



Pinewood Technologies Group PLC

Half year results for the 6 months to 30 June 2025

A transformational period, reflecting strong strategic & financial progress

- *Acquisition of Seez enhances AI capabilities and product suite*
- *Full ownership of Pinewood North America LLC supports Pinewood.AI's growth ambitions in key market*
- *New FY28 underlying EBITDA target of £58-62m*

Pinewood Technologies Group PLC ("Pinewood.AI" or the "Group", LSE: PINE), a leading pure-play cloud-based software business providing innovative retail solutions to the automotive industry, today announces its financial results for the 6 months ended 30 June 2025.

Group Financial Summary

| £m, unless stated | 6m period ended 30 June 2025 (H1 FY25) | 6m period ended 31 July 2024 (H1 FY24) | % Change |
|------------------------------|--|---|----------|
| Revenue | 19.6 | 16.1 | 21.7% |
| Gross Profit | 17.0 | 14.5 | 17.2% |
| Underlying EBITDA | 7.9 | 6.9 | 14.5% |
| Underlying Profit Before Tax | 4.4 | 4.0 | 10.0% |
| Underlying Operating Profit | 4.1 | 4.0 | 2.5% |
| Cash | 30.3 | 13.0 | 133.1% |

Financial Highlights

- Revenue up 21.7% to £19.6m (H1 FY24: £16.1m), driven by increased client spend and the successful integration of the Seez AI solution.
- Recurring revenue increased to £16.8m in H1 HY25 (representing 85.7% of total revenue).
- Gross profit up 17.2% to £17.0m (H1 FY24: £14.5m), with a gross profit margin of 86.7%.
- Underlying EBITDA up 14.5% to £7.9m (H1 FY24: £6.9m), with an underlying EBITDA margin of 40.3%.
- Modest dilution of gross profit margins and EBITDA margins following the acquisition of Seez, in line with expectations.
- H1 FY25 underlying profit before tax of £4.4m up 10.0% (H1 FY24: £4.0m).
- Cash of £30.3m up from £13.0m at 31 July 2024, reflecting the oversubscribed equity placing, strong cash conversion and final settlement of tax balances arising from the sale of the motor group.

Operational Highlights

- Net user churn (excluding Lithia) remained minimal at 0.3% in H1 FY25.

- Successful phased launch of new user experience (UX) in H1 2025; early customer feedback strong.
- Acquisition of outstanding 90.9% ownership in market-leading automotive AI company, Seez, for US\$42m which was announced in February 2025 and funded by an oversubscribed equity fundraise.
 - The acquisition further strengthens Pinewood.AI's expertise and product suite, particularly in the delivery of AI-powered chatbots.
- On 29 April 2025, the Company announced a five-year contract with Volkswagen Group Japan to implement the Pinewood.AI platform into all c.350 Volkswagen and Audi dealers in Japan.
- Officially entered North America in May 2025, as we extended our network of Porsche dealers with a successful installation in Canada. This was enabled by the development of new, internationally deployable, manufacturer interfaces.
- Wider North American roll-out preparation progressing well:
 - Engagement with majority of OEMs represented by Lithia as well as third party layered app providers, with integration work underway
 - Pinewood.AI product team continuing to enhance system for North American customer specific needs
 - On track for pilot in two Lithia US stores in Q4 FY25, with the wider roll-out to Lithia US stores starting in mid-FY26
 - New North American headquarters opened in Florida during June 2025, with recruitment of North America team underway
- On 6 June 2025, Pinewood.AI announced it had entered into an agreement to buy out Lithia of its 51 per cent stake in Pinewood North America LLC for \$76.5m, subject to shareholder approval, which was received on 30 June 2025.
- Pinewood.AI also announced that it has entered into a five-year contract with Lithia to roll out the Pinewood.AI platform in North America. By the end of 2028, this contract is expected to generate an estimated \$60m of revenue per year.

Post-Period End Updates

- On 7 July 2025, Pinewood.AI announced it had agreed to acquire key customer contracts from its South African reseller for £2.5m. The acquisition completed on 1 August 2025 and is expected to add approximately £0.5m to £0.7m of incremental annual EBITDA.
- The implementation of the Pinewood.AI platform across Lookers' dealerships commenced on 21 July 2025 and is progressing well.
- On 31 July 2025, Pinewood.AI announced that the agreement to buy out Lithia of its 51 per cent stake in Pinewood North America LLC had completed.
- Agreement with Porsche Japan in September 2025 to commence implementation of the Pinewood system in all Porsche Centres in the country.

Outlook

- Pinewood.AI has made significant progress against the strategic priorities that were outlined at its 2024 Capital Markets Day and the size of the available opportunity remains vast.
- The Group's priority in the UK in H2 FY25 remains to continue the system implementations with Lookers and to begin the Marshall Motor Group ("Marshall") implementation in Q1 2026. Pinewood.AI continues to look to add more Top 100 dealer groups to our customer base in the future. In agreement with Marshall, so that we can align the timing of a rollout of a number of IT projects in Marshall's systems, and therefore the Pinewood integration of systems, we have moved the start date for their implementation from Q4 2025 to Q1 2026.
- Outside the UK, the geographies identified at the Capital Markets Event in H2 2024 also remain the priority, namely, opportunities in North America, Central Europe, Japan and Southeast Asia and South Africa.

