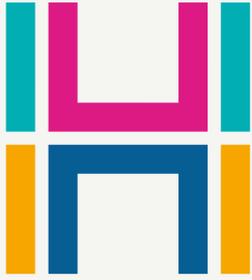


Growing our destinations



HAMMERSON
Annual Report 2025



Hammerson invests in and manages prime retail-led city destinations in the UK, France and Ireland. We leverage our integrated pure-play operating platform to curate retail, leisure and community spaces to meet evolving customer and occupier needs while delivering sustainable long-term growth for our stakeholders.

Strategic Report

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[Hammerson.com/esg](https://www.hammerson.com/esg)

For more information and our wider ESG reporting suite

Stay up to date

 [@hammerson_plc](https://www.instagram.com/hammerson_plc)
 [Hammerson](https://www.linkedin.com/company/hammerson)

2025 Highlights

Financial

£180m¹

Net rental income
+23% YoY growth

£232m²

IFRS profit for the year
(2024: £526m loss)

£104m

EPRA earnings
+5% YoY growth

£3.94

Net tangible assets per share
+6% YoY growth

16.5p

Dividend per share (FY25)
+6% YoY growth

+ Read more in our Financial Review
on page 28



Operational

170m

Shopper visits
+3m YoY LfL growth

£51m

Leasing value
+18% YoY LfL growth

£251m¹

Passing rent
+3% YoY LfL growth

96%¹

Flagship occupancy
+1% pt YoY growth

+ Read more in our Operating Review
on page 22

ESG

-18%¹

Carbon emissions
like-for-like YoY change

78%

UK portfolio EPCs (rated A to C)
+5% pts YoY growth

£10m

Social value investment

+ Read more about ESG including
TCFD on page 44



1 Proportionally consolidated, see page 28 of Financial Review.

2 Attributable to equity shareholders.

Where cities come to life

Our purpose is to manage and invest in prime retail-led city destinations, where visitors and leading brands want to be. We seek to create value for all our stakeholders, connect our communities and deliver a positive impact for generations to come.

Our 10 flagship destinations are integral to the social and economic fabric of their communities. They are part of social infrastructure, and this sets them far apart from underinvested retail venues that do not possess the scale or inherent brand value of our landmark destinations. They all rank in the top 20 of all retail venues across our geographies and in the top 1% where retail spend is concentrated. Our catchment reach of 40 million people attracts 170 million visitors per annum, generating over £3 billion of sales for our brand partners.

10

Flagship destinations

98%

of destinations by value rated 'A' by Green Street



£4.4bn

Assets under management

£3.5bn

Portfolio value at our share

We manage and invest in a unique £4.4bn portfolio of growing landmark city destinations, 98% of which by value are ‘A’ rated by Green Street.

United Kingdom

 BRENT CROSS <small>LONDON</small>	 BULLRING <small>BIRMINGHAM</small>	 CABOT CIRCUS <small>BRISTOL</small>	 THE ORACLE <small>READING</small>	 WESTQUAY <small>SOUTHAMPTON</small>
Occupancy 95%	Occupancy 98%	Occupancy 95%	Occupancy 99%	Occupancy 95%
No. of occupiers 115	No. of occupiers 160	No. of occupiers 102	No. of occupiers 105	No. of occupiers 112
2025 visitors 10.5m	2025 visitors 48.0m¹	2025 visitors 17.4m	2025 visitors 12.9m	2025 visitors 17.3m
Green Street rating A+	Green Street rating A++	Green Street rating A	Green Street rating A	Green Street rating A

France

Ireland

 LES 3 FONTAINES <small>CEDEX</small>	 LES TERRASSES DU PORT <small>MARSEILLE</small>	 DUNDRUM TOWN <small>DUBLIN</small>	 ILAC <small>DUBLIN</small>	 SWORDS PAVILIONS
Occupancy 90%	Occupancy 98%	Occupancy 98%²	Occupancy 99%	Occupancy 99%
No. of occupiers 182	No. of occupiers 163	No. of occupiers 178	No. of occupiers 54	No. of occupiers 84
2025 visitors 13.2m	2025 visitors 9.6m	2025 visitors 14.4m	2025 visitors 16.7m	2025 visitors 10.4m
Green Street rating A-	Green Street rating A+	Green Street rating A++	Green Street rating B+	Green Street rating A-

1 Including Grand Central.
 2 Excludes residential.

...playing to strong long term structural themes underpinned by our integrated pure-play platform

Three structural themes →	Cities are engines of growth	Unified commerce is the dominant retail model	Polarisation between prime destinations and ‘the rest’
	What we look for in an urban location →	c.500,000 population within 30 minutes travel	>40% under 35 years old
			Prime estates with potential for growth
			High connectivity, ties with community and local authorities

Unlocking growth

Our aim is simple – to deliver sustainable growth in assets under management, income and earnings, thereby enhancing returns to investors.

We are investing for organic growth and value creation in our core assets, creating option value from our strategic land, and supplementing this with acquisitions. Our asset and customer focus is underpinned by our integrated pure-play platform, our resilient capital structure and by our commitment to act responsibly.

Our Investment Proposition

1.

Focus on retail-led landmark city destinations

2.

Investing for growth and value creation

3.

Integrated pure-play platform driving our success

4.

Realising untapped potential of strategic land

Acting responsibly

Medium term financial guidance¹

Gross rental income
CAGR: 4-6%

EPRA earnings per share
CAGR: 8-10%

Dividend per share
CAGR: 8-10%

Annualised
TAR: c.10%

Organic opportunities in existing portfolio

Grow rental income and capital values through targeted investment and leasing

Curate and improve brand mix to diversify and grow rental income

Reposition underutilised space to sustainable and relevant product

Leverage data-driven operating platform to drive operating leverage, and create new income streams

Exploring new opportunities

Acquire interests of our joint venture partners

Targeted accretive acquisition opportunities

Deploy pre-development capital into strategic land to create optionality

¹ Issued July 2024, updated for acquisitions in July 2025, calculated off FY24 base excluding Value Retail earnings.



7.6%

Average net initial yield on £757m invested in JV acquisitions since November 2024

+3%

LfL NRI growth in FY25

+3m

Visitors LfL in FY25

Increasing our scale

- Grow rental income and AUM
- Increase operational efficiency
- Create options for asset rotation
- Increase relevance to larger and more global pools of capital

Active asset management

- Drive like-for-like net rental income – the lifeblood of our business
- Data-driven decision-making
- Curate mix of brands to maintain attractiveness to visitors and occupiers

Driving destination outperformance

- Outperform national benchmarks in footfall and sales
- Maintain very high occupancy to drive rental tension



Transformation complete
Four years of focus



Growth phase
Increasing our scale



Systematic advantage
Repeatable outperformance



Robert Noel
Chair of the Board

“
Hammerson enters 2026 with multiple paths open to the management team for growth, further increasing our scale and value creation.”

Accelerating investment for growth and value creation

FY25 marked a coming of age for the new Hammerson. Rapid, accretive joint venture consolidation means six of our destinations are now wholly-owned. It was particularly pleasing to see the high level of market support for our strategy and execution as the acquisition of Bullring and Grand Central was part-funded by a front-footed equity raise.

Capital investment in repositioning projects, asset management – including stewardship and ESG initiatives – and leasing accelerated in the second half. At the same time, capital discipline was maintained. The Company enters FY26 with a sustainable and resilient capital structure, giving the management team multiple paths for growth, further increasing our scale and value creation.

Business environment

The geopolitical and macroeconomic picture is different for each of our markets, although the overall theme of volatility is little changed from last year. In the UK, inflation has proven stubborn for another year, whilst economic growth is modest and levels of wage growth appear to be softening. Combined with declining interest rates, pressures on businesses and consumers are easing, notwithstanding tax increases on consumers from November's budget, weighted towards the end of this Parliament. Meanwhile, in France and Ireland, the macroeconomic backdrop has been more benign, although political uncertainty has played more of a role, particularly so in France.

In all our markets, our consumer has proven to be resilient. This reflects not only the strength of our catchments and the fundamental quality of our assets, but also our continued investment to optimise the mix to remain attractive and relevant to occupiers and visitors alike. As a result, the polarisation of performance between the best quality assets and the rest is only increasing as illustrated by growing footfall and sales in all our territories.

It is pleasing to see this flight to quality and our operational out-performance increasingly being recognised by the valuers, particularly in the second half of the year. This also signifies wider investment market interest in prime retail. Transaction volumes are ticking up whilst pricing in specific cases still remains at attractive spreads to underlying funding rates.

Board changes and AGM

There were two changes to the Board in FY25. Following her indication to the Board that she would be retiring no later than June 2026, Rita-Rose Gagné stepped down as Chief Executive and from the Board with effect from 1 January 2026, to be succeeded by Rob Wilkinson. On behalf of the Board and all colleagues, I reiterate our thanks to Rita-Rose for her outstanding leadership and immense contribution to the business since November 2020. During this time, she has driven a substantial turnaround, transforming and strengthening

Hammerson and placing the Company in a strong position to continue to deliver growth and value creation under new leadership.

Non-executive Director Méka Brunel also stepped down from the Board at the end of the year, having served six years, including as a member of the Remuneration and Nomination and Governance committees. Again, on behalf of the Board and the Hammerson team, I thank Méka for her valuable and insightful contribution during her tenure. We wish both Rita-Rose and Méka the very best for the future.

In February 2026, we announced the appointment of Michelle McGrath as Non-executive Director with effect from 9 March 2026. Most recently, Michelle was Executive Director at Shaftesbury Capital plc, responsible for the group's property portfolio. Michelle is an experienced corporate financier, with a background across corporate broking, equity capital markets, and mergers and acquisitions. Her appointment further strengthens the Board's experience across property and capital markets.

At the 2025 Annual General Meeting on 15 May, all resolutions passed by the requisite majority of shareholder votes. The Board continues to engage closely with shareholders on governance matters, particularly with 2026 marking a Remuneration Policy review year.

Board evaluation

The Board undertakes a formal and rigorous annual evaluation of its effectiveness and performance including its individual Directors and its Committees. In 2025, the Board commissioned an external evaluation. Overall, the results were positive and concluded that the Board and its Committees continue to operate effectively, with clarity as to their role and purpose. More detail is available in the Governance section on pages 80 to 153.

ESG

The Group is recognised as an ESG leader in our sector. We are fully committed to ensuring the highest standards of operational performance and Corporate Governance. Hammerson is committed to being a sustainable business and to reaching net zero carbon emissions by 2030.

+ **Further details** of our performance, strategy and materiality assessment are set out on pages 44 to 68, with more detail available in our separate ESG Report 2025, which is available on our website.

Dividend

Our payout policy remains 80–85% of EPRA earnings. Reflecting confidence in Hammerson's growth trajectory, the Board recommends a final dividend of 8.56p per share in respect of 2025 to be entirely paid as a PID. Combined with the interim 2025 dividend of 7.94p per share, this would represent a full year dividend of 16.50p per share and an increase of 6% year-on-year.

Robert Noel

Chair of the Board

Welcoming a new CEO



Rob Wilkinson
Chief Executive



We're thrilled to welcome Rob Wilkinson, whose extensive experience in real estate investment will be a valuable asset to the Company."

Robert Noel
Chair of the Board

Rob is an established and proven real estate leader who brings a wealth of experience and a track record of delivering shareholder value.

We were delighted to announce the appointment of Rob Wilkinson as Chief Executive in September 2025. He joined the Board on 15 December 2025, taking up the role of Chief Executive from 1 January 2026.

Rob joins Hammerson from AEW Europe, where he served as the Chief Executive Officer for over 11 years. He was previously a Non-executive Director at Grainger plc from 2015 to 2023 and has been a Non-executive Director of Derwent London plc since 2024.

+ **Chief Executive's Statement** on page 08

Recruitment process

Through a rigorous recruitment process, supported by an independent executive search firm, Rob stood out from a strong field of candidates as someone who was able to translate strategic insight into shareholder value creation through exceptional leadership. The Board and I welcome Rob to Hammerson and look forward to working with him in the years to come.

+ **Find out** more about the CEO succession process in the Governance section on page 103

+ **Find out** more about the experience that Rob brings in the Board of Directors overview on page 84



Rob Wilkinson
Chief Executive

“

Hammerson is well positioned to continue to deliver growth in the years to come. It is an exciting time to be active in these markets, with opportunities for continued growth and further increasing our scale.”

A prime portfolio and platform with multiple paths to further growth and value creation

It is an exciting time to be leading Hammerson as we embark on our next phase of growth. The strong results the Company has delivered in FY25 are testament to the strength of our portfolio and platform, and the hard work of our teams.

Our 10 flagship destinations all rank in the top 20 of retail venues in their respective geographies and in the top 1% where retail spend is concentrated. By value, they are 98% 'A' rated by Green Street, reflecting the unique nature of our city destinations located in affluent and growing catchments.

One source of competitive advantage is our integrated pure-play operating platform, which allows us to optimise the right product mix at each destination and underwrite both internal and external investment decisions. Our platform is efficient, scalable, and built on three core elements: the expertise of our team in managing and adding value to retail and leisure destinations; streamlined, automated processes and systems; and our proprietary data insights. These insights include information from our increased investment in AI technology, which we cross-reference with sales, spending, catchment, and other data to better understand occupier and customer behaviours, ultimately helping us monetise the true value of our spaces.

We have multiple paths for growth and value creation. Our immediate focus is simple – to continue to deliver growth in income and capital across our destinations through repositioning, active asset management and targeted leasing. In addition, we are generating option value from our strategic land holdings and supplementing this with acquisitions. This is all underpinned by Hammerson's sustainable and resilient capital structure and by our commitment to act responsibly.

Delivering growth

FY25 has marked a step change in Hammerson's growth, with net rental income up 23%. This reflects the successful investment of capital into acquisitions of our joint venture partners' stakes at attractive pricing, like-for-like growth driven by our ongoing repositioning, and another year of record leasing. With operating leverage from our platform, we are growing earnings, dividends and NTA. IFRS profit was £232m (FY24: £526m loss) while EPRA earnings per share were up 4% to 20.7p and dividend per share up 6% to 16.5p. NTA per share was £3.94, up 6%. The quality of our destinations, their relative operational out-performance in terms of footfall and sales, positive leasing spreads and occupancy are increasingly being recognised by our valuers. ERV growth across the portfolio

and inward yield shift in the UK and Ireland resulted in a total property return of 10%. The strong operating and financial performance was reflected with a total shareholder return of 25.5%.

Strategic progress in FY25

One of the attractions of the role for me was Hammerson's clear strategic focus. Our three strategic pillars remain: investing for growth and value creation; leveraging our integrated pure-play platform; and maintaining a sustainable and resilient capital structure. Progress was made against each in FY25. We completed three further transactions to buyout JVs, meaning that four of our five UK flagships and six out of ten in the portfolio are now wholly-owned. This allows us to act even faster and with higher conviction.

At the same time, we continued our programme of organic investment in our destinations to reposition obsolete or underutilised space and optimise the mix. We seek to constantly anticipate and adapt to the latest trends to remain relevant to visitors and occupiers. Significant progress was made at The Oracle and Cabot Circus in FY25. This will continue into FY26 as we look to address further major leasing opportunities at The Oracle and commence the repositioning of the Quakers Exchange district at Cabot Circus. In France, the Cergy 3 repositioning, entirely pre-let to Primark and Nike, remains on track for handover and lease commencement in late FY26.

We have reinvested both organically and via acquisition in a disciplined manner, targeting risk-adjusted returns above our cost of capital. In the capital markets, we part funded the acquisition of Bullring and Grand Central with a 10% equity placing, and we were able to react quickly to benefit from favourable market conditions with the early refinancing of part of our largest outstanding bond maturity in FY27.

We therefore finished the year with the balance sheet and credit metrics commensurate with the Board's commitment to an investment grade credit rating.

A future which capitalises on our strengths

Hammerson is well positioned to continue to deliver growth in the years to come. The success of prime retail is increasingly well evidenced. Our leasing spreads have been consistently above valuers ERV and previous passing rent for the last four years. We have driven higher occupancy, footfall above national benchmarks, sales and sales densities, improving affordability. Our occupiers continue to capture the halo effect of transactions generated by best-in-class, modern flagship stores as part of the seamless integration of online and offline – unified commerce – and therefore remain focused on fewer, better stores in only the strongest locations.

Competition for our scarce prime space is ultimately growing rental income and value as we move from repositioning and leasing up vacant space to maximising the performance and income potential of our space. Combined with our very high flagship occupancy of 96%, this gives us clear visibility of our future income streams. With a strong focus on costs, we expect to generate operational leverage. Our portfolio is reversionary; values are starting to follow with ERVs growing across the portfolio and inward yield shift in the UK and Ireland.

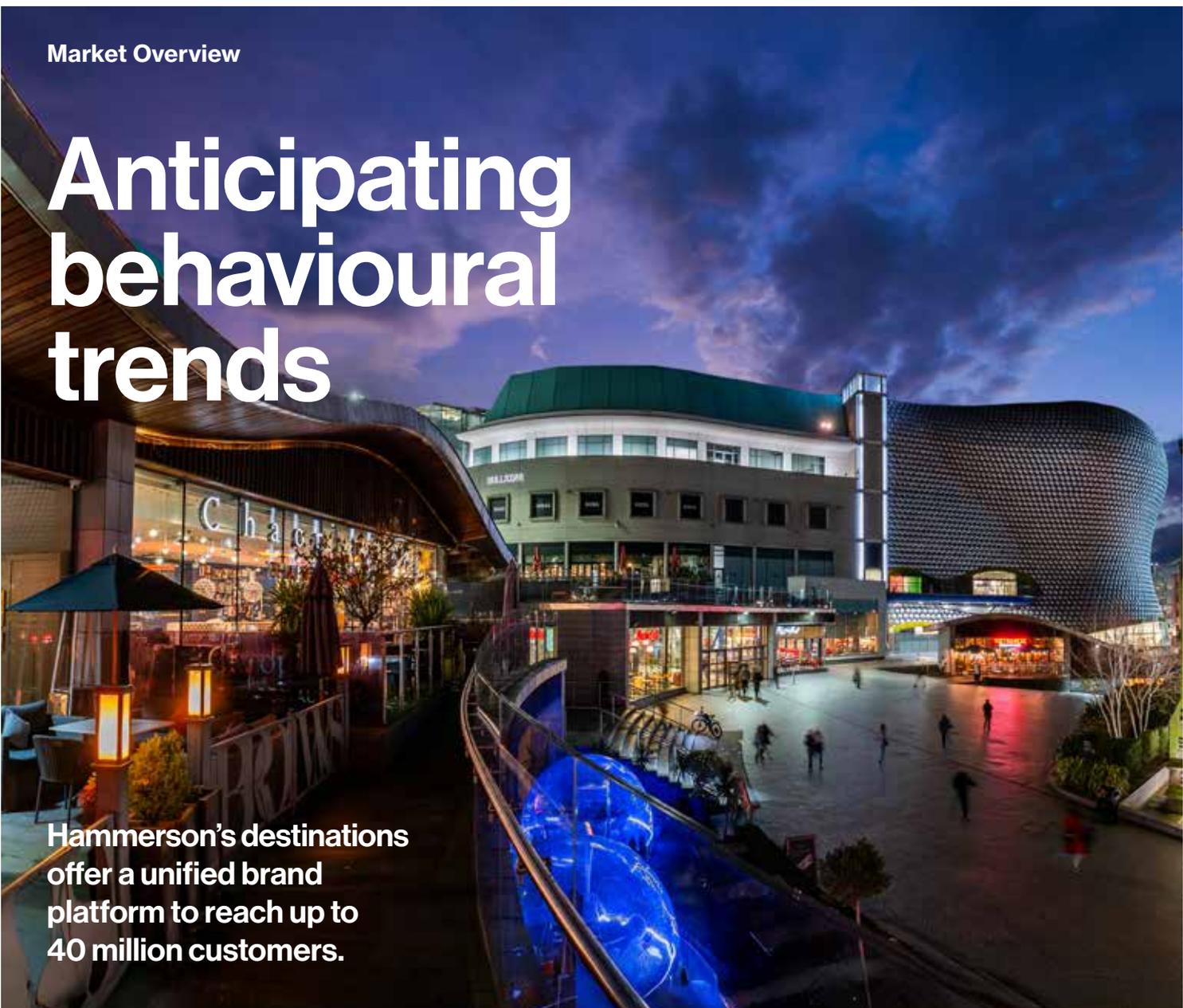
It is therefore an exciting time to be active in these markets, both organically within our existing portfolio through repositioning, asset management and adjacent development opportunities, and by exploring further increasing our scale.

Rob Wilkinson
Chief Executive

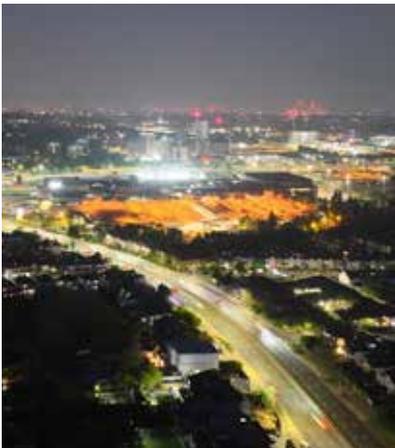


Anticipating behavioural trends

Hammerson's destinations offer a unified brand platform to reach up to 40 million customers.



1. Connected cities



Market context

We invest in growing cities that are underpinned by strong transport networks, leading universities and employers attracted to these cities by their young, highly educated populations. All our cities are expected to grow more quickly than the EU average with London, Paris and Dublin in the top five cities in Europe for inward investment¹.

Source:
1 FDI intelligence 2025.

Opportunities

Land in these city centres is scarce, which results in increasing densification of uses, driving demand for space and rental tensions. This densification also creates a 24 hour environment of workers, residents and leisure visitors. As a result, our destinations have high footfall and high customer and community engagement that brands look to for flagship representation.

2. The evolving consumer



Market context

Consumers continue to be resilient, with wage growth exceeding inflation and personal savings replenished across our three territories since the 'cost of living' crisis. Consumer spending patterns continue to evolve with the fastest retail growth categories being leisure & wellbeing and health & beauty.

Almost two-thirds (64%) of consumers in Western Europe describe themselves as proactive in improving their health & wellness¹, with 46% of UK consumers considering health & beauty products to be necessities². For example, health & beauty stores in Bullring alone receive over seven million visits a year.

Opportunities

Our destinations never stand still, they evolve to reflect changing spend behaviours. In recent years we have leased around 450,000 sq ft to offers that reflect the shift towards leisure, health and wellbeing. These shifts in spend patterns are complementary to our core retail offer with leisure & wellbeing and health & beauty leading into other category opportunities such as footwear, sportswear and wearable technology.

Sources:

- 1 Nielsen IQ, 'Global State of Health & Wellness'.
- 2 Barclays 'The Beauty Boom'.

3. Flagship brands



Market context

Our leasing programme curates, adapts and influences these evolving consumer trends. Brands continue looking for prime locations that allow them to best connect with customers and grow both market share and profitability. Our destinations provide unique flagship opportunities, including in 2025: Adidas, M&S, Normal, Space NK and Uniqlo with a number of these being regional firsts. We work closely with our brand partners to bring them into our destinations to ensure that the investment into their flagship stores drives greater reach for the brand.

Opportunities

Our close working relationship with brands drives greater partnership and investment from both parties, resulting in a more impactful store such as the new M&S flagship at Cabot Circus.

4. Customer reach

Market context

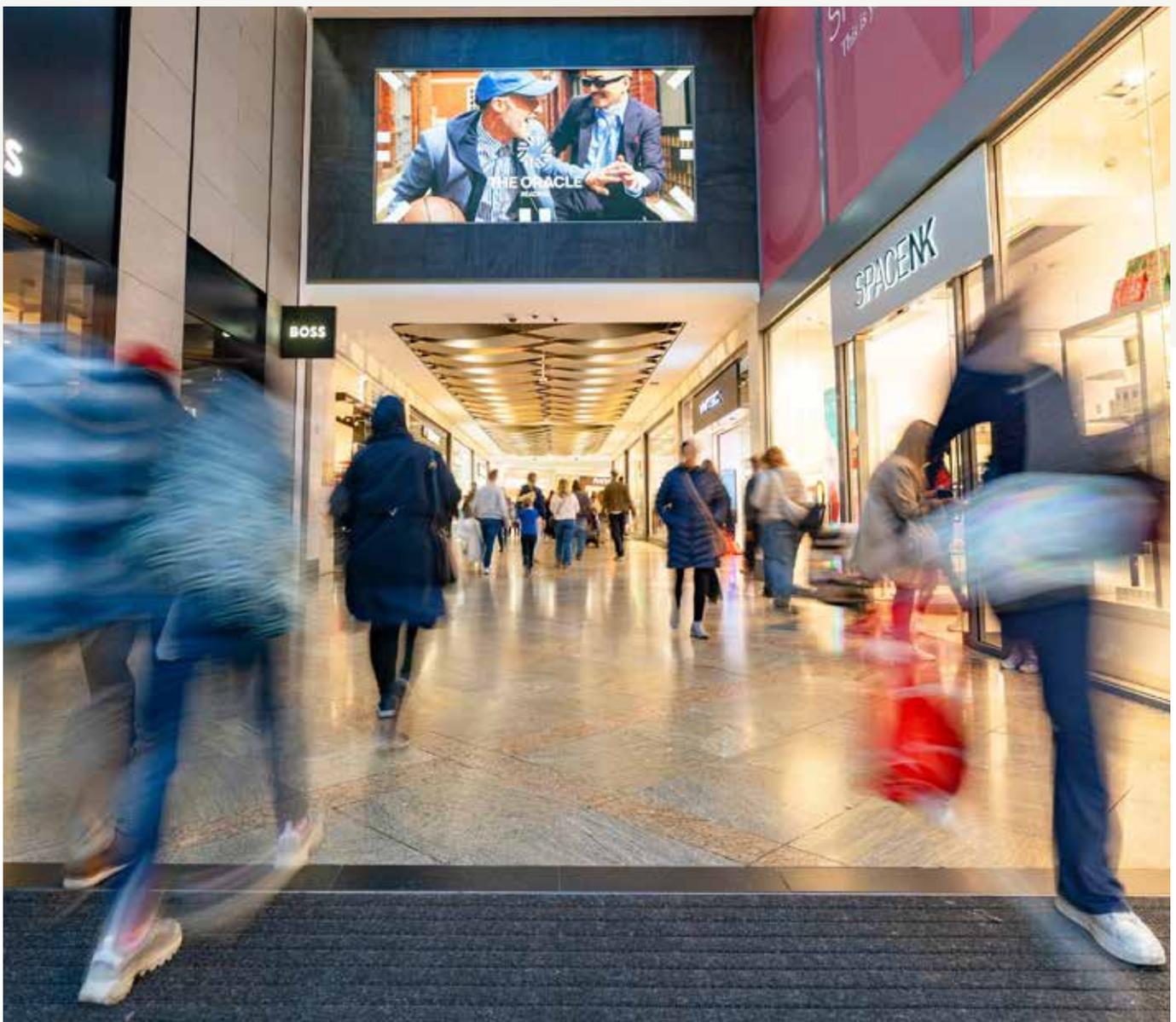
Our flagship destinations attracted 170m visitors in 2025, who dwelled for 85 minutes on average. This represents over 5bn multi-media brand impressions a year, setting the perfect stage for any brand.

Opportunities

Our leasing and commercialisation team works with brands to provide a unified platform across a number of touchpoints. The opportunity to showcase brands through events, sponsorship, banners, vinyls, websites, social media or through one of our c.250 digital advertising screens makes Hammerson's destinations one of the best places to engage with audiences. The opportunity is even more compelling as customers are

ready to purchase at point of sale, an advantage over many other advertising locations.

Our investment into our new customer analytics system that tracks interactions across stores, events and media screens allows us to measure the brand value we generate across these touchpoints, helping us to curate the optimal brand promotion mix for occupiers and third parties. We don't just sell spaces, we sell audiences.



5. Placemaking and community

Market context

Whilst being a brand platform, our destinations continue to be an important focal point for the local community. They provide places to meet and socialise with 63% of consumers preferring to talk about something they did over something they bought¹, and nearly half favour socialising to boost their wellbeing². With our investment into leisure and F&B, our destinations provide the perfect location for socialising across the day and evening whilst allowing brands to connect with customers. We also recognise that we have a responsibility to provide jobs for local people, to champion local small businesses, and to ensure that our destinations are safe and accessible to all our customers.

Sources:
 1 Barclays 'Experience Economy'.
 2 Barclays 'Year of Wellness'.



Opportunities

Our placemaking activities celebrate diverse communities and support local causes. These placemaking activities generate considerable social value for local people and provide us with further opportunities to engage with and support communities.

From sustainable clothes-swapping boutiques to pop-up events, from cooking challenges aimed at reducing food waste, to a rubber duck race raising thousands for local charities, our placemaking initiatives reflect the culture, passions and causes at the heart of each of our communities.

6. Artificial Intelligence ('AI') driving operational efficiency

Market context

AI has allowed us to improve our operational efficiency at both a corporate level through efficiencies in invoicing, HR processes and data management, and also at our destinations across our car parks, cleaning, maintenance and security. These destination processes are enhanced through intelligent alerts, real-time task allocation and reporting alongside deploying robotic cleaners. In our car parks, AI is used to provide a frictionless experience for users who can park, find their car and pay via their phone. In addition, we have deployed an AI based customer analytics tool across the UK to better commercialise our destinations through data-led decisions.

Opportunities

Operational efficiencies help to limit service charges to our occupiers, making our destinations more affordable and the experience more convenient and seamless for our visitors.



Creating value for our stakeholders

We own and invest in best-in-class landmark destinations in vibrant, fast-growing cities, where our visitors and leading brands want to be. Our unique ability to reposition and curate destinations underpins our long term growth potential. We seek to deliver value for all our stakeholders, and to create a positive and sustainable impact for generations to come.

Our resources

Landmark destinations

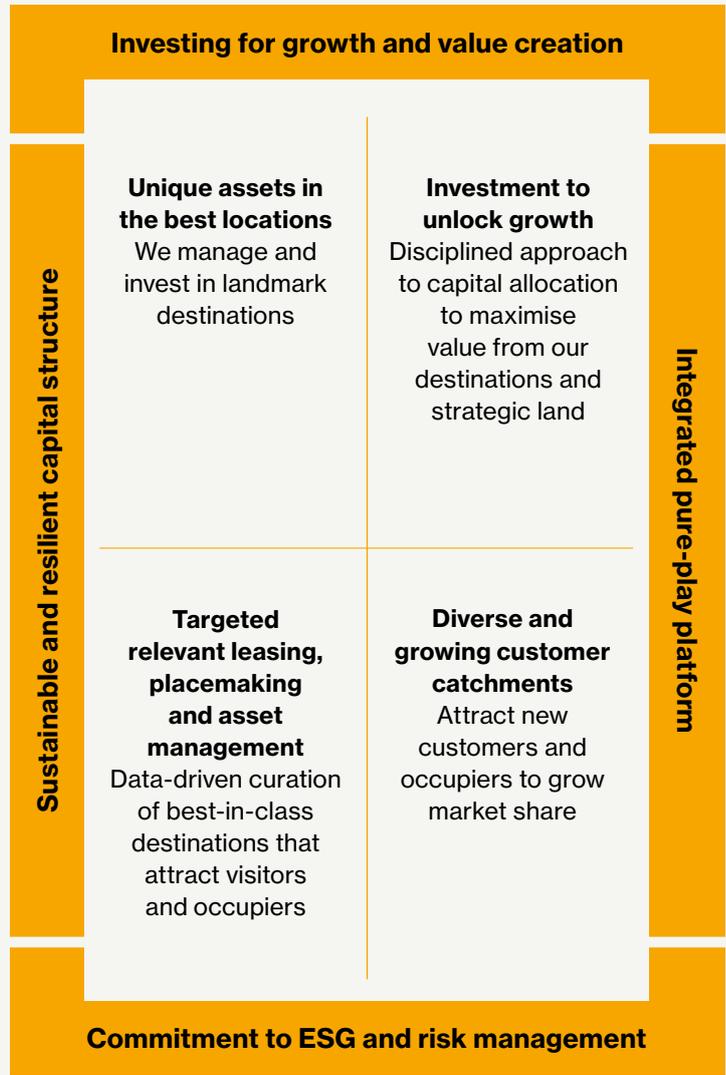
How we create value

Expertise

Expertise in asset management and leasing, placemaking, investment, data and development through our people and technology

Platform

Integrated pure-play platform built on three core elements: team expertise in adding value to retail and leisure destinations; streamlined processes and automated systems; and proprietary data insights



+ **Operating Review** on page 22

+ **Our Investment Proposition** on page 04
Our Strategy on page 16
Risks and Uncertainties on page 69

ESG on page 44
Corporate Governance on page 80

We have successfully invested £757m of capital into JV acquisitions since November 2024, refocusing the portfolio to high value destinations, with large, fast-growing catchments, benefitting from economic, demographic tailwinds, and continued investment from Hammerson alongside best-in-class occupiers.

Our catchment reach of 40 million people attracts 170 million visitors per annum, generating more than £3 billion of sales for our brand partners.



Outputs

The value we create

Increasing our scale

Acquisitions combined with repositioning, active asset management and targeted leasing to grow ERVs

£3.5bn (+33% YoY)
Portfolio value

Growing, long term income streams

High occupancy rates, active asset management and leasing drive growing long term income streams

£180m (+23% YoY)
Net rental income

Growing EPRA earnings and dividends

Growing income combined with operating leverage and prudent financing

+4%/+6%
EPRA EPS/DPS YoY growth

Occupiers

We curate retail-led prime city destinations that fosters success for a diverse and evolving mix of brand partners that enables them to thrive and deliver unrivalled customer experiences.

>£3bn
Sales

Customers

We create vibrant destinations through continually evolving the mix of brands and experiences through placemaking and events that appeal to a broad range of visitors.

+3m
Footfall (YOY)

Colleagues

We promote a high performance, high engagement, inclusive culture where colleagues can realise their full potential.

91%
Colleague engagement

Communities

We create better places for our communities through improved infrastructure and public realm, sustainable buildings, events and local employment.

£9.6m
Social value

Partners

We partner with debt investors, suppliers, local authorities and co-ownership partners based on a collaboration where each partner benefits.

2
Credit rating improvements in 2025

Investors

We aim to generate sustainable long term growth in income, earnings and dividends, and values for our investors. We ensure a resilient capital structure, maintaining our investment grade credit rating.

25.5%
Total shareholder return

Delivering against our strategy

We have three strategic pillars

1

Investing for growth and value creation

Acquisitions to increase our scale. Investing in our destinations to strengthen and diversify the customer proposition through repositioning, targeted leasing with best-in-class operators, and enhancing public realm.

2

Integrated pure-play platform

Focus on strategic asset management, placemaking and investment through our efficient, scalable and data-driven operating platform.

3

Sustainable and resilient capital structure

We are committed to maintaining an investment grade credit rating. Our capital allocation is disciplined, with a focus on recycling capital into more accretive opportunities.

Underpinned by

ESG and effective risk management

We identify, quantify and monitor risk to the Group through a systematic review of the Group's strategic priorities and we are committed to achieving net zero by 2030.

In 2025

This strategy has driven value creation and investor returns through:

Increasing our scale

Invested £618m into Brent Cross, Bullring and Grand Central and The Oracle.

Net rental income +23%

Portfolio value +33%

Total property return 10%

Active asset management

Our focus on active asset management, ongoing repositioning and targeted leasing is driving rental income and value creation.

LfL net rental income +3%

LfL ERV growth +3%

The Oracle upgraded to A by Green Street

4th consecutive year of positive leasing spreads

Destination outperformance

Continuing to benefit from the growing polarisation between best-in-class destinations and the rest.

170m visitors, +3m LfL

Positive footfall in all three territories against negative national indices

>£3bn occupier sales

Maintained sustainable and resilient capital structure

We received two credit rating grade improvements, undertook early refinancing to take advantage of beneficial market conditions, and raised equity.

Fitch Senior Unsecured rating upgraded to A-

Moody's Baa2 changed to positive outlook

Front-footed 10% equity raise

Next steps

Confidence in delivering medium and long term growth

We are well placed to continue to deliver growth in the years to come. Prime retail remains a critical component in a unified commerce supply chain. Space is scarce and competition high as occupiers focus on fewer, better stores. We are confident in growing rental income, values, earnings and dividends as we move from repositioning and leasing up vacant space to maximising income and value potential.

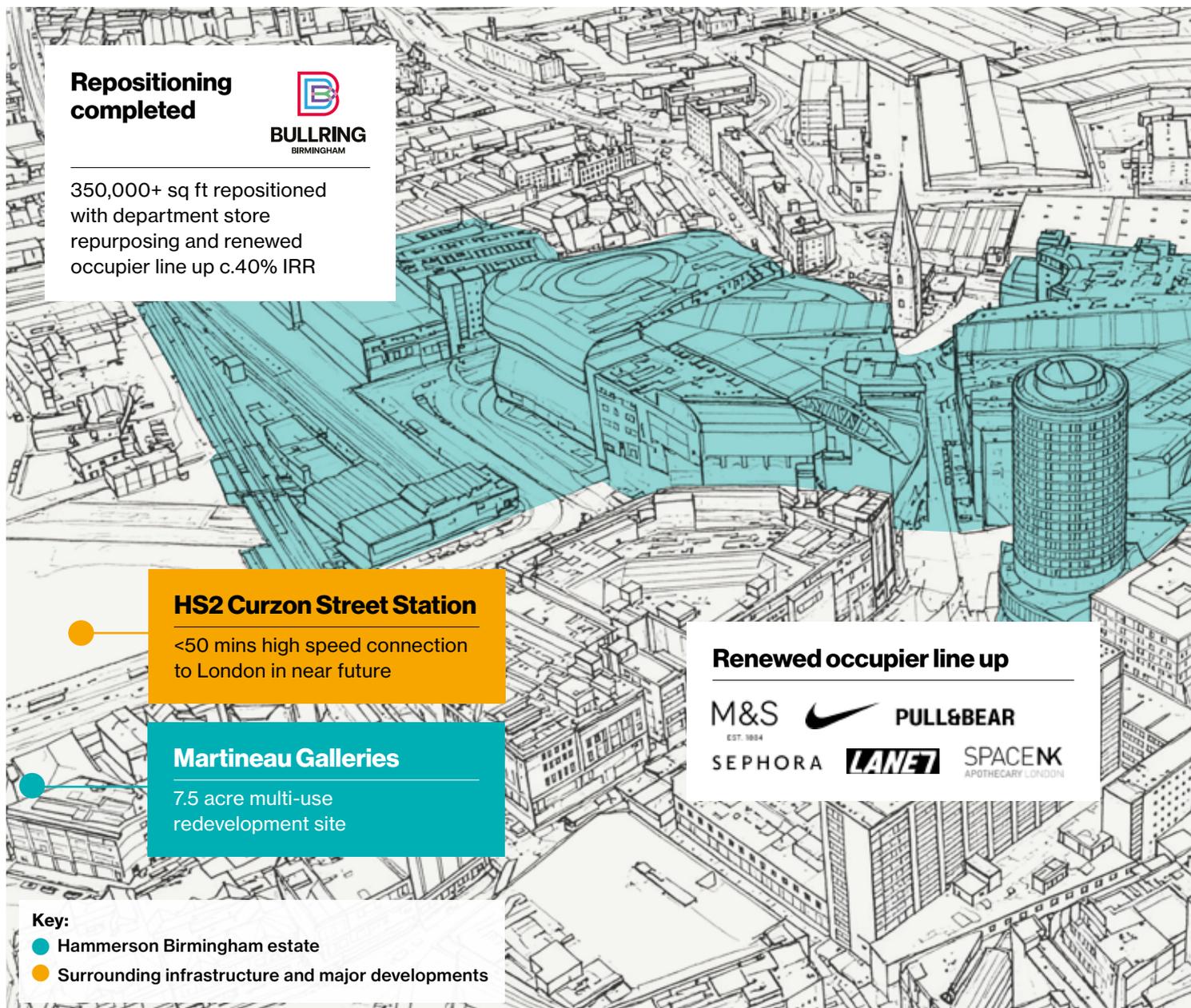
+ Read more in Operating Review on page 22



See page 18 for an example of how our Strategy in Action is delivering growth and value creation

Bullring and Grand Central

We have transformed Bullring into the leading regional destination in the UK, investing over £30m and leasing over 800,000 sq ft over the last five years. Our investment has seen Bullring deliver a standout operational performance in recent years. Since FY22, we have driven a 3.3m increase in visitor numbers and 9% growth in ERVs, bringing in numerous regional firsts and key flagship openings. In 2025, we invested £319m to gain full control of Bullring and Grand Central, which strengthens our foothold in Birmingham, the UK's largest regional city. We are well positioned to capitalise on a wealth of opportunities to unlock value, including residential developments and public realm improvements.



Growing income, increasing value

+13%
NRI growth since FY22¹

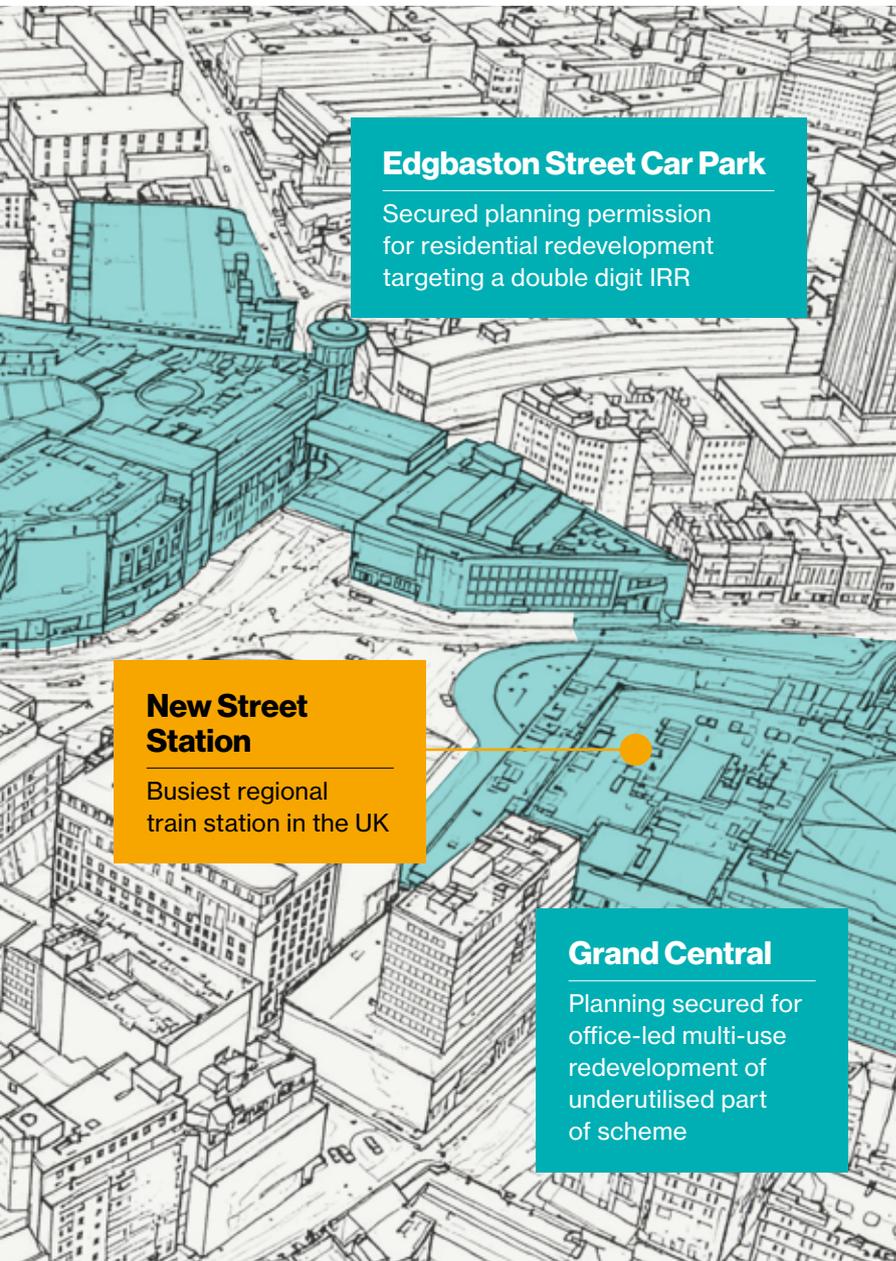
+22%
value increase since FY22¹

+11%
footfall growth since FY22¹

A++
Green Street rated

98%
occupancy

¹ FY22 selected as starting point since FY21 comparators depressed by Covid-19.



Edgbaston Street Car Park

Secured planning permission for residential redevelopment targeting a double digit IRR

New Street Station

Busiest regional train station in the UK

Grand Central

Planning secured for office-led multi-use redevelopment of underutilised part of scheme

£319m acquisition: Taking full control of a top five UK destination

Attractive transaction terms

We acquired the remaining 50% of Bullring and Grand Central in August 2025 for a headline price of £319m, representing a 4% discount to book value and a topped-up net initial yield of 7.7%.

Strengthens Hammerson's unique foothold in the UK's second city

We now have full control of our entire Birmingham estate in the heart of the city. Birmingham is one of the fastest-growing cities in Europe and well positioned to benefit from adjacent investments including the forthcoming HS2 high speed rail connection to London.

Opportunities to unlock further value

Significant opportunity across the wider Birmingham estate both in the immediate and medium term, with a potential Gross Development Value of more than £1.4bn including redeveloping the underutilised Edgbaston Street car park into either over 700 homes, 1,500 units of student accommodation or a blend.

+ Read more in Financial Review on page 28

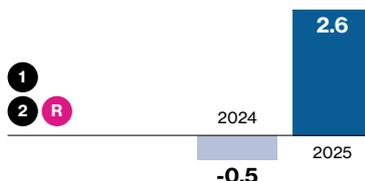
Measuring our performance

Financial

Link to strategy:

- 1** Investing for growth and value creation
- 2** Integrated pure-play platform
- 3** Sustainable and resilient capital structure
- R** Linked to remuneration – 2025
- R** Linked to remuneration – 2026

Net rental income¹ (like-for-like change) %



Description

Net rental income ('NRI') is the Group's key revenue measure and a standard real estate metric. Like-for-like NRI growth is critical to generate earnings and dividend growth. See page 31 of the Financial Review for details on the portfolio performance and Table 3 in Additional Information for the supporting calculation.

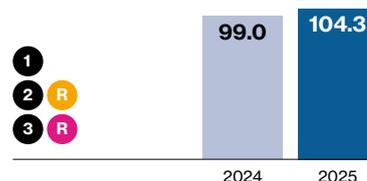
Our 2025 performance

NRI totalled £180m in 2025, up 23% year-on-year. On a like-for-like basis, the increase was 2.6%.

The UK reported the strongest growth of 4.0%, reflecting the progress with repositioning works at The Oracle and a strong performance at Westquay.

NRI grew in France and Ireland by 1.7% and 1.6% respectively.

EPRA earnings £m



Description

EPRA earnings is the Group's primary profit measure and reflects underlying profit calculated based on EPRA guidelines as explained and reconciled to IFRS earnings in notes 1C and 10A to the financial statements respectively.

Our 2025 performance

In 2025, EPRA earnings were £104.3m, £5.3m or 5% higher than 2024.

Acquisitions increased NRI by £34.7m, with the like-for-like portfolio adding a further £3.6m of NRI. These were partly offset by foregone earnings from disposals of £23.7m. Net finance costs were £6.9m higher as a result of funding the acquisitions.

Net debt:EBITDA¹ Times



Description

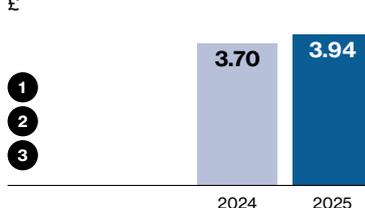
Net debt:EBITDA is a key credit metric which demonstrates the level of indebtedness compared to the Group's operating profit, and hence its ability to service its debt. It is a key focus for rating agencies and debt investors. See Table 13 in Additional Information for the supporting calculation.

Our 2025 performance

Net debt:EBITDA increased to 9.5x (FY24: 5.8x). Net debt at 31 December 2025 was £1,370m, £571m higher than FY24 principally reflecting JV acquisitions in 2025.

On an annualised basis, incorporating a full 12 months' earnings contribution from the JV acquisitions completed in 2025, the ratio is 8.1x.

EPRA NTA per share £



Description

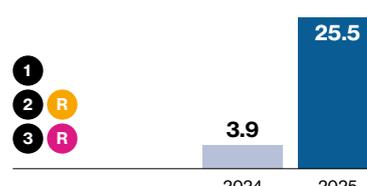
EPRA Net Tangible Assets ('NTA') per share is the Group's key net asset metric. NTA is derived from the Group's equity shareholders' funds, with a number of adjustments as per EPRA guidelines. NTA per share is the NTA divided by the number of shares at the balance sheet date. See notes 10B and 11C to the financial statements for further details.

Our 2025 performance

NTA per share increased by £0.24, or 6% in 2025. This was primarily due to net revaluation gains of £120m, equivalent to a capital return of 4.0%. The net gains being driven by 3% like-for-like ERV growth, inward yield shift in the UK and Ireland, and discounts on the JV acquisitions.

Including dividends paid in the year, the Group's total accounting return ('TAR') was 10.8% (FY24: -24.2%).

Total shareholder return ('TSR') %



New KPI with direct link to remuneration replacing total accounting return which is closely related to the EPRA NTA per share KPI.

Description

TSR is a key measure of shareholder value creation and reflects share price movements and dividends per share paid. We benchmark the Group's performance against our peers through comparison to the FTSE/NAREIT UK index. See page 35 of the Financial Review for further details.

Our 2025 performance

The Group delivered a TSR of 25.5% in 2025. This was significantly ahead of the FTSE/NAREIT UK index return of 11.1%.

Over the past five years, the Group has delivered a TSR of 101.1%, compared to the FTSE/NAREIT UK index return of -4.6%.

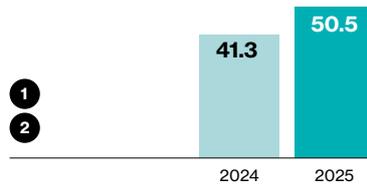
¹ Proportionally consolidated, see page 28 for further details.

Operational

Link to strategy:

- 1** Investing for growth and value creation
- 2** Integrated pure-play platform
- 3** Sustainable and resilient capital structure
- R** Linked to remuneration – 2025
- R** Linked to remuneration – 2026

Leasing activity (at 100%) £m



Description

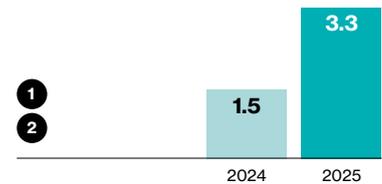
Our leasing strategy is designed to deliver the optimum brand mix to drive footfall, sales and grow our catchments. This KPI shows the amount of annual income secured across the flagship portfolio.

Our 2025 performance

We had another record year of leasing in 2025, with 352 deals signed securing £51m of rent. For the fourth consecutive year, we achieved positive leasing spreads, with principal leases signed at an average of 11% ahead of prevailing ERV and 46% ahead of the previous passing rent.

We enter 2026 with a strong pipeline of deals and remain confident that we will continue to benefit from the polarisation of occupier demand towards the best locations.

Passing rent¹ (like-for-like change) %



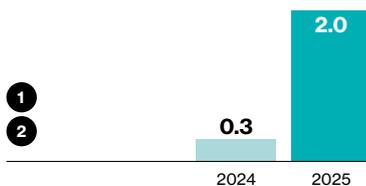
Description

This KPI shows the annual change in passing rent at our flagship portfolio, calculated on like-for-like basis and excluding the impact of foreign exchange translation differences. Passing rent is a better forward indicator of underlying revenue growth than NRI, as the latter metric can contain significant non-cash accounting adjustments. Further detail can be found in Table 4 in Additional Information.

Our 2025 performance

Like-for-like passing rent for our flagship portfolio increased by 3.3% in 2025. This was consistent with our strong leasing performance. Passing rent in the UK was 2.2% higher, with France up 2.8% and Ireland up 6.4%.

Footfall (at 100%) (like-for-like change) %



Description

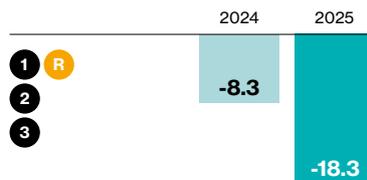
Our prime retail and leisure city destinations serve large, affluent catchments. We strive to grow footfall (visitor numbers) by integrating global, national and local retail brands with best-in-class services, F&B, leisure and placemaking. This creates a virtuous circle to attract the best occupiers and drive rental growth and value creation.

Our 2025 performance

In 2025, we welcomed 170m visitors, up 3m (2.0%). The second half of the year was stronger than the first reflecting new openings and ongoing repositioning works.

Visitor numbers were higher in all three countries. UK footfall was 2.4%, with France growing by 3.6% and Ireland 0.4%. Each portfolio performance was comfortably ahead of their national benchmarks.

Carbon emissions¹ (like-for-like change) %



Description

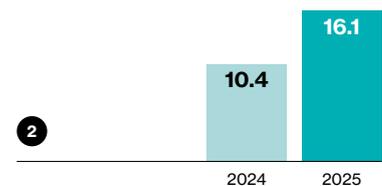
The Group is committed to being net zero by 2030. Each flagship destination has a Net Zero Asset Plan with projects to enhance energy efficiency and reduce emissions. This KPI reflects the Group's ownership share of greenhouse gas emissions as explained on page 44, and is calculated on an EPRA like-for-like property basis.

Our 2025 performance

Our carbon emissions reduced by 18.3% in 2025 reflecting the benefits of our Net Zero Asset Plan initiatives which we launched in 2023.

In conjunction with our property management partners, we also reduced emissions through an increased focus on energy efficiency in our day-to-day operations.

Voluntary colleague turnover %



Description

Our talented people are key to our success and we strive to retain, engage and develop them. We monitor voluntary colleague turnover, together with other people metrics to assess the benefit of our colleague engagement activities and from a wellbeing perspective.

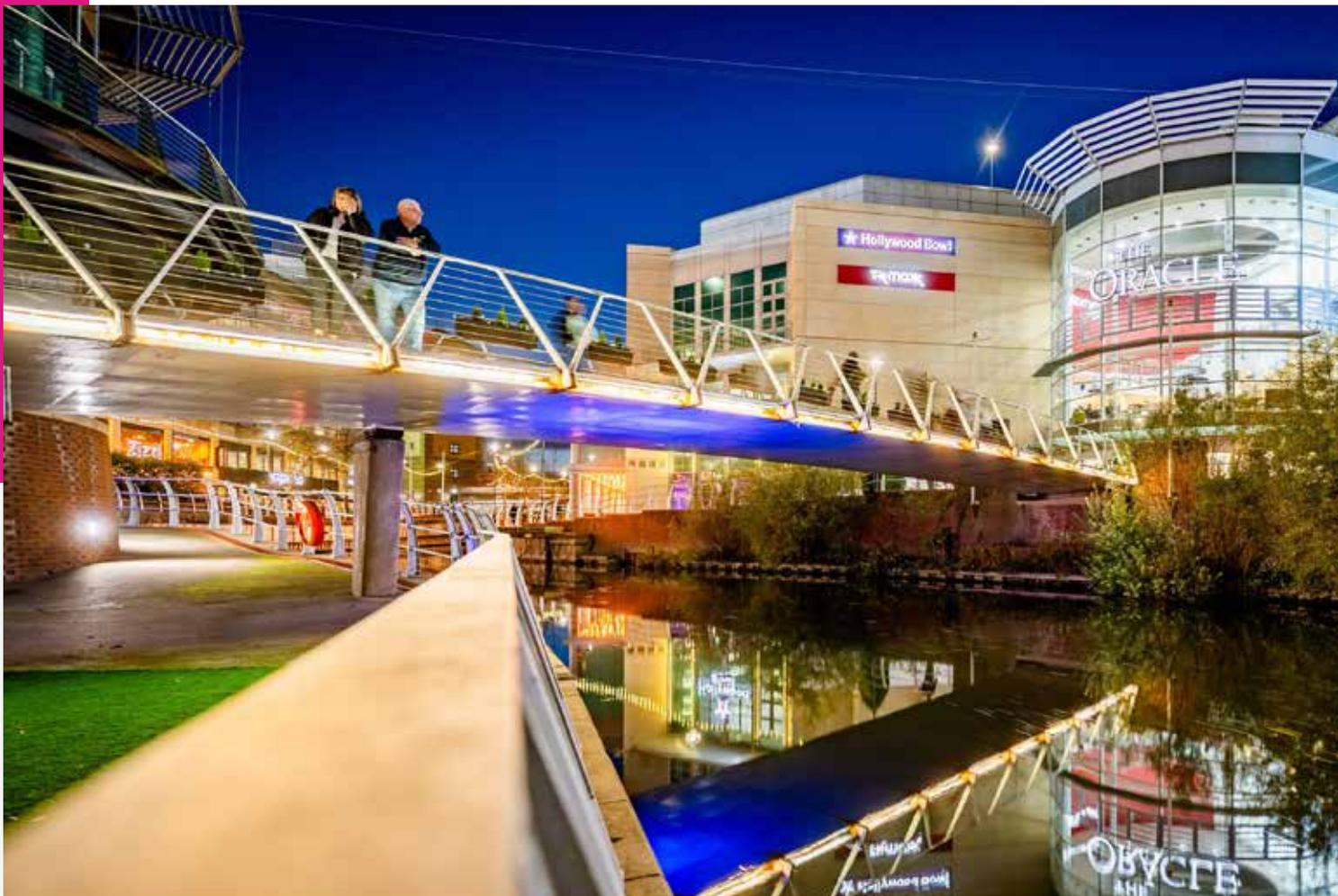
Our 2025 performance

The level of voluntary colleague turnover increased in 2025 to 16.1%. This followed two years of subdued turnover, and the numbers of leavers in 2025 was only marginally higher than 2024 in absolute terms.

