

GAMA AVIATION PLC
Company number 07264678
ANNUAL REPORT AND FINANCIAL STATEMENTS 2025

GAMA AVIATION PLC ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

Our purpose

...is to provide aviation services that enable a decisive advantage.

STRATEGIC REPORT

Business review	3
Financial review	3
Future developments	4
Principal risks and uncertainties	4
Section 172 statement	7

GOVERNANCE

Directors' report	10
Streamlined energy and carbon report	12
Statement of directors' responsibilities	14

FINANCIAL STATEMENTS

Independent auditor's report	17
Consolidated income statement	21
Consolidated statement of comprehensive income	22
Consolidated balance sheet	23
Consolidated statement of changes in equity	25
Consolidated cash flow statement	26
Notes to the financial statements	28
Parent company balance sheet	82
Parent company statement of changes in equity	83
Notes to the Parent company financial statements	84

GAMA AVIATION PLC STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

Strategic Report

Business Review

Gama Aviation Plc has built an enviable reputation as one of the leading service providers to the aviation sector in the UK and internationally. Our service offering includes Aircraft Management and Charter, Maintenance, Repair and Overhaul, Special Missions, Technology and Outsourcing and Fixed Based Operations. Key initiatives and outcomes in the financial year were as follows:

- During 2025 the Company made significant progress in the construction of the Business Aviation Centre in Sharjah, UAE. The facility commenced operations in February 2026.
- In May 2025 the Company acquired Tyrolean Jet Services GmbH, an Austrian company specialising in Aircraft Management and Charter within the European Union.
- During 2024 the Company secured a new agreement with the Scotland Ambulance Service Board to provide enhanced air ambulance services and placed orders for three new fixed wing and three new rotary aircraft. During 2025 the Company undertook various planning and modification activities to facilitate the commencement of the new contract in summer 2026.
- To support the continued business expansion the Company fully drew down its \$25m Revolving Credit Facility with Barclays Bank Plc and obtained a further \$6.5m of loans from Close Bros secured against aircraft.

Financial Review

	Adjusted ¹ \$m		Statutory \$m	
	Dec-25	Dec-24	Dec-25	Dec-24
Revenue	235.5	231.9	230.1	231.9
Gross Profit	40.0	39.2	40.2	35.0
Gross Profit %	17.0%	16.9%	17.5%	15.1%
EBITDA	24.0	20.4	19.2	12.6
EBIT	2.2	0.1	(2.8)	8.1

¹The Adjusted result exclude exceptional items, which are defined in note 16 to the financial statements and include the results of the associate Gama Aviation Malta Holdings Limited and its subsidiaries.

- Adjusted revenue from continuing operations up 2% to \$235.5m (2024: \$231.9m), mainly due to the acquisition of TJS Austria GmbH.
- Adjusted Gross Profit has remained stable at \$40.0m (2024: \$39.2m).
- Adjusted Gross Profit Margin stable at 17.0% (2024: 16.9%).
- Adjusted EBITDA up by \$3.6m to \$24.0m (2024: \$20.4m) on the back of profits on sale of aircraft.
- Adjusted EBIT profit has improved from \$0.1m in 2024 to \$2.2m in 2025 reflecting the improved EBITDA.
- Statutory loss for the year was \$11.7m compared with a profit of \$4.3m in 2024. This movement from 2024 to 2025 reflects the reversal of the impairment in the Sharjah BAC of \$16.3m in 2024.
- Net debt was \$35.1m (2024: cash minus debt \$9.1m) reflecting investment in the Sharjah BAC and other operations.
- Net Equity of the Group at year end was \$66.9m (2024: \$71.0m), reflecting losses for the year, partially offset by the appreciation of sterling denominated assets.

GAMA AVIATION PLC STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

Future Developments

The Board envisages significant opportunity for growth throughout the key business lines. Key areas of growth identified by the Board are as follows:

- **Enhance our FBO offer.** Invest in high value infrastructure to enhance our network, maximise opportunities from aircraft transitioning through our FBOs and capitalise on opportunities that consolidate or enhance our network.
- **Expand our UK and European maintenance services.** Grow our jet maintenance business and further extend our portfolio of services.
- **Deliver a world class aircraft management service.** Further develop and enhance our aircraft management and charter fleet by responding to future trends and customer demand.
- **Further penetrate the UK charity Air Ambulance market.** Capture and execute opportunities in the UK charity Air Ambulance market.
- **Build market share in UK government programmes.** Secure opportunities associated with the UK Government activities and initiatives, particularly within the Ministry of Defence and Home Office.
- **Provide technology that powers the business aviation market.** Provide technology driven solutions which focus on the operational needs of the business aviation market.

Principal Risks and Uncertainties

The Group's overall risk and mitigation strategy is overseen by the Board. Furthermore, the Executive Directors meet regularly to identify and review existing and emerging risks and to ensure that appropriate controls and mitigation plans are in place.

The Directors consider the principal risks to the business to be as follows:

- Inadequate funding and liquidity constraints
- Impact of conflicts or other significant political, or economic developments
- The risk of health, safety or environmental incidents
- Cyber threats to the Group's information and technology systems
- Regulatory compliance
- Financial underperformance due to gross profit margin erosion and/or increasing overheads
- The integration of new business activities and/or underperformance of existing operations
- Recruitment and retention of key individuals
- The supply and recruitment of appropriate and skilled personnel
- Failure of business processes and/or financial reporting systems
- Attraction and retention of customers

Inadequate funding and liquidity constraints

The availability of sufficient liquidity and financial resources is essential to ensure that the Group has sufficient financial resources to operate the business and to take advantage of strategic investment opportunities. The Group's liquidity position and the availability of appropriate funding lines to enable the strategy and operational effectiveness of the Group is continually assessed by the Directors.

During 2025 the Company made significant investments in the construction of the Business Aviation Centre in Sharjah, UAE and other strategic projects. To support this business expansion the Company fully drew down its \$25m Revolving Credit Facility with Barclays Bank Plc and secured a further \$6.5m of loans from Close Bros secured against aircraft.

Nevertheless, the Directors believe that further infrastructure financing will be required in order for the Group to complete its strategic plans and are, therefore, actively engaged with various financial institutions to secure this financing.

GAMA AVIATION PLC STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

Principal Risks and Uncertainties (continued)

Details of the Directors considerations regarding going concern are contained in note 3 to the financial statements.

Impact of conflicts or other significant political, or economic developments

The Directors are closely monitoring and reviewing the possible implications of the impact of the ongoing conflicts in Middle East which directly impacts the Group's operations in Sharjah, liaising with relevant internal and external stakeholders on an ongoing basis.

The Group also actively monitors the risk of pandemics, climate change and other similar risks, through monthly and quarterly business reviews and Executive Committee and Board meetings.

The risk of health, safety or environmental incidents

The Group operates a fully integrated Safety Management System (SMS) which proactively seeks to identify and eliminate hazards. Furthermore, the Group has a highly proficient and fully resourced Safety Department, that utilises industry leading tools and techniques, to proactively identify and mitigate safety risks before they lead to damage or harm. All staff are actively encouraged to report hazards and near misses within a fair and just culture that seeks to educate and improve safety for everyone. The SMS is actively promoted through training, monthly safety newsletters and safety bulletins. Safety is a top priority at every level in the Company, from shop floor "toolbox talks" to the Executive Committee and Board of Directors.

Cyber threats to the Group's information and technology systems

The Group is exposed to the threat of cyber security breaches, which could result in data loss, reputational damage and financial losses. During 2025, the Group continued to bolster its defences against this threat. strengthening controls, training staff, proactively monitoring critical IT infrastructure, and updating Information Security policies.

Regulatory compliance

The aviation industry has significant and complex regulation covering training, engineering, safety and operations. Breaches of regulations can lead to sanctions such as suspension of operations or other restrictions. The Directors believe that the regulatory burden is likely to increase over time and specific specialist members of staff are tasked with ensuring compliance and liaising with the various regulatory bodies. These employees form part of the Compliance & Assurance department which is responsible for the governance and leadership of the compliance framework, including the provision of training and appraisals to ensure understanding and compliance. In addition, the Group Corporate Compliance Officer, working closely with the Group legal function, is tasked with leading the evolution and development of the corporate compliance landscape across the Group.

Financial underperformance due to gross profit margin erosion and/or increasing overheads

Robust financial performance is a key imperative for the Group to ensure the continued viability of the organisation. The Group's annual budget and strategic plan is approved by the Board and performance against this is delegated to strategic business units. Progress against these plans are reviewed monthly and, where necessary, specific reviews and action plans are initiated and implemented.

The integration of new business activities and/or underperformance of existing operations

Operational performance risk may arise from the start up and the integration of new operations and contracts. This can be affected by inadequacies in the supply chain and in new equipment and aircraft acquired. The integration of new staff into the group also presents a risk of non-compliance with group policies and adoption of group systems, standards, and processes. The Directors actively manage this risk through a combination of pre-acquisition due diligence and post-acquisition reviews, alongside the Group's normal reporting and controlling procedures.

Reliance and retention of key individuals

People are key to the Group's success. The Group operates a formal talent and succession planning framework, to identify high potential team members and support the creation of tailored development plans.

GAMA AVIATION PLC STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

Principal Risks and Uncertainties (continued)

The supply and recruitment of appropriate and skilled personnel

The supply of talent is an ongoing risk in operations, engineering, technology and support services. This is being mitigated with a robust talent plan, including the Group successfully securing a sponsorship licence to employ non-UK nationals, and enhancing our links with the armed forces in order to recruit ex-military personnel.

Failure of business processes and/or financial reporting systems

The Group recognises the importance of having appropriate and efficient business processes to ensure that issues are promptly identified and resolved. Therefore, the Group utilises standard accounting and reporting packages and employs appropriately qualified individuals to administer and operate these systems and processes.

Attraction and retention of customers

The Group's ability to attract and retain customers is crucial for growth and profitability. The growth is achieved through effective marketing campaigns, social media engagements, strong brand identity, offering value, as well as having appropriate regulatory requirements. By providing exceptional customer service, which includes personalised experience to each client and building trust with reliable and efficient service, the Group is able to retain key customers.

SECTION 172 STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2025

SECTION 172 STATEMENT

In 2025 the Company continued its focus on the delivery of a comprehensive array of high value aviation services. These services include operational management, charter, air ambulance services, fixed based operations, maintenance, design, software, and trip planning and support.

s. 172(a) Likely consequence of any decision in the long term

The Directors consider the risks, shareholders objectives, and the impact on employees, suppliers, the community and the environment before making material decisions. In 2025 decisions were taken to:

- Acquire new companies (namely Tyrolean Jet Services GmbH) to enhance and compliment the Company's existing offering.
- Delay investment in certain projects pending sustainable sources of funding.
- Refocus business activities away from contracts and activities that had failed to realise adequate returns.
- Build long term business relationships with key suppliers.
- Re-evaluate funding relationships to better support the Company's changing business requirements.
- Review assets acquisition strategy to preserve liquidity.

s. 172(b) The Interest of the Company's employees

The Directors recognise that the employees are critical to the delivery of the Group's strategy and the Company strives to develop and preserve employee engagement and attract, retain and develop talent across the business. More specifically:

- We grow our own talent by investing in our early years' careers through apprenticeships, and career mapping.
- We actively upskill managers and create leaders.
- We invest in the Wellbeing of our People; actively identifying and training employees to be mental health first aiders or mental health champions.
- Our Reward & Recognition processes (including annual pay and benefits reviews) underpin our business culture, values and objectives.
- We promote a truly diverse and inclusive culture, educating our employees and supporting causes close to their hearts.
- We have a clear employee value proposition which we actively communicate via social media, career events, and regular employee Town Halls.
- We have been formally recognised by external bodies (e.g. the MOD employer recognition scheme).

Our commitments are underpinned by the policies, guidelines and support tools set out in the Employee Handbook.

s. 172 (c) The need to foster business relationships with suppliers, clients and others

The Company's activities affect a wide range of individuals and organisations, and the Directors engage with relevant stakeholders to inform decision making.

The Company aims to build enduring relationships with government regulators, clients, suppliers and communities, in the regions where it operates.

The Company considers the safety of its employees, clients and the wider communities to be paramount and actively promotes health and safety through training, monitoring and reporting within a just and fair culture.

SECTION 172 STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2025

The Company's Procurement Charter has been developed to encourage efficient, responsible and sustainable supply chains that are compliant with ethical and legal requirements on matters such as modern slavery and human rights, employment practices, anti-corruption, intellectual property protection, data protection and cyber security, health and safety, diversity and inclusion environment and sustainability. Moreover, the Company trains employees involved in procurement to assess and monitor the ethical standards adopted by its suppliers and potential suppliers.

The Company's management regularly meet with their key client management, to obtain feedback and to enhance performance and efficiency.

The Company's management systems (ISO 45001 for safety and ISO 14001 for environment) are monitored and where required externally audited and accredited to ensure that the needs and expectations of stakeholders, including investors, clients, suppliers, and employees, are met.

s. 172 (d) The impact of the Company's operations on the community and the environment

The Company supports local communities and works closely with charities and local organisations. For example, the Company's operates a 'time off in lieu' scheme to encourage employees to dedicate time to support charitable and environmental causes. Furthermore, the Company demonstrates its commitment to the Armed Forces through the Armed Forces Covenant of which it has gained the silver award. The Company also provides internship and apprenticeship opportunities across its UK locations.

Since 2018 the Group has commissioned an independent external study to evaluate its annual Greenhouse Gas ("GHG") Emissions, and the latest report is available on the Company's website.

The Company's has a strategy targeted at achieving Net Zero by 2050, which is updated annually based on the Group's GHG performance and any prevailing changes in the macro political, technological or legislative environment.

Additionally, waste recycling schemes are in place throughout the Company's operations, and the Company operates electric car leasing arrangements to enable employee participation in emission reduction.

s. 172 (e) The desirability of the Company maintaining a reputation for high standards of business conduct

The Company remains committed to maintaining the highest standards of integrity, honesty, and fairness in its dealings with all stakeholders. The corporate culture, based on shared values and behaviours expected of our employees, partners, consultants and workers is reflected in the Employee Handbook and Code of Ethics (the "Code"). The Code underpins the Company's values and the way it conducts business. Employees are required to formally confirm their compliance with the Code through an annual compliance declaration. The compliance of the Company's partners, consultants and suppliers is required by contractual arrangements.

The Company devotes significant resources to ensuring full compliance with laws and regulations. Furthermore, the Company has specific policies, monitoring procedures and training programmes in relation to:

- The Data Protection Act 2018
- UK Bribery Act 2010 (and Foreign Corrupt Practices Act in the US)
- The Sanctions and Anti-Money Laundering Act 2018 (including associated regulations applicable to the United States and the European Union)
- Cyber security policies
- Health & Safety legislation relevant to the aviation industry, and
- Applicable Air Operations, Airworthiness and Engineering regulations, including UK and EASA, including regulations relating to offshore operations.

SECTION 172 STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2025

The Company maintains an online whistleblowing service available for employees to report any wrongdoing and regularly audits compliance in all its operations.

s. 172 (f) The need to act fairly between members of the Company

The Company recognises the importance of acting fairly between all the shareholders and managing any potential conflicts of interest.

All key decisions (strategic, transactional, financial or otherwise) were reached following a careful and objective appraisal of whether a particular course of action would benefit shareholders as a whole. Objectivity and conflicts of interest that may have arisen between major shareholders were considered and managed.

Approval

This report was approved by the Board of Directors on 5 June 2026 and signed on its behalf by:



Michael Williamson
Chief Financial Officer

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

DIRECTORS' REPORT

The Directors present their report together with the audited Consolidated Financial Statements for the year ended 31 December 2025.

The review of the business and future developments contained within the Strategic Report are incorporated into the Directors' Report by cross reference.

Information about the use of financial instruments by the Company and its subsidiaries, and financial risk management policies, are given in note 37 to the Consolidated Financial Statements.

Principal activities

The Group delivers a comprehensive array of high value aviation services. These services include operational management, charter, air ambulance services, fixed based operations, maintenance, design, software, and trip planning and support.

The Directors believe that, by promoting the Group's key values, which are innovation, commitment, care for people, responsibility, pragmatism, execution, ambition and resilience, the Group can continue to build customer confidence and ensure safety that are considered essential elements in the transformation and execution of the Group's strategy.

The provision of essential services to the healthcare industry, and connecting people, businesses and countries, enables the Group to provide the jobs, prosperity, cultural and community benefits that air transportation enhances.

Employees

Our people, which includes contractors as well as direct employees, are at the heart of the Group's business and are a key resource to delivering the strategy and vision. The average monthly number of employees during the year ended 31 December 2025 was 817 (2024: 817).

The Group continues to improve on and retain talent within the organisation and encourages a culture of learning, development and career advancement of our employees through training and mentoring initiatives.

The Group's policies ensure equal opportunities designed to ensure that all job applicants capable of performing the role advertised are treated equally regardless of their age, sex, race, disability, sexual orientation or any other personal characteristic that could be considered a form of discrimination and all employees are treated equally in terms of training, career development and promotion. Where employees develop a disability during their employment the Group will actively seek to retain them wherever possible by adjusting their work content and environment, or by retraining them to undertake new roles.

Effective Group-wide communication and recognition of employee contributions is facilitated via the Group's intranet and email systems as well as through regular local management and Town Hall meetings to enable the flow of information and the sharing of skills and ideas through different departments and regions and to help ensure employee engagement.

The Group also provides a variety of wellbeing initiatives that include medical insurance and mental health support as well as financial wellbeing and retirement planning.

A confidential reporting procedure is available for employees to report any concerns.

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

Engagement with employees and wider stakeholders

The Section 172 statement provide further details on engagement with employees on pages 7 to 9.

The Group has also considered and fostered its relationships with wider stakeholders including investors, customers, suppliers, in its principal decisions during the financial year. Further details on the Group's engagement with and decision making influenced by its wider stakeholders has been included within the Section 172 statement on pages 7 to 9.

Directors

The Directors who held office during the year and up to the date of this report, unless otherwise stated, were as follows:

M Khalek

S Wright

M Williamson

R Schwarz

M Taylor (appointed 6 January 2026)

Our Directors' powers are determined by UK legislation and our Articles of Association, which contain rules about the appointment and replacement of Directors

Qualifying third party indemnity provisions

The Company has granted an indemnity to one or more of its Directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in Section 236 of the Companies Act 2006. Such qualifying third-party indemnity provision remains in force as at the date of approving the Directors' Report.

The indemnification for Directors provided by the Company has been arranged in accordance with the Company's Articles and the Companies Act 2006. As far as is permitted by legislation, all officers of the Company are indemnified out of the Company's own funds against any liability incurred while conducting their role in the Company, unless such liability is to the Company or an associated company.

The Company has appropriate Directors' and Officers' Liability insurance cover in place in respect of any legal action against, among others, its Directors.

Going concern

The Director's considerations and assessment in relation to going concern are contained in note 3 to the financial statements.

Dividends and return to shareholders

The Board does not recommend a dividend for 2025 (2024: nil pence per share).

Post balance sheet events

These are detailed in note 40 of the Consolidated Financial Statements.

Future business developments

Further details on these are set out in the Strategic Report on pages 3 to 9.

STREAMLINED ENERGY AND CARBON REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

STREAMLINED ENERGY AND CARBON REPORT

The Group is committed to managing its business responsibly across a wide range of stakeholders by recognising and mitigating the environmental impact of the Group's business activities. This requires the Group to explore every avenue where the business can drive and implement change to the benefit of employees, customers, shareholders, and to the wider stakeholder groups from the local communities, of which it is a part. The Group seeks to undertake its business activities in an environmentally responsible and energy efficient manner. As such, the Group aims to comply with the letter, and spirit, of the prevailing environmental legislation in order that our business operations do not have a significant adverse effect on the natural environment. In view of this, the Group supports:

- The UK government's Streamlined Energy and Carbon Reporting (SECR) and Energy Savings Opportunities Scheme (ESOS) requirements,
- Task Force on Climate related Financial Disclosures (TCFD) on a voluntary basis,
- The development of ground and flight procedures to minimise noise, carbon, and nitrogen oxide emissions, while maintaining the highest safety standards,
- A Procurement Charter which seeks to encourage good Social Value behaviours through our supply chain particularly regarding environmental and greenhouse gas reduction practices,
- The continual mission to remove single-use plastics and engaging in waste and paper recycling schemes throughout our operations, limiting our environmental impact as best we can, and
- Employee volunteering days that support local environmental projects and other community causes.

