



Swift & Hale plc

ANNUAL REPORT AND ACCOUNTS 2026

Out sooner, home well.

Who we are

We have fitted walking boots, mended tents and hired kit to schools since 1973. Today we trade from 128 stores in market towns near national parks and trails, online and through a catalogue twice a year.

Most of what we sell is our own design, made to be repaired and tested by colleagues on the paths our customers walk. Our purpose is to get people outside more often and bring them home well.

About this report

This report covers the 52 weeks to 31 January 2026 (FY26), compared with the 52 weeks to 1 February 2025. Some measures, such as adjusted profit before tax, are alternative performance measures. Page **124** defines them and reconciles them to the statutory figures.

Swift & Hale plc is a fictional company created by CHS to show how annual reports can be written, designed and produced. All names, figures, products and people are invented.

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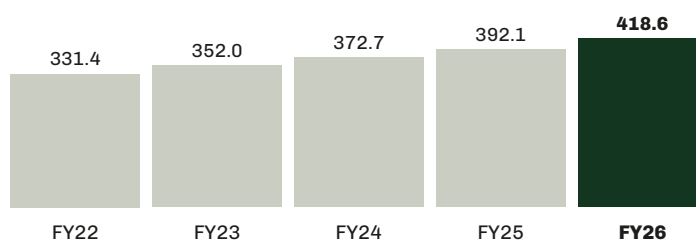
SALES UP 6.8%, PROFIT UP 12%

£418.6m

Revenue

Up 6.8% from £392.1m, with like-for-like sales

up 4.1%



Financial

	FY26	FY25	Change
Statutory profit before tax	£28.9m	£25.8m	+12.0%
Adjusted profit before tax ¹	£31.2m	£27.5m	+13.5%
Gross margin	52.4%	51.9%	+50bps
Basic earnings per share	23.6p	21.0p	+12.4%
Adjusted earnings per share ¹	25.9p	22.4p	+15.6%
Dividend per share	9.2p	8.4p	+9.5%
Free cash flow ¹	£15.8m	£11.5m	+£4.3m
Net cash ¹	£36.4m	£29.7m	+£6.7m

Operational

	FY26	FY25	Change
Stores in the UK and Ireland	128	124	+4
Club members	2.1m	1.8m	+17%
Repairs completed	48,000	39,000	+23%
Online share of sales	36%	33%	+3pts
Own-brand share of sales	61%	59%	+2pts
Led walks	3,100	2,800	+11%
Colleague engagement	81%	80%	+1pt
Scope 1 and 2 emissions (tCO2e)	1,120	1,380	-19%

¹ Alternative performance measure, defined and reconciled on page 124. Emissions are market-based.

CLOSE TO THE PATH SINCE 1973

Peggy Swift and Martin Hale opened their first shop in Dorchester to sell boots and tents and hire kit to schools. We still fit boots, mend kit and lead walks from every large store.

88

England

15

Scotland

13

Wales

12

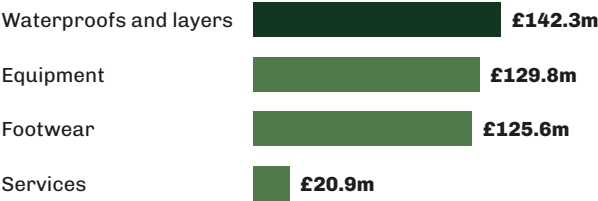
Republic of Ireland



- Market-town store (110)
- Destination store with fitting room, hire and repair bench (18)
- Opened in FY26 (6)

Most of our stores are within ten miles of a national park, a national landscape or a national trail.

Revenue by category

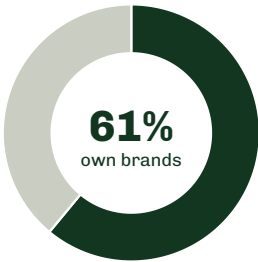


Equipment covers packs, tents, sleeping, camp kitchen and navigation. Services are boot fitting, repairs, hire and led walks.

How customers buy



Online includes the app, web and catalogue orders. 41% of online orders are collected in store.



Hale is our durable range, made to be repaired. Swift is our lightweight range.

HALE

Waterproofs, boots, packs and family tents built for years of use. Hale waterproofs and packs come with a lifetime repair promise.

SWIFT

Lightweight kit for backpacking and faster trips. Fewer grams, the same care over how it is made and mended.

3,900

colleagues

1,100

trained boot fitters

41

stores with a repair bench

52

stores with a hire counter

3,100

led walks for Club members

19,000

school and youth hire bookings

1

distribution centre serving stores and online from one stock pool

£420,000

given to footpath and access projects



Eggardon Hill, Dorset, twenty minutes from our first shop.

WHY OWN SWIFT & HALE

A specialist with loyal customers, its own brands and net cash, in a market that grows a little every year.

2.1m

Club members, 64% of sales

Customers who come back

Fifty years of fitting boots, mending kit and hiring tents to schools. Members get free repairs and a place on led walks, and our net promoter score is 72.

2.6 years

average payback on a new store

Stores where walkers are

Most of our 128 stores are in market towns near national parks and trails, where rents are lower and there are fewer rivals.

61%

of sales from Hale and Swift

Our own brands, made to last

Own brands earn a higher margin than other brands, and repairs and resale keep customers with us long after the first sale.

41%

of online orders collected in store

One stock pool

Since March 2025 one distribution centre has served stores and online orders. Collection brings extra visits and costs less than home delivery.

£36.4m

net cash, no borrowings

Cash to invest and to return

Free cash flow of £15.8m pays for new stores and repair benches and a dividend covered 2.8 times by adjusted earnings.

41%

Total shareholder return over the three years to January 2026

9.2p

Full-year dividend per share, up 9.5%

£40m

Revolving credit facility, undrawn



PROFIT GREW TWICE AS FAST AS SALES

The total dividend for the year rises 9.5% to 9.2p, and the board reports on its first year under the UK Corporate Governance Code 2024.

Revenue rose 6.8% to £418.6m in FY26, ahead of a market growing at 3% to 4% a year, and adjusted profit before tax rose 13.5% to £31.2m. We invested £23.4m in the business and ended the year with net cash of £36.4m and no borrowings.

On behalf of the board, I thank our 3,900 colleagues. Most of them work in stores where the weather decides how busy the day will be, and this year it changed its mind often.

Performance

Like-for-like sales grew 4.1% and online rose to 36% of sales. Gross margin improved, and savings at Huntworth helped us absorb higher wage and National Insurance costs. Statutory profit before tax was £28.9m (£25.8m). Anjali Mercer explains the results on page 25.

Dividend

The board recommends a final dividend of 6.2p per share. With the interim of 3.0p paid in November 2025, the total for the year is 9.2p (8.4p), covered 2.8 times by adjusted earnings per share and within our policy of 2.5 to 3 times. If shareholders approve it at the AGM, we will pay it on 3 July 2026 to shareholders on the register on 29 May 2026.

Strategy

The board reviewed the strategy during the year and made no changes to its four priorities. We opened six stores, and new stores pay back in an average of 2.6 years. Repairs rose to 48,000, the Club passed two million members, and one stock pool at Huntworth now serves every store and online order.

To see the plan at work, the board visited Huntworth in May, Fort William and our new Oban store in September, and Galway in November.

Culture and colleagues

Peggy Swift, a PE teacher, and Martin Hale, who made and mended tents, started the business in Dorchester in 1973. They sold boots and tents and hired kit to schools. Every store fits boots, 41 have a repair bench and 52 hire out kit, so the business still does much of what they did. Colleague engagement rose to 81%, and store turnover fell to 24% from 27%.

Ravi Dhanda, our designated non-executive director for workforce engagement, chairs the Colleague Voice forum of 14 elected colleagues. It met four times with Ravi and twice with the full board. Colleagues raised Sunday rotas, uniform comfort, a staff discount on Hale Again and safety when working alone in small stores, and management will report back to the board on each during FY27.

The board and the 2024 Code

FY26 was our first year reporting against the UK Corporate Governance Code 2024, and we complied with all of its provisions. The board did not change during the year. Provision 29, which requires the board to declare whether material controls operated effectively, applies to us from FY27. Management identified 31 material controls during the year and internal audit has started testing them, overseen by Fiona Garside's Audit and Risk Committee.

Harbour Board Review, which has no other connection with the company, ran this year's external board review. It interviewed each director and the Executive Committee, observed a board meeting and found that we work well together and challenge management openly. It recommended more board time on technology, especially the new merchandise planning system, and on succession below the Executive Committee. Both are in our FY27 plan.

I reach nine years on the board in 2028. The Nomination Committee, led for this purpose by Michael Adebayo as Senior Independent Director, will run the search for my successor. All directors will stand for re-election at the AGM.

Stakeholders

The section 172 statement on page 33 shows how the board weighed the interests of customers, colleagues, suppliers, communities and shareholders. This year's AGM is at 11am on Thursday 18 June 2026 at Hale House, Dorchester, and the board will be there to answer questions.

Outlook

Like-for-like sales in the first ten weeks of FY27 are up 3.2%. We plan to open six stores, from Settle in the Yorkshire Dales to Killarney in County Kerry, and to bring in the merchandise planning system in stages. The board expects adjusted profit before tax for FY27 to be in line with current market expectations.

Helen Ashdown

Chair
14 April 2026



SIX STORES, ONE STOCK POOL

Tom Penhallow reports on trading in a year of changeable weather and higher wage costs, and on progress against our four priorities.

£418.6m

Revenue
FY25 £392.1m

4.1%

Like-for-like sales growth
FY25 3.3%

£31.2m

Adjusted profit before tax
FY25 £27.5m

2.1m

Club members
FY25 1.8m

Revenue rose 6.8% to £418.6m in FY26 and adjusted profit before tax rose 13.5% to £31.2m. We opened six stores, finished the move to Huntworth and repaired 48,000 items of kit. I thank every colleague who made that happen, in stores, at Huntworth and at Hale House.

Trading in the year

Like-for-like sales grew 4.1%, with 5.0% in the first half and 3.3% in the second, and the weather explains most of the gap. A dry spring and a warm June sold tents early. August was wet and late-summer camping fell away, then a cold, wet autumn brought customers in for waterproofs, boots and warm layers. Flasks, head torches and socks led a good Christmas, and we went into January with less surplus stock, so the clearance sale was smaller than last year's.

Online sales grew 16.5% and reached 36% of the total. The app took 44% of online sales, and customers collected 41% of online orders from a store. Hale and Swift, our own brands, rose to 61% of sales, and our net promoter score rose to 72 from 70.

Gross margin rose 50 basis points to 52.4%. Higher pay and National Insurance were our biggest extra costs, and savings from running one distribution centre and lower energy prices covered much of them. Anjali Mercer explains the margin, costs and cash flow on page 25.

Our four priorities

Our purpose is to get people outside more often and bring them home well, and the strategy turns that into four priorities. We kept them as they were. The strategy is on page 18, and the case studies from page 19 cover each priority in more detail.

1. Closer to the path

We opened in Hexham, Bulth Wells, Oban, Okehampton, Bakewell and Westport in County Mayo. Each is in a town that walkers and campers pass

through on their way out, and Oban and Westport are already trading ahead of plan. We closed our city-centre stores in Swindon and Reading when their leases ended, which leaves 128 stores. New stores pay back in an average of 2.6 years against our target of under three, and we aim to have 150 stores by FY30.

Each new store is in a town that walkers and campers pass through on their way out.

Tom Penhallow, Chief Executive

2. Kit that lasts

Our benches completed 48,000 repairs, up from 39,000, with an average turnaround of nine days. We added eight benches, so 41 stores now have one. Our product team designs new Hale jackets and packs around a short list of standard zips and buckles that every bench keeps in stock. Hale Again sold 6,200 pre-owned and refurbished items, against 1,900 in the first year of the pilot, and 68% of own-brand units used recycled or lower-impact materials, up from 57%. Our targets are 75,000 repairs a year by FY29 and 85% lower-impact materials by FY28. Most of our carbon footprint lies in the products we buy, and the sustainability report on page 35 sets out how we are reducing it.

3. More people outside

The Club grew to 2.1 million members, who bought 64% of everything we sold. Stores led 3,100 walks, up from 2,800, and schools and youth groups made 19,000 hire bookings at reduced rates, against 16,500. With The Open Paths Trust we also lend kit free to schools running their first outdoor trip. The Path Fund, paid for by 1p from every Club purchase and a share of hire income, gave £420,000 to 37 foot-path, access and outdoor education projects. We aim to reach 3 million members by FY29.



A Club led walk on the Peak District moors. Our stores led 3,100 walks in FY26, free for members.

4. A simpler business

A colleague in one of our smallest stores can now order anything in the Huntworth stock pool for a customer and have it sent to the store or to the customer's home. Online availability was 97.2% and stock turn 2.2 times, against a target of 2.4 times by FY28. Next comes a new merchandise planning system, which will let buyers and merchandisers plan ranges, buy stock and allocate it to stores in one place. Technology change is a principal risk, so we are bringing the system in during FY27 in stages and running old and new processes side by side until each stage is proven.

Our colleagues

I joined Swift & Hale as a Saturday boot fitter in Exeter in 1994, so I know how much rests on colleagues who know the kit and the hills near their store. Of our 3,900 colleagues, 1,100 are trained boot fitters and 210 hold a mountain or lowland leader award. Each gets two test days a year to try new products on the hill, and their reports changed the hip belt on the Hale 45-litre pack for Spring Summer 2026 after it rubbed on longer days.

We raised the store base rate to £12.75 an hour in April 2025, so every colleague is still paid at least the real Living Wage. Engagement rose to 81%, store turnover fell to 24% from 27%, and RIDDOR-reportable incidents fell to 11 from 14. Through the Colleague Voice forum, chaired by Ravi Dhanda, colleagues in our smaller stores raised safety when

working alone. We changed rotas at 31 of those stores so that nobody opens or closes alone and gave colleagues at the other seven personal alarms. In FY27 we will review with the forum how those stores are staffed at quiet times.

Huntworth

Our 320,000 sq ft distribution centre near Bridgwater, with a 1.9MW solar array on its roof, opened in phases from October 2024 and has served every store and online order since March 2025. In September we surrendered the lease on our old warehouse at Poundbury, in Dorchester, and offered every colleague there a role at Huntworth or Hale House. Receiving, storing and counting stock in one building saves handling and lorry journeys between sites, and lets us move tents or waterproofs quickly to the stores selling them. We added automated parcel handling during the year, and six of our nine delivery vans are now electric. Across the business, Scope 1 and 2 market-based emissions fell to 1,120 tonnes of CO₂e from 1,380. Mike Trevail, our Supply Chain Director, and the Huntworth team kept stores supplied through the final stages of the move.

Where we need to do better

Only 94% of next-day deliveries arrived on time, and most of the late ones came in the December peak, when Huntworth handled its highest parcel volumes. We have added sortation capacity and changed carrier collection times before this year's peak. The

Colleague Voice forum also told us that Sunday rotas are still too rigid for colleagues with young families. This year store managers will plan Sunday cover with the forum's input, and we will report on what changed.

Outlook

Like-for-like sales in the first ten weeks of FY27 are up 3.2%. We plan to open six stores, in Settle, Dolgellau, Pitlochry, Kendal, Buxton and Killarney, add six repair benches, take Hale Again to ten more

stores and lead more than 3,300 walks. The merchandise planning system is the biggest change to our systems this year, and we will take it one stage at a time. The weather will move sales from month to month, as it always does. We expect adjusted profit before tax for FY27 to be in line with current market expectations.

Tom Penhallow

Chief Executive
14 April 2026

Questions we were asked this year

Online sales grew 16.5% and store sales 2.0%. Why keep opening stores?

Stores fit boots, mend jackets, hire tents to schools and lead walks, and those services are a large part of why people join the Club. They also carry much of our online trade. Customers collected 41% of online orders from a store this year, and those sales count as online. When we open in a new town, online sales to Club members who live nearby tend to rise. New stores pay back in an average of 2.6 years. We will keep opening five to seven a year in the right towns, and close a store when its lease ends and the numbers no longer work, as we did in Swindon and Reading.

Do free repairs mean customers buy less new kit?

Some customers keep a jacket longer because we mended it, and we are comfortable with that. The life-time repair promise is one reason people choose Hale waterproofs and packs, and we design and price

them knowing they will come back to a bench. Repairs are free for members on our own-brand kit, and we charge for the rest. A repair also brings a customer into a store twice, to drop off and to collect, and many buy something while they are there. When someone no longer needs a Hale jacket, Hale Again can refurbish it and sell it on, and it sold 6,200 items this year.

Are AI assistants changing how people shop for kit?

Yes, and we list it as an emerging risk. More customers start by asking an assistant which boots suit wide feet or which tent will stand up to the wind on Dartmoor, and some never see a page of search results. We are rewriting our product information so that it answers those questions plainly, with weights, fit notes and waterproof ratings that a person or a machine can compare. Our repair guides and route advice answer the questions people ask, and give them a reason to come to us directly. We expect most customers will still want to try boots on before they buy, and that needs a store and a trained fitter nearby.

MORE WALKERS, WETTER SUMMERS

The UK and Irish market for walking and camping kit is worth about £3.9bn. Five trends shape where we open stores and what we sell.

£3.9bn

UK and Irish market for walking and camping kit
Company estimate

3% to 4%

Annual market growth
Swift & Hale FY26 6.8%

10.7%

Our estimated market share
FY26 revenue £418.6m

Size and growth

From industry data, we estimate the UK and Irish market for walking and camping clothing, footwear and equipment at about £3.9bn. It grows 3% to 4% a year, and our revenue grew 6.8% in FY26, so we gained share.

Demand follows the seasons and the weather. Tents and summer clothing sell from spring to August, and waterproofs, boots and insulated layers from autumn to January, with a gift peak before Christmas.

More people walking for their health

Many of the people now walking for their physical and mental health are new to it. They need boots that fit, a waterproof that works and, often, some advice and company. Every store fits boots, and our 3,100 led walks, free for Club members, give new walkers a safe way to start.

Holidays closer to home

Households are taking more of their holidays in the UK and Ireland, often camping or staying near a national park or the coast. They arrive in market towns with gaps in their kit. All six of our FY26 openings are in towns like these. Hire counters in 52 stores let families try camping before they buy a tent.

Five market trends and our response

Trend	What we see	Our response
More people walking for their health	New walkers who need fitted boots, advice and company	Boot fitting in every store; 3,100 led walks
Holidays closer to home	More visitors in market towns near national parks and the coast	Six stores opened in walking and camping towns; hire counters in 52 stores

Careful spending, kit kept longer

Customers compare prices closely on basics such as socks and base layers. They pay more readily for boots and waterproofs, where a poor choice means a wet or painful day, and they expect it to last. A growing number also want repairs or second-hand kit. Our own brands, now 61% of sales, let us control price and quality. We completed 48,000 repairs in FY26 and resold 6,200 Hale Again items.

Wetter summers and milder winters

Wet summers cut camping and footfall, and mild winters cut demand for insulated jackets, while heavy rain at any time of year sells waterproofs and boots. One stock pool at Huntworth lets us move stock quickly to the stores where it is selling. Weather is a principal risk (page 49) and part of our climate scenario analysis (page 40).

New ways to find kit

Customers increasingly ask a search engine or an AI assistant which boots to buy, and some visit a retailer's website only to pay. We are rewriting our product information in plain language, with weights, fit notes and waterproof ratings, and we treat AI-led discovery as an emerging risk.

Trend	What we see	Our response
Careful spending, kit kept longer	Customers pay for quality, then expect repair and resale	Own brands at 61% of sales; 48,000 repairs; 6,200 Hale Again items resold
Wetter summers, milder winters	Bigger swings between camping and wet-weather kit	One stock pool at Huntworth; weather in our climate scenarios
New ways to find kit	Customers ask search engines and AI assistants before they visit	Plainer product information; app at 44% of online sales

Competition

We compete with national outdoor chains, sports retailers, online marketplaces, brands that sell through their own stores and websites, and independent specialist shops. Sports retailers and marketplaces tend to compete on price and range, brand-owned stores on their own products, and independents on local knowledge.

Our advantages are advice and being close to where people walk: most of our stores are in market towns near national parks and trails, where few large retailers trade. Customers cannot buy our own brands elsewhere, and the Club's 2.1 million members account for 64% of our sales.

HOW WE CREATE VALUE

We design kit to last, buy it well, keep it in one stock pool and sell it where walkers are. Then we keep it working, which brings customers back.

What sets us apart

Expertise in every store

Every store has trained fitters and at least one qualified walk leader or first aider on each shift.

We mend what we sell

The lifetime repair promise on Hale waterproofs and packs, and repair benches in 41 stores.

A club of 2.1 million members

The Club gives free repairs, members' prices and a place on led walks.



What we rely on

Our name and history

Fifty years of fitting boots and mending tents

Colleagues

3,900 people, 1,100 trained fitters, 210 walk leaders

Stores near the path

128 stores, 18 of them destination stores

Design and sourcing

Our own product team and 112 tier 1 factories

The Club

2.1 million members and what they tell us

One stock pool

The Huntworth distribution centre

A strong balance sheet

Net cash and an undrawn £40m facility

What we do

- 1 **Design**
Hale and Swift kit is designed in Dorchester to be repaired, and tested on the hill by colleagues.
- 2 **Source**
We buy from long-standing factories that meet our Ethical Trade Code, and plan freight and currency a year ahead.
- 3 **Stock**
One stock pool at Huntworth serves stores, web, app and catalogue orders.
- 4 **Sell**
Customers buy in store, online or from the catalogue, and collect 41% of online orders in store.
- 5 **Service**
Fitting, repairs, hire and led walks keep kit in use and bring customers back.

The value we create

Customers

Kit that fits and lasts; 48,000 repairs; 3,100 free led walks

Colleagues

At least the real Living Wage; engagement of 81%

Suppliers

Long relationships; 78% of own-brand spend with our top 30 suppliers

Communities and the outdoors

£420,000 to 37 path and access projects

Shareholders

Adjusted EPS 25.9p; dividend 9.2p per share

The planet

Scope 1 and 2 emissions down 54% since FY22

FOUR PRIORITIES, EACH WITH A MEASURE

Our purpose is to get people outside more often and bring them home well. These four priorities turn that into a plan, and each one has a target we report on every year.

1 Closer to the path

Open five to seven stores a year in towns near national parks and trails, and refit the stores we have.

FY26

Six stores opened in Hexham, Builth Wells, Oban, Okehampton, Bakewell and Westport. Two city-centre stores closed. 14 refits.

Target

150 stores by FY30, with new stores paying back in under three years.

KPIs Revenue, like-for-like sales, stores, net promoter score

Risks R1 Weather, R2 Consumer spending, R9 Store estate

2 Kit that lasts

Design own-brand kit to be repaired, mend it in our stores and give it a second life through Hale Again.

FY26

48,000 repairs, eight new repair benches (41 in total), 6,200 Hale Again items resold, 68% of own-brand units in lower-impact materials.

Target

75,000 repairs a year by FY29; 85% lower-impact materials by FY28.

KPIs Repairs, own-brand share, gross margin, emissions

Risks R3 Sourcing, R8 Climate change, R10 Product safety

3 More people outside

Grow the Club, lead more walks and make it easier for young people to get outdoors.

FY26

2.1 million Club members, 3,100 led walks, 19,000 school and youth hire bookings and £420,000 from the Path Fund.

Target

3 million Club members by FY29.

KPIs Club members, led walks, net promoter score

Risks R2 Consumer spending, R5 Cyber security and data

4 A simpler business

Run stores and online from one stock pool, with fewer handoffs and faster systems.

FY26

Huntworth fully live from March 2025; 41% of online orders collected in store; online availability 97.2%.

Target

Stock turn of 2.4 times by FY28 (FY26 2.2 times); new merchandise planning system live in FY27.

KPIs Online share, net cash, gross margin

Risks R4 Freight and currency, R6 Technology change, R7 Colleagues

Our progress against each priority is measured by the key performance indicators on page 23. Four case studies on page 19 show the work behind the numbers.



OBAN, WESTPORT AND FOUR MORE

Priority 1, closer to the path. We opened six stores in FY26. Oban and Westport, both on the Atlantic coast, are ahead of plan.

6

Stores opened

Swindon and Reading closed

128

Stores at 31 January 2026

FY25 124

2.6 years

Average new-store payback

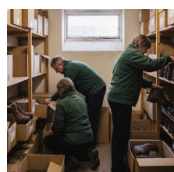
Target under three years

We pick a town by looking at where Club members live, how many visitors the area gets and how far those customers travel to their nearest store. Most of each new team is recruited locally and trained at a nearby store before opening. Every new store has boot fitting, local maps and route cards, and a hire counter if the town needs one.

Oban and Westport

Oban opened in September 2025, while the board was on a two-day visit to Fort William and Oban. The town is the ferry port for Mull, Coll, Tiree and Colonsay. Island customers used to drive on to Fort William or buy online. Many now order online and collect at Oban when they come over on the boat.

School groups from the islands already use the Oban hire counter. All 14 colleagues there were recruited locally.



On a Saturday morning half the shop has a ferry to catch. We fit their boots and get them down to the pier in time.

Kirsty MacInnes, Store Manager, Oban

Westport, in County Mayo, opened in October 2025 as our 12th store in the Republic of Ireland. Colleagues from Galway, about an hour and a half away, trained the new team. Westport has no repair bench yet, so its repairs go to the Galway bench.

The other four are Hexham, near Hadrian's Wall Path; Builth Wells, between the Elan Valley and Bannau Brycheiniog; Okehampton, on the edge of Dartmoor, where our tent testers do much of their work; and Bakewell, in the Peak District.

We closed our city-centre stores in Swindon and Reading when their leases ended. Both had lost sales as customers there moved online, and we offered every colleague a role at another store.

Online sales to Club members who live near a new store tend to rise after it opens.

Next year We plan six openings in FY27, in Settle, Dolgellau, Pitlochry, Kendal, Buxton and Killarney, and expect each to pay back in under three years.



MADE TO BE MENDED

Priority 2, kit that lasts. We completed 48,000 repairs in FY26, and new Hale jackets and packs use parts that every bench stocks.

48,000

Repairs completed
FY25 39,000

41

Stores with a repair bench
FY25 33

6,200

Hale Again items resold
FY25 1,900

Club members get free repairs on own-brand kit, and Hale waterproofs and packs carry a lifetime repair promise. Most jobs are zips, seam re-taping and broken tent pole sections. Boots go to a partner workshop in Northamptonshire for resoling.

Stores without a bench send repairs to the nearest store that has one, and the average turnaround was nine days. Customers book at the till or in the app, and anyone paying for a repair is told the price before work starts. Each repair also brings the customer into a store twice.

The eight benches we added this year went to the stores sending away the most repairs. Each bench has at least two trained technicians, and new technicians spend six weeks at an established bench first.

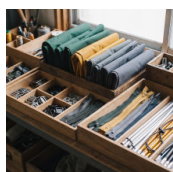
Our product team, led by Hannah Coutts, designs new Hale jackets and packs around a short list of standard zips, buckles and pole sections. Suppliers send offcuts of each

season's fabric so that patches match. On Dartmoor, our testers check how easily a pole section or buckle can be swapped in the field.

Hale Again

Hale Again sells pre-owned and refurbished own-brand kit in 14 stores and online. Stock comes from customers who trade kit in for a credit voucher and from returns we cannot sell as new. A bench cleans, checks and repairs each item before it goes back on sale. Most items sell for 40% to 60% of the new price.

All Hale waterproofs have had a PFAS-free water-repellent finish since Spring Summer 2025, and Swift followed for Spring Summer 2026. These finishes need re-proofing more often, so the benches offer a wash-in service.



Mostly I fix zips. A ten-year-old jacket with a broken zip is still a good jacket, and an hour's work has it back on Skiddaw.

Ellie Rowe, Repair Technician, Keswick

Next year In FY27 we plan to add six benches, taking us to 47, bring Hale Again to ten more stores and complete more than 55,000 repairs.



3,100 WALKS FROM OUR DOORS

Priority 3, more people outside. In our post-walk survey, 38% of walkers said it was their first organised group walk.

2.1m

Club members
FY25 1.8m

The Club grew by about 300,000 members in the year. Most people join in a store, often at a boot fitting, and the membership card is in our app. Membership brings members' prices, free repairs on own-brand kit and a place on our led walks, and members accounted for 64% of sales.

Led walks, free for members, include short walks for beginners, navigation sessions and winter evening walks by head torch. Every walk has a qualified leader and a first aider, and 210 colleagues now hold a mountain or lowland leader award.

Swift & Hale started in 1973 hiring kit to schools, and youth hire is still part of the business. Hire counters in 52 stores lend tents, rucksacks, sleeping bags and stoves to school and youth groups at reduced rates. We set school rates so that the cost of kit does not stop a trip.

3,100

Led walks
FY25 2,800

19,000

School and youth hire bookings
FY25 16,500

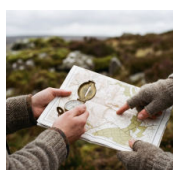
With The Open Paths Trust, our partner on youth outdoor access, we also lend kit free to schools running their first outdoor trip.

The Path Fund

The Path Fund takes 1p from every Club purchase and a share of hire income, so it grows as the Club does. In FY26 it gave £420,000 to 37 footpath, access and outdoor education projects (FY25 £360,000).

Grants paid for gates in place of stiles near Okehampton and for repairs to an eroded path on the moors above Hathersage. A panel that includes colleagues from stores near each project helps choose the grants. The average grant was about £11,000.

Colleagues gave 2,100 volunteer days, some of them rebuilding dry stone walls in the Yorkshire Dales.



My Thursday walk is for people who have never walked with a group. Some turn up in trainers, and a few now walk Stanage Edge alone.

Priya Nair, Assistant Manager, Hathersage

Next year In FY27 we plan more than 3,300 led walks and new hire counters in Kendal and Killarney, working towards 3 million Club members by FY29.



ONE STOCK POOL, FEWER HANDOFFS

Priority 4, a simpler business. Since March 2025 every store and online order has drawn on one pool of stock at Huntworth, in Somerset.

41%

Online orders collected in store
Online share of sales 36%

97.2%

Online availability
Next-day deliveries on time 94%

2.2 times

Stock turn
Target 2.4 times by FY28

Huntworth, near Bridgwater, covers 320,000 sq ft, opened in phases from October 2024 and has a 1.9MW solar array on its roof. We left our old warehouse at Poundbury, Dorchester, in September 2025 (page 33).

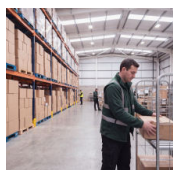
Store colleagues can now order any item in the pool for a customer and have it sent to the store or to the customer's home. The app shows stock in the customer's nearest store as well as at Huntworth. Online orders returned to a store go back into the pool, and stores get smaller deliveries more often.

With one building we count stock once a year instead of twice, and less of it is lost or damaged moving between sites. We added an automated parcel sorter for online

orders in autumn 2025. Most late next-day deliveries came in the December peak, so we have added sortation capacity and changed carrier collection times before the next one.

Planning in one system

Our teams plan, buy and allocate ranges in several separate tools and pass data between them by hand. The new merchandise planning system puts that work in one place. Sam Whitlock, our Chief Technology Officer, leads the programme, and we will run the old and new systems side by side at each stage. We expect it to help us buy closer to demand, so that we carry less stock for the same sales and clear less at the end of each season.



My team picks for a shop in Galway and a customer in Glasgow off the same shelf. Before Huntworth, stores and online had separate stock.

Lee Hooper, Shift Manager, Huntworth

Next year The new system goes live in stages through FY27, starting with footwear, and we aim to keep online availability above 97%.

HOW WE MEASURE PROGRESS

Eight financial and eight non-financial measures, each with five years of history. The R mark shows the ones that feed into executive pay.

Financial

Revenue

Sales to customers, excluding VAT and after returns.

1 3

£418.6m

FY25 £392.1m



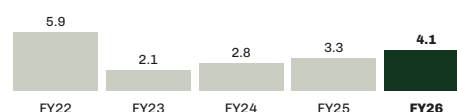
Like-for-like sales growth

Growth from stores open a year or more, and online.

1 3

4.1%

FY25 3.3%



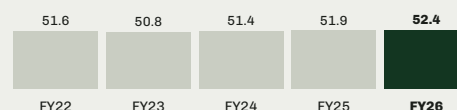
Gross margin

Gross profit as a share of revenue.

2 4

52.4%

FY25 51.9%



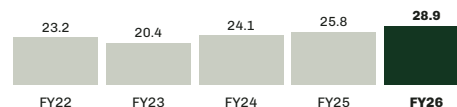
Statutory profit before tax

Profit before tax as reported.

1 4

£28.9m

FY25 £25.8m



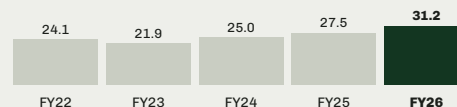
Adjusted profit before tax

Profit before tax excluding adjusting items.

1 4 R

£31.2m

FY25 £27.5m



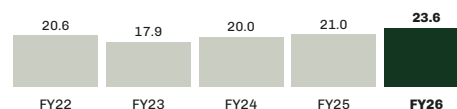
Basic earnings per share

Adjusted EPS of 25.9p is used for the LTIP.

R

23.6p

FY25 21.0p

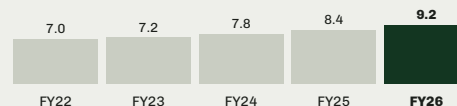


Dividend per share

Interim paid plus final proposed.

9.2p

FY25 8.4p



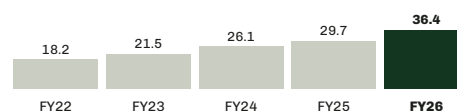
Net cash

Cash less borrowings, before lease liabilities.

4

£36.4m

FY25 £29.7m



Non-financial

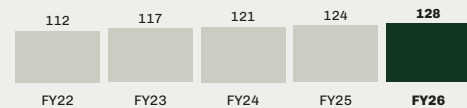
Stores

Stores trading at the year end.

1

128

FY25 124



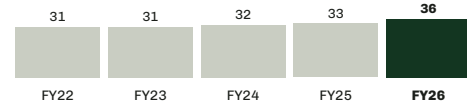
Online share of sales

Web, app and catalogue sales.

4

36%

FY25 33%



Club members

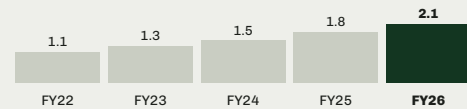
Members active in the last 24 months.

3

R

2.1m

FY25 1.8m



Repairs completed

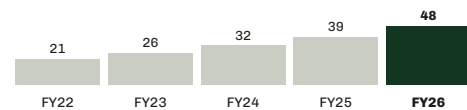
Repairs finished in stores and by our partner workshop (thousands).

2

R

48,000

FY25 39,000



Net promoter score

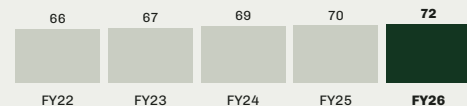
From surveys after online orders and store visits.

1

3

72

FY25 70



Colleague engagement

Engagement index from the annual survey (86% response).

R

81%

FY25 80%



Scope 1 and 2 emissions

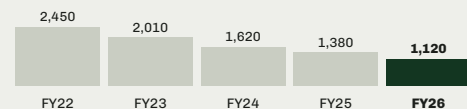
Market-based tonnes of CO2e. Target 90% below FY22 by FY30.

2

R

1,120t

FY25 1,380t



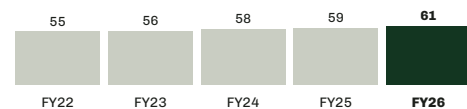
Own-brand share of sales

Hale and Swift sales as a share of revenue.

