

esure Group plc

**Annual Report
For the year ended 31 December 2025**

Company registration number: 07064312

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Directors and Advisers

Directors

Annette Andrews
Andrew Birrell
Elisabeth Ling
Ben Coumans (appointed 29 September 2025)
Hans de Cuyper (appointed 29 September 2025)
Richard Jackson (appointed 29 September 2025)
Peter Martin Simon (appointed 29 September 2025)
Anthony Middle (appointed 29 September 2025)
Alison Platt (appointed 29 September 2025)
Jonathan Price (appointed 29 September 2025)
Alistair Smith (appointed 29 September 2025)
Luca Bassi (resigned 29 September 2025)
Peter Bole (resigned 29 September 2025)
Andrew Haste (resigned 29 September 2025)
Philip Loughlin (resigned 29 September 2025)
Robin Marshall (resigned 29 September 2025)
David McMillan (resigned 29 September 2025)
Peter Shaw (resigned 29 September 2025)
William Stevens (resigned 29 September 2025)

Secretary

Claire Marsh (appointed 15 December 2025)
Caroline Smith (resigned 15 December 2025)

Registered Number

07064312
Registered in England and Wales

Head Office and Registered Address

The Observatory
Castlefield Road
Reigate
Surrey
RH2 OSG

Independent Auditor

Deloitte LLP
1 New Street Square
London
EC4A 3HQ

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Strategic Report

The Directors present their Strategic Report on the Company for the year ended 31 December 2025.

Business review

Principal Activity

The Company is a holding company for the esure group of companies being the Company and its direct and indirect subsidiaries (the Group), which were established to write general insurance for private cars and homes. The results of the subsidiary undertakings have not been consolidated in these financial statements as they have been included in the consolidated financial statements of Ageas SA/NV, the Company's ultimate parent.

On 29 September 2025, Bain Capital announced the completion of the acquisition of the esure Group by Ageas (UK) Limited (Ageas UK). The ultimate holding company of Ageas UK is ageas SA/NV, a company incorporated in Belgium.

The Company has £75.0m of Tier 1 debt and £100.0m of Tier 2 debt in issue as a result of its role as a holding company for the Group.

Results

<i>UK GAAP metrics</i>	Year ended 31 December 2025	Year ended 31 December 2024
Operating profit (£m)	71.0	34.1
Profit after tax (£m)	65.8	27.8

The profit for the year, after taxation, amounted to £65.8m (2024: £27.8m). The result reflects dividends and interest received from the Company's subsidiaries less finance costs.

Strategy and purpose

During 2025, esure has pursued its Game Changer strategy. At the heart of that is our purpose is to fix insurance for good and, in doing so, deliver growth, quality and long-term investment returns.

The four key strategic pillar of our Game Changer strategy are:

- We are creating the UK's leading digital insurer, built on industry-beating technology capabilities.
- This will enhance value, delivering better outcomes for our customers and further strengthening our business.
- esure's exceptional culture (diverse expertise, customer obsession, modern collaborative and agile) will be key to our success.
- We use our know-how to support a safer, more sustainable world.

The Game Changer strategy was retired at the end of 2025 as part of the ongoing integration of the esure business with Ageas. In 2026, the Company will further align its strategic plan and vision with the direction set by Ageas UK, in support of the wider Ageas group.

Principal risks and uncertainties

The principal risk to which the Company is exposed is the possibility of an impairment in the value of its investments in group undertakings. No indicators of potential impairment were found in the annual review of these subsidiaries in 2025 (2024: no indicators of impairment).

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Our approach to climate risk

Definition and risks

Climate risk includes all risks stemming from trends or events caused by climate change. We consider this against the two drivers of risk:

- Transition risks - Risks that arise from the transition to a low-carbon and climate resilient economy, and
- Physical risks - Risks that arise from the physical effects of climate change.

The Group seeks to minimise our exposure to transition risks although we see commercial opportunities for the Group to support the transition in our product offerings. We manage physical risks primarily through inclusion in underwriting risk. We use reinsurance in the short to medium-term to limit our exposures to physical risk. The Board manages our strategy to take account of the medium to long-term impacts of climate change and ensure we have propositions which support the transition whilst ensuring we are resilient to climate risks.

Risk focus

Climate risk is an important part of our climate strategy and remains an area of focus for the Group. Through our risk management framework, all business functions are engaged in assessing and reviewing the materiality of our exposure to climate change risks. Our holistic view of the relevant type of climate change risks the Group faces is supported by a combination of qualitative and quantitative risk updates, risk appetites and Key Risk Indicators, which are regularly reported to the different committees and forums across our governance structure. Our climate-related management information is used to influence our business decisions, policies, and plans.

The Chief Risk and Legal Officer has ownership over the day-to-day identification and management of financial risks arising from climate change. The Financial Risk Committee supports the Chief Risk and Legal Officer by providing oversight and challenge.

Our ongoing climate risks and opportunities are managed through the following key processes:

- Climate-related risk governance is integrated into our overall risk governance framework (see above) as a cross-cutting risk
- Climate risk assessment and modelling is performed as part of the Own Risk and Solvency Assessment (ORSA) process at a Group level on at least an annual basis. Including:
 - Climate risk scenarios and Prudential Regulation Authority climate risk stress tests are performed as part of our annual scenario and stress testing exercise
 - A climate risk adjustment is included in the weather capital modelling
 - Materiality assessment informed from the above assessment and modelling (see table below)
 - As part of our continued enhancements to the process we have incorporated more defined short, medium and long-term assessments within our materiality assessment.
 - Climate risks are recorded and maintained via our risk management system
 - Counterparty engagement with the repairer network on climate change initiatives on opportunities to aid the market towards net zero
 - Workshops on climate risks and opportunities takes place annually with functions across the Group to inform the materiality assessment

The table below provides information on how climate risk is embedded within the Group.

Area	
Governance	Climate risk updates and training have been provided to the Board, with the materiality assessment presented on an annual basis.

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	<p>Established a Driving Good Working Group and also a specific electric vehicle working group.</p> <p>Climate risk Key Risk Indicators have been agreed by the Board through the ORSA process and are monitored.</p>
Risk Management	<p>Frameworks and tolerances</p> <p>Climate risk is part of risk management framework and recorded on our Risk Management System.</p> <p>Risk Appetite Statements for weather events are in place and monitored at the Financial Risk Committee. These support our overarching solvency and liquidity strategic risk objective.</p> <p>Climate risk is managed as a cross-cutting risk.</p> <p>Emerging regulatory requirements are considered through our regulatory tracking process with relevant requirements reported to the Financial Risk Committee and then the Risk Committee. If deemed appropriate these are also considered within ORSA process.</p>
	<p>Modelling</p> <p>Climate risk assessment and modelling performed as part of the ORSA process.</p> <p>Climate risk scenarios reviewed as part of annual Scenario and Stress Testing exercise.</p> <p>A climate risk adjustment is included in the weather capital modelling, and there are judgements that have been made on the adjustments due to lack of data.</p>
	<p>Counterparties' exposures</p> <p>The main counterparty engagement is with the repairer network with ongoing initiatives to use green parts; have carbon neutral body shops; and ensure 100% of esure's body shops have electric vehicle trained technicians.</p> <p>Established a procurement framework for weighting of ESG credentials in tender decisions.</p>
	<p>Capital</p> <p>There is a specific Climate Risk section in the ORSA including the capital modelling assessment, which includes a climate risk adjustment for weather events.</p> <p>We conduct an annual materiality assessment which has been enhanced this year to include a wider consideration of risks and opportunities and to show our potential impacts across three (short, medium and long-term) horizons.</p>
Scenario analysis	<p>Embedding scenario testing</p> <p>Climate risk stress tests are performed (including annually reassessing the 2019 Prudential Regulation Authority stress test for trends) and reported to the Risk Committee.</p> <p>Weather scenarios are reassessed on an annual basis and support the reinsurance decision-making process for Home reinsurance catastrophe cover.</p>
Data	<p>Data gaps</p> <p>Quality of data remains a limitation in risk modelling and therefore judgments have been made in weather peril quantitative analysis.</p>

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	<p>There is sharing of information that continues to be gathered by Home Pricing and Underwriting and risk to understand developments in the market for modelling of weather-related risks, along with continued engagement with external firms.</p> <p>We engage with our investment manager to enhance the quality of data in relation to our investment portfolio and better understand changes to Key Risk Indicators values and data limitations within the Key Risk Indicators.</p> <p>Use of an MSCI tool to assess and monitor carbon intensity of investments.</p>
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Materiality assessment

Our materiality assessment provides a holistic view of the climate risks and opportunities that we face, encompassing the sustainability issues that impact us and also how our activities impact people and the environment. The assessment is on a residual basis and has involved Risk Management working with individuals from across the Group in Pricing, Underwriting, Claims, Facilities, Marketing, Legal, Procurement and Finance, to capture current and future views and activities in each of these areas.

The assessment considers climate risks and opportunities across underwriting risk, market risk, credit and counterparty risk, operational risk, reputational risk and strategic risk, and also by showing our potential impact across three (short, medium and long-term) horizons.

Risks are considered to be material where ignoring the risk could influence the decision making or the judgement of the Board and Management.

The table on pages 6 to 10 is based on a mixture of quantitative and qualitative assessments as appropriate historical data is limited for some themes.

Climate risk is not considered a material risk to the Group in the short-term which is defined as the next two to three years of our planning horizon, due to the reinsurance protections we have in place for extreme weather events; writing policies that can be repriced annually at renewal; and the composition of the investment portfolio.

In the longer-term the risk can become material, due to:

- Reinsurance capacity risk: The risk of reinsurance capacity reducing if there are more frequent and more severe extreme events impacting reinsurers. Discussions with brokers take place to understand the near-term implications of severe global climate driven events on the reinsurance market and the potential consequences to reinsurers' appetite to writing UK Motor and Home reinsurance.
- Strategic risk: The transition to a low-carbon economy can reduce demand for motor insurance products and services. Whilst there is the possibility of lower car usage in the next two to three years in the planning horizon, any material impact is expected to emerge in the longer term. The new platform and IT infrastructure is expected to allow the Group flexibility to adapt through refining and adding products and services.

In summary:

- Underwriting risk is susceptible to a lack of experience and data over new and changing products, regulation and initiatives (e.g., electric vehicles, solar panels, subsidence, gas boilers), creating a short-term mismatch between claims and premiums. Due to the short nature of esure's insurance contracts premium can be rapidly updated to reflect trends, minimising the time of increased exposure. As such this is only a timing issue and so is not deemed material.
- The Market risk assessment is based on the temperature increases assumed in the Climate Biennial Exploratory Scenarios (CBES), using Prudential Regulation Authority parameters from 2019 that are consistent with these. A weighted average of these scenarios (weighting based on Schrodgers' climate

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trajectory analysis) gives a 3.3°C increase. The 1 in 100 value at risk is assessed at less than £10m based on the most recent assessment.