We continue to deliver an active colleague engagement programme to motivate and drive performance and seek colleague feedback throughout the year.

1 Proportionally consolidated, see page 28 for further details.

Investing in prime city destinations



Operating highlights

23%

increase in total net rental income

£757m

invested in JV acquisitions since November 2024 at average yield of 7.6%

33%

increase in portfolio value

£51m

highest leasing value ever, four years of positive spreads

170m

visitors, up 3m year-on-year

96%

flagship occupancy, six out of ten flagships at least 98%

Acquisition of the remaining 50% interest in The Oracle

We completed the acquisition of the remaining 50% interest in The Oracle in November 2025 for a headline price of £104.5m, reflecting a stabilised yield of 8.9%. The Oracle is one of the top retail, leisure and lifestyle destinations in the UK, and is benefitting from significant landlord and occupier investment in recent years to repurpose the former western department store to new offers from TK Maxx and Hollywood Bowl. We have secured additional leasing deals including flagship store upsizes with Zara and Apple, both due to open in H1 26, and renewals with premium brands L'Occitane and Space NK. As a result, we have driven occupancy from 94% at the start of the year to 99%.

The new openings have driven a step change in operational performance, with footfall up 9% year-on-year in the second half, and up 4% for the year as a whole. Sales have been resilient with the benefit of new openings yet to come through in like-for-like figures. The strong operating performance is translating into strong financial performance with net rental income up 10% in FY25 as previously underutilised space is occupied. The total property return was 11% in the year, as the investment in repositioning is reflected in both ERV growth and yield compression. The enhancement of the asset was also recognised by Green Street with an upgrade from B+ to A. There remain opportunities to unlock further value to meet continued strong occupier demand, as well as the potential for alternative uses, with resolution to grant planning for a 400+ unit residential scheme achieved in February 2026.

Increasing our scale

We remain disciplined in our capital allocation to deliver enhanced value and risk-adjusted returns for shareholders. By increasing our scale, we are growing rental income and values, and increasing our operating efficiency, whilst creating further options for the rotation of assets and recycling of capital. Increasing our scale also increases our relevance to larger and more global pools of capital.

We grew net rental income by 23%, from a combination of like-for-like growth of 3% and JV acquisitions. Strong leasing and rental growth were reflected in valuations, with flagship ERVs in the UK, France and Ireland growing by 3%, 2% and 4% respectively.

Our overall portfolio value increased 33% to £3.5bn, reflecting acquisitions, ERV growth and yield compression. The total net revaluation gain was £120m, of which £95m related to the flagship portfolio. The overall portfolio produced a total property return of 10%, reflecting an income return just above 6%, and a capital return of 4%.

Acquisition of JV partners' interests at attractive yields

As long-term managers and investors in these assets, we are uniquely placed to underwrite the acquisition of our JV partners' stakes. In FY25, we acquired our JV partners' stakes in Brent Cross, Bullring and Grand Central and The Oracle for a headline price of £622m. Together with the acquisition of Westquay in November 2024, we have invested £757m into consolidating control of our assets at an average yield of 7.6%.

Brent Cross

In May 2025, we took full control of Brent Cross through the acquisition of interests in the entity which holds the 59% of Brent Cross not already owned by Hammerson for a headline price of £199m. This represented a 13% discount to book value as at 31 December 2024 for the destination, at a topped-up net initial yield of 9.3%. The acquisition of the final interest was completed in December 2025.

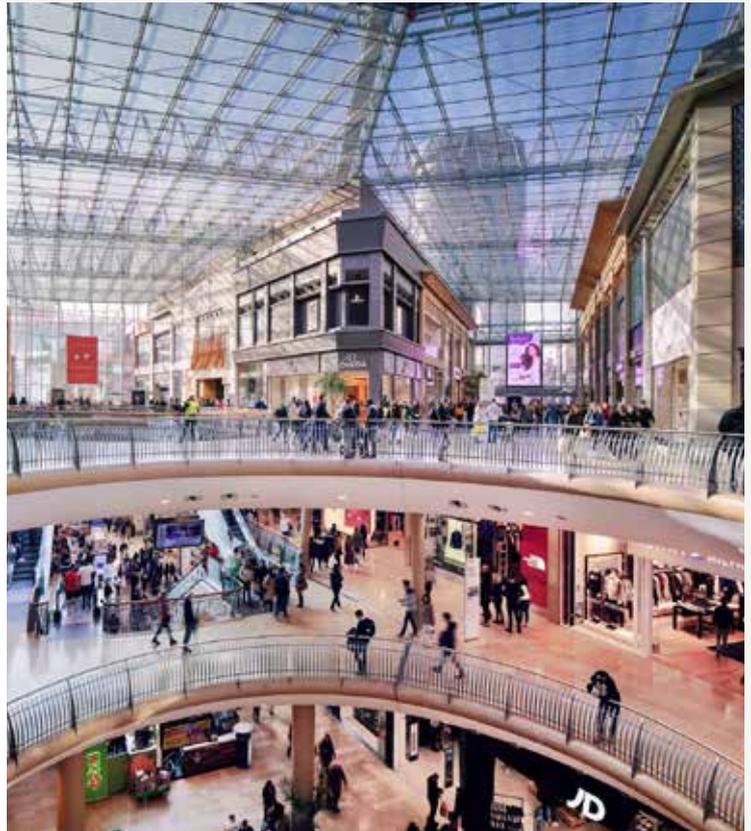
Brent Cross is a top 15 UK retail destination asset, 95% occupied with high sales densities. It sits at the heart of a loyal and affluent catchment with 11m visitors a year, of which 71% are in the top three ACORN categories. Key occupiers include in-demand brands like M&S, an upsized JD Sports, Apple and Zara, and a growing range of new uses including Moorfields Eye Hospital and the recently opened District food hall. There are near-term opportunities to generate incremental income by further enhancing the mix, activating the adjacent lands and surplus car parks to attract new occupiers and customers. In the medium and longer term, there are potential opportunities to reposition certain areas of the scheme, and the full scale development of the 24 acres of adjacent strategic land.

Bullring

98% occupied
>£30m landlord investment since 2021

5% increase in footfall
3.5% increase in LfL sales

Bullring is one of the UK's best-performing and highly regarded retail-anchored destinations, recognised by Green Street as one of only five A++ rated assets in the UK.



Bullring and Grand Central

In August 2025, we completed the acquisition of the remaining 50% of Bullring and Grand Central for a headline price of £319m which was funded through existing cash resources and a strongly supported 10% equity placing at a 2.5% discount to the undisturbed share price. The consideration represented a 4% discount to the June 2025 book value, and a topped-up net initial yield of 7.7%.

Bullring is among the UK's best-performing and highly regarded retail and leisure destinations, recognised by Green Street as one of only five A++ rated assets in the UK. It continues to benefit from our investment of over £30m alongside significant occupier investment since 2021 for a repositioning which brought in new retail concepts, upsizes and offers from M&S, Zara, Bershka, Pull & Bear, Sephora and JD Sports among others, alongside new leisure provision including TOCA Social and Lane7. In aggregate, these investments secured c.£130m of rent contracted to first break and delivered an IRR in excess of 40%.

Our investment has seen Bullring deliver a standout operational performance in recent years. In 2024, footfall was up 3% as we welcomed 33m visitors, and total sales up 11%, making it the strongest performer in its peer group according to Lloyds Bank data.

Over 2025, footfall increased a further 5%, with a particularly good performance over the summer, and like-for-like sales increased 3.5%.

Occupancy has now reached 98% and rental tension is high as brands pursue more of the best space in the highest performing locations. We are also seeing a growing number of new brands expand their footprint here as a first choice in the regional cities. There remain incremental asset management opportunities to improve the mix, create greater exposure to the nighttime economy, and grow income and value.



Adjacent to Bullring, we secured the outline planning consent in October 2025 to repurpose the two-acre site housing the underutilised Edgbaston Street car park with approval granted for more than 700 new homes, 1,500 student rooms or a blend of the two, alongside significantly enhanced public realm, with a potential GDV of c.£300m.

Grand Central, located above Birmingham New Street station, has a very strong restaurant and dining offer, which has been actively managed and improved such that sales densities in this category are amongst the highest in the portfolio. Due to its location above the station and the improved offering, footfall has grown 1.5% to 14.5m in 2025.

Grand Central also offers brands a spillover opportunity from Bullring where space is tight, and there is a compelling repositioning opportunity. Around 50% of the space by area, representing a former department store, is currently vacant, although strip-out was completed in 2023 and planning is in place for our “Drum” concept – an office-led mixed-use redevelopment of the space with a GDV in the region of c.£100m. We continue to engage relevant stakeholders to underwrite and unlock the next phases of delivery of this scheme.



352

leases signed on 1.6m ft of space

+11%

ahead of ERV on a net effective basis

A year of portfolio firsts

This year was marked by a significant increase in “portfolio first” deals, with more than 35 brands either joining the Hammerson portfolio for the first time or entering new territories, including notable repeat deals from Uniqlo and Sephora in Cabot Circus, following successful openings in Bullring. Subdued and Offspring signed their first deals outside of London, in Bullring and Cabot Circus respectively, whilst Normal entered the Irish market with us at Ilac. In France, Le Paradis du Fruits debuted in both our destinations.



Active asset management and targeted leasing

Consistent growth in like-for-like rental income is central to our business model. Operating leverage derived from our platform supports the sustainable increase of cash earnings and dividend distributions. Like-for-like net rental income increased by 3%, reflecting our positive recent leasing performance and the progress on repositioning.

Asset repositioning and incremental development delivering strong operational and financial contribution

The first half saw further progress in our repositionings at The Oracle, as mentioned above, and Cabot Circus. At Cabot Circus, M&S opened one of their largest full line flagship stores in November. Combined with other new openings, second half footfall at Cabot Circus was up 6% year-on-year, and up 3% for the year overall. Net rental income up 2%, whilst value increased by 11%.

In 2026, Odeon’s latest premium offer opened in February, while Sephora and Uniqlo are also joining the line-up, with these openings also coming in Q2.

It was pleasing to secure the planning consent for the investment into the repositioning of the historical Quakers Friars district at Cabot Circus to Quakers Exchange. Leasing conversations are ongoing, the preparation for commencement of physical works is underway and detailed design is largely complete. We anticipate the project to generate a high single digit yield on cost.

In Ireland, The Ironworks 122-unit residential project at Dundrum launched in October 2025. As at 19 February 2026, 30 leases have been signed. On completion of lease-up, we expect The Ironworks will become

Operating Review continued

Dundrum's largest "occupier", contributing a net rental income stream of around €3m per annum at 100%.

In France, we achieved planning permission and commenced work for our Cergy 3 redevelopment at Les 3 Fontaines. The scheme is entirely pre-let to Primark and Nike with handover in late 2026. The project will add c.€2.5m of annualised net rental income, representing a yield on cost of around 7% and deliver an IRR in excess of 15%. These planned openings have in turn attracted new occupiers including the signings of a major new Apple re-seller, Interactif, and luxury French health and beauty boutique Aroma-Zone, two of the most requested brands by our visitors. Les 3 Fontaines ended the year with occupancy at 90%, its highest level since before COVID, and we expect further progress in FY26.

Record leasing performance

Alongside repositioning and active asset management, targeted leasing is vital to continually improve and refresh the mix of brands. We work with both existing and new global and local brand partners to anticipate and capitalise on market trends whilst catering to the specific needs of the communities and catchments in which we operate.

This drives higher occupancy, higher quality footfall, greater sales density, and ultimately creates tangible rental tension and increases the value of our space.

We delivered another record year of leasing with our highest ever value of £51m on 1.6m sq ft of space, which represents £262m of rent contracted to first break. Principal deals were signed 46% ahead of previous passing (+13% like-for-like excluding voids) and +11% ahead of ERV on a net effective basis. This marked our fourth year in a row of double-digit positive leasing spreads, providing more solid evidence to our valuers, and helping to drive flagship passing rent up 3% like-for-like to £241m.

Across the portfolio, placemaking, specialty leasing and commercialisation not only serve to enliven space and enhance the experience and environment for customers and brand partners, but also contributes meaningfully in its own right. It supports incremental footfall, engagement across all channels and drives incremental income in events ticketing, product launch marketing packages, brand promotions and high quality short-term specialty leasing deals to further elevate the mix.

Over the year, we delivered around 500 brand promotions and over 150 high quality short-term specialty leasing deals. We continue to focus on quality and have made significant strides in selling our destination takeover and launch marketing products as part of our brand partnership offer. In FY25, this included major deals with Tesla, Sephora, Aston Villa, Diet Coke and impactful and income generative launches with the likes of Uniqlo, Space NK and M&S.





Occupancy

Due to our record leasing performance and the successful execution of our ongoing repositioning projects, we increased flagship occupancy from 95% to 96% year-on-year. Excluding residential, all our flagships other than Les 3 Fontaines now have occupancy at 95% or higher, with six of the 10 at least 98%. Competition remains high for the few remaining units, increasing rental tension.

Destination outperformance

Sales and footfall continue to grow

The quality of our portfolio and the exceptional environments we create for our occupiers and visitors continues to be reflected in our operational performance. In FY25, we welcomed 170m visitors, up 3m like-for-like (+2%), with trends strengthening in the second half of the year due to new openings.

UK flagship footfall was up 2% against a national retail benchmark down 3%, highlighting the growing polarisation between the best and the rest. The second half of the year was particularly positive with footfall up 4% driven by new openings and higher occupancy. We saw a similar pattern in France where footfall was up 4% overall, and 5% in the second half, against a national retail benchmark which was up 1% for the full year. Ireland recovered well, after exceptionally challenging weather in the first half to finish the year slightly up whilst the national benchmark was down 1%.

Group like-for-like sales were up 1%, with a positive performance in all territories, with the benefit of much of our repositioning yet to show up in the like-for-like sample. Sale densities were up 2%, improving affordability, with the strongest results where we repositioned old anchor space in the UK to more relevant offers, where sales densities are up over 40%.

Sustainable and resilient capital structure

We remain committed to maintaining a resilient and sustainable capital structure commensurate with an investment grade credit rating providing access to capital markets. Our 'guidrails' remain an LTV of around 35% and net debt:EBITDA of 6-8x through the cycle. As at 31 December 2025, LTV stood at 39%, reflecting the net investment of £618m into the acquisition of our JV partner stakes partially offset by a £120m valuation gain. On an annualised basis reflecting a full year of income from the acquisitions, net debt:EBITDA stood at 8.1x.

We also received strong support from equity and capital markets throughout the year with a front-footed equity raise to part-fund the acquisition of Bullring and Grand Central. In the credit markets, following two credit rating improvements in October 2025 – our Fitch Senior Unsecured rating upgraded to A- and the outlook on our Moody's Baa2 rating changed to positive – we commenced the early refinancing of our €700m 1.75% 2027 bond with the issuance of a €350m 3.5% bond, which was five times covered at peak. We also signed a new unsecured £100m drawn term loan maturing in 2028. The £338m 3.5% bond maturing in October 2025 was repaid from existing cash on the balance sheet.



Himanshu Raja
Chief Financial Officer

“
2025 has been a year of growth in net rental income and earnings. We invested £618m in acquiring three joint venture partners’ stakes, which together with like-for-like rental growth, resulted in net rental income up 23% and EPRA earnings up 5% year-on-year.”

A clear growth trajectory supported by a robust balance sheet

2025 key financial metrics

Net rental income¹

£180m

2024: £146m
+23% YoY growth

EPRA earnings^{2,3}

£104m

2024: £99m
+5% YoY growth

Dividend per share (FY25)

16.50p

2024: 15.63p
+6% YoY growth

IFRS profit/(loss)³

£232m

2024: £(526)m

Net assets

£2,095m

2024: £1,821m
+15% YoY growth

EPRA NTA per share²

£3.94

2024: £3.70
+6% YoY growth

Total accounting return

10.8%

2024: (24.2)%

Net debt:EBITDA^{1,2}

9.5x

2024: 5.8x
8.1x annualised basis

Loan to value¹

38.6%

2024: 30.0%

1 Proportionally consolidated.
2 Key performance indicator.
3 Attributable to equity shareholders.



Overview

2025 has been a year of growth driven by the successful investment of £618m in three major transactions to acquire joint venture partners' stakes at attractive pricing. This activity was the key driver in net rental income increasing by 23% to £180m. This growth also included a 3% like-for-like uplift delivered through our ongoing repositioning and another year of record leasing activity.

With our integrated pure-play operating platform, we are growing earnings, dividends and NTA. EPRA earnings were £104m, up 5%, and EPRA earnings per share of 20.7p, were up 4%. The Board is recommending a final 2025 dividend of 8.56p per share, 6% higher than the final 2024 dividend, bringing the total payout for 2025 to 16.50p per share, also up 6% on 2024.

Net assets grew by £274m, or 15%, over the course of the year. EPRA NTA per share was £3.94, up 6%, driven by net revaluation gains of £120m, equivalent to a capital return of 4.0%. Consistent with the improving investment markets and another record leasing performance, the net revaluation gains reflected inward yield shift in the UK and Ireland, income growth and development gains. Combined with an income return of 6.0%, the total property return was 10.2%, generating a total accounting return of 10.8%.

We remain committed to maintaining a sustainable and resilient capital structure commensurate with an Investment Grade credit rating. In October, Fitch upgraded our issuer default rating from BBB to BBB+ and our senior unsecured rating from BBB+ to A- and Moody's moved the Group's Baa2 rating to a positive outlook.

At 31 December 2025, our balance sheet is robust with net debt of £1,370m, £571m higher than at FY24, reflecting the successful capital investment in the three joint venture acquisition transactions. LTV was 39% (FY24: 30%) and net debt:EBITDA was 9.5x (FY24: 5.8x), or 8.1x on an annualised basis.

In August, we raised £135m (net of costs) through an equity placing to part-fund the JV acquisition in Bullring and Grand Central. In October, we issued €350m 3.5% bonds maturing in 2032. Both issuances were significantly over-subscribed.

Outlook

In FY26, we will see growth in net rental income and earnings from the full year benefit from our active asset management, record leasing and joint venture acquisitions. We currently expect full year NRI growth of c.20%, with like-for-like growth of c.4-5%, and EPRA earnings of c.£120m, up 15% year-on-year, and EPRA EPS growth of c.10%.

Notwithstanding the uncertain macro-uncertainty, looking further ahead, we have high visibility of our long term income streams, and expect further growth in net rental income and EPRA earnings in FY27 and beyond.

Presentation of financial information

IFRS vs Management reporting

The Group's property portfolio comprises properties that are either wholly owned or co-owned with third parties. While the Group prepares its financial statements under IFRS, the Group evaluates the performance of its business for internal management reporting on a 'proportionally consolidated' basis which aggregates the Group's share of joint ventures and joint operations with the Group's wholly owned operations. Prior to its disposal in September 2024,

management did not proportionally consolidate the Group's investment in Value Retail. See note 9 to the financial statements for further details on this disposal which was classified as a discontinued operation in 2024.

Further details on this presentational basis are provided in note 3 to the financial statements and supporting analysis and reconciliations between management and IFRS bases are also included in this Financial Review and in the Additional Information section.

Income statement

Analysis of EPRA earnings and IFRS profit/(loss) for the year (see note 2A)

Proportionally consolidated, including continuing and discontinued operations	Note ¹	Reported Group £m	Share of Joint ventures £m	2025 Total £m	Reported Group £m	Share of Joint ventures £m	2024 Total £m	Year-on-year change £m
EPRA earnings analysis:								
Gross rental income	4	154.9	76.0	230.9	81.8	107.2	189.0	41.9
Net service charge expenses and cost of sales	4, 5A	(34.4)	(16.3)	(50.7)	(20.9)	(22.1)	(43.0)	(7.7)
Net rental income		120.5	59.7	180.2	60.9	85.1	146.0	34.2
Gross administration costs	5A	(44.9)	(0.2)	(45.1)	(43.5)	–	(43.5)	(1.6)
Other income	4	9.1	–	9.1	10.7	0.3	11.0	(1.9)
Profit from operating activities		84.7	59.5	144.2	28.1	85.4	113.5	30.7
Value Retail earnings	9	–	–	–	19.2	–	19.2	(19.2)
Income from other investments		0.4	–	0.4	1.1	–	1.1	(0.7)
Operating profit		85.1	59.5	144.6	48.4	85.4	133.8	10.8
Net finance costs	6	(32.0)	(7.2)	(39.2)	(28.7)	(3.6)	(32.3)	(6.9)
Tax	7	(0.6)	(0.1)	(0.7)	(2.5)	–	(2.5)	1.8
Non-controlling interests	28	(0.4)	–	(0.4)	–	–	–	(0.4)
EPRA earnings		52.1	52.2	104.3	17.2	81.8	99.0	5.3
Reconciliation to IFRS profit/(loss):								
Net revaluation gains/(losses) – Group portfolio	12A	84.6	35.7	120.3	(20.6)	(70.8)	(91.4)	211.7
Revaluation losses – Value Retail	9	–	–	–	(24.9)	–	(24.9)	24.9
Profit/(Loss) on sale of properties/joint ventures	8	5.9	–	5.9	(9.2)	–	(9.2)	15.1
Impairment of Value Retail	9	–	–	–	(471.9)	–	(471.9)	471.9
Premium on redemption of bonds	6	–	–	–	(25.5)	–	(25.5)	25.5
Business transformation costs	5A	(1.1)	–	(1.1)	(4.9)	–	(4.9)	3.8
Other	10A	2.0	0.7	2.7	4.7	(2.2)	2.5	0.2
IFRS profit/(loss) for the year²		143.5	88.6	232.1	(535.1)	8.8	(526.3)	758.4
Earnings/(loss) per share								
				pence			pence	pence
Basic	11B			46.0			(106.0)	152.0
EPRA	11B			20.7			19.9	0.8

1 Note references are to notes to the financial statements.

2 Attributable to equity shareholders.

In 2025, the Group's IFRS profit of £232.1m was £758.4m higher than the prior year. The two most significant factors were the £471.9m impairment of the Group's investment in Value Retail associated with its disposal recognised in 2024 and a £211.7m year-on-year improvement in the net revaluation of the Group's property portfolio.

On an EPRA basis, earnings increased by £5.3m to £104.3m (FY24: £99.0m). The key factors were £34.2m higher net rental income, reflecting the underlying like-for-like growth and contribution from the acquisitions of former joint venture stakes. This was partly offset by the loss of the Group's share of earnings in the prior period of £19.2m from the Group's investment in Value Retail which was sold in September 2024. EPRA EPS was 4% higher at 20.7p (FY24: 19.9p).

Further analysis of the Group's results is set out in note 2A to the financial statements and details on reconciling items between EPRA earnings and IFRS profit are in note 10A to the financial statements.

Net rental income

Proportionally consolidated	2025 £m	2024 £m	Variance £m	Change %
Like-for-like:				
UK	59.2	56.8	2.4	4.0%
France	44.8	44.1	0.7	1.7%
Ireland	34.0	33.5	0.5	1.6%
	138.0	134.4	3.6	2.6%
Disposals	0.6	5.1	(4.5)	
Acquisitions	36.5	1.8	34.7	
Developments and other	5.1	5.7	(0.6)	
Foreign exchange	-	(1.0)	1.0	
Total	180.2	146.0	34.2	

Net rental income ('NRI') totalled £180.2m in 2025, up £34.2m, or 23%, compared to FY24 driven by three key factors:

- An increase in like-for-like NRI of £3.6m, or 2.6%. UK flagships produced the strongest growth of 4.0%, reflecting the benefits of active asset management and strong leasing over the past two years and the significant repositioning works at Cabot Circus and The Oracle. In France, NRI was 1.7% higher, with growth from indexation and leasing partly offset by the impact of occupier failures at Les 3 Fontaines in H1 25. In Ireland, NRI was 1.6% higher, with 5% growth at Dundrum partly offset by the impact of a single over-rented anchor unit at Ilac which was re-let to Normal in H2 25
- Acquisitions added an incremental £34.7m to NRI, reflecting the Group's purchases of JV stakes: Westquay in November 2024, Brent Cross in May 2025, Bullring and Grand Central in August 2025, and The Oracle in November 2025
- Disposals reduced income by £4.5m, principally relating to Union Square which was sold in March 2024 and Leeds Eastgate in April 2025

The flagship NRI:GRI ratio was 80% (FY24: 80%), with UK at 78%, France at 79% and Ireland, the highest, at 86%. We expect this ratio to improve in 2026 due to the benefits of repositioning works and the record leasing performance improving occupancy during 2025.

Further analysis of net rental income by segment is provided in note 3 to the financial statements and Table 3 of the Additional Information.



Passing rent

At 31 December 2025, the Group's passing rent totalled £251m (FY24: £182m). £58m of the increase is due to the JV acquisitions during the year.

On a like-for-like basis, at constant exchange rates, flagship passing rent was up 3.3%, reflecting the strong leasing performance and benefits of the Group's repositioning activities. Like-for-like rents grew in all three countries, with passing rent 2.2% higher in the UK. France was up 2.8%, while Ireland achieved the strongest growth of 6.4%.

At 31 December 2025 the portfolio had a WAULB of 4.3 years and the total contracted rent secured to break was £911m.

Share of results of joint ventures

A list of our joint ventures is included in note 13A to the financial statements. On an IFRS basis, the Group's share of results of joint ventures in 2025 was £88.6m (FY24: £8.8m). This increase principally reflected the revaluation gain of £35.7m in 2025, compared to a deficit of £70.8m in FY24.

Joint ventures contributed £52.2m (FY24: £81.8m) of EPRA earnings; the reduction due to the JV acquisitions completed in the year.

Net finance costs

	2025			2024		
	Reported Group £m	Share of Joint ventures £m	Total £m	Reported Group £m	Share of Joint ventures £m	Total £m
<i>Proportionally consolidated</i>						
Finance income	33.4	1.3	34.7	40.0	4.8	44.8
Finance costs	(65.5)	(8.5)	(74.0)	(68.7)	(8.4)	(77.1)
Capitalised interest	0.1	–	0.1	–	–	–
Net finance costs	(32.0)	(7.2)	(39.2)	(28.7)	(3.6)	(32.3)
Debt and loan facility cancellation costs	(0.2)	–	(0.2)	–	–	–
Premium on redemption of bonds	–	–	–	(25.5)	–	(25.5)
Change in fair value of derivatives	2.5	0.7	3.2	(1.2)	(2.2)	(3.4)
IFRS net finance costs	(29.7)	(6.5)	(36.2)	(55.4)	(5.8)	(61.2)

Net finance costs on an EPRA earnings basis were £39.2m, £6.9m higher than FY24. This reflects the reduction in finance income following the investment in JV acquisitions. This impact was partly offset by the bond refinancing in October 2024 which resulted in a net interest saving of £3.6m p.a.

Dividends

The Group dividend policy is for a payout ratio of EPRA earnings of between 80% to 85%.

In line with this policy, the Board is recommending a final 2025 cash dividend of 8.56p per share, 6.0% higher than the final 2024 dividend. Subject to approval by shareholders at the 2026 AGM, the final dividend is payable as a PID on 8 May 2026 to shareholders on the register on 27 March 2026.

When combined with the interim cash dividend of 7.94p per share paid in October as a PID, the total 2025 dividend per share is 16.50p, a 0.87p (5.6%) increase on the prior year (FY24: 15.63p) and represents a payout ratio of 84%.

Share buyback

In October 2024, the Company announced the commencement of a share buyback programme of up to £140m. The programme was suspended in August 2025 coinciding with the joint venture acquisition of Bullring and Grand Central.

Under the programme, a total of 16.4m shares were repurchased and cancelled for total consideration of £46.5m, equivalent to an average purchase price (excluding costs) of £2.82. Of this total, 9.4m shares for total consideration of £25.7m were repurchased in 2025.

Balance sheet

A detailed analysis of the balance sheet on a proportionally consolidated basis is set out in note 2B to the financial statements with a summary reconciling to EPRA NTA set out in the table below:

	2025				2024			
	Reported Group £m	Share of Joint ventures £m	EPRA adjustments £m	EPRA NTA £m	Reported Group £m	Share of Joint ventures £m	EPRA adjustments £m	EPRA NTA £m
<i>Proportionally consolidated</i>								
Investment properties	2,880	669	–	3,549	1,487	1,172	–	2,659
Investment in joint ventures	538	(538)	–	–	1,088	(1,088)	–	–
Net debt ¹	(1,249)	(121)	1	(1,369)	(734)	(65)	4	(795)
Other net liabilities	(74)	(10)	–	(84)	(20)	(19)	–	(39)
Equity shareholders' funds	2,095	–	1	2,096	1,821	–	4	1,825
EPRA NTA per share				£3.94				£3.70

1 See Table 11 in Additional Information for further details. The EPRA adjustments relates to deferred tax and the fair value of derivatives as per EPRA NTA guidelines, see note 10B to the financial statements for further details.

During 2025, equity shareholders' funds increased by £274m or 15.0%. NTA per share increased by £0.24, or 6%, equivalent to a Total Accounting Return of 10.8% (see Table 20 in Additional Information for calculation). The key components of the movement in IFRS equity shareholders' funds and EPRA NTA in 2025 are shown in the table below:

Movement in equity shareholders' funds and EPRA NTA

<i>Proportionally consolidated</i>	Equity shareholders' funds £m	EPRA adjustments £m	EPRA NTA £m	EPRA NTA per share £
1 January 2025	1,821	4	1,825	3.70
EPRA earnings	104	–	104	0.20
Net property revaluation gain	120	–	120	0.23
Profit on sale of properties	6	–	6	0.01
Dividends to shareholders	(82)	–	(82)	(0.16)
Share buyback	(26)	–	(26)	0.02 ¹
Equity issuance	135	–	135	(0.09) ²
Foreign exchange and other movements	17	(3)	14	0.03
31 December 2025	2,095	1	2,096	3.94

1 Reflects accretion in 2025 associated with the Group's share buyback programme which was suspended in August 2025.

2 Reflects 2.4% NTA dilution of equity raise in August 2025 to part-fund the acquisition of Bullring and Grand Central joint venture stakes.

Property portfolio analysis

Movements in property valuation

<i>Proportionally consolidated</i>	UK £m	France £m	Ireland £m	Flagship destinations £m	Developments and other £m	Group portfolio £m
At 1 January 2025	915	964	522	2,401	258	2,659
Foreign exchange movement	–	55	30	85	5	90
Acquisitions	588	–	–	588	45	633
Reclassification ¹	–	–	26	26	(26)	–
Disposals	–	–	–	–	(20)	(20)
Yield	33	–	18	51	–	51
Income	16	6	14	36	–	36
Development and other	12	(4)	–	8	25	33
Net revaluation gains	61	2	32	95	25	120
Capital expenditure	30	10	7	47	20	67
At 31 December 2025	1,594	1,031	617	3,242	307	3,549

1 Reflects the reclassification of The Ironworks residential development at Dundrum upon completion in October 2025 from the Development and other portfolio to Ireland flagships.

In 2025, on an absolute basis, the Group's portfolio increased by £890m, or 33%. £633m was due to the acquisition of joint venture partners' stakes in Brent Cross, Bullring, Grand Central and The Oracle. Further uplifts were from net revaluation gains of £120m, capital expenditure of £67m and favourable foreign exchange translation gains of £90m. Further valuation analysis is included in Table 8 in Additional Information.

Net revaluation gains

The portfolio recorded a net revaluation gain of £120m over the course of 2025, split £26m in the first half and £94m in the second half of the year. This is the first time since 2015 that the Group has recorded two consecutive halves of net revaluation gains.

For UK flagships, inward yield shift averaged 21bp, equivalent to a valuation gain of £33m. The most significant yield shift was at The Oracle with an improvement of 52bp reflecting the benefit of repositioning works at the asset, particularly the repurposing of the former House of Fraser department store. Income growth, after taking account of capital expenditure, produced a £16m gain as the valuers recognised our strong leasing performance. In addition, there was a gain of £12m reflected the discount achieved on the JV acquisitions.

French flagships reported a revaluation gain of £2m, reflecting income growth of £6m, partly offset by £4m allowances for higher transfer taxes. Yields in France were stable.

While in Ireland the flagship portfolio reported a £32m revaluation gain. Yields improved by 20bps, equivalent to a valuation uplift of £18m, while the strong ERV growth of 4.5% resulted in a valuation uplift of £14m.

The Developments and other portfolio reported a gain of £25m, with £18m reflecting the joint venture acquisition discounts on Grand Central and Brent Cross Southern Lands and the balance principally relating to development surpluses on The Ironworks and Cergy 3 projects.

In total, the average discount on the JV acquisitions was 6%, resulting in a revaluation gain of £30m.

ERV (like-for-like)

Like-for-like ERVs grew by 2.7% with growth across all three countries driven by leasing performance and the benefits of recent or ongoing repurposing and repositioning.

The Irish portfolio achieved the highest level of growth of 4.5%, with Pavilions, Swords seeing the most significant uplifts reflecting the leasing performance in the year.

Occupancy for the Irish portfolio, excluding Ironworks, is now 99% (FY24: 97%).

Flagship destinations	2025 %	2024 %
UK	2.6	2.3
France	1.6	1.9
Ireland	4.5	0.8
	2.7	1.8

Capital expenditure

Capital expenditure totalled £67m, which was split £28m in H1 25 and £39m in H2 25, the increase reflecting the acceleration in investment following the JV acquisitions.

Investment in our Flagship portfolio was £47m, principally on repositioning and reconfiguration works, particularly at Cabot Circus and The Oracle, with the remainder spent supporting the strong leasing performance and asset enhancements including ESG projects.

We invested £20m in our Developments and other portfolio and 75% of this expenditure was incurred on two schemes:

- Cergy 3 repurposing project at Les 3 Fontaines, where we started on-site in July having fully pre-let the 10,200m² of retail space to Primark and Nike
- The Ironworks 122 unit residential scheme at Dundrum, which completed in October. The high-quality development, which is adjacent to our Dundrum flagship destination, is currently being leased up and we are seeing strong levels of demand

The remaining expenditure was focused on initiatives to progress schemes integral to our assets, principally in Birmingham. Table 9 in Additional Information analyses the spend between the creation of additional area and that relating to the enhancement of existing space.

Property returns analysis

In 2025, the Group portfolio generated a total property return of 10.2%, comprising an income return of 6.0% and a capital return of 4.0%. The split by portfolio is shown in the table below.

	2025					
Proportionally consolidated	UK %	France %	Ireland %	Flagship destinations %	Developments and other %	Group portfolio %
Income return	8.0	4.6	6.3	6.4	2.3	6.0
Capital return	4.7	0.1	5.6	3.2	11.0	4.0
Total return	13.2	4.7	12.3	9.8	13.6	10.2

Shareholder returns analysis

The Group delivered a total shareholder return ('TSR') of 25.5% in 2025 and has significantly outperformed the FTSE EPRA/NAREIT index over both one and five years.

TSR over period to 31-Dec-25	Cash basis ¹ %	Scrip basis ¹ %	Benchmark ² %
One year	25.5	n/a	11.1
Five years	57.9	101.1	(4.6)

1 Cash and scrip bases represent the return assuming investors opted for either cash or scrip dividends with the assumption that those opting for scrip dividends continued to hold the additional shares issued. Calculated on a spot price basis.

2 Benchmark is the FTSE EPRA/NAREIT UK index.

Financing overview

Key financial metrics

Proportionally consolidated	Calculation (References to Additional Information)	2025	2024
Net debt	Table 11	£1,370m	£799m
Liquidity		£970m	£1,417m
Weighted average interest rate – net interest/gross debt		2.0%	2.0%
Weighted average interest rate – gross interest/gross debt		3.3%	3.5%
Weighted average maturity of debt		4.8 years	4.7 years
FX hedging		90%	90%
Net debt:EBITDA	Table 13	9.5x	5.8x
Net debt:EBITDA (annualised basis) ¹	Table 13	8.1x	n/a
Loan to value	Table 16	39%	30%
Fixed rate debt as a proportion of total debt		95%	100%
Metrics with associated financial covenants	Covenant		
Interest cover	≥ 1.25x Table 14	5.06x	5.03x
Gearing – Bonds maturing in 2027 and 2036	≤ 175% Table 15	66%	45%
– Bonds maturing in 2026 and 2028, senior notes and revolving credit facilities	≤ 150% Table 15	66%	45%
Unencumbered asset ratio – Senior notes only	≥ 1.5x Table 18	2.46x	3.23x
Secured debt/equity shareholders' funds – All bonds, senior notes and revolving credit facilities	≤ 50%	7%	8%

1 Reflects the annualised EBITDA for the joint venture stakes acquired in 2025.

Financing overview

At 31 December 2025, net debt totalled £1,370m, £571m higher than at the beginning of the year principally due to the investment of £618m on JV acquisitions. Net debt comprised £1,727m of borrowings, less £357m of cash. Liquidity totalled £970m (FY24: £1,417m), comprising cash of £357m and £613m of undrawn committed credit facilities, the year-on-year reduction reflecting the Group's higher net debt.

The Group's financial position remains robust with LTV of 39% and net debt:EBITDA of 9.5x. This latter ratio does not include a full annual income contribution from the JV acquisitions completed during 2025; adjusting for this reduces the ratio to 8.1x as shown in Table 13 in Additional Information.

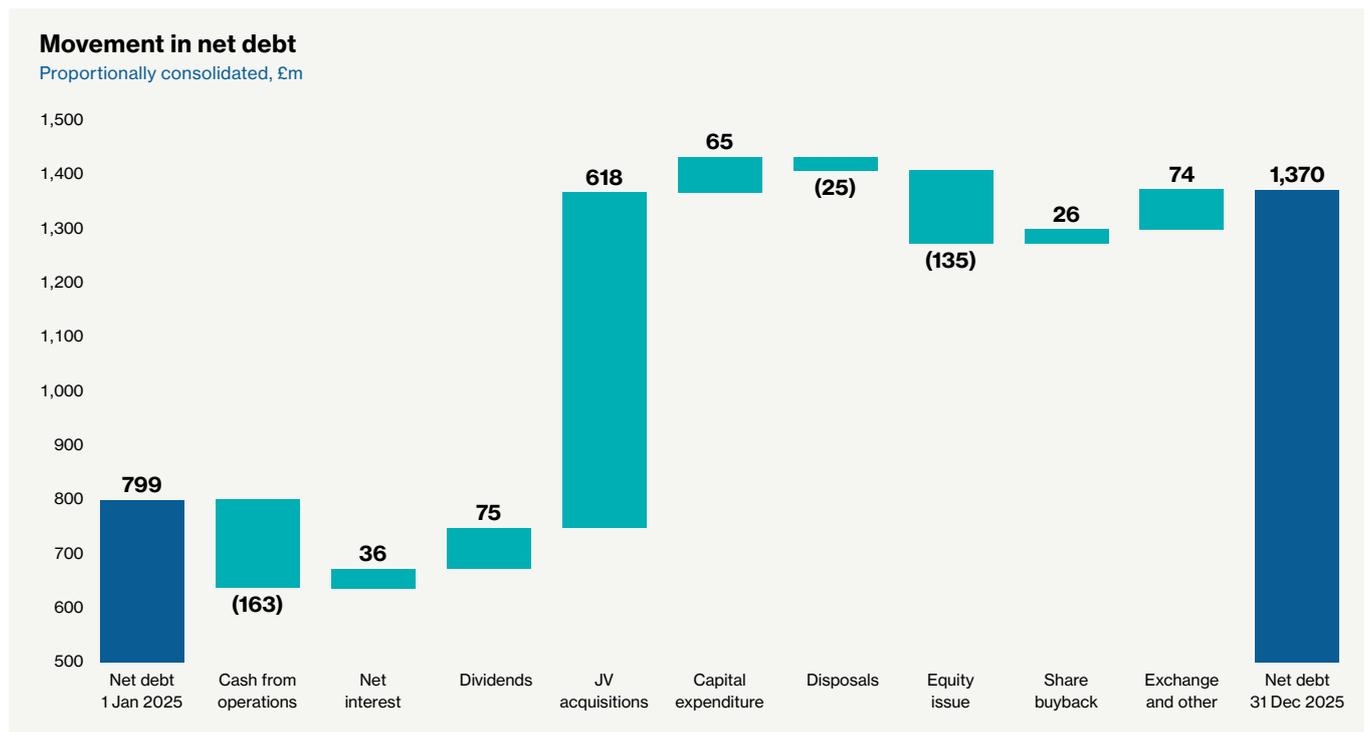
Investment in joint ventures

Details of the Group's joint ventures are shown in note 13 to the financial statements.

During 2025, our investment in joint ventures decreased by £550m to £538m (FY24: £1,088m). The key movements were due to joint venture acquisitions which reduced the investment by £619m with a further reduction of £36m due to cash distributions to the Group. This was partly offset by the Group's share of EPRA earnings of £52m and property net revaluation gains of £36m.

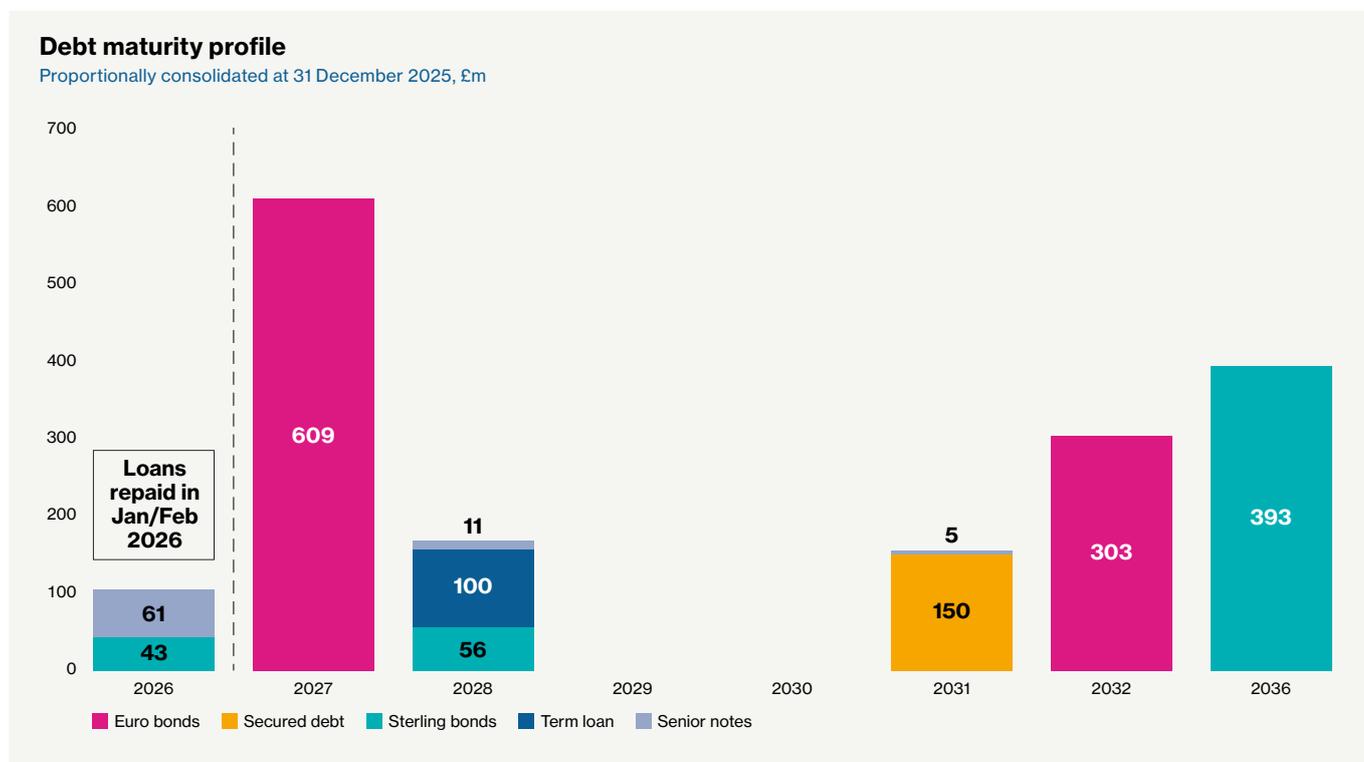
Key refinancing activity in the year was as follows:

- In April, we cancelled two revolving credit facilities totalling £139m, which were due to mature in 2026, and replaced them with two new three year facilities totalling £150m which expire in 2028. The new facilities contain two one year extension options, which are subject to lender consent. Key terms were unchanged
- In October, we issued a €350m bond maturing in 2032 at a coupon of 3.5%, reflecting a credit spread of 110bp, the lowest spread for a Hammerson issue in the last 10 years. The issue was over five times covered at peak
- Also, in October, we signed a £100m unsecured floating-rate term loan maturing in 2028 and repaid the £338m 3.5% maturing bond from existing cash reserves



Credit ratings

The Group is committed to maintaining a sustainable and resilient capital structure with an Investment Grade credit rating. In October, Fitch upgraded our issuer default rating from BBB to BBB+ and our senior unsecured from BBB+ to A-, and Moody's moved the Group's Baa2 rating to a positive outlook.



At 31 December 2025, following the refinancing activity completed during the year, the Group's weighted average maturity of debt was 4.8 years (FY24: 4.7 years) with the constituent elements shown in the chart above. In the first two months of 2026, the two 2026 loan maturities totalling £104m were repaid from existing cash reserves.



Engaging with our stakeholders

For our business to thrive, we need to maintain the support of our stakeholders. Effective engagement is important as it helps deliver positive results for all our stakeholder groups and strengthens our ability to create long-term, sustainable value.

Our key stakeholders and why we engage



Occupiers

We engage with our occupiers to understand their needs, build trusted relationships and support their long-term success. Ongoing dialogue helps us attract high quality occupiers on competitive terms and collaborate on shared priorities.



Communities

We aim to make a positive difference in the communities where we operate. Engaging with local people helps us understand local demographics, priorities and concerns.



Customers

We engage with our customers to understand their expectations, behaviours and changing needs. These insights guide our strategy and enable us to curate vibrant destinations with the right brands, experiences and events.



Partners

We strive to be a responsible partner with a wide range of partners that enable us to deliver our strategy, including co-ownership partners, suppliers, local authorities and other governmental authorities.



Colleagues

Our colleagues are fundamental to achieving our strategic goals, so we focus on creating a high performance culture where people feel empowered, supported and motivated. Regular dialogue helps us understand their needs and ensure they can develop, contribute and deliver our strategy.



Investors

We have a broad range of institutional credit and equity investors as well as private shareholders. Our investors provide a vital source of capital to the Company which enables us to execute our strategy. In return, they expect a yield on their investment and hold us to account accordingly.

91%

of colleagues completed the engagement survey in 2025

£10m

of social value created

68%

of the share register consulted on the 2026 Directors' Remuneration Policy

84%

of shareholders voted at the 2025 AGM



Occupiers

How we engage

- Regular formal meetings at the senior and executive management level, including additional targeted sessions with our core occupiers to further understand their values and expectations for our destinations
- Quantitative brand engagement studies to gather both objective and subjective input
- Dedicated relationship managers for each of our existing and prospective occupiers to provide a single point of contact across our portfolio
- Each destination has a dedicated on-site occupier manager whose role is to engage with and seek feedback from our occupiers
- The Board receives reports from the senior management team on the findings and outcomes of engagement activities undertaken

Outcome

- The assignment of dedicated relationship managers enables us to complete leasing deals more efficiently, an area highlighted as important to our occupiers as part of our engagement activities
- Action plans are drafted in response to feedback provided by occupiers. These plans are owned by asset managers and are built around key themes arising from the feedback received
- Increased speed to completion, something previously identified as an area of importance to our occupiers
- Our dedicated on-site managers provide a clear feedback channel to asset and property managers, enabling swift resolution of issues and supporting the development of proactive action plans that enhance occupier experience



Customers

How we engage

- Quantitative and qualitative exercises to understand customer needs including exit surveys, focus groups and tracking online customer reviews. This is supported by detailed footfall, engagement and banking data analytics to track behaviours and trends
- Dedicated Accessibility Working Group ('AWG') whose objective is to make our destinations as accessible as possible, advising on our continual improvement and ensuring we are providing appropriate facilities to enable our customers to feel confident and safe at our destinations
- Each destination has a dedicated on-site customer manager to engage with our customers
- The Board receives regular reports on customer insights and analytics

Outcome

- Our customer insights enable us to target the most requested brands. Our asset management, leasing and marketing strategies are informed by the customer insights and behaviours obtained from our research and analytics
- Our AWG introduced several measures to improve the retail experience for our customers with access requirements, including making our destinations easier to navigate for blind and visually impaired visitors and enhancing support for neurodivergent customers. Read more about the AWG on page 51
- Combined with advanced analytics our dedicated on-site customer managers communicate directly with asset and property managers, ensuring feedback from customers is acted upon quickly and to help us shape vibrant, welcoming destinations



Colleagues

How we engage

- Our annual engagement survey provides empirical data that is measured and monitored by the Board
- The Colleague Forum (the 'Forum'), comprised of colleagues who collectively represent each team within the Company, is chaired by our Diversity, Inclusion and Engagement Manager
- Our designated Non-executive Director for Colleague Engagement attends meetings with colleagues, reporting to the Board on her findings
- Our Affinity Network is comprised of colleagues across the Company supported by our Diversity, Inclusion and Engagement Manager
- Updates on current business and performance are delivered to all colleagues throughout the year via town hall meetings

Outcome

- 91% of colleagues completed the engagement survey in 2025. The results of the survey were shared with teams in face-to-face workshops in which personal and team based actions and initiatives were discussed and set
- Feedback from Forum meetings is shared with the GEC and the Board, ensuring colleagues' voices shape meaningful actions
- The Designated Non-executive Director for Colleague Engagement presents recommendations to the Board for the year ahead
- By combining events with informative intranet content, the Affinity Network raised awareness of important diversity issues, sparking meaningful conversations and driving positive change across the organisation



Communities

How we engage

- We develop long term partnerships with organisations that share our values, championed by our dedicated ESG manager
- Our destinations each have local charity partners, who receive a grant, access to fundraising and volunteering support, and opportunities to raise awareness of their work
- Our destinations engage with local schools on enterprise competitions and careers education, working directly with young people to increase their professional skills and improve their confidence
- The Board receives regular reports on ESG matters, including progress against social value targets as part of our wider sustainability strategy and oversight of key ESG policies

Outcome

- We created £10m of social value supporting 354 organisations. We also introduced more corporate volunteering with LandAid and Smartworks as our corporate charity partners. You can read more on our ESG initiatives on page 51
- In 2025, we published a new social value strategy, setting out our two key social value themes as accessibility and employability, both benefitting communities local to our destinations
- Engagement and feedback from our community spokespeople was incorporated into the Net Zero Asset Plans for each of our destinations
- We set community engagement plans that address issues identified as important to our local communities



Partners

How we engage

- Our development team regularly engage with relationship managers at local councils and planning authorities throughout the year to discuss matters in relation to planning, public realm enhancements, asset management issues, Health and Safety and other ESG considerations, among other things
- We maintain active dialogue and engagement with all of our key service partners
- The Board is regularly updated on engagement with co-ownership partners, government bodies and suppliers, and considers relevant matters in the context of ongoing oversight and decision-making

Outcome

- As a result of our positive relationship and extensive engagement with local councils and planning authorities, we were able to both secure and progress a number of our planning applications in 2025
- We maintain a dedicated innovation budget with our property management partners and collaborate regularly to identify and implement initiatives that enhance operational efficiency across our destinations
- We are signatories to the Prompt Payment Code to support our service partners, local authorities and debt investors



Investors

How we engage

- We take a proactive approach to credit and equity investor relations and hold numerous meetings with shareholders and analysts around financial results, at major conferences and industry events, and on an ad hoc basis
- Shareholders were able to ask questions in person at the AGM 2025 and were also able to submit questions to the Board in advance
- Directors and senior management meet with institutional investors throughout the year to discuss (among other things) progress on our strategy, operational financial performance, capital allocation, ESG and Corporate Governance
- The Board receives regular reporting on investor relations matters

Outcome

- 84% of shareholders voted at the AGM in 2025 and passed all resolutions tabled
- In July 2025, we raised £135m net of costs through a placing of new ordinary shares to part-fund our acquisition of the remaining 50% in Bullring and Grand Central. This followed engagement with our largest shareholders. You can read more about this on page 89
- In October, Hammerson's credit profile strengthened with Fitch upgrading our long term issuer rating to BBB+ and senior unsecured rating to A-, while Moody's revised its outlook on our Baa2 rating to Positive

Section 172(1) Statement

Section 172(1) Statement

Throughout the year, the Directors of the Company have acted in a way that they considered, in good faith, to be most likely to promote the success of the Company for the benefit of its members as a whole and, in doing so, had regard, amongst other matters, to those matters set out in Section 172(1)(a) to (f) of the Companies Act 2006.

Stakeholder engagement

The Board seeks to understand the needs and the key areas of interest of each stakeholder group and consider them during deliberations and as part of the decision-making process. It reviews the long term consequences of decisions on relevant stakeholder groups by ensuring that the Group builds and nurtures strong working relationships with our colleagues, investors, occupiers, suppliers, joint venture partners, debt capital providers, customers, and the wider community and government agencies which are important to the success of the Group.

The Board does this by overseeing the work undertaken by management to maintain and seek to enhance these relationships. It receives detailed reports and, when relevant, these include assessments of the impact that a proposal or project might have on stakeholders, with appropriate input from the senior management team.

Directors receive a briefing regarding their duties under s172(1) and board papers for all key decisions include a specific section reviewing the impact of the proposal on relevant stakeholder groups, as well as other s172(1) considerations.

The Board is responsible for establishing and overseeing the Company's values, strategy and purpose, all of which centre around the interests of key stakeholders and other factors set out in s172(1). The Directors remain conscious that their decisions and actions have an impact on stakeholders, and they have had regard to stakeholder considerations and other factors in s172(1) during the year.

Whilst the Board acknowledges that, sometimes, it may have to take decisions that affect one or more stakeholder groups differently, it seeks to treat impacted groups fairly and with regard to its duty to act in a way that it considers would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard to the balance of factors set out in s172(1). Considerations relating to s172(1) factors are an important part of governance processes and decision-making both at Board and management level, and more widely throughout the Company.

Necessarily in a large group, some decisions are taken by management. These decisions are taken within parameters set by the Board and there is a robust framework that ensures ongoing oversight and monitoring.

s172 factor	Relevant disclosures	Page
A. The likely consequences of any decision in the long term	Our Investment Proposition	04
	Our Business Model	14
	Board decisions: Case Studies	89
B. The interests of the Company's colleagues	People and Culture	42
	Stakeholder Engagement	38
	Engagement with colleagues	92
	Board decisions: Case Studies	
C. The need to foster the Company's business relationships with partners, customers and others	Our Business Model	14
	Stakeholder Engagement	38
	Market Overview	10
	Board decisions: Case Studies	89
D. The impact of the Company's operations on the community and the environment	Our Investment Proposition	04
	Our Business Model	14
	Stakeholder Engagement	38
	ESG	
E. The desirability of the Company maintaining a reputation for high standards of business conduct	Our Business Model	14
	ESG	44
	Risks and Uncertainties	69
	Risk management and internal controls	101
	Audit Committee Report	109
F. The need to act fairly as between members of the Company	Stakeholder Engagement	38
	Engagement with shareholders	40
	2026 Annual General Meeting	150

Delivering our growth together

Our people are at the heart of Hammerson's success. Throughout the year we continued to strengthen a culture that allows colleagues to perform and excel while feeling proud of the role they play in shaping our business.