In addition, the Group has appointed Carbon Footprint Ltd, a leading carbon and energy management company, to assess independently its energy savings opportunity in accordance with the UK Government's requirements (ISO 14064-1:2018 and the 2024 emission conversion factors published by Department for Environment, Food and Rural Affairs (Defra) and the Department for Business, Energy & Industrial Strategy (BEIS)).

The ESOS audit was carried out in accordance with the BS EN 16247-1 2012 guidelines and applies to Gama Aviation's UK based operations only.

Scope	GHG Protocol Emission Category	Emission Source	Location-Based (tCO ₂ e)
1	On-site fuel use	Site Gas Oil, natural gas, etc.	357.60
	Company owned vehicles	Owned vehicles	120.39
	Fugitive emissions (incl. Refrigerant gases and AC)	Refrigerants	43.10
Scope 1 Total			521.09
2	On-site consumption of purchased electricity, heat steam and cooling	Electricity	298.18
Scope 2 Total			298.18
3.2	Capital goods		39.37
3.3	Fuel- and energy related activities (not included in scope 1 or scope 2)		215.28
3.4	Upstream transportation and distribution		151.60
3.5	Waste generated in operation		4.98
3.6	Business travel (not included in scope 1 or 2)		726.95
3.7	Employee commuting		1,447.01
Scope 3 Sub - Total excl. 3.11			2,585.19
3.11	11. Use of sold products	Jet A1	33,904.73
Scope 3 Total			36,489.91
All excl. 3.11	Tonnes of CO₂e		3,404.46
	Tonnes of CO₂e per employee		3.89
All incl. 3.11	Tonnes of CO₂e		37,309.18
	Tonnes of CO₂e per employee		42.68

STREAMLINED ENERGY AND CARBON REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

Activity	2021	2022	2023	2024	2025
UK Operations Scope 1&2 energy consumed (kWh)	3,180,807	3,530,697	4,001,003	3,766,970	3,596,299
Total Scope 1&2 energy consumed (kWh)	7,542,746	5,679,332	4,908,762	3,981,544	3,966,331
Total Global energy consumed (kWh)	115,207,192	137,172,478	109,549,643	145,399,878	145,399,878
Total Scope 1&2 Gross Location-Based Emissions (tCO ₂ e)	2,128	1,516	835	885	819
Total Gross Location-Based Emissions (tCO ₂ e)	31,907.60	40,129.43	33,704.03	43,160.57	37,309.18
Carbon offsets (tCO ₂ e)	2,724	0	0	0	0
Total Net Location-Based Scope 1&2 Emissions (tCO₂e)	(596)	1,516	835	885	819
Intensity ratio: tCO₂e (gross Scope 1 & 2, location-based) per £M revenue	11.1	6.7	3.8	4.9	4.7
Tonnes of CO ₂ e per employee	28	33	25	51	46

Charitable and political donations

Group donations paid to charities worldwide were \$4,029 (2024: \$1,212).

No political donations were made during the year (2024: \$nil).

Research and development

The Group carries out research and development activities to support its suite of business aviation software solutions.

Financial risk management

The Group's financial risk management objectives and policies, including its use of financial instruments, are set out in note 37 to the Group's Consolidated Financial Statements.

The existence of branches outside the United Kingdom

The Group's activities in overseas jurisdictions are usually carried out through subsidiary companies. However, following the acquisition of the trade and assets of Specialist Aviation Services on 31 January 2024, the Group operated branches in Kuwait and Bahrain.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

FOR THE YEAR ENDED 31 DECEMBER 2025

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the Group and Parent Company Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare the Group and Parent Company Financial Statements for each financial year. Under that law, they are required to prepare the Group Financial Statements in accordance with U.K. adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 and applicable law. The Directors have elected to prepare the Parent Company Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 Reduced Disclosure Framework, 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 Group and Parent Company, and of the Group's profit or loss for that period. In preparing each of the Group and Parent Company Financial Statements, the Directors are required to:

- Select suitable accounting policies, and then apply them consistently,
- State whether the Group Financial Statements have been prepared in conformity with U.K. Adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006,
- State whether the Parent Financial Statements have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 Reduced Disclosure Framework, and applicable law) in conformity with the requirements of the Companies Act 2006,
- Make judgements and estimates that are reasonable, relevant, and reliable,
- Assess the Group and Parent 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 Group or the Parent Company, or to cease operations, or have no realistic alternative but to do so. As explained in note 3 of the Consolidated Financial Statements, the Directors believe the going concern basis to be appropriate and the Financial Statements have been prepared on that basis.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure 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 the 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 Group, 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 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 United Kingdom governing the preparation and dissemination of Financial Statements may differ from legislation in other jurisdictions.

Each Director in office at the date the Directors' Report is approved confirm that, to the best of their knowledge:

- The Financial Statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position, and profit or loss of the Parent Company and the undertakings included in the consolidation taken as a whole, and
- The Strategic Report and Directors' Report include a fair review of the development and performance of the business and the position of the Company, and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

FOR THE YEAR ENDED 31 DECEMBER 2025

Statement on disclosure to Auditors

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

- So far as the Director is aware, there is no relevant audit information, that would be needed by the Group's and Parent Company's Auditors in connection with preparing their Audit Report (which appears on pages 17 to 20), of which the Group's and Parent Company's Auditors are not aware, and
- In accordance with Section 418(2) of the Companies Act 2006, he has taken all reasonable steps that he ought to have taken as a Director to make him aware of any such information, and to ensure that the Group's and Parent Company's Auditors are aware of such information.

Auditors

The auditor, Crowe U.K. LLP, will be proposed for appointment by the members of the Company in accordance with Section 485 of the Companies Act 2006.

Approval of Directors' Report

This Directors' Report was approved for and signed on behalf of the Board by:



Michael Williamson

Director

5 June 2026

GAMA AVIATION PLC FINANCIAL STATEMENTS`

FOR THE YEAR ENDED 31 DECEMBER 2025

Financial statements

Independent auditor's report

Consolidated income statement

Consolidated statement of comprehensive income

Consolidated balance sheet

Consolidated statement of changes in equity

Consolidated cash flow statement

Notes to the financial statements

Parent company balance sheet

Parent company statement of changes in equity

Notes to the parent company financial statement

INDEPENDENT AUDITOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

Opinion

We have audited the financial statements of Gama Aviation Plc (the "parent company") and its subsidiaries (the "group") for the year ended 31 December 2025 which comprise:

- the Consolidated income statement and Consolidated statement of comprehensive income for the year ended 31 December 2025;
- the Consolidated and Parent Company balance sheets as at 31 December 2025;
- the Consolidated and Parent Company statements of changes in equity for the year then ended;
- the Consolidated cash flow statement for the year then ended; and
- the notes to the financial statements, including material accounting policies.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosures Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2025 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted international accounting standards ;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

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 group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, 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.

Material uncertainty related to going concern

We draw attention to note 3 in the financial statements, which indicates that finalisation of financing has not been resolved at the time of approval of the financial statements, and that whilst the directors are taking steps to put funding arrangements in place, there is a risk these may not be completed in the time scales planned. Management have identified that this may cast significant doubt on the Group and parent company's ability to continue as a going concern.

As stated in note 3, these events or conditions, along with the other matters as set forth in note 3, indicate that a material uncertainty exists that may cast significant doubt on the Group and parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

Other information

The directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2025

report thereon. 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 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our 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.

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the Statement of Directors' responsibilities set out on pages 14 and 15, 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 such 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 group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities 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.

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,

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2025

including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and the procedures in place for ensuring compliance. We focused on those laws and regulations that have a direct impact on the financial statements. These included the Companies Act 2006, relevant tax and accounting regulations, and the significant country-specific laws and regulations associated with operating in the aviation sector, such as those issued by the Civil Aviation Authority.
- As part of our audit planning process, we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made with management concerning both whether they had any knowledge of any actual or suspected fraud and their assessment of the susceptibility to fraud. We considered the risk to be greater in areas involving override of controls by management, inappropriate revenue recognition, and matters requiring significant management estimation or judgement, including estimates or judgements impacting the impairment of goodwill and the impairment of parent company investment balances. Based on this assessment we designed audit procedures to focus on these specific areas.
- We held discussions with Divisional Management, and other staff members outside of the finance function, to gain an understanding of areas of fraud risk and any instances of non-compliance with laws and regulations. We also obtained and inspected correspondence between the Group and regulatory bodies.
- We assessed the design and implementation of controls over significant audit risks and obtained an understanding of the Group's financial reporting processes.
- We tested the appropriateness of journal entries throughout the year by vouching a risk-based sample of journals to supporting documentation and explanations.
- A detailed review of the Group's year end adjusting entries was performed. Any items that appeared unusual in nature or amount were vouched to supporting documentation.
- We obtained an understanding of the business rationale of significant one-off transactions that are outside the normal course of business or that otherwise appear to be unusual, including but not limited to the acquisition and control considerations over the Gama Aviation Holding (Malta) Ltd.
- We communicated in our group audit instructions relevant procedures to be completed by the component auditor of the two group entities incorporated in the United Arab Emirates which were subject to detailed testing procedures to address the risks of management override, risk of fraud in revenue recognition, and compliance with laws and regulations. We held planning discussions with the component auditor and reviewed the component auditor's findings and conclusions on these matters.
- We performed a detailed review of financial statements disclosures to ensure these were complete, having regard to the explanations and information received in the course of the audit.
- We obtained a list of related parties from management and performed audit procedures to identify undisclosed related party transactions.
- We considered the narrative and presentation of matters in the annual report, including the Group's use of Alternative Performance Measures and the reconciliation of these items to GAAP measures.

A further description of our responsibilities for the audit of the financial statements is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2025



Nick Jones

Senior Statutory Auditor

For and on behalf of

Crowe U.K. LLP

Statutory Auditor

55 Ludgate Hill

London

EC4M 7JW

5 June 2026

CONSOLIDATED INCOME STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Year ended 2025 \$'000	Year ended 2024 \$'000 * reclassified
Revenue	5	230,092	231,872
Cost of sales*		(189,845)	(192,634)
Gross profit		40,247	39,238
Administrative expenses*		(37,508)	(39,848)
Net exceptional items*	16	(4,644)	7,984
Other operating income & expenses	6	(865)	708
Earnings before interest and taxation	8	(2,770)	8,082
Finance income	12	2,922	3,118
Finance expense	13	(11,460)	(6,639)
(Loss)/profit before taxation		(11,308)	4,561
Taxation	14	(358)	(248)
(Loss)/profit for the year		(11,666)	4,313
Attributable to:			
Owners of the Company		(10,487)	9,297
Non-controlling interests	34	(1,179)	(4,984)
		(11,666)	4,313

* During the year, the company changed its presentation of exceptional items, see note 16 for more details.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Year ended 2025 \$'000	Year ended 2024 \$'000
(Loss)/profit for the year		(11,666)	4,313
Items that may be reclassified subsequently to profit or loss:			
Foreign exchange differences on translation of foreign operations		7,646	(1,485)
Other comprehensive profit/(loss) for the year, net of income tax		7,646	(1,485)
Total comprehensive (loss)/profit for the year		(4,020)	2,828
Total comprehensive (loss)/profit is attributable to:			
Owners of the Company		(2,841)	7,812
Non-controlling interest	34	(1,179)	(4,984)
		(4,020)	2,828

CONSOLIDATED BALANCE SHEET

COMPANY NUMBER 07264678

AS AT 31 DECEMBER 2025

	Note	2025 \$'000	2024 \$'000
Non-current assets			
Goodwill	17	19,234	17,773
Other intangible assets	18	4,652	3,455
Total intangible assets		23,886	21,228
Property, plant and equipment	19	96,725	47,706
Right-of-use assets	20	87,255	74,737
Investments accounted for using equity method	22	212	–
Trade and other receivables	24	12,096	13,458
Deferred tax asset	15	1,034	533
Total non-current assets		221,208	157,662
Current assets			
Inventories	23	10,907	8,971
Trade and other receivables	24	65,716	57,251
Cash and cash equivalents	25	5,787	18,891
Total current assets		82,410	85,113
Total assets		303,618	242,775
Current liabilities			
Trade and other payables	26	(66,419)	(49,710)
Current tax liabilities	27	(2,385)	(2,089)
Obligations under leases	28	(12,567)	(11,187)
Provisions	30	(3,051)	(2,184)
Borrowings	29	(7,798)	(709)
Deferred revenue	31	(17,833)	(15,956)
Total current liabilities		(110,053)	(81,835)
Total assets less current liabilities		193,565	160,940
Non-current liabilities			
Borrowings	29	(33,066)	(9,067)
Deferred revenue	31	(8,429)	(9,077)
Provisions	30	(1,369)	(433)
Obligations under leases	28	(82,731)	(71,052)
Deferred tax liabilities	15	(1,034)	(355)
Total non-current liabilities		(126,629)	(89,984)
Total liabilities		(236,682)	(171,819)
Net assets		66,936	70,956

CONSOLIDATED BALANCE SHEET

COMPANY NUMBER 07264678

AS AT 31 DECEMBER 2025

	Note	2025 \$'000	2024 \$'000
Shareholders' equity			
Share capital	32	648	648
Share premium	32	64,348	64,348
Other reserves	32	33,681	33,681
Foreign exchange reserve		(16,523)	(24,169)
Accumulated earnings		(9,008)	1,479
Total shareholders' equity		73,146	75,987
Non-controlling interest	34	(6,210)	(5,031)
Total equity		66,936	70,956

The financial statements on pages 21 to 81 were approved by the Board of Directors and authorised for issue on 5 June 2026 and are signed on their behalf by:



Michael Williamson
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2025

	Share capital \$'000	Share premium \$'000	Other reserves \$'000	Foreign exchange reserve \$'000	Accumulated profits/(losses) \$'000	Total shareholders' equity \$'000	Non- controlling interest \$'000	Total equity \$'000
Balance at 1 January 2024	958	63,712	34,950	(22,684)	24,035	100,971	(47)	100,924
Profit/(loss) for the year	–	–	–	–	9,297	9,297	(4,984)	4,313
Other comprehensive loss	–	–	–	(1,485)	–	(1,485)	–	(1,485)
Total comprehensive profit/(loss) for the year	–	–	–	(1,485)	9,297	7,812	(4,984)	2,828
Shares issued in the year	11	636	–	–	–	647	–	647
Cancellation due to tender offer	(321)	–	321	–	(33,473)	(33,473)	–	(33,473)
Cost of share-based payments (Note 36)	–	–	30	–	–	30	–	30
Transfer for exercised options	–	–	(1,620)	–	1,620	–	–	–
Balance at 31 December 2024	648	64,348	33,681	(24,169)	1,479	75,987	(5,031)	70,956
Loss for the year	–	–	–	–	(10,487)	(10,487)	(1,179)	(11,666)
Other comprehensive profit	–	–	–	7,646	–	7,646	–	7,646
Total comprehensive (loss)/profit for the year	–	–	–	7,646	(10,487)	(2,841)	(1,179)	(4,020)
Balance at 31 December 2025	648	64,348	33,681	(16,523)	(9,008)	73,146	(6,210)	66,936

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Year ended 2025 \$'000	Year ended 2024 \$'000
Cash flows from operating activities			
(Loss)/profit for the year		(11,666)	4,313
Adjustments for:			
Tax credit	14	358	248
Finance income	12	(2,922)	(3,118)
Finance costs	13	11,460	6,639
Gain on acquisition of Specialist Aviation Services	6	–	(369)
Amortisation of intangible assets	18	1,762	2,671
Depreciation of property, plant and equipment	19	5,961	5,087
Depreciation of right-of-use assets	20	13,535	12,016
Impairment/(impairment reversal) of property, plant and equipment	19	503	(7,219)
Impairment reversal of right-of-use-assets	20	–	(9,063)
Share of (loss)/profit of associate	6	(226)	23
Share-based payments	36	–	30
Operating cash inflow before movements in working capital		18,765	11,258
Unrealised foreign exchange movements		(639)	230
Increase in gross inventories		(2,813)	(736)
Increase/(decrease) in inventory obsolescence		1,501	(1,479)
Increase in gross receivables		(2,651)	(32,856)
(Increase)/decrease in loss allowance for receivables		(558)	560
Increase in payables and deferred consideration		5,892	15,115
(Decrease)/increase in deferred revenue		(110)	15,775
Increase/(decrease) in provisions		1,554	(372)
Working capital movements		2,176	(3,763)
Cash generated by operations		20,941	7,495
Tax paid on operating activities		(32)	(18)
Net cash generated by operating activities		20,909	7,477

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Year ended 2025 \$'000	Year ended 2024 \$'000
Cash flows from investing activities			
Purchases of property, plant and equipment		(44,797)	(30,256)
Purchases of intangibles		(2,686)	(1,719)
Interest received		621	2,283
Proceeds on disposal of property, plant and equipment		-	7,261
Acquisition of Specialist		-	(1,091)
Net cash used in investing activities		(46,862)	(23,522)
Cash flows from financing activities			
Lease payments		(16,678)	(17,495)
Interest paid		(1,818)	(1,121)
Share options exercised		-	647
Proceeds from borrowings, net of loan arrangement fees		33,524	-
Repayment of borrowings		(3,201)	(5,678)
Return of capital to shareholders		-	(33,473)
Net cash received from/(used) in financing activities		11,827	(57,120)
Net decrease in cash and cash equivalents		(14,126)	(73,165)
Cash and cash equivalents at the beginning of year		18,891	92,052
Effect of foreign exchange rates		1,022	4
Cash and cash equivalents at the end of year	25	5,787	18,891

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

1. General information

At the beginning of prior year, Gama Aviation Plc (the “Company”) was a public limited company (company number 07264678) whose shares were listed on the Alternative Investment Market (AIM) of the London Stock Exchange under the ticker symbol GMAA. As approved by shareholders on 15 May 2024, the Company’s shares were formally delisted on 31 May 2024, as part of a wider process which saw the holders of 25,168,934 Ordinary Shares, representing approximately 38.82 per cent of the issued share capital, participate in a tender offer to redeem their shares for an offer price of 95 pence per ordinary share.

The Company is incorporated and domiciled in England in the United Kingdom. The address of the registered office is 1st Floor, 25 Templer Avenue, Farnborough, Hampshire, England, GU14 6FE.

The Company, together with its subsidiaries and other related undertakings (the “Group”), is involved in the provision of aviation services, including design, maintenance, operational management, charter, software and facilities expertise.

