an equal opportunities policy and specifically prohibits discrimination on grounds of colour, ethnic origin, gender, age, religion, political or other opinion, disability or sexual orientation. The Group does not employ underage employees.

The Group maintains core values of: be authentic; demonstrate integrity; provide excellent service; work hard to the highest quality; enjoy the challenge. These values are actively promoted in all activities undertaken on behalf of the Group.

The general policy of the Group is to welcome employee involvement as far as it is reasonably practicable. Details regarding employee engagement are included in the ESG Statement.

Employment of Disabled Persons

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of employees becoming disabled every effort is made to ensure that their employment with the Group continues and the appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

Anti-Slavery and Human Trafficking Policy

The Modern Slavery Act requires the Company to publish an annual slavery and human trafficking statement. The latest statement can be found on the Craneware plc website at www.thecranewaregroup.com/modern-slavery-statement/ Neither the Company or any of its subsidiaries permit, condone or otherwise accept any form of human trafficking or slavery in its business or supply chains. The ESG Statement on page 49 also refers to this Policy.

Engagement with Suppliers and Policy on Payment of Payables

Relationships with suppliers and subcontractors are based on mutual respect, and the Group seeks to be honest and fair in its relationships with suppliers and subcontractors, and to honour the terms and conditions of its agreements in place with such suppliers and subcontractors. The Stakeholder Engagement section includes a summary of the Group's supplier engagement processes.

As a UK company, Craneware plc is bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct within and outside of the UK. In addition, we uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.

It is the Group's normal practice to make payments to suppliers in accordance with agreed terms and conditions, provided that the supplier has performed in accordance with the relevant terms and conditions. Trade payables at 30 June 2025 represented, on average 28 days purchases (at 30 June 2024: 25 days) for the Group and 52 days purchases (at 30 June 2024: 40 days) for the Company.

Annual General Meeting

The resolutions to be proposed at the Annual General Meeting ("AGM"), together with explanatory notes, appear in a separate Notice of Annual General Meeting which is issued to all shareholders and will be made available on the Company's website at www.thecranewaregroup.com. The Directors consider that these resolutions are in the best interests of the Company and its shareholders as a whole. The proxy card for registered shareholders is distributed along with the notice. The arrangements for the AGM, to be held in November 2025, are outlined in the Notice of AGM.

Voting at General Meetings of the Company may be exercised in person, by proxy or, in relation to corporate members, by corporate representatives. Voting at General Meetings of the Company may be conducted:

- on a show of hands with every holder of Ordinary Shares present in person and entitled to vote has one vote;
- on a poll with every member present in person or by proxy and entitled to vote has one vote for every Ordinary Share held.

The notice of the AGM specifies the deadlines for exercising voting rights either by proxy notice or present in person or by proxy in relation to resolutions to be passed at the AGM. All proxy votes are counted and the numbers for, against or withheld in relation to each resolution are announced at the AGM and the voting results are released as an announcement, on the Regulatory News Service of the London Stock Exchange, after the meeting and are published as soon as practicable on the Company's website.

Company Registration

The Company is registered in Scotland as a public limited company with number SC196331.

Statement of Directors' Responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the group and the Company financial statements in accordance with UK-adopted international accounting standards.

Under company law, Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

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

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

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

Directors' Confirmations

The Directors consider that the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

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

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

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to be re-appointed and a resolution for reappointment will be proposed at the Annual General Meeting.

Approved by the Board of Directors and signed by order of the Board by:

Craig Preston
Company Secretary
12 September 2025

Corporate Governance Report

Chair's Introduction

On behalf of the Board, I am pleased to present our Corporate Governance Report for the year ended 30 June 2025 aligned with the UK Corporate Governance Code 2018 ('the Code'), our chosen corporate governance framework. Strong governance, stakeholder engagement and a values-led culture remain central to our strategy and long-term value creation.

Purpose, Values and Culture

Our Purpose—to transform the business of healthcare through the profound impact our solutions deliver, enabling our customers to provide quality care to their communities - continues to guide our actions. The Craneware Group's independent standing in the US Healthcare market and comprehensive offerings enable us to support US providers in their mission to deliver quality care to their communities. Supporting our customers, and the phenomenal work they do for their communities, continues to be our top priority and this ethos is evident throughout The Craneware Group. I would like to thank all our colleagues for their dedication and passion in upholding this Purpose.

The Group recognises the importance of diversity and remains committed to attracting and nurturing diverse talent across gender, ethnicity, nationality, skills and experience.

Supporting our Purpose is our Framework consisting of our core values which are described further in the Environmental, Social and Governance ("ESG") Statement within this Annual Report. The Board continues to monitor how the Purpose, vision, strategy and values align to the Group's culture.

Employee voice and engagement

Our People are at the heart of our culture and as a Board we are aware of our responsibilities to prioritise their wellbeing, including working arrangements, conditions and reward. The Board benefits from effective employee engagement mechanisms and values the honest and constructive feedback received from employees, and these are referred to within this Report and further described within the ESG Statement.

Section 172 and Stakeholder Engagement

We remain focused on considering stakeholder interests in Board decisions, as required under section 172 of the Companies Act 2006.The Board's section 172 (1) statement and details of our engagement with stakeholders can be found on pages 50 to 58.

Environmental, Social and Governance (ESG)

Social impact is embedded in our Purpose. For many years The Craneware Group has established (and continues to encourage) many sustainability initiatives which benefit various stakeholder groups and we are committed to continue in this manner and to have a positive impact on the communities in which we operate and wider society.

We've made good progress across our three ESG Focus Areas, with continued support from the ESG Committee. FY25 saw broad employee involvement in ESG initiatives, many of which continue into FY26, including Diversity, Equity and Inclusion projects. It is pleasing to see the involvement of many employees with various ESG efforts, including those driven by our Employee Advisory Group. The support and enthusiasm for this range of activities is appreciated and highlights the breadth of issues that matter to our team. During FY25 we have expanded the gathering of emissions data in additional categories (for voluntary reporting). This helps to advance our environmental data baselining to support net zero targets and climate risk management.

Board composition

The Board, and Craneware as a whole, continues to benefit significantly from the considerable US Healthcare sector experience, governance credentials and range of skills which our Directors bring to the Board. We appreciated the continued valuable support and guidance which both Colleen Blye and Russ Rudish provided in the period until they stepped down from the Board in November 2024 and I reiterate our gratitude to Colleen and Russ for their significant contribution to The Craneware Group during their service as non-executive Directors of the Company.

We were delighted to welcome Tamra Minnier and Susan Nelson to the Board during the year as independent non-executive Directors, both from US Healthcare backgrounds, and will continue where Russ and Colleen left off, to bring their sector experience to the Board.

We also thank David Kemp and Alistair Erskine for assuming the responsibilities, from November 2024, as Senior Independent Director and as Chair of the Remuneration Committee respectively.

Board evaluation

With the non-executive director appointments part way through FY25, we conducted a Board evaluation in early FY26. We continue to challenge ourselves to maintain the highest standards and I am happy to report that the overall conclusions from the evaluation were positive. An overview of the process is provided within this Corporate Governance Report.

Annual General Meeting ("AGM")

The Board recognises that the AGM is an important event for all shareholders. The arrangements for the AGM, to be held in November 2025, are outlined in the Notice of AGM and we look forward to welcoming shareholders at the AGM.

The year ahead

With new Board members in place, we are well positioned to continue our journey as The Craneware Group delivers on its Purpose. We look forward to working with our refreshed Board dynamics and continuing to support US hospitals and healthcare providers.

Thank you to our shareholders, employees and wider stakeholders for your continued support.

Will Whitehorn OBE
Chair
12 September 2025

The Board continues to apply the principles and provisions of the UK Corporate Governance Code 2018 (“the Code”) in a manner appropriate to the size and nature of the Group. While the Code was designed for larger, main market listed companies, Craneware plc has adopted its spirit and principles, with exceptions noted where provisions are not proportionate. This Report sets out how it has complied with the individual provisions and applied the ‘spirit’ of the UK Corporate Governance Code 2018 as a whole and explains any areas of non-compliance with the provisions of the Code. The UK Corporate Governance Code 2018 is available from the Financial Reporting Council at www.frc.org.uk.

Overview: Application of the UK Corporate Governance Code 2018 (the “Code”)

The Board remains committed to ensuring that the governance of the Company contributes to its long-term sustainable success, aligned with its purpose, and achievement of broader objectives, including the Company and the Group’s responsibilities to stakeholders and contribution to their communities and to wider society. The Board recognises, as stated in the Code, that achieving this depends on the way it applies the spirit of the Principles of the Code. The Company is a smaller company for the purposes of the Code and, as such, certain provisions of the Code are deemed either disproportionate or less relevant in its case. Where the Company does not comply with any specific Code provision then this is highlighted and explained in this report.

Compliance statement

The Board has complied with the spirit of the UK Corporate Governance Code 2018 and applied the principles and complied with the provisions of the Code throughout the year ended 30 June 2025 (‘FY25’), with the exception of the following areas that the Board believes are not appropriate for a Group of our size:

- *Provision 17*: due to the size of the Board, a separate nomination committee has not been established. Instead, these duties have been fulfilled by the Board as a whole.
- *Provision 36*: concerning the development of a formal policy for post-employment shareholding requirements. Post-employment shareholding policies continue to be the exception for AIM Companies. The Remuneration Committee continues to keep this area under review but considers that, whilst no formal post-employment shareholding policy for executive Directors is in place, its current approach is acceptable. There is a current required shareholding guideline applicable to executive Directors and senior management and that guideline has already been significantly exceeded by two of the executive Directors. In addition, there is a post-vesting holding period applicable to Long Term Incentive awards granted since October 2020 to the executive Directors and senior management. These policies are considered to promote long-term shareholdings by executive Directors that support alignment with long-term shareholder interests although they do not include post-employment shareholding requirements; and
- *Two of the seven elements of Provision 41*: Craneware plc, being an AIM listed company, is not required to comply with the Directors’ Remuneration Report regulations however the Company does aim to comply with the spirit of all of Provision 41 of the Code in so far as the Board considers is appropriate for the size of the Company and therefore it provides a Remuneration Committee’s Report, with the FY25 Report on pages 83 to 99. During the year there was no specific engagement with employees in respect of executive Director remuneration. However, the same policy of paying at median (based on benchmark data) applies across the whole Group.
  Regarding one of the other elements of Provision 41 of the Code, the reference to internal and external measures for executive Director remuneration review and assessment is not presented within the Remuneration Committee’s Report. The independent benchmarking study completed in FY24 utilised external measures. The Remuneration Committee continues to monitor internal and external measures, including the Group policy noted above, and as such has not made any changes to base salary for the Executive Directors in FY25.

In accordance with AIM Rule 26, details of compliance with the Code and explanations for any non-compliance are also made available on the Company’s website at www.thecranewaregroup.com/company/governance/

Board Leadership and Company Purpose

The role of the Board

The Board is primarily responsible for the overall conduct of the Group's business and for promoting the long-term success of the Group. The Board is collectively accountable to shareholders for the Group's proper management. The Board must balance this responsibility with ensuring that the Directors have regard for key stakeholders and that there is sufficient time, information and understanding to properly take into account those stakeholders' interests when making decisions and considering their long-term implications. The Board recognises that effective engagement with key stakeholders, including employees, customers, shareholders, the community, bank finance providers and suppliers, is a core component of long-term sustainability and success. Stakeholder Engagement information is set out on pages 55 to 58. The Directors consider, both individually and collectively, that they have taken the factors, set out in s172(1)(a) to(f) of the Companies Act 2006, into account when exercising their duty to promote the success of the Group and of the Company during the year. The Board's Section 172(1) Statement is on pages 50 to 54 and it includes examples of how those matters have been considered in significant decisions of the Board.

The Board delegates authority for the day to day management of the Group to the Chief Executive Officer and the rest of senior management within the Operations Board, under a set of delegated authorities. The Group's Operations Board and the broader senior management team, who collectively have the qualifications and experience necessary for the day to day operations of the Group. The Operations Board is chaired by the Chief Executive Officer and also comprises the Chief Financial Officer, the Chief People Officer and six further members of the Senior Management Team.

The governance structure is summarised below. A summary of the Operations Board's sub-committees is provided on pages 20 and 21.

Purpose, vision, strategy, values and culture

The Board establishes the Group's purpose, vision, strategy and values and ensures their implementation across the business. The Board provides leadership across the Group and applies a governance framework to ensure that this is delivered effectively with appropriate control mechanisms.

Our Purpose is to transform the business of healthcare through the profound impact our solutions deliver, enabling our customers to provide quality care to their communities. Our Purpose underpins our Group-wide strategic initiatives each year. Our culture is the way that we work together and is fundamental to how we operate. The Board has a vital role in shaping our corporate culture defined by our values and purpose. The Board assesses and monitors the Group's culture through ongoing engagement with management and other colleagues to ensure that its policies, practices and behaviours are aligned with the Group's purpose, vision, strategy and values. Employee engagement mechanisms are referred to below within the 'Stakeholder Engagement' section.

The Board is responsible for delivering value for shareholders by setting the Group's strategy and overseeing its implementation by the Operations Board. Our strategy and business model are explained within the Strategic Report on pages 10 to 16. The Board meets at least annually to review the Group's strategy, drawing on the wide and varied experience of the Board members (as outlined below within the 'Composition of the Board' section), including detailed healthcare sector knowledge. The Board meets regularly to discuss and agree on the various matters brought before it, including progress with the agreed strategy and the Group's trading results.

There is a formal schedule of matters reserved for the Board, which includes approval of the Group's strategy, annual strategic initiatives and related business plans, acquisitions, disposals, business development, annual reports and interim statements, plus any significant financing or funding related matters as well as significant capital expenditure plans. As part of this schedule, the Board has clearly laid out levels of devolved decision making authority to the Group's Operations Board.

Board Composition and Division of Responsibilities

Board of Directors

There have been changes to the non-executive Directors serving on the Board during the financial year ended 30 June 2025. On 13 November 2024, Colleen Blye and Russ Rudish stepped down from the Board and Tamra Minnier was appointed to the Board as a non-executive Director. On 16 January 2025, Susan Nelson was appointed as a non-executive Director of the Company. Therefore from 16 January 2025 to 30 June 2025, and until the date of approval of this report, the Company's Board comprised of: its Chair, Will Whitehorn; three executive Directors: Keith Neilson, Chief Executive Officer; Craig Preston, Chief Financial Officer; and Issy Urquhart, Chief People Officer; along with five further non-executive Directors (each of whom the Board considers to be independent), David Kemp (Senior Independent Director), Alistair Erskine, Anne McCune, Tamra Minnier and Susan Nelson. Detailed biographies of all Directors are contained on pages 60 to 62.

Board Composition and Division of Responsibilities (cont'd)

A summary of the composition of the Board throughout the year ended 30 June 2025 is:

Period	Composition of the Board		
	Chair (Independent on Appointment)	**Executive Directors**	**Independent^ Non-executive Directors**
From 1 July 2024 to 13 November 2024	1	3	5
From 13 November 2024 to 16 January 2025	1	3	4
From 16 January 2025 to 30 June 2025 (and until the date of approval of this report)	1	3	5

^The Board considers that all of the non-executive directors are independent in character and judgement

Division of Responsibilities

The Board has established clearly defined and well understood roles for the Chair of the Company and the Chief Executive Officer. A summary of the main responsibilities of these roles, and also that of the Senior Independent Director, is contained in the table below.

Role	Summary of Responsibilities
Chair	The Chair is responsible for the leadership of the Board, ensuring it operates effectively in directing the Company and the Group, and setting its agenda. The Chair is also responsible for upholding high standards of corporate governance and for promoting a culture of openness and debate, facilitating constructive Board relations and encouraging the effective contribution of all Non-Executive Directors to provide constructive support and challenge to the executive Directors and senior management. The Chair ensures that the Board receives accurate, timely and clear information. In addition, the Chair's responsibilities include to ensure that the Board is aware of the views of shareholders and other stakeholders.
Chief Executive Officer	The Chief Executive Officer ("CEO") is accountable for delivering the strategic and financial objectives, as agreed by the Board, in addition to ensuring the effective implementation of the Board's decisions. To facilitate this, the CEO chairs the Group's Operations Board which manages, subject to the clearly defined authority limits, the day-to-day operation of the Group's business in an ethical and sustainable manner, aligned to the culture of The Craneware Group. Maintaining an effective framework of internal controls and risk management are also within the responsibilities of the CEO. In addition, the CEO is responsible for leading, motivating and evaluating the performance of the Group's senior management.
Senior Independent Director	The Senior Independent Director provides a sounding board for the Chair, in addition to supporting governance matters, as well as providing an additional channel of contact for shareholders, other Directors or employees, if the need arises.

The Chair

Will Whitehorn was appointed Chair of the Board on 1 January 2020 and was independent on appointment, in accordance with Provisions 9 and 10 of the Code.

Non-Executive Directors

Colleen Blye served as Senior Independent Director until 13 November 2024. From that date, the Board appointed David Kemp as Senior Independent Director.

The non-executive Directors assist in the development of strategy and monitor its delivery within the Company's established risk appetite (as outlined in the Principal Risks and Uncertainties section of the Strategic Report). They are responsible for bringing sound judgement and objectivity to the Board's deliberations and decision-making process. In addition, the non-executive Directors constructively challenge, support and review the performance of executive Directors. As Board committee members the non-executive Directors also, amongst other matters within the terms of reference of each committee, review the integrity of the Group's financial information and set the remuneration of the executive Directors.

In addition to matters outlined above, there is regular communication between executive and non-executive Directors including, where appropriate, updates on matters requiring attention prior to the next Board meeting. The non-executive Directors meet, as appropriate but no less than annually, without executive Directors being present and further meet annually without the Chair present.

The non-executive Director contracts are available for inspection at the Company's registered office and are made available for inspection both before and during the Company's Annual General Meeting.

The Composition of the Board

The Board reviews its composition (and that of its committees) regularly, taking into consideration various factors including: the balance of independent directors, requisite skills, knowledge and experience within the Board and diversity. The composition of the Board has been designed to give a good range and balance of different skills and expertise, including significant experience in:

- healthcare sector;
- high growth companies;
- software sector and analytics;
- entrepreneurial cultures;
- senior financial reporting;
- strategic and operational human resource management;
- both UK and US companies;
- acquisitions;
- integration of acquired businesses; and
- other listed companies.

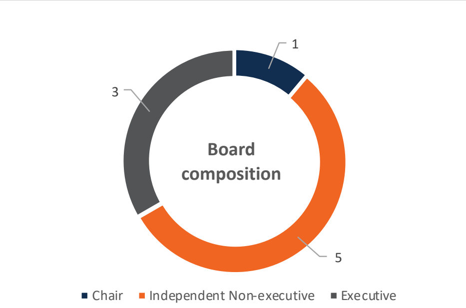
Through this mix of experience and skills, the Board and the individual Directors are well positioned to define the strategic aims of the Company as well as promote the Group's values and standards throughout the organisation, whilst remaining focused on their responsibilities to shareholders and meeting their statutory obligations.

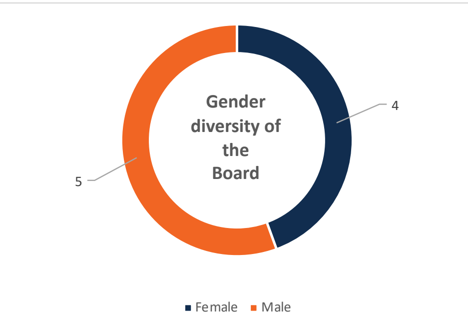
Throughout the year ended 30 June 2025 at least half the Board, excluding the Chair, were non-executive Directors whom the Board considers to be independent. The Board reviews, on an annual basis, the independence of each non-executive Director.

In making this assessment, in addition to considering Provision 10 of the Code, the Board determines whether the Director is independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the Director's judgement.

In regards to all of the non-executive Directors, the Board has not identified any matters that would affect their independence; the Board considers that all of the non-executive Directors are independent in character and judgement and free from any business or other relationship that could materially interfere with exercising that judgement. The Board acknowledges the factors contained in Provision 10 of the Code. The Board keeps the composition of the Board and its committees under review, including its continued independent balance.

Board of Directors as at 30 June 2025:





The Board has established an Audit Committee and a Remuneration Committee, details of which are provided below. The Board does not have a separate Nomination Committee as the Company has incorporated this function within the remit of the entire Board. Although not in compliance with Provision 17 of the Code, the Board considers this to be an appropriate arrangement in view of the size of the Group.

The Board keeps the composition of the committees under review. The membership of both of the Committees changed during the year as noted below.

Audit Committee members	Remuneration Committee members
From 1 July 2024 to 27 March 2025 David Kemp (Chair) Alistair Erskine Anne McCune	***From 1 July 2024 to 13 November 2024*** Russ Rudish (Chair) Alistair Erskine Anne McCune
***From 27 March to 30 June 2025** (and up to the date of approval of this report)* David Kemp (Chair) Anne McCune Susan Nelson	***From 13 November 2024 to 27 March 2025*** Alistair Erskine (Chair) Anne McCune
	***From 27 March to 30 June 2025** (and up to the date of approval of this report)* Alistair Erskine (Chair) Anne McCune Tamra Minnier

Attendance of Directors at scheduled Board and Committee meetings convened in the year, along with the number of meetings that they were invited to attend, are set out below:

	Board	Remuneration Committee	Audit Committee
No. Meetings in year	11	4	3
Executive Directors			
K Neilson	11/11	-	-
C T Preston	11/11	-	-
I Urquhart	11/11	-	-
Non-Executive Directors			
W Whitehorn	11/11	-	-
D Kemp	11/11	-	3/3
A Erskine	8/11	4/4	1/2
A McCune	10/11	4/4	3/3
T Minnier	7/8	0/0	-
S Nelson	6/6	-	1/1
C Blye	2/3	-	-
R Rudish	3/3	3/3	-

Where any Director has been unable to attend Board or Committee meetings during the year, their input has been provided to the Company Secretary ahead of the meeting. The relevant Chair then provides a detailed briefing along with the minutes of the meeting following its conclusion.

Board Appointments and Evaluation

Appointments to the Board

Board composition is regularly reviewed to ensure the requisite mix of skills, business experience and diversity is achieved and maintained, appropriate for the Group, as well as the balance within the Board of independent non- executive directors. When a new appointment to the Board is to be made, consideration is given to the particular skills, knowledge and experience that a potential new member could add to the existing Board composition. A formal process is then undertaken, usually involving external recruitment agencies, with appropriate consideration being given, in regard to executive appointments, to internal and external candidates. Before undertaking the appointment of a Director, the Board establishes that the prospective candidate can give the time and commitment

Board Appointments and Evaluation (cont'd)

necessary to fulfil their duties, in terms of availability both to prepare for and attend meetings and to discuss matters at other times. This includes, prior to appointment, significant existing commitments being disclosed and assessed along with an indication of time commitment involved.

Following the decision by both Colleen and Russ not to stand for re-election as non-executive directors of the Company at the Company's AGM held in November 2024, in early FY25 the Board commenced a search and recruitment process for new independent non-executive directors. Prior to commencing the search process, the Board conducted a comprehensive review of the required skills and experience to identify suitable candidates for replacements, ensuring the balance of the Board was maintained. Given the Board's strong connections within the US Healthcare sector, the search for potential candidates for the non-executive Director positions was entrusted to Rudish Health Solutions LLC, an Executive Search firm based in the US, specialising in healthcare sector appointments. Rudish Health Solutions LLC has a connection to one of Craneware plc's former non-executive Directors, Russ Rudish, who was its founder. Additionally, the search was supplemented by recommendations from other non-executive Directors, including Anne McCune and Alistair Erskine. No fee was charged to the Company for performing these services and the ultimate choice of candidate was decided by the Board independent of Rudish Health Solutions LLC. The Board adopted a structured approach for the recruitment process, forming a subcommittee to act as the selection panel, with the remainder of the Board participating at the final interview stage. The subcommittee was predominantly composed of non-executive Directors.

Before appointing Tamra Minnier and Susan Nelson, the Board carefully considered their existing commitments to ensure they had sufficient time to dedicate to the non-executive Director roles at Craneware plc. The Board concluded that both Tamra and Susan could adequately fulfil the time requirements of the role. Both appointments were coordinated in accordance with AIM Rule requirements and were supported by Peel Hunt.

Conflicts of interest

Any conflicts, or potential conflicts, of interest are disclosed and assessed prior to a new Director's appointment to ensure that there are no matters which would prevent that person from accepting the appointment. The Group has procedures in place for managing conflicts of interest and Directors have continuing obligations to update the Board on any changes to these conflicts. This process includes relevant disclosure at the beginning of each Board meeting. If any potential conflict of interest arises, the Articles of Association permit the Board to authorise the conflict, subject to such conditions or limitations as the Board may determine. The Board is satisfied that there is no compromise to the independence of, and nothing which would give rise to conflicts of interest for, any of the Directors who serve as directors on other company boards or who hold other external appointments.

Diversity

The Group is supportive of, and recognises the importance of diversity, including gender, ethnicity, nationality, skills and experience and professional, educational and socio-economic background. This is evident from the diverse, inclusive and breadth and depth of skills and experience within the team at The Craneware Group. While not in favour of setting specific targets, in the event that a Board position is required to be filled, during succession planning, the Board aims to ensure that the search process is sufficiently inclusive to encourage applications from diverse candidates with relevant skills, experience and knowledge, and that the selection process is fair and transparent.

From 16 January 2025 to 30 June 2025 the Board comprised 44% female and 56% male directors. At the end of the financial year, across The Craneware Group, our team comprised 45% female, 54% male employees and 1% of employees not specifying gender (at 30 June 2024: 47% female and 53% male employees). At Operations Board plus vice president level, the composition is approximately 41% female and 59% male (at 30 June 2024: 39% female and 61% male employees). Further information regarding Inclusive Excellence is contained within the ESG Statement on pages 43 and 44.