- The Group is capitalising on Seez's strong regional presence to pursue growth in the Middle East. The region has been identified as a strategic priority.

Updated Guidance

- Prior to the buyout of Pinewood North America LLC, Pinewood.AI recognised 51% of software development for North America as revenue and profit. Following Pinewood.AI's buyout of Lithia's stake in Pinewood North America LLC, there is expected to be a short-term accounting impact of approximately £1.3m for FY25, relating to income previously recognised on development work undertaken for the North American market.
- In addition, with the timing change of the Marshall implementation, the Group now expects FY25 underlying EBITDA to be £15.5-16.0m.
- Pinewood.AI has introduced new medium-term FY28 guidance, targeting underlying EBITDA of £58-62m. This is underpinned by strong visibility from existing contracts and a significant pipeline of opportunities.

Bill Berman, Chief Executive Officer of Pinewood Technologies Group PLC, said:

"This has been another half of great progress for Pinewood.AI, delivering on our strategic objectives and positioning the business for continued accelerated growth. Our strong year-on-year performance reflects the onboarding of major new customers and increased spend across our existing customer base. During the period, we launched a new modern user experience which landed well with customers, and we are fully integrating Seez's impressive AI tools into the Pinewood Automotive Intelligence™ Platform. Taking full ownership of Pinewood North America LLC and the contract signed with Lithia marked major achievements in our growth strategy for this key market. Preparations for the US roll-out continue at pace, and we remain on track to pilot the Pinewood Automotive Intelligence™ platform later this year.

"As a result of this positive momentum and our exciting pipeline of new customers, I am pleased that we have been able to set an ambitious new underlying EBITDA target of £58-62m for FY28. We are confident in the scale of the global opportunity in the market, and we are looking forward to delivering on this in the years ahead."

Conference call and presentation

A presentation for sell-side analysts will be held at 9.00am (BST) today and this will be followed by a Q&A session with the management team. Please use the following link to register and to join the livestream of the presentation:

https://brmedia.news/PINE_HY25

A webcast replay of the presentation will be made available on Pinewood's website later in the day. The webcast will be published on: <https://pinewood.ai/investors/results/>

For further enquiries please contact:

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Chief Executive's Review

The first half of 2025 has seen Pinewood.AI continue to achieve many important milestones, making significant progress against our strategic objectives that were set out in H2 2024. We have delivered a robust set of results in the period, and we have also continued to position the business for accelerated growth over the next few years.

The acquisition in March 2025 of Seez, the market-leading automotive AI company, further strengthened Pinewood.AI's expertise and product suite. The platform we have built represents a truly unique proposition with an unmatched set of capabilities. We now offer a 100% cloud-based platform combined with cutting edge AI technology, which will enable us to evolve our system in a dynamic and flexible way.

We continue to develop our system implementations to ensure our new customers have a best-in-class experience and can utilise the full functionality of the Pinewood.AI platform as quickly as possible. The combination of our experienced implementation teams working with the latest technology engineered by our development and product teams will further enhance our already high customer satisfaction.

Our upgraded user experience (UX) and user interface (UI) for all Pinewood.AI system customers was successfully launched during the first half of 2025. We will finish rolling out the new UX across the remainder of our customer base during the rest of 2025 and early 2026. This upgraded UX will ensure that the Pinewood.AI platform is at the forefront of automotive software for years to come. Continual enhancement of the Pinewood.AI platform is one of the key reasons our customer retention is so high. In H1 2025, our net user churn (excluding Lithia) was just 0.3% which is testament to both our technical team but also our account management team who liaise with our existing customer base.

System security has always been at the forefront of our offering and this remains the case. Being 100% cloud based gives us an advantage over non-cloud operators, but we are committed to maintaining as secure an environment as possible by investing heavily in cyber security through both our internal teams and through external providers.

We set out our strategy at our Capital Markets Day (CMD) in October 2024 and we are delivering on many of the targets we set out. We have signed not only two of the top 20 auto dealer groups in the UK as customers in Marshall Motor Group and Lookers, but two of the largest groups in the UK. We are extremely excited about working with both of them to help take their businesses to the next level, increasing productivity and achieving operational efficiencies through the Pinewood.AI platform. The implementation of the Pinewood.AI platform into Lookers' dealership network commenced on 21 July 2025 and is off to a strong start.

Our system is now active in 36 countries, and we have targeted further growth in the geographies highlighted at the CMD. Signing a contract with Volkswagen Japan to roll out the Pinewood.AI system to all 350 of their dealers in Japan was a huge step forward for us in the Asia Pacific region. In June 2025, we announced the buyout of our South Africa reseller, which will enable us to grow the customer base significantly in a number of countries in Southern Africa.

Maximising product sales across our existing customer base is a core component of our strategy. We continue to make good progress here, with enhancements rolled out across our core offering as well as the addition of AI-driven tools following the acquisition and integration of Seez. We have also started to cross-sell between the existing Pinewood.AI and Seez customer bases, with good early success here.

The final pillar of our strategy is North America, the most lucrative automotive software market in the world. With a total addressable market of \$6.5 billion for the core automotive software products plus another \$2.8 billion for related markets such as commercial vehicles software, where Pinewood.AI already operates, the opportunity is huge. We have made good progress engaging with all the key North American OEMs and starting to build integrations with both the OEMs and a number of third party layered app providers. We will begin piloting the Pinewood.AI system in two Lithia stores in Q4 2025, where it will run alongside their existing systems. We then expect the full rollout across the Lithia dealer estate to start during 2026. Buying Lithia out of the North American Joint Venture in July 2025 was a key milestone, removing the perceived 'competitor overhang' and positioning Pinewood.AI to capture a significant share of the North American automotive dealer software market.