2

61%

FY25 59%



Strategic priorities: 1 Closer to the path 2 Kit that lasts 3 More people outside 4 A simpler business R Linked to executive pay

FY24 was a 53-week period. Like-for-like sales, adjusted profit before tax and net cash are alternative performance measures, explained on page 124.



A BETTER MARGIN AND MORE CASH

Adjusted profit before tax rose 13.5% to £31.2m. We paid for six new stores and a higher dividend without borrowing and finished with net cash of £36.4m.

£31.2m

Adjusted profit before tax
FY25 £27.5m

25.9p

Adjusted basic earnings per share
FY25 22.4p

£15.8m

Free cash flow
FY25 £11.5m

£36.4m

Net cash, with no borrowings
FY25 £29.7m

Sales grew in every product category and in both the UK and Ireland. Gross margin rose 50 basis points, and operating costs grew more slowly than sales despite a large rise in pay, so adjusted operating profit grew more than twice as fast as revenue.

Summary of results

52 weeks to 31 January 2026	FY26	FY25	Change
Revenue	£418.6m	£392.1m	+6.8%
Like-for-like sales growth	4.1%	3.3%	+80bps
Gross margin	52.4%	51.9%	+50bps
Adjusted operating profit	£36.5m	£31.6m	+15.5%
Adjusted profit before tax	£31.2m	£27.5m	+13.5%
Statutory profit before tax	£28.9m	£25.8m	+12.0%
Adjusted basic earnings per share	25.9p	22.4p	+15.6%
Basic earnings per share	23.6p	21.0p	+12.4%
Dividend per share	9.2p	8.4p	+9.5%
Net cash	£36.4m	£29.7m	+\$6.7m
Free cash flow	£15.8m	£11.5m	+\$4.3m

Revenue

Revenue rose 6.8% to £418.6m. Like-for-like sales grew 4.1% (FY25 3.3%): 5.0% in the first half and 3.3% in the second, after a wet August cut late-summer camping. Most of the rest of the growth came from our six new stores, less the sales we gave up by closing Swindon and Reading.

Equipment grew 8.2% to £129.8m on the strength of first-half camping. Waterproofs and layers grew 5.8% to £142.3m and footwear 5.7% to £125.6m, both

Statutory profit before tax rose 12.0% to £28.9m (FY25 £25.8m) after £2.3m of adjusting items, which I explain below. We define each adjusted measure and reconcile it to its statutory equivalent on page 124.

helped by a cold, wet autumn. Services (boot fitting, repairs, hire and led walks) grew fastest, by 11.2% to £20.9m.

Online sales grew 16.5% to £150.7m, taking the online share to 36% (FY25 33%), and the app took 44% of them. Store sales grew 2.0% to £267.9m. That split understates the stores, because customers collect 41% of online orders from a store and we count those sales as online. UK revenue rose 6.4% to £381.0m. In the Republic of Ireland revenue rose 10.9% to £37.6m, helped by the new store in Westport.

	2026	2025
	£m	£m
By category		
Footwear	125.6	118.8
Waterproofs and layers	142.3	134.5
Equipment (packs, tents, sleeping, camp kitchen, navigation)	129.8	120.0
Services (fitting, repairs, hire and led walks)	20.9	18.8
	418.6	392.1
By channel		
Stores	267.9	262.7
Online (web, app and catalogue)	150.7	129.4
	418.6	392.1
By destination		
United Kingdom	381.0	358.2

	2026	2025
	£m	£m
Republic of Ireland	37.6	33.9
Total revenue	418.6	392.1

Gross margin

Gross profit rose 7.8% to £219.3m, and gross margin rose 50 basis points to 52.4% (FY25 51.9%). Own brands, which earn a better margin than the third-party brands we sell, rose to 61% of sales (FY25 59%) and added about 30bps. Lower freight rates added another 30bps or so: we agreed most of the year's container contracts in early 2025, when rates from Asia were well below their 2024 peak. Buying more cautiously for the second half left less summer stock to mark down, worth about 20bps.

A weaker pound against the US dollar in the second half took off about 30bps. We buy about 38% of our cost of goods in dollars and hedge up to 12 months ahead, which delayed and softened the effect.

Operating costs

Adjusted operating costs (selling, distribution and administrative costs before adjusting items) rose 6.3% to £182.8m, a little slower than sales, so they fell from 43.8% to 43.7% of revenue.

Staff costs rose 8.2% to £96.4m (FY25 £89.1m). The National Living Wage rose 6.7% in April 2025, and employer National Insurance changes from the same month added about £2.3m, including increases that contractors passed on to us. The average number of colleagues rose by 200 to 3,900: 120 in stores, mainly in the new openings, 60 in distribution as online volumes grew, and 20 at Hale House.

Depreciation and amortisation rose £2.9m to £33.8m, mostly from a full year of depreciation on the Huntworth lease and on stores opened in FY25 and FY26.

Other operating costs, from business rates to parcel delivery, rose by £0.7m, although we had four more stores and 16.5% more online sales to deliver.

Running one stock pool at Huntworth saved about £2.4m against the old two-site network, mainly through fuller lorries to stores and no more overflow storage with third parties. Energy costs fell by about £0.9m when fixed-price contracts agreed in 2022 came to an end.

Adjusted operating profit rose 15.5% to £36.5m (FY25 £31.6m), a margin of 8.7% (FY25 8.1%). Statutory operating profit was £34.2m (FY25 £29.9m).

Adjusting items

We treat an item as adjusting when it is material in size or nature and falls outside normal trading. The Audit and Risk Committee reviews how we classify these items each year (page 70). Adjusting items before tax were £2.3m (FY25 £1.7m).

Net store impairment was £1.5m. Our annual review of every store led us to charge £2.1m against four stores, mostly in larger town centres, whose sales and footfall have fallen behind plan, and to reverse £0.6m of earlier charges at two stores where trading has recovered. These amounts are irregular and rest on long-range forecasts, so we keep them out of adjusted profit. Note 16 shows how sensitive they are to our assumptions.

Leaving the former Poundbury warehouse in Dorchester cost £0.8m. That covers the payment to the landlord for surrendering the lease in September 2025, dilapidations and clearing the building. The section 172 statement on page 33 explains how the board reached the decision.

FY25's only adjusting item was £1.7m of dual running costs during the move to Huntworth, which is now complete. The tax credit on this year's items is only £0.2m because most of the impairment is not deductible.

	2026	2025
	£m	£m
Net store impairment (impairment £2.1m less reversals £0.6m)	1.5	–
Exit costs for the former distribution centre	0.8	–
Distribution centre dual running and transition costs	–	1.7
Adjusting items before tax	2.3	1.7
Tax on adjusting items	(0.2)	(0.4)

	2026	2025
	£m	£m
Adjusting items after tax	2.1	1.3
Reconciliation to adjusted profit		
Statutory profit before taxation	28.9	25.8
Adjusting items	2.3	1.7
Adjusted profit before taxation	31.2	27.5

Net finance costs

Net finance costs were £5.3m (FY25 £4.1m). Interest on lease liabilities makes up nearly all of our finance costs and rose to £5.9m (FY25 £4.5m) with a full year of the Huntworth lease and the new store leases. Fees on the revolving credit facility were £0.5m (FY25 £0.4m). Interest on cash deposits rose to £1.1m (FY25 £0.8m) because average balances were higher.

Taxation

The tax charge was £7.5m (FY25 £6.7m), an effective rate of 26.0% (FY25 26.0%). That is slightly above the UK main rate of 25% because some costs, mainly the store impairment, are not deductible, partly offset by the lower rate on profits in the Republic of Ireland. We paid £6.9m of corporation tax (FY25 £6.3m). The board approves our tax strategy each year, and we publish it on our website.

Earnings per share

Profit after tax rose to £21.4m (FY25 £19.1m). Basic earnings per share rose 12.4% to 23.6p (FY25 21.0p) and diluted earnings per share to 23.4p (FY25 20.8p). Adjusted basic earnings per share rose 15.6% to 25.9p (FY25 22.4p). The weighted average number of shares fell to 90.7 million (FY25 91.0 million) because the employee benefit trust bought shares to meet future share awards. It held 860,000 shares at the year end (FY25 630,000).

Dividend and capital allocation

The board proposes a final dividend of 6.2p per share (FY25 5.6p). With the interim dividend of 3.0p paid in November 2025, that makes 9.2p for the year (FY25 8.4p), an increase of 9.5%. Adjusted earnings per share cover it 2.8 times, within our policy of a progressive dividend covered 2.5 to 3 times. If share-

holders approve it at the AGM on 18 June 2026, we will pay it on 3 July 2026 to those on the register on 29 May 2026 (ex-dividend date 28 May 2026), at a cost of about £5.6m.

Our priorities for capital are unchanged. We invest first in stores, refits, repair and systems where we can see a clear return. Next comes the progressive dividend, and after that we return surplus cash to shareholders. The board will consider a share buy-back if net cash stays above about £30m through the seasonal low point. That comes in October, when we have paid for autumn and winter stock and are still waiting for Christmas trading. In October 2025 net cash fell below £30m, so we are not proposing a buy-back this year. The board will look again with the FY27 half-year results in September 2026.

Cash flow

Cash generated from operations rose to £72.2m (FY25 £58.9m), mostly from higher profit. Working capital released £1.2m, against an outflow of £3.1m in FY25. Inventories rose by £4.8m, a little less than sales. Trade and other payables rose by £6.8m: trade payables were £3.8m higher because more spring stock arrived in the last weeks of January than a year before, and accruals were £1.8m higher, mostly for colleague bonuses. We did not change our payment terms with suppliers. After tax paid of £6.9m, net cash from operating activities was £65.3m (FY25 £52.6m).

Free cash flow, the cash left after capital expenditure, lease payments and net interest, rose to £15.8m (FY25 £11.5m). Lease payments rose to £26.7m (FY25 £21.0m) with the first full year of rent at Huntworth and the new stores. After dividends of £7.8m and £1.3m for shares bought by the employee benefit trust, net cash rose by £6.7m.

	2026	2025
	£m	£m
Net cash from operating activities	65.3	52.6
Capital expenditure	(23.4)	(20.5)

	2026	2025
	£m	£m
Lease payments (principal and interest)	(26.7)	(21.0)
Net other interest	0.6	0.4
Free cash flow	15.8	11.5
Dividends paid	(7.8)	(7.3)
Purchase of own shares	(1.3)	(0.6)
Increase in net cash	6.7	3.6

Capital expenditure

cost about £1.0m to fit out.

Capital expenditure was £23.4m (FY25 £20.5m), of which £18.3m was on property, plant and equipment and £5.1m on software. Each of the six new stores

Capital expenditure in FY26

Project	What it paid for	£m
New stores	Fitting out Hexham, Bulth Wells, Oban, Okehampton, Bakewell and Westport	6.0
Refits	14 store refits, including larger boot-fitting areas	5.4
Repair benches	Eight new benches, taking the total to 41 stores	0.8
Distribution centre	Automated sortation and packing for online orders at Huntworth	4.1
Technology	App, website and the first stage of the new merchandise planning system	5.1
Maintenance and other	Heating, roofs and store equipment across the estate	2.0
Total		23.4

Balance sheet and leases

Net assets rose to £131.4m (FY25 £117.8m). Property, plant and equipment rose to £64.3m (FY25 £58.6m) as capital expenditure ran ahead of depreciation.

Inventories were £88.7m (FY25 £83.9m) and stock turn was 2.2 times, against our target of 2.4 times by FY28. The provision for slow-moving and obsolete stock rose to £4.1m (FY25 £3.6m), mostly for summer camping lines left over after the wet August.

Lease liabilities were £118.4m (FY25 £116.0m). We added £23.2m of new leases and renewals, mainly for the new stores, and paid £26.7m. Most store leases

run for ten years or less, and the average time to the next break or expiry is about four and a half years, so we can review each store as its lease comes up. In the next two years, 41 leases reach a break, expiry or rent review. In FY26 we renewed 16 leases at rents 4% lower on average.

Net debt including lease liabilities fell to £82.0m (FY25 £86.3m), 1.2 times adjusted EBITDA (FY25 1.4 times). Adjusted EBITDA, which is adjusted operating profit before depreciation and amortisation, rose 12.5% to £70.3m (FY25 £62.5m). Lenders and investors use it to compare retailers with different mixes of owned and leased property.

	2026	2025
	£m	£m
Operating profit	34.2	29.9
Adjusting items	2.3	1.7
Adjusted operating profit	36.5	31.6
Depreciation and amortisation	33.8	30.9
Adjusted EBITDA	70.3	62.5

Property provisions, mostly for dilapidations at the end of store leases, were unchanged at £5.3m: we charged £1.6m, used £1.2m on stores we left or

handed back and released £0.4m. We have no defined benefit pension scheme.

Liquidity and the credit facility

We ended the year with £36.4m of cash and no borrowings. Our £40m revolving credit facility with Wessex Mutual Bank is committed to September 2028 with an option to extend, and we did not draw on it at any point in FY26. Its two covenants, on leverage and fixed charge cover, are tested every six months, and we met both with wide headroom. Liquidity, meaning cash plus the undrawn facility, was £76.4m at the year end.

Going concern

The directors have assessed whether the group can continue as a going concern to 30 April 2027. Starting from the FY27 budget, they applied the severe but plausible scenarios from the viability statement. The harshest combines two wet summers, a four-week cyber attack and a sharp fall in consumer spending. In that case liquidity headroom stays above £25m before any mitigating action, and we would not need the revolving credit facility. The directors have identified no material uncertainty and consider the going concern basis appropriate. The viability statement, covering the three years to January 2029, is on page 52.

Outlook for FY27

Like-for-like sales rose 3.2% in the first ten weeks of FY27. For the year as a whole:

- we plan to open six stores, in Settle, Dolgellau, Pitlochry, Kendal, Buxton and Killarney;
- we expect capital expenditure of £24m to £26m, covering the new stores, refits, more repair benches and the go-live of the merchandise planning system;
- pay will again be our largest cost increase, with an average rise of 4.5% across the workforce from April 2026;
- we expect an effective tax rate of about 26%;
- we expect adjusted profit before tax to be in line with current market expectations.

Anjali Mercer

Chief Financial Officer
14 April 2026

THE PEOPLE WE ANSWER TO

Six groups have a direct stake in how we run Swift & Hale. For each group we set out what it told us in FY26 and what we did.

The board hears from stakeholders through management reports and at first hand. In FY26 directors visited Huntworth in May, Fort William and Oban in September, where they saw the Oban store open, and Galway in November.

Ravi Dhanda, our designated non-executive director for workforce engagement, chairs the Colleague Voice forum. The section 172 statement on page 33 shows how what the board heard shaped two of its decisions.

Customers

Customers want kit that fits, works in bad weather and lasts, with honest advice and fair prices however they shop. More of them now expect us to fix what we sell.

Much of this comes to us at the fitting stool and the repair bench. A short survey after every online order and a sample of store visits gives us our net promoter score. Our Trail Panel of about 3,000 Club members tests products and new catalogue ranges before we commit to them, and Leah Brennan, our Chief Customer Officer, reports customer measures at every board meeting.

Our net promoter score rose to 72 (FY25 70) and the Club grew to 2.1 million members. We added eight repair benches, and every Hale waterproof now has a PFAS-free finish.

Colleagues

Our 3,900 colleagues want fair pay, rotas they can plan around and a safe place to work. Many joined because they love being outdoors.

In FY26, 86% of colleagues answered our engagement survey. The Colleague Voice forum has 14 elected colleagues from stores, distribution and head office, and it met four times with Ravi Dhanda and twice with the full board. Colleagues can raise concerns in confidence through our Speak Up line.

The forum raised four subjects. Sunday shifts are now shared on a rota published at least four weeks ahead. A lighter uniform fleece, chosen after a trial in 12 stores, arrives this spring. We are still working out how to give the colleague discount on Hale Again. At the 38 smaller stores where a colleague could open or close alone, we changed rotas at 31 so that nobody does, and gave colleagues at the other seven personal alarms linked to a monitoring centre.



I raised lone working at the first forum because I opened up alone two mornings a week. By autumn our rota had changed so nobody does.

Carys Rowlands, Colleague Voice forum member, Llanberis

Engagement rose to 81% (FY25 80%) and store colleague turnover fell to 24% (FY25 27%). RIDDOR-reportable incidents fell to 11 (FY25 14).

Suppliers and their workers

Suppliers need steady orders and prompt payment to plan ahead. The people in their factories and mills need safe workplaces, fair pay and hours, and a way to raise problems without fear.

Hannah Coutts, our Product and Sourcing Director, leads these relationships, and her team visits every own-brand factory at least once a year. Hale and Swift products are made in 112 tier 1 factories in nine countries. Every supplier signs our Ethical Trade Code, and we check how it works through independent audits and anonymous worker surveys.

In June 2025, 42 suppliers came to our first supplier conference, at Huntworth, to hear our plans for repair, PFAS-free finishes and renewable energy at the mills. Audits found 14 serious issues during the year, mostly overtime above local legal limits at peak. Twelve are resolved and the other two have agreed improvement plans. We paid suppliers in 33 days on average.

Communities and the outdoors

Our customers rely on paths, stiles and bridges that someone has to look after, and the market towns we trade in want busy high streets and local jobs. Store managers work with national park rangers, path groups and schools near their stores.

The Path Fund gave £420,000 to 37 projects in FY26 (FY25 £360,000). A panel of colleagues, Club members and a trustee from The Open Paths Trust, our charity partner for youth outdoor access, decides the grants. Colleagues also gave 2,100 volunteer days, and our stores led 3,100 walks (page 19).



Colleagues rebuilding a dry stone wall in the Yorkshire Dales on a volunteer day.

Shareholders

Shareholders look for steady growth in earnings and dividends, careful use of capital and executive pay that follows performance.

Tom Penhallow and Anjali Mercer present our results twice a year and meet investors after each announcement. They held 84 meetings with existing and prospective investors in FY26, and we hosted analysts and investors at Huntworth in June 2025. Helen Ashdown, our Chair, met five of our largest shareholders to discuss board succession and strategy. Private shareholders can question the whole board at the AGM. At the 2025 AGM, 96.4% of votes supported the remuneration policy and 97.1% the remuneration report.

Government and regulators

Government and regulators expect us to obey the law, pay the right tax, sell safe products and report honestly. New rules on packaging, chemicals in products and textile waste affect how we design and sell kit.

We deal with HMRC through our Customer Compliance Manager, and with the FCA and the FRC as a listed company. We answer government consultations through our trade associations.

Before the Competition and Markets Authority gained direct consumer enforcement powers in April 2025, we checked every environmental claim on our products, website and catalogue against its Green Claims Code. We paid our first fees under the UK packaging extended producer responsibility scheme and are preparing for a similar scheme for textiles. Product safety and regulation is now a principal risk in its own right (page 49).

HOW THE BOARD MADE ITS DECISIONS

The directors explain how they had regard to the matters in section 172(1) of the Companies Act 2006 in FY26, with two principal decisions as examples.

The directors confirm that, during the 52 weeks to 31 January 2026, they acted in the way they considered, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing so they had regard, among other matters, to the matters set out in section 172(1)(a) to (f) of the Companies Act 2006.

The Company Secretary briefs directors on their duties when they join and gives each one a refresher every year. Every paper asking the board for a decision sets out the likely effect on each stakeholder group and over the long term, alongside the financial case. Where the board weighs one group's interests against another's, the minutes record how it did so.

Section 172(1) matters and where to read more

Section 172(1)	How the board has regard to it	Where to read more
(a) The likely consequences of any decision in the long term	The board reviews strategy each year, tests the plan over three years and allocates capital to the four priorities.	Strategy, page 18 Business model, page 17 Viability, page 52
(b) The interests of the company's employees	Ravi Dhanda chairs the Colleague Voice forum, which also meets the board. Directors review engagement, pay, turnover and safety.	Stakeholders, page 31 Governance report, page 62 Remuneration report, page 74
(c) The need to foster the company's business relationships with suppliers, customers and others	Leah Brennan reports customer measures at every meeting. The board and Sustainability Committee review supplier audits and payment practice.	Stakeholders, page 31 Business model, page 17
(d) The impact of the company's operations on the community and the environment	The Sustainability Committee oversees our climate targets, materials and repair work, and the Path Fund.	Sustainability, page 35 Climate disclosures, page 40 Sustainability Committee, page 73
(e) The desirability of the company maintaining a reputation for high standards of business conduct	The board approves the Code of Conduct and Ethical Trade Code. The Audit and Risk Committee oversees Speak Up reports.	Non-financial statement, page 44 Audit and Risk Committee, page 70
(f) The need to act fairly as between members of the company	We have one class of share, and every shareholder gets the same information and a vote at the AGM.	Stakeholders, page 31 Directors' report, page 87 Shareholder information, page 127

Principal decisions in FY26

We treat a decision as principal if it is material to the group or significant to one of our stakeholder groups.

Approving six new stores for FY27

In December 2025 the board approved openings in Settle, Dolgellau, Pitlochry, Kendal, Buxton and Killarney. It tested each against our payback target of under three years and checked that the new leases would leave room for decisions on the 41 lease events

due in the next two years. Club data showed where members were travelling more than an hour to reach a store.

The stores will create about 150 jobs, and colleagues in nearby stores get the first chance to apply. Four of the six sites are shops that had stood empty, and all six will be heated by heat pumps with no gas supply. The cost fits within FY27 capital expenditure of £24m to £26m and leaves the dividend policy unchanged.

Surrendering the Poundbury lease

Once Huntworth was serving every store and online order, we no longer needed the Poundbury warehouse. In June 2025 the board weighed two options:

keep the lease, which had four years to run, and find a subtenant, or agree an early surrender. It approved the surrender at an additional meeting in August, and we left in September.

Surrender cost £0.8m, shown as an adjusting item, against an estimated £2.6m in rent, rates and upkeep if the building had stood empty for the rest of the lease. We offered the 34 colleagues still at Poundbury roles at Huntworth or Hale House. Twenty-two accepted, and the other 12 left with enhanced redundancy pay and help finding local work. The landlord had a local business ready to move in, so the building stayed in use.



WHAT WE MAKE AND HOW WE MAKE IT

Purchased goods make up four fifths of our carbon footprint, so most of our effort goes into what own-brand kit is made of and how long it lasts.

54%

Reduction in Scope 1 and 2 emissions (market-based) since FY22
FY25 44%

68%

Own-brand units made with recycled or lower-impact materials
FY25 57%

48,000

Repairs completed
FY25 39,000

£420,000

Path Fund grants to 37 projects
FY25 £360,000

In FY26 our Scope 1 and 2 emissions (market-based) fell 19% to 1,120 tonnes of carbon dioxide equivalent (tCO₂e), 54% below our FY22 baseline. Scope 3 emissions, more than 99% of our footprint, rose 2% to an estimated 168,000 tCO₂e as sales grew, but fell 5.5% per £m of gross profit, which is how our target is set.

We are behind the pace we set ourselves on living wages in our supply chain, and an audit found migrant workers at one factory who had paid recruitment fees for their jobs (page 39).

Our approach

We refreshed our materiality assessment in summer 2025, using a survey of 2,400 Club members and the views of colleagues, suppliers, shareholders and The

Sustainability targets and progress

Target	Baseline	FY26 progress	Status
Cut Scope 1 and 2 emissions (market-based) by 90% by FY30	FY22: 2,450 tCO ₂ e	1,120 tCO ₂ e, down 54%	On track
Cut Scope 3 emissions per £m of gross profit by 55% by FY32	FY22: 1,000 tCO ₂ e per £m	766 tCO ₂ e per £m, down 23%	On track
Net zero across our value chain by 2045	FY22	Transition plan in preparation	Long term
100% renewable electricity by FY28	FY22: 32%	78%	On track
All nine company vans electric by FY28	FY22: none	Six of nine	On track
85% of own-brand units from recycled or lower-impact materials by FY28	FY25: 57%	68%	On track
PFAS-free water-repellent finishes on all own-brand kit by Spring Summer 2026	Not applicable	Hale since Spring Summer 2025; last Swift lines sold through	Met
75,000 repairs a year by FY29	FY25: 39,000	48,000	On track
Single-use plastic in own-brand packaging down 75% by FY28	FY22	Down 61%	On track
Average pay at all 18 strategic factories at or above a living wage benchmark by FY30	FY25: 3 of 18	5 of 18	Behind

Kit that lasts

Own brands were 61% of sales in FY26. For Hale and Swift we choose the design, the materials and the factory, so that is where we can do most.

Materials

In FY26, 68% of own-brand units used recycled or lower-impact materials, up from 57%. A unit counts when its main fabric, or at least half its material by weight, meets one of our standards, such as recycled polyester or nylon, or organic cotton. The largest change was the move to recycled nylon face fabrics across Hale waterproofs for Autumn Winter 2025.

Open Paths Trust. We scored each issue twice, for our effect on people and the environment and for its possible effect on our finances, and the Sustainability Committee approved the result in September 2025. Of the eight issues on the list, durability, repair and resale ranked first, followed by greenhouse gas emissions, pay and conditions in our supply chain, and chemicals in products. Water use and pollution at fabric mills moved up the list.

The Sustainability Committee, chaired by Ravi Dhanda, oversees our targets (page 73). Our Head of Sustainability leads a team of six and reports to Hannah Coutts, Product and Sourcing Director, because most of the work depends on how we design and buy product. An independent provider gave limited assurance over our FY26 energy use and Scope 1 and 2 emissions.

Recycled fabrics strong enough for tent flysheets and the lightest Swift shells are still scarce, and these products are the main obstacle to our FY28 target of 85%. We are testing recycled ripstop with two mills for the Spring Summer 2027 tents.

Taking PFAS out

For years, per- and polyfluoroalkyl substances (PFAS) were the standard way to make outdoor fabrics shed water. They do not break down in the environment, and regulators in the UK and Europe are moving to restrict them. Every Hale waterproof has had a PFAS-free finish since Spring Summer 2025, the last Swift lines with PFAS finishes sold through in FY26, and the

Spring Summer 2026 Swift range is PFAS-free. An independent laboratory tests samples from each new range. PFAS-free finishes need reproofing more often, so Hale waterproof labels now carry reproofing instructions and our repair benches offer the service.

Repair

Hale waterproofs and packs carry a lifetime repair promise, and Club members get free repairs on own-brand kit. We completed 48,000 repairs (FY25 39,000), with an average turnaround of nine days, and eight new benches took us to 41 stores with one.

Hale products are now designed to a repair standard. Zips can be replaced without unpicking the seam tape, buckles clip on, and we keep spare parts for at least seven years after a line ends. Technicians log the commonest faults on each product every month, and the product team reads the log before reordering.



People bring a jacket in expecting me to say it's had it. Usually it's a zip or a lifted seam, and they have it back the following week.

Mared Pritchard, repair technician, Betws-y-Coed

Focus: Hale Again

Hale Again sells pre-owned and refurbished Hale and Swift kit in 14 stores and online. Club members can trade in own-brand kit at any store for a credit voucher worth up to £40. A team of five at Huntworth cleans, reproofs, repairs and grades each item, which then sells at 40% to 60% of its original price. Anything we cannot resell is stripped for parts for our repair benches.

We resold 6,200 items in FY26, against 1,900 in the FY25 pilot, and plan to add ten more stores in FY27.

Packaging

Of our online packaging, 92% can be recycled at the kerbside, and single-use plastic in own-brand packaging is down 61% since FY22. Hale clothing ships in paper bags, and in FY26 we stopped using plastic hangers for own-brand products sent to stores. Most of the plastic left is protective film on footwear and tent poles. UK extended producer responsibility for packaging began in 2025. The EU has agreed rules requiring similar schemes for textiles in member states, including Ireland, and the UK is considering one.

Lower-carbon business

Scope 1 and 2 emissions (market-based) fell 19% to 1,120 tCO₂e, and energy use fell 3% to 14,600 MWh, although we ended the year with 128 stores against 124. We do not count carbon offsets towards any of our targets.

The 1.9MW solar array on the Huntworth roof, commissioned in January 2025, generated 1,640 MWh in its first full year, about two fifths of the site's electricity. We fitted heat pumps in nine more stores during refits, making 22. Every store has LED lighting, and new stores open with heat pumps and no gas connection. Gas heating remains in 19 stores, mostly older buildings, and at Hale House. Three more of our nine delivery vans became electric in FY26, making six.

Renewable electricity rose to 78% of the electricity we use (FY25 71%). Apart from our own solar power, we buy it on supply contracts backed by Renewable Energy Guarantees of Origin in the UK and guarantees of origin in Ireland. The rest is used in stores where the landlord buys the electricity, and in our Irish stores, whose contract renews in September 2026.

To meet the FY30 target we need to cut a further 875 tCO₂e, mostly by switching the remaining stores to renewable electricity, replacing the last gas heating and electrifying the last three vans by FY28. Refrigerant leaks from air conditioning are harder to stop, so we fit units with lower global warming potential refrigerants when we refit a store.



Swift kit for one night out. Lighter packs need fewer materials.

Energy use and greenhouse gas emissions

Measure	FY26	FY25	FY22 baseline
Scope 1: gas heating, refrigerants and delivery vans (tCO ₂ e)	520	560	790
Scope 2, location-based (tCO ₂ e)	2,420	2,750	3,480
Scope 2, market-based (tCO ₂ e)	600	820	1,660
Total Scope 1 and 2, location-based (tCO₂e)	2,940	3,310	4,270
Total Scope 1 and 2, market-based (tCO₂e)	1,120	1,380	2,450
Intensity: Scope 1 and 2 location-based (tCO ₂ e per £m revenue)	7.0	8.4	12.9
Energy use (MWh)	14,600	15,100	17,900
Renewable electricity (% of electricity used)	78	71	32
Scope 3, estimated (tCO ₂ e)	168,000	165,000	171,000
Purchased goods and services as a share of Scope 3 (%)	79	79	80
Scope 3 intensity (tCO ₂ e per £m gross profit)	766	811	1,000

How we measure

We report energy use and emissions under the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, following the GHG Protocol Corporate Accounting and Reporting Standard and its Scope 2 Guidance. Our boundary, set by operational control, covers all our stores, the Huntworth distribution centre, Hale House and our vans. We calculate emissions from metered and invoiced energy use with the UK government's greenhouse gas conversion factors for company reporting for the relevant year, and country-specific grid factors for the Republic of Ireland. Market-based Scope 2 uses supplier-specific factors where guarantees of origin back our electri-

city, and residual mix factors elsewhere. Scope 1 covers natural gas, refrigerant losses and van fuel. Energy use covers electricity, gas and transport fuel, and 91% of it was in the UK. Scope 3 is estimated from activity data from our top 30 suppliers and spend-based factors for everything else, so it is less precise than Scope 1 and 2. We would restate the FY22 baseline if a change in method, data or group structure moved it by more than 5%; there was no restatement in FY26. Our intensity ratio is Scope 1 and 2 location-based emissions per £m of revenue.

Scope 3 and our suppliers

Purchased goods make up 79% of our Scope 3 emissions, mostly the energy used to spin yarn and to dye and finish fabric, plus the raw materials themselves. Scope 3 intensity fell to 766 tCO₂e per £m of gross profit in FY26, 23% below FY22 and in line with the path to a 55% cut by FY32.

Most of that cut has to happen at mills and factories we do not own. Our top 30 suppliers, 78% of own-brand cost, report their energy use and emissions to us every year, and each agreed a reduction plan with us in FY26. We concentrate on the 26 fabric mills behind them, because dyeing and finishing need a lot of heat and many mills still burn coal to raise it. Twelve now use renewable electricity for at least half their needs (seven a year earlier), and four have replaced coal-fired boilers. We pay for energy audits at mills that ask, and from FY27 our cost negotiations will allow for upgrades that cut emissions. Air freight was under 1% of inbound volume.

People who make our kit

Hale and Swift products are made in 112 tier 1 factories in nine countries: Vietnam, China, Bangladesh, Indonesia, India, Taiwan, Sri Lanka, Portugal and Romania. Vietnam and China account for 61 of them. We have also mapped every tier 2 mill that makes fabric for our own brands, and we publish both lists on our website twice a year.

Standards and audits

Every factory signs our Ethical Trade Code, based on the International Labour Organization's core conventions, and must pass an independent social audit before we place an order. We audit high-risk factories every year and the rest at least every two years, and at least a third of audits are unannounced or semi-announced. The 94 audits in FY26 raised 612 findings, mostly on working hours, fire safety and health and safety records, and our ethical trade team of four in Dorchester and Ho Chi Minh City follows up each corrective action plan on site.

Two findings were zero-tolerance issues. One factory kept using a subcontractor we had not approved, so we moved its work elsewhere at the end of the season. The other concerned recruitment fees.

Modern slavery

Forced labour is the most serious human rights risk in our supply chain, especially for migrant workers left in debt by recruitment fees paid to agents. In June 2025 an unannounced audit at a tier 1 factory in Taiwan found that 46 migrant workers had paid such fees. The factory repaid them in full, £61,000 in total, by December 2025. An independent auditor interviewed the workers to confirm they had the money, and the factory now recruits only through agencies that charge the employer. We have since added the employer-pays principle for recruitment costs to our Ethical Trade Code, trained all our sourcing and ethical trade colleagues on modern slavery and given workers at 44 tier 1 factories an independent, anonymous helpline. Our modern slavery statement is on our website.

Living wages

In several countries we buy from, the legal minimum wage is not enough to support a family. We compare take-home pay at our 18 strategic factories, which make 59% of own-brand units, with recognised regional living wage benchmarks. Five of the 18 pay at or above the benchmark on average, and across all 18 pay is 89% of it. We are behind our target of all 18 by FY30, and part of the gap comes from our own buying. Since September 2025 we have costed labour separately in negotiations with four of the factories, so that price talks do not squeeze it, and we will do the same with all 18 in FY27. Fixing the Autumn Winter 2026 order calendar earlier than usual also cuts the overtime factories need at their busiest.

Our people and communities

Our stakeholder report on page 31 covers colleague pay, engagement and the Colleague Voice forum. Our median gender pay gap at the April 2025 snapshot was 3.9%. Women make up 54% of our 3,900 colleagues, 45% of store managers and 42% of senior leadership. RIDDOR-reportable incidents fell to 11 from 14, mostly manual handling injuries in stockrooms and at Huntworth or slips on wet store floors.

The Swift & Hale Path Fund, paid for by 1p from every Club purchase and a share of hire income, gave £420,000 to 37 projects (FY25 £360,000), including path repairs on the Cleveland Way and the Pembrokeshire Coast Path. Colleagues gave 2,100 volunteer days.

PLANNING FOR WETTER SUMMERS

Wet summers are our largest physical climate risk, and carbon in the goods we buy is our largest transition risk. We tested both under three scenarios to 2040.

Statement of consistency

Swift & Hale plc has made climate-related financial disclosures consistent with the recommendations and recommended disclosures of the Task Force on Climate-related Financial Disclosures (TCFD), as the UK Listing Rules require. We make all 11 recommended disclosures, taking account of the TCFD's 2021 implementation guidance, including its guidance for all sectors, and the index on page 43 shows where. These pages also meet sections 414CA and 414CB of the Companies Act 2006 and form part of our non-financial and sustainability information statement (page 44).

The UK Sustainability Reporting Standards (UK SRS) do not apply to this report, but we are preparing for them. A gap analysis against UK SRS S2 in FY26 showed that our main tasks are estimating financial effects more precisely, reporting Scope 3 emissions by category with a measure of data quality, and publishing a transition plan. We expect our first UK SRS-aligned report to be for FY28.