Commitment

All Directors recognise the need to allocate sufficient time to the Company for them to be able to meet their responsibilities as Board members. All non-executive Directors' contracts include minimum time commitments; however, these are recognised to be the minimums.

Details of the other directorships held by each Board member are provided in the Directors' biographies on pages 60 to 62. The Board has evaluated the time commitments required by these other roles and does not believe it affects their ability to perform their duties with the Company. Prior approval of the Board is required in advance of executive Directors undertaking external appointments. I Urquhart serves as a non-executive director of Concurrent Technologies plc whose shares are listed on the AIM market of the London Stock Exchange. The other executive Directors do not hold any outside appointments with any other publicly traded company.

Succession Planning

The Board as a whole recognises its responsibility to ensure that appropriate plans are in place for orderly succession to the Board and has plans in place for any unforeseen circumstances regarding the executive Directors. The Board considers succession planning periodically, usually as part of its evaluation exercise. The composition of the Board has been carefully considered with these factors in mind.

Succession planning within the organisation in FY25 was aligned with the broader human resources initiatives and driven by a commitment to strengthen leadership continuity, mitigate organisational risk, and support long-term talent development. The programme focused on identifying critical roles at senior levels, developing talent success profiles, assessing internal bench strength and establishing plans where internal successors were not identified. Readiness levels were categorised and this provided visibility into internal talent pipelines and informed development planning. The Board reviewed the succession bench strength and plans for senior management and took an active role in the talent discussions.

Development
The Chair is responsible for ensuring that all the Directors continually update their skills, their knowledge and familiarity with the Group in order to fulfil their role on the Board and the Board's Committees. Updates dealing with changes in legislation and regulation and financial reporting requirements relevant to the Group's business are provided to the Board by the Chief Financial Officer and through the Board Committees by the Group's external auditors and advisors.

All Directors have access to the advice and services of the Company Secretary, who is responsible for advising the Board on all governance matters, ensuring that Board procedures are properly complied with and that discussions and decisions are appropriately minuted. Directors may seek independent professional advice at the Company's expense in furtherance of their duties as Directors. The Board ensures that the Audit and Remuneration Committees are provided with sufficient resources to undertake their duties.

Training in matters relevant to their role on the Board is available to all Directors. New Directors, who have not been employed within the Group prior to appointment, are provided with an induction in order to introduce them to the operations and management of the business. All new Directors receive a briefing on their role and duties as a director of a company which has its shares traded on AIM. This briefing is conducted by the Company's advisers.

Information and Support
In setting the agenda for each Board meeting, the Chair, in conjunction with the Company Secretary, ensures input is gathered from all Directors on matters that should be included. Board papers are then issued in advance of meetings to ensure Board members have appropriate detail in regard to matters that will be covered, thereby encouraging openness and healthy debate. At a minimum, these Board papers include the financial results of the Group and a report from both the Chief Executive Officer and the Chief Financial Officer.

In addition, the non-executive Directors have access to, and correspond with, the Group's Operations Board on an informal basis. This allows for better understanding of how the strategy set by the Board is being implemented across the Group.

As detailed in the Directors' Report on page 66, the Company maintains appropriate insurance cover against legal action brought against Directors and officers. The Company has further indemnified all Directors or other officers against liability incurred by them in the execution or discharge of their duties or exercise of their powers.

Evaluation
In view of the non-executive director appointments part way through FY25, a Board evaluation was initiated in early FY26 and this was conducted by means of a detailed questionnaire completed by each Director. This evaluation included a review of the performance of the Chair and the Board Committees. The results of the process were collated by the Assistant Company Secretary on behalf of the Chair and were reviewed by the Board as a whole. The Board is still in the process of evaluating and considering the results, however overall, the Board concluded that its performance in the period under review had been satisfactory.

The Board will continue to consider the Code's recommendation that the evaluation of the Board be carried out with an external evaluator at least every three years, however, at present, remains of the opinion that with the current size of the Board this is not required.

Re-election
Under the Company's Articles of Association, at every Annual General Meeting ("AGM"), at least one-third of the Directors who are subject to retirement by rotation, are required to retire and may be proposed for re-election. In addition, any Director who was last appointed or re-appointed three years or more prior to the AGM is required to retire from office and may be proposed for re-election. Such a retirement will count in obtaining the number required to retire at the AGM. New Directors, who were not appointed at the previous AGM, automatically retire at their first AGM and, if eligible, can seek re-appointment.

However, the Board recognises the Code's recommendation that all Directors should stand for re-election every year, and whilst not a requirement, the Board has decided to adopt this recommendation as best practice. As such, all Directors will retire from office at the Company's forthcoming AGM. It is the intention of all Directors to stand for re- appointment.

In determining whether a Director, who wishes to stand for re-appointment, should be proposed for re-election at the 2025 AGM, the Board took into account each Director's contribution to the Board's effectiveness, which formed part of the recent Board evaluation. This review confirmed that all Directors continue to be effective and demonstrate commitment to their roles and so the Board recommended their re-appointment.

Stakeholder Engagement

Shareholders

Dialogue with Shareholders
The Company engages in full and open communication with both institutional and private investors and responds promptly to all queries received. In conjunction with the Company's brokers and other financial advisors all relevant news is distributed in a timely fashion through appropriate channels to ensure shareholders are able to access material information on the Company's progress.

To facilitate this:

- All shareholders are invited to attend the AGM and encouraged to take the opportunity to ask questions.
- The primary point of contact for shareholders on operational matters are Keith Neilson as Chief Executive Officer and Craig Preston as Chief Financial Officer.
- The primary point of contact for shareholders on corporate governance and other related matters is Will Whitehorn as Chair. David Kemp, as Senior Independent Director, is available as a point of contact should a shareholder not wish to contact the Chair for any reason.
- The Board welcomes regular engagement with major shareholders to understand their views on governance and performance against our stated strategy.
- The Chair ensures that the Board as a whole has a clear understanding of the views of shareholders.
- The Board aims to ensure that both the investor and analyst communities understand our purpose, strategy, business model and financial and operational performance.

Stakeholder Engagement (cont'd)

Keith Neilson and Craig Preston meet regularly with shareholders, normally immediately following the Company's half year and full year financial results announcements, to discuss the Group's performance and answer any questions. The Board monitors the success of these meetings through anonymous evaluations from both shareholders and analysts performed by the Company's Broker and Financial PR advisor.

During the year, the Chair of the Board met with shareholders at their request. The Chair is available to answer questions and to meet with shareholders on request.

The Board receives questionnaires from some shareholders periodically in relation to 'Environmental, Social and Governance' ("ESG") matters. These questionnaires are reviewed, now with assistance from the ESG Committee, and then the questionnaires are completed and returned to the requestor.

The Company's website (at www.thecranewaregroup.com) has a section for investors that contains all publicly available financial information and news on the Company and the Group.

Details of the Company's share capital and substantial shareholders are contained in the Directors' Report on pages 66 and 67.

Constructive Use of General Meetings

The Board encourages attendance at its Annual General Meeting ("AGM") from all shareholders. The Notice of AGM together with all resolutions and explanations of these resolutions are sent at least 20 working days before the meeting. The Company proposes separate resolutions for each substantially separate issue and specifically relating to the report and financial statements. All Directors, where possible, make themselves available to answer any questions shareholders may have. Results of all votes on resolutions are published as soon as practicable on the Company's website.

The voting on each Resolution tabled at the AGM can be conducted on a show of hands or by way of poll votes. Shareholders, if they are unable to attend the meeting in person, are strongly encouraged to participate in the AGM by voting by proxy ahead of the meeting.

If an AGM resolution receives 20% or more of votes cast against, the Board will consult with shareholders to understand the reason behind the result. Following the AGM that was held on 13 November 2024 the Company announced that all resolutions were passed and in respect of each resolution at least 80% of the proxy votes received were 'for' the resolutions proposed.

Employee engagement

The Board uses alternative workforce engagement mechanisms, instead of the suggested workforce engagement mechanisms in the Code (i.e. a director appointed from the workforce, a formal workforce advisory panel or a designated non-executive director). There are several employee engagement initiatives in place, as outlined in the Our People section within the ESG Statement. An employee engagement survey was conducted in September 2024 and there is a resulting Group-wide action plan along with aligned team-level action plans supported by an Executive Sponsor, and a change practitioner, to ensure successful outcomes from the action plan. Updates are communicated regularly through cascades and on the Group's intranet. The Board of Directors and the Operations Board are updated on action plan progress. The Board considers these employee engagement mechanisms to be appropriate at this time, in view of the size of the Group, and that they are supported by the Group's Chief People Officer, Issy Urquhart, being an executive Director of the Company. The Board will continue to keep these engagement mechanisms, in addition to those for other stakeholders, under review to ensure that the engagement mechanisms are effective.

The Chief People Officer ensures that the Board receives regular reports about a range of factors and issues affecting our employees to ensure that appropriate consideration is given and early action taken where necessary.

As part of the regular agenda for Board meetings, the People strategies, plans, policies, and practices have oversight from the Board, through the provision of key metrics such as retention and engagement, as well as receiving updates on pertinent topics including organisational culture. Additionally, the Board is provided with qualitative synopses from other lifecycle surveys, such as onboarding and exit surveys, for review and discussion.

Leadership Roundtables are arranged to provide employees with an opportunity for face to face discussions with executive leadership. These sessions are for a small group of employees, between 8 to 10, from a cross section of business functions and roles and responsibilities and they provide a two-way feedback opportunity for employees and executive leadership to discuss relevant topics such as culture and engagement as well as business performance and other matters of interest. When possible, a non-executive director of the Company has also chaired the Roundtable.

Engagement with other key stakeholder groups

The ESG Statement, the Stakeholder Engagement section and the Directors' Report within this Annual Report contain an overview of the engagement with other key stakeholder groups including: customers and the community, bank finance providers and suppliers.

ESG Committee

Our ESG Committee is chaired by Issy Urquhart, an executive Director of the Company and the Group's Chief People Officer. Although this Committee is a subcommittee of the Operations Board, the Board of Directors maintains oversight of the ESG Committee and approved the terms of reference for its operation and the Board receives regular updates from the ESG Committee. Further details regarding the ESG Committee and activities during the year are set out within the ESG Statement section of this Annual Report. A description of the Group's governance arrangements in relation to assessing and managing climate-related risks and opportunities is contained within the Non-Financial and Sustainability Information Statement.

Audit, Risk and Internal Control

Audit Committee and Auditors

The Board has established an Audit Committee to assist the Board with the discharge of its responsibilities in relation to internal and external audits and controls. The Audit Committee will normally meet at least twice a year. Throughout the year ended 30 June 2025 and for the period to the date of approval of this Report, the Audit Committee is chaired by David Kemp. Its other members during FY25 were as shown on page 75. The Chief Financial Officer, Chief Executive Officer and other senior management attend meetings by invitation and the Committee also meets the external auditors without management present. David Kemp, as chair of the Audit Committee, and Susan Nelson, as a member of the Committee, have recent and relevant financial experience and the Audit Committee as a whole has significant experience and competence in the healthcare sector.

The terms of reference of the Audit Committee are available on the Company's website, at www.thecranewaregroup.com, and at the Company's registered office. Details of how the Audit Committee has discharged its responsibilities are provided on pages 79 to 81.

Financial and Business Reporting

The Board recognises its responsibilities, including those statutory responsibilities stated on page 69. An assessment of the Group's market, business model and performance is presented in the Chair's Statement and the Strategic Report on pages 8 to 16.

As detailed on page 65 of the Directors' Report, the Board has confirmed that it is appropriate to adopt the going concern basis in preparing the Consolidated and Company financial statements for the year ended 30 June 2025. The Board has explained within the Viability Statement section of the Strategic Report on page 28 that it has assessed the prospects of the Company and the Group, taking into account the Group and the Company's current position and principal risks, as well as projected compliance with debt finance covenants.

Risk Management and Internal Control

Details of the principal risks and uncertainties and emerging risks facing the Group, along with a description of the Group's risk management procedures, are detailed in the Strategic Report on pages 19 to 28. The principal financial risks are detailed in Note 3 to the financial statements.

The Directors recognise their responsibility for the Group's system of internal control and have established systems to ensure that an appropriate and reasonable level of oversight and control is provided. These systems, which encompass all material controls including: financial; operational; and compliance controls, are reviewed annually for effectiveness by the Audit Committee and the Board. The Group's system of internal control is designed to support the achievement of the Group's business objectives by appropriately managing, rather than eliminating, the associated risks. As such, the controls can only provide reasonable, not absolute, assurance against material misstatement or loss.

The annual financial forecast is reviewed and approved by the Board. Financial performance, with comparisons to forecast results, is reported to the Board at least quarterly, alongside a report on operational achievements, objectives and any issues encountered. The quarterly reports are supplemented by interim monthly financial information. Forecasts are refreshed at least quarterly in the light of market developments and the underlying performance and expectations. Significant deviations from plan are discussed at Board meetings, with corrective actions agreed as necessary.

Authorisation for expenditure is governed by established approval thresholds which are cascaded through the management structure. Any expenditure exceeding pre-defined levels must be approved by the executive Directors and designated senior managers.

Internal controls and risk management procedures are embedded into the Group's business processes and are reviewed and assessed, ensuring that any identified areas for improvement brought to the attention of management and the Board are appropriately addressed. Metrics and quality objectives continue to be actively implemented and monitored as part of an ongoing programme of continuous improvement. The visibility of regularly updated metrics, across many areas of the business, continues to be enhanced with oversight from the Group's Transformation team.

There is an extensive complement of policies and procedures, applicable across The Craneware Group, including: business ethics; information security; whistleblowing; anti-corruption, bribery and fraud; anti-slavery and human trafficking along with monitoring of mandatory employee training and policy acknowledgement for key areas. This is referred to in the ESG Statement section of this annual report.

Audit Committee: role, responsibilities and activities during the year

During the year the Audit Committee, operating under its terms of reference (which are available on the Company's website, at www.thecranewaregroup.com, and at the Company's registered office), discharged its responsibilities, including reviewing and monitoring:

- interim and annual reports information including consideration of the appropriateness of accounting policies and material assumptions and estimates adopted by management;
- the integrity of the Annual Report and Financial Statements, the Interim Report and any formal announcements relating to financial performance, to ensure clarity and completeness of disclosures, including those relating to alternative performance measures (including adjusted performance measures);
- developments in accounting and reporting requirements;
- matters of accounting significance, estimation and judgement;
- the unaudited condensed interim financial statements of the Company, for the three month period ended 30 September 2024 and for the six month period ended 31 December 2024, which were prepared for the purpose of s838 of the Companies Act 2006 and filed with the Registrar of Companies;

Audit, Risk and Internal Control **(cont'd)**

- the systems of internal control and their effectiveness, reporting and making new recommendations to the Board on the results of the review and receiving regular updates on key risk areas of financial control;
- oversight of the assessment and readiness, of the Company and the Group, for relevant provisions of the Economic Crime and Corporate Transparency Act 2023;
- the requirements or otherwise for an internal audit function;
- external auditors' plan for the year-end audit of the Company and the Group;
- the performance and independence of the external auditors. The auditors provide annually a letter to the Committee confirming their independence and stating the methods they employ to safeguard their independence;
- the audit fees charged by the external auditors;
- the formal engagement terms entered into with the external auditors;
- the provision of tax compliance services to the Group;
- the Committee's effectiveness.

The Audit Committee has reviewed the Group's profitability and liquidity as part of a number of forecast scenarios, incorporating the impact of relevant macro-economic conditions. As part of this assessment, the Committee has also reviewed the viability statement and going concern note (as included on page 28 and page 65 respectively), following which it was agreed that the going concern basis of accounting continues to be an appropriate basis of preparation for the financial statements.

In accordance with its terms of reference, the Committee has reported to the Board as to how it has discharged its responsibilities throughout the year.

Significant matters considered in relation to the financial statements

The Committee considers the appropriateness of accounting policies, critical accounting judgements and sources of estimation uncertainty relating to the financial statements. To do this, the Committee reviewed information provided by the Chief Financial Officer and reports from the external auditors setting out their views on the accounting treatments and judgements for the year ended 30 June 2025. The Audit Committee is satisfied that the judgements and estimates applied in the financial statements satisfy the requisite standards both in terms of accounting treatment and disclosure

The following table sets out the significant areas considered by the Committee in relation to the Group's financial statements for the year ended 30 June 2025, in particular the critical judgements and estimates of the Company as disclosed in the financial statements:

Area of judgement or estimate	Matter considered and Role of the Committee
Revenue recognition (Group and Company), including compliance with IFRS 15	Revenue and deferred income are significant amounts in the context of the Consolidated Statement of Comprehensive Income and the Group and Company Balance Sheets respectively. The amount of revenue to be recognised and timing of revenue recognition are determined based on the details and terms contained in the contracts with customers. Revenue recognition on non-standard contracts can involve significant judgement and interpretation of both the Group's policy and IFRS 15.
Internally developed intangible assets (Group and Company)	The Group and the Company capitalise development costs when the conditions for capitalisation, as specified in the principal accounting policies within Note 1 to the financial statements, have been met. Consequently, the Directors are required to continually assess the commercial potential of each product in development and its useful life following launch. There is judgement involved in determining whether or not costs being capitalised meet the definition of intangible assets under IAS 38 *Intangible assets*. In addition, there may be judgement involved in the assessment of whether or not the intangible assets will generate future economic benefit sufficient to recover the carrying value of the intangible asset. The Committee reviews this area as there is judgement involved in the Directors' assessment.

The Group uses Alternative Performance Measures ("APMs") and provides additional disclosures, including reconciliations to statutory measures, as set out in Note 26 to the financial statements. The Committee considers it important to take account of both the statutory measures and the APMs when reviewing these financial statements. In particular, items excluded from underlying results were reviewed by the Committee and it is satisfied that the presentation of these items is clear, applied consistently across years and that the level of disclosure is appropriate.

The Audit Committee also reviewed and considered other matters during and in respect of the financial year ended 30 June 2025 including management's assessment of new accounting standards that were not effective for adoption until after 30 June 2025.

The Audit Committee considered and discussed with the rest of the Board whether the Annual Report, taken as a whole is fair, balanced and understandable and provides the information necessary for stakeholders to assess the Group's position and performance, business model and strategy.

Internal audit arrangements

The Committee has also reviewed the arrangements in place for internal audit and concluded, due to the current size, geographical dispersion, complexity and internal control environment of the Company and the Group, that a formal internal audit function was not required. The Audit Committee believes that management is able to derive assurance regarding the adequacy and effectiveness of internal controls and risk management procedures, given the use of the same enterprise resource planning system to maintain financial transaction records across the Group and also the close involvement of the Directors and the senior management on a day to day basis, without the need for an internal audit function.

Given the importance of procedures, security, regulatory compliance, and controls related to customer data and The Craneware Group's solutions, assurance activities for the Group are primarily concentrated on these areas. Since 2019 The Craneware Group has maintained HITRUST CSF Certification for its Trisus and InSight solutions and corporate services, as well as associated operational processes. This is an external, validated audit of Craneware's security and data privacy practices, as described on pages 48 and 49. Full HITRUST CSF assessments are conducted every two years; interim assessments are conducted each intervening year. A full HITRUST assessment was conducted in FY25. The Craneware Group engages with third party auditors to support effective security practices and compliance with appropriate regulations. We regularly evaluate to ensure our certification selections continue to be the best measure of security controls. Further details regarding information security are provided in the Principal Risks and Uncertainties section and in the ESG Statement within this annual report.

The Audit Committee will continue to monitor whether there is a requirement for an internal audit function and will report accordingly to the Board.

External audit

Under its terms of reference, the Audit Committee is responsible for monitoring the independence, objectivity and performance of the external auditors, and for making a recommendation to the Board regarding the appointment of external auditors on an annual basis. The Group's external auditors, PricewaterhouseCoopers LLP, were first appointed as external auditors of the Company for the year ended 30 June 2003.

The previous audit tender process was conducted, in the year ended 30 June 2021, by the Audit Committee on behalf of the Board. Based on the Committee's assessment of the proposals received from invited audit firms, the Committee made recommendations to the Board. The Board considered the Audit Committee's recommendation and subsequently approved PricewaterhouseCoopers LLP for recommendation to shareholders, for re-appointment as auditors, at the Company's Annual General Meeting (AGM) held in November 2021. This resolution was approved by the Company's shareholders.

The audit partner within PricewaterhouseCoopers LLP is required to rotate every five years. This is the fifth year that the audit partner, Paul Cheshire, has led the engagement team for the audit of the Group's full year financial statements. As such, Paul will rotate off the audit and a new audit partner, Craig Willis, will take over as the lead engagement partner for Fiscal Year 2026.

The audit plan identified what the external auditors consider to be the key audit risks, the planned scope of work, the audit timetable and also details of how they have assessed their independence to be able to undertake the audit work. This audit plan was reviewed, along with the Committee's assessment of the auditors' independence, and was agreed in advance by the Audit Committee. Having considered the planning work carried out and the results of the audit of the Group and Company financial statements for the year ended 30 June 2025, the Committee was satisfied that the approach adopted was robust and appropriate and that auditor independence and objectivity could be relied upon. The Committee is satisfied with the performance of the external auditors and with the policies and procedures in place to maintain their objectivity and independence. The Committee considers that PricewaterhouseCoopers LLP possesses the skills and experience required to fulfil its duties effectively and efficiently and that the audit of the Group and Company financial statements for the year ended 30 June 2025 was effective. The Committee has therefore recommended to the Board the reappointment of PricewaterhouseCoopers LLP as the Company's auditors at the forthcoming AGM of the Company.

Non-audit services provided by the external auditors

Craneware is an 'Other Entity of Public Interest' ("OEPI") in accordance with the definition introduced by the Financial Reporting Council and, consequently, the Company's external auditors are only able to perform a limited number of assurance related non-audit services.

The Audit Committee has implemented procedures relating to the provision of non-audit services by the Company's auditors (subject always to the limitations in respect of Craneware being an OEPI), which include non-audit work and any related fees over and above a de-minimis level to be approved in advance by the Chair of the Audit Committee.

During the year ended 30 June 2025, as was the case in the previous financial year, the Company's auditors have not provided the Group or the Company with any non-audit work. Details of the fees paid to the auditors for audit services are shown in Note 5 to the financial statements.

Whistleblowing Policy

The Group is committed to conducting its business with honesty and integrity and it is expected that these high standards be upheld throughout the organisation. As an element of fostering a supportive and open culture within the organisation, the Group has a Whistleblowing Policy, complemented by annual training for employees. This Policy includes arrangements by which employees, consultants or contractors may, in confidence and also anonymously should they wish, raise concerns regarding possible improprieties in matters of financial reporting or other matters. These concerns would then be investigated and followed up appropriately. The Board has oversight and provision to review these arrangements and any reports arising from their operation.

Remuneration

The Board has established a Remuneration Committee which comprises non-executive Directors all of whom the Board considers to be independent, as described within the 'Composition of the Board' section above. From 13 November 2024, the Committee is chaired by Alistair Erskine and the membership of this Committee during the financial year is set out on page 85.

The Committee has responsibility for making recommendations to the Board on the remuneration packages of the executive Directors, the remuneration of the Chair of the Board and setting the level and structure of remuneration for senior management, this includes:

- making recommendations to the Board on the Company's policy on executive Directors' and senior management remuneration, and to oversee long-term incentive plans (including share plans);
- ensuring remuneration is both appropriate to the level of responsibility and adequate to attract and/or retain Directors and employees of the calibre required by the Company and the Group; and
- ensuring that executive Director remuneration is in line with current industry practice as well as in line with the internal policies for remuneration for all employees within the Group.

The Committee has presented its Remuneration Report on pages 83 to 89, which details the work it has undertaken operating under its terms of reference (which are available on the Company's website, at www.thecranewaregroup.com, and at the Company's registered office) to discharge its responsibilities. The Remuneration Committee's Report also explains the extent of the Board's compliance with provisions 83 to 99 of the Code.

AIM Rule Compliance Report

The Ordinary Shares of Craneware plc are listed on the Alternative Investment Market ('AIM') of the London Stock Exchange and, as a result, the Company has complied with AIM Rule 31 which requires the Company to:

- have in place sufficient procedures, resources and controls to enable its compliance with the AIM Rules for Companies;
- seek advice from its Nominated Advisor ("Nomad") regarding its compliance with the AIM Rules for Companies whenever appropriate and take that advice into account;
- provide the Company's Nomad with any information it reasonably requests or requires in order for the Nomad to carry out its responsibilities under the AIM Rules for Companies and the AIM Rules for Nominated Advisors, including any proposed changes to the Board and provision of draft notifications in advance;
- ensure that each of the Company's Directors accepts full responsibility, collectively and individually, for compliance with the AIM Rules for Companies; and
- ensure that each Director discloses to the Company without delay all information which the Company needs in order to comply with AIM Rule 17 (Disclosure of Miscellaneous Information) insofar as that information is known to the Director or could with reasonable diligence be ascertained by the Director.

In addition, Craneware plc maintains compliance with AIM Rule 26, which specifies a list of information that the Company is required to make publicly available. AIM Rule 26 also requires the Company to adopt a corporate governance code and the Company has chosen the UK Corporate Governance Code 2018, against which the Directors are responsible for reporting the Company's compliance as set out on pages 70 to 82.

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

Craig Preston
Company Secretary
12 September 2025

Remuneration Committee's Report

Chair's Introduction

On behalf of the Board, I am pleased to present the Remuneration Committee's Report for the year ended 30 June 2025. This is the first report since I assumed the role of Chair of the Committee in November 2024 when Russ stepped down from the Board. We greatly appreciate the significant contributions, knowledge and guidance that Russ provided to the Committee. We were delighted to welcome Tamra Minnier as a member of the Committee from March 2025, particularly given the extensive senior executive experience in US Healthcare that Tamra brings to the Committee.

Although there have been these changes to the Committee during the year, the focus remains steadfast in supporting our culture and in rewarding and retaining our employees, whilst always ensuring fairness and equity. The Group maintains a median pay positioning policy, aiming to position salaries and benefits at the market median on average based on roles, contribution and company affordability.

