

Registered number: 14105915

Macaulay Capital Plc

Half Yearly Report

for the six months ended 30 June 2025

Macaulay Capital Plc

Chairman's Statement

Introduction

Our business is the provision of growth and replacement capital to established private companies, both directly and from investors whom we introduce. This helps these companies to finance their future development and facilitates partial exits for founder investors, as well as incentivising the management teams through equity ownership.

We generally structure investments as a combination of redeemable loan stock and equity. This gives investors the ability to have much of their capital repaid over time, whilst retaining an equity interest in the investee company. We are also able to arrange EIS investments in private companies where EIS relief is available.

We aim to provide investors with a good return on their investment. Also, because shares in qualifying private companies benefit from Business Relief, they benefit from 100% relief on the first £1 million of business property, and 50% relief thereafter.

Trading

During the six months to 30 June 2025, we did not complete any new investments, which was frustrating as we agreed terms and largely completed due diligence on an excellent investment opportunity in the food sector; however, even though the necessary funds were in place, the shareholders in the private company decided at a late stage not to proceed.

This said, our revenues were higher in the period than in the comparable period last year at £156,809 (2024: £126,601), due principally to an increase in the interest received on loans to portfolio companies.

Our expenses, however, were also higher than those in the comparable period at £383,209 (2024: £316,367). This was due largely to increases in professional fees, which included legal fees of £15,730 on the aborted transaction to which I referred earlier, and in our employment costs.

Overall therefore, this meant that we incurred losses in the period of £226,400 (2024: £189,766).

Our balance sheet shows that, as at 30 June 2025, we had cash of £778,691 compared with £996,376 at 31 December 2024, and investments valued at £1,028,440, unchanged from 31 December 2024.

The Horner Family remains the largest shareholder block with a total of 7,650,000 shares (50.7%).

Our Portfolio

We have seven portfolio companies. For three of these – Devonvale, Camloc and Kelda Showers, we identified the investment opportunity and helped to agree terms and structure and arrange the investment.

The other four portfolio companies are from the legacy portfolio of companies previously monitored by Chelverton Asset Management.

Outlook

We continue to see interesting investment opportunities in our area of the market, which we believe is underserved, and where we believe we can identify opportunities to invest in established companies at attractive valuations.

We believe that our offering should be of great interest to high net worth individuals and family offices, and a priority for us is to broaden the pool of potential investors for such opportunities.

Finally, we remain optimistic about our business model and on behalf of the Board, I would like to thank our Shareholders, employees, and advisers for their support.

Lindsay Mair
Chairman
6 August 2025

The Directors take responsibility for this report.

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Condensed Consolidated Statement of Comprehensive Income for the six months ended 30 June 2025

		Six months ended 30 June 2025 (unaudited)	Six months ended 30 June 2024 (unaudited)	Year ended 31 December 2024 (audited) £
	Notes			
Income		1	186	277,447
Unrealised gains on investments				3,440
Other expenses		(8)	(365)	(781,361)
Loss on ordinary activities before taxation		(7)	(189)	(500,474)
Taxation				-
Loss on ordinary activities after taxation		(7)	(189)	(500,474)
Loss per Ordinary share in pence	3		1	(4.82)p

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Condensed Consolidated Balance Sheet At 30 June 2025

	As at 30 June 2025 (unaudited)	As at 30 June 2024 (unaudited)	As at 31 December 2024 (audited)
Fixed assets			
Tangible assets		2	1
Investments at fair value through profit or loss	<u>102,441</u>	<u>90,000</u>	<u>102,441</u>
	102,441	92,111	102,936
Current assets			
Debtors: amounts falling due within one year	<u>16,483</u>	<u>20,000</u>	<u>16,653</u>
Cash at bank and in hand	<u>7,659</u>	<u>12,337</u>	<u>9,637</u>
	<u>9,817</u>	<u>38,335</u>	<u>1,162,910</u>
Creditors: amounts falling due within one year			
Other creditors and accruals	<u>(6,381)</u>	<u>(6,224)</u>	<u>(6,649)</u>
Net current assets	<u>8,099</u>	<u>29,938</u>	<u>1,106,491</u>
Net assets	<u>190,987</u>	<u>1,172,049</u>	<u>2,136,337</u>
Capital and reserves			
Called up share capital	150,000	100,000	150,000
Share premium account	1,588,000	82,000	1,588,000
Profit and loss account	<u>(1,188,063)</u>	<u>(60,951)</u>	<u>(96,663)</u>
Shareholders' funds	<u>190,987</u>	<u>1,172,049</u>	<u>2,136,337</u>

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Condensed Consolidated Statement of Changes in Equity for the six months ended 30 June 2025

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
Six months ended 30 June 2025 (unaudited)				
At 1 January 2025	1,510,000	1,588,000	(961,663)	2,136,337
Total comprehensive income for the period:				
Loss for the period	-	-	(226,400)	(226,400)
At 30 June 2025	1,510,000	1,588,000	(1,188,063)	1,909,937
Six months ended 30 June 2024 (unaudited)				
At 1 January 2024	1,000,000	823,000	(461,189)	1,361,811
Total comprehensive income for the period:				
Loss for the period	-	-	(189,766)	(189,766)
At 30 June 2024	1,000,000	823,000	(650,955)	1,172,045
Year to 31 December 2024				
At 1 January 2024	1,000,000	823,000	(461,189)	1,361,811
Total comprehensive income for the year:				
Loss for the year	-	-	(500,474)	(500,474)
Transactions with Shareholders recorded directly to equity:				
Issue of Ordinary shares	510,000	765,000	-	1,275,000
At 31 December 2024	1,510,000	1,588,000	(961,663)	2,136,337