We are guided by our purpose and values, comprising Connected, Ambitious and Respectful. We nurture a workplace where collaboration, curiosity and accountability define how we operate and deliver for our stakeholders. Our people and our platform continue to be a key differentiator for Hammerson in the marketplace, and a key enabler of our growth.

A culture built on shared ambition

Hammerson is a place where people are encouraged to grow, develop and make an impact – a message consistently reinforced across our communications and people processes. Colleagues continue to demonstrate commitment to our purpose of creating vibrant, high performing city destinations. This sense of shared ambition helps to shape a strong, inclusive and values-led culture across the organisation. Building on successful prior years, we further strengthened internal engagement during 2025 in direct response to colleague feedback. This included more touchpoints such as on-site celebrations, more ways to share experiences with colleagues, and additional moments to mark key milestones, of which there were many. This continued to reinforce connection and culture, and will remain a consistent feature during 2026.

Investing in our people and their growth

Significant progress was made in developing leadership capability across the organisation during 2025. We delivered the second year of the Leadership for High Performance programme to all people leaders which focused on embedding core management skills. We also rolled out our first Self Leadership for High Performance programme across the business, equipping everyone with an important foundation in business management and leadership. Feedback was very positive and there were good early signs of the tools and knowledge being used in practice. We also expanded opportunities for colleagues to build new skills, enhance their capabilities and engage more deeply with our technology and data platforms, something that will also continue in 2026.

Our agile, multi-disciplined platform

2025 was a year of strong delivery. Having completed a fundamental transformation of the organisation in prior years, our headcount remained steady in 2025 at 124 (FY24: 125) across our offices in London, Paris and Dublin. Our teams are agile, scalable and we benefit from a blend of skills and experiences which underpin our pure-play platform. The business was able to perform at pace, reflected clearly in our financial and operational results. As well as internal promotions and continued investment in our teams, we were able to deliver targeted capability building. Notable investment in new talent included colleagues responsible for driving growth in digital revenue as well as accelerating Hammerson's data and technology enablement.

A connected, collaborative way of working

Our continued investment in digital tools, automation and data intelligence has enabled colleagues to work more efficiently and collaborate more effectively across countries and functions. This smart, connected way of working is now part of our cultural fabric – supporting better insight, faster delivery and stronger alignment across the Group. With Hammerson's further growth plans and the accelerating impact of AI on work and skills, 2026 presents a further opportunity to build on the strength of our people, processes and ways of working.

Examples of engagement in 2025

- Colleague survey – company-wide exercise which provided valuable insights and led to clear actions for future enhancements
- Monthly all-company meetings – engagement through regular, all-colleague events where we share information and business updates, celebrate successes and drive our performance and culture
- Colleague Forum – regular meetings to give colleagues a voice with the senior leadership team, attended by our business leaders at executive and Board level throughout the year
- Employee awards – colleague awards event to recognise contribution to our business success and alignment to our values

2026 plans to build on our momentum

- Colleague survey – following through on the extensive programme of follow-up workshops focused on colleague-led actions to improve engagement
- New intranet and tools – investment in a new platform to further enhance connectivity between colleagues, and provide a seamless employee experience

+ **Read more** about our wider stakeholders in the Stakeholder Engagement section on page 38

Importance of Equality, Diversity & Inclusion

We continued to build on the strong foundations of recent years in approach to Equality, Diversity & Inclusion ('ED&I'). Feedback channels, colleague networks and open lines of communication contributed to an environment where every voice is valued. As a priority for both the Group Executive Committee and the Board, our ED&I initiatives remain focused on meaningful, sustainable change, ensuring all colleagues can bring their whole selves to work every day.

We are proud of the role played by our Affinity Network which has a particular focus on LGBTQ+, Race and Ethnicity, Women and Wellbeing. During the year we raised awareness, created conversations, highlighted educational resources and shared personal stories around these important topics. Our focus also spans to the communities and cities where we operate, with events around Pride and LGBTQ+, Black History Month, Diwali, Christmas, Vaisakhi, Wellbeing and Equality.

For the third year running, we were pleased to offer summer internships as part of the 10,000 Interns Foundation. This important initiative has a clear mission to back the black professionals of tomorrow, ensuring they thrive across every sector, at every level.



We are proud to have in place a high performance, motivated and inclusive culture where our colleagues can thrive.”

Jessica Oppenheimer
Chief People Officer

Our approach to recruitment ensures we welcome and fully consider all employment applications irrespective of gender, race, ethnicity, religion, age, sexual orientation or disability. Support also exists for colleagues who become disabled to continue in their employment or to be retrained for other suitable roles. Training, career development and promotion opportunities are equally applied for all our employees, regardless of disability.

Gender representation (as at 31 December)

	2025				2024			
	Female		Male		Female		Male	
	Number	%	Number	%	Number	%	Number	%
Across the Group	70	56.5	54	43.5	65	52	60	48
At senior manager level ¹	1	20	4	80	1	16.7	5	83.3
Hammerson plc Board	3	33.3	6	66.6	3	37.5	5	62.5

¹ As defined in the Companies Act 2006 (being, for this purpose, the GEC excluding Executive Directors).

Gender pay reporting (as at 1 April)

	2025	2024
Difference in mean hourly rate of pay	37.2%	36.0%
Difference in median hourly rate of pay	33.1%	30.7%
Difference in mean bonus pay	32.0%	27.0%
Difference in median bonus pay	56.4%	41.7%
Proportion of male colleagues who received bonus pay	84.2%	85.0%
Proportion of female colleagues who received bonus pay	90.4%	81.5%

Gender pay reporting

We remain clear on our commitment to all aspects of equality and fair pay, and reward is a key element of this. For many years we have undertaken an internal pay audit to ensure that our reward practices are fair to all colleagues, particularly those undertaking like-for-like work.



Our investment team winning Deal of the Year at the 2025 Estates Gazette Awards for the Bullring and Grand Central JV buy-out

Underpinning our growth

2025 key metrics

Carbon emissions vs 2024
(like-for-like change)¹

-18%

2024: -9%

Carbon emissions vs 2019
(like-for-like change)¹

-54%

2024: -44%

Social value investment
(100% basis)

£9.6m

2024: £3.5m

Hammerson and ESG

We strive to enhance the Environmental, Social and Governance ('ESG') impact of our landmark city destinations across the UK, France and Ireland have a Group level commitment to be net zero for Scope 1 and 2 emissions by 2030.

We made further progress in our ESG activities during 2025, enhancing the delivery of positive impacts across our destinations, communities and environment.

This section of our Annual Report includes our ESG-related performance and associated metrics across environment, social and governance, TCFD reporting and our ESG basis of reporting.

We also publish on our website a separate annual ESG Report which provides further insight into our work, impact and performance, and detailed ESG related data.

¹ Proportionally consolidated.



Full alignment to our corporate values

Our approach to ESG is firmly aligned to our corporate values, ensuring we have consistent approach to embedding ESG into our wider business strategy.

Connected

We work collaboratively with stakeholders, destination teams, and colleagues across the Group to bring people together and strive towards common goals. This includes the delivery of our Net Zero Asset Plans ('NZAPs') and Nature Asset Plans ('NAPs'); partnerships with local communities, school and charities to deliver social impact; and creating and operating inclusive and accessible destinations.

Ambitious

We set challenging targets and aim for year-on-year progress in environmental and social impact, including our commitment to achieve net zero for Scope 1 and 2 emissions by 2030. Ambition drives innovation in energy efficiency, accessibility and employability initiatives.

Respectful

We respect all voices and opinions, working collaboratively to create inclusive destinations that reflect and champion local environments. This value underpins our focus on accessibility and employability, ensuring everyone feels valued and supported.

These values are embedded in our ESG and Social Value strategies, which align with the United Nations Sustainable Development Goals ('SDGs') and guide initiatives such as accessibility improvements, employability programmes and community engagement.

Our ESG focus

In 2025, we continued to build on the progress from 2024, focusing on strategic ESG priorities across impact, reporting and future-proofing our assets and capabilities (see page 60 for more on our plans for 2026).

Through ongoing NZAP delivery, social value generation and climate and nature risk management, we remain committed to delivering positively impactful performance across our value chain.

Carbon reduction

Reducing our carbon footprint is a key objective for all our destinations. In 2025, we enhanced our decarbonisation efforts through improved engagement, technology and asset management. Year-on-year like-for-like emissions reduced by 18%, and by 54% compared with our 2019 baseline. This trajectory is aligned with our commitment to being net zero by 2030.



Through the implementation of our NZAPs we continue to decarbonise as we move towards 2030. We focus on reducing energy consumption via mechanical and electrical ('M&E') upgrades, new technology, renewable energy implementation or asset optimisation projects.

However, with increasing global physical and transition risks we know we must be forward thinking, so continue to drive innovation and pilot projects within our destinations and corporate offices.

Social value

We continue to increase the scope and range of social value initiatives in response to the local needs at our destinations, whilst exploring new partnerships. In 2025, we adopted the Social Value Portal, a third party platform for measuring and verifying social value. Across the year we delivered £9.6m in social value investment supporting 354 organisations.

We also expanded our charitable partnerships, supporting new organisations including EY Foundation, The Little Links Trust and Baytree Centre.

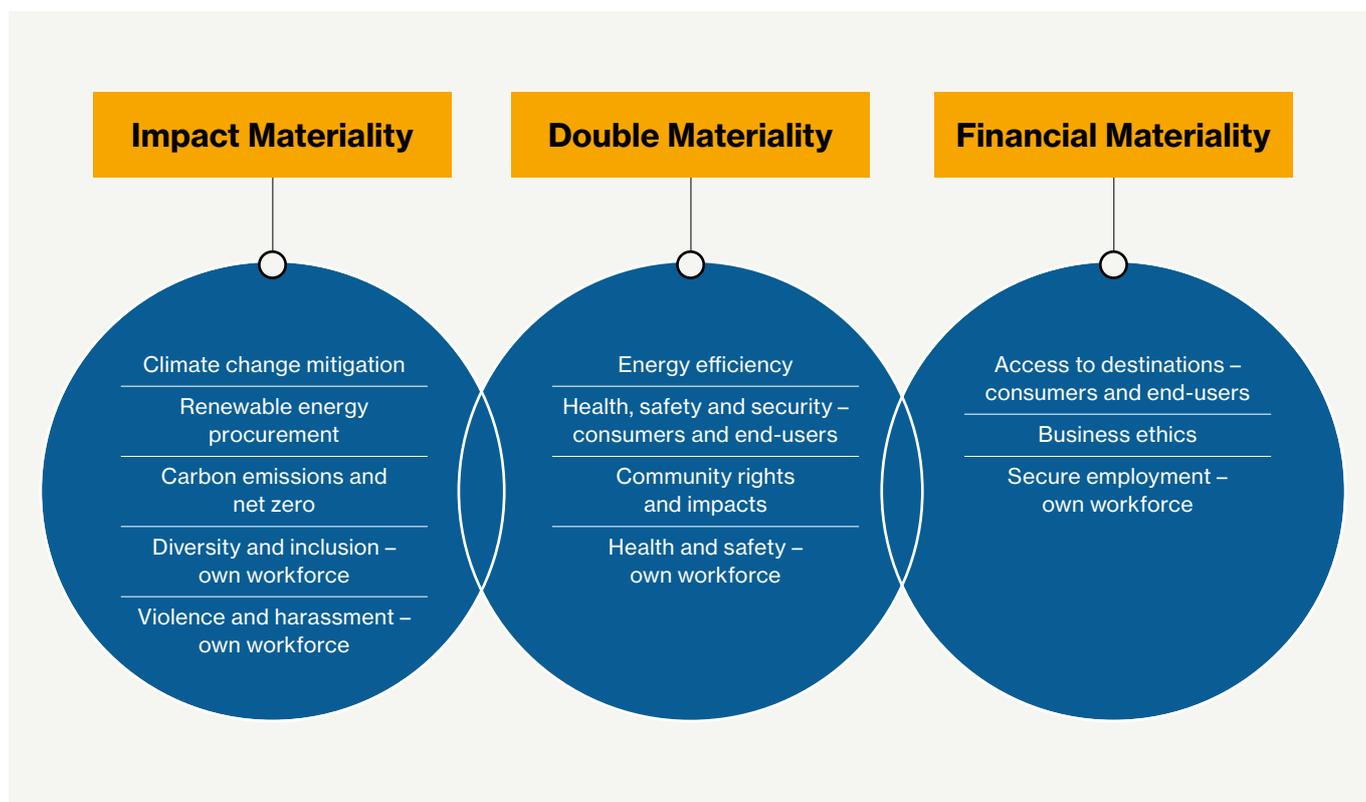
Double Materiality

In February 2025, the Group was deemed out of scope for the Corporate Sustainability Reporting Directive ('CSRD') under the European Commission's Project Omnibus simplification measures.

Given our prior progress on CSRD and high levels of stakeholder engagement in early 2025, we continued with our Double Materiality Assessment ('DMA') and alignment to the ethos of the CSRD. Our DMA identified 12 material impacts, risks and opportunities ('IROs') across climate, energy efficiency, health and safety, community engagement and ethical business practices which underpinned our existing ESG strategy. The output from the DMA reinforced our ESG plans and activities for 2025 and beyond.

Environmental, Social and Governance ('ESG') continued

Our DMA identified the key topics that could affect the Group. A topic can affect financial performance e.g. asset values or operating cost, or our activities could impact the economy, society and the environment e.g. our carbon emissions, or affect both internal and external business considerations and hence have double materiality.



Double materiality IROs (based on our 2025 DMA)

Our highest rated topics according to likelihood of occurrence and magnitude of financial effects.

Material Topic	No.	IRO type	Description
Health, safety and security – consumers and end users	1	Risk	Neglecting health, safety and security can lead to incidents of illness or accidents with any negative publicity harming the Group's reputation and trust among stakeholders.
	2	Positive impact	Implementing adequate health, safety and security measures enhances wellbeing due to fewer accidents.
Energy efficiency	3	Opportunity	Energy efficient buildings are more attractive to occupiers, thereby increasing property values and demand.
	4	Opportunity	Energy efficiency lowers energy bills, reducing operational costs.
Community rights and impacts	5	Positive impact	The Group has a moral commitment to improve local communities through its destinations.
	6	Opportunity	By contributing to neighbourhood improvement, the Group can strengthen its community loyalty and reputation.
	7	Positive impact	A more diverse retail mix and attractive environment encourages local spending and supports local businesses, contributing to community economic health.
Health and safety – own workforce	8	Positive impact	Good health and safety measures lead to fewer incidences of illness and accidents and better colleague health.

Environmental impact

We recognise that Climate and Nature are two key interconnected elements of a global environmental emergency and we need to act to minimise global temperature rises. We therefore continue to manage them individually, collectively and in tandem with decarbonisation as opportunities arise. Climate risk management is pervasive throughout our ESG activities as set out on pages 63 and 67 of our TCFD submissions.

2025 Key metrics

Carbon emissions vs 2024
(like-for-like change)¹

-18%
2024: -9%

Global emissions intensity, tCO₂e/m²
(100% basis)

25.9
2024: 31.6

Carbon emissions vs 2019– Scope 1 and 2 only
(like-for-like change; including CPPA)

-59%
2024: -42%

Water consumption vs 2024
(like-for-like change)¹

-5%
2024: -2%

% of UK portfolio EPCs
(rated A to C)

78%
2024: 73%

Operational waste generated
(like-for-like)¹

-11%
2024: +4%

¹ Proportionally consolidated.

Reducing carbon emissions

In 2025, we further reduced our carbon emissions. On a proportionally consolidated basis, our like-for-like GHG emissions fell by 18% in the year and are 54% below their 2019 baseline level.

Our absolute GHG emissions, as calculated on a 100% basis are shown on page 50 totalled 7,809 tCO₂e (2024: 9,623 tCO₂e) representing an intensity ratio of 25.9 tCO₂e/m² (2024: 31.6 tCO₂e/m²).

Additionally in 2025, we generated 1,863MWh of renewable energy on-site and secured a Corporate Power Purchase Agreement ('CPPA') for a new offshore North Sea wind facility which began generating electricity in October 2025. This meets our 'additionality' threshold for our €700m Sustainability-linked Bond ('SLB') landlord emissions target and provided 74% of our landlord electricity usage for our UK flagships in Q425. Incorporating the CPPA volume, we have reduced our Scope 1 and 2 emissions compared to our 2019 baseline by 59%. This demonstrates our continued progress on our pathway towards our net zero commitment.

We continue to pursue opportunities for further on-site and off-site renewables in all the countries in which we operate, exploring innovative solutions and technologies that enhance our capabilities and where it makes commercial and environmental sense.

NZAPs

In 2025, we completed 20 projects under our NZAP programme. These included air handling units ('AHU') in Ireland, building management system ('EMS') upgrades in the UK and various lighting projects across our destinations – from intelligent controls to low-power replacement fixtures.

Overall, we estimate we have delivered over 500tCO₂e savings in 2025, with future projected annual savings of 1,000+ tCO₂e to be delivered in 2026.

Furthermore, as we evolve our ESG capabilities, we are aligning our NZAPs with our Environmental and Energy Management Systems ('EEMS') and the Carbon Risk Real Estate Monitor ('CRREM'), to ensure our efforts continually align to market standards, stakeholder expectations and support effective asset management.

Occupiers

To continue to address our climate impacts we not only work to reduce our landlord emissions but also focus on Scope 3 occupier emissions. Partnership in this area is key, and through our green leases we share data and leading practices with brand partners to transition to net zero together. At the date of this report, our occupier data coverage is 18% (2024: 27%), with occupier Scope 3 emissions reduction of 59% since 2019. We expect our new data platform to enhance coverage levels in 2026, further information is in our 2025 ESG Report.

Environmental, Social and Governance ('ESG') continued

Improving energy data management

We have implemented a new data platform, Deepki, which went live on 1 January 2026. This platform will also help to improve our ESG data collection and analysis. This includes our EPC ratings, through greater insights into occupier energy consumption. As of 31 December 2025, 78% (FY24: 73%) of our UK units hold A to C rated EPCs.

With evolving Minimum Energy Efficiency Standards ('MEES') requiring minimum EPC ratings for C or above in April 2027 for commercial property, we have an active project to improve those lettable units that are below a C rating by this deadline.

Nature and biodiversity

Although nature-related impacts were not identified as material in our 2025 DMA, we continue to recognise the importance of climate and nature as interconnected environmental and societal considerations.

In 2025, we implemented NAPs at each flagship destination, aligned with Taskforce for Nature-related Financial Disclosures ('TNFD') principles.

Initial projects included:

- Green infrastructure enhancements
- Habitat planting and maintenance
- Biodiversity-focused placemaking initiatives

NAP delivery will continue in 2026 with destination-specific budgets allocated for further nature-positive interventions.

Water

In 2025, we reduced water consumption by 5% on a like-for-like basis versus 2024. This was despite the 2% increase in footfall during the year.

Though not a material issue in our DMA, we will continue to focus on reducing water consumption at our destinations, recognising the finite nature of this essential resource.

As we strive to create better customer experiences and meet stakeholder needs through our placemaking, so our water usage changes. Through our occupier engagement, we are working with our destination teams and occupiers to improve behaviours, reduce consumption through investment and innovation, and recycle water where possible.

We recognise the importance of managing water not only as part of our net zero journey, but as a responsible business.

Waste

In 2025, our total waste generated reduced by 11%. This is a positive outcome based on our efforts to engage our occupiers on circular waste management practices.

Recycling rates in 2025 reduced to 47% (2024: 63%) as a result of changes in recycling waste management, with fewer occupiers managing their own waste.

Although not a material issue in our DMA, we recognise the need to improve our recycling rates, so are reintroducing waste sorting across our destinations to support occupiers and complement projects. Examples include the Biomethanisation plant in Les Terrasses du Port which raises awareness for optimising resource use and minimising waste across the production and consumption life cycle.



Basis of reporting

Consistent with the Presentation of financial information explained on page 30, unless stated otherwise, we report our environmental data on a proportionally consolidated basis reflecting the Group's ownership share for assets and corporate offices under the Group's operational control. To aid comparability, we also calculate certain metrics on a like-for-like asset basis as per European Public Real Estate (EPRA) guidelines.

We focus on location based emissions, but reported market based emissions in our mandatory greenhouse gas reporting which is reported on a 100% asset basis as explained in the table below. Further information on our reporting methodology is provided in the Basis of reporting section within our 2025 ESG Report.

Basis of reporting – Mandatory greenhouse gas data (100% basis)

Compliance	Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 and in accordance with the Streamlined Energy and Carbon Reporting ('SECR').
Standards	Calculated and recorded in accordance with the Greenhouse Gas ('GHG') Protocol and ISO 14064; this guidance codifies using both market and location-based methods for Scope 2 accounting. Market based emissions are backed by Renewable Energy Guarantees of Origin ('REGOs'). We have not reflect our CPPA in these emissions.
Baseline year	2019
Boundary summary	100% of emissions from all assets and corporate offices under Hammerson's direct operational control, where we have authority to introduce and implement operating policies; this includes properties held with third-parties where both Hammerson and partner approval is required. Our reporting excludes emissions from the Group's investment in Value Retail, which was sold in September 2024, as we did not have authority to introduce or implement operating policies. 2024 figures have been amended following more accurate data becoming available in 2025, such as updated consumption data and regional specific emission factors.
Consistency with financial statements	Reporting period matches 31 December financial year end, in accordance with the DEFRA Environmental Reporting Guidelines.
Emissions factor data source	2025 DEFRA GHG Conversion Factors for Company Reporting and reporting sources including, but not limited to, International Energy Agency and Sustainable Energy Authority of Ireland.
Assessment methodology	GHG Protocol and ISO 14064 (2006). A more detailed Basis of Reporting is available in our 2025 ESG Report.
Materiality threshold	Selected activities generating emissions have been excluded. This mainly relates to Scope 3 categories where emissions are deemed immaterial or accurate data is not available.
Intensity ratio	Denominator is common parts area of 301,382m ² (2024: 304,581m ²).

Assurance and voluntary non-financial data

As explained in the Metrics and targets section on page 67, our 2025 global GHG emissions disclosure is subject to third party assurance (limited assurance in accordance with ISAE 3410) by BDO LLP. The full assurance statement is included in our 2025 ESG Report.

Our ESG Reporting complies with both Global Reporting Initiative ('GRI') Core Standards and the European Public Real Estate ('EPRA') Sustainability Best Practice Reporting Gold Standard. Additional metrics reported under these standards are included in our non-financial disclosures in our 2025 ESG Report. This report provides additional information on our approach to ESG, our performance, and examples of our ESG strategy in action during the year.



Environmental, Social and Governance ('ESG') continued

Emissions disaggregated by country (tCO₂e) – 100% basis

Source	2025					2024				
	UK	France	Ireland	Total	Total intensity (tCO ₂ e/m ²)	UK	France	Ireland	Total	Total intensity (tCO ₂ e/m ²)
Total GHG emissions tonnes (market based)	1,696	754	1,429	3,879	12.9	2,365	866	1,824	5,055	16.6
Total GHG emissions tonnes (location based)	5,283	754	1,772	7,809	25.9	6,844	866	1,913	9,623	31.6
Scope 1: Direct emissions from owned/controlled operations										
Stationary operations	505	2	72	579	1.9	914	1	111	1,026	3.4
Mobile combustion	-	-	-	-	-	-	-	-	-	-
Fugitive sources	3	-	-	3	-	25	-	-	25	0.1
Total	508	2	72	582	1.9	939	1	111	1,051	3.5
Scope 2: Indirect emissions from the use of purchased electricity, steam, heating and cooling										
Electricity (market based)	14	341	1,267	1,622	5.4	48	512	1,629	2,189	7.2
Electricity	3,601	341	1,610	5,552	18.4	4,527	512	1,718	6,757	22.3
Steam	-	-	-	-	-	-	-	-	-	0.0
Heating	-	218	-	218	0.7	-	241	-	241	0.8
Cooling	-	31	-	31	0.1	-	30	-	30	0.1
Total (market based)	14	590	1,267	1,871	6.2	48	783	1,629	2,460	8.0
Total	3,601	590	1,610	5,801	19.2	4,527	783	1,718	7,028	23.1
Scope 3: Other indirect emissions										
Fuel and energy-related activities	967	127	23	1,117	3.7	1,079	48	20	1,147	3.8
Business travel	83	3	6	92	0.3	158	-	8	166	0.5
Waste	52	13	22	87	0.3	80	18	27	125	0.4
Water	72	19	39	130	0.4	62	16	29	106	0.3
Total	1,174	162	90	1,426	4.7	1,378	82	84	1,544	5.1
SECR energy consumption (MWh)	23,254	13,721	7,521	44,496		26,797	13,803	8,112	48,712	



Social value

2025 Key metrics

Social value investment¹

(100% basis)

£9.6m

2024: £3.5m

Charities, organisation and groups that benefited

354

2024: 267

Colleague volunteering hours

2,059

2024: 1,981

¹ To measure this more effectively, in 2025 we implemented Social Value Portal. This applies a rigorous theory-of-change framework to quantify the short and long term impacts of interventions, translating social value outcomes into country-specific financial metrics. Built on publicly available, high-quality data, the methodology is designed to be robust, objective, accurate and transparent, aligning with His Majesty's Treasury evaluation standards and incorporating safeguards to ensure credible, responsible measurement. The 2024 number was based on our previous internal methodology and has not been restated.

Ensuring local communities' needs are at the heart of what we do.

In addition to our environmental work, we have continued to drive the social value agenda across the Group. In 2025 we implemented Social Value Portal ('SVP') to more accurately capture our social impact. This now includes the value of employment in our social value figures, accounting for a significant increase since 2024, to £9.6m.

Our destinations serve as cultural hubs in dynamic city locations and host diverse events celebrating local communities. This placemaking generates considerable social value for local people and provides us with further opportunities to engage with and support communities.

Our approach to social value is informed by input from our Board, senior management team and external stakeholders, focusing on and responding to issues material to the Group. Our work focuses on two principal areas for supporting our communities: accessibility and employability.

Accessibility

Ensuring our destinations are as accessible and welcoming as possible for all our customers is a key focus. We work closely with AccessAble, who assess our destinations and provide in-depth accessibility information online for all our UK assets, and we are assessing similar programmes in Ireland and France. We recognise that ensuring our destinations are accessible to all requires ongoing learning and improvement. To address this, we

have established an Accessibility Working Group tasked with driving change across our destinations to make positive improvements to accessibility.

In 2025, we refreshed the access pages on all our destination websites and began work on enhancing our facilities.

Throughout 2025, our Accessibility Working Group has continued to explore ways to improve access for all. This includes but is not limited to ensuring our destinations have level and step-free access routes; supporting our neurodivergent customers; improving wayfinding for our blind and visually impaired customers; and providing Changing Places facilities. The Group takes guidance from disability organisations to advise on our continual improvement and ensure we are providing appropriate facilities to enable our customers to feel confident at our destinations.

In January 2026, we were delighted to be the first UK retail destination to produce braille maps for our toilet facilities at Cabot Circus to support our visually impaired customers across our amenities. In 2026, we will roll out further braille maps across our destinations.

Employability

Our destinations employ thousands of local people and provide cultural and economic opportunities to individuals and businesses. Our employability strategy is designed to enhance local employability and entrepreneurship. We understand that championing entrepreneurship supports local economies, and small businesses add regional character and appeal to destinations.

We regularly host job fairs throughout our portfolio, work with occupiers to support their recruitment initiatives, and sponsor entrepreneurship competitions offering prize funding for local people to develop their business ideas.

We recognise that the strongest businesses are supported by colleagues with diverse backgrounds, perspectives and experiences. At our Marble Arch House, London head office, we work closely with local schools and social mobility charities to support local young people in their early careers. We particularly focus on providing opportunities to people from backgrounds underrepresented in real estate, actively striving to remove barriers to a career in our industry.

Volunteering

Colleagues are encouraged to contribute their time to causes important to them and are allocated a maximum of four volunteering days annually. One of those days is dedicated to our annual company-wide Giving Back Day, where in 2025 98% of colleagues delivered 625 hours of volunteering. Beyond Giving Back Day, our colleagues continue to volunteer their time and skills. Our IT team visits a local care home each month to offer free IT support sessions, tackling digital exclusion. At Marble Arch House we have partnered with Marylebone Boys' School, hosting 39 students for a panel talk and workshop to launch their Leadership Programme.



Birmingham Weekender 2025

Delivered by Birmingham Hippodrome in partnership with Bullring and Grand Central, the event demonstrated the power of cultural placemaking to generate social, civic and economic value. Over the August Bank Holiday, the festival transformed the city centre with 379 performances across 27 projects, attracting more than 120,000 visitors and engaging diverse audiences, including many first-time arts participants. For Bullring and Grand Central, the event increased footfall, activated key public spaces and strengthened Birmingham's cultural identity. Accessibility and sustainability were embedded throughout, with enhanced access services, inclusive design, reduced impact production and encouragement of low carbon travel – showcasing truly inclusive, community led urban culture.

Affinity Network

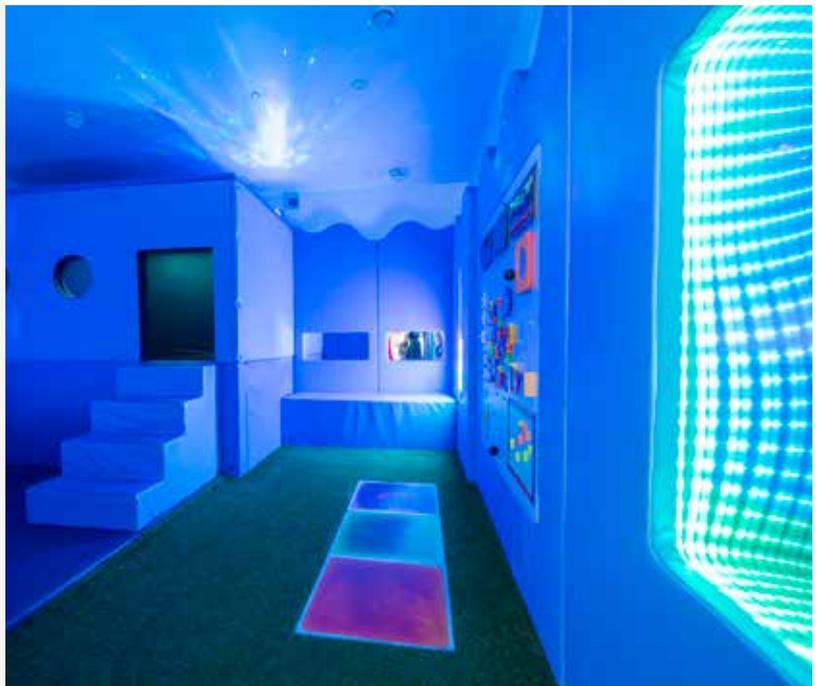
Throughout 2025, our Affinity Network delivered a series of events. These events shone a light on religious festivals, celebrating Easter, Eid, Vaisakhi and Diwali at Marble Arch House, offering colleagues an opportunity to learn about the cultures and background of colleagues represented at Hammerson. The Network also facilitated workshops supporting colleague wellbeing, including a seminar led by personal trainers discussing the importance of exercise for your mental health.

The Provence Business Climate Convention

In partnership with The Provence Business Climate Convention, Les Terrasses du Port is helping shape a Regenerative Roadmap aligned with Hammerson's net zero ambitions. Working with 60 regional partners, the destination is exploring regenerative economic models that restore ecosystems, strengthen communities and share value fairly. Our ambition is to become a responsible, future ready hub by 2030, integrating energy and waste solutions, inclusive spaces and more sustainable leasing approaches.

AsIAM at Pavilions

In 2025, Pavilions became the first retail destination in Ireland to achieve Autism Friendly Accreditation from AsIAM. This milestone reflects our commitment to creating inclusive, accessible environments across our portfolio. The team introduced comprehensive measures – including staff training, sensory-friendly spaces, tailored wayfinding tools, quiet hours and sensory regulation kits – to ensure visitors with autism feel welcome and supported. This work now sets the benchmark for our wider portfolio, and in 2026 we are partnering with the National Autistic Society to pursue Autism Friendly Awards for our UK destinations, while extending our collaboration with AsIAM to progress accreditation at Ilac and Dundrum.



Governance

Technology

2025 has been a year of political, economic and regulatory challenge with many global and regional challenges. Through continual horizon scanning, we have adapted our strategy as required to keep abreast of potential risks and opportunities arising from these, and other interconnected topics.

To enhance our data and ESG insight capabilities, we delivered two key technology solutions within ESG to improve data quality, integrity and oversight. For energy data, we implemented Deepki to enhance our real-time energy consumption management and for social value creation, we partnered with Social Value Portal to deliver their platform and provide greater structure and insight into our social value investment.

Both platforms demonstrate our ongoing commitment to continuously improving our ESG capabilities and will further the integration of ESG into our wider business strategy.

Benchmarks

In 2025, we continued our participation in those key benchmarks identified by our stakeholders, including GRESB, ISS and Sustainalytics.

We continue to advance the sustainability performance of our portfolio through BREEAM In-Use certification. This demonstrates robust operational standards, reflecting strong asset and management performance. These certifications provide independent assurance of environmental improvements, strengthen resilience, and enhance the portfolio's credibility with investors and stakeholders.

In 2025, France was fully certified, while the UK and Ireland assets were assessed and certification is expected in May 2026.

Benchmark results

Our industry performance across 2025



GRESB
Public Disclosure 2025



GRESB

Score

A

100/100
2025

Score

83



BREEAM In-Use certification process completed for all flagship destinations

ISS ESG

Score

B-

PRIME
2025

SUSTAINALYTICS
a Morningstar company

Score

2025
Low risk

Environmental management and compliance

Hammerson is accredited to ISO 14001 across all flagship destinations in the Group. In addition, we have ISO 50001 accreditation in the UK and Ireland, with plans to obtain ISO 50001 in France in 2026. These are internationally recognised standards for Environmental Management Systems ('EMS'), focused upon environmental impact and energy performance, reinforcing our ongoing commitment to ESG. Both standards were successfully recertified in 2025, with no major non-conformities identified.

Legislation

The ESG team are leveraging technology, including AI, to improve the breadth and depth of horizon scanning to monitor the evolving regulatory and sustainability landscape, becoming an early mover on key challenges such as nature and UK EPC regulation.

Through improved technology, practices and collaboration, there are emerging opportunities to create and add value across the business, e.g. integrating ESG into commercial activities and aligning to various regulatory requirements, such as TCFD.

While we are out of scope for legislation such as CSRD and TNFD, we align to the ethos of these regulations to ensure we remain consistent with stakeholder expectations and continue to deliver leading enhancements to our destinations in-keeping with wider global, industry and market standards. This includes our inaugural DMA, which we completed in 2025.

+ More on this can be found in our 2025 ESG Report.



Health, safety and security

2025 key metrics

Enforcement notices

0

2024: 0

RIDDOR reportable injuries

8

2024: 5

Non-conformities for ISO 45001 compliance in the UK and Ireland

0

2024: 1

Our approach

The Group is wholly committed to achieving consistently high standards of health, safety and security ('HSS') management and performance. We aim to provide a safe and healthy environment at our destinations and workplaces for the prevention of work-related injury and ill health, to our stakeholders and anyone else who may be impacted by our actions or activities. The Group Executive Committee receives weekly HSS reports covering any weekly incidents and monitoring of outstanding actions and risks.

Adherence to regulation, including the Building Safety Act remains paramount. We have received Building Assessment Certificates for all UK destinations and remain committed to ensuring the safety and wellbeing for all stakeholders across our destinations.

Training

In 2025, we delivered a 'Lunch and Learn' training session that received positive feedback from colleagues. These sessions, combined with our new monthly HSS updates are designed to communicate key HSS focuses, lessons learned, incident statistics and explain legislation. In 2025, we continued to research and implement new training courses and opportunities for our colleagues.

Property management

Our digital risk management platform remains pivotal to reducing risk across the portfolio. This is demonstrated by our continued low number of RIDDORs, with no enforcement notices being received in 2025.





Task Force on Climate-related Financial Disclosures ('TCFD')

Introduction

Since 2018, our climate management approach has been guided by the TCFD recommendations, reporting publicly in line with them since 2020. In 2025, we reviewed our climate and nature risks and opportunities as part of the legal review for our ISO 14001 and ISO 50001 audit, having conducted a detailed risk assessment in 2024 through a combined climate and nature workshop.

Through utilising our performance data, NZAPs, NAPs and physical climate risk assessments, we reassessed the climate and nature risks and opportunities for the Group to ensure IROs remained relevant and applicable. The output from this work is on pages 63 to 66.

For 2025, we continue to focus on how we meet the 11 TCFD recommendations and our initiatives to address the key risks and opportunities. While the TCFD has formally disbanded, its climate disclosure framework continues through the International Sustainability Standards Board ('ISSB'), whose International Financial Reporting Standards ('IFRS') S2 standard carries forward TCFD-aligned climate reporting requirements globally. Accordingly, we have updated our disclosure requirements for 2025 and engaged third-party consultants to initiate an IFRS S2 gap analysis, enhancing climate-related disclosures beyond TCFD and covering governance,

strategy, and risk management. This approach positions the Group for compliance with evolving global sustainability standards, including the emerging UK Sustainability Reporting Standards ('SRS').

As endorsed by the Board in 2023, and aligned with the latest Intergovernmental Panel on Climate Change ('IPCC') guidance on Representative Concentration Pathways ('RCP'), our ESG strategy focuses on climate scenarios 2 (RCP 2.6) and 3 (RCP 8.5), which forecast global temperature increases to stay below 2°C and 4°C respectively, relative to pre-industrial levels (see pages 61 to 62 for further information).

While we remain committed to the Paris Agreement and consider limiting global warming to 1.5°C to be a key objective, we also recognise the importance of reflecting the latest scientific research. On this basis, we have prioritised our climate and nature activities to address the risks associated with scenarios 2 and 3. These scenarios necessitate a faster and more inclusive transition, as higher risk scores shorten the timeframe available for effective mitigation. As a result, we have strengthened our climate mitigation efforts and, since 2024, integrated nature considerations into our disclosures.

We continue to monitor and evolve our approach in response to stakeholder expectations, market developments and evolving internal risks, opportunities and impacts. We will also continue to review our risks twice a year in line with our Group risk methodology with the output presented to the Audit Committee.

Environmental, Social and Governance ('ESG') continued

Recommendation	Commentary	Further information
Governance		
Describe the Board's oversight of climate-related risks and opportunities.	The Board has overall accountability for ESG which includes climate risks and opportunities and receives regular updates from the ESG team. From an operational perspective, the Group Executive Committee ('GEC') is responsible for monitoring ESG. The GEC member with overall responsibility is the CFO.	+ page 58
Describe management's role in assessing and managing climate-related risks and opportunities.	The delivery of ESG initiatives and the monitoring of risks and targets is undertaken by the GEC. There is also ESG representation on both the Group Management Committee and the Group Investment Committee to ensure that ESG is embedded across the Group's activities. In 2025, emissions reduction is also a target in the Group's annual bonus plan for all colleagues. In line with the Group's risk methodology, climate risks and opportunities, including transition risks, are reviewed by the Audit Committee twice a year. The reviews inform our transition plans at both a Group and asset level.	+ page 67
Strategy		
Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term.	In 2025, the ESG team reviewed our climate and nature risks to ensure the associated ratings remain appropriate and reflective of current conditions. Of the 22 risks and 19 opportunities previously identified in this TCFD report we have focused on the most material topics. These are reviewed for suitability annually. Revised physical climate risk assessments were finalised for all destinations in 2024. This informed the revision of the Group's consolidated risks and opportunities over the short, medium and long term.	+ pages 63 to 66
Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.	A commitment to mitigate risks and manage opportunities informs our strategic objectives and underpins the Group's strategy. Our primary ESG focus continues to be the reduction of emissions from our destinations through energy efficiency and our commitment to being net zero for Scope 1 and 2 emissions by 2030. Each asset has a NZAPs with a pathway to support the net zero target. These plans are supported by our physical climate risk assessments and NAPs, both finalised in 2024.	+ pages 63 to 66
Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	The Group assesses risk against three climate scenarios: Global warming of 1.5°C, 2°C and 4°C above pre-industrial levels. In May 2023, the Board endorsed a change to our strategy to focus our TCFD disclosure and related mitigation activities on the 2°C and 4°C increase scenarios, aligned to the latest IPCC research. These scenarios reflect the earlier onset and higher impact and likelihood of climate-related risks and informed the risk and opportunity review in 2025.	+ pages 61 to 62
Risk management		
Describe the organisation's processes for identifying and assessing climate-related risks.	The Group has an overall risk management process for all operational, financial, reputational and regulatory risks, which allows the Board to identify, assess and manage the Group's key risks including climate-related and ESG risks. This is underpinned by the Group's Climate Change policy which sets out our approach to identifying and managing climate-related risks. All risks, including climate-related risks, are regularly reviewed, as explained in the Risks and Uncertainties section of this report.	+ page 67
Describe the organisation's process for managing climate-related risks.	The Board, supported by the Audit Committee, has oversight of the Group's risks including climate-related risks, as identified within the IPCC RCP 2.6 (<2°C) and RCP 8.5 (<4°C) climate scenarios. Climate risks and opportunities are reviewed by the Audit Committee twice a year.	+ pages 58 and 67
Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	Our climate-related risks and opportunities are fed into the Group's management process, reviewed half yearly, and our response is managed by our governance structure. Climate change is also one of the Group's principal risks, and this addresses both physical and transition risks.	+ pages 58 and 67

Recommendation	Commentary	Further information
Metrics and targets		
Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management.	The Group uses a range of metrics to assess exposure to climate-related risks and opportunities including energy consumption, Scope 1, 2 and 3 carbon emissions, water consumption, and waste generation. We regularly assess and seek feedback on our disclosures and strive to enhance transparency.	+ pages 49 and 68
Disclose Scope 1, Scope 2, and if appropriate, Scope 3 greenhouse gas ('GHG') emissions, and the related risks.	We continue to enhance our emissions disclosure, and this is visible in our GRESB Public Disclosure score of 100% in 2025. For 2025, our Scope 1, 2 and selected Scope 3 emissions are disclosed in this report with further detail provided in our separate 2025 ESG Report.	+ pages 47 and 50
Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	We have a range of metrics and targets covering ESG matters. These align to our broader ESG strategy of being net zero for Scope 1 and 2 emissions by 2030 and include emissions reductions, social value investment and external benchmarks. Again in 2025, the year-on-year emissions reduction target has been included in the outcome of the Group's Annual Incentive Plan for all colleagues.	+ page 68

Our response to TCFD

We have considered our 'comply or explain' obligation under the UK's Financial Conduct Authority's ('FCA') Listing Rules and confirm that we have made disclosures consistent with the TCFD recommended disclosures, including the 'Guidance for All Sectors' and the specific guidance applicable to the 'Materials and Buildings' industry to the extent it is applicable to the Group's operations. We will continue to refine our approach in line with the FCA's requirements.

Our disclosures include the Group's material TCFD climate risks and opportunities. In our assessment of the risks, we did not identify any material financial impacts on the Group's 2025 financial statements. Further detail on this assessment is in the Audit Committee Report on page 112. We will continue to review the risks for new impacts each year as part of our standard ESG governance.

The Board can therefore confirm that it has considered the relevance of climate and transition risks associated with the transition to net zero for Scope 1 and 2 emissions as part of the preparation of the Annual Report 2025.

In accordance with the Listing Rules and Companies Act 2006, the Group has included all the relevant climate-related financial disclosures under the TCFD recommendations and recommended disclosures within this Annual Report.

Environmental, Social and Governance ('ESG') continued

Governance

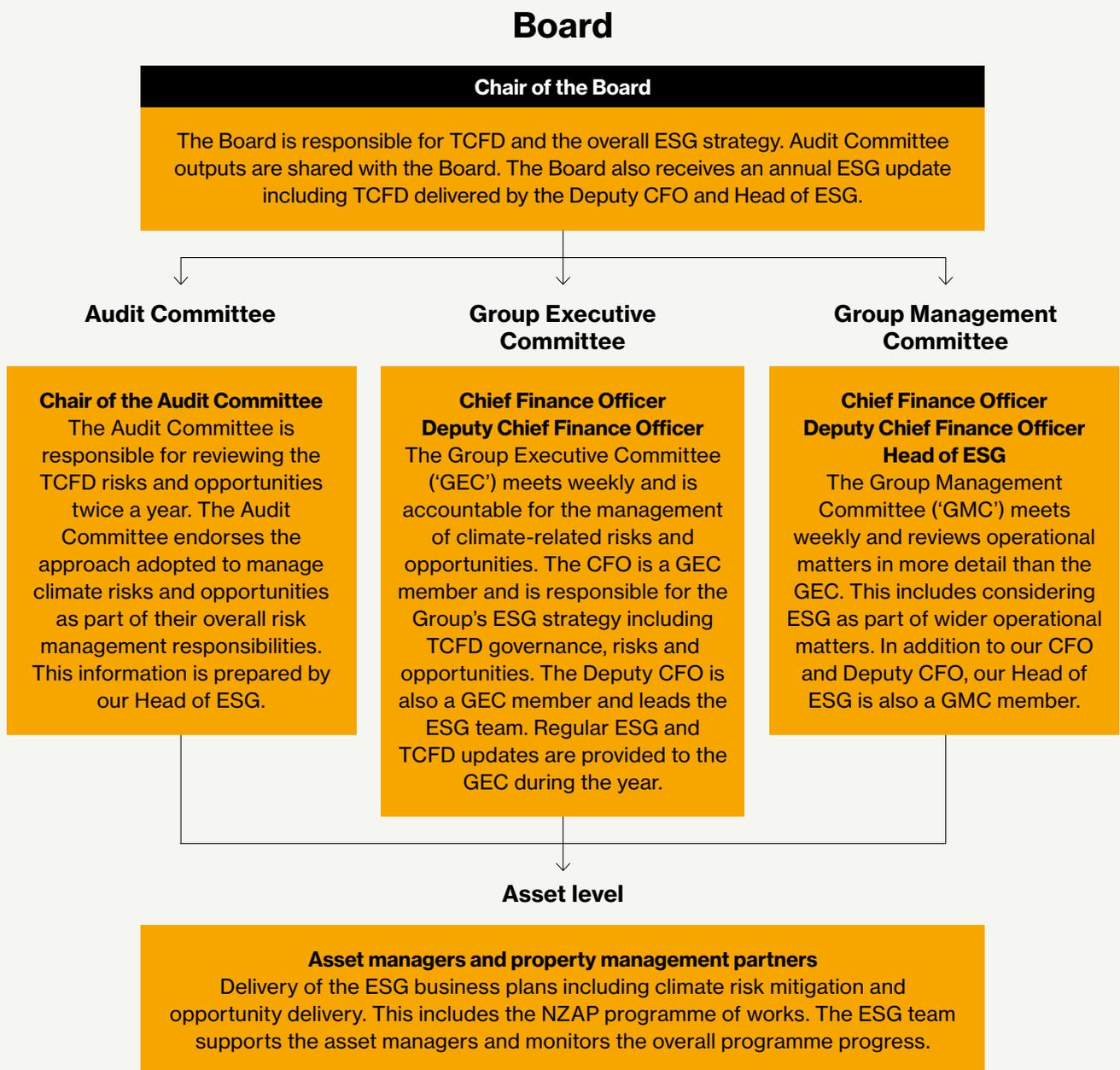
Managing climate-related physical and transition risks requires us to embed ESG across the Group and to support our teams in building the capabilities required to deliver against our ESG strategy.

Our governance process continues to oversee the ESG matters most important for our stakeholders, taking into account both financial and societal/environmental impacts from our DMA, thereby providing a more holistic view of internal and external challenges facing the Group. The Board collectively has overall responsibility for climate and nature risks, opportunities and wider ESG matters,

and ensures that risk management is effectively integrated across the Group, including in its policies, processes, culture and values.

The Audit Committee supports the Board in the oversight of risk and is responsible for reviewing the effectiveness of risk management and our internal control system over the course of the year. A clear governance structure with ownership at a senior level and a set of strong foundations is key to our approach, and the Group's governance structure for ESG, including regulations such as the TCFD, both from a committee and individual responsibility perspective, is shown below.

Board and Committee governance structure for ESG as at 31 December 2025



ESG policies

To support ESG governance the Group has a suite of ESG policies. These policies form part of the Group's ISO 14001 and ISO 50001 compliant Environment and Energy Management Systems and are reviewed and evaluated annually for suitability. Policies are approved by the GEC and the Board prior to publication and, unless stated otherwise, are available on the corporate website. Responsibility for policy implementation also lies with the GEC and our CFO is responsible for overseeing the policies and ensuring they are upheld.

Non-financial and Sustainability Information Statement

In addition to the below, further policies which have wider corporate coverage, such as our Responsible Procurement policy, are included in the Non-financial and Sustainability Information Statement as shown below.

Non-financial information	Pages
Business model	14 to 15
Principal risks	69 to 77
Non-financial key performance indicators	21

Key ESG policies

Policy	Description
Climate policy	Sets out the Group's commitment to monitor, develop and implement climate change management and mitigation strategies at a corporate and asset level as part of TCFD. As part of this we commit to working with our stakeholders to reduce our climatic impacts.
Energy policy	Sets out the Group's commitment to take a proactive approach to energy management and use best practice in the design and operations of our assets to minimise energy demand.
Environmental policy	Showcases the Group's objectives to reduce our carbon footprint, maximise the efficiency of our natural resource use and protect the environment and proactively managing our assets and developments.
Nature and Biodiversity policy	Aims to ensure that any negative impacts our operations have on nature and biodiversity are minimised and opportunities to protect, enhance and restore nature are maximised.
Human Rights policy	Documents the Group's approach to human rights and our alignment to recognised human rights standards, like the UNGPs and ILO standards.
Social Value policy	Explains our approach to social value, including community engagement, placemaking and creating positive impacts for our communities.
Volunteering policy	Outlines our approach to volunteering, as part of our wider social value strategy.
Stakeholder Engagement policy	Showcases how we engage with our six stakeholder groups on ESG issues.

Strategy

ESG is a key part of our strategy, and we remain committed to proactively addressing climate change. In 2025 we maintained our focus on achieving targets, addressing both the Climate and Nature emergencies, whilst delivering an expanded social value programme.

Our strategy is guided by the issues material to the Group and its stakeholders. To ensure the strategy and our reporting remains relevant, we carry out materiality assessments every three years. Though the Group was deemed out of scope for the CSRD, in 2025 we completed a DMA to align to the regulation and determine the most material IROs, both in terms of financial impact on the Group and our impact on society and the environment. This involved in-depth engagement with both internal and external stakeholders, including colleagues, executive and Board-level management, occupiers, investors and joint venture partners.

Our material considerations remain largely consistent with 2024, however, by integrating climate scenario analysis and governance structures into the DMA process,

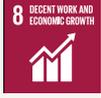
we ensured that identified climate risks were assessed alongside broader societal impacts, including community wellbeing and Health and Safety. This integrated approach enables Hammerson to identify issues that are both financially material and impactful to stakeholders, supporting robust ESG disclosures and strategic decisions aligned with EU sustainability standards and our net zero commitments.

Our material issues

Our material issues are presented in the table below and reflect the issues identified as having a medium impact on the Group's financial position or society and the environment. Tier 1 areas are deemed the most material, but we also continue to work on the areas in Tier 2 and 3 as they are considered emerging issues whose management will help us deliver an inclusive ESG strategy. The issues have been mapped to the SDGs, with four issues having a direct link to TCFD.

These material issues also align with our DMA impacts, risks and opportunities, ensuring we remain aligned across both our ESG strategy and regulatory considerations.

Material issues by area (based on our 2025 DMA review)

	Tier 1	Tier 2	Tier 3	UN SDGs
Environment	Energy efficiency ¹	Carbon emissions and net zero ¹	Climate change mitigation ¹ Renewable energy procurement ¹	 
Social	Health, safety and security at destinations Community engagement Health and safety of colleagues	Diversity and inclusion Violence and harassment	Employment security and fair remuneration Accessibility of destinations	     
Governance	Ethical business practices	Compliance with legislation and reporting requirements (TCFD, IFRS S2)		 

¹ Direct link to TCFD.

Strategy in action in 2025

In 2025, we continued on our net zero carbon pathway and reduced our like-for-like emissions by 18%. These are now 54% lower than our 2019 baseline. This outcome was through our focus on operational energy savings and the impact of the implementation of our NZAPs. Key projects completed included building management systems ('BMS') and heating, ventilation and air conditioning ('HVAC') redesign in the UK, building controls in France, and metering and renewable energy in Ireland. We also generated 1,863MWh of renewable energy on-site. This is 3% lower than in 2024, this was due to reduced capacity while existing PV systems at Dundrum were temporarily turned off to allow for additional capacity installation.

From a risk management perspective, in 2025, we implemented our NAPs, which adopt a risks and opportunities focused output. Although we are not legally required to apply the TNFD legislation, we align with its principles, recognising that nature and climate are interconnected challenges.

From a reporting perspective, we have integrated the outputs of the NAPs into this TCFD section to link climate and nature risks and opportunities. By finalising our DMA we also refined our ESG strategy and material issues. These will be further used to inform our transition plans.

Also in 2025, we completed transition risk assessments for all our core assets using the Carbon Risk Real Estate Monitor ('CRREM') Risk Assessment Tool. With 90% of our portfolio in line with the Paris-aligned 1.5°C decarbonisation pathway, the assessment outcomes help inform our future mitigations efforts, adaptation plans, ESG strategy and the prioritisation of NZAP projects over the coming years. For further details, see the 2025 ESG Report.

Future planned actions

In 2025, we delivered 20 NZAP projects, with a further 20 projects planned for completion in 2026. We have budgeted £18m for NZAP projects in 2026, with the majority funded by our occupier service charge which derives the benefit of the energy savings delivered.

Although we have a global ESG strategy, we empower our destination teams to lead with local execution, prioritising and managing asset-specific projects to deliver improvements as they deem necessary. This approach has driven year-on-year decarbonisation improvements and strengthened engagement and communication, fostering continuous progress on climate action.

Lessons learned in 2025 have informed the ESG actions for 2026, with renewed focus on optimisation, energy management, and leveraging technology and data to enhance risk management and integrate ESG more fully into the business model. We also aim to leverage our new environmental management platform, Deepki, to provide more frequent and insightful energy data, supporting our emissions reduction efforts and identifying ongoing opportunities for improvement throughout the year.

Additionally, we seek to align with leading industry and peer best practice on net zero to deliver as much decarbonisation as possible. As part of this ambition, we will assess alignment with the Science-Based Targets Initiative ('SBTi') in 2026, in line with the SBTi Buildings Criteria released in early 2025, which may lead to a revision of our current net zero pathway to better align with the most up-to-date climate science.

Climate scenarios

We continue to assess our climate risks and opportunities using three IPCC-aligned scenarios (RCP 1.9, RCP 2.6, RCP 8.5). As stated in previous reports, we use RCP 2.6 as the primary scenario for our mitigation and adaptation planning, given the IPCC conclusion that achieving global warming below 1.5°C is unlikely. In our 2025 risk review, we were able to reaffirm the Group’s resilience to climate change and outputs were factored into the Group’s five-year business planning process.

The three IPCC climate scenarios are summarised in the table below.

	Scenario 1	Scenario 2	Scenario 3
	Steady state to sustainability	Late policy action	Fossil-fuelled growth
IPCC RCP	RCP 1.9 (<1.5°C)	RCP 2.6 (<2°C)	RCP 8.5 (<4°C)
Narrative	Under the 1.5°C scenario, the world takes the rapid and drastic policy measures required to meet the ambition of the 2015 Paris Agreement from the early 2020s onwards. Low carbon technologies become omnipresent, but under this scenario significantly reduced economic growth is just as important as reaching net zero emissions by 2050.	Under the 2°C scenario, action to address climate change is delayed by 10 years. To compensate for the delayed start, a deeper adjustment is required. However, the measures taken to decarbonise are not coordinated and create winners and losers. The ambition of the 2015 Paris Agreement is still met, but not before the economy has experienced a significant degree of disruption nor without society experiencing upheaval.	The 4°C scenario explores a possible route in which the world continues to use fossil fuels as the engine of economic growth, resulting in worst-case levels of global warming, with increasingly severe and frequent extreme weather causing extensive business disruption, as well as chronic changes to seasonal weather patterns severely damaging economic growth. Governments quietly drop their climate commitments and instead intervene to build resilience to the worst impacts of climate change. However, it is not possible to protect society from a rapidly deteriorating climate and there is a significant human and economic toll.
Societal Approach	Globally coordinated decarbonisation efforts commence in a meaningful way in the early 2020s and are consistently pursued through to net zero emissions by 2050.	Delayed disorderly transition to low carbon, where individual states, corporations and individuals take drastic, but divergent action to limit emissions, resulting in widening inequalities.	Global collaboration focused on protecting the population from a significantly more hostile climate.
Economy	The world makes a gradual but continual shift away from consumerism and economic activity is constrained in order to protect the environment.	Because the transition to a low carbon economy is delayed, severe interventions are required to stay within the Earth’s remaining carbon budget. Global economic shocks take place, and while some corporates benefit from the disorderly transition, the viability of many is called into question.	While the economy initially experiences consistent growth, there is significant deterioration from 2040 onwards as the economic toll of climate change becomes a persistent and significant drag on economic growth.



