

PINEWOOD.AI

AUTOMOTIVE INTELLIGENCE

Pinewood Technologies Group PLC

Half year results for the 6 months to 30 June 2026

- **Strong strategic and operational progress, alongside continued growth**
- **North American roll-out gathering momentum, with first US go-lives due in Q4**
- **Recommended acquisition by Ridgview Partners to support Pinewood.AI's next phase of growth**

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 2026.

Group Financial Summary

£m, unless stated	6m period ended 30 June 2026 (H1 FY26)	6m period ended 30 June 2025 (H1 FY25)	% Change
Underlying Revenue	23.2	19.6	18.4%
Underlying Gross Profit	19.8	17.0	16.5%
Underlying EBITDA	8.8	7.9	11.4%
Underlying Profit Before Tax	3.8	4.4	(13.6%)
Underlying Operating Profit	3.9	4.1	(4.9%)
Cash	23.9	30.3	(21.1%)

Financial Highlights

- Underlying Revenue up 18.4% to £23.2m (H1 FY25: £19.6m), driven by new customers, cross-sell of products to existing customers and the impact of six months revenue from Seez
- Recurring revenue increased to £19.6m in H1 FY26 (H1 FY25: £16.8m), representing 84.5% of underlying revenue (H1 FY25: 85.7%)
- Underlying Gross profit up 16.5% to £19.8m (H1 FY25: £17.0m), with an underlying gross profit margin of 85.3% (H1 FY25: 86.7%)
- Underlying EBITDA up 11.4% to £8.8m (H1 FY25: £7.9m), with an underlying EBITDA margin of 37.9% (H1 FY25: 40.3%)
- H1 FY26 underlying profit before tax of £3.8m down 13.6% (H1 FY25: £4.4m)
- Cash of £23.9m down from £30.3m at 30 June 2025, reflecting continued investment in the North American market

Operational Highlights

- Net customer churn remained very low at 0.7% for H1 FY26 (H1 FY25: 0.3%), reflecting high levels of customer retention and the embedded nature of the platform within customers' operations
- Strong momentum towards North America roll-out:

- Two Lithia US dealers set to go live with Pinewood.AI as their core platform in Q4 2026
- Wider roll-out across Lithia's US and Canadian dealerships expected to commence in H1 2027
- Integration work with US OEMs progressing well, with several integrations already complete and a significant number on track for completion by the end of 2026
- Pinewood.AI product team continuing to enhance the platform to meet the specific needs of North American customers
- In the UK, implementation of Pinewood.AI platform across Lookers' dealerships progressing well
- Several Seez AI products now fully integrated into the Pinewood Automotive Intelligence™ Platform

Post-Period End Updates

- On 19 August 2026, a recommended firm offer for the entire issued and to be issued share capital of Pinewood.AI was announced by U.K. Piston Bidco Limited (Bidco), whose ultimate parent company is Ridgeview Partners LLC. Under the terms of the acquisition, shareholders may either elect to sell their shares to Bidco for £4.48 per share in cash or accept a rollover alternative into equity of an entity forming part of the Bidco group.
- Following Pinewood.AI shareholder approval of the acquisition, which was obtained on 25 September 2026, the acquisition is subject to the sanction of the UK High Court at a hearing which will be held on 7 October 2026. It is expected to become effective shortly thereafter.

Outlook

- The Board remains confident in the Group's prospects and expects underlying EBITDA for FY26 to be in line with its previous expectations¹
- The Board also reaffirms its expectation that the Group will achieve underlying EBITDA of £62m by FY28¹. This is underpinned by strong visibility from the Group's existing signed contracts and a significant pipeline of opportunities

¹ Per the Rule 2.7 announcement released on 19 August 2026, the Group expects FY26 underlying EBITDA to be £21m and FY28 underlying EBITDA to be £62m

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

"Pinewood.AI has made strong strategic and operational progress in the first half of the year as we continue to build the foundations for our next phase of growth. We have made significant strides towards our North American roll-out, with the first two Lithia US dealerships due to go live later this year, while continuing to successfully implement our system across Lookers' dealerships in the UK. At the same time, we have continued to invest in and enhance the Pinewood.AI platform, including integrating a number of Seez AI products, which are already strengthening our customer proposition and contributing to the performance of the Group.