The Financial Review section of our Strategic Report explains the Group's financial performance for FY25 which has seen the Group deliver results at the top end or above expectations as the US Healthcare market begins to stabilise following the challenges of the recent years. We continue to be very mindful of the priorities of all our stakeholders.

The competitive market for talent in both the UK and US continues to drive our focus on ensuring a positive employee experience, with remuneration being a key factor. Many of our employee engagement and other people initiatives, including reward, are summarised within the ESG Statement.

We continue to believe that providing employees across the organisation with the opportunity to become Craneware plc shareholders delivers benefits by further aligning our stakeholders. Therefore, we have continued our practice of a granting market value share options to employees across the Group in roles below senior manager level.

Executive Director Remuneration Policy
The Committee remains committed to playing its part in the future growth of The Craneware Group. It fully recognises the importance of developing remuneration packages to attract, motivate and retain Directors of the calibre necessary, if the Group is to achieve its objectives.

There were no changes to remuneration policy for Executive Directors in the year ended 30 June 2025. Base salary and the benefits entitlement for the Executive Directors have remained largely unchanged since 1 September 2023, following the results of an independent benchmarking study which was covered in last year's Remuneration Committee's Report. With respect to long-term incentives, during the integration of the Sentry Data Systems acquisition, Executive Directors were awarded an increased grant equivalent to 200% of their salary. In September 2024, with the integration largely and successfully complete, a grant equivalent to 150% of salary was made.

We concluded the changes made to Executive Director remuneration in September 2023 were at a minimum required to achieve a competitive position in the UK market, however, any future Executive recruitment in the US market would require significant enhancements to these packages to attract equivalent talent.

Executive Director Remuneration Outcome for year ended 30 June 2025
Our remuneration focus has been to continue to support the organisation on its accelerating growth strategy and our focus the US Healthcare market and supporting our healthcare partners with the ongoing challenges they face on a daily basis. The Group has successfully maintained its stated goal of a 30+% EBITDA margin whilst investing in the future of the business and its products. The senior team continues to drive the success of the enlarged Group. We have also been able to continue to focus our policy of paying employees, on average, at median market rates based on individual contribution.

The Revenue and EBITDA growth achieved in the year, being on or ahead of consensus, has allowed for bonus to be payable to all senior employees (including the Executive Directors) in accordance with the Board approved bonus plan rules.

The Remuneration Committee has assessed the extent to which both the relative Total Shareholder Return and growth in adjusted diluted earnings per share performance conditions have been satisfied, over each of three overlapping three year measurement periods, for the long term incentive plan awards which were granted to Executive Directors and other senior managers in November 2022. The Committee considered that the formulaic outcome of the performance condition provided an appropriate vesting level and therefore we did not apply Committee discretion to override that outcome. This assessment will result in these awards vesting to the extent, in total, of 78.81% on 18 November 2025.

Chair's Introduction (cont'd)

We believe our emphasis on Long Term Incentives within our remuneration strategy continues to be successful in aligning the interests of our Executive Team with those of our shareholders. The associated performance targets continue to appropriately reward performance without delivering any windfall gains due to external factors.

On behalf of the Committee, I thank you for your support. We hope that this report provides you with clear explanations of remuneration policies and practices within The Craneware Group, in the context of the Group's growth strategy and financial performance, and also insight of how we manage and oversee these matters.

Alistair Erskine
Chair of the Remuneration Committee

Introduction

This report sets out Craneware plc's remuneration and benefits provided to its Directors for the financial year ended 30 June 2025. A resolution to approve this report will be proposed at the Annual General Meeting ("AGM") of the Company at which the financial statements will be presented for consideration by shareholders. As an AIM listed company, Craneware plc is not required to comply with the Directors' Remuneration Report regulations requirements under Main Market UK Listing Rules or those aspects of the Companies Act 2006 applicable to listed companies. The Board of Directors selected the UK Corporate Governance Code 2018 ('the Code') as its corporate governance framework and our extent of compliance within the Code, is set out and explained within the Corporate Governance Report on pages 70 to 82. Further details and explanations regarding the extent of compliance with the Remuneration provisions of the Code are included within this report of the Remuneration Committee.

Remuneration Committee

The Company has a Remuneration Committee ("the Committee") in accordance with the recommendations of the Code. The members of the Committee during the financial year were:

From 1 July 2024 to 13 November 2024	From 13 November 2024 to 27 March 2025	From 27 March 2025 to 30 June 2025 and to the date of approval of this Report
Russ Rudish (Chair)	Alistair Erskine (Chair)	Alistair Erskine (Chair)
Alistair Erskine	Anne McCune	Anne McCune
Anne McCune		Tamra Minnier

None of the Committee members has any personal financial interests in matters directly decided by this Committee, nor are there any conflicts of interests arising from cross directorships or day to day involvement in the running of the business.

The responsibilities of the Remuneration Committee are outlined on page 82 and the Committee's terms of reference are available on the Company's website at www.thecranewaregroup.com and at the Company's registered office.

The Committee met four times during the year and the meeting attendance is shown on page 75. No Director is involved in any decisions as to their own remuneration. The Company's Chief Executive Officer and / or the Chief People Officer will attend meetings on occasion, at the invitation of the Committee, to advise on operational aspects of implementing existing and proposed policies and also to provide a summary of relevant results and feedback from employee engagement surveys and roundtable discussions, market data and updates on general remuneration policy trends and peer group information. The Company Secretary acts as secretary to the Committee. Under the Committee Chair's direction, the Chief Executive Officer, the Chief People Officer and the Company Secretary have responsibility for ensuring the Committee has the information relevant to its deliberations. In formulating its policies, the Committee has access, as required, to professional advice from outside the Company and to publicly available reports and statistics.

Chair of the Remuneration Committee

Russ Rudish was Chair of the Remuneration Committee from 18 November 2020 until 13 November 2024, when he stepped down from the Board. Alistair Erskine became Chair of the Remuneration Committee at this point. Alistair had previously served as a member of the Committee for nearly four years.

Shareholder consultation

The Board of Directors welcomes dialogue with its shareholders over matters of remuneration. There were no changes to executive Director remuneration policy proposed by the Remuneration Committee in the year ended 30 June 2025 and consequently the Committee did not consult with shareholders during the year. Shareholders will be informed by the Remuneration Committee of any future changes in executive Director remuneration policy in the Remuneration Committee's Report. In addition, if such policy changes are considered substantial and after having taken advice from relevant advisers, significant shareholders will be consulted in advance.

Voting at General Meeting: Directors' Remuneration Report

The Directors' Remuneration Report will be put to an advisory vote at the AGM in November 2025. A similar resolution was put to the AGM held on 13 November 2024 and was supported by the resolution being passed on a poll vote at that meeting, with the voting summarised as follows:

Resolution 2: To approve the Directors' Remuneration Report for the financial year ended 30 June 2024

Votes for		Votes Against		Votes Total	Votes Withheld
23,767,556	*98.8%*	295,085	*1.2%*	**24,062,641**	1,831

A vote withheld is not a vote in law which means that a vote withheld is not counted in the calculation of votes for or against the resolution.

Director Remuneration Policy

The Remuneration Committee is conscious of the need to design executive remuneration packages that attract, motivate and retain Directors of the calibre necessary to operate in the Group's end market of US Healthcare whilst achieving the Group's growth objectives and to reward them for enhancing shareholder value. The Remuneration Committee intends that the Director Remuneration Policy aligns with best practice, as far as reasonably practicable, and is appropriate for the organisation; the Committee retains the right to exercise discretion to ensure the appropriate outcomes in relation to executive Director remuneration. In addition, the Remuneration Committee considers that executive remuneration policy should not only be easy to understand, but also straightforward and simple to implement and administer, as outlined in the table below in the context of Provision 40 of the Code.

Compliance with Provision 40 of the UK Corporate Governance Code 2018

Clarity	The Committee aims to provide clear and transparent explanations and disclosures of Director remuneration arrangements, as set out in this Report.
Simplicity	Simplicity is an important guiding principle for the Committee in the design of the remuneration structure for executive Directors. The Remuneration Committee believes that executive Director remuneration policy should be easy to understand, and straightforward to implement and administer. The policy is deliberately not complex, with variable pay elements consisting of an annual performance bonus and equity-settled long term incentives. Only a small number of focused targets, based on the Group's performance, are used for these variable pay elements.
Risk	It is considered that the design of the annual bonus and long term incentive arrangements do not encourage inappropriate risk taking. Performance conditions for bonus and share-based incentives are appraised each year by the Committee in light of corporate objectives, performance expectations, and alignment to shareholder interests. The Committee has the ability to apply discretion to formulaic outcomes. Post-vesting holding periods for Long Term Incentive Plan ("LTIP") awards and shareholding guidelines apply to the executive Directors. Clawback provisions also apply to the LTIP.
Predictability	The executive Director remuneration policy has maximum opportunity levels for variable components, with actual incentive outcomes varying depending on the Group's performance against specific measures.
Proportionality	A primary link between executive remuneration outcomes and long term performance is established through the long term incentive awards which have stretching targets, based on relative total shareholder return performance and earnings per share. In addition to performance conditions, post-vesting holding periods for LTIP awards and shareholding guidelines provide alignment with shareholder interests.
Alignment to culture	The Committee believes that the executive incentive schemes promote behaviours consistent with Group's purpose, values and strategy. The metrics used to measure performance for the annual bonus and long term incentives are considered to drive behaviours that are consistent with the business strategy, values and culture of the organisation and aligned to shareholder interests. The Committee voluntarily puts this Remuneration Committee Report to an advisory vote at the Company's AGM.

Consideration of employee pay structures across the Group

The Committee considers pay structures across the wider Group when setting the remuneration policy for executive Directors. As explained below, no direct comparison measures are presented however the Committee believes that the intentions of the Code are achieved in the resulting executive Director remuneration policy applicable from 1 September 2023. The Group has a median pay positioning policy and as such has sought to position, on average, base salaries at the median of the market for all employees, including Directors, in respect of their role, their contribution and company affordability.

The benchmarking study completed in FY24 utilised independent external measures for that assessment. The Remuneration Committee continues to monitor internal and external measures, including the Group policy described above, and as such has not made any changes to base salary for the Executive Directors in the current year.

Although the Committee does not formally consult with employees to explain how executive remuneration aligns with the Group-wide pay policy, as part of this process, all members of the Committee are members of the Board and the Board receives employee updates which contain, amongst other updates, feedback from employee engagement surveys which include general views on employee remuneration. This employee-related information is provided and explained to the Board by the Chief People Officer (Issy Urquhart) who is also an executive Director of the Company. There was no formal employee engagement, in respect of executive Director remuneration, during the year, however employee and leadership round table discussions (which have an open agenda) have taken place during the year, as described on page 45. As noted above, the same policy of paying at median applies across all employees of the Group (based on benchmark data).

The Committee and the rest of the Board continue to believe that encouraging wider share ownership, by all employees, delivers benefits by further aligning our stakeholders. During the year, the Committee again decided that discretionary share option awards should be granted to employees in roles below senior manager level in order to provide this opportunity in the future, if employees choose to do so. The 'All employee share option awards' section below describes these share option awards.

The Committee also reviews employee remuneration and related practices which includes approving the design of, and determining targets for, the bonus plan that is applicable to all eligible senior employees within the Group for the year ended 30 June 2025. The targets set under the plan are consistent to all participants, including executive Directors and senior managers. The Committee also authorises the extent of any annual payments made under the bonus plan. In addition, the Committee provides guidance on general remuneration practices across the Group and the Committee is consulted regarding any significant changes to benefit and pay structures throughout the Group.

Elements of executive Director remuneration

The main elements of the remuneration package for executive Directors are:

- base annual salary and benefits in kind;
- pension entitlement;
- annual performance related bonus; and
- long term incentives.

The Company's policy is that a substantial proportion of the remuneration of executive Directors should be performance related. There were no significant changes to the remuneration policy for executive Directors for the year ended 30 June 2025.

Base salary

Objective	Providing a competitive base annual salary for the market in which the Group operates, allows the Company to attract and retain high calibre executive Directors with the skills and experience required to help to achieve the Group's strategy within the US Healthcare market.
Operation	The Committee intends that base salary for each executive Director should usually be reviewed annually, or when an individual's position or responsibilities change. A review will not necessarily result in an increase to base salary. Base salary is paid in cash, normally as a fixed amount each month.
Opportunity	Any proposed executive Director salary increases are considered by the Remuneration Committee in the context of factors such as: Group performance, role, responsibilities, experience, market data for comparable roles, employment conditions elsewhere in the Group and the economic environment.

Benefits

Objective	A benefits package, in line with market practice, is offered to executive Directors to complement base salary.
Operation	Executive Directors are entitled to private medical and dental insurance (individual and family cover), life assurance, critical illness cover, permanent health insurance, annual health assessment and travel insurance (individual and family cover) and a car allowance of £15,000 per annum. The type of benefits offered, eligibility and the cost of benefits are reviewed periodically. Market rates govern the cost of benefits which is not capped.
Opportunity	Benefits are set at a level which the Remuneration Committee considers appropriate.

Director Remuneration Policy (cont'd)

Pension Entitlement

Objective	To provide an appropriate level of post-retirement benefit for executive Directors.
Operation	The Company operates a defined contribution group personal pension plan in which all UK employees, including executive Directors, are entitled to participate. As part of this pension scheme, the Company matches employee contributions into the pension plan at up to a specified percentage of base salary. The Company will make payments in lieu of pension in the event that an executive Director has exceeded their pension annual allowance. In addition, the Company pays a fixed sum per annum to the Chief Executive Officer in lieu of contributions to a personal pension plan.
Opportunity	The current level of contribution by the Company to the pension scheme for executive Directors is at the same rate as applies for all other UK employees who participate in the pension scheme.

Annual performance-related bonus

Objective	To incentivise the achievement of short-term financial and strategic goals.
Operation	Under the Group's senior employee annual performance related bonus plan, executive Directors are eligible to earn a non-pensionable cash bonus based on targets set by the Committee. In determining these targets, the Committee's objective is to set stretching targets that reflect demanding financial performance for the year, whilst ensuring returns to shareholders through the "EBITDA gate", but also provide for the Group's future growth. The chosen metrics reflect those that have been identified as the key, primarily financial, indicators of the Group's success against its strategy. Bonus plan rules are exclusively subject to Remuneration Committee discretion. This includes, but is not limited to, whether or not to fund the bonus plan, to make any payment or the amounts to be paid by way of bonus under the plan (regardless of whether the Group has achieved or exceeded the required targets). The Committee has discretion to adjust the formulaic bonus outcomes both upwards (within the policy limits) and downwards to ensure alignment of pay with the underlying performance of the business over the financial year. Annual bonuses are normally paid following the publication of the Group's audited annual financial results for the relevant financial year.
Opportunity	Maximum bonus entitlements are set at a level that allow additional growth of overall remuneration for out-performance of targets.

Long term incentives

Objective	To incentivise the achievement of the Group's long-term strategy and the creation of long-term shareholder returns.
Operation	Awards are granted annually with vesting dependent on the achievement of specified performance conditions over three years. Award levels and applicable performance conditions are considered by the Remuneration Committee prior to the grant of awards. The Remuneration Committee has discretion to decide whether and to what extent the performance conditions have been met and, in appropriate circumstances, to override the formulaic outcome. The awards granted to executive Directors are also subject to an additional two-year holding period after the vesting date. Malus and Clawback provisions apply, as outlined in the 'Share-based awards' section below.
Opportunity	Maximum award in a financial year of 200% of base salary; with maximum of 300% of base salary in exceptional circumstances.
Performance measures	Vesting will be subject to the extent of achievement of specified performance conditions, measured over at least a three year period and usually tested on an annual basis, as determined by the Remuneration Committee. Details of the performance conditions applicable to the awards granted in the year ended 30 June 2025 are set out in the 'Share-based awards' section below.

Shareholding guideline

Objective	To create greater alignment of executive Directors' and senior managers' interests with those of our shareholders
Operation	A shareholding guideline was introduced, applicable for the executive Directors and for senior management, effective from October 2020. The guideline expects executive Directors and senior managers to build up a shareholding equivalent to 200% of base salary. Vested but unexercised share option awards are included in the shareholding guideline on a net of exercise cost and tax basis. The interests of the Chief Executive Officer and the Chief Financial Officer in the Ordinary Shares of the Company, as set out in the Directors' Report on page 67, exceed the shareholding guideline.

Policy on non-executive director remuneration

The remuneration of the non-executive Directors, other than the Chair of the Board, is determined by the Board as a whole within limits set out in the Articles of Association. The levels of remuneration for non-executive Directors are considered to reflect the time commitment and responsibilities of the role. The non-executive Directors, including the Chair of the Board, do not participate in performance related bonus or share-based incentive arrangements.

Fees	Non-executive Director fees are not performance-related; they reflect the time commitment and responsibilities of each role, appropriate for a Group of our size and complexity.
Objective	The aim is to set the fees at a level appropriate to attract and retain high calibre non-executive Directors with a range of skills and commercial and other experience relevant to the Group and to complement the Board.
Basis of Fee	The Chair of the Board is paid a single annual fee. The other non-executive Directors are paid a base annual fee reflecting membership of the Board and Committee(s) of the Board. Additional fees may be paid to non-executive Directors for further responsibilities such as chairing committees of the Board. Fees are paid in cash. The setting and review of the remuneration of non-executive Directors is a matter for the Chair of the Board and the executive Directors. The non-executive Directors are not involved in any decisions about their own remuneration. The level of fees for the year ended 30 June 2025 are shown in the tables on page 96.
Other Items	Non-executive Directors do not receive any benefits or pension contributions. Non-executive Directors do not participate in the Group's bonus plan or long term incentive plans.

Recognising that it had been several years since the fee levels for non-executive directors were last reviewed, during FY25 the remuneration of the Chair of the Board was reviewed by the Remuneration Committee. In conducting this review, the Committee considered several sources of data for Chair of the Board fee levels in other AIM listed companies. The remuneration of the other non-executive directors was reviewed by the Chair of the Board and the executive Directors during the year. The outcome of these reviews was an increase, effective from 1 November 2024, to both the annual fee for the Chair of the Board and the non-executive director fees. These fees are reflected in the Directors' Emoluments table on page 96.

Directors' remuneration

The Committee considers, taking into account macro-economic factors and remuneration practices across the Group, that executive Director remuneration policy operated in line with the Committee's aims for the financial year, in terms of Company performance and quantum.

The remuneration package for the executive Directors, for the year ended 30 June 2025, comprised:

(i) Base salary

There were no changes to base salary for each of the executive Directors in the year ended 30 June 2025.

(ii) Benefits in kind

The 'Benefits – Operation' section above describes the entitlement to benefits for the executive Directors in FY25.

Director Remuneration (cont'd)

(iii) Pension entitlement

The executive Directors participate in the same defined contribution group personal pension plan which is available to all UK employees. The Company matches the executive Director and other UK employee contributions into the pension plan at up to 6% of base salary (year ended 30 June 2024: 6% of base salary) per annum. In addition, the Company pays a fixed sum, of £5,000 ($6,500 approximately) per annum, to the Chief Executive Officer in lieu of payments to a personal pension plan. The Company makes payments in lieu of pension in the event that an executive Director has exceeded their pension annual allowance.

(iv) Annual performance related bonus

The annual performance related bonus plan is outlined in the Director Remuneration Policy section above and under this plan, executive Directors are eligible to earn a cash bonus (non-pensionable) payment based on targets that are set by the Committee. In addition to the executive Directors, the other members of the senior management team and other senior managers across the Group were also eligible to participate in this bonus plan.

After careful consideration of the Group's performance and the interests of its relevant stakeholders, the Remuneration Committee determined that the calculated outcome of the bonus payable to the executive Directors for the year ended 30 June 2025 was appropriate. Consequently, no discretion has been applied by the Committee to the formulaic outcome for the bonus. The amount payable to each of the executive Directors is included in the Directors' Emoluments table below.

(v) Share-based awards

During the year and historically the Company has operated employee share plans from which, and at the discretion of the Committee, executive Directors and other employees (including senior management) can be granted share-based awards.

Share plans

The Company currently operates several employee share plans which are described in Note 7 to the financial statements. Long term incentive awards can be granted to executive Directors and to senior management from these plans:

- The Craneware plc Long Term Incentive Plan (2022) (the "2022 LTIP");
- The Craneware plc Schedule 4 Company Share Option Plan (2016) (the "Schedule 4 Option Plan"); and
- The Craneware plc Unapproved Company Share Option Plan (2016) (the "Unapproved Option Plan").

There are also two legacy share plans which are:

- The Craneware plc Employees' Share Option Plan 2007 (the "Share Option Plan 2007"); and
- The Craneware plc Long Term Incentive Plan (2016) (the "2016 LTIP").

The Company no longer grants awards from the legacy share plans but awards, which were granted under these plans in the past and to the extent they are still outstanding, continue to subsist on their original terms and in accordance with the rules of the relevant plan until they vest or are exercised or lapse.

Following its establishment in November 2022, the 2022 LTIP has been used to grant conditional rights to acquire shares in the Company to executive Directors and senior employees, the vesting of which is normally dependent on both the satisfaction of prescribed performance conditions and the continued employment of the relevant individual throughout the period of three years from grant. Although the 2022 LTIP is intended to be used as the primary means of incentivising senior management, the Committee was also of the view that it would be useful for the Company to have the flexibility to grant "market value" options if and when it was appropriate to do so. The Schedule 4 Option Plan allows for the grant of tax advantaged options to UK based participants over shares worth up to £60,000 per individual (for options granted prior to 6 April 2023, up to £30,000 per individual); and the Unapproved Option Plan is used to grant options where the above limit has been reached or where the relevant individual is not based in the UK.

Long Term Incentive Plan awards

The value of long term incentive awards granted to the executive Directors in September 2024 were at 150% of base salary (awards granted in FY20 through FY24 to the executive Directors were at 200% of base salary). Further details of these awards are provided below.

Malus and Clawback provisions

The Rules of the 2022 LTIP provide that awards may be reduced (including to nil) at any time before they vest if the Remuneration Committee determines that one or more of the following circumstances arises or comes to light:

- the material misstatement of the Company's financial results for whatever reason;
- the discovery that the number of shares over which the award was granted was based on an error or on the basis of any information or assumption that the Committee subsequently discovers to have been inaccurate or misleading;
- the relevant participant's employment with the Group is summarily terminated (or, in the opinion of the Committee, could have been summarily terminated) for any reason including, but not limited to, dishonesty, fraud, misconduct, misrepresentation or breach of trust;
- the relevant participant has breached any applicable anti-bribery or anti-corruption laws;
- the Company or any other Group member becomes insolvent or otherwise suffers a corporate failure so that the value of the Company's shares is materially reduced, provided that the Committee determines following an appropriate review of accountability that the relevant individual should be held responsible (in whole or in part) for that insolvency or corporate failure;
- any other circumstances arise where, in the Committee's reasonable opinion, any act or omission of the relevant individual has caused, or is reasonably expected to cause, significant damage to the business interests or reputation of the Company or any other Group Company.

The Rules of the 2022 LTIP also provide that during the period of two years following vesting, the Committee may apply clawback to all or a proportion of the shares received by a participant in connection with their award in substantially the same circumstances as apply to malus (as described above). Clawback may be effected, among other means, by requiring the transfer of shares back to the Company or as it directs, payment of cash or reduction of outstanding or future awards.

Remuneration Committee discretion – share plans

The Remuneration Committee has the power to vary the terms of the performance conditions attaching to an outstanding share plan award in exceptional circumstances, provided that the amended conditions are, in their opinion, neither materially easier nor more difficult to achieve than the original performance conditions as envisaged by the Committee at the date of grant of that award.

Consistent with Provision 37 of The UK Corporate Governance Code 2018, the rules of the 2022 LTIP contain an overarching discretion for the Committee to vary (upwards or downwards) the formulaic vesting outcomes produced by the operation of the prescribed performance conditions (thereby reducing the risk that there is a misalignment between overall corporate performance, the award holder's personal performance and the level of reward delivered to executives). The rules of the 2022 LTIP contain change of control provisions which allow the Committee to take into account a range of considerations (including the underlying performance of the Group) when determining vesting levels in these circumstances.

Post vesting holding period

There is a two-year post vesting holding period for LTIP awards (net of associated taxes) applicable for all awards granted to and whilst serving as, executive Directors and senior management on LTIP awards including those awards granted on 16 September 2024. The Committee intends that a post vesting holding period requirement will also apply to future LTIP awards granted to the executive Directors and senior management.

Shareholding guideline

The interests of the Chief Executive Officer and of the Chief Financial Officer in the ordinary shares of the Company, as set out in the Directors' Report on page 67, exceed the shareholding guideline which expects executive Directors to build up a shareholding equivalent to 200% of base salary.

Provision 36 of the Code expects there to be a post-employment shareholding policy for executive Directors. This policy has not been developed and implemented although this provision in the Code is acknowledged by the Committee. The Committee will keep this under review but considers that this is acceptable, in view of the shareholding guideline applicable to executive Directors and that this guideline is already significantly exceeded by two of the executive Directors.

Share plan awards granted to executive Directors in the year ended 30 June 2025

On 16 September 2024, each of the executive Directors was granted a conditional share award under the 2022 LTIP and these awards are included in the tables on page 99. The total value of the award at date of grant was equal to a total of 150% of the base salary for each of these directors.

Conditional share awards and / or share options were granted to certain other employees (including senior management) on 16 September 2024 under the 2022 LTIP and the 2016 option plans. In relation to those employees (not the executive Directors or other members of the senior management team) who were granted share options as part of their long term incentive awards, those share options granted under the Schedule 4 Option Plan or the Unapproved Option Plan will only become exercisable three years after the date of grant. Share options will expire, at the latest, 10 years after the date of grant.