Climate scenario timeframes

Our scenarios model physical risks from today through to 2030, 2050 and out to 2100, enabling us to understand both near term and long term exposure. This is complemented by our transition risk assessment, which evaluates impacts across short, medium and long term horizons, considering the likelihood, severity and speed of onset of each risk. Taken together, these timeframes give us a clear and forward looking view of how climate change may affect our assets and operations over time, ensuring we remain resilient, informed and able to plan effectively across multiple future pathways.

Physical risks and opportunities are assessed on a short-term (2030), medium-term (2050) and long-term (2100) basis. Transition risks and opportunities are assessed on a short-term (0–3 years), medium-term (4–10 years) and longer-term (10+ years) basis. These timeframes apply to both climate and nature assessments.

Our climate scenario methodology

We partnered with Marsh to undertake robust TCFD-aligned physical climate risk modelling across our portfolio. Marsh assessed each asset against eight major climate related perils to reflect best case, intermediate and worst case warming scenarios. The methodology combined geocoded hazard mapping, detailed asset level characteristics (such as age, construction type and lowest floor level) and future climate hazard projections to quantify how risks evolve from today through to 2100.

For every asset, physical impacts were translated into financial loss estimates, based on peril severity and reinstatement value, enabling us to understand exposure, prioritise resilience interventions, and inform long term strategic planning. This approach provides a data driven, repeatable framework that strengthens our ability to manage physical climate risks across our portfolio.

Linking climate and strategy

Our work with Marsh provided a detailed understanding of physical climate risks across all assets, using TCFD aligned modelling and RCP based scenarios to quantify exposure to major climate related perils and inform long term decision-making. With our Group ESG strategy being delivered locally, our climate risk reviews provide another layer of insight, ensuring we take a data driven, asset centred approach to delivering our net zero and resilience commitments.

Combined with our NZAPs and NAPs, this ensures that climate resilience, decarbonisation, and nature recovery remain embedded across ESG and support the wider business model, including investment, development and operational decision making.

Risks and opportunity matrices

The following pages summarise how physical and transition risks may evolve across multiple future climate pathways. They highlight our most material impacts and opportunities, guiding investment decisions, resilience planning and delivery of our net zero strategy as we build a more sustainable, future ready portfolio.

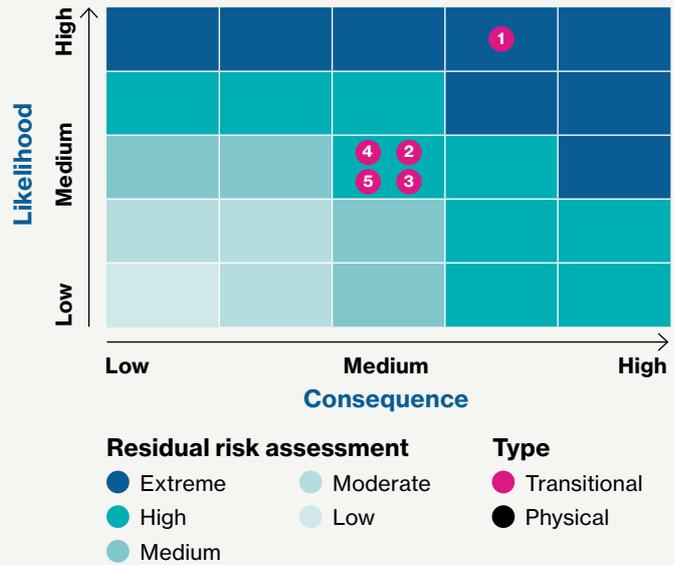


Climate risk matrix

We conducted a detailed assessment of risks through a climate and nature workshop in 2024. These were reviewed again by the ESG team in 2025 as part of our ISO 14001 and ISO 50001 audit to ensure risk ratings remained relevant and applicable.

Each risk is assessed on impact and likelihood for each of our three scenarios within the timeframe in which it is most likely to materialise. This risk rating informs our mitigation and adaptation activities and are combined to understand the Group’s principal Climate risk (see page 74).

The table below presents risks in their scored and prioritised order of consequence and likelihood under Scenario 2 (RCP 2.6), our chosen primary scenario.



Key risks, commentary and future actions

No.	Name	Primary category	Timeframe	2025 commentary and future actions
1	Macro-economic shocks and impeded economic growth as a result of the low carbon transition	Market	Long-term	We will continue to monitor legislative developments and macroeconomic factors to ensure potential impacts are identified early and managed effectively should they materialise.
2	Failure to act credibly on climate risk	Reputation	Medium-term	The Head of ESG reports into Finance, ensuring that climate-related risks and opportunities are integrated into the Group’s financial oversight and decision-making. The ESG strategy focuses on key material climate risks (physical and transition), and a materiality review was conducted with investors to ensure a prioritised programme of work. NZAPs have been completed to support the ongoing transition away from fossil fuels that contribute to climate change.
3	Increased climate-related regulation and risk of non-compliance	Policy and legal	Medium-term	In 2025, we successfully recertified our Environmental and Energy Management System in accordance with ISO 14001 and ISO 50001. We also finalised our DMA aligned with the CSRD, which reaffirmed that our identified climate-related risks and opportunities remain material, and continues to inform our climate-related risk management approach within the ESG team and engagement with relevant internal and external stakeholders.
4	Policies targeting reduced resource use and leading to limited supply in the value chain	Policy and legal	Short-term	In 2025, we updated our design and fit-out standards to reflect material specifications, energy consumption projections, and best practice in resource efficiency. Our development standards also prioritise circular economy principles, with a focus on increasing the circular use of materials.
5	Chronic shifts in climate patterns that require assets to operate in harsher environments	Chronic weather events	Long-term	In 2025, we reviewed risks identified by our physical climate risk assessments and evaluated and quantified their potential impacts on the portfolio. Physical climate risks are reassessed triennially under climate scenarios 2 and 3 to ensure ongoing relevance and accuracy.

Additional climate risk considerations

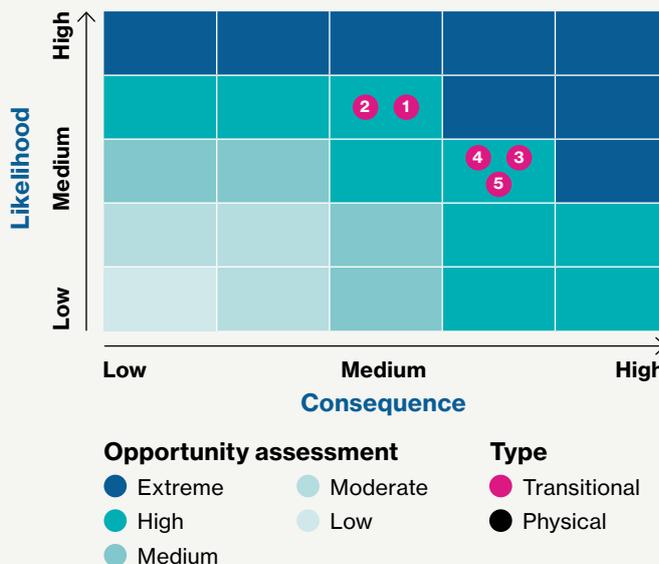
- Reduced investment in the retail sector due to lower investor confidence
- Failure to provide the infrastructure demanded by occupiers and investors to operate in low carbon world
- Failure to provide assets in line with market standards
- Climate induced political activism or social unrest
- Climate induced changes to customer preferences
- Difficulty insuring assets due to increased climate-related impacts
- Severe and frequent extreme weather events

Climate opportunities matrix

We continue to review and manage our climate opportunities in the same manner as climate risks, to ensure we maintain an equitable focus between risks and opportunities. As with the risks, our climate opportunities from the 2024 climate and nature workshop were reviewed by the ESG team as part of our ISO audit to ensure ratings remained relevant in 2025.

Each opportunity is assessed on impact and likelihood for each of our three scenarios within the timeframe in which it is most likely to materialise.

The table below presents opportunities in their scored and prioritised order of consequence and likelihood based on Scenario 2 (RCP 2.6).



Key opportunities, commentary and future actions

No.	Name	Primary category	Timeframe	2025 commentary and future actions
1	Portfolio adaptation to changing occupier preferences	Financial	Long-term	The Group continues to engage with occupiers and customers to understand their emerging needs and review related market preferences.
2	Priming assets with low carbon infrastructure	Financial	Long-term	In 2025, we completed 20 NZAP projects and completed feasibility assessments to support wider project delivery in 2026. Since 2019, our landlord emissions have reduced by 54%. Incorporating our new CPPA, we have reduced our Scope 1 and 2 emissions compared to our 2019 baseline by 59%.
3	Enhanced occupier and investor demand for a portfolio of climate resilient buildings	Financial	Long-term	We will continue to deliver NZAP projects while also exploring broader placemaking, wayfinding and landlord demise enhancements to strengthen climate resilience and enhance the overall occupier experience.
4	Influence and support occupiers with their own sustainability ambitions	Reputational	Medium-term	By providing occupiers with the support and infrastructure to achieve their own sustainability objectives, Hammerson can strengthen its position as a trusted partner, enhancing occupier satisfaction, driving increased demand for its services and supporting long-term profitability.
5	Focus on urban sites which will be favoured in low carbon transition	Financial	Medium-term	Our NZAPs are destination-specific, accounting for local infrastructure and individual city strategies. We will continue to deliver our NZAP projects and innovation workstreams to support local decarbonisation activity.

Additional climate opportunities

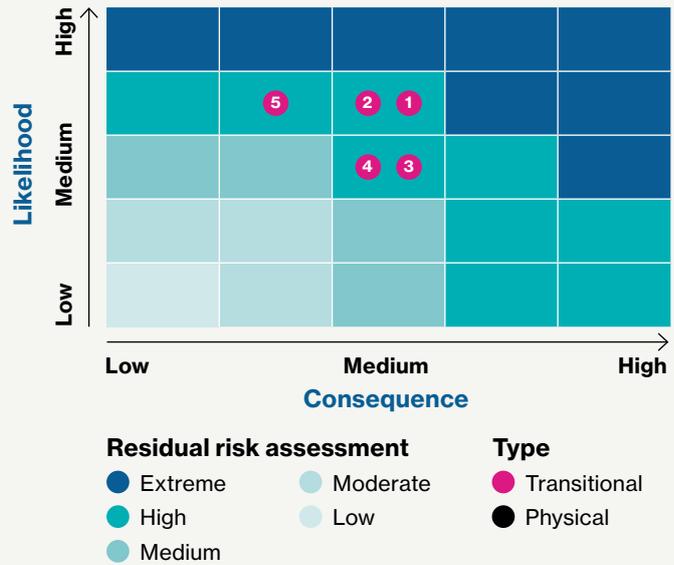
- On-site energy generation
- Leveraging resources in a circular manner for more efficiency
- Divest from land and invest in other assets/options
- Upgrade infrastructure to attract occupiers in world with more extreme weather
- Reputational benefits of being known as a truly green real estate business
- Repurpose car parks as public transport use increases

Nature risk matrix

Though nature is not deemed a material issue under our DMA, nor is the Group in-scope for the requirements of the TNFD, we continue to include nature risks and opportunities due to the interconnected dependencies posed by climate and nature.

In 2025, the ESG team reviewed nature risks alongside climate risks and found no material changes to risks identified during the 2024 workshop.

The table below presents risks in their scored and prioritised order of consequence and likelihood.



Key risks, commentary and future actions

No.	Name	Primary category	Timeframe	2025 commentary and future actions
1	Increased cost as a result of new regulations requirements for net gain actions to be carried out	Policy and legal	Short-term	Hammerson has a Sustainability Implementation Plan which commits to biodiversity net-gain for all developments.
2	Investment requirement in monitoring technologies – required to meet reporting obligations and management of impacts over building lifecycle	Policy and legal	Short-term	In 2025, we finalised our CSRD-aligned DMA process, with identified nature as a non-material issue across our stakeholders. Nonetheless, the Group remains committed to our NAPs and their continued implementation, recognising the interconnectedness of climate and nature. Each destination has been allocated a budget for nature-based enhancements in 2026.
3	Introduction of more stringent nature-related reporting obligations e.g. (TNFD, CSRD, EU Taxonomy etc.). Risk of non-compliance – competition, damage to reputation, access to capital	Policy and legal	Short-term	In 2025, we successfully recertified our Environmental and Energy Management System to ISO 14001 and ISO 50001, with no major non-conformities identified. We will continue to maintain this system and conduct regular legal reviews to ensure ongoing compliance in line with our strategy and mitigating associated risks.
4	Fines/penalties received due to nature-negative outcomes or failure to comply with regulations and laws	Policy and legal	Short-term	In 2026, we will maintain our Environment and Energy Management System which includes a Biodiversity and Nature policy which is approved annually by the Board.
5	Requirement to have more diverse, local plants, which may increase initial purchase and ongoing maintenance costs, particularly if these plants are less resilient to climate change	Policy and legal	Short-term	We will continue to deliver our NAP projects and monitor local biodiversity requirements to ensure alignment.

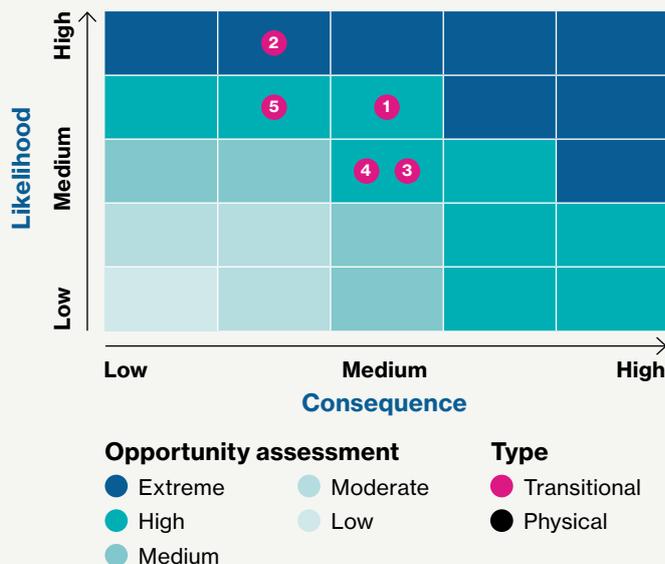
Additional nature risk considerations

- Insurance premiums increase due to increased flood risk (e.g. loss of water storage by wetlands)
- Fresh water scarcity due to resource depletion
- Stakeholder conflicts, e.g. due to competition for ecosystem services, differing preferences of customers
- Reduced value of city assets due to pollution or lack of green space deterring potential occupiers and investors
- Acute physical risks of flooding due to soil sealing and reduced water infiltration capacity

Nature opportunities matrix

Nature opportunities similarly remained the same after the ESG team review in 2025, with no material changes identified.

The table below presents opportunities in their scored and prioritised order of consequence and likelihood.



Key opportunities, commentary and future actions

No.	Name	Primary category	Timeframe	2025 commentary and future actions
1	Green infrastructure to reduce pollution: air, light and sound	Environmental	Short-term	The Group's NAPs projects are incorporated into our 2026 asset business plans.
2	Leader on disclosure against Nature/Biodiversity frameworks	Reputational	Short-term	Though nature was not deemed a material issue in our DMA, we continue to ensure we address key biodiversity challenges given the tangible benefits, as we recognise nature being able to deliver value across our environment, society and economy.
3	Increased recognition of circular economy strategies	Reputational	Short-term	We will review the application of circular economy needs based on the outputs from our CSRD-aligned DMA process.
4	On-site and off-site habitat creation and maintenance	Environmental	Short-term	In 2026, we will deliver the NAPs projects outlined in the business plans for all destinations.
5	Participative budget planning, green financing and local community engagement e.g. through urban gardens, micro forests, tree adoption etc. to strengthen climate change adaptation and mitigation efforts	Reputational	Short-term	In 2025, we delivered a range of community-focused activities as part of our annual Giving Back Day, supporting nature through the creation of nature reserves, revised landscaping and planting management and habitat creation projects. In 2026, we will review and embed further social value activities to support the Group's nature engagement.

Additional nature considerations

- Promotion of endemic plant species and citizen stewardship to increase natural maintenance practices (e.g. less frequent mowing and no pesticides)
- Implementation of healthy green/blue infrastructure leading to the reduction of insurance premiums and energy costs
- Restoration of city waterways to semi-natural conditions to improve biodiversity value, reduce flood risk and improve water quality

Risk management

The Group's approach to risk management is explained in the Risks and Uncertainties section on page 69.

The Group adopts a top-down and bottom-up approach to ensure comprehensive risk identification, including emerging risks, and risk appetite, is clearly defined.

This allows us to respond quickly to changes in our risk profile and ensures risk management is factored into strategic decision making whilst embedding a strong risk management culture amongst colleagues, with clear accountability.

Climate-related risk management process

The Group's climate-related risk management process is embedded within its overarching group-wide risk framework, covering operational, financial, reputational and regulatory risks. In 2025, our climate-related physical and transition risks were reviewed by the ESG team as part of our ISO audit to ensure these remain material and appropriately assessed, and any new risks which had emerged since the previous review were captured. The risks and opportunities were also aligned with outputs of the DMA. This identified 22 risks (physical and transitional) and 19 opportunities, further supported by revised Physical Climate Risk Assessments for all destinations.

The Group's physical climate risk assessments use an archetype-based modelling approach that considers asset location and draws on best-available data and expert judgement to assess exposure to eight climate perils, considering additional aspects such as building-specific characteristics (e.g. type of construction, materials used) and existing government-funded defence infrastructure in place. Identified risks are assessed based on their likelihood and potential impacts under the IPCC RCP 2.6 (<2°C) and RCP 8.5 (<4°C) scenarios, including operational and financial effects, reputational considerations, and health, safety, environmental, or regulatory consequences.

Climate-related transition risks were identified through the Group's climate risk workshop and are monitored by management throughout the year. All climate-related risks and opportunities are reviewed regularly and reported to the Audit Committee on a semi-annual basis and inform the Group's principal climate change risk and five-year business planning process.

Top-down

The Board has overall responsibility for risk oversight, including ESG risks. It ensures that effective risk management is integrated throughout the business and embedded within the Group's policies, processes, culture and values. The Board also sets the Group's risk appetite. Where controllable risks are outside the Group's risk appetite, the Board seeks to manage these down by implementing appropriate mitigations wherever possible.

The Audit Committee supports the Board in the oversight of risk and is responsible for reviewing the effectiveness of the risk management relating to ESG. The Group Executive Committee has overall accountability for risk management across the business including for climate change.

Bottom-up

The effective day-to-day management of risk is embedded within our operational teams. This aligns risk management with operational responsibility. It also allows potential new risks to be identified at an early stage and escalated as appropriate, such that required mitigating actions can be put in place. This is primarily covered by the ESG team.

Metrics and targets

To demonstrate the scope of our ESG activities and enable us to validate how we are managing our strategic material issues, we publicly disclose our metrics and targets. These are summarised in the key metrics and targets table on the following page.

Our environmental targets aim to mitigate the Group's negative environmental impact, reduce our carbon emissions, and ensure the resilience of our destinations throughout the low-carbon transition.

We anticipate our metrics and targets will continue to adapt as we get closer to achieving net zero – requiring more granularity to ensure we continue our progress as emissions decline. This includes continual review and improvement across our performance to inform strategic decision-making, reduce risk and deliver both cost and resource efficiency gains.

To ensure accuracy and transparency, our global greenhouse gas emissions shown on page 50 are subject to third-party assurance (limited assurance in accordance with ISAE 3410) by BDO LLP. Our third-party assurance certificate will be included in our 2025 ESG Report. Greater granularity on our environmental data, metrics and targets can also be found in our 2025 ESG Report.

Following the implementation of Social Value Portal ('SVP') in 2025, the Group's social value investment is validated annually using their TOMs system.

The 2025 ESG Report aligns with external reporting standards including the Global Reporting Initiatives ('GRI') and the EPRA Best Practices Recommendations on Sustainability Reporting.

We also participate in public benchmarks, including but not limited to, the GRESB, ISS and Sustainability benchmarks to maintain transparency on our ESG activities.

Environmental, Social and Governance ('ESG') continued

Key metrics and targets

	2025 target	2025 performance	2026 targets	Longer-term targets
Environment				
Emissions reduction (like-for-like)	7% reduction	18%	>20% reduction	Achieve net zero scope 1 and scope 2 by 2030
Landlord water consumption (like-for-like)	>0% reduction	-5%	>0% reduction	Year-on-year reductions
Waste – recycling rate	65%	47%	>50% waste recycled	Year-on-year improvements
Net Zero Asset Plans	19 planned projects	20 projects delivered	>20 projects delivered	Complete all projects by 2029
Social				
Social value investment	>£3.5m	£9.6m	>£9.6m	Social plans and targets are renewed annually to ensure we continue to meet local needs
Volunteering (hours)	2,000	2,059	>2,000	Achieve 100% volunteering rate across colleagues
Accessibility (new)	–	–	2 pilot projects	Ensure our destinations are safe and accessible for all our customers
Employability (new)	–	1,461 hours of work experience	1,500 hours of work experience	Continue to expand provision of work experience/internships
Governance				
Benchmarking	Improvements vs 2024	GRESB: 83 ISS: B- Prime Sustainalytics: low risk	Improvements v 2025	Further improvements and benchmark adaptations as our ESG journey evolves
BREEAM In-Use	All flagships compliant	All flagships compliant and certification expected May 2026	All flagships certified	Maintain BREEAM In-Use certification
MEES (UK unit EPCs rated A to C)	Improvements v 2024 (73%)	78%	>90% units rated C or above	100% of units rated C or above by April 2027
SBTi target setting (new)	–	–	Become SBTi aligned	Meet SBTi net zero targets and timeline

As presented above, we achieved or exceeded the majority of our 2025 targets. The underperformance against the targets for waste recycling and renewable energy generation are explained on pages 48 and 60 respectively.

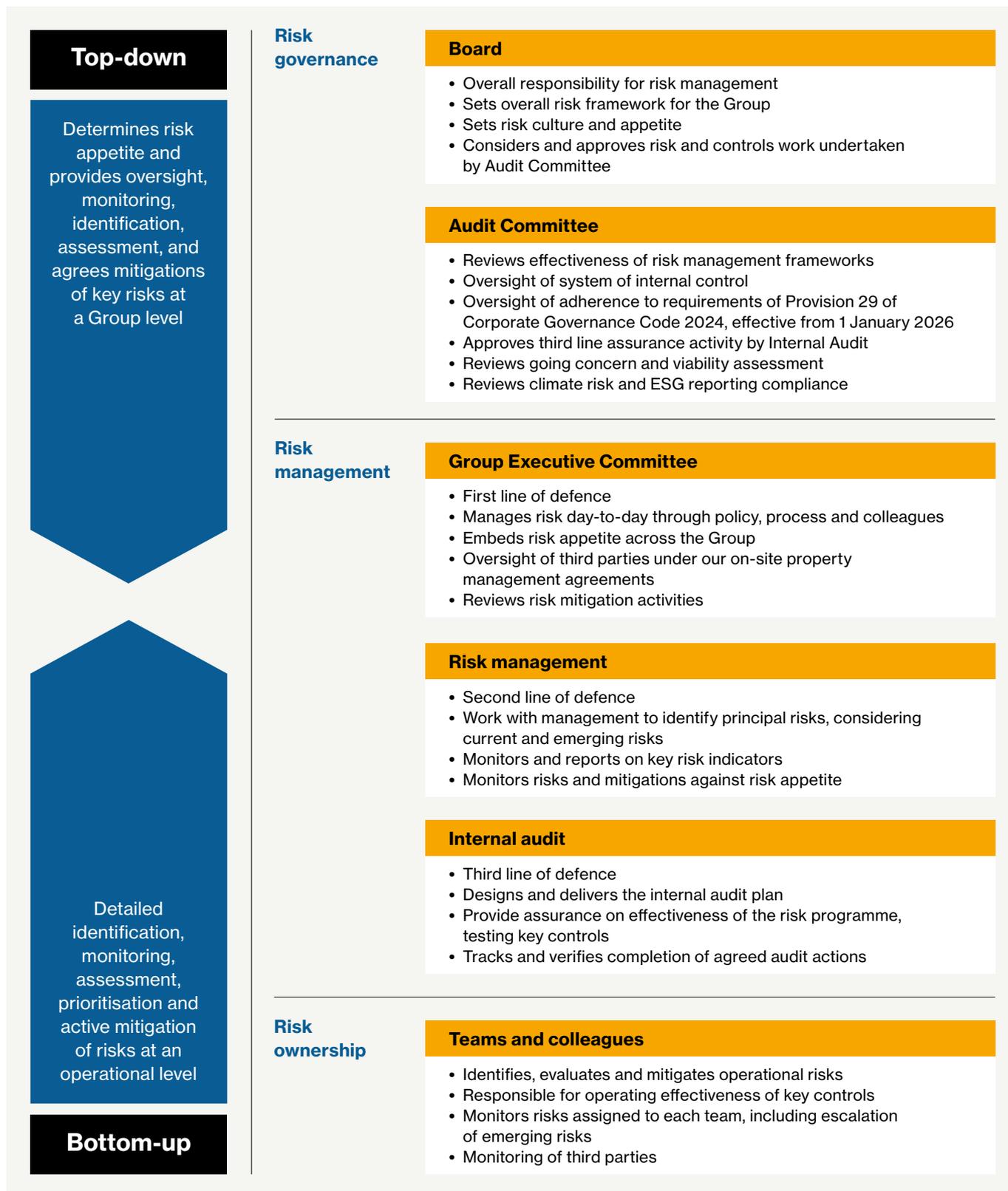
Looking ahead in 2026

As regulation evolves and standardises, we aim to continue to strengthen the transparency and robustness of our climate-related disclosures. We are monitoring the UK Sustainability Reporting Standards ('UK SRS') to ensure that we adapt our methodologies for setting, reviewing and monitoring progress against our future goals as required.

In 2026, we will assess alignment with the SBTi, and anticipate our metrics and targets will evolve further, enhancing the credibility and transparency of our targets, including the role of carbon credits/offsetting, transition planning and the pathways to achieving our long-term decarbonisation outcomes, across our business model.

Risks and Uncertainties

Risk governance structure



Risks and Uncertainties continued

Risk overview

The Board confirms that during 2025 it has carried out a robust assessment of the Group's emerging and principal risks, including mitigations, which are presented in this section of the Annual Report.

The Group delivered another year of strong strategic, operational and financial performance in 2025, demonstrating the effectiveness of our strategy and investment against a backdrop of persistent macroeconomic and geopolitical uncertainty. Our continued focus on the highest quality city destinations, together with disciplined capital allocation and active asset management, has enabled sustained out-performance across footfall, leasing and rental income. The strength of our balance sheet has been further reinforced during the year, supported by credit rating improvements from Moody's and Fitch, underscoring the Group's robust access to capital markets and positioning us well to pursue further organic and acquisitive growth opportunities.

Inflationary pressures remained stubborn with modest economic growth and customers and occupiers continued to face headwinds. Nonetheless, the Group's operational momentum and the depth of demand across our destinations provide confidence in our ability to continue driving rental and earnings growth. Our updated risk assessment reflects a stable outlook across the majority of our principal risks.

Throughout the year, the Board maintained its focus on ensuring the Group was effectively managing its risks. This included a thorough review exercise involving the Audit Committee and senior management, covering the Group's risks and the associated mitigations. Given the changing risk environment, the residual risk level of each principal risk was also reassessed. The review resulted in the addition of one principal risk bringing the total up to 10, recognising the position of the Group in its current business and strategic cycle whilst maintaining best practices. These changes are summarised in the 'Changes to principal risks during the year' section of this report on page 72.

The Group's internal controls are aligned to the COSO (Committee of Sponsoring Organizations of the Treadway Commission 2013) internal control framework which sets the basis for a strong assurance programme aligned to the Group's principal risks, whilst continuing to promote a strong culture of awareness and accountability for risk management across the Group.

Governance

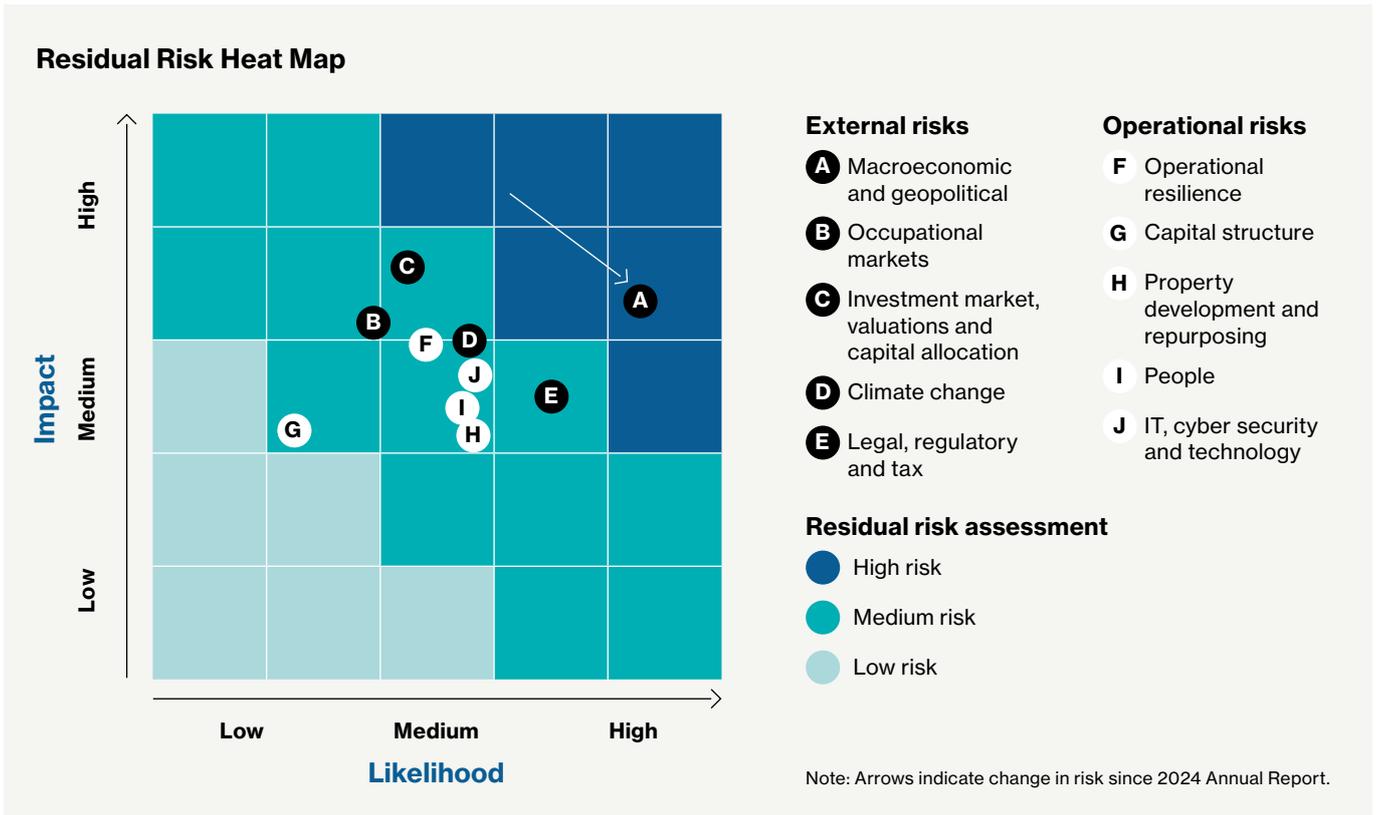
The Group's approach to risk management which is detailed on the diagram on page 69, is designed to enable the business to deliver its strategic objectives while effectively managing differing levels of uncertainty which directly impact the Group's activities. The Group adopts a top-down and bottom-up approach to ensure comprehensive risk identification and risk appetite is clearly defined. This allows the Group to respond quickly to changes in its risk profile and ensures risk management is factored into strategic decision-making whilst embedding a strong risk management culture amongst colleagues with clear roles and accountability.

Top-down

The key roles and responsibilities for the Group's risk management are shown in the Risk governance structure chart. The Board has overall responsibility for risk oversight and determining the Group's approach to managing financial, regulatory, operational, environmental and reputational risk. It ensures that effective risk management is integrated throughout the business and embedded within the Group's policies, processes, culture and values.

The Board also sets the Group's risk appetite to ensure that risks are managed within certain parameters with an appropriate level of resource. Where controllable risks are outside the Group's risk appetite, the Board seeks to implement appropriate mitigations wherever possible. The Board ensures each year that its risk appetite is consistent with its strategy.

The Audit Committee supports the Board in the oversight of risk and is responsible for reviewing the effectiveness of the risk management and internal control system over the course of the year, as well as overseeing the Group's Internal audit activity. The Group Executive Committee has overall accountability for the management of risks across the business.



Bottom-up

The effective day-to-day management of risk is embedded within our operational business teams. This aligns risk management with operational responsibility. It also allows potential new risks to be identified at an early stage such that required mitigating actions can be approved and put in place on a timely basis.

Internal audit acts as an independent assurance function by evaluating the effectiveness of our risk management and internal control processes. Through this approach the Group operates a ‘three lines of defence’ model of risk management, with operational management forming the first line, risk management forming the second line, and finally Internal audit as the third line of defence.

Risk review process

The Group’s key risks are derived from a systematic review of the Group’s strategic pillars, and recurring work with senior management and business teams to identify and quantify key risks. These are reviewed and monitored during the year by the Group Executive Committee, the Audit Committee and approved annually by the Board.

The Group’s principal risks are defined as those likely to significantly affect the Group’s strategic objectives, operations or financial performance if not effectively managed. The risks are classed as either ‘external’ risks, where market factors are the main influence on change, or ‘operational’ risks which, while subject to external influence, are more in the control of management.

The level of residual risk for each principal risk is assessed taking account of the likelihood of occurrence and potential impact on the Group, and also applicable mitigating actions.

The Group’s principal risks assessment at the date of this report is shown above on the Residual Risk Heat Map.

In 2025, the annual exercise to formalise the Board’s risk appetite again found that the Board and senior management remain aligned in their risk appetite for each principal risk.

It is noted that there is one principal risk, ‘Macroeconomic and geopolitical’, where the current residual risk rating is deemed ‘high’ as shown on the Residual Risk Heat Map. This assessment is consistent with persistent macroeconomic and geopolitical uncertainty and is largely beyond management’s control with mitigating actions where possible to reduce the risk assessment, as explained on page 73.

Risks and Uncertainties continued

Assurance activity

As explained in the Audit Committee Report, the Audit Committee approves the annual Internal audit plan. The plan is designed to cover a number of the Group's principal risks, with a focus on those with an elevated residual risk relative to risk appetite or where activities are undergoing significant change. In addition, it includes cyclical reviews of key financial, reporting, operational and compliance controls.

The scope and finalised audit reports are reviewed by the Group Executive Committee and Audit Committee, and agreed actions are monitored to completion.

Changes to principal risks during the year

Following a detailed review of the Group's principal risks in the period, the Board concluded upon 10 risks, with the addition of a new risk of 'IT, cyber security and technology'. This risk previously sat within the 'Operational resilience' risk, but is now recognised as a risk in its own right, reflective of the number of high profile cyber attacks in the UK and globally in 2025, and the rising influence of AI technology. The 10 principal risks reflect where the Group is strategically and the external factors which may affect this, and are shown in the Residual Risk Heat Map with full descriptions of each risk are summarised on pages 73 to 77.

Change during the year in residual risk

Macroeconomic and geopolitical (risk A): This risk has increased in likelihood but decreased in impact as despite the increased level of geopolitical tensions including conflicts, tariffs, civil unrest and the associated macroeconomic impact, the Group has continued to successfully execute its strategy and outperform expectations.

There have been no significant other changes to any of our principal risks since the 2024 Annual Report.

New and emerging risks

New and emerging risks are a particular area of focus and are explicitly considered as part of the Group's risk review process explained above. Further identification work is undertaken through the review of internal activities and external insights, covering both the real estate and wider commercial sectors. During the year several potential emerging risks were highlighted including: geopolitical tensions and potential trade conflicts/sanctions, economic uncertainty, increasing regulatory burden, cyber threats, or threats of AI disruption.

On review, following the recognition of the new IT, cyber security and technology principal risk, it was determined that these risks are appropriately captured by the Group's principal risks or are not significant enough for the Group to be deemed a new principal risk. As part of the annual risk review, the Board therefore concluded that no significant emerging risks have been identified in 2025.

Climate risk

The Board retains overall accountability for overseeing climate-related risks and opportunities, setting the Group's risk appetite and ensuring robust governance, while the Audit Committee reviews the Task Force on Climate-related Financial Disclosures (TCFD) climate risks and opportunities twice yearly to assess the effectiveness of risk management across the business.

We adhere to the TCFD framework to ensure transparent, decision-useful disclosure of climate-related risks and opportunities. Through structured governance, scenario analysis and risk management processes, we assess physical and transition risks, integrating these insights into strategy, resilience planning and long-term value protection across the portfolio.

We review our climate risks and opportunities tri-annually, with the last review conducted in 2024. Further details on our climate actions can be found on page 60 and in our 2025 ESG Report.

Future outlook

The impact of external factors continues to be the main concern for the Group, particularly given the prolonged levels of inflation, persistent higher interest rates in the UK and the impact of geopolitical tensions.

Nonetheless, the successful delivery of the Group's strategic objectives will continue to reduce the level of residual risk and ensure the longer term success and viability of the Group for the benefit of all stakeholders.

A. Macroeconomic and geopolitical

Residual risk: **High** Link to strategy: **1 3**

Risk description

Adverse changes to the geopolitical landscape and macroeconomic environment in which the Group operates have the potential to hinder the ability to deliver the strategy and financial performance.

Risk mitigations

- Geographical spread with specialist focus on only the highest quality city destinations with a catchment reaching over 30% of the UK population, 80% of Ireland and 20% of France
- Near term debt maturities fully covered by existing cash reserves with limited capital commitments and undrawn rolling credit facilities and confidence of refinancing in the ordinary course
- Diversified portfolio (sectors, geography and occupiers) limits impact of downturn or major market change in a single market
- Robust balance sheet supported by Investment Grade credit rating
- Monitoring of macroeconomic research and forecasts
- Economic outlook incorporated into annual Business Plan
- Board annual strategy review
- Regular monitoring and review of financing and capital structure in the context of various market scenarios by the Chief Financial Officer and the Group Executive Committees

Change in year ◀▶

Despite persistent challenges in the macroeconomic environment with higher for longer levels of inflation and interest rates, limited GDP growth, supply chain constraints, continued geopolitical uncertainty across many regions, and an increased likelihood of tariffs and trade wars globally, the Group continues to successfully deliver its strategic goals. In 2025 we achieved a strong leasing performance and increased property valuations, leading us to recognise that although the likelihood of the risk has increased, the impact on the Group has been reduced as we have continually demonstrated strong performance and have greater control over our portfolio with fewer joint ventures.

B. Occupational markets

Residual risk: **Medium** Link to strategy: **1 2 3**

Risk description

Failure to anticipate and address structural market changes and target optimal property sectors. This could impair leasing performance, result in a sub-optimal occupier mix and thus impact the ability to attract visitors, and grow footfall/spend and income at the Group's properties.

Risk mitigations

- Flagship destinations in the heart of fast-growing, major European cities
- High quality, diversified occupier base with weighted average lease term to first break of 4.3 years
- Regular Board and Group Executive Committee assessment of our occupier market outlooks to identify risks and opportunities
- Strong data insights and analytical platform including regular catchment and occupier analysis
- Leasing process and policy aligned to occupier and visitor requirements
- Clear delegation of authority with Group Management Committee ('GMC') scrutinising all significant leasing transactions
- Specialist retail expertise in asset management and leasing
- Leasing processes require rigorous occupier covenant testing and best in class external property management advisors to ensure rent collection strength
- Digital strategy providing detailed customer insight and communication with our customers
- Use of short term, 'temporary' leases to enhance occupier mix, reduce vacancy costs and incubate new brands

Change in year ◀▶

Whilst the wider occupier market environment has been consistent throughout the period and occupiers continue to face headwinds, the Group continues to see a flight-to-quality for best-in-class destinations which has seen the Group deliver another record leasing performance, with a positive outlook for 2026.

Link to strategy

- 1** Investment for growth and value creation
- 2** Integrated pure-play platform
- 3** Sustainable and resilient capital structure

Risk change in 2025

- ▲ Increased
- ▼ Decreased
- ◀▶ No change

C. Investment market, valuations and capital allocation

Residual risk: **Medium** Link to strategy: **1 3**

Risk description

Investor demand in retail property markets is reduced due to macroeconomic and/or property market factors including increased borrowing costs, economic downturn, and customer and occupier confidence. This could adversely impact property valuations and risk hindering the liquidity of the Group's portfolio which in turn would reduce the availability of funds for reinvestment in core assets and/or refinancing of debt. There is also a risk that the Group allocates capital sub-optimally, including in co-owned arrangements that are not fully aligned on our strategy, resulting in liquidity risk, reduced returns, weaker investor sentiment and poorer capital performance.

Risk mitigations

- Portfolio focuses on high quality prime destinations in the heart of major European cities
- Robust balance sheet providing capital to continue to invest to drive further organic growth, create option value from strategic land and inorganic growth opportunities
- Strong leasing performance and pipeline to maintain security of income
- Asset level ESG plans in place with future improvement initiatives planned to ensure alignment with investors' environmental expectations
- Maintenance of sustainable and resilient capital structure prevents forced sales
- External valuations performed half yearly
- Investor relations programme to showcase the Group's asset and maintain strong relationships with active/potential investors
- Regularly monitor liquidity options to ensure disciplined capital recycling and capital is allocated into the strongest destinations and rotated out of sub-optimal investments

Change in year ◀▶

The total property return of the Group's property portfolio was 10.2% in the year, reflecting the positive impact of yield compression in the UK and Ireland and ERV increases across all three countries in which the Group operates. There has been significantly more investment activity in the year and with interest rates forecast to fall further in the UK albeit at a slow rate, this further indicates support for the investment market. Similarly the occupational market strengthened in the best locations with continued polarisation and there is evidence of further ERV growth to come as leasing tension continues to build.

Link to strategy

- 1 Investment for growth and value creation
- 2 Integrated pure-play platform
- 3 Sustainable and resilient capital structure

Risk change in 2025

- ▲ Increased
- ▼ Decreased
- ◀▶ No change

D. Climate change

Residual risk: **Medium** Link to strategy: **1 2 3**

Risk description

Climate related risks, particularly the reduction in carbon emissions and addressing the risk of physical impacts including extreme weather events to our assets as a result of climate related incidents, are not appropriately managed. This could adversely impact the Group's financial performance and position.

Risk mitigations

- Net Zero Asset Plans and Nature Asset Plans embedded operationally for all flagship assets
- Clear action plan and quarterly updates provided to Group Executive Committee and regular updates provided to Audit Committee and Board
- Established ESG governance and reporting structure, from asset to Board level, monitors key ESG metrics, including performance and management of climate and nature related legislative and regulatory risk
- Senior management and Board provided with ESG training
- Experienced ESG team designs and implements our strategy in collaboration with the wider business
- Regular engagement with investors and across the wider property industry on ESG matters
- ISO accredited Energy and Environment Management System implemented across the Group (ISO 14000 everywhere and ISO 50001 in the UK and Ireland)
- Insurance in place to cover property damage
- Triennial review of physical climate risk
- Strong governance structure in place (refer to page 86)

Change in year ◀▶

In 2025, the Group completed its Double Materiality Assessment, which showed a strong alignment with our existing ESG strategy. Corporate Sustainability Reporting Directive ('CSRD') no longer applies to the Group resultant from the 2025 European Commissions Omnibus decision and hence the ESG regulatory burden has decreased in 2025.

We continue to drive sustainable business behaviours and delivered a 18% reduction in like-for-like emissions in 2025. We also secured a Corporate Purchase Power Agreement ('CPPA') which delivered c.75% of new green electricity for our UK destinations in Q4 25.

E. Legal, regulatory and tax

Residual risk: **Medium** Link to strategy: **1 2 3**

Risk description

The failure to comply with laws and regulations applicable to the Group and/or increased tax levies. These laws and regulations, including tax, cover the Group's role as a multi-jurisdiction listed company; an investor and manager of property; an employer; and as a developer. Failure to comply could result in the Group suffering reputational damage, financial penalties/loss and/or other sanctions. Changes or new requirements may place administrative and cost burdens on the Group and divert resources away from strategic objectives.

Risk mitigations

- Specialist internal functional support and external advisors engaged to assist and provide advice on the ongoing management and assessment of legal and regulatory risk
- Appropriate and proportionate policies and procedures designed to capture relevant regulatory and legal requirements
- Internal systems and processes for the monitoring of compliance with legal and regulatory requirements
- Maintaining constructive and positive relationships and dialogue with regulatory bodies and authorities
- Focus on maintenance of the Group's low risk HMRC tax status with regular tax compliance reviews and audits across the Group
- Monitoring and advanced planning for future tax and regulatory changes
- Ongoing engagement with external advisors on the relevant regulatory horizon
- Zero tolerance approach for bribery, corruption and fraud with policies and processes in place to manage and monitor such risks including mandatory training in these areas
- Where appropriate, participation in policy consultations and in industry led dialogue with policymakers through bodies such as REVO, BPF and EPRA

Change in year ◀▶

There has continued to be changes to applicable laws and regulations in jurisdictions in which the Group operates in 2025. These include areas such as building safety, employment, planning, economic and financial crime, tax, ESG and Corporate Governance. The impact of legal and regulatory change affecting the Group's business and operations, whether directly or indirectly through the impact on our occupiers, customers and other stakeholders, continues to be monitored and has not resulted in a material risk increase for the Group. We continue to monitor relevant areas of proposed change announced by governments, including in relation to planning reform, tax and rent reform.

F. Operational resilience

Residual risk: **Medium** Link to strategy: **1 2 3**

Risk description

The Group's ability to protect its reputation, income and capital values could be damaged by a failure to manage several key operational risks including but not limited to; poor performance of a key supplier/third party, Health and safety issue including an incident at a property, an pandemic, civil unrest including acts of terrorism.

Risk mitigations

- KPIs built in to contracts with key third parties which are monitored regularly throughout the period
- Annual performance review of key third parties and assurance obtained in the form of ISAE 3402 reports for property management service providers
- Regular operational updates at Group Management Committee and Group Executive Committee, and a quarterly Operational Report presented to the Board
- Health and Safety ISO 45001 management system with annual external compliance audits. ISO 45001 accreditation obtained with no findings raised
- Appropriate insurance cover, including for terrorism and property damage

Change in year ◀▶

Significant investment and operational strengthening has been made over recent years to streamline operations with risk mitigations successfully built in to the operational model. Notwithstanding the external environmental with regards to increased threats of civil unrest and large scale Health and safety threats, the Group continues to demonstrate a robust operational grip with respect to these risks.

G. Capital structure

Residual risk: **Medium** Link to strategy: **1 2 3**

Risk description

Lack of access to capital on attractive terms could lead to the Group having insufficient liquidity to enable the delivery of the Group's strategic objectives.

Risk mitigations

- Board approves and monitors key financing guidelines and metrics and all major investment approvals supported by a financing plan
- Proactive treasury planning to monitor covenant compliance; where necessary, negotiate waivers and amendments; access debt markets when available prior to debt maturities to facilitate early refinancing; and ensure adequate liquidity is maintained relative to debt maturities
- Proactive engagement with ratings agency to support maintenance of Investment grade rating
- Annual Business Plan includes a financing plan, scenario modelling and covenant stress tests
- Interest rate and currency hedging programmes used to mitigate market volatility
- Ability to access equity and credit markets

Change in year ◀▶

The Group balance sheet remains robust with net debt of £1.4bn, LTV of 39% and annualised net debt:EBITDA of 8.1x following several key transactions in FY25 to buy out JV partners at Brent Cross, The Oracle and in Birmingham. The Group saw strong support from equity and capital markets with £135m raised through an equity placing to part-fund the JV acquisition of Bullring and Grand Central, and in October the Group issued €350m 3.5% bonds maturing in 2032, with both transactions significantly over-subscribed. Moody's and Fitch both improved their credit ratings in October. With strong access to debt and capital markets, the Group are well positioned for further investment for growth and value creation.

H. Property development and repurposing

Residual risk: **Medium** Link to strategy: **1 2 3**

Risk description

Property development and the repurposing of our assets are inherently risky due to the complexity, management intensity and uncertain outcomes, and exposure to the volatile costs of materials and labour and sub-contractor resilience, particularly for major schemes with multiple phases and long delivery timescales. Unsuccessful projects can result in adverse financial and reputational outcomes.

Risk mitigations

- Utilise expertise and track record of developing landmark destinations
- Development plans and exposure included in annual business planning process
- Group's development pipeline provides flexible future delivery options, such as phasing, and requires limited near term expenditure to progress to the next decision stages
- Board approves all major commitments and performs formal development reviews twice yearly
- Capital expenditure is subject to a strict appraisal process which defines the key investment criteria, the risk assessment process, key stakeholders and appropriate delegations of authority
- Regular monitoring of capital expenditure, development progress and associated risks

Change in year ◀▶

Despite cost inflation and ongoing supply chain issues continuing to adversely impact the broader property development market, The Ironworks 122-unit residential project at Dundrum launched in October 2025 and we commenced work for our Cergy 3 redevelopment at Les 3 Fontaines, and the Group remains confident over its ability to continue to create option value on its development portfolio with limited capital expenditure.

Link to strategy

- 1** Investment for growth and value creation
- 2** Integrated pure-play platform
- 3** Sustainable and resilient capital structure

Risk change in 2025

- ▲ Increased
- ▼ Decreased
- ◀▶ No change

I. People

Residual risk: **Medium** Link to strategy: **2**

Risk description

A failure to retain or recruit key management and other colleagues to build skilled, high performing and diverse teams could adversely impact operational and corporate performance, culture and ultimately the delivery of the Group's strategy. As the Group evolves its strategy it must continue to motivate and retain people, ensure it offers the right colleague proposition and attract new skills in a changing market.

Risk mitigations

- Communication to all colleagues of the Group's purpose, vision and values
- Annual business planning process includes people plans covering team structures, training and talent management initiatives
- Succession planning undertaken across the senior management team and direct reports
- Training and development programmes and twice yearly colleague appraisal process
- Active colleague forum to enable formal Board engagement with feedback incorporated in management plans
- Affinity group to promote diversity, equality and inclusion Regular tailored colleague surveys to gain feedback, with action plan in place by function to address colleague feedback
- Use of an enhanced HR system to further improve colleague information sharing, data management, and learning and development

Change in year ◀▶

The colleague survey results were shared with teams and action plans for further improvement agreed based on colleague feedback.

J. IT, cyber security and technology (new)

Residual risk: **Medium** Link to strategy: **1 2 3**

Risk description

Risks arising from cyber threats, IT system failures and the rapid pace of technological change that could adversely affect operational performance. These include potential data breaches, ransomware attacks and system outages that could disrupt operations, compromise sensitive data and result in financial loss, regulatory penalties and reputational damage.

Risk mitigations

- Information Security and Cyber Risk framework aligned to ISO 27001 and the National Institute of Standards and Technology ('NIST') principles, with defined risk appetite and executive oversight
- Managed Security Service Provider ('MSSP') and IT Support Partner operating a 24/7 'follow-the-sun' monitoring model, supported by a dedicated virtual Chief Information Security Officer ('vCISO')
- Cyber incident response plans in place including business continuity, crisis management and IT disaster recovery plans in place, including regular testing and tabletop exercises
- Independent penetration testing and vulnerability scanning programme, with tracked remediation plans
- Cyber awareness and phishing simulation programme to reduce human factor risk
- Quarterly assessment of key IT controls
- Ongoing investment in endpoint protection, identity management and remote access

Change in year (new)

Notwithstanding the external environmental with regards to increased technological advances and cyber threat, the Group continues to demonstrate a robust risk management with regards to IT, cyber security and technology, bolstered in the year with the selection of a Group MSSP providing a 24/7 'follow-the-sun' model, which includes a dedicated vCISO. Improved third-party risk assessments are in place for critical suppliers and destinations, as well as continued investment in security tooling.

Viability Statement

Overview

The Directors have assessed the future viability of the Group. This assessment considered the Group's principal residual risks (see pages 73 to 77) with a particular focus on external risks which are more outside of the Group's control and have the highest potential impact on the Group. These are Macroeconomic and geopolitical; Occupational markets; Investment market, valuations and capital allocation; and Climate change.

The Group continues to deliver on its strategy with three main areas of focus:

- Investing for growth and value creation
- Integrated pure-play platform
- Sustainable and resilient capital structure

These areas of strategic focus are underpinned by the Group's commitment to ESG and effective risk management. Progress across all three pillars is detailed in the Chief Executive's Statement, Operating Review and Financial Review.

Assessment of prospects

In assessing the Group's viability, the Directors considered the Group's operational and financial performance, capital structure, principal risks, strategy and future prospects.

2025 performance

The Group delivered a strong operational and financial performance. Key highlights were:

- 3% growth in like-for-like net rental income
- EPRA earnings of £104m, up 5% year-on-year
- £120m of net property revaluation gains, equivalent to a capital return of 4.0%
- Flagship occupancy of 96% (FY24: 95%)
- Another record year of leasing, with £51m of headline rent secured at positive spreads to ERV and previous passing rent and 18% higher than 2024 on a like-for-like basis
- Growth in footfall (2%) and like-for-like sales (1%)

Additional detail is provided in the Chief Executive's Statement, Operating Review and Financial Review.

Capital structure

At 31 December 2025, the Group had a resilient and sustainable capital structure. Net debt was £1,370m, an increase of £571m driven by £618m deployed on joint venture acquisitions. Liquidity was £970m, comprising £357m of cash and £613m of undrawn revolving credit facilities ('RCFs').

The Group's key unsecured debt covenants maintained significant headroom. The gearing and unencumbered asset ratio covenants had headroom to valuation falls of 33% and 39% respectively, while the Interest cover ratio had headroom to a reduction in NRI of 75%.

The Group demonstrated its ability to access equity and debt markets during 2025, raising £135m of equity, issuing a €350m 3.5% bond and securing a £100m unsecured floating-rate term loan. The new borrowings followed credit rating improvements by both Fitch and Moody's.

Weighted average debt maturity was 4.8 years (FY24: 4.7 years), including £104m maturing in 2026, £609m in 2027 and £167m in 2028. Also, £463m of the RCFs mature in April 2027. Therefore refinancing is required to ensure the future liquidity of the Group. The Directors are confident in the Group's ability to refinance this maturing liquidity in the ordinary course.

Strategy and prospects

The Board annually reviews the Group's strategy and also in December assesses and approves a five year Business Plan ('the Plan'). The Plan sets out the actions, financial forecasts and portfolio initiatives required to deliver the Group's strategic objectives. It also includes forecasts of financing and debt covenant metrics.

Another important factor in considering the Group's viability is the diversity and security of the Group's income. At 31 December 2025, the Group's top 10 occupiers represented 20% of the Group's passing rent (FY24: 19%), with the largest brand partner, Inditex, representing 7% (FY24: 6%). Also, only 30% of passing rent is subject to an occupier break or lease expiry over the next three years and the corresponding WAULB was 4.3 years (FY24: 4.4 years).

Principal risks and Viability period conclusion

As detailed in the Risk and Uncertainties section, currently only one of the Group’s 10 principal risks is deemed to have a ‘high’ residual risk – Macroeconomic and geopolitical. The residual risk levels associated with the other principal risks were unchanged compared to the prior year.

While the Board annually reviews the Group’s strategy and approves the Plan over a five year period, given the continuing levels of macroeconomic and geopolitical risk and the significant refinancing required, the Directors continue to conclude that the appropriate period for assessing the Group’s viability is three years to 31 December 2028 (‘the Viability period’).

Assessment of viability

Approach

To enable the Board to understand the Group’s viability, a reverse stress test (‘stress test’) of the Group’s Plan was undertaken to assess the maximum deterioration in the key variables to the Group’s unsecured debt covenants before reaching covenant thresholds.