2. Subsidiaries and other related undertakings

Details of the Company’s subsidiaries and other related undertakings held directly or indirectly at 31 December 2025 are as follows:

Name	Place of incorporation and operation	Proportion of voting and ownership interest 2025	Proportion of voting and ownership interest 2024	Nature of business	Registered address
Airops Software Limited ^{1,9}	England and Wales	100%	100%	Aviation software	Head Office
Aravco Limited ¹	England and Wales	100%	100%	Dormant	Head Office
FlyerTech Limited ^{1,9}	England and Wales	100%	100%	Airworthiness management	Head Office
Gama Aviation (Asset 2) Limited ¹	England and Wales	100%	100%	Dormant	Head Office
Gama Aviation (Engineering) Limited ¹	England and Wales	100%	100%	Aviation design and engineering	Head Office
Gama Aviation (UK) Limited ¹	England and Wales	100%	100%	Aviation management	Head Office
Gama Group Limited ⁹	England and Wales	100%	100%	Holding company	Head Office
Gama Support Services Limited ¹	England and Wales	100%	100%	Dormant	Head Office
Hangar 8 Management Limited	England and Wales	100%	100%	Dormant	Head Office
International JetClub Limited	England and Wales	100%	100%	Dormant	Head Office
SAS (Kent) Limited ^{1,9}	England and Wales	100%	100%	Non-trading	Head Office
Gama Aviation (Beauport) Limited ¹	Jersey	100%	100%	Aviation management	Jersey Office
Gama Aviation (Engineering) Jersey Limited ¹	Jersey	100%	100%	Aviation design and engineering and FBO	Jersey Office
Gama Aviation FZC ^{1,2}	SAIF Free Zone, United Arab Emirates	49%	49%	Aviation management	SAIF Suite Z-21, P.O. Box 122389, Sharjah, UAE
Gama Group Mena FZE	United Arab Emirates	100%	100%	Holding company	SAIF Office Q1-09-067/C, P.O. Box 122464, Sharjah, UAE
Gama Holdings FZC	United Arab Emirates	100%	100%	Dormant	SAIF Lounge P.O. Box 121954, Sharjah, UAE
Gama Support Services FZE ¹	United Arab Emirates	100%	100%	Aviation design and engineering and FBO	SAIF Desk Q1-05-123/B, P.O. Box 122553, Sharjah, UAE
Gama Aviation SPV Limited (Plc) ¹	United Arab Emirates	100%	100%	Aviation management	2428 Res Co-work 03 Level 24, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, UAE

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Name	Place of incorporation and operation	Proportion of voting and ownership interest 2025	Proportion of voting and ownership interest 2024	Nature of business	Registered address
Gama Aviation (Management) Inc.	Delaware, USA	100%	100%	Non-trading	Delaware Office
Gama Aviation Engineering (HK) Limited ¹	Hong Kong	100%	100%	Aviation design and engineering	Hong Kong Office
Gama Aviation Hutchison Holdings Limited ¹	Hong Kong	100%	100%	Holding company	Hong Kong Office
Gama Aviation (HK) Limited ¹	Hong Kong	100%	100%	Aviation management	Hong Kong Office
Gama Group (Asia) Limited	Hong Kong	100%	100%	Holding company	Hong Kong Office
Star-Gate Aviation (Proprietary) Limited	South Africa	100%	100%	Holder of South African AOC	151 Monument Road, Aston Manor 1619 South Africa
Hangar 8 Nigeria Limited ³	Nigeria	100%	100%	Applicant of Nigerian AOC	⁶
Gama Aviation (Cayman) SEZC ¹	Cayman Islands	100%	100%	Aviation Management	Maples Corporate Services Limited, PO Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands
FlyerTech Europe Sp. Z.o.o.	Poland	100%	100%	Airworthiness management	ul. Komitetu Obrony Robotnikow 62, 2 nd Floor, 02-146 Warsaw, Poland, NIP: 7831827059
GB Aviation Holdings LLC ⁴	Delaware, USA	50%	50%	Joint venture – non-trading	Delaware Office
Gama Aviation Hutchison Technical Service (Beijing) Limited ¹	China	100%	100%	Non-trading	Room 250, 2 nd Floor, Building 1, No. 56, Zhaoquanying Section, Changjin Road, Shunyi District, Beijing
Bond Helicopters Limited ^{1,5}	England and Wales	50%	50%	Joint venture	Compass House, Lypiatt Road, Cheltenham, England, GL50 2QJ
Gama Aviation Holding (Malta) Limited ⁷	Malta	49%	49%	Holding company	Level 1, 9 Pope Urbanus VIII Street, Birkirkara BKR 1425, Malta
Gama Aviation (Malta) Limited ⁷ (formerly TJS (Malta) Limited)	Malta	49%	49%	Aviation management	Level 1, 9 Pope Urbanus VIII Street, Birkirkara BKR 1425, Malta
Tyrolean Jet Services GmbH ⁷	Austria	49%	–	Aviation management	Fürstenweg 180, 6020 Innsbruck, Austria
Pink Sparrow GmbH ^{7,8}	Austria	49%	–	Non-trading	Fürstenweg 180, 6020 Innsbruck, Austria

1 Indicates indirect holding.

2 Gama Aviation Plc holds a 20% shareholding in Gama Aviation FZC. The results of Gama Aviation FZC are fully consolidated within the financial statements because Gama Aviation Plc is exposed to variable returns from its involvement and has the ability to affect the returns through its power over this company. Refer to Note 34 for further details.

3 Gama Aviation Plc holds 11% of the share capital in Hangar 8 Nigeria Limited, a company established in Lagos, Nigeria. Whilst the Group does not have legal control of this entity, the Directors and officers comprise only management from the Group who have the ability to adopt, amend and control the operating and financial policies of the entity. Local regulations prevent the Group holding a legally controlling shareholding and therefore 89% of the share capital is held on behalf of the Group by Tinubu Investment Company Limited. Accordingly, the entity has been treated as a wholly owned subsidiary in these financial statements.

4 GB Aviation Holdings LLC is the entity jointly held with Signature Aviation plc.

5 Bond Helicopters Limited is the entity jointly held with Peter Bond. Gama Aviation Plc holds 50% of the share capital, however it has been determined that the Gama Group controls Bond Helicopters Limited, because it has the casting vote on the Board and is able to

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

use this to control business decisions of the JV entity. As such the results of the joint venture are fully consolidated into the Group's financial statements.

- 6 The registered office address of this company is available upon request at the Company's Head Office at the above address.
- 7 Gama Aviation Plc owns 49% of the shares of Gama Aviation Holding (Malta) Limited. The remaining 51% shares are owned by Kanzip International (2016) Limited (a company ultimately owned by one of Gama's major shareholders). It has been determined that Gama Aviation Plc does not have control over Gama Aviation Holding (Malta) Limited, as memorandum and articles of association show there are no specific provisions which provide Gama with any additional power or rights in excess of its ownership of 49% of the share capital. Accordingly, Gama Aviation Plc did not consolidate the results of Gama Aviation Holding (Malta) Limited, or its subsidiaries Gama Aviation (Malta) Limited, which was purchased in October 2024, and Tyrolean Jet Services GmbH, which was purchased in May 2025 into its financial statements.
- 8 Pink Sparrow GmbH is 100% owned by Tyrolean Jet Services GmbH.
- 9 The following subsidiaries are exempt from the requirements of the Companies Act 2006 relating to the audit of accounts for the year ended 31 December 2025 by virtue of section 479A of that Act:

Airops Software Limited
FlyerTech Limited
Gama Aviation (Engineering) Limited
Gama Group Limited
SAS (Kent) Limited

In respect of each of these subsidiaries, the Company has guaranteed all of the outstanding liabilities to which the subsidiary is subject at the end of the financial year, in accordance with section 479C of the Companies Act 2006.

The required statements in support of this exemption will be filed with the Registrar of Companies within the statutory time limits.

The addresses for the specified offices are:

Head Office: 1st Floor 25 Templer Avenue, Farnborough, Hampshire, England, GU14 6FE

Jersey Office: Beauport House, L'Avenue De La Commune, St Peter, Jersey, JE3 7BY

Delaware Office: Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808, USA

Hong Kong Office: 7th Floor, 81 South Perimeter Road, Hong Kong International Airport, Lantau, Hong Kong

During the year ended 31 December 2025, the Company did not dispose of any undertakings held directly or indirectly.

3. Accounting policies

Basis of preparation

The Consolidated Financial Statements of the Group have been prepared in accordance with UK adopted International Accounting Standards, in conformity with the requirements of the Companies Act 2006.

The Consolidated Financial Statements have been prepared on a going concern basis and under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in United States Dollars (USD), rounded to the nearest thousand (USD'000) unless otherwise stated.

Climate Change

In preparing the Consolidated Financial Statements the Group has informally considered the impact of climate change, particularly in the context of the disclosures included in our Strategic report and Directors' report. These considerations did not have a material impact on the financial reporting judgements and estimates, consistent with the assessment that climate change is not expected to have a significant impact on the Group's going concern assessment.

Going concern

To support their assessment of going concern, the Directors have prepared detailed cash flow projections for the Group for the period from the date of approval of the financial statements to 30 September 2027, based on the Board approved budget. The Directors have also considered the outlook for the business beyond 30 September 2027 based upon its five-year strategic plan, together with post balance sheets events.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

The analysis takes account of the following, amongst other, relevant considerations:

- Projected revenue, profit performance, working capital levels and the conversion of profits into cash flows;
- An RCF of \$25m with Barclays Bank Plc dated 12 November 2024;
- Close Brothers Aviation and Marine loans of \$16.3m secured on owned aircraft;
- Net assets of \$66.9m as at 31 December 2025;
- Cash of \$5.8m as at 31 December 2025;
- Availability of long-term financing to support strategic capital investments and of short-term financing for working capital purposes.

The Directors have also considered a severe but plausible downside scenarios in which EBITDA is lower than base case projections. In preparing the severe but plausible downside case scenarios the directors have also considered recent developments in the business, including the requirement for funding to meet on-going cash flow requirements and capital commitments.

In the base case and severe but plausible downside scenarios, the Directors are satisfied that the Group has sufficient headroom to ensure that the Group will remain solvent and be able to pay its debts as they fall due during a period of at least 12 months from the date of approval of these financial statements.

However, certain assumptions within the cash flow forecasts, in both the base case and severe but plausible downside case, relating to the finalisation of financing have not been resolved at the time of approving the financial statements. The Directors are taking steps to put in place funding arrangements, having secured some of the funding required since the year end and obtained term sheets from prospective lenders for other key elements of the planned financing. However, there is a risk that this funding may not be secured in the timescales planned as they are not fully under the control of the Group.

In parallel, the Directors have identified and are progressing specific steps to reduce outgoings and realise asset values through sale or enforcement of legal rights.

Consequently, these circumstances indicate a material uncertainty that may cast significant doubt about the Group and Parent's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Accepting a material uncertainty, after making appropriate enquiries, the Directors have at the time of approving these financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and, consequently, consider that it is appropriate to adopt the going concern basis in preparing these financial statements.

The financial statements do not include any adjustments that would result if the Group were unable to continue as a going concern.

Changes in accounting policies and practices

In the preparation of these Consolidated Financial Statements, the Group followed the same accounting policies and methods of computation as those applied in the previous period.

New and amended standards adopted by the Group in 2025 or not yet adopted

There were no amendments to existing standards and interpretations that were effective in the year ended 31 December 2025 applicable that had a material impact on the Group. The Directors do not expect the adoption of new accounting standards and interpretations to have a material impact on the Consolidated financial statements.

The following standard is effective for annual reporting periods beginning on or after 1 January 2027, based on the standards, amendments or interpretation issued by the IASB and may still be subject to adoption by the UK Endorsement Board.

- *Presentation and Disclosure in Financial Statements (New standard IFRS 18)*. IFRS 18 introduces new requirements for the presentation and disclosure of information in financial statements, pending UK endorsement. This standard will influence how information is reported, particularly in the income statement, and may also affect the level of detail disclosed in the notes to the financial statements. Whilst

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

IFRS 18 will not alter the recognition or measurement of items in the financial statements and thus will not impact the Group's overall results, it may change what the Group reports as its 'Operating Profit'.

Material accounting policies

The material accounting policies adopted in the preparation of these Consolidated Financial Statements are set out below.

Basis of consolidation

The Consolidated Financial Statements incorporate the financial statements of the Company and the subsidiaries controlled by the Company for the years ended 31 December 2025 and 31 December 2024. The Group controls an investee if, and only if, the Group has all the following:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that most of the voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the Consolidated Financial Statements from the date on which control commences until the date on which control ceases.

The subsidiary financial statements are prepared for the same reporting period as the Parent Company and are based on consistent accounting policies. All intra-group balances and transactions, including unrealised profit arising from them are eliminated in full.

Business combinations

Business combinations are accounted for using the acquisition method. The cost of any acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquirer's identifiable net assets. Acquisition costs incurred are expensed and included within adjusting items.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances, and pertinent conditions as at the acquisition date.

Goodwill is initially recognised at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest, over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units ("CGUs") that are expected to benefit from the combination, irrespective of whether assets or liabilities of the acquisition are assigned to those units.

Where goodwill forms part of a CGU, and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

Investments in joint ventures and associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The considerations made in determining joint control is like those necessary to determine control over subsidiaries.

The Group's investments in its joint ventures are initially recognised in the Consolidated Balance Sheet at cost. Subsequently, joint ventures are accounted for using the equity method, where the Group's share of post-acquisition profits and losses and other comprehensive income is recognised in the Consolidated Income Statement and Consolidated Statement of Comprehensive Income (except for losses in excess of the Group's investment in the joint venture, unless there is an obligation to make good those losses).

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control. The results and assets and liabilities of associates are also incorporated in these financial statements using the equity method of accounting.

Revenue from contracts with customers

The Group recognises revenue from the following major sources:

- Business Aviation:
 - Managed aircraft contracts and specific air services
 - Charter services
 - Maintenance of aircraft
 - Fixed base operations
- Special Mission:
 - Mission solutions and expertise with aviation assets
- Technology & Outsourcing (T&O):
 - Airworthiness services
 - Software solutions

Revenue is measured based on the fair value of the consideration received or receivable, taking into account contractually defined terms of payment in relation to when the performance obligation is met, and excludes amounts collected on behalf of third parties.

The transaction price represents the price to which the Group expects to be entitled, consistent with contractually defined terms, in return for delivering goods and/or services to its customers. Revenue from contracts with customers is recognised when the Group transfers control of a product or service to a customer or when it meets the performance obligations specified or implied in the contract.

Managed aircraft contracts and specific air services

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Services provided by the Group under managed aircraft contracts include flight training, cost management, flight planning and scheduling, crew management, maintenance oversight and regulatory compliance. Services under managed aircraft contracts fall into one or more of the following contract components:

- Pre-delivery services and services prior to aircraft's entry into service
- Management services
- Variable fees based on flying hours and related rechargeable costs

These services are distinct services as the customer can benefit from each service on its own and the Group's promise to provide the service is separately identifiable from other promises in the contract. The three contract components are therefore deemed to be separate performance obligations.

Revenue for the provision of pre-delivery services and services prior to aircraft's entry into service are recognised at a point in time when control of the services has transferred to the customer, being at the point the services have been performed. Payment for the provision of pre-delivery services and services prior to aircraft's entry into service are not due from the customer until the activities are complete.

Revenue relating to management services are recognised over time on a straight-line basis over the term of the contract, as the customer simultaneously receives and consumes the benefits provided by the Group.

Payment for management services is mostly in the form of quarterly or monthly advance payments from customers. A contract liability is recognised for revenue relating to management services at the time of receipt of the funds from the customer. The contract liability represents the Group's obligation for services still to be performed.

Revenue relating to variable flying hours revenue is recognised monthly at a point in time based upon actual flight information and other relevant information held on the internal billing system. Payment for revenue related to variable flying hours is not due from the customer until the activities are complete.

Rechargeable costs are recognised gross, as revenue and related cost of sales, at a point in time based upon either actual rechargeable costs or estimated costs to be recharged. Payment for revenue arising from rechargeable costs is not due from the customer until the activities are complete.

The Group has considered whether it is acting as agent or principal in the context of its managed aircraft contracts and has concluded that it is the principal in relation to the entirety of these contracts. Rechargeable costs are recognised gross because the Group controls the services before they are transferred to customers and they are linked to wider management services.

Charter services

The Group provides both managed fleet and sub-contracted charter services. Revenue relating to charter services is recognised over time based on the stage of completion of the service. The stage of completion is determined as the proportion of the total duration of the charter that has elapsed at the end of the reporting period. Payment for charter services is not due from the customer until the charter services are complete. Consequently, a contract asset is recognised over the period in which the charter services are performed, representing the Group's right to consideration for the services performed to date.

The Group has considered whether it is acting as agent or principal in the context of its sub-contracted charter services and has concluded that it is the principal.

Maintenance of aircraft

The Group provides both base and line maintenance services. Base maintenance relates to the planned maintenance that is required by the aircraft manufacturer or component supplier. This work is complex, highly regulated and location specific. Line maintenance covers irregular maintenance activities, component failure or simple wear and tear. Both types of services are provided on a fee or contract basis.

Revenue relating to maintenance services is recognised over time based on the stage of completion of the contract. The stage of completion is determined as the proportion of the total labour hours expected to perform the service that have been expended at the end of the reporting period. Payment for higher value base maintenance services is mostly in the form of stage payments from customers. To the extent that the value of the stage payment exceeds the revenue recognised at the end of the reporting period based on the stage of

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

completion, a contract liability is recognised. The contract liability represents the Group's obligation for services still to be performed.

As part of the maintenance activities, the Group sells parts to customers. Revenue from the sale of parts is recognised at a point in time when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer.

Fixed base operation

The Group provides fixed base operation activities in Jersey, the UK, and the Middle East. These activities include hangar parking, apron parking, provision of fuel, and handling activities.

Revenue for the provision of fuel is recognised at a point in time when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. Revenue for all other fixed base operation activities is recognised over time as the service is provided.

Mission solutions and expertise with aviation assets

Revenue includes fixed contract fees and variable fees such as revenue earned with reference to flying hours or other support services. In addition, the Group undertakes certain equipment design and modification activities for some customers.

Revenue relating to fixed contract fees are recognised over time on a straight-line basis over the term of the contract. Payment for fixed contract fees is mostly in the form of annual or quarterly advance payments from customers. A contract liability is recognised for revenue relating to fixed contract fees at the time of receipt of the funds from the customer. The contract liability represents the Group's obligation for services still to be performed.

Revenue relating to variable fees is recognised over time based on the stage of completion of the contract. The stage of completion is determined as the proportion of the total hours expected to perform the service that have been expended at the end of the reporting period. Payment for variable fees is not due from the customer until the activities are complete. Consequently, a contract asset is recognised over the period in which the activities are performed, representing the Group's right to consideration for the services performed to date.

Revenue relating to equipment design and modification activities is recognised over time based on the stage of completion of the related design and modification work. The stage of completion is determined as the proportion of the total labour hours expected to perform the service that have been expended at the end of the reporting period. Payment for equipment design and modification activities are not due from the customer until the activities are complete. Consequently, a contract asset is recognised over the period in which the activities are performed, representing the Group's right to consideration for the services performed to date.

Payment for some higher value equipment design and modification activities is in the form of stage payments from customers. To the extent that the value of the stage payment exceeds the revenue recognised at the end of the reporting period based on the stage of completion, a contract liability is recognised. The contract liability represents the Group's obligation for services still to be performed.

Airworthiness services

The Group provides continuing airworthiness management and airworthiness review certification services for business aviation, military, and commercial airline operators. Revenue from these activities includes fixed contract fees and variable fees, such as revenue earned with reference to ad-hoc services.

Revenue relating to fixed contract fees are recognised over time on a straight-line basis over the term of the contract. Payment for fixed contract fees is mostly in the form of monthly advance payments from customers. A contract liability is recognised for revenue relating to fixed contract fees at the time of receipt of the funds from the customer. The contract liability represents the Group's obligation for services still to be performed.

Revenue relating to variable fees is recognised over time based on the stage of completion of the contract. The stage of completion is determined as the proportion of the total hours expected to perform the service that have been expended at the end of the reporting period. Payment for variable fees is not due from the customer until the activities are complete. Consequently, a contract asset is recognised over the period in which the activities are performed, representing the Group's right to consideration for the services performed to date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Software solutions

The Group has developed a suite of business aviation products deployed as “Software as a Service” and mobile application solutions for flight and aircraft management, maintenance tracking, ground operations and crew scheduling and operations.

Revenue relating to the use of these software products are recognised over time on a straight-line basis over the term of the contract. Payment for use of the software products is mostly in the form of annual or monthly advance payments from customers. A contract liability is recognised for revenue relating to the use of the software products at the time of receipt of the funds from the customer. The contract liability represents the Group’s obligation for services still to be performed.

Foreign currencies

The individual financial statements of each Group company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the Consolidated Financial Statements, the results and financial position of each Group company are reported in US Dollars, which is the presentation currency for the Consolidated Financial Statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity’s functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. All resulting differences are taken to the Consolidated Income Statement. Foreign currency fluctuations on monetary items that are financing in nature, being foreign currency borrowings, are presented in finance income or expenses. All other foreign currency fluctuations on monetary items are presented within earnings before interest and taxation.