The vesting of the awards, which were granted in September 2024 to the executive Directors and to senior management, are subject to two sets of performance conditions, with equal weighting, set by the Committee that are appropriate to the strategic objectives of the business. These conditions are considered to be challenging and in line with best practice/ investor guidelines and are measured over three years.

The Committee reviewed the appropriateness of the performance metrics, applicable for the long term share-based incentives to be awarded to the executive Directors and senior management in the year ended 30 June 2025, in the context of the Group's purpose and strategy, business performance and alignment to stakeholder interests. The Committee concluded that a profit measure - a growth in adjusted diluted Earnings per Share ("EPS") metric, should again apply to the long term incentive awards in addition to a relative total shareholder return ("TSR") metric and the Committee considered that these measures would provide an appropriate assessment of the Group's performance.

Accordingly, for the conditional share awards granted on 16 September 2024 to executive Directors and to senior management and for share options granted from the 2016 share option plans to other senior employees, the performance conditions are:

(i) 50% of the quantity of each share plan award is subject to a relative TSR metric; and

(ii) 50% of the quantity of each share plan award is subject to a performance condition based on the growth in adjusted diluted EPS for the Group.

Relative TSR performance condition

This performance condition is based on the Company's TSR performance relative to the performance achieved by the constituent companies in the FTSE AIM 100 Index (the "Comparator Group").

Director Remuneration **(cont'd)**

The TSR performance condition applicable to the conditional share awards granted under the 2022 LTIP to the executive Directors and to senior management on 16 September 2024 are assessed over the period of three years, commencing on the date of grant, during which each company in the Comparator Group will be ranked in order of TSR performance. The relative TSR performance condition, which applies to 50% of the total of each award, is measured in three tranches such that one sixth of the Ordinary Shares, over which the awards subsist, will vest based on performance over the three years ending on 30 June 2025; one sixth based on performance over the three years ending 30 June 2026; and the final sixth based on performance over the three years to 30 June 2027 – resulting in an aggregate, minimum five year performance evaluation period.

Vesting will then take place as shown in the table on page 93 based on the TSR ranking. However, notwithstanding the TSR ranking achieved by the Company, no part of a share plan award subject to the above conditions will vest unless the Committee is satisfied that there has been an overall satisfactory and sustained improvement in the underlying financial performance of the Group over the relevant period.

The vesting profile applicable to the LTIP awards granted to executive directors in November 2022 and in September 2023, are shown in the table on page 93. The extent of vesting for the tranches of those awards measured to the period ended 17 July 2025 is described in the 'Performance condition measurement assessment to 30 June 2025' section below.

Growth in Adjusted Diluted EPS performance condition
This performance condition is based on the Adjusted Diluted EPS, as presented in the notes to the audited consolidated financial statements of the Group for the relevant financial year but excluding the impact of any share-based payments expense recognised in the financial statements. Adjusted Diluted EPS Growth (expressed as a compound annual growth rate percentage) is calculated by comparing the Adjusted Diluted EPS for the final financial year in the three year measurement period with the Adjusted Diluted EPS for the financial year which ended immediately prior to the commencement of that three year measurement period. Vesting will then take place, based on the Committee's assessment of this performance condition, as noted in the table on page 93.

For the long term incentive share plan awards which were granted on 16 September 2024, if and to the extent that the relative TSR and / or the growth in adjusted diluted EPS performance conditions are satisfied and subject to the award holder's continued employment within The Craneware Group throughout the period, the conditional share award will normally vest three years after the date of grant.

Performance condition measurement assessment to 30 June 2025

For LTIP awards previously granted to the executive Directors: in September 2024, the first tranche is not due to vest until 16 September 2025; in September 2023, the second tranche is not due to vest until 15 September 2025; and for the LTIP awards granted in November 2022, the third (final) tranche is not due to vest until 18 November 2025. However, the performance criteria for these tranches were to be tested against the Company's performance to 30 June 2025. The performance metrics applicable to these awards is summarised in the table below. The extent to which the performance conditions are achieved are assessed by the Committee each year, in respect of each tranche of one third of the quantity of shares subject to each award, over a three-year measurement period.

Long term incentive share plan awards	Summary of Performance Metrics
Granted in year ended 30 June 2023 (grant date: 18 November 2022) **and** **Granted in year ended 30 June 2024 (grant date: 6 September 2023)**	<u>For 50% of the quantity of each award:</u> Craneware plc's TSR relative to the ranked TSR of the constituents of the FTSE AIM 100 Index: • 50% to vest if ranking of the Company's TSR against the Comparator Group is at the Median • 100% will vest if ranking of the Company's TSR against the Comparator Group is at or above the Upper Quartile (with straight line vesting between the Median and Upper Quartile) <u>For 50% of the quantity of each award:</u> Growth in Adjusted Diluted EPS of the Group (expressed as a compound annual growth rate): • 50% will vest if growth in adjusted diluted EPS over the measurement period is 8% • 100% will vest if growth in adjusted diluted EPS over the measurement period is 15% or above (with straight line vesting between 8% and 15% growth)
Granted in year ended 30 June 2025 (grant date: 16 September 2024)	<u>For 50% of the quantity of each award:</u> Craneware plc's TSR relative to the ranked TSR of the constituents of the FTSE AIM 100 Index: • 45% to vest if ranking of the Company's TSR against the Comparator Group is at the Median • 100% will vest if ranking of the Company's TSR against the Comparator Group is at or above the Upper Quartile (with straight line vesting between the Median and Upper Quartile) <u>For 50% of the quantity of each award:</u> Growth in Adjusted Diluted EPS of the Group (expressed as a compound annual growth rate): • 0% will vest if growth in adjusted diluted EPS over the measurement period is at or below 7.5% • 50% will vest if growth in adjusted diluted EPS over the measurement period is 10% • 100% will vest if growth in adjusted diluted EPS over the measurement period is 12.5% or above • with straight line vesting between 7.5% and 12.5% growth.

<u>Relative TSR performance measure</u>

To accurately assess the TSR performance in respect of the three relevant financial years under review, TSR performance is tested at the later of the 30 June, or the day after the Trading Statement is issued in respect of the financial year under review. This ensures the TSR incorporates the impact of the current year's Group performance. The Trading Statement for the financial year ended 30 June 2025 was published on 16 July 2025.

Craneware plc's relative TSR for this period to 17 July 2025, when ranked against that Comparator Group (being the constituent companies in the FTSE AIM 100 Index) was within the upper quartile and therefore these tranches, being one third of the quantity for each of the awards, will vest to the extent of:

- 100% for half of the first tranche, second tranche and third tranche, respectively, of the long term incentive awards which were granted in September 2024, in September 2023 and in November 2022 (the other half of those tranches being subject to the growth in adjusted diluted EPS metric; the testing of that metric is explained below).

<u>Growth in Adjusted Diluted EPS performance measure</u>

The Adjusted Diluted EPS for the Group, excluding the impact of share-based payments expense recognised in the consolidated financial statements, for the relevant financial years was:

	FY25 cents	FY22 cents
Adjusted Diluted EPS (as per Note 11 to the financial statements for FY25)	114.2	88.1
Add back: Impact of Share-based payments expense (net of tax)	12.3	4.6
Adjusted Diluted EPS (for performance condition metric)	**126.5**	**92.7**

Director Remuneration (cont'd)

The compound annual growth in the adjusted diluted EPS metric for the Group was therefore 10.91% for the three-year measurement period ended 30 June 2025. Accordingly, the share plan awards, which are subject to this performance condition, shall vest to the extent of:

- 68.20% for the other half: of the first tranche of the awards which were granted on 16 September 2024; and
- 70.78% for the other half: of the second tranche of the awards which were granted on 6 September 2023 and of the third tranche of the awards granted on 18 November 2022.

Overview of performance condition assessment

In assessing the vesting outcome of the LTIP awards, the Committee has evaluated whether any Windfall Gains occurred or whether it is appropriate to alter the formulaic outcome from the performance condition assessment. The Committee has concluded, based on the outcomes detailed, that neither situation existed in the current year and therefore no exercise of the Committee's discretion was necessary for such factors.

Conditional Share Awards (granted from the 2022 LTIP) due to vest in November 2025

As a result of:

- the relative TSR performance condition measurement to 17 July 2025; and
- the Growth in Adjusted Diluted EPS performance condition measurement for the three-year period ended 30 June 2025

for the final tranche of the LTIP awards which were granted to the executive Directors on 18 November 2022, will result in those awards vesting as follows on 18 November 2025:

Executive Director	Maximum no. of shares subject to award at grant	Lapsed from 1st & 2nd tranches following testing of performance conditions for FY23 and FY24	Held At 30/06/25	Lapsed (due to performance condition assessment: to 17 July 2025 (for relative TSR); to 30 June 2025 (for growth in Adjusted Diluted EPS))	Due to vest on 18 November 2025
	Number of Ordinary Shares subject to the LTIP awards granted on 18 November 2022				
K Neilson	30,796	(5,027)	25,769	(1,500)	**24,269**
C T Preston	22,890	(3,736)	19,154	(1,115)	**18,039**
I Urquhart	15,734	(2,568)	13,166	(766)	**12,400**

All employee share option awards

Share options granted to employees in the year ended 30 June 2025

The Committee and the other Directors are supportive of providing the wider population of employees with an opportunity to become Craneware plc shareholders as this promotes alignment to shareholder interests, and aids with recruitment and retention. As such, the Committee again decided (in the context of employee reward arrangements) that a grant of share option awards should be made during FY25 to most eligible employees within the Group in roles below senior manager. Share options were therefore granted to employees on 16 September 2024, and in the previous three financial years, from the Schedule 4 Option Plan (for UK employees) or from the Unapproved Option Plan (for US employees).

There are no performance conditions applicable to these share options, only a service condition applies whereby the share option will become exercisable (subject to limited exceptions allowed for in the rules of the option plan) from the third anniversary of the date of grant if the option holder remains in continuous employment within the Craneware group of companies throughout that period.

Savings-related all employee share option plans

Share options were granted under a Save As You Earn ("SAYE") share option plan (for UK employees) and an Employee Stock Purchase Plan ("ESPP") (for US employees within the Group) in the years ended 30 June 2020 and 30 June 2021, as referenced in Note 7 to the financial statements. SAYE and ESPP share option plans allow employees and executive Directors, who choose to participate, to contribute regularly to the plans from their net salary and then use those funds to buy shares in Craneware plc at the end of the savings period. This is usually at a discounted purchase price that is set at the start of the savings period.

The Committee has the discretion to decide whether to launch invitations to participate under these plans, at times when it is permitted to do so in accordance with the rules of the plans. There were no invitations to participate launched, or subsequent share options granted, from these plans in the years ended 30 June 2022 through to and including 30 June 2025. The Committee continues to keep under review when it is appropriate to launch a new invitation under these plans, in view of the complement of other share-based awards across the organisation.

Source of shares and dilution limits

The share plans are being operated in conjunction with an Employee Benefit Trust, The Craneware plc Employee Benefit Trust, ("EBT"). Further details regarding the EBT are contained in Note 17 to the financial statements.

Conditional share awards granted under the LTIP and share options granted from the share option plans may be satisfied either by the issue of new Ordinary Shares, the transfer of shares from treasury or the transfer of existing Ordinary Shares purchased in the market.

In any ten year period, the Company may not issue (or grant rights to issue) more than 10% of the issued ordinary share capital of the Company under the LTIP and any other employee share plan adopted by the Company. For the purpose of this limit:

- any Shares which are purchased in the market by the EBT for the purposes of satisfying Awards will not be counted;
- treasury Shares will count as new issue Ordinary Shares unless institutional investors decide that they need not count; and
- no account will be taken of any Shares where the right to acquire them was released or lapsed prior to vesting/ exercise.

Details of all share options and conditional share awards, which have been awarded and had not lapsed or been exercised or released at 30 June 2025, are contained in Note 7 to the financial statements

Service Contracts

The executive Directors and the non-executive Directors are employed under individual employment arrangements or letters of appointment where appropriate. Details of these service contracts are set out below.

	Contract Date	Unexpired Term	Normal Notice Period
K Neilson	Founder	Rolling	3 months*
C T Preston	15 September 2008	Rolling	3 months*
I Urquhart	27 April 2022	Rolling	3 months*
W Whitehorn	1 January 2020	Rolling	1 month
D Kemp	1 March 2020	Rolling	1 month
A Erskine	24 February 2020	Rolling	1 month
A McCune	16 November 2022	Rolling	1 month
T Minnier	13 November 2024	Rolling	1 month
S Nelson	16 January 2025	Rolling	1 month

* The notice terms for Keith Neilson, Craig Preston and Issy Urquhart are normally three months, however in the event of a change of control, these notice periods are automatically extended to twelve months.

Subject to the prior approval of the Board in each case, executive Directors can accept external appointments as non- executive directors of other companies provided that any such appointment does not conflict with the director's duties or time commitment to The Craneware Group. Executive directors are permitted to retain any fees received from such non-executive director appointments. I Urquhart serves as a non-executive director of Concurrent Technologies plc which has its shares listed on the AIM market of the London Stock Exchange. The other executive Directors do not hold any outside appointments with any other publicly traded company.

Directors' Interests

The Directors' interests in the ordinary shares of the Company are set out in the Directors' Report on page 67.

Directors' Emoluments

For Directors who held office during the course of the year, emoluments[1] in respect of the year ended 30 June 2025 were as follows: (note: with the exception of C Blye, R Rudish, A Erskine, A McCune, T Minnier and S Nelson all directors are paid in Sterling; the amounts below are translated into US Dollars at the relevant average exchange rate for the year being reported).

	Salary/Fees $	Benefits[2] $	Bonus $	Pension[3] $	Total 2025 $	Total 2024 $
Executives						
K Neilson[A,B]	472,383	24,147	637,432	34,814	**1,168,776**	809,055
C T Preston[C,D]	375,318	24,014	506,453	22,519	**928,304**	636,377
I Urquhart[E,F]	243,310	24,980	328,321	16,661	**613,272**	424,967
Non-Executives						
W Whitehorn	105,693	-	-	-	**105,693**	94,463
D Kemp	71,917	-	-	-	**71,917**	58,826
C Blye[4]	25,295	-	-	-	**25,295**	60,708
R Rudish[4]	25,295	-	-	-	**25,295**	60,708
A Erskine	65,739	-	-	-	**65,739**	54,216
A McCune	61,405	-	-	-	**61,405**	54,216
T Minnier[5]	43,333	-	-	-	**43,333**	-
S Nelson[6]	32,500	-	-	-	**32,500**	-
Total	1,522,188	73,141	1,472,206	73,994	**3,141,529**	2,253,536

1. Aggregate emoluments disclosed above do not include any amounts for the value of options to acquire, or conditional share awards in respect of, ordinary shares in the Company held by the Directors.
2. Benefits represent payments for health insurance, death in service, disability insurance, critical illness insurance and car allowance.
3. The Company makes payments in lieu of pension in the event that an executive Director has exceeded their pension annual allowance.
4. C Blye and R Rudish both resigned as Directors of the Company on 13 November 2024.
5. T Minnier was appointed as a Director of the Company on 13 November 2024.
6. S Nelson was appointed as a Director of the Company on 16 January 2025.

A. A conditional share award, in respect of 17,681 Ordinary Shares in the Company, which was granted to K Neilson under the 2016 LTIP in November 2021, vested in November 2024. Based on the share price on the vesting date the total value of those Ordinary Shares was £393,402 ($497,001) before tax.

B. In September 2024 K Neilson exercised a share option, which was granted in 2014 detailed below, in respect of a total of 39,090 Ordinary Shares in the Company. Based on the share price on the date of exercise, the gain on exercise of that share option was £667,462 ($878,406) before tax.

C. In September 2024 C T Preston exercised share options, which were granted in 2016 and in 2017 detailed below, for 26,925 and 8,586 Ordinary Shares in the Company respectively. Based on the share price on the date of exercise, the gain on exercise of those share options was £398,490 ($524,429) and £85,216 ($112,148) respectively before tax.

D. A conditional share award, in respect of 13,142 Ordinary Shares in the Company, which was granted to C T Preston under the 2016 LTIP in November 2021, vested in November 2024. Based on the share price on the vesting date the total value of those Ordinary Shares was £292,410 ($369,413) before tax.

E. A conditional share award, in respect of 5,420 Ordinary Shares in the Company, which was granted to I Urquhart under the 2016 LTIP in November 2021, vested in November 2024. Based on the share price on the vesting date the value of those Ordinary Shares was £120,595 ($152,352) before tax.

F. In September 2024 I Urquhart exercised share options, which were granted in 2017 detailed below, in respect of a total of 3,660 Ordinary Shares in the Company. Based on the share price on the date of exercise, the gain on exercise of those share options was £36,326 ($47,806) before tax.

The following Directors were paid in Sterling:

	Salary/Fees £	Benefits £	Bonus £	Pension £	Total 2025 £	Total 2024 £
Executives						
K Neilson	365,000	18,658	456,250	26,900	**866,808**	625,586
C T Preston	290,000	18,555	362,500	17,400	**688,455**	492,419
I Urquhart	188,000	19,302	235,000	12,873	**455,175**	328,807
Non-Executives						
W Whitehorn	81,667	-	-	-	**81,667**	75,000
D Kemp	55,569	-	-	-	**55,569**	46,706
Total	980,236	56,515	1,053,750	57,173	**2,147,674**	1,568,518

Further information regarding Directors' share options and LTIP awards are contained in the tables on pages 98 and 99.

Total Shareholder Return Performance Graph

The following graph charts the cumulative shareholder return of the Company over the past three years, compared to the FTSE AIM 100 Index and the FTSE techMARK Focus Index. The FTSE AIM 100 Index provides a comparison to a broad equity market index (of which Craneware is a constituent company). The FTSE techMARK Focus Index is selected because the constituents of this index are generally affected by similar economic and commercial factors to Craneware.

Directors' interests in share options and LTIP awards

Directors' interests in share options as at 30 June 2025, in respect of Ordinary Shares of 1p each in Craneware plc, were for the following Directors who held office during the course of the year:

Grant Date	Exercise Price (cents)	Exercise Price (pence)	Held At 01/07/24 (number)	Granted During Year (number)	Exercised During Year (number)	Lapsed During Year (number)	Held At 30/06/25 (number)	Exercisable from date	Expiry date
K Neilson									
Share Option Plan 2007									
22 Sep 2014	839.0	522.5	39,090	-	(39,090)	-	-	22 Sep 2017	22 Sept 24
9 Mar 2016	1066.0	750.0	28,628	-	-	-	**28,628**	9 Mar 2019	9 Mar 26
12 Sep 2016	1563.0	1177.5	36,469	-	-	-	**36,469**	12 Sep 2019	12 Sept 26
Schedule 4 Option Plan									
17 Jan 2018	2445.0	1775.0	1,690	-	-	-	**1,690**	17 Jan 2021	17 Jan 28
Unapproved Option Plan									
17 Jan 2018	2445.0	1775.0	7,238	-	-	-	**7,238**	17 Jan 2021	17 Jan 28
5 Sep 2018	3488.0	2710.0	4,460	-	-	-	**4,460**	21 Sep 2022	5 Sep 28
C T Preston									
Share Option Plan 2007									
9 Mar 2016	1066.0	750.0	26,925	-	(26,925)	-	-	9 Mar 2019	9 Mar 26
Schedule 4 Option Plan									
24 Mar 2017	1544.0	1237.5	2,424	-	(2,424)	-	-	24 Mar 2020	24 Mar 27
Unapproved Option Plan									
24 Mar 2017	1544.0	1237.5	6,162	-	(6,162)	-	-	24 Mar 2020	24 Mar 27
17 Jan 2018	2445.0	1775.0	6,618	-	-	-	**6,618**	17 Jan 2021	17 Jan 28
5 Sep 2018	3488.0	2710.0	3,305	-	-	-	**3,305**	21 Sep 2022	5 Sep 28
I Urquhart									
Schedule 4 Option Plan									
24 Mar 2017	1544.0	1237.5	2,424	-	(2,424)	-	-	24 Mar 2020	24 Mar 27
Unapproved Option Plan									
24 Mar 2017	1544.0	1237.5	1,236	-	(1,236)	-	-	24 Mar 2020	24 Mar 27
17 Jan 2018	2445.0	1775.0	2,654	-	-	-	**2,654**	17 Jan 2021	17 Jan 28
5 Sep 2018	3488.0	2710.0	1,747	-	-	-	**1,747**	22 Sep 2021	5 Sep 28

Information regarding total share options, as granted to executive Directors and other employees, which were in existence during the year is contained in Note 7 to the financial statements.

The maximum number of Ordinary Shares subject to conditional share awards granted to Directors under the LTIP as at 30 June 2025 were as follows, in respect of Directors who held office during the course of the year:

	Grant Date	Held At 01/07/24 (number)	Granted During Year (number)	Released During Year (number)	Lapsed During Year (number)	Held At 30/06/25 (number)	Share price at date of grant (pence)	Normal vesting date
K Neilson								
Conditional share award	18 Nov 2021	17,681	-	(17,681)	-	**-**	2,610.0	18 Nov 2024
Conditional share award	18 Nov 2022	26,972	-	-	(1,203)	**25,769**	2,110.0	18 Nov 2025
Conditional share award	6 Sep 2023	43,320	-	-	(1,692)	**41,628**	1,500.0	6 Sep 2026
Conditional share award	16 Sep 2024	-	24,551	-	-	**24,551**	2,230.0	16 Sep 2027
C T Preston								
Conditional share award	18 Nov 2021	13,142	-	(13,142)	-	**-**	2,610.0	18 Nov 2024
Conditional share award	18 Nov 2022	20,048	-	-	(894)	**19,154**	2,110.0	18 Nov 2025
Conditional share award	6 Sep 2023	32,200	-	-	(1,258)	**30,942**	1,500.0	6 Sep 2026
Conditional share award	16 Sep 2024	-	19,506	-	-	**19,506**	2,230.0	16 Sep 2027
I Urquhart								
Conditional share award	18 Nov 2021	5,420	-	(5,420)	-	**-**	2,610.0	18 Nov 2024
Conditional share award	18 Nov 2022	13,780	-	-	(614)	**13,166**	2,110.0	18 Nov 2025
Conditional share award	6 Sep 2023	22,133	-	-	(865)	**21,268**	1,500.0	6 Sep 2026
Conditional share award	16 Sep 2024	-	12,645	-	-	**12,645**	2,230.0	16 Sep 2027

There was no consideration for the grant of these conditional awards and no consideration will be payable by the award holders to receive the Shares from these awards, if and to the extent that they vest. The entitlement to shares under the LTIP is subject to achieving the performance conditions referred to on page 93. The table above shows the maximum entitlement at 30 June 2025 and the actual number of shares (if any) that vest from the awards will depend on those conditions being achieved.

On behalf of the Remuneration Committee:

Alistair Erskine
Chair of the Remuneration Committee
12 September 2025

Independent auditors' report to the members of Craneware plc

Report on the audit of the financial statements

Opinion

In our opinion, Craneware plc's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 30 June 2025 and of the group's profit and the group's and company's cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Consolidated and company Balance Sheets as at 30 June 2025; the Consolidated Statement of Comprehensive Income, the Consolidated and company Statements of Cash Flows, and Consolidated and company Statements of Changes in Equity for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

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

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to other listed entities of public interest, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

We have provided no non-audit services to the company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- We performed an audit of the complete financial information of Craneware plc, Craneware, Inc. and Sentry Data Systems, Inc. We also audited material balances in Craneware Holdings U.S., Inc. and Craneware plc Employee Benefit Trust. Taken together, the entities we audited comprise 100% of Group revenues. The audit work for Sentry Data Systems, Inc. was undertaken by the component team in U.S. and all other audit work was undertaken by a single engagement team in the UK.

Key audit matters

- Internally developed intangible assets (group and parent) Materiality

Materiality

- Overall group materiality: $2,057,000 (2024: $1,378,736) based on 1% of revenue of group (2024: 2.5% of EBITDA adjusted for exceptional costs)
- Overall company materiality: $549,453 (2024: $381,331) based on 1% of revenue of company.
- Performance materiality: $1,542,000 (2024: $1,034,052) (group) and $411,890 (2024: $285,998) (company)

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

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

This is not a complete list of all risks identified by our audit. The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
Internally developed intangible assets (group and parent)	
As per note 13, the group has net book value of development costs capitalised amounting to $61,161k (2024: $56,672k) and the Company has $51,146k (2024: $48,420k) capitalised on the balance sheet. Development costs are capitalised when the following criteria have been met: new product development costs are technically feasible; production and sale is intended; a market exists; expenditure can be measured reliably; and sufficient resources are available to complete such projects. The Directors are required to continually assess the commercial potential of each product in development in order to determine if costs can continue to be capitalised. We focus on this area as there is judgement involved in the Directors' assessment. We consider this as a key audit matter because there is a risk that the costs being capitalised are not allowable under IAS 38 and also that the intangible assets will not generate sufficient economic benefit to recover the value of the intangible asset.	To address this key audit matter we performed the following testing: We targeted those projects during the year that had the greatest amount of development costs capitalised and we challenged management on what the capitalisation related to; We obtained corroborating evidence to support the existence of enhancements to projects and to ensure they were enhancing the product and not just maintenance; We audited the underlying costs being capitalised, being employee costs and third party license fees, to timesheets and third party support; We obtained corroborating evidence, including evidence of sales pipeline and renewals success by product, to challenge management's assessment of future economic benefits to be generated. We considered the results from other areas of audit testing, including our audit work on management's impairment assessments, to identify any contradictory evidence. We did not identify anything in our testing to indicate costs had been capitalised inappropriately.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

The group is structured into different components which include one in the UK and two in the U.S. One of the components in the U.S. has the intellectual property to Sentry software products and enters into software license agreements with customers. The component in the UK has the intellectual property to Craneware software products and the other U.S. component enters into license agreements with customers for those products. The two U.S. components also provide professional services to customers in the U.S. We identified all three of these components as significant due to size and performed full scope audit procedures. For the Sentry component we engaged a component audit team in U.S. to complete the audit under our instructions and supervision. We had regular engagement with the component team as part of planning for the group audit, during their fieldwork at which time we independently reviewed their working papers over key audit areas, and as part of our audit completion when we received their group reporting. For the two Craneware components the audit work was completed by the UK group audit team. Also, there were some large balances in a non significant component of the group where work was carried out by the UK group audit team which included borrowings which sits in a US holding entity within the group. There was no work performed over inconsequential components of the group.