We remain very excited about the potential for this business, and we were delighted with the investor reaction to the equity fundraising we undertook alongside the Seez acquisition. It was significantly oversubscribed and demonstrated a strong level of interest and support from both our existing shareholders and a number of new shareholders. The fundraising also enables further investment into Pinewood.AI's extensive development pipeline, which includes significantly enhancing Pinewood.AI's embedded Data and Analytics reporting suite.

Looking ahead, we are in well progressed discussions with a number of potential new customers in the UK and internationally. We will also continue to look to grow our vertical sales to existing customers, as we expand our product range. The Board's confidence in the Group's prospects is reflected in the new medium-term FY28 guidance, targeting £58-62m of underlying EBITDA.

Bill Berman
Chief Executive
24 September 2025

Operating and Financial Review

| £m | 6m period ended 30 June 2025 (H1 FY25) | 6m period ended 31 July 2024 (H1 FY24) | Change |
|-------------------------------------|--|--|---------------|
| Revenue | 19.6 | 16.1 | 21.7% |
| Gross Profit | 17.0 | 14.5 | 17.2% |
| <i>Gross margin rate</i> | 86.7% | 90.1% | 340bps |
| Underlying Administrative Expenses | (12.9) | (10.5) | |
| Underlying Operating Profit | 4.1 | 4.0 | 2.5% |
| Net finance income | 0.3 | - | - |
| Underlying Profit Before Tax | 4.4 | 4.0 | 10.0% |

| £m | 6m period ended 30 June 2025 (H1 FY25) | 6m period ended 31 July 2024 (H1 FY24) | Change |
|-------------------------------|--|--|--------------|
| Underlying Operating Profit | 4.1 | 4.0 | 2.5% |
| Depreciation and Amortisation | 3.8 | 2.9 | 31.0% |
| Underlying EBITDA | 7.9 | 6.9 | 14.5% |

Operating Review

Pinewood.AI is a cloud-based software business that provides an automotive retail ecosystem in the UK and 35 other countries worldwide. Pinewood.AI provides Software as a Service (“SaaS”) with the majority of revenue being recurring.

The automotive system market for Franchised Motor Dealers is estimated to be worth at least £100 million in the UK. Two providers dominate the UK market, one of which is Pinewood.AI. The global automotive system market is highly fragmented with over 50 different providers within Europe alone. In North America, the market for what are called Dealer Management Systems (DMS) is \$2.4 billion. In addition, in North America, the market for complimentary add-on products such as CRMs and service tools is worth an additional \$4.1 billion and there is also a \$2.8 billion addressable market in systems for commercial vehicles, RVs, motorbikes and boats. All of this North American market is an opportunity for Pinewood.AI.

Pinewood.AI’s unique approach to the market is characterised by:

- a single ecosystem which is deployed globally with continuous software updates
- a cloud-based solution which is highly secure and feature-rich
- a focus on strong manufacturer partnerships and supporting dealer profitability; and
- a commitment to using the latest technology to reshape motor retail

Pinewood.AI was an early adopter of the SaaS business model and has focused on developing recurring revenue streams. Today, c.86% of Pinewood.AI’s revenues are on a recurring basis. In H1 FY25, there was net user (excluding Lithia) churn of 0.3%. This low net churn reflects the ‘stickiness’ of the Pinewood.AI system.

In H1 FY25, Pinewood.AI increased its investment in its systems with £6.7m of development team expenditure of which £5.2m was capitalised (78% capitalisation rate). The main focuses for the development team during H1 FY25 were ‘hyperscale’ system development to ensure the system is ready for deployment in North America, working on North American integrations with OEMs and third party layered apps and ongoing investment in platform architecture and security.

Financial Review

Revenue increased by 21.7% from £16.1m in H1 FY24 to £19.6m in H1 FY25 and gross profit increased from £14.5m in H1 FY24 to £17.0m in H1 FY25. £16.8m of the H1 FY25 revenue of £19.6m was recurring (85.7%). Underlying profit before tax increased from £4.0m in H1 FY24 to £4.4m in H1 FY25.

The decrease in the gross margin rate from 90.1% in H1 FY24 to 86.7% was due to the impact of the Seez acquisition, whose results were consolidated from the start of March 2025. We have continued to implement a series of measures to make our cloud hosting as efficient as possible, which is an area of ongoing focus.

Underlying administrative expenses in H1 FY25 increased by £2.4m compared to H1 FY24 to £12.9m. £0.9m of the increase related to increased software asset amortisation charges, with the remainder primarily related to increased resource costs.

As a result of these movements, underlying operating profit in H1 FY25 was £4.1m, an increase of 2.5% from £4.0m in H1 FY24.

There was a non-underlying loss before tax of £4.4m (H1 FY24: £3.0m profit). This consisted of a £1.3m loss from the group's share of the result from the 'joint venture', Pinewood North America, LLC (H1 FY24: £0.3m loss), one-off transaction related costs of £1.7m (H1 FY24: £1.0m), and share-based payment costs of £1.4m (H1 FY24: nil).