For the purpose of presenting Consolidated Financial Statements, the assets and liabilities of the Group’s foreign operations are expressed in US Dollars using the exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are classified as other comprehensive income and transferred to the Group’s translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the service entitling them to the contributions. Payments made to state-managed retirement benefit plans are accounted for as payments to defined contribution plans where the Group’s obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Leases

The Group as lessee

The Group assesses whether a contract is, or contains, a lease at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (determined to be those with an initial discounted total obligation of less than \$5,000). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the rate implicit in the lease. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

The incremental borrowing rate depends on the term, currency and start date of the lease and is determined based on a series of inputs including: the risk-free rate based on government bond rates; a credit risk adjustment based on bond yields; and an entity-specific adjustment when the risk profile of the entity that enters into the lease is different to that of the Group and the lease does not benefit from a guarantee from the Group.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable,
- The amount expected to be payable by the lessee under residual value guarantees,
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options,
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate,
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used),
- A lease contract is modified, and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the Consolidated Balance Sheet.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the "Impairment of property, plant and equipment and intangible assets excluding goodwill" policy.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as lessor

The Group enters into lease agreements as a lessor for some of its property included within its right-of-use assets.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Subsequent to initial recognition, the Group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of IFRS 9, recognising an allowance for expected credit losses on the lease receivables.

Finance lease income is calculated with reference to the gross carrying amount of the lease receivables, except for credit-impaired financial assets for which interest income is calculated with reference to their amortised cost (i.e. after a deduction of the loss allowance).

When a contract includes both lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component.

Finance income

Finance income is recognised as interest accrues using the effective interest method. The effective rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

Finance income also includes foreign currency exchange gains on the retranslation of loans.

Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Current tax

The tax currently payable is based on taxable profits or losses for the year. Taxable profit or loss differs from net profit or loss as reported in the Consolidated Income Statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill. However, the initial recognition exemption does not apply to transactions in which both deductible and taxable temporary differences arise on initial recognition that result in the recognition of equal deferred tax assets and liabilities.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group can control the reversal of the temporary difference, and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences, and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the way the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Use of alternative performance measures (APMs)

The performance of the Group is assessed and discussed on an "adjusted" basis, using a variety of APMs, including Adjusted Gross Profit, Adjusted Earnings Before Interest, Taxation, Depreciation and Amortisation (EBITDA), Adjusted Earnings Before Interest and Tax (EBIT) and Net debt.

The term "Adjusted" refers to the relevant measure being reported for continuing operations before "exceptional items" and after adding the revenues and expenses of entities which are managed by the Group. This includes the results of the Gama Aviation Malta Holding group which is managed on a day-to-day basis by the Group, but is accounted for as an associate within the statutory results.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Exceptional items

Exceptional items are items of income or expenditure that are not considered to reflect in-year operational performance of the continuing business. These are recorded in accordance with the policy set out below:

- Transaction costs – arising on acquisitions, disposals, and debt refinancing
- Integration and business re-organisation – legal and professional fees and non-recurring operating costs arising from significant acquisition integration or business re-organisation activities. Non-recurring operating costs means those costs that are related to a specific integration or re-organisation event that will not be repeated because they are unique to the event and which are not expected to follow a consistent level of expense from one accounting period to the next
- Litigation – legal costs (which may be incurred in more than one accounting period) are treated as exceptional if they relate to specific commercial legal events that are not in the normal course of trading activity in respect of one-off or related series of cases and are not expected to follow a consistent level of expense from one accounting period to the next
- Impairment – arising from significant losses identified from impairment reviews
- Other items – other non-recurring items that are non-trading in nature
- Amortisation of acquired intangible assets- Exclusion of amortisation of acquired intangibles accounted for under IFRS 3 from the Group's results assists with the comparability of the Group's profitability with peer companies. In addition, charges for amortisation of acquired intangibles arise from the purchase consideration of separate acquisitions. These acquisitions are portfolio investment decisions that took place at different times over several years, and so the associated amortisation does not reflect current operational performance.
- Equity-settled share-based payments-The Group treats share-based payments as an Adjusting item because share-based payments are a significant non-cash charge driven by a valuation model that references Gama's share value and each new share award is subject to volatility when it is measured at the grant date.

Goodwill

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment at least annually or more frequently if there is an indication of impairment. Any impairment is recognised immediately in the income statement and is not subsequently reversed.

For impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units.

Impairment of goodwill is determined by assessing the recoverable amount of the CGU to which the goodwill relates. If the recoverable amount of the CGU is less than the carrying value of the CGU to which the goodwill has been allocated, an impairment loss is recognised. The impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the CGU and then to the other assets of the CGU pro-rata based on the carrying value of each asset in the CGU.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Other intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

After initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Internally generated intangible assets arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale,
- The intention to complete the intangible asset and use or sell it,
- The ability to use or sell the intangible asset,
- How the intangible asset will generate probable future economic benefits,
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset,
- The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Costs associated with the configuration and customisation of Software as a Service arrangement are capitalised as intangible assets only where control of the software exists.

The Group has no indefinite life intangible assets.

A summary of the amortisation policies applied to the Group's other intangible assets is as follows:

- Licences 10% per annum, straight line method
- Brands 20% per annum, straight line method
- Customer relations 10% per annum, straight line method
- Computer software 20%-33% per annum, or life of licence if shorter, straight-line method
- The life of each specific internally generated intangible asset is assessed individually.

The useful life of intangible assets is reviewed at each reporting date and, if expectations differ from previous estimates, the change is accounted for as a change in an accounting estimate.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any recognised impairment loss.

Assets under construction for production, supply, or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets commences when the assets are ready for their intended use.

Depreciation is recognised to write-off the cost of assets less their residual values over their useful lives, using the straight-line method, on the following bases:

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

- | | |
|-------------------------------------|--|
| • Helicopters | 5% per annum and 25% residual value (on the original cost) |
| • Leasehold improvements | Life of lease and no residual value |
| • Aircraft and refurbishments | The higher of 20 years less the age of aircraft at purchase, and 5 years (20% per annum). A 25% residual value (on the original cost) is in place where engines are on an engine maintenance programme as this is considered to support a residual value |
| • Furniture, fixtures and equipment | 20% to 33% per annum and no residual value |
| • Motor vehicles | 20% per annum and no residual value |

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Consolidated Income Statement.

Impairment of property, plant and equipment and intangible assets excluding goodwill

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future post tax cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. As most rates which are observable in the market, including inputs into the weighted average cost of capital formula, are on a post-tax basis, a post-tax discount rate is used to discount estimated future cash flows.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates part or all of the impairment loss which has been recognised for the asset in prior years.

Contract assets

A contract asset is recognised when costs which relate directly to a contract; those the costs generate or enhance resources of the entity that will be used in satisfying performance obligations in the future; and the costs are expected to be recovered.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost for each class of inventory is determined as follows:

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

- Raw materials and consumables: purchase cost calculated using the first-in-first-out basis
- Work in progress: cost of direct materials and labour

Net realisable value represents the estimated selling price in the ordinary course of business, less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. In addition, the Company provides for inventories on a sliding scale over the preceding eight years. As a result, inventory older than eight years is written off in full.

In line with industry practice, the Group recognises rotatable stock as inventory. Rotatable stock are inventory items that can be repeatedly and economically restored to their fully serviced condition, in which already-repaired equipment is exchanged for defective equipment, which in turn is repaired and kept for future exchange. These items have extensive life expectancy through repetitive overhaul process. The cost associated with refurbishing rotatable stock is recognised in inventory.

Cash and cash equivalents

The Group's cash and cash equivalents in the Consolidated Balance Sheet comprise cash on hand, cash at bank, and short-term, highly liquid investments with original maturity of three months or less that are readily convertible to a known amount of cash, and which are subject to an insignificant risk of changes in value.

Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) because of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows when the effect of the time value of money is material.

When some or all the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

A contingent liability is disclosed where the existence of the obligation will only be confirmed by future events, or where the amount of the obligation cannot be measured reliably.

From time to time the Group receives claims and threats of claims against it. Appropriate disclosures are made except where the Board concludes that the likelihood of any such claim being successful is remote, immaterial or where disclosure would be prejudicial. Appropriate provisions are made unless the Board concludes that the claims are not likely to have a material impact on the Group's financial position.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Trade and other receivables

Trade and other receivables are initially recognised at fair value, which is generally the same as invoiced amount, and subsequently measured at amortised cost, or their recoverable amount. Trade receivables are predominantly short-term and so the effects of the time-value of money are not considered material.

Where there are sub-participation arrangements, sub-participation proceeds are offset against the financial asset provided that the sub-participation meets all pass-through conditions, namely, there is no recourse to the transferor, and the transferor does not retain any significant risks and rewards of ownership of the financial asset.

Impairment of financial assets

The impairment model applies to the Group's financial assets that are debt instruments measured at amortised costs as well as the Group's lease receivables, contract assets and issued financial guarantee contracts. The Group applies the simplified approach for measuring expected credit losses for its trade receivables, accrued income and contracts assets as permitted by IFRS 9.

Expected credit losses are calculated based on the historical credit loss experience and adjusted for forward looking factors specific to the receivables and economic environment.

The amount of expected credit losses is updated at each reporting date.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received, and receivable is recognised in profit or loss.

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at fair value through profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Borrowings and other financial liabilities, including loans, are initially measured at fair value, net of transaction costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Deferred consideration is recognised at amortised cost at acquisition date within the cost of investment, with a corresponding entry to other financial liabilities. Changes to the value of the financial liability resulting from the unwinding of discount at each subsequent reporting date are recognised in the Consolidated Income Statement.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled, or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods, or the counterparty renders the service.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognised is the expense as if the terms had not been modified if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cost based on the original award terms continues to be recognised over the original vesting period and an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification.

The financial effect of awards by the Parent Company of options over its equity shares to employees of subsidiary undertakings is recognised by the Parent Company in its individual financial statements as an increase in its investment in subsidiaries with a credit to equity equivalent to the IFRS 2 cost in subsidiary undertakings. The subsidiary, in turn, recognises the IFRS 2 cost in its income statement with a credit to equity to reflect the deemed capital contribution from the Parent Company.

For cash-settled share-based payments, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At each reporting date until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss for the year.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors, including anticipated future events and market conditions, that are relevant and available when the Consolidated Financial Statements were prepared. Uncertainty about these assumptions and

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

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.

Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

Sharjah Business Aviation Centre

In June 2017, the Group entered into a non-cancellable Build Operate & Transfer Agreement and a Concession Agreement with Sharjah Airport Authority under which it is committed to construct a Business Aviation Centre ("BAC") at Sharjah Airport. The agreement runs from June 2017 until June 2052 following the exercise of the ten-year extension option in 2021.

As of 31 December 2023, assets under construction and right-of-use assets associated with this project were fully impaired. The impairment initially arose due to uncertainties arising in part from the COVID-19 pandemic, and subsequently due to the uncertainty about securing funding to continue the project.

In November 2023 the Group completed the sale of its US MRO business for an enterprise value of \$131m and a profit on disposal of \$83.3m. As a result, the Group's cash position improved to \$92.1m as at 31 December 2023 and construction of the BAC therefore commenced in Q1 2024. As a result, the previously impaired amounts (\$16.2) were reversed in the results for the year-ended 31 December 2024. During the year-ended 31 December 2025 the Group incurred a further \$36.5m on construction of the BAC and operations commenced in February 2026. This was followed shortly thereafter by the outbreak of conflict in the middle east. Whilst this has had a significant impact on short term operations, the long term economics of the facility remain positive and, therefore, the Company has not recognised any impairment for the period ended 31 December 2025 associated with the Sharjah BAC.

Classification of items of cost or income as exceptional items

Exceptional items are items of income or expenditure that are not considered to reflect in-year operational performance of the continuing business. Classification of costs and income as exceptional items requires judgement as the Group's view of what qualifies as an exceptional item may differ from similar judgements made by others. Exceptional items are treated as Adjusting items to enable more relevant and reliable financial information to be presented. Note 16 describes the exceptional items that have been recorded in the Consolidated Income Statement.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period, that may have a significant risk of causing a materially different outcome to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Impairment of property, plant and equipment and intangible assets

Where there are indicators of impairment, or on an annual basis, management performs an impairment test. Recoverable amounts for a CGU are the higher of value-in-use and fair value less cost of disposal.

Value-in-use is calculated using a discounted cash flow model from cash flow projections based on the Group's 2025 updated Strategic Plan.

In measuring value-in-use, management have:

- Based cash flow projections on reasonable and supportable assumptions that represent management's best estimate of the range of economic conditions that will exist over the remaining useful life of intangible assets, property, plant and equipment, and right-of-use assets.
- Based cash flow projections on the Group's 2026 updated Strategic Plan. These forecasts cover a period of five years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Estimated cash flow projections beyond the period of five years by extrapolating the projections based on the forecasts using an estimate of long-term growth rates for subsequent years. This rate reflects the average of the long-term growth rate for the countries in which the CGU operates. In estimating cash flow projections for each CGU, management have used the “single most likely cash flow” approach to estimate the cash flows associated with a range of economic conditions that may exist over the next five years. The “single most likely cash flow” approach differs from the “expected cash flow” approach in that it does not use all expectations about possible cash flows.

In estimating the single most likely cash flow for each CGU, management have used the cash flow forecasts contained in the Group’s five-year plan as the base case scenario.

Several other reasonably plausible scenarios have been considered but have not been adjusted for. Instead, the impact of these scenarios has been evaluated through the sensitivity analysis.

Estimated future cash flows reflect assumptions that are consistent with the way the discount rate is determined. Consequently, estimates of future cash flows include income tax receipts or payments as the discount rate is determined on a post-tax basis.

The discount rate for each CGU is estimated from the Group’s weighted average cost of capital using the Capital Asset Pricing Model, after considering the risk-free rate, beta, equity market risk premium, country risk premium, small stock premium, pre-tax cost of debt, tax rates, and the debt to capital ratio applicable to the CGU.

The terminal value for each CGU has been estimated by applying the Gordon Growth formula to the forecasted cash flows using the respective discount rate and long-term growth rate.

The recoverable amount is most sensitive to the discount rate, the expected future cash inflows, and the growth rate used for extrapolation purposes.

The carrying amount of each CGU is determined on a basis consistent with the way the recoverable amount of the CGU is determined. Consequently, the carrying amount of each CGU includes goodwill allocated to each CGU at inception, other intangible assets (including deferred tax related to the uplift to fair value recognised on acquisition), property, plant and equipment, right-of-use assets, working capital balances, corporate income taxes, obligations under leases, and corporate assets allocated to each CGU.

The key assumptions and estimates used to determine the recoverable amount for different CGUs, together with sensitivities, are disclosed in Note 21.

Valuation of inventories

In measuring the net realisable value of inventory, the Group uses reasonable and supportable forward-looking information, which is based on assumptions regarding the change in customer demand or obsolescence of certain inventory lines.

Inventory valuation is sensitive to management’s assessment of obsolescence of certain line items. The significant estimation uncertainty arises from the wide range and nature of inventory held, each with different demand and opportunity to utilise. Whilst no specific inventory line has material estimation uncertainty in its valuation, there is risk across all lines in aggregation.

An analysis of the inventories and inventory obsolescence allowance is provided in Note 23.

Assessment of lease terms

The Group has applied judgement to determine the lease term for those lease contracts that include a renewal or break option. The assessment of whether the Group is reasonably certain to exercise a renewal option or not to exercise a break option significantly impacts the value of lease liabilities and right-of-use assets recognised on the balance sheet.

Calculation of expected credit loss allowance

When measuring expected credit loss, the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Probability of default constitutes a key input in measuring expected credit loss. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data including experience of recovering overdue amounts, assumptions and expectations of future conditions.

An analysis of the amounts receivable for the sale of services, together with sensitivities, is provided in Note 24.

Taxation

Recoverability of the Group's deferred tax assets, including timing, applicable corporate income tax rates and availability of future taxable profits against which deferred tax assets could be utilised, is the most critical estimate which may have a material impact on the financial statements.

The estimation uncertainty arises because the Group operates in a complex national and international tax environment. The areas of uncertainty can include, inter alia, transfer pricing arrangements relating to the Group's operating activities and the deductibility of management recharges.

Further uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income available against which deferred tax assets could be utilised. The carrying value of tax assets and liabilities could therefore be impacted by changes in tax legislation and availability of future taxable profits for which the impact can be significant.

5. Revenue

All revenue is derived from sale of services. An analysis of the Group's revenue is as follows:

	Year ended 2025 \$'000	Year ended 2024 \$'000
Business Aviation	71,962	78,751
Special Mission	5,204	8,727
Revenue recognised at a point in time	77,166	87,478
Business Aviation	22,956	23,197
Special Mission	122,420	114,962
T&O	7,550	6,235
Revenue recognised over time	152,926	144,394
Statutory revenue	230,092	231,872

All revenues relate to contracts with customers.

Revenue recognised over time relates to the following operating divisions:

- Business Aviation Revenues recognised over time relate to either ongoing management fees associated with aircraft management contracts, or maintenance and repair activities
- Special Mission has contract revenue of \$295.9m to be earned over the next five years, with \$122.4m (2024: \$115.0m) of revenue having been recognised in the year
- Within Technology & Outsourcing, myairops® recognised contract revenue of \$3.9m (2024: \$2.8m) during the year in relation to the provision of software services, with \$4.9m due over the next four years

Revenue totalling \$30.9m (2024: \$27.2m), which is greater than 10% of Group revenue, has been recognised in 2025 in respect of a single customer and is included within the Special Mission reporting segment. Revenue received at a point in time was \$2.2m (2024: \$2.0m) and revenue received over time was \$28.7m (2024: \$25.2m).

The Group has not separately disclosed revenue by destination country because this is not tracked internally and because management track revenue by SBU.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

6. Other operating income & expenses

	Year ended 2025 \$'000	Year ended 2024 \$'000
Foreign currency translation on trading monetary items	(1,091)	192
Share of profit/(loss) of associate (Note 22)	226	(23)
Gain on acquisition (Note 7)	-	369
Commission on sale of aircraft	-	170
Total other operating income	(865)	708

7. Acquisitions

Specialist Aviation Services Limited

On 31 January 2024, the Group acquired the business of Specialist Aviation Services Limited ("Specialist"), a helicopter special mission business, as part of a pre-pack acquisition from its appointed administrators.

The acquisition of Specialist has been transacted by the Group's wholly owned subsidiary Gama Aviation Limited (GAL) for £0.3m in cash. The transaction was funded from the Group's existing resources.

The primary reason for the acquisition includes:

- Adds further scale and strength to Gama's Special Mission strategic business unit ("SBU") with some £27m of annual revenue, three significant UK air ambulance charity contracts, six managed Leonardo AW169 aircraft and two further national security contracts in the Middle East.
- The additional capability is complementary to the Special Mission SBU adding a Leonardo Service Centre in Staverton, Gloucestershire.
- Operational synergies through combination of operations are identified.

The operating results and assets and liabilities of the acquired company were consolidated from 1 February 2024.

Recognised amounts of identifiable assets acquired and liabilities assumed are as follows:

	31-Jan-24 \$'000
Property, plant and equipment	7,431
Right-of-use assets	8,934
Inventories	2,493
Trade and other receivables	1,268
Trade and other payables	(4,719)
Provisions	(196)
Obligations under leases	(8,934)
Borrowings	(4,806)
Net assets and liabilities	1,471

Acquisition costs of \$0.8m were incurred in 2024, associated with the execution of this transaction and considering the cash consideration and asset acquired, a gain of \$0.4m was recognised in the year ended 31 December 2024 (Note 6).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

8. Earnings before interest and taxation

Earnings before interest and taxation has been arrived at after charging/(crediting):

	Year ended 2025 \$'000	Year ended 2024 \$'000
Amortisation of intangibles in administrative expenses (Note 18)	1,762	2,671
Depreciation of property, plant and equipment in administrative expenses (Note 19)	1,002	1,281
Depreciation of property, plant and equipment in cost of sales (Note 19)	4,959	3,806
Depreciation of right-of-use assets in administrative expenses (Note 20)	609	543
Depreciation of right-of-use assets in cost of sales (Note 20)	12,926	11,473
Net foreign exchange loss/(gain) on trading monetary items (Note 6)	(1,091)	192
Impairment/(reversal) of property, plant and equipment (Note 19)	503	(7,219)
Reversal of impairment of right of use assets (Note 20)	-	(9,063)
Cost of inventories recognised as an expense	17,161	16,040
Change in provision for inventory obsolescence	1,501	1,479
Staff costs (Note 9)	79,893	74,751
Impairment losses recognised on trade receivables (Note 24)	1,027	633
Recovery of previously impaired trade receivables (Note 24)	(94)	(71)
Auditors' remuneration (Note 10)	635	598

9. Staff costs

The average monthly number of employees (including Executive Directors) was:

	Year ended 2025 Number	Year ended 2024 Number
Operations and administration	351	297
Pilots and cabin crew	170	262
Aircraft engineering	296	258
	817	817

Their aggregate remuneration comprised:

	Year ended 2025 £000	Year ended 2024 £000
Wages, salaries and benefits	69,345	66,105
Social security costs	7,696	6,262
Equity-settled share-based payments (Note 36)	-	30
Pension costs	2,852	2,354
	79,893	74,751

No share option transactions were approved during the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Retirement benefit schemes

The Group operates defined contribution retirement benefit schemes for all qualifying employees. The assets of the schemes are held separately from those of the Group in funds under the control of independent trustees. As at 31 December 2025, contributions of \$0.6m (2024: \$0.6m) due in respect of the current reporting period had not been paid over to the schemes.