The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the group's and company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the group's and company's financial statements.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements - group	Financial statements - company
Overall materiality	$2,057,000 (2024: $1,378,736).	$549,453 (2024: $381,331).
How we determined it	1% of revenue of group (2024: 2.5% of EBITDA adjusted for exceptional items)	1% of revenue of company
Rationale for benchmark applied	We consider revenue is a key measure used by the shareholders in assessing the performance of the Group. Due to the mix of profit and EBITDA across the different components within the Group when considered against revenue and sales volumes, an EBITDA or PBT metric does not reflect the scale of the Group in the same way.	Consistent with prior year, we have used revenue as the benchmark as we considered this to the most consistent indicator of scale and performance of the business year on year.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was $549,453 and $2,057,000. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to $1,542,000 (2024: $1,034,052) for the group financial statements and $411,890 (2024: $285,998) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above $102,850 (group audit) (2024: $68,937) and $27,473 (company audit) (2024: $19,066) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern
Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- reviewing management's going concern assessment (which includes a base case and a severe but plausible downside scenario) for reasonableness and consistency with our audit work and to ensure it covers the going concern period;
- making inquiries of management as to its knowledge of events or conditions beyond the period of management's assessment that may cast significant doubt on the group's and the company's ability to continue as a going concern;
- testing of management's cashflow forecast model which includes challenging the key assumptions within the model as well as the mathematical accuracy and its integrity;
- determining whether a material uncertainty exists related to the events or conditions identified by evaluating magnitude of potential impact and likelihood of occurrence of those events or conditions;
- reviewing refinanced banking facilities, including consideration of covenant requirements;
- reviewing management's going concern disclosures.

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

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

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

In relation to the directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 30 June 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Corporate governance statement

ISAs (UK) require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code, which the Listing Rules of the Financial Conduct Authority specify for review by the auditor. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the group's and company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the group's and company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the group and company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the group and company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the group's and company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the audit committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

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

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK and US employment laws, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as UK Companies Act 2006, UK and US tax legislations, UK Corporate Governance code and UK AIM listing rules. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and the risk of management bias in accounting estimates. The group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the group engagement team and/or component auditors included:

- Enquiries of management around known or suspected instances of non-compliance with laws and regulations, claims and litigation, and instances of fraud;
- Understanding of management's controls designed to prevent and detect irregularities;
- Review of board minutes;
- Challenging management on assumptions and judgements made in their significant accounting estimates;
- Identifying and testing journal entries, including those with unexpected account combinations impacting revenue and EBITDA; and
- Enquiries of entity staff and management's expert in tax and compliance functions to identify any instances of non compliance with taxation laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Paul Cheshire (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Edinburgh
12 September 2025

Consolidated Statement of Comprehensive Income for the year ended 30 June 2025

	Notes	Total 2025 $'000	Total 2024 $'000
Continuing operations:			
Revenue from contracts with customers	4	**205,657**	189,268
Cost of sales		**(26,384)**	(27,072)
Gross profit		**179,273**	162,196
Other income/ (expense)		**57**	(398)
Operating expenses	5	**(151,759)**	(140,953)
Net impairment charge on financial and contract assets	5	**(2,319)**	(1,111)
Operating profit	5	**25,252**	19,734
Analysed as:			
Adjusted EBITDA*		**65,258**	58,279
Share-based payments	7	**(5,695)**	(4,487)
Depreciation of property, plant and equipment	12	**(2,826)**	(3,293)
Amortisation of intangible assets - other	13	**(10,462)**	(9,169)
Amortisation of intangible assets - acquired intangibles	13	**(20,921)**	(20,921)
Exceptional costs**	5	**(102)**	(675)
Finance income	8	**1,446**	1,143
Finance expense	8	**(2,719)**	(5,130)
Profit before taxation		**23,979**	15,747
Tax on profit	9	**(4,316)**	(4,044)
Profit for the year attributable to owners of the parent		**19,663**	11,703
Total comprehensive income attributable to owners of the parent		**19,663**	11,703
Earnings per share for the year attributable to equity holders			
- Basic ($ per share)	11	**0.562**	0.335
- Diluted ($ per share)	11	**0.552**	0.332

The accompanying notes are an integral part of these financial statements.

* See Note 26 for explanation of Alternative Performance Measures.

** Exceptional costs relate to legal fees associated with the unsolicited approach to acquire the Group and also the Company's proposed capital reduction (FY24: relate to integration costs associated with the purchase of Sentry Data Systems, Inc. ('Sentry')).

Consolidated Statement of Changes in Equity for the year ended 30 June 2025

Group	Share Capital $'000	Share Premium Account $'000	Treasury Shares $'000	Capital Redemption Reserve $'000	Merger Reserve $'000	Other Reserves $'000	Retained Earnings $'000	Total Equity $'000
At 1 July 2023	659	97,204	(3,737)	9	186,981	6,840	39,885	327,841
Total comprehensive income - profit for the year	-	-	-	-	-	-	11,703	11,703
Transactions with owners:								
Share-based payments	-	-	-	-	-	4,127	-	4,127
Purchase of own shares through EBT (Note 17)	-	-	-	-	-	-	(863)	(863)
Purchase of shares through share buyback (Note 17)	-	-	(2,435)	-	-	-	-	(2,435)
Deferred tax taken directly to equity	-	-	-	-	-	-	1,893	1,893
Impact of share options and awards exercised / lapsed	-	-	1,680	-	-	(2,077)	(479)	(876)
Dividends (Note 10)	-	-	-	-	-	-	(12,798)	(12,798)
At 30 June 2024	**659**	**97,204**	**(4,492)**	**9**	**186,981**	**8,890**	**39,341**	**328,592**
Total comprehensive income - profit for the year	-	-	-	-	-	-	19,663	19,663
Transactions with owners:								
Share-based payments	-	-	-	-	-	5,695	-	5,695
Purchase of own shares through EBT (Note 17)	-	-	-	-	-	-	(105)	(105)
Deferred tax taken directly to equity	-	-	-	-	-	-	(730)	(730)
Impact of share options and awards exercised / lapsed	-	-	1,688	-	-	(3,343)	(633)	(2,288)
Dividends (Note 10)	-	-	-	-	-	-	(13,268)	(13,268)
At 30 June 2025	**659**	**97,204**	**(2,804)**	**9**	**186,981**	**11,242**	**44,268**	**337,559**

The accompanying notes are an integral part of these financial statements.

Statement of Changes in Equity for the year ended 30 June 2025

Company	Share Capital $'000	Share Premium Account $'000	Treasury Shares $'000	Capital Redemption Reserve $'000	Merger Reserve $'000	Other Reserves $'000	Retained Earnings $'000	Total Equity $'000
At 1 July 2023	659	97,204	(3,737)	9	186,981	6,840	18,508	306,464
Total comprehensive expense - loss for the year	-	-	-	-	-	-	(3,065)	(3,065)
Transactions with owners:								
Share-based payments	-	-	-	-	-	4,127	-	4,127
Purchase of own shares through share buyback (Note 17)	-	-	(2,435)	-	-	-	-	(2,435)
Deferred tax taken directly to equity	-	-	-	-	-	-	996	996
Impact of share options and awards exercised / lapsed	-	-	1,680	-	-	(2,077)	(697)	(1,094)
Dividends (Note 10)	-	-	-	-	-	-	(12,798)	(12,798)
At 30 June 2024	**659**	**97,204**	**(4,492)**	**9**	**186,981**	**8,890**	**2,944**	**292,195**
Total comprehensive income - profit for the year	-	-	-	-	-	-	43,090	43,090
Transactions with owners:								
Share-based payments	-	-	-	-	-	5,695	-	5,695
Deferred tax taken directly to equity	-	-	-	-	-	-	(593)	(593)
Impact of share options and awards exercised / lapsed	-	-	1,688	-	-	(3,343)	(1,116)	(2,771)
Dividends (Note 10)	-	-	-	-	-	-	(13,268)	(13,268)
At 30 June 2025	**659**	**97,204**	**(2,804)**	**9**	**186,981**	**11,242**	**31,057**	**324,348**

The accompanying notes are an integral part of these financial statements.

Consolidated Balance Sheet as at 30 June 2025

	Notes	2025 $'000	2024 $'000
ASSETS			
Non-Current Assets			
Property, plant and equipment	12	**6,252**	8,592
Intangible assets - goodwill	13	**235,236**	235,236
Intangible assets - acquired intangibles	13	**124,485**	145,406
Intangible assets - other	13	**61,243**	56,827
Trade and other receivables	15	**3,752**	3,634
Deferred tax	16	**499**	733
		431,467	450,428
Current Assets			
Trade and other receivables	15	**63,672**	58,638
Cash and cash equivalents	19	**55,921**	34,589
		119,593	93,227
Total Assets		**551,060**	543,655
EQUITY AND LIABILITIES			
Non-Current Liabilities			
Borrowings	20	**-**	27,372
Deferred income	4	**-**	958
Leased property		**3,011**	3,823
Deferred tax	16	**28,806**	33,441
Other provisions		**574**	708
		32,391	66,302
Current Liabilities			
Borrowings	20	**27,740**	8,000
Deferred income	4	**64,561**	65,859
Amounts held on behalf of customers		**61,323**	53,390
Tax payable		**2,045**	4,278
Trade and other payables	21	**25,441**	17,234
		181,110	148,761
Total Liabilities		**213,501**	215,063
Equity			
Share capital	17	**659**	659
Share premium account		**97,204**	97,204
Treasury shares		**(2,804)**	(4,492)
Capital redemption reserve		**9**	9
Merger reserve		**186,981**	186,981
Other reserves		**11,242**	8,890
Retained earnings		**44,268**	39,341
Total Equity		**337,559**	328,592
Total Equity and Liabilities		**551,060**	543,655

Registered Number SC196331

The accompanying notes are an integral part of these financial statements.

The financial statements on pages 106 to 150 were approved and authorised for issue by the Board of Directors on 12 September 2025 and signed on its behalf by:

Keith Neilson
Director

Craig Preston
Director

Company Balance Sheet as at 30 June 2025

	Notes	2025 $'000	2024 $'000
ASSETS			
Non-Current Assets			
Investment in subsidiary undertakings	14	**277,405**	277,405
Property, plant and equipment	12	**1,625**	2,007
Intangible assets	13	**51,149**	48,448
Deferred tax	16	**499**	733
Trade and other receivables	15	**439**	337
		331,117	328,930
Current Assets			
Trade and other receivables	15	**34,685**	31,974
Cash and cash equivalents	19	**2,806**	2,957
		37,491	34,931
Total Assets		**368,608**	363,861
EQUITY AND LIABILITIES			
Non-Current Liabilities			
Lease liabilities > 1 year		**881**	1,424
Other provisions		**510**	645
		1,391	2,069
Current Liabilities			
Deferred income		**31,990**	30,459
Current tax liabilities		**845**	-
Trade and other payables	21	**10,034**	39,138
		42,869	69,597
Total Liabilities		**44,260**	71,666
Equity			
Share capital	17	**659**	659
Share premium account		**97,204**	97,204
Treasury shares		**(2,804)**	(4,492)
Capital redemption reserve		**9**	9
Merger reserve		**186,981**	186,981
Other reserves		**11,242**	8,890
Retained earnings		**31,057**	2,944
At 1 July		**2,944**	18,508
Profit/ (loss) for the year attributable to owners		**43,090**	(3,065)
Other changes in retained earnings		**(14,977)**	(12,499)
Total Equity		**324,348**	292,195
Total Equity and Liabilities		**368,608**	363,861

Registered Number SC196331

The accompanying notes are an integral part of these financial statements.

The financial statements on pages 106 to 150 were approved and authorised for issue by the Board of Directors on 12 September 2025 and signed on its behalf by:

Keith Neilson
Director

Craig Preston
Director

Consolidated Statement of Cash Flows for the year ended 30 June 2025

	Notes	2025 $'000	2024 $'000
Cash flows from operating activities			
Cash generated from operations	18	**69,595**	53,703
Tax paid		**(9,697)**	(11,841)
Net cash generated from operating activities		**59,898**	41,862
Cash flows from investing activities			
Purchase of property, plant and equipment	12	**(491)**	(1,191)
Capitalised intangible assets	13	**(14,878)**	(15,766)
Interest received		**1,384**	1,143
Net cash used in investing activities		**(13,985)**	(15,814)
Cash flows from financing activities			
Dividends paid to company shareholders	10	**(13,268)**	(12,798)
Proceeds from issuance of treasury shares	17	**5**	276
Repayment of borrowings	20	**(8,000)**	(48,000)
Interest on borrowings		**(2,176)**	(4,624)
Purchase of own shares by EBT	17	**(105)**	(863)
Share buyback programme	17	**-**	(2,485)
Payment of lease liabilities		**(861)**	(1,502)
Payment of lease interest		**(176)**	-
Net cash used in financing activities		**(24,581)**	(69,996)
Net increase / (decrease) in cash and cash equivalents		**21,332**	(43,948)
Cash and cash equivalents at the start of the year		**34,589**	78,537
Cash and cash equivalents at the end of the year	19	**55,921**	34,589

The accompanying notes are an integral part of these financial statements.

Company Statement of Cash Flows for the year ended 30 June 2025

	Notes	2025 $'000	2024 $'000
Cash flows from operating activities			
Cash generated from operations	18	**23,844**	7,937
Tax received/ (paid)		**1,448**	(2,185)
Net cash generated from operating activities		**25,292**	5,752
Cash flows from investing activities			
Purchase of property, plant and equipment	12	**(216)**	(213)
Capitalised intangible assets	13	**(11,282)**	(12,151)
Interest received		**62**	93
Net cash used in investing activities		**(11,436)**	(12,271)
Cash flows from financing activities			
Dividends paid to company shareholders	10	**(13,268)**	(12,798)
Proceeds from issuance of treasury shares	17	**5**	276
Share buyback programme	17	**-**	(2,485)
Funds advanced to EBT	17	**(105)**	(382)
Payment of lease liabilities		**(543)**	(237)
Payment of lease interest		**(96)**	-
Net cash used in financing activities		**(14,007)**	(15,626)
Net decrease in cash and cash equivalents		**(151)**	(22,145)
Cash and cash equivalents at the start of the year		**2,957**	25,102
Cash and cash equivalents at the end of the year	19	**2,806**	2,957

The accompanying notes are an integral part of these financial statements.

Notes to the Financial Statements

General Information

Craneware plc ("the Company") is a public limited company incorporated and domiciled in Scotland. The Company has a primary listing on the Alternative Investment Market ('AIM') of the London Stock Exchange. The address of its registered office and principal place of business is disclosed on page 59 of the Annual Report. The principal activity of the Company is described in the Directors' Report.

Basis of preparation

The financial statements of the Group and the Company are prepared in accordance with UK adopted international accounting standards (International Financial Reporting Standards ("IFRS")) and the applicable legal requirements of the Companies Act 2006.

The Group and the Company financial statements have been prepared under the historic cost convention and prepared on a going concern basis. The Strategic Report on pages 10 to 28 contains information regarding the Group's activities and an overview of the development of its products, services and the environment in which it operates. The Group's revenue, operating results, cash flows and balance sheet are detailed in the financial statements and explained in the Financial Review on pages 13 to 16.

The applicable accounting policies are set out below, together with an explanation of where changes have been made to previous policies on the adoption of new accounting standards in the year, if relevant.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The Company and its subsidiary undertakings are referred to in this report as the Group.

Going concern

The Group is profitable and there is a reasonable expectation that this will continue to be the case. Our business model is delivering high levels of recurring revenue, supported by long term underlying contracts, that deliver high levels of cash generation. In addition, the Group has cash and cash equivalents of $55.9m as well as a committed but undrawn facility available to it of $80m. See Note 25 for details of the renewal of the loan facility post year end, after which the Group has $72m in committed but undrawn facility available.

The directors have prepared cash flow forecasts covering a period of over twelve months from the date of approval of these financial statements. These forecasts include consideration of severe but plausible downsides, should these events occur, the Group would have sufficient funds to meet its liabilities as they fall due for that period. These scenarios anticipate a zero-growth scenario, such that the only sales made by the Group would be to replace losses of existing long-term contracts. Under this basis, with minor but appropriate rebalancing of the cost base, the Group remained in compliance with its covenants and had no need to draw upon the committed undrawn facility.

Based on this assessment, the Directors have determined that the Group has adequate resources to continue in business for the foreseeable future and that it is therefore appropriate to adopt the going concern basis in preparing the consolidated and the Company financial statements.

1 Principal accounting policies

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

Reporting currency

The Directors consider that, as the Group's revenues are primarily denominated in US dollars, the Company's functional currency is the US dollar. The Group's financial statements are therefore prepared in US dollars.

Currency translation

Transactions denominated in currencies other than US dollars are translated into US dollars at the rate of exchange ruling at the date of the transaction. The average exchange rate during the course of the year was $1.2942/£1 (FY24: $1.2595/£1). Monetary assets and liabilities expressed in foreign currencies are translated into US dollars at rates of exchange ruling at the Balance Sheet date $1.3713/£1 (FY24: $1.2645/£1). Exchange gains or losses arising upon subsequent settlement of the transactions and from translation at the Balance Sheet date, are included within the related category of expense where separately identifiable, or administrative expenses.

New Standards, amendments and interpretations effective in the year

The Directors have adopted the following Standards, amendments and interpretations (where relevant to the Group) and they have concluded that they have no material financial impact on the financial statements of the Group or Company.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1) (effective 1 January 2024*), Non-current Liabilities with Covenants (Amendments to IAS 1) (effective 1 January 2024*).

New Standards, amendments and interpretations not yet effective

The Directors anticipate that the future adoption of the following Standards, amendments and interpretations (where relevant to the Group and subject to their endorsement) will have no material financial impact on the financial statements of the Group and Company in their current form. None of the below Standards, amendments or interpretations have been adopted early but their potential impact is continually monitored.

1 Principal accounting policies (cont'd)

Clarify the accounting where there is a lack of exchangeability (Amendments to IAS 21) (effective 1 January 2025*),

Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) (effective 1 January 2026),

Presentation and Disclosure of Financial Statements (IFRS 18) (Effective 1 January 2027).

*Effective for accounting periods starting on or after this date.

Basis of consolidation

The consolidated Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Statement of Cash Flows include the financial statements of the Company and its subsidiaries.

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control transferred to the Group and are deconsolidated from the time control ceases.

Intra-Group revenue and profits / (losses) are eliminated on consolidation and all sales and profit figures relate to external transactions only.

As permitted by Section 408(4) of the Companies Act 2006, the Statement of Comprehensive Income of the Parent Company is not presented although the Company performance can be seen in isolation in the Statements of Changes in Equity. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Employee Benefit Trust (EBT)

Craneware plc established an employee benefit trust (EBT) in conjunction with the operation of the Company's employee share plans for the benefit of the employees of the Group. While it is run by independent trustees, the assets and liabilities of the employee benefit trust are viewed to be ultimately under the control of the Board of Directors and hence have been consolidated into the Group results.

Investments in the Company's own shares held by the EBT are presented as a deduction from Retained Earnings.

Revenue from contracts with customers

The Group follows the principles of IFRS 15, 'Revenue from Contracts with Customers'; accordingly, revenue is recognised using the five-step model:

1. Identify the contract;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognise revenue when or as performance obligations are satisfied.

Revenue is recognised either when the performance obligation in the contract has been performed (point in time recognition) or over time as control of the performance obligation is transferred to the customer.

Revenue is derived from sales of software licenses, professional services, including training and consultancy, and transactional fees.

Revenue from software licenses

Revenue from both on-premise and cloud-based software licensed products is recognised from the point at which the customer gains control and the right to use our software. The following key judgements have been made in relation to revenue recognition of software license:

- This is right of use software due to the integral updates provided on a regular basis to keep the software relevant and, as a result, the licensed software revenue will be recognised over time rather than at a point in time;
- The software license together with installation, regular updates and access to support services form a single performance obligation;
- The transaction price is allocated to each distinct one year license period with annual increases being recognised in the year they apply; and
- Discounts in relation to software licenses are recognised over the life of the contract.

This policy is consistent with the Company's products providing customers with a service through the delivery of, and access to, software solutions (Software-as-a-Service ("SaaS")), and results in revenue being recognised over the period that these services are delivered to customers.

Incremental costs directly attributable in securing the contract are charged equally over the life of the contract and as a consequence are matched to revenue recognised. Any deferred contract costs are included in both current and non-current trade and other receivables.

Revenue from professional services

Revenue from all professional services, including training and consulting services, is recognised when the performance obligation has been fulfilled and the services are provided. These services could be provided by a third party and are therefore considered to be separate performance obligations. Where professional services engagements contain material obligations, revenue is recognised when all the obligations under the engagement have been fulfilled. Where professional services engagements are provided on a fixed price basis, revenue is recognised based on the percentage complete of the relevant engagement. Percentage completion is estimated based on the total number of hours performed on the project compared to the total number of hours expected to complete the project.

1 Principal accounting policies (cont'd)

'White-labelling' or other 'paid for development work' is generally provided on a fixed price basis and as such revenue is recognised based on the percentage completion or delivery of the relevant project. Where percentage completion is used it is estimated based on the total number of hours performed on the project compared to the total number of hours expected to complete the project. Where contracts underlying these projects contain material obligations, revenue is deferred and only recognised when all the obligations under the engagement have been fulfilled.

Revenue from transactional services

Transactional service fees are recognised at the point in time when the service is provided.

Revenue from platform services

As individual contracts will vary, revenue is recognised when the underlying contractual performance obligations are complete and the invoice for the services can be issued.

Should any contracts contain non-standard clauses, revenue recognition will be in accordance with the underlying contractual terms which will normally result in recognition of revenue being deferred until all material obligations are satisfied. The Group does not have any contracts where a financing component exists within the contract.

The excess of amounts invoiced over revenue recognised are included in deferred income. If the amount of revenue recognised exceeds the amount invoiced the excess is included within accrued income.

Contract assets include sales commissions and prepaid royalties. Contract liabilities include unpaid sales commissions on contracts sold and deferred income relating to license fees billed in advance and recognised over time.

Exceptional items

The Group defines exceptional items as transactions (including costs incurred by the Group) which relate to non-recurring events. These are disclosed separately where it is considered it provides additional useful information to the users of the financial statements.

Employee benefits

The Group operates a defined contribution Stakeholder Pension Scheme as described in Section 3 of Welfare Reform and Pensions Act 1999. Private medical insurance is also offered to every employee.

Amounts payable in respect of these benefits are charged to the Statement of Comprehensive Income as they fall due. The Group has no further payment obligations once the payments have been made. The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Share-based payments

The Group grants share options and / or conditional share awards to certain employees. In accordance with IFRS 2, "Share-Based Payments", equity-settled share-based payments are measured at fair value at the date of grant. Fair value is measured using the Black-Scholes pricing model or the Monte Carlo pricing model, as appropriately amended, taking into account the terms and conditions of the share-based awards.

The fair value determined at the date of grant of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of shares that will eventually vest. Non-market vesting conditions and service-based vesting conditions are included in assumptions about the number of share options and / or conditional share awards that are expected to vest. At the end of each reporting period, the Group revises its estimates of the number of options and / or conditional share awards that are expected to vest based on the non-market and service-based vesting conditions. It recognises the impact of the revision to original estimates, if any, in the Consolidated Statement of Comprehensive Income, with a corresponding adjustment to equity.

Market vesting conditions and non-vesting conditions are factored into the fair value of the share options or conditional share awards granted. As long as all other vesting conditions are satisfied, a charge is recognised irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

The share-based payments charge is included in 'operating expenses' with a corresponding increase in 'other reserves'. Charges relating to subsidiaries are recharged by Craneware plc to the relevant subsidiary.

When the share options are exercised and are satisfied by new issued shares, the proceeds received net of any directly attributable transaction costs are credited to share capital and share premium.

Taxation

The charge for taxation is based on the profit for the year as adjusted for items which are non-assessable or disallowable. It is calculated using taxation rates that have been enacted or substantively enacted by the Balance Sheet date.

Deferred taxation is computed using the liability method. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial reporting and tax bases of assets and liabilities. They are measured using enacted rates and laws that will be in effect when the differences are expected to reverse. Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction that at the time of the transaction does not affect accounting or taxable profit or loss. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will arise against which the temporary differences will be utilised.

1 Principal accounting policies (cont'd)

Deferred tax is provided on temporary differences arising on investments in subsidiaries except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets and liabilities arising in the same tax jurisdiction are offset.

In the UK and the US, the Group is entitled to a tax deduction for amounts treated as compensation on exercise of certain employee share options and on the vesting of conditional share awards under each jurisdiction's tax rules. Share-based payments are recorded in the Group's Consolidated Statement of Comprehensive Income over the period from the grant date to the vesting date of the relevant options and conditional share awards. As there is a temporary difference between the accounting and tax bases a deferred tax asset is recorded. The deferred tax asset arising is calculated by comparing the estimated amount of tax deduction to be obtained in the future (based on the Company's share price at the Balance Sheet date) with the cumulative amount of the compensation expense recorded in the Consolidated Statement of Comprehensive Income. If the amount of estimated future tax deduction exceeds the cumulative amount of the remuneration expense at the statutory rate, the excess is recorded directly in equity against retained earnings.

Intangible Assets

(a) Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition. Goodwill is recognised as a non-current asset in accordance with IFRS 3 and is not amortised.

After initial recognition, goodwill is stated at cost less any accumulated impairment losses. It is tested at least annually for impairment. Any impairment loss is recognised in the Consolidated Statement of Comprehensive Income.