The key variables impacting the unsecured debt covenants are valuations for the gearing and unencumbered asset ratio covenants, and net rental income for the interest cover covenant. Net interest cost also impacts the interest cover ratio, although at 31 December 2025, 95% of the Group’s gross debt is at fixed interest rates, limiting volatility. This is not expected to materially change during the Viability period.

Financing assumptions

The Viability assessment assumes refinancing is completed in the ordinary course reflecting the Directors’ confidence in the Group’s ability to access financing markets.

Climate risk

The Viability assessment considered climate related risk. While the long-term risk remains significant, it is not expected to have a material adverse financial impact over the three year Viability period.

Scenario outcome

Based on the above Viability assumptions, the outcome of the stress test is shown in the following table:

Level of reduction in key variable to reach covenant threshold

Key variable	Covenant	31 December 2025 ¹	Viability period ¹
Valuations	Gearing	33%	28%
Net rental income	Interest cover	75%	62%

¹ Minimum level over Viability period.

Having reviewed current external forecasts, recent precedents and possible future adverse impacts to valuations and net rental income, the Directors do not consider it plausible that the reductions in the stress test will occur over the Viability period.

Other mitigating actions

Mitigations which would strengthen the Group’s financial position include disposals, reductions in uncommitted capital expenditure or other discretionary cash flows, and the potential reintroduction of a scrip dividend.

Conclusion

Based on their assessment, the Directors confirm that they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three year period to 31 December 2028.

2025 Strategic Report

Pages 01 to 79 of this Annual Report constitute the Strategic Report which was approved and signed on behalf of the Board on 24 February 2026.

Rob Wilkinson
Director

Himanshu Raja
Director

Corporate Governance

Ensuring effective governance





Board Strategy Day: the day included time at Cabot Circus which involved a tour of the ODEON and M&S units under development. See page 90 for more details

In this section



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An embedded governance framework



Strong corporate governance and effective decision-making remain a key focus for the Board, and are central to delivering the Company's long term, sustainable success. Our governance framework is embedded in the way we operate and provides a robust foundation for setting the Company's strategy and ensuring effective oversight of its performance."

Robert Noel
Chair of the Board



Key Board activities in 2025

Acquisitions

The buyout of JV interests in Brent Cross, Bullring and Grand Central, and The Oracle.

+ [Read more](#) on page 89

Refinancing

€350m 3.5% bond issuance.

+ [Read more](#) on page 90

Equity Placing

Issue and allotment of 48.2m shares for a total net consideration of £135m.

+ [Read more](#) on page 89

Board Strategy Day

On-site strategy day held at Cabot Circus, Bristol.

+ [Read more](#) on page 90

New Chief Executive

Appointment of Rob Wilkinson as the Company's Chief Executive.

+ [Read more](#) on page 103

Stakeholders

Spending time with colleagues, investors and other stakeholders.

+ [Read more](#) on pages 92 to 94

How stakeholder considerations inform our decision-making

Occupiers



Colleagues



Investors



Customers



Communities



Partners



We seek to deliver long term, sustainable value and positive outcomes for all our stakeholders. Consideration of the impact that the Board's decisions may have on our stakeholders is an important part of the decision-making process. Continued meaningful engagement with our stakeholders enables us to understand their interests and priorities and how these change over time.

+ [Read more](#) about our stakeholders, how we engage with them and associated outcomes on pages 38 to 40. The Company's Section 172 Statement can be found on page 41.

The Board

The primary duty of the Board is to promote the long term success of the Company by setting a clear purpose and strategy which creates long term value for our investors and other stakeholders. It aligns the Group's culture with its strategy, purpose and values, and sets the strategic direction and governance of the Group. The Board has ultimate responsibility for the Group's management, strategic direction and performance, and ensures that sufficient resources are available to enable management to meet the strategic objectives set.

Audit Committee	Nomination and Governance Committee	Remuneration Committee	Disclosure Committee
Supports the Board by overseeing the integrity of financial reporting, the effectiveness and independence of internal and external audit, the robustness of internal controls and risk management systems, and key areas such as ESG reporting, cyber security, fraud prevention and compliance. It also monitors the external valuation process and reviews tax and insurance matters.	Oversees Board composition, succession planning, Director appointments and reappointments, and promotes diversity, inclusion and equal opportunity, and effective governance across the Group. It also monitors the Company's Corporate Governance Framework, ensures compliance with best practice and makes recommendations to the Board on governance policies, performance evaluations and conflicts of interest.	Responsible for the oversight and implementation of the Company's Directors' Remuneration Policy. Ensures that Hammerson's remuneration policies are fair, responsible and aligned with performance, long-term strategy and stakeholder expectations. It sets and oversees pay, incentives and benefits for senior leaders while monitoring wider workforce alignment and engaging with shareholders on remuneration matters.	Supports the Board by overseeing the identification, assessment and disclosure of inside information, ensuring the Company meets its regulatory obligations for timely, accurate and transparent market announcements. It monitors developments that may require disclosure, determines when announcements should be made or may be delayed, and oversees related controls.

Group Executive Committee

Provides executive management of the Group within the strategy and budget approved by the Board, overseeing key areas including strategic delivery, transactions, property and financial performance, people, engagement with partners and suppliers, risk and compliance, governance, ESG, investor relations and IT. It drives the development and implementation of long-term strategic and operational objectives, manages risk and internal controls, and oversees the organisational, operational and financial direction of the Group.

Group Management Committee

Supports the Group Executive Committee by overseeing operational performance, setting and approving Group leasing policies, managing the leasing pipeline, approving leases and contracts within delegated authorities, and monitoring key operational projects across areas such as marketing, innovation and process improvement. It ensures effective day-to-day operational management across the business and reports on insights, decisions and performance updates to the Group Executive Committee as required.

Group Investment Committee

Supports the Group Executive Committee by shaping the Group's portfolio and investment strategy and overseeing major capital deployment, including developments, acquisitions, disposals and other significant expenditure in line with delegated authorities. It reviews and approves capital allocation decisions, monitors investment opportunities and provides recommendations and updates to the Group Executive Committee to ensure disciplined, strategically aligned investment management.

Matters reserved for the Board and terms of reference for the Audit, Remuneration, and Nomination and Governance Committees are available to download from the Company's website at www.hammerson.com.

Compliance with the Code

For the year ended 31 December 2025 the Company was subject to the UK Corporate Governance Code 2024 (the 'Code'). The Board considers that, throughout the year, the Company has applied all of the principles and complied with all of the provisions of the Code (with the exception of Provision 29, which came into effect for reporting years commencing on 1 January 2026).

Code section	Page
Board leadership and Company purpose	86 to 94
Division of responsibilities	94 and 95
Composition, succession and evaluation	96 to 100
Audit, risk and internal control	100 and 101
Remuneration	101

Board of Directors

Executive Directors



Rob Wilkinson
Chief Executive Officer

Appointed to the Board
15 December 2025

Experience

Prior to joining Hammerson, Rob served as the Chief Executive Officer of AEW Europe for over 11 years. He joined AEW in 2009, serving as Chief Investment Officer in Europe until 2014 when he was appointed CEO. As CEO of AEW Europe, Rob was responsible for €38bn of real estate assets across Europe and oversaw over €20bn of transactions. He was a Non-executive Director at Grainger plc from 2015 to 2023 and has been a Non-executive Director of Derwent London plc since 2024.

Rob brings 30 years of experience in real estate and financial services markets having also previously worked at Goldman Sachs, Eurohypo and UBS.

A qualified chartered accountant, Rob holds a degree in law from the University of Cambridge.

External Listed Directorships

Non-executive Director of Derwent London plc.



Himanshu Raja
Chief Financial Officer

Appointed to the Board
26 April 2021

Experience

Himanshu Raja has served as a public company CFO for 15 years in FTSE 250, Small Cap and FTSE 100 companies across a diverse range of sector including real estate, estate agency and financial services across branch networks, security and IT services, and has also worked in private markets as a private equity CFO. He brings extensive experience of business transformation and value creation including capital markets, M&A, cost take-out and working capital improvements, as well as financial oversight of treasury, tax, investor relations and procurement.

Between 2011 and 2021, Himanshu was previously Chief Financial Officer of Countrywide plc, G4S plc, Misys plc and Logica plc.

Himanshu is a qualified Chartered Accountant and holds a degree in law.

Non-executive Directors



Robert Noel
Chair of the Board



Appointed to the Board
1 September 2020 and appointed as Chair on 7 September 2020

Experience

Robert Noel brings extensive property industry knowledge and experience to the Board having built a long and successful career spanning over 30 years in the real estate sector, including other listed companies. Most notably, Robert was Chief Executive Officer at Land Securities Group Plc ('Landsec') from 2012 until March 2020.

Prior to joining Landsec in 2010, Robert was Property Director at Great Portland Estates Plc from 2002 to 2009 and from 1992 to 2002 he was a Director of Nelson Bakewell, the property services group. Robert is a past president of the British Property Federation.

External Listed Directorships

Chair of the Board of Taylor Wimpey plc.



Mike Butterworth
Senior Independent Director



Appointed to the Board
1 January 2021

Experience

Mike is a Chartered Accountant and brings 30 years' experience in senior finance roles in FTSE 250, Small Cap and AIM businesses across a broad range of sectors including manufacturing, technology, communications, healthcare and beverages. Mike was previously Chief Financial Officer of Incepta Group plc, prior to its acquisition by Huntsworth plc in 2005, and Chief Financial Officer of Cookson Group plc until its demerger in 2012. Mike was also Group Financial Controller at BBA Group plc. A graduate of Oxford University, Mike started his early career with Arthur Andersen.

Mike also has extensive Board experience and his previous Non-executive roles have included Senior Independent Director and the Chair of the Audit Committee at Johnston Press plc and at Kin and Carta Group plc, and Chair of the Audit Committee at Cambian Group plc and Stock Spirits plc.

External Listed Directorships

Non-executive Director and Chair of the Audit Committee of Chesterfield Special Cylinders Holdings plc and Focusrite plc.

Non-executive Directors



Habib Annous
Independent
Non-executive Director

(A) (N) (R)

Appointed to the Board
5 May 2021

Experience

Habib brings 30 years' experience in investment management across a range of sectors.

Most recently, he was a partner at Capital Group, an active investment management business with assets under management of over \$2tn, from 2002 to 2020, where he was responsible for the European Real Estate sector as well as a number of other industries. He started his career as an equity analyst in 1988 with responsibility for UK Real Estate. He became a Fund Manager in 1989 at Lazard Investors and then moved to Barclays Global Investors and subsequently to Merrill Lynch Investment Managers.

Habib is a former advisor to the Investor Forum.



Adam Metz
Independent
Non-executive Director

(A) (N)

Appointed to the Board
22 July 2019

Experience

Adam Metz has built a successful career in the US over 30 years and brings to the Board wide-ranging experience in retail and commercial real estate, as both an Executive and Non-executive Director. He served as CEO of General Growth Properties and President of Urban Shopping Centres, Inc., two US REITs focused on the retail sector. He also has extensive investment experience gained at Blackstone Group, TPG Capital and most recently the Carlyle Group. At the Carlyle Group, he was a Managing Director and Head of International Real Estate and also served on Carlyle's Management Committee until 2018. His comprehensive experience in real estate investment and strategy in the US, Europe and Asia, through listed companies and private equity, enables him to make a valuable contribution to our Board.

External Listed Directorships

CEO, President and Chair of Seritage Growth Properties and independent Director of Morgan Stanley Direct Lending Fund.



Carol Welch
Independent
Non-executive Director

(N) (R)

Appointed to the Board
1 March 2019

Experience

Carol Welch has extensive experience in leading business transformation and executing customer led strategy in the retail, leisure and hospitality sectors at board level. Carol is currently Group CEO of A.F. Blakemore & Son Ltd, leading a £1.1bn revenue business that services SPAR retail convenience stores and a wholesale business serving major retail and hospitality brands. Carol has a deep understanding of the omnichannel customer and supply chain and the delivery of efficient operations and people leadership. Carol also brings insightful European customer, commercial and tenant experience from her time at ODEON Cinemas Group, where she led the transformation of their business model, cinema proposition and digital platforms.

Carol is our Designated Non-executive Director for Colleague Engagement.

Key to Committee membership

- (A) Audit Committee
- (N) Nomination and Governance Committee
- (R) Remuneration Committee
- Solid circle denotes Committee Chair

+ Full biographical details for each Director and full details of external appointments can be found on our website at www.hammerson.com

+ You can view details of our Group Executive Committee members on our website at www.hammerson.com

Governance in action

Board governance and activities

The role of the Board

The Company’s governance framework is summarised on page 83. It supports the setting and implementation of the Company’s strategy and oversight of performance and delivery against that strategy. The framework is centred around ensuring effective decision-making, the creation of long term shareholder value and the consideration of stakeholder interests.

Details of the Board of Directors as at the date of this report are set out on pages 84 and 85, and can also be found on the Company’s website at www.hammerson.com. Details of the particular roles and responsibilities of individual Directors are set out in the ‘Division of responsibilities’ section on page 94.

The Board undertakes various duties, and certain matters are reserved for the Board in accordance with the schedule of matters reserved for the Board, including approving major acquisitions, disposals, capital expenditure and financings. The Board also oversees the Company’s system of internal controls and risk management, including climate related risks and opportunities, and approves and monitors performance against the annual business plan. The schedule is available at www.hammerson.com.

Purpose and strategy

The Board discharged its responsibilities in relation to strategy and purpose through a number of activities in 2025. These included the annual Board Strategy Day in October 2025, which covered a range of strategic issues. Further information can be found on pages 90.

Board responsibility	Activity
Group Strategy 1 2 3	<ul style="list-style-type: none"> • Annual Board Strategy Day – read more on page 90 • Reviewed the strategic aims and performance of the Group • Considered investment and divestment opportunities • Assessment of options for funding JV buy-outs during the year and engagement with major shareholders
Financial and performance, including external reporting 3	<ul style="list-style-type: none"> • Considered the approach to capital allocation and returns • Monitored the Group’s financial performance against the 2025 business plan • Discussed the appropriate dividend payout ratio in line with the previously approved dividend policy
Operational performance 2	<ul style="list-style-type: none"> • Review and discussion of regular reports from management in relation to operational performance across the Group’s business • Consideration of developments and trends in relation to leasing, footfall, occupancy and other operational information • Monitoring the Company’s IT strategy and framework with respect to cyber risk
Risk management and internal control 3	<ul style="list-style-type: none"> • Reviewed the Company’s principal and emerging risks, including risk appetite and risk mitigation • Assessed the effectiveness of the Company’s risk and control processes and received updates from the Audit Committee • Oversight of preparations and framework relating to new Code Provision 29
People, culture and values, including Board succession planning 1 2	<ul style="list-style-type: none"> • Board succession planning, including the retirement of Rita-Rose Gagné and the recruitment process for the appointment of Rob Wilkinson as new Chief Executive • Received updates on the 2025 colleague engagement survey • Reviewed regular reports and updates from the Designated Non-executive Director for Colleague Engagement • Received updates on the work of the Forum and the Affinity Network
Governance, compliance and ESG 1 2 3	<ul style="list-style-type: none"> • Reviewed AGM documents and voting results • Received feedback from management and the Chair of the Board on the outcome of engagement with shareholders • Discussed the 2025 external Board and Committee performance review • Received updates on ESG, Health and Safety, and IT & cyber security, including the review of associated policies

The Board also considered strategic matters as part of regular meetings. At each meeting, management provide updates on performance against strategic goals and initiatives, together with relevant updates on external developments and stakeholder perspectives. During the year, the Board was once again focused on providing leadership and support to the executive team as well as an objective, independent and constructive view on the Company's strategy and business model to ensure that they appropriately reflect the core capabilities of the business and developments in the external environment. This has included consideration of changes in the external political and macroeconomic environment impacting the markets in which the Company operates. Further detail on how the Company generates and preserves value over the long term can be found in the Chief Executive's Statement on pages 08, 09, 14 and 15.

Meetings of the Board

Formal meetings of the Board throughout the year present an opportunity for the Directors to be updated on, and oversee, the performance of the business, progress against strategic objectives, external and internal developments and stakeholder perspectives, among other things.

As part of these meetings, its annual strategy day and other sessions with management during the year, the Board considers opportunities and risks relating to the future development of the business, including matters relating to the wider ESG agenda.

Each scheduled meeting of the Board includes time for discussion between the Chair, the Non-executive Directors and the Chief Executive, and separately for discussion between the Chair and the Non-executive Directors without the Executive Directors present. Scheduled meetings of committees include time for discussion between the members without the presence of management.

During the year, the Board and its Committees considered various matters, with a focus on oversight and decision-making for the long term benefit of the Company and its stakeholders. Key activities and outcomes are set out in the table below.

Key outcome/decision	Stakeholders considered
<ul style="list-style-type: none"> Approval of the acquisition of the remaining interests in Brent Cross, Bullring and Grand Central, and The Oracle Completion of successful equity placing of 48.2m shares to part-fund the acquisition of the remaining interests in Bullring and Grand Central in August 2025 Decision to suspend the Company's previously announced share buyback programme alongside Bullring and Grand Central acquisition Approval of the 2026 business plan 	
<ul style="list-style-type: none"> Approval of 2024 full year and 2025 half year results and accompanying documentation Approval of 2024 final and 2025 interim dividends Approval of the refinancing of part of the Group's revolving credit facilities Approval of €350m bond issuance 	
<ul style="list-style-type: none"> Ongoing assessment and monitoring by the Board of operational performance and strategic delivery Consideration of current and emerging themes that informed Board decisions on acquisitions and investment activity Oversight of the performance of key partners and suppliers 	
<ul style="list-style-type: none"> Approval of the Group's risk appetite, including the accompanying risk appetite statement Assessment and approval of the Group's principal and emerging risks Approval and implementation of processes and approach to support the declaration of effectiveness of the Group's material controls for the first time in next year's Annual Report 	
<ul style="list-style-type: none"> Approval of actions related to the retirement of Rita-Rose Gagné, including public disclosures and remuneration matters Approval of the appointment of Rob Wilkinson as Chief Executive, following a recommendation from the Nomination and Governance Committee and the Remuneration Committee Previous engagement with shareholders was considered in the Chief Executive recruitment process and resulting remuneration arrangements Discussion and assessment of succession planning and talent pipeline across the Company Information provided on follow-up actions and insight in relation to colleague engagement and other colleague activities informed decision-making and oversight during the year Approval of the Company's Modern Slavery Statement and publication of the same on its website 	
<ul style="list-style-type: none"> Approval of the notice of meeting for the 2025 AGM, including the resolutions to be proposed to shareholders Approval of updated policies in respect of ESG, Health and Safety and IT & cyber security matters Using insights from shareholder meetings to inform the approach to strategic activity, including acquisitions and investment Review and approval of key governance documentation including Committee terms of reference and internal policies Approval of the allocation of shares issued as part of the equity placing in August 2025 Effective and ongoing oversight of key governance, compliance and legal matters 	



Board and committee meetings attendance – 2025

	Scheduled Board meetings	Audit Committee meetings	Nomination and Governance Committee meetings	Remuneration Committee meetings
Robert Noel	7/7	n/a	3/3	n/a
Rita-Rose Gagné ¹	7/7	n/a	n/a	n/a
Himanshu Raja	7/7	n/a	n/a	n/a
Habib Annous	7/7	5/5	3/3	4/4
Méka Brunel ²	6/7 ³	n/a	3/3	4/4
Mike Butterworth	7/7	5/5	3/3	n/a
Adam Metz	7/7	5/5	3/3	n/a
Carol Welch	7/7	n/a	3/3	4/4

1 Rita-Rose Gagné stepped down from the Board with effect from 1 January 2026.

2 Méka Brunel stepped down from the Board with effect from 1 January 2026.

3 Méka Brunel was unable to attend one Board meeting due to medical reasons. Méka was able to provide her input on the agenda items and meeting papers ahead of the meeting and was briefed following the meeting on the discussions that took place and the decisions made.

4 Rob Wilkinson joined the Board on 15 December 2025. There were no scheduled meetings from that date to 31 December 2025.

The table above sets out details of the attendance at meetings of the Board and its committees during 2025. In addition to these scheduled meetings, a number of ad hoc meetings were held to consider specific items of business. These included additional meetings of the Board and committees in relation to the Chief Executive succession, and meetings of the Board in relation to transactions and the equity placing. All members of the Board also attended the annual Board Strategy Day in October 2025.

The annual schedule of Board meetings is set well in advance so that, so far as possible, all Directors are available to attend meetings. If, in exceptional circumstances, a Director is unable to attend a meeting, they receive the papers as usual and have the opportunity to provide any questions or comments ahead of the meeting and to discuss the outcome of the meeting with the Chair or executive management. The same applies to meetings of the Board's committees.

During the year, Directors attend meetings of committees of which they are not a member by invitation. This includes: (i) the Chair's attendance at all meetings of the Audit and Remuneration Committees; (ii) the Chief Executive and Chief Financial Officer's attendance at all meetings of the Audit Committee; and (iii) the Chief Executive's attendance at all meetings of the Remuneration, and Nomination and Governance committees. This attendance is not reflected in the table above.

The Board's discussion of long term strategy and value creation continued to be informed by a range of different engagement mechanisms in the year, including:

- the annual Board Strategy Day (refer to page 90)
- workforce engagement opportunities as detailed on pages 92 and 93
- meetings with investors and significant shareholders, including at the Corporate Governance roadshow
- separate informal Board sessions to explore important topics with management in the form of deep dives

Board decisions and discussions: Case studies

Board decision: equity placing

Links to Our Strategy Stakeholder considerations

1 3



In August 2025, the Company undertook an equity placing in which it issued 48.2m ordinary shares at a price of 287p per share (the 'Placing'). The Placing was undertaken to part-fund the acquisition of the remaining 50% JV interest in Bullring and Grand Central, Birmingham. A total of £135m was raised by the Placing, net of costs.

The shares issued under the Placing represented approximately 9.9% of the issued share capital of the Company. In line with commitments given to shareholders in the 2025 AGM Notice (which set out the share issuance authorities approved by shareholders), the Placing applied the principles of pre-emption when allocating shares and was accompanied by a post-transaction report in accordance with the most recently published Pre-Emption Group Statement of Principles (2022).

Prior to launch of the Placing, the Company consulted with a number of its shareholders to gauge their feedback as to the terms of, and potential participation in, the Placing. The Board used this feedback to inform its wider conclusion that the Placing was in the best interests of shareholders and wider stakeholders and would promote the long term success of the Company.

The Board carefully considered the different options available for the acquisition, which was ultimately funded by a combination of the Placing, the suspension of the Company's share buyback programme and the deployment of existing cash resources. In evaluating capital raising options, the Board considered market conditions, the impact of the Placing on the Company's key financial metrics (including LTV and net debt:EBITDA), potential share price implications and the wider impact of the transaction on key stakeholder groups. The Board dedicated significant time to these discussions and concluded that the Placing supported the best interests of stakeholders as a whole and the creation of sustainable long term value (including through growth in rental income, scale and valuations) by facilitating the associated acquisition.

The transaction enabled the Company to advance its key strategic aims of delivering enhanced value and risk adjusted returns for investors whilst maintaining discipline in its approach to capital allocation and execution.

Acquisitions of remaining joint venture interests in Brent Cross, Bullring, Grand Central, and The Oracle

Links to Our Strategy Stakeholder considerations

1 2 3



Throughout the year, the Company completed a number of acquisitions of its remaining interests in joint ventures, with the Board approving transactions for a headline price of £622m in 2025.

For each acquisition, the Board sought to capture the accretive opportunities available while safeguarding the balance sheet and ensuring continued discipline in capital allocation. As described above, different funding options were explored in depth to identify solutions that supported both financial resilience and strategic execution.

Stakeholder considerations were central to the Board's deliberations, including an assessment of the views and perspectives of investors, colleagues and other relevant stakeholders. Overall, the Board concluded that each acquisition was in the best interests of stakeholders as a whole and would support the long term success of the Company.

Board decision: €350m bond issuance

Links to Our Strategy

3

Stakeholder considerations



In October 2025, the Company successfully issued €350m 3.5% bonds due in 2032 through its Euro Medium Term Note programme.

The Board placed considerable emphasis on exploring relevant stakeholder and strategic considerations in assessing and approving the issuance. Relevant perspectives in this area were provided to the Board via different engagement channels, including the Company's regular engagement with equity and bond investors, and the Company's banking partners.

In particular, proactive dialogue with existing and prospective bond investors ensured a strong understanding of the Group's business model and performance, which drove significant investor interest in the issuance.

The new issuance was over five times subscribed, enabling the Group to achieve attractive pricing.

The transaction significantly reduces refinancing risk ahead of the €700m bond maturity in June 2027 and underlines the Board's ongoing focus on maintaining a resilient and sustainable capital structure.

The Board's deliberations on this matter formed part of its wider and ongoing monitoring of treasury matters, as part of broader strategic oversight and decision-making.

Board Strategy Day

Links to Our Strategy

1 2

Stakeholder considerations



In October 2025, the Board held its annual strategy event, including time spent at Cabot Circus, Bristol.

The Board held wide-ranging discussions on strategic priorities focused on growth in the Group's destinations. Specific topics included updates on public and private markets, leasing strategy, use of data and insights, artificial intelligence, asset repurposing and placemaking.

The Strategy Day included discussions with colleagues from across the business and sessions facilitated by external speakers in relation to customer/occupier trends, the UK development market and technology. This year's Strategy Day also included a session with representatives from Bristol City Council to discuss Cabot Circus in the context of the Council's broader regeneration plans for the city.

The event included a tour of Cabot Circus and the surrounding area, providing insight for Directors in relation to: (i) the destination's positioning as part of, and impact on, the wider Bristol community; (ii) occupier priorities; and (iii) customer perspectives. This insight, and wider discussion points from the strategy event, informed the Board's subsequent review and discussion of the 2026 business plan and a consideration of key priorities for 2026.

Culture and values

The Board recognises the importance that culture and values play in the long term success and sustainability of the Company, and the role of the Board in establishing, monitoring and assessing culture. During 2025, the contribution of culture and values has been an important focus for the Board.

The senior management team spent time in 2025 working with colleagues to ensure that the Company’s values were embraced and embedded into the Company’s culture. Workshops co-created and hosted with members of the Forum were held throughout the year to obtain feedback and actively engage with colleagues to consider what those values mean to them and the difference they can make at an individual and team level to ensure they are embedded efficiently.

Hammerson’s values are:



The Board received updates on the results of these sessions via the Nomination and Governance Committee and will continue to monitor progress in 2026. You can read more on this in the People and Culture section on pages 42 and 43. During 2025, the Board monitored, assessed and promoted the Company’s culture and values through a number of different activities, including:

Visits and events	Asset visits and tours and attendance by Directors at various colleague events and meetings. This included a visit of Cabot Circus, Bristol, as part of the Board Strategy Day and meetings with colleagues and occupiers. Participation by Executive and Non-executive Directors in the Group’s annual Company-wide Giving Back Day.
Board/committee updates	Updates to the Board and its committees by the Chief Executive and the Chief People Officer on matters relating to people and culture.
Colleague survey	The Board discussed plans for, and the results of, the Company’s colleague engagement survey, including updates on engagement with colleagues and resulting actions.
Remuneration	The Remuneration Committee’s consideration of matters relating to values and culture as part of its remuneration deliberations.
Code of Conduct	The Board’s review of arrangements relating to whistleblowing, fraud and anti-bribery and corruption, including with a view to ensuring that appropriate systems are in place for colleagues to raise concerns in confidence.

The Group is committed to complying fully with all applicable laws and regulations and has high standards of governance and compliance. The Code of Conduct has been prepared to help colleagues and Directors to fulfil their personal responsibilities to investors and wider stakeholders. The Code of Conduct covers the following areas:

- Compliance and accountability
- The required standards of personal behaviour
- The Group’s dealings with stakeholders
- Measures to prevent fraud, bribery and corruption
- Share dealing
- Security of information

The colleague induction programme includes compulsory modules on Health and Safety, anti-bribery, financial crime, cyber security, ESG, protection of confidential and inside information, and data protection, which are delivered in the UK, France and Ireland via the Group’s online learning management system. The content of these modules are regularly reviewed and refreshed to ensure they remain fit for purpose.

The Directors remain committed to zero tolerance of bribery and corruption by colleagues and the Group’s suppliers. The Audit Committee receives annual anti-bribery and corruption, fraud and whistleblowing reports, and reviews the arrangements in place for individuals to raise concerns. In 2025, the Board reviewed and, on the Audit Committee’s recommendation, approved updates to the Company’s Anti-Bribery and Corruption Policy. The Group’s Whistleblowing Policy and procedures were reviewed and the minor amendments proposed were approved. The Board also oversaw a number of enhancements to the Group’s anti-fraud procedures to ensure compliance with the new corporate offence of the failure to prevent fraud introduced by The Economic Crime and Corporate Transparency Act. As part of these enhancements the Board approved, on the recommendation of the Audit Committee, updates to the Group’s Anti-Fraud Policy and Response Plan.

The Group’s Modern Slavery and Human Trafficking Statement is submitted to the Board for approval each year, and the statement is published on the Company’s website at www.hammerson.com.

Engagement with colleagues

Our people are central to the business and their performance is critical to its long term sustainable success. Colleague engagement in our business is therefore high on our agenda at both Board and senior management levels. The Board values the benefits of engagement with, and input from, colleagues and acknowledges its important contribution to Board discussion and decision-making.

As part of this engagement, throughout the year, Directors and senior management provide employees with regular updates and information through a range of channels on matters of interests, including internal developments and the performance of the business.

The primary mechanisms for engagement with our colleagues are summarised below.

The Colleague Forum ('the Forum')

- The Forum is comprised of colleagues who collectively represent each team within the Company
- Chaired by our Diversity, Inclusion and Engagement Manager and the outcome of those meetings are reported to the GEC and to the Board
- Enhances two-way dialogue between the Board and colleagues, offering a structured environment for the Board to listen to feedback from our colleagues, allowing issues to be highlighted and inform decision-making
- You can read more about the work of the Forum on page 108

Colleague survey

- The results of the annual colleague engagement survey are reported to the Board
- Results are analysed to identify key themes emerging from colleague feedback
- Action plans are considered and discussed when applicable
- Targets are set when areas for improvement are identified
- Results are monitored and compared year-on-year to ensure progress against those targets

Affinity Network

- The Affinity Network is comprised of colleagues across the Group and led by our Diversity, Inclusion and Engagement Manager
- Covers LGBTQ+, Women, Race & Ethnicity and Wellbeing and is integrated with the Forum to support colleague engagement and diversity, inclusion and equal opportunity activities throughout the year
- The Board receives reports on the work of the Affinity Network throughout the year
- You can read more about the work of the Affinity Network in the People and Culture section on pages 42 and 43

Designated Non-executive Director for Colleague Engagement

Carol Welch is our Designated Non-executive Director for Colleague Engagement. In her role she:

- Acts as the Board's 'eyes and ears' to understand colleagues' views, including on Company culture, and the degree to which behaviours and values in the business are aligned with culture and values agreed by the Board
- Provides guidance and feedback, with insight gained from the Forum and from separate sessions held with colleagues, on achieving effective internal communication
- Provides independent advice and guidance to the Chief Executive, Chief People Officer and other GEC members on matters of colleague engagement
- Speaks on behalf of the Board at the Forum's events
- Assists the Board in understanding colleagues' views based on insight from the Forum and colleague sessions, and provides guidance to the Board on how their decisions may impact colleagues

Q&A with Carol Welch

Designated Non-executive
Director for Colleague
Engagement

**Q: What were your activities during 2025?**

A: As well as regular meetings with the Chief People Officer and with the Chair of the Forum, Hammerson's Diversity, Inclusion and Engagement Manager, I hosted a series of structured roundtable discussions with colleagues representing all levels and functions of the organisation. These sessions provided a transparent platform for individuals to share their candid thoughts on the employee experience and the evolving culture at Hammerson. We explored the "direction of travel" of the business, ensuring that strategic corporate objectives resonated with, and were understood by, those executing them on a daily basis, and that capability, processes and systems supported the execution of these.

Q: How often do you report on engagement activities?

A: I highlight colleague insight of note to the Chief Executive or CPO on an informal basis regularly, but I report formally to the Nomination and Governance Committee on my engagement activities, setting out an assessment of progress made against prior year objectives and any recommendations for engagement priorities for the year ahead. I also provide insight and perspectives from my engagement activities at meetings of the Board and its committees throughout the year. This helps the Directors understand colleague priorities and viewpoints as it considers proposals and monitors the performance of the business against the objectives set by the Board.

Q: How does colleague engagement inform Board discussions?

A: It forms an important part of the Board's ongoing activities and decision-making. Every meeting includes discussion of issues that are somehow linked to colleague engagement. This could be matters relating to the Company's culture and values, talent development, remuneration or strategic discussions linked to the crucial role that colleagues play in the future success of Hammerson. I was very pleased that the external Board and committee evaluation in 2025 acknowledged that employee engagement is taken seriously by the Board with clear reports and feedback provided to the Directors.

The Board considers that its colleague engagement activities in 2025 have been effective and provided meaningful insight as to colleague priorities and sentiment. This was supported by the findings of the external Board and Committee evaluation which confirmed that colleague engagement is taken seriously, with clear reports provided to the Board. Further details on colleagues, including our approach to investing in and rewarding our people as well as the policies and procedures applicable to colleagues, can be found on pages 42 and 43.

Engagement with stakeholders

Stakeholder engagement remains a key focus for the Board. In order to comply with Section 172 of the Companies Act 2006 (the 'Act'), the Board takes into consideration the interests of stakeholders when making decisions and includes a statement setting out the way in which Directors have discharged this duty during the year. Further information on the actions carried out in 2025 by the Board to comply with its obligations to the Group's stakeholders is detailed on pages 38 to 40 and the statement of compliance with Section 172 of the Act is set out on page 41.

The identification of our key stakeholders and the continuing engagement efforts help to ensure that the Board can understand, consider and balance broad stakeholder interests when making decisions to deliver long term sustainable success. While the Board will engage directly with stakeholders on certain issues, stakeholder engagement will often take place at an operational level with the Board receiving regular updates on stakeholder views from the Executive Directors and the senior management team. Board papers requesting a decision from the Board are required to include a specific section reviewing the impact of the proposal on relevant stakeholder groups.

During 2025, the Nomination and Governance Committee spent time reviewing and discussing a stakeholder map setting out details of the Company's principal stakeholders, how the Company engages with them and the issues of interest to them. This discussion was intended to identify, among other things, whether all key stakeholders and their interests had been appropriately identified and potential opportunities for enhancement in relation to the Board's consideration of stakeholder interests in 2025. Following its discussion, the Committee was satisfied that all key stakeholder groups had been appropriately covered in the exercise and that there was valuable and informative engagement with each group, whether by Directors or management during the year.

The Board assesses stakeholder views and takes them into account when making decisions. The case studies on pages 89 and 90 provide practical examples of how the Board takes into account the Company's different stakeholders as an important part of the decision-making process.

Engagement with shareholders

The Company undertakes a broad range of investor relations ('IR') activity to ensure that current and potential investors, as well as financial analysts, are kept informed of performance and have appropriate access to management to understand the Company's business and strategy.

The Board is regularly updated on IR matters and feedback received from investors. The Board believes it is important to maintain open and constructive relationships with investors and for them to have opportunities to share their views with the Board. The Chief Executive and Chief Financial Officer engage with the Company's major institutional investors on a regular basis and the Chair of the Board offers to meet with these investors and proxy advisors ahead of our Annual General Meeting ('AGM') to discuss matters such as Corporate Governance and succession planning.

The Chair of the Remuneration Committee also takes part in consultations with major institutional investors on remuneration issues from time to time. The Board also

regards the Company's AGM as an important opportunity for investors to engage directly with Directors.

In 2025, significant consultation was undertaken with our shareholders as part of the Placing and proposed amendments to our Remuneration Policy, which you can read more about on page 89 and 118, respectively.

The Senior Independent Director ('SID') is available to investors if they have any issues or concerns which cannot be resolved through the normal channels of the Chair of the Board, Chief Executive and Chief Financial Officer, or for which such contact would be inappropriate.

Division of responsibilities

The Chair of the Board and the Chief Executive have separate roles and responsibilities which are clearly defined, set out in writing and are available to download from our website www.hammerson.com. The division of responsibilities is reviewed annually by the Nomination and Governance Committee and recommended to the Board for approval.

Role	Responsibilities
Robert Noel Chair of the Board	<ul style="list-style-type: none"> Effective running of the Board and ensuring its effective direction of the Company Shaping the culture in the boardroom Ensuring that the Board as a whole plays a full and constructive part in the development, approval and ongoing testing of the Group's strategy and overall commercial objectives and of their implementation Guardian of the Board's decision-making processes Fostering working relationships between the Non-executive Directors and the executive team based on trust, mutual respect and open communication both in and out of the boardroom. The Chair should demonstrate objective judgement throughout their tenure Ensuring that the Board determines the nature and extent of the significant risks that the Company is willing to embrace in the implementation of its strategy
Rob Wilkinson Chief Executive	<ul style="list-style-type: none"> Running the Group's business Setting an example and communicating expectations to the Company's workforce in respect of the Company's culture, ensuring that operational policies and practices drive appropriate behaviour and permeate through all parts of the organisation Proposing and developing the Group's strategy and overall commercial objectives Maintaining an effective framework for internal controls and risk management and ensuring that the framework is reviewed regularly by the Board Implementing the decisions of the Board and its Committees in collaboration with the executive team Ensuring that the Board knows the views of senior management on business issues to foster high standards of discussion in the Boardroom and encourage constructive challenge from the Non-executive Directors
Himanshu Raja Chief Financial Officer	<ul style="list-style-type: none"> Supporting the Chief Executive in developing and implementing strategy Leading the Company's financial strategy, ensuring alignment with the Board-approved strategic objectives and long term value creation goals Ensuring the integrity of financial information, maintaining robust financial controls, accounting policies and compliance with applicable reporting standards and regulatory requirements Managing the Company's capital structure, including liquidity, funding and treasury activities within the parameters set by the Board Engaging with external stakeholders on financial matters Working closely with the Chief Executive and executive leadership team to drive performance, operational efficiency and disciplined resource allocation across the business
Mike Butterworth Senior Independent Director	<ul style="list-style-type: none"> Being available to investors if they have any issues or concerns which contact through the normal channels of Chair or Chief Executive and Chief Financial Officer have failed to resolve or for which such contact is inappropriate Having appropriate contact with major shareholders and other relevant stakeholders as necessary to develop a balanced understanding of the issues and concerns of such investors and report these to the Board Providing a sounding board for the Chair and Non-executive Directors to discuss confidential issues relating to governance, Board performance, the performance of individual Directors and concerns raised by Directors Taking responsibility for an orderly succession process for the role of Chair, chairing and working closely with the Nomination and Governance Committee when it is considering succession to the role of Chair of the Board Leading the Non-executive Directors in an appraisal of the Chair's performance annually and on such other occasions as are deemed appropriate, taking into account the views of the Executive Directors Acting as a trusted intermediary for the Non-executive Directors when required to help them challenge and contribute effectively
Non-executive Directors	<ul style="list-style-type: none"> Providing constructive challenge and scrutiny of the performance of executive management Bringing a diverse mix of external knowledge, skills and experience to the Board Assisting in the development of strategy and the decision-making process Promoting the highest standards of integrity and governance

Non-executive Directors' independence

The Board has assessed the independence of all Non-executive Directors and confirms that each was independent as at the date of this Report, in accordance with the provisions of the Code. The Chair was independent on appointment in September 2020 and, consistent with the Code, at least half of the Board (excluding the Chair) is comprised of independent Non-executive Directors. In reaching its conclusions, the Board considered the factors set out in provision 10 of the Code, including any actual or perceived conflicts of interest, the Directors' independence of character and judgement, and the manner in which they conduct themselves in Board and committee meetings.

Conflicts of interest and concerns

The Board has a well-established and detailed process for the management of conflicts of interest. The Directors are required to avoid a situation where they have, or could have, a direct or indirect conflict with the interests of the Company. Prior to appointment and during their term in office, Directors are required to disclose any conflicts or potential conflicts to the Chair and the General Counsel and Company Secretary. At each scheduled meeting of the Board, a register is reviewed, containing details of conflicts or potential conflicts of interest for each Director, noting any changes or matters for authorisation and confirming its accuracy.

There is regular dialogue between Directors outside Board meetings on any important issues that require discussion and resolution. If necessary, any unresolved matters that are raised with the Chair of the Board, the SID and the General Counsel and Company Secretary would be recorded in the minutes of the next Board meeting. The Chair encourages a culture of open and inclusive debate, challenge and discussion at meetings and outside of the formal environment. This helps to ensure that any concerns can be considered and resolved.

Directors' time commitment and additional appointments

All Directors are thoroughly engaged with the work of the Group, as evidenced by their attendance at Board and Committee meetings during the year, which is disclosed in the Board and Committee meetings attendance table, set out on page 88. In addition to Board and Committee meeting attendance, Non-executive Directors also visited the Group's assets during the year.

As part of the selection process for any potential new Directors, any significant external time commitments are considered before an appointment is agreed. The Board has adopted a Directors' Overboarding Policy ('Overboarding Policy') to set limits on the number of external appointments which can be held by Directors in line with the guidelines published by Institutional Shareholder Services ('ISS'). The Overboarding Policy was reviewed most recently in December 2025 to ensure it continues to reflect best practice requirements in the Code and latest guidance issued by ISS. Directors are required to

consult with the Chair of the Board and obtain the approval of the Board before taking on additional appointments. Executive Directors are not permitted to take on more than one external appointment as a director of a FTSE 100 listed company or any other significant appointment.

The Overboarding Policy states that Non-executive Directors may hold up to five mandates on publicly listed companies (including their role as a Director of the Company). For the purpose of calculating this limit:

- a non-executive directorship counts as one mandate
- a non-executive chair counts as two mandates
- a position as executive director (or comparable role) is counted as three mandates

In particular during the year, the Board gave rigorous consideration to the time commitment and performance of the Directors who hold other listed company roles, including those that have special responsibilities elsewhere. In all cases – as confirmed by the 2025 external Board performance review – the Board is satisfied that the Directors show the necessary commitment and dedication to their duties to the Company.

In accordance with the Code, during 2025 the Board considered Adam Metz's proposed appointment as Chief Executive Officer and President of Seritage Growth Properties, a company listed on the New York Stock Exchange where he already served as Chair of the Board of Trustees. Adam first took on the role on an interim basis, before his permanent appointment in July 2025. For this appointment, the Board considered, among other things, the time commitment, impact on his ability to continue to serve effectively as a member of the Board and whether it presented a conflict of interest. In each case, the Board concluded that there were no concerns in this regard. It therefore approved the proposed appointment and was satisfied it would not restrict him from carrying out his duties as a Non-executive Director of the Company. Adam did not participate in the decision or discussion with respect to his proposed appointment.

None of the Directors' external directorships exceed the limit in the Overboarding Policy. The Overboarding Policy is available to view on the Company's website at www.hammerson.com.

Board support

The Chair and the General Counsel and Company Secretary are always available for the Directors to discuss any issues concerning the operation of the Board and other governance matters.

The Company Secretary, whose appointment or removal is decided by all Directors, provides independent advice to the Board on legal and governance matters and ensures that the Board has the policies, processes, information, time and resources it needs in order to function effectively. This includes ensuring that the Board regularly receives training and updates on relevant legal and governance developments as well as assisting with the induction of new Directors.

Composition, succession and evaluation

Board changes in 2025

As first announced on 4 June 2025, during the year Rita-Rose Gagné informed the Company of her intention to retire as Chief Executive after nearly five years in role.

Following a thorough and rigorous recruitment process overseen by the Nomination and Governance Committee, Rob Wilkinson was appointed to the Board on 15 December 2025 as Chief Executive-Designate. With effect from 1 January 2026, Rita-Rose stepped down from the Board and Rob succeeded her as Chief Executive. More information on the recruitment and induction process for Rob's appointment is set out on page 103.

As announced on 3 December 2025, Méka Brunel notified the Board of her intention to step down as a Director with effect from 1 January 2026. A search process was led by the Nomination and Governance Committee, which resulted in the announcement on 6 February 2026 that Michelle McGrath would join the Board on 9 March 2026 as a Non-executive Director. A fuller overview on that search process will be set out in next year's Annual Report.

Composition and succession

Appointments to the Board are subject to a formal, rigorous and transparent procedure based on merit and objective criteria, which is overseen by the Board's Nomination and Governance Committee. The Nomination and Governance Committee also oversees the effective succession planning of the Directors and the process for succession planning to the senior management team. Following a review of composition, it was determined that the Board and its Committees have an appropriate and diverse combination of skills, experience and knowledge that are relevant to the Group in its operating context. For further detail of each Director's skills, experience and knowledge, see the Board Skills Matrix on page 105.

The Board has confirmed that each Director continues to be effective and demonstrate commitment to their role. On the recommendation of the Nomination and Governance Committee, the Board will therefore be recommending that Rob Wilkinson and Michelle McGrath

be formally appointed and that all serving Directors be reappointed by shareholders at the 2026 AGM.

Further information on composition, succession and the work of the Nomination and Governance Committee can be found in the Committee's Report on pages 102 to 108.

The Board acknowledges the benefits that diversity and inclusion can bring to the Board and to all levels of the Company's operations. As such, the Board is committed to the promotion of diversity, inclusion and equal opportunity across the Company and ensuring that all colleagues are treated fairly. Further information on the Board's approach to diversity, inclusion and equal opportunity, and the consideration of relevant matters during 2025, can be found in the Nomination and Governance Committee Report.

Induction

On appointment all new Directors receive a comprehensive and personalised induction programme. The programme is developed and overseen by the General Counsel and Company Secretary to familiarise new Directors with the Group and the market, risk and governance framework within which it operates.

Induction programmes are tailored to a Director's particular requirements, but typically include site visits, one-to-one meetings with Executive Directors, the General Counsel and Company Secretary, and senior management, and meetings with the Company's key advisors. Directors also receive guidance on their statutory and regulatory responsibilities, together with a range of relevant current and historical information about the Group and its business. A key aim of the induction is to ensure that new Board members are equipped to contribute to the Group and the work of the Board as quickly as possible. More information on the induction process for Rob Wilkinson is set out on page 103.

Training and development

Directors receive training and presentations during the course of the year to keep their knowledge current and enhance their experience. The Nomination and Governance Committee is responsible for overseeing the training and development needs of the Board and agrees the topics of the training sessions to be held during the year to support the ongoing development and skills of the Directors. This year, these sessions included presentations from external parties on artificial intelligence, cyber security and related considerations, legal and regulatory developments, Directors' duties, retail market analysis and projections, jurisdiction specific economic updates, and insights on the public and private investment markets.

In addition to these sessions, the Board is regularly briefed on business related matters, investor relations, and legal, regulatory and governance developments. The Audit and Remuneration Committees receive updates on relevant accounting and remuneration changes, emerging market trends and evolving disclosure requirements from external advisors and management.



Board and committee effectiveness review

The Board undertakes a formal and rigorous annual evaluation of its effectiveness and the performance of the whole Board, its individual Directors and its committees. The Board's policy, in line with the Code, is to carry out an externally facilitated Board effectiveness review every three years. In 2025, the Board commissioned an external evaluation.



Progress against recommendations from the 2024 Board evaluation

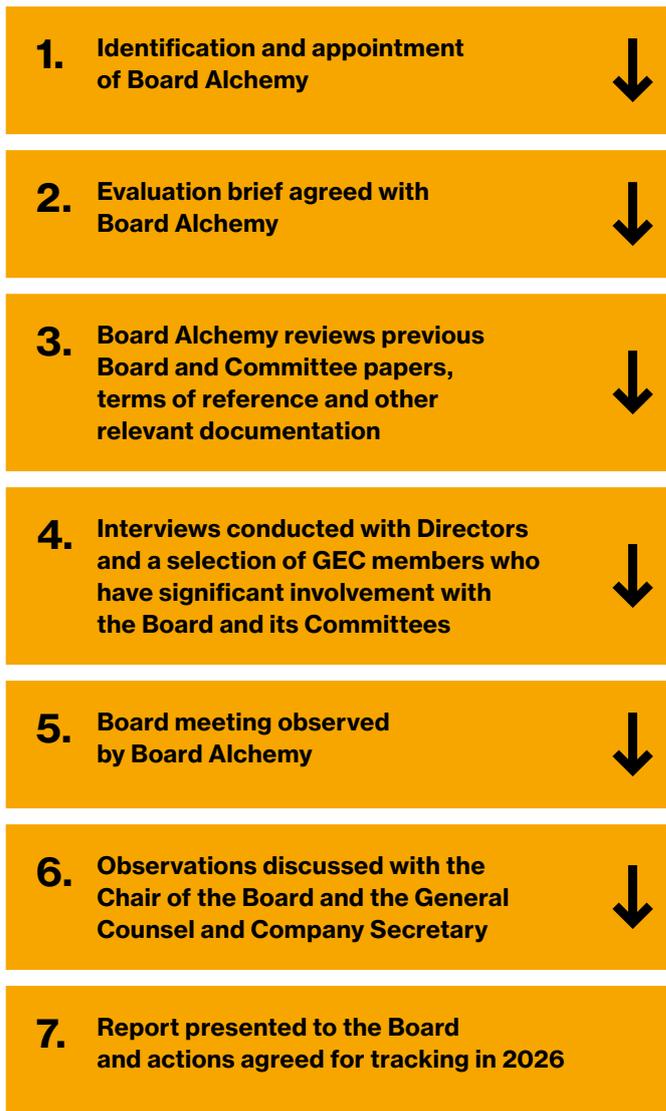
Key recommendation	Summary of actions taken
To consider further the impact of the Company's move from turnaround to growth in the context of Board composition and succession planning	<p>This was a key consideration for the Nomination and Governance Committee when conducting its search for a new Chief Executive following Rita-Rose Gagné's decision to retire. The Committee spent considerable time identifying the desired professional and personal characteristics and experience needed to lead the Company in its next phase. This was reflected in the job description approved by the Committee and the recruitment instructions delivered to the independent search firm that assisted the Committee. You can read more on this recruitment process on page 103.</p> <p>The recommendation from last year's evaluation also informed the Nomination and Governance Committee's wider consideration of succession planning (both executive and non-executive), talent development and diversity throughout the year. Relevant updates were then provided to the full Board.</p> <p>The Board and the Nomination and Governance Committee considered the range of skills and experience needed on the Board following Méka Brunel's decision to retire as a Non-executive Director, culminating in the appointment of Michelle McGrath as a new Non-executive Director. Michelle will join the Board on 9 March 2026.</p>
To incorporate additional Committee-specific topics into the Directors' training and development programme, including CSRD reporting requirements for the Audit Committee and the evolving practices and guidance around executive pay for the Remuneration Committee	<p>Due consideration was given to the individual needs of committee members during 2025 in light of this recommendation. The 2025 evaluation found that the Board's committees have continued to operate effectively, including through a strong understanding of their role and relevant developments.</p> <p>As the Company ultimately fell outside the scope of CSRD, training in that area was no longer required; however, a dedicated session on cyber security – an area of increasing focus for the Audit Committee – was delivered during the year alongside regular updates from management and the External Auditor on relevant external and regulatory developments.</p> <p>The Remuneration Committee also received enhanced briefings from the Company's independent remuneration consultant on evolving market practice, regulatory and proxy advisor expectations, and emerging guidance on executive pay. This insight was particularly valuable in the Committee's consideration of proposed updates to the Remuneration Policy and in its discussions regarding the remuneration package for the Company's new Chief Executive, Rob Wilkinson.</p> <p>Looking ahead, the 2026 training and development programme will continue to reflect emerging legislation, regulatory expectations and best practice relevant to each Board Committee, ensuring Directors are equipped with the knowledge and skills required to discharge their responsibilities effectively. This will continue to be provided through a combination of updates from management and external advisors.</p>
To consider further opportunities for the annual Board Strategy Day to include site visits and incorporate external viewpoints	<p>The 2025 Board Strategy Day was held on-site at Cabot Circus, Bristol, and enabled the Board to meet with a broad range of colleagues and stakeholders, including, amongst others, representatives of the local council.</p> <p>The Board greatly values the opportunity to meet and engage directly with stakeholders, and will continue to explore further opportunities to hold similar sessions in 2026.</p> <p>You can read more about the 2025 Board Strategy Day on page 90.</p>

2025 Performance review process

The approach and process for the 2025 performance review process was determined by the Nomination and Governance Committee. As part of this, the Committee appointed Hanif Barma of Board Alchemy to undertake the effectiveness review. In doing so, the Board recognised the value of engaging the same reviewer who conducted the last externally facilitated review in 2022, providing continuity and a unique perspective on the Board’s development and the implementation of previous recommendations. Board Alchemy has no other connection with the Company or any of its Directors. The Corporate Governance Institute’s Principles of Good Practice for Listed Companies Using External Board Reviewers were followed for the 2025 external performance review process.

The scope of the evaluation was broad and focused on a range of different areas relevant to Board and committee effectiveness and Corporate Governance, having regard to the FRC’s guidance on board effectiveness, including:

- Board composition, skills and diversity
- Board behaviours and dynamics
- oversight of business performance, strategy and culture
- Board responsibilities and independence
- Board meetings and information
- the operation and contribution of committees
- stakeholder engagement



Findings

The results and recommendations of the evaluation were presented to the Board for discussion and approval in October 2025. Overall, the results were positive and concluded that the Board and its committees continued to operate effectively in 2025, with clarity as to their role and purpose. There are good governance disciplines in place. The evaluation found that the Board has continued to evolve and progress since the last external evaluation in 2022. The key outcomes are summarised below.

Board responsibilities and roles	<ul style="list-style-type: none"> • There is a good understanding of the role of the Board, including clear delineation between the Board's role and that of management • The Board operates at a strategic level but also covers, at an appropriate level, matters relevant to its oversight responsibilities • There is a well-functioning relationship between the Chair and SID, and the Chair and General Counsel and Company Secretary • The Chair and General Counsel and Company Secretary are mindful of conflicts of interest and these are well managed
Board composition and skills	<ul style="list-style-type: none"> • The Board is of an appropriate size and relevant skill sets are represented • There is a good level of independence on the Board; all of Hammerson's non-executives are independent • Board succession is given due attention and handled well • The search process in 2025 to identify a new Chief Executive (following Rita-Rose Gagné's decision to retire) was effective, led by the Chair and involved all Non-executive Directors • Board development is given focus • The Board remains mindful of considerations relating to diversity and its role in this area, including as part of succession planning and recent recruitment activity
Meetings and dynamics	<ul style="list-style-type: none"> • Good processes help the preparation for Board meetings, with the Chair of the Board and Committee Chairs actively involved in agenda setting • Board meetings are inclusively chaired, with all Board members contributing and drawing on their wider experience from other roles • Boardroom discussion is at a strategic level but the Board is also mindful of its oversight responsibilities • The Non-executive Directors provide both challenge and support to the executives • High quality meeting papers that facilitate effective discussion and decision-making
Stakeholders	<ul style="list-style-type: none"> • Investor engagement is primarily led by the Chief Executive and Chief Financial Officer, and the Chair makes himself available to the larger investors; the Remuneration Committee Chair engages with investors on remuneration specific matters such as the renewal of the Directors' Remuneration Policy • Employee engagement is taken seriously, led by the Designated Non-executive Director for Colleague Engagement; clear reports are provided back to the Board • The Board has a good understanding of the perspectives of Hammerson's other stakeholders
Board Committees	<ul style="list-style-type: none"> • The Committees operate to appropriate terms of reference that reflect good practice • The work of the committees is supported effectively by management and the company secretarial team; good quality papers are prepared • Good outcomes result from the committees' work • Feedback to the Board from Committee Chairs is clear and helpful

Recommendations and priorities for 2026

The evaluation identified two recommendations, although the report confirmed that neither of these is considered by Board Alchemy to be 'high priority'.

Recommendation	
Gender diversity	To continue to give focus to the gender diversity of the Board and its committees during future recruitment processes
Company culture	As the Company continues to evolve and enter future phases, to give greater focus to organisation culture, including taking the opportunity to review its approach to employee engagement in light of its work on culture

The Board welcomes the positive conclusions of the 2025 performance review and the finding of continued improvement since the previous external evaluation in 2022. It will focus during 2026 on the recommendations made, with the aim of further improving the effectiveness of the Board and its committees.