Directors' emoluments

As all the directors are remunerated in Pounds Sterling, the disclosure has been presented in that currency. The remuneration of the Directors was as follows:

	Year ended 2025 £000	Year ended 2024 £000
Emoluments	1,040	1,089
Pension costs	155	150
	1,195	1,239

The table above does not include the bonuses for 2025 as these had not been approved as of the date of this report.

Pension costs relate to 3 directors (2024:3) and include contributions to defined contribution schemes and cash paid in lieu of contributions.

The Group considers the directors of the Company to be the key management personnel.

The above amounts for remuneration include the following in respect of the highest paid director:

	Year ended 2025 £000	Year ended 2024 £000
Emoluments	455	431
Pension costs	81	79
	536	510

The highest paid director held 526,526 (2024:526,526) share options as at 31 December 2025, no share options were issued or exercised during the year (2024: Nil).

10. Auditor's remuneration

	Year ended 2025 \$'000	Year ended 2024 \$'000
Audit of the Group's and Company's financial statements	458	414
Audit of the financial statements of subsidiaries	164	184
Non-audit assurance services	13	–
	635	598

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

11. Leases

Amounts recognised in income statement

The consolidated income statement includes the following amounts relating to leases:

	Year ended 2025 \$'000	Year ended 2024 \$'000
Depreciation charge of right-of-use assets		
Leasehold property	2,219	3,425
Fixtures, fittings and equipment	118	71
Aircraft	11,081	8,414
Vehicles	117	106
Total depreciation charge of right-of-use-assets	13,535	12,016
Interest expense (included in finance cost)	5,659	5,478
Expenses relating to short-term leases of twelve months or less	709	689

The Group has certain leases that include extension or termination options. Management exercises judgement in determining whether lease extensions and termination options are reasonably certain to be exercised.

Set out below are the undiscounted potential future rental payment relating to the period following the exercise date of extension and termination options that are not included in the lease term:

	Within five years \$'000	More than five years \$'000	Total \$'000
Extension options expected not to be exercised	-	26,356	26,356
Termination options expected to be exercised	110	-	110

12. Finance income

	Year ended 2025 \$'000	Year ended 2024 \$'000
Interest income on financial assets	1,349	2,173
Foreign currency translation on intercompany balances	-	945
Foreign currency translation on lease balances	1,573	-
Total finance income	2,922	3,118

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

13. Finance expense

	Year ended 2025 \$'000	Year ended 2024 \$'000
Foreign currency translation on intercompany balances	4,349	-
Interest on borrowings	963	1,087
Discounting on provisions (Note 30)	226	34
Interest on lease liabilities (Note 28)	5,659	5,478
Amortisation of loan arrangement fees	113	40
Other similar charges payable	150	-
Total finance costs	11,460	6,639

14. Taxation

	Year ended 2025 \$'000	Year ended 2024 \$'000
Corporation tax:		
Current tax charge:		
Current year charge	191	365
Adjustment in respect of prior years	(12)	-
Current tax charge	179	365
Deferred tax charge:		
Current year charge	179	(117)
Total tax (credit)/charge for the year	358	248

The tax charge for the year, based on the tax rate in the United Kingdom, can be reconciled to the (loss)/profit per the income statement as follows:

	Year ended 2025 \$'000	Year ended 2024 \$'000
Profit/(loss) before tax	(11,308)	4,561
Tax at the corporation tax rate of 25% (2024: 25% ¹)	(2,827)	1,140
Effects of:		
Other expenses not deductible/income not taxable	1,575	1,009
Foreign exchange differences on consolidation	5,301	(91)
Profits exempt from tax in overseas jurisdiction	(4,213)	(1,859)
Non-deductible – share-based payments	-	9
Relief on exercise of share-based payments	-	(93)
Adjustment in respect of prior years	167	-
Effect of tax rates in different jurisdictions	(945)	(2,111)
Tax losses in the year not recognised in deferred tax	1,300	2,244
Total tax charge for the year	358	248

¹ The UK Finance Act 2021 enacted a change in the UK corporation tax rate from 19% to 25% from 1 April 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

15. Deferred tax

The following are the major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior reporting period.

	Fixed asset and other temporary differences	Tax losses	Total
	\$'000	\$'000	\$'000
At 1 January 2024	(535)	596	61
Credit/(charge) in year	(349)	466	117
At 31 December 2024	(884)	1,062	178
Credit/(charge) in year	(150)	(28)	(178)
At 31 December 2025	(1,034)	1,034	-

Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to do so. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2025	2024
	\$'000	\$'000
Deferred tax asset	1,034	533
Deferred tax liability	(1,034)	(355)
Net deferred tax (liability)/asset	-	178

Estimation uncertainty

The Group has recognised deferred tax assets on both timing differences and on taxable losses. In recognising these assets, management have reviewed the future expected profitability of the business in each tax jurisdiction and the ability to utilise existing taxable losses.

The Group has the following gross tax losses, which are subject to relevant regulatory review and approval as applicable to the relevant jurisdiction:

	2025	2024	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	Recognised	Recognised	Unrecognised	Unrecognised	Total	Total
UK	4,137	3,533	55,366	54,838	59,503	58,371
UAE	-	1,989	1,457	767	1,457	2,756
Poland	-	-	-	708	-	708
Hong Kong	-	-	6,251	6,251	6,251	6,251
Tax losses	4,137	5,522	63,074	62,564	67,211	68,086

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

The above losses represent the following value at tax rates applicable at the balance sheet date.

	2025	2024	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	Recognised	Recognised	Unrecognised	Unrecognised	Total	Total
UK	1,034	883	14,951	13,710	15,985	14,593
UAE	-	179	131	69	131	248
Poland	-	-	-	135	-	135
Hong Kong	-	-	1,031	1,031	1,031	1,031
Tax losses	1,034	1,062	16,113	14,945	17,147	16,007

Losses in the UK carried forward indefinitely. Tax losses in Poland can be carried forward for 5 years.

A deferred tax asset in respect of tax losses has been recognised in the UK and UAE to the extent that it offsets deferred tax liabilities in those jurisdictions. A deferred tax asset has not been recognised in respect of the remaining UK tax losses due to uncertainty with regards to timing and amount of future taxable profits against which the tax losses could be utilised.

In Poland management have not recognised deferred tax assets on tax losses as future profits are uncertain.

In Hong Kong, management have not recognised deferred tax assets on tax losses as the Company is no longer operating in this jurisdiction.

16. Exceptional items

During the year, the Group changed its presentation of exceptional items. In prior periods, these items were presented in a separate column on the face of the Consolidated Income Statement to show "adjusted" versus "statutory" results. To simplify the primary statements, the company has moved to a single-line presentation where exceptional items are now presented as a separate line item following gross profit.

This change in presentation has been applied retrospectively to prior year, resulting in a decrease of \$4,264k to cost of sales and an increase of \$12,248 to administrative expenses, with Exceptional Items of \$7,984 being presented separately.

This reclassification relates only to presentation; there is no impact on the reported profit for the year, net assets, or total equity.

The exceptional items include the following:

	Year ended 2025	Year ended 2024
	\$'000	\$'000
Transaction costs	373	212
Integration and business re-organisation costs	453	-
Start-up costs	2,162	7,317
Legal costs	872	289
Reversal of impairment of assets under construction (Note 19)	-	(7,284)
Reversal of impairment of right of use assets (Note 20)	-	(9,063)
Impairment of assets under construction (Note 19)	502	65
Equity-settled share-based payments expense	-	30
Amortisation of acquired intangible assets (Note 18)	282	450
Total exceptional items	4,644	(7,984)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Transaction costs

Transaction costs during the year relate to corporate activity of the Group.

Integration and business re-organisation costs

Integration and business re-organisation costs primarily relate to costs incurred associated with the run off of a legacy contract.

Start-up costs

Start-up costs primarily relate to losses incurred during the start-up phase of Gama' strategic entry into the North Sea oil and gas transportation market and other new business development costs.

Legal costs

Legal costs in the current and prior year principally relate to professional fees in relation to ongoing litigation in respect of legacy cases, mainly relating to the Group's collection of trade receivables and other non-recurring legal matters.

Reversal of impairment of assets under construction and right of use assets

The prior year reversal of impairment of assets under construction of \$7.3m and right of use assets of \$9.1m relates to the reversal of previously recognised impairment losses associated with the Business Aviation Centre at Sharjah International Airport in the UAE in previous years.

In November 2023 the Group completed the sale of its US MRO business for an enterprise value of \$131m and a profit on disposal of \$83.3m. As a result, the Group's cash position improved to \$92.1m as at 31 December 2023 and construction of the BAC therefore commenced in Q1 2024. Full funding for the project was secured in November 2024 and the previously impaired amounts were therefore reversed in the results for the year ended 31 December 2024.

Impairment of assets under construction

During the current and prior periods the Company recognised an impairment loss of development costs incurred in Jersey.

Equity-settled share-based payments

Equity-settled share-based payment charges in the prior year relate to share options issued to employees.

Amortisation of acquired intangible assets

Amortisation charges in respect of acquired intangible assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

17. Goodwill

	\$'000
Cost	
At 1 January 2024	42,060
Exchange differences	(603)
At 31 December 2024	41,457
Exchange differences	2,841
At 31 December 2025	44,298
Accumulated impairment losses	
At 1 January 2024	23,977
Exchange differences	(293)
At 31 December 2024	23,684
Exchange differences	1,380
At 31 December 2025	25,064
Carrying amount	
At 31 December 2025	19,234
At 31 December 2024	17,773

The recoverable amount of goodwill is allocated to the following cash-generating units (CGUs):

	2025	2024
	\$'000	\$'000
Carrying amount		
Business Aviation	8,143	7,440
Special Mission	11,091	10,333
	19,234	17,773

Impairment review

Goodwill, together with other non-current assets, is assessed for impairment in Note 21.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

18. Other intangible assets

	Customer relations \$'000	Computer software \$'000	Aircraft design \$'000	Total \$'000
Cost				
At 1 January 2024	15,376	16,133	–	31,509
Additions	–	1,719	–	1,719
Foreign exchange differences	(63)	(281)	–	(344)
At 31 December 2024	15,313	17,571	–	32,884
Additions	–	2,557	129	2,686
Foreign exchange differences	298	1,341	3	1,642
At 31 December 2025	15,611	21,469	132	37,212
Amortisation and accumulated impairment losses				
At 1 January 2024	14,613	12,438	–	27,051
Amortisation	450	2,221	–	2,671
Foreign exchange differences	(60)	(233)	–	(293)
At 31 December 2024	15,003	14,426	–	29,429
Amortisation	282	1,480	–	1,762
Foreign exchange differences	281	1,088	–	1,369
At 31 December 2025	15,566	16,994	–	32,560
Carrying amount				
At 31 December 2025	45	4,475	132	4,652
At 31 December 2024	310	3,145	–	3,455

The carrying amount of customer relationships relate to:

- Business Aviation: \$0.05m (2024: \$0.2m)
- Technology & Outsourcing: \$nil (2024: \$0.1m)

Computer software costs comprise purchased software, such as operational and financial systems and the costs of configuration and customisation of Software as a Service arrangement where control of the software exists.

Aircraft design costs comprise directly attributable engineering, testing and certification expenditure incurred to obtain regulatory approval for specific products, where the recognition criteria for development assets are met.

Impairment review

Other intangible assets do not generate cash inflows from continuing use that are largely independent of those from other assets or groups of assets. Consequently, recoverable amount for these assets is determined for the CGU to which they belong.

Other intangible assets, together with other non-current assets, are assessed for impairment in Note 21.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

19. Property, plant and equipment

	Helicopters \$'000	Leasehold improvement \$'000	Aircraft and refurbishments \$'000	Fixtures, fittings and equipment \$'000	Motor vehicles \$'000	Asset under construction \$'000	Total \$'000
Cost							
At 1 January 2024	–	15,938	11,929	10,127	563	8,292	46,849
Additions	–	1,233	1,759	8,185	101	16,966	28,244
Acquisitions	7,431	–	–	–	–	–	7,431
Disposals	(7,431)	(1,228)	(786)	38	36	–	(9,371)
Exchange differences	–	(250)	(195)	(288)	(6)	(15)	(754)
At 31 December 2024	–	15,693	12,707	18,062	694	25,243	72,399
Reclassifications	–	7,002	(356)	(6,646)	–	–	–
Additions	–	1,663	8,744	1,605	132	41,374	53,518
Acquisitions	–	–	–	–	–	–	–
Disposals	–	–	(1,743)	(314)	(147)	–	(2,204)
Exchange differences	–	1,701	1,065	752	28	155	3,701
At 31 December 2025	–	26,059	20,417	13,459	707	66,772	127,414
Accumulated depreciation and impairment							
At 1 January 2024	–	6,164	7,063	7,103	391	8,292	29,013
Charge for the year	–	1,410	2,393	1,221	63	–	5,087
Disposals	–	(234)	(748)	(786)	1	–	(1,767)
Reversal of impairment	–	–	–	–	–	(7,219)	(7,219)
Exchange differences	–	(118)	(139)	(98)	(5)	(61)	(421)
At 31 December 2024	–	7,222	8,569	7,440	450	1,012	24,693
Reclassifications	–	67	(67)	–	–	–	–
Charge for the year	–	2,086	2,231	1,566	78	–	5,961
Disposals	–	–	(1,737)	(314)	(147)	–	(2,198)
Impairment	–	–	–	–	–	503	503
Exchange differences	–	578	605	469	(3)	81	1,730
At 31 December 2025	–	9,953	9,601	9,161	378	1,596	30,689
Carrying amount							
At 31 December 2025	–	16,106	10,816	4,298	329	65,176	96,725
At 31 December 2024	–	8,471	4,138	10,622	244	24,231	47,706

The assets under construction relate to the investment in the Sharjah Business Aviation Centre (“BAC”) project and the Jersey Fixed Based Operations (“FBO”) project.

Acquisition of aircraft in the prior year related to a helicopter which was acquired as part of the purchase of Specialist Aviation Services on 31 January 2024. This aircraft was subsequently sold to a client during the year-ended 31 December 2024.

The Sharjah BAC project was fully impaired in the beginning of the prior financial year. The Company commenced construction of this project in Q1 2024 and secured funding for its completion later in the year. As a result, the total impairment of \$7.2m was reversed in the income statement for the year ended 31 December 2024.

Expenditure of \$0.5m (2024: \$0.1m) incurred during the year on the Jersey FBO project and classified in the table above as an asset under construction has been impaired due to the uncertainty about securing the necessary funding for the project.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

No borrowing costs were capitalised during the current and prior year.

Impairment review

The other classes of property, plant and equipment do not generate cash inflows from continuing use that are largely independent of those from other assets or groups of assets. Consequently, recoverable amount for these assets is determined for the CGU to which they belong.

Property, plant and equipment, together with other non-current assets, is assessed for impairment in Note 21.

20. Right-of-use assets

	Leasehold property \$'000	Fixtures, fittings and equipment \$'000	Aircraft \$'000	Vehicles \$'000	Total \$'000
Cost					
At 1 January 2024	42,360	230	36,976	345	79,911
Additions	3,217	155	5,033	12	8,417
Additions relating to business combinations	–	–	8,934	–	8,934
Disposals/modifications	5,001	–	(1,345)	(17)	3,639
Exchange differences	(659)	(7)	(475)	(5)	(1,146)
At 31 December 2024	49,919	378	49,123	335	99,755
Additions	103	746	19,757	483	21,089
Disposals	(7,751)	–	–	(16)	(7,767)
Modifications	–	–	6	–	6
Exchange differences	2,830	34	4,051	34	6,949
At 31 December 2025	45,101	1,158	72,937	836	120,032
Accumulated depreciation and impairment					
At 1 January 2024	20,450	69	2,265	52	22,836
Charge for the year – admin expenses	470	71	–	2	543
Charge for the year – cost of sales	2,955	–	8,414	104	11,473
Impairment charge/(reversal)	(9,063)	–	–	–	(9,063)
Disposals	(204)	–	–	(11)	(215)
Exchange differences	(355)	(2)	(196)	(3)	(556)
At 31 December 2024	14,253	138	10,483	144	25,018
Charge for the year – admin expenses	491	118	–	–	609
Charge for the year – cost of sales	1,728	–	11,081	117	12,926
Impairment charge	–	–	30	–	30
Disposals	(7,751)	–	–	(16)	(7,767)
Exchange differences	925	12	1,011	13	1,961
At 31 December 2025	9,646	268	22,605	258	32,777
Carrying amount					
At 31 December 2025	35,455	890	50,332	578	87,255
At 31 December 2024	35,666	240	38,640	191	74,737

The Sharjah BAC land lease was fully impaired in the beginning of the prior year. The Company commenced construction of this project in Q1 2024 and secured funding for its completion later in the year. As a result, the total impairment of \$9.1m was reversed in the income statement for the year ended 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Impairment review

Right-of-use assets do not generate cash inflows from continuing use that are largely independent of those from other assets or groups of assets. Consequently, recoverable amount for these assets is determined for the CGU to which they belong.

Right-of-use assets, together with other non-current assets, are assessed for impairment in Note 21.

21. Impairment of non-current assets

The Group has identified three specific Cash Generating Units (CGU's) which are as follows:

- The Business Aviation CGU which provides aviation management, maintenance and fixed based operation services to our private and corporate clients.
- The Special Mission CGU which provides services to governments, charities and other bodies which rely on aviation assets to perform specialised, often time critical, missions.
- The Technology & Outsourcing CGU provides advisory, software, and outsourcing solutions to aviation clients.

An impairment review was undertaken for all CGU's.

Value-in-use calculations

The carrying value of all three CGU's was considered in comparison to its value-in-use calculations. These calculations were derived as follows:

- Cash flow projections are based on the most recent financial forecasts, being the Group's 2026 updated Strategic Plan. These forecasts cover a period of five years.
- The Group also considered the impact of Climate Change in determining operating assumptions applicable to the forecast cash flows.
- The discount rate reflects the current market assessment of the risks specific to each CGU and is estimated from the weighted average cost of capital using the Capital Asset Pricing Model, after considering the risk-free rate, equity market risk, beta, country risk, small stock premium, pre-tax cost of debt, tax rates, and the debt to capital ratio applicable to each CGU.
- The terminal value for each CGU is calculated by applying the Gordon Growth formula to the forecast cash flows using the respective discount rate and long-term growth rate. The long-term growth rate reflects the average of the long-term growth rate for the countries in which the CGU operates.

The values assigned to the key assumptions represent management's assessment of future trends in the industry and have been based on historical data from both external and internal sources.

Impairment review outcome

Business Aviation

The recoverable amount of the Business Aviation CGU was determined based on its value-in-use using discounted cash flow projections from the Group's five-year internal forecasts.

The post-tax discount rate applied to the cash flow projections is 12.3% (2024: 11.6%) and cash flows beyond the five-year period are extrapolated using a 1.6% (2024: 1.8%) growth rate. The equivalent pre-tax discount rate would be 12.5% (2024: 13.1%).

The results of this impairment review confirmed that no impairment charge is required. In addition, the Company has considered a number of reasonably possible changes in key assumptions, which could cause the carrying amount to exceed the recoverable amount for the BA CGU. These include changes in EBITDA, the discount rate and the long-term growth rate. This analysis indicated the existence of possible downside scenarios which could result in an impairment charge.