"The recommended acquisition by Ridgeview Partners marks an exciting next chapter for Pinewood.AI. We believe Ridgeview will provide the investment, expertise and backing needed to accelerate our growth and make the most of the significant market opportunity ahead, particularly in North America. None of the progress we have made would have been possible without the continued hard work and commitment of our associates, and I would like to thank them for their contribution."

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_HY26

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:

Pinewood Technologies Group PLC
Bill Berman (Chief Executive Officer)
Ollie Mann (Chief Financial Officer)

InvestorRelations@Pinewood.AI

Headland
Henry Wallers
Jack Gault

pinewood@headlandconsultancy.com
Tel: 07876 562436
Tel: 07799 089357

Chief Executive's Review

The first half of 2026 has been a period of strong strategic and operational progress for Pinewood.AI, as we have continued to grow our customer base in the UK, the rest of Europe and in other markets around the world. A key area of focus has been continuing to enhance the platform to meet the evolving needs of our customers. These developments are delivering benefits across our customer base, from single dealer groups through to large enterprise customers such as Lithia UK and Lookers.

We have also made significant strides in preparing the Pinewood.AI platform for deployment in North America. A key part of doing this has been integrating with the OEMs that Lithia partners within the United States and Canada. We have made strong progress during 2026, with integrations for certain OEMs already complete and a significant number of others on track for completion by the end of the year. Alongside this, our product teams have been carrying out a large amount of development work to ensure the Pinewood.AI platform is ready to meet the specific requirements of the North American market.

While this development and product work has been taking place, we have been working with the Lithia North America teams to test the platform in the United States and ensure we have a first-class offering ready for deployment. This testing phase is nearing completion, with two Lithia dealers in the United States due to go live with Pinewood.AI as their core platform in Q4 2026. The wider roll-out across the rest of Lithia's North American dealers is expected to commence in H1 2027 and complete in 2028.

As the Pinewood.AI system goes live across the first Lithia dealerships, we will look to build on the significant interest generated at the North American Dealer Association (NADA) conference in Las Vegas in February 2026. Having our platform live in the United States with a customer of Lithia's scale and reputation will be an important milestone as we look to secure further customers across North America.

Our technology is underpinned by a number of important competitive advantages. The quality and depth of our proprietary data makes the Pinewood.AI platform difficult to replicate, including by AI agents. This is reinforced by the complexity of OEM integrations, which are specific to individual manufacturers and markets, as well as the technical expertise and longstanding OEM relationships required to develop and maintain them.

We continue to expand the range of add-on products available through Pinewood.AI, creating further opportunities to cross-sell into our existing customer base while strengthening our proposition to new customers. The Seez AI products have been significantly enhanced as they have been fully integrated with the Pinewood platform and are already delivering benefits for customers. In addition, our embedded Data & Analytics dashboards have proved extremely popular, while we have recently introduced an advanced online service booking tool. All of this has contributed to an improved net customer churn of -0.7% in H1 FY26 (H1 FY25: 0.3%).

The recommended acquisition by Ridgeview Partners, announced in August 2026, represents an exciting next chapter for both customers and our valued employees. Ridgeview bring significant experience and expertise in the technology sector

and, with its investment and strategic support, we believe Pinewood.AI will be well-positioned to accelerate its growth and realise the significant market opportunity ahead.

Bill Berman
Chief Executive
30 September 2026

Operating and Financial Review

	6m period ended 30 June 2026 (H1 FY26)	6m period ended 30 June 2025 (H1 FY25)	Change
£m			
Underlying Revenue	23.2	19.6	18.4%

Underlying Gross Profit	19.8	17.0	16.5%
<i>Underlying gross margin rate</i>	85.3%	86.7%	(1.4%)
Underlying Administrative Expenses	(15.9)	(12.9)	23.3%
Underlying Operating Profit	3.9	4.1	(4.9%)
Net underlying finance (expense) / income	(0.1)	0.3	(133.3%)
Underlying Profit Before Tax	3.8	4.4	(13.6%)

£m	6m period ended 30 June 2026 (H1 FY26)	6m period ended 30 June 2025 (H1 FY25)	Change
Underlying Operating Profit	3.9	4.1	(4.9%)
Depreciation and Amortisation	4.9	3.8	28.9%
Underlying EBITDA	8.8	7.9	11.4%

Operating Review

Pinewood.AI is a cloud-based software business that provides an automotive retail ecosystem in the UK and 35 other countries worldwide (H1 FY25: 35). 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 complementary 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’s system is a market-leading automotive intelligence platform, which has been developed collaboratively with dealers and OEMs to provide secure software across sales, aftersales, accounting and CRM and has focused on developing recurring revenue streams. In H1 FY26, 84.5% of Pinewood.AI’s underlying revenues were on a recurring basis (H1 FY25: 85.7%). During H1 FY26 there has been net customer churn of 0.7% (H1 FY25: 0.3%). This extremely low net churn reflects the ‘stickiness’ of the Pinewood.AI system.