Goodwill is allocated to cash generating units for the purpose of impairment testing. The allocation is made to those cash generating units that are expected to benefit from the business combination in which the goodwill arose.

(b) Proprietary software

Proprietary software acquired in a business combination is recognised at fair value at the acquisition date. Proprietary software has a finite useful economic life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the associated costs over their estimated useful lives of five years.

(c) Customer relationships

Contractual customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer relationships have a finite useful economic life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship which has been assessed as up to fifteen years.

(d) Development Costs

Expenditure associated with developing and maintaining the Group's software products is recognised as incurred.

Development expenditure is capitalised where new product development projects

- are technically feasible;
- production and sale is intended;
- a market exists;
- expenditure can be measured reliably; and
- sufficient resources are available to complete such projects.

Costs are capitalised until initial commercialisation of the product, and thereafter amortised on a straight-line basis over its estimated useful life, which has been assessed as between five and ten years. Expenditure not meeting the above criteria is expensed as incurred.

Employee costs and specific third party costs involved with the development of the software are included within amounts capitalised.

(e) Computer software

Costs associated with acquiring computer software and licensed to use technology are capitalised as incurred, except cloud computing software where the Group does not have control of the software which is expensed as incurred. They are amortised on a straight-line basis over their useful economic life which is typically three to five years.

(f) Trademarks

Trademarks acquired in a business combination are initially measured at fair value at the acquisition date. Trademarks have a finite useful economic life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the associated costs over their estimated useful lives of up to ten years.

Impairment of non-financial assets

At each reporting date the Group considers the carrying amount of its tangible and intangible assets including goodwill to determine whether there is any indication that those assets have suffered an impairment loss. If there is such an indication, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any) through determining the value in use of the cash generating unit ('CGU') that the asset relates to.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the impairment loss is recognised as an expense.

1 Principal accounting policies (cont'd)

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset. A reversal of an impairment loss is recognised as income immediately. Impairment losses relating to goodwill are not reversed.

Property, plant and equipment

All property, plant and equipment are stated at historic cost less depreciation. Costs are measured at the original purchase price of the asset and the costs attributable to bring the asset to its working condition for its intended use.

Depreciation is provided to write off the cost less estimated residual values of tangible fixed assets over their expected useful lives. Right-of-use assets are depreciated over their expected useful lives on the same basis as owned assets. It is calculated at the following rates:

Leased property	- over the life of the lease straight line
Computer equipment	- between 3 to 5 years straight line
Tenant's improvements	- between 5 to 10 years straight line
Office furniture	- between 4 to 7 years straight line

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Gains and losses on disposal of assets are included in operating profit.

Repairs and maintenance are charged to the Statement of Comprehensive Income during the financial year in which they are incurred. The cost of major renovations is included in the carrying amount of the assets when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Group.

Leases

When entering into a contract the Group assesses whether or not a lease exists. A lease exists if a contract conveys a right to control the use of an asset for a period of time for consideration.

The Group recognises right-of-use assets at cost and lease liabilities at the lease commencement date based on the present value of future lease payments. The right-of-use assets are depreciated on a straight-line basis in line with the Group's accounting policy for property, plant and equipment.

The lease liabilities are recognised at the present value of the future lease payments from the commencement date of the lease. Discount rates used reflect the incremental borrowing rate specific to the lease. Each lease payment is allocated between the lease liability and finance cost, which is charged at a constant periodic rate over the term of the lease.

Lease liabilities resulting from an extension to the lease term not included in the initial lease liability are measured using the same method as for the initial lease. The right-of-use asset relating to the lease liability is recognised as the present value of the future lease payments related to the extension.

The Group subsequently remeasures the lease liability at each reporting date by increasing the carrying amount to reflect the interest on the lease liability.

Leases of low value items and short-term leases (leases of less than 12 months at the commencement date) are recognised on a straight-line basis over the life of the lease as an expense to the income statement instead of recognising a right-of-use asset and lease liability.

Investment in subsidiaries

Investment in Group undertakings is recorded at cost, which is the fair value of the consideration paid, less any provision for impairment.

Financial assets

The Group classifies its financial assets in the following categories:

(i) at fair value through profit and loss (FVTPL);
(ii) financial assets at amortised cost; and
(iii) fair value through other comprehensive income (FVTOCI).

The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. At each Balance Sheet date included in the financial information, the Group held only items classified as financial assets at amortised cost.

Financial assets at amortised cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the Balance Sheet date. These are classified as non-current assets. They are classified as 'trade and other receivables' or 'cash and cash equivalents' in the Balance Sheet.

Trade receivables are recognised initially at fair value being the invoice value and subsequently measured at amortised cost using the effective interest method, less provision for impairments.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit and loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows the Group expects to receive.

For trade receivables, the Group applies a simplified approach to calculating ECLs. Therefore the Group does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

1 Principal accounting policies (cont'd)

The expected credit losses on these trade receivables are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for management judgement concerning factors that are specific to the receivables, general economic conditions and assessment of the current as well as the forecast direction of conditions at the reporting date based on reasonable and supportable information available. A financial asset is written off when there is no reasonable expectation of recovering the contractual cashflow.

Amounts owed from Group companies and other receivables due to the Company are also subject to the impairment requirements of IFRS 9. All amounts owed from Group companies are repayable on demand and sufficient funds are held or are readily available to satisfy repayment of the loans. Other debtors consists mainly of the loan to the Employee Benefit Trust. Therefore, the identified impairment loss was assessed as immaterial for both.

Borrowings

Borrowings represent bank loans, initially measured at fair value net of transaction costs and subsequently measured at amortised cost, using the effective interest rate method.

Finance charges are accounted for in the profit or loss over the term of the loan.

Financial liabilities

Trade payables and other short term liabilities are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Other provisions

Provisions are recognised where the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Other provisions relate to employer taxes due in relation to employee share awards from all share plans.

Cash and cash equivalents

For the purpose of the Statements of Cash Flows, cash and cash equivalents comprise cash on hand, deposits held with banks and short term highly liquid investments including, on the Consolidated Balance Sheet, any cash held at the balance sheet date by the Employee Benefit Trust.

Share capital

Ordinary shares are classified as equity.

Share premium

The share premium account represents the difference between the par value of the shares issued and the subscription or issue price.

Treasury shares

Treasury Shares are Ordinary Shares of the Company which are purchased by the Company in a share buyback programme and held for the purpose of satisfying employee share plan awards. The consideration paid, including any directly attributable costs, for the Company's shares held in treasury is deducted from equity in the Treasury Shares reserve until the shares are transferred or disposed. When these shares in the Company are transferred to employees, in accordance with employee share plans, the cost is transferred from the Treasury Shares reserve to retained earnings.

Merger reserve

The merger reserve represents the difference between the fair value and nominal value of shares issued on the acquisition of subsidiary companies where the Company has taken advantage of merger relief.

Other reserves

Other reserves relate to share-based payments and these reserves are not available for distribution.

Dividends

Dividends are recorded in the financial statements in the year in which they are approved by the shareholders. Interim dividends are recognised as a distribution when paid.

2 Critical accounting estimates and judgements

The preparation of financial statements in accordance with IFRS requires the Directors to make critical accounting estimates and judgements that affect the amounts reported in the financial statements and accompanying notes. The estimates and assumptions that have a significant risk of causing material adjustment to the carrying value of assets and liabilities within the next financial year are discussed below:

Critical Estimates

- **Impairment assessment**: the Group tests annually whether Goodwill has suffered any impairment and for other assets, including acquired intangibles, at any point where there are indications of impairment. This requires an estimation of the recoverable amount of the applicable cash generating unit to which the Goodwill and other assets relate. Estimating the recoverable amount requires the Group to make an estimate of the expected future cash flows from the specific cash generating unit using certain key assumptions including growth rates and a discount rate. These assumptions result in no impairment in Goodwill. See Note 13 for current year assumptions.

Other Estimates

- **Useful lives of intangible assets**: in assessing useful life, the Group uses careful judgement based on past experience, advances in product development and also best practice. The Group amortises intangible assets over a period of up to 15 years.

2 Critical accounting estimates and judgements (cont'd)

Judgements

- **Capitalisation of development expenditure**: the Group capitalises development costs provided the aforementioned conditions have been met. Consequently, the Directors require to continually assess the commercial potential of each product in development and its useful life following launch.
- **Provisions for income taxes**: the Group is subject to tax in the UK and US and this requires the Directors to regularly assess the appropriateness of its transfer pricing policy.
- **Revenue recognition**: in determining the amount of revenue and related balance sheet items to be recognised in the year, management is required to make a number of judgements and assumptions. These are detailed in Note 1 Revenue from contracts with customers.

3 Financial risk management

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (primarily currency risk and cash flow interest rate risk), credit risk, counterparty risk and liquidity risk.

Risk management is carried out under policies approved by the Board of Directors. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk and credit risk.

(a) Market risk

(i) Foreign exchange risk
Foreign exchange risk arises when commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. The Group operates primarily in US dollars however a proportion of costs are incurred in Sterling.

Management is therefore required to continually assess the Group's foreign exchange risk against the Group's functional currency, and whether any form of hedge should be entered into. The Board continues to assess the appropriateness of the Group's hedging policy.

The Directors believe that a 10% change in the value of Sterling relative to the US dollar would impact post-tax profits and equity in the region of $1,762,000 lower/ higher respectively as a result of foreign exchange gains/losses on Sterling denominated transactions and the translation of Sterling denominated current liabilities. The Directors believe that, consistent with the prior year, 10% is appropriate for the sensitivity analysis.

(ii) Cash flow and interest rate risk
The Group's external borrowings at the balance sheet date comprise loan facilities on floating interest rates charged on a daily basis at margin and compounded reference rate. The Group's main interest rate risk arises from these loan facilities and considers the exposure to interest rate risk acceptable. The Directors believe that a 25 basis point move in interest rates on loans would, with all other variables held constant, alter post-tax profit and equity for the year in the region of $81,000 higher/ lower respectively.

Cash held on deposit attracts interest at variable rates. The Directors believe that a 25 basis point move in interest rates on deposits would, with all other variables held constant, alter post-tax profit and equity for the year in the region of $132,000 higher/ lower respectively.

The Directors believe that 25 basis points is appropriate for the sensitivity analysis based on recent market conditions.

(b) Credit risk
Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents and trade receivables. In order to minimise the Group's exposure to risk, all cash deposits are placed with reputable banks and financial institutions. The Group's exposure to trade receivables is reduced due to contractual terms which require installation, training, annual licensing and support fees, to be invoiced in advance. Transactional revenue is billed monthly in arrears.

Credit risk also arises on cash and cash equivalents placed with the Group's banks. The Group monitors the financial standing of any institution with which it deposits cash.

(c) Counterparty risk
The Group has significant cash and cash equivalent balances and in order to mitigate the risk of failing institutions management has treasury deposits spread across a range of reputable banks, the details of which are disclosed on page 59.

(d) Liquidity risk
Management reviews the liquidity position of the Group to ensure that sufficient cash is available to meet the underlying needs of the Group as they fall due for payment.

3 Financial risk management (cont'd)

The table below analyses the Group's financial liabilities which will be settled on a net basis into relevant maturity grouping based on the remaining period from the Balance Sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	**Total $'000**
At 30 June 2025					
Trade and Other Payables	23,273	-	-	-	23,273
Lease Liabilities	903	936	1,114	1,375	4,328
Borrowings	28,000	-	-	-	28,000
	52,176	**936**	**1,114**	**1,375**	**55,601**
At 30 June 2024					
Trade and Other Payables	15,516	-	-	-	15,516
Lease Liabilities	952	954	1,765	1,651	5,322
Borrowings	8,000	28,000	-	-	36,000
	24,468	28,954	1,765	1,651	56,838

There is no difference between the undiscounted trade and other payable liabilities and the amounts shown in Note 21 as these liabilities are all short term in nature.

Lease liabilities relate to leases under IFRS 16 and hire purchase financing and are fixed rate financial liabilities. The difference between the undiscounted cash flows above and the liabilities per Note 21 and the Group Balance Sheet is future finance charge on the lease liabilities of $0.4m.

Borrowings relate entirely a term and revolving loan as described in Note 20 and are floating rate financial liabilities. The difference between the undiscounted cash flows above and the liabilities per Note 20 is future finance charge on the borrowings of $0.3m.

Capital risk management

The Group is cash generative and trading is funded internally. As a result, management does not consider capital risk to be significant for the Group. Contracts are normally billed in advance, except transactional revenue which is billed monthly in arrears. Assuming timely receivables collection, the Group will have favourable movements from working capital by generating cash ahead of revenue recognition. Consequently, funds are retained in the business to finance future growth, either organically or by acquisition.

The Group has a debt facility of unsecured funding provided by our consortium of banking partners consisting of a term loan of $8m (FY24: $16m) and a $100m revolving credit facility. During the year, $8.0m (FY24: $8.0m) of the term loan has been repaid on schedule, the revolving credit facility drawn down remained at $20m (FY24: $20m) and all covenants have been met. Net cash of $28.2m (FY24: Net borrowing of $0.8m) represents a comfortable level of cash for the Group.

See Note 25 for details of the refinancing of the debt facility post year end.

4 Revenue from contracts with customers

The chief operating decision maker has been identified as the Board of Directors. The Group revenue is derived almost entirely from the sale of software licenses and professional services (including installation) to hospitals and health systems within the US. Consequently, the Board has determined that Group supplies only one geographical market place and as such revenue is presented in line with management information without the need for additional segmental analysis. All of the Group assets are located in the United States of America with the exception of the Parent Company's, the net assets of which are disclosed separately on the Company Balance Sheet and are located in the United Kingdom.

Revenue is analysed as follows:

	2025 $'000	2024 $'000
Software licensing	**134,758**	138,687
Professional services - recurring	**5,706**	4,907
Transactional revenue	**35,784**	24,708
Contracted recurring revenue	**176,248**	168,302
Professional services - non-recurring	**9,399**	7,174
Platform revenues - non-recurring	**20,010**	13,792
Total revenue	**205,657**	189,268

Contract assets

The Group has recognised the following assets related to contracts with customers:

	2025 $'000	2024 $'000
Prepaid commissions and royalties < 1 year	**2,291**	2,485
Prepaid commissions and royalties > 1 year	**3,248**	3,235
Total contract assets	**5,539**	5,720

Contract assets are included within deferred contract costs and prepayments in the Balance Sheet. Costs recognised during the year in relation to assets at 30 June 2024 were $2.4m.

Contract liabilities

The following table shows the total contract liabilities from software license and professional service contracts:

	2025 $'000	2024 $'000
Software licensing	**55,690**	56,759
Professional services	**8,871**	10,058
Total contract liabilities	**64,561**	66,817

Contract liabilities are included within deferred income in the Balance Sheet.

Revenue of $65.3m was recognised during the year in relation to contract liabilities as of 30 June 2024.

4 Revenue from contracts with customers (cont'd)

The following table shows the aggregate transaction price allocated to performance obligations that are partially or fully unsatisfied from software license and professional service contracts:

Revenue expected to be recognised	Total unsatisfied performance obligations $'000	Expected recognition < 1 year $'000	1 to 2 years $'000	2 to 3 years $'000	> 3 years $'000
At 30 June 2025					
- Software	**308,986**	**117,830**	**83,489**	**50,061**	**57,606**
- Professional services	**17,228**	**10,730**	**2,850**	**1,736**	**1,912**
Total at 30 June 2025	**326,214**	**128,560**	**86,339**	**51,797**	**59,518**
At 30 June 2024					
- Software	301,215	119,167	93,304	57,086	31,658
- Professional services	19,493	12,947	3,309	1,847	1,390
Total at 30 June 2024	320,708	132,114	96,613	58,933	33,048

Revenue of $132.1m was recognised during the year in relation to unsatisfied performance obligations as of 30 June 2024.

The majority of these performance obligations are unbilled at the Balance Sheet date and therefore not reflected in these financial statements.

5 Operating profit

The following items have been included in arriving at operating profit:

	2025 $'000	2024 $'000
Employee costs (Note 6)	**99,736**	92,496
Employee costs capitalised	**(9,738)**	(9,811)
Depreciation of property, plant and equipment (Note 12)	**2,826**	3,293
Amortisation of intangible assets - other (Note 13)	**10,462**	9,169
Amortisation of intangible assets - acquired intangibles (Note 13)	**20,921**	20,921
Impairment of trade receivables (Note 15)	**1,570**	1,822
Exceptional costs*	**102**	675
Operating lease rents for premises	**20**	12

*Exceptional costs relate to legal fees associated with the unsolicited approach to acquire the Group and also the Company's proposed capital reduction (FY24: integration costs associated with the purchase of Sentry Data Systems, Inc.)

Included in reaching operating profit is the movement in the provision for impairment of trade receivables during the year of a $2,448,000 charge (FY24: $1,164,000), as per Note 15, plus $129,000 net impairment credit (FY24: $53,000) for trade receivables recognised directly in operating costs.

Services provided by the Group's auditors

During the year the Group obtained the following services from the Group's auditors as detailed below:

	2025 $'000	2024 $'000
Statutory audit - Parent Company financial statements and consolidation	**549**	515
Statutory audit - non recurring fees	**-**	-
	549	515

6 Employee costs

The average monthly number of people employed by the Group and Company during the year, excluding non- executive Directors, is analysed below:

	2025 Group Number	2024 Group Number	2025 Company Number	2024 Company Number
Sales and distribution	**98**	98	**2**	1
Client servicing	**248**	245	**44**	39
Research and development	**303**	292	**131**	118
Administration	**116**	112	**49**	45
	765	747	**226**	203

Employment costs of all employees excluding non-executive Directors:

	2025 Group $'000	2024 Group $'000	2025 Company $'000	2024 Company $'000
Wages and salaries	**83,647**	78,541	**24,397**	19,559
Social security costs	**7,233**	6,512	**2,627**	1,849
Other pension costs	**3,161**	2,956	**1,210**	984
Share based payments	**5,695**	4,487	**2,222**	2,035
Total direct costs of employment	**99,736**	92,496	**30,456**	24,427

Employee costs are included in Cost of Sales and Operating Costs.

The remuneration of the highest paid Director is $2.5m (FY24: $1.6m), including the $1.4m gain (FY24: $0.8m) from exercising share options and vested LTIPs in the year (which were granted in 2014 and 2021 respectively). Full details of Directors' emoluments and share option exercises are detailed in the Remuneration Committee's Report on page 96 and key management compensation is given in Note 23, Related Party Transactions.

Contributions are made on behalf of three of the executive Directors to a defined contribution retirement benefit scheme (FY24: three).

7 Share-based payments

During the year the Group operated six (FY24: seven) equity-settled share-based payment plans whereby options over, or conditional awards of, Ordinary Shares in Craneware plc can be granted to employees and Directors. Directors' interests in share plan awards are set out in the Remuneration Committee's Report on pages 98 and 99. The fair value of the share-based awards is recognised as an expense, with a corresponding increase in equity, during the vesting period. A total share-based payments expense for the Group of $5,694,704 (FY24: $4,486,622) was recognised in the Consolidated Statement of Comprehensive Income for the year, as stated in Note 6. This comprises a credit of $887 (FY24: $359,349 charge) relating to the movement in the accrual for estimated employer National Insurance contributions on the unexercised options granted under the 2007 Share Option Plan and $5,695,591 (FY24: $4,127,273) share-based payment charge for the Group in respect of awards granted from the share plans as shown in the following table.

With reference to the Company, a total share-based payments expense for the Company of $2,221,885 (FY24: $2,034,507) was recognised in the Statement of Comprehensive Income for the year, as stated in Note 6 above. This comprises a credit of $887 (FY24: $359,349 charge) relating to the movement in the accrual for estimated employer National Insurance contributions on the unexercised options granted under the 2007 Share Option Plan and $2,222,772 (FY24: $1,675,158) share-based payment charge for the Company in respect of awards granted from the share plans as shown in the following table:

	Group		Company	
	2025 $'000	2024 $'000	**2025 $'000**	2024 $'000
Type of award and name of share plan				
Share options granted under the 2016 Unapproved Share Option Plan	**1,162**	851	**58**	80
Share options granted under the 2016 Schedule 4 Share Option Plan	**209**	131	**209**	131
Share options granted under the 2018 SAYE Option Plan	**-**	5	**-**	5
Conditional share awards granted under the 2016 LTIP	**544**	1,180	**317**	635
Conditional share awards granted under the 2022 LTIP	**3,948**	1,960	**1,639**	824
Contingent share awards	**(167)**	-	**-**	-
Total share-based payments charge	**5,696**	4,127	**2,223**	1,675

7 Share-based payments (cont'd)

Share option plans

Share options, granted by the Company to employees in respect of the following number of Ordinary Shares, were outstanding at 30 June 2025.

Date of grant	Exercise price (GBP)	Exercise price (USD)	Remaining life at 1 July 2024 (years)	No of options at 1 July 2024	Granted	Exercised	Lapsed	No of options at 30 June 2025	Remaining life at 30 June 2025 (years)
2007 Share Option Plan									
22 Sep 2014	£5.225	$8.39	0.2	94,416	-	(94,416)	-	-	-
09 Mar 2016	£7.50	$10.66	1.7	95,148	-	(31,132)	-	64,016	0.7
12 Sep 2016	£11.775	$15.63	2.2	36,469	-	-	-	36,469	1.2
2016 Unapproved Option Plan									
24 Mar 2017	£12.375	$15.44	2.7	15,592	-	(8,812)	-	6,780	1.7
17 Jan 2018	£17.750	$24.45	3.5	38,159	-	(6,216)	(704)	31,239	2.5
05 Sep 2018	£27.100	$34.88	4.2	31,350	-	-	(3,505)	27,845	3.2
04 Sep 2019	£19.000	$23.01	5.2	9,344	-	(1,142)	(519)	7,683	4.2
02 Oct 2020	£15.050	$19.36	6.3	15,986	-	(2,254)	(1,127)	12,605	5.3
18 Nov 2021	£26.100	$35.21	7.4	96,332	-	-	(7,440)	88,892	6.4
23 Sep 2022	£20.500	$23.03	8.2	143,053	-	(247)	(11,612)	131,194	7.2
18 Nov 2022	£21.100	$25.09	8.4	59,994	-	-	(7,241)	52,753	7.4
06 Sep 2023	£15.000	$18.75	9.2	283,856	-	(143)	(28,979)	254,734	8.2
16 Sep 2024	£22.300	$29.35	-	-	204,332	-	(21,140)	183,192	9.2
2016 Schedule 4 Option Plan									
24 Mar 2017	£12.375	$15.44	2.7	11,110	-	(4,848)	-	6,262	1.7
17 Jan 2018	£17.750	$24.45	3.5	4,506	-	-	-	4,506	2.5
05 Sep 2018	£27.100	$34.88	4.2	3,139	-	-	-	3,139	3.2
04 Sep 2019	£19.000	$23.01	5.2	768	-	-	-	768	4.2
02 Oct 2020	£15.050	$19.36	6.3	2,611	-	(376)	(300)	1,935	5.3
18 Nov 2021	£26.100	$35.21	7.4	17,086	-	-	(1,758)	15,328	6.4
23 Sep 2022	£20.500	$23.03	8.2	22,520	-	-	(3,253)	19,267	7.2
18 Nov 2022	£21.100	$25.09	8.4	5,858	-	-	(793)	5,065	7.4
06 Sep 2023	£15.000	$18.75	9.2	65,730	-	-	(8,044)	57,686	8.2
16 Sep 2024	£22.300	$29.35	-	-	41,191	-	(4,037)	37,154	9.2
2018 SAYE Option Plan									
19 Apr 2021	£18.360	$25.39	0.3	196	-	(196)	-	-	-
				1,053,223	**245,523**	**(149,782)**	**(100,452)**	**1,048,512**	

7 Share-based payments (cont'd)

The weighted average share price at the date of exercise of share options in the year ended 30 June 2025 was £22.12 ($29.11) (FY24: £18.36 ($22.99)). The market value of Craneware plc Ordinary Shares at 30 June 2025 was £21.20 ($29.07) per share. The weighted average remaining contractual life of the options outstanding at 30 June 2025 is 6.8 years (at 30 June 2024: 6.4 years).

	2025		2024	
	Number of Options	**Weighted average exercise price (£)**	Number of Options	Weighted average exercise price (£)
Balance outstanding at beginning of the year	**1,053,223**	**16.26**	870,444	16.38
Share options granted during the year	**245,523**	**22.30**	393,217	15.00
Exercised during the year	**(149,782)**	**7.20**	(98,729)	9.97
Lapsed during the year	**(100,452)**	**19.61**	(111,709)	18.28
Balance outstanding at end of the year	**1,048,512**	**18.64**	1,053,223	16.26
Exercisable at the end of the year	**307,467**	**18.36**	358,794	11.52

The Craneware plc Employees' Share Option Plan 2007 ('the 2007 Share Option Plan')

Options over Ordinary Shares were granted under the 2007 Share Option Plan with an exercise price no less than the market value of the Ordinary Shares on the date of grant and, in the case of the Directors of the Company, were granted subject to sufficiently stretching performance conditions. These options were subject to time-based vesting and were not normally exercisable before the third anniversary of the date of grant. Such options lapse no later than the tenth anniversary of the date of grant. The final grant of options under the 2007 Share Option Plan was on 12 September 2016 and therefore the fair values of the share options granted under this plan were recognised as share-based payments expense in previous financial years until during the year ended 30 June 2020.

The Craneware plc Unapproved Company Share Option Plan (2016) ('the 2016 Unapproved Option Plan')
The Craneware plc Schedule 4 Company Share Option Plan (2016) ('the 2016 Schedule 4 Option Plan')

Share options were granted under these Plans to certain employees in each financial year since March 2017, as summarised in the table above. The exercise price of these share options was at the Company share price on the day before the grant date. Share options granted, in prior financial years, to each executive Director are disclosed in the Remuneration Committee's Report. During the year ended 30 June 2025, share options were granted to certain employees as summarised and described below.