Special Mission

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

The recoverable amount of the Special Mission CGU was determined based on its value-in-use using discounted cash flow projections from the Group's five-year internal forecasts.

The post-tax discount rate applied to the cash flow projections is 12.6% (2024: 10.6%) and cash flows beyond the five year period are extrapolated using a 1.3% (2024: 1.3%) growth rate. The equivalent pre-tax discount rate would be 14.2% (2024: 12.1%).

The results of this impairment review confirmed that no impairment charge is required. In addition, the Company has considered a number of reasonably possible changes in key assumptions, which could cause the carrying amount to exceed the recoverable amount for the Special Mission CGU. These include charges in EBITDA, the discount rate and the long-term growth rate. The Company did not identify any reasonably possible scenarios which would result in an impairment charge.

Technology & Outsourcing

The recoverable amount of the Technology and Outsourcing CGU was determined based on its value-in-use using discounted cash flow projections from the Group's five-year internal forecasts.

The post-tax discount rate applied to the cash flow projections is 12.1% (2024: 11.1 %) and cash flows beyond the five-year period are extrapolated using a 1.3% (2024: 1.3%) growth rate. The equivalent pre-tax discount rate would be 13.0% (2024: 12.1%).

The results of this impairment review confirmed that no impairment charge is required. In addition, the Company has considered a number of reasonably possible changes in key assumptions, which could cause the carrying amount to exceed the recoverable amount for the Technology and Outsourcing CGU. These include charges in EBITDA, the discount rate and the long-term growth rate. The Company did not identify any reasonably possible scenarios which would result in an impairment charge.

22. Investment in associate

In 2024, the Group incorporated Gama Aviation Holding (Malta) Limited, which is accounted for as an associate using the equity method. During 2024 and 2025, Gama Aviation Holding (Malta) Limited acquired further businesses. These acquisitions were undertaken by the associate and are reflected in the Group's investment through its share of the associate's results and net assets.

Details of the Group's investments accounted for using the equity method at 31 December 2025 are as follows:

	Investment	Place of incorporation and operation	Proportion of ownership interest	Proportion of voting power held
Gama Aviation Holding (Malta) Limited	Associate	Malta	49%	49%

Summarised financial information of the Group's share in Gama Aviation Holding (Malta) Limited is as follows:

	2025 \$'000	2024 \$'000
Profit / (Loss) from continuing operations	226	(23)
Other comprehensive income	9	–
Total comprehensive income	235	(23)
Carrying amount of the investment in TJS (Malta) Limited	212	(23)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

23. Inventories

	2025 \$'000	2024 \$'000
Raw materials and consumables	18,499	15,118
Work in progress	137	81
Provision for obsolescence	(7,729)	(6,228)
	10,907	8,971

The Directors consider that the carrying value of inventories is approximately equal to their fair value.

Estimation uncertainty

The key source of estimation uncertainty at the reporting date, that may have a significant risk of causing a materially different outcome to the carrying amounts of inventories within the next financial year, relates to a change in the net realisable value due to change in customer demand or obsolescence of certain inventory lines. The Company provides for inventories on a sliding scale over the preceding eight years. As a result, inventory older than eight years is written off in full. On 31 December 2025, the Board considers its assessment of net realisable value to be appropriate based on best information available. If the provision rates applied to inventory aged between one and seven years increased by 10ppts, the loss for the year would increase by \$0.7m.

24. Trade and other receivables

	2025 \$'000	2024 \$'000
Financial assets		
Amounts receivable for the sale of services	37,183	33,357
Loss allowance for expected credit losses	(2,852)	(3,130)
	34,331	30,227
Accrued income	16,482	10,762
Loss allowance for expected credit losses	(598)	(652)
	15,884	10,110
Total financial assets	50,215	40,337
Non-financial assets		
Prepayments	12,927	11,980
Other debtors ¹	14,670	18,392
Total non-financial assets	27,597	30,372
Total trade and other receivables	77,812	70,709
Current	65,716	57,251
Non-current	12,096	13,458
Total trade and other receivables	77,812	70,709

¹ Includes deposits on aircraft.

The Directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Amounts receivable for the sale of services

Amounts receivable for the sale of services are non-interest bearing and are generally on credit terms usual for the markets in which the Group operates. Where appropriate, the Group assesses the potential customer's credit quality and requests payments on account, as a means of mitigating the risk of financial loss from defaults.

In the Business Aviation SBU, the Group commonly obtains security in the form of contractual lien, parent company guarantee or a bank guarantee to support the trade receivables arising from aircraft management agreements. A similar contractual right of lien is contained within the General Terms and Conditions for MRO services and is also commonly contained within the terms and conditions of individual MRO services proposals where stage payments for higher value work programmes are the norm. Where considered appropriate, a requirement for full up-front payment is imposed.

At the year end, trade receivables within the Business Aviation SBU that are secured by contractual liens total \$6.5m (2024: \$6.0m).

Amounts receivable for the sale of services include amounts which are past due at the reporting date but against which the Group has not recognised a specific loss allowance for expected credit losses because there has not been a significant change in credit quality and the amounts are still considered recoverable.

Ageing of amounts receivable for the sale of services, net of loss allowance for expected credit losses

	2025 \$'000	2024 \$'000
Not yet due	13,391	11,589
Less than 30 days	2,898	1,748
30-60 days	2,360	2,677
61-90 days	1,792	2,215
91-120 days	589	605
Greater than 120 days	13,301	11,393
Total	34,331	30,227

Loss allowance for expected credit losses

As there is no significant financing component to amounts receivable for the sale of services, the Group has elected to apply the IFRS 9 simplified approach to measuring expected credit losses, using a lifetime expected credit loss provision for amounts receivable for the sale of services, contract assets and accrued income. In arriving at the loss allowance for expected credit losses, the gross receivable amount is analysed according to risk and including a consideration of any credit insurance in place. In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The loss rates applied to each ageing bracket also reference historical credit loss experience, as well as current and future expected economic conditions. No loss allowance for expected credit losses is recognised in respect of other debtors. The Group carries an expected credit loss allowance of \$3.5m (2024: \$3.8m), which relates to amounts receivable for the sale of services and accrued income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Ageing of impairments on amounts receivable for the sale of services

	2025 \$'000	2024 \$'000
Not yet due	164	308
Less than 30 days	25	38
30-60 days	25	45
61-90 days	12	46
91-120 days	28	35
Greater than 120 days	3,196	3,310
Total	3,450	3,782

Movement in the loss allowance for expected credit losses

	2025 \$'000	2024 \$'000
At 1 January	3,782	1,536
Impairment losses recognised in income statement	1,027	633
Impairment reversal recognised in income statement	(1,406)	–
Additional loss allowance from Specialist Aviation acquisition	–	1,710
Recovery of previously written-off receivables	(94)	(71)
Amounts written off as uncollectible	(85)	–
Foreign exchange translation gains and losses	226	(26)
At 31 December	3,450	3,782

The \$1.4m reversal (2024: \$nil) recognised in the current year reflects an increase in the expected recoverability of amounts previously written off, primarily relating to overdue receivables within the Business Aviation

The \$0.1m (2024: \$nil) write-off in the current year relates to the settlement of overdue receivables in Business Aviation.

Sensitivity analysis on loss allowance for expected credit losses

The estimate of the loss allowance may vary from the actual amounts recovered. If a portion of the impaired receivable balance for the sale of services is recovered there may be material credit to the income statement. Similarly, if a portion of the unimpaired receivable balance over 120 days of \$16.5m was not recovered, there may be a material charge to the income statement. If all remaining gross receivable balances relating to the sale of services were impaired by an additional 1% of the gross receivables balance, the loss allowance for expected credit losses would be increased by \$0.4m.

Accrued income

Accrued income of \$16.5m (2024: \$10.7m) is expected to be billed within the next twelve months.

Prepayment

Prepayments are expected to be released within the next twelve months, together with contract assets of \$4.3m (2024: \$3.5m) comprising:

- Costs associated with a long-term fleet maintenance contract in the UK of \$0.7m (2024: \$0.6m).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

- Cost associated with a contract to provide transportation services to a North Sea oil and gas operator of \$2.3m (2024: \$1.7m).
- Cost associated with commencement of Helicopter Emergency Medical Services (HEMS) for the Welsh Air Ambulance Charity Trust of \$1.3m (2024: \$0.9m).

25. Cash and cash equivalents

For the purposes of the Consolidated Cash Flow Statement, cash and cash equivalents include cash on hand and in banks, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial year as shown in the Consolidated Cash Flow Statement can be reconciled to the related items in the Consolidated Balance Sheet as follows:

	2025 \$'000	2024 \$'000
Cash and bank balances in the Consolidated Balance Sheet	5,787	18,891

Cash and cash equivalents are denominated in the following currencies:

	2025 \$'000	2024 \$'000
United States Dollar	1,532	10,159
Sterling	3,001	6,468
Euro	1,184	1,905
United Arab Emirates Dirham	54	323
Other currencies	16	36
	5,787	18,891

26. Trade and other payables

	2025 \$'000	2024 \$'000
Financial liabilities		
Trade and other payables	19,272	12,175
Accruals	37,846	24,947
	57,118	37,122
Non-financial liabilities		
Other taxation and social security	3,576	6,181
Income received in advance	5,725	6,407
	9,301	12,588
Total trade and other payables	66,419	49,710

	2025 \$'000	2024 \$'000
Current	66,419	49,710
Non-current	–	–
Total trade and other payables	66,419	49,710

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Trade payables

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. Trade and other payables are non-interest bearing and are generally on credit terms usual for the markets in which the Group operates. The Group has financial risk management policies in place that target settlement within agreed credit terms.

The Directors consider that the carrying amount of trade payables is approximately equal to their fair value.

Income received in advance

Income received in advance relates to advance payments for operating expenses incurred by the Group on managed aircraft prior to these expenses being billed to the customer. The outstanding performance obligations are expected to be fulfilled within the next twelve months. Income received in advance represents a contract liability.

27. Current tax payables

	2025 \$'000	2024 \$'000
Current tax liability as of 1 January	(2,089)	(26)
Tax credit/(charge) relating to prior periods	12	–
Current tax expense	(176)	(338)
Payments during the year	32	18
Other taxes	(13)	(27)
Foreign exchange differences	(151)	(1)
Liabilities assumed on acquisition	–	(1,715)
Current tax liability as of 31 December	(2,385)	(2,089)

28. Obligations under leases

	Leasehold property \$'000	Fixtures, fittings and equipment \$'000	Aircraft \$'000	Vehicles \$'000	Total \$'000
At 1 January 2024	34,078	157	39,330	299	73,864
Additions	3,217	155	5,033	12	8,417
Additions relating to business combinations	–	–	8,934	–	8,934
Finance expense	2,061	14	3,383	20	5,478
Modifications and disposals	5,240	–	(1,345)	1	3,896
Lease payments	(4,694)	(74)	(12,666)	(61)	(17,495)
Exchange differences and other	(478)	(4)	(368)	(5)	(855)
At 31 December 2024	39,424	248	42,301	266	82,239
Additions	–	730	19,080	483	20,293
Finance expense	2,303	46	3,292	18	5,659
Modifications and disposals	155	–	6	(3)	158
Lease payments	(3,392)	(137)	(13,024)	(125)	(16,678)
Exchange differences and other	2,066	23	1,512	26	3,627
At 31 December 2025	40,556	910	53,167	665	95,298

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

	2025 \$'000	2024 \$'000
Maturity analysis – contractual undiscounted cash flows:		
Less than one year	19,095	16,188
One to five years	68,688	57,221
More than five years	49,730	45,342
Total undiscounted lease liabilities at 31 December	137,513	118,751

Lease liabilities included in the consolidated balance sheet at 31 December:

Current	12,567	11,187
Non-current	82,731	71,052
Total lease liabilities at 31 December	95,298	82,239

Average incremental borrowing rates applied across the Group were:

	2025 %	2024 %
Leasehold property	6.2	6.2
Fixtures, fittings and equipment	7.5	6.8
Aircraft	8.2	8.2
Vehicles	6.8	7.5

29. Borrowings

	2025 \$'000	2024 \$'000
Secured borrowing at amortised cost		
Bank borrowings	40,864	9,776
Total borrowings	40,864	9,776
Amount due for settlement within 12 months	7,798	709
Amount due for settlement after 12 months	33,066	9,067
Total borrowings	40,864	9,776

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Changes in borrowings are below:

	Long-term \$'000	Short-term \$'000	Total \$'000
At 1 January 2024	10,241	914	11,155
Cash flows:			
Acquisition of Specialist Aviation Services trade and assets	4,157	649	4,806
Repayments	(5,037)	(641)	(5,678)
Non-cash:			
Exchange differences	(319)	103	(216)
Arrangement fee movement	25	(316)	(291)
At 31 December 2024	9,067	709	9,776
At 1 January 2025	9,067	709	9,776
Cash flows:			
Repayments	(1,147)	(2,054)	(3,201)
Proceeds	25,000	8,524	33,524
Non-cash:			
Exchange differences	104	593	697
Arrangement fee movement	42	26	68
At 31 December 2025	33,066	7,798	40,864

Analysis of borrowings by currency:

	Sterling \$'000	US Dollars \$'000	Total \$'000
31 December 2025			
Bank borrowings	9,689	31,175	40,864
Total borrowings	9,689	31,175	40,864
31 December 2024			
Bank borrowings	9,776	–	9,776
Total borrowings	9,776	–	9,776

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

2025	Interest	Maturity	Facility (Local currency) '000	Drawn (Local currency) '000	Drawn (Presentation currency) \$'000
Close Brothers Term Loan	BoE base rate plus 4%	24-Apr-28	GBP 7,245	GBP 7,245	9,748
Close Brothers Term Loan	US Fed funds rate plus 4%	17-Nov-26	\$4,723	\$4,723	4,723
Close Brothers Term Loan	US Fed funds rate plus 4%	23-Nov-26	\$1,819	\$1,819	1,819
Barclays Bank Plc RCF	US Central bank rate plus 2%.	11-Nov-27	\$25,000	\$25,000	25,000
Bank borrowing before arrangement fees					41,290
Capitalised loan arrangement fees					(426)
Bank borrowings					40,864

2024	Interest	Maturity	Facility (Local currency) '000	Drawn (Local currency) '000	Drawn (Presentation currency) \$'000
Close Brothers Term Loan	BoE base rate plus 4%	24-Apr-28	GBP 8,115	GBP 8,115	10,172
Barclays Bank Plc RCF	US Central bank rate plus 2%.	11-Nov-27	\$25,000	\$Nil	\$Nil
Bank borrowing before arrangement fees					10,172
Capitalised loan arrangement fees					(396)
Bank borrowings					9,776

Bank borrowings

In November 2025 the Group received \$8.9m from Close Brothers by way of a loan secured by a mortgage over the Group's owned aircraft. The total outstanding balance relating to the Close Brothers facilities was \$16.3m as at 31 December 2025 (2024: \$9.8m).

On 12 November 2024 the Group secured a \$25m RCF, with a \$5m accordion, with Barclays Bank Plc. This arrangement which is subject to customary banking covenants and security was fully drawn as at 31 December 2025. The facility has a duration of 3 years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

30. Provisions for liabilities

	Onerous contract provisions \$'000	Dilapidations provision \$'000	Employees' end of service provision \$'000	Obligations associated with construction projects \$'000	Total \$'000
At 1 January 2024	1,200	420	916	248	2,784
Charge/(credit) to the income statement during the year	–	–	264	–	264
Utilised during the year	–	–	(210)	(247)	(457)
Foreign exchange	–	(7)	–	(1)	(8)
Discounting (Note 13)	–	34	–	–	34
At 31 December 2024	1,200	447	970	–	2,617
Charge to the income statement/ROU asset during the year	642	960	228	–	1,830
Utilised during the year	–	–	(349)	–	(349)
Foreign exchange	–	96	–	–	96
Discounting (Note 13)	–	226	–	–	226
At 31 December 2025	1,842	1,729	849	–	4,420

	2025 \$'000	2024 \$'000
Current	3,051	2,184
Non-current	1,369	433
Total	4,420	2,617

The provision for onerous contracts relates to potential penalty payments under certain long-term arrangements.

Provision for employees' end of service indemnity relates to operations in the UAE. The provision in relation to the UAE operations is made in accordance with the UAE labour laws and is based on current remuneration and cumulative years of service at the reporting date.

The obligations associated with construction projects related to obligations associated with the construction of the Sharjah BAC.

31. Deferred revenue

	2025 \$'000	2024 \$'000
Current	17,833	15,956
Non-current	8,429	9,077
Total	26,262	25,033

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

The deferred revenue arises in respect of management fees, maintenance contracts and SaaS contracts invoiced in advance. Deferred revenue represents a contract liability. Deferred revenue of \$26.3m (2024: \$25.0m) is a contract liability as is income received in advance, disclosed in Note 26, of \$5.7m (2024: \$6.4m).

32. Issued capital and reserves

	Number	£'000	\$'000
Ordinary shares: authorised, issued and fully paid			
At 1 January 2024	63,961,279	640	958
Cancellation upon repurchase of own shares	(25,168,934)	(252)	(321)
Shares issued	866,394	9	11
At 31 December 2024	39,658,739	397	648
Shares issued	–	–	–
At 31 December 2025	39,658,739	397	648

The Company has one class of ordinary shares with a nominal value of £0.01 and no right to fixed income.

	\$'000
Share premium	
At 1 January 2024	63,712
Shares issued	636
At 31 December 2024	64,348
Shares issued	–
At 31 December 2025	64,348

Share premium represents the amount subscribed for share capital in excess of its nominal value, net of historic placement fees of \$2.0m (2024: \$2.0m).

	Merger relief reserve \$'000	Reverse takeover reserve \$'000	Other reserve \$'000	Capital redemption reserve \$'000	Share-based payment reserve \$'000	Total \$'000
Other reserves						
At 1 January 2024	108,595	(95,828)	20,336	–	1,847	34,950
Share-based payment expense (Note 36)	–	–	–	–	30	30
Cancellation upon repurchase of own shares	–	–	–	321	–	321
Transfer for lapsed options	–	–	–	–	(1,620)	(1,620)
At 31 December 2024 & 2025	108,595	(95,828)	20,336	321	257	33,681

The merger relief reserve represents differences between the fair value of the consideration transferred and the nominal value of the shares. The merger relief reserve arose in 2015 due to reverse takeover. The reserve was increased in 2016 following the acquisition of Aviation Beauport Limited, when shares were included as part of the consideration.

The reverse takeover reserve represents the balance of the amount attributable to equity after adjusting the accounting acquirer's capital to reflect the capital structure of the legal parent in a reverse takeover.

Other reserve is the result of the application of merger accounting to reflect the combination of the results of Gama Aviation (Holdings) Jersey Limited with those of Gama Holding FZC, following the share for share exchange transacted on 16 December 2014.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

The capital redemption reserve represents the transfer of the Company's shares from Share capital upon cancellation by way of the tender offer.

The share-based payment reserve represents the credit to equity to recognise the value of equity-settled share-based payments. Refer to Note 36 for further details of these plans. Following the lapse, or exercise, of options during the year under the ASOP, CSOP, and LTIP plans, \$Nil (2024: \$1.6m) was transferred from other reserves to accumulated earnings.

There is an employee benefit trust that is affiliated with the Group. However, the Group does not have control of this trust and, as a result, the trust is not consolidated. Consequently, no own share reserve is recognised. At the end of the reporting period, the employee benefit trust held 219,310 (2024: 219,310) shares. The fair value of these shares at 31 December 2025 was \$0.3m (2024: \$0.3m).

33. Distributions made and proposed

The Company did not pay an ordinary dividend during the year (2024: \$nil) to shareholders.

The Board does not recommend a dividend for 2025 (2024: \$nil).

On 29 April 2024 the Company announced the return of up to £32.6 million to Shareholders by way of a tender offer and the cancellation of admission of Ordinary Shares trading. The tender offer of 95p/share represented a significant realignment of the ownership of the Company.

On 24 May 2024 the Company announced that it had received valid tenders in respect of 25,168,934 Ordinary Shares, representing approximately 38.82 per cent of the issued share capital of Gama Aviation. As a result, £23.9m was returned to shareholders.