Group net assets were £80.1m at 30 June 2025 (31-Jul-2024: £37.0m), with the main balances being £31.0m of goodwill (31-Jul-2024: £0.3m), a £7.5m investment in associate (31-Jul-2024: £9.7m), £22.7m of capitalised software intangibles (31-Jul-2024: £14.9m), £7.2m of trade and other receivables (31-Jul-2024: £16.6m), £30.3m of cash (31-Jul-2024: £13.0m), £9.3m of trade and other payables (31-Jul-2024: £8.7m) and £6.7m of deferred income (31-Jul-2024: £6.7m).

Cash at the start of FY25 was £9.3m and the main movements to arrive at the £30.3m at the end of June 2025 were £34.0m raised by the equity fundraise in March 2025, £25.6m paid relating to the Seez acquisition in March 2025 and £10.0m collected from Lithia relating to the final settlement of intra-group tax balances arising from the sale of the motor group.

CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2025

| | | Underlying H1 FY25 | Non- underlying H1 FY25 | Total H1 FY25 | Underlying H1 FY24 | *Restated Non- underlying H1 FY24 | *Restated Total H1 FY24 |
|--------------------------------------|------|-----------------------|-------------------------------|------------------|-----------------------|--|-------------------------------|
| | Note | £m | £m | £m | £m | £m | £m |
| Revenue | 6 | 19.6 | - | 19.6 | 16.1 | - | 16.1 |
| Cost of sales | | (2.6) | - | (2.6) | (1.6) | - | (1.6) |
| Gross profit | | 17.0 | - | 17.0 | 14.5 | - | 14.5 |
| Administrative expenses | | (12.9) | (3.1) | (16.0) | (10.5) | (1.0) | (11.5) |
| Operating profit / (loss) | | 4.1 | (3.1) | 1.0 | 4.0 | (1.0) | 3.0 |
| Finance expense | 9 | (0.2) | - | (0.2) | (0.1) | - | (0.1) |
| Finance income | 10 | 0.5 | - | 0.5 | 0.1 | 4.3 | 4.4 |
| Share of loss in associate | | - | (1.3) | (1.3) | - | (0.3) | (0.3) |
| Profit/(loss) before taxation | | 4.4 | (4.4) | - | 4.0 | 3.0 | 7.0 |
| Income tax expense | 11 | (1.2) | 0.5 | (0.7) | (1.1) | (0.9) | (2.0) |
| Profit/(loss) for the period | | 3.2 | (3.9) | (0.7) | 2.9 | 2.1 | 5.0 |
| Earnings per share | | | | | | | *Restated |
| Basic earnings per share | 12 | | | (0.7p) | | | 3.8p |
| Diluted earnings per share | 12 | | | (0.7p) | | | 3.8p |

*Restatement

The Group has made adjustments to the presentation of the Consolidated Income Statement for H1 FY24. The directors have considered it appropriate to show the Group's share of loss in the associate on a separate line below operating profit rather than within administrative expenses. This presentation is consistent with the Annual Report for the period ended 31 December 2024. The restatement did not result in any change to reported EBITDA, profit before tax or profit after tax for H1 FY24.

The Group has made adjustments to the calculation of the weighted average number of shares which affects the earnings per share for H1 FY24. In accordance with IAS 33, the weighted average number of ordinary shares in both the current and prior period has been adjusted for the effects of the share consolidation and special dividend announced in April 2024, as well as the equity raise completed in February 2025, see note 12.

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30 JUNE 2025**

| | H1 FY25 £m | H1 FY24 £m |
|---|---------------|---------------|
| (Loss)/profit for the period | (0.7) | 5.0 |
| Other comprehensive income | | |
| Items that are or may be reclassified to profit and loss: | | |
| Foreign currency translation differences of foreign operations | (1.2) | - |
| Other comprehensive (expense)/income for the period, net of tax | (1.2) | - |
| Total comprehensive income for the period | (1.9) | 5.0 |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY **FOR THE SIX MONTHS ENDED 30 JUNE 2025**

| | Share capital £m | Share premium £m | Other reserves £m | Translation reserve £m | Retained earnings £m | Total £m |
|--|------------------------|------------------------|-------------------------|------------------------------|----------------------------|----------------|
| Balance at 1 January 2025 | 87.1 | 72.9 | 5.6 | 0.5 | (127.1) | 39.0 |
| Total comprehensive income for H1 FY25 | | | | | | |
| Loss for the period | - | - | - | - | (0.7) | (0.7) |
| Other comprehensive expense for the period, net of tax | - | - | - | (1.2) | - | (1.2) |
| Total comprehensive income for the period | - | - | - | (1.2) | (0.7) | (1.9) |
| Issue of ordinary shares | 13.4 | 22.7 | 5.2 | - | - | 41.3 |
| Share-based payments | - | - | - | - | 1.4 | 1.4 |
| Income tax relating to share-based payments | - | - | - | - | 0.3 | 0.3 |
| Balance at 30 June 2025 | 100.5 | 95.6 | 10.8 | (0.7) | (126.1) | 80.1 |
| Balance at 1 February 2024 | 73.2 | 56.8 | 5.6 | 0.4 | 224.4 | 360.4 |
| Total comprehensive income for H1 FY24 | | | | | | |
| Profit for the period | - | - | - | - | 5.0 | 5.0 |
| Other comprehensive expense for the period, net of tax | - | - | - | - | - | - |
| Total comprehensive income for the period | - | - | - | - | 5.0 | 5.0 |
| Issue of ordinary shares | 13.9 | 16.1 | - | - | - | 30.0 |
| Dividends paid | - | - | - | - | (358.4) | (358.4) |
| Balance at 31 July 2024 | 87.1 | 72.9 | 5.6 | 0.4 | (129.0) | 37.0 |