In H1 FY26, Pinewood.AI increased its investment in its systems with £7.6m of development expenditure of which £5.8m was capitalised (76.3% capitalisation rate) (H1 FY25: £6.7m of which £5.2m was capitalised, 77.6% capitalisation rate). The main focuses for the development team during H1 FY26 have been ‘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 16.8% from £19.6m in H1 FY25 to £22.9m in H1 FY26 and gross profit increased by 14.7% from £17.0m in H1 FY25 to £19.5m in H1 FY26. Underlying Revenue increased by 18.4% from £19.6m in H1 FY25 to £23.2m in H1 FY26

and underlying gross profit increased by 16.5% from £17.0m in H1 FY25 to £19.8m in H1 FY26. £19.6m of the H1 FY26 underlying revenue of £23.2m was recurring (84.5%) (H1 FY25: £16.8m of £19.6m, 85.7%). Underlying profit before tax decreased from £4.4m in H1 FY25 to £3.8m in H1 FY26.

The decrease in the underlying gross margin rate from 86.7% in H1 FY25 to 85.3% in H1 FY26 was primarily 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 FY26 increased by 23.3% compared to H1 FY25 from £12.9m to £15.9m. £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 FY26 was £3.9m, a decrease of 4.9% from £4.1m in H1 FY25.

In H1 FY26, there was a non-underlying loss before tax of £13.5m (H1 FY25: £4.4m loss). This consisted of a £0.3m debit to revenue relating to amortisation of Global Auto Holdings warrants (H1 FY25: £nil), one-off transaction related costs of £0.9m (H1 FY25: £1.7m), share based payment costs of £2.2m (H1 FY25: £1.4m), amortisation of acquisition related intangibles of £4.0m (H1 FY25: £nil), finance income of £0.2m (H1 FY25: £nil), a £9.1m loss from the subsidiary, Pinewood North America, LLC, since Lithia's share was bought in July 2025 (H1 FY25: £nil) and a gain on financial instruments of £2.8m (H1 FY25: £nil). The losses from Pinewood North America, LLC will move into underlying once there are 20 dealerships in North America on the Pinewood Dealer Management System.

The operating loss of £12.6m (H1 FY25: £1.0m profit) was made up of the underlying operating profit of £3.9m and the non-underlying operating loss of £16.5m. The loss before tax of £9.7m (H1 FY25: £nil) was a result of the underlying profit before tax of £3.8m and the non-underlying loss before tax of £13.5m.

Group net assets were £198.9m at 30 June 2026 (30-Jun-2025: £80.1m), with the main balances being £54.9m of goodwill (30-Jun-2025: £31.0m), a £160.2m other intangibles balance (30-Jun-2025: £22.7m), £23.9m of cash (30-Jun-2025: £30.3m) and £8.1m of deferred income (30-Jun-2025: £6.7m).

Cash at the start of FY26 was £34.1m and the main movements to arrive at the £23.9m at the end of June 2026 were £9.1m of costs for the North America subsidiary and the buyout of the Netherlands reseller for £3.4m.

**CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE SIX MONTHS ENDED 30 JUNE 2026**

		Underlying H1 FY26	Non- underlying H1 FY26	Total H1 FY26	Underlying H1 FY25	Non- underlying H1 FY25	Total H1 FY25
	Note	£m	£m	£m	£m	£m	£m
Revenue	6	23.2	(0.3)	22.9	19.6	-	19.6
Cost of sales		(3.4)	-	(3.4)	(2.6)	-	(2.6)
Gross profit		19.8	(0.3)	19.5	17.0	-	17.0
Administrative expenses		(15.9)	(16.2)	(32.1)	(12.9)	(3.1)	(16.0)
EBITDA		8.8	(12.4)	(3.6)	7.9	(3.1)	4.8
Depreciation		(0.9)	(0.1)	(1.0)	(0.3)	-	(0.3)
Amortisation		(4.0)	(4.0)	(8.0)	(3.5)	-	(3.5)
Operating profit / (loss)		3.9	(16.5)	(12.6)	4.1	(3.1)	1.0
Finance expense	9	(0.3)	-	(0.3)	(0.2)	-	(0.2)
Finance income	10	0.2	0.2	0.4	0.5	-	0.5
Net fair value gain / (losses) on financial instruments		-	2.8	2.8	-	-	-
Share of loss in associate		-	-	-	-	(1.3)	(1.3)
Profit / (loss) before taxation		3.8	(13.5)	(9.7)	4.4	(4.4)	-
Income tax expense / (credit)	11	(1.2)	3.2	2.0	(1.2)	0.5	(0.7)
Profit / (loss) for the period		2.6	(10.3)	(7.7)	3.2	(3.9)	(0.7)
Earnings per share							
Basic earnings per share	12			(6.7p)			(0.7p)
Diluted earnings per share	12			(6.7p)			(0.7p)

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30 JUNE 2026**

	H1 FY26 £m	H1 FY25 £m
(Loss)/Profit for the period	(7.7)	(0.7)
Other comprehensive income		
Items that are or may be reclassified to profit and loss:		
Foreign currency translation differences of foreign operations	0.4	(1.2)
Other comprehensive (expense)/income for the period, net of tax	0.4	(1.2)
Total comprehensive income for the period	(7.3)	(1.9)

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 30 JUNE 2026**

	Share capital £m	Share premium £m	Other reserves £m	Translation reserve £m	Retained earnings £m	Total £m
Balance at 1 January 2026	115.1	95.7	66.6	(0.2)	(73.0)	204.2
Total comprehensive income for H1 FY26						
Loss for the period	-	-	-	-	(7.7)	(7.7)
Other comprehensive expense for the period, net of tax	-	-	-	0.4	-	0.4
Total comprehensive income for the period	-	-	-	0.4	(7.7)	(7.3)
Share-based payments	-	-	-	-	2.2	2.2
Income tax relating to share-based payments	-	-	-	-	(0.2)	(0.2)
Balance at 30 June 2026	115.1	95.7	66.6	0.2	(78.7)	198.9
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

CONDENSED CONSOLIDATED BALANCE SHEET
AT 30 JUNE 2026

	Note	Jun-26 £m	Jun-25 £m	Dec-25 £m
Non-current assets				
Property, plant and equipment		7.7	2.2	2.3
Goodwill	4	54.9	31.0	51.5
Other intangible assets		160.2	22.7	161.7
Contract assets		6.0	-	6.3
Investment in associate		-	7.5	-
Total non-current assets		228.8	63.4	221.8
Current assets				
Trade and other receivables		8.4	7.2	10.3
Contract assets		0.8	-	0.8
Current tax assets		-	0.3	-
Cash and cash equivalents		23.9	30.3	34.1
Total current assets		33.1	37.8	45.2
Total assets		261.9	101.2	267.0
Current liabilities				
Lease liabilities		(0.8)	(1.0)	(0.7)
Trade and other payables		(11.0)	(9.3)	(10.7)
Deferred income		(8.1)	(6.7)	(7.5)
Current tax payable		(1.0)	-	(0.2)
Total current liabilities		(20.9)	(17.0)	(19.1)
Non-current liabilities				
Interest bearing loans and borrowings		(0.2)	(0.2)	(0.2)
Lease liabilities		(4.8)	(0.9)	(0.6)
Other liabilities		(5.1)	-	(7.9)
Deferred tax		(32.0)	(3.0)	(35.0)
Total non-current liabilities		(42.1)	(4.1)	(43.7)
Total liabilities		(63.0)	(21.1)	(62.8)
Net assets		198.9	80.1	204.2
Capital and reserves				
Called up share capital		115.1	100.5	115.1
Share premium account		95.7	95.6	95.7
Other reserves		66.6	10.8	66.6
Translation reserve		0.2	(0.7)	(0.2)
Retained earnings		(78.7)	(126.1)	(73.0)
Total equity attributable to equity shareholders of the Company		198.9	80.1	204.2