- Credit/counterparty risk exposure is largely due to esure’s reliance on reinsurance, and the risk of default due to increased weather claims. There are minimum credit rating and concentration requirements in place for the reinsurers we use.
- Operational/reputational/strategic risk relates to the various climate change products and initiatives available in the market, and those being implemented by esure, and consumer behaviours towards these, including car usage or ownership, use of green parts, and tree planting. In the short-term, this risk is not expected to be material.
- An anti-greenwashing rule came into force on 31 May 2024, although our current exposure is considered low due to minimal advertising and no specific green customer proposition. Potential greenwashing is considered throughout our communication processes and mitigated with the appropriate tone and messaging. Our mandatory disclosures are reviewed by an external third-party.
- There are no material changes from updated scenarios performed during the year that would indicate an increased materiality

Time horizon key:

Short-term	0 to 3 years
Medium-term	3 to 10 years
Long-term	>10 years

Materiality key:

High	The risk could influence the decision-making or the judgement of the Board and Management in relation to long-term strategy
Medium	Scenarios consider losses >£10m as being plausible (the threshold is informed from our materiality matrix) during the next two to three years (within our business planning horizon), however not considered material to the Group continuing as a going concern
Low	Does not fall into above categories

Climate Risk Driver – Transition Risks

Climate Category	Risk	Climate Risks and Opportunities	Time Horizon			Mitigations / Key Actions
			Short	Medium	Long	
Policy and Legal Risks		Although electric vehicle uptake is expected to increase, a number of these are on lease policies, therefore limiting our market share of these customers and the availability of accurate data and risk profiles to inform our pricing. However, there is an opportunity for us to become market leaders on electric vehicle insurance and capitalise on early price learnings using increased data available to us.				We have an electric vehicle Working Group monitoring electric vehicle trends and risk profiles. Our Supplier and Claims teams are working with our repairer network to manage the supply

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	<p>There is a potential risk that challenges with the electric vehicle repair supply chain, particularly the availability of some green parts could result in longer claims settling periods.</p> <p>New regulations on the installation of heat pumps could potentially increase home claims.</p> <p>The increased use of technology to control heating away from home has positive impacts to climate and also provides an opportunity to reduce escape of water claims.</p>				<p>chain and settlement timeframes.</p> <p>We continue to conduct horizon scanning and address any changing or evolving regulations and trends.</p>
Legal / Litigation	<p>There is a potential risk of financial penalties or reputational damage from lawsuits for insufficient adaptation, non-compliance to climate regulation or making false or misleading statements about the environmental benefits of a product or service (greenwashing).</p> <p>There is also a risk of inappropriate policy wording, risk selection and pricing in relation to new climate products, technologies or regulation.</p> <p>Legislation on tree removal may also potentially drive inflation on subsidence claims.</p>				<p>Currently esure has minimal advertising and no specific green customer proposition. Potential greenwashing is considered throughout our communication processes and mitigated with the appropriate tone and messaging. Our mandatory disclosures are reviewed by an external third-party.</p> <p>Current processes ensure relevant terms, conditions and exclusions applicable to new and existing climate products, technologies and regulation, are applied where appropriate.</p>
Technology	<p>Electric vehicles are known to be more expensive and take longer to repair, increasing claims costs.</p> <p>There is a potential risk esure may experience an increase in total loss claims resulting from more windscreen replacements (as the new thinner versions are harder to repair) or unavailability of green parts. In addition, an increase in write offs could result</p>				<p>We have ongoing engagement and are actively working with our suppliers and repair network to ensure adequate parts and resources to manage our electric vehicles claims.</p>

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	<p>from a lack of electric vehicle repair capabilities or resource in the supply chain.</p> <p>There is an industry wide issue related to not having a safe method of disposal for lithium batteries.</p> <p>There is limited data on the exposure to solar panel losses.</p> <p>There is an opportunity to accelerate progress on our suppliers' decarbonisation initiatives.</p>				<p>We are also working with loss adjusters to ensure minimal waste to landfill.</p> <p>We continue to conduct horizon scanning and address any changing or evolving regulations and trends.</p> <p>The supply chain section on pages 20-21 describes how we are engaging with our top twenty most carbon-intensive suppliers.</p>
Market Sentiment	<p>Various trends have been reported on consumer behaviour and attitudes towards climate risk products and technologies, including a potential move away from private vehicles to public transport or car sharing, and electric vehicle uptake, mostly with younger and less experienced drivers. However, there is limited data on the timeframes and impact of these.</p> <p>There is opportunity in the short-term to modify the investment portfolio to improve its carbon intensity and Implied Temperature Rise scores in the longer-term, the portfolio is heavily dependent on the decarbonisation pathway of sovereign states.</p>				<p>Existing processes continue to monitor the profile of drivers, their age and experience to identify and manage changes through our Pricing and Underwriting.</p> <p>Our investment portfolio strategic asset allocation is reviewed on an annual basis.</p>
Reputational	<p>The risk of reputational damage for highly priced electric vehicle's insurance may be construed as indirectly restricting the growth of electric vehicle's car ownership.</p>				<p>We continue to consider and monitor our reputational impact across all our activities.</p>

Climate Risk Driver – Physical Risks

Climate Risk Category	Climate Risks and Opportunities	Time Horizon			Mitigations / Key Actions
		Short	Medium	Long	
Acute and Chronic	Climate change increases the frequency and concentration of extreme weather events and natural catastrophes, e.g. heat waves, landslides, floods, wildfires, storms and hail stones, resulting in property damage and				Premium can be updated rapidly to reflect trend minimising the time of increased exposure

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	<p>higher insurance claims and increased reinsurance default risk for catastrophe events. They can also lead to business interruption and financial losses.</p>				<p>and we can reprice annually for renewals.</p> <p>We maintain regular communication with our suppliers and support initiatives such as Build Back Better programme to address the impacts of extreme weather events.</p>
	<p>Reinsurance capacity risk – the risk of reinsurance capacity reducing if there are more frequent and more severe extreme events impacting reinsurers.</p>				<p>We monitor with brokers the potential implications of severe global climate driven events on the reinsurance market and the potential impact on reinsurers' appetites for writing UK Motor and Home reinsurance.</p> <p>We do not consider it likely that climate change will render UK reinsurance unviable over the current planning horizon. Any material impact is expected to emerge over the longer term, which is monitored through regular discussions with our reinsurance broker.</p>
	<p>Credit/Counterparty risk exposure is largely due to esure's reliance on reinsurance, and the risk of default due to increased weather-related claims.</p>				<p>Our risk appetite requires we place the majority of reinsurance with high credit quality (at least A- rating) when available and not place more than 50% of exposure with one reinsurer or group of reinsurers.</p>
	<p>Chronic climate events raise the potential risk of supply chain disruption. This is the inability of suppliers to deliver services or</p>				<p>Our Operational Resilience work identifies our Important Business</p>

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	products resulting in operational failures or reputational damage.				Services and material suppliers which are monitored on an ongoing basis. There is an opportunity for further work to be undertaken to better understand the impact of chronic climate events on our full supply chain.
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Weather modelling

Climate risk adjustments for weather have been incorporated into uncertainty modelling, both in pricing and capital modelling used for risk quantification. There is limited reliable data for some perils and therefore judgements have been made. We engage with external firms to ensure we are informed as climate modelling evolves. Enhancements during 2025 to modelling were presented to the Risk Committee.

Stress testing and scenario analysis

The Group is considered resilient to climate risk and we have concluded that it is not material to the Group in the short to medium-term. In forming this view we have considered a range of stress scenarios reviewed by the Risk Committee as part of the ORSA process, including:

- multiple weather events occurring over an 18-month period, these are less extreme but more frequent events that are not protected by reinsurance due to being lower than the retention level, sourced from historic events where available
- extreme windstorms where the Group is materially protected by reinsurance, however this tests the upper limits in place, and
- impacts to the investment portfolio from defined regulatory stress tests based on three scenarios where the temperature increase is kept below 2°C and in excess of 4°C relative to pre-industrial levels. This considers the look-through of the industries within the investment portfolio, the impact is limited due to the high concentration of corporate bonds and our approach to investment through our Responsible Investment policy.

Three scenarios have been considered as they cover early, late and no additional policy action, The three scenarios (sourced from the Bank of England’s 2021 Climate Biennial Exploratory Scenarios) are:

- (i) a sudden transition led by global action and policies, therefore severely limiting the effects of climate change and keeping well below 2°C;
- (ii) a long-term but orderly transition, while there is global action it takes time to embed staying at or below 2°C, leading to some but limited climate change, and
- (iii) there are failed attempts at a global climate policy, and therefore temperatures exceed 4°C and so has significant climate outcomes

The multiple weather event scenario provides the most material impact. Five different weather events are assumed to occur across the planning period of 2025 to 2027, focusing on an increase in the frequency of occurrence, with the overall severities assumed to be generally lower than the retention level in the Catastrophe Excess of Loss reinsurance contracts.

The five events considered are:

Event	Description
Subsidence	Similar to a recent event year, with more extreme/prolonged impact.

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Winter Freeze	Replicates the UK Winter Freeze event across 2010/11 split across three event periods.
Series of 50 Windstorms	UK hit by a series of 50 windstorms in four main waves (clusters), rolling in off the Atlantic Ocean due to climate change/shift in weather patterns. The windstorms tend to last one to five days and impact a band across the country running from North London to Yorkshire, capturing the vast proportion of the Midlands, Wales and Northern England. The windstorms are attritional in nature, i.e. fall below the reinsurance retention level.
Summer Flooding	Similar dynamics to the 2007 summer floods - heavy flooding causing ground saturation and rivers to burst banks.
Bosccastle Type Event	A very specific flash flood event impacting a single town/village within a valley, which has not had a history of flooding. The flood is assumed to be the result of a combination of exceptional (localised) factors.

The impact of this extreme, more than 1 in 100 year event scenario is a c.25%pts reduction in solvency in the first full year and 42%pts after two full years. Whilst an extreme scenario puts pressure on our solvency position, this is to be expected, and the scenario provides no indication that our reinsurance programme is insufficient to appropriately manage risk from multiple weather events (due to climate change or otherwise). Note also that the impact is prior to any contingent management actions being taken to improve solvency during the period. The business strategy is resilient to this scenario due to the contingent management actions available to the Group, these actions are considered as part of the ORSA process by the Board as part of setting the Group's normal solvency operating range.

Climate risk monitoring

The Financial Risk Committee (composed of Executive and senior management) and the Risk Committee review our climate-related metrics to track our performance trends and provide analysis on the key drivers of current and future performance. The metrics reviewed are shown below.

Climate Key Indicator	Risk Risk	Description	Trend since 2020
Carbon Emissions (metric tonnes) (Reputational Transition Risks)	Scope 1	Direct emissions from owned and controlled sources	Downward
	Scope 2	Scope 2: Indirect emissions from the generation of purchased electricity, steam, heating and cooling consumed	Downward
Investments (Market Transition Risks)	Climate VaR (%)	A mix of historic published scenarios from the regulator is used to calculate the climate Value at Risk ('VaR') percentage impact on our investment portfolio at the 1 in 100 level (or 1% chance) using long-term temperature estimations	Downward
	Monetary risk (£m)	As above but quantifying the £ amount impact	Downward
	Carbon footprint of investments portfolio (metric tonnes)	A weighted average measure of company greenhouse gas emissions per \$million of investment. Methodology is aligned to 'carbon footprint' as defined by Task Force on Climate-related Financial Disclosure and the EU's Sustainable Finance Disclosures Regulation	Downward
	Portfolio carbon intensity (tCO2/\$m)	A weighted average of company emissions per \$million of sales. Methodology is aligned to 'weighted average carbon intensity' as defined by Task Force on Climate-related Financial Disclosure and 'GHG intensity' under the EU's Sustainable Finance Disclosures Regulation	Downward

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Underwriting/ Pricing (Underwriting Physical Risks)	1 in 200 catastrophe loss (£m)	Modelled 1 in 200 (0.5% probability in any one year) impact of catastrophe weather conditions	Downward
	AAL (£m)	Average annual loss for catastrophe weather events	Downward

There are elements of judgement in estimating the Climate VaR and 1-in-200 catastrophe loss due to limited data available on climate risk impacts on the future valuation of the investment portfolio and impact on claims from weather perils.

We have achieved our target to achieve net zero across Scope 1 and 2 emissions by 2025. Our overarching sustainability risk appetite is to remain net zero across Scope 1 and 2 emissions, and our ambition is to deliver a net zero business by 2050.

We have seen a downward trend in our investment exposure to climate risk in line with changes to our assets under management, including action replace bonds from higher-emitting issuers with lower intensity bonds.

We have seen a reduction in our underwriting risk exposure since 2020 in part due to de-risking the Home portfolio, however some of this is due to refinements in our modelling. There is a risk this metric will increase due to growth plans, the macroeconomic environment including inflation environment, and the potential for more frequent extreme weather events occurring.

It remains too early to consider long-term trends, however as more data points become available, we will be able to assess how our risk exposure is changing over time.

Non-Financial and Sustainable Information Statement

Following the implementation of The Companies (Strategic Report) (Climate-Related Financial Disclosures) Regulations 2022, which amended sections 414C, 414CA and 414CB of the Companies Act 2006, the Company is required to provide additional disclosures regarding climate change related risks and opportunities. The following section outlines the key non-financial matters of the Company:

Climate-related Financial Disclosures Regulations

esure has reported against the climate-related disclosures (CFD) contained in the Companies (Strategic Report) (Climate Related Financial Disclosure) Regulations 2022. There are eight regulations under these reporting requirements, and we have set out our reporting under the regulations below. We also show progress against the Task Force on Climate-related Financial Disclosure (TCFD) requirements, which is disclosed on a discretionary basis.