CONDENSED CONSOLIDATED BALANCE SHEET

AT 30 JUNE 2025

| | Note | Jun-25 £m | Jul-24 £m | Dec-24 £m |
|--|------|---------------|---------------|---------------|
| Non-current assets | | | | |
| Property, plant and equipment | | 2.2 | 1.8 | 1.7 |
| Goodwill | 4 | 31.0 | 0.3 | 0.3 |
| Investment in associate | | 7.5 | 9.7 | 9.6 |
| Other investments | | - | - | 3.2 |
| Other intangible assets | | 22.7 | 14.9 | 16.3 |
| Total non-current assets | | 63.4 | 26.7 | 31.1 |
| Current assets | | | | |
| Trade and other receivables | | 7.2 | 16.6 | 21.4 |
| Current tax assets | | 0.3 | - | - |
| Cash and cash equivalents | | 30.3 | 13.0 | 9.3 |
| Total current assets | | 37.8 | 29.6 | 30.7 |
| Total assets | | 101.2 | 56.3 | 61.8 |
| Current liabilities | | | | |
| Lease liabilities | | (1.0) | (0.7) | (0.7) |
| Trade and other payables | | (9.3) | (8.7) | (11.0) |
| Deferred income | | (6.7) | (6.7) | (7.6) |
| Current tax payable | | - | - | (0.1) |
| Total current liabilities | | (17.0) | (16.1) | (19.4) |
| Non-current liabilities | | | | |
| Interest bearing loans and borrowings | | (0.2) | (0.2) | (0.2) |
| Lease liabilities | | (0.9) | (0.9) | (0.7) |
| Deferred tax | | (3.0) | (2.1) | (2.5) |
| Total non-current liabilities | | (4.1) | (3.2) | (3.4) |
| Total liabilities | | (21.1) | (19.3) | (22.8) |
| Net assets | | 80.1 | 37.0 | 39.0 |
| Capital and reserves | | | | |
| Called up share capital | | 100.5 | 87.1 | 87.1 |
| Share premium account | | 95.6 | 72.9 | 72.9 |
| Other reserves | | 10.8 | 5.6 | 5.6 |
| Translation reserve | | (0.7) | 0.4 | 0.5 |
| Retained earnings | | (126.1) | (129.0) | (127.1) |
| Total equity attributable to equity shareholders of the Company | | 80.1 | 37.0 | 39.0 |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 JUNE 2025

| | Note | For the six months ended 30 June 2025 £m | For the six months ended 31 July 2024 £m | For the 11m period ended 31 December 2024 £m |
|--|------|---|---|---|
| Cash flows from operating activities | | | | |
| (Loss)/profit for the period | | (0.7) | 5.0 | 5.7 |
| Adjustment for taxation | | 0.7 | 2.0 | 2.5 |
| Share of result of associate | | 1.3 | 0.3 | 0.5 |
| Adjustment for net financing expense | | (0.3) | (4.3) | (4.4) |
| | | 1.0 | 3.0 | 4.3 |
| Depreciation and amortisation | | 3.8 | 2.9 | 5.6 |
| Share-based payments | | 1.4 | - | 1.0 |
| Changes in trade and other receivables | | 4.4 | (2.0) | (4.7) |
| Changes in trade and other payables | | (2.1) | 1.4 | (1.3) |
| Cash generated from operations | | 8.5 | 5.3 | 4.9 |
| Net taxation paid | | (0.3) | - | (0.1) |
| Bank interest paid | | (0.1) | (0.1) | (0.1) |
| Bank interest received | | 0.5 | 4.4 | 4.5 |
| Lease interest paid | | (0.1) | - | (0.1) |
| Net cash from operating activities | | 8.5 | 9.6 | 9.1 |
| Cash flows from investing activities | | | | |
| Settlement of tax balances arising from sale of motor group | | 10.0 | - | - |
| Proceeds from sale of motor group net of fees paid | | - | 391.2 | 395.4 |
| Purchase of property, plant, equipment and intangible assets | | (5.3) | (3.8) | (7.5) |
| Investment in associate | | - | (10.0) | (10.0) |
| Other investments | | - | - | (3.2) |
| Purchase of subsidiaries, net of cash acquired | | (25.6) | - | - |
| Net cash used in investing activities | | (20.9) | 377.4 | 374.7 |
| Cash flows from financing activities | | | | |
| Payment of lease liabilities | | (0.4) | - | (0.5) |
| Repayment of loans | | - | (93.0) | (93.0) |
| Proceeds from issue of share capital | | 34.0 | 30.0 | 30.0 |
| Payment of dividend | | - | (358.4) | (358.4) |
| Net cash outflow from financing activities | | 33.6 | (421.4) | (421.9) |
| Net increase/ (decrease) in cash and cash equivalents | | 21.2 | (34.4) | (38.1) |
| Effect of exchange rate changes on cash and cash equivalents | | (0.2) | - | - |
| Opening cash and cash equivalents | | 9.3 | 47.4 | 47.4 |
| Closing cash and cash equivalents | | 30.3 | 13.0 | 9.3 |

NOTES

1. Basis of Preparation

Pinewood Technologies Group PLC (the 'Company') is a public company incorporated, domiciled and registered in England in the UK. The registered number is 2304195 and the registered address is 2960 Trident Court, Solihull Parkway, Birmingham Business Park, Birmingham. B37 7YN. The condensed consolidated interim financial statements of the Company as at and for the six months ended 30 June 2025 comprise the Company and its subsidiaries (together referred to as the 'Group').