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 30 JUNE 2026

	Note	For the six months ended 30 June 2026 £m	For the six months ended 30 June 2025 £m	For the 12m period ended 31 December 2025 £m
Cash flows from operating activities				
(Loss)/Profit for the period		(7.7)	(0.7)	50.3
Adjustment for taxation		(2.0)	0.7	(0.6)
Gain on remeasurement of previously held equity interest		-	-	(60.8)
Share of result of associate		-	1.3	1.6
Net fair value losses on financial instruments		(2.8)	-	0.8
Adjustment for net financing expense		0.1	(0.3)	(0.7)
		(12.4)	1.0	(9.4)
Depreciation and amortisation		9.0	3.8	12.1
Share-based payments		2.2	1.4	3.6
Changes in trade and other receivables		2.2	4.4	0.3
Changes in trade and other payables		0.7	(2.1)	(0.1)
Cash generated from operations		1.7	8.5	6.5
Net taxation paid		(0.3)	(0.3)	(0.6)
Bank interest paid		(0.1)	(0.1)	(0.1)
Bank interest received		0.4	0.5	1.1
Lease interest paid		(0.4)	(0.1)	(0.1)
Net cash from operating activities		1.3	8.5	6.8
Cash flows from investing activities				
Purchase of property, plant, equipment and intangible assets		(8.0)	(5.3)	(11.4)
Acquisition of resellers, net of cash acquired		(3.3)	-	(2.8)
Acquisition of subsidiaries, net of cash acquired		-	(25.7)	(10.7)
Settlement of tax balances arising from sale of motor group		-	10.0	10.0
Net cash used in investing activities		(11.3)	(21.0)	(14.9)
Cash flows from financing activities				
Proceeds from issue of share capital		-	35.7	35.7
Cost of issuing share capital		-	(1.6)	(1.6)
Payment of lease liabilities		(0.4)	(0.4)	(1.2)
Net cash (outflow) / inflow from financing activities		(0.4)	33.7	32.9
Net increase / (decrease) in cash and cash equivalents		(10.4)	21.2	24.8
Effect of exchange rate changes on cash and cash equivalents		0.2	(0.2)	-
Opening cash and cash equivalents		34.1	9.3	9.3
Closing cash and cash equivalents		23.9	30.3	34.1

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 One Central Boulevard, 1st Floor, Blythe Valley Park, Solihull. B90 8BG. The condensed consolidated interim financial statements of the Company as at and for the six months ended 30 June 2026 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 30 September 2026.

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. The Group also has a revolving credit facility of £10.0m which is undrawn, expires in February 2027 and the Group is in the process of renewing. The Group remained compliant with its banking covenants throughout the period to 30 June 2026. As at 30 June 2026, the Group had cash of £23.9m.

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 FY26 £m	H1 FY25 £m
Underlying operating profit		3.9	4.1
Administrative expenses in Pinewood North America, LLC as subsidiary		(9.1)	-
Amortisation of Intangibles arising on acquisition		(4.0)	-
Share-based payments		(2.2)	(1.4)
Restructure and transitions costs, including transaction fees, following acquisitions		(0.8)	(1.0)
Amortisation of Global Auto Holdings warrants against revenue		(0.3)	-
Restructuring and transition costs following the sale of the UK Motor and Leasing businesses to Lithia UK Holding Limited		(0.1)	(0.7)
Non-underlying operating loss items		(16.5)	(3.1)
Operating (loss) / profit		(12.6)	1.0

Profit before tax reconciliation

	Note	H1 FY26 £m	H1 FY25 £m
Underlying profit before tax		3.8	4.4
Non-underlying operating loss items (see reconciliation above)		(16.5)	(3.1)
Finance income in Pinewood North America, LLC as subsidiary	7	0.2	-
Net fair value gain / (losses) on financial instruments	7	2.8	-
Group share of result of Pinewood North America, LLC as associate		-	(1.3)
Non-underlying operating loss and finance costs items		(13.5)	(4.4)
Loss before tax		(9.7)	-

Profit after tax reconciliation

	Note	H1 FY26 £m	H1 FY25 £m
Underlying profit after tax		2.6	3.2
Non-underlying operating (loss)/profit items (see reconciliation above)		(13.5)	(4.4)
Non-underlying tax	7	3.2	0.5
Non-underlying operating loss, finance costs and tax items		(10.3)	(3.9)
Loss after tax		(7.7)	(0.7)

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.