TCFD recommendation	CFD requirement	Progress
Governance: Disclose the organisation's governance around climate-related risks and opportunities.		
A Describe the board's oversight of climate-related risks and opportunities Partial alignment	A A description of the organisation's governance arrangements in relation to assessing and managing climate-related risks and opportunities	The Board's oversight of climate-related opportunities is considered as one of the four pillars of our Strategic Framework (A more Sustainable and Safer World). The Board reviews the ORSA annually which documents progress on climate risk scenarios. The Risk Committee monitors climate change metrics as part of the ORSA process. The ESG policy is approved by the Board and reviewed annually, and this documents management responsibilities for climate change. Management is informed on climate-related issues through the risk management processes in place where climate risk is considered a cross-cutting risk; and through the ORSA process which includes consideration of specific climate risk.
B Describe management's role in assessing and managing climate-related risks and opportunities Aligned		

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		<p>Further information can be found in our ESG disclosures on pp 18 to 25.</p> <p>There is an opportunity as integration progresses to embed these risks and opportunities further within the Company's financial planning process and forecasting.</p>
<p>Strategy: Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material.</p>		
<p>A Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long-term Partial alignment</p>	<p>D Describe the (i) The principal climate-related risks and opportunities arising in connection with the company's operations and; (ii) The time periods by reference with which those risks and opportunities are assessed</p>	<p>We continue to conclude that climate risk remains a material long-term risk but we do not consider it likely to be material in the two to three year planning horizon due to reinsurance protections. We have identified various risks and opportunities as part of the risk management and ORSA processes, however we recognise that there may be more opportunities that will be considered in 2026. We currently consider materiality on a high, medium, low basis with judgements made on financial impacts where the quality of data is limited. As more data becomes available, we will continue to incorporate in our materiality assessments.</p> <p>Refer to the 'Our approach to climate risk' for more information.</p>
<p>B Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning Partial alignment</p>	<p>E Description of actual and potential impacts of the principal climate-related risks and opportunities on the company's business model and strategy</p>	<p>Climate risk remains an area of focus for the Group and all business functions are engaged in assessing our materiality of exposures to climate change risks and opportunities. During 2025 we reviewed various climate-related risks and opportunities. These risks and opportunities can be embedded further within the Company's financial planning process and forecasting.</p> <p>Refer to the 'Our approach to climate risk' for more information.</p>
<p>C Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario Partial alignment</p>	<p>F Analysis of the resilience of the company's business model and strategy, taking into account different climate-related scenarios</p>	<p>We use weather modelling, stress testing and scenario analysis and climate risk key risk indicators to assess how our risk exposure is changing over time. This includes scenarios where the temperature increase is kept below 2°C and in excess of 4°C relative to pre-industrial levels. This enables us to understand the potential impact and resilience of our strategy and incorporate this into our planning processes. The Group is considered resilient to climate risk and we have concluded that it is not material to the Group in the short to medium-term. In forming this view we have considered a range of stress scenarios reviewed by the Risk Committee as part of the ORSA process.</p> <p>Refer to the 'Our approach to climate risk' for more information.</p>
<p>Risk Management: Disclose how the organisation identifies, assesses, and manages climate-related risks</p>		
<p>A Describe the organisation's processes</p>	<p>B Description of how the company identifies,</p>	<p>Climate risk cuts across all our four key risk themes and we use our existing Risk Management</p>

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for identifying and assessing climate-related risks Aligned	assesses and manages climate-related risks and opportunities	framework to identify and assess climate-related risks within the business units. Full TCFD guidance terminology is not currently incorporated into our frameworks, this will be considered in 2026. See 'Our approach to climate risk' for more information.
B Describe the organisation's processes for managing climate-related risks Partial alignment		
C Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management Aligned	C Description of the processes for identifying, assessing and managing climate-related risks are integrated into the company's overall risk management processes	Our embedded Risk Management framework including our risk culture, policy framework, and Own Risk and Solvency Assessment process integrate climate-related risk. This means each of the business functions are engaged in assessing and reviewing climate risks. Refer to 'Our approach to climate risk' for more information.
Metrics and Targets: Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.		
A Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process Partial alignment	H Description of the key performance indicators used to assess progress against the targets used to manage climate-related risks and realise climate-related opportunities and calculations on which those key performance indicators are based	Our targets are aligned to the Association of British Insurer's Climate Change Roadmap: net zero across Scope 1 and 2 emissions by 2025; reducing Scope 3 emissions by 50% by 2030 and reaching net zero across Scope 1, 2 and 3 by 2050. The transition plan sets out our plans to reduce emissions and deliver a net zero business by 2050. We directly engaged with our top twenty most carbon-intensive suppliers to better understand their carbon emissions across Scope 1, 2 and 3. Climate risk key risk indicators are included under Climate risk monitoring above. See 'Our approach to climate risk' for more information.
B Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 GHG emissions, and the related risks Partial alignment		
C Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets Partial alignment	G Description of the targets used by the company to manage climate-related risks and to realise climate-related opportunities and performance against those targets	We use a variety of climate risk key risk indicators to track our performance and assess how our risk exposure is changing over time. These metrics are reported to the Financial Risk Committee (composed of Executive and senior management) and the Risk Committee. See 'Our approach to climate risk' for a description of key risk indicators.

The following table highlights information relating to environmental, employee, social, respect for human rights, anti-corruption and anti-bribery matters and, where relevant, provides a reference for where additional information can be found in the Annual Report that supports the requirements of sections 414CA and 414CB of the Companies Act 2006.

Business model	Our operating model, supported by our strategic priorities, drives growth, quality and returns. We seek to increase our selection of products to provide cover to suit a range of customers' needs at a range or price points. This is supported by excellent customer service, with our digital journeys being an easy and convenient way for customers to manage their policies, with dedicated colleagues on hand to support when needed. Effective claims management is delivered via simple digital journeys, alongside expert and
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	<p>empathetic Claims handlers. Our extensive data assets and advanced data science capability inform our forensic understanding of insurance risk, while our active risk management, reinsurance relationships and strong underwriting capability allow us to maintain an efficient balance sheet and generate enhanced long-term returns</p> <p>Over the course of 2026, the business model will continue to evolve as we deepen integration with Ageas.</p>
Environmental	<p>Our approach to climate risk, including principal climate risks, is set out in the Strategic Report on pp 3 to 14, including actions taken to reduce our environmental impact. Our role and ambition with respect to the environment, local communities and employees is described in our ESG policy that is approved annually by the Board.</p>
Employees	<p>esure Services Limited is the employing entity within the Group. The Group is committed to making esure an attractive place to work. There are a number of policies in place to help execute our ambition for employees including our Equity, Inclusion and Diversity policy, Health and Safety policy, Code of Conduct, and Whistleblowing policy.</p> <p>Our key risks are the ability to recruit and retain a talented and diverse workforce with digital skills.</p>
Human rights	<p>We are committed to respecting human rights and seek to ensure that we treat all colleagues, customers and suppliers fairly, avoid discrimination and respect individuals' privacy. We have implemented a Modern Slavery policy within our supply chain and operations.</p>
Anti-bribery and anti-corruption	<p>We maintain high ethical standards in carrying out our business activities and maintain a zero tolerance approach to acts of bribery and corruption.</p> <p>Our Code of Conduct and Financial Crime policy help all employees to understand and maintain the high standards of personal and professional integrity required of them.</p> <p>Our key risks are failure to prevent and detect financial crime.</p>
Social matters	<p>We have an ESG policy that outlines our approach to nurturing partnerships that deliver social impact within the communities we are proud to serve.</p>

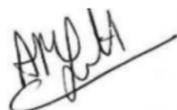
Branches

The Company does not operate any branches outside of the United Kingdom.

Section 172 statement

The Company's Section 172 statement is included in the Directors' Report.

Approved by order of the Board



Alistair Smith
26 March 2026

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Directors' Report

The Directors present their report and the financial statements for the year ended 31 December 2025.

Results and dividends

The profit for the year, after taxation, amounted to £65,842,000 (2024: £27,823,000).

An interim dividend of £60,000,000 was paid during the year (2024: £5,000,000). The Directors recommend that no final dividend is paid in 2025 (2024: £ Nil).

Research and Development

The Company does not undertake research and development activities.

Business review and future direction

The business review and strategic direction of the Company is set out in the Strategic Report on pages 2 to 15.

Financial instruments and risk management

Information on the use of financial instruments by the Company and its management of financial risk is disclosed in note 12 to the financial statements.

Post balance sheet events

In February 2026, the Company's indirect subsidiary, esure Services Limited, announced to employees that, as a part of a wider integration program, a series of consultations would be taking place that would lead to a restructuring of the wider Ageas UK employees to give a simpler and leaner operating model. The impact on the Company cannot currently be quantified as the consultation process is only in its very earliest stages.

Directors

The members of the Company's Board are shown on page 1. All Directors served throughout the year and to the date of this report except as set out on page 1.

Directors' Indemnities

Throughout the year, the Company maintained Directors' and Officers' liability insurance, which gives appropriate cover should legal action be brought against its Directors. In addition, indemnities are in force which indemnify Directors against liabilities and related costs that may incur in the execution of their duties. These indemnities do not cover the Directors for fraudulent activities and were in force during the year and remain in force for future financial years.

Duty to promote the success of the Company (s172 Statement)

Section 172 (s172) of the Companies Act 2006 requires the Board of Directors (the Board) to promote the success of the Company for the benefit of its members as a whole and, in doing so, to have regard to the interests of stakeholders including shareholders, customers employees, suppliers, regulators and the wider society in which the Company operates.

During the course of the financial year, the Board has given consideration to this duty when making decisions, including:

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

The Company has only one member, therefore the Board do not need to consider 'e.' above (the need to act fairly between members of the Company). The Company is also subject to policies and governance arrangements established by the business as well as local statutory requirements. The Board's key purpose is to ensure the

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Company's prosperity by collectively directing the Company's affairs while meeting the appropriate interests of its shareholder and relevant stakeholders.

Stakeholder groups

The table below highlights the interests of the Company's key stakeholders, including methods of engagement and examples of decisions and actions taken during the year to support those interests.

The Board also engages with other stakeholders on specific issues, such as tax authorities and the media. Directors seek to ensure that their decision making process not only considers the Company's purpose, strategy and values, but also reflects as far as possible, the interests of all stakeholders. Board papers specifically identify, when relevant to a decision, other stakeholders' interests. During the year, the Board considered the inputs, engagement and outcomes of the relationships between the Company and its stakeholder groups and had reflected on how the Company's corporate governance structure maintains and protects its reputation by upholding high standards of business conduct.

Investors s172 sections (a), (e) and (f)	Why we engage: <ul style="list-style-type: none">• As part of an insurance group, we need to provide fair, balanced, and comprehensive information to instil trust and confidence and allow informed investment decisions to be made.• To better understand the interests of the esure Group's debt investors and our shareholder. How we engage: <ul style="list-style-type: none">• Ageas representation on the Board helps facilitate a two-way communication with our shareholder. Written reports of the business are provided to the shareholder on a regular basis and there is regular and ongoing engagement at executive level.• Meetings with debt investors and analysts.• Annual and interim reporting and regulatory announcements. Decisions and actions taken during the year: <p>The Board spent time:</p> <ul style="list-style-type: none">• Considering regular updates on the status of the acquisition by Ageas and subsequent integration activities.• Reviewing financial and operating performance at each Board meeting.• Considering the group's capital position and approving the payment of a pre-acquisition dividend.• Reviewing and approving the annual report and accounts. Link with key risk objective: <ul style="list-style-type: none">• Financial sustainability• Financial protection/solvency & liquidity• Customer• Operational risk/reputation
Regulators s172 sections (a), (b) and (e)	Why we engage: <ul style="list-style-type: none">• To understand regulatory and policy changes which provide opportunities but may also pose a risk to our operations How we engage: <ul style="list-style-type: none">• Regular and proactive engagement with the Prudential Regulation Authority, Financial Conduct Authority and other regulators.• Membership of industry bodies such as the Association of British Insurers to ensure active participation in industry-wide discussions.• Open and transparent reporting.

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Decisions and actions taken during the year:

The Board spent time:

- Receiving updates on the regulatory approvals required for the sale of esure to Ageas, from the Prudential Regulation Authority, Financial Conduct Authority, and the National Bank of Belgium.
- Being updated on the outcome of meetings regulators.
- Responding to consultations and other requests.
- Receiving updates on regulatory developments and trends.
- Reviewing key regulatory policies.

Link with key risk objective:

- Financial protection/solvency and liquidity
- Customer
- Operational risk/reputation

Group

Colleagues
s172 sections
(a), (b) and (e)

Why we engage:

- The Group's people are a huge strength and critical to the success of the business. They represent a wide range of skills capability, combining deep-rooted insurance knowledge and leading technology and data capabilities.
- A modern, collaborative, and agile culture allows us to derive maximum value from our technology and data platforms.

How we engage:

- Regular two-way multi-channel communication including via engagement surveys (quarterly), leadership events (quarterly), Quarterly Business Review team discussions (quarterly), TV live broadcasts (quarterly), intranet site (daily), and ACE Awards (annually).
- Agreeing discretionary bonuses to celebrate the sale transaction and esure's 25th anniversary.
- An independent whistleblowing helpline.

Decisions and actions taken during the year:

The Board spent time:

- Reviewing colleague engagement survey outcomes, including satisfaction scores and other key metrics.
- Approving key colleague documents and policies including: Equity, Inclusion & Diversity policy, Modern Slavery statement, Code of Business Conduct, Whistleblowing policy, Health & Safety policy, All Employee Remuneration policy, and the 2025 bonus plan (approved by the Remuneration Committee).
- Receiving updates on the impact of the acquisition by Ageas on resourcing.