Director performance

During the year the Chair of the Board holds meetings with each Director at which, among other things, their individual performance is discussed. Informed by ongoing observation of individual Directors, these discussions form part of the basis for recommending the reappointment of Directors at the AGM and cover matters such as the Director's contribution to the Board and its Committees and their time commitment. The ongoing contribution and performance of individual Directors was also confirmed by the positive findings of the external Board evaluation, including with respect to the contribution of all Directors (including those that hold specific additional responsibilities, for example as SID or Committee Chairs), their understanding of their role and the effective relationships between Directors.

Chair performance

As in previous years, the SID led an annual assessment process in respect of the performance of the Chair of the Board. This involved meeting with other members of the Board and the General Counsel and Company Secretary without the Chair being present and consideration of relevant findings from the 2025 Board performance review and other applicable matters. The Senior Independent Director provides feedback to the Chair.

The external Board evaluation in 2025 also noted factors which evidence the effective performance of the Chair in 2025, including his inclusive and effective chairing of formal meetings, his facilitation of the relationship between Executive and Non-executive Directors and his understanding of the role of Chair (and the framework within which he operates).

Audit, risk and internal control

Financial statements and audit

The Group has established internal controls and risk management systems in relation to the process for preparing the financial statements. The main features of these controls include consistently applied accounting policies, clearly defined lines of responsibility, IT system controls and processes for the review and oversight of disclosures within the Annual Report.

Various checks on internal financial controls take place throughout the year, including cyclical and risk based internal audits, which are detailed further on page 115.

The Audit Committee oversees the Group's financial reporting and monitors the independence and effectiveness of the internal and external audits. The Committee oversees the valuation of the property portfolio and is responsible for the relationship with the External Auditor.

+ **Further information** can be found in the Audit Committee Report on pages 109 to 116

Risk management and internal controls

The Board recognises that it has overall responsibility for monitoring risk management and internal control systems so as to protect the assets of the Group and ensure risks are appropriately managed. Further information on the Group's approach to risk can be found on pages 69 to 77 and in the Audit Committee Report on pages 109 to 116.

During the year, the Board and its Committees discuss and review a range of matters relevant to the overall assessment of risk management and internal controls. This included a thorough review by the Audit Committee and the Board of the principal and emerging risks to which the Group is subject and consideration of risk appetite. Activity in these areas forms a key part of the Board's processes to identify, evaluate and manage the principal risks faced by the Group, and relevant mitigating actions. As part of its assessment of risk, the Board considers relevant internal and external factors, including developments in 2025 as a result of economic and political factors relevant to the Group, its operations and the markets in which it operates.

The Board and its Committees have continued to monitor external and regulatory developments in relation to risk management and internal controls, including the introduction of provision 29 in the UK Corporate Governance Code 2024. The Group's processes and procedures in this area were subject to a holistic review during 2025 to ensure their appropriateness ahead of that provision coming into force from 1 January 2026. This review included an assessment of emerging market practice and external expectations in this area, informed by, among other things, management's participation in relevant industry groups. A full update on the Company's compliance against that provision will be set out in its 2026 Annual Report, in which the Board will provide its first declaration of effectiveness of the Company's material controls.

Fair, balanced and understandable assessment

The Board is responsible for presenting a fair, balanced and understandable assessment of the Company's position and prospects. The full statement confirming this can be found in the Statement of Directors' responsibilities on page 153. Additionally, the Group's Viability statement can be found on pages 78 and 79 and the Going concern statement can be found on pages 173 and 174.

Remuneration

Remuneration Committee

The Remuneration Committee is responsible for establishing a Remuneration Policy which is designed to support the Company's strategy and promote its long term sustainable success. The Committee sets the remuneration for the Chair of the Board, Executive Directors and members of the GEC. It also oversees remuneration policies and practices across the Group. The Committee is responsible for the alignment of reward, incentives and culture, and approves bonus plans and long term incentive plans for the Executive Directors and members of the GEC.

During 2025, the Committee considered a broad range of items within its terms of reference, including matters relating to the appointment of the Company's new Chief Executive and engagement with shareholders on proposed changes to the Directors' Remuneration Policy. Further information can be found in the Remuneration Committee Report on pages 117 to 149.

Robert Noel

Chair of the Board
24 February 2026



Effective governance supporting sustainable success

Robert Noel

Chair of the Board and
Chair of the Nomination
and Governance Committee



Committee membership

Robert Noel (Chair), Habib Annous, Mike Butterworth, Adam Metz, Carol Welch

Other regular attendees by invitation

Rob Wilkinson, Chief Executive
Jessica Oppenheimer, Chief People Officer
Alex Dunn, General Counsel and Company Secretary

Meeting attendance

In 2025 there were three scheduled meetings. For details of attendance, see the attendance table on page 88.

Interaction with other committees

The Nomination and Governance Committee makes recommendations to all other committees regarding the appointment and removal of their members and chair.

Key focus areas in 2025

- Recruitment of a new Chief Executive
- Board and committee composition, including Director reappointment recommendations and term renewals
- Succession planning for the Board and senior management, and talent development
- Assessment of Non-executive Director independence
- Oversight of 2025 external Board and committee performance review
- Colleague engagement, including reports from the Designated Non-executive Director for Colleague Engagement
- Oversight of HR initiatives and activities, including diversity, inclusion and equal opportunity initiatives and targets
- Stakeholder identification and engagement mechanisms
- Setting the Board training and development plan
- Governance policies and documents, including Committee terms of reference, matters reserved for the Board and division of responsibilities
- Oversight of external governance and legal developments

Dear Shareholders

On behalf of the Board, I am pleased to present the Report of the Nomination and Governance Committee (the 'Committee'). This report provides an overview of the roles and responsibilities of the Committee and its main activities during 2025.

The Committee comprises all our Non-executive Directors and its terms of reference can be found on the Company's website at www.hammerson.com. The Chief Executive and Chief People Officer attend meetings by invitation, together with the General Counsel and Company Secretary, who acts as Secretary to the Committee.

The Committee is responsible for recommending appointments to the Board and its committees, and ensures that plans are in place for the orderly succession to the Board, its committees and the senior management team. This includes the development of a pipeline of potential candidates to the Board and the senior management team with the necessary skills and experience, while taking into account diversity, inclusion and equal opportunity. During the year, Rita-Rose Gagné informed the Board of her decision to retire as Chief Executive after nearly five years in role, and the Committee led a comprehensive recruitment process which resulted in the selection of Rob Wilkinson as her successor. Further details on Rob's recruitment, appointment and induction are set out in this report on the adjacent page.

The Committee is also responsible for overseeing the Board and Committee performance review and monitoring developments relating to Corporate Governance, bringing any issues to the attention of the Board. As described in more detail on pages 97 to 99, an external review of the performance of the Board and its committees was undertaken during the year in line with the requirements of the UK Corporate Governance Code 2024 (the 'Code'). The Committee considers that during the year it continued to have access to sufficient resources to enable it to carry out its duties and has continued to perform effectively. In 2025, the Committee also reviewed and updated its terms of reference to ensure that they remain appropriate.

+ **Further information** on the responsibilities of the Committee can be found on page 83.

Robert Noel

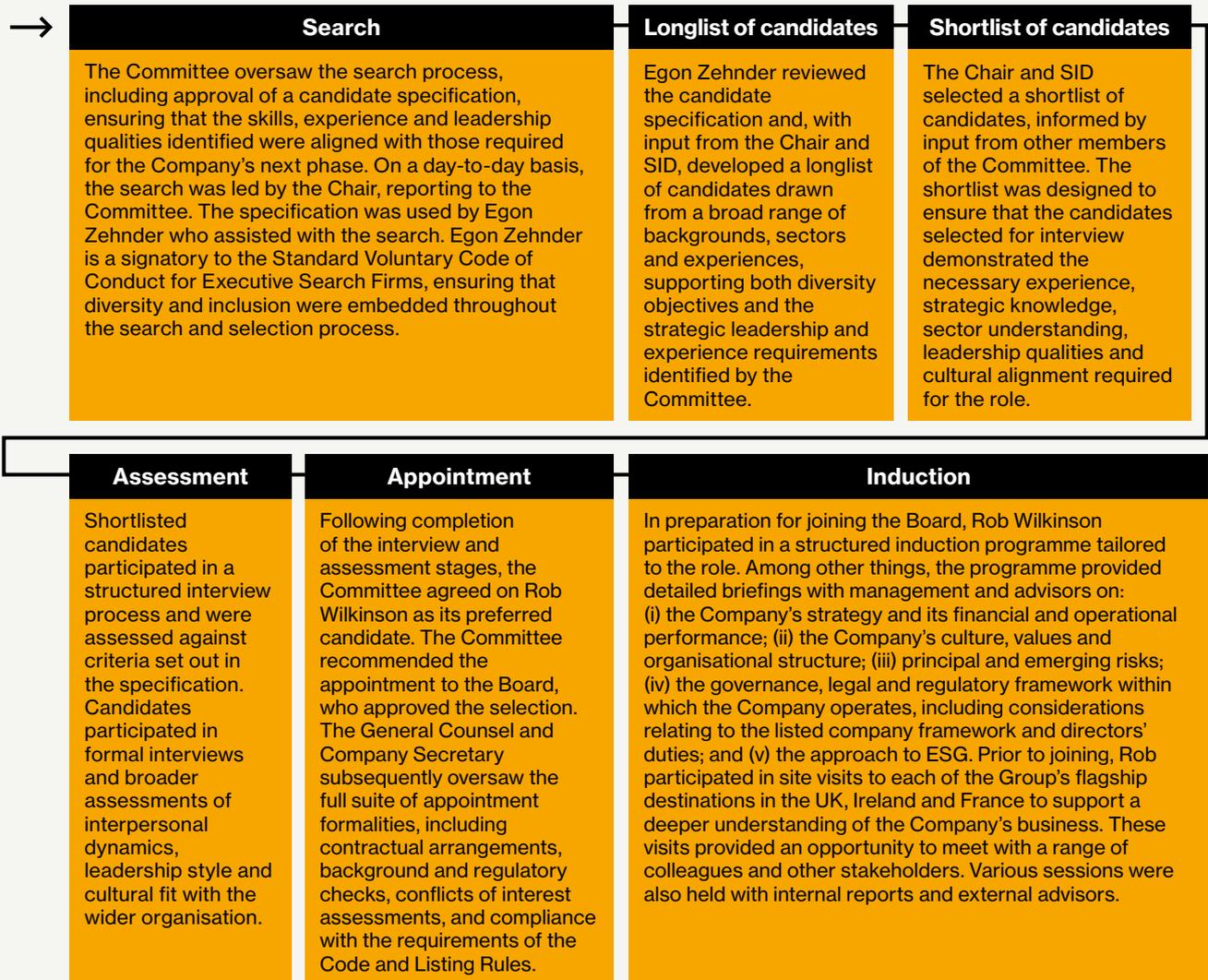
Chair of the Nomination and
Governance Committee
24 February 2026

Appointment of a new Chief Executive

As announced to the market on 4 June 2025, during the year, Rita-Rose Gagné notified the Board of her intention to retire as Chief Executive of Hammerson after nearly five years in role. A key focus of the Committee in 2025 was therefore to oversee the search for her successor and identify a candidate with the appropriate skills and experience to lead the Company into its next phase of growth. Following a

thorough and rigorous appointment process led by the Chair of the Board and supported by the Senior Independent Director ('SID') and an independent search firm, Rob Wilkinson was appointed to the Board on 15 December 2025 as Chief Executive-Designate and as Chief Executive with effect from 1 January 2026. Further details on the process followed in the search and induction process are set out below.

The appointment process



I am honoured to have been appointed as Chief Executive of Hammerson and have enjoyed working with the team and meeting shareholders, partners and other stakeholders. Under Rita-Rose's leadership the Company completed a major turnaround of the portfolio and restructured the balance sheet, firmly establishing Hammerson in a new phase of growth. I am excited to continue this journey, advancing the Company's unique portfolio of prime retail and leisure anchored city destinations."

Rob Wilkinson
Chief Executive Officer

Board balance, composition and skills

After a number of years in which the Board remained unchanged, during 2025 two Directors informed the Board of their decision to step down from the Board.

Rita-Rose Gagné stood down as Chief Executive and from the Board with effect from 1 January 2026 and was replaced by Rob Wilkinson as Chief Executive. Rob initially joined the Board on 15 December 2025, as Chief Executive-Designate.

Méka Brunel also stood down from the Board with effect from 1 January 2026, after six years as a Non-executive Director.

Following Méka's decision to step down, the Board initiated a full search, supported by an independent external search agency, to identify a replacement. On 6 February 2026, the Board announced that Michelle McGrath would be joining the Board as an independent Non-executive Director on 9 March 2026. Michelle brings extensive property and capital markets experience in the UK listed real estate market and deep relevant experience in operational management of city centre destinations. Further information on the recruitment and induction process for Michelle's appointment will be set out in next year's Annual Report.

At the date of this report, the Board comprises seven Directors: the Chair of the Board, two Executive Directors and four Non-executive Directors.

As part of its discussion of Board changes and in accordance with its usual practice, during 2025 the Committee reviewed the composition and balance of the Board and its Committees, having regard to requirements under the Code. The review considered: each Director's skills, experience and knowledge; the membership of the Committees of the Board; the overall size of the Board and the balance between Executive and Non-executive Directors; the tenure of individual Directors and the Board as a whole; the diversity of the Board; and the independence of the Non-executive Directors.

As demonstrated by the skills and experience summarised in the biographies of the Directors on pages 84 and 85, and the Board skills and experience matrix opposite, the Board members have a wide range of relevant skills and knowledge gained in diverse business environments and different sectors and geographies. This gives the Board varying perspectives during discussions and enhances its decision-making and oversight of management. The Committee is satisfied that the Board has the necessary mix of skills and experience to fulfil its role effectively, as confirmed by the externally facilitated Board performance review conducted in 2025. The range of skills and experience will be further strengthened when Michelle McGrath joins the Board on 9 March 2026.

The Committee is also satisfied that the Board is comprised of an appropriate combination of Executive and Non-executive Directors, and that the overall size of the Board remains appropriate given the complexity and scale of the Company's operations. All Non-executive Directors are currently considered to be independent for the purposes of the Code as at the date of this Report. On appointment to the Board, the Chair of the Board was considered to be independent in accordance with the terms of the Code.

During 2025, the Committee oversaw the process for the external performance review of the Board and its Committees. Further information on that process can be found on pages 98 and 99.

Re-election of Directors at the 2026 AGM

All Directors are subject to annual re-election by shareholders at the AGM. Prior to the Company's AGM each year, the Committee considers and makes recommendations to the Board concerning the reappointment of Directors, having regard to their performance, suitability, time commitment and ability to continue to contribute to the Board. Following this year's review in advance of the 2026 AGM, the Committee has recommended to the Board that all Directors be reappointed at the AGM.

The biographies of the Directors, set out on pages 84 and 85, contain more information on the reasons why the Board recommends the re-election of each Director. Directors are expected to devote sufficient time to the Company's affairs to enable them to fulfil their duties as Directors effectively.

The attendance at the meetings for each Director during 2025 is shown in the Board and committee meetings attendance table on page 88. Details of the Company's Overboarding Policy and decisions made during the year in relation to Directors' additional external appointments are set out on page 95.

The Committee remains satisfied that each Director continues to devote an appropriate amount of time to the Company and to their responsibilities as a Director.



Board Diversity, Inclusion and Equal Opportunity Policy and objectives

The Committee is mindful of the diverse communities within which the Company's destinations are located, and of the advantages of promoting diversity, in its broadest sense, at all levels of the Company's operations.

Diversity, inclusion and equal opportunity has continued to be a focus of the Committee in 2025, with consideration during the year of relevant developments and activities at Board level, across senior management and within our wider colleague base. The Committee ensured that candidates from a range of backgrounds and experiences were included in the longlists and shortlists for each of the Board appointments discussed in more detail above. This included a mixture of female and male candidates, and candidates from different ethnic backgrounds.

Diversity of gender, ethnicity, background and experience remains central to the Committee's approach to Board composition and recruitment. In line with its established approach, the Committee remains committed to engaging only executive search firms that have adopted the Standard Voluntary Code of Conduct on gender diversity and best practice, and to ensuring that Board candidate lists are compiled from a broad and diverse talent pool, including candidates without prior listed-company experience. This was the case in the searches during 2025 and early 2026 for the appointment of a new Chief Executive and the appointment of a successor to Méka Brunel as a Non-executive Director.

The Board recognises that due to its relatively small size, the appointment or departure of a single Director can have a significant impact on the achievement of particular numerical targets with respect to the Board's composition. However, considerations relating to diversity of gender and ethnicity, including the targets set out in the UK Listing Rules and relevant investor guidelines, will continue to be important factors for any future Board level recruitment searches and appointments.

In December 2025, the Committee reviewed the Board Diversity, Inclusion and Equal Opportunity Policy, with an updated version subsequently approved by the Board. The policy sets out the Company's approach to diversity, inclusion and equal opportunity when reviewing the composition and balance of the Board and its Committees. The policy can be read in full on the Group's website at www.hammerson.com.

The Directors believe that the benefits of a diverse and inclusive Board, and wider colleague-base, will bring different perspectives and build a broad range of capabilities necessary for the Company to achieve its strategic objectives.

During the year, the Committee considered the Company's diversity in the context of the UK Listing Rules requirements on diversity reporting. The relevant disclosures can be found on pages 106 and 107.

Board skills and experience

	Rob Wilkinson	Himanshu Raja	Robert Noel	Mike Butterworth	Habib Annous	Adam Metz	Carol Welch
Risk Management; Audit	●	●	●	●	●	●	
Finance, Banking; Financial Services; Fund Management	●	●	●	●	●	●	
Investment; Mergers & Acquisitions	●	●	●	●	●	●	●
Asset and Property Management, Regeneration & Development	●		●			●	●
Business Transformation; Strategy	●	●	●	●		●	●
Retail						●	●
Media; Marketing							●
Digital; Customer Service & Customer Behaviours		●					●
International Business & Markets	●			●	●	●	●
Environmental, Social & Governance	●	●	●	●	●		
People, Talent, Culture and Remuneration	●		●		●		●

Gender identity reporting under LR6.6.6R(9) and LR6.6.6R(10)

As at 31 December 2025, being the relevant reference date for the purposes of Listing Rule 6.6.6R(9)(a) consistent with the approach taken in last year’s Annual Report:

- Three of the Board’s nine members identified as female (33.3%). This was slightly below the target of 40% in the Listing Rules. As disclosed above in greater detail, this requirement will continue be an important consideration for future Board appointments. In line with the Board Diversity, Inclusion and Equal Opportunity Policy, the Board will seek to achieve female representation of 40% as opportunities arise as part of future recruitment searches
- The position of Chief Executive, being one of the senior positions identified in the Listing Rules (together with the Chair of the Board, the Senior Independent Director and the Chief Financial Officer), was held by a woman

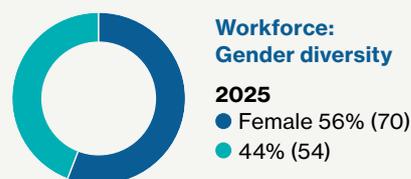
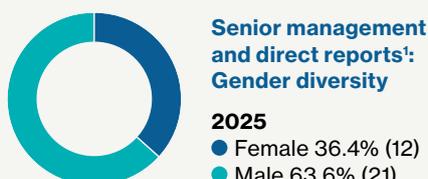
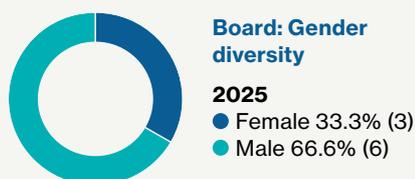
- The Committee is mindful, however, that the retirements of Rita-Rose Gagné and Méka Brunel after the relevant reference date have affected progress towards meeting the 40% target. The appointment of Michelle McGrath as a Non-executive Director with effect from 9 March 2026 supports renewed progress toward this target (25% female representation from the point at which she joins the Board), and the Company remains committed to achieving at least 40% female representation over time as succession opportunities arise. The retirement of Rita-Rose Gagné also means that the Board is not currently meeting the separate target of having at least one of the Chair, Senior Independent Director, Chief Executive or Chief Financial Officer positions held by a woman. Future succession planning for these roles will include consideration of the Listing Rules’ target in this area

Gender identity

The Board’s commitments in these areas are formalised within the Board Diversity, Inclusion and Equal Opportunity Policy.

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management ¹	Percentage of executive management ¹
Men	6	66.6%	3	6	75.0%
Women	3	33.3%	1	2	25.0%
Not specified/prefer not to say					

1 In accordance with Listing Rule 6.6.6R(10), executive management for these purposes are the members of the Group Executive Committee. As set out in the narrative above, Rita-Rose Gagné stepped down as Chief Executive with effect from 1 January 2026. The percentage of women in executive management from that date was therefore 14.3%.
 2 The data in the table was collected via written submissions completed by each relevant individual within scope of the reporting requirements set out in Listing Rule 6.6.6R(10).
 3 The reference date for the purposes of Listing Rules 6.6.6R(9a) and 6.6.6R(9c) is 31 December 2025, consistent with the approach in the prior year. A description of the changes that occurred after that reference date is set out in the narrative above. The data above includes Rob Wilkinson who was appointed to the Board as Chief Executive-Designate on 15 December 2025.



All data as at 31 December 2025. Further information on changes to Board membership since that date is set out above.

1 As defined in the Code (excluding executive assistants).

Ethnic background identity reporting under LR6.6.6R(9) and LR6.6.6R(10)

As at 31 December 2025, being the relevant reference date for the purposes of Listing Rule 6.6.6R(9)(a) consistent with the approach taken in last year's Annual Report, three of the Board's nine members identified as being from a minority ethnic background (33.33%) exceeding the target set in the Listing Rules, the Parker Review and the Board Diversity, Inclusion and Equal Opportunity Policy. As noted above, two members of the Board retired with effect from 1 January 2026. Notwithstanding these changes, the Company continues to exceed its ethnicity related Board diversity targets as at the date of this report, with two of its seven Directors identifying as being from a minority ethnic background.

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management ¹	Percentage of executive management ¹
White British or other White (including minority-white groups)	6	66.6%	3	6	75%
Mixed/Multiple Ethnic Groups	1	11.1%			
Asian/Asian British	1	11.1%	1	1	12.5%
Black/African/Caribbean/Black British					
Other ethnic group	1	11.1%			
Not specified/prefer not to say				1	12.5%

1 In accordance with Listing Rule 6.6.6R(10), executive management for these purposes are the members of the Group Executive Committee.

2 The data in the table was collected via written submissions completed by each relevant individual within scope of the reporting requirements set out in Listing Rule 6.6.6R(10).

3 The reference date for the purposes of Listing Rules 6.6.6R(9a) and 6.6.6R(9c) is 31 December 2025, consistent with the approach in the prior year. A description of the changes that occurred after that reference date is set out in the narrative above. The data above includes Rob Wilkinson who was appointed to the Board as Chief Executive-Designate on 15 December 2025.

The Committee will continue to monitor compliance with the targets in the Listing Rules, as well as considering diversity in the Company's senior manager population. As part of this, it will continue to be updated on, and discuss, initiatives across the Company in relation to diversity, inclusion and equal opportunity.

Parker Review – Board and senior management

As noted above, three of the Board's nine members (33.33%) identified as being from a minority ethnic background as at 31 December 2025 and two of the Board's seven members (28.6%) identify as being from a minority ethnic background as at the date of this report. In both cases, the Company exceeds the ethnicity related target set by the Parker Review.

The Parker Review recommends that FTSE 250 companies set a target for the percentage of their senior management (members of the GEC and their direct reports, excluding executive assistants) who self-identify as being from an ethnic minority by December 2027. The Committee set a target of 10% in 2023 and spent time in 2025 reviewing the progress made against achieving that target.



All data as at 31 December 2025. Further information on changes to Board membership since that date is set out above.

Workforce diversity, colleague engagement and succession planning

In December 2025, the Committee considered the Company's Annual HR Report, including a report on culture and engagement, talent development, progress with diversity and inclusion objectives across the Group, the UK gender pay gap and wider HR initiatives for 2025. The Committee takes seriously its role in overseeing the development of a diverse pipeline for senior management positions and the link between diversity and inclusion, and delivery of the Company's purpose, values and strategic aims. It received updates during the year on diversity and inclusion initiatives across the Group, including management's work with diversity and inclusion campaign groups, and the activities of the Group's Affinity Network.

In line with the Code, the Committee discloses that the gender balance of those in senior management (being the members of the GEC) and their direct reports (excluding executive assistants) at 31 December 2025 was 36.4% (12) female (2024: 30.3% (10)) and 63.6% (21) male (2024: 69.7% (23)).

Further details of gender diversity at senior manager level (as defined in the Companies Act 2006) and across the colleague base can be found on page 43. The charts on these pages illustrate the gender diversity at Board level and with respect to senior management and their direct reports (as defined in the Code) and also the overall colleague-base, in each case as at 31 December 2025.

Colleague engagement and culture

The Committee continues to be involved in overseeing colleague engagement activities. In 2025, the Company gathered feedback from colleagues via participation in an all colleague survey. The results of that exercise, including the resulting short, medium and long term actions, and the progress achieved against the prior year's results, were presented to the Committee in December 2025.

Throughout the year, Carol Welch, as Designated Non-executive Director for Colleague Engagement, reported to the Committee on her activities during 2025, and on her engagement with colleagues and, in particular, with the colleague forum ('the Forum'). You can read more about Carol's work as the Designated Non-executive Director for Colleague Engagement on page 93.

In June and December 2025, the Chief People Officer presented an update on the work of the Forum, including its focus areas for 2025 and priorities for the period ahead.

The Committee plays an important role in monitoring the Company's culture. In 2025 it received information and data from the Chief People Officer in relation to culture and activities across the organisation to ensure that culture remains aligned with the Company's purpose, values and strategy. This will remain an area of focus during 2026. More information is set out on pages 42 and 43.

Stakeholder engagement

In addition to its activities described above in relation to colleague engagement, the Committee spent time during 2025 considering the Board's wider approach to stakeholder engagement.

Among other things, this included a review of the principal stakeholders identified by the Company together with an assessment of the different methods used to engage with those stakeholders and how their perspectives (and factors identified in Section 172 of the Companies Act 2006) are taken into account as part of Board discussion and decision-making.

The review concluded that relevant stakeholders and their interests had been identified and that mechanisms for engaging with them, both directly and indirectly, had been valuable in informing Board decisions in the year. Further information on the Company's stakeholders and the Company's Section 172 Statement can be found on pages 38 to 41.

Governance

As set out on page 83, the Committee is responsible for certain governance related matters.

During 2026, the Committee will continue to monitor external governance developments, including, among other things, the implications of the UK Government's decision to withdraw the Audit Governance and Reform Bill.

Robert Noel

Chair of the Nomination and Governance Committee
24 February 2026

Ensuring integrity in reporting and control



Mike Butterworth
Chair of the
Audit Committee

Committee membership

Mike Butterworth (Chair), Habib Annous, Adam Metz

Other regular attendees by invitation

Rob Wilkinson, Chief Executive
Robert Noel, Chair of the Board
Himanshu Raja, Chief Financial Officer
Richard Shaw, Deputy Chief Financial Officer
Alex Dunn, General Counsel and Company Secretary
External Auditor
Internal Audit

Meeting attendance

In 2025 there were five scheduled meetings. For details of attendance, see the attendance table on page 88.

Key focus areas in 2025

- Ensuring the integrity of reporting processes, including the Group’s property valuation processes
- Approving the significant accounting and financial reporting matters and judgements in relation to the half year and year end financial statements
- Reviewing the effectiveness of risk management and internal control processes
- IT and cyber enhancements and developments
- The effectiveness and independence of the internal audit function and performance of the External Auditor
- Assessing the Group’s principal risks and ESG risks and opportunities and associated disclosures
- Horizon scanning and preparation for evolving legal and governance landscape
- Advising the Board on whether, as a whole, the Annual Report and Accounts are fair, balanced and understandable
- Considering the results of the 2025 performance review in respect of the performance of the Committee
- Reviewing the Committee’s terms of reference and recommend amendments to the Board for approval
- Recommending to the Board changes to the appointments of the Valuers to ensure compliance with, among other things, the RICS mandatory rotation rules

Dear Shareholders

As Chair of the Audit Committee (‘the Committee’), I am pleased to present my report for the year ended 31 December 2025.

The Committee plays a key governance role for the Group. It acts independently of management to ensure high governance standards are maintained including the integrity of financial reporting and the effectiveness of internal controls. In 2025, the Committee complied with all relevant in force provisions of the 2024 UK Corporate Governance Code (‘the Code’) and has sought to apply the applicable guidance set out within the Financial Reporting Council’s (‘FRC’) Guidance on Audit Committees, including the minimum standards published by the FRC in May 2023.

The Committee’s terms of reference were reviewed and updated during the year and are available to view at www.hammerson.com.

This report sets out the activities undertaken by the Committee during 2025 and offers insight into how the Committee has discharged the responsibilities delegated to it by the Board and its key areas of focus.

Mike Butterworth

Chair of the Audit Committee
24 February 2026

Membership and meetings

The Committee continues to be comprised exclusively of independent Non-executive Directors with the necessary financial experience and sector specific knowledge to fulfil their responsibilities. There were no changes in the membership of the Committee during the year.

The Committee met five times during the year. To ensure the Committee addresses all its required responsibilities, the agenda for each meeting is planned annually in advance around the Group’s reporting cycle and includes particular matters for the Committee’s consideration. In addition, the agenda is reviewed by the CFO and the Chair of the Audit Committee to ensure it addresses any new matters which fall under the Committee’s responsibilities. Following each meeting, the Board is appraised of matters arising from the Committee.

Audit Committee Report continued

The Chair of the Board, the Chief Executive, the Chief Financial Officer and other members of the senior finance team, together with senior representatives of the Company's External Auditor, PricewaterhouseCoopers LLP ('PwC'), are invited to attend all or part of meetings as appropriate.

In order to fulfil its duties as set out in its terms of reference, the Committee receives presentations and reviews reports from the Group's senior management, internal audit function and from the Group's External Auditor and external valuers: CBRE Ltd, Cushman and Wakefield LLP and Jones Lang LaSalle Ltd ('the Valuers').

The Committee meets, with no management present, at least once a year with PwC, and at least once with the Group's members of management responsible for internal audit, enterprise risk and ESG. Each scheduled meeting of the Committee also includes time for discussion between the members without the presence of management.

The Valuers and PwC have full access to one another, and the Chair of the Audit Committee holds private sessions with each separately to discuss the half year and year end valuation process to ensure each is satisfied that there had been a full and open exchange of information and views.

Independence and experience

The Board continues to be satisfied that the Committee members provide an appropriate depth of financial reporting, risk management and commercial experience across different industries including commercial real estate and in listed companies. This combined knowledge and experience enables the Committee to undertake its duties properly and act independently of management.

The Board has also confirmed that it is satisfied that, being a chartered accountant and having held other senior finance appointments, the Chair of the Audit Committee meets the Code requirement that at least one member has recent and relevant financial experience.

More information about the Committee members' skills and experience is set out in the Director biographies on pages 84 and 85 and in the Board Skills Matrix on page 105.

Annual review of effectiveness

For 2025, the review of the Audit Committee's performance was carried out externally by Board Alchemy. As set out in more detail on page 97 to 99, the review confirmed that the Committee continues to perform its role effectively with no significant concerns or improvement recommendations.

A separate review was undertaken internally to assess the performance of the External Auditor and the effectiveness of the internal audit function, with no significant concerns identified.

The private sessions of the Committee, in which members meet without the presence of management, also provide further opportunities to discuss matters in connection with its effectiveness and to highlight any areas for improvement or change.

External advice

The Board makes funds available to the Committee to enable it to take independent legal, accounting or other advice if or when the Committee believes it necessary to do so. No such independent advice was required in 2025.

Key committee activities in 2025

Core duties

The Committee assists the Board in fulfilling its oversight responsibilities by acting independently from the Executive Directors. There is an annual schedule of items which are allocated to the meetings across the year to ensure that those items within the Committee's terms of reference are covered fully and that sufficient time is allocated to allow for thorough discussion and challenge. These items are supplemented and time allocations are amended throughout the year as key matters arise.

The principal duties of the Committee undertaken in 2025 are set out on the subsequent pages.

Accounting and financial reporting matters

- Monitoring the integrity of the Annual Report and Accounts and the Interim Statement to ensure clarity and completeness of disclosures, including those relating to alternative performance measures
- Reviewing matters of accounting significance, including financial reporting matters, judgements and estimates
- Advising the Board on whether, as a whole, the Annual Report and Accounts are fair, balanced and understandable
- Reviewing the Group's valuation process and valuations of the Group's property portfolio
- Considering and reviewing the basis for the Going concern and longer term Viability statements
- Reviewing the impact of climate risk on the financial statements and the Group's ESG and TCFD disclosures
- Receiving updates on the impact of emerging legislation, regulation and guidance, including for example, a detailed update on IFRS 18, Presentation and Disclosure in Financial Statements

Risk management and internal control

- Reviewing the Group's financial controls and internal control effectiveness and maturity, with particular focus on the additional requirements introduced by Provision 29 of the Code which came into effect from 1 January 2026
- Reviewing and monitoring the Group's risk management systems, processes and risk appetite, including those to identify emerging risks, to ensure the Group has an effective internal controls environment and complies with the applicable laws and regulations
- Ensuring that management has systems and procedures in place to ensure the integrity and accuracy of financial information
- Debating and agreeing changes to the Group's principal risks and advising the Board on the same

Internal audit

- Monitoring and reviewing the adequacy, effectiveness and independence of the internal audit and risk functions, ensuring they have adequate resources and appropriate access to information to enable them to perform their function effectively and efficiently in accordance with the relevant professional standards
- Reviewing terms of reference for the function which defines its role, responsibility, accountability and how it maintains its independence and objectivity
- Considering the whistleblowing mechanisms by which colleagues may raise concerns about possible improprieties in financial reporting or other matters
- Considering the findings of internal audit reviews and the response of senior management to any recommendations arising from those findings
- Monitoring the resolution of agreed actions from previous internal audit reviews
- Reviewing and approving the 2026 Group internal audit plan, which comprises a three year cyclical and risk based annual internal audit plan

External audit

- Approving the annual audit plan presented by the External Auditor
- Reviewing the results and conclusions of work performed by the External Auditor
- Reviewing and monitoring the relationship with the External Auditor, including their independence, objectivity, effectiveness, terms of engagement and approval of fees
- Reviewing and approving non-audit services supplied to the Group and approving the Group's Non-audit services policy
- Making recommendations for the reappointment and future re-tender of the External Auditor

General matters

- Reviewing and approving the Group's tax matters and judgements, strategy and accompanying external statement
- Reviewing and recommending to the Board for adoption the Group's policies on Anti-Bribery and Corruption, Anti-Money Laundering, Whistleblowing, Fraud and Data Protection
- Referring matters to the Board which, in its opinion, should be addressed at a meeting of the Board
- Recommending changes to the appointment of the Valuers to ensure compliance with, among other things, the RICS mandatory rotation rules
- Considering IT and cyber and information security enhancements and developments
- Reviewing the Group's payment practice performance and reporting
- Reviewing any proposed changes to the Group's insurance arrangements and renewal of such arrangements
- Evaluating its own performance and effectiveness and as part of this, reviewing its constitution and terms of reference, recommending changes to the Board for approval

Risk management and internal control**Risk management**

The Audit Committee continued to review the Group's approach to risk management. As explained in the Risks and Uncertainties section on page 69, the Group uses a number of tools to review the Group's risk management processes including the Group's Risk Management Framework and Residual Risk Heat Map. These tools are reviewed regularly by senior management to ensure that risks, both existing and emerging, are properly identified and managed, and the potential impact on the Group assessed. The Committee also supported the Board in its annual review of the Group's risk appetite.

Audit Committee Report continued

Climate risk

As part of the Group's Task Force on Climate-related Financial Disclosures ('TCFD') response, the impact of climate risk was assessed in the context of the financial statements. Further details on the Group's TCFD response is given on pages 55 to 68.

For the year ended 31 December 2025, while recognising the Group's commitment to achieving net zero by 2030 as part of the wider ESG strategy, it was judged that climate risk has not had a material impact on the financial reporting estimates and judgements.

Key areas of the financial statements in which climate risk has been assessed were:

- Property valuations which are stated at fair value as determined by the Group's external Valuers in accordance with RICS Valuation – Global Standards. RICS has previously published a guidance note 'Sustainability and ESG in Commercial Property Valuation' and the implications of this for the Group's valuations were discussed with the Valuers. We have also shared the Group's Net Zero Asset Plans with the Valuers to enable them to fully understand the planned programme of works which are a key element of the Group's net zero commitment
- Going concern and Viability: Given the longer term nature of climate risk there is not expected to be a material impact on the Group's financial projections over the shorter Going concern and Viability periods
- Contingent liabilities: In 2021 the Group issued €700m sustainability-linked bonds maturing in 2027. The bonds contain two emissions reduction targets, both of which are being tested on the Group's 2025 emissions performance against a 2019 benchmark. Failure to achieve the targets would result in an additional interest charge of 37.5 basis points per annum per target, equivalent to £2.2m per target, being payable in addition to the final year's coupon. These penalties have been recognised as contingent liabilities at 31 December 2025. At the date of publication of this report, the underlying 2025 data still contains a number of estimates. We expect to receive the outstanding actual consumption data during the first half of 2026 which will enable the Group to finalise the emissions reduction and obtain appropriate external assurance ahead of the calculation deadline of 15 May 2026. Based on the current data set the Group expects to achieve both targets

➤ **Further details** of the Group's approach to climate risk can be found on pages 44 to 68

Internal control

The Committee assists the Board in fulfilling its responsibilities relating to the adequacy and effectiveness of the Group's control environment.

During the year, the Committee received regular updates on the Group's internal control systems covering financial, operational, reporting and compliance controls. The Group's internal controls provide reasonable but not absolute assurance against material misstatement or loss.

The review of internal controls involves analysis and evaluation of the key risks to the Group, including a review of all the material controls. This includes the plans for the continuity of the Group and its operations in the event of unforeseen interruption.

In preparation for the introduction of Provision 29 of the Code on 1 January 2026, the Committee undertook a detailed assessment of the Group's internal control review and reporting processes during 2025. As part of this work, the Committee approved a series of enhancements to strengthen the mechanisms through which assurance is generated and reported. These improvements are intended to ensure that the Committee receives an enhanced level of assurance to support its recommendation of the statement regarding the effectiveness of the Group's internal controls, which will be included in the Group Annual Report and Accounts for the year ending 31 December 2026.

Throughout 2025, the Committee of Sponsoring Organizations of the Treadway Commission 2013 ('COSO 2013') internal control framework was applied. The application of this framework ensures that the Group's control environment and assurance programme is robust and aligned to its principal risks. It also promotes a strong culture of awareness and accountability for risk management across the Group.

In addition, the Committee reviewed the Group's approach to compliance with legislation on the prevention of money laundering and bribery and corruption. Updates were provided throughout the year on the additional measures to be introduced by The Economic Crime and Corporate Transparency Act 2023 in respect of the new offence of failing to prevent fraud, and relevant updates to the Company's policies and procedures were approved by the Committee for recommendation to the Board during 2025. The Committee also oversaw enhancements made to the Group's arrangements relating to whistleblowing, which ensures that appropriate systems are in place for colleagues to raise concerns in confidence.

The Committee confirms that its review of the control environment in 2025 was able to demonstrate that the Group continues to operate an effective internal control environment. A fuller disclosure in this regard will be made in next year's Annual Report pursuant to provision 29 of the Code.

Material matters, judgements and estimates

The Committee received reports from management and the External Auditor setting out the significant accounting and financial reporting matters and judgements in respect of the financial statements as well as how these matters were addressed. The following sets out the main areas of judgement considered by the Committee. For each area, the Committee was satisfied with the accounting and disclosures in the 2025 Annual Report.

Matter considered	The Committee's review and conclusion
<p>Valuation of the Group's property portfolio</p> <p>The valuation of the Group's property portfolio is a key recurring judgement due to its significance in the context of the Group's net asset value.</p> <p>Valuations are inherently subjective due to the assumptions and judgements made by the Valuers. Key inputs to the valuations are capitalisation yields and market rental income ('ERV'). The Valuers also consider other factors including the location, physical attributes of the property, and environmental and structural conditions.</p> <p>Valuations are undertaken by the Group's three external Valuers and are thoroughly reviewed by management.</p>	<p>The Valuers each presented their year end valuations to the Committee in February 2026. These were scrutinised, challenged and debated with a focus on the key judgements adopted to determine ERVs and yields. The impact of climate change and any future capital expenditure requirements on the valuations were also discussed.</p> <p>It was acknowledged that the Group's leasing performance provided good evidence to support the Valuer's ERV assumptions. It was also acknowledged that the increased number of investment transactions provided a more robust basis for yield judgements than in recent years.</p> <p>The Committee Chair held private meetings with each Valuer to discuss the valuation process and confirm that the Valuers remained independent and objective.</p> <p>The Committee also received a report from the External Auditor detailing their assessment of the valuation process and year end values.</p> <p>Based on the work undertaken, the Committee was satisfied that the valuations had been carried out in an appropriate manner with reference to the widest range of available evidence and was therefore suitable for inclusion in the Group's financial statements.</p>
<p>Accounting for property transactions (including classification of assets held for sale)</p> <p>The accounting treatment of property transactions is a recurring judgement for the Group because of the financial significance and potential complexity of such transactions.</p> <p>For property transactions, judgement is also required to determine whether, and from which date, assets should be reclassified as 'held for sale'.</p>	<p>During 2025, the Group completed three transactions involving the acquisition of its former joint ventures at Brent Cross, Bullring and Grand Central, and The Oracle.</p> <p>The Committee reviewed and challenged management's papers on the accounting treatment for each transaction. For each of the acquisitions, judgement was required under IFRS 3, Business Combinations, to determine whether the transaction was an asset acquisition or a business combination. The Committee concluded in each case that the acquisition was an asset acquisition since the transaction involved the purchase of a corporate entity that was unable to operate independent of Hammerson's management. Also, the predominant asset acquired was the flagship destination with the other sundry net assets acquired ancillary to the property asset. The papers also explained that, from an accounting perspective in its 2025 financial statements, the transactions required the Group to cease equity accounting and derecognise its investments in joint ventures, recognise an asset acquisition and subsequently consolidate the entity.</p> <p>The Brent Cross acquisition included an added accounting consideration as the acquisition was concluded in a number of separate transactions, with the Group gaining control on 9 May 2025. The final acquisition transaction completed in December, meaning that a proportion of the profit from Brent Cross was attributable to non-controlling interests during the year.</p> <p>+ Further details on the acquisitions and the Brent Cross non-controlling interests are in notes 13B and 28 to the financial statements respectively</p> <p>The Committee also reviewed and concluded that there were no ongoing or potential property transactions which met the reclassification criteria under IFRS 5 to be 'held for sale' at 31 December 2025.</p>

Audit Committee Report continued

Matter considered	The Committee's review and conclusion
<p>Going concern and viability An assessment is required to recommend to the Board that the financial statements be prepared on a going concern basis. A further assessment is also required to support the Viability Statement.</p>	<p>The Committee, in conjunction with the Board, reviewed management's assessments of going concern and viability. The assessments both contained a base scenario derived from the Group's Business Plan and took account of the Group's principal risks, including climate change, and the latest geopolitical, economic and trading outlook. The assessments contained earnings, balance sheet, cash flow, liquidity and credit metric projections, including key covenants. They also contained reverse stress tests to appraise the Group's absolute resilience to adverse changes to the key variables (valuations and net rental income) impacting debt covenants and, for going concern, considered debt and facilities maturing outside of the minimum 12 month assessment period.</p> <p>The Committee reviewed and challenged the financial forecasts and their underlying assumptions and were satisfied that management had conducted a robust assessment which clearly demonstrated the Group's resilience. It noted that the refinancing activity, equity raise and improvement in the Group's credit ratings in 2025 provided confidence in the Group's ability to access finance on attractive terms in the ordinary course.</p> <p>Based on the work undertaken, the Committee concluded that the 2025 financial statements be prepared on a going concern basis and that the Group should retain a three year Viability period. See pages 173 and 174 for the Going Concern Statement and pages 78 and 79 for the Viability Statement.</p>
<p>Fair, balanced and understandable The Directors are required to consider the disclosures in the Annual Report are fair, balanced and understandable. This includes both the narrative explanation of the Group's performance and the use of alternative performance measures ('APMs'), being financial measures not specified under IFRS. These are used to monitor the performance of the business, which management reviews on a proportionally consolidated basis.</p> <p>Judgement is required to ensure disclosures and associated commentary explain clearly the performance of the business and, for APMs, provide reconciliations to IFRS.</p>	<p>The Committee reviewed management paper which explained management's judgement that the Annual Report was fair, balanced and understandable. This set out the consistency and balance across the various sections of the Annual Report and the completeness of disclosures. In relation to APMs, the paper explained that APMs:</p> <ul style="list-style-type: none">• are properly explained, including the rationale for their use• are not given undue prominence relative to measures under IFRS• where relevant, are reconciled to IFRS <p>Following its review, the Committee was satisfied that the Annual Report and financial statements, taken as a whole, were fair, balanced and understandable and recommended this conclusion to the Board.</p>

Internal audit

The Group's internal audit function provides independent and objective assurance over the design and operating effectiveness of the system of internal control through a risk focused approach. Internal Audit reports functionally into the Chair of the Committee and administratively to the CFO.

Internal audit activities are predominantly carried out internally, with co-sourcing support provided by BDO LLP for more complex reviews. This arrangement also ensures that the function has access to a dedicated resource pool and specialist skills.

Prior to the start of each financial year, the Committee reviews and approves the annual Group internal audit plan. A further review occurs during the year to take account of any necessary revisions. The plan takes account of the Group's principal risks and, in particular, any heightened risks affecting the Group, with audits split between a cyclical annual plan and risk based audits. Other key factors for consideration are material areas of change for the Group which have not been subject to recent audit.

In line with the COSO 2013 internal control framework, an assurance map has been developed which enables the Group to determine a three year programme internal audit plan based on the risk profile of identified material areas and the levels of assurance, both internal and external, obtained through other lines of defence across the business. In 2025, the Committee reviewed and approved a revised three year cycle which had been updated to recognise the significant progress and transformation achieved across the business in incorporating a streamlined operating model, and steady state processes and controls, reducing the level of risk associated.

Internal audits completed during 2025 included, but were not limited to:

Cyclical

- Accounts payable
- Accounting and reporting
- Accounts receivable
- Capital expenditure
- Lease management

Risk based

- Acquisitions

Recommendations for improvements are agreed with management with clear timelines and responsibilities for implementation. Progress updates on actions arising from current and prior reports are, and have been, provided at Committee meetings throughout the year. The Committee is satisfied that the internal audit programme remains risk focused, is functioning satisfactorily across the Group, and that management is open to reviews and takes action on recommendations on a timely basis.

Accordingly, it has been concluded that the Group's internal audit arrangements provide effective assurance over the Group's risk and control environment and that the function has adequate resources and appropriate access to information to enable it to perform its role effectively and efficiently given the size and complexity of the business. The Committee continues to review how the internal audit function may need to evolve to continue to align with the Group's strategy.

External Auditor

Independence and objectivity

Both the Company and the External Auditor, PwC, have safeguards in place to protect the independence and objectivity of the External Auditor. The Committee receives details of any relationships between the Company and PwC that may have a bearing on their independence. These were reviewed by the Committee during the year and remain satisfactory.

As set out in more detail in the Independent Auditor's Report on pages 156 to 165, the Committee was informed of an inadvertent breach of the FRC's Ethical Standard during the year, arising from the provision of tax return preparation services to three entities following their acquisition by the Group in November 2025. These services, which generated a fee of £11,600, were engaged by a third party after the acquisition by the Group and were identified as prohibited non-audit services.

PwC confirmed to the Committee that the services did not form part of their evidence in respect of the audit of the Group's consolidated financial statements and were immediately ceased upon identification.

Having considered the nature, scope and remediation of the matter, the Committee was satisfied that the breach did not compromise the External Auditor's independence or objectivity.

Audit Committee Report continued

Auditor effectiveness

The effectiveness of the audit process is subject to ongoing monitoring and the Committee has considered this during the year as part of an internal review undertaken in July 2025 and as part of the 2025 year end process. The Committee considered a number of factors, including, among other things, the quality and scope of the audit plan and the clarity of reporting. The Committee also sought the views of key members of the finance team, senior management and the Directors regarding the audit process and the quality and experience of the audit partner engaged in the audit.

Their overall feedback was positive and confirmed that the External Auditor provides an appropriate level of challenge to management. It was agreed that the audit team had continued to be responsive and cooperative, had demonstrated flexibility and adaptability in working with management, and had driven efficiency in their audit approach. Confirmation was also sought that the fee payable for the annual audit is sufficient to enable PwC to perform its obligations in accordance with the scope of the audit.

The Committee has concluded that, taken as a whole, PwC has carried out its audit for 2025 effectively and efficiently.

Auditor appointment

PwC has served as the Group's External Auditor since being appointed at the AGM in April 2017 after a full tender process was undertaken in 2016. Joanne Leeson served as the Group's audit partner for the 2025 financial year end.

In compliance with prevailing legislation and best practice, the external audit contract will be put out to a competitive tender at least every 10 years and the Committee has decided to conduct an external audit tender in the first half of 2026, which will become effective in respect of the audit for the 2027 financial year. There are no contractual obligations that restrict the Committee's choice of External Auditor.

Planning is underway and the Committee intends to comply with each of the relevant sections of the FRC's Audit Committees and the External Audit: Minimum Standards when conducting the tender process. Disclosure on the extent to which those standards were applied will be set out in next year's Audit Committee Report.

PwC's objectivity, independence and performance remain appropriate and the Committee believes it is in the best interests of investors that they continue as the Group's External Auditor. Accordingly, the Committee has recommended to the Board that PwC be reappointed as External Auditor for the 2026 financial year, subject to approval at the AGM to be held on 30 April 2026.

The Committee is in compliance with The Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Processes and Audit Committee Responsibilities) Order 2014, published by the Competition and Markets Authority.

Non-audit services

The Committee has put in place a robust auditor engagement policy to ensure that the External Auditor remains objective and independent. It considers how such objectivity might be, or appear to be, compromised through the provision of non-audit services by the External Auditor.

The Group's non-audit services policy can be found on the Company's website and reflects the requirements of the Financial Reporting Council ('FRC's') Revised Ethical Standard 2024 such that the External Auditor may only provide services which are included on the FRC's 'whitelist' of services.

Non-audit services with fees up to £50,000 are assessed and, as appropriate, authorised by the Chair of the Committee. Services with fees above this level are considered by the Committee as a whole.

During the year, PwC received £0.2m for non-audit services (2024: £0.3m), equivalent to 11% (FY24: 22%) of the Group's audit fee. For 2025 the fees related to reporting accountant work in respect of the Group's Euro Medium Term Note programme and the €350m 3.5% bond issue in October 2025. Further analysis of fees paid to the External Auditor is set out in note 5E to the financial statements.

The Committee also closely monitors the provision of non-audit services to ensure compliance with the 70% non-audit services cap. This is calculated as a percentage of the average annual fees paid for audit services over the three year period ending 31 December 2024. For 2025, the Group was comfortably below the ratio at 26% (2024: 43%).

Mike Butterworth

Chair of the Audit Committee
24 February 2026

Aligning remuneration with performance and values

Habib Annous
Chair of the
Remuneration Committee



Committee membership

Habib Annous (Chair), Carol Welch, Robert Noel¹

Other regular attendees by invitation

Rob Wilkinson, Chief Executive
Jessica Oppenheimer, Chief People Officer
Alex Dunn, General Counsel and Company Secretary
External Remuneration Advisors

Meeting attendance

In 2025 there were four scheduled meetings.
For details of attendance, see the table on page 88.

Key areas of focus in 2025

- Triennial review of Remuneration Policy and consultation with shareholders ahead of the AGM in April 2026
- 2025 review of Executive Directors' pay and the fee of the Chair of the Board
- Review and approval of 2025 AIP structure, performance targets and personal objectives
- Approval of AIP outturn for 2024 and review of likely 2025 AIP outturn
- Review and approval of the underpin for 2022 RSS awards
- Confirmation of the outgoing Chief Executive's retirement terms
- Agreement of the incoming Chief Executive's remuneration terms
- Consideration of Remuneration Policy against developments in market and governance changes
- Review of 2024 Directors' Remuneration Report
- Feedback on engagement with investors and the Colleague Forum on remuneration matters

¹ Robert Noel has been an interim member of the Committee since 1 January 2026. He will step down from the Committee on 9 March 2026 when Michelle McGrath joins the Board and becomes a member of the Committee.

Dear Shareholders

I am pleased to present our Directors' Remuneration Report ('the Report') for the year ended 31 December 2025. The year marked an important period of transition and forward planning for Hammerson, shaped by a strengthened financial position, continued operational delivery, and a remuneration framework that is evolving to support the Company's next phase of growth.

Context for the Committee's decisions

Over the last few years, Hammerson has had to operate in a volatile macroeconomic and geopolitical environment; 2025 proved no different. There has been a great deal of speculation around the government budget process in the UK and France throughout the year, and we have also seen political uncertainty in France. The ongoing threats of tariffs imposed by the US added to the uncertainty.

Against this backdrop, it is pleasing to report that Hammerson has once again delivered a strong year of execution on its medium-term financial guidance and strategic plan.

Operationally, we have seen another record year of leasing in 2025 with 352 deals signed securing £51m of rent at an average 11% premium to ERV on a net effective basis. The leasing strategy is designed to deliver the optimum brand mix to drive footfall, sales and grow our catchments. The success of this strategy is illustrated by the footfall growth we have seen in all countries, with each portfolio being comfortably ahead of national benchmarks.

Hammerson also had a successful year of accretive joint venture acquisitions in Brent Cross, Birmingham and Reading. These acquisitions, in combination with the purchase of the 50% of Westquay not already owned by Hammerson at the end of 2024, mean we have invested £757m in our core assets at an average yield of 7.6% since November 2024.

We are grateful to our existing and new shareholders for their support with the equity issue which was launched to part fund the acquisition of Bullring and Grand Central in Birmingham from our JV partner in August. We also had a successful bond issuance which was supported by the credit rating improvements achieved during 2025.

It is important to remind shareholders that, consistent with our long-term practice and established market norms, the original Annual Incentive Plan ('AIP') performance targets for EPRA earnings per share and gross rental income have been adjusted for variance in the timing of planned acquisitions, disposals, share buybacks, and debt and equity issuances.

Directors' Remuneration Report continued

In 2025, we again achieved strong ESG outcomes with a 18% like-for-like carbon emissions reduction and £10m of Social Value. We are also in the process of measuring the outcome of our two emission reduction targets associated with our €700m sustainability linked bond and, based on information available at the date of this report, expect to meet both targets.

With a strong platform, Hammerson is well positioned to continue its pure-play growth journey.

The Committee carefully considered how the performance in 2025 should be reflected in the remuneration outcomes for the year, ensuring continued alignment between executive reward, shareholder outcomes, and the long term sustainable value of the business.

Remuneration Policy and stakeholder engagement

The current Remuneration Policy was approved at the AGM on 4 May 2023. Our Directors' Remuneration Report for 2024, which explained how we applied that policy in 2024 and intended to do so in 2025, was also approved with 92.0% of shares voted in favour at the AGM on 15 May 2025.

As required under the regulations, the Policy is subject to renewal at the 2026 AGM. The Committee has reviewed the operation and impact of the Policy, engaging with shareholders representing approximately 68% of the Company's equity and the principal proxy advisory firms. We appreciate the time shareholders took to consider and provide feedback on the proposals. While largely positive, shareholder perspectives on the Policy and its implementation were varied, as is often the case. In addition to the written responses we received, we also had the opportunity to meet with a number of our largest shareholders. All the feedback received was reviewed and discussed extensively by the Committee.

The Committee also market-tested the Policy when recruiting the new Chief Executive in 2025. After careful consideration of the Policy, the Committee concluded it remains broadly appropriate, enabling Hammerson to attract, retain and motivate high calibre talent. However, the Committee recognised that there was the opportunity to bring the salary and maximum AIP payment for the Chief Executive to a level which is more aligned to Hammerson's current peer group. Against this context, the Committee decided to propose only limited changes to the formal Policy although the arrangements for the new Chief Executive demonstrate the Committee's commitment to ensuring that the practical application of the Policy will reflect Hammerson's position in the market.

The updated Policy appears in full on pages 122 to 133.