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 2026 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 12-month period ended 31 December 2025, 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 30 September 2026.

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 12 month period ended 31 December 2025, 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 9 and IFRS 7 - Classification and Measurement of Financial Instruments

Annual improvements to IFRS – Volume 11

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 12 month period ended 31 December 2025.

On 26 February 2026, the Group acquired Grayhams B.V. 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 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 2026.

In the prior period, the acquisition accounting for Seez App Holding Limited, which was acquired on 4 March 2025, was provisional with the fair value of net assets acquired recognised entirely as goodwill. During the measurement period, the Group completed its assessment and identified additional intangible assets. This adjustment has been applied retrospectively and is reflected in full in the audited financial statements for the year-ended 31 December 2025. The additional amortisation attributable to the comparative interim period ended 30 June 2025 is not material. Accordingly, the comparative figures in these interim statements have not been restated.

5. Comparative figures

The comparative figures for the 12 month period ended 31 December 2025 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 2026	H1 FY26 £m	H1 FY25 £m
Primary geographical markets		
UK	17.6	15.3
Asia-Pacific and Middle East	2.5	1.7
Europe (excl. UK)	1.6	1.1
Africa	1.2	0.4
North & Central America	-	1.1
Revenue	22.9	19.6
Major products/service lines		
Software revenue	22.9	18.7
Software development revenue	-	0.9
Revenue	22.9	19.6
Timing of revenue recognition		
At point in time	5.3	4.0
Over time	17.6	15.6

Revenue	22.9	19.6
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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 FY26 £m	H1 FY25 £m
Within revenue:		
Amortisation of Global Auto Holdings warrants against revenue	(0.3)	-
Within administrative expenses:		
Administrative expenses in Pinewood North America, LLC as subsidiary	(9.1)	-
Amortisation of Intangibles arising on acquisition	(4.0)	-
Share-based payments	(2.2)	(1.4)
Restructure and transitions costs, including transaction fees, following acquisitions	(0.8)	(1.0)
Restructuring and transition costs following the sale of the UK Motor and Leasing businesses to Lithia UK Holding Limited	(0.1)	(0.7)
	(16.5)	(3.1)
Within other costs and income:		
Finance income in Pinewood North America, LLC as subsidiary	0.2	-
Net fair value gain / (losses) on financial instruments	2.8	-
Group share of result of Pinewood North America, LLC as associate	-	(1.3)
	3.0	(1.3)
Total non-underlying items before tax	(13.5)	(4.4)
Non-underlying items in tax	3.2	0.5
Total non-underlying items after tax	(10.3)	(3.9)

There were £13.5m of non-underlying items before tax in the period. These included £0.3m of amortisation on the Global Auto Holdings warrants against revenue, as well as a gain of £2.8m on the fair value movement of the warrants. There were share-based payment charges of £2.2m arising on LTIPs issued to employees and transaction costs of £0.8m driven by the acquisition of Grayhams B.V on 26 February 2026, as well as restructuring costs following acquisitions completed in the prior period. In addition, there were £0.1m 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 loss incurred by 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.

In the prior period, revenue arising from the sale of software development services to Pinewood North America LLC was shown as part of the underlying business as it arose from Pinewood's core operating activities, which are the development and sale of software. In the 6 months to 30 Jun 2026 this was £nil (H1 2025 £0.9m), see note 6.

8. Segmental Analysis

In the 6 months ended 30 June 2026 there were two reportable segments, as described below, which were the Group's strategic business units. The segments offered different ranges of products and services and were managed separately. For each of these segments, the Group's Chief Operating Decision Maker (CODM) was Bill Berman Chief Executive Officer. The CODM receives internal management reports on at least a monthly basis.

The review of these management reports enabled the CODM to allocate resources to each segment and form the basis of strategic and operational decisions, such as acquisition strategy, closure programme or working capital allocation. The following summary describes the operations in each of the Group's reportable segments operational in the period:

Pinewood: This segment comprises the Group's activities as a dealer management systems provider.

Seez: Following the acquisition of Seez on 4 March 2025, Seez became a segment comprising sales of AI products for automotive retail as well as digital advertising and sales lead generation.

Inter-segment transfers and transactions are entered into under normal commercial terms and conditions that would also be available to unrelated third parties.