Grant date in FY25	**Description of share options granted to employees in FY25**	2016 Unapproved Option Plan Number of Options	2016 Schedule 4 Option Plan Number of Options	**Total Number of Options**
16 Sep 2024	Share options granted with service-based vesting condition only	167,095	39,115	**206,210**
16 Sep 2024	Share options granted with market-based performance conditions	18,618	1,038	**19,656**
16 Sep 2024	Share options granted with non-market performance conditions	18,619	1,038	**19,657**
	Total share options granted during the year ended 30 June 2025	204,332	41,191	**245,523**

Share options granted with service-based vesting condition only

As explained in the Remuneration Committee's Report on page 94, share options were granted on 16 September 2024 and, in prior financial years, on 6 September 2023, 23 September 2022, on 18 November 2022 and on 18 November 2021, to certain employees with a service-based vesting condition such that those share options are not normally exercisable before the third anniversary of the date of grant, subject to the option holder being continuously employed within the Group throughout that period.

The Group recognises the fair value of these share options, as a share-based payments expense, over the vesting period based on the number of share options which are expected to vest. At the end of each reporting period, the Group revises its estimates of the number of share options that are expected to vest on the basis of the service- based vesting condition. The impact of the revision to original estimates, if any, are recognised in the Statement of Comprehensive Income, with a corresponding adjustment to equity. The fair value of these share options was estimated using the Black-Scholes option pricing model, as appropriately adjusted, based on the following assumptions:

7 Share-based payments (cont'd)

Date of Grant	16-Sep-24	06-Sep-23	18-Nov-22	23-Sep-22	18-Nov-21
Share price at date of grant (£)	£22.30	£14.85	£21.30	£20.50	£26.10
Share price at date of grant ($)	$29.35	$18.56	$25.33	$23.03	$35.21
Vesting period (years)	3	3	3	3	3
Expected volatility	39.9%	43.9%	42.7%	43.6%	42.4%
Risk free rate	3.53%	4.75%	3.20%	4.01%	0.53%
Dividend yield	1.65%	2.38%	1.68%	1.63%	1.16%
Exercise price (£)	£22.30	£15.00	£21.10	£20.50	£26.10
Exercise price ($)	$29.35	$18.75	$25.09	$23.03	$35.21
Shares under option at date of grant (number)	206,210	325,217	32,888	218,553	160,339
Fair value per option	$8.13	$5.61	$7.27	$7.01	$9.52

For the estimation of the fair value of the share options granted on 16 September 2024, the expected volatility was determined by calculating the historic volatility of the Company's share price over the historic three year period to the date of grant.

Share options granted with performance conditions

Market-based performance conditions

The relative total shareholder return (TSR) (i.e. market-based) performance conditions applicable to those share options granted on 16 September 2024 and, in prior financial years, in September 2023 and in November 2021 are outlined in the Remuneration Committee's Report on page 93.

On 16 September 2024 share options were granted from the 2016 Unapproved and the 2016 Schedule 4 Option Plans to certain employees relating to a total of 37,237 and 2,076 Ordinary Shares in the Company respectively. 50% of the quantity of each of these share option awards were subject to a relative TSR performance condition and the other 50% of those share options were subject to a performance condition in respect of growth in adjusted earnings per share of the Group, each condition being measured separately over three overlapping three year periods. The performance conditions were the same as are applicable to the conditional share awards which were granted from the 2022 LTIP, on 16 September 2024, to the executive Directors of the Company and to senior managers, as described in the Remuneration Committee's Report on pages 92 and 93.

The fair value of the share options granted under the 2016 Unapproved Option Plan and the 2016 Schedule 4 Option Plan, which have market-based performance conditions, was estimated using a Monte Carlo pricing model, as appropriately adjusted, based on the following assumptions:

Date of Grant	16-Sep-24	06-Sep-23	18-Nov-22	18-Nov-21	02-Oct-20
Share price at date of grant (£)	£22.30	£14.85	£21.30	£26.10	£15.05
Share price at date of grant ($)	$29.35	$18.56	$25.33	$35.21	$19.36
Vesting period (years)	3	3	3	3	3
Expected volatility	39.9%	43.9%	42.7%	41.1%	52.5%
Risk free rate	3.53%	4.92%	3.18%	0.36%	-0.04%
Dividend yield	1.65%	2.38%	1.68%	1.44%	2.27%
Exercise price (£)	£22.30	£15.00	£21.10	£26.10	£15.05
Exercise price ($)	$29.35	$18.75	$25.09	$35.21	$19.36
Shares under option at date of grant	19,656	34,000	25,222	37,342	82,177
Fair value per option	$9.30	$6.01	$8.59	$8.06	$3.98

7 Share-based payments (cont'd)

Within the assumptions used for the estimation of the fair values of share options granted on 16 September 2024, the expected volatility was determined by calculating the historic volatility of the Company's share price over the previous three years.

Non-Market performance conditions

Share options in respect of a total of 19,657 Ordinary Shares in the Company were also granted on 16 September 2024 but with performance conditions based on growth in adjusted Earnings per Share (EPS) (i.e. a non-market vesting condition) measured over three consecutive three year periods. The Remuneration Committee's Report on pages 92 and 93 contains details of the performance conditions.

The Group recognises the fair value of these share options, as a share-based payments expense, over the vesting period based on the number of share options which are expected to vest. At the end of each reporting period, the Group revises its estimates of the number of share options that are expected to vest based on the non-market vesting condition. The impact of the revision to original estimates, if any, are recognised in the Statement of Comprehensive Income, with a corresponding adjustment to equity. The fair value of these share options was estimated using the Black-Scholes option pricing model, as appropriately adjusted, based on the following assumptions:

Date of Grant	16-Sep-24	06-Sep-23	18-Nov-22
Share price at date of grant (£)	£22.30	£14.85	£21.30
Share price at date of grant ($)	$29.35	$18.56	$25.33
Vesting period (years)	3	3	3
Expected volatility	39.9%	43.9%	42.7%
Risk free rate	3.77%	4.75%	3.20%
Dividend yield	1.65%	2.38%	1.68%
Exercise price (£)	£22.30	£15.00	£21.10
Exercise price ($)	$29.35	$18.75	$25.09
Shares under option at date of grant (number)	19,657	34,000	25,223
Fair value per option	$8.08	$5.58	$7.24

The Craneware plc SAYE Option Plan (2018)

Share options were granted under the Save As You Earn (SAYE) option plan, to those employees who chose to participate, in the financial years ended 30 June 2020 and 30 June 2021. The exercise price of those share options was at a 15% discount to the Company share price on the business day immediately preceding the date of grant, in accordance with the rules of the SAYE plan. The share options have a three year vesting period from date of grant. There were no share options outstanding from the SAYE plan at 30 June 2025.

The fair value of the share options granted under this Plan was estimated using the Black-Scholes option pricing model, as appropriately adjusted, based on the following assumptions:

Date of Grant	19-Apr-21
Share Option Plan	SAYE
Share price at date of grant (£)	£25.50
Share price at date of grant ($)	$35.27
Vesting period (years)	3
Expected volatility	54.2%
Risk free rate	0.12%
Dividend yield	1.01%
Exercise price (£)	£18.36
Exercise price ($)	$25.39
Number of employees	18
Shares under option at date of grant (number)	4,498
Fair value per option	$16.51

The expected volatility was determined by calculating the historic volatility of the Group's share price over the previous three years.

7 Share-based payments (cont'd)

Long Term Incentive Plans

The Craneware plc Long Term Incentive Plan (2016) (the '2016 LTIP')

Conditional share awards were granted under the 2016 LTIP to certain senior managers and to the executive Directors from financial year 2017 through to November 2021. The market-based performance conditions, measured over three consecutive three year periods, applicable to those conditional share awards granted in November 2021 are outlined in the Remuneration Committee's Report.

	Number of conditional share awards 2025	Number of conditional share awards 2024
Balance outstanding at 1 July	**95,978**	281,046
Awards granted in the year	**-**	-
Vested awards released during the year	**(92,984)**	(111,246)
Forfeited / lapsed during the year	**(2,994)**	(73,822)
Balance outstanding at 30 June	**-**	95,978

There were no conditional share awards outstanding from the 2016 LTIP at 30 June 2025. The remaining weighted average contractual life of the conditional share awards outstanding from the 2016 LTIP at 30 June 2024 was 0.4 years. The fair values of the conditional share awards granted from the 2016 LTIP in financial years 2021 and 2022 were estimated using the Monte Carlo pricing model, as appropriately adjusted, with the following main assumptions:

Date of Grant	18 Nov 2021	02 Oct 2020
Share price at date of grant (£)	£26.10	£15.05
Share price at date of grant ($)	$35.21	$19.36
Vesting period (years)	3	3
Expected volatility	41.1%	52.5%
Risk free rate	0.36%	-0.04%
Dividend yield	1.44%	2.27%
Fair value per conditional share award	$19.95	$9.33

The Craneware plc Long Term Incentive Plan (2022) (the '2022 LTIP')

Conditional share awards were granted under this Plan, to certain senior managers and to the executive Directors, on 16 September 2024, on 13 March 2025 and also in September 2023 and in November 2022.

	Number of conditional share awards 2025	Number of conditional share awards 2024
Balance outstanding at 1 July	**535,463**	250,876
Awards granted in the year	**197,021**	332,445
Vested awards released during the year	**(11,624)**	(3,012)
Forfeited / lapsed during the year	**(67,268)**	(44,846)
Balance outstanding at 30 June	**653,592**	535,463

The remaining weighted average contractual life of the conditional share awards outstanding under the 2022 LTIP at 30 June 2025 is 1.3 years (at 30 June 2024: 1.9 years).

The performance conditions, each measured over three consecutive three year periods, applicable to the conditional share awards granted on 16 September 2024 and on 13 March 2025, are outlined in the Remuneration Committee's Report on pages 92 and 93.

7 Share-based payments (cont'd)

Market-based performance conditions

Performance conditions, based on a relative TSR measure, apply to 92,893 and 5,618 of the conditional share awards granted on 16 September 2024 and 13 March 2025 respectively (and also to awards granted in September 2023 and in November 2022, as shown in the table below). The fair values of those conditional share awards were estimated using the Monte Carlo pricing model, as appropriately adjusted, with the following main assumptions.

Date of Grant	13 Mar 2025	16 Sep 2024	06 Sep 2023	18 Nov 2022
Share price at date of grant (£)	£18.40	£22.30	£14.85	£21.30
Share price at date of grant ($)	$23.85	$29.35	$18.56	$25.33
Vesting period (years)	3	3	3	3
Expected volatility	39.9%	39.9%	43.9%	42.7%
Risk free rate	3.53%	3.53%	4.92%	3.18%
Dividend yield	1.65%	1.65%	2.38%	1.68%
Shares subject to conditional share awards with market-based performance conditions (number)	5,618	92,893	166,222	121,451
Fair value per conditional share award	$19.40	$24.79	$13.45	$21.12

Within the assumptions used for the estimation of the fair values of these conditional awards, the expected volatility was determined by calculating the historic volatility of the Company's share price over the previous three years.

Non-Market performance conditions

For a further 92,893 and 5,617 of the conditional share awards granted on 16 September 2024 and on 13 March 2025 respectively, which have performance conditions based on growth in adjusted EPS of the Group as outlined in the Remuneration Committee's Report, the fair value of these conditional share awards is recognised as a share-based payments expense over the vesting period based on the number of awards which are expected to vest. At the end of each reporting period, the Group revises its estimates of the number of contingent share awards that are expected to vest based on the non-market vesting condition. The fair value of these conditional share awards was estimated using the Black-Scholes option pricing model, as appropriately adjusted, based on the following assumptions:

Date of Grant	13-Mar-25	16-Sep-24	06-Sep-23	18-Nov-22
Share price at date of grant (£)	£18.40	£22.30	£14.85	£21.30
Share price at date of grant ($)	$23.85	$29.35	$18.56	$25.33
Vesting period (years)	3	3	3	3
Expected volatility	39.9%	39.9%	43.9%	42.7%
Risk free rate	3.53%	3.53%	4.92%	3.18%
Dividend yield	1.65%	1.65%	2.38%	1.68%
Shares subject to conditional share awards with non-market performance conditions (number)	5,617	92,893	166,223	121,451
Fair value per conditional share award	$23.07	$29.35	$18.75	$25.09

Conditional share awards granted with service-based vesting condition only

Conditional share awards in respect of 13,186 Ordinary Shares in the Company were granted on 18 November 2022 which have service-based vesting conditions but no performance conditions. The fair value of these conditional share awards is recognised as a share-based payments expense over the vesting period of three years based on the number of awards which are expected to vest. At the end of each reporting period, the Group revises its estimates of the number of contingent share awards that are expected to vest based on the service condition. The fair value of these conditional share awards, of $25.09 per share, was estimated using the Black-Scholes option pricing model, as appropriately adjusted, based on the assumptions summarised in the table above for the other conditional share awards granted on that date with non-market performance conditions.

Other share-based payments – contingent share awards

In addition to the employee share plans detailed above, contingent share awards have also been granted by the Company to certain employees. Contingent share awards in respect of a total of 96,296 Ordinary Shares were outstanding at 30 June 2025 (159,336 Ordinary Shares at 30 June 2024).

7 Share-based payments (cont'd)

There are three sets of non-market performance conditions applicable to each of the contingent share awards such that the vesting of each one-third amount of the award shares is assessed against one of the performance conditions. Some of the performance conditions were assessed during the year ended 30 June 2025. Contingent share awards, to the extent of 31,520 Ordinary Shares, will vest in September 2025 as performance conditions have been met however, 63,040 award shares have lapsed. Provided the respective performance conditions are achieved, and subject to continuous employment within the Group throughout the period from the grant date: maximum of 64,776 award shares remaining could vest in 2026 at the earliest.

The fair value of the contingent share awards is based on the market value of an Ordinary Share on the date of grant. An assessment of the expected extent of vesting of the awards is made at the end of each reporting period and the share-based payments expense recognised is adjusted so that over the whole vesting period the expense recognised is based on the fair value of the quantity of share awards that actually vest.

8 Finance income and expense

Finance income	**2025 $'000**	2024 $'000
Deposit interest	**1,446**	1,143
Total finance income	**1,446**	1,143

Finance expense	**2025 $'000**	2024 $'000
Interest on borrowings (Note 20)	**2,543**	4,964
Interest on lease liabilities	**176**	166
Total finance expense	**2,719**	5,130

9 Tax on profit

	2025 $'000	2024 $'000
Profit on ordinary activities before tax	**23,979**	15,747
Current tax		
Corporation tax on profits of the year	**11,118**	10,715
Adjustments for prior years	**(1,671)**	65
Total current tax charge	**9,447**	10,780
Deferred tax		
Deferred tax for current year	**(5,016)**	(6,097)
Adjustments for prior years	**175**	(630)
Change in UK tax rate	**(290)**	(9)
Total deferred tax credit	**(5,131)**	(6,736)
Tax on profit	**4,316**	4,044

9 Tax on profit (cont'd)

The difference between the current tax charge on ordinary activities for the year, reported in the Consolidated Statement of Comprehensive Income, and the current tax charge that would result from applying a relevant standard rate of tax to the profit on ordinary activities before tax, is explained as follows:

	2025 $'000	2024 $'000
Profit on ordinary activities at the UK tax rate 25% (FY24: 25%)	5,995	3,937
Effects of:		
Adjustment for prior years	(1,496)	(565)
Change in tax rate on opening deferred tax balance	(290)	(9)
Additional US taxes on profits 25% (FY24: 25%)	255	229
Internally developed software	(418)	(235)
Expenses not deductible for tax purposes	800	656
Income not taxable in the year	346	(748)
Movement in tax losses	-	1,018
Spot rate remeasurement	29	(27)
Deduction on share plan charges	(830)	(271)
Other	(75)	59
Total tax charge	**4,316**	4,044

10 Dividends

The dividends paid during the year were as follows:

	2025 $'000	2024 $'000
Final dividend, re 30 June 2024 - 20.23 cents (16.0 pence)/share	7,100	7,046
Interim dividend, re 30 June 2025 - 16.87 cents (13.5 pence)/share	6,168	5,752
Total dividends paid to Company shareholders in the year	**13,268**	12,798

Prior year:
Final dividend 20.19 cents (16.0 pence) / share
Interim dividend 16.51 cents (13.0 pence) / share

The proposed final dividend of 25.4 cents (18.5 pence), as noted on page 16, for the year ended 30 June 2025 is subject to approval by the shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

11 Earnings per share

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

Weighted average number of shares

	2025 No. of Shares 000s	2024 No. of Shares 000s
Weighted average number of Ordinary Shares for the purposes of basic earnings per share (excluding own shares held)	35,011	34,957
Effect of dilutive potential Ordinary Shares: share options and LTIPs	584	335
Weighted average number of shares for the purposes of diluted earnings per share	**35,595**	35,292

The Group has one category of dilutive potential Ordinary shares, being those granted to Directors and employees under the employee share plans.

Shares held by the Employee Benefit Trust and Treasury Shares held directly by the Company are excluded from the weighted average number of Ordinary Shares for the purposes of basic earnings per share.

11 Earnings per share (cont'd)

Profit for the year

	2025 $'000	2024 $'000
Profit for the year attributable to equity holders of the parent	**19,663**	11,703
Exceptional costs (tax adjusted)	**77**	507
Amortisation of acquired intangibles (tax adjusted)	**20,921**	20,921
Adjusted profit for the year attributable to equity holders of the parent	**40,661**	33,131

Basic earnings per share are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of shares in issue during the year.

For diluted earnings per share, the weighted average number of Ordinary shares calculated above is adjusted to assume conversion of all dilutive potential Ordinary shares.

Earnings per share

	2025 cents	2024 cents
Basic EPS	**56.2**	33.5
Diluted EPS	**55.2**	33.2
Adjusted basic EPS	**116.1**	94.8
Adjusted diluted EPS	**114.2**	93.9

12 Property, plant and equipment

Group	Leased Properties $'000	Computer Equipment $'000	Office Furniture $'000	Tenants Improvements $'000	Total $'000
Cost					
At 1 July 2024	8,992	10,104	601	1,829	21,526
Additions	-	470	16	5	491
Disposals	(2,052)	(354)	(5)	(1)	(2,412)
At 30 June 2025	6,940	10,220	612	1,833	19,605
Accumulated depreciation					
At 1 July 2024	4,866	6,128	506	1,434	12,934
Charge for the year	766	1,961	33	66	2,826
Depreciation on disposals	(2,052)	(349)	(5)	(1)	(2,407)
At 30 June 2025	3,580	7,740	534	1,499	13,353
Net Book Value at 30 June 2025	**3,360**	**2,480**	**78**	**334**	**6,252**
Cost					
At 1 July 2023	7,845	9,917	889	1,751	20,402
Additions	2,455	863	88	240	3,646
Disposals	(1,308)	(676)	(376)	(162)	(2,522)
At 30 June 2024	8,992	10,104	601	1,829	21,526
Accumulated depreciation					
At 1 July 2023	4,736	4,943	767	1,492	11,938
Charge for the year	1,335	1,848	49	61	3,293
Depreciation on disposals	(1,205)	(663)	(310)	(119)	(2,297)
At 30 June 2024	4,866	6,128	506	1,434	12,934
Net Book Value at 30 June 2024	**4,126**	**3,976**	**95**	**395**	**8,592**

Leased properties

All leased properties are right-of-use assets. These properties consist of office spaces used by the Group in the UK and the US.

No new right-of-use property leases were entered into during the year (FY24: one) and one right -of-use leased property were vacated during the year at the end of the lease term (FY24: one). There were no other additions or disposals during the year. Depreciation of $766,000 (FY24: $1,335,000) was recognised during the year in respect of right-of-use assets.

The average remaining lease term is 3.5 years (FY24: 4.3 years).

The Group does not have any other right-of-use assets other than those disclosed under leased properties.

12 Property, plant and equipment (cont'd)

Company	Leased Properties $'000	Computer Equipment $'000	Office Furniture $'000	Tenants Improvements $'000	Total $'000
Cost					
At 1 July 2024	4,073	1,094	496	1,498	7,161
Additions	-	213	3	-	216
Disposals	-	(131)	-	-	(131)
At 30 June 2025	4,073	1,176	499	1,498	7,246
Accumulated depreciation					
At 1 July 2024	2,578	727	474	1,375	5,154
Charge for the year	417	136	11	33	597
Depreciation on disposals	-	(130)	-	-	(130)
At 30 June 2025	2,995	733	485	1,408	5,621
Net Book Value at 30 June 2025	**1,078**	**443**	**14**	**90**	**1,625**
Cost					
At 1 July 2023	4,073	1,294	487	1,498	7,352
Additions	-	204	9	-	213
Disposals	-	(404)	-	-	(404)
At 30 June 2024	4,073	1,094	496	1,498	7,161
Accumulated depreciation					
At 1 July 2023	2,161	1,036	464	1,343	5,004
Charge for the year	417	91	10	32	550
Depreciation on disposals	-	(400)	-	-	(400)
At 30 June 2024	2,578	727	474	1,375	5,154
Net Book Value at 30 June 2024	**1,495**	**367**	**22**	**123**	**2,007**

Leased properties

All leased properties are right-of-use assets. These properties consist of office spaces used by the Company in the UK.

There were no additions or disposals of right-of-use assets during the year. Depreciation of $417,000 (FY24: $417,000) was recognised during the year in respect of right-of-use assets.

The average remaining lease term is 2.6 years (FY24: 3.6 years).

13 Intangible assets

Group	Goodwill $'000	Customer Relationships $'000	Proprietary Software $'000	Trademarks $'000	Development Costs $'000	Computer Software $'000	Total $'000
Cost							
At 1 July 2024	235,486	153,964	52,724	5,000	86,817	4,246	538,237
Additions	-	-	-	-	14,878	-	14,878
Disposals	-	(2,964)	(1,221)	-	(2,252)	-	(6,437)
At 30 June 2025	235,486	151,000	51,503	5,000	99,443	4,246	546,678
Accumulated amortisation and impairment							
At 1 July 2024	250	32,839	31,794	1,649	30,145	4,091	100,768
Charge for the year	-	10,067	10,299	555	10,389	73	31,383
Amortisation on disposals	-	(2,964)	(1,221)	-	(2,252)	-	(6,437)
At 30 June 2025	250	39,942	40,872	2,204	38,282	4,164	125,714
Net Book Value at 30 June 2025	**235,236**	**111,058**	**10,631**	**2,796**	**61,161**	**82**	**420,964**

Cost							
At 1 July 2023	235,486	153,964	52,724	5,000	71,056	4,461	522,691
Additions	-	-	-	-	15,761	5	15,766
Disposals	-	-	-	-	-	(220)	(220)
At 30 June 2024	235,486	153,964	52,724	5,000	86,817	4,246	538,237
Accumulated amortisation and impairment							
At 1 July 2023	250	22,773	21,494	1,094	22,084	3,203	70,898
Charge for the year	-	10,066	10,300	555	8,061	1,108	30,090
Amortisation on disposals	-	-	-	-	-	(220)	(220)
At 30 June 2024	250	32,839	31,794	1,649	30,145	4,091	100,768
Net Book Value at 30 June 2024	**235,236**	**121,125**	**20,930**	**3,351**	**56,672**	**155**	**437,469**

13 Intangible assets (cont'd)

In accordance with the Group's accounting policy, the carrying values of Goodwill and other intangible assets are reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Goodwill arose on the acquisition of subsidiaries and is split into the following CGUs:

	2025 $'000	2024 $'000
Craneware InSight	**11,188**	11,188
Sentry	**224,048**	224,048
Total Goodwill	**235,236**	235,236

Craneware InSight

The carrying values are assessed for impairment purposes by calculating the value in use of the core Craneware business cash generating unit. This is the lowest level of which there are separately identifiable cash flows to assess the Goodwill acquired as part of the Craneware InSight, Inc. purchase.

Sentry

The carrying values are assessed for impairment purposes by calculating the value in use of the Sentry business cash generating unit. This is the lowest level of which there are separately identifiable cash flows to assess the Goodwill acquired as part of the Sentry acquisition.

The key assumptions in assessing value in use for the CGU's are:

	Growth rate in perpetuity		Post-tax discount rate	
	2025	2024	**2025**	2024
Craneware InSight	**2.0%**	2.0%	**9.0%**	9.0%
Sentry	**2.0%**	2.0%	**9.0%**	9.0%

After the initial term of 5 years, the Group applied a growth rate for each CGU. These take into consideration the customer bases and expected revenue commitments from it, anticipated additional sales to both existing and new customers and market trends currently seen and those expected in the future.

The Group has assessed events and circumstances in the year and the assets and liabilities of the business cash- generating units; this assessment has confirmed that no significant events or circumstances occurred in the year and that the assets and liabilities showed no significant change from last year.

After review of future forecasts, the Group confirmed the growth forecast for the next five years showed that the recoverable amounts would continue to exceed the carrying values. There are no reasonable possible changes in assumptions that would result in an impairment in the Craneware CGU and certain disclosures, including sensitivities, relating to goodwill have not been made for this CGU given the significant headroom on impairment testing. For the Sentry CGU the impairment test was most sensitive to the discount rate assumption. There is no impairment, with all other assumptions remaining the same, with a discount rate up to 16%. There are no reasonable possible changes in any of the other assumptions for this CGU that would result in an impairment. The risk associated with the 340B regulatory environment is monitored consistently and is referenced in the Principal Risks and Uncertainties section of the Strategic Report.