Deferral under the Deferred Bonus Share Scheme

Under the current Policy, awards earned by Executive Directors as part of the AIP are paid in a mix of cash and deferred shares, with the deferred shares element currently being at least 40% of the total award. The deferral period is two years and this will continue. The Committee believes that bonus deferral is an appropriate means of aligning the interests of shareholders and executives by facilitating the build up of a shareholding over time. However, where an Executive Director exceeds the share ownership guideline level, the Committee may, in future, consider whether it is appropriate to reduce the level of deferral. In this circumstance, the Committee will not automatically reduce the level of deferral but will have regard to evolving market practice as it considers what, if any, reduction is appropriate.

Operation of the Restricted Share Scheme ('RSS')

The annual award levels of 100% of base salary for the Chief Executive and 75% of base salary for the Chief Financial Officer will continue. Vesting of the award is subject to the required underpin set out in the Policy.

One proposed change to the operation of the RSS is to simplify the vesting structure under the scheme. Currently, one-third of RSS awards vest after three years, one-third after four years and one-third after five years, with a holding period applying to the year three and year four tranches, taking the timeframe for the entire award to five years. For RSS awards made in 2026 and beyond, it is proposed that 100% vests after three years, subject to a further two-year holding period, meaning that no shares will be delivered to Executive Directors until five years after grant. This approach is simpler, more transparent for participants and shareholders and is completely aligned with recent market practice. This change will be in place for grants made in 2026 and beyond.

+ **Further information** on the application of the Policy during 2025 is detailed on pages 133 to 145

Executive Director changes

The Company announced on 4 June 2025 that Rita-Rose Gagné would be stepping down from the Board and retiring from her position as Chief Executive but would continue in role until the appointment of her successor. On 9 September 2025, the Company announced that Rob Wilkinson would join the Board as Chief Executive-Designate on 15 December 2025 and take up the role of Chief Executive on 1 January 2026.

Further details on Rob's terms of appointment and remuneration are set out in the Report. In summary these comprise:

- A base salary of £620,000 which is 19% lower than the previous Chief Executive's salary
- A lower bonus opportunity. The Committee took the opportunity to align the Chief Executive's variable pay arrangements with our peer group, reducing the maximum bonus opportunity from 200% of salary to 150% of salary (compared with the previous Chief Executive). He will receive equivalent RSS awards to his predecessor, typically at a value equal to 100% of salary
- Rob will not be considered for a bonus for the 2025 financial year
- To compensate him for the loss of awards at his previous employer, the Committee also approved buy-out awards which were granted in December 2025 over Hammerson shares on terms that are substantively similar to Hammerson's Deferred Bonus Share Scheme. The aggregate value of the buy-out awards at grant was £1,017,000. Rob's remuneration terms are in accordance with the Policy previously approved by shareholders

The remuneration arrangements relating to Rita-Rose Gagné's retirement are also detailed in the Report. When approving these arrangements, the Committee complied with the terms of the Policy and they do not involve any payments for loss of office. In summary, the terms include normal good leaver status under the various incentive plans consistent with her status as a retiree.

Short-term incentive arrangement

Given the excellent strategic delivery in 2025, and the outperformance across all key financial and operational KPI's, it is unsurprising that the AIP is paying out at a high level. Further detailed information on the AIP outturn for 2025 can be found in the Report. As in previous years, this was subject to extensive review by the Committee.

Long-term incentive arrangements

Consistent with market practice, our approach is to make annual grants of long-term incentives awards through the RSS. In line with the Policy, Rita-Rose Gagné and Himanshu Raja received annual RSS awards equivalent to 100% and 75% of base salary, respectively, on 17 March 2025.

The Committee assessed the underpin for the 2022 RSS grant in March 2025 for Rita-Rose Gagné and Himanshu Raja. Based on the delivery for financial years 2022 – 2024, the Committee determined that the underpin had been met and, therefore, that the awards should be allowed to vest in accordance with the RSS rules. The Committee thoroughly reviewed all aspects of the Group's performance over the three years since grant and concluded that the successful delivery of the strategy during this period should result in a full vesting. The Committee noted that Hammerson delivered a positive TSR over this period as compared to UK sector peers, which on average, produced a TSR of -42%. Additionally, Hammerson delivered on the sale of Value Retail and had achieved a £1bn reduction in net debt over the period. The Committee confirmed that on the basis of performance in the period, the outcome does not reflect any element of windfall. Among other things, the Committee considered the significant debt reduction, organisational and operational transformation, and positive TSR for the three-year vesting period. Further detailed information on the factors considered by the Committee in assessing the underpin can be found in the Report.

2026 pay approach

Rob Wilkinson took up his role as Chief Executive with effect from 1 January 2026. On appointment as Chief Executive Designate on 15 December 2025, his gross annual salary was set at £620,000.

The Committee has approved a 3% salary increase for the Chief Financial Officer from April 2026, in line with the increases awarded to the wider workforce. The Chief Executive's salary will remain unchanged in 2026.

We have committed to shareholders to keep the AIP measures under review to ensure they remain appropriate to Hammerson's strategic goals. As part of the Policy, at least 60% of the bonus scorecard is linked to financial measures. For 2026, the Committee has decided to adjust the weighting of the bonus scorecard to increase the proportion based on financial performance to 75%. In addition to the Sustainability Linked Bond, which is inherently part of the financial measures due to the emissions conditions which impact the interest rate payable, broader ESG measures will be incorporated into the personal/strategic objectives which make up 25% of the AIP. All targets will continue to incorporate quantitative targets to the extent feasible.

Directors' Remuneration Report continued

This results in the new scorecard comprising:

Net rental income (relative to business plan)	25%
EPRA earnings per share (relative to business plan)	25%
Relative total shareholder return	25%
Personal/strategic objectives (inclusive of ESG)	25%

Awards will be made under the RSS in March 2026 in the normal way with grants of 100% and 75% of salary envisaged for the Chief Executive and Chief Financial Officer, respectively, in line with the Policy.

Colleague engagement

We communicate with, and receive feedback from, the Company's colleagues through a variety of channels during the year, notably through the Colleague Forum ('the Forum'). I met with the Forum in November 2025 to discuss executive remuneration and explain how it aligns with the wider Company pay policy. Having had an insightful discussion, the feedback was presented at the Committee's meeting in December and considered as part of its determination of remuneration outcomes for 2025 and in the context of the Policy review.

The Committee is regularly updated on Group-wide colleague pay and benefits and considers colleague remuneration, as well as colleague engagement feedback from Carol Welch, our Designated Non-executive Director for Colleague Engagement, as part of its wider review of executive leadership and remuneration.

Conclusion

Notwithstanding the external headwinds, 2025 was a year of exceptional execution. Over the last five years, Rita-Rose Gagné led a remarkable turnaround of the business, returning it to a sustainable growth path. Her drive and determination was evident, right up to her last day in post as Chief Executive, inspiring colleagues to deliver on the Group's strategic objectives. This delivery is rightly reflected in the remuneration outcomes for 2025 for the Executive Directors and colleagues across the organisation.

In summary:

- The Committee approved the remuneration terms for Hammerson's new Chief Executive, with his salary 19% lower than his predecessor and his maximum bonus opportunity reduced to 150% of salary (from the previous 200%)
- Following careful consideration, the Committee approved a total payout of 97.8% and 95.3%, respectively, for the Chief Executive and Chief Financial Officer for the 2025 AIP, with 40% of each award deferred in shares for two years
- The Committee rigorously assessed the underpin for the 2022 RSS grants. It determined that the awards should be allowed to vest in accordance with the relevant rules having regard to the performance achieved over the three-year underpin period
- The Chief Executive and Chief Financial Officer will receive RSS awards for 2026 over shares worth 100% and 75% of salary, respectively
- The Chief Financial Officer will receive a 3% salary increase in-line with the increase awarded to the wider workforce
- The Committee has engaged extensively with our largest shareholders on the limited changes proposed to our Directors' Remuneration Policy

At the 2026 AGM, the Remuneration Report will be submitted to shareholders for approval alongside a separate resolution seeking approval to the updated Directors' Remuneration Policy. I am grateful for the engagement provided by shareholders during the year, and I look forward to receiving your continued support at the AGM.

Habib Annous

Chair of the Remuneration Committee

Key activities and decisions of the Committee in 2025

Salary and benefits	<ul style="list-style-type: none"> • 2025 review of Executive Directors' pay and the fee for the Chair of the Board • 2025 review of Group Executive Committee ('GEC') members' salaries
Annual incentive plan and long term incentive schemes	<ul style="list-style-type: none"> • Consideration and approval of AIP 2024 outturn, including for Executive Directors and GEC members • Review and approval of 2025 AIP structure, performance targets and personal objectives • Review of likely 2025 AIP outturn and potential AIP measures and targets for 2026 • Review and approval of the 2025 RSS award levels • Review and approval of the underpin for the 2022 RSS award • Review of restricted share awards for GEC members and other colleagues
Policy renewal	<ul style="list-style-type: none"> • Consideration of the Policy against developments in market and best practice • Consideration of changes to the Policy as part of triennial review • Engagement with shareholders and proxy agencies on proposed changes to the Policy and extensive discussion of feedback received
Governance	<ul style="list-style-type: none"> • Review of AGM season remuneration report results, and shareholders' and proxy agencies' views on remuneration • Review of the Remuneration Committee's terms of reference • Reports on engagement with shareholders on remuneration matters • Review of Directors' Remuneration Report
Other	<ul style="list-style-type: none"> • Confirmation of Rita-Rose Gagné's retirement terms • Agreement of Rob Wilkinson's joining terms, including the buy-out of awards forfeited on leaving his former employer • Employee share plan award activity • Review of remuneration consultant costs, performance and reappointment • Review of emerging remuneration practice • In consultation with the Designated Non-executive Director for Colleague Engagement, engagement with the wider colleague-base on how executive pay aligns with pay for colleagues

Directors' Remuneration Policy

The Directors' Remuneration Policy as set out below ('Policy') will take effect from the conclusion of the AGM to be held on 30 April 2026, subject to approval by the shareholders at that meeting. This Policy will remain applicable for the following three years. However, the Committee will keep a watching brief to ensure that it remains appropriate for the business at each stage in its evolution and in line with the broader remuneration landscape. The Committee may therefore revisit the Policy earlier. In 2025 and early 2026 the Committee consulted extensively with shareholders and proxy advisors, taking into account their views when making adjustments to the Policy. Further details of the consultation process are set out in the Remuneration Committee Chair's letter on pages 117 to 120.

No material changes to the Policy are proposed. The Committee is proposing some more administrative changes to reflect developments in reward more generally and updates to institutional investor guidelines. These include changes to bonus deferral and the operation of the RSS to simplify the vesting structure. Consistent with market norms, the Chief Executive will now receive a maximum bonus award of 150% of salary (compared with 200% for his predecessor and under the current Policy).

Salary

Purpose and link to strategy	<ul style="list-style-type: none"> To continue to retain and attract quality leaders To recognise accountabilities, skills, experience and value
Operation	<ul style="list-style-type: none"> Paid monthly in cash Reviewed but not necessarily increased annually by the Committee In undertaking reviews, the Committee will take into account a variety of factors, including Company and individual performance, market conditions, the level of salary increases awarded to other employees of the Group, and a comparison against both a relevant property peer group and a group of entities of comparable size selected by the Committee (the larger REITs and an appropriate pan-sector group of companies with a comparable market capitalisation and/or portfolio size) The Committee is aware of the limitations of benchmarking and of the need to avoid inflationary upward trends. However, benchmarking is considered at both base salary and total remuneration level, and the Committee generally considers that pay will be within a range of +/-10% of a median benchmark but also takes into account such other factors as it considers appropriate and is not constrained by this default
Maximum potential value	<ul style="list-style-type: none"> The base salary for any existing Executive Director shall not exceed £850,000 (or the equivalent if denominated in a different currency), with this limit increasing annually at the rate of UK CPI from the date of the 2017 AGM
Performance measures	<ul style="list-style-type: none"> Not applicable

Benefits

Purpose and link to strategy	<ul style="list-style-type: none"> Provide a range of benefits in line with market practice To continue to retain and attract quality leaders
Operation	<ul style="list-style-type: none"> Executive Directors may receive such contractual and non-contractual benefits as the Committee considers to be appropriate and consistent with market practice in the relevant market in which the Executive Director is based These benefits currently include a car allowance, enhanced sick pay, private medical insurance (for the Executive Director and their spouse/life partner), permanent health insurance and life assurance Whilst the Committee does not consider it to form part of benefits in the normal sense, Executive Directors can participate in corporate hospitality (including travel and, where appropriate, with a family member), whether paid for by the Company or another, within its agreed policies with any tax liability met on the Executive Directors' behalf In addition, Executive Directors will be paid any statutory entitlements
Maximum potential value	<ul style="list-style-type: none"> The aggregate value of such benefits received by each Executive Director (based on the value included in the individual's annual P11D tax calculation or a broadly equivalent basis for a non-UK based Executive Director) shall not exceed £100,000 or the equivalent if denominated in a different currency (with this maximum increasing annually at the rate of UK CPI from the date of the 2017 AGM) In addition to the benefits outlined, where Executive Directors are relocated to work in a different country, the Company may pay global relocation support with any tax liability met on the Executive Directors' behalf (up to a maximum of £400,000 plus tax costs) or the equivalent if denominated in a different currency; and/or provide tax equalisation arrangements and tax advisory services in relation to all elements of remuneration
Performance measures	<ul style="list-style-type: none"> Not applicable

Pension

Purpose and link to strategy	<ul style="list-style-type: none"> • Provide market competitive retirement benefits • To continue to retain and attract quality leaders
Operation	<ul style="list-style-type: none"> • In line with all UK employees, where either annual or lifetime pension allowances are exceeded, Executive Directors may receive a cash allowance (Pension Choice) to be paid as, or as a combination of: (i) an employer contribution to the Company's defined contribution pension plan; (ii) a payment to a personal pension plan; or (iii) a salary supplement • The level of contribution will not exceed the average level paid to staff in the relevant country (currently 10% in the UK)
Maximum potential value	<ul style="list-style-type: none"> • See above, currently 10% but this may change if the all-employee level changes
Performance measures	<ul style="list-style-type: none"> • Not applicable

Annual bonus (Annual Incentive Plan or AIP)

Purpose and link to strategy	<ul style="list-style-type: none"> • Align Executive Director remuneration with annual financial and Group strategic targets as determined by the Business Plan for the relevant financial year • To differentiate appropriately, in the view of the Committee, on the basis of performance • Partial award in shares aligns interests with shareholders and supports retention
Operation	<ul style="list-style-type: none"> • Awards are subject to continued employment, save in the leaver circumstances described in the Payment for loss of office section of this Policy • Awards are paid in a mix of cash and deferred shares, with the deferred shares element being at least 40% of the total award. Where an Executive Director achieves the shareholding required under the share ownership policy (250% of base salary), the Committee may consider whether it is appropriate to reduce the deferral. In this circumstance, the Committee will not automatically reduce the level of deferral but will have regard to evolving market practice as it considers what, if any, reduction is appropriate • The Committee reserves discretion to reduce any formulaic outcome if it is not considered appropriate in all the circumstances • Subject to clawback and malus provisions in situations of personal misconduct and/or where accounts or information relevant to performance are shown to be materially wrong and the bonus paid was higher than should have been the case and/or, in the case of malus, where the individual's actions contributed to a significant adverse impact on the reputation of the Company or Group or a group insolvency. The clawback period applies for 12 months from payout • The recovery and withholding provisions also apply to the deferred element of the AIP delivered under the Deferred Bonus Share Scheme ('DBSS')
Maximum potential value	<ul style="list-style-type: none"> • The maximum bonus opportunity is 150% of base salary for the Chief Executive and Chief Financial Officer
Performance measures	<ul style="list-style-type: none"> • The annual bonus operates by reference to financial and personal performance measures set and assessed over the performance period (which will normally be one financial year). The weighting of the financial measures will be at least 60% of the total opportunity. It is expected that the financial performance measures may include some or all of the following: <ul style="list-style-type: none"> • Net rental income • EPRA Earnings Per Share • Relative Total Shareholder Return • These measures are aligned to the Company's financial KPIs, and reflect successful delivery of the strategic business plan. The Committee reserves the right to change, remove or include these or such other measures as it considers to be an appropriate means of assessing the performance of the Executive Directors • The level of vesting at entry/threshold performance for each performance measure is set annually, but will be between 0% and 25% of maximum (with vesting normally then being on a straight line or stepped basis from the threshold to the stretch level set for full vesting). On-target and maximum performance levels will also be set • The Committee retains discretion to amend the vesting level (up or down) where it considers it to be appropriate, but not so as to exceed the maximum bonus potential and will disclose the exercise of any discretion in the Annual Remuneration Report that follows such exercise of discretion • Once set, performance measures and targets will generally remain unchanged for the performance period, except targets may be adjusted by the Committee to take account of significant transactions such as acquisitions and/or disposals, changes in accounting standards, or in other exceptional circumstances such as timing of other transactions i.e. debt and equity issuance which have a material impact on the Business Plan

Annual bonus (Deferred Share Element)

Purpose and link to strategy	<ul style="list-style-type: none"> The AIP award is split between cash and a substantial deferred award of shares which aligns interests with shareholders and supports retention
Operation	<ul style="list-style-type: none"> The deferred shares element is currently awarded under the Deferred Bonus Share Scheme ('DBSS'), but may be delivered under a different plan with equivalent terms The deferral period is currently two years, and may not be shorter The deferred shares are subject to the leaver conditions as set out in the Payment for loss of office section of this Policy The awards are typically structured as nil-cost share options, but can take other forms such as a conditional award of shares Participants are entitled to a dividend equivalent when the Company pays dividends for the period from grant until the vesting date, delivered as additional shares when the shares are transferred to the participant Subject to clawback and malus provisions in situations of personal misconduct and/or where performance in the period to which the bonus relates is shown to be materially different from that used to determine the award and, in the case of malus, where there has or would otherwise be material reputational damage and/or a group insolvency. The clawback period applies for two years from vesting
Maximum potential value	<ul style="list-style-type: none"> Awards under the DBSS are granted to deliver the deferred element of the annual bonus, and so no separate maximum applies
Performance measures	<ul style="list-style-type: none"> No further performance targets apply to the deferred shares element of the AIP as these represent previously earned bonuses

Restricted Share Scheme ('RSS')

Purpose and link to strategy	<ul style="list-style-type: none"> Incentivise the creation of long-term value creation for shareholders Align interests of Executive Directors with shareholders and support retention
Operation	<ul style="list-style-type: none"> Executive Directors are eligible to participate in an annual award under the RSS Awards are subject to a three year underpin period followed by a two year holding period (the holding period will not extend beyond the second anniversary of departure) Awards are subject to continued employment save as set out in the Payment for loss of office section of this Policy Participants are entitled to a dividend equivalent when the Company pays dividends for the period from grant until the date of release of the shares or, where a holding period applies, to the end of the holding period, delivered as additional shares when the shares are transferred to the participant The Committee has discretion to settle awards as a cash payment in place of the transfer of shares The Committee reserves discretion to reduce any formulaic outcome if it is not considered appropriate in all the circumstances Subject to clawback and malus provisions in situations of personal misconduct and/or where performance in the period prior to grant is shown to be materially different from that used to determine vesting and/or, in the case of malus, where there has or would otherwise be material reputational damage and/or a group insolvency The clawback period applies two years from the end of the holding period. All participants agree a declaration acknowledging the provisions
Maximum potential value	<ul style="list-style-type: none"> A discretionary annual award up to a value of 100% of base salary The Committee reserves the discretion to increase the maximum award to 150% of base salary in exceptional circumstances
Performance measures	<ul style="list-style-type: none"> Awards will normally vest in full, subject to the following underpin: <ul style="list-style-type: none"> That the Group's underlying performance and delivery against its strategy and plans (which may change in response to structural and cyclical changes over time) is sufficient to justify the level of vesting having regard to such factors as the Committee considers to be appropriate in the round In normal circumstances, such factors will include absolute TSR, relative TSR, Total Property Return ('TPR') and net rental income growth When considering these factors, the Committee will assess overall performance in the round, with a default to full vesting unless there has been material underperformance The Committee retains the discretion prior to making the award to amend the underpin Once set, the Committee may only amend the underpin in respect of outstanding awards in the event that exceptional circumstances occur, which make it appropriate to do so, provided that the amended underpin is not, in the view of the Committee, materially less difficult to satisfy

Colleague arrangements

Purpose and link to strategy	<ul style="list-style-type: none"> In order to be able to offer participation in these plans to employees generally, the Company is required by the relevant UK legislation to allow Executive Directors to participate on the same terms, if they choose to do so
Operation	<ul style="list-style-type: none"> Executive Directors are eligible to participate in all-employee incentive arrangements on the same terms as other colleagues. This currently comprises the following arrangements: <ul style="list-style-type: none"> Eligible UK colleagues may participate in the Sharesave and Share Incentive Plan ('SIP') All employees of Hammerson France are eligible to participate in a profit share plan, which rewards performance against such measures as the Committee considers to be appropriate
Maximum potential value	<ul style="list-style-type: none"> Maximum participation levels for Executive Directors are the same as apply to all employees
Performance measures	<ul style="list-style-type: none"> Not generally applicable. An award of free shares under the SIP can be made to all participants and may be subject to a Company performance target

For details regarding remuneration of other Group colleagues, please refer to the colleague pay and conditions elsewhere in the Group section of this Policy.

The Payment for loss of office section of this Policy contains details of the impact of a change of control on awards made under the AIP, the DBSS and the RSS.

The Committee will determine components of remuneration for new Executive Directors, as outlined in the Recruitment section of this Policy.

Performance measures for the AIP and RSS are set by the Committee taking into consideration a number of factors, including alignment to strategy, the Business Plan, need for consistency between years, changes to the Group's portfolio, market conditions, and need to ensure that targets are sufficiently challenging but also provide motivation to succeed.

It is a provision of this Policy that all pre-existing obligations and commitments that were entered into prior to this Policy taking effect and/or prior to an individual joining the Board will continue and can be honoured on their existing terms. In particular, these may include continued participation in legacy pension arrangements together with other obligations and commitments under service contracts, incentive schemes, pension and benefit plans. This includes payments from any outstanding awards under other incentive plans provided they were consistent with the Policy at the time they were awarded.

A summary of key changes to the Policy is included in the Committee Chair's letter.

Share ownership guidelines

All Executive Directors are expected to accumulate and maintain a holding in ordinary shares in the Company equivalent to no less than 250% of base salary.

Executive Directors are normally required to achieve the minimum shareholding requirement within seven years of the date of appointment.

Shares to be included in the calculation are:

- Shares held beneficially by the Executive Director and the Executive Director's spouse/life partner
- Shares held under the DBSS (on a net of tax/NI basis)
- Shares held under the RSS to the extent that they have satisfied the performance underpin but are subject to a holding period (on a net of tax/NI basis)
- Shares held by the Executive Director under the Share Incentive Plan

An annual calculation as a percentage of salary is made against the guidelines for each Executive Director as at 31 December each year based on the closing middle market quotation of a share price on the last business day in December. The closing exchange rate as at 31 December is used for Executive Directors whose salary is denominated in a currency other than sterling. No formal sanctions exist for non-compliance but obligations to comply with the guidelines are set out in Executive Directors' service agreements.

Post cessation share ownership guidelines

On cessation of employment, Executive Directors are expected to maintain a shareholding equivalent to 250% of base salary for a period of two years. Shares acquired on vesting or exercise of RSS and DBSS awards following cessation of employment will be subject to this shareholding requirement on the terms set out in the Company's share ownership guidelines as summarised above, but the Executive Director will not be expected to purchase additional shares to meet the shareholding requirement after cessation of employment. The Committee has discretion to reduce or adjust the guidelines if they are no longer appropriate (including to reflect any difference between the date on which an Executive Director (i) ceases to be a Director and (ii) to be an employee). Shares will be valued at the higher of the value on cessation and subsequently. Shares settled on vesting or exercise of RSS and DBSS awards will be transferred into a nominee facility maintained by or on behalf of the Company in connection with the operation of its share plans.

Recruitment

Statement of Principles

The Company will pay total remuneration for new Executive Directors that enables the Company to attract appropriately skilled and experienced individuals, but is not, in the opinion of the Committee, excessive. The Company will not pay new Executive Directors any inducements to join the Company over and above buy-outs of existing forfeited awards, as outlined in this section of the Policy.

Approach and limits

Annual salary, pension, contractual and non-contractual benefits, annual bonus and long-term incentive arrangements (including performance measures and/or conditions and maximum award levels), as described in the Remuneration Policy Table, will be the starting point for the structure of any package. The level of variable remuneration that may be awarded to a new Executive Director will not exceed the maximum AIP and RSS limits that can be awarded in line with the principles set out in the Remuneration Policy Table, with the exception of any compensation for variable remuneration forfeited. The limits contained within the Remuneration Policy Table for base salary or any other element of fixed pay apply to a new Executive Director both on joining and for any subsequent salary review within the period of this Policy unless the Committee considers there are exceptional circumstances. However, the Committee would seek to avoid exceeding those limits in practice.

The Company may provide a new Executive Director with global relocation support and/or tax equalisation arrangements as set out in the Remuneration Policy Table. The Company may pay reasonable legal, tax and other professional advice fees (and any associated tax costs) incurred by the new Executive Director in connection with their appointment.

For a new Executive Director who is an internal appointment, the Company may also continue to honour commitments made prior to the appointment as Executive Director even if those commitments are otherwise inconsistent with the Policy in force when the commitments are honoured. Any relevant existing incentive plan participation may either continue on its original terms or the performance conditions and/or measures may be amended to reflect the individual's new role, as the Committee considers appropriate.

Compensation for variable remuneration forfeited by a new Executive Director

The Company may, where appropriate, compensate a new Executive Director for variable remuneration that has been forfeited as a result of accepting the appointment with the Company. Where the Company compensates a new Executive Director in this way, it will seek to do so under the terms of the Company's existing variable remuneration arrangements as set out in the Remuneration Policy Table.

The Company may compensate on terms that are more bespoke than the existing arrangements where the Committee considers that to be appropriate.

The Committee may also make awards under a long-term incentive scheme that does not require shareholder approval if it falls within Listing Rule 9.3.2 (an arrangement established for a director specifically to facilitate, in unusual circumstances, the recruitment of an individual). In such instances, the Company will disclose an explanation of the detail and rationale for such recruitment related compensation in the next Annual Remuneration Report.

In making such awards, the Committee will seek to take into account the nature (including whether awards are cash or share based), vesting period and performance measures and/or conditions for any remuneration forfeited by the individual when leaving a previous employer. Where such awards had outstanding performance or service conditions (which are not substantially completed), the Company will generally impose equivalent conditions.

In exceptional cases, the Committee may relax those requirements where it considers this to be in the interests of shareholders, for example through a significant discount to the face value of the replacement awards.

Service agreements for a new Executive Director

The key termination provisions for service agreements for newly appointed Executive Directors will be:

Notice period	No greater than 12 months' notice (either notice to or from the Executive Director) for UK based Directors. For non UK based Directors, contracts are designed to meet local laws and have a similar overall effect in terms of the potential cost to the Group. A longer period of notice from the Company may apply to new appointments for a limited time if the Committee considers this is appropriate, but would then reduce to no more than 12 months.
Post termination restrictions	Compensation in respect of restrictive covenants may be paid if required for enforceability reasons under applicable local statutory (or collective bargaining) requirements. Appropriate post termination restrictions to protect the Group's confidential information, its customer and supplier connections and/or to prevent poaching of its senior workforce will be included.
Payment in lieu of notice ('PILON')	Employment can be terminated by the Company with immediate effect (for any reason) by making a payment in lieu of the outstanding period of notice ('PILON'). The PILON will typically comprise base salary only but may also include the value of benefits (including employer's pension contributions, private medical insurance and car allowance) in appropriate circumstances. The Company will have discretion to make any PILON on a phased basis, subject to mitigation.
Expiry date	There will be no fixed expiry date. The appointment of new Executive Directors will be terminable in accordance with the notice period.
Change of control and liquidated damages	The Executive Director will not have a right to liquidated damages, whether triggered by a change of control of the Company or otherwise.

The terms summarised above will be subject to any local statutory (or collective bargaining) requirements where applicable. For treatment of incentive awards in connection with termination, please see the Payment for loss of office section of this Policy below.

Payment for loss of office

The following tables set out a summary of obligations contained in the Executive Directors' service agreements which could give rise to, or impact on, remuneration payments for loss of office.

Service agreements and notice periods for current Executive Directors

	Rob Wilkinson	Himanshu Raja
Date of service contract	8 September 2025	19 April 2021
Notice period	12 months' notice (both from and to the Executive Director).	
Payment in lieu of notice ('PILON')	Employment can be terminated by the Company with immediate effect by making a PILON in respect of the outstanding notice period. The PILON will typically comprise base salary only but may also include the value of benefits (including employer's pension contributions, private medical insurance and car allowance) in appropriate circumstances.	
	The Company has the discretion to make any PILON on a phased basis, subject to mitigation.	

Copies of the service contracts are available for inspection at the registered office.

Directors' Remuneration Report continued

Annual bonus and long-term incentives

The following table describes the provisions which apply to leavers who are Executive Directors and the discretions available under the AIP, DBSS and RSS. Further detail as to the potential exercise of discretion by the Committee is set out in the Use of discretion section of this Policy.

	Ill-health, injury, disability, redundancy, sale of Company or business, retirement, any other reason determined by the Committee (including a mutually agreed exit)	Voluntary resignation	Termination for cause	Change of control
AIP In all cases, any bonus payable is subject to the normal deferral arrangements, unless the Committee determines otherwise	Remains eligible for full payment of the bonus for a completed performance period. In addition, the Committee has discretion to make payments for any performance period not completed, which will be time pro-rated unless the Committee determines otherwise.	No right to receive any bonus. Committee has discretion to pay a bonus provided the Executive Director is in employment at the end of the financial year, provided the Committee considers this to be appropriate in the circumstances.	No bonus payable.	Bonuses may be awarded under the AIP at the time of the change of control. Unless the Committee determines otherwise, a bonus will be time pro-rated.
DBSS	Full vesting on normal vesting date. Committee may accelerate vesting.	Awards lapse, save that the Committee has discretion to allow up to full vesting on the normal vesting date or the Committee may accelerate vesting.	Awards lapse.	Awards vest in full.
RSS	Awards remain capable of vesting, subject to the underpin. Awards will vest on the normal vesting date subject to the underpin, save that the Committee may accelerate vesting and, in particular, may disapply holding periods in whole or part. Unless the Committee determines otherwise, vesting will be time pro-rated.	Awards lapse, save that the Committee has discretion for awards to remain capable of vesting (subject to the underpin) on a time pro-rated basis and may accelerate vesting.	Awards lapse.	Awards vest. Unless the Committee decides otherwise, awards will vest subject to the underpin and time pro-rating.

On a corporate event affecting the Company, bonuses and awards under the AIP, DBSS and RSS will be governed by the rules of these plans. The information given here is for summary purposes.

In respect of all-colleague plans, including the Company's HMRC-approved, all-employee share plans, the Sharesave and the SIP, and the profit share plan for employees of Hammerson France, the Executive Directors are subject to the same leaver provisions as all other participants.

Other

If the Company terminates an Executive Director's employment by reason of redundancy, the Company will make a redundancy payment to the Executive Director in line with any applicable Company redundancy policy (which includes any entitlement to statutory redundancy pay) and any applicable collective bargaining agreement.

Payment to a departing Executive Director may be made in respect of accrued benefits and accrued untaken holiday. Certain benefits (for example private medical or life insurance) may continue until the end of the normal cover period and others may be extended to apply for a period post-termination where appropriate, for example repatriation for globally mobile individuals or reasonable legal, tax and other professional advice fees (and any associated tax costs) in connection with remuneration received following cessation of employment.

In connection with an Executive Director ceasing employment, the Company may, if the Committee determines it is in the best interests of the Company, enter into new contractual arrangements with the departing Executive Director including (but not limited to) settlement, confidentiality, restrictive covenants and/or consultancy arrangements on such terms and for such consideration (including cash consideration) as it considers appropriate. If a settlement agreement is entered into with the Executive Director, the Company may make payments that it considers reasonable in settlement of actual or potential legal claims, for example unfair dismissal, to discharge an existing legal obligation, or where otherwise agreed under the settlement agreement. This may include any entitlement to compensation in respect of statutory rights under employment protection legislation in the UK or in other jurisdictions.

A departing gift may be provided (and any tax liability met on the Executive Director's behalf) up to a value of £5,000 (plus the related taxes) per Executive Director on termination of office. The Company may agree to provide other ancillary or non material benefits in connection with (including in a defined period following) termination, not exceeding a value of £5,000 in aggregate.

Advisory and other fees

The Company may pay reasonable legal, tax and other professional advice fees (and any associated tax costs) on behalf of an Executive Director in connection with their exit and may pay a contribution towards fees for outplacement services (and any associated tax costs) in line with market practice from time to time when an Executive Director leaves.

In the case of a corporate transaction, the Company may agree to pay reasonable legal, tax and other professional advice fees (and any associated tax costs) on behalf of the Executive Director for advice on the effect of the corporate transaction on the Executive Director's personal position as a director (including, where appropriate, as to the terms of their employment).

The Company may agree to pay reasonable legal, tax and other professional advice fees (and any associated tax costs) on behalf of the Executive Director for advice related to any proposed changes to their terms and conditions of employment during their period of employment.

Use of discretion

The Committee can exercise discretion in various areas of the Policy as set out in this Report. In addition, the Committee has discretion to amend the Policy with regard to minor or administrative matters where it would be, in the opinion of the Committee, disproportionate to seek or await shareholder approval. The Committee retains the discretion to override the formulaic outcomes of incentive schemes. In exercising discretion in respect of the AIP or RSS, the Committee will take into account all factors it determines to be appropriate at the relevant time, including but not limited to the duration of the Executive Director's service and its assessment of the contribution towards the success of the Company during that period; whether the Executive Director has worked any notice period or whether (and if so, the extent that) a PILON is being made; the need to ensure an orderly handover of duties and continuity in the business operations of the Company; and the need to settle any claims which the Executive Director may have. In exercising any discretion, the members of the Committee will take account of their duties as Directors.

Other appointments: new and existing Executive Directors

Executive Directors are able to accept, with the consent of the Company's Board of Directors, non-executive appointments outside the Company (provided that such appointments do not lead to a conflict of interests) on the basis that such external appointments can enhance their experience and skills and add value to the Company. Any fees received by an Executive Director for such external appointments can be retained by the individual (except where the Executive Director is appointed as the Company's representative).

Chair and Non-executive Directors' remuneration

Purpose and link to strategy

Ensure the Company continues to attract and retain high-quality Chair and Non-executive Directors by offering market-competitive fees

Operation

The Chair's fee is determined by the Committee. Other Non-executive Directors' fees are determined by the Board on the recommendation of the Executive Directors.

Fee levels are reviewed periodically taking into account independent advice and the time commitment required of Non-executive Directors.

Fees paid aim to be competitive with other listed companies which the Committee (in the case of the Chair) and the Board (in respect of Non-executive Directors) consider to be of equivalent size and complexity but are not set by reference to a prescribed benchmark. Fees are paid monthly in arrears.

The Chair does not receive any additional fee in respect of membership of any of the Committees.

Other Non-executive Directors may receive additional fees for membership and/or being chair of the Remuneration and Audit Committees. No additional fee is currently paid to the Chair or members of the Nomination and Governance Committee. There is also an additional fee for the Senior Independent Director and the Designated Non-executive Director for Colleague Engagement. The level of additional fees is set to reflect the responsibilities of the role. If the Chair or other Non-executive Directors are required to devote additional time to their duties in exceptional circumstances, they may receive additional fees at an appropriate and proportionate level.

Fee levels

Current fees (per annum) are:	£
Chair	300,000
Non-executive Director	65,512
Senior Independent Director	10,500
Chair of Audit Committee	15,750
Audit Committee member	5,250
Chair of Remuneration Committee	15,750
Remuneration Committee member	5,250
Designated Non-executive Director for Colleague Engagement	8,400

Maximum limit

Aggregate total fees payable annually to all Non-executive Directors are subject to the limit as stated in the Company's Articles of Association (currently £1,000,000). The Committee reserves the right to provide additional fees within the stated limit, including for membership of any additional Committee the Board may establish.

Other benefits

There are no other benefits currently available to any of the Non-executive Directors. Whilst the Company does not consider that reimbursing travel and accommodation expense (including to the Company's London office) is a benefit in the normal sense, should any assessment to tax be made on such reimbursement, the Company reserves the ability to settle such liability on behalf of the Non-executive Director.

Non-executive Directors are not eligible for performance related bonuses or participation in the Company's share plans, nor do Non-executive Directors receive any pension benefits. Whilst the Company does not consider it to form part of benefits in the normal sense, Non-executive Directors can participate in corporate hospitality (including travel and, where appropriate, with a family member), whether paid for by the Company or another, within its agreed policies.

A departing gift may be provided (and any tax liability met on the Non-executive Director's behalf) up to a value of £5,000 (plus the related taxes) per Non-executive Director on termination of office. The Chair and the Non-executive Directors do not have service agreements with the Company. Their appointments are governed by letters of appointment, which are available for inspection on request. The letters of appointment of Non-executive Directors are reviewed by the Chair and the Executive Directors every three years.

Appointments of Non-executive Directors are for a term of three years, subject to the right of either party to terminate the appointment on not less than three months' notice or immediately should a conflict of interest arise. If any Non-executive Director is not re-elected at the Company's Annual General Meeting, the appointment will cease automatically.

On termination of an appointment, a Non-executive Director is normally only entitled to such fees as may have accrued to the date of termination, together with the reimbursement in the normal way of any expenses properly incurred prior to that date. The Company may make a payment in lieu of notice to a Non-executive Director comprising fees that would have been incurred during the notice period.

The dates of the appointments of the Non-executive Directors in office as at 31 December 2025 are set out below.

	Date of original appointment to Board	Commencement date of current term	Unexpired term as at 31 December 2025
Robert Noel	1 September 2020	1 September 2023	8 months
Habib Annous	5 May 2021	5 May 2024	1 year, 4 months
Méka Brunel ¹	1 December 2019	1 January 2022	–
Mike Butterworth	1 January 2021	1 January 2024	1 year
Adam Metz	22 July 2019	7 July 2025	2 years, 7 months
Carol Welch	1 March 2019	24 February 2025	2 years, 2 months

¹ Méka Brunel stepped down from the Board with effect from 1 January 2026.

Employees' pay and conditions elsewhere in the Group

Consideration of the remuneration of the wider employee-base forms an important part of the Policy review. Set out below is a summary of colleague pay and conditions. Remuneration packages for all Group colleagues may comprise both fixed and variable elements. Generally, the more senior the individual, the greater the variable pay offer as a proportion of overall pay due to the ability of senior managers to impact more directly upon the Group's performance. As well as assessing the remuneration packages of the Executive Directors, the Committee reviews the remuneration of the senior management team and is kept informed of remuneration developments across the Group, including the salary increases and employee benefits of the wider employee population.

The Committee has regard to market data and to internal relativities when considering the appropriateness of pay levels for its Executive Directors and members of the Committee bring their own experience and knowledge in considering any proposals.

Summary of 2025 remuneration structure for colleagues below Board level

Element	Approach/Policy
Base salary	An assessment is made each year on pay increases across the Group. The assessment may include benchmarking exercises for different roles. Other factors taken into consideration are the Group's performance, competition in the marketplace and general economic climate, specifically rates of inflation and wage growth. Pay increases are expected to be in line with market rate and any increase awarded to an individual will reflect competence and experience. Exceptional pay increases are sometimes awarded to bring pay in line with market practice or recognition of an individual's development within a role or on promotion. More usually, exceptional personal performance is recognised through variable pay.
Annual bonus	An annual cash bonus scheme is operated throughout the Group. Although there are some minor differences in application of the scheme according to jurisdiction of employment, the same principle applies to all employees in that there is an opportunity to receive a bonus based on personal, team or Group performance or a mixture of both. Generally, the more senior the employee the more the weighting is towards Company performance. The maximum cash bonus opportunity varies according to seniority. In addition to Executive Directors, Group Executive Committee members have a proportion of their award deferred into shares.
Pension	The pension offering forms an important part of the reward package across the Group. All employees may participate in one of a number of defined contribution pension arrangements across the UK and Ireland. Employee and employer contribution structures vary depending on the scheme.
Share schemes	A variety of all-employee and discretionary share schemes are in operation across the Group. Generally, where local legislation allows, eligible employees, including Executive Directors, may participate in an all-employee share scheme such as the Sharesave scheme operated in the UK. In addition, UK employees have the opportunity to join the UK Share Incentive Plan ('SIP'). Employees of Hammerson France are eligible to participate in a profit share plan which rewards performance against certain performance measures. Senior employees in the UK may participate in restricted share awards on a similar basis to the Executive Directors and in France in the Free Shares Award Scheme.
Employee benefits	Benefits offered by the Group include life assurance, private medical care, car allowances, permanent health insurance and health checks. The offer of a particular benefit to an employee will depend on location within the business, their role and seniority.

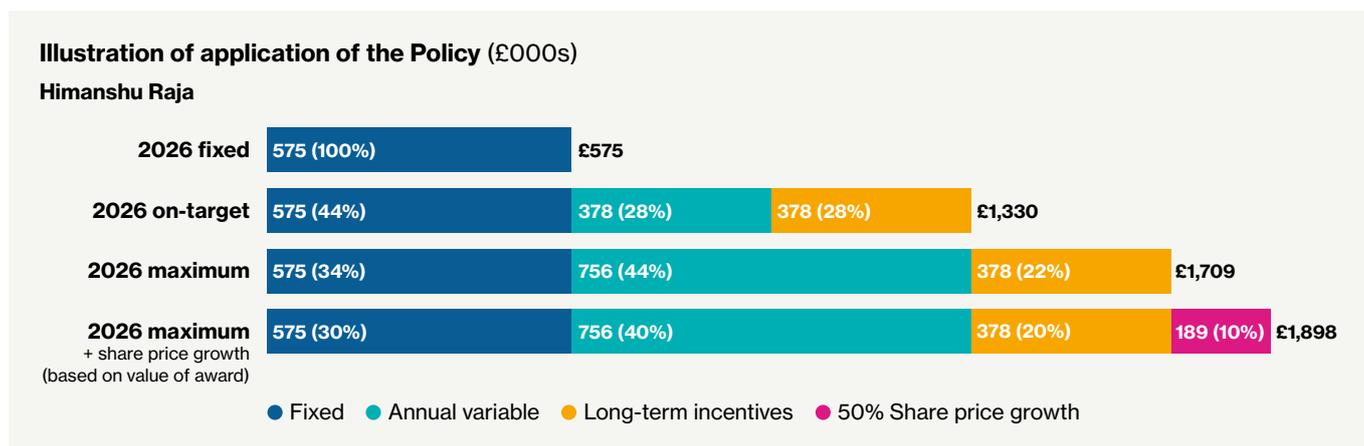
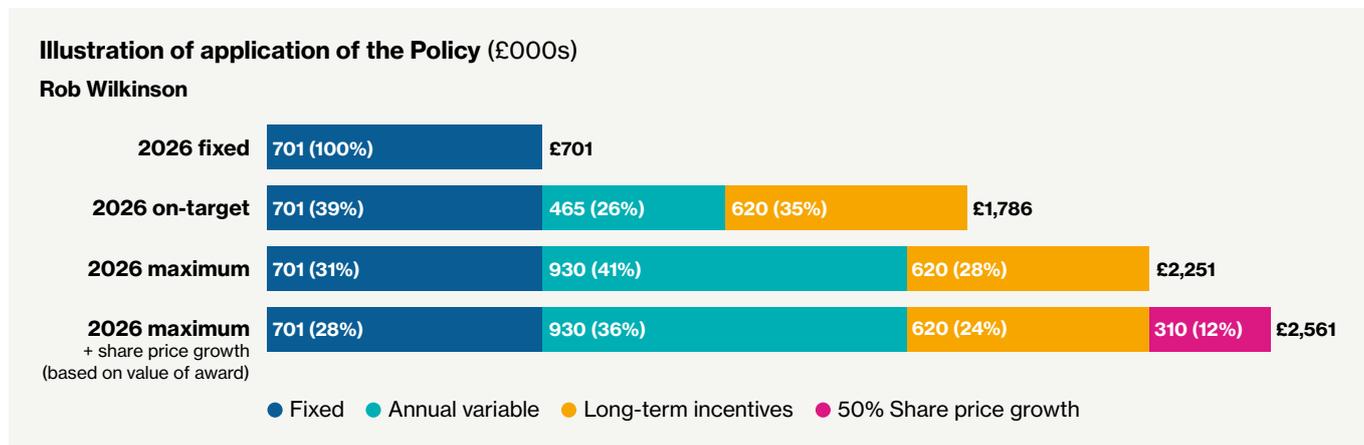
Directors' Remuneration Report continued

Shareholder engagement

The Committee reviewed the operation and impact of the Policy, actively engaging with approximately 68% of the share register and the principal proxy advisory firms.

Illustration of application of the Policy

Set out below is an illustration of the reward mix for the Executive Directors at minimum, on-target and maximum performance under the Policy.



Assumptions: Executive Director remuneration scenarios 2026

Element	Approach/Policy															
Fixed	<p>Consists of base salary, contractual and non contractual benefits, pension and participation in the UK all-employee share plans.</p> <p>Base salary is the salary to apply after salary increases take effect on 1 April 2026.</p> <p>Benefits are as shown in the Single Figure Table for 2025 in the Annual Remuneration Report. For Rob Wilkinson, the benefits figure represents an expected full-year equivalent.</p> <p>Pension contributions are based on salary after salary increases take effect on 1 April 2026.</p> <table border="1"> <thead> <tr> <th></th> <th>Base Salary £000</th> <th>Benefits £000</th> <th>Pension £000</th> <th>Total Fixed £000</th> </tr> </thead> <tbody> <tr> <td>Rob Wilkinson</td> <td>620</td> <td>19</td> <td>62</td> <td>701</td> </tr> <tr> <td>Himanshu Raja</td> <td>504</td> <td>21</td> <td>50</td> <td>575</td> </tr> </tbody> </table>		Base Salary £000	Benefits £000	Pension £000	Total Fixed £000	Rob Wilkinson	620	19	62	701	Himanshu Raja	504	21	50	575
	Base Salary £000	Benefits £000	Pension £000	Total Fixed £000												
Rob Wilkinson	620	19	62	701												
Himanshu Raja	504	21	50	575												
On-target	<p>Based on what the Executive Director would receive if performance was in line with expectation (excluding share price appreciation and accrual of dividend equivalent payments):</p> <p>AIP: consists of on-target levels (50% of maximum bonus opportunity).</p> <p>RSS: assumes maximum vesting of awards (100% of salary for the Chief Executive and 75% for the Chief Financial Officer).</p>															
Maximum	<p>Based on the maximum remuneration receivable (excluding share price appreciation and accrual of dividend equivalent payments):</p> <p>AIP: consists of the maximum bonus opportunity in 2026 (150% of base salary for both the Chief Executive and Chief Financial Officer).</p> <p>RSS: assumes maximum vesting of awards (100% of salary for the Chief Executive and 75% for the Chief Financial Officer).</p>															
Impact of share price appreciation	50% of maximum RSS award value.															

Annual Remuneration Report

The Directors' Remuneration Report ('the Report') sets out how the Directors' Remuneration Policy ('the Policy') was put into practice in 2025 and how we intend to implement it in 2026. It is divided into three sections:

Section 1: Single figure tables

Section 2: Further information on 2025 remuneration

Section 3: Implementation of the Remuneration Policy in 2026

The Group's External Auditors have reported on certain sections of this Report and stated whether, in their opinion, those sections have been properly prepared. These sections are labelled as 'audited'.

The Policy was approved by shareholders at the AGM held on 4 May 2023 and is available to view on the Investor Relations section of the Company's website at www.hammerson.com. A summary of the key provisions for each element of the Policy is set out in this Report.

Section 1: Single figure tables

This section contains the single figure tables showing 2025 remuneration for the Executive Directors and Non-executive Directors, and information that relates directly to the composition of these figures.

All figures highlighted in the Report relate directly to a figure that is found in the Single Figure Table below.

Executive Directors' remuneration: Single Figure Table (audited)

		Salary £000	Benefits £000	Pension £000	Fixed Total £000	Annual Bonus (‘AIP’) £000	Restricted Share Scheme (‘RSS’)¹ £000	Buy-out award³ £000	Variable Total £000	Total £000
Rita-Rose Gagné	2025	758	92	76	926	1,494	813	–	2,307	3,233
	2024	734	21	73	828	1,483	784	–	2,267	3,095
Rob Wilkinson²	2025	31	1	3	35	–	–	1,017	1,017	1,052
	2024	–	–	–	–	–	–	–	–	–
Himanshu Raja	2025	485	21	49	555	699	390	–	1,089	1,644
	2024	470	19	47	536	676	331	–	1,007	1,543
Total	2025	1,274	114	128	1,516	2,193	1,203	1,017	4,413	5,929
	2024	1,204	40	120	1,364	2,159	1,115	–	3,274	4,638

1 See summary of RSS immediately below. The 2024 value for Rita-Rose Gagné's and Himanshu Raja's RSSs awards have been restated since the closing share price on the fourth anniversary of grant is now known.

2 Rob Wilkinson was appointed as a Director of Hammerson plc with effect from 15 December 2025 before taking over as Chief Executive on 1 January 2026.

3 On 15 December 2025, Rob Wilkinson was granted buy-out awards to compensate him for bonuses forfeited on leaving his previous employer. Further details of the buy-out awards are set out on pages 139 and 144.

The aggregate emoluments (being salary/fees, benefits, salary supplements in lieu of pension and bonus) of all Executive Directors and Non-executive Directors for the year ended 31 December 2025 was £4,486k.

Commentary on the Single Figure Table (audited)

Restricted Share Scheme ('RSS')

In February 2025, Rita-Rose Gagné's third RSS award (granted in 2022) and Himanshu Raja's second RSS award (granted in 2022) met the performance underpin. Significant progress was made against the Group's strategy over this period, achieving a total shareholder return of 10%, as compared to UK sector peers (FTSE EPRA NAREIT UK index), which produced a TSR of -42%. Consideration was given to other factors, including the significant reduction in net debt, Total Property Return ('TPR'), strong operating performance over the period and investment/transactional activity (including completion of the disposal of the Group's interests in Value Retail in September 2024). For both Rita-Rose Gagné and Himanshu Raja, one-third of the award ceases to be contingent on employment on each of the third, fourth and fifth anniversaries of grant in March 2022 and was therefore, not immediately payable in 2025. The award is then exercisable only from the fifth anniversary of grant and ceases to be exercisable on the seventh anniversary of grant.

The value of Rita-Rose's 2022 RSS award has been calculated using the closing share price on the third anniversary of grant date for the one-third of the RSS award which ceased to be contingent on employment in March 2025 (£2.56). The value of the remaining two-thirds of the awards has been calculated using the average share price over the last quarter of the financial year (£3.08). The total value includes dividend equivalents of £156,629. The award's value reflects material positive total shareholder return through the value of dividends over the period (rather than through share price appreciation).

The value of Himanshu's 2022 RSS award has been calculated using the closing share price on the third anniversary of grant date for the one-third of the RSS award which ceased to be contingent on employment in March 2025 (£2.56). The value of the remaining two-thirds of the awards has been calculated using the average share price over the last quarter of the financial year (£3.08). The total value includes dividend equivalents of £75,163. The award's value reflects material positive total shareholder return through the value of dividends over the period (rather than through share price appreciation).

The Single Figure Table above shows the full 2022 RSS awards for both Executive Directors (and, for the avoidance of doubt, not solely the one-third which ceased to be contingent on employment on their third anniversary of grant). This is because the performance underpin has been met.

The value of Rita-Rose Gagné's 2021 RSS award (disclosed in the 2024 Annual Report) has been restated since the closing share price on the second anniversary of grant is now known. The value of the award is calculated using the closing share price on the third anniversary of grant date for the one-third of the RSS award, which ceased to be contingent on employment for 2024 (£2.98), and the fourth anniversary of grant date for the second third of the RSS award, which ceased to be contingent on employment for 2025 (£2.47). The value of the remaining third of the awards has been calculated using the average share price over the last quarter of the financial year (£3.08).

The value of Himanshu Raja's 2021 RSS award (disclosed in the 2024 Annual Report) has been restated since the closing share price on the second anniversary of grant is now known. The value of the award is calculated using the closing share price on the third anniversary of grant date for the one-third of the RSS award, which ceased to be contingent on employment for 2024 (£2.70), and the fourth anniversary of grant date for the second third of the RSS award, which ceased to be contingent on employment for 2025 (£2.50). The value of the remaining third of the awards has been calculated using the average share price over the last quarter of the financial year (£3.08).

RSS awards are subject to clawback and malus provisions in situations of personal misconduct and/or where performance in the year prior to grant is shown to be materially different from that assumed and/or, in the case of malus, where there has or would otherwise be material reputational damage and/or a group insolvency. The clawback period applies for two years from the end of the holding period. All participants agree a declaration acknowledging the provisions.

Annual bonus for 2025

The Annual Incentive Plan ('AIP') is the Company's annual bonus scheme. The bonus awards are based on performance conditions that were approved by the Committee. For 2025, the AIP bonus was split 65% for performance against financial measures, 10% against emissions reduction and 25% against personal/strategic objectives. The Committee has the ability to override the indicative formulaic outturn if it considers that not to be appropriate given the Company's performance during the year.

The performance targets were not disclosed in advance of the year, as they were considered by the Board to be commercially sensitive information, but full details of the conditions and performance against them are now set out below.

Rob Wilkinson was not considered for an annual bonus with respect to 2025. The measures set out below therefore applied to Rita-Rose Gagné and Himanshu Raja only.

AIP outturn

Performance measures	Performance against targets ¹				Bonus achieved		
	Entry threshold (% vesting at threshold)	On-target (50% vesting)	Full vesting target (100% vesting)	Result achieved ⁴	Vesting percentage against maximum	Weighting (% of max bonus available)	% of max bonus achieved ⁴
EPRA Adjusted earnings per share ²	17.76p (0%)	19.07p	20.72p	20.69p	99.1%	21.67%	21.47%
GRI ² (YoY growth)	15% (0%)	16.9%	18.8%	22.2%	100.0%	21.67%	21.67%
Relative TSR ⁶	Median (25%)	58th percentile	75th percentile	74th percentile	96.7%	21.67%	20.95%
ESG – emissions reduction vs 2024 ³	5.0%	7.0%	9.0%	18.3%	100.0%	10%	10.00%
Personal/strategic objectives ⁴	Rita-Rose Gagné	See summary of progress in the table below			95%	25%	23.75%
Personal/strategic objectives ⁴	Himanshu Raja				85%	25%	21.25%
Total vesting percentage (% of maximum)	Rita-Rose Gagné						97.85%
	Himanshu Raja						95.35%
AIP amount (shown in single Figure Table)⁷	Rita-Rose Gagné						£1,494,240
	Himanshu Raja						£698,777

1 Each of the AIP performance conditions is subject to a straight line payment scale between threshold, on-target and full vesting points.

2 Consistent with established practice, the original performance targets for EPRA earnings per share and gross rental income are, where relevant, adjusted for variances in the timing of planned disposals, acquisitions and the share buyback programme.

3 Reduction in emissions is assessed on a proportionally consolidated like-for-like basis aligned with the Group's GHG emissions approach.

4 Personal/strategic objectives for the Chief Executive and Chief Financial Officer were based on the 2025 Business Plan and Strategy with substantial progress made across the key strategic objectives, as summarised in the table below.

5 For 2025 the Chief Executive's maximum bonus opportunity was 200% of salary and the Chief Financial Officer's maximum bonus opportunity was 150% of salary.

6 Calculation adopts a one month's average TSR for the opening and closing month to account for market volatility.

7 Awards are paid in a mix of cash and deferred shares, with the deferred shares element being at least 40% of the total award. The deferred shares element was £597,696 and £279,511 respectively, for the Chief Executive and Chief Financial Officer.

Performance against AIP personal/strategic objectives

The personal/strategic objectives for Rita-Rose Gagné and Himanshu Raja (as Chief Executive and Chief Financial Officer, respectively) were assessed in the normal way with a primary focus on the objectives set at the beginning of the year. The Committee assessed individual contribution to these common objectives and concluded that the individual outturns proposed (by the Chair for the Chief Executive and by the Chief Executive for the Chief Financial Officer) of 95% and 85%, respectively, were reasonable given the outstanding delivery against the objectives.