These condensed interim financial statements are unaudited and were approved by the Board of Directors on 24 September 2025.

Going concern

The Directors are, at the time of approving the financial statements, satisfied that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements.

The Group meets its day-to-day working capital requirements from operating in a net cash position and being a highly cash generative business. The Group also has a revolving credit facility of £10.0m which is undrawn. The Group remained compliant with its banking covenants throughout the period to 30 June 2025. As at 30 June 2025, the Group had cash of £30.3m.

The directors are mindful of the potential impact to macro-economic conditions but after assessing the risks do not believe there is a material risk to going concern.

Based on the above, the directors are confident that the Group and Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements, and therefore the directors believe it remains appropriate to prepare the financial statements on a going concern basis.

Alternative performance measures

The Group uses a number of key performance measures ('KPI's') which are non-IFRS measures to monitor the performance of its operations. The Group believes these KPI's provide useful historical financial information to help investors and other stakeholders evaluate the performance of the business and are measures commonly used by certain investors for evaluating the performance of the Group. In particular, the Group uses KPI's which reflect the underlying performance on the basis that this provides a more relevant focus on the core business performance of the Group. The Group has been using the following KPI's on a consistent basis and they are defined and reconciled as follows:

Underlying operating profit/profit before tax - results on an underlying basis exclude items that are not incurred in the normal course of business and are sufficiently significant and/or irregular to impact the underlying trends in the business. The detail of the non-underlying results is shown in note 7.

Operating profit reconciliation

| | Note | H1 FY25 £m | H1 FY24 £m |
|---|------|---------------|---------------|
| Underlying operating profit | | 4.1 | 4.0 |
| Share-based payments | | (1.4) | - |
| Transaction costs relating to the Seez acquisition | | (1.0) | - |
| Restructuring and transition costs following the sale of the UK Motor and Leasing businesses to Lithia UK Holding Limited | | (0.7) | (0.3) |
| Transaction costs relating to the sale of the UK Motor and Leasing businesses to Lithia UK Holding Limited | | - | (0.7) |
| Non-underlying operating (loss)/profit items | | (3.1) | (1.0) |
| Operating profit | | 1.0 | 3.0 |

Profit before tax reconciliation

| | Note | H1 FY25 £m | H1 FY24 £m |
|---|------|---------------|---------------|
| Underlying profit before tax | | 4.4 | 4.0 |
| Non-underlying operating (loss)/profit items (see reconciliation above) | | (3.1) | (1.0) |
| Non-underlying net finance income | 7 | - | 4.3 |
| Share of loss in associate | | (1.3) | (0.3) |
| Non-underlying operating loss and finance costs items | | (4.4) | 3.0 |
| Profit before tax | | - | 7.0 |

Profit after tax reconciliation

| | Note | H1 FY25 £m | H1 FY24 £m |
|---|------|---------------|---------------|
| Underlying profit after tax | | 3.2 | 2.9 |
| Non-underlying operating (loss)/profit items (see reconciliation above) | | (4.4) | 3.0 |
| Non-underlying tax | 7 | 0.5 | (0.9) |
| Non-underlying operating loss, finance costs and tax items | | (3.9) | 2.1 |
| Profit after tax | | (0.7) | 5.0 |

Basic earnings per share ('earnings per share') – Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the period. A full reconciliation of how this is derived is found in note 12.

Diluted earnings per share – Diluted earnings per share is calculated by dividing the profit and loss attributable to ordinary shareholders by the weighted average number of ordinary shares in issue taking account of the effects of all dilutive potential ordinary shares, which comprise of share options granted to employees and LTIPs. A full reconciliation of how this is derived is found in note 12.

Underlying EBITDA reconciliation

| | H1 FY25 £m | H1 FY24 £m |
|-------------------------------|---------------|---------------|
| Underlying operating profit | 4.1 | 4.0 |
| Depreciation and amortisation | 3.8 | 2.9 |
| Underlying EBITDA | 7.9 | 6.9 |

EBITDA margin % – EBITDA divided by Revenue

2. Statement of compliance

This condensed consolidated interim financial report for the half-year reporting period ended 30 June 2025 has been prepared in accordance with the UK-adopted International Accounting Standard 34, 'Interim Financial Reporting' and the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority. It does not include all the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group as at and for the 11-month period ended 31 December 2024, which are prepared in accordance with UK-adopted International Accounting Standards.

These condensed consolidated interim financial statements were approved by the board of directors on 24 September 2025.

3. Significant accounting policies

As required by the Disclosure and Transparency Rules of the Financial Conduct Authority, the condensed set of financial statements has been prepared applying the accounting policies and presentation that were applied in the preparation of the Company's published consolidated financial statements for the 11 month period ended 31 December 2024, except as explained below.