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Condensed Consolidated Cash Flow for the six months ended 30 June 2025

	Six months ended 30 June 2025 (unaudited) £	Six months ended 30 June 2024 (unaudited) £	Year ended 31 December 2024 (audited) £
Cash flows used in operating activities:			
Loss for the year	(226,400)	(189,766)	(500,474)
Adjusted for:			
Depreciation of assets	703	703	1,407
Unrealised gains on investments	-	-	(3,440)
Decrease/(increase) in debtors	2,051	(31,513)	(116,031)
Increase in creditors	5,961	3,429	1,430
Net cash used in operating activities	(217,685)	(217,147)	(617,108)
Cash flows generated from financing activities:			
Issue of Ordinary shares	-	-	1,275,000
Net cash generated from financing activities	-	-	1,275,000
Net (decrease)/increase in cash and cash equivalents	(217,685)	(217,147)	657,892
Reconciliation of net cash flow to movement in net cash:			
(Decrease)/increase in cash	(217,685)	(217,147)	657,892
Net cash at start of period	996,376	338,484	338,484
Net cash at end of period	778,691	121,337	996,376

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Notes to the Unaudited Financial Statements

1 General information

Macaulay Capital Plc was incorporated on 13 May 2022 for the purpose of acquiring Macaulay Management Limited ("MML"). MML was incorporated on 14 October 2021 and was formed to originate and manage corporate transactions, raise funds from third parties, invest the Group's own funds alongside those of external investors and to manage the Group's investment portfolio with the aim of maximising its value. Macaulay Capital Plc acquired the entire issued share capital of MML on 14 June 2022.

The Company is a public limited company, which is incorporated and registered in England and Wales (Registered number: 14105915).

The registered office address is The Office Suite, Den House, Den Promenade, Teignmouth, TQ14 8SY.

2 Accounting policies

2.1 Basis of preparation of financial statements

The interim financial statements of the Company and its subsidiary for the six months ended 30 June 2025, which are unaudited, have been prepared in accordance with UK Generally Accepted Accounting Practice ("UK GAAP").

The financial information contained in the Half Yearly report does not constitute statutory accounts as defined in Section 435 of the Companies Act 2006. The financial information for the preceding statutory reporting period is based on the statutory accounts for the year ended 31 December 2024. Those accounts, upon which the auditors, Hazlewoods LLP, issued a report which was unqualified, have been delivered to the Registrar of Companies.

The financial statements have been prepared in accordance with the accounting policies set out in the statutory accounts for the period ended 31 December 2024.

The interim financial statements are presented in sterling.

2.2 Basis of consolidation

The consolidated financial statements incorporate the results of the Company and its subsidiary MML, (the Group), as if they form a single entity using merger accounting. On the establishment of the Company as the ultimate parent of the Group, no change in ownership occurred and the entity was established for the purpose of acquiring MML. Therefore, the requirements of purchase method accounting did not apply.

The financial statements of the subsidiary are prepared for the six months to 30 June 2025 using consistent accounting policies. All inter-company balances and transactions, including unrealised profits arising from them, are eliminated on consolidation.

2.3 Going concern

Company law requires the Directors to consider the appropriateness of the going concern basis when preparing the financial statements.

At 30 June 2025, the Group had cash balances of approximately £0.8 million and had access to £0.2 million from the exercise of the unconditional founder warrants held by David Horner's two sons. Having reviewed cash flow forecasts for the period to June 2026, the Directors confirm that they consider that the going concern basis is appropriate. This review

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Notes to the Half Yearly Report (continued)

2.3 Going concern (continued)

included consideration of the Group's financial position in respect of its cash flows and investment commitments (of which there are none of significance), the working arrangements of key service providers and the current economic environment. In addition, the Directors are not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern.

The Directors believe that the Group has sufficient resources to continue in operational existence for the foreseeable future. Thus, they have adopted the going concern basis of accounting in preparing the Company's financial statements.

3 Loss per share

The calculation of basic return per share is based on the return after tax and on a weighted average number of ordinary shares in issue in the period. Normal and diluted returns per share are the same, as the options granted on 29 April 2024, as detailed in note 4 below, are not currently dilutive as they do not vest until two years after the date of grant and exercise is subject to performance conditions.

	Six months ended 30 June 2025 (unaudited)	Six months ended 30 June 2024 (unaudited)	Year to 31 December 2024 (audited)
Loss after taxation attributable to Ordinary shareholders (£)	(226,400)	(189,761)	(607,107)
Weighted average Ordinary shares in issue	15,100,000	10,000,000	13,300,000
Loss per Ordinary share - basic and diluted (pence)	(1.50)	0	

4 Share options

On 29 April 2024, the Company granted a total of 1,000,000 options over ordinary shares to directors, employees and consultants (other than David Horner). The options do not vest for two years (except in certain exceptional circumstances) and exercise is subject to a number of performance conditions. The exercise price of the options is 21.5p per share. The share-based payment charge for the period is nil.

5 Founder Warrants

On 3 December 2024, each of Harry and Tom Horner (David Horner's sons) exercised 2,550,000 Founder Warrants at 25p per share, leaving each of them with 450,000 Founder Warrants, which must be exercised by no later than 31 December 2025, also at 25p per share.

Harry and Tom Horner also own an aggregate of 5,000,000 Conditional Founder Warrants, exercisable at the higher of 25p per share and the mid-market price of an Ordinary Share at the time of exercise, conditional on the exercise of Share Options up to a maximum of the number of ordinary shares issued following the exercise of such Share Options.

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Notes to the Half Yearly Report (continued)

6 Post Balance Sheet Events

There have been no reportable events since the period end.

For more information please visit: www.macaulaycapital.com