Governance

The board is responsible for our response to climate change and considers it when setting strategy, approving the budget, the three-year plan and major capital projects, and reviewing the principal risks.

Climate oversight by the board and its committees in FY26

Forum	Climate responsibilities	Main climate matters in FY26
Board (nine meetings), chaired by Helen Ashdown	Strategy, budget and capital allocation; principal risks; approval of these disclosures	Reviewed the scenario analysis; approved the FY27 budget, including £2.8m of climate-related capital spending; approved the climate principal risk and these disclosures
Sustainability Committee (four meetings), chaired by Ravi Dhanda	Sustainability strategy and targets; the climate risk register; the supplier carbon programme	Reviewed progress against the science-based targets at every meeting and the climate risk register twice; kept the internal carbon price at £85 per tonne
Audit and Risk Committee (five meetings), chaired by Fiona Garside	Risk management; reliability of energy and emissions data; climate in the financial statements	Reviewed these disclosures and the limited assurance report on energy and Scope 1 and 2 data; considered climate in impairment testing and asset lives
Remuneration Committee (five meetings), chaired by Sinead Fallon	Climate measures in executive pay	Set the carbon measure in the FY26 annual bonus; assessed the carbon element of the 2023 LTIP award

Management's role

Tom Penhallow, Chief Executive, is accountable to the board for climate strategy and performance. Anjali Mercer, Chief Financial Officer, chairs the Climate and Sustainability Steering Group, which met six times in FY26. Its members are four other Executive Committee directors, the Head of Sustainability, the Group Risk Manager and the Head of Property. The

Climate was on the agenda at four of its nine meetings in FY26. In July 2025 the directors had training from an external adviser on UK SRS and transition plans, and in September the board reviewed the updated scenario analysis.

group keeps the climate risk register, runs the scenario analysis, tracks our targets and signs off carbon data each half year, and it reports to the Executive Committee and the Sustainability Committee. Each target belongs to the director who controls the emissions: Hannah Coutts for suppliers and materials, Mike Trevail for the distribution centre, vans and freight, and Gareth Pyne for store energy.

Strategy

Time horizons

Our short term runs to FY29, matching our three-year plan and viability period. The medium term, FY29 to FY36, matches a typical new store lease and our FY30 and FY32 targets. The long term, FY36 to 2050, covers our 2045 net zero target.

Material climate-related risks and opportunities

Risk or opportunity	Type	Horizon	Potential impact	Our response
Wetter summers, storms and heat	Physical risk, chronic and acute	Short to long	High. Fewer camping trips and lower summer footfall leave more stock at the end of the season. Heat affects colleagues and raises cooling costs.	Weather scenarios in stock plans; one stock pool, so stock moves to where trade is strongest; year-round ranges and hire; a hot weather working policy.
Flooding at stores and the distribution centre	Physical risk, acute	Medium to long	Medium. Nine stores are in areas at high flood risk; Huntworth is at low risk. Floods would close stores, damage stock and raise insurance costs.	Flood plans and raised stock storage at the nine stores; flood risk checked before we sign any new lease; insurance cover reviewed each year.
Carbon pricing on materials and freight	Transition risk, policy	Medium to long	Medium to high. Carbon taxes in sourcing countries, carbon pricing in shipping and the UK carbon border adjustment mechanism (from January 2027) could raise costs.	Supplier carbon programme and Scope 3 target; internal carbon price of £85 per tonne; sea freight in place of air.
Changing customer expectations and product rules	Transition risk, market and legal	Short to medium	Medium. Customers buy less new kit and expect evidence for green claims. PFAS rules and extended producer responsibility add cost; misleading claims can bring fines.	PFAS-free finishes across own brands; legal review of every environmental claim; repair and Hale Again as take-back routes.
Repair, resale and lower-carbon products	Opportunity, products and services	Short to long	Medium. Customers who buy less new kit still pay for repairs, reproofing and second-hand kit. Services revenue was £20.9m in FY26.	Repair benches in 41 stores and more to come; Hale Again in more stores; target of 75,000 repairs a year by FY29.
Demand for wet-weather kit and UK holidays	Opportunity, markets	Short to long	Medium. Wetter, more changeable weather increases demand for waterproofs, layers and boots, and more people take holidays in the UK.	Broader waterproof and layering ranges; stores close to national parks and trails; led walks all year round.

Effect on strategy and financial planning

We check flood risk and summer heat before signing a lease for a new store, and in FY26 we chose a different unit in Okehampton because the first was at high flood risk. Repair, resale and lower-impact materials, which sit under our Kit that lasts priority (page 18), cut Scope 3 emissions and earn income that depends less on selling new products.

Our three-year plan includes an allowance for summer weather in camping categories, based on the last ten summers, and £7.5m of climate-related capital spending over FY27 to FY29, mainly on heat pumps, the last three electric vans and store energy controls. We considered climate when testing store

Risks and opportunities

We treat a climate-related risk or opportunity as material if it could change annual profit before tax by more than £1.5m, about 5% of FY26 adjusted profit before tax, in any of our scenarios. The six below meet that test. Our largest physical exposure is the summer: tents and camping equipment were about 19% of FY26 sales, and most of that sells between April and August.

assets for impairment, setting useful lives and providing for seasonal stock, and found no material effect on the FY26 financial statements (page 104).

Scenario analysis and resilience

We first ran climate scenario analysis in FY23 and updated it in FY26 with an external adviser. Our three scenarios, an orderly transition, a delayed transition and a hot house world, take carbon prices and other transition assumptions from the Network for Greening the Financial System (NGFS), warming pathways from the IPCC and UK weather from the Met Office's UKCP18 projections. None is a forecast. In the delayed transition, little new policy arrives until 2030, then sudden action squeezes consumer spending. Until about 2030 the physical climate is much the same in all three.

Climate scenarios: main assumptions and estimated annual effect before mitigation

Assumption or effect	Orderly transition	Delayed transition	Hot house world
Warming by 2100, above pre-industrial levels	Below 2°C	About 2°C; physical effects tested at about 2.5°C	About 3°C or more
Reference scenarios	NGFS Below 2°C; IPCC SSP1-2.6	NGFS Delayed Transition; IPCC SSP2-4.5	NGFS Current Policies; IPCC SSP5-8.5
Carbon price on materials and freight, per tCO ₂ e in today's money	£85 by 2030; £160 by 2040	Under £20 to 2030; £220 by 2040	Under £20 throughout
UK summers disrupted by heavy rain, storms or extreme heat (about two in ten today)	Three in ten by 2040	Three in ten by 2040	Four to five in ten by 2040
Stores in areas at high flood risk (nine today)	10 by 2040	11 by 2040	14 by 2040
Customer demand	Faster move to repair, resale and lower-carbon kit	The same move, arriving later and more abruptly	Little change in preferences; more UK holidays
Revenue in FY30	£1m to £2m lower	£1m to £2m lower	£2m to £4m lower
Costs in FY30	£2m to £3m higher	Under £1m higher	£1m to £2m higher
Revenue in FY40	£3m to £5m lower	£4m to £7m lower	£7m to £12m lower
Costs in FY40	£3m to £5m higher	£5m to £9m higher	£3m to £6m higher
Revenue from opportunities in FY40 (repair, resale, wet-weather kit, UK holidays)	£6m to £10m higher	£4m to £7m higher	£4m to £8m higher
Net effect on profit before tax in FY40	£2m to £3m lower	£5m to £9m lower	£5m to £8m lower

We applied each scenario to our three-year plan, holding the business at its FY26 size. Revenue effects come from a model linking weekly sales in each category to rainfall and temperature over the last ten years, converted to profit at contribution margin. Cost effects cover carbon prices passed on to us, flood damage, insurance, cooling and disruption at mills. All figures are before mitigation and price changes.

In the orderly transition the main effect is on costs, as carbon prices pass along the supply chain, and demand for repair, resale and lower-impact kit offsets much of it. Meeting our Scope 3 target would cut that FY40 cost effect by about a third. The delayed transition hits profit hardest, by £5m to £9m a year by FY40 (about 1% to 2% of FY26 revenue), because carbon costs arrive late and fast while consumers are under pressure. In the hot house world, disrupted summers and floods dominate, and demand for waterproofs and boots makes up part of the loss.

Resilience of our strategy

The board reviewed the analysis in September 2025 and concluded that our strategy and business model are resilient in all three scenarios over the short, medium and long term. The largest effects are small relative to the business and build up gradually, which gives us time to adapt our ranges, sourcing and stores. We have no borrowings, net cash of £36.4m

and an undrawn £40m revolving credit facility, and our viability assessment tests two wet summers in a row (page 52).

The analysis does not capture tipping points or several extreme events in quick succession, and the link between weather and sales rests on the last ten years. We will refresh the scenarios at least every three years.

Risk management

Identifying and assessing climate risks

Climate risks go through the group's standard risk process (page 46). The steering group also keeps a climate risk register, drawing on the scenario analysis, insurers' flood maps, weather and sales data, and supplier reporting. Its annual workshop looks for new risks, and in October 2025 it added water stress at fabric mills and extended producer responsibility for textiles, both now emerging risks. We score each climate risk for impact and likelihood at each time horizon and carry the highest score into the group register, so the board can compare it directly with other risks.

Managing climate risks

Each climate risk has an owner on the Executive Committee, recorded controls and a target score. We reduce risks where we can, for example through the supplier programme or store flood plans, insure some and accept others within the board's risk

appetite. In FY26 internal audit, co-sourced with Linden Assurance, found the controls over our energy and carbon data adequately designed and made two recommendations, on evidence for refrigerant top-ups and on electricity data from landlords. We have completed both.

Integration with group risk management

Climate change is one of our ten principal risks, and its rating did not change this year (page 49). It also affects five others, including weather and seasonality,

freight costs and currency, and the store estate. The Audit and Risk Committee, the board and the Sustainability Committee each review climate risk twice a year, the last in the most detail. Climate also feeds into our viability and going concern assessments.

Metrics and targets

We track the metrics below, grouped by the TCFD's cross-industry categories. The full energy and emissions table and its methods are on page 38.

Climate-related metrics

Category	Metric	FY26	FY25
Emissions	Scope 1 and 2, market-based (tCO ₂ e)	1,120	1,380
Emissions	Scope 1 and 2, location-based (tCO ₂ e)	2,940	3,310
Emissions	Scope 3, estimated (tCO ₂ e)	168,000	165,000
Emissions intensity	Scope 1 and 2 location-based, per £m revenue (tCO ₂ e)	7.0	8.4
Emissions intensity	Scope 3 per £m gross profit (tCO ₂ e)	766	811
Transition risk	Renewable electricity (% of electricity used)	78	71
Transition risk	Own-brand units from recycled or lower-impact materials (%)	68	57
Physical risk	Stores in areas at high flood risk	9 of 128	9 of 124
Opportunities	Repairs completed	48,000	39,000
Opportunities	Hale Again items resold	6,200	1,900
Capital deployment	Climate-related capital expenditure (£m)	2.4	3.6
Internal carbon price	Price used in investment cases (£ per tCO ₂ e)	85	85

Targets

The Science Based Targets initiative validated our targets in 2024. Against FY22, we aim to cut Scope 1 and 2 emissions (market-based) by 90% by FY30 and Scope 3 emissions per £m of gross profit by 55% by FY32; by FY26 they were 54% and 23% lower. We also aim for net zero across our value chain by 2045. Supporting targets for renewable electricity, electric vans and lower-impact materials are on page 36. We use no carbon offsets towards any of them, and we expect to publish a transition plan for reaching net zero alongside our FY27 annual report.

Internal carbon price

Since FY25 every investment case above £250,000 has included the emissions it would add or avoid, valued at £85 per tCO₂e, and the Executive Committee sees each case with and without that cost. It is a shadow price, so no money changes hands. We set it at the 2030 price in our orderly transition scen-

ario, and the Sustainability Committee left it unchanged in FY26. This year it led us to fit heat pumps instead of new gas boilers at four refits where the costs were otherwise close, and to move one Swift tent range from air to sea freight. At £85 a tonne, our FY26 Scope 3 emissions would carry a notional cost of about £14m, around 7% of cost of sales.

Executive pay

Carbon reduction is one of four strategic measures in the annual bonus for the Chief Executive and Chief Financial Officer, alongside repairs, Club members and colleague engagement, and together they make up 40% of the bonus. The strategic part of the 2023 Long Term Incentive Plan award, 20% of the total, was measured on repairs and carbon and vested at 80% (page 74).

Disclosure index

TCFD recommended disclosures and Companies Act s414CB(2A) requirements

Pillar	TCFD recommended disclosure	Companies Act s414CB(2A)	Page
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Pillar	TCFD recommended disclosure	Companies Act s414CB(2A)	Page
Governance	(a) The board's oversight of climate-related risks and opportunities	(a)	40, 73
Governance	(b) Management's role in assessing and managing climate-related risks and opportunities	(a)	40
Strategy	(a) Climate-related risks and opportunities identified over the short, medium and long term	(d)	41
Strategy	(b) Impact of climate-related risks and opportunities on the business, strategy and financial planning	(e)	41
Strategy	(c) Resilience of the strategy under different climate-related scenarios, including a 2°C or lower scenario	(f)	41, 42
Risk management	(a) Processes for identifying and assessing climate-related risks	(b)	42
Risk management	(b) Processes for managing climate-related risks	(b)	42
Risk management	(c) How these processes are integrated into overall risk management	(c)	43, 49
Metrics and targets	(a) Metrics used to assess climate-related risks and opportunities	(h)	43
Metrics and targets	(b) Scope 1, Scope 2 and Scope 3 greenhouse gas emissions and the related risks	(h)	38, 43
Metrics and targets	(c) Targets used to manage climate-related risks and opportunities, and performance against them	(g)	43, 36

OUR POLICIES AND WHERE THEY APPLY

This statement meets the requirements of sections 414CA and 414CB of the Companies Act 2006. It lists our policies on each matter and where we report on them.

Our policies apply to every colleague in the group and, where relevant, to suppliers, contractors and anyone acting for us. The board approves the Code of Conduct and the Ethical Trade Code. The Executive Committee approves the rest and reviews each at least every two years, and most are on our corporate website.

The pages listed describe our due diligence, what the policies achieved in FY26 and the related principal risks and how we manage them. Our business model is on page **17** and our non-financial KPIs on page **23**. Our climate-related financial disclosures, covering the eight requirements of section 414CB(2A), start on page **40**.

Non-financial and sustainability information

Requirement	Our policies and standards	Where to read more
Environmental matters, including the impact of our business on the environment	Environmental Policy; Sustainable Materials Standard; Restricted Substances List, which excludes PFAS from own-brand water-repellent finishes; Packaging Standard; Repair and Reuse Policy	Sustainability, page 35 Climate disclosures, page 40 Sustainability Committee, page 73

Requirement	Our policies and standards	Where to read more
Employees	Code of Conduct; Health and Safety Policy and Lone Working Standard; Inclusion and Equal Opportunities Policy; Pay Policy; Speak Up policy; Wellbeing Policy	Stakeholders, page 31 Sustainability, page 35 Governance report, page 62 Remuneration report, page 74
Social matters	Community Investment Policy, covering the Path Fund; Product Safety and Quality Policy; Data Protection and Privacy Policy; Responsible Marketing Policy, including environmental claims	Stakeholders, page 31 Sustainability, page 35 Principal risks, page 49
Respect for human rights	Human Rights Policy; Ethical Trade Code, based on the International Labour Organization's core conventions; Responsible Purchasing Policy; Supplier Grievance Procedure; annual modern slavery statement	Stakeholders, page 31 Sustainability, page 35 Sustainability Committee, page 73
Anti-bribery and anti-corruption	Anti-bribery and Corruption Policy; Gifts and Hospitality Policy; Conflicts of Interest Policy; Prevention of Tax Evasion Facilitation Policy; Fraud Prevention Policy; Speak Up policy	Governance report, page 62 Audit and Risk Committee, page 70
Description of the business model	How we create value from our stores, online channels, own brands and services, and who benefits	Business model, page 17 Strategy, page 18
Principal risks relating to these matters, and how we manage them	Risk Management Policy. Related principal risks: sourcing, supply chain and ethical trade; cyber security and customer data; colleagues; climate change; product safety and regulation	Risk management, page 46 Principal risks, page 49
Non-financial key performance indicators	Club members, repairs completed, colleague engagement and Scope 1 and 2 emissions. Repairs, Club members, engagement and carbon also count towards the annual bonus	KPIs, page 23 Remuneration report, page 74
Climate-related financial disclosures (section 414CB(2A)(a) to (h))	Governance; risk management; principal climate risks and opportunities and their time horizons; effect on business model and strategy; resilience under three scenarios; targets and measures	Climate disclosures, page 40 Principal risks, page 49 Viability, page 52



RISK OWNED WHERE THE WORK IS DONE

The board sets how much risk we take. Teams across the business manage it day to day, and internal audit tests that their controls work.

Our sales move with the weather and with what households can afford, and most own-brand kit is made a long way from Dorset.

How the framework works

The board is responsible for risk management and internal control. It sets risk appetite, agrees the principal risks and reviews them in full twice a year, and in FY26 it carried out the assessment of principal and emerging risks that the UK Corporate Governance Code 2024 requires. The Audit and Risk Committee oversees the framework for the board (page 70), and the Sustainability Committee looks at climate risk in more detail.

Each quarter the Executive Risk Committee (the whole Executive Committee, chaired by our Chief Financial Officer, Anjali Mercer) reviews the group risk register and decides what goes to the board. Every principal risk has an owner on the Executive Committee, and the Group Risk Manager, who reports to Anjali, runs the process.

Store, distribution and head office teams own their risks and run the controls. Specialist teams, from health and safety to ethical trade, set policy and

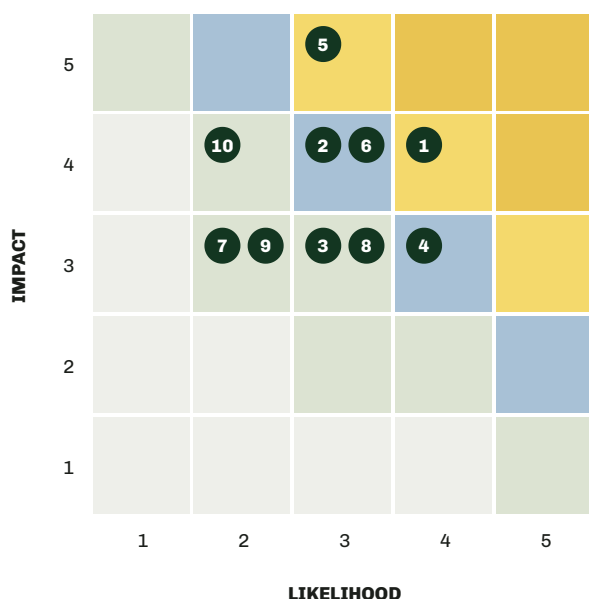
check that it is followed. Internal audit, co-sourced with Linden Assurance, gives independent assurance.

How we find and score risks

Each function updates its own risk register every quarter, and the most serious items roll up to the group register. The board and Executive Committee add risks that cut across functions or come from the strategy, many of them at the board's strategy meeting each June.

Likelihood and impact each score from 1 to 5. We judge likelihood over the three-year viability period, from below a 10% chance (1) to above 80% (5), and impact mainly on adjusted profit before tax in a single year, from under £0.5m (1) to more than £10m (5). The net score, after the controls now in place, is the one we manage against: cyber security would score 5 by 5 with no controls and scores 3 by 5 today. Where a net score sits outside appetite, the owner agrees actions with the Executive Risk Committee, which follows them up until the score comes back in line.

The heat map shows the net scores of the ten principal risks at the date of this report.



- | | |
|---|---|
| 1. Weather and seasonality | 6. Technology change |
| 2. Consumer spending | 7. Colleagues: pay, recruitment and retention |
| 3. Sourcing, supply chain and ethical trade | 8. Climate change |
| 4. Freight costs and currency | 9. Store estate and property |
| 5. Cyber security and customer data | 10. Product safety and regulation |

Risk appetite

The board reviewed its appetite statements in September 2025 and added one for product safety and regulation, to match the new principal risk R10.

Risk appetite by category

Category	Appetite	In practice	Principal risks
Health and safety	Low	We never trade safety against cost or speed.	R7, R10

Appetite is low where harm would be hard to undo, such as an injury or a data breach, and higher where measured risk is how we grow.

Category	Appetite	In practice	Principal risks
Product safety and regulation	Low	Every product meets UK and Irish law before sale. If in doubt, we take it off sale.	R10
Customer data and cyber security	Low	We pay for strong controls and regular testing.	R5
Ethical trade	Low	We leave a factory that will not fix a serious breach of our code.	R3
Financial strength and currency	Low	Net cash through the seasonal low point, no structural debt, dollar purchases hedged ahead.	R2, R4
Trading and stock	Moderate	Weather and demand will move sales; we buy in stages to limit stock at risk.	R1, R2, R3
Technology and change	Moderate	We phase and test new systems and keep old ones running until the new ones are proven.	R6
People and pay	Moderate	At least the real Living Wage, and higher pay costs to keep skilled store colleagues.	R7
Climate and environment	Moderate	Weather risk is part of trading. Appetite is low for missing our carbon targets.	R8
Store estate and growth	High	Five to seven openings a year, including towns new to us, if each meets our payback test.	R9

What changed this year

Product safety and regulation (R10) is now a principal risk in its own right; until this year it sat within sourcing. Three risks increased: freight costs and currency (R4) as the US dollar became more volatile, cyber security (R5) after serious attacks on other UK retailers in 2025, and technology change (R6) as the

new merchandise planning system nears go-live. Colleague risk (R7) decreased, with store turnover down from 27% to 24%.

From FY27 the board must also declare whether our material controls were effective, under Provision 29 of the 2024 Code. The Audit and Risk Committee report on page **70** covers the 31 controls the board approved in December 2025 and how testing went.

TEN RISKS, THREE OF THEM RISING

These ten risks could do the most harm to our strategy, results or cash over the next three years.

The board confirmed these risks in April 2026. The links line on each card gives the strategic priorities the risk affects (1 Closer to the path, 2 Kit that lasts, 3

More people outside, 4 A simpler business; see page 18) and the board's appetite for it. Net scores are on the heat map on page 46.

Movement since last year

-  Increased: the net score or the board's level of concern has gone up.
-  Decreased: the net score has come down.
-  No change in the net score.
-  New: a principal risk for the first time this year.

R1 Weather and seasonality

No change 

The risk

A wet summer cuts camping sales and a mild winter cuts demand for waterproofs and boots, which can leave us clearing seasonal stock at lower margins.

How we manage it

Our range covers every season, so one weak category is often offset by another. We buy seasonal stock in stages and keep part of each budget back for repeat orders. Since March 2025 one stock pool has served stores and online, so stock can go where demand is.

What changed this year

A dry spring and warm June lifted camping, a wet August cut it, and a cold, wet autumn helped waterproofs and boots. January clearance was smaller than last year.

Strategy: 1, 3 · Appetite: moderate

R2 Consumer spending

No change 

The risk

Higher living costs, taxes or unemployment could make households spend less on outdoor kit or put off buying tents and rucksacks. Shoppers who trade down or wait for promotions squeeze sales and gross margin.

How we manage it

Our own brands give good value at every price point. Club members, who account for 64% of sales, get members' prices and free repairs on own-brand kit. We review trading weekly and can change marketing and buying quickly. Net cash of £36.4m and an undrawn £40m facility give us room to absorb a downturn.

What changed this year

Like-for-like sales grew 4.1%, slowing from 5.0% in the first half to 3.3% in the second. Customers watch prices but still pay for kit that lasts.

Strategy: 1, 3 · Appetite: moderate

R3

Sourcing, supply chain and ethical trade

No change →

The risk

Most own-brand products are made overseas, and our top 30 suppliers account for 78% of own-brand cost. A factory failure or shipping disruption could leave us short of stock, and poor conditions at a supplier would break our standards and damage trust.

How we manage it

Every own-brand factory signs our supplier code and has an independent ethical audit before we place orders, then at least every two years. Our sourcing team visits the main factories yearly. Most core lines have a second source, and we keep buffer stock of best sellers at Huntworth.

What changed this year

We moved two Hale boot lines to a second factory, so no core boot now depends on one site. Product safety moved to R10.

Strategy: 2, 4 · Appetite: low

R5

Cyber security and customer data

Increased ↑

The risk

We hold personal data for 2.1 million Club members, and 36% of sales are online. A ransomware attack or data breach could stop online trading, tills or the distribution centre, bring fines and cost us members' trust.

How we manage it

A specialist partner monitors our systems around the clock. All colleagues use multi-factor authentication, and external specialists test our defences twice a year. Backups are held offline, with restore tests every quarter. We never store full card numbers, and we hold cyber insurance.

What changed this year

Several UK retailers suffered serious attacks in 2025. The Executive Committee and the board rehearsed a ransomware attack in October 2025, and we extended multi-factor authentication to every store device.

Strategy: 3, 4 · Appetite: low

R4

Freight costs and currency

Increased ↑

The risk

About 38% of our cost of goods is bought in US dollars, and container freight rates can rise quickly. If we cannot pass on or offset higher costs, gross margin falls.

How we manage it

We hedge with forward contracts: 75% to 90% of forecast dollar purchases for the next six months and a smaller share for months seven to 12, which gives us time to adjust prices each season. All imports now come through Huntworth, so containers travel fuller.

What changed this year

Lower freight rates helped gross margin. The dollar was more volatile and the pound weakened against it in the second half, and much of our FY27 cover was bought at less favourable rates.

Strategy: 4 · Appetite: low

R6

Technology change

Increased ↑

The risk

Our new merchandise planning system will decide what we buy and where stock goes. A late or faulty launch could leave stores and the website short of the right stock or holding too much of the wrong stock.

How we manage it

Sam Whitlock, our Chief Technology Officer, leads the programme with a steering group that includes the Chief Financial Officer and the Product and Sourcing Director. Each category will go live in turn and run alongside the old system for a full season, never between October and January. Linden Assurance reviews each stage gate.

What changed this year

Design and build finished on plan. The first category goes live in summer 2026, so the switch itself is now close.

Strategy: 4 · Appetite: moderate

R7

Colleagues: pay, recruitment and retention

Decreased ↓

The risk

Our stores need skilled boot fitters, repair technicians and leaders who know the local hills, often in small towns with few people looking for work. Pay costs keep rising: the National Living Wage went up 6.7% in April 2025, and employer National Insurance changes added about £2.3m.

How we manage it

We have paid every colleague at least the real Living Wage since April 2023, and the store base rate is £12.75. We train our own boot fitters (1,100 so far) and give each colleague two test days a year on the hill. The Colleague Voice forum, chaired by Ravi Dhanda, takes issues to the board.

What changed this year

Store turnover fell to 24% from 27%, and colleague engagement rose to 81%.

Strategy: 1, 3, 4 · Appetite: moderate

R9

Store estate and property

No change →

The risk

Almost all of our 128 stores are leased, and 41 leases reach an expiry, break or rent review within two years. Higher rents could raise costs or cost us a good site, and a store in the wrong town brings losses and impairment.

How we manage it

The Executive Committee approves every opening and renewal against a payback target of under three years; recent openings have paid back in 2.6 years on average. We prefer leases of ten years or less with breaks, use an external property adviser and test stores for impairment each year.

What changed this year

We opened six stores and closed Swindon and Reading. Net store impairment was £1.5m.

Strategy: 1 · Appetite: high

R8

Climate change

No change →

The risk

Wetter summers and more frequent storms cut camping sales and footfall. Nine stores are at high flood risk, and the distribution centre at low risk. Carbon pricing on freight and materials could raise costs, and missing our science-based targets would damage trust.

How we manage it

We test our plans against three climate scenarios. Our ranges lean towards wet-weather kit, and repair and resale reduce our need for new materials. Each of the nine stores at risk of flooding has a flood plan, and the Sustainability Committee oversees our carbon targets.

What changed this year

Scope 1 and 2 market-based emissions fell to 1,120 tCO₂e from 1,380, and 78% of our electricity was renewable. Climate disclosures are on page 40.

Strategy: 2, 3 · Appetite: moderate

R10

Product safety and regulation

New +

The risk

Stoves, gas canisters and child carriers must be safe, and the rules are changing. The EU is restricting PFAS chemicals, which affects Ireland, the UK is reforming product safety law, and both markets are moving towards producer responsibility for textiles. A failure could mean a recall or fines.

How we manage it

Our product technology team sets safety standards for own-brand lines, and accredited laboratories test them before launch and during production. Third-party brands must show they meet UK and EU law. Hale waterproofs have used a PFAS-free finish since Spring Summer 2025, and Swift follows from Spring Summer 2026.

What changed this year

We separated this risk from sourcing because the rules are changing faster than before.

Strategy: 2 · Appetite: low

Emerging risks

The Executive Risk Committee reviews emerging risks, and the board discusses them at its June strategy meeting. Customers are starting to ask AI assistants to recommend boots or tents, and search engines answer more questions on the results page, so fewer visits may reach our website; we are improving the product information we publish. Textile producer responsibility schemes would make retailers pay towards collecting and recycling clothing and footwear, so we have started recording the weight of textiles we sell. Water is becoming scarce where some mills dye and finish our fabrics, and we are mapping water risk at the mills our top 30 suppliers use.

CASH TO SPARE IN EVERY SCENARIO

The board tested our three-year plan against two wet summers, a cyber attack and a sharp downturn, alone and together. No case needs our bank facility.

The assessment period

The directors have assessed the group's prospects over the three years to January 2029 (FY27 to FY29). That matches how we plan: the board approves a three-year plan each January, and most of our strategic targets fall due by FY29. Further ahead, forecasts of weather and demand are too uncertain to be useful. Longer-term climate risks are covered by the scenario analysis on page 40.

The plan

The assessment starts from the plan the board approved in January 2026. It assumes six new stores in FY27 and five to seven a year after that, capital spending of £24m to £26m in FY27, low single-digit like-for-like growth and a broadly stable gross margin. It includes the move to the new merchandise planning system and a progressive dividend, and assumes no share buybacks.

Viability scenarios

Scenario	Assumption	Principal risks	Outcome
1. Two wet summers	Sales 8% below plan in FY27 and FY28, with extra clearance of summer stock.	R1, R8	Profitable in both years. Lower stock purchases offset part of the lost cash.
2. Cyber attack	Online sales stop for the four weeks before Christmas 2026: £12m of sales lost, £3m of costs, no insurance recovery.	R5, R6	Profit falls in FY27 only, and cash recovers during FY28.
3. Sharp consumer downturn	Like-for-like sales down 6% in FY27, then plan growth rates from the lower base.	R2, R4	Profit is lowest in FY27 and recovers slowly. The group stays profitable throughout.
4. All three combined	Scenarios 1, 2 and 3 in the same period, with no mitigating action.	R1, R2, R4, R5, R6, R8	Liquidity headroom stays above £25m at its lowest point. The facility is not needed.

Reverse stress test

We also worked backwards to find what it would take to need the facility. Sales would have to run more than 20% below plan in every year, with no change to costs, capital spending or the dividend. That is more than twice the shortfall in scenario 3, and the board considers it remote.

At 31 January 2026 the group had net cash of £36.4m, no borrowings and a £40m revolving credit facility, undrawn, committed to September 2028. Lease liabilities of £118.4m are in the forecast cash flows. The plan assumes the facility is extended on similar terms, although no scenario needs it.

Testing the plan

We based the scenarios on the principal risks with the highest net scores and the largest possible effect on cash. Each is severe but plausible. For each we modelled profit, cash and liquidity headroom, meaning cash at the lowest point in each month before any drawing on the facility. The models include knock-on effects that follow automatically, such as lower stock purchases and bonuses, but no action by management.

What we could do

In practice we would act within weeks. We could pause new stores, refits and repair benches, cut stock purchases and marketing, reduce or suspend the dividend and draw on the facility. Pausing capital projects and the dividend together would keep about £20m of cash a year in the business. The Audit and Risk Committee reviewed the assumptions, scenarios and draft statements in March and April 2026 before recommending them to the board.

Viability statement

Based on this assessment, and taking account of the principal risks described from page 49, the directors have a reasonable expectation that the company and the group will be able to continue in operation and meet their liabilities as they fall due over the three years to January 2029.

Going concern

The directors have also considered whether the group and the company can continue as a going concern over the period to 30 April 2027, which is more

than 12 months from the date on which they approved these financial statements. They used the same forecasts and scenarios over this shorter period. In the combined case the group keeps cash headroom without drawing on the revolving credit facility, which is committed beyond the end of the period. The directors are satisfied that the group and the company have enough resources to continue in operation throughout the going concern period, and they have identified no material uncertainties that cast significant doubt on that ability. The financial statements have therefore been prepared on the going concern basis.





GOVERNANCE

How the board leads the company, how directors are paid, and the statements the law requires.

OUR FIRST YEAR UNDER THE 2024 CODE

Helen Ashdown on the decisions the board took in FY26 and how it is getting ready to declare on the company's material controls.

FY26 was our first year under the UK Corporate Governance Code 2024, which asks boards to report what their governance achieved as well as how it works.

Decisions and what followed

In August we met at short notice to approve the surrender of the Poundbury warehouse lease, and we left the building in September once Huntworth was serving every store and online order. In December we approved the go-live plan for the merchandise planning system, having twice challenged management on its budget and phasing.

We also applied our test for returning surplus cash: net cash must stay above about £30m through the seasonal low point. It fell below that level in October, so we are not proposing a buyback this year. The board's other decisions are listed on page 64.

Culture

Store visits tell the board most about culture. We were in Oban the week the store opened, and colleagues there raised lone working on winter evenings, as Colleague Voice also did. Management has since changed rotas at 31 of the 38 smaller stores and issued personal alarms at the other seven.

In Oban, colleagues told us they were proud of how the town had welcomed them and worried about closing up alone on winter evenings.

Helen Ashdown, Chair

The external review

Harbour Board Review, which has no other connection with the company, ran this year's board review. It found that the board debates openly and works well

with management. It also said our papers are too long, that we should spend more time on technology before the systems programme in FY27, and that we should get to know the people below the Executive Committee who could one day lead the business. The actions we agreed are on page 65.

Getting ready for Provision 29

From FY27 the board must declare whether the company's material controls were effective at the year end. In December we approved 31 material controls. Internal audit has tested the design of all of them and how 24 work in practice. It will test the other seven, which depend on the new system, during FY27, and our first declaration will rest on a full year of evidence.

Board composition

The board did not change in the year. Half of the directors are women and half are from a minority ethnic background. Michael Adebayo reached six years on the board in March 2026, and after reviewing his independence we reappointed him as Senior Independent Director for a further three years. During FY27 we plan to add a non-executive director with experience of property and of running a large estate of sites, as we work towards 150 stores by FY30.

Compliance and the AGM

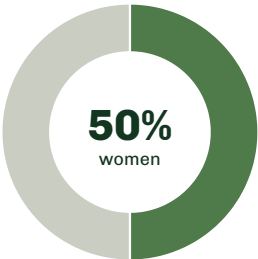
In FY26 the company applied the principles of the Code and complied with all of its provisions that applied in the year. The corporate governance report on page 62 explains how. Every director will stand for re-election at our AGM at Hale House, Dorchester, at 11am on Thursday 18 June 2026.

Helen Ashdown

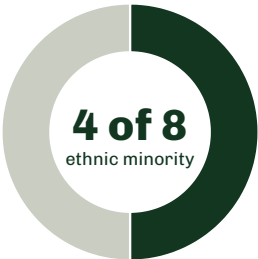
Chair
14 April 2026

THE BOARD IN NUMBERS

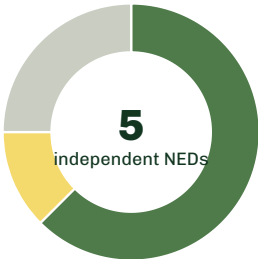
FY26 was our first year reporting against the UK Corporate Governance Code 2024. We complied with all of its provisions.