34. Non-controlling interest

	\$'000
At 1 January 2024	(47)
Total comprehensive income attributable to non-controlling interest	(4,984)
At 31 December 2024	(5,031)
Total comprehensive loss attributable to non-controlling interest	(1,179)
At 31 December 2025	(6,210)

The non-controlling interest in the current and prior year relates to a 49% shareholding in Gama Aviation FZC, which is consolidated as the Company is exposed to variable returns from its involvement and can affect the returns through its power over this company. In addition, the Group has a call option on the remaining shareholding. There is an 80% profit sharing ratio attributable to the Group. As a result, a 20% non-controlling interest has been recognised in the current and prior year.

Non-controlling interest also relates to a 50% shareholding in Bond Helicopters Limited. The Company is deemed to have control over Bond Helicopters Limited as the Company's Directors have a casting vote on the Board and are able to use this to control business decisions of the JV entity. Therefore, the results of Bond Helicopters Limited are fully consolidated into the Group's financial statements, and a 50% non-controlling interest has been recognised in the current and prior year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Set out below is summarised financial information for Gama Aviation FZC and Bond Helicopters Limited, before intercompany eliminations:

	Gama Aviation FZC		Bond Helicopters Limited	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Current assets	12,083	9,062	5,857	11,229
Current liabilities	(12,011)	(8,303)	(34,084)	(34,482)
Net current assets/(liabilities)	72	759	(28,227)	(23,253)
Non-current assets	95	16	37,985	29,910
Non-current liabilities	-	-	(22,244)	(17,029)
Net assets/(liabilities)	167	775	(12,486)	(10,372)
Accumulated non-controlling interest	33	155	(6,243)	(5,186)

	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Revenue	19,527	27,956	30,685	23,570
Loss for the year	(608)	(359)	(2,114)	(9,824)
Other comprehensive income	-	-	-	-
Total comprehensive expense	(608)	(359)	(2,114)	(9,824)

35. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions between the Group and its associates are disclosed below.

The Company and its subsidiaries have a policy requiring full disclosure to, and pre-approval by, the Board of transactions contemplated with related parties.

List of related parties, including associates

The following list is presented in accordance with the objectives of IAS 24 Related Party Disclosures and all relationships are disclosed according to their substance rather than their legal form:

- Mr M A Khalek – has significant influence over the Company through his position as Chief Executive Officer and his ownership interest is more than 20%.
- EBAA – is the European business aviation association in which Mr M A Khalek serves on the Board of Governors.
- Air Arabia/Felix Trading Company LLC – Felix Trading Company LLC (“Felix”) has a significant ownership interest in Gama Aviation FZE, which is controlled by the Group (see Note 2). The principals of Felix also have significant ownership interest in Air Arabia, which is a client of the Group.
- Mr Peter Bond has a significant ownership interest in Bond Helicopters Limited, which is controlled by the Group (see Note 2).

Associates

- GB Aviation Holdings LLC – is a joint venture in which the Group owns a 50% membership interest.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

- Gama Aviation Holding (Malta) Limited (“GAHML”) – is as an associate, in which the Group holds a 49% membership interest.
- Gama Aviation (Malta) Limited – is a subsidiary of GAHML.
- Tyrolean Jet Services GmbH (“TJS”) – is a subsidiary of GAHML, which acquired TJS on 28 May 2025. Prior to the acquisition, TJS was also a related party of the Group, as Mr Reuwen Schwarz, a director of Gama Aviation Plc, had a significant ownership interest in TJS.

Trading transactions

During the year, Group companies entered into the following transactions with related parties who are not members of the Group:

	Sale of services		Purchase of services	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
EBAA	-	-	15	17
Air Arabia/Felix Trading Company LLC	-	361	150	150
Mr P Bond	-	-	129	345
Tyrolean Jet Services GmbH	1,452	542	111	149
Gama Aviation (Malta) Limited	-	-	124	152

The following amounts were outstanding at the balance sheet date for related parties at that date:

	Amounts owed by related parties		Amounts owed to related parties	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Air Arabia/Felix Trading Company LLC	-	33	-	-
Mr P Bond	-	-	29	34
Gama Aviation (Malta) Limited	-	-	-	11
Tyrolean Jet Services GmbH	2,535	2,314	-	-
Gama Aviation Holding (Malta) Limited	2,674	1,018	1	-

Material transactions with related parties

During the year, the Group loaned \$0.3m and made sales of \$1.5m to Tyrolean Jet Services GmbH (“TJS”).

During the year, the Group loaned \$2.7m to Gama Aviation Holding (Malta) Limited (“GAHML”).

Remuneration of key management personnel

The remuneration of the Executive Directors of the Group, who are also the key management personnel of the Group, are set out in note 9 to the accounts. As all the key management personnel are remunerated in Pounds Sterling, the disclosure has been presented in that currency.

Ultimate controlling party

The Company has no single controlling party.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

36. Share-based compensation

Equity-settled share option schemes

Share options were awarded to employees under three plans:

- Gama Aviation Plc Company Share Option Plan 2018 (CSOP)
- Gama Aviation Plc Additional Share Option Plan 2018 (ASOP)
- Gama Aviation Plc Long-Term Incentive Plan 2021 (LTIP)

The plans are designed to provide long-term incentives for employees to deliver long-term shareholder returns. Participation in the plan is at the Board's discretion, and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

Performance conditions may be specified under any of the schemes. No options granted to date under the CSOP and ASOP have performance conditions. Under the LTIP, the number of options which vested were subject to a performance condition based on the Company's average share price over the 30 days following release of the Company's results. However, these conditions may be varied or waived.

Options were granted under the plans for no consideration and carry no dividend or voting rights.

The normal vesting period for all schemes is three years, however, options over 155,000 shares were granted to Directors on 29 March 2021 and these vested immediately (the "Director ASOP Awards").

Under the CSOP and ASOP, the exercise price of options was calculated based on the weighted average price at which the Company's shares were traded on the Alternative Investment Market of the London Stock Exchange during the week up to and including the date of the grant. Under the LTIP, the exercise price is 1.0 pence.

When exercised, each option is convertible into one ordinary share at the exercise price.

If options remain unexercised after a period of ten years from the grant date, the options expire. If an employee leaves employment of the Group due to injury, ill health, disability, retirement, redundancy or where the employee's employer ceases to be part of the Group, a proportion (being the proportion of the original shares granted that relate to the period after leaving and prior to vesting) of options are forfeited 90 days after leaving, with the remaining options being forfeited six months after leaving. Options are forfeited 90 days after leaving if the employee leaves the Group before the options vest for any other reason.

Set out below are summaries of options granted under the plans:

	2025		2024	
	Average exercise price per share option (pence)	Number of options '000	Average exercise price per share option (pence)	Number of options '000
At 1 January	7.9	604	35.9	2,945
Exercised during the year ¹	–	–	58.5	(866)
Cancelled during the year	–	–	25.5	(1,368)
Forfeited during the year	–	–	143.3	(107)
At 31 December	7.9	604	7.9	604
Vested and exercisable at 31 December	7.9	604	7.9	604

¹ The weighted average share price at the date of exercise of options exercised during the prior year was 98 pence.

On 29 May 2024, options over a total of 1,368,000 shares previously granted to Directors and other employees were cancelled and repurchased by the company at 95 pence as part of the Tender Offer (see note 33). No options expired during 2025 (2024: none).

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Grant date	Expiry date	Exercise price (pence)	Share options 31 December 2025 '000	Share options 31 December 2024 '000
26 March 2021	25 March 2031	39.0	36	36
07 May 2021	06 May 2031	68.8	41	41
29 March 2021	28 March 2031	1.0	527	527
TOTAL			604	604

Weighted average remaining contractual life of options outstanding at end of period	5.25 years	7.25 years
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The estimated fair values of the awards under the CSOP and ASOP have been established using a Black Scholes model. This model uses various inputs, including expected dividends, expected share price volatility and the expected period to exercise.

The estimated fair values of the awards under the LTIP have been established using a Monte Carlo model. This model uses various inputs, including expected dividends, expected share price volatility and the expected period to exercise, and the likelihood of the market-based performance condition being met at the grant date.

The Replacement Awards have been accounted for under modification accounting, whereby the original fair value expense for the Surrendered Awards has continued to be recognised over the original vesting period and an additional incremental expense has been recognised over the vesting period of the Replacement Awards.

No options were granted during the year ended 31 December 2025 (2024: none).

Expenses arising from equity-settled share-based payment transactions

The compensation expense recognised in relation to the awards is based on the fair value of the awards at the grant date. Total expenses arising from share-based payment transactions recognised during the year as part of employee benefit expense were as follows:

	2025 \$'000	2024 \$'000
Options issued under equity-settled share employee option schemes plan	–	30

37. Financial instruments and risk management

Financial assets and liabilities as defined by IFRS 9 and their estimated fair values are as follows:

	Financial assets at amortised cost \$'000	Financial liabilities at amortised cost \$'000	Book value total \$'000	Fair value total \$'000
At 31 December 2025				
Financial assets				
Cash and cash equivalents (Note 25)	5,787	–	5,787	5,787
Trade and other receivables (Note 24)	50,215	–	50,215	50,215
Financial liabilities				
Trade and other payables (Note 26)	–	(57,118)	(57,118)	(57,118)
Borrowing (Note 29)	–	(40,864)	(40,864)	(40,864)
Lease obligation (Note 28)	–	(95,298)	(95,298)	(95,298)
Net financial assets/(liabilities)	56,002	(193,280)	(137,278)	(137,278)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

At 31 December 2024	Financial assets at amortised cost \$'000	Financial liabilities at amortised cost \$'000	Book value total \$'000	Fair value total \$'000
Financial assets				
Cash and cash equivalents (Note 25)	18,891	–	18,891	18,891
Trade and other receivables (Note 24)	40,337	–	40,337	40,337
Financial liabilities				
Trade and other payables (Note 26)	–	(37,122)	(37,122)	(37,122)
Borrowing (Note 29)	–	(9,776)	(9,776)	(9,776)
Lease obligation (Note 28)	–	(82,239)	(82,239)	(82,239)
Net financial assets/(liabilities)	59,228	(129,137)	(69,909)	(69,909)

The fair value of cash and cash equivalents, trade and other receivables, and trade and other payables approximate their carrying amounts due to the short-term maturities of these instruments. The fair value of lease obligations is calculated using the incremental borrowing rate. The fair value of borrowings is based on cash flows discounted using the associated borrowing rate.

Financial risk management objectives

The Group is exposed to financial risks in respect of:

- Capital risk;
- Foreign currency;
- Interest rates;
- Liquidity risk; and
- Credit risk.

A description of each risk, together with the policy for managing risk, is given below.

37.1 Capital risk management

The Group manages its capital to ensure that the Company and its subsidiaries will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balances.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in Note 29 and various obligations under leases disclosed in note 28, cash and cash equivalents and equity (comprising issued capital, reserves and accumulated losses as disclosed in the consolidated statement of changes in equity).

The Board of Directors reviews the capital structure on a regular basis. As part of this review, the Board of Directors considers the cost of capital and the risks associated with each class of capital, against the purpose for which the capital is intended.

A combination of leases and borrowing are taken out to fund assets utilised by the Group. Borrowings are also secured to support the ongoing operations and future growth of the Group.

37.2 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. There has been no change to the Group's exposure to market risks or the way these risks are managed and measured.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

37.2.1 Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies and is consequently exposed to exchange rate fluctuations, in particular, to Sterling and Euro exchange rate fluctuations. The Group seeks to reduce foreign exchange exposures arising from transactions in various currencies through a policy of matching, as far as possible, receipts and payments across the Group in each individual currency. The table below summarises the foreign exchange exposure on the net monetary position of entities against their respective functional currency, expressed in each entity's presentational currency. These currencies have been considered as they are the most significant denominations of the Group.

	GBP \$'000	USD \$'000	EUR \$'000	AED ² \$'000	HKD \$'000	Other \$'000	Total \$'000
At 31 December 2025							
Borrowings							
Entities with functional currency USD	(31,542)	–	–	–	–	–	(31,542)
Entities with functional currency GBP	(9,322)	–	–	–	–	–	(9,322)
Total borrowings	(40,864)	–	–	–	–	–	(40,864)
Obligations under leases							
Entities with functional currency USD	(26,930)	–	–	(10,862)	–	–	(37,792)
Entities with functional currency GBP	(57,506)	–	–	–	–	–	(57,506)
Total obligations under leases	(84,436)	–	–	(10,862)	–	–	(95,298)
Cash							
Entities with functional currency USD	–	693	–	62	4	–	759
Entities with functional currency GBP	3,014	818	1,183	1	–	–	5,016
Entities with functional currency PLN ³	–	–	–	–	–	12	12
Total cash	3,014	1,511	1,183	63	4	12	5,787
Net trade financial liabilities¹							
Entities with functional currency USD	353	(1,617)	636	(6,734)	–	(515)	(7,877)
Entities with functional currency GBP	(3,224)	509	(1,872)	5	–	5,610	1,028
Entities with functional currency PLN ³	–	–	–	–	–	(54)	(54)
Total net trade financial liabilities	(2,871)	(1,108)	(1,236)	(6,729)	–	5,041	(6,903)
Net exposure							
Net monetary in USD entities	(58,119)	–	636	(17,534)	4	(515)	(75,528)
Net monetary in GBP entities	–	1,327	(689)	6	–	5,610	6,254
Total net exposure	(58,119)	1,327	(53)	(17,528)	4	5,095	(69,274)
At 31 December 2024							
Net monetary in USD entities	(18,668)	–	71	(13,009)	(38)	(64)	(31,708)
Net monetary in GBP entities	–	9,593	510	–	–	8,111	18,214
Net monetary in PLN entities ³	–	–	–	–	–	–	–
	(18,668)	9,593	581	(13,009)	(38)	8,047	(13,494)

¹ Net trade financial assets per Note 24 of \$50.2m and financial liabilities per Note 26 of \$57.1m

² United Arab Emirates Dirham

³ Polish Zloty

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Foreign currency sensitivity analysis

The following table details the Group's sensitivity to a 10% change in the relevant foreign currencies. This percentage has been determined based on the average market volatility in exchange rates in the previous 24 months. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the reporting date for a 10% change in foreign currency:

	GBP \$'000	USD \$'000	EUR \$'000	AED \$'000	HKD \$'000	Other \$'000	Total \$'000
At 31 December 2025							
Total effect on profit/(loss) of depreciation in foreign currency exchange rates	5,812	(133)	5	1,753	-	(510)	6,927

At 31 December 2024

Total effect on profit/(loss) of depreciation in foreign currency exchange rates	1,868	(959)	(58)	1,301	4	(805)	1,351
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37.2.2 Interest rate risk management

The Group is exposed to interest rate risk as its bank borrowings are subject to variable interest rates based on SOFR and SONIA, as per the Close Brothers and Barclays facility agreements.

The Group recognises that movements in interest rates might affect the amounts recorded in its profit and loss for the year. Therefore, the Group has assessed:

- Reasonably possible changes in interest rates at the end of the reporting period; and
- The effects on profit or loss if such changes in interest rates were to occur.

Interest rate sensitivity analysis

The sensitivity analysis below has been based on the exposure to interest rates for non-derivative instruments at the reporting date. For floating rate liabilities, the analysis is prepared based on the average liability held by the Group over the year. A 1% increase or decrease in interest rates represents management's assessment of the reasonably possible changes in interest rates at the reporting date.

If interest rates had been 1% higher and all other variables were held constant, the Group's loss for the year ended 31 December 2025 would increase by \$0.1m (2024: \$0.1m). The Company's sensitivity to interest rates has decreased during the current year due to the decrease in the value of loans held. The Group's cash balances are held in current bank accounts and earn interest at market rates.

37.3 Liquidity risk management

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

Ultimate responsibility for liquidity risk management rests with the Board of Directors. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities wherever possible. There has been no change to the Group's exposure to liquidity risk or the way these risks are managed and measured during the year. Further details are provided in the Strategic Report.

The maturity profile of the financial liabilities is summarised below. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

	Weighted average effective interest rate %	Less than 1 year \$'000	2-5 years \$'000	After more than 5 years \$'000	Total \$'000
At 31 December 2025					
Trade and other payables (Note 26)	n/a	57,118	–	–	57,118
Lease liabilities (Note 28)	– ¹	19,095	68,688	49,730	137,513
Bank borrowings	7.3%	9,041	34,024	–	43,065
At 31 December 2024					
Trade and other payables (Note 26)	n/a	37,122	–	–	37,122
Lease liabilities (Note 28)	– ¹	16,188	57,221	45,342	118,751
Bank borrowings	9.3%	1,553	10,587	–	12,140

1 Refer to Note 28, which provides the incremental borrowing rate for each category of lease.

37.4 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk from its operating activities (primarily from trade receivables) and from its financing activities, including cash balances with banks (see Note 25), and other financial instruments.

Amounts receivable for sale of services

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures, and controls relating to customer credit risk management. The Group endeavours to only deal with creditworthy counterparties and requests payments on account, where appropriate, as a means of mitigating the risk of financial loss from defaults. Outstanding customer receivables and the Group's exposure to credit risk is regularly monitored.

Assets receivable for sale of services consists of many customers, coming from diverse backgrounds and geographical areas. Ongoing review of the financial condition of the counterparty and ageing of financial assets is performed. Further details are in Note 24. The carrying amount of financial assets recorded in the financial statements at the reporting date represents the Group's maximum exposure to credit risk. There has been no change to the way credit risks are managed and measured during the year.

38. Commitments for capital expenditure

As of 31 December 2025, the Group had contracted commitments of \$1.5m (2024: \$31.5m) in relation to the completion of the construction of the Business Aviation Centre and \$61.0m in relation to aircraft purchases (2024: \$57.9m), which will be deployed in the operation of Special Mission contracts.

39. Contingent liabilities

In the usual course of business, the Company may receive various claims from customers, suppliers, and employees. As at the date of this report the Company is not aware of any claims which may materially affect these financial statements.

40. Events after the balance sheet date

On 18 March 2026 the Company announced that it had reached an agreement to acquire Hunt & Palmer Group for an initial consideration of £2m plus deferred consideration of £3.6m, subject to closing adjustments. Founded in 1986, Hunt & Palmer has built an outstanding reputation over four decades as a trusted charter broker serving clients across business aviation, commercial charter, music touring and cargo. Its teams operate globally from offices in the UK, USA, Hong Kong and Australia, supporting complex charter requirements and maintaining long-standing relationships with operators and carriers worldwide. The addition of Hunt & Palmer strengthens the Group's charter capability, bringing together complementary experience and expertise across multiple charter segments.

PARENT COMPANY BALANCE SHEET

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 £'000	2024 £'000
Non-current assets			
Investments	4	7,037	7,037
		7,037	7,037
Current assets			
Trade and other receivables	6	79,748	47,697
Cash at bank and in hand	7	125	11,382
		79,873	59,079
Total assets		86,910	66,116
Current liabilities			
Trade and other payables	8	(814)	(731)
		(814)	(731)
Net current assets		79,059	58,348
Total assets less current liabilities		86,096	65,385
Non-current liabilities			
Borrowings	9	(18,342)	-
Total liabilities		(19,156)	(731)
Net assets		67,754	65,385
Capital and reserves			
Called up share capital	10	397	397
Share premium account	10	46,956	46,956
Capital redemption reserve	10	252	252
Share-based payment reserve	10	138	138
Accumulated profit		20,011	17,642
Equity shareholder funds		67,754	65,385

As permitted by Section 408 of the Companies Act 2006, no separate Company profit and loss account has been included in these standalone financial statements. The Company made a profit of £2.4m for the year (2024: £8.9m).

The notes on pages 84 to 94 form part of these Parent Company financial statements.