Link with key risk objective:

- Operational risk/reputation

Community and environment

s172 sections
(a), (d) and (e)

Why we engage:

- Engaging with our communities is the right thing to do, is an important part of our culture and helps drive the long-term viability of the business.
- We are committed to helping the UK become a sustainable, low-carbon economy and will play our part in combatting climate change.

How we engage:

- Colleague community committees run by volunteers at each office location supporting fund raising for local charities.
- Sponsorship deals and partnering with environmentally focused global charities.

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- Corporate charity partnership with Shelter.
- A clearly articulated climate strategy and commitment to annual ClimateWise reporting.

Decisions and actions taken during the year:

- Reviewing and approval of Code of Business Conduct, Modern Slavery Statement and Board Diversity Statement.
- Reviewing the results of esure’s ClimateWise reporting.

Link with key risk objective:

- Financial sustainability
- Customer
- Operational risk/reputation

Environmental, Social and Governance (ESG)

The esure Group Boards (which includes the Board of esure Group plc) has ultimate oversight of the group’s approach to ESG matters. The disclosures given below are prepared at a group level due to the interdependency of the different group companies.

Driving Good was a key component of our strategy in 2025. Whilst eradicating pain points and enhancing customer experience are core to all we do, we will only truly succeed in our mission to fix insurance for good if we are also a force for good for our colleagues, the communities we are proud to serve and for the environment.

Environment	Colleagues	Communities
Working to reduce our environmental impact, focusing on:	Creating an exceptional culture where colleagues can develop and thrive, focusing on:	Develop partnerships that further social causes we’re passionate about, focusing on:
<ul style="list-style-type: none"> • Climate • Nature and biodiversity 	<ul style="list-style-type: none"> • Equity, inclusion and diversity • Supporting colleagues in and out of work • Recognition and reward 	<ul style="list-style-type: none"> • Safer roads • Tackling homelessness • Inspiring female talent

All underpinned by a strong foundation of governance rigour

Environment

We are committed to playing our part in helping the UK become a sustainable, low-carbon economy. We continue to see examples of extreme weather, providing further evidence of the climate emergency we face. We are focused on:

- continuing to improve the data quality around our emissions
- identifying insights to inform key opportunities to drive decarbonisation
- taking action to drive decarbonisation across all areas of our business

Key progress to drive decarbonisation:

	2025	2024	2023	2022
Emissions tCO2e				
Scope 1	227	317	532	502
Scope 2				
Market-based	1	2	2	3
Location-based	352	538	673	688
Total market-based emissions tCO2e	228	319	534	505
Scope 3				
Fuel/energy-related activities	45	53	67	65
Business travel	280	425	504	111
Employee commuting	64	224	401	410

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Purchased goods and services (PG&S)*	11,666	14,255	15,667	17,202
Financed emissions: data coverage	92%	87%	79%	-
Financed emissions: of assets within data coverage	73,659	85,847	79,001	-

Intensity ratios (market-based)

Turnover	£1,066m	£1,111m	£973m	£836m
Market-based emissions (tCO ₂ e)/£m turnover	0.21	0.29	0.55	0.60

Energy consumption kWh

Electricity (Scope 2)**	1,991,397	2,597,828	3,248,059	3,558,660
Natural Gas (Scope 1)	1,182,540	1,412,569	1,793,206	1,740,151
Transport and other (Scope 1)	98,583	102,261	132,545	107,333
Total	3,272,520	4,112,658	5,173,810	5,406,144

* Restated PG&S 2023 and 2024 number to reflect improvements to supplier spend data methodology.

** Restated 2024 kWh based on actual usage

Of our total Scope 1 emissions:

- 216.3 tCO₂e relate to Natural Gas (2024: 258.3 tCO₂e)
- 0 tCO₂e to Refrigerant (2024: 34.44 tCO₂e)
- 8.97 tCO₂e to Direct Mileage (2024: 23.3 tCO₂e)
- 0.63 tCO₂e to Gas Oil (2024: 2 tCO₂e)

Location-based emissions reflect the average emissions intensity of grids on which energy consumption occurs.

Market-based emissions reflect the emissions from electricity that we have purposefully chosen. Having purposefully chosen to switch to renewable electricity in 2021, we have chosen to focus on market-based emissions, aggregating them with Scope 1 emissions to inform our level of carbon offsets investment. The carbon offsets we have invested in equate to 110% of our market-based Scope 1 and 2 emissions.

- **Carbon emissions quantification methodology:** The emissions footprint is calculated in accordance with the Greenhouse Gas (GHG) Protocol and Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance. Activity data has been converted into carbon emissions using published Department for Energy and Net Zero emissions conversion factors. The data used has been provided by the Group.
- **Emissions sources:** The emissions footprint includes the Scope 1 combustion of fuel, fugitive and process emissions and Scope 2 electricity emissions associated with the activities for which the Group are responsible across our Reigate, Glasgow and Manchester offices.
- **Emissions data quality:** The quality of data used for the carbon footprint calculations is classified as Good, Average, Poor, or Benchmark-based, depending on the proportion of primary (measured) data versus estimated data. For the period January–December 2025, the overall data quality has been assessed as Average. Approximately 84% of total emissions have been calculated using good-quality primary data sourced directly from measured energy consumption (kWh) across emission sources. The remaining emissions are based on reasonable estimations and industry benchmarks where primary data was unavailable. This assessment reflects the relative contribution of each emission source to total energy consumption and provides a transparent view of current data coverage and reliability.

Operational:

- Scope 1 and 2 GHG emissions equate to 0.3% of our overall carbon footprint.
- Scope 1 emissions have decreased 28% year on year, driven by continued support for hybrid working and streamlining of office space.

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- Scope 1 emissions are down 48% versus 2020.
- Scope 2 emissions remain near-nil, due to our use of 100% renewable electricity. This is down 99.9% since 2020.

We believe we are near our natural floor for remaining residual emissions, in terms of ability to drive further decarbonisation in areas that are within our direct control. Whilst driving carbon emissions reductions remains our priority, we choose to invest offset initiatives equating to 110% of our prior year's Scope 1 and 2 emissions. 2025 is our third year of doing so and our 2025 investment supported:

- Clean water and cooking in Guatemala, bringing affordable water filters and efficient cookstoves to families, reducing emissions from boiling water and deforestation for fuel.
- Reforestation in Nicaragua, creating long-term income opportunities for smallholder farmers, from growing trees on underused parts of their land.
- Reforestation and Community Development in Ghana, engaging local farmers to plant trees and grow crops and installing water infrastructure in local villages.
- Stove cookers in Bangladesh, helping families move away from cooking over open fires, reducing costs and cutting emissions.

Supply chain:

In Q4 2025 and Q1 2026 we directly engaged our top twenty most carbon-intensive suppliers to better understand:

- Their carbon emissions across Scope 1, 2 and 3 emissions
- Where emissions quantification was incomplete across all Scopes, suppliers' intended timeline to complete emissions footprinting
- Suppliers' net zero targets
- Which suppliers are using renewable energy
- Which suppliers have signed up to Science Based Targets initiative (SBTi)
- Key decarbonisation initiatives and examples of best practice

This is our fourth year of directly engaging key suppliers. The work delivers three key benefits:

- Enhancing data quality, with direct engagement reducing our reliance on proxy data, improving accuracy of our footprinting and our future decarbonisation trajectory
- Encouraging our suppliers to continually improve their focus on emissions reporting, broadening their assessment of their own footprint and improving the accuracy of their data
- Empowering our Supplier Relationship Managers to have a better dialogue with suppliers on decarbonisation initiatives, encouraging and supporting opportunities to accelerate progress

Our supply chain footprint decreased from 14.3 ktCO₂e to 11.7 ktCO₂e driven in part by a decrease in the carbon footprint of some of our key suppliers and reflecting changes in our claims mix and the carbon-intensity of claims activity.

ESG factors are assessed within our tender process and used within all supplier onboarding decisions. 10% of the total weighting is based on Environmental and Social factors. For work that is more carbon intensive, this is increased to a 20% ESG weighting.

Our approach: We use primary data from key 20 carbon intensive suppliers (representing 36% of total PG&S and "read across" primary carbon intensity data to other suppliers providing similar services (representing 16% of PG&S). Spend-based emission factors (using Department for Energy Security and Net Zero (DESNZ) and Environmental Protection Agency (EPA) Environmentally-Extended Input-Output factors) are applied to spend for all other suppliers for 2025.

We note that this area of carbon accounting is still relatively immature and evolving and therefore presents challenges. Many suppliers lack dedicated expertise to provide accurate footprint estimates across all Scopes and employ inconsistent approaches to the methodology and rigour within their assessments. As such, whilst we

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have sought to estimate our supply chain footprint and have been pleased to see many suppliers improve the rigour they apply in their calculations, we will continue to work to improve data quality and accuracy and assess evolving guidance in this space.

Motor supplier highlights

- 100% of esure branded bodyshops and over 93% of our total repair network are carbon neutral
- 4,420 recycled parts used in 2025 saving 149 tCO₂e. We have been focussed on 'repair over replace' with an average ratio of 26.9%, saving just over a quarter of all parts by carrying out safe repair methods
- We planted 908 trees in 2025 - one for every customer who chose to forgo a courtesy car during their repair (910 in 2024), against a backdrop of reducing repairs volumes
- To support the sustainability of our supply chain, we continue to sponsor Autoraise, a charity set up to help the UK vehicle repair industry attract young people into a range of technical apprenticeships

Home supplier highlights

- Carpet and flooring: assessing damage virtually has saved 436 customer visits and avoided over 34,000 driven miles from January to December 2025
- Contents recycling: we were able to repair rather than replace within 14% of furniture and flooring claims, and 7% of electrical claims, from January – December 2025

Investments:

Throughout 2025, we have continued to use external data sources to give us high quality data on the emissions relating to our investment portfolio.

As of the fourth quarter 2025, 92% of our portfolio was covered by this data, an increase over the year. We continue to drill into the data and understand movements over time to help us determine what action we may wish to take. Our portfolio monitoring covers assessments of both current carbon emissions attributed to the portfolio and expected future development of the issuers of the bonds we are invested in, and includes:

- Data on sovereign and supranational debt, and corporate bonds, covering carbon intensity (tCO₂e per £m of assets under management)
- Regular monitoring to consider both the reported carbon emissions of issuers and the transition plans issuers have in place to support limits on global temperature increases
- Considering how best to estimate carbon emissions for assets not covered by standard assessments

Our financed emissions measurement and monitoring follows the Greenhouse Gas Protocol (GHGP) framework and the Partnership for Carbon Accounting Financials (PCAF) standard, and for our investment portfolio this covers Scope 1 and 2 emissions relating to bonds covered by the assessment.

As these frameworks, methodologies and standards continue to evolve, the way certain asset classes are measured continues to improve, as does the comparability of different portfolios. However, the availability and reliability of appropriate data to assess portfolios are imperfect. While there are still gaps which will be addressed over time, over 2025 there have been improvements in areas such as carbon emissions attributed to supranational debt.

We have agreed to target a 50% reduction in the carbon intensity of the corporate bond portfolio by 2030 relative to a base year of 2020, and are working with our asset manager to deliver this. We believe that working to an intensity metric is beneficial in terms of providing a meaningful way to track progress irrespective of movements in total assets under management.

As seen over 2024, the measurement and accuracy of financed emissions has continued to evolve and improve in 2025, with coverage levels increasing over time and including further asset types.

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Asset Class	2025				2024			
	Coverage	ktCO ₂ e	tCO ₂ e / £m Invested	PCAF Weighted Data Score	Coverage	ktCO ₂ e	tCO ₂ e / £m Invested	PCAF Weighted Data Score
Corporate Bonds	98%	8.0	12	2.4	94%	10.4	17	2.4
Sovereign and Supranational Debt	100%	65.7	106	3.8	94%	75.5	140	3.8
Total	92%	73.7	58	3.0	87%	85.8	76	3.0

2025 saw an improvement in the coverage of our assets assessed by market data, from 87% to 92%, across both corporate bonds and sovereign / supranational debt. This has led to an increase in the absolute level of assessed emissions from the portfolio. However, emission intensities per £m of assessed assets under management have fallen, driven by reductions relating to the energy and utility sector, and sovereign and supranational debt. The corporate bond portfolio carbon emission intensity continues to improve relative to our 2020 baseline of 30 tCO₂e per £m of covered assets. Over the period, the data quality score for sovereign emissions has remained static.