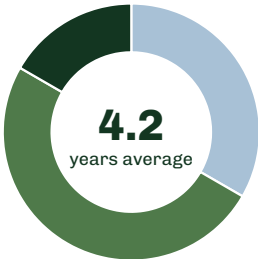
Gender
Four of eight directors are women, including the Chair and the Chief Financial Officer.



Ethnicity
Four directors are from a minority ethnic background, ahead of the Parker Review target.

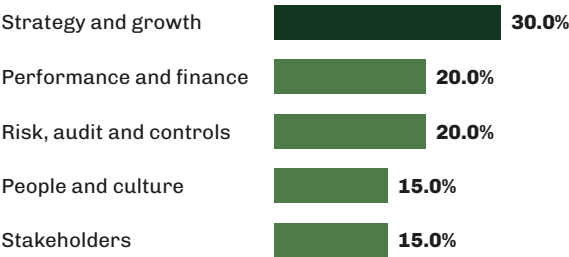


Independence
Five independent non-executive directors, a Chair who was independent on appointment and two executive directors.



Non-executive tenure
Average tenure of the Chair and non-executive directors at 31 January 2026.

Board time in FY26



Meetings and attendance

Meeting	Held	Attendance
Board	9	99%
Audit and Risk Committee	5	100%
Remuneration Committee	5	100%
Nomination Committee	3	100%
Sustainability Committee	4	100%

Marcus Leng missed one additional board meeting called at short notice. Full attendance is shown on page 62.

Applying the Code

Board leadership and company purpose	Division of responsibilities	Composition, succession and evaluation	Audit, risk and internal control	Remuneration
62	62	67	70	74

EIGHT DIRECTORS, FOUR COMMITTEES

The Chair, two executive directors and five independent non-executive directors, all standing for re-election at the 2026 AGM.

Each biography ends with the board's view of why that director's contribution matters to our long-term success.



Helen Ashdown

Non-executive Chair



Appointed

Joined the board in 2019. Chair since June 2021. Independent on appointment.

Skills and experience

Helen was chief executive of a national garden centre group, a business that depends on the weather and the seasons as much as ours does. She knows how to run a large estate of sites and a customer club. She walks the Wessex Ridgeway every year.

Contribution

Helen runs a board that challenges openly and decides quickly, and her seasonal retail experience shapes its debate on weather risk and store growth.

External appointments

Chair of the trading subsidiary of a regional water charity.



Tom Penhallow

Chief Executive

Appointed

Joined in 2012 as Retail Director. Chief Executive and director since February 2019.

Skills and experience

Tom started at Swift & Hale in 1994 as a Saturday boot fitter in Exeter, then held store and regional roles at a national sports retailer and a home improvement chain before returning. As Chief Executive he has moved the estate towards market towns near national parks and opened Huntworth. He is Cornish.

Contribution

Tom knows the business from the shop floor up, proposes the strategy and leads the Executive Committee in delivering it.

External appointments

None.



Anjali Mercer
Chief Financial Officer

Appointed

September 2022.

Skills and experience

Anjali is a chartered accountant (ACA) and trained with a large accountancy practice. Before joining Swift & Hale she was finance director of a listed travel retailer. She is responsible for finance, investor relations and risk management, chairs the Executive Risk Committee and leads our preparation for the material controls declaration.

Contribution

Anjali shows the board the returns on store and systems investment, and has kept the company in net cash with its facility undrawn.

External appointments

Trustee of a youth outdoor education charity.



Michael Adebayo
Senior Independent Director

A N R

Appointed

March 2020. Reappointed for a further three years from March 2026.

Skills and experience

Michael was chief operating officer of a building society, responsible for its branches and technology. He knows operational resilience and cyber risk from a regulated business. As Senior Independent Director he is a sounding board for the Chair and a route for shareholders and directors to raise concerns.

Contribution

Michael's operations experience has helped the board oversee the distribution centre move and the merchandise planning system. He leads the Chair's annual appraisal.

External appointments

Non-executive director of a housing association.



Fiona Garside
Independent Non-executive Director

A N

Appointed

July 2021.

Skills and experience

Fiona is a chartered accountant (FCA) and spent 20 years as an audit partner. She has recent and relevant financial experience and competence in accounting and auditing, as required of an audit committee chair. She knows financial reporting, internal control and audit quality from both sides.

Contribution

Fiona chairs the Audit and Risk Committee and has steered the material controls work that prepares us for our first Provision 29 declaration.

External appointments

Chair of the audit committee of a listed infrastructure fund.



Sinead Fallon
Independent Non-executive Director

N R S

Appointed

January 2022.

Skills and experience

Sinead was people director of an Irish grocery group with more than 20,000 colleagues, responsible for pay and reward across a large hourly paid workforce. She brings experience of executive remuneration and of organisation design in a growing store business, and she knows the Irish market well. She lives in Galway.

Contribution

Sinead links executive pay to what store colleagues earn, and knows the Republic of Ireland, where we have 12 stores.

External appointments

Non-executive director of a privately owned Irish food producer.



Marcus Leng
Independent Non-executive Director

A

R

Appointed
October 2023.

Skills and experience
Marcus was chief digital officer of a UK travel business, where he ran the website and app and moved most bookings online. He now advises technology start-ups on product and data. He has delivered large technology projects and managed the cyber risk that comes with them.

Contribution
With online at 36% of sales, Marcus helps the board test the technology plan, including how AI assistants are changing product search.

External appointments
Adviser to technology start-ups. Non-executive director of a privately owned travel software company.



Ravi Dhanda
Independent Non-executive Director

N

R

S

Appointed
May 2024. Designated non-executive director for workforce engagement.

Skills and experience
Ravi was sustainability director of a UK food manufacturer, where he set its science-based targets and worked with suppliers to cut emissions. He brings experience of responsible sourcing and sustainability reporting. He chairs the Colleague Voice forum of elected colleagues from stores, Huntworth and head office.

Contribution
Ravi leads oversight of the climate targets and supplier programme, where most of our emissions sit, and brings colleagues' views to the board.

External appointments
Trustee of a rural environmental charity.

A

 Audit and Risk Committee

N

 Nomination Committee

R

 Remuneration Committee

S

 Sustainability Committee

N

 Filled chip: chair of the committee

Company Secretary

Claire Hollins, General Counsel and Company Secretary, is secretary to the board and its committees and advises directors on governance. She joined in 2016 and leads the legal, company secretarial and data protection teams and the Speak Up service. She is not a director.

THE PEOPLE WHO RUN THE BUSINESS

Tom Penhallow leads a committee of nine that delivers the strategy and budget the board approves.

The committee meets every two weeks, with a longer monthly session on strategy and performance.

Tom Penhallow Chief Executive

Tom first worked for us as a Saturday boot fitter in Exeter in 1994. He returned as Retail Director in 2012 and became Chief Executive in 2019. He chairs the Executive Committee. His full biography is on page 58.

Anjali Mercer Chief Financial Officer

Anjali joined in September 2022 from a listed travel retailer, where she was finance director. She leads finance, investor relations and risk management, and our preparation for the first material controls declaration in FY27. Her full biography is on page 58.

Leah Brennan Chief Customer Officer

Leah leads marketing, the Swift & Hale Club, the website and app, and the printed catalogue. She joined in 2020 from a national homewares retailer, where she ran e-commerce, after marketing roles at a travel company. The Club has 2.1 million members.

Gareth Pyne Retail Director

Gareth runs the 128 stores. He joined in 2019 from a national DIY retailer, where he was a regional director responsible for more than 60 stores. He started as a trainee manager in a Cardiff department store and is a qualified mountain leader.

Hannah Coutts Product and Sourcing Director

Hannah leads design, buying and sourcing for the Hale and Swift ranges, and ethical trade and sustainability. She joined in 2017 from an outdoor clothing brand, where she was head of technical and sourcing and spent four years running its sourcing office in Asia.

Mike Trevail Supply Chain Director

Mike runs the Huntworth distribution centre, transport and stock planning. He joined in 2018 from a grocery wholesaler, where he was logistics director, and led the move from Poundbury to Huntworth and to one stock pool. He grew up in Cornwall.

Josie Kamara People Director

Josie leads recruitment, pay, training, inclusion and health and safety. She joined in 2022 from a national leisure operator, where she was HR director. She is a Chartered Fellow of the CIPD and the executive sponsor of Colleague Voice.

Sam Whitlock Chief Technology Officer

Sam leads technology, data and information security, and the programme to bring in the merchandise planning system in stages through FY27. He joined in 2023 from a high street fashion group, where he ran its move to cloud systems.

Claire Hollins General Counsel and Company Secretary

Claire is a solicitor. Before joining in 2016 she worked at a national law firm and was deputy company secretary of a listed consumer goods group. She leads legal, company secretarial and data protection work and the Speak Up service.

NINE MEETINGS, THREE VISITS

How the board applied the UK Corporate Governance Code 2024 in FY26, what it decided and what its external review found.

Compliance with the Code

The UK Corporate Governance Code 2024 applied to Swift & Hale for the first time in FY26. For the 52 weeks to 31 January 2026 the company applied the Code's principles and complied with all of its provisions that applied in the year.

Provision 29, the declaration on material internal controls, applies to periods starting on or after 1 January 2026, so our first declaration will be in the FY27 report. For FY26 the board reviewed risk management and internal control on the same basis as in previous years. The Code is published at [frc.org.uk](https://www.frc.org.uk).

Where to read about how we applied the Code

Code section	Subjects covered	Page
1. Board leadership and company purpose	Purpose and business model	17
	Strategy	18
	Culture and how the board monitors it	62
	Stakeholder engagement and workforce voice	64
	Section 172 statement	33
2. Division of responsibilities	Roles of the Chair, Chief Executive, Senior Independent Director and non-executive directors	63
	Meetings and attendance	63
	Independence, time commitments and conflicts	64
3. Composition, succession and evaluation	Board of Directors	58
	Nomination Committee report, succession and diversity	67
	Board performance review	65
4. Audit, risk and internal control	Audit and Risk Committee report	70
	Risk management and principal risks	46
	Internal control and Provision 29 readiness	66
	Going concern and viability	52
5. Remuneration	Directors' remuneration report	74

Leadership and purpose

Our purpose is to get people outside more often and bring them home well. The board agreed it in 2021 and tests its decisions against it. When it approved the six FY27 store openings, it weighed each town's distance from a national park or national trail alongside the expected payback.

In June 2025 the board spent two days on strategy with the Executive Committee, covering growth to 150 stores by FY30, the economics of repair and resale, and how AI assistants are changing the way customers find kit. It

reviewed progress on the four priorities at every scheduled meeting. The matters reserved for the board are published on our website with the committees' terms of reference.

Culture

The board wants colleagues who know the kit and the outdoors, treat customers as they would a friend in the hills, and say so when something is wrong. It judges how close we are from the engagement survey, Speak Up reports, Colleague Voice and its own visits.

Culture indicators the board reviewed

Indicator	FY26	FY25
Colleague engagement score	81%	80%

Indicator	FY26	FY25
Engagement survey response rate	86%	84%
Store colleague turnover	24%	27%
Speak Up reports	29	23
RIDDOR-reportable incidents	11	14

The board sees survey results by store, region and function. Pride in the company and confidence in store managers scored highest. Rotas and how far ahead colleagues know their hours scored lowest, which matched what Colleague Voice was telling us. Speak Up reports rose after a campaign in stores and at Huntworth, and the board takes that as a sign that more colleagues know the service. The Audit and Risk Committee reviews every case, and the board sees a summary twice a year.

Three board meetings took place away from Hale House: at Huntworth in May 2025, over two days at Fort William and the new Oban store in September, and in Galway in November. Directors spent time with colleagues without managers present, and the non-executive directors made 37 further store visits between them. They found a strong culture in stores, strained by rotas and by lone working in the smallest stores.

Division of responsibilities

The board has eight members: the Chair, two executive directors and five independent non-executive directors, so more than half the board, excluding the Chair, is independent. The roles of the Chair, Chief Executive and Senior Independent Director are set out in writing and published on our website.

Chair

Helen Ashdown leads the board and is responsible for its effectiveness. She sets agendas with the Chief Executive and Company Secretary, makes sure directors get accurate information in good time, and leads the board's contact with shareholders. She was independent on appointment.

Chief Executive

Tom Penhallow runs the business, proposes the strategy and budget, and leads the Executive Committee in delivering them.

Attendance at board and committee meetings in FY26 (meetings attended of those eligible to attend)

Director	Board	Audit and Risk	Nomination	Remuneration	Sustainability
Helen Ashdown (Chair)	9/9	n/a	3/3	n/a	n/a
Tom Penhallow	9/9	n/a	n/a	n/a	n/a
Anjali Mercer	9/9	n/a	n/a	n/a	n/a
Michael Adebayo	9/9	5/5	3/3	5/5	n/a
Fiona Garside	9/9	5/5	3/3	n/a	n/a
Sinead Fallon	9/9	n/a	3/3	5/5	4/4
Marcus Leng	8/9	5/5	n/a	5/5	n/a

Senior Independent Director

Michael Adebayo is a sounding board for the Chair and an intermediary for the other directors. Shareholders can go to him if contact through the Chair or the executive directors has not resolved their concerns. He leads the appraisal of the Chair.

Non-executive directors

The non-executive directors challenge management, help shape strategy and scrutinise performance. They make up the committees and set executive pay through the Remuneration Committee.

Company Secretary

Claire Hollins advises the board on governance, makes sure its procedures are followed and organises induction and training. Directors may also take independent professional advice at the company's expense.

Four committees (Audit and Risk, Nomination, Remuneration and Sustainability) carry out some of the board's work, and each committee chair reports to the next board meeting. Their reports start on page 67.

Meetings and attendance

The board held seven scheduled meetings and two additional ones. The August 2025 meeting was called at short notice to approve the surrender of the Poundbury lease. Marcus Leng could not attend because of a prior overseas commitment and gave his comments to the Chair beforehand. The December meeting approved the go-live plan for the merchandise planning system and the 31 material controls. After each scheduled meeting the Chair met the non-executive directors without the executives.

Director	Board	Audit and Risk	Nomination	Remuneration	Sustainability
Ravi Dhanda	9/9	n/a	3/3	5/5	4/4

Executive directors attend committee meetings by invitation and are not members. No director is present when their own pay or reappointment is discussed.

Board activities and outcomes in FY26

Theme	What the board considered	Outcome
Closer to the path	New stores, closures and the FY27 pipeline	Six stores opened and two closed; six FY27 openings approved, including Killarney
Kit that lasts	Repair benches, Hale Again and PFAS-free finishes	Eight more repair benches, 41 in all; Hale Again in 14 stores
More people outside	Club growth, led walks, school hire and Club data	2.1 million members; Club data retention rules tightened
A simpler business	Huntworth, Poundbury and the merchandise planning system	Poundbury lease surrendered; system go-live plan approved in December
Finance and capital allocation	Results, budget, dividends, viability and the test for returning surplus cash	Final dividend of 6.2p recommended; no buyback, as net cash fell below about £30m in October
People and culture	Survey, Speak Up, Colleague Voice, pay and safety	Store base rate of £12.75 from April 2025; lone working changes at 38 smaller stores
Risk and control	Principal and emerging risks, risk appetite, a ransomware exercise and Provision 29	Product safety made a separate principal risk; 31 material controls approved
Governance	The 2024 Code, the external review and non-executive tenure	Review actions agreed; Michael Adebayo reappointed for three years

What the board did in FY26

Stakeholders and workforce voice

The section 172 statement on page 33 shows how stakeholder interests shaped decisions.

Colleagues

We use two of the Code's methods together: a designated non-executive director, Ravi Dhanda, and a formal workforce panel, the Colleague Voice forum. Its 14 members are elected by colleagues in stores, at Huntworth and at head office, and serve two-year terms. The forum met four times with Ravi and twice with the full board. The board considers this effective for a workforce of 3,900 across 128 stores, Huntworth and head office, because members are elected and put their views to the whole board.

The forum raised rotas and Sunday working, uniform comfort, the colleague discount on Hale Again and safety when working alone. Management acted on lone working first. It reviewed the 38 smaller stores where a colleague could be alone at opening or closing, changed rotas at 31 of them so nobody opens or closes alone, and gave colleagues at the other seven personal alarms linked to a monitoring centre. Management will report back on the other subjects during FY27.

Shareholders

Tom Penhallow and Anjali Mercer met investors after the full-year and interim results. Helen Ashdown and Michael Adebayo met holders of about 40% of the shares, mainly about strategy, capital allocation and board succession. Sinead Fallon wrote to our largest shareholders about how the remuneration policy will apply in FY27, and our joint brokers gave the board investor feedback twice. No resolution at the 2025 AGM received 20% or more of votes against.

Customers, suppliers and communities

The board reviews customer research, including net promoter score (72 this year), at each scheduled meeting. Hannah Coutts reported on ethical trade and supplier audits, and the Sustainability Committee oversees the Path Fund.

Time commitments

Directors disclose their other significant commitments before appointment and must ask the board before taking on new ones. We expect the Chair to give about 80 days a year and each non-executive director at least 20, with more for committee chairs and the Senior Independent Director. In September 2025 the board approved Marcus Leng's appointment as a non-executive director of a privately owned travel software company, having checked that it raises no conflict and leaves him enough time.

Directors' other significant commitments

Director	External commitments	Days a year (estimate)
Helen Ashdown	Chair of the trading subsidiary of a regional water charity	20

Director	External commitments	Days a year (estimate)
Tom Penhallow	None	0
Anjali Mercer	Trustee of a youth outdoor education charity	6
Michael Adebayo	Non-executive director of a housing association	15
Fiona Garside	Chair of the audit committee of a listed infrastructure fund	20
Sinead Fallon	Non-executive director of a privately owned Irish food producer	12
Marcus Leng	Adviser to technology start-ups; non-executive director of a privately owned travel software company	37
Ravi Dhanda	Trustee of a rural environmental charity	8

The board reviewed these commitments in January 2026 and is satisfied that every director has enough time for the role.

board has authorised this on condition that she takes no part in decisions on grants to that charity. No other conflicts were declared.

Independence and conflicts

Each year the board reviews the independence of the non-executive directors against Provision 10 of the Code and considers all five independent. None has a material business relationship with the company, receives pay other than fees or represents a major shareholder. The Nomination Committee looked closely at Michael Adebayo's independence when he passed six years on the board in March 2026 (page 67).

Under the Companies Act 2006 and the articles, the board can authorise situations where a director's interests conflict, or may conflict, with the company's. Directors declare any change at each meeting, and the Company Secretary keeps a register that the board reviews every year. Anjali Mercer is a trustee of a youth outdoor education charity that may apply for Path Fund grants. The

Board performance review

Our last external review was in FY23, and the Chair and Company Secretary ran the FY24 and FY25 reviews internally. For FY26 the Chair commissioned Harbour Board Review, which has no other connection with the company or any director. Between October 2025 and January 2026 it read a year of board and committee papers, observed the November board meeting in Galway and the December Audit and Risk Committee meeting, and interviewed every director, the Company Secretary, the Executive Committee and the audit partner.

It found that the board and its committees work well. Directors described open debate and a close relationship with management that does not stop them pushing back, and the reviewers saw the board's knowledge of stores and customers as a strength. The board agreed these actions in January 2026.

External board performance review: findings and actions

Finding	Action	Timing
The board spends too little time on technology given the scale of the FY27 systems programme	A technology session at every scheduled meeting until the merchandise planning system is live; Marcus Leng to meet the programme team monthly	From March 2026
Board papers are long and detail sometimes hides the decision needed	New paper template with a two-page summary stating the decision required, the options and the risks	Introduced April 2026
The board should give more time to succession below the Executive Committee and see more of the people who could succeed the executive directors	Succession below the Executive Committee reviewed by the board each year; potential successors to present at least twice a year; each non-executive director to mentor one senior leader	Through FY27
Succession planning for the Chair and Senior Independent Director should start earlier	Nomination Committee to agree a timetable for both roles, led by the Senior Independent Director for the Chair	By January 2027
The Sustainability Committee and Audit and Risk Committee overlap on climate reporting	Terms of reference clarified: the Audit and Risk Committee owns assurance of disclosures, the Sustainability Committee owns targets and performance	Completed March 2026

The FY25 actions are complete: board papers now carry a stakeholder summary for every major decision, and the board gave more time to the Republic of Ireland, including the Galway meeting. The Chair reviewed each director's performance one to one, and Michael Adebayo led the non-executive directors' appraisal of the Chair. The board recommends every director for re-election at the 2026 AGM.

Induction and training

New directors get an induction covering strategy, finance, risk and governance, with time in stores, at Huntworth, at a repair bench and on a led walk. No directors joined in FY26. Training for the whole board covered:

- the 2024 Code and the controls declaration, from Fairley Grange LLP and Linden Assurance
- a ransomware exercise with the Executive Committee in October 2025, run by an external specialist
- preparing for UK Sustainability Reporting Standards
- PFAS rules and extended producer responsibility for textiles, from Hannah Coutts and the product team
- AI assistants and product search, from Leah Brennan and Sam Whitlock

Risk management and internal control

The board is responsible for the group's risk management and internal control systems and for deciding the principal risks it is willing to take. The systems are designed to manage the risk of failing to meet business objectives and can give only reasonable assurance against material misstatement or loss.

The Executive Risk Committee, chaired by Anjali Mercer, reviews the group risk register every quarter. The board reviews the principal and emerging risks twice a year

and sets risk appetite. Internal audit, led by the Head of Internal Audit and co-sourced with Linden Assurance, reports to the Audit and Risk Committee chair. Through that committee the board reviewed the effectiveness of the systems for FY26 and up to the date of this report, drawing on internal audit, management's assurance, the external auditor's findings and the Provision 29 work. It found no significant failings or weaknesses.

Provision 29 readiness

From FY27 the board must declare whether the material controls were effective at the year end. In December 2025 the board approved 31 material controls: 15 over financial reporting, ten over operations and technology, and six over compliance. Internal audit has tested the design of all 31 and the operation of 24. The other seven depend on the merchandise planning system and will be tested in FY27. Testing found gaps in five controls, none of which caused an error in the financial statements. Four are fixed and the fifth will be by the end of July 2026.

The Audit and Risk Committee report on page **70** has more detail.

A NINTH DIRECTOR FOR 150 STORES

The committee reviewed succession for the executive directors and the Chair, extended Michael Adebayo's term and agreed to recruit a director with property experience.

There were no board changes in FY26, so the committee spent the year on succession and on the skills the board will need as the company grows.

Members and meetings

I chair the committee. The other members are Michael Adebayo, Fiona Garside, Sinead Fallon and Ravi Dhanda, all independent non-executive directors. We met in March and September 2025 and January 2026, and every member attended each meeting. Tom Penhallow and Josie Kamara, the People Director, joined us for executive succession, and Claire Hollins is secretary. Michael chairs any discussion of succession to the Chair, and I take no part.

Succession for the executive directors

We want options ready well before either executive role changes. In an emergency, Anjali Mercer would act as interim Chief Executive and the Group Financial

Non-executive tenure at 31 January 2026

Director	First appointed to the board	Tenure (years)	Current term ends
Helen Ashdown (Chair)	September 2019	6.4	June 2027
Michael Adebayo	March 2020	5.9	March 2029
Fiona Garside	July 2021	4.6	July 2027
Sinead Fallon	January 2022	4.0	January 2028
Marcus Leng	October 2023	2.3	October 2026
Ravi Dhanda	May 2024	1.7	May 2027

Michael Adebayo reached six years in March 2026. Without him present, the committee considered his independence, contribution and time commitment, and what the external review had found. Fellow directors described him as someone who asks the difficult question early, and we found nothing in his length of service that affects his independence. With the merchandise planning system going live in FY27 and the search for my successor ahead, the board

Controller as interim Chief Financial Officer.

Two senior leaders could be candidates for Chief Executive, and one for Chief Financial Officer, in three to five years. Each has a development plan agreed with Tom and Josie, and in FY26 an external search firm benchmarked them against the market. They will now present to the board at least twice a year and be mentored by a non-executive director. For the longer term we reviewed the 48 people in senior leadership, 42% of them women, and the roles we would need to fill from outside.

Non-executive tenure

Non-executive directors serve three-year terms, normally for up to two terms, and stand for re-election every year. Any term beyond six years gets a particularly careful review.

reappointed him as Senior Independent Director for three years from March 2026. He will not serve beyond nine years.

I joined the board in September 2019 and reach the Code's nine-year limit for a chair in September 2028. Michael will lead the search for my successor, and the committee will agree the timetable by January 2027.

Board skills and a new appointment

Each year we compare the board's skills with what the strategy needs. The board has strong retail, finance, digital, people and sustainability experience, and less than we would like in property and in running a growing estate. With 41 lease events due in the next two years and a target of 150 stores by FY30, we will appoint one more independent non-executive director with that experience during FY27, taking the board to nine. We agreed the role specification in January 2026 and will use a search firm signed up to the Enhanced Code of Conduct for Executive Search Firms.

The committee recommended that every director stand for re-election at the 2026 AGM, and the biographies on page 58 explain why.

Board diversity policy

Our policy covers the board and its committees, and the People Director applies the same principles to the Executive Committee and senior leadership. We appoint on merit against objective criteria, and we want directors who differ in sex, ethnicity, social background, age, nationality and experience, including some who have worked in stores. The policy's objectives match the targets in UKLR 6.6.6R(9):

Sex or gender identity at 31 January 2026

	Number of board members	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
Men	4	50.0%	2	4	44.4%
Women	4	50.0%	2	5	55.6%
Not specified or prefer not to say	0	0.0%	0	0	0.0%

Ethnic background at 31 January 2026

	Number of board members	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
White British or other White (including minority-white groups)	4	50.0%	2	7	77.8%
Mixed or multiple ethnic groups	0	0.0%	0	0	0.0%
Asian or Asian British	3	37.5%	1	1	11.1%
Black, African, Caribbean or Black British	1	12.5%	1	1	11.1%
Other ethnic group, including Arab	0	0.0%	0	0	0.0%
Not specified or prefer not to say	0	0.0%	0	0	0.0%

- at least 40% of the board should be women
- at least one of the Chair, Chief Executive, Chief Financial Officer and Senior Independent Director should be a woman
- at least one director should be from a minority ethnic background

At 31 January 2026 we met all three. Four of the eight directors are women, including the Chair and the Chief Financial Officer, and four are from a minority ethnic background. Nothing has changed since the year end. Below board level, women make up 54% of colleagues and 45% of store managers, and 20 of the 36 colleagues on the FY26 Next Store Manager programme were women.

UK Listing Rules diversity data

These tables follow UKLR 6.6.6R(10) and show the position at 31 January 2026. Executive management means the Executive Committee, including the two executive directors and the Company Secretary. Directors and executive management each completed the same confidential questionnaire and chose their own category.

The committee's performance

The external review found the committee well run and its executive succession work thorough. It recommended starting succession planning for the Chair

and Senior Independent Director earlier, which we have accepted.

Helen Ashdown

Chair of the Nomination Committee
14 April 2026

ON TRACK FOR PROVISION 29

The committee oversees reporting, risk, control and audit. In FY26 it spent most time on store impairment, stock and readiness for the first material controls declaration.

This is our report for FY26, the first year under the UK Corporate Governance Code 2024. The accounts held no surprises.

The largest judgement was store impairment. A few stores traded below plan, so we tested management's forecasts and the discount rate behind the net charge of £1.5m. We also looked closely at stock, because the move to one stock pool at Huntworth and the wet August changed where stock sat and how quickly it sold.

Provision 29 took a large share of our agenda, and I expect us to be ready for the first declaration in next year's report.

Cyber security took more of our time than before. After attacks on other UK retailers in 2025, we asked management to show us how quickly we could

Committee members and attendance in FY26

Member	Member since	Meetings attended
Fiona Garside (Chair)	July 2021	5 of 5
Michael Adebayo	March 2020	5 of 5
Marcus Leng	October 2023	5 of 5

We met five times in FY26 and twice more after the year end, in March and April 2026, to review the results and this report. Helen Ashdown, Tom Penhallow, Anjali Mercer, the Group Financial Controller, the Head of Internal Audit, the Group Risk Manager and the lead partners from Linden Assurance and Penrose Lyle attend by invitation, and Claire Hollins is secretary. We meet the external auditor without management at every meeting and the Head of Internal Audit privately at least twice a year.

Role of the committee

The committee monitors the integrity of the financial statements, reviews the risk management and internal control systems, oversees internal audit and manages the relationship with the external auditor.

Significant issues considered by the committee in FY26

Issue	What we did	Conclusion
-------	-------------	------------

restore online trading, tills and the distribution centre. I will be at the AGM on 18 June 2026 to answer questions.

Members and attendance

The committee has three members, all independent non-executive directors. I am a chartered accountant and former audit partner, and the board considers that I have recent and relevant financial experience. Michael Adebayo brings risk and control experience from a building society, and Marcus Leng brings digital and technology experience from the travel industry. The board is satisfied that the committee as a whole has competence relevant to the group's sector. Biographies are on page 58.

For the board it also oversees Speak Up, fraud prevention and tax, and advises on whether the annual report is fair, balanced and understandable and on the viability and going concern statements. Our terms of reference are on the corporate website.

The 2024 Code asks audit committees to follow the FRC's Audit Committees and the External Audit: Minimum Standard on a comply or explain basis. We applied it in full in FY26.

Significant issues and judgements

We discussed each issue below with management and Penrose Lyle. Note 3 sets out the critical judgements and estimates, and the auditor's report on page 94 gives its view of the risks of material misstatement.

Issue	What we did	Conclusion
Store impairment. Management tests each store against its forecast cash flows, which needs judgement on sales, margins and the discount rate. The net charge was £1.5m: £2.1m at four stores less £0.6m reversed at two.	We tested forecasts against the plan, recent trading and how past forecasts turned out. We reviewed the 11.8% pre-tax discount rate (FY25 12.4%) and flood risk at nine stores. Store sales 10% below plan would add £2.4m of impairment.	The assumptions are reasonable and the charge and reversals appropriate. Note 16 sets out the sensitivities clearly.
Inventory provisioning. Inventories of £88.7m are stated after a £4.1m provision (FY25 £3.6m) for slow-moving and obsolete stock, which depends on how much aged stock will sell and at what price.	We reviewed stock ageing, past clearance prices and last year's provision against actual losses. We asked about camping stock left after the wet August, Swift lines with the older water-repellent finish and stock counts at Huntworth.	We agreed with the provision, which rose with higher stock and more aged camping lines. Huntworth counts showed no significant differences.
Gift card and repair credit breakage. The group holds unused gift cards and Club repair credits as contract liabilities (£3.6m; FY25 £3.2m) and recognised £0.4m of expected breakage as revenue in line with redemptions.	We reviewed the three years of redemption history behind the breakage rates, including repair credit use as repairs grew to 48,000, and checked that breakage is recognised only where a significant reversal is highly unlikely.	The estimates rest on reliable history, and revenue is recognised appropriately.
Adjusting items. The group shows £2.3m (FY25 £1.7m) separately: the £1.5m net store impairment and £0.8m of exit costs for the Poundbury warehouse. Deciding what to adjust is a judgement.	We tested each item against the policy for items material by size or nature and outside normal trading. We discussed whether store impairment, which can recur, should be adjusted, and checked that reversals are treated like charges.	We agreed with the classification and the disclosure in note 7. Management will review the treatment of store impairment again before IFRS 18 applies.
Going concern and viability. The directors must decide whether the going concern basis is appropriate and over what period to assess viability. Both depend on forecasts and on the choice of downside scenarios.	We reviewed the plan, the four scenarios and the reverse stress test, and asked whether they were severe enough. At our request the cyber scenario falls before Christmas. We checked the assumed extension of the facility beyond September 2028.	We recommended the going concern basis, with no material uncertainty, and a viability period of three years to January 2029. The statements are on page 52.

We also considered the accounting for the 41 lease events due in the next two years, property provisions of £5.3m and the Poundbury exit. None raised a significant issue.

Fair, balanced and understandable

The board asked us whether the annual report, taken as a whole, is fair, balanced and understandable and gives shareholders the information they need to assess the group's position, performance, business model and strategy. Each section has an owner on the Executive Committee, and the finance team checked every figure against source records. We read drafts in March and April 2026 and asked whether the report gave fair weight to what went less well, including the wet August, the weaker pound and the store impairments. We checked that statutory measures have equal prominence and that the alternative performance measures are reconciled on page 124. We then advised the board that the report is fair, balanced and understandable.

Internal control and risk management

On the board's behalf we reviewed the effectiveness of the risk management and internal control systems for FY26, drawing on internal audit reports, the Executive Risk Committee's work, the Provision 29

testing and the external auditor's observations. We found no significant failings or weaknesses. We reviewed the principal risks twice and held detailed sessions on cyber security, the merchandise planning system, stock at Huntworth and product safety rules. We also reviewed fraud prevention before the failure to prevent fraud offence came into force on 1 September 2025.

Testing found gaps in five of the 31 material controls. None caused an error in the accounts, and four are already fixed.

Fiona Garside, Chair of the Audit and Risk Committee

Readiness for Provision 29

From FY27 the board must declare whether the material controls were effective at the balance sheet date. In September 2025 we challenged management's draft list and asked for more weight on technology and cyber controls, given the rise in risks R5 and R6. In December 2025 the board approved 31 material controls: 15 over financial reporting, ten over operations and technology (six of them cyber security and system access) and six over compliance.

By the year end internal audit had tested the design of all 31 and the operating effectiveness of 24. The other seven depend on the new merchandise planning system and will be tested in FY27. Testing found five gaps, none of which caused an error in the accounts. Four have been fixed and retested; the fifth, a quarterly review of privileged access to the finance system, will be fixed by the end of July 2026. From FY27 control owners will confirm each quarter that their controls operated, and we will review a dry run of the declaration in autumn 2026.

Internal audit

Our Head of Internal Audit leads the function, co-sourced with Linden Assurance, and reports to me for its work and to Anjali Mercer for day-to-day management. We approved a risk-based plan of 18 reviews for FY26. Seventeen were completed, and we moved the review of returns handling into FY27 so the team could finish the Provision 29 testing. Two reviews gave limited assurance. One, on user access to finance systems, found the gap now being fixed under Provision 29; the other found that stores did not always finish stock counts on time before Christmas, and those actions are complete.

From a questionnaire to members and senior management, and the quality of its reports, we concluded that internal audit is effective and has the resources it needs. The last external quality assessment, in FY24, found that it conformed with the Institute of Internal Auditors' standards. The next is due in FY29.

External auditor

Tenure

Penrose Lyle LLP was appointed for FY23 after a competitive tender, and FY26 was its fourth audit. Daniel Hirst has been senior statutory auditor since then. The audit must be tendered at least every ten years, so the next tender will take place no later than for the FY33 audit. The board will propose Penrose Lyle's reappointment at the 2026 AGM.

Independence and non-audit fees

The auditor may provide only the non-audit services that the FRC's Ethical Standard permits. The Chief Financial Officer may approve a permitted service costing up to £25,000; anything larger needs my

approval. Non-audit fees may not exceed 70% of the average audit fee over the previous three years. In FY26 the only non-audit service was the interim review, at £40,000, or 10.5% of the £380,000 audit fee (note 6). Penrose Lyle has confirmed its independence, and we are satisfied that it remains independent and objective.