13 Intangible assets (cont'd)

Company	Development Costs $'000	Computer Software $'000	Total $'000
Cost			
At 1 July 2024	76,482	663	77,145
Additions	11,282	-	11,282
Disposals	(2,252)	-	(2,252)
At 30 June 2025	85,512	663	86,175
Accumulated amortisation			
At 1 July 2024	28,062	635	28,697
Charge for the year	8,556	25	8,581
Amortisation on disposals	(2,252)	-	(2,252)
At 30 June 2025	34,366	660	35,026
Net Book Value at 30 June 2025	**51,146**	**3**	**51,149**
Cost			
At 1 July 2023	64,336	658	64,994
Additions	12,146	5	12,151
At 30 June 2024	76,482	663	77,145
Accumulated amortisation			
At 1 July 2023	21,092	605	21,697
Charge for the year	6,970	30	7,000
At 30 June 2024	28,062	635	28,697
Net Book Value at 30 June 2024	**48,420**	**28**	**48,448**

14 Investment in subsidiary undertakings

The following information relates to all of the direct and indirect subsidiaries of the Company:

Name of Company	Class of Shares held	Percentage of ordinary shares held	Country of Incorporation	Nature of Business
		Held directly by Craneware plc		
Craneware Holdings US, Inc.	Ordinary	100%	USA	Holding company
		Held indirectly by Craneware plc		
Craneware, Inc.	Ordinary	100%	USA	Sales & Marketing
Craneware Healthcare Intelligence, LLC	Ordinary	100%	USA	Software Development
Sentry Data Systems, Inc.	Ordinary	100%	USA	Software Development & Professional Services
Agilum Healthcare Intelligence, Inc.	Ordinary	100%	USA	Dormant

During the year, Craneware InSight, Inc. was merged into Craneware Inc.

During the year SDS Holdco, Inc. merged into SDS Intermediate, Inc. and SDS Intermediate, Inc. merged into Sentry Data Systems, Inc.

	2025 $'000	2024 $'000
Cost and Net book value		
At 1 July and 30 June	**277,405**	277,405

The results of the Subsidiary companies have been included in the consolidated financial statements. Subsidiary registered addresses are listed on page 59. The carrying value of the subsidiaries is supported by the underlying net assets and future cashflows.

15 Trade and other receivables

	Group		Company	
	2025 $'000	2024 $'000	**2025 $'000**	2024 $'000
Trade receivables	**57,462**	48,007	**23,507**	17,425
Less: provision for impairment of trade receivables	**(3,641)**	(2,763)	**(1,839)**	(1,827)
Net trade receivables	**53,821**	45,244	**21,668**	15,598
Other receivables	**1,207**	1,862	**11,524**	11,035
Current tax receivable	**-**	1,921	**-**	1,921
Amounts owed from group companies	**-**	-	**217**	1,992
Prepayments and accrued income	**7,151**	7,787	**1,715**	1,765
Deferred contract costs	**5,245**	5,458	**-**	-
	67,424	62,272	**35,124**	32,311
Less non-current other debtors	**(504)**	(399)	**(439)**	(337)
Less non-current deferred contract costs	**(3,248)**	(3,235)	**-**	-
Current portion	**63,672**	58,638	**34,685**	31,974

There is no material difference between the fair value of trade and other receivables and the book value stated above. All amounts included within trade and other receivables are classified as financial assets at amortised cost.

15 Trade and other receivables (cont'd)

Expected credit loss allowance for trade receivables - Group

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables.

30 June 2025	Current $'000	<30 days $'000	30-60 days $'000	61-90 days $'000	> 90 days $'000
Expected credit loss rate	0.2%	1.5%	1.7%	4.8%	34.2%
Gross carrying amount	32,857	8,059	2,590	4,566	9,390
Expected credit loss	50	118	45	220	3,208
Net carrying amount	**32,807**	**7,941**	**2,545**	**4,346**	**6,182**

30 June 2024	Current $'000	<30 days $'000	30-60 days $'000	61-90 days $'000	>90 days $'000
Expected credit loss rate	2.3%	0.1%	2.1%	9.8%	18.1%
Gross carrying amount	21,881	9,855	1,605	5,414	9,252
Expected credit loss	511	13	33	533	1,673
Net carrying amount	21,370	9,842	1,572	4,881	7,579

Expected credit loss allowance for trade receivables - Company

The following table provides information about the Company's exposure to credit risk and ECLs for trade receivables.

30 June 2025	Current $'000	<30 days $'000	30-60 days $'000	61-90 days $'000	> 90 days $'000
Expected credit loss rate	0.2%	2.0%	13.1%	17.5%	59.5%
Gross carrying amount	18,916	1,061	311	400	2,819
Expected credit loss	28	21	41	70	1,679
Net carrying amount	**18,888**	**1,040**	**270**	**330**	**1,140**

30 June 2024	Current $'000	<30 days $'000	30-60 days $'000	61-90 days $'000	>90 days $'000
Expected credit loss rate	3.8%	2.0%	2.3%	55.5%	40.2%
Gross carrying amount	13,464	666	343	705	2,247
Expected credit loss	511	13	8	391	904
Net carrying amount	12,953	653	335	314	1,343

15 Trade and other receivables (cont'd)

Movement on the provision for impairment of trade receivables is as follows:

	Group		Company	
	2025 $'000	2024 $'000	**2025 $'000**	2024 $'000
At 1 July	**2,763**	3,421	**1,827**	2,623
Provision for receivables impairment on revenue recognised	**3,080**	2,602	**1,992**	2,002
Receivables written off during year as uncollectable	**(1,570)**	(1,822)	**(1,348)**	(1,556)
Unused amounts reversed	**(632)**	(1,438)	**(632)**	(1,242)
At 30 June	**3,641**	2,763	**1,839**	1,827

The creation and release of provision for impaired receivables has been included in net operating expenses in the Statement of Comprehensive Income. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The other classes within trade and other receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. The Group does not hold any collateral as security.

16 Deferred tax

Deferred tax is calculated in full on the temporary differences under the liability method using a rate of tax of 25% (FY24: 25%) in the UK and 25% (FY24: 25%) in the US including a provision for state taxes.

	Group		Company	
	2025 $'000	2024 $'000	**2025 $'000**	2024 $'000
At 1 July	**(32,708)**	(41,337)	**733**	(1,226)
Credit to comprehensive income	**5,131**	10,522	**359**	963
Transfer direct to equity	**(730)**	(1,893)	**(593)**	996
At 30 June	**(28,307)**	(32,708)	**499**	733

The movements in deferred tax assets and liabilities during the year are shown below. Deferred tax assets and liabilities are only offset where there is a legally enforceable right of offset and there is an intention to settle the balances net. The balances for the Group are analysed as follows:

	Group	
	2025 $'000	2024 $'000
Net deferred tax asset	**499**	733
Net deferred tax liability	**(28,806)**	(33,441)
At 30 June	**(28,307)**	(32,708)

16 Deferred tax (cont'd)

Deferred tax assets - recognised Group	Short term timing differences $'000	Losses $'000	Share Options $'000	Total $'000
At 1 July 2024	2,610	390	4,514	7,514
(Charged)/ credited to comprehensive income	(53)	(39)	238	146
Charged to equity	-	-	(730)	(730)
Total provided at 30 June 2025	**2,557**	**351**	**4,022**	**6,930**
At 1 July 2023	4,511	428	2,357	7,296
(Charged)/ credited to comprehensive income	(1,901)	(38)	4,050	2,111
Charged to equity	-	-	(1,893)	(1,893)
Total provided at 30 June 2024	2,610	390	4,514	7,514

Deferred tax liabilities - recognised Group	Long term timing differences $'000	Accelerated tax depreciation $'000	Total $'000
At 1 July 2024	(37,979)	(2,243)	(40,222)
Credited/ (charged) to comprehensive income	5,689	(704)	4,985
Total provided at 30 June 2025	**(32,290)**	**(2,947)**	**(35,237)**
At 1 July 2023	(44,378)	(4,255)	(48,633)
Credited to comprehensive income	6,399	2,012	8,411
Total provided at 30 June 2024	(37,979)	(2,243)	(40,222)

The analysis of the deferred tax assets and liabilities is as follows:

Group	2025 $'000	2024 $'000
Deferred tax assets:		
Deferred tax assets to be recovered after more than 1 year	**6,579**	7,124
Deferred tax assets to be recovered within 1 year	**351**	390
	6,930	7,514
Deferred tax liabilities:		
Deferred tax liabilities to be recovered after more than 1 year	**(35,237)**	(40,222)
Deferred tax liabilities to be recovered within 1 year	**-**	-
	(35,237)	(40,222)
Net deferred tax liability	**(28,307)**	(32,708)

The Company's deferred tax assets and liabilities are all expected to be recovered in the future.

Deferred tax assets - recognised Company	Short term timing differences $'000	Share Options $'000	Total $'000
At 1 July 2024	65	2,181	2,246
Credited to comprehensive income	4	159	163
Charged to equity	-	(593)	(593)
Total provided at 30 June 2025	**69**	**1,747**	**1,816**
At 1 July 2023	55	1,059	1,114
Credited to comprehensive income	10	126	136
Credited to equity	-	996	996
Total provided at 30 June 2024	65	2,181	2,246

16 Deferred tax (cont'd)

Deferred tax liabilities - recognised Company	Accelerated tax depreciation $'000	Total $'000
At 1 July 2024	(1,513)	(1,513)
Credited to comprehensive income	196	196
Total provided at 30 June 2025	**(1,317)**	**(1,317)**
At 1 July 2023	(2,341)	(2,341)
Charged to comprehensive income	828	828
Total provided at 30 June 2024	(1,513)	(1,513)

The Group continues to monitor the recoverability of deferred tax assets and are satisfied that the continuing profitability will utilise the assets in respect of losses and there remains the expectation that share options will be exercised which will give rise to the utilisation of the asset in this regard.

17 Share capital and reserves

(a) Share capital

Authorised	**2025**		2024	
	Number	**$'000**	Number	$'000
Equity share capital Ordinary shares of 1p each	**50,000,000**	**1,014**	50,000,000	1,014

Allotted called-up and fully paid	**2025**		2024	
	Number	**$'000**	Number	$'000
Equity share capital ***Ordinary shares of 1p each***				
At 1 July and at 30 June	**35,542,169**	**659**	35,542,169	659

Share buyback

During the year, the Company did not purchase any of its own Ordinary Shares. In the year ended 30 June 2024, the Company purchased 108,899 of its own Ordinary Shares in accordance with a share buyback programme which commenced on 12 April 2023 and completed on 21 May 2024. Further details regarding that share buyback are contained in the Directors' Report on page 66. Total consideration for that share buyback programme, including directly attributable costs, was $6,300,000, of which $2,485,000 was paid during the year ended 30 June 2024.

The Ordinary Shares purchased by the Company in the share buyback programme are held in treasury (with no voting rights attached) for the purpose of satisfying employee share plan awards. During the year ended 30 June 2025, a total of 90,897 (FY24: 99,646) Ordinary Shares were transferred from treasury by the Company to satisfy the exercise of employee share options and vested employee conditional share awards. Therefore, at 30 June 2025, the Company held 132,367 Ordinary Shares in treasury (as at 30 June 2024: 223,264).

Shares issued during the year ended 30 June 2025

In the year ended 30 June 2025, no new Ordinary Shares in Craneware plc were issued (FY24: nil).

The Company has granted share options and conditional share awards in respect of its Ordinary Shares and details of these are contained in Note 7.

17 Share capital and reserves (cont'd)

Employee Benefit Trust

The Company established the 'The Craneware plc Employee Benefit Trust' (the EBT) during the year ended 30 June 2017. This is a discretionary trust established, in conjunction with the operation of the Company's employee share plans, for the benefit of the employees of the Company and its subsidiaries. The EBT has an independent trustee, JTC Employer Solutions Trustee Limited. The Company has provided a loan to the EBT. The movement in the balance of the loan, which is denominated in Sterling, from the Company to the EBT during the year ended 30 June 2025 is summarised in the table below.

	2025 $'000	2024 $'000
Loan balance (from Company to the EBT) at 1 July	**9,945**	9,263
Exchange gain	**824**	37
Addition to the loan from the Company to the EBT during the year	**105**	863
Partial repayment of loan by the EBT during the year	**(484)**	(218)
Loan balance (from Company to the EBT) at 30 June	**10,390**	9,945

The EBT did not purchase any Craneware plc Ordinary Shares of 1 pence each in the market in the year ended 30 June 2025 (FY24: no Ordinary Shares in the Company were purchased by the EBT in the market). The EBT purchased 3,914 Ordinary Shares in the Company off market, based on the prevailing market price per share on the date of purchase, in the year ended 30 June 2025 (FY24: 42,123 Ordinary Shares in the Company were purchased by the EBT off market). As such, the net outflow from the Group in the current year as disclosed in the Statement of Changes in Equity and Consolidated Cashflow Statement is $105,000 (FY24: $863,000 net outflow).

The Shares held by the EBT are utilised to satisfy employee share plan awards and, during the financial year ended 30 June 2025, a total of 34,305 of the Shares from the EBT (FY24: 16,978 Shares) were used to satisfy the exercise of employee share options and vested employee conditional share awards. At 30 June 2025 the EBT held 360,229 Craneware plc Ordinary Shares (at 30 June 2024: 390,620 Ordinary Shares).

(b) Reserves

Share premium account

The share premium represents amounts received in excess of the nominal value of shares issued, net of the direct costs of issuing those shares.

Treasury shares

Treasury Shares represent Ordinary Shares of the Company which were purchased by the Company in a share buyback programme, which commenced in April 2023 and completed in May 2024, and held for the purpose of satisfying employee share plan awards.

Merger reserve

The merger reserve contains the excess of the net proceeds over the nominal value of shares issued in the situation where the conditions, under section 612 of the Companies Act 2006, for merger relief are satisfied. The balance on the merger reserve as at 30 June 2025 and as at 30 June 2024 comprises the excess of the net proceeds over the nominal value of the Ordinary Shares issued on a share placing in June 2021. The purpose of the share placing was to obtain net proceeds to part fund the acquisition of SDS Holdco, Inc., the ultimate holding company of Sentry Data Systems, Inc. The placing was effected by way of a cash box structure and the resulting transactions satisfied all of the required conditions under section 612 of the Act to obtain merger relief. This merger reserve is not considered to be distributable as a consequence of the net proceeds of the share placing being for a specific acquisition.

Capital redemption reserve

The capital redemption reserve includes the nominal value of own shares purchased back by the Company and subsequently cancelled. This is not a distributable reserve.

Other reserves

Other reserves comprise the credit corresponding to share-based payment charges recognised in the Statement of Comprehensive Income in relation to the Company's employee share plans. Amounts are released from this reserve to Retained Earnings when employee share plan awards are exercised, released or lapsed.

18 Cash generated from operations

Reconciliation of profit/ (loss) before taxation to net cash generated from operations:

	Group		Company	
	2025 $'000	2024 $'000	**2025 $'000**	2024 $'000
Profit/ (loss) before tax	**23,979**	15,747	**44,012**	(3,147)
Finance income	**(1,446)**	(1,143)	**(124)**	(93)
Finance expense	**2,719**	5,130	**96**	105
Depreciation on property, plant and equipment	**2,826**	3,293	**597**	550
Amoritsation on intangible assets - other	**10,462**	9,169	**8,581**	7,000
Amortisation on intangible assets - acquired intangibles	**20,921**	20,921	**-**	-
Loss on disposals	**3**	113	**2**	-
Share based payments	**5,695**	4,487	**2,222**	2,035
Movements in working capital:				
(Increase) in trade and other receivables	**(7,073)**	(21,183)	**(4,212)**	(3,511)
Increase/ (decrease) in trade and other payables	**3,463**	14,999	**(27,330)**	4,998
Increase in amounts held on behalf of customers	**8,046**	2,170	**-**	-
Cash generated from operations	**69,595**	53,703	**23,844**	7,937

19 Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash held by the Group and short-term bank deposits.

	Group		Company	
	2025 $'000	2024 $'000	**2025 $'000**	2024 $'000
Total cash and cash equivalents	**55,921**	34,589	**2,806**	2,957

The effective rates on short-term bank deposits were 2.619% (FY24: 2.038%).

20 Borrowings

The debt facility comprises a term loan of $8m (FY24: $16m) which is repayable in quarterly instalments over 5 years up to 30 June 2026, and a revolving loan facility of $100m of which $20m (FY24: $20m) is drawn down and which expires on 7 June 2026. During the year, $8m (FY24: $8m) was repaid on the term loan and the amount drawn down on the revolving credit facility remained constant (FY24: reduced by $40m). See Note 25 for details of the renewal of the loan facilities post year end.

Interest is charged on the facility on a daily basis at margin and compounded reference rate. The margin is related to the leverage of the Group as defined in the loan agreement. As the leverage of the Group strengthens, the applicable margin reduces.

The facility was secured by a Scots law floating charge granted by the Company, an English law debenture granted by the Company and a New York law security agreement to which the Company and certain of its subsidiaries were parties. The security was released and discharged in September 2024 following the satisfaction of certain performance conditions of the loan agreement in connection with the acquisition of Sentry Data Systems, Inc.

	2025 $'000	2024 $'000
Current interest bearing borrowings	**27,740**	8,000
Non current interest bearing borrowings	**-**	27,372
Total	**27,740**	35,372

20 Borrowings (cont'd)

Arrangement fees paid in advance of the setting up of the facility are being recognised over the life of the facility in operating costs. The remaining balance of unamortised fees and interest at 30 June 2025 is $0.26m (FY24: $0.67m).

See Note 3 for the contractual maturity of the Group's borrowings at the year end. See Note 26 for a reconciliation between borrowings, cash and net borrowings.

Loan covenants

Under the facilities the Group is required to meet quarterly covenants tests in respect of:

a) Adjusted leverage which is the ratio of total net borrowings on the last day of the relevant period to adjusted EBITDA.

b) Cash flow cover which is the ratio of cashflow to net finance charges in respect of the relevant period.

The Group complied with these ratios throughout the reporting period.

Financing arrangements

The Group's undrawn borrowing facilities were as follows:

	2025 $'000	2024 $'000
Revolving facility	**80,000**	80,000
Undrawn borrowing facilities	**80,000**	80,000

21 Trade and other payables

	Group		Company	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Trade payables	**4,058**	3,725	**2,754**	2,849
Amounts owed to group companies	**-**	-	**1,533**	32,019
Lease creditor due < 1 year	**903**	952	**557**	557
Other provisions < 1 year	**490**	512	**483**	508
Social security and PAYE	**3,588**	2,268	**784**	623
Other creditors	**301**	156	**-**	-
Accruals	**15,326**	9,367	**3,922**	2,531
Advanced payments	**775**	254	**1**	51
Trade and other payables	**25,441**	17,234	**10,034**	39,138

Amounts owed to Group companies are non-interest bearing and are payable on demand. Trade payables are settled in accordance with those terms and conditions agreed, generally within 30 days, provided that all trading terms and conditions on invoices have been met. The Group's average payment period at 30 June 2025 was 28 days (FY24: 25 days). Trade and other payables are classified as financial liabilities at amortised cost.

Other provisions relate to employer taxes due in relation to employee share plan awards of $490,000 (FY24: $512,000). There is a corresponding receivable of $333,000 included in other debtors (FY24: $218,000). Timing of the use of this provision is entirely dependent on employees requesting to exercise share awards.

22 Contingent liabilities and financial commitments

a) Capital commitments

The Group has no capital commitments at 30 June 2025 (FY24: nil).

b) Lease commitments

The Group leases certain buildings and equipment under short term (less than 12 months) and low value assets. There are currently no leases of this nature and therefore no commitments payable by the Group under these types of leases.

The undiscounted lease liability maturity analysis of leases under IFRS 16 is disclosed in Note 3.

23 Related party transactions

During the year the Group has traded in its normal course of business with shareholders and its wholly owned subsidiaries in which Directors and the subsidiaries have a material interest as follows:

	2025		2024	
Group	Charged $	Outstanding at year end $	Charged $	Outstanding at year end $
Fees for services provided as non-executive Directors				
Fees	**253,567**	**-**	229,848	-
Salaries and short-term employee benefits	**177,610**	-	153,289	-
Executive Directors				
Salaries and short-term employee benefits	**2,632,475**	**1,472,206**	1,803,768	709,083
Post employment benefits	**73,994**	-	66,631	-
Share based payments	**1,408,766**	-	970,663	-
Other key management				-
Salaries and short-term employee benefits	**3,041,419**	**1,198,132**	2,311,668	575,068
Post employment benefits	**71,237**	-	61,258	-
Share based payments	**1,021,132**	**-**	885,173	-

23 Related party transactions (cont'd)

Company	2025 Charged $	2025 Outstanding at year end $	2024 Charged $	2024 Outstanding at year end $
Fees for services provided as non-executive Directors				
Fees	**253,567**		229,848	
Salaries and short-term employee benefits	**117,610**		153,289	
Executive Directors				
Salaries and short-term employee benefits	**2,632,475**	**1,472,206**	1,803,768	709,083
Post employment benefits	**73,994**		66,631	
Share based payments	**1,408,766**		970,663	
Other key management				
Salaries and short-term employee benefits	**910,338**	**388,132**	307,216	79,990
Post employment benefits	**26,246**		12,362	
Share based payments	**201,366**		134,333	
Amounts due to Craneware Holdings US, Inc. - Subsidiary company				
Dividend received from subsidiary	**(38,000,000)**			
Balance		**(6,172)**		(2,766,020)
Amounts due from Craneware, Inc. - Subsidiary company				
Sales commission paid to Craneware, Inc.	**16,650,059**		27,585,616	
Net operating expenses charged to Plc	**13,720,567**		10,000,745	
Balance		**137,543**		(11,592,059)
Net Amounts due to Craneware InSight, Inc. - Subsidiary company				
Sales commission	**-**		2,519,243	
Net operating expenses	**-**		(311,246)	
Balance		**-**		(10,600,237)
Net Amounts due to Craneware Healthcare Intelligence, LLC - Subsidiary company				
Net operating expenses charged to Plc	**4,084,384**		2,885,732	
Balance		**(1,527,297)**		(7,060,514)
Net Amounts due from Sentry Data Systems, Inc. - Subsidiary company				
Sales transferred to Plc	**(692,871)**		521,379	
Net operating recharges to SDS	**(1,079,806)**		(2,379,478)	
Balance		**79,617**		1,991,890

Note 17 contains details of the transactions and balances between the Company and the employee benefit trust during and at the end of the financial year.

Key management are considered to be the Directors together with the Chief Information Officer, Chief Growth Officer, Chief Legal Officer, Chief Customer Officer, Chief Transformation Officer and Chief Technology Officer.

There were no other related party transactions in the year which require disclosure in accordance with IAS 24.

24 Ultimate controlling party

The Directors have deemed that there are no controlling parties of the Company.

25 Subsequent events

On 29th August 2025, the Group entered into a new unsecured Revolving Credit Facility ('RCF') on improved terms, for a further 3 years, with the option to extend for two further one-year terms. This new $100m facility consolidates the previous term loan and RCF, is at lower interest rates than the previous facilities, and provides a further $100m accordion facility.

26 Alternative performance measures

The Group's performance is assessed using a number of financial measures which are not defined under IFRS and are therefore non-GAAP (alternative) performance measures.

The Directors believe these measures enable the reader to focus on what the Group regard as a more reliable indicator of the underlying performance of the Group since they exclude items which are not reflective of the normal course of business, accounting estimates and non-cash items. The adjustments made are consistent and comparable with other similar companies. Alternative performance measures may be viewed as having limitations due to certain items being excluded that would be included in GAAP measures.

Adjusted EBITDA

Adjusted EBITDA refers to earnings before interest, tax, depreciation, amortisation, exceptional costs and share-based payments.

	2025 $'000	2024 $'000
Operating profit	**25,252**	19,734
Depreciation of property, plant and equipment	**2,826**	3,293
Amortisation of intangible assets - other	**10,462**	9,169
Amortisation of intangible assets - acquired intangibles	**20,921**	20,921
Share-based payments	**5,695**	4,487
Exceptional costs (Note 5)	**102**	675
Adjusted EBITDA	**65,258**	58,279

Adjusted earnings per share ("EPS")

Adjusted earnings per share ("EPS") calculations allow for the tax adjusted exceptional costs together with amortisation on acquired intangibles via business combinations. See Note 11 for the calculation.

Operating cash conversion

Operating cash conversion is calculated as cash generated from operations (as per Note 18), adjusted to exclude cash payments for exceptional costs and movements in cash held on behalf of customers, divided by adjusted EBITDA

	2025 $'000	2024 $'000
Cash generated from operations (Note 18)	**69,595**	53,703
Total exceptional costs	**102**	675
Movement in amounts held on behalf of customers (Note 18)	**(8,046)**	(2,170)
Accrued exceptional costs at the start of the year paid in the current year	**-**	92
Accrued exceptional costs at the end of the year	**(102)**	-
Cash generated from operations before exceptional costs	**61,549**	52,300
Adjusted EBITDA	**65,258**	58,279
Operating cash conversion	**94.3%**	89.7%

26 Alternative performance measures (cont'd)

Adjusted PBT

Adjusted PBT refers to profit before tax adjusted for exceptional costs and amortisation of acquired intangibles.

	2025 $'000	2024 $'000
Profit before taxation	**23,979**	15,747
Amortisation of intangible assets - acquired intangibles	**20,921**	20,921
Exceptional costs	**102**	675
Adjusted PBT	**45,002**	37,343

Net cash/ (bank debt)

Net cash/ (bank debt) refers to the net balance of short term bank debt, long term bank debt and cash and cash equivalents.

	2025 $'000	2024 $'000
Cash and cash equivalents (Note 19)	**55,921**	34,589
Bank debt (Note 20)	**(27,740)**	(35,372)
Net cash/ (bank debt)	**28,181**	(783)

Total Sales

Total Sales refer to the total value of contracts signed in the year, consisting of New Sales and Renewals.

New Sales

New Sales refers to the total value of contracts with new customers or new products to existing customers at some time in their underlying contract.

Annual Recurring Revenue

Annual Recurring Revenue is the annual value of subscription license and related recurring revenues as at 30 June 2025 that are subject to underlying contracts and where revenue is being recognised at the reporting date.

Net Revenue Retention

Net Revenue Retention is the percentage of revenue retained from existing customers over the measurement period, taking into account both churn and expansion sales.

Revenue Growth

Revenue Growth is the increase in Revenue in the current year compared to the prior year expressed as a percentage of the previous year Revenue.

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