Our investment strategy's primary objective is the protection of funds that back policyholders' claims, which in turn drives us to invest in highly liquid and highly rated investments, with UK government debt being a key element in achieving this. As a consequence, and under current measurement practices, we have a high dependency on relatively carbon intensive assets, with sovereign debt contributing to approximately 89% of our assessed investment portfolio carbon emissions. Therefore, our ability to influence and decarbonise is intrinsically linked to government policy and the decarbonisation of the UK as a whole, and hence we advocate for strong, consistent climate policy, regulation and action.

In the long-term, we are committed to aligning our primary investment objective of protecting policyholder funds with net zero carbon targets, however we recognise there will be challenges with short-term transition and we do not intend to materially change our asset mix. We believe the right activity is to support a real reduction in carbon emissions across the planet using influence, rather than a short-term strategy to adjust our portfolio asset mix away from current carbon intensive assets.

Having access to data to understand these dynamics and an agreed a short-term carbon intensity target for our corporate bond portfolio, 2025 has seen us make good progress relative to this target. We will also work to identify additional decarbonisation opportunities within investment risk appetite. We will also refine future transition plans given the constraints and conflicts in this area, considering our asset allocation mix, individual issuer allocations, and publicly stated decarbonisation targets from leading issuers, agencies and states. We will also consider how best to use our voice to encourage and influence issuers to commit to their targets, via our investment managers and industry bodies.

Underwritten emissions:

We acknowledge the Partnership for Carbon Accounting Financials' guidance on emissions associated with our underwriting portfolio. We have calculated the emissions associated with our Motor customers' driving activity and used an attribution figure to quantify the proportion of emissions which we take accountability for within our Scope 3 footprint.

From our analysis, including data from the Department for Transport and the Office for National Statistics, it is clear that the forecast pace of average carbon intensity reductions across UK vehicles is not sufficient to drive a marked decrease in total Underwritten emissions across the insurance sector. Further to this, as a business forecasting growth in the size of our Motor customer base, our ability to directly reduce Underwritten emissions is limited. Our progress on this front is highly dependent on strong, consistent climate policy from UK government, to encourage widespread consumer behaviour change.

Our environmental partnerships

Our partners play an important role in how we combat climate change and support nature and biodiversity. Through their experience and expertise, they are able to effect change to a greater extent than we could alone. We support these partners' work with funding and colleague volunteering.

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We are proud to partner with GreenTheUK, supporting nature, biodiversity and carbon sequestration projects. Through our partnership, to date we have planted 60,000m² of wildflowers to support pollinators, funded ten sea kelp restoration survey sites and 3 crab and lobster survey sites.

The Conservation Volunteers (TCV) support our tree planting proposition whereby we plant a tree for every customer who chooses to forgo taking a courtesy car during their repair. Within this year's planting season, 908 trees were planted by TCV on our behalf. TCV also provide us with colleague volunteering opportunities aimed at restoring natural habitats to support biodiversity.

Social

As part of our core purpose to *fix insurance for good*, we want to have a positive social impact. We focus on how we are creating a culture in which our colleagues can thrive and partnerships that deliver social impact in the communities we're proud to serve.

Our colleagues

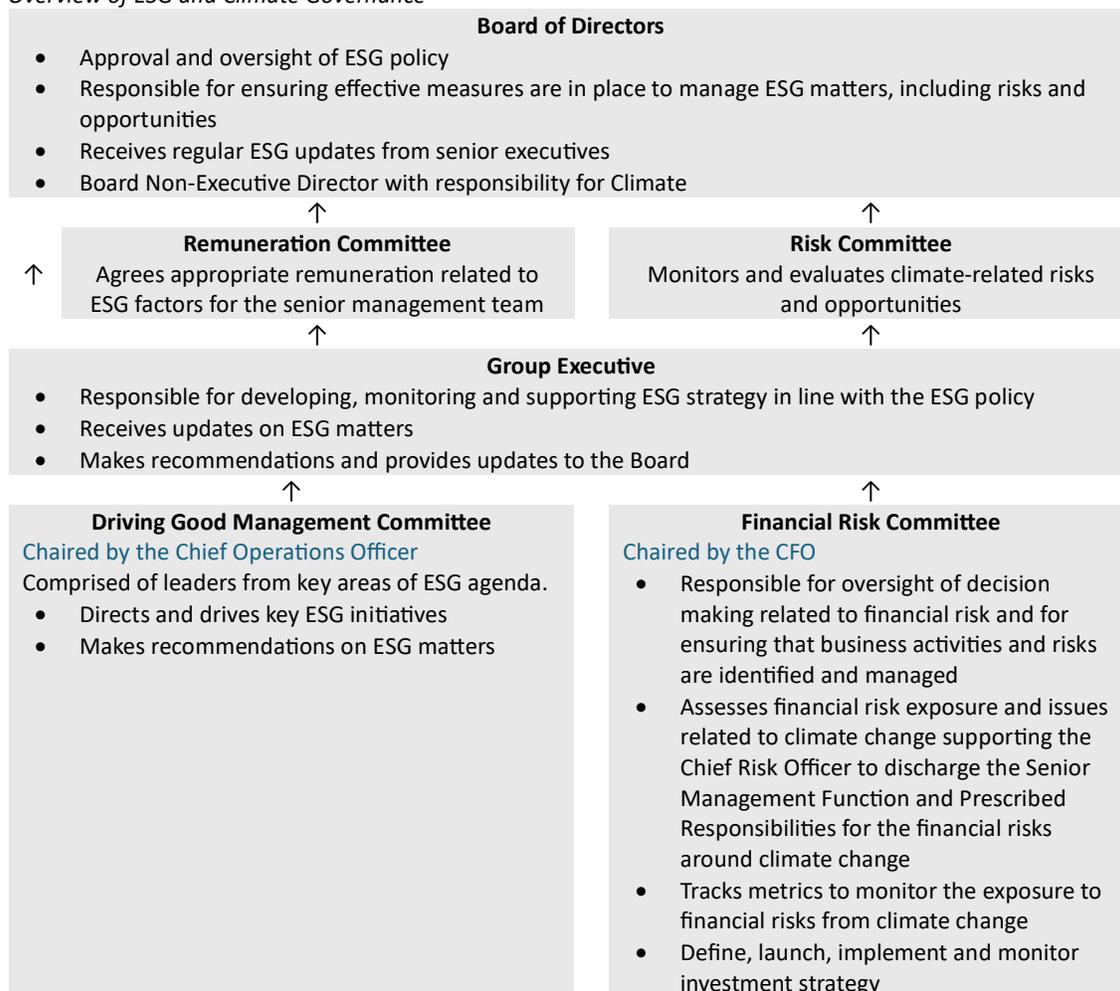
The Company did not have any employees. The employing entity within the Group is esure Services Limited.

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ESG governance

Overview of ESG and Climate Governance



The above table reflects the position during 2025. Governance arrangements, including those relating to ESG and Climate, will continue to evolve during 2026 as integration activities with Ageas progress.

Specific actions taken in 2025:

Board	<p>Deep Dive ESG sessions in May and September 2025, providing updates on all ESG Plans, initiatives, data and progress including:</p> <ul style="list-style-type: none"> • Undertook a full detailed review of our full Scope 1, 2 and 3 carbon footprint, together with the key initiatives in place to drive further reductions • Reviewed overview of our 2025 ClimateWise disclosure score and findings, and agreed related recommendations for future focus areas • Oversight of signature social initiatives including Shelter, our corporate charity partner, plus our environmental and road safety partnerships
Risk Committee	<ul style="list-style-type: none"> • Reviewed and approved the materiality assessment for climate risk, considering milestones for decarbonisation of our investment portfolio and approving our updated ESG policy • The Group climate metrics were reviewed on a regular basis
Group Executive	<ul style="list-style-type: none"> • Reviewed the Group carbon footprint and our progress in implementing our climate strategy, including initiatives to drive decarbonisation

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	<ul style="list-style-type: none">• Reviewed our climate-related plans and next steps in areas including our investments, claims, our supply chain and in our operations• Reviewed and approved our submission to ClimateWise
Driving Good Management Committee	Supported the business's progress in areas including: <ul style="list-style-type: none">• Leading our second year's fundraising activities for our corporate charity partner, Shelter• Developing decarbonisation plans, action and corresponding interim milestones• Significantly reducing reliance on proxy data within supply chain and investments emissions calculations• Maintaining quality engagement and dialogue with suppliers on ESG• Continuing to support partnerships focused on nature and biodiversity initiatives• Assessing climate risk capability across the business

Corporate Governance statement

Throughout the year, the Company applied the Wates Corporate Governance Principles for Large Companies (published by the Financial Reporting Council in December 2018) (the Wates Principles). Prior to the acquisition by Ageas, the Company applied a governance framework consistent with its status as a Private Equity owned business. This included compliance with the requirements of the Guidelines for Disclosure and Transparency in Private Equity Companies (published by the Private Equity Reporting Group) (the Walker PERG Guidelines), including recommended enhanced disclosures. As the Company is no longer private equity owned, the Walker PERG Guidelines are no longer relevant.

As a subsidiary of Ageas (UK) Limited, the Board has adopted a Governance Framework (the "Framework") consistent with the Ageas UK governance framework. By adopting this Framework, the Board aims to promote and sustain a high standard of corporate governance. The Framework reflects the governance standards set out in the PRA Rulebook, the FCA Handbook (in particular the Senior Management Arrangements, Systems and Controls), and the Wates Principles.

The approach to the Corporate Governance during the year is set out below on a Group basis. The governance of the business will continue to evolve as integration with Ageas progresses, and will be subject to review in 2026. The Wates Principles have been applied as follows:

Principle one: Purpose and Leadership

The Board sets and approves the Company's strategic plan and vision.

During 2025, the Company applied the 'Game Changer' strategy, which was launched at the beginning of esure's transformation journey to help keep colleagues aligned and motivated by setting out what we planned to do and how we planned to go about it, fulfilling our customer-centric purpose of fixing insurance for good.

The Game Changer strategy was retired at the end of 2025 as part of the ongoing integration of the esure business with Ageas. In 2026, the Company will further align its strategic plan and vision with the direction set by Ageas UK, in support of the wider Ageas group.

The Board sets the tone from the top concerning culture and acts in accordance with these values. The Board reviews the Company's Code of Conduct on an annual basis and, post acquisition, has adopted the Ageas group-wide Code of Conduct, which included values representing the Ageas vision:

- CARE: we care, respect and help those around us, while staying true to who we are.
- SHARE: we share by learning together, inspiring others and by sharing our success and what we know and experience
- DELIVER: we deliver on our promises and we make things happen by staying focused on our priorities and keeping things simple.
- DARE: we dare by pushing boundaries and not being afraid to take a chance.

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Principle two: Board Composition

The current membership of the Board, including the names of all Directors who served on the Board during the year, can be found on page 1. Full biographies for all Directors can be found on the esure website www.esuregroup.com

The composition of the Board reflects a diverse range of skills, knowledge and experience necessary for the Board to be effective. The Board as a whole includes an appropriate range of competences and experiences relevant to the industry in which the business operates, with sufficiently independent and informed representation to support and challenge the Executive Directors from an external perspective (via Independent Non-Executive Directors). Prior to the acquisition by Ageas, the view of the Company's ultimate shareholder (Bain Capital) was represented by a Non-Executive Director appointed by Bain Capital. Post acquisition, the Ageas perspective, as the owner of the business, is maintained via the appointment of Ageas Executive and Non-Executive Directors.

The Company is committed to attracting and retaining a Board whose composition reflects a diverse range of backgrounds, knowledge, experience, and abilities. Appointments are based on merit, and also consider diversity and the mix of skills required. A copy of the diversity and inclusion statement is available on the esure website www.esuregroup.com.

There is a clear division of responsibilities between the Chair of the Board and the CEO. The Chair is responsible for the leadership of the Board, and the CEO is responsible for the day-to-day leadership of the business operations. The Chair is a Non-Executive Director and has a pivotal role in facilitating open and constructive discussions, setting the cultural tone for the Board, promoting positive behaviours, and creating the conditions for the overall effectiveness of the Board and for individual Directors. The Chair leads on setting the agenda for meetings and is responsible, with the support of management, for ensuring Directors receive accurate and timely information.

A formal review and assessment of the performance of the Board and its Directors is undertaken on a regular basis. All actions identified as part of the 2024 effectiveness review (conducted internally) were tracked and completed during 2025. During the year, an effectiveness review was undertaken (also conducted internally) and the Board was considered to be operating effectively. The output of the review was reported to the Board and discussed with the new Chair (Alison Platt) as part of her induction process. The composition of the Board has changed substantially following completion of the acquisition and a further effectiveness review will be undertaken in 2026.