Effectiveness

Each member and the senior finance team completed a questionnaire on the FY26 audit plan, the quality of challenge and the team's knowledge of retail. We also considered the firm's own quality control results. The audit team asked for evidence behind every store forecast that assumed a recovery in sales, tested the stock provision against clearance prices after the year end and raised the user access gap with us before internal audit's report was final. We concluded that the audit was effective. The FRC's Audit Quality Review team has not inspected the group audit, and we received no letters from its Corporate Reporting Review team.

Speak Up

Colleagues, contractors and workers at our suppliers can raise concerns through Speak Up, our whistleblowing service run by an independent provider. We review the arrangements and every case for the board. Reports rose to 29 in FY26 (FY25 23) after an awareness campaign in stores and at Huntworth. Four related to health and safety and three to possible theft or fraud. We upheld 11 in whole or in part, leading to training, process changes and two dismissals. We are satisfied that Speak Up works and that people who use it are protected from retaliation.

Our priorities for FY27

The external board review by Harbour Board Review found that the committee works well and suggested more time on technology risk, so technology will be on every agenda in FY27. We will also oversee the first Provision 29 declaration, the merchandise planning system go-live and preparation for IFRS 18, which we expect to apply from FY28.

Fiona Garside

Chair of the Audit and Risk Committee
14 April 2026

HOLDING US TO OUR TARGETS

The committee oversees our climate targets, the impact of our products and supply chain, and our community work.

Most of our environmental impact arises in fabric mills and factories we do not own, so that is where the committee spends most of its time.

Members and meetings

The committee has two members, Sinead Fallon and me, both independent non-executive directors. We met four times in FY26 with full attendance. Tom Penhallow, Hannah Coutts, Mike Tremain and the Head of Sustainability attend each meeting. Anjali Mercer joins for climate reporting and updates us on the Climate and Sustainability Steering Group, which she chairs.

After the external board review we clarified our split with the Audit and Risk Committee: we oversee targets, plans and performance, and it oversees the controls and assurance over what we publish. Fiona Garside and I meet before each reporting cycle.

Our own emissions

Scope 1 and 2 market-based emissions were 1,120 tCO₂e in FY26, 54% below the FY22 baseline, against a target of a 90% cut by FY30. The rest will be harder, with gas heating still in 19 stores and at Hale House, so we asked management for a year-by-year plan to FY30 with costs. We reviewed the first version in January 2026.

Suppliers and products

In July 2025 we reviewed progress at each of the top 30 suppliers. All now report energy use and emissions every year and have agreed a reduction plan,

and we supported management's proposal that cost negotiations allow for mill upgrades from FY27. Only five of our 18 strategic factories pay at or above a living wage benchmark, against a target of all 18 by FY30, and we have told management that progress is too slow. We also followed the repayment of recruitment fees to migrant workers at one factory, completed in December 2025, and the coming rules on PFAS and textile producer responsibility.

Climate, community and pay

We approved the refreshed materiality assessment in September 2025, and we reviewed the climate scenario analysis and the climate disclosures on page 40 before they went to the Audit and Risk Committee and the board. We asked for a short report each year on what Path Fund projects achieved, starting with the FY26 grants. We also confirmed the carbon and repair figures used in the annual bonus and the 2023 long-term incentive award, and Sinead Fallon took our view to the Remuneration Committee, which she chairs.

Priorities for FY27

We will track the plan to FY30, including 100% renewable electricity and an all-electric van fleet by FY28, and keep pressing on living wages. We will also review our readiness for UK Sustainability Reporting Standards.

Ravi Dhanda

Chair of the Sustainability Committee
14 April 2026

PAY ROSE AS PROFIT GREW 13.5%

Sinead Fallon, Chair of the Remuneration Committee, on the FY26 bonus and LTIP outcomes and the change to the bonus for FY27.



Sinead Fallon, Chair of the Remuneration Committee.

This is the first report under the policy shareholders approved at the 2025 AGM, with 96.4% of votes in favour. The bonus and the 2023 long-term incentive plan (LTIP) award both paid more than last year, and I explain below why the committee is comfortable with that.

How the business performed

Revenue grew 6.8% to £418.6m and adjusted profit before tax rose 13.5% to £31.2m, even with a 6.7% rise in the National Living Wage and about £2.3m of extra employer National Insurance. The board has proposed a full-year dividend of 9.2p, up 9.5%, and total shareholder return over three years was 41%.

The bonus and the LTIP

Adjusted profit before tax decided 60% of the bonus. The result sat between the £30.5m target and the £32.5m maximum and earned 40.5% of the maximum bonus. Repairs beat their maximum, and Club members, colleague engagement and carbon emissions all finished between target and maximum, so the strategic measures earned 32.5 of their 40 points.

In the 2025 consultation shareholders asked us to link the bonus to safety, so the policy now takes a point off for every RIDDOR-reportable incident above

ten. There were 11 in FY26, down from 14, and the bonus paid 72% of maximum: £468,000 for Tom Penhallow and £259,200 for Anjali Mercer, with a third of each deferred into shares for three years. The scorecard is on page 80.

Over the three years of the 2023 LTIP award, adjusted earnings per share grew 9.7% a year and total shareholder return ranked at the 55th percentile of the FTSE SmallCap Index (excluding investment trusts). With the repairs and carbon measures, 58% of the award vests on 26 April 2026. We checked for a windfall: the awards were of normal size and the 240p grant price was 6% below the 2022 price, after a year when profit dipped, so we found nothing to correct.

Use of discretion

Before confirming the outcomes we considered what shareholders and colleagues received, the safety record and whether any risk or conduct issue should reduce awards. The Audit and Risk Committee knew of none. We used no discretion. The single total figure is £1,527,000 for Tom (FY25 £1,179,000) and £925,000 for Anjali (FY25 £590,000), and most of the rise comes from the LTIP. This is the first LTIP to vest for Anjali, who joined in September 2022.

Pay across Swift & Hale

Every colleague has earned at least the real Living Wage since April 2023, and the store base rate rises from £12.75 to £13.45 an hour this April, the new real Living Wage rate. Colleagues' pay rises average 4.5%, against 3.5% for the executive directors.

Ravi Dhanda, our designated non-executive director for workforce engagement, sits on this committee and brings what he hears at the Colleague Voice forum into our meetings. I joined one of the forum's meetings with the board to explain how executive pay is set. Colleagues asked about the gap between executive and store pay, and about rotas and Sunday working, which the board has taken up with the retail team.

Changes for FY27

From 1 February 2026 Tom's salary is £538,200 and Anjali's £372,600, and bonus and LTIP maximums are unchanged. Carbon leaves the bonus and stays in the LTIP, because the remaining cuts depend on heat pumps, electric vans and other projects that take more than a year. Stock turn replaces it, to show how well the new merchandise planning system matches stock to demand once it goes live in FY27.

Listening to shareholders

Before the 2025 AGM we wrote to our 12 largest shareholders, holding about 46% of the shares, and to the main proxy advisers, and I met six of them. Their

comments also led us to set the post-employment shareholding requirement at the full 200% of salary for two years. In February 2026 I wrote to them about the bonus change, and those who replied supported it. This report goes to an advisory vote at the AGM on 18 June 2026, and shareholders can reach me at any time through Claire Hollins, our Company Secretary.

Sinead Fallon

Chair of the Remuneration Committee
14 April 2026

BONUS AT 72%, LTIP VESTING AT 58%

The FY26 incentive outcomes, and how each measure in the bonus and the LTIP links to the strategy.

72%

Annual bonus outcome, % of maximum
FY25 60%

58%

Vesting of the 2023 LTIP award
2022 award 35%

61:1

CEO pay ratio at the median
FY25 50:1

412%

Chief Executive's shareholding, % of salary
Requirement 200%

How incentives link to strategy scorecard on page 80.

Each incentive measure maps to one of the strategic priorities on page 18 or to returns for shareholders. The single total figure is on page 80 and the bonus

Incentive measures and the strategy

Measure	Used in	What it links to
Adjusted profit before tax	Annual bonus	All four priorities, turned into profit in the year
Adjusted EPS growth	LTIP	All four priorities, as profit growth per share over three years
Relative total shareholder return	LTIP	Returns to shareholders against the FTSE SmallCap Index (excluding investment trusts)
Repairs completed	Annual bonus and LTIP	2. Kit that lasts: 75,000 repairs a year by FY29
Club members	Annual bonus	3. More people outside: 3 million members by FY29
Colleague engagement	Annual bonus	All four priorities, through the colleagues who deliver them
Scope 1 and 2 emissions	LTIP (and the FY26 bonus)	Our science-based target of a 90% cut by FY30 against FY22
Stock turn	Annual bonus from FY27	4. A simpler business: stock turn of 2.4 times by FY28

POLICY BACKED BY 96.4% IN 2025

A summary of the policy approved at the 2025 AGM. The full policy is in the Annual Report and Accounts 2025 and on our website.

The policy took effect at the 2025 AGM, and we expect to put the next one to shareholders at the 2028 AGM. Most of the executives' pay depends on profit, earnings

and progress on the strategy, and much of it comes in shares they must keep for several years, including after they leave.

Policy for executive directors

Summary of the remuneration policy for executive directors

Element	Purpose and link to strategy	Operation	Maximum	Performance measures
Salary	Pays a fair base for the role and the person, enough to recruit and keep executives who can run a growing retailer.	Reviewed each year, with changes normally from 1 February. The committee considers the role, the individual's experience and performance, pay rises across the group and pay at UK listed retailers of a similar size.	No set maximum. Rises will normally be no higher than the average for the wider workforce. Larger rises may be made for a change in role, or to bring a new executive's salary up to the market level over time.	None, although individual and business performance are taken into account at the review.
Benefits	Provides practical benefits at a sensible cost.	A car allowance, private medical insurance for the director and family, life assurance of four times salary, income protection and the colleague discount. Relocation support may be given on appointment. Business expenses are reimbursed.	The cost of providing the benefits. The car allowance is no more than £15,000 a year.	None.
Pension	Helps executives save for retirement on the same terms as colleagues.	Employer contributions to the group's defined contribution plan, or a cash allowance in place of contributions.	5% of salary, the rate open to the wider workforce.	None.
Annual bonus	Rewards delivery of the year's plan: profit, and progress on the four strategic priorities.	Measures, weightings and targets are set at the start of each year. One third of any bonus is deferred into shares and the rest is paid in cash once the results are audited. The committee can adjust the formulaic outcome, within the maximum, if it does not reflect underlying performance.	125% of salary.	At least 60% on financial measures, currently adjusted profit before tax, and the rest on strategic measures. Each measure pays 20% at threshold, 50% at target and 100% at maximum. A health and safety modifier can take up to five percentage points off the outcome.
Deferred bonus	Keeps part of each bonus exposed to the share price and builds executives' shareholdings.	Conditional share awards under the Deferred Share Bonus Plan, vesting after three years if the executive is still employed, subject to the leaver terms. Dividend equivalents are paid on vesting.	One third of the bonus earned.	None after grant, as performance has already been tested through the bonus.
Long-term incentive plan (LTIP)	Rewards growth in earnings, returns to shareholders and progress on repair and carbon over three years.	Annual conditional share awards that vest after a three-year performance period, followed by a two-year holding period. Dividend equivalents are paid on vested shares. The committee can adjust the formulaic vesting if it does not reflect underlying performance.	150% of salary a year. Normal awards are 125% of salary for the Chief Executive and 100% for the Chief Financial Officer.	Adjusted EPS growth (at least 50%), relative total shareholder return (at least 25%) and strategic measures (up to 20%). 25% of each part vests at threshold and 100% at maximum, on a straight line between.

Element	Purpose and link to strategy	Operation	Maximum	Performance measures
Sharesave	Lets every colleague, executives included, buy shares on the same terms.	A save as you earn plan, approved by HMRC for UK colleagues, open to all colleagues with six months' service. Options are granted at up to a 20% discount over a three-year savings contract.	The limits set by HMRC, currently savings of £500 a month.	None.
Shareholding requirement	Keeps executives' interests tied to shareholders' during and after employment.	Executives must build a holding worth 200% of salary within five years of appointment, and keep half of any shares that vest (after tax) until they reach it. After leaving, they must hold shares worth 200% of salary, or their actual holding if lower, for two years. Only shares owned outright count, including vested shares in a holding period.	Not applicable.	Not applicable.
Malus and clawback	Allows the company to reduce or recover variable pay that was not deserved.	Malus applies to the bonus, deferred bonus and LTIP before payment or vesting. Clawback applies for three years after a cash bonus is paid, and to LTIP shares until the end of the holding period. The triggers are material misstatement of results, an error in assessing performance, gross misconduct, serious reputational damage, a material failure of risk management or internal controls, and corporate failure.	Not applicable.	Not applicable.

How the policy meets the Code

Provision 40 factors

Factor	How the policy addresses it
Clarity	The measures are the ones the board uses to run the business and report on it: profit, earnings per share, shareholder return and the KPIs on page 23. LTIP targets are published when awards are made and bonus targets after the year ends.
Simplicity	Executives have fixed pay, one annual bonus and one long-term plan. There are no retention awards or one-off plans.
Risk	Deferral, holding periods, the shareholding requirement, malus and clawback, and the committee's power to adjust outcomes all limit the reward for short-term or reckless decisions. The health and safety modifier puts a cost on poor safety.
Predictability	Each element has a stated maximum. The full policy shows what executives could earn at minimum, target and maximum, and with a 50% rise in the share price.
Proportionality	Variable pay depends on stretching targets, and the committee checks outcomes against the wider performance of the business before anything is paid.
Alignment to culture	Repairs, Club membership and colleague engagement are in the bonus because they measure our purpose: getting people outside more often and bringing them home well. Executives receive the workforce pension rate and join Sharesave on the same terms as colleagues.

Non-executive directors' fees

The committee sets the Chair's fee without the Chair present, and the Chair and the executive directors set the other fees: a base fee, plus extra fees for the Senior Independent Director and committee chairs. Fees are reviewed each year against the time each role needs and fees at companies of a similar size. Non-executive directors take no part in the incentive, Sharesave or pension plans, and we reimburse reasonable expenses for board business. The articles cap total fees at £750,000 a year.

Directors' service contracts and letters of appointment

Service contracts and letters

Executive directors have rolling service contracts and non-executive directors have three-year letters of appointment, with the notice periods shown below. Non-executive directors receive no compensation for loss of office. All directors stand for election or re-election at each AGM, and contracts and letters can be inspected at the registered office and at the AGM.

Director	Role	Date of contract or letter	Notice from the company	Notice from the director
Tom Penhallow	Chief Executive	1 February 2019	12 months	12 months
Anjali Mercer	Chief Financial Officer	1 September 2022	12 months	12 months

Director	Role	Date of contract or letter	Notice from the company	Notice from the director
Helen Ashdown	Non-executive Chair	1 June 2021 (joined the board in 2019)	3 months	3 months
Michael Adebayo	Senior Independent Director	1 March 2020	3 months	3 months
Fiona Garside	Independent non-executive director	1 July 2021	3 months	3 months
Sinead Fallon	Independent non-executive director	4 January 2022	3 months	3 months
Marcus Leng	Independent non-executive director	2 October 2023	3 months	3 months
Ravi Dhanda	Independent non-executive director	1 May 2024	3 months	3 months

Leaving the company

If the company ends an executive director's contract, it may pay salary, benefits and pension for any part of the notice period not worked, monthly and reduced if the executive finds other work. There is no automatic right to a bonus. The company may also pay reasonable legal fees, outplacement support of up to £20,000 and amounts to settle statutory claims.

Good leavers are those who leave through death, ill health, injury or disability, redundancy, agreed retirement or the sale of their employing business, and others at the committee's discretion. Their deferred bonus and LTIP awards vest on the normal date. LTIP awards remain subject to performance and the holding period and are reduced for time. The committee may also pay them a bonus for the part of the year worked, subject to deferral. Other leavers lose unvested awards. On a change of control, LTIP awards vest early on performance to that date, normally reduced for time.

Recruitment

A new executive director would have the same bonus and LTIP maximums, so variable pay could not exceed 275% of salary in the first year, excluding any buy-out. The committee may buy out awards forfeited at a previous employer on terms no more generous than those given up. An internal appointee keeps awards made before promotion. A new non-executive director would receive the fees in force.

Colleague and shareholder views

Before setting executive pay each year, the committee reviews store pay rates, the pay review budget, bonus plans and the gender pay gap. Executive pension and benefits follow the colleague framework, apart from role-specific items such as the car allowance. The committee does not consult colleagues formally on executive pay, but Ravi Dhanda reports to it on the Colleague Voice forum. It consulted the largest shareholders and the main proxy advisers on this policy and reviews the votes on remuneration every year.

HOW THE FY26 FIGURES WERE REACHED

How we applied the policy in FY26 and will apply it in FY27. Penrose Lyle LLP has audited the sections marked as audited.

The committee

The committee has four members, all independent non-executive directors: Sinead Fallon (chair), Michael Adebayo, Marcus Leng and Ravi Dhanda. It met five times in FY26 with full attendance. Helen Ashdown attends by invitation, as do Tom Penhallow, Anjali Mercer and Josie Kamara, the People Director, who brief the committee on business performance and group pay. Claire Hollins is secretary and advises on governance. No one is present when their own pay is discussed. During the year the committee:

- set the FY26 bonus targets and approved the 2025 LTIP awards

- assessed the FY25 bonus and the 2022 LTIP, and approved last year's report
- reviewed pay across the group and heard from the Colleague Voice forum
- replaced carbon with stock turn in the FY27 bonus
- set FY27 salaries, the Chair's fee and the 2026 LTIP targets.

It met again in March 2026 to assess the FY26 bonus and the 2023 LTIP.

Single total figure (audited)

	Salary and fees	Taxable benefits	Pension	Annual bonus	LTIP	Total fixed	Total variable	Total
	£000	£000	£000	£000	£000	£000	£000	£000
Tom Penhallow (2026)	520	16	26	468	497	562	965	1,527
Tom Penhallow (2025)	505	15	25	379	255	545	634	1,179
Anjali Mercer (2026)	360	12	18	259	276	390	535	925
Anjali Mercer (2025)	350	12	18	210	–	380	210	590

Salaries rose 3.0% for Tom Penhallow and 2.9% for Anjali Mercer from 1 February 2025. Taxable benefits are a car allowance (£12,000 a year for Tom and £9,000 for Anjali), private medical insurance and the colleague discount; Tom's rose with a higher medical premium. Both receive a pension of 5% of salary, the rate open to all colleagues. Tom takes it as cash and Anjali's goes into the group's defined contribution plan. Neither has a defined benefit pension.

The FY26 LTIP figure is the 2023 award, 58% of which vests on 26 April 2026. We have valued it at 312p, the average share price over the three months to 31 January 2026, plus dividend equivalents of 24.0p a share, and will restate it next year at the price on the vesting date. The

FY25 figure is the 2022 award, which vested at 35% on 27 April 2025, valued at that day's price of 290p plus dividend equivalents of 22.5p a share.

Total remuneration for all directors, including non-executive fees, was £2,958,000 (FY25 £2,238,000), as shown in note 8 to the financial statements. Neither executive director holds a paid external directorship.

Annual bonus for FY26 (audited)

The bonus was based 60% on adjusted profit before tax and 40% on four strategic measures worth ten points each, all set at the start of the year. Each measure pays 20% of its weighting at threshold, 50% at target and 100% at maximum.

FY26 annual bonus scorecard

Measure	Weighting	Threshold	Target	Maximum	Actual	Payout (% of maximum)
Adjusted profit before tax	60%	£29.0m	£30.5m	£32.5m	£31.2m	40.5%
Repairs completed	10%	42,000	44,000	47,000	48,000	10.0%
Club members	10%	1.95m	2.00m	2.25m	2.10m	7.0%
Colleague engagement	10%	79%	80%	82%	81%	7.5%

Measure	Weighting	Threshold	Target	Maximum	Actual	Payout (% of maximum)
Scope 1 and 2 emissions, market-based (tCO2e)	10%	1,250	1,180	1,080	1,120	8.0%
Formulaic outcome	100%					73.0%
Health and safety modifier: RIDDOR-reportable incidents	Up to 5 points off	10 or fewer			11	(1.0%)
Bonus outcome						72.0%

Adjusted profit before tax is as reported in the financial statements and defined on page 124, with no adjustment for bonus purposes. The target was 10.9% above the FY25 result of £27.5m, and the result was 35% of the way from target to maximum, so this part paid 67.5%. The health

FY26 bonus outcome

Director	Maximum (% of salary)	Maximum (£)	Outcome (% of maximum)	Bonus (£)	Paid in cash (£)	Deferred into shares (£)
Tom Penhallow	125%	650,000	72%	468,000	312,000	156,000
Anjali Mercer	100%	360,000	72%	259,200	172,800	86,400

and safety modifier takes one point off for each RIDDOR-reportable incident above ten, up to five points. There were 11 (FY25 14), so one point came off. The committee made no other adjustment.

Deferred bonus (audited)

The deferred third of the FY26 bonus will be granted after the results as conditional share awards under the Deferred Share Bonus Plan, priced at the average closing price over the five dealing days before grant. The shares vest after three years with no further performance conditions, subject to malus and clawback, and dividend equivalents are paid on vesting. The awards for the FY25

bonus were granted on 24 April 2025 at 290p: 43,534 shares for Tom Penhallow (£126,250) and 24,137 for Anjali Mercer (£70,000).

Vesting of the 2023 LTIP award (audited)

The 2023 awards were granted on 26 April 2023 at 240p, at 125% of salary for Tom Penhallow and 100% for Anjali Mercer. Performance was measured over FY24 to FY26.

2023 LTIP award: performance to 31 January 2026

Measure	Weighting	Threshold (25% vests)	Maximum (100% vests)	Actual	Vesting (% of part)	Vesting (% of award)
Adjusted EPS growth a year, from 19.6p in FY23	50%	6%	14%	9.7%	60%	30.0%
Relative TSR against the FTSE SmallCap Index (excluding investment trusts)	30%	Median	Upper quartile	55th percentile	40%	12.0%
Repairs completed in FY26	10%	40,000	50,000	48,000	85%	8.5%
Scope 1 and 2 emissions in FY26, market-based (tCO2e)	10%	1,280	1,040	1,120	75%	7.5%
Total	100%					58.0%

Adjusted EPS grew from 19.6p in FY23 to 25.9p in FY26. Thornbury Reward calculated total shareholder return from three-month average share prices at the start and

end of the period: Swift & Hale returned 41%, against a median of 34% and an upper quartile of 63% for the index. The two strategic measures together vest 80%.

Value of the 2023 LTIP award

Director	Shares granted	Shares vesting (58%)	Shares lapsing	Value at 312p (£)	Dividend equivalents (£)	Total value (£)	Of which share price growth (£)
Tom Penhallow	255,208	148,020	107,188	461,822	35,525	497,347	106,574
Anjali Mercer	141,666	82,166	59,500	256,358	19,720	276,078	59,160

Shares granted are the award value (£612,500 and £340,000) divided by 240p, and shares vesting are 58% of that number, both rounded down. Dividend equivalents are 24.0p a share, the dividends paid between grant and vesting. Share price growth is the 72p rise from 240p

to 312p on each vesting share. The committee applied no discretion. The vested shares must be held until 26 April 2028.

LTIP awards granted in FY26 (audited)

The 2025 awards were granted on 24 April 2025 at 290p, the average closing price over the five dealing days before grant. They vest in April 2028 on performance

2025 LTIP awards

Director	Award (% of salary)	Salary (£)	Award value (£)	Share price at grant	Shares awarded	Face value (£)	Vesting at threshold
Tom Penhallow	125%	520,000	650,000	290p	224,137	649,997	25%
Anjali Mercer	100%	360,000	360,000	290p	124,137	359,997	25%

The table below also gives the targets for the 2026 awards, to be granted in April 2026. EPS growth runs from 22.4p in FY25 for the 2025 awards and from 25.9p in

over FY26 to FY28, and the vested shares must then be held for two years.

FY26 for the 2026 awards.

LTIP targets: 2025 awards (FY26 to FY28) and 2026 awards (FY27 to FY29)

Measure	Weighting	2025 award threshold (25% vests)	2025 award maximum (100% vests)	2026 award threshold (25% vests)	2026 award maximum (100% vests)
Adjusted EPS growth a year	50%	6% (26.7p in FY28)	14% (33.2p in FY28)	6% (30.8p in FY29)	14% (38.4p in FY29)
Relative TSR against the FTSE SmallCap Index (excluding investment trusts)	30%	Median	Upper quartile	Median	Upper quartile
Repairs completed in the final year	10%	58,000	68,000	65,000	75,000
Scope 1 and 2 emissions in the final year, market-based (tCO2e)	10%	800	600	600	400

Scheme interests (audited)

LTIP and deferred bonus awards are conditional share awards with no exercise price. Sharesave options were granted at a 20% discount to the market price at invita-

tion and can be exercised for six months after the savings contract ends.

Executive directors' share awards

Award	Grant date	Price at grant	At 1 February 2025	Granted	Vested	Lapsed	At 31 January 2026	Vesting or exercise date
Tom Penhallow								
LTIP 2022	27 April 2022	255p	232,843	nil	81,495	151,348	nil	27 April 2025
LTIP 2023	26 April 2023	240p	255,208	nil	nil	nil	255,208	26 April 2026
LTIP 2024	25 April 2024	270p	233,796	nil	nil	nil	233,796	25 April 2027
LTIP 2025	24 April 2025	290p	nil	224,137	nil	nil	224,137	24 April 2028
Deferred bonus 2022	27 April 2022	255p	60,294	nil	60,294	nil	nil	27 April 2025
Deferred bonus 2023	26 April 2023	240p	9,895	nil	nil	nil	9,895	26 April 2026
Deferred bonus 2024	25 April 2024	270p	36,296	nil	nil	nil	36,296	25 April 2027
Deferred bonus 2025	24 April 2025	290p	nil	43,534	nil	nil	43,534	24 April 2028
Sharesave 2023	June 2023	192p	9,375	nil	nil	nil	9,375	August 2026
Anjali Mercer								
LTIP 2023	26 April 2023	240p	141,666	nil	nil	nil	141,666	26 April 2026

Award	Grant date	Price at grant	At 1 February 2025	Granted	Vested	Lapsed	At 31 January 2026	Vesting or exercise date
LTIP 2024	25 April 2024	270p	129,629	nil	nil	nil	129,629	25 April 2027
LTIP 2025	24 April 2025	290p	nil	124,137	nil	nil	124,137	24 April 2028
Deferred bonus 2023	26 April 2023	240p	2,291	nil	nil	nil	2,291	26 April 2026
Deferred bonus 2024	25 April 2024	270p	20,148	nil	nil	nil	20,148	25 April 2027
Deferred bonus 2025	24 April 2025	290p	nil	24,137	nil	nil	24,137	24 April 2028
Sharesave 2024	June 2024	216p	4,166	nil	nil	nil	4,166	August 2027

The 2022 LTIP award vested at 35% on 27 April 2025, and the 2022 deferred bonus award vested in full the same day. Tom Penhallow sold 66,641 of the 141,789 shares he received to pay the tax and kept 75,148. The 2024 awards are measured over FY25 to FY27 on the targets in the Annual Report and Accounts 2025.

Directors' shareholdings (audited)

Only shares owned outright count towards the requirement of 200% of salary, valued at the year-end price of 312p. On that basis Tom Penhallow's holding was worth £2,142,401 and Anjali Mercer's £345,599, after she bought 16,569 shares during the year. She has until September 2027 to reach it and must keep at least half of any shares that vest, after tax, until she does.

Directors' interests in shares at 31 January 2026

Director	Shares owned at 31 January 2026	Shares owned at 1 February 2025	Unvested LTIP awards (subject to performance)	Unvested deferred bonus awards	Sharesave options	Shareholding (% of salary)	Requirement (% of salary)
Tom Penhallow	686,667	611,519	713,141	89,725	9,375	412%	200%
Anjali Mercer	110,769	94,200	395,432	46,576	4,166	96%	200%
Helen Ashdown	45,000	45,000	nil	nil	nil	n/a	n/a
Michael Adebayo	12,000	12,000	nil	nil	nil	n/a	n/a
Fiona Garside	8,500	8,500	nil	nil	nil	n/a	n/a
Sinead Fallon	10,000	7,500	nil	nil	nil	n/a	n/a
Marcus Leng	6,000	6,000	nil	nil	nil	n/a	n/a
Ravi Dhanda	4,000	nil	nil	nil	nil	n/a	n/a

Shares owned include those held by connected persons. Unvested LTIP awards include the 2023 awards, 58% of which vest in April 2026. Directors' interests did not change between 31 January and 14 April 2026.

Payments to past directors (audited)

The company made no payments to past directors and no payments for loss of office in FY26.

Non-executive directors' fees (audited)

In FY26 the Chair's fee was £180,000 and the base fee £56,000, with £10,000 for the Senior Independent Director and £12,000 for chairing a board committee. Non-executive directors received no taxable benefits in either year.

	2026	2025
	£000	£000
Helen Ashdown, Chair	180	175
Michael Adebayo, Senior Independent Director	66	64

	2026	2025
	£000	£000
Fiona Garside, Chair of the Audit and Risk Committee	68	66
Sinead Fallon, Chair of the Remuneration Committee	68	66
Marcus Leng, Independent Non-executive Director	56	54
Ravi Dhanda, Chair of the Sustainability Committee	68	44
Total	506	469

Ravi Dhanda joined the board on 1 May 2024, so his 2025 fee covers nine months.

Annual change in directors' pay

The table compares the change in each director's pay with the change for the average colleague. The parent company has no employees other than its directors, so

the comparison uses all group colleagues employed in both years, on a full-time equivalent basis.

Annual percentage change in pay, FY26 compared with FY25

Director	Salary or fees	Taxable benefits	Annual bonus
Tom Penhallow	3.0%	6.7%	23.5%
Anjali Mercer	2.9%	0.0%	23.3%
Helen Ashdown	2.9%	n/a	n/a
Michael Adebayo	3.1%	n/a	n/a
Fiona Garside	3.0%	n/a	n/a
Sinead Fallon	3.0%	n/a	n/a
Marcus Leng	3.7%	n/a	n/a
Ravi Dhanda	15.9%	n/a	n/a
Average colleague	5.1%	2.0%	14.8%

Colleagues' salaries rose mainly because the April 2025 pay review lifted the store base rate to £12.75 an hour. Store teams earn a bonus on their own store's sales and service scores, which rose with stronger store results. Ravi Dhanda's FY25 fee of £44,000 covered nine months and included the committee chair fee only from October 2024, when he became chair of the Sustainability Committee. We annualised it to £58,667. On a full year at FY25 rates (£54,000 plus £12,000) his increase would have been 3.0%.

CEO pay ratio

We use Option A, the most accurate of the three methods the regulations allow. It ranks the full-time equivalent pay and benefits of every UK colleague for the 52 weeks to 31 January 2026, with part-time pay grossed up and pay for joiners annualised. The median colleague is a full-time store colleague.

Chief Executive's pay compared with UK colleagues

Year	Method	25th percentile	Median	75th percentile
FY26	Option A	66:1	61:1	54:1
FY25	Option A	54:1	50:1	44:1
FY24	Option A	50:1	46:1	41:1

Pay of the colleagues at each percentile, FY26 (£)

	25th percentile	Median	75th percentile
Salary	22,980	23,710	26,620
Total pay and benefits	23,100	24,900	28,300

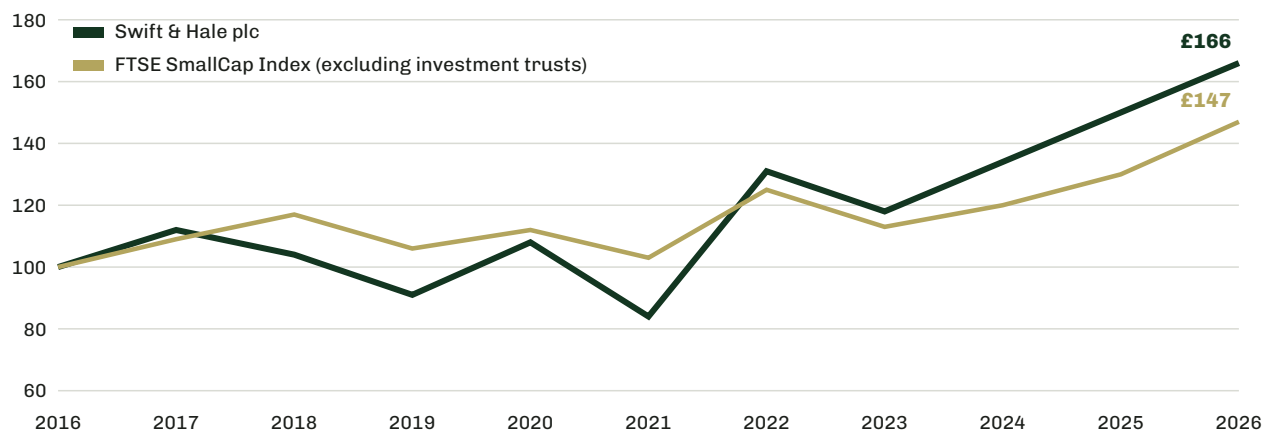
The ratio rose because the Chief Executive's bonus and LTIP were higher than in FY25. Median colleague pay rose 5.5%, from £23,600 to £24,900, but most colleagues have

little variable pay, so the ratio moves with the Chief Executive's incentives. On salary alone the median ratio was 22:1 in both years. The committee believes the

median ratio is consistent with the group's pay, reward and progression policies, which pay every colleague at least the real Living Wage and the same pension rate as the executive directors.

Performance graph and CEO pay

The graph shows the value at 31 January 2026 of £100 invested in Swift & Hale shares at the end of January 2016, with dividends reinvested, against the FTSE SmallCap Index (excluding investment trusts). We use this index because Swift & Hale is a member and it is the LTIP comparator.



Chief Executive's single total figure and incentive outcomes

Year	Chief Executive	Single total figure (£000)	Annual bonus (% of maximum)	LTIP vesting (% of maximum)
FY26	Tom Penhallow	1,527	72%	58%
FY25	Tom Penhallow	1,179	60%	35%
FY24	Tom Penhallow	1,049	48%	30%
FY23	Tom Penhallow	656	12%	10%
FY22	Tom Penhallow	948	82%	nil
FY21	Tom Penhallow	452	nil	nil
FY20	Tom Penhallow	697	40%	15%
FY19	Roger Lanyon	542	12%	nil
FY18	Roger Lanyon	691	31%	20%
FY17	Roger Lanyon	784	46%	38%

Tom Penhallow succeeded Roger Lanyon on 1 February 2019. The bonus maximum was 100% of salary until FY19 and has been 125% since. In FY21 Tom Penhallow took a

20% salary cut for three months while stores were closed, and no bonus was paid. The FY20 LTIP figure is an award made to him as Retail Director.

Relative importance of spend on pay

Spend on pay and distributions to shareholders

	FY26 £m	FY25 £m	Change
Total staff costs	96.4	89.1	8.2%
Dividends paid	7.8	7.3	6.8%

Staff costs rose because the group employed 200 more colleagues on average (3,900 against 3,700), mainly in new stores and at the distribution centre, and because of the April 2025 pay review and higher employer National Insurance. The company bought back no shares in either year.

Advisers to the committee

The committee appointed Thornbury Reward after a competitive tender in 2021. In FY26 it advised on market practice and the FY27 bonus measures and calculated total shareholder return for the LTIP, for fees of £68,000 charged on time spent. It is a member of the

Remuneration Consultants Group, follows its code of conduct and provided no other services to the group, and the committee is satisfied that its advice was objective and independent. Fairley Grange LLP, the company's solicitors, advised on the share plan rules.