The standalone financial statements of Gama Aviation Plc, registered number 07264678, on pages 82 to 94 were approved by the Board of Directors on 5 June 2026 and signed on its behalf by



Michael Williamson
Director

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2025

	Called up share capital £'000	Share premium £'000	Capital redemption reserve £'000	Share-based payment reserve £'000	Accumulated profits/(losses) £'000	Total £'000
At 1 January 2024	640	46,458	–	1,396	34,967	83,461
Shares issued	9	498	–	–	–	507
Cancellation due to tender offer	(252)	–	252	–	(26,207)	(26,207)
Profit for the year	–	–	–	–	8,882	8,882
Share-based payment expense	–	–	–	24	–	24
Lapsed and exercised options	–	–	–	(1,282)	–	(1,282)
At 31 December 2024	397	46,956	252	138	17,642	65,385
Shares issued	–	–	–	–	–	–
Profit for the year	–	–	–	–	2,369	2,369
Share-based payment expense	–	–	–	–	–	–
Lapsed and exercised options	–	–	–	–	–	–
At 31 December 2025	397	46,956	252	138	20,011	67,754

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

1. General information

As at 31 December 2023, Gama Aviation Plc (the “Company”) was a public limited company (company number 07264678) whose shares were listed on the Alternative Investment Market (AIM) of the London Stock Exchange under the ticker symbol GMAA. Following approval by shareholders on 15 May 2024 the Company’s shares were formally delisted on 31 May 2024 as part of a wider process which saw 25,168,934 Ordinary Shares, representing approximately 38.82 per cent. of the issued share capital, participate in a tender offer to redeem their shares for an offer price of 95 pence per ordinary share.

The Company is incorporated and domiciled in England in the United Kingdom. The address of the registered office is 1st Floor, 25 Templer Avenue, Farnborough, Hampshire, England, GU14 6FE.

The Company is a holding company responsible for the management of a portfolio of subsidiaries and other related undertakings involved in the provision of aviation services, including design, maintenance, operational management, charter, software and facilities expertise.

2. Accounting policies

Basis of preparation

These separate financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (“FRS 101”), in conformity with the requirements of the Companies Act 2006.

The financial statements are presented in Sterling (£), rounded to the nearest thousand (£’000) unless otherwise stated. The financial statements have been prepared under the historical cost convention.

Going concern

To support their assessment of going concern, the Directors have prepared detailed cash flow projections for the Group for the period from the date of approval of the financial statements to 30 September 2027, based on the Board approved budget. The Directors have also considered the outlook for the business beyond 30 September 2027 based upon its five-year strategic plan, together with post balance sheets events.

The analysis takes account of the following, amongst other, relevant considerations:

- Projected revenue, profit performance, working capital levels and the conversion of profits into cash flows;
- An RCF of \$25m with Barclays Bank Plc dated 12 November 2024;
- Close Brothers Aviation and Marine loans of \$16.3m secured on owned aircraft;
- Net assets of \$66.9m as at 31 December 2025;
- Cash of \$5.8m as at 31 December 2025;
- Availability of long-term financing to support strategic capital investments and of short-term financing for working capital purposes.

The Directors have also considered a severe but plausible downside scenarios in which EBITDA is lower than base case projections. In preparing the severe but plausible downside case scenarios the directors have also considered recent developments in the business, including the requirement for funding to meet on-going cash flow requirements and capital commitments.

In the base case and severe but plausible downside scenarios, the Directors are satisfied that the Group has sufficient headroom to ensure that the Group will remain solvent and be able to pay its debts as they fall due during a period of at least 12 months from the date of approval of these financial statements.

However, certain assumptions within the cash flow forecasts, in both the base case and severe but plausible downside case, relating to the finalisation of financing have not been resolved at the time of approving the financial statements. The Directors are taking steps to put in place funding arrangements, having secured some of the funding required since the year end and obtained term sheets from prospective lenders for other key elements of the planned financing. However, there is a risk that this funding may not be secured in the timescales planned as they are not fully under the control of the Group.

In parallel, the Directors have identified and are progressing specific steps to reduce outgoings and realise asset values through sale or enforcement of legal rights.

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Consequently, these circumstances indicate a material uncertainty that may cast significant doubt about the Group and Parent's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Accepting a material uncertainty, after making appropriate enquiries, the Directors have at the time of approving these financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and, consequently, consider that it is appropriate to adopt the going concern basis in preparing these financial statements.

The financial statements do not include any adjustments that would result if the Group were unable to continue as a going concern.

Exemptions

The Directors have taken advantage of the exemption available under Section 408 of the Companies Act 2006 and not presented an income statement or a statement of comprehensive income for the Company in these standalone financial statements. The profit for the year has been disclosed in the Statement of Changes in Equity and on the face of the Statement of Financial Position.

The following disclosure exemptions have been adopted:

- Preparation of a cash flow statement
- Disclosures in respect of standards in issue not yet effective
- The requirements in IAS 24 *Related Party Disclosures* to disclose related party transactions entered into between two or more members of the Group as they are wholly owned within the Group
- Disclosure of key management personnel compensation
- The requirements of IFRS 7 *Financial Instruments: Disclosures* as equivalent disclosures are included in the consolidated financial statements of the Group in which the Company is consolidated
- Capital management disclosures
- The requirements of paragraphs 91 to 99 of IFRS 13 *Fair Value Measurement* as the equivalent disclosures are included in the consolidated financial statements of the Group in which the Company is consolidated

Changes in accounting policies

In the preparation of these financial statements, the Company followed the same accounting policies and methods of computation as those applied in the previous period.

New and amended standards adopted by the Group in 2025 or not yet adapted

There were no amendments to existing standards and interpretations that were effective in the year ended 31 December applicable nor had material impact on the Group.

The following standard is effective for annual reporting periods beginning on or after 1 January 2027, based on the standards, amendments or interpretation issued by the IASB and may still be subject to adoption by the UK Endorsement Board.

- *Presentation and Disclosure in Financial Statements (New standard IFRS 18)*. IFRS 18 introduces new requirements for the presentation and disclosure of information in financial statements, pending UK endorsement. This standard will influence how information is reported, particularly in the income statement, and may also affect the level of detail disclosed in the notes to the financial statements. Whilst IFRS 18 will not alter the recognition or measurement of items in the financial statements and thus will not impact the Group's overall results, it may change what the Group reports as its 'Operating Profit'.

The Directors do not expect the adoption of new accounting standards and interpretations to have a material impact on the Consolidated financial statements.

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Material accounting policies

The material accounting policies adopted in the preparation of the financial statements are set out below.

Investments

Investments are stated at cost less any provision for impairment. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

At each balance sheet date, the Company reviews the carrying amount of its investments to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Intercompany loans

Amounts owed by subsidiary undertakings represent intercompany loans to subsidiaries. These are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period, which are classified as non-current assets.

Loans to subsidiaries are subsequently measured at amortised cost, reduced by appropriate allowances for estimated irrecoverable amounts, using the effective interest method if the time value of money is significant. Gains and losses are recognised in income when the loans are derecognised or impaired, as well as through the amortisation process.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank, in hand and in short-term deposits that can be recalled in three months or less from the date of acquisition.

Borrowings

Borrowings are initially measured at fair value, net of transaction costs. Subsequent measurement is at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest rate method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

Income taxes

The Company is part of a tax group and surrenders losses for group relief.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the relevant tax authorities and computed using tax laws and rates enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements with the following exceptions:

- Where the temporary difference arises from the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction which is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

However, the initial recognition exemption does not apply to transactions in which both deductible and taxable temporary differences arise on initial recognition that result in the recognition of equal deferred tax assets and liabilities.

Deferred income tax assets are recognised only to the extent that it is probable that there will be sufficient taxable profits against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

No deferred tax asset has been recognised in respect of tax losses in the Company's financial statements due to uncertainty in respect of timing and amount of future taxable profits against which tax losses could be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rate that is expected to apply when the related asset is realised or liability is settled, based on tax rates enacted or substantially enacted by the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same tax authority and that authority permits the Company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise, income tax is recognised in the income statement.

Equity-settled transactions

The cost of equity-settled transactions is recognised together with a corresponding increase in share-based payment reserve in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit for the period represents the movement in cumulative expense recognised at the beginning and end of the period.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognised is the expense as if the terms had not been modified if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cost based on the original award terms continues to be recognised over the original vesting period and an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification.

The financial effect of awards by the Company of options over its equity shares to employees of subsidiary undertakings is recognised as an increase in the cost of investment in its subsidiaries, with a credit to equity equivalent to the IFRS 2 cost in subsidiary undertakings.

Cash dividends to equity holders

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in the United Kingdom, an interim distribution is authorised by the Board of Directors, whilst a final distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Foreign currencies

Foreign currency transactions are recorded at the rates of exchange prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. All resulting differences are taken to the income statement.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in Note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period, 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.

The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates. 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.

Impairment of investments

Where there are indicators of impairment, management performs an impairment review.

Recoverable amount for each investment is the higher of value in use and fair value less cost of disposal. Value in use is calculated using a discounted cash flow model from cash flow projections based on internal forecasts.

In measuring value-in-use, management has:

- Based cash flow projections on reasonable and supportable assumptions that represent management's best estimate of the range of economic conditions that will exist over the remaining useful life of the investments;
- Based cash flow projections on internal forecasts over the next five years; and
- Estimated cash flow projections beyond the period of five years by extrapolating the projections based on the forecasts using an estimate of long-term growth rates for subsequent years.

In estimating cash flow projections for each investment, management has used the "single most likely cash flow" approach to estimate the cash flows associated with a range of economic conditions that may exist over the next four years. The "single most likely cash flow" approach differs from the "expected cash flow" approach in that it does not use all expectations about possible cash flows.

In estimating the single most likely cash flow for each investment, management has used the cash flow forecasts based on internal forecasts as the base case scenario. Other reasonably plausible scenarios have been considered but have not been adjusted for. Instead, the impact of these scenarios has been evaluated through the sensitivity analysis.

The discount rate for each investment is estimated from the weighted average cost of capital using the Capital Asset Pricing Model, after considering the risk-free rate, equity market risk, beta, country risk, small stock premium, pre-tax cost of debt, tax rates, and the debt to capital ratio applicable to each investment.

The terminal value for each investment is estimated by applying the Gordon Growth formula to the forecast cash flows using the respective discount rate and long-term growth rate.

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Fair value is determined with the assistance of independent, professional valuers, where appropriate.

Costs of disposal are estimated based on a combination of historical data and management's expectation of the costs associate with disposing of the investment.

The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

4. Investments

	Total £'000
At 1 January 2024	3,074
Additions – parent contribution in respect of share-based payments	24
Reductions – lapsed share options	(1,282)
Reversal of provision for impairment	5,221
At 31 December 2024 and 31 December 2025	7,037

A reversal of a non-cash provision for impairment of £nil (2024: £5.2m) has been recognised on the investment in subsidiary Gama Group MENA FZE following a review of its recoverable value. The recoverable amount of the investment in Gama Group MENA FZE was determined based on its value in use using discounted cash flows projections over the next five years.

5. Subsidiaries and other related undertakings

Refer to Note 2 to the Consolidated Financial Statements for details of the Company's subsidiaries and other related undertakings held directly or indirectly at 31 December 2025.

6. Trade and other receivables

	2025 £'000	2024 £'000
Amounts falling due within one year		
Amounts owed by subsidiary undertakings	83,334	67,794
Loss allowance	(5,814)	(22,607)
	77,520	45,187
Amounts owed by associated undertakings ¹	2,213	812
Other taxation and social security	11	4
Prepayments	4	257
Other debtors ²	-	1,437
	79,748	47,697

1 Includes loans to Gama Aviation Holding (Malta) Limited of £1,981k (2024: £812k) and loans to Tyrolean Jet Services GmbH of £232k (2024: £1,431k), see note 12 of Parent Company accounts.

2 Includes loans to third parties

Amounts owed by subsidiary undertakings represent loans to subsidiary undertakings. The loans are unsecured, bear interest at varying rates (from 0% per annum to SONIA + 3% per annum) and are repayable on demand.

Amounts owed by associated undertakings and other debtors in 2024 represent loans to associated undertakings and third parties. The loans are unsecured, bear interest at SONIA + 3% per annum and are repayable on demand.

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Movement in the loss allowance

	2025 £'000	2024 £'000
At 1 January	22,607	22,160
Write off of intercompany loans	(15,635)	-
Impairment losses recognised in income statement	-	161
Foreign exchange (gain) / loss on impairment	(1,158)	286
At 31 December	5,814	22,607

7. Cash and cash equivalents

	2025 £'000	2024 £'000
Cash and bank balances	125	11,382

8. Trade and other payables

	2025 £'000	2024 £'000
Trade creditors	63	20
Accruals and deferred income	741	711
Other creditors	10	-
	814	731

9. Borrowings

On 12 November 2024, the company entered into a \$25m revolving credit facility (the "RCF") agreement with Barclays Bank Plc.

The principal features of the Company's revolving credit facility are as follows:

- The Company has a facilities agreement for a \$25m RCF secured with Barclays.
- At 31 December 2025, the Company had drawn down \$25m on the RCF.
- The RCF is subject to customary banking security arrangements.
- Costs of arranging the facility are deducted from the original measurement of the bank borrowings and amortised over the term of the loan. The balance of the arrangement fees remaining as of 31 December 2025 is £238k (2024: £252k). As at 31 December 2024, as the Company had not yet drawn down on the RCF, arrangement fees were transferred to other debtors.

2025	Interest	Maturity	Facility \$'000	Drawn (Local currency) \$'000	Drawn (Presentation currency) £'000
RCF	SOFR + 2%	12 November 2027	25,000	25,000	18,580
Borrowings before arrangement fees					18,580
Capitalised loan arrangement fees					(238)
Borrowings					18,342

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

10. Issued share capital and reserves

	Nominal value	2025 Number	2025 £'000	2024 Number	2024 £'000
Issued and fully paid ordinary shares					
At the beginning of the period	1p	39,658,739	397	63,961,279	640
Shares Issued	1p	-	-	866,394	9
Cancellation upon repurchase of own shares	1p	-	-	(25,168,934)	(252)
At the end of the period	1p	39,658,739	397	39,658,739	397

The Company has one class of ordinary shares with a nominal value of £0.01 and no right to fixed income.

On 29 April 2024, the Company announced a proposed return to Shareholders of up to £32.6m by way of a Tender Offer at the Tender Price of 95 pence per Ordinary Share. The result of the Tender Offer was the buy-back of 25,168,934 shares on 29 May 2024.

	£'000
Share premium	
At 1 January 2024	46,458
Shares issued	498
At 31 December 2024	46,956
Shares issued	-
At 31 December 2025	46,956

Share premium represents the amount subscribed for share capital in excess of its nominal value, net of historical placement fees of £1.5m (2024: £1.5m).

	£'000
Capital redemption reserve	
At 1 January 2024	-
Repurchase of own shares	252
At 31 December 2024 and 31 December 2025	252

The capital redemption reserve represents the transfer of the Company's shares from Share capital upon cancellation by way of the tender offer.

	£'000
Share-based payment reserve	
At 1 January 2024	1,396
Share-based payment expense	24
Lapsed and exercised options	(1,282)
At 31 December 2024 and 31 December 2025	138

The share-based payment reserve represents the credit to equity to recognise the value of equity-settled share-based payments. Refer to Note 13 for further details of these plans. Following the lapse and exercise of options during the year under the ASOP, CSOP and LTIP plans in 2024, £1.3m was transferred from the share-based payment reserves to the investments.

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

11. Distributions made and proposed

The Company did not pay an ordinary dividend during the year (2024: £nil) to shareholders. The Board does not recommend a dividend for 2025 (2024: £nil).

Details of the tender offer to shareholders completed in May 2024 are contained in note 33 to the consolidated financial statements.

12. Related party transactions

The Company has taken advantage of the exemption not to disclose transactions with 100% owned members of the Group headed by Gama Aviation Plc on the grounds that 100% of the voting rights of these companies are controlled within the Group, and the companies are included in note 2 to the consolidated financial statements. The following amounts were outstanding at the balance sheet date from related parties who are not 100% owned members of the Group:

	Amounts owed by related parties	
	2025 £'000	2024 £'000
Tyrolean Jet Services GmbH	232	1,431
Gama Aviation Holding (Malta) Limited	1,981	812

Gama Aviation Holding (Malta) Limited is an associate in which the Group owns a 49% membership interest.

Tyrolean Jet Services GmbH ("TJS") was acquired by Gama Aviation Holding (Malta) Limited in May 2025.

13. Share-based compensation

Equity-settled share option schemes

Share options are awarded to employees under three plans:

- Gama Aviation Plc Company Share Option Plan 2018 (CSOP)
- Gama Aviation Plc Additional Share Option Plan 2018 (ASOP)
- Gama Aviation Plc Long-Term Incentive Plan 2021 (LTIP)

The plans are designed to provide long-term incentives for employees to deliver long-term shareholder returns. Participation in the plan is at the Board's discretion, and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

Performance conditions may be specified under any of the schemes. No options granted to date under the CSOP and ASOP have performance conditions. Under the LTIP, the number of options which vested were subject to a performance condition based on the Company's average share price over the 30 days following release of the Company's results. However, these conditions may be varied or waived.

Options are granted under the plans for no consideration and carry no dividend or voting rights.

The normal vesting period for all schemes is three years; however, options over 155,000 shares were granted to Directors on 29 March 2021 and these vested immediately (the "Director ASOP Awards").

Under the CSOP and ASOP, the exercise price of options was calculated based on the weighted average price at which the Company's shares are traded on the Alternative Investment Market of the London Stock Exchange during the week up to and including the date of the grant. Under the LTIP, the exercise price is 1.0 pence. When exercised, each option is convertible into one ordinary share at the exercise price.

If options remain unexercised after a period of ten years from the grant date, the options expire. If an employee leaves employment of the Group due to injury, ill health, disability, retirement, redundancy or where the employee's employer ceases to be part of the Group, a proportion (being the proportion of the original shares

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

granted that relate to the period after leaving and prior to vesting) of options are forfeited 90 days after leaving, with the remaining options being forfeited six months after leaving. Options are forfeited 90 days after leaving if the employee leaves the Group before the options vest for any other reason.

Set out below are summaries of options granted under the plans:

	2025		2024	
	Average exercise price per share option (pence)	Number of options '000	Average exercise price per share option (pence)	Number of options '000
At 1 January	7.9	604	35.9	2,945
Granted during the year	–	–	–	–
Exercised during the year ¹	–	–	58.5	(866)
Cancelled during the year	–	–	25.5	(1,368)
Forfeited during the year	–	–	143.3	(107)
At 31 December	7.9	604	7.9	604
Vested and exercisable at 31 December	7.9	604	7.9	604

¹ The weighted average share price at the date of exercise of options exercised during the prior year was 98 pence.

On 29 May 2024, options over a total of 1,368,000 shares previously granted to Directors and other employees were cancelled and repurchased by the company at 95 pence as part of the Tender Offer (see note 33 to the consolidated financial statements).

No options expired during 2025 (2024: none).

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Grant date	Expiry date	Exercise price (pence)	Share options 31	Share options 31
			December 2025	December 2024
			'000	'000
26 March 2021	25 March 2031	39.0	36	36
07 May 2021	06 May 2031	68.8	41	41
29 March 2021	28 March 2031	1.0	527	527
TOTAL			604	604

Weighted average remaining contractual life of options outstanding at end of period

5.25 years

7.25 years

The estimated fair values of the awards under the CSOP and ASOP have been established using a Black Scholes model. This model uses various inputs, including expected dividends, expected share price volatility and the expected period to exercise.

The estimated fair values of the awards under the LTIP have been established using a Monte Carlo model. This model uses various inputs, including expected dividends, expected share price volatility and the expected period to exercise, and the likelihood of the market-based performance condition being met at the grant date.

The Replacement Awards have been accounted for under modification accounting, whereby the original fair value expense for the Surrendered Awards has continued to be recognised over the original vesting period and an additional incremental expense has been recognised over the vesting period of the Replacement Awards.

No options were granted during the year ended 31 December 2025 (2024: None).

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

Expenses arising from equity-settled share-based payment transactions

The compensation expense recognised in relation to the awards is based on the fair value of the awards at the grant date.

The amount recognised in the Statement of Changes in Equity for employee services in relation to the awards is £nil (2024: £24,000).

The amount recognised as an expense during the year for employee services in relation to the awards is £nil (2024: £nil).

14. Commitments for capital expenditure

The company had no capital commitments at the current or previous balance sheet date.

15. Contingent liabilities

Refer to note 39 to the Consolidated Financial Statements for details of contingent liabilities.

16. Events after the balance sheet date

Refer to note 40 to the Consolidated Financial Statements for details on non-adjusting events that occurred after the reporting date that are relevant to the Company.

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