The Company is committed to the ongoing professional development of Board members. The training and development needs of each Director are reviewed. In October 2025, all Directors were invited to attend an induction day, the purpose of which was to help newly appointed Directors gain a deeper understanding of esure's business. Topics included strategy, organisational structure, operational matters (including claims and customers), technology (including data and AI), as well as the approach to risk management and governance. In addition, a comprehensive handover process was facilitated for the benefit of the newly appointed board Chair, and Chair of the Risk Committee (Richard Jackson). The process included the incumbents meeting with their successors to discuss key matters relevant to those roles. In addition, a handover process for the newly appointed CEO (Peter Martin-Simon) and CFO (Alistair Smith) was also completed. Both Peter and Alistair have extensive knowledge of the business having each joined esure in 2021. Ant Middle (Ageas UK CEO), will succeed Peter as CEO of the Company in April 2026 as part of planned succession activities.

Principle three: Director Responsibilities

The Board is responsible for controlling and directing the Company in line with the expectations and requirements of its parent company and ultimate shareholder, and in doing so paying due regard to the interests of its stakeholders. The Board is also responsible for ensuring the business is compliant with all applicable legislative and regulatory requirements.

The decision making framework within the esure business is defined against high-level parameters agreed with Ageas Group. It reflects the principle of delegated authority based on competence and appropriate mechanisms and triggers for escalation. Accountability for the outcome of key decisions rests with the relevant decision making body.

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The Board has delegated authority and responsibility for key activities to designated senior managers, with the allocation of significant responsibilities documented and maintained within the Management Responsibilities Map of the esure businesses. Accountabilities are further recorded within policies and processes where relevant.

The Board receives timely, accurate, complete, and relevant management information, in a form and of a quality appropriate to enable it to discharge its duties. In particular, the Board receives a balanced and understandable assessment of the Company's performance, strategic position, stakeholders, and prospects consistent with the set values and standards.

Principle four: Opportunity and Risk

It is the role of the Board to perpetuate the long term sustainable success of the Company, balancing entrepreneurship with sound control and risk management.

The Board is supported by the Risk Committee. The key role of that Committee is to provide oversight of, and advice to the Board on the current risk exposures and future risk strategy, including the implementation of the risk management framework. The Committee advises on risk appetite, tolerance, limits and strategy, monitors current and emerging risk exposures, and challenges management on risk controls, stress testing and capital adequacy. The Committee also ensures that risk information informs strategic decisions and regulatory compliance. The Committee comprises a majority of Independent Non-Executive Directors and meets at least quarterly. Cross membership of the Committee and the Audit Committee helps facilitate coordination on topics of mutual interest, particularly in relation to the internal control and risk management framework.

Strategic risk objectives are aligned to the risk management framework, which informs the way we think about risk within the business. These objectives are owned by the Board and supported by measurable statements of risk appetite and Key Risk Indicators to provide the basis for the Group's strategic decision-making and business planning. A range of quantitative and qualitative measures of risk are maintained, against which the actual or planned exposures and uncertainties are regularly monitored and reported to the Group Executive, the Risk Committee and the Board. Information about the Principle Risks facing the business can be found in the Strategic Report on page 2.

The risk management framework supports the consistent and robust identification and management of opportunities and risks within desired levels across the Group, supporting openness, challenge, innovation and excellence in the achievement of objectives. Within this framework:

- Risk culture is a set of encouraged and acceptable behaviours, discussions, decisions and attitudes toward taking and managing risk
- The policy framework articulates in a suite of policies, our business objectives, legal and regulatory obligations, and risk appetite, and helps colleagues to understand how we meet and achieve these
- Our Own Risk and Solvency Assessment (ORSA) process is linked to our annual strategic planning process and includes our annual ORSA report which documents our capital requirements and risks associated with the current period and future periods. Key topics that underpin the ORSA include:
 - Stress testing and scenario analysis, including reverse stress testing
 - Business planning and assessment of the key risks
 - Own assessment of solvency based on capital modelling
 - Assessment of the appropriateness of the standard formula for regulatory capital setting
 - Risk appetite setting
 - Material appetite setting
 - Material and emerging risk reviews
 - Climate risk materiality assessment, modelling and metrics

Risk is managed through the three lines model which provides a simple and cost effective way to delegate and co-ordinate risk management roles and responsibilities.

- **1st Line – Business functions that own and manage risks** - Primary ownership, responsibility and accountability for identifying, assessing and managing risks and controls.

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Accountability across the Executive Team and senior management are clearly articulated and managed through the Group Responsibilities Map.

- **2nd Line – Risk and Compliance function that oversees compliance and management of risks** - Monitor and help implement effective risk management practices and facilitates the reporting of risk related information.

Accountability for the Risk and Compliance function resided with the Chief Risk Officer, a member of the senior executive team who reports directly to the Chief Executive Officer. Independence is assured through a direct reporting line to the Chair of the Risk Committee.

- **3rd Line – Internal Audit function that provides independence assurance** - improves esure's operations through independent objective assurance and consulting activities.

Accountability for the Internal audit function resides with the Chief Audit Officer (CAO), who reports to the Chief Executive Officer. The CAO's independence is protected through a direct reporting line to the Chair of the Audit Committee.

Principle five: Remuneration

The Company does not enter into contracts of employment as the employing entity within the esure Group of companies is esure Services Limited. The below represents the Group approach to remuneration.

The approach to remuneration, and the governance around setting remuneration will continue to evolve in 2026 as part of continuing integration activities with Ageas.

esure seeks to pay all staff competitively and fairly for the roles they undertake. All permanent employees are eligible to receive a bonus on a discretionary basis, subject to Company and individual performance.

During the year, esure operated a Remuneration Committee which oversees remuneration arrangements and makes decisions on behalf of the Board for Executive and Material Risk Takers (MRT) remuneration. The Committee comprises Independent Non-Executive Directors and a representative of the Company's ultimate parent.

The Executive and MRT policy (the Policy) is reviewed annually by the Remuneration Committee. The Policy supports the business's strategy and is based on the following key principles:

- Aligned to creating long-term sustainable success;
- Competitive within the markets in which it operates (but not excessive) and supports the Group's ability to attract and retain talent;
- Balanced between fixed and variable elements of remuneration in a way that rewards performance, encourages the right behaviours and eliminates undue behavioural and reputational risk and risk to the Group's capital base;
- Simple and transparent design; and
- Meets all regulatory requirements.

In setting the Policy and individuals' remuneration, the Remuneration Committee is mindful of the remuneration on offer to the wider employee population and considers external benchmarking.

The Remuneration Committee ensures that consumer and vulnerable customer outcomes are appropriately included in the design of variable remuneration and Executive objectives.

The principles and remuneration structures described within the Policy apply throughout the senior management team, with the exception of bonus for employees within Solvency II Key Control functions.

esure is required to identify Solvency II staff who have a material impact on the risk profile of the organisation and who have specific remuneration arrangements in place. The remuneration policy identifies where remuneration arrangements differ from those of the wider workforce. The methodology used for identifying

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Solvency II staff is reviewed by the Remuneration Committee annually. Malus and clawback procedures are in place to cover all variable remuneration paid to Solvency II staff. This may be triggered in circumstances including misconduct and material failures of risk management.

esure has established a risk adjustment process to determine whether annual bonus payments and/or long-term incentive vesting appropriately reflects the Group's exposure to risk as well as compliance with risk policies and processes. The Chief Risk Officer is invited to report on adherence to risk profile and to provide an assessment of risk culture and conduct annually. The Remuneration Committee may then, in consultation with the Chief Risk Officer, make adjustments to payments or levels of vesting.

The Remuneration Committee is responsible for approving any termination payments to be made to Executives and MRT, including pay in lieu of notice, annual bonus, deferred bonus, long-term incentives and ex-gratia payments. To avoid actual or perceived reward for failure, the Group has a policy framework for termination payments made to Executive Directors and MRTs based on voluntary resignation or termination for cause; severance terms agreed for an individual and death, ill health, disability, injury, or where the individual's employing company or business leaves the Group.

Post-acquisition, a majority of Board members are not remunerated for their service on the Board. Their remuneration is set as part of the terms of their service to the wider Ageas group. Governance for the remuneration for the remaining independent Non-executive Directors is likely to continue to align with Ageas in 2026. Prior to the acquisition, the remuneration for the Chair of the Board was set by the Chair of the Remuneration Committee, in consultation with the shareholder. The remuneration for the Chair and Non-Executive Directors has historically been structured to enable the Company to recruit and retain, at an appropriate cost, individuals with the necessary skills and experience to support the Board's leadership of the Group. Fees are reviewed annually, considering time commitments and equivalent benchmarks for comparable non-executive director roles. No individual is involved in setting their own remuneration.

Principle six: Stakeholder Relationships and Engagement

The Board has a responsibility to set and maintain a culture, values and standards that have customers at the heart of how the Company's business is conducted and to ensure that the Company's obligations to its shareholders and other stakeholders, including customers, employees, suppliers, the community, the environment, and regulators, are understood and met.

A range of mechanisms have been established to support Directors in the discharge of their duties and obligations to key stakeholders are understood and met. Further detail, including the Company's approach to diversity and inclusion, and environmental social and governance matters has been included within the Section 172 Statement and within the ESG disclosures.

Donations

Political Donations

The Company made no political donations (2024: £ Nil) during the year.

Charitable Donations

The Company made no charitable donations of (2024: £ Nil) during the year.

Disclosure of information to the auditor

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all reasonable steps they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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Independent Auditors

Deloitte LLP acted as the Company's auditor during the year. Following the acquisition of esure by Ageas, it is expected that Deloitte will be succeeded as auditor by KPMG LLP in 2026.

This report was approved by the Board of Directors on 26 March 2026 and signed on behalf of the Board by:

A handwritten signature in black ink, appearing to read 'Alistair Smith', written over a horizontal line.

Alistair Smith
26 March 2026

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Statement of Directors' Responsibilities in Respect of the Strategic Report, the Directors' Report and Financial Statements

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

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

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 Company and of its profits or loss for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternatives but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report and a Directors' Report that complies with that law and those regulations.

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

INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF ESURE GROUP PLC

Report on the audit of the financial statements

1. Opinion

In our opinion the financial statements of esure Group plc (the ‘company’):

- give a true and fair view of the state of the company’s affairs as at 31 December 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 “Reduced Disclosure Framework”; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 18.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 “Reduced Disclosure Framework” (United Kingdom Generally Accepted Accounting Practice).

2. 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 further described in the auditor’s responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council’s (the ‘FRC’s’) Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

3. Summary of our audit approach

Key audit matters

The key audit matters that we identified in the current year were:

- *Valuation of Investments in group undertakings*

Materiality

The materiality that we used in the current year was £7,320,000 which was determined on the basis of 2.6% of Net Assets.

Scoping	Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.
Significant changes in our approach	The Company is no longer required to produce consolidated financial statements. Therefore, the Key Audit Matters reported in the previous year are no longer relevant. The area with the most judgement and requiring the most audit effort in the current year was the investments in group holdings, and this is therefore considered a key audit matter.

4. Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- obtaining an understanding of the relevant controls relating to the directors' going concern assessment process;
- assessing management's projections for the next planning cycle and underlying business plans and forecasts for esure Insurance Limited (eIL) which is main trading subsidiary, to support key forward-looking assumptions;
- evaluating the historical accuracy of forecasts prepared by management; and
- assessing the appropriateness of the disclosure included in the financial statements.

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 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.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

5. 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. These matters included 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.

5.1. Valuation of investments in group undertakings

Key audit matter description	The investment in group undertakings total £370.9m as at 31 December 2025 (2024: £370.9m), valued at cost less provision for impairment. These investments comprise investments in esure Insurance Limited, esure Services Limited, esure Finance Limited, esure Holdings Limited, esure Property Limited and esure broker
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limited, which are material to the Company as they account for 98% of total assets.

The directors must assess whether any of the investments in group undertakings should be impaired based on the financial position and future prospects of the investments. This takes into consideration key factors such as the financial position of the subsidiaries and the macroeconomic environment.

Further details are included within note 2 - accounting policies, note 3 - critical accounting judgements and estimates and note 11 - Investments.

How the scope of our audit responded to the key audit matter

Our audit procedures included:

- Obtaining an understanding of relevant controls related to the valuation of the investment in group undertakings;
- Obtaining and evaluating management's impairment assessment by independently assessing management's conclusion against impairment indicators.
- Challenging the directors' judgements regarding the appropriateness of the carrying value of investments through the following;
 - Comparing management's forecasts for each group undertaking to the to the latest financial information for the group undertakings, including performing analytical reviews over material movements since the date of issuing the latest set of audited results;
 - Gaining an understanding of the forecast future trading performance of the group undertakings and assessing the ability of the group undertakings to achieve these forecasts; and
 - Assessing the historical accuracy of managements forecasts by comparing the actual results to forecasts.