Votes on remuneration at the 2025 AGM

Resolution	For	% for	Against	% against	Total votes cast	Withheld
Directors' remuneration policy	63,412,618	96.4%	2,368,904	3.6%	65,781,522	412,377
Annual report on remuneration	63,905,227	97.1%	1,907,812	2.9%	65,813,039	380,860

Applying the policy in FY27

Salary, pension and benefits

Salaries rose 3.5% from 1 February 2026, below the 4.5% average rise for colleagues in April 2026. Pension stays at 5% of salary and benefits are unchanged.

Executive directors' salaries

Director	FY27 (£)	FY26 (£)	Change
Tom Penhallow	538,200	520,000	3.5%
Anjali Mercer	372,600	360,000	3.5%

Annual bonus

The maximum stays at 125% of salary for Tom Penhallow and 100% for Anjali Mercer, with one third deferred into shares. Adjusted profit before tax keeps its 60% weighting, and repairs, Club members, colleague engagement and stock turn carry 10% each. Stock turn replaces carbon, which stays in the LTIP; the strategy aims for 2.4 times by FY28 (FY26 2.2 times). The health and safety modifier continues. The targets are commercially sensitive while the year is under way, so we will publish them with the outcomes next year.

2026 LTIP awards

Awards of 125% of salary (£672,750) for Tom Penhallow and 100% (£372,600) for Anjali Mercer will be granted in April 2026. Performance runs over FY27 to FY29, fol-

Shareholder voting

Votes withheld are not votes in law and are not counted in the totals.

lowed by a two-year holding period. The targets are on page 82. The repairs range runs up to the strategy's target of 75,000 repairs a year by FY29. At maximum, the carbon range would cut Scope 1 and 2 emissions by 84% against the FY22 baseline of 2,450 tonnes, on course for our target of a 90% cut by FY30.

Non-executive directors' fees

From 1 February 2026 the Chair's fee rose 3.3% to £186,000 and the base fee 3.6% to £58,000. The other fees are unchanged.

On behalf of the board

Sinead Fallon

Chair of the Remuneration Committee
14 April 2026

STATUTORY AND OTHER INFORMATION

The directors present their report and the audited financial statements of Swift & Hale plc and its subsidiaries for the 52 weeks to 31 January 2026.

This report is prepared under the Companies Act 2006, the UK Listing Rules and the Disclosure Guidance and Transparency Rules. With the strategic

report, it forms the management report for DTR 4.1.5R(2) and DTR 4.1.8R. The table below lists information included in it by reference.

Information included in this report by reference

Information	Where to find it
Likely future developments in the business	Strategic report, page 18
Corporate governance statement	Governance section, from page 56
Engagement with colleagues	Corporate governance report, page 64
Engagement with suppliers, customers and others in a business relationship with the company	Section 172 statement, page 33 ; stakeholders, page 31
Greenhouse gas emissions, energy use and energy efficiency actions	Sustainability, page 35
Financial risk management objectives and policies	Note 25 to the group financial statements
Directors' interests in shares and share awards	Directors' remuneration report, page 74
Going concern and viability statements	Page 52

UK Listing Rules disclosures

Information required by UKLR 6.6.1R

Information required	Where to find it
Interest capitalised	Not applicable
Publication of unaudited financial information	Not applicable
Long-term incentive schemes established to recruit or retain a director	Not applicable
Waiver of emoluments by a director	Not applicable
Waiver of future emoluments by a director	Not applicable
Non-pre-emptive issues of equity for cash	Not applicable
Non-pre-emptive issues of equity for cash by a major unlisted subsidiary	Not applicable
Parent participation in a placing by a listed subsidiary	Not applicable
Contracts of significance in which a director is interested	Not applicable
Contracts for the provision of services by a controlling shareholder	Not applicable
Shareholder waivers of dividends	Employee benefit trust, page 88
Shareholder waivers of future dividends	Employee benefit trust, page 88
Agreements with a controlling shareholder	Not applicable

Results and dividends

Profit before tax was £28.9m (FY25 £25.8m) and profit after tax £21.4m (FY25 £19.1m). An interim dividend of 3.0p per share was paid in November 2025. The directors

recommend a final dividend of 6.2p, making 9.2p for the year (FY25 8.4p). If shareholders approve it at the AGM, it will be paid on 3 July 2026 to those on the register

at the close of business on 29 May 2026, with an ex-dividend date of 28 May 2026. Dividends paid in the year totalled £7.8m.

Directors

The directors who served during the year and up to the date of this report are listed on page 58. There were no changes in the year. The articles, the Companies Act 2006 and the Code govern the appointment and replacement of directors: the board or the shareholders, by ordinary resolution, may appoint a director, and every director stands for re-election each year. The board manages the company's business and may exercise all its powers, subject to the Companies Act 2006, the articles and any directions given by special resolution.

Executive directors' service contracts can be ended on 12 months' notice by either side, and non-executive directors have letters of appointment. These are available for inspection at the registered office and at the AGM.

Directors' indemnities and insurance

Each director has a deed of indemnity, which is a qualifying third-party indemnity provision under section 234 of the Companies Act 2006. These were in force throughout the year and remain so. The company also holds directors' and officers' liability insurance.

Share capital and rights

At 31 January 2026 and at the date of this report the issued share capital was 91,600,000 fully paid ordinary shares of 1p each (note 26). There is one class of share, the company holds no shares in treasury and none were issued in the year. Each share carries one vote on a poll and the right to share in dividends and in any surplus on a winding up.

Notified interests in voting rights

Shareholder	Shares at 31 January 2026	%	Shares at 10 April 2026	%
Northgate Asset Management	8,981,450	9.8	8,981,450	9.8
Calloway Investors	6,602,310	7.2	6,602,310	7.2
Tamar Capital Partners	4,668,920	5.1	5,503,180	6.0
Swift and Hale family trusts	4,031,000	4.4	4,031,000	4.4
Exe Valley Pension Trust	3,301,740	3.6	3,301,740	3.6

Tamar Capital Partners notified an increase on 17 March 2026. No other changes were notified up to 10 April 2026, the latest practicable date before this report was approved.

Change of control

Wessex Mutual Bank provides the group's £40m revolving credit facility, undrawn, committed to September 2028. If a person or group acting together

There are no restrictions on transfer or voting other than those imposed by law, such as insider dealing rules, or by our share dealing code, under which directors and certain colleagues need approval before dealing. Proxy appointments and voting instructions must arrive at least 48 hours before a general meeting. The company knows of no agreements between shareholders that restrict the transfer of shares or voting rights, and no shares carry special rights over control.

Authority to allot and buy back shares

At the 2025 AGM shareholders authorised the directors to allot shares up to one third of the issued share capital and to disapply pre-emption rights over up to 10% of it, plus a further 10% for an acquisition or specified capital investment, in line with the Pre-Emption Group's Statement of Principles. They also authorised the company to buy back up to 9,160,000 shares, 10% of the issued share capital. None of these authorities was used, and the directors will seek their renewal at the 2026 AGM.

Employee benefit trust

The Swift & Hale Employee Benefit Trust holds shares to satisfy awards under the company's share plans. Its trustee, Swift & Hale Trustees Limited, is a subsidiary. In the year the trust bought 425,000 shares in the market for £1.3m and released shares to satisfy vesting awards. At 31 January 2026 it held 860,000 shares (FY25 630,000), 0.9% of the issued share capital. The trustee has waived its right to dividends on these shares, now and in future, and does not vote them.

Substantial shareholdings

Under DTR 5 the company had been notified of the following interests of 3% or more in its voting rights. Percentages are as stated in each notification.

gains control of the company, the bank may cancel the facility and require repayment of any amounts outstanding. Under the share plan rules, awards may vest or become exercisable on a change of control, subject to any performance conditions and normally reduced for time. There are no other significant agreements that take effect, change or end on a change of control, and no agreements to compensate directors or colleagues for loss of office or employment because of a takeover.

Colleagues

The group employed an average of 3,900 colleagues in FY26. We give full and fair consideration to job applications from disabled people, based on their skills and abilities. If a colleague becomes disabled while working for us, we do what we reasonably can to keep them in their role, including adjusting the workplace, equipment and hours and offering retraining. Training, career development and promotion are open to disabled colleagues on the same basis as everyone else.

Other statutory disclosures

Item	Disclosure
Political donations	None in FY26 (FY25 none), and no political expenditure. The company's policy is not to make political donations.
Research and development	The product design and test team at Hale House designs the Hale and Swift ranges and tests new kit in the field, including on Dartmoor. These costs are charged to the income statement as incurred. The group does not carry out research and development as defined in accounting standards.
Financial instruments	About 38% of cost of goods is bought in US dollars and hedged up to 12 months ahead. Net cash of £36.4m at the year end and no borrowings; the revolving credit facility was undrawn throughout the year. Exposure to credit, liquidity and currency risk is set out in note 25.
Events after the reporting period	None that require disclosure, other than the proposed final dividend (note 33).
Branches outside the UK	None. A subsidiary, Swift & Hale (Ireland) Limited, runs the 12 stores in the Republic of Ireland. Subsidiaries are listed in the company financial statements.
Amendment of the articles of association	By special resolution of the shareholders. The articles are on our website and available from the Company Secretary.

Going concern

The directors have assessed the group's ability to continue as a going concern to 30 April 2027, taking account of its net cash, the undrawn facility and the severe but plausible scenarios used in the viability assessment. In the most severe combined scenario, liquidity headroom stays above £25m without mitigating actions and the facility is not needed. The directors therefore have a reasonable expectation that the group and the company have adequate resources to continue in operation for that period, and the financial statements have been prepared on a going concern basis.

Auditor

Penrose Lyle LLP has been auditor since FY23, following a tender, and is willing to continue. Resolutions to reappoint it and to authorise the Audit and Risk Committee to set its remuneration will be proposed at the AGM.

Disclosure of information to the auditor

Each director in office at the date of this report confirms that, so far as they are aware, there is no relevant audit information of which the company's auditor is unaware, and that they have taken all the steps they ought to have

We keep colleagues informed about the group's performance, and the financial and economic factors that affect it, through results briefings from the Chief Executive, the colleague app and team meetings. We consult them through Colleague Voice and the engagement survey, which 86% answered this year. Colleagues share in the company's performance through bonuses and Sharesave, in which 34% of those eligible take part.

Other statutory disclosures

taken as a director to make themselves aware of any relevant audit information and to establish that the auditor is aware of it. This confirmation is given in accordance with section 418 of the Companies Act 2006.

Annual General Meeting

The AGM will be held at 11am on Thursday 18 June 2026 at Hale House, Fordington Fields, Dorchester. The notice of meeting, sent to shareholders separately and on our website, sets out the resolutions, including the final dividend, the re-election of every director, the reappointment of the auditor and the renewal of the share authorities.

This directors' report was approved by the board on 14 April 2026.

By order of the Board

Claire Hollins

Company Secretary
14 April 2026
Registered office: Hale House, Fordington Fields, Dorchester, Dorset DT1 9SH
Registered in England and Wales, company number 01234567

RESPONSIBILITY FOR THIS REPORT

The directors' legal responsibilities for this report, and what they confirm about it.

The directors are responsible for preparing the Annual Report and the group and company 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 financial statements in accordance with UK-adopted international accounting standards and the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the 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
- make judgements and accounting estimates that are reasonable and prudent
- state whether, for the group financial statements, UK-adopted international accounting standards have been followed, and whether, for the company financial statements, applicable UK accounting standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and the company's transactions, disclose with reasonable accuracy at any time the financial position of the group and the company, and enable them to ensure that the financial statements and the directors' remuneration report comply with

the Companies Act 2006. They are also responsible for safeguarding the assets of the group and the company, and hence for taking reasonable steps to prevent and detect fraud and other irregularities.

Under applicable law and regulation, the directors are also responsible for preparing a strategic report, a directors' report, a directors' remuneration report and a corporate governance statement that comply with that law and those regulations, and for preparing the annual financial report in the structured electronic format required by the Disclosure Guidance and Transparency Rules.

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

Responsibility statement

Each of the directors listed on page 58 confirms that, to the best of their knowledge:

- the financial statements, prepared in accordance with the applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole
- the strategic report and the directors' report include a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face

Fair, balanced and understandable

The directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information neces-

sary for shareholders to assess the group's position, performance, business model and strategy.

Signed on behalf of the board by:

Tom Penhallow

Chief Executive
14 April 2026

Anjali Mercer

Chief Financial Officer
14 April 2026



FINANCIAL STATEMENTS

The auditor's report, the group and company financial statements, and the notes that explain them.



TO THE MEMBERS OF SWIFT & HALE PLC

Our opinion on the group and parent company financial statements for the 52 weeks ended 31 January 2026, and the work behind it.

Report on the financial statements

Opinion

In our opinion:

- the financial statements of Swift & Hale plc (the parent company) and its subsidiaries (the group) give a true and fair view of the state of the group's and of the parent company's affairs as at 31 January 2026 and of the group's profit for the 52 weeks then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 Reduced Disclosure Framework; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated and parent company balance sheets, the consolidated and parent company statements of changes in equity, the consolidated cash flow statement, and notes 1 to 33 and C1 to C7, including material accounting policy information.

Basis for opinion

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

We are independent of the group and the parent company in accordance with the ethical requirements relevant to our audit in the UK, including the Financial Reporting Council's (FRC's) Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities under those requirements. We have not provided any non-audit services prohibited by the FRC's Ethical Standard. The non-audit services we provided are disclosed in note 6.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Overview of our audit

Key audit matters

1. Impairment of store right-of-use assets and property, plant and equipment (also reported in FY25).
2. Inventory provisioning (also reported in FY25).
3. Club repair credits and gift card breakage (new in FY26).
4. Recoverability of the parent company's investment in subsidiaries (parent company only; also reported in FY25).

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting is appropriate. Our evaluation of the directors' assessment, which covers the period to 30 April 2027, included:

- checking that the forecasts agree to the FY27 budget approved by the board and match those used for store impairment and the viability statement;
- agreeing cash of £36.4m and the undrawn £40m revolving credit facility, committed to September 2028, to bank confirmations and the facility agreement;
- recalculating the directors' severe but plausible downside, which combines two wet summers, a four-week cyber attack on online sales and a sharp consumer downturn, and in which headroom stays above £25m without mitigating action or use of the facility;
- considering whether the reverse stress test, in which sales fall more than 20% below plan for the whole period before the facility is needed, describes a plausible outcome;
- considering whether the mitigating actions available are within the directors' control; and
- assessing whether the going concern disclosures in note 1 are consistent with the directors' assessment and our knowledge from the audit.

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 parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the reporting on how the group has 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 those of the directors with respect to going concern are described in the relevant sections of this report.

Overview of our audit approach

Materiality	Group: £1.5m (FY25 £1.3m), about 5% of adjusted profit before tax. Parent company: £0.7m (FY25 £0.6m), about 1% of net assets.
Scoping	Full audits of the parent company, Swift & Hale Retail Limited and Swift & Hale (Ireland) Limited, which together account for 100% of group revenue, profit before tax and total assets. The group audit team did all the work.
Changes in our approach	The FY25 key audit matter on the move to the Huntworth distribution centre has been removed: the move finished in March 2025, and this year's exit costs of £0.8m are below materiality. Club repair credits and gift card breakage is new, because the expiry rules for repair credits changed in the year.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our 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) that we identified, 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 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.

1. Impairment of store right-of-use assets and property, plant and equipment

At 31 January 2026 the group held right-of-use assets of £104.9m (FY25 £101.2m) and property, plant and equipment of £64.3m (FY25 £58.6m), mostly in its 128 stores. Each store is a separate cash-generating unit.

The directors found indicators of impairment, or of a possible reversal, at 19 stores (FY25 14) and estimated the value in use of each. Value in use depends on forecast sales and gross margin, the allocation of click-and-collect sales and distribution costs, cost inflation and the pre-tax discount rate of 11.8% (FY25 12.4%). Small changes in sales move the result materially: store sales 10% below plan would add £2.4m of impairment (note 16).

The matter

The directors recognised impairment of £2.1m at four stores and reversed £0.6m at two, a net charge of £1.5m shown as an adjusting item. Deciding when trading has recovered enough to support a reversal is open to management bias, so we treated it as a possible fraud risk.

See the Audit and Risk Committee report on page 70 and notes 2, 3 and 16.

How our audit addressed it

- We tested the controls over the impairment review, including the Chief Financial Officer's review of store forecasts and the Audit and Risk Committee's review of the results.
- We checked that every store with an indicator had been found, by comparing FY26 contribution with FY25 and budget for all 128 stores and lease end dates with signed leases.
- For the 19 stores, we agreed carrying amounts to the fixed asset register and lease system, and checked that lease payments were left out of the cash flows, as lease liabilities are left out of the carrying amounts.
- We agreed the forecasts to the FY27 budget and the FY28 and FY29 plan approved by the board, and compared each store's FY26 results with the forecast made a year earlier.
- We challenged the sales and margin assumptions for the four impaired stores, the two reversals and the stores with least headroom, using trading in the first ten weeks of FY27, local footfall data and planned refits.
- Our valuation specialists built an independent range for the discount rate from market data for listed UK retailers. The directors' rate of 11.8% fell within it.
- We checked the models' arithmetic, recalculated the sensitivities in note 16 and ran our own to find stores where a reasonably possible change would cause further impairment.
- For the reversals, we checked that trading had improved for more than a year and that neither store was taken above the carrying amount it would have had without the original impairment.

Our observations

Recent trading supported the forecasts for the impaired stores and the reversals, and the discount rate was within our range. We consider the net charge of £1.5m appropriately measured. Note 16 sets out the main assumptions and the effect of reasonably possible changes.

2. Inventory provisioning

Inventories were £88.7m at 31 January 2026 (FY25 £83.9m), after a provision of £4.1m (FY25 £3.6m) for slow-moving and obsolete stock. Inventory is the group's largest current asset.

Much of the range is seasonal, and how fast it sells depends on the weather. A wet August left more summer camping stock than planned. Since March 2025 every store and online order has been served from one stock pool at Huntworth, which changed where aged stock is held and how it is cleared.

The matter

The provision is based on each line's age, its rate of sale and the margin achieved when similar stock was cleared before. The directors have to judge how much of the leftover camping stock will sell at full price next summer, and how deep the discounts will need to be on the rest.

See page 70 and notes 2, 3 and 17.

How our audit addressed it	• We tested the controls over stock counting and attended counts at 14 stores and at Huntworth. • With our IT specialists, we tested the general IT controls over the merchandising system that produces the age analysis, and traced the age of a sample of lines to purchase records. • We recalculated the provision using the group's method and tested its inputs, including sales rates and the list of discontinued lines. • We compared the provision rates with the losses made when aged stock was cleared during FY26 and in the weeks after the year end. • For summer camping lines left after August, we compared sales and margins since the year end with the directors' assumptions and the FY27 spring and summer plan. • We tested net realisable value for a sample of lines against selling prices achieved after the year end.
Our observations	The provision is within the range we consider acceptable, and the method is consistent with FY25. The £0.5m increase relates mainly to summer camping lines, which matches what we saw at the counts and in trading since the year end.

3. Club repair credits and gift card breakage

The matter	Contract liabilities for unused Club repair credits and gift cards were £3.6m at 31 January 2026 (FY25 £3.2m). In the year £9.4m was deferred, £8.6m was recognised as revenue on redemption and £0.4m was recognised as expected breakage, the value the group expects customers never to use. These amounts are small against group revenue but took a large share of our effort. The Club's 2.1 million members are recorded on a separate loyalty platform that feeds the ledger daily. Club repair credits issued from 1 May 2025 expire after 18 months instead of 12, so past redemptions are a weaker guide to breakage. Breakage could also be used to move revenue between periods, so we treated it as a possible fraud risk. See notes 2, 3 and 21.
How our audit addressed it	• With our IT specialists, we tested the general IT controls over the loyalty and gift card systems and their interfaces to the general ledger. • We reconciled the contract liability to the balances in both systems at the year end, and traced a sample of issues and redemptions to till and online order records. • We tested the credit earned on a sample of Club purchases against the scheme rules, including the new expiry period. • We analysed redemptions by month of issue, separating credits issued under the 12-month and 18-month rules, and compared the directors' expected breakage rate of 4.4% (FY25 4.6%) with redemptions since the change. • We checked that breakage is recognised in proportion to the pattern of redemptions, as IFRS 15 requires, and recalculated the amount for the year. • We tested manual journals posted to contract liabilities and breakage revenue for entries unusual in size, timing or author.
Our observations	The expected breakage rate is reasonable and the contract liability is appropriately stated. Because there is little history under the 18-month rule, we recommended that the directors review the rate again at the half year, and they have agreed to do so.

4. Recoverability of the parent company's investment in subsidiaries (parent company only)

The matter	The parent company holds investments in subsidiaries of £48.2m (FY25 £46.9m), 67% of its total assets, at cost less any impairment. The £1.3m increase is the capital contribution for share awards granted to employees of subsidiaries. The risk of material misstatement is not high and little judgement is involved. The balance has the largest effect on our parent company audit strategy because of its size against parent company materiality. See notes C1 and C2.
How our audit addressed it	• We tested the design and implementation of the control over the directors' annual review for indicators of impairment. • We compared the carrying amount with the subsidiaries' net assets at 31 January 2026 and with the group's market capitalisation of about £286m. • We agreed the £1.3m capital contribution to the share-based payment charge in note 27. • We assessed the disclosures in note C2 against FRS 101.
Our observations	We found no indicators of impairment. The subsidiaries' net assets and the group's market capitalisation both exceed the carrying amount by a wide margin.

Our application of materiality

We set materiality using our professional judgement. It guides the nature, timing and extent of our audit procedures and our evaluation of misstatements, individually and in aggregate.

Materiality

	Group financial statements	Parent company financial statements
Materiality	£1.5m (FY25 £1.3m)	£0.7m (FY25 £0.6m)
How we determined it	About 5% of adjusted profit before tax of £31.2m (4.8%), equal to 5.2% of statutory profit before tax of £28.9m.	About 1% of net assets of £71.7m, capped below group materiality.
Why we chose this benchmark	Shareholders use profit before tax more than any other measure, and the group's incentive targets are set on it. We used the adjusted figure because adjusting items (£2.3m this year) vary from year to year and would move materiality without any change in the size of the business.	The parent company is a holding company that does not trade. Its assets are mainly investments in and amounts owed by subsidiaries, so net assets is the most relevant measure.
Performance materiality	70% of materiality: £1.0m (FY25 £0.9m)	70% of materiality: £0.5m (FY25 £0.4m)
Basis for performance materiality	Few misstatements in prior audits, a centralised finance function and our reliance on controls over revenue, inventory and purchases.	As for the group.
Reporting threshold	£75,000 (FY25 £65,000)	£35,000 (FY25 £30,000)

Component performance materiality was £0.9m for Swift & Hale Retail Limited and £0.4m for Swift & Hale (Ireland) Limited. For the parent company as a component of the group, we used its own performance materiality.

We agreed with the Audit and Risk Committee to report to it all audit differences above £75,000, smaller differences that warranted reporting on qualitative grounds, and disclosure matters we identified. The uncorrected misstatements we reported were below materiality, individually and in aggregate.

Scope of our audit

The group has four subsidiaries, listed in note C6. Swift & Hale Retail Limited runs the UK business and Swift & Hale (Ireland) Limited the 12 Irish stores. The other two are dormant or hold no material balances, and we performed analytical procedures on them at group level. The finance team at Hale House, Dorchester, keeps the accounting records of every group company, including the Irish subsidiary, so we did not use component auditors.

Our consideration of the control environment

With our IT specialists, we tested general IT controls over the point-of-sale, merchandising, online ordering, loyalty, payroll and finance systems. We relied on controls over revenue, inventory, and purchases and payables, and tested payroll, leases and the period-end close substantively. We also read internal audit's reports on the group's preparation for the Provision 29 material controls declaration, which first applies in FY27. We do not express an opinion on the effectiveness of the group's internal controls.

Our consideration of climate-related risks

We considered how climate change could affect the financial statements, with reference to the climate-related financial disclosures on page 40. We checked that the store impairment forecasts include the planned cost of carbon reduction projects and that useful lives are consistent with the transition plan, and found no material effect. We read the climate disclosures for consistency with the financial statements and our knowledge from the audit, but did not audit them.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover it and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and consider whether it is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities on page 90, the directors are responsible for preparing the financial statements and for being satisfied that they give a true and fair view, and 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 parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

(UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities is on the FRC's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements arising from them.

Identifying and assessing the risks

We considered the nature of the group's business and its control environment, and reviewed its policies on fraud and on compliance with laws and regulations. We asked management, internal audit (co-sourced with Linden Assurance), the General Counsel and the Audit and Risk Committee how they identify and assess the risks of irregularities, including those specific to retail.

We identified the laws and regulations that:

- directly affect material amounts and disclosures in the financial statements, including the Companies Act 2006, the UK Listing Rules, UK and Irish tax legislation and pensions legislation; and
- do not directly affect the financial statements but are fundamental to the group's ability to operate or to avoid a material penalty, including consumer protection and product safety law (among them the restrictions on PFAS chemicals), the UK General Data Protection Regulation, health and safety law, and employment law, including the National Minimum Wage.

The engagement team, including our IT, valuation and forensic specialists, discussed how and where fraud might occur in the financial statements. We identified the greatest potential for fraud in:

- revenue recognition, through manual journals and bias in the breakage estimate (key audit matter 3);
- the store impairment review, through bias in the forecasts, particularly those supporting a reversal (key audit matter 1); and
- the classification of adjusting items, because adjusted profit before tax sets the annual bonus.

Our response

For revenue, we reconciled till and online sales data to card and cash receipts and to the ledger, and tested manual journals posted to revenue. We checked each adjusting item against the group's policy and its treatment in prior years.

To address the risk of management override of controls, which ISAs (UK) require on every audit, we tested journal entries and other adjustments, assessed whether the judgments in accounting estimates indicate bias, and evaluated the business rationale of significant transactions that are unusual or outside the normal course of business.

We also agreed disclosures to supporting documentation, performed analytical procedures to identify unusual relationships, read board and committee minutes and internal audit reports, and asked management, the Audit and Risk Committee and the General Counsel about litigation, claims and any non-compliance with laws and regulations, including product safety and recall records.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. The risk is greater the further a law or regulation is from the events and transactions in the financial statements, and greater for fraud than for error, because fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

Other legal and regulatory requirements

Companies Act 2006 opinions

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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

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

Corporate governance statement

The UK Listing Rules require us to review the directors' statements on going concern and longer-term viability, and the part of the corporate governance statement on compliance with the provisions of the UK Corporate Governance Code specified for our review. Based on our audit work, 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 on the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified, on page 52;
- the directors' explanation of their assessment of the group's prospects, the period it covers and why that period is appropriate, on page 52;
- the directors' statement on fair, balanced and understandable, on page 90;
- the board's confirmation that it has carried out an assessment of the emerging and principal risks, on page 49;
- the section describing the review of effectiveness of risk management and internal control systems, on page 46; and
- the section describing the work of the Audit and Risk Committee, on page 70.

Matters we report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit;
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us;
- the parent company financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made.

We have nothing to report in respect of these matters.

Other matters we are required to address

Following a tender, we were appointed by the Audit and Risk Committee, on behalf of the board, on 16 June 2022 to audit the financial statements for the 52 weeks ended 28 January 2023 and subsequent financial periods. Our total uninterrupted engagement is four years, covering the periods ended 28 January 2023 to 31 January 2026.

Our audit opinion is consistent with the additional report to the Audit and Risk Committee that ISAs (UK) require us to provide.

Electronic format reporting

As required by the FCA's Disclosure Guidance and Transparency Rules (DTR) 4.1.15R to 4.1.18R, these financial statements will form part of the Electronic Format Annual Financial Report, prepared in the single electronic reporting format (UK ESEF) and filed on the FCA's National Storage Mechanism. This auditor's report provides no assurance over whether the annual financial report complies with those rules.

Use of our report

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

Daniel Hirst (Senior Statutory Auditor)

For and on behalf of Penrose Lyle LLP, Statutory Auditor

Bristol

14 April 2026

CONSOLIDATED INCOME STATEMENT

For the 52 weeks ended 31 January 2026

	Note	2026	2025
		£m	£m
Revenue	5	418.6	392.1
Cost of sales		(199.3)	(188.6)
Gross profit		219.3	203.5
Selling and distribution costs		(163.9)	(154.0)
Administrative expenses		(21.2)	(19.6)
Operating profit	6	34.2	29.9
Finance income	9	1.1	0.8
Finance costs	9	(6.4)	(4.9)
Profit before taxation		28.9	25.8
Taxation	10	(7.5)	(6.7)
Profit for the period attributable to equity shareholders		21.4	19.1
Earnings per share			
Basic	11	23.6p	21.0p
Diluted	11	23.4p	20.8p
Alternative performance measures			
Adjusted operating profit	7	36.5	31.6
Adjusted profit before taxation	7	31.2	27.5
Adjusted basic earnings per share	11	25.9p	22.4p

All results come from continuing operations.

Adjusted measures are explained in the alternative performance measures section on page {apm}.

Consolidated statement of comprehensive income

For the 52 weeks ended 31 January 2026

	2026	2025
	£m	£m
Profit for the period	21.4	19.1
Other comprehensive income		
Items that may be reclassified to profit or loss	–	–
Total comprehensive income for the period attributable to equity shareholders	21.4	19.1

Exchange differences on translating the Irish subsidiary were below £0.1m in both periods and are shown as nil.

CONSOLIDATED BALANCE SHEET

At 31 January 2026

	Note	2026	2025
		£m	£m
Non-current assets			
Goodwill	13	6.2	6.2
Other intangible assets	13	14.8	13.1
Property, plant and equipment	14	64.3	58.6
Right-of-use assets	15	104.9	101.2
Deferred tax assets	24	2.1	2.4
		192.3	181.5
Current assets			
Inventories	17	88.7	83.9
Trade and other receivables	18	9.6	8.8
Cash and cash equivalents	19	36.4	29.7
		134.7	122.4
Total assets		327.0	303.9
Current liabilities			
Trade and other payables	20	(70.1)	(63.3)
Lease liabilities	15	(19.6)	(18.4)
Current tax liabilities		(1.8)	(1.5)
Provisions	23	(1.9)	(2.2)
		(93.4)	(85.4)
Non-current liabilities			
Lease liabilities	15	(98.8)	(97.6)
Provisions	23	(3.4)	(3.1)
		(102.2)	(100.7)
Total liabilities		(195.6)	(186.1)
Net assets		131.4	117.8
Equity			
Share capital	26	0.9	0.9
Share premium	26	12.4	12.4
Own shares held by the employee benefit trust	26	(2.6)	(1.6)
Other reserves	26	4.1	4.1
Retained earnings		116.6	102.0
Total equity		131.4	117.8

The financial statements were approved by the board of directors on 14 April 2026 and signed on its behalf by:

Tom Penhallow

Chief Executive

Anjali Mercer

Chief Financial Officer

Swift & Hale plc. Registered in England and Wales, company number 01234567.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the 52 weeks ended 31 January 2026. All amounts in £m.

	Note	Share capital	Share premium	Own shares	Other reserves	Retained earnings	Total equity
		£m	£m	£m	£m	£m	£m
At 3 February 2024		0.9	12.4	(1.2)	4.1	89.3	105.5
Profit for the period		–	–	–	–	19.1	19.1
Total comprehensive income		–	–	–	–	19.1	19.1
Dividends paid	12	–	–	–	–	(7.3)	(7.3)
Share-based payments	27	–	–	–	–	1.1	1.1
Purchase of own shares by the employee benefit trust		–	–	(0.6)	–	–	(0.6)
Own shares released on vesting of awards		–	–	0.2	–	(0.2)	–
At 1 February 2025		0.9	12.4	(1.6)	4.1	102.0	117.8
Profit for the period		–	–	–	–	21.4	21.4
Total comprehensive income		–	–	–	–	21.4	21.4
Dividends paid	12	–	–	–	–	(7.8)	(7.8)
Share-based payments	27	–	–	–	–	1.3	1.3
Purchase of own shares by the employee benefit trust		–	–	(1.3)	–	–	(1.3)
Own shares released on vesting of awards		–	–	0.3	–	(0.3)	–
At 31 January 2026		0.9	12.4	(2.6)	4.1	116.6	131.4

Other reserves comprise the merger reserve of £3.6m and the capital redemption reserve of £0.5m (note 26). Own shares are held by the Swift & Hale Employee Benefit Trust to satisfy share awards.

CONSOLIDATED CASH FLOW STATEMENT

For the 52 weeks ended 31 January 2026

	Note	2026	2025
		£m	£m
Cash flows from operating activities			
Cash generated from operations	29	72.2	58.9
Tax paid		(6.9)	(6.3)
Net cash from operating activities		65.3	52.6
Cash flows from investing activities			
Purchase of property, plant and equipment		(18.3)	(15.7)
Purchase of intangible assets		(5.1)	(4.8)
Interest received		1.1	0.8
Net cash used in investing activities		(22.3)	(19.7)
Cash flows from financing activities			
Repayment of lease liabilities (principal)	15	(20.8)	(16.5)
Interest paid on lease liabilities	15	(5.9)	(4.5)
Other interest and facility fees paid		(0.5)	(0.4)
Dividends paid to shareholders	12	(7.8)	(7.3)
Purchase of own shares by the employee benefit trust		(1.3)	(0.6)
Net cash used in financing activities		(36.3)	(29.3)
Net increase in cash and cash equivalents		6.7	3.6
Cash and cash equivalents at the start of the period		29.7	26.1
Cash and cash equivalents at the end of the period	19	36.4	29.7

NOTES TO THE GROUP ACCOUNTS

The accounting policies, judgements and estimates behind the consolidated financial statements for the 52 weeks ended 31 January 2026, and an analysis of each main balance.

1 Basis of preparation

The company

Swift & Hale plc (the company) is a public company limited by shares, incorporated and domiciled in England and Wales under company number 01234567. Its registered office is Hale House, Fordington Fields, Dorchester, Dorset DT1 9SH. Its ordinary shares are admitted to the equity shares (commercial companies) category of the Official List and traded on the Main Market of the London Stock Exchange.

The company and its subsidiaries (together the group; the subsidiaries are listed in note C6) sell walking and camping clothing, footwear and equipment, and services such as boot fitting, repairs, hire and led walks, through 128 stores in the United Kingdom and the Republic of Ireland and online.

Accounting framework

The consolidated financial statements are prepared in accordance with UK-adopted international accounting standards and the Companies Act 2006 as it applies to companies reporting under those standards. They use the historical cost basis, except for derivatives, which are measured at fair value.

The financial year ends on the Saturday nearest to 31 January. FY26 is the 52 weeks ended 31 January 2026 and FY25 the 52 weeks ended 1 February 2025, so the periods are directly comparable. Amounts are in pounds sterling, the company's functional currency, in millions to one decimal place unless stated otherwise. The policies in note 2 have been applied consistently to both periods, and the comparatives have not been restated.

Adjusted measures on the face of the income statement are alternative performance measures. They are not defined by IFRS and are explained and reconciled on page 124.

Going concern

The directors have assessed whether the group and the company can continue in operation to 30 April 2027, more than 12 months after these financial statements were approved, using the forecasts behind the viability statement on page 52.

At 31 January 2026 the group had cash of £36.4m, no borrowings and a £40m revolving credit facility, undrawn and committed to September 2028 with an option to extend (note 22). Cash moves with the stock bought for each season and is lowest in the autumn, once stock has been built for winter and Christmas.