Adoption of new and revised standards

The following amended standards and interpretations have been adopted during the year and have not had a significant impact on the Group's consolidated financial statements:

Amendment to IFRS 16 – Leases on sale and leaseback

Amendment to IAS 1 – Non-current liabilities with covenants

Amendment to IAS 7 and IFRS 7 – Supplier finance agreements

Amendments to IAS 21 – The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability

4. Estimates and judgements

In preparing these interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the 11 month period ended 31 December 2024.

On 4 March 2025, the Group acquired Seez App Holding Limited. Under IFRS 3 Business Combinations, the identifiable assets acquired and liabilities assumed must be recognised at their acquisition-date fair values. The purchase price allocation ("PPA") exercise to determine the fair values of the acquired net assets, including any separately identifiable intangible assets, is currently in progress.

The accounting for the business combination has been presented on a provisional basis in these interim financial statements. At this stage, the excess of the consideration transferred over the provisional fair value of net assets acquired has been recognised entirely as goodwill. The Group expects that a portion of this provisional goodwill will be reclassified to other categories of separately identifiable intangible assets once the PPA exercise has been finalised, any adjustments arising will be reflected in the Group's annual consolidated financial statements for the year ending 31 December 2025.

5. Comparative figures

The comparative figures for the 11 month period ended 31 December 2024 are extracted from the Group's statutory accounts for that financial period. Those accounts have been reported on by the company's auditor and delivered to the registrar of companies. The report of the auditor was (i) unqualified, (ii) did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying their report, and (iii) did not contain a statement under section 498(2) or (3) of the Companies Act 2006.

6. Revenue

The Group's main operations and revenue streams are those described in the last annual financial statements. All the Group's revenue is derived from contracts with customers.

Disaggregation of revenue

In the following table, revenue is disaggregated by primary geographical market and timing of revenue recognition.

| For the six months ending 30 June 2025 | H1 FY25 £m | H1 FY24 £m |
|--|---------------|---------------|
| Primary geographical markets | | |
| UK | 15.3 | 14.7 |
| Asia-Pacific and Middle East | 1.7 | 0.3 |
| Europe (excluding UK) | 1.1 | 0.7 |
| North and Central America | 1.1 | - |
| Africa | 0.4 | 0.4 |
| Revenue | 19.6 | 16.1 |
| Major products/service lines | | |
| Software revenue | 18.7 | 16.1 |
| Software development revenue | 0.9 | - |
| Revenue | 19.6 | 16.1 |
| Timing of revenue recognition | | |
| At point in time | 4.0 | 1.6 |
| Over time | 15.6 | 14.5 |
| Revenue | 19.6 | 16.1 |

7. Non-underlying Items

Non-underlying income and expenses are items that are not incurred in the normal course of business and are sufficiently significant and/or irregular to impact the underlying trends in the business.

| | H1 FY25 £m | H1 FY24 £m |
|---|---------------|---------------|
| Within administrative expenses: | | |
| Share-based payments | (1.4) | - |
| Transaction costs relating to the equity raise and Seez acquisition | (1.0) | - |
| Restructuring and transition costs following the sale of the UK Motor and Leasing businesses to Lithia UK Holding Limited | (0.7) | (0.3) |
| Transaction costs relating to the sale of the UK Motor and Leasing businesses to Lithia UK Holding Limited | - | (0.7) |
| | (3.1) | (1.0) |
| Within other costs and income: | | |
| Interest receivable on cash held at bank prior to payment of special dividend | - | 4.3 |
| Share of loss in associate | (1.3) | (0.3) |
| | (1.3) | 4.0 |
| Total non-underlying items before tax | (4.4) | 3.0 |
| Non-underlying items in tax | 0.5 | (0.9) |
| Total non-underlying items after tax | (3.9) | 2.1 |

There were £3.1m of non-underlying administration expenses in the period. These included a share-based payment charge of £1.4m arising on LTIPs issued to employees as well as transaction costs of £1.0m relating to the equity raise and acquisition of Seez App Holding Limited which completed on 4 March 2025. In addition, there were £0.7m of restructuring costs relating to the sale of the UK Motor and Leasing businesses to Lithia UK Holding Limited which completed on 31 January 2024.

The Group share of the result from Pinewood North America, LLC, is treated as a non-underlying item. The income and costs in Pinewood North America, LLC, represent the phase of launching the Group's system into the North American DMS market. The North American DMS market is c.20,000 franchised dealerships. Once the Group achieves a market share of 0.1% or 20 dealers, with the Pinewood system fully implemented in these dealers, the Pinewood share of Pinewood North America, LLC, will be treated as underlying. Until this point, any share of income and expenditure will be the non-recurring entry phase to the North American market and shown as non-underlying.

The revenue arising from the sale of software development services to Pinewood North America LLC has been shown as part of the underlying business as it has arisen from Pinewood's core operating activities, which are the development and sale of software. The software development revenue of £0.9m (H1 2024 £0.0m) is shown in note 6.

In H1 FY24 The £4.3m of non-underlying interest receivable was interest earned on cash held while the Group was finalising the £358.4m dividend to shareholders that related to the Lithia transaction.

8. Segmental Analysis

The Group adopts IFRS 8 "Operating Segments", which determines and presents operating segments based on information provided to the Group's Chief Operating Decision Maker ("CODM"), Bill Berman, Chief Executive Officer. The CODM receives information about the Group overall and therefore there is one operating segment.