Assessing the completeness of management's subsequent events analysis and its impact on the valuations.

Key observations

Based on our audit procedures, we found the valuation of investments in group undertakings to be reasonable. We concluded that the carrying value of these investments is not materially misstated.

6. Our application of materiality

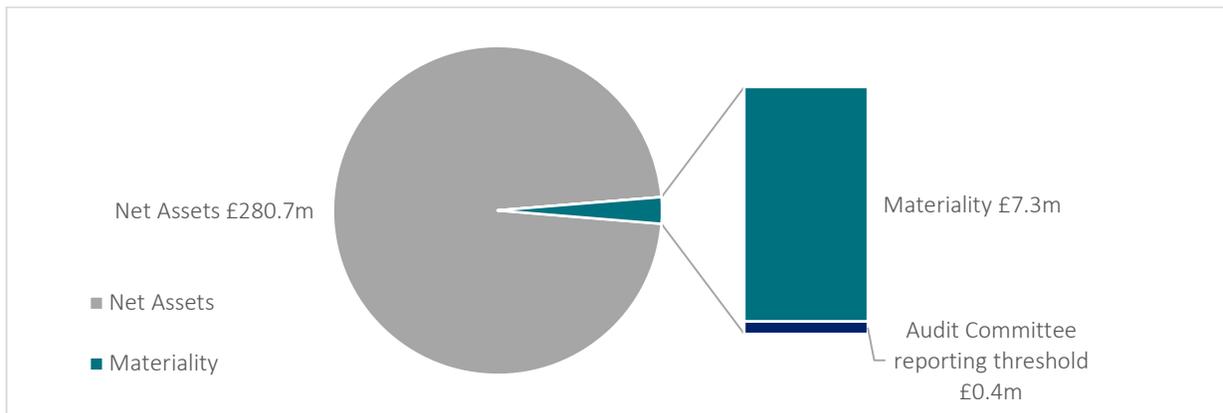
6.1. Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Materiality	£7,320,000 (2024: £7,320,000)
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Basis for determining materiality	2.6% of Net Assets
Rationale for the benchmark applied	<i>Net assets was chosen as a metric as the primary function of the Company is holding and managing its investments in the group undertakings.</i>



6.2. Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. Performance materiality was set at 56.8% of materiality for the 2025 audit. In determining performance materiality, we considered the quality of the control environment and whether we were able to rely on controls.

6.3. Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £366,000, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

7. An overview of the scope of our audit

7.1. Scoping

The scope of our audit was determined by obtaining an understanding of the Company and its environment, including company wide controls and assessing the risks of material misstatement at the Company level. Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.

7.2. Our consideration of the control environment

We obtained an understanding of the relevant controls within the Company, including controls over the following business processes: financial reporting, cash and investments. We also identified the key IT systems in the Company that were relevant to the audit, and involved our IT specialists to gain an understanding of the general IT controls over these systems, including the general ledger, data warehouse and automated reconciliation tools. Our IT specialists identified deficiencies in respect of user access review, segregation of duties and privilege user access in the prior year and current year. We therefore planned a fully substantive audit approach.

7.3. Our consideration of climate-related risks

The Company, for itself and its subsidiaries, monitors and manages climate risk as a cross-cutting risk considered within the principal risks and integrated into the Risk Management Framework. Refer to pages 3 to 16 (Climate risk) and pages 19 to 26 of the ESG section of the annual report. We obtained an understanding of management's processes to address climate-related risks, including management's implementation of the Climate strategy. We have assessed whether these initiatives undertaken by management are aligned with the Climate Change Roadmap developed by the Association of British Insurers. We have performed a risk assessment of the financial impact of climate risks on the financial statements and concluded the risks of material misstatement due to climate risk factors are remote. We have considered whether information included in the climate related disclosures in the Annual Report were materially consistent with our understanding of the business and the financial statements. Management has concluded there to be no material impact arising from climate change on the judgements and estimates made in the financial statements as noted in Note 3: Critical accounting judgements and estimates.

8. 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 contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of 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 this gives rise to 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 this other information, we are required to report that fact.

We have nothing to report in this regard.

9. Responsibilities of directors

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

10. Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

11. Extent to which the audit was considered capable of detecting 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 in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

11.1. Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Company's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- the Company's own assessment of the risks that irregularities may occur either as a result of fraud or error;
- results of our enquiries of management, internal audit, the directors and the Audit Committee about their own identification and assessment of the risks of irregularities, including those that are specific to the Company's sector;
- any matters we identified having obtained and reviewed the Company's documentation of their policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team and relevant internal specialists, including tax and IT specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud.. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the Company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, Listing Rules, and tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. These included the Company's operating licence and environmental regulations.

11.2. Audit response to risks identified

As a result of performing the above, we did not identify any key audit matters related to the potential risk of fraud or non-compliance with laws and regulations.

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the audit committee and in-house legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with the regulators; [and]
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

12. Opinions on other matters prescribed by 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 year 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 Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

13. Matters on which we are required to report by exception

13.1. Adequacy of explanations received and accounting records

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; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

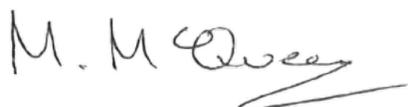
13.2. Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made.

We have nothing to report in respect of this matter.

14. 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.



Mark McQueen, ACA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

26 March 2026

Statement of comprehensive income
For the year ended 31 December 2025

	Notes	2025 £000	2024 £000
Administrative expenses		(7)	(95)
Dividend received		71,000	34,200
Operating profit		70,993	34,105
Interest receivable	9	4,500	4,600
Interest payable	8	(12,870)	(14,493)
Profit on ordinary activities before tax		62,623	24,212
Tax credit on profit on ordinary activities	10	3,219	3,611
Total profit on ordinary activities after tax and total other comprehensive income for the year		65,842	27,823

All amounts relate to continuing operations.

The notes on pages 44 to 51 form part of these financial statements.

esure Group plc

Statement of financial position As at 31 December 2025

	Notes	2025 £000	2025 £000	2024 £000	2024 £000
Fixed assets					
Investments	11		370,945		370,945
			<u>370,945</u>		<u>370,945</u>
Current assets					
Debtors	12, 13	7,478		4,694	
Cash at bank	12	34		1,042	
		<u>7,512</u>		<u>5,736</u>	
Creditors: amounts falling due within one year	12, 14	(362)		(797)	
Net current assets			<u>7,150</u>		<u>4,939</u>
Total assets less current liabilities			<u>378,095</u>		<u>375,884</u>
Borrowings	12, 14		(97,425)		(96,556)
Net assets			<u>280,670</u>		<u>279,328</u>
Capital and reserves					
Called up share capital	15		395		395
Share premium	15		95,620		95,620
Capital redemption reserve			44,850		44,850
Profit and loss account			67,022		65,680
Restricted Tier 1 debt			72,783		72,783
Shareholder's funds - all equity			<u>280,670</u>		<u>279,328</u>

The notes on pages 44 to 51 form part of these financial statements.

The financial statements were approved by the Board and authorised for issue on 26 March 2026 and signed on its



A M Smith
Director

Registered number: 07064312

Statement of changes in equity
For the year ended 31 December 2025

	Share capital £000	Share premium £000	Capital redemption £000	Restricted Tier 1 notes £000	Profit and loss account £000	Total equity £000
Year ended 31 December 2024						
At 1 January 2024	395	95,620	44,850	72,783	47,357	261,005
Profit for the year	-	-	-	-	27,823	27,823
Dividends paid	-	-	-	-	(5,000)	(5,000)
Payment to holders of rT1	-	-	-	-	(4,500)	(4,500)
At 31 December 2024	395	95,620	44,850	72,783	65,680	279,328
Year ended 31 December 2025						
At 1 January 2025	395	95,620	44,850	72,783	65,680	279,328
Profit for the year	-	-	-	-	65,842	65,842
Dividends paid	-	-	-	-	(60,000)	(60,000)
Payment to holders of rT1	-	-	-	-	(4,500)	(4,500)
At 31 December 2025	395	95,620	44,850	72,783	67,022	280,670

The notes on pages 44 to 51 form part of these financial statements.

Notes to the financial statements For the year ended 31 December 2025

1 . General information

esure Group plc is a private company limited by shares incorporated in England and Wales. Its registered office is The Observatory, Castlefield Road, Reigate, Surrey, RH2 0SG.

The Company is a holding company for the esure group of companies being the Company and its direct and indirect subsidiaries, which were established to write general insurance for private cars and homes.

2 . Accounting policies

Basis of preparation

These financial statements present the esure Group plc Company financial statements for the year ended 31 December 2025, comprising the statement of comprehensive income, statement of financial position, statement of changes in equity and related notes, as well as comparatives for the year ended 31 December 2024.

The financial statements have been prepared in accordance with the provisions of Section 396 of the Companies Act 2006 (the 'Act') and Schedule 1 of the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2008 (the 'Regulations').

Under the provisions of Section 400 of the Act, consolidated financial statements have not been prepared. Consolidated financial statements incorporating the results of the Company and its subsidiary undertakings are prepared by the Company's parent undertaking, Ageas SA/NV. The consolidated financial statements of Ageas SA/NV can be obtained from The Observatory, Castlefield Road, Reigate, Surrey, RH2 0SG.

These financial statements were prepared in accordance with the FRS 101 *Reduced Disclosure Framework* ("FRS 101"). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006 ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A cash flow statement and related notes as required by IAS 7;
- Comparative period reconciliations for share capital as required by IAS 1;
- Disclosures in respect of capital management required by IAS 1;
- Disclosure in respect of transactions with other wholly owned subsidiaries of Ageas SA/NV as required by IAS 24;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of key management personnel as required by IAS 24.

As the consolidated financial statements of Ageas SA/NV include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- The disclosures required by IFRS 7 *Financial Instrument Disclosures*.
- The disclosures required by IFRS in relation to Pillar 2 tax; and
- Comparative period reconciliations for share capital.

The financial statements have been prepared on a going concern basis. The Board has reviewed the Company's projections, and those of its subsidiary undertakings from which the Company receives income, for the 12 months from the date of approval of the financial statements and, based on this work, the Directors have a reasonable expectation that the Company has adequate resources to continue in operation for at least the 12 months from the date of signing of these financial statements.

The financial statements have been presented in sterling and rounded to the nearest thousand. Throughout these financial statements any amounts which are less than £500 are shown by 0, where as dash (-) represents that no balance exists.

The financial statements have been prepared on the historical cost basis. The principal accounting policies adopted are set out below.

At the date of approval of these financial statements there were no standards, amendments or interpretations in issue and endorsed by the UK which the Company had not adopted.

2 . Accounting policies (continued)

Income from investments in group undertakings

Income from investments in subsidiary undertakings comprises dividend income. Dividends are recognised when the right to receive payment is established.

Interest payable

Interest payable in the year comprises interest due on amounts owed to group undertakings. Interest payable is recognised in the income statement as it accrues, using the effective interest method.

The effective interest rate method is a method of calculating the amortised cost of a financial asset or liability and of allocating the interest income or interest expense over the expected life of the asset or liability. The effective interest rate is the rate that exactly discounts estimated future cash flows to the instrument's initial carrying amount. Calculation of the effective interest rate takes into account fees payable or receivable that are an integral part of the instruments yield, premiums or discounts on acquisition or issue, early redemption fees and transaction costs. All contractual terms of a financial instrument are considered when estimating future cash flows.

Taxation

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those enacted or substantively enacted by the reporting date. Current tax assets and liabilities also include adjustments in respect of tax expected to be payable or recoverable in respect of previous periods.

Current tax relating to items recognised directly in equity or other comprehensive income is recognised in equity or other comprehensive income and not in the income statement.

Investments in group undertakings

Investments in Group undertakings are stated at cost less any provisions for impairment.

Impairment of group undertakings

The carrying amounts of the Company's investments in subsidiaries are reviewed at each reporting date to determine whether there is any indication of impairment. Objective evidence of impairment may include reduction or elimination of the prospects of expected future dividends from the subsidiary. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an investment in group undertakings is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses and any reversals of impairments are recognised through the income statement.

Financial assets

Classification

Financial assets held by the Company falling within the scope of IFRS 9 *Financial Instruments* are classified as 'measured at amortised cost'.

During the years ended 31 December 2025 and 31 December 2024 the Company did not classify any financial assets 'at fair value through profit or loss' or 'at fair value through other comprehensive income'.

The Company determines the classification of its financial assets at initial recognition. Financial assets are not reclassified subsequent to their initial recognition, unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company's financial assets include investments in group undertakings, amounts due from group undertakings and cash at bank. All financial assets held (other than investments in group undertakings) were classified as measured at amortised cost on initial recognition.