The base case comes from the FY27 budget approved by the board and the plan for the two years after. It includes six store openings in FY27, capital expenditure of £24m to £26m

and dividends in line with the existing policy, and the group holds cash at every month end without drawing on the facility.

The severe but plausible downside combines two wet summers in a row, with sales 8% below plan in both years; a cyber attack that shuts online sales for four weeks, losing £12m of sales and adding £3m of costs; and a consumer downturn that takes like-for-like sales down 6%. Before any mitigating action, liquidity headroom stays above £25m and the facility is not needed. A reverse stress test shows that sales would have to be more than 20% below plan for the whole period, with no mitigating action, before the group drew on the facility, which the directors consider remote. If trading fell further, they could slow openings and refits, buy less stock for later seasons, and reduce or suspend dividends.

The directors therefore have a reasonable expectation that the group and the company have adequate resources to continue in operation to 30 April 2027, and have prepared the financial statements on the going concern basis. They have not identified any material uncertainty about the ability of the group or the company to continue as a going concern.

Climate change

The directors have considered the risks and opportunities set out in the climate-related financial disclosures on page 40, and the group's targets of a 90% cut in Scope 1 and 2 market-based emissions by FY30 against FY22 and net zero across the value chain by 2045.

The store impairment forecasts (note 16) include the planned cost of carbon reduction projects such as heat pumps and electric delivery vans. The transition plan does not shorten the useful lives of store fixtures or distribution centre equipment. Nine stores and the distribution centre have some exposure to flooding, and the risk at the distribution centre is low. No carrying amount needed adjusting. The emissions targets do not create a present obligation, so the costs of meeting them are recognised as capital expenditure or operating costs when incurred.

Basis of consolidation

The consolidated financial statements include the company and the entities it controls. All subsidiaries are wholly owned and prepare accounts to the same date under the group's accounting policies. Intra-group balances, transactions and unrealised profits are eliminated in full. The company controls the Swift & Hale Employee Benefit Trust (the EBT), so the EBT is consolidated and the shares it holds are deducted from equity (note 26).

Foreign currency

Foreign currency transactions are recorded at the rate on the date of the transaction, and monetary balances are retranslated at the closing rate, with differences taken to the income statement. The functional currency of Swift & Hale (Ireland)

Limited is the euro. Its income and expenses are translated at average rates and its assets and liabilities at the closing rate, with the differences recognised in other comprehensive income.

New standards applied in the year

The amendments to IAS 21 on lack of exchangeability applied for the first time in FY26. They had no effect, because sterling, the euro and the US dollar are freely exchangeable. No other new standard, amendment or interpretation had a material effect.

Standards issued but not yet effective

IFRS 18 Presentation and Disclosure in Financial Statements replaces IAS 1 for periods beginning on or after 1 January 2027. The group will first apply it in the 52 weeks ending 29 January 2028 (FY28), with FY27 restated as the comparative. IFRS 18 does not change recognition or measurement, so reported profit, net assets and cash flows will not change. For the group, the main effects on presentation and disclosure will be:

- income and expenses will be classified as operating, investing, financing, income tax or discontinued, with new subtotals for operating profit and for profit before financing and income taxes. Interest on lease liabilities (£5.9m in FY26) will be financing and interest on cash deposits (£1.1m) investing, and the group expects operating profit to stay close to the figure it reports today;
- adjusted operating profit and adjusted profit before tax are expected to be management-defined performance measures, disclosed in a single audited note with a reconciliation to the nearest IFRS subtotal and the tax effect of each adjusting item;
- because the income statement presents costs by function, the notes will show the depreciation, amortisation, employee benefits, impairment and inventory write-downs within each line; and
- the cash flow statement will start from operating profit. The group already presents interest paid as financing and interest received as investing, as IFRS 18 requires.

The Chief Financial Officer leads the work to map income and expenses to the new categories and prepare the systems and data for the new disclosures, overseen by the Audit and Risk Committee.

From FY27 the group will also apply the amendments to IFRS 9 and IFRS 7 on the classification and measurement of financial instruments and on contracts referencing nature-dependent electricity, and the Annual Improvements to IFRS Accounting Standards (Volume 11). None is expected to have a material effect, and the electricity amendments do not affect the group because it has no power purchase agreements.

2 Material accounting policy information

These are the policies the directors consider material. Policies for particular balances are also described in the relevant notes.

Revenue

Revenue is the amount the group expects to receive for goods and services, net of VAT, discounts, members' prices and expected returns. Store sales are recognised at the till. Online

sales, including catalogue orders placed online or by telephone, are recognised when the goods are delivered or collected from a store, and delivery charges on the same basis.

Customers may return unused goods within 60 days. The group holds a refund liability in accruals for sales it expects to refund, and an asset in inventories for its right to recover the goods, both based on recent return rates for each channel.

Service revenue comes from paid fitting services such as custom footbeds, repairs, hire, and led walk fees paid by non-members. Repair revenue is recognised when the repaired item is returned to the customer, hire revenue (including reduced-rate hire to schools and youth groups) over the hire period, and led walk fees on the day of the walk. The cost of free repairs for Club members, and of the lifetime repair promise on Hale waterproofs and packs, is charged when the work is done (note 3).

Club repair credits and gift cards

Club members earn repair credits worth 2% of qualifying purchases. They can spend them on repairs outside the free repair promise, such as repairs to other brands' kit, on hire and on new kit. Credits issued from 1 May 2025 expire 18 months after issue; earlier credits expired after 12 months.

The credits give members a material right. The group allocates part of each qualifying sale to the credits earned, based on their relative stand-alone selling price after allowing for credits expected not to be used. That amount is held as a contract liability (note 21) until the credits are used. Gift cards are valid for 24 months, and the cash received is held as a contract liability until the card is used.

Expected breakage, the value expected never to be used, is recognised as revenue in proportion to redemptions, and any remaining balance is released when a credit or card expires. The breakage rate is estimated from redemption history by month of issue and reviewed every six months.

Supplier income

Volume rebates from third-party brands reduce the cost of inventories once it is highly probable they have been earned, and reach the income statement as the stock is sold. Amounts due at the year end are in other receivables. Marketing contributions that reimburse specific costs are deducted from those costs. Supplier income is not material.

Classification of operating costs

Cost of sales includes the cost of goods sold, inbound freight and duty, inventory write-downs and stock losses, and the direct costs of repairs, hire and led walks. Selling and distribution costs include store and distribution centre colleagues, property costs, depreciation of store and distribution assets, online fulfilment and delivery, card fees and marketing. Administrative expenses are head office costs.

Leases

The group leases most of its stores, the distribution centre at Huntworth, delivery vans and some equipment, and recognises a right-of-use asset and a lease liability at the start of each lease. Payments are discounted at an incremental borrowing rate set for each lease by its length, currency and type of asset, because the rate implicit in a property lease cannot readily be determined. The lease term includes periods after a break the group is reasonably certain not to use (note 3).

Right-of-use assets are depreciated on a straight-line basis over the lease term and tested for impairment with the other assets of the store. The liability is remeasured when the term changes, a rent review changes the payments or the lease is modified, with a matching adjustment to the asset. When a lease is surrendered, the asset and liability are derecognised and the difference, with any premium paid, is taken to the income statement. Rents that vary with store sales, and leases of 12 months or less or of low-value assets, are expensed as incurred.

Property, plant and equipment

Property, plant and equipment is stated at cost, including the fit-out of new stores, less depreciation and impairment. Freehold land and assets under construction are not depreciated. Other assets are depreciated on a straight-line basis to their residual value over:

- freehold buildings: 50 years;
- leasehold improvements: the shorter of the lease term and 10 years;
- store fixtures and fittings: 5 to 10 years;
- distribution centre automation and equipment: 7 to 10 years;
- computer hardware: 3 to 5 years.

Tents, packs, boots and other hire kit are held in fixtures, fittings and equipment and depreciated over two to three years, because hire kit wears out quickly. Retired hire kit is scrapped or refurbished and sold through Hale Again, with any proceeds taken to cost of sales. Costs before a store opens, such as recruitment, training and rent during fit-out, are expensed unless they form part of the fit-out.

Goodwill and other intangible assets

Goodwill is not amortised and is tested for impairment every year. Software, including the external and internal costs of developing systems the group controls, is amortised on a straight-line basis over 3 to 7 years from when it is ready for use. Software not yet in use is tested for impairment every year. The cost of configuring or customising software-as-a-service arrangements is expensed as the service is received, unless it creates a separate asset that the group controls.

Impairment of non-financial assets

Each store is a separate cash-generating unit. Where a store shows signs of impairment, or that an earlier impairment should be reversed, its recoverable amount is estimated as the higher of value in use and fair value less costs of disposal. A reversal cannot take the assets above the carrying amount they would have had with no impairment. Goodwill impairment is never reversed.

Inventories

Inventories are finished goods for resale, stated at the lower of weighted average cost and net realisable value. Cost includes the purchase price, inbound freight, duty and other costs of bringing stock to its present location, less supplier rebates.

The provision for slow-moving, discontinued and obsolete stock is based on each line's age, its rate of sale and the margin achieved when similar stock was cleared before. Inventories are also reduced for expected stock losses since the last count. Hale Again kit is held at the cost of buying and

refurbishing it. Spare parts for the repair benches, such as zips, buckles and tent pole sections, are held in inventories and expensed when used.

Financial instruments

Trade and other receivables are measured at amortised cost less expected credit losses, using the simplified approach for trade receivables. Trade and other payables are measured at amortised cost. Cash and cash equivalents are cash at bank and in hand and deposits available on demand.

The group buys US dollars forward to fix the sterling cost of stock bought in dollars. It does not apply hedge accounting, so the contracts are measured at fair value from forward exchange rates (level 2), with changes taken to cost of sales. It does not hold or issue derivatives for trading.

Taxation

Current tax uses rates enacted or substantively enacted at the balance sheet date. Deferred tax is provided on temporary differences at the rates expected when they reverse. For each lease, deferred tax is recognised separately on the right-of-use asset and the lease liability, and the balances are offset because they relate to the same tax authority.

Share-based payments

The Long Term Incentive Plan (LTIP), the deferred bonus share plan and Sharesave are all equity-settled. The fair value of each award at grant is charged on a straight-line basis over the vesting period, with a matching credit to retained earnings. The charge is adjusted for the number of awards expected to vest against conditions not linked to the share price. For the relative total shareholder return condition, the likelihood of vesting is built into the fair value at grant and the charge is not adjusted. Employer's National Insurance on awards is accrued over the vesting period at the year-end share price.

Pensions

The group has defined contribution pension arrangements only. Contributions are charged to the income statement as they fall due.

Provisions

The group's provisions are for property. The dilapidations provision covers the cost of returning leased properties to their original condition. It builds up over the life of each lease, based on surveyors' estimates of the cost per square foot. The group also provides for rates, service charges and other costs on vacated property. Provisions due after more than one year are discounted where the effect is material.

Adjusting items

The group reports adjusted operating profit, adjusted profit before tax and adjusted earnings per share alongside the statutory measures. Adjusting items are income or costs that the directors present separately because of their size or nature, so that readers can follow trading from one period to the next. They include:

- store impairment and reversals of earlier impairment, which are always presented together;
- the costs of major restructuring, including opening new distribution facilities and leaving old ones;
- profits and losses on the sale of property; and
- other one-off items above £1.0m, such as the settlement of a significant legal claim.

The tax effect of each item is also an adjusting item. Recurring costs, such as store pre-opening and refit costs and the cost of closing a store when its lease ends, are not. The Audit and Risk Committee reviews the classification at each half year and year end. Note 7 analyses the items, and page 124 explains the alternative performance measures.

Cash flow statement

The cash flow statement uses the indirect method, starting from cash generated from operations (note 29). Interest received is an investing cash flow. Lease payments (principal and interest) and other interest and facility fees are financing cash flows. Payments for short-term and low-value leases and variable rents are operating cash flows.

Own shares and dividends

Shares held by the EBT are deducted from equity at cost, and the cost is transferred to retained earnings when awards vest and the shares are released. Final dividends are recognised when approved by shareholders, and interim dividends when paid.

3 Critical judgements and estimates

The directors make judgements in applying the accounting policies and estimates about the future. Estimates are based on past experience and other factors the directors consider reasonable, and are reviewed regularly. Actual results may differ.

Critical judgements

Classifying adjusting items is a judgement. The directors consider whether an item falls outside normal trading and whether including it would distort the trend in results. In FY26 they presented the net store impairment of £1.5m and the £0.8m cost of leaving the former distribution centre at Poundbury as adjusting items (note 7). Because impairments and reversals are always presented together, a reversal reduces the total of adjusting items and cannot increase adjusted profit.

For leases with break or extension options, the directors judge whether the group is reasonably certain to stay, taking account of the store's profitability, recent investment in it and the cost of moving. Most store leases run for ten years with a tenant break after five. Where a store is profitable and was refitted recently, the lease is measured to its full term; otherwise the term runs to the break. Each of the 41 lease events (expiries, breaks and rent reviews) due in the next two years is reassessed as it approaches.

Each store is a separate cash-generating unit because its cash inflows are largely independent of other stores. Online orders collected in a store are included in its cash flows, and other online sales are not allocated to stores. The distribution centre, website and app, and head office are corporate assets: their running costs are allocated to stores in proportion to sales, and the assets themselves are tested at group level.

Club repair credits give members a material right, because a member earns them only by making a purchase. Part of the transaction price is therefore deferred until the credits are used or expire. Members' prices are a discount on the sale in which they are given and are deducted from revenue at that point.

The free repair promise on own-brand kit for Club members and the lifetime repair promise on Hale waterproofs and packs go beyond repairing manufacturing defects. The directors have judged that the stand-alone value of the expected repairs for each item sold is small, and that the revenue deferred if the promises were treated as separate performance obligations would not be material, so repair costs are expensed as incurred. The group completed 48,000 repairs in FY26 (FY25 39,000), including paid repairs, and the directors will revisit this judgement each year as volumes grow.

Key sources of estimation uncertainty

Store value in use depends on forecast sales, gross margin, store costs and the discount rate. A reasonably possible change in store sales or gross margin could materially change the carrying amount of store assets within the next financial year: store sales 10% below plan would add £2.4m to the impairment charge (note 16).

The provision for slow-moving and obsolete stock was £4.1m (FY25 £3.6m) (note 17). The main uncertainty is how much stock left at the end of a season will sell at full price in the next, which depends partly on the weather, and how deep the discounts need to be on the rest. Provision rates 10% higher would add £0.4m.

Other estimates

These estimates involve judgement but are not expected to cause a material adjustment within the next year:

- breakage on Club repair credits and gift cards, at a weighted average expected rate of 4.4% (FY25 4.6%), with limited history for credits issued under the 18-month rule. A one percentage point change in the rate would change revenue by about £0.1m (note 21);
- dilapidations, based on surveyors' estimates of the cost of restoring each property. A 10% change in those estimates would change the provision by about £0.5m (note 23);
- the incremental borrowing rate for each new lease, estimated from market rates for the lease term adjusted for the group's credit standing and the property. A rate half a percentage point higher on leases starting in FY26 would have cut the lease liabilities and right-of-use assets recognised by about £0.4m; and
- the share-based payment charge, which depends on how many awards are expected to vest against adjusted EPS and strategic targets (note 27).

4 Segment information

The Executive Committee, led by the Chief Executive, is the chief operating decision maker. It reviews sales, gross margin and adjusted operating profit for the group as a whole and allocates resources across the whole business.

Stores and online share one stock pool, one distribution centre, the Club and the same customers, many of whom use both channels for one purchase. The group therefore has one operating segment, whose results, assets and liabilities are those in the primary statements. Revenue is analysed in note 5, and no single customer accounts for 10% or more of it. Non-current assets other than deferred tax are located as follows:

	2026	2025
	£m	£m
United Kingdom	170.6	162.1
Republic of Ireland	19.6	17.0
Non-current assets excluding deferred tax	190.2	179.1

Non-current assets in the Republic of Ireland rose with the opening of the Westport store, Co. Mayo, in FY26.

5 Revenue

All revenue comes from contracts with customers. Sales of goods, repairs, fitting services and led walks are recognised at a point in time, and hire over the hire period, which is usually a few days.

	2026	2025
	£m	£m
By category		
Footwear	125.6	118.8
Waterproofs and layers	142.3	134.5
Equipment (packs, tents, sleeping, camp kitchen, navigation)	129.8	120.0
Services (fitting, repairs, hire and led walks)	20.9	18.8
	418.6	392.1
By channel		
Stores	267.9	262.7
Online (web, app and catalogue)	150.7	129.4
	418.6	392.1
By destination		
United Kingdom	381.0	358.2
Republic of Ireland	37.6	33.9
Total revenue	418.6	392.1

Online revenue covers orders through the website, the app and the catalogue, including the 41% of online orders collected in store. Revenue by destination is based on where the customer receives the goods or service.

Of the contract liability of £3.2m at 1 February 2025, £2.9m was recognised as revenue in FY26. The group expects to recognise the balance at 31 January 2026 within two years,

most of it within twelve months. Note 21 shows redemptions and breakage for the year.

6 Operating profit

Operating profit is stated after charging:

	2026	2025
	£m	£m
Operating profit is stated after charging:		
Cost of inventories recognised as an expense	192.4	182.2
Write-down of inventories to net realisable value	1.6	1.3
Staff costs (note 8)	96.4	89.1
Depreciation of property, plant and equipment	11.8	10.9
Depreciation of right-of-use assets	18.6	16.9
Amortisation of intangible assets	3.4	3.1
Net impairment of property, plant and equipment and right-of-use assets	1.5	–
Loss on disposal of property, plant and equipment	0.2	0.1
Short-term, low-value and variable lease payments	1.2	1.0

Auditor's remuneration

Fees payable to Penrose Lyle LLP and its associates for services to the group were:

	2026	2025
	£000	£000
Audit of the parent company and consolidated financial statements	285	260

	2026	2025
	£000	£000
Audit of the subsidiaries	95	90
Total audit fees	380	350
Audit-related assurance services (interim review)	40	38
Total fees	420	388

The only non-audit service was the review of the interim results, an audit-related assurance service. Its fee was 10.5% of the audit fee (FY25 10.9%). The Audit and Risk Committee's policy on non-audit services is on page 70.

7 Adjusting items

The policy is in note 2 and the judgement in note 3. All adjusting items are within operating profit.

	2026	2025
	£m	£m
Net store impairment (impairment £2.1m less reversals £0.6m)	1.5	–
Exit costs for the former distribution centre	0.8	–
Distribution centre dual running and transition costs	–	1.7
Adjusting items before tax	2.3	1.7
Tax on adjusting items	(0.2)	(0.4)
Adjusting items after tax	2.1	1.3
Reconciliation to adjusted profit		
Statutory profit before taxation	28.9	25.8
Adjusting items	2.3	1.7
Adjusted profit before taxation	31.2	27.5

Net store impairment

The annual review of store assets (note 16) found four stores that could not support their carrying amounts, and two stores, impaired in FY23, where trading has improved for more than a year. The net charge of £1.5m is £0.9m against right-of-use assets and £0.6m against property, plant and equipment, and has no effect on cash.

Exit costs for the former distribution centre

All stores and online orders have been served from Huntworth since March 2025. The group left the former warehouse at Poundbury, Dorchester, in September 2025 and surrendered the lease. The £0.8m covers the premium paid to the landlord, dilapidations and clearing the building, less the gain on derecognising the remaining lease liability and right-of-use asset.

Distribution centre dual running in FY25

In FY25 the group spent £1.7m running Huntworth and Poundbury side by side while stock and stores moved across, on temporary labour, property costs for both sites and transport between them.

Tax on adjusting items

The tax credit is less than 25% of the pre-tax amount because most of the impairment of right-of-use assets, and of fit-out costs that did not qualify for capital allowances, attracts no tax relief.

8 Employees and directors

Staff costs, including the executive directors, were:

	2026	2025
	£m	£m
Wages and salaries	83.7	78.9
Social security costs	8.4	6.5
Pension costs	3.0	2.6
Share-based payments	1.3	1.1
Total staff costs	96.4	89.1

Wages and salaries rose by 6.1%, with a full year of colleagues at Huntworth, six new stores and the 6.7% increase in the National Living Wage in April 2025. Every colleague is paid at least the real Living Wage. Note 27 analyses the share-based payment charge and note 28 covers pensions.

The average monthly number of colleagues, including the executive directors, was as follows. Many store colleagues work part time, so the full-time equivalent number is lower.

	2026	2025
	Number	Number
Stores	3,300	3,180
Distribution and logistics	300	240

	2026	2025
	Number	Number
Head office	300	280
Average number of colleagues	3,900	3,700

Directors' remuneration

	2026	2025
	£000	£000
Salaries and fees	1,386	1,324
Taxable benefits	28	27
Annual bonus	727	589
Pension contributions and cash in lieu	44	43
Gains on long-term incentive awards vesting	773	255
Total directors' remuneration	2,958	2,238
Highest paid director (Chief Executive)	1,527	1,179

Amounts are in thousands of pounds. The FY26 gains on long-term incentive awards relate to the 2023 LTIP award, whose performance period ended in the year, valued at 312p per share, the three-month average share price used in the directors' remuneration report. Two directors (FY25 two) received pension contributions or cash in lieu. Full details are on page 74.

ectors' remuneration report. Two directors (FY25 two) received pension contributions or cash in lieu. Full details are on page 74.

9 Finance income and costs

	2026	2025
	£m	£m
Finance income		
Interest on bank deposits	1.1	0.8
Finance costs		
Interest on lease liabilities	(5.9)	(4.5)
Revolving credit facility commitment fees and interest	(0.5)	(0.4)
	(6.4)	(4.9)
Net finance costs	(5.3)	(4.1)

Finance income is interest on bank deposits, which rose with higher average cash balances. Lease interest rose because the Huntworth lease ran for a full year and new store

leases started. Facility costs are commitment fees on the undrawn revolving credit facility and amortised arrangement fees (note 22).

10 Taxation

	2026	2025
	£m	£m
Current tax on profits for the period	7.2	6.5
Deferred tax: origination and reversal of temporary differences	0.3	0.2
Total tax charge	7.5	6.7
Reconciliation of the tax charge		
Profit before taxation	28.9	25.8
Profit before taxation multiplied by the UK rate of 25% (2025: 25%)	7.2	6.5
Expenses not deductible for tax purposes	0.4	0.3
Lower tax rate on profits in the Republic of Ireland	(0.1)	(0.1)
Total tax charge	7.5	6.7
Effective tax rate	26.0%	26.0%

The effective tax rate is above the UK rate of 25% mainly because most of the store impairment attracts no tax relief. On adjusted profit before tax the rate is 24.7% (FY25 25.8%), slightly below 25% because profits in the Republic of Ireland are taxed at 12.5%.

Tax paid was £6.9m (FY25 £6.3m). No tax was recognised in other comprehensive income or directly in equity in either period. The group's revenue is well below the €750m threshold for the OECD Pillar Two minimum tax rules, so they

do not apply. Deferred tax is measured at 25% in the UK, where the main rate is not expected to change, and at 12.5% in the Republic of Ireland.

11 Earnings per share

Basic earnings per share uses the weighted average number of shares in issue, excluding shares held by the EBT. Diluted earnings per share adds the shares expected to be issued or released under the LTIP, the deferred bonus share plan and Sharesave. Adjusted earnings per share excludes adjusting items and their tax effect (note 7) and is an alternative performance measure.

	2026	2025
Profit for the period (£m)	21.4	19.1
Adjusting items after tax (£m)	2.1	1.3
Adjusted profit for the period (£m)	23.5	20.4
Weighted average number of shares (millions)		
Basic	90.7	91.0
Effect of dilutive share awards	0.8	0.7
Diluted	91.5	91.7
Earnings per share (pence)		
Basic	23.6	21.0
Diluted	23.4	20.8
Adjusted basic	25.9	22.4
Adjusted diluted	25.7	22.2

There were 91,600,000 shares in issue throughout both periods. The weighted average fell because the EBT bought shares in the year (note 26).

12 Dividends

	2026	2025
	£m	£m
Final dividend for FY24 of 5.2p per share	–	4.7
Interim dividend for FY25 of 2.8p per share	–	2.6
Final dividend for FY25 of 5.6p per share	5.1	–
Interim dividend for FY26 of 3.0p per share	2.7	–
Dividends paid in the period	7.8	7.3
Proposed final dividend of 6.2p per share (2025: 5.6p)	5.6	5.1

The proposed final dividend is subject to approval at the AGM and is not recognised as a liability at 31 January 2026.

The proposed final dividend of 6.2p per share would bring the total for FY26 to 9.2p (FY25 8.4p). If shareholders approve it at the AGM on 18 June 2026, it will be paid on 3 July 2026 to shareholders on the register on 29 May 2026. The EBT has waived its right to dividends.

The company pays dividends from its distributable reserves (£57.9m at 31 January 2026, note C5), which are replenished by dividends from Swift & Hale Retail Limited. The FY26 dividend is covered 2.8 times by adjusted basic earnings per share, within the board's policy of 2.5 to 3 times.

13 Goodwill and other intangible assets

	Goodwill	Software	Total
	£m	£m	£m
Cost			
At 3 February 2024	6.2	28.0	34.2
Additions	–	4.8	4.8
Disposals	–	(2.2)	(2.2)
At 1 February 2025	6.2	30.6	36.8
Additions	–	5.1	5.1
Disposals	–	(1.8)	(1.8)
At 31 January 2026	6.2	33.9	40.1
Accumulated amortisation and impairment			

	Goodwill	Software	Total
	£m	£m	£m
At 3 February 2024	–	16.6	16.6
Charge for the period	–	3.1	3.1
Disposals	–	(2.2)	(2.2)
At 1 February 2025	–	17.5	17.5
Charge for the period	–	3.4	3.4
Disposals	–	(1.8)	(1.8)
At 31 January 2026	–	19.1	19.1
Net book value			
At 31 January 2026	6.2	14.8	21.0
At 1 February 2025	6.2	13.1	19.3

Goodwill

Goodwill of £6.2m arose in 2011 on the acquisition of Bothy Outdoor Limited, which had nine stores in Scotland. Its trade moved into Swift & Hale Retail Limited and Bothy is now dormant. Management monitors the goodwill across the group's 15 Scottish stores, and it is tested at that level.

The value in use of the Scottish stores was calculated with the same forecasts, pre-tax discount rate of 11.8% and long-term growth rate of 2% as the store review in note 16. It exceeded

their carrying amount, including goodwill, by a wide margin, and no reasonably possible change in the assumptions would lead to an impairment.

Software

Additions include £2.9m for the new merchandise planning system, which goes live in FY27, and further work on the web-site and app. Software not yet in use, and so not yet amortised, was £4.0m at 31 January 2026 (FY25 £1.1m). Disposals are fully amortised systems the group no longer uses.

14 Property, plant and equipment

	Freehold land and buildings	Leasehold improvements	Fixtures, fittings and equipment	Total
	£m	£m	£m	£m
Cost				
At 3 February 2024	10.2	48.6	71.3	130.1
Additions	0.3	6.9	8.5	15.7
Disposals	–	(1.4)	(3.6)	(5.0)
At 1 February 2025	10.5	54.1	76.2	140.8
Additions	0.2	8.1	10.0	18.3
Disposals	–	(2.0)	(4.1)	(6.1)
At 31 January 2026	10.7	60.2	82.1	153.0
Accumulated depreciation and impairment				
At 3 February 2024	1.6	27.2	47.4	76.2
Charge for the period	0.2	4.1	6.6	10.9
Disposals	–	(1.4)	(3.5)	(4.9)
At 1 February 2025	1.8	29.9	50.5	82.2
Charge for the period	0.2	4.5	7.1	11.8
Impairment	–	0.4	0.2	0.6
Disposals	–	(2.0)	(3.9)	(5.9)
At 31 January 2026	2.0	32.8	53.9	88.7
Net book value				
At 31 January 2026	8.7	27.4	28.2	64.3
At 1 February 2025	8.7	24.2	25.7	58.6

Additions cover the fit-out of six new stores, 14 refits, eight new repair benches and further automation at Huntworth.

Freehold land and buildings are the head office at Hale House and the Dorchester store, and include £2.4m of land that is not depreciated. Fixtures, fittings and equipment include assets

under construction of £1.2m (FY25 £0.9m).

Disposals are mainly fixtures replaced in refits and the fittings of the Swindon and Reading stores, which closed when their leases ended. The impairment is the net charge from the store review in note 16.

15 Leases

The group leases all its stores except Dorchester, as well as the Huntworth distribution centre, delivery vans and some equipment. Store leases usually run for ten years with a

tenant break after five, with rent reviews every five years, mostly to open market value. The Huntworth lease runs to 2044.

Right-of-use assets

	Property	Vehicles and equipment	Total
	£m	£m	£m
At 3 February 2024	95.3	1.7	97.0
Additions and remeasurements	20.3	0.8	21.1
Depreciation	(16.0)	(0.9)	(16.9)
At 1 February 2025	99.6	1.6	101.2
Additions and remeasurements	22.4	0.8	23.2
Depreciation	(17.7)	(0.9)	(18.6)
Impairment	(0.9)	–	(0.9)
At 31 January 2026	103.4	1.5	104.9

Additions and remeasurements include the leases for the six new stores and lease renewals and rent reviews at existing stores, net of the reduction from surrendering the Poundbury

lease (note 7). The weighted average incremental borrowing rate on leases starting in FY26 was 6.1% (FY25 5.8%).

Lease liabilities

	2026	2025
	£m	£m
At the start of the period	116.0	111.4
Additions and remeasurements	23.2	21.1
Interest charged	5.9	4.5
Lease payments	(26.7)	(21.0)
At the end of the period	118.4	116.0
Current	19.6	18.4
Non-current	98.8	97.6

The contractual maturity of the undiscounted lease payments was:

	2026	2025
	£m	£m
Within one year	25.8	24.4
Between one and two years	23.9	22.6
Between two and five years	55.5	54.0
After five years	34.6	37.1
Total undiscounted lease payments	139.8	138.1
Less future finance charges	(21.4)	(22.1)
Lease liabilities	118.4	116.0

Other lease amounts

Some store leases include rent linked to the store's sales above a set level. These payments are not in lease liabilities and are charged with short-term and low-value lease payments (note 6). The group does not sublet any property and received no rent concessions in either period.

Total cash paid for leases was £27.9m (FY25 £22.0m), of which £26.7m (FY25 £21.0m) was paid against lease liabilities: £20.8m of principal and £5.9m of interest. Leases signed but not yet started are described in note 31.

16 Impairment of store assets

At each balance sheet date the group reviews every store for signs of impairment, such as falling store contribution, trading below budget or a lease nearing its end, and for signs that an earlier impairment should be reversed. In FY26 there were indications at 19 stores (FY25 14), and the value in use of each was estimated.

Approach

The carrying amount of each store includes its right-of-use asset, leasehold improvements, and fixtures and fittings. Lease liabilities are excluded from the carrying amount, and lease payments from the cash flows.

Cash flows for the first three years come from the FY27 budget and the board-approved plans for FY28 and FY29. They cover store sales, gross margin, colleague and other store costs, and an allocation of distribution and central costs. After FY29, cash flows grow at a long-term rate of 2% a year (FY25 2%) to the end of the lease, with no renewal assumed.

Main assumptions

- Store sales come from each store's recent trading, local factors such as new competition or roadworks, and the group's plan. Most stores are forecast to grow like-for-like sales by 2% to 4% a year.
- Gross margin starts from each store's actual margin, adjusted for planned growth in own-brand sales.
- Colleague costs reflect planned increases in the National Living Wage and the real Living Wage. Other costs rise by 2% to 3% a year.
- The pre-tax discount rate is 11.8% (FY25 12.4%), derived from the group's weighted average cost of capital and adjusted for the risks of a single store. It fell because of lower market interest rates and a lower equity beta for the group.

Results

Four stores were impaired by £2.1m in total, £1.3m against right-of-use assets and £0.8m against property, plant and equipment, to a recoverable amount of £3.4m. At two stores impaired in FY23, trading has improved for more than a year and the forecasts now support a higher value, so £0.6m of the earlier impairment was reversed: £0.4m to right-of-use assets and £0.2m to property, plant and equipment. There was no impairment or reversal in FY25.

Sensitivity

The directors consider the following changes reasonably possible. Each figure is the additional impairment across all stores if that assumption changed on its own:

	Additional impairment
	£m
Discount rate one percentage point higher	0.3
Store sales 5% lower than plan	1.1
Store sales 10% lower than plan	2.4
Gross margin one percentage point lower	0.7

The four stores impaired this year are carried at their recoverable amount, so any adverse change in their forecasts would add to their impairment. The goodwill test is described in note 13.

At 31 January 2026 the group's market capitalisation of about £286m comfortably exceeded its net assets of £131.4m, so there is no sign of impairment of the group's assets as a whole, including corporate assets not allocated to stores.

17 Inventories

	2026	2025
	£m	£m
Finished goods for resale, at cost	92.8	87.5
Provision for slow-moving and obsolete stock	(4.1)	(3.6)
Inventories	88.7	83.9

The cost of inventories expensed and the write-down to net realisable value are shown in note 6. The provision for slow-moving and obsolete stock was 4.4% of gross stock (FY25 4.1%). It rose mainly for summer camping lines left over after the wet August, and £1.1m of it was used in the year against stock cleared or written off.

Inventories grew by 5.7%, less than the 6.8% growth in revenue. Holding stock for stores and online in one pool at Huntworth has cut the stock each store needs, which offset the stock bought for the six new stores.

Inventories include the group's right to recover goods that customers are expected to return, and Hale Again stock. No inventory is pledged as security.

18 Trade and other receivables

	2026	2025
	£m	£m
Trade receivables	2.1	1.9
Other receivables	2.7	2.4
Prepayments	4.8	4.5
Trade and other receivables	9.6	8.8

Trade receivables are mainly amounts due from card acquirers for recent sales, and invoices to schools, youth groups and outdoor centres for hire. Other receivables include supplier rebates and amounts recoverable from landlords. Prepayments are mainly rates, service charges and software licences paid in advance. The allowance for expected credit losses is below £0.1m in both years, amounts more than 90 days past due are not material, and carrying amounts approximate fair value.

ted credit losses is below £0.1m in both years, amounts more than 90 days past due are not material, and carrying amounts approximate fair value.

19 Cash and cash equivalents

	2026	2025
	£m	£m
Cash at bank and in hand	36.4	29.7
Cash and cash equivalents	36.4	29.7

Cash is held in current accounts and instant-access deposits with the group's principal banks, Wessex Mutual Bank and Northgate Bank, and none is restricted. With no borrowings

(note 22), net cash, an alternative performance measure, equals cash and cash equivalents.

20 Trade and other payables

	2026	2025
	£m	£m
Trade payables	41.6	37.8
Other taxation and social security	7.9	7.3
Accruals	15.2	13.4
Contract liabilities (gift cards and Club repair credits)	3.6	3.2
Other payables	1.8	1.6
Trade and other payables	70.1	63.3

Trade payables are mainly for stock. Other taxation and social security is mainly VAT and payroll taxes. Accruals include the refund liability for expected returns, holiday pay, bonuses and goods received but not yet invoiced. Contract liabilities are analysed in note 21. Carrying amounts approximate fair value. The group does not use supplier finance arrangements.

21 Contract liabilities

Contract liabilities are Club repair credits and gift cards that customers have not yet used, and are included in trade and other payables (note 20).