6 month period ended 30 June 2026	Pinewood £m	Seez £m	Total £m
Underlying revenue including intercompany amounts	20.7	2.6	23.3
Inter-segment revenue consolidation	-	(0.1)	(0.1)
Underlying revenue from external customers	20.7	2.5	23.2
Underlying EBITDA	8.3	0.5	8.8
Finance expense			(0.3)
Finance income			0.2
Underlying depreciation			(0.9)
Underlying amortisation			(4.0)
Non-underlying items, see note 7			(13.5)
Loss before tax			(9.7)

Other items included in the income statement are as follows:

Cost of Sales	(2.3)	(1.1)	(3.4)
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6 month period ended 30 June 2025 (4 months of Seez results consolidated post-acquisition)

	Pinewood £m	Seez £m	Total £m
Underlying revenue including intercompany amounts	17.9	1.7	19.6
Inter-segment revenue consolidation	-	-	-
Underlying revenue from external customers	17.9	1.7	19.6
Underlying EBITDA	7.8	0.1	7.9
Finance expense			(0.2)
Finance income			0.5
Underlying depreciation			(0.3)
Underlying amortisation			(3.5)
Non-underlying items, see note 7			(4.4)
Profit before tax			-

Other items included in the income statement are as follows:

Cost of Sales	(1.8)	(0.8)	(2.6)
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Geographical information.

In both the 6 month periods to 30 June 2026 and 30 June 2025 the Pinewood operating segment originates in the United Kingdom. The Seez operating segment originates in Dubai.

9. Finance expense

Recognised in profit and loss

	H1 FY26 £m	H1 FY25 £m
Revolving Credit Facility non-utilisation fee	(0.1)	(0.1)
Lease Interest	(0.2)	(0.1)
Total finance expense	(0.3)	(0.2)

10. Finance income

Recognised in profit and loss

	H1 FY26 £m	H1 FY25 £m
Interest receivable on cash held at bank	0.4	0.5
Total finance income	0.4	0.5

11. Taxation

The effective tax rate on underlying profit for H1 FY26 is 31.6% (H1 FY25: 27.3%). The effective tax rate for the first half of 2026 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 FY26 Earnings per Share Pence	H1 FY26 Earnings £m	H1 FY25 Earnings per Share Pence	H1 FY25 Earnings £m
Basic earnings per share	(6.7)	(7.7)	(0.7)	(0.7)
Diluted earnings per ordinary share	(6.7)	(7.7)	(0.7)	(0.7)

Number of shares (millions)	H1 FY26 Number	H1 FY25 Number
Weighted average number of shares used in basic and adjusted earnings per share calculation	115.1	96.6
Weighted average number of dilutive shares under option	0.2	0.1
Diluted weighted average number of shares used in diluted earnings per share calculation	115.3	96.7
Non-dilutive shares under option	10.6	10.4

In accordance with IAS 33, the weighted average number of ordinary shares in the prior period has been adjusted for the effects of 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 2026:

Related Party	Relationship	6m period ended 30 June 2026 Sale of Services	6m period ended 30 June 2026 Purchase of Services	6m period ended 30 June 2025 Sale of Services	6m period ended 30 June 2025 Purchase of Services
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		£m	£m	£m	£m
Lithia UK Holdings Limited	Subsidiary of 32.0% shareholder	4.7	0.3	4.6	0.3
Pinewood North America LLC	Equity Undertaking	N/a	N/a	0.9	-

Following the acquisition of the entire outstanding share capital of Pinewood North America, LLC on 31 July 2025, this entity is fully consolidated into the Group's financial reporting and is no longer classified as a related party. There have been no other material changes to related party relationships or transactions since the audited financial statements for the year ended 31 December 2025.

14. Post Balance Sheet Events

On 19 August 2026, a recommended firm offer for the entire issued and to be issued share capital of Pinewood.AI was announced by U.K. Piston Bidco Limited (Bidco), whose ultimate parent company is Ridgeview Partners LLC. Under the terms of the acquisition, shareholders may either elect to sell their shares to Bidco for £4.48 per share in cash or accept a rollover alternative into equity of an entity forming part of the Bidco group. Following Pinewood.AI shareholder approval of the acquisition, which was obtained on 25 September 2026, the acquisition is subject to the sanction of the UK High Court at a hearing which will be held on 7 October 2026. It is expected to become effective shortly thereafter.

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 six 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