Notes to the financial statements

For the year ended 31 December 2025

2 . Accounting policies (continued)

Financial assets (continued)

Subsequent measurement

Financial assets at amortised cost are measured at amortised cost using the effective interest rate. Impairment losses are recognised in the income statement. Any gain or loss on derecognition is also recognised in the income statement.

Impairment of financial assets

The Company recognises loss allowances for Expected Credit Losses ('ECL') on all financial assets measured at amortised cost.

For financial assets that are not credit-impaired at the reporting date the ECL is the present value of possible cash shortfalls in the next twelve months, this may be on a portfolio basis.

For financial assets that are credit-impaired at the reporting date the ECL is the difference between the gross carrying amount and the present value of the estimated future cash flows.

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Derecognition of financial assets

A financial asset is derecognised when the rights to receive cash flows from that asset have expired or when the Company transfers substantially all the risks and rewards of ownership of the financial assets.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, the Company has a currently enforceable legal right to offset the recognised amounts and it intends to settle on a net basis, or to realise the assets and settle the liabilities simultaneously. Income and expenses are not offset in the statement of comprehensive income unless required or permitted by any accounting standard or interpretation.

Financial liabilities

Financial liabilities falling within the scope of IFRS 9 are classified as 'financial liabilities at amortised costs'.

The Company's financial liabilities at 31 December 2025 and 31 December 2024 include external borrowings and amounts due to group undertakings.

Initial recognition

Other financial liabilities are measured initially at fair value less directly attributable transaction costs.

Subsequent measurement

After initial recognition, other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of comprehensive income when the liabilities are derecognised.

Amortised cost is calculated by taking into account any fees or costs that are an integral part of effective interest rate, transaction costs and all other premiums and discounts. The amortisation is included in finance costs in the statement of comprehensive income.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of comprehensive income.

Share Capital

Shares are classified as equity when there is no contractual obligation to transfer cash or other assets to holders of the financial instruments.

Restricted Tier 1 Notes

The Tier 1 notes issued in 2021 are classified as equity as they are perpetual and the Group has full discretion over interest payments, including ability to defer or cancel interest payments indefinitely.

Notes to the financial statements
For the year ended 31 December 2025

3 . Critical accounting judgements and estimates

The preparation of these financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates; however the financial statements presented are based on conditions that existed at the balance sheet date.

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

Key sources of estimation uncertainty and critical judgements in applying the Company's accounting policies

The key assumptions concerning the future, and other key sources of estimation uncertainty at each balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

Valuation of investments in subsidiary

Accounting judgement

The investment in subsidiary is held at cost. A review for any indicators of impairment is performed on an annual basis. Some indicators may be subjective and this leads to some accounting judgement being required. Were indicators of impairment identified then there would be estimation uncertainty around the carrying value of the impaired investment. As no such indicators of impairment were identified there is currently no estimation uncertainty in these balances.

See note 11 for further details.

4 . Operating Segments

The Company is a holding company for a single subsidiary. As such, it has an single operating segment under IFRS 8. The Company's operations occur in the United Kingdom and it is the country in which it generates all of its revenue. The Company's assets are all located within the United Kingdom.

5 . Profit after tax

Profit after tax is stated after charging:

	2025	2024
	£000	£000
Auditor's remuneration	15	15

The auditor's remuneration for the Company for the year ended 31 December 2025 amounted to £15,000 (2024: £15,000), this was paid on behalf of the Company by its subsidiary esure Services Limited.

6 . Staff cost

The Company employed no staff during the current year (2024: Nil), all duties being carried out by esure Services Limited.

7 . Directors' remuneration

	2025	2024
	£m	£m
Emoluments in respect of qualifying services	8.5	6.1
Payment related to long-term incentive plan	29.2	-
IFRS share based payment charge	0.6	0.6
Total Directors' remuneration	38.3	6.7

All of the Directors of esure Group plc and its subsidiary undertakings receive remuneration from esure Services Limited as employees of that company and the services of the Directors were supplied to the Company by esure Services Limited at no cost to the Company. It is not appropriate to allocate this remuneration between their services as Directors of esure Group plc and the other services provided to esure Group plc and its subsidiary undertakings.

During the year, retirement benefits were accruing to no Directors of esure Group plc (2024: none) in respect of defined contribution pension schemes.

During the year, three Directors of esure Group plc (2024: none) exercised share options in Blue (BC) Topco Limited, a parent undertaking.

During the year, two Directors of esure Group plc (2024: none) agreed payments in respect of loss of office totalling £1.7m (2024: £nil).

Notes to the financial statements

For the year ended 31 December 2025

7 . Directors' remuneration (continued)

Remuneration of the highest paid Director

	2025	2024
	£m	£m
Emoluments in respect of qualifying services	3.0	3.3
Payment related to long-term incentive plan	13.0	-
IFRS share based payment charge	0.4	0.4
	<u>16.4</u>	<u>3.7</u>

During the year, the highest paid Director of esure Services Limited (2024: did not exercise) exercised share options in Blue (BC) Topco Limited, a parent undertaking.

8 . Interest payable

	2025	2024
	£000	£000
Ten-year Subordinated Notes	12,870	14,493
	<u>12,870</u>	<u>14,493</u>

9 . Interest receivable

	2025	2024
	£000	£000
On intercompany restricted Tier 1 debt	4,500	4,600
	<u>4,500</u>	<u>4,600</u>

10 . Taxation

	2025	2024
	£000	£000
UK corporation tax credit on profit for the year	(3,219)	(3,611)
Taxation credit	<u>(3,219)</u>	<u>(3,611)</u>

The tax rate used for the calculations is the Corporation Tax rate of 25.00% (2024: 25.00%) payable by the corporate entities in the UK on taxable profits under tax law in that jurisdiction.

The expense for the year can be reconciled to the profit per the statement of profit and loss and other comprehensive income as follows:

	2025	2024
	£000	£000
Profit before taxation	<u>62,623</u>	<u>24,212</u>
Taxation calculated at 25.00% (2024: 25.00%)	15,656	6,053
Adjustments in relation to prior year deferred tax	-	158
Change in tax rate	-	(147)
Non taxable income	(18,875)	(9,675)
Taxation credit	<u>(3,219)</u>	<u>(3,611)</u>

11 . Investments

Shares in group undertakings
£000

Cost

At 1 January 2025 and at 31 December 2025	<u>370,945</u>
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Investments in group undertakings

esure Group plc has the following subsidiaries as at 31 December 2025:

	Country of incorporation	Class of shares	Principal activity	Held directly or indirectly	Percentage held
esure Finance Limited	England and Wales	Ordinary	Holding company	Direct	100%
esure Holdings Limited	England and Wales	Ordinary	Holding company	Indirect	100%
esure Insurance Limited	England and Wales	Ordinary	General insurance	Indirect	100%
		restricted Tier 1		Direct	100%
esure Services Limited	England and Wales	Ordinary	Administration and management	Indirect	100%
esure Property Limited	England and Wales	Ordinary	Property investment	Indirect	100%
esure broker limited	England and Wales	Ordinary	Dormant	Indirect	100%

The registered office of all of the subsidiaries above is The Observatory, Reigate, Surrey, RH2 0SG. A subsidiary of the Company, esure. S.L.U, incorporated in Spain, was dissolved during 2024.

Notes to the financial statements
For the year ended 31 December 2025

12 . Financial Assets and Liabilities

Financial assets

	2025 £000s	2024 £000s
Financial assets at amortised cost	3,558	5,001
Total financial assets	3,558	5,001

Financial liabilities including borrowings

Financial liabilities measured at amortised cost	97,787	97,353
Total financial liabilities	97,787	97,353

Borrowings

Ten-year Subordinated Notes (due 2033)	97,425	96,556
Accrued interest on ten-year Subordinated Notes (due 2033)	362	362
Total borrowings	97,787	96,917

	Year ended 31 Dec 2025 £000s	Year ended 31 Dec 2024 £000s
The movement in borrowings in the year is attributable to:		
As at 1 January	96,556	120,690
Cash outflow - interest	(12,001)	(13,627)
Cash outflow - repayment	-	(25,000)
Non-cash movement: interest accrued	12,870	14,493
As at 31 December	97,425	96,556

Subordinated Notes - 2023 Issuance

£100m Subordinated Notes were issued by esure Group plc on 16 June 2023 (2023 Notes) at the rate of 12.00% per annum, with payments made biannually. Directly attributable fees were £4.8m. The market value of the £100m 2023 Subordinated Notes at 31 December 2024 was £116.3m.

The nominal £100m Subordinated Notes have a maturity date of 20 December 2033. The 2023 Notes are direct, unsecured and subordinated obligations of the Group, ranking pari passu and without preference amongst themselves, and will, in the event of the winding-up of the Group or in the event of an administrator of the Group being appointed and giving notice that it intends to declare and distribute a dividend, be subordinated to the claims of all Senior Creditors and policy holders of the Group.

Credit Risk

At 31 December 2025 there were £nil of loss allowances, held against financial assets at amortised cost (31 December 2024: £nil). The gross amount of the financial assets held at amortised cost at 31 December 2025 was £3,558,000 (31 December 2024: £5,001,000), £3,558,000 of which were classified as not credit-impaired at the reporting date (31 December 2024: £5,001,000).

13 . Debtors: Amounts falling due within one year

	2025 £000	2024 £000
Corporation tax recoverable	3,219	-
Amounts owed by group undertakings	3,524	3,959
Deferred tax	735	735
	7,478	4,694

The deferred tax asset relates to losses brought forward. This is supported by future expected profitability in the wider Group and the availability of Group relief.

There were no unrecognised deferred tax assets.

The deferred tax rate is 25% (2024: 25%).

Notes to the financial statements
For the year ended 31 December 2025

14 . Creditors

Amounts falling due within one year

	2025 £000	2024 £000
Amounts owed to group undertakings	-	435
Accrued interest	362	362
	<u>362</u>	<u>797</u>

Amounts falling due in more than one year

	2025 £000	2024 £000
Ten-year Subordinated Notes (due 2033)	97,425	96,556
	<u>97,425</u>	<u>96,556</u>

15 . Share capital and other reserves

	2025 £000	2024 £000
Authorised, allotted, called up and fully paid		
473,801,337 Ordinary Shares of 1/12 pence each	<u>395</u>	<u>395</u>

The issued share capital of the Company as at 31 December 2025 was 473,801,337 Ordinary Shares of 1/12 pence each, all fully paid up (31 December 2024: 473,801,337 Ordinary Shares of 1/12 pence each). The rights and obligations attaching to the Ordinary Shares are set out in full in the Articles of Association. There are no voting restrictions on the Ordinary Shares which each carry one vote. The Ordinary Shares carry full rights in respect of dividends.

During the year ended 31 December 2025 the Group issued no shares (2024: no shares).

The capital redemption reserve was created during the year ended 31 December 2013 for a £44.9m share repurchase.

On 22 July 2021 the Company announced the pricing of £75.0m of Fixed Rate Reset Perpetual Restricted Tier 1 Contingent Convertible Notes at a coupon of 6.000%. The notes are direct, unsecured and subordinated obligations of the Company and rank pari passu and without any preference among themselves. The Tier 1 notes are treated as a separate category within equity and the coupon payments are recognised outside of the profit after tax result and directly in shareholders' equity. The Company has the option to cancel the coupon payment. Cancellation becomes mandatory if:

- solvency cannot be maintained; or
- there is non-compliance with the SCR or the MCR; or
- there are insufficient distributable reserves in the Company; or
- the esure Group is an insolvent winding-up; or
- it is required by the PRA.

In the event of a trigger event, which relates to the solvency coverage of the Group, then the Notes will automatically convert into ordinary shares of the Company.

Directly attributable costs of £2.2m were incurred in issuing the rT1 Notes.

16 . Dividends

Dividends of £60,000,000 were declared and paid to Blue (BC) Bidco Limited during the year, 12.664p per share (2024: £5,000,000, 1.055p per share).

Notes to the financial statements

For the year ended 31 December 2025

17 . Ultimate parent undertaking

The Company is a wholly owned subsidiary undertaking of Blue (BC) Bidco Limited, a company registered in Jersey.

The smallest and largest group into which these accounts are consolidated and the Company's ultimate parent company is Ageas SA/NV, a company incorporated in Belgium whose registered address is Avenue du Boulevard 21, 1210 Brussels.

Copies of the above financial statements can be obtained from the Company Secretary, The Observatory, Castlefield Road, Reigate, Surrey, RH2 0SG.

18 . Post balance sheet events

In February 2026, the Company's indirect subsidiary, esure Services Limited, announced to employees that, as a part of a wider integration program, a series of consultations would be taking place that would lead to a restructuring of the wider Ageas UK employees to give a simpler and leaner operating model. The impact on the Company cannot currently be quantified as the consultation process is only in its very earliest stages.