	Contract liabilities
	£m
At 1 February 2025	3.2
Deferred during the period	9.4
Recognised as revenue on redemption	(8.6)
Recognised as revenue from expected breakage	(0.4)
At 31 January 2026	3.6

The balance rose because the Club grew to 2.1 million members (FY25 1.8 million) and because credits issued since 1 May 2025 stay valid for 18 months instead of 12.

rule, so the directors will review the rate again at the half year. Note 3 gives the sensitivity.

Breakage uses a weighted average expected rate of 4.4% (FY25 4.6%), based on redemption history by month of issue. There is less history for credits issued under the 18-month

22 Borrowings and facilities

The group had no borrowings at 31 January 2026 or 1 February 2025.

Committed facilities at 31 January 2026

Facility	Lender	Committed to	Facility £m	Drawn £m
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Facility	Lender	Committed to	Facility £m	Drawn £m
Revolving credit facility	Wessex Mutual Bank	September 2028	40.0	nil

The £40m multi-currency facility has an option to extend and was undrawn throughout FY26 and FY25. Drawings would bear interest at SONIA, or the equivalent euro rate, plus a margin that varies with leverage. A commitment fee is payable on the undrawn amount (note 9).

Two financial covenants are tested every six months on figures that exclude the effect of IFRS 16: net debt to EBITDA of no more than 2.5 times, and fixed charge cover of at least 1.75

times. With net cash of £36.4m, the group met both with wide headroom at every test date.

Swift & Hale Retail Limited is the borrower and the company guarantees its obligations. The facility is unsecured.

23 Provisions

	Property provisions
	£m
At 1 February 2025	5.3
Charged to the income statement	1.6
Released	(0.4)
Utilised	(1.2)
At 31 January 2026	5.3
Current	1.9
Non-current	3.4

Property provisions are dilapidations of £4.7m (FY25 £4.6m) and rates, service charges and other costs on vacated property of £0.6m (FY25 £0.7m).

Amounts used in FY26 include settlements at the closed Swindon and Reading stores and the former Poundbury warehouse. Releases arose where landlords settled for less

than the amounts provided. The current portion is expected to be used within a year, and the non-current portion as the relevant leases end, mostly within ten years.

24 Deferred tax

	2026	2025
	£m	£m
Accelerated capital allowances	(1.4)	(1.2)
Lease timing differences	1.9	1.8
Share-based payments	0.9	0.9
Other short-term timing differences	0.7	0.9
Net deferred tax asset	2.1	2.4

The £0.3m fall in the net deferred tax asset is the deferred tax charge in note 10. Lease timing differences are the net of the liability on right-of-use assets and the asset on lease liabilities.

The directors expect the group to make enough taxable profit to recover the asset. Most of the lease and share-based payment differences will reverse over more than one year as

leases run their course and awards vest. There are no material unrecognised deferred tax balances.

25 Financial instruments and risk

Categories of financial instruments

	2026	2025
	£m	£m
Financial assets at amortised cost		
Cash and cash equivalents	36.4	29.7
Trade and other receivables excluding prepayments	4.8	4.3
	41.2	34.0
Financial liabilities at amortised cost		
Trade payables, accruals and other payables	58.6	52.8
Lease liabilities	118.4	116.0
	177.0	168.8

Carrying amounts approximate fair value. Prepayments, contract liabilities and tax balances are not financial instruments and are excluded. The only instruments measured at fair value are forward foreign exchange contracts, which are level 2 because their value comes from observable forward rates. Their fair value was below £0.1m at both balance sheet dates, so they are not shown, and there were no transfers between levels.

Lease liabilities are the only liabilities arising from financing activities. Their movements, including cash flows and non-cash changes, are in notes 15 and 30.

Financial risk management

The board sets the treasury policy and the Chief Financial Officer runs it day to day. The policy does not allow speculative transactions. The main financial risks are foreign currency, liquidity and credit risk. With no borrowings, interest rate exposure is limited to the interest earned on cash.

Foreign currency risk

About 38% of cost of goods is bought in US dollars, mainly own-brand products. The group buys dollars forward up to 12 months ahead to fix the sterling cost of each season's range before it sets selling prices. Policy is to cover 75% to 90% of forecast dollar purchases for the next six months and 25% to 50% for the six months after. About 80% of FY26 dollar purchases were covered. At 31 January 2026 the group held contracts to buy US\$61m (FY25 US\$55m), all maturing within 12 months.

If the dollar had been 10% stronger against sterling throughout FY26, the higher cost of purchases not covered by forward contracts would have cut profit before tax by about £1.4m before any change in selling prices. A 10% weaker dollar would have raised it by a similar amount. Year-end dollar balances, mainly trade payables, are small.

The group earns euro revenue in the Republic of Ireland (£37.6m in FY26) and pays most Irish store costs in euro. The net exposure is small and is not hedged.

Interest rate risk

Cash earns floating rates, and a one percentage point change in rates would change finance income by about £0.3m a year at the average cash balance. Lease liabilities carry fixed rates set at the start of each lease. Drawings under the revolving credit facility would bear floating rates.

Liquidity risk

The group forecasts cash daily for the next 13 weeks and monthly for three years, and keeps enough cash and committed facilities for its needs at the seasonal low point in the autumn. Trade payables, accruals and other payables all fall due within one year at their carrying amounts, and the maturity of lease liabilities is in note 15. Going concern is covered in note 1.

Credit risk

Most sales are paid for at the time of purchase, so credit risk from customers is low. The main exposures are to the banks holding the group's cash and to card acquirers. The group deposits cash only with banks rated A- or better and limits the amount held with any one bank. The maximum exposure is the carrying amount of financial assets in the table above.

Capital management

The group's capital is its equity of £131.4m (FY25 £117.8m) and its net cash. The board aims to keep net cash through the year, so that the group can fund its plans without borrowing. Its priorities, in order, are investment in stores, repair and systems; a progressive dividend covered 2.5 to 3 times by adjusted earnings; and returning surplus cash to shareholders. It will consider buying back shares if net cash stays above about £30m through the seasonal low point. The facility covenants (note 22) are the only externally imposed capital requirements.

26 Share capital and reserves

	2026	2025
Allotted, called up and fully paid ordinary shares of 1p each	91,600,000	91,600,000
Nominal value (£m)	0.9	0.9
Shares held by the employee benefit trust	860,000	630,000

The company has one class of share, ordinary shares of 1p each, each carrying one vote and an equal right to dividends. No shares were issued or cancelled in FY26 or FY25. Share premium of £12.4m is the amount received for shares above their nominal value.

Own shares

The EBT bought 425,000 shares in FY26 for £1.3m (FY25 £0.6m) and released 195,000 (FY25 95,000) to satisfy long-term incentive and deferred bonus awards that vested. Its holding at 31 January 2026, 0.9% of the issued share capital, cost £2.6m and was worth £2.7m at the year-end share price of 312p. The EBT has waived its right to dividends.

Other reserves

	2026	2025
	£m	£m
Merger reserve	3.6	3.6
Capital redemption reserve	0.5	0.5
Other reserves	4.1	4.1

The merger reserve arose in 2014, when the company became the holding company of the group ahead of its listing, and the capital redemption reserve on the redemption of preference shares at the same time. Neither is distributable.

27 Share-based payments

The share-based payment charge was £1.3m (FY25 £1.1m): £0.9m for the LTIP (FY25 £0.8m), £0.3m for Sharesave (FY25 £0.2m) and £0.1m for the deferred bonus share plan (FY25

£0.1m). All awards are equity-settled and satisfied with shares the EBT buys in the market.

Long Term Incentive Plan

LTIP awards are conditional share awards to the executive directors and senior managers. They vest after three years, subject to continued employment and performance. For

awards granted in FY26, 50% depends on growth in adjusted earnings per share, 30% on total shareholder return against the FTSE SmallCap Index excluding investment trusts, and 20% on strategic measures for repairs and carbon reduction.

Executive directors must hold vested shares for a further two years. Participants receive the value of dividends paid during the vesting period on shares that vest.

	2026	2025
	Number of shares	Number of shares
Outstanding at the start of the period	1,180,000	1,090,000
Granted	420,000	395,000
Vested	(135,000)	(95,000)
Lapsed	(230,000)	(210,000)
Outstanding at the end of the period	1,235,000	1,180,000

Awards granted in FY26 had a weighted average fair value of 250p per share (FY25 228p). Because participants receive dividend equivalents, the parts subject to earnings and stra-

tegic conditions are valued at the share price at grant. The total shareholder return part was valued with a Monte Carlo model using these inputs:

Fair value inputs for LTIP awards granted

Input	FY26	FY25
Share price at grant	290p	270p
Expected volatility	31%	33%
Risk-free interest rate	4.0%	4.2%
Expected life	3 years	3 years
Fair value of the shareholder return part	158p	129p

Expected volatility is based on the company's share price over the three years before grant. Most awards that lapsed in FY26 were the part of the 2022 award that missed its performance conditions, and the rest were held by leavers. The weighted average remaining contractual life of outstanding awards is 1.2 years (FY25 1.2 years).

Sharesave

UK colleagues can save up to £500 a month for three years and then buy shares at a discount of up to 20% to the market price when the contract started. In FY26, 34% of eligible colleagues took part. At 31 January 2026 there were options outstanding over 560,000 shares (FY25 510,000) at a weighted average exercise price of 238p (FY25 226p). Options are valued with the Black-Scholes model.

Deferred bonus share plan

One third of any annual bonus earned by the executive directors is deferred into shares for three years. The awards have no further performance conditions and are valued at the share price at grant.

28 Retirement benefits

The group provides defined contribution pensions for its UK and Irish colleagues, including an auto-enrolment scheme through an independent master trust. It contributes up to 5% of salary, and the executive directors receive the same rate, as a contribution or as cash in lieu. The pension charge is in note 8. Contributions of £0.3m (FY25 £0.3m) were unpaid at the year end and are in accruals. The group has no defined benefit obligations.

29 Cash generated from operations

	2026	2025
	£m	£m
Operating profit	34.2	29.9
Depreciation of property, plant and equipment	11.8	10.9
Depreciation of right-of-use assets	18.6	16.9
Amortisation of intangible assets	3.4	3.1
Net impairment of non-current assets	1.5	–
Loss on disposal of property, plant and equipment	0.2	0.1
Share-based payments	1.3	1.1
Increase in inventories	(4.8)	(4.3)
Increase in trade and other receivables	(0.8)	(0.7)
Increase in trade and other payables	6.8	1.5
Increase in provisions	–	0.4

	2026	2025
	£m	£m
Cash generated from operations	72.2	58.9

Higher operating profit and the rise in payables, which reflects the timing of spring stock deliveries, more than covered the increase in inventories.

30 Analysis of net debt

	At 1 February 2025	Cash flows	New leases	Interest	At 31 January 2026
	£m	£m	£m	£m	£m
Cash and cash equivalents	29.7	6.7	–	–	36.4
Lease liabilities	(116.0)	26.7	(23.2)	(5.9)	(118.4)
Net debt including lease liabilities	(86.3)	33.4	(23.2)	(5.9)	(82.0)

Net cash, an alternative performance measure, is cash and cash equivalents less borrowings and excludes lease liabilities. Lease cash flows are principal of £20.8m and interest of £5.9m. New leases and interest are non-cash movements.

31 Commitments and contingent liabilities

Capital expenditure contracted but not provided for at 31 January 2026 was £2.4m (FY25 £1.9m), mainly for the fit-out of stores opening in FY27 and further automation at Huntworth.

At 31 January 2026 the group had signed agreements for leases at four of the six stores it plans to open in FY27. These leases had not started, so they are not in lease liabilities. Their

undiscounted payments total £5.9m over ten-year terms.

The company guarantees the obligations of Swift & Hale Retail Limited under the undrawn revolving credit facility. The group had no contingent liabilities at 31 January 2026 or 1 February 2025.

32 Related party transactions

Transactions between group companies are eliminated on consolidation and are not disclosed here. Key management personnel are the members of the board and the Executive Committee. Their compensation was:

	2026	2025
	£m	£m
Short-term employee benefits	4.6	4.2
Post-employment benefits	0.2	0.2
Share-based payments	1.0	0.8
Total	5.8	5.2

Directors' remuneration is set out in note 8 and on page 74. Directors and Executive Committee members may buy goods on the same terms as other colleagues, including the colleague discount, and the amounts were not material. The group funded the EBT's share purchases in the year. There were no other related party transactions in FY26 or FY25.

33 Events after the reporting period

The board proposes a final dividend for FY26 of 6.2p per share, about £5.6m, subject to approval at the AGM on 18 June 2026. It is not recognised as a liability at 31 January 2026 (note 12). There have been no other events since the balance sheet date that require adjustment or disclosure.

COMPANY BALANCE SHEET

The parent company balance sheet at 31 January 2026,
prepared under FRS 101.

	Note	2026	2025
		£m	£m
Non-current assets			
Investments in subsidiaries	C2	48.2	46.9
Current assets			
Amounts owed by subsidiary undertakings	C3	23.8	24.0
Cash at bank		0.1	0.1
		23.9	24.1
Current liabilities			
Accruals		(0.4)	(0.4)
Net current assets		23.5	23.7
Net assets		71.7	70.6
Equity			
Share capital	C5	0.9	0.9
Share premium		12.4	12.4
Own shares held by the employee benefit trust		(2.6)	(1.6)
Capital redemption reserve		0.5	0.5
Retained earnings		60.5	58.4
Total equity		71.7	70.6

The company made a profit for the period of £8.9m (2025: £8.1m). As permitted by section 408 of the Companies Act 2006, the company's own income statement is not presented.

The financial statements of Swift & Hale plc (company number 01234567) on pages **120** to **123** were approved by the board on 14 April 2026 and signed on its behalf by:

Tom Penhallow
Chief Executive

Anjali Mercer
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY

Movements in the parent company's equity in FY26, with FY25 below.

	Share capital	Share premium	Own shares	Capital redemption reserve	Retained earnings	Total equity
	£m	£m	£m	£m	£m	£m
At 1 February 2025	0.9	12.4	(1.6)	0.5	58.4	70.6
Profit for the period	–	–	–	–	8.9	8.9
Dividends paid	–	–	–	–	(7.8)	(7.8)
Share-based payments	–	–	–	–	1.3	1.3
Purchase of own shares by the employee benefit trust	–	–	(1.3)	–	–	(1.3)
Own shares released on vesting of awards	–	–	0.3	–	(0.3)	–
At 31 January 2026	0.9	12.4	(2.6)	0.5	60.5	71.7

For the 52 weeks ended 1 February 2025 (£m)

	Share capital	Share premium	Own shares	Capital redemption reserve	Retained earnings	Total equity
At 3 February 2024	0.9	12.4	(1.2)	0.5	56.7	69.3
Profit for the period					8.1	8.1
Dividends paid					(7.3)	(7.3)
Share-based payments					1.1	1.1
Purchase of own shares by the employee benefit trust			(0.6)			(0.6)
Own shares released on vesting of awards			0.2		(0.2)	
At 1 February 2025	0.9	12.4	(1.6)	0.5	58.4	70.6

The company's profit comes mainly from dividends paid by Swift & Hale Retail Limited. Share awards made to subsidiary employees are recorded as a

capital contribution to the subsidiaries (note C1).

NOTES TO THE COMPANY ACCOUNTS

Accounting policies and notes C1 to C7 for the parent company.

C1 Accounting policies

Basis of preparation

Swift & Hale plc is a public company limited by shares, incorporated and domiciled in England and Wales, and the parent company of the group. Its registered office is Hale House, Fordington Fields, Dorchester, Dorset DT1 9SH.

The company financial statements are prepared under FRS 101 Reduced Disclosure Framework and the Companies Act 2006, on the historical cost basis. They cover the 52 weeks ended 31 January 2026 (FY25: 52 weeks ended 1 February 2025) and are presented in pounds sterling, in millions to one decimal place. The company follows the group's accounting policies (note 2), with the additions below, applied consistently to both periods.

Disclosure exemptions

The company's results are included in the consolidated financial statements, which contain equivalent disclosures. Under FRS 101 it has therefore not presented a cash flow statement, the disclosures required by IFRS 7 and IFRS 13, the IFRS 2 share-based payment disclosures (given in note 27), a comparative reconciliation of shares outstanding, capital management disclosures, the effect of standards not yet effective, key management personnel compensation, or related party transactions with wholly owned group members.

Going concern

The company is a holding company and depends on the group's cash flows. The directors' going concern assessment for the group in note 1 covers the company.

Cost and net book value

	£m
At 1 February 2025	46.9
Capital contribution for share-based payments	1.3
At 31 January 2026	48.2

The company has recognised no impairment in either period. At 31 January 2026 the subsidiaries' net assets and the group's market capitalisation of about £286m both exceeded

Amounts falling due within one year

£m	2026	2025
Amounts owed by subsidiary undertakings	23.8	24.0

Investments in subsidiaries

Investments are stated at cost less any impairment. When the company grants share awards to employees of a subsidiary, the charge is added to the investment in that subsidiary as a capital contribution, with a matching credit to equity. The directors review the investments each year for indicators of impairment and, where they find one, compare the carrying amount with the recoverable amount.

Amounts owed by subsidiaries

These are repayable on demand and measured at amortised cost less expected credit losses, assessed as if repayment were demanded at the balance sheet date.

Own shares

The company controls the Swift & Hale Employee Benefit Trust and treats it as an extension of the company, so shares held by the trust are deducted from equity at cost.

Dividends and taxation

Dividends from subsidiaries are recognised when the company's right to receive them is established, and are not taxable. Any tax losses on the company's other income and costs are surrendered to other group companies for no payment.

Employees

The company has no employees other than its directors. Swift & Hale Retail Limited pays the directors, whose remuneration is set out on page 74, and also bears the fee for the company's audit (note 6).

Judgements and estimates

There are no critical accounting judgements or key sources of estimation uncertainty. The main judgement is whether the investments show any indicator of impairment (note C2).

C2 Investments in subsidiaries

the carrying amount by a wide margin.

C3 Debtors

These amounts are unsecured and interest free. The subsidiaries have enough assets to repay them, so the expected credit loss is not material. The carrying amount approximates

fair value.

Amounts falling due within one year

£m	2026	2025
Accruals	0.4	0.4

The company has no borrowings. It guarantees the obligations of Swift & Hale Retail Limited under the group's £40m revolving credit facility, which was undrawn throughout the year. The directors consider the chance of the guarantee being called remote, so no liability is recognised.

C5 Share capital and reserves

Share capital is 91,600,000 ordinary shares of 1p each, allotted, called up and fully paid, with a nominal value of £0.9m. No shares were issued or cancelled in either period. Note 26 gives details of the shares and of the 860,000 held by the employee benefit trust (FY25 630,000).

The capital redemption reserve of £0.5m arose on the redemption of preference shares in 2014 and is not distributable. The merger reserve in the consolidated balance sheet arises only on consolidation.

After deducting the cost of own shares, the company's distributable reserves were £57.9m (FY25 £56.8m), more than ten times the proposed final dividend of about £5.6m.

C6 Related undertakings

The company's subsidiaries at 31 January 2026 are all wholly owned, hold only ordinary shares and are included in the consolidated financial statements.

	Country	Activity	Holding
Swift & Hale Retail Limited	England and Wales	Outdoor retail	100%
Swift & Hale (Ireland) Limited*	Republic of Ireland	Outdoor retail	100%
Bothy Outdoor Limited*	Scotland	Dormant	100%
Swift & Hale Trustees Limited	England and Wales	Trustee of the employee benefit trust	100%

* Held indirectly through Swift & Hale Retail Limited. The company holds the others directly.

Registered offices

- Swift & Hale Retail Limited and Swift & Hale Trustees Limited: Hale House, Fordington Fields, Dorchester, Dorset DT1 9SH, United Kingdom.
- Swift & Hale (Ireland) Limited: Ferry House, 6 Liffey Quay, Dublin 2, D02 YX64, Ireland.
- Bothy Outdoor Limited: Glen House, 9 Thistle Wynd, Edinburgh EH2 4QZ, United Kingdom.

Bothy Outdoor Limited and Swift & Hale Trustees Limited are dormant and exempt from audit under section 480 of the Companies Act 2006. Swift & Hale Trustees Limited is the trustee of the Swift & Hale Employee Benefit Trust.

C7 Events after the reporting period

The board proposes a final dividend for FY26 of 6.2p per share, about £5.6m, subject to shareholder approval at the AGM on 18 June 2026. It is not recognised as a liability at 31 January 2026. No other events since the balance sheet date require adjustment or disclosure.

TEN MEASURES WE USE BEYOND IFRS

Why we use each measure, how it is defined and where it reconciles to the financial statements.

We report ten alternative performance measures (APMs) alongside the IFRS measures. The board and the Executive Committee use them to set budgets and judge results, and several are standard UK retail measures that investors use to compare companies.

Why we use them

Statutory results include large or one-off items, such as store impairment and the cost of moving to a new distribution centre. The adjusted profit and earnings measures leave these out, so trading can be compared from year to year. Adjusted profit before tax is the main profit measure in the annual bonus, and growth in adjusted earnings per share is one of the LTIP measures (page 74).

Like-for-like sales growth shows how the existing business is trading, without the effect of store openings and closures. Free cash flow is the cash left after investing in stores and systems and paying for leases,

and net cash is what we hold. Dividend cover tests the dividend against the board's policy, and online share tracks the mix between channels.

APMs are not defined by IFRS, may not be comparable with measures of the same name at other companies, and do not replace the IFRS measures. We give statutory measures at least equal prominence and reconcile each APM to the closest IFRS measure. The definitions are unchanged from FY25.

How adjusting items are chosen

Note 2 sets out the policy and note 7 analyses the FY26 items. Reversals of store impairment are netted against impairment charges, so a reversal cannot raise adjusted profit. Costs that recur in running the business, such as pre-opening costs for new stores, refits and closing a store when its lease ends, stay in adjusted profit. The Audit and Risk Committee reviews the classification at each half year and year end.

From FY28, IFRS 18 will treat adjusted operating profit and adjusted profit before tax as management-defined performance measures, explained and reconciled in an audited note (note 1).

Our alternative performance measures

Measure	Definition	Closest IFRS measure	Reconciliation
Like-for-like sales growth	The change in sales against the same weeks of the previous year from stores that have traded for at least 52 weeks, plus online sales, including orders collected in store. A new store joins the base once it has traded for 52 weeks. A closed store leaves the base from the date of closure, and its sales in the comparative period are removed. Sales exclude VAT, include services, and are measured at constant currency, with Irish sales in both years translated at the current year's average exchange rate. In a 53-week year the extra week is excluded.	Revenue growth	Below
Gross margin	Gross profit as a percentage of revenue.	Gross profit	Income statement; below
Adjusted operating profit	Operating profit before adjusting items.	Operating profit	Note 7; below profit
Adjusted profit before tax	Profit before tax before adjusting items.	Profit before tax	Note 7; below tax

Measure	Definition	Closest IFRS measure	Reconciliation
Adjusted earnings per share	Profit after tax before adjusting items and their tax effect, divided by the weighted average number of shares in issue, excluding shares held by the employee benefit trust.	Basic earnings per share	Note 11; below
Adjusted EBITDA	Adjusted operating profit before depreciation of property, plant and equipment and right-of-use assets, and amortisation of intangible assets.	Operating profit	Below
Free cash flow	Net cash from operating activities, less capital expenditure and lease payments (principal and interest), plus interest received less other interest and facility fees paid. It is the cash available for dividends, share purchases and other uses.	Net cash from operating activities	Below
Net cash	Cash and cash equivalents less borrowings. It excludes lease liabilities.	Cash and cash equivalents	Note 30; below
Dividend cover	Adjusted basic earnings per share divided by the total dividend per share for the year.	None	Below
Online share of sales	Revenue from the website, the app and the catalogue, including orders collected in store, as a percentage of total revenue.	Revenue	Note 5; below

Statutory and adjusted results

credit £0.4m).

The difference between each statutory and adjusted figure is the adjusting items in note 7: £2.3m before tax in FY26 (tax credit £0.2m) and £1.7m in FY25 (tax

Statutory and adjusted results (£m unless stated)

	FY26 statutory	FY26 adjusted	FY25 statutory	FY25 adjusted
Operating profit	34.2	36.5	29.9	31.6
Profit before tax	28.9	31.2	25.8	27.5
Taxation	(7.5)	(7.7)	(6.7)	(7.1)
Profit after tax	21.4	23.5	19.1	20.4
Basic earnings per share	23.6p	25.9p	21.0p	22.4p
Effective tax rate	26.0%	24.7%	26.0%	25.8%

Like-for-like sales

Like-for-like sales grew by 4.1% in FY26 (FY25 3.3%): 5.0% in the first half and 3.3% in the second. Revenue grew faster, by 6.8%, because of the stores opened

in FY25 and FY26, net of the two closures, and because a stronger euro raised the sterling value of Irish sales.

Like-for-like sales growth to revenue growth

	FY26
Like-for-like sales growth	4.1%
New stores and closures (percentage points)	2.5
Currency translation of Irish sales (percentage points)	0.2
Revenue growth	6.8%

Adjusted EBITDA

Adjusted EBITDA adds back depreciation of right-of-use assets, so no lease cost is deducted from it, and it is not comparable with EBITDA measured before IFRS

16. The covenants in the revolving credit facility use a separate measure that excludes the effect of IFRS 16 (note 22).

	2026	2025
	£m	£m
Operating profit	34.2	29.9

Other information

	2026	2025
	£m	£m
Adjusting items	2.3	1.7
Adjusted operating profit	36.5	31.6
Depreciation and amortisation	33.8	30.9
Adjusted EBITDA	70.3	62.5

Free cash flow

	2026	2025
	£m	£m
Net cash from operating activities	65.3	52.6
Capital expenditure	(23.4)	(20.5)
Lease payments (principal and interest)	(26.7)	(21.0)
Net other interest	0.6	0.4
Free cash flow	15.8	11.5
Dividends paid	(7.8)	(7.3)
Purchase of own shares	(1.3)	(0.6)
Increase in net cash	6.7	3.6

Other measures

Gross margin, dividend cover, net cash and online share

	FY26	FY25
Gross profit (£m)	219.3	203.5
Revenue (£m)	418.6	392.1
Gross margin	52.4%	51.9%
Adjusted basic earnings per share	25.9p	22.4p
Total dividend per share for the year	9.2p	8.4p
Dividend cover (times)	2.8	2.7
Cash and cash equivalents (£m)	36.4	29.7
Borrowings (£m)	nil	nil
Net cash (£m)	36.4	29.7
Online revenue (£m)	150.7	129.4
Online share of sales	36%	33%

Net cash excludes lease liabilities of £118.4m (FY25 £116.0m). Including them, net debt was £82.0m (FY25 £86.3m), as shown in note 30.

RESULTS FROM FY22 TO FY26

Financial and operating results for the last five financial years, as reported in each year.

	2022	2023	2024*	2025	2026
Revenue (£m)	331.4	352.0	372.7	392.1	418.6
Like-for-like sales growth (%)	5.9	2.1	2.8	3.3	4.1
Gross margin (%)	51.6	50.8	51.4	51.9	52.4
Adjusted profit before tax (£m)	24.1	21.9	25.0	27.5	31.2
Statutory profit before tax (£m)	23.2	20.4	24.1	25.8	28.9
Basic earnings per share (p)	20.6	17.9	20.0	21.0	23.6
Dividend per share (p)	7.0	7.2	7.8	8.4	9.2
Net cash (£m)	18.2	21.5	26.1	29.7	36.4
Online share of sales (%)	31	31	32	33	36
Stores at year end	112	117	121	124	128
Club members (m)	1.1	1.3	1.5	1.8	2.1
Repairs completed (000)	21	26	32	39	48
Led walks	1,900	2,300	2,600	2,800	3,100
Colleague engagement (%)	76	77	79	80	81
Net promoter score	66	67	69	70	72
Scope 1 and 2 emissions, market-based (tCO2e)	2,450	2,010	1,620	1,380	1,120
Own-brand share of sales (%)	55	56	58	59	61

* FY24 was a 53-week period. On a 52-week basis, FY25 revenue grew by 7.1%.

Years are the group's financial years, which end on the Saturday nearest to 31 January, so 2026 is FY26, the 52 weeks to 31 January 2026. All years are prepared under UK-adopted international accounting standards, including IFRS 16, and are shown as originally reported.

FY24 was a 53-week period to 3 February 2024. Like-for-like sales growth for FY24 and FY25 compares equivalent 52-week periods. Adjusted profit before tax excludes the adjusting items for each year under the policy in note 2. Net cash excludes lease liabilities. The alternative performance measures are defined on page **124**, and the operating measures in the glossary.

HOLDING SWIFT & HALE SHARES

Dates for the year ahead, how to reach our registrar and how to avoid share fraud.

Financial calendar

Event	Date
Results for FY26 announced	15 April 2026
Annual Report and Accounts 2026 published	7 May 2026

Other information

Event	Date
Ex-dividend date for the final dividend	28 May 2026
Record date for the final dividend	29 May 2026
Annual general meeting	18 June 2026
Final dividend of 6.2p paid	3 July 2026
Interim results announced	24 September 2026
Financial year end (FY27)	30 January 2027

Annual general meeting

The AGM is at 11am on Thursday 18 June 2026 at Hale House, Fordington Fields, Dorchester, Dorset DT1 9SH. The notice of meeting comes with this report and is on our website.

You can appoint a proxy online through the registrar's shareholder portal or on the proxy form. Appointments must reach the registrar by 11am on Tuesday 16 June 2026. You can send questions in advance to the Company Secretary at the registered office. Voting will be on a poll, and we will publish the results on our website and through a regulatory information service.

Registrar

Quayside Registrars keeps our share register. Contact them about your holding, dividends, a change of name or address, or a lost share certificate.

Quayside Registrars
Ropewalk House, 3 Chandlers Quay
Bristol BS1 9QR

Telephone 0117 496 0457 (+44 117 496 0457 from outside the UK), 8.30am to 5.30pm, Monday to Friday, except bank holidays in England and Wales.

On the Quayside shareholder portal you can view your holding and dividend history, update your address and bank details, appoint a proxy and choose to receive documents by email.

Dividends

We pay dividends only by direct credit to a bank or building society account. If the registrar does not have your bank details, it holds your dividend until you send them. Quayside also runs a dividend reinvestment plan. Under our articles, dividends unclaimed for 12 years are forfeited and return to the company.

Buying and selling shares

Quayside offers online and telephone dealing to shareholders with a UK address, or you can deal through any bank or stockbroker. Share prices can go down as well as up. If you are unsure what to do, take advice from an adviser authorised by the FCA.

Share fraud

Fraudsters may offer to buy your shares at a high price in return for an upfront fee, or sell you shares that are worthless or do not exist. Swift & Hale will never contact you to offer to buy or sell your shares. If you receive an unsolicited call, letter or email about your shares:

- note the name of the person and the firm, then end the call;
- check the Financial Services Register at www.fca.org.uk to see whether the firm is authorised, and contact it only through the details on the Register;
- check the FCA's warning list at www.fca.org.uk/scamsmart; and
- do not hand over money or personal details until you are sure the firm is genuine.

Report a suspected scam to the FCA Consumer Helpline on 0800 111 6768. If you have lost money, report it to Action Fraud on 0300 123 2040 or, in Scotland, to Police Scotland on 101.

Company information

Swift & Hale plc
Registered office: Hale House, Fordington Fields,
Dorchester, Dorset DT1 9SH
Registered in England and Wales, company
number 01234567
Company Secretary: Claire Hollins

Advisers

Advisers

Role	Adviser
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Role	Adviser
Independent auditor	Penrose Lyle LLP, Statutory Auditor, Bristol
Joint corporate brokers	Harrow Street Securities; Calder Moss & Co.
Registrar	Quayside Registrars
Principal bankers	Wessex Mutual Bank; Northgate Bank
Solicitors	Fairley Grange LLP
Remuneration consultants	Thornbury Reward
Internal audit co-source provider	Linden Assurance

TERMS USED IN THIS REPORT

Definitions of the terms and abbreviations used most often in this report.

Adjusted profit before tax (adjusted PBT)

Profit before tax excluding adjusting items. It is the main profit measure in the annual bonus.

Adjusting items

Income or costs shown separately because of their size or nature, such as store impairment and the cost of leaving the former distribution centre (note 7).

Alternative performance measure (APM)

A financial measure not defined by IFRS, used alongside the statutory measures. Ours are defined and reconciled on page 124.

Basis point (bp)

One hundredth of a percentage point: 50 basis points is 0.5 percentage points.

Breakage

The value of gift cards and Club repair credits that customers are expected never to use.

Club

The Swift & Hale Club, our free membership scheme, with 2.1 million members at the end of FY26. Members get free repairs on own-brand kit, members' prices, a place on led walks and Club repair credits.

Club repair credits

Credit worth 2% of qualifying spend, which members can use on repairs, hire and kit. Credits issued from 1 May 2025 last 18 months.

Code

The UK Corporate Governance Code 2024, published by the Financial Reporting Council.

Destination store

One of our 18 larger stores (average 14,000 sq ft), each with a boot-fitting room, hire counter and repair bench.

Distribution centre (DC)

Our 320,000 sq ft warehouse at Huntworth, near Bridgwater, Somerset, which serves every store and all online orders from one stock pool.

Employee benefit trust (EBT)

The Swift & Hale Employee Benefit Trust, which holds shares to satisfy colleague share awards.

FY26

The 52 weeks ended 31 January 2026. FY25 is the 52 weeks ended 1 February 2025.

Hale Again

Pre-owned and refurbished own-brand kit, sold in 14 stores and online.

Led walk

A guided walk from one of our stores, free for Club members. We ran 3,100 in FY26.

Like-for-like (LFL) sales growth

The change in sales from stores that have traded for at least 52 weeks, plus online sales, at constant currency.

LTIP

The Long Term Incentive Plan, our share award plan for executive directors and senior managers.

Market-town store

One of our 110 stores (average 4,800 sq ft) in towns close to national parks and trails.

Net cash

Cash and cash equivalents less borrowings. It excludes lease liabilities.

Net promoter score (NPS)

The percentage of surveyed customers who would recommend us, less the percentage who would not. Ours was 72 in FY26.

Own brands

Hale, our durable range, whose waterproofs and packs carry a lifetime repair promise, and Swift, our lightweight range for backpacking and faster trips. Together they made up 61% of sales in FY26.

Path Fund

The Swift & Hale Path Fund, which gives grants to footpath, access and outdoor education projects, funded by 1p from every Club purchase and a share of hire income.

Other information

PFAS

Per- and polyfluoroalkyl substances, persistent chemicals once widely used in water-repellent finishes. Hale waterproofs have used a PFAS-free finish since Spring Summer 2025.

Real Living Wage

A voluntary hourly rate calculated independently each year from the cost of living, and higher than the statutory National Living Wage.

Repair bench

A workshop counter in store where trained colleagues repair kit. 41 stores had one at the end of FY26.

Revolving credit facility (RCF)

A committed bank facility the group can draw and repay as needed. Ours is £40m, undrawn and committed to September 2028.

Scope 1, 2 and 3 emissions

Greenhouse gas emissions as defined by the GHG Protocol: direct emissions (Scope 1), emissions from purchased energy (Scope 2) and all other emissions in the value chain (Scope 3).

Sharesave

Our all-employee savings-related share option scheme.

Stock turn

The cost of inventories sold in the year divided by average inventory. It was 2.2 times in FY26.

TCFD

The Task Force on Climate-related Financial Disclosures, whose recommendations shape our climate reporting.

Total shareholder return (TSR)

Share price growth over a period plus dividends, assumed to be reinvested.

About this report

Swift & Hale plc

Hale House, Fordington Fields, Dorchester, Dorset DT1 9SH
Registered in England and Wales, company number 01234567

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OUT SOONER, HOME WELL.