9. Finance expense

Recognised in profit and loss

| | H1 FY25 £m | H1 FY24 £m |
|---|---------------|---------------|
| Revolving Credit Facility non-utilisation fee | (0.1) | (0.1) |
| Lease Interest | (0.1) | - |
| Total finance expense | (0.2) | (0.1) |

10. Finance income

Recognised in profit and loss

| | H1 FY25 £m | H1 FY24 £m |
|--|---------------|---------------|
| Interest receivable on cash held at bank | 0.5 | 4.4 |
| Total finance income | 0.5 | 4.4 |

11. Taxation

The effective tax rate on underlying profit for H1 FY25 is 27.3% (H1 FY24: 27.5%). The effective tax rate for the first half of 2025 is higher than the corporate tax rate of 25% primarily due to losses arising in overseas territories for which the availability of future tax relief is uncertain and on which no deferred tax asset is provided.

12. Earnings per share

| | H1 FY25 Earnings per Share Pence | H1 FY25 Earnings £m | *Restated H1 FY24 Earnings per Share Pence | H1 FY24 Earnings £m |
|-------------------------------------|---|---------------------------|--|---------------------------|
| Basic earnings per share | (0.7) | (0.7) | 3.8 | 5.0 |
| Diluted earnings per ordinary share | (0.7) | (0.7) | 3.8 | 5.0 |

| Number of shares (millions) | H1 FY25 Number | *Restated H1 FY24 Number |
|--|-------------------|--------------------------------|
| Weighted average number of shares used in basic and adjusted earnings per share calculation | 96.6 | 131.5 |
| Weighted average number of dilutive shares under option | 0.1 | - |
| Diluted weighted average number of shares used in diluted earnings per share calculation | 96.7 | 131.5 |
| Non-dilutive shares under option | 10.4 | 2.3 |

* The Group has made adjustments to the calculation of the weighted average number of shares which affects the earnings per share for H1 FY24. In accordance with IAS 33, the weighted average number of ordinary shares in both the current and prior period has been adjusted for the effects of the share consolidation and special dividend announced in April 2024, as well as the equity raise completed in February 2025.

13. Related party transactions

The Group entered into the following transactions with related parties in the 6 months ended 30 June 2025:

| Related Party | Relationship | 6m period ended 30 June 2025 Sale of Services £m | 6m period ended 30 June 2025 Purchase of Services £m | 6m period ended 31 July 2024 Sale of Services £m | 6m period ended 31 July 2024 Purchase of Services £m |
|----------------------------|------------------------------------|---|--|---|--|
| Lithia UK Holdings Limited | Subsidiary of 22.1% shareholder | 4.6 | 0.3 | 4.2 | 0.3 |
| Pinewood North America LLC | Equity Undertaking | 0.9 | - | - | - |

14. Post Balance Sheet Events

On 31 July 2025, the Group completed the acquisition of the remaining 51 per cent. interest in Pinewood North America LLC (the "Joint Venture") from Lithia UK Holdings Limited, a wholly-owned subsidiary of Lithia Motors, Inc for a total consideration of \$76.5 million. Following completion Pinewood North America LLC became a 100 per cent. Subsidiary of the Group. The consideration was satisfied by the issue of 14,560,691 new ordinary shares in the capital of Pinewood Technologies Group plc issued at a price of 386.5 pence per share.

On 31 July 2025 the Group completed the acquisition of certain key assets comprising of, amongst others, customer contracts relating to the software-as-a-service business offering from certain entities within the Motify Group for a total cash consideration of £2.5m, which was payable at completion. This acquisition will enable the Group to fully control its sales and customer service functions within various Southern African markets.

15. Risks and uncertainties

The Board maintains a policy of continuous identification and review of risks which may cause our actual future Group results to differ materially from expected results.

The principal risks identified were: failure to deliver or maintain robust cyber security credentials throughout our system and failure to protect our software assets from security threats, failure to comply with legal or regulatory requirements relating to data security or data privacy, failure to retain key personnel or recruit the necessary additional talent to deliver our strategic ambitions, failure to deliver service levels and contractual agreements to our customers, failure to implement our

strategy effectively through inability to deliver software development, failure to maintain current technology, or identify and adapt to new technological opportunities, failure to meet competitive challenges such as the entry of a new competitor and deterioration of global economic and business conditions impacting customers' willingness or ability to pay for our software or adopt a new system.

The Risk Control Group has met to consider these risks and uncertainties and will continue to monitor how these risks evolve. The Board has recently reviewed the risk factors and confirms that they remain an appropriate assessment of our risks for the rest of the current year. The Board considers the main areas of risk and uncertainty that could impact profitability to be cyber security risk and general economic and business conditions.

16. Responsibility Statement

We confirm that to the best of our knowledge:

(a) The condensed set of financial statements has been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by the United Kingdom;

(b) The interim management report includes a fair review of the information required by:

(i) DTR 4.2.7R of the Disclosure Guidance and Transparency Rules, being an indication of important events that have occurred during the first six months of the financial year and their impact on the condensed set of financial statements; and a description of the principal risks and uncertainties for the remaining five months of the financial year; and

(ii) DTR 4.2.8R of the Disclosure Guidance and Transparency Rules, being related party transactions that have taken place in the first six months of the current financial year and that have materially affected the financial position or performance of the entity during that period; and any changes in the related party transactions described in the last annual report that could do so.

By order of the Board,

W Berman

Chief Executive Officer

O Mann

Chief Financial Officer

24 September 2025