Value creation

- £618m invested in JV acquisitions at an average yield of 7.4%
- Increase in Group footfall of +2%
- Improved credit ratings with an upgrade to Fitch ratings and positive outlook to Moody's rating
- £135m equity raise to support the acquisition of Bullring and Grand Central at a 2.5% discount to the prevailing price
- Additional strategic financial activity to support a strong balance sheet and market position included a €350m 3.5% bond issue (5 x oversubscribed) with the lowest spreads for over 10 years
- Another record year of leasing in 2025 with 352 deals signed securing £51m of rent at an average 11% premium to ERV on a net effective basis

Stakeholder engagement

- Participation in the colleague survey remained high with overall engagement/employer NPS improving
- Improved consumer NPS across all destinations on a LfL basis (+2pts)
- Even with high existing NPS scores, our customer surveys across UK & France recorded a +2 point increase in NPS, in spite of repositioning disruption
- The high occupier NPS score of +33 was maintained, following a 10 point increase the previous year

Sustainability

- Achieved an 18% year on year like-for-like reduction in emissions
- An increase in colleague volunteering hours to 2,059
- Secured a corporate power purchasing agreement in a challenging environment that will cover c.75% of UK energy consumption
- Created £10m of social value investment
- Reinforcing the positive impact and importance of Hammerson's commitment to sustainability, ISO14001 (environmental) standards and ISO50001 (energy) standards were rolled out across the portfolio

Directors' Remuneration Report continued

AIP awards are subject to clawback and malus provisions in situations of personal misconduct and/or where accounts or information relevant to performance are shown to be materially wrong and the bonus paid was higher than should have been the case and/or, in the case of malus, where the individual's actions contributed to a significant adverse impact on the reputation of the Group insolvency. The clawback period applies for 12 months from payout.

The deferred share element is subject to clawback and malus provisions in situations of personal misconduct and/or where performance in the year to which the bonus relates is shown to be materially different from that used to determine the award and, in the case of malus, where there has or would otherwise be material reputational damage and/or a group insolvency. The clawback period applies for two years from vesting.

Fixed remuneration

Salary

This represents salary earned in respect of the year. From 1 April 2025, salaries increased by 3%.

Benefits

The taxable benefits shown in the Single Figure Table include a car allowance (£16,000), private health insurance and permanent health insurance for all Executive Directors. Rob Wilkinson's benefits reflect the amount received since his appointment as a Director and Chief Executive-Designate from 15 December 2025. In addition, the Company paid for tax and legal advice for Rita-Rose Gagné, and for legal advice for Rob Wilkinson on his service agreement with the Company.

Executive Directors are eligible to participate in the Company's all-employee share plan arrangements (SIP and Sharesave). Himanshu Raja's benefits also include amounts received in respect of his participation in the SIP in 2025.

Pension

Executive Directors receive a salary supplement in lieu of pension benefits. Rita-Rose Gagné, Rob Wilkinson and Himanshu Raja each received a salary supplement of 10% of base salary which is consistent with the rate available to new joiners and below the rate for longer-serving employees. All salary supplements paid to Executive Directors in lieu of pension benefits are subject to deductions required for income tax and employees' national insurance contributions in the UK.

Non-executive Directors: Single Figure Table (audited)

The table below shows the remuneration of Non-executive Directors for the year ended 31 December 2025 and the comparative figures for the year ended 31 December 2024.

Non-executive Directors' remuneration for the year ended 31 December 2025

	Committee membership and other responsibilities			Fees		Benefits		Total	
	Audit Committee	Remuneration Committee	Other	2025 £000	2024 £000	2025 £000	2024 £000	2025 £000	2024 £000
Robert Noel			Chair of the Board	300	300	7	4	307	304
Habib Annous	✓	✓	Chair of the Remuneration Committee	86	86	-	-	86	86
Méka Brunel ¹		✓		70	70	5	6	75	76
Mike Butterworth	✓		Senior Independent Director and Chair of the Audit Committee	91	91	3	3	94	94
Adam Metz ²	✓			70	70	63	66	133	136
Carol Welch		✓	Designated Non-executive Director for Colleague Engagement	78	78	4	2	82	80
Total³				695	695	82	81	777	776

1 Méka Brunel is based in France. This is reflected in her benefits figure – see Benefits note below. Méka stepped down from the Board with effect from 1 January 2026.

2 Adam Metz is based in the USA. This is reflected in his benefits figure – see Benefits note below.

3 All Non-executive Directors are members of the Nomination and Governance Committee. No fee is payable for being Chair or a member of that Committee.

Benefits

Benefits disclosed relate to the reimbursement of travel and accommodation expenses incurred in attending Board meetings at the Company's head office. For those Non-executive Directors based outside the UK, this includes the cost of international travel and accommodation. In accordance with the Policy, any tax arising is settled by the Company. Robert Noel is entitled to private medical insurance which is taxed as a benefit in kind. The grossed-up value of relevant amounts has been disclosed.

Fees payable to Chair of the Board and Non-executive Directors – 2025 annual fees

	£
Chair of the Board	300,000
Non-executive Director	64,575
Additional fees for roles:	
Senior Independent Director	10,500
Audit Committee Chair	15,750
Remuneration Committee Chair	15,750
Audit/Remuneration Committee Member	5,250
Designated Non-executive Director for Colleague Engagement	8,400

Section 2: Further information on 2025 remuneration

Directors' shareholdings and share plan interests (audited)

Summary of all Directors' shareholdings and share plan interests as at 31 December 2025 (including Persons closely associated)

	Outstanding scheme interests at 31 December 2025				Actual shares held		Total of all scheme interests and shareholdings
	Unvested (subject to performance measures) ¹	Unvested (not subject to performance measures) ²	Vested but unexercised scheme interests ³	Total shares subject to outstanding scheme interests	1 January 2025	31 December 2025	31 December 2025 ⁴
Executive Directors							
Rita-Rose Gagné	965,757	742,637	298,113	2,006,507	110,497	529,237	2,535,744
Rob Wilkinson ⁵	–	324,234	–	324,234	–	155,718	479,952
Himanshu Raja	426,628	351,265	128,052	905,945	88,623	143,466	1,049,411
Non-executive Directors							
Robert Noel	–	–	–	–	130,206	130,206	130,206
Habib Annous	–	–	–	–	119,221	202,651	202,651
Méka Brunel ⁶	–	–	–	–	9,680	9,680	9,680
Mike Butterworth	–	–	–	–	21,131	21,131	21,131
Adam Metz	–	–	–	–	120,437	126,374	126,374
Carol Welch	–	–	–	–	5,258	5,258	5,258

1 RSS awards subject to a material underperformance underpin as described in 'Performance conditions and form of awards' on page 138.

2 DBSS, Sharesave, RSS awards (that have completed any underpin period) and the buy-out award granted to Rob Wilkinson.

3 RSS awards that have vested but remain unexercised plus any notional dividend shares.

4 DBSS and RSS awards are nil-cost options, satisfied through market purchase. The DBSS awards are exercisable from the second anniversary of grant until the seventh anniversary of grant. The RSS awards are subject to an employment contingency vesting one-third on each of the third, fourth and fifth anniversaries of grant (to the extent the performance underpin is met following the third anniversary of grant). The RSS awards are exercisable from the fifth anniversary of grant and cease to be exercisable on the seventh anniversary of grant.

5 Rob Wilkinson was appointed as a Director of Hammerson plc with effect from 15 December 2025 before taking over as Chief Executive on 1 January 2026.

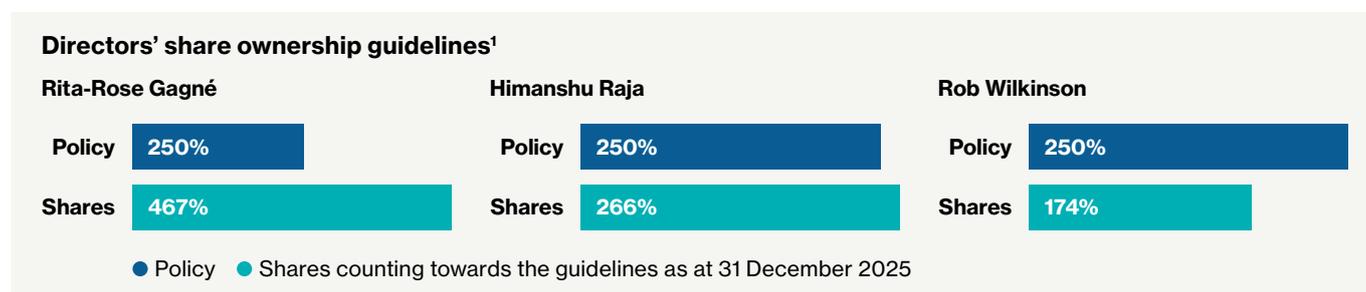
6 Méka Brunel stepped down from the Board with effect from 1 January 2026.

Between 31 December 2025 and 24 February 2026 (being the latest practicable date prior to publication of this document) the Executive and Non-executive Directors' beneficial interests in the table above remained unchanged.

Directors' Remuneration Report continued

Directors' share ownership guidelines (audited)

The chart below shows the Executive Directors' actual share ownership compared with the current share ownership guidelines. Executive Directors are normally expected to achieve the minimum shareholding guidelines within seven years of appointment. Non-executive Directors are also encouraged to acquire a shareholding in the Company.



¹ The shareholding as a percentage of salary is as at the share price of £3.30 on 31 December 2025. Shares under award are granted on a gross basis but only credited to the ownership requirement on a net of tax basis, as shown above.

Rita-Rose Gagné achieved the share ownership guidelines in 2023. During 2025, the 2022 RSS underpin was met and, therefore, consistent with the Investment Association's guidelines, those shares now count (on a net of tax basis) against her ownership requirement.

Rob Wilkinson joined the Board as Chief Executive-Designate on 15 December 2025 and became Chief Executive on 1 January 2026. He is required to achieve the share ownership guidelines by December 2032. In practice, it is currently anticipated that the guidelines should be met significantly earlier than this given his current shareholding position.

Himanshu Raja achieved the share ownership guidelines in 2025. During 2025, the 2022 RSS underpin was met and, therefore, consistent with the Investment Association's guidelines, those shares now count (on a net of tax basis) against his ownership requirement.

Rita-Rose has a post-employment shareholding requirement of 250% of salary. The share price used to determine the number of shares needed to satisfy this requirement was the average closing price of the shares during the 10 trading days up to 1 January 2026. Rita-Rose is required to hold the resulting number of shares through a combination of nominee arrangements (via a facility maintained through the Company's share plan administrator) and in-flight awards until 1 January 2028 (being the second anniversary of the date on which she ceased to be Chief Executive and a Director of the Company).

Executive Directors' share plan interests (including share options) (audited)

The table overleaf sets out the Executive Directors' interests under the Deferred Bonus Share Scheme ('DBSS') and the Restricted Share Scheme ('RSS').

Performance conditions and form of awards (audited)

Awards under the DBSS are not subject to any performance conditions (other than continued employment on the vesting date). The RSS awards are subject to a material underperformance underpin. RSS awards were made on 17 March 2025 over shares worth 100% of salary to Rita-Rose Gagné and over shares worth 75% of salary to Himanshu Raja. These awards were granted subject to a broad underpin (measured at the third anniversary of grant) in respect of the entire awards so that the Remuneration Committee may reduce the level of vesting if it feels that it is not appropriate in all the circumstances and may have regard to the various factors mentioned in the Policy in so determining. The underpin requires that the Group's performance and delivery of strategy is sufficient to justify vesting having regard to factors such as absolute and relative TSR, net debt and TPR over the underpin period.

Rob Wilkinson was granted buy-out awards over Hammerson shares on terms that are substantially similar to Hammerson's Deferred Bonus Share Scheme on 15 December 2025. These awards are not subject to any performance conditions (other than continued employment on the vesting date).

Awards to Executive Directors under the RSS and DBSS are made in the form of nil-cost options.

Accrual of dividend shares

DBSS and RSS awards accrue notional dividend shares when the Company pays a dividend to the date of vesting (including any holding period).

Face values (audited)

Face values for the DBSS and RSS awards are calculated by multiplying the number of shares granted during 2025 by the average share price for the five business days preceding the awards. Notional dividend shares are not included in the face value calculations.

Dilution limits

Current in-flight DBSS awards and Sharesave ('SAYE') grants are satisfied using market purchased shares. RSS awards are also satisfied using market purchased shares (whether via a trust or treasury). It is expected that the 2026 RSS and DBSS awards will be satisfied in a similar way. The Committee may satisfy RSS and SAYE awards with new issued shares and will comply with the dilution limits as set out in the rules of the Company's share incentive plans during the year. The Company operates within the Investment Association's guidelines with reference to share dilution not exceeding 10% of the issued ordinary share capital in any rolling 10 year period under all-employee plans and 5% under its discretionary plans (counting both new issue and treasury shares).

Executive Directors' share plan interests 2025 (audited)⁵

	Date of award	Earliest vesting date	Number of awards held at 1 January 2025	Awarded	Notional dividend shares accrued	Exercised/ released in year	Lapsed	Aggregate total number of awards held as at 31 December 2025	Grant price pence ⁴	Face value of awards granted/ purchased during 2025 £000
Rita-Rose Gagné										
RSS ¹⁷	2 Nov 2020	2 Nov 2023	836,413	–	47,701	874,472	–	9,642	177.1	–
RSS ¹	31 Mar 2021	31 Mar 2024	274,917	–	15,677	–	–	290,594	335.9	–
RSS ¹	22 Mar 2022	22 Mar 2025	268,890	–	15,334	–	–	284,224	316.6	–
RSS ¹	20 Mar 2023	20 Mar 2026	317,879	–	18,128	–	–	336,007	241.0	–
RSS ¹⁶	25 Mar 2024	25 Mar 2027	290,525	–	16,568	–	–	307,093	268.0	–
RSS ¹⁶	17 Mar 2025	17 Mar 2028	–	305,250	17,407	–	–	322,657	250.2	764
DBSS ²⁷	20 Mar 2023	20 Mar 2025	199,691	–	–	199,691	–	–	241.0	–
DBSS ²	25 Mar 2024	25 Mar 2026	194,587	–	11,096	–	–	205,683	268.0	–
DBSS ²	17 Mar 2025	17 Mar 2027	–	237,087	13,520	–	–	250,607	250.2	593
Rob Wilkinson										
Buy-out award	15 Dec 2025	15 Mar 2026	–	153,350	–	–	–	153,350	313.7	481
Buy-out award	15 Dec 2025	15 Mar 2027	–	86,399	–	–	–	86,399	313.7	271
Buy-out award	15 Dec 2025	15 Mar 2028	–	55,792	–	–	–	55,792	313.7	175
Buy-out award	15 Dec 2025	15 Mar 2029	–	28,693	–	–	–	28,693	313.7	90
Himanshu Raja										
RSS ¹	27 Apr 2021	27 Apr 2024	117,195	–	6,683	–	–	123,878	378.1	–
RSS ¹	22 Mar 2022	22 Mar 2025	129,041	–	7,359	–	–	136,400	316.6	–
RSS ¹	20 Mar 2023	20 Mar 2026	152,553	–	8,700	–	–	161,253	241.0	–
RSS ¹	25 Mar 2024	25 Mar 2027	104,568	–	5,962	–	–	110,530	268.0	–
RSS ¹	17 Mar 2025	17 Mar 2028	–	146,492	8,353	–	–	154,845	250.2	366
DBSS ²	20 Mar 2023	20 Mar 2025	94,365	–	–	94,365	–	–	241.0	–
DBSS ²	25 Mar 2024	25 Mar 2026	91,776	–	5,233	–	–	97,009	268.0	–
DBSS ²	17 Mar 2025	17 Mar 2028	–	108,091	6,164	–	–	114,255	250.2	366
Sharesave	7 Jul 2022	1 Aug 2025	9,786	–	–	9,786	–	–	218.9	–
Sharesave ³	29 Aug 2025	1 Oct 2028	–	7,775	–	–	–	7,775	236.0	18

- RSS awards vest as to one-third on each of the third, fourth and fifth anniversaries of the date of award. The performance period for the purpose of the performance conditions is the period of three years from grant. RSS awards were made on 17 March 2025 over shares worth 100% of salary to Rita-Rose Gagné and over shares worth 75% of salary to Himanshu Raja. None of the RSS awards become exercisable until the fifth anniversary of grant.
- DBSS awards vest on the second anniversary of the date of award. DBSS awards were made on 17 March 2025 over shares worth 40% of the prior year bonus to Rita-Rose Gagné and Himanshu Raja.
- The post exercise price for the Sharesave award is 236p. This refers to the share price on the business day preceding the start of the Sharesave invitation period, with the exercise price set at 80% of this.
- The grant price refers to the average closing price over the five days prior to grant consistent with the general approach to determining the awards. The grant prices have been shown on a post consolidation price equivalent.
- Hammerson completed a 1 for 10 share consolidation in September 2024. The number of shares above are presented on a post consolidation basis.
- For Rita-Rose Gagné, the 2024 and 2025 RSS awards are not pro-rated to reflect early leaving. This will be adjusted when she ceases to be an employee. Further information is set out on page 144.
- Due to an administrative error by the third-party share plan administrator with respect to the calculation of dividend shares, an additional 6,046 shares were wrongly included in the exercise of the 2023 DBSS award in June 2025. This figure has been deducted from the unexercised portion of the 2020 RSS award (being the next award to vest after the 2023 DBSS award), leaving 9,642 shares unexercised under the 2020 RSS award. The above table reflects the correct numbers.

The aggregate gains of Directors arising from any exercise of options in the year was £3,522k.

Directors' Remuneration Report continued

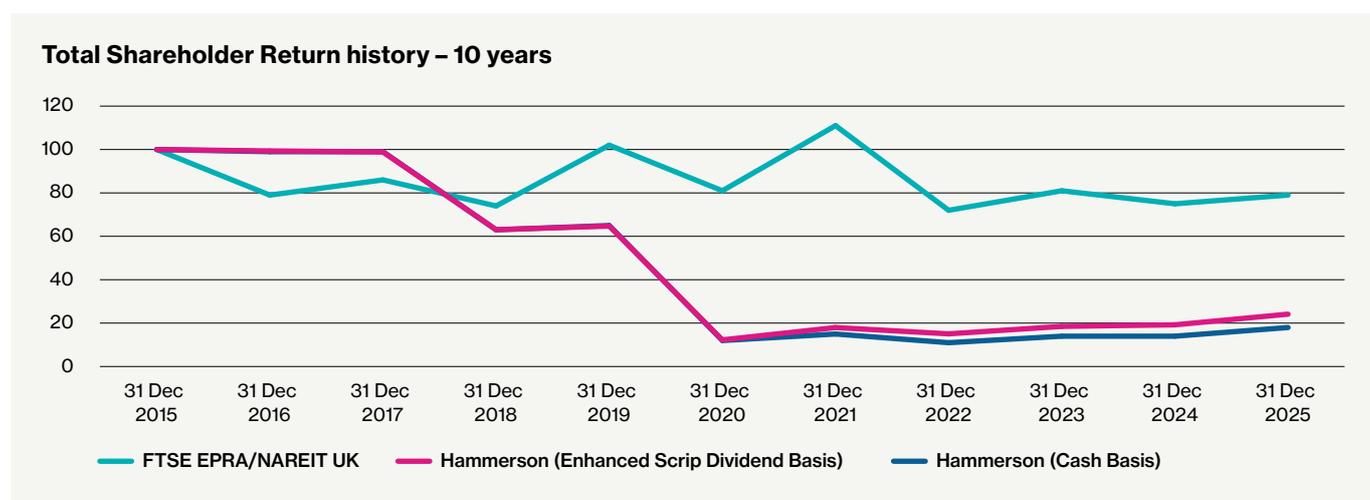
Executive Directors' SIP interests (audited)

The Executive Directors' interests in ordinary shares of the Company under the Share Incentive Plan ('SIP') as at 31 December 2025 are shown in the table below. The shares are held in a SIP trust.

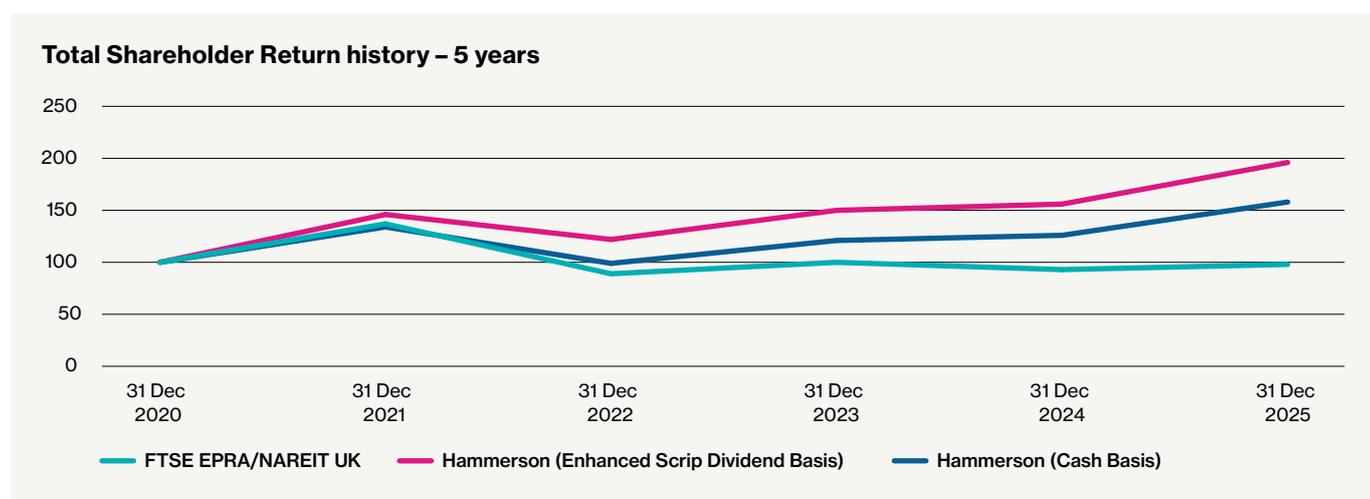
	Total SIP shares 1 January 2025	Partnership shares purchased	Matching shares awarded	Free shares awarded	Dividend shares awarded	Total SIP shares 31 December 2025
Himanshu Raja	4,408	725	725	–	288	6,146

Total Shareholder Return

The 10-year chart below shows the Company's Total Shareholder Return ('TSR') for the 10 years ended 31 December 2025 against the TSR of the FTSE EPRA/NAREIT UK Index, which comprises shares of a number of the Company's peers. The TSR is rebased to 100 at 31 December 2015. The other points shown on the chart are the values at intervening financial year ends.



In addition to the statutory 10-year chart, we consider it helpful to also include a 5-year chart, commencing on 1 January 2021. Aside from the time period covered, the 5-year chart has been calculated on the same basis as the statutory chart. This is considered to be a more accurate reflection of recent performance following the Company's 24:1 rights issue in September 2020. It also reflects the period of delivery and strategic change since the new management team were appointed following the rights issue. We will continue to show both charts until they cover the same timeframe.



Remuneration of the Chief Executive over the last 10 years

The table below shows the remuneration of the holder of the office of Chief Executive.

Chief Executive's remuneration history

	Total remuneration £000	As a % of maximum	
		Annual bonus	RSS/LTIP vesting
2025 Rita-Rose Gagné	3,233	97.8%	100%
2024 Rita-Rose Gagné ¹	3,095	100%	100%
2023 Rita-Rose Gagné ¹	4,408	87.1%	100%
2022 Rita-Rose Gagné	1,895	81.7%	n/a
2021 Rita-Rose Gagné	2,106	70.4%	n/a
2020 Rita-Rose Gagné (from 2 November 2020)	148	0.0%	n/a
2020 David Atkins (to 2 November 2020)	617	0.0%	0.0%
2019 David Atkins	1,408	37.1%	29.7%
2018 David Atkins	1,109	n/a	51.5%
2017 David Atkins	1,795	47.5%	56.4%
2016 David Atkins	2,681	65.3%	64.9%

1 2023 and 2024 values have been restated to reflect the updated values of the RSS awards since the closing share prices are now known.

Relative importance of spend on pay

The table below shows the Company's total employee costs compared with dividends paid.

Total employee costs compared with dividends

	Note ¹	2025 £m	2024 £m	Change
Employee costs ²	5B	29.5	28.4	3.9%
Dividends	22	81.7	76.6	6.7%

1 Note references are to the financial statements.

2 Employee costs before capitalisation of costs against development projects.

Remuneration for the Executive Directors and Non-executive Directors compared with UK employees of the Group

The tables show the percentage change from 31 December 2024 to 31 December 2025 in base salary, taxable benefits and bonus for the Executive and Non-executive Directors compared with other UK employees of the Hammerson Group in the UK. Hammerson plc does not have any employees. This data has been prepared using the employees of the UK subsidiaries only. The Executive Directors have been excluded from the UK employees' calculation.

Consistent with the approach taken in 2024, the approach to calculating the percentage change for total UK employees is based on the weighted average change in salary, benefits and annual bonus for all colleagues who were employed throughout both 2024 and 2025, with pay being calculated on a full time equivalent basis. The prior year figures have not been restated.

Directors' Remuneration Report continued

Percentage change in the Executive Directors' base salary, taxable benefits and bonus

		Rita-Rose Gagné (CEO)	Rob Wilkinson (CEO Designate)	Himanshu Raja (CFO)	Total UK employees
Change % (2024 to 2025)	Salary	3.3%	n/a	3.2%	5.9%
	Benefits	338.1%	n/a	10.5%	5.2%
	Annual bonus	0.7%	n/a	3.4%	21.7%
Change % (2023 to 2024)	Salary	4.0%	n/a	4.0%	6.2%
	Benefits	–	n/a	-5.0%	6.2%
	Annual bonus	19.5%	n/a	15.6%	-0.7%
Change % (2022 to 2023)	Salary	3.5%	n/a	3.7%	6.6%
	Benefits	-16.0%	n/a	-20.0%	3.6%
	Annual bonus	10.8%	n/a	10.6%	22.3%
Change % (2021 to 2022)	Salary	1.5%	n/a	1.4%	12.3%
	Benefits	-94.1%	n/a	5.4%	15.5%
	Annual bonus	18.4%	n/a	13.4%	32.1%
Change % (2020 to 2021)	Salary	–	n/a	n/a	9.5%
	Benefits	180.5%	n/a	n/a	18.6%
	Annual bonus	n/a	n/a	n/a	324.7%
Change % (2019 to 2020)	Salary	n/a	n/a	n/a	3.7%
	Benefits	n/a	n/a	n/a	-5.3%
	Annual bonus	n/a	n/a	n/a	-73.8%

Percentage change in the Non-executive Directors' fees and taxable benefits

		Robert Noel	Habib Annous	Méka Brunel	Mike Butterworth	Adam Metz	Carol Welch	Total UK employees
Change % (2024 to 2025)	Fee/Salary	–	–	–	–	–	–	5.9%
	Benefits	75%	n/a	-16.7%	–	-4.5%	100%	5.2%
	Annual bonus	n/a	n/a	n/a	n/a	n/a	n/a	21.7%
Change % (2023 to 2024)	Fee/Salary	–	4.9%	4.5%	4.6%	4.5%	4.0%	6.2%
	Benefits	33.3%	n/a	20%	200%	-28.3%	100%	6.2%
	Annual bonus	n/a	n/a	n/a	n/a	n/a	n/a	-0.7%
Change % (2022 to 2023)	Fee/Salary	–	5.1%	–	4.8%	–	–	6.6%
	Benefits	–	n/a	150%	100%	31.4%	100%	3.6%
	Annual bonus	n/a	n/a	n/a	n/a	n/a	n/a	22.3%
Change % (2021 to 2022)	Fee/Salary	–	11.1%	0.0%	13.9%	–	–	12.3%
	Benefits	-20.2%	n/a	n/a	n/a	3,271.5%	n/a	15.5%
	Annual bonus	n/a	n/a	n/a	n/a	n/a	n/a	32.1%
Change % (2020 to 2021)	Fee/Salary	3.8%	n/a	7.4%	n/a	7.4%	17.9%	9.5%
	Benefits	19.0%	n/a	-100.0%	n/a	-93.7%	n/a	18.6%
	Annual bonus	n/a	n/a	n/a	n/a	n/a	n/a	324.7%
Change % (2019 to 2020)	Fee/Salary	n/a	n/a	-1.9%	n/a	-1.7%	-4.3%	3.7%
	Benefits	n/a	n/a	-87.7%	n/a	-77.8%	–	-5.3%
	Annual bonus	n/a	n/a	n/a	n/a	n/a	n/a	-73.8%

Chief Executive pay ratio

The table below shows the ratio of Chief Executive pay to that of the UK employees whose pay is at the 25th percentile, median and 75th percentile, calculated in accordance with Option A of the pay ratio methodology.

Year	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2025	34:1	24:1	15:1
2024	34:1	23:1	14:1
2023	51:1	36:1	22:1
2022	41:1	26:1	15:1
2021	48:1	30:1	18:1
2020	21:1	13:1	7:1
2019	31:1	22:1	12:1

Total UK employee pay and benefits figures used to calculate the 2025 Chief Executive pay ratio

	25th percentile pay £000	Median pay £000	75th percentile pay £000
Salary	72	91	144
Total UK employee pay and benefits	96	134	223

Supporting information for the Chief Executive Pay Ratio

The Company has chosen the Option A methodology to prepare the pay ratio calculation as this is the most statistically robust method and is in line with the general preference of institutional investors.

As ratios could be unduly impacted by joiners and leavers who may not participate in all remuneration arrangements in the year of joining and leaving, the Committee has modified the statutory basis to exclude any employee not employed throughout the whole financial year.

Employee pay data is based on full time equivalent ('FTE') pay for UK employees as at 31 December 2025. For each employee, total pay is calculated in line with the single figure methodology (i.e. fixed pay accrued during the financial year and the value of performance based incentive awards vesting in relation to the performance year). Leavers and joiners are excluded. Employees on maternity or other extended leave are included on the basis of their FTE salary and benefits and pro-rata short-term incentives. No other calculation adjustments or assumptions have been made.

The primary reason for the marginal increase in the Chief Executive pay ratio at median from 2024 to 2025 is due to the value of the 2022 RSS being higher than the value of the 2021 RSS award that was included in the single figure disclosure in 2024. The value of the RSS awards are included in the single figure disclosures when the performance underpin is met even though they are only capable of release after another two years after the underpin is tested. Two-thirds of the 2022 RSS and one-third of the 2021 RSS remain contingent on further employment.

The Chief Executive pay ratio for 2023 and 2024 have been restated to ensure consistency with the latest single figure disclosure and 10 year history.

Each of the three individuals identified was a full time employee during the year and received remuneration in line with the Policy.

Generally, the Remuneration Policy supports a greater variable pay opportunity the more senior the employee as these employees are able to influence Company performance more directly. Executive Directors participate in the RSS linked to long-term strategy whilst other employees may participate in the Restricted Share Scheme (Below Board) ('RSSBB') and the Restricted Share Plan ('RSP'). The individuals identified this year for median and the 75th percentile pay were participants in the RSP and all three individuals received an annual bonus for 2025. The median pay ratio is consistent with the pay, reward and progression policies for the Company's UK employees, reflecting the Company's policy to pay market based levels of fixed rewards to its employees with an opportunity to benefit from the annual bonus plan. With a significant proportion of the Executive Directors' pay linked to performance and share price over the longer term, it is expected that the ratio will depend to a significant extent on RSS and RSP outcomes each year, and accordingly may fluctuate from year-to-year.

Remuneration terms for Rob Wilkinson

Rob Wilkinson joined the Board as Chief Executive-Designate on 15 December 2025 before taking over as Chief Executive on 1 January 2026. His employment terms are in line with the Policy. Rob's gross annual salary is £620,000 and his pension allowance is 10% of base salary. Rob's salary will remain unchanged during 2026. On 15 December 2025, Rob was granted awards to compensate him for bonuses forfeited on leaving his previous employer. The aggregate value of the buy-out awards at grant was £1,017,000 and such buy-out awards were granted over Hammerson shares on terms that are substantively similar to Hammerson's Deferred Bonus Share Scheme. At the point of grant, the value of the buy-out awards was equivalent to the amount of bonuses forfeited. The buy-out awards will vest on the same timeline as the equivalent forfeited bonuses would have been received by Rob. Further information on the buy-out awards is included on pages 139 and 144.

Payments to past Directors (audited)

There were no payments to past Directors.

Payments for departing Directors and loss of office (audited)

As per the section 430(2B) Companies Act 2006 Statement made on the Company's website, Rita-Rose Gagné stepped down as Chief Executive and the Board with effect from 1 January 2026 but remains an employee of the Company to ensure a smooth transition as required until her employment terminates on 4 June 2026 (the 'Retirement Date'). The remuneration payments made or to be made to Rita-Rose comply with the Policy, which was approved by shareholders at the Company's AGM in 2023.

Up to the Retirement Date, Rita-Rose will continue to receive her salary (subject to the same 3% increase as all colleagues with effect from 1 April 2026) and normal benefits on the same terms and conditions. As Rita-Rose will be employed for the duration of her notice period, she will not receive any payment in lieu of notice.

Rita-Rose will receive a bonus payment under the AIP in respect of the 2025 financial year, 40% of which is subject to deferral for two years (i.e. until March 2028) as normal under the DBSS. Further information can be found in the section of this Report above entitled AIP outturn.

Rita-Rose will be treated as a good leaver in respect of her deferred share awards under the DBSS and treatment of the outstanding deferred share awards will be in accordance with the DBSS's rules (including malus and clawback provisions). Each deferred share award will vest at the end of the normal two year vesting period. Rita-Rose will not be eligible for a bonus payment under the AIP in respect of the 2026 financial year.

Rita-Rose will be treated as a good leaver in respect of her outstanding awards under the RSS, and treatment of the outstanding awards will be in accordance with the RSS's rules (including malus and clawback provisions).

Awards granted under the RSS in 2023 over 336,007¹ shares in the Company will have the performance underpin assessed in 2026 on the third anniversary of grant as normal, and the resulting shares will be released from the holding period and become exercisable in 2028 as normal.

Awards granted under the RSS in 2024 and 2025 over 307,093¹ and 322,657¹ shares in the Company, respectively, will have the performance underpin assessed at the time of the announcement of the Company's annual results for the 2025 financial year to ensure that the underpin relates to the period for which she was Chief Executive. However, awards will not vest at this point and will vest and become exercisable (released from the holding period) on the second anniversary of the Retirement Date (i.e. on 4 June 2028.). Time pro-rating will apply relative to the Retirement Date in accordance with the rules.

Rita-Rose will not receive an award under the RSS in 2026.

Rita-Rose will be reimbursed for reasonable costs necessarily incurred in connection with repatriation tax advice and tax filing preparation assistance up to £50,000 (excluding VAT but including all disbursements) and for reasonable legal fees necessarily incurred related to her review and consideration of her leaving arrangements up to £35,000 (excluding VAT but including all disbursements). The Company has also reimbursed the associated tax liability.

Rita-Rose will not receive any other remuneration payment or payment for loss of office. The relevant remuneration details relating to Rita-Rose will be included in the Directors' Remuneration Report in future Annual Reports.

¹ Following an administrative error by the third-party share plan administrator with respect to the calculation of notional dividend shares, the number of shares subject to 2023, 2024 and 2025 RSS awards are slightly higher than the equivalent numbers set out in the section 430(2B) Companies Act 2006 Statement made on the Company's website.

External board appointments

Where Board approval is given for an Executive Director to accept an external non-executive directorship, the individual is entitled to retain any fees received. Himanshu Raja does not hold any external non-executive directorships. During 2025, Rita-Rose Gagné held no external non-executive directorships. Rob Wilkinson is a non-executive director of Derwent London plc.

Committee process

In order to avoid any conflict of interest, remuneration is managed through well-defined processes ensuring no individual is involved in the decision-making process related to their own remuneration. In particular, the remuneration of all Executive Directors is set and approved by the Committee; none of the Executive Directors are involved in the determination of their own remuneration arrangements. The Committee also receives support from external advisors and evaluates the support provided by those advisors annually to ensure that advice is independent, appropriate and cost effective.

Committee membership and meetings

The Committee continues to be comprised exclusively of Non-executive Directors who are independent or, in the case of the Chair of the Board, was independent on appointment to the Board. The Committees' terms of reference can be found on the Company's website at www.hammerson.com. The members of the Committee are shown at the start of this report.

The Committee held four scheduled meetings during the year. The agenda for each meeting is planned around the Group's reporting cycle and includes particular matters for the Committee's consideration. Following each meeting, the Board is apprised of matters arising from the Committee. The Chair of the Board, Chief Executive, Chief People Officer and external remuneration consultant attend meetings by invitation, together with the General Counsel and Company Secretary, who acts as secretary to the Committee. Details of Committee members' attendance at the Committee's scheduled meetings during 2025 can be found on page 88 of the Annual Report. In addition, the Committee held two additional meetings during the year to consider matters relating to the retirement of Rita-Rose Gagné and the appointment of Rob Wilkinson as Chief Executive.

Committee effectiveness

In line with the 2024 Code's requirements, an external review of the performance of the Board and its committees was undertaken in 2025. Further information on the 2025 performance review can be found on page 98. The Committee considers that it continues to function effectively and in accordance with its terms of reference. In 2025, the Committee reviewed its terms of reference to ensure that they remain appropriate.

Advisors

The Committee appointed FIT Remuneration Consultants ('FIT') in August 2011. FIT has no other connection with the Company or its Directors. Directors may serve on the remuneration committees of other companies for which FIT acts as remuneration consultants. The Committee is satisfied that all advice given was objective and independent having regard to their experience of working with advisors. FIT is a member of the Remuneration Consultants Group and subscribes to its code of conduct. Fees paid for services to the Committee in 2025 totalled £107,330 (2024: £94,709). FIT does not provide any other services to the Company. Terms of engagement (available on request to shareholders) specify that FIT will only provide advice expressly authorised by or on behalf of the Remuneration Committee. FIT's fees were charged on the basis of the time spent advising the Company.

Slaughter and May provides legal advice and Lane Clark & Peacock LLP provides actuarial advice to the Company. The Committee may seek advice from both firms where it relates to matters within its remit. During the year, Slaughter and May provided advice in relation to the updated Remuneration Policy to be presented to shareholders at the AGM in April 2026, the Chief Executive succession and the rules of the Company's share schemes.

Statement of voting at Annual General Meeting

The table below shows votes cast by proxy at the AGMs held on 15 May 2025 and 4 May 2023 and in respect of the Directors' Remuneration Report and Directors' Remuneration Policy.

Statement of voting on remuneration

	Votes for		Votes against		Votes withheld number
	Number	Number	Number	Number	
2024 Remuneration Report (at the 2025 AGM) ¹	376,843,850	92.01%	32,717,770	7.99%	167,147
2023 Remuneration Policy (at the 2023 AGM)	2,546,605,548	60.67%	1,651,063,011	39.33%	12,055,156

¹ Hammerson completed a 1 for 10 share consolidation in September 2024. The number of shares above are presented on a post consolidation basis.

Section 3: Implementation of Remuneration Policy in 2026

This section sets out information on how the Remuneration Policy will be implemented in 2026.

In implementing the Remuneration Policy, the Committee will continue to take into account factors such as remuneration packages available within comparable companies: the Group's overall performance; internal relativities; achievement of corporate objectives; individual performance and experience; published views of institutional investors; and general market and wider economic trends.

Summary of planned implementation of the Remuneration Policy during 2026:

Salary Policy

Purpose and link to strategy	Performance measures	Operation
To continue to retain and attract quality leader	Not applicable	Reviewed but not necessarily increased annually by the Committee
To recognise accountabilities, skills, experience and value		The base salary for any existing Executive Director will not exceed £850,000 (or the equivalent if denominated in a different currency), with this limit increasing annually at the rate of UK CPI from the date of the 2017 AGM

Implementation

Rob Wilkinson took up his role as Chief Executive with effect from 1 January 2026. On appointment, his gross annual salary was set at £620,000.

An increase of 3% was approved for the Chief Financial Officer to take effect on 1 April 2026.

2026 Executive Directors' salaries	£000
Rob Wilkinson	620
Himanshu Raja	503

Benefits Policy

Purpose and link to strategy	Performance measures	Operation
To provide a range of benefits in line with market practice	Not applicable	The aggregate value received by each Executive Director (based on value of P11D tax calculations or equivalent basis for a non UK based Executive Director) will not exceed £100,000, with this maximum increasing annually at the rate of UK CPI from the date of the 2017 AGM
To continue to retain and attract quality leaders		

Implementation

In 2026, these benefits will continue to include a car allowance, enhanced sick pay, private medical insurance, permanent health insurance and life assurance.

Pension Policy

Purpose and link to strategy	Performance measures	Operation
To provide market competitive retirement benefits to continue to retain and attract quality leaders	Not applicable	Executive Directors receive a 10% non-contributory allowance (Pension Choice) to be paid as, or as a combination of: <ul style="list-style-type: none"> • an employer contribution to the Group's defined contribution pension plan • a payment to a personal pension plan • a salary supplement

Implementation

Executive Directors will continue to receive a 10% salary supplement by way of pension provision.

Annual Incentive Plan ('AIP') and deferral under the Deferred Bonus Share Scheme ('DBSS') Policy

Purpose and link to strategy	Performance measures	Operation
To align Executive Director remuneration with annual financial and Company strategic targets as determined by the Company's Business Plan	The annual bonus operates by reference to financial and personal performance measures assessed over one year. The weighting of financial measures will be at least 60% of the total opportunity	Awards are paid in a mix of cash and deferred shares, with the deferred shares element being at least 40% of the total award. The deferral period is at least two years. Once the share ownership policy (250% of base salary) is achieved, all of any bonus may be paid in cash.
To differentiate appropriately, in the view of the Committee, on the basis of performance		The Committee retains a broad discretion to adjust the provisional outturn (including reducing such assessment to zero).
The partial award in shares aligns interests with shareholders and supports retention		AIP Awards are subject to clawback and malus provisions in situations of personal misconduct and/or where accounts or information relevant to performance are shown to be materially wrong and the bonus paid was higher than should have been the case and/or, in the case of malus, where the individual's actions contributed to a significant adverse impact on the reputation of the Company or Group or a group insolvency. The clawback period applies for 12 months from payout. The deferred share element is subject to clawback and malus provisions in situations of personal misconduct and/or where performance in the year to which the bonus relates is shown to be materially different from that assumed and, in the case of malus, where there has or would otherwise be material reputational damage and/or a group insolvency. The clawback period applies for two years from vesting. All participants agree a declaration acknowledging the provisions.

Implementation

The AIP maximum under the Policy will be reduced from 200% of base salary for the Chief Executive to 150% of base salary. The AIP maximum for the Chief Financial Officer will remain at 150% of salary.

Performance measures for the AIP for Executive Directors in 2026 will be amended to increase the weighting of financial measures from 65% to 75%. The Gross rental income measure will be replaced with net rental income which better aligns with earnings/dividend growth and is a more widely used industry measure. Emissions reduction will now be considered as part of the personal/strategic objectives.

Weighting of performance measures for 2026 AIP

Net rental income (relative to Business Plan)	25%
EPRA earnings per share (relative to Business Plan)	25%
Relative total shareholder return	25%
Personal/strategic objectives (inclusive of ESG)	25%

The personal/strategic objectives will again be focused on the Group's strategic priorities and to the individual's contribution to those, including environmental sustainability objectives and other measures linked to our social impact priorities.

The Committee designs the financial targets and personal/strategic objectives to align with the Group's strategy, as well as to the Business Plan and the priorities for the coming year. It is therefore felt that the specific financial targets and important personal objectives are commercially sensitive such that, having considered this carefully, the Board is of the view that it is in the Company's interests not to disclose this information in advance.

Further details of the specific targets and key personal/strategic objectives set will be disclosed in the 2026 Annual Report.

40% of the 2026 AIP vesting will be deferred by making an award of shares under the DBSS, with a deferral period of two years.

Restricted Share Scheme Policy

Purpose and link to strategy	Performance measures	Operation
<p>To incentivise the creation of long-term returns for shareholders</p> <p>To align interests of Executive Directors with shareholders and support retention to create alignment with the workforce</p>	<p>Subject to underpin as described in full in the Remuneration Policy. The underpin requires that the Group's performance and delivery of strategy is sufficient to justify vesting against the consideration of absolute and relative TSR and TPR and provides a broad discretion to reduce vesting levels, including to zero</p>	<p>A discretionary annual award up to a value of 100% of base salary. The Committee reserves the discretion to increase the maximum award to 150% of base salary in exceptional circumstances. Awards are subject to clawback and malus provisions in situations of personal misconduct and/or where performance in the year prior to grant is shown to be materially different from that assumed and/or, in the case of malus, where there has would or otherwise be material reputational damage and/or a group insolvency. The clawback period applies two years from the end of the holding period. All participants agree a declaration acknowledging the provisions.</p>

Implementation

Annual award of 100% of base salary for the Chief Executive and 75% of base salary for the Chief Financial Officer. Vesting of the award is subject to the underpin described above.

Participation in all-employee arrangements Policy

Purpose and link to strategy	Performance measures	Operation
<p>In order to be able to offer participation in all-employee plans to employees generally, the Company is either required by the relevant UK and French legislation to allow Executive Directors to participate on the same terms or chooses to do so</p>	<p>Not generally applicable. Any award of free shares under the SIP may be subject to a Company performance target</p>	<p>Executive Directors are eligible to participate in all-employee incentive arrangements on same terms as other employees</p>

Implementation

All-employee arrangements currently offered in the UK are Sharesave and SIP share awards. The opportunity to participate in all-employee arrangements continues on the same basis as for all staff in the UK. No change to current arrangements is proposed for 2026.

Share ownership guidelines

The Company has in place a share ownership policy for the Executive Directors. Executive Directors are normally required to achieve the minimum shareholding requirement within seven years of the date of appointment. An annual calculation as a percentage of salary is made against the guidelines as at 31 December each year based on the middle-market value share price on the last business day in December. Executive Directors are expected to accumulate and maintain a holding in ordinary shares in the Company equivalent to no less than 250% of base salary. The Company has a post cessation share ownership guideline of 250% of salary for two years after termination of employment. This includes vested shares and shares which are unvested but have met the performance conditions or underpins on a net of tax basis.

Implementation

250% of base salary for the Chief Executive and all other Executive Directors.

Chair of the Board and Non-executive Directors' fees Policy

Purpose and link to strategy	Performance measures	Operation
To ensure the Company continues to attract and retain high-quality Chair and Non-executive Directors by offering market competitive fees	Not applicable	The Chair of the Board's fee is determined by the Committee. Other Non-executive Directors' fees are determined by the Board on the recommendation of the Executive Directors. Aggregate total fees payable annually to all Non-executive Directors are subject to the limit stated in the Company's Articles of Association (currently £1,000,000)

Implementation

Chair and Non-executive Directors' 2026 annual fees	£
Chair of the Board	300,000
Non-executive Director	65,512
Additional fees for roles:	
Senior Independent Director	10,500
Audit Committee Chair	15,750
Remuneration Committee Chair	15,750
Audit/Remuneration Committee Member	5,250
Designated Non-executive Director for Colleague Engagement	8,400

The Chair of the Board's fee was reviewed by the Committee in December 2025 and the Non-executive Directors' fees were reviewed by the Board in December 2025 (with relevant individuals recusing themselves from discussion and decision-making). Although fees are subject to periodic review: (i) the Chair of the Board's fee has not changed since his appointment to the Board in 2020; (ii) the Non-executive Directors' fees were last subject to a 5% increase with effect from 1 January 2024.

Following the reviews undertaken in 2025: (i) no change has been made to the Chair of the Board's fee in 2026; and (ii) the Non-executive Directors' base fees were increased by 3% with effect from 1 January 2026. The special responsibility fees paid to the Non-executive Directors (e.g. for chairing, or membership of, a committee) remain unchanged in 2026. Among other things when considering the increase in the Non-executive Directors' fees, the Board reviewed relevant benchmarking and had regard to factors such as the increase in the time commitment and broader responsibilities of Non-executive Directors in recent years, salary increases since 1 January 2024 for the wider colleague population and the period since when changes were last made to fees.

There is no fee for the Chair, or membership, of the Nomination and Governance Committee.

Remuneration for employees below Board level in 2026

Remuneration packages for all Group employees may comprise both fixed and variable elements. Generally, the more senior the individual, the greater the variable pay offer as a proportion of overall pay due to the ability of senior managers to impact more directly upon the Group's performance. As well as assessing the remuneration packages of the Executive Directors, the Committee reviews the remuneration of the senior management team and is kept informed of remuneration developments and principles for pay and reward across the Group. This includes any salary increases and benefits of the wider employee population and considers them in relation to the implementation of the Remuneration Policy for Executive Directors, ensuring there is an appropriate degree of alignment throughout the Group. The Designated Non-executive Director for Colleague Engagement is a member of the Remuneration Committee and attends meetings with colleagues during the year, including to discuss remuneration matters. In addition during the year, the Chair of the Remuneration Committee attended a meeting of the Company's Colleague Forum specifically focused on discussing executive remuneration to explain how executive remuneration aligns with the wider company pay policy, as required by the UK Corporate Governance Code. The feedback from this engagement was considered by the Remuneration Committee and informed the approach to remuneration outcomes in 2025 and to the update of the Directors' Remuneration Policy.

By order of the Board

Habib Annous

Chair of the Remuneration Committee
24 February 2026

Directors' Report

The Directors of the Company present their report together with the audited consolidated financial statements for the year ended 31 December 2025. This report has been prepared in accordance with requirements outlined within The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and the Directors' Report forms part of the management report as required under the Disclosure Guidance and Transparency Rules ('DTR').

The Company has chosen, in accordance with section 414C(11) of the Companies Act 2006 ('the Act'), to include certain information in the Strategic Report that would otherwise be required to be included in this Directors' Report, as follows:

Information	Pages
Likely future developments in the Company	04 to 19
Information about dividends	07 and 32
Employment of disabled persons	43
Engagement with colleagues	42 and 92
Engagement with customers, suppliers and other external stakeholders	38 to 40 and 93
Going concern and Viability statements	173 and 174 and 78 and 79

The Strategic Report set out on pages 01 to 79 is incorporated into this Directors' Report by reference. Other information, which forms part of this Directors' Report by reference, can be found in the following sections:

Information	Pages
Risks and uncertainties	69 to 77
Corporate Governance	80 to 153
Financial instruments and risk management	203 to 208
Statement of Directors' responsibilities, including confirmation of disclosure of information to the Auditors	153
Post balance sheet events	213
Subsidiaries and other related undertakings outside the UK	219 and 220
Disclosures concerning greenhouse gas emissions and energy consumption	21 and 44 to 68
Shareholder information	234 to 235

Articles of Association

The Company's Articles of Association ('Articles') may be amended by special resolution in accordance with the Act and are available at www.hammerson.com.

2026 Annual General Meeting

The Company's 2026 Annual General Meeting ('AGM') will be held at 9:00 am (UK time) on 30 April 2026. The resolutions to be proposed at the AGM will be set out in the Notice of AGM sent to the Company's shareholders.

Auditors

PricewaterhouseCoopers LLP ('PwC') has indicated its willingness to remain in office and, on the recommendation of the Audit Committee, a resolution to reappoint PwC as the Company's External Auditor will be proposed at the AGM.

Authority to allot shares in the Company

At the last AGM held on 15 May 2025, the Company was granted authority by shareholders to allot shares up to an aggregate nominal value of £8,146,224. This authority will expire on the earlier of 15 August 2026 or the conclusion of the 2026 AGM, at which a resolution will be proposed for its renewal.

Branches

Details of the Company's French branch are provided on page 219.

Colleagues

Colleagues receive regular briefings and updates from the Board and management, including via all-colleague meetings, email and the Group's intranet, to inform them of the performance of the business and opportunities to participate in employee share schemes. Further details of engagement with colleagues can be found on pages 42 and 92.

Corporate Governance Statement

The Directors' Report (including the information specified as forming part of this Report) fulfils the requirements of the Corporate Governance Statement for the purposes of DTR 7.2.

For the year ended 31 December 2025 the Company was subject to the UK Corporate Governance Code 2024 ('the Code'), which is available on the website of the Financial Reporting Council at www.frc.org.uk.

Political donations

It is the Company's policy not to make political donations and no political donations, contributions or political expenditure were made in the year ended 31 December 2025.

Directors and their share interests

Details of the Directors who served during the year ended 31 December 2025 and continue to serve at the date of approval of the Directors' Report are set out on pages 84 to 85.

Further information on Board changes since the last Annual Report can be found on pages 96 and 104.

Directors are appointed and replaced in accordance with the Articles, the Act and the UK Corporate Governance Code. The powers of the Directors are set out in the Articles and the Act.

The Directors' interests in ordinary shares in the Company are set out in the table in the Directors' Remuneration Report on page 137.

Dividends

The Board has recommended a final 2025 dividend of 8.56p per share (2024: 8.07p) bringing the total dividend for 2025 to 16.50p (2024: 15.63p). If approved by shareholders at the 2026 AGM, the dividend will be paid entirely as a PID, net of withholding tax at the basic rate (currently 20%).

The ex-dividend date for the final dividend will be Wednesday, 25 March 2026, the record date will be Friday, 27 March 2026 and the payment date will be Friday, 8 May 2026, subject to shareholder approval.

Further information on the final dividend recommended by the Board can be found on page 07 and 32.

Indemnification of and insurance for Directors and officers

The Company has in place directors' and officers' liability insurance, which is reviewed annually. The Company's Directors and officers are appropriately insured in accordance with standard practice. Directors are also indemnified under the Articles and through a Deed Poll of Indemnity. Qualifying third-party indemnity provisions for the purposes of section 234 of the Companies Act 2006 were accordingly in force during the course of the year, and remain in force at the date of this Annual Report.

Research and development activities

The Group continues to invest in new technology and systems and to develop new products and services to improve operating efficiency and strengthen its proposition for occupiers, customers and partners.

Provisions on change of control

A change of control of the Company, following a takeover, may cause a number of agreements to which the Company is party to take effect, alter or terminate. These include certain insurance policies, joint venture and associated agreements, financing arrangements and employee share plans.

The Company's share plans contain provisions which could result in options and awards vesting or becoming exercisable on a change of control, in accordance with the rules of the plans. There are no agreements between the Company and its Directors or employees providing for compensation for loss of office or employment or otherwise that occurs specifically because of a takeover.

A number of joint venture, investment and associated arrangements to which members of the Group are party could allow the counter-parties to terminate or alter those arrangements or exercise certain rights in the event of a change of control of the Company, or the rights of relevant members of the Group under those arrangements may change in such circumstances.

The Group has a number of borrowing facilities provided by various lenders. These facilities generally include provisions that may require any outstanding borrowings to be repaid or the amendment or termination of the facilities upon the occurrence of a change of control of the Company.

Interests disclosed under DTR 5

As at 31 December 2025, the following information had been received by the Company, in accordance with Chapter 5 of the DTRs, from holders of notifiable interests in the Company's issued share capital. It should be noted that these holdings may have changed since they were notified to the Company. Substantial shareholders do not have different voting rights from those of other shareholders.

	Number of voting rights	% of issued share capital carrying voting rights ¹
APG Asset Management N.V.	95,304,758	17.96%
Coronation Fund Managers	54,564,111	10.28%
BlackRock, Inc.	37,518,403	7.63%
Wellington Management Group LLP	24,379,303	4.95%

¹ Percentages based on ordinary shares in issue, excluding treasury shares, as at the date the notification was received by the Company.

² Between 1 January 2026 and 24 February 2026 (the latest practicable date before the publication of this Report), the Company received the following additional notification of interests in accordance with Chapter 5 of the DTRs: on 19 January 2026 from Public Investment Corporation SOC Limited with respect to an increase in voting rights from 4.57% to 5.10%.

Purchase of own shares

At the 2025 AGM, the Company was granted authority by shareholders to purchase up to 48,877,346 ordinary shares of 5p each (representing approximately 10% of the Company's issued ordinary share capital as at Tuesday, 11 March 2025).

On 16 October 2024, the Company commenced a share buyback programme of its ordinary shares of 5p each up to a maximum consideration of £140m ('the Programme'). The sole purpose of the Programme was to reduce the Company's share capital. During the year ended 31 December 2025, the Company bought back 9,397,849 ordinary shares pursuant to the Programme, representing approximately 1.77% of the issued share capital of the Company as at 31 December 2025, for a total consideration of approximately £25.5m net of costs. All of the ordinary shares bought back under the Programme were immediately cancelled. Further details on share purchases can be found in note 21A to the financial statements. On 31 July 2025, the Company announced the suspension of the Programme. Any recommencement will be announced to the market.

As at 31 December 2025, the Company held 432,399 ordinary shares in treasury.

Equity placing

In July 2025, the Group undertook an equity raise of £135m net of costs in connection with the acquisition of the remaining 50% joint venture interest in Bullring and Grand Central, Birmingham, for a total headline price of £319m. For the purposes of Listing Rule 6.6.1R(6), the Company allotted 48,253,994 new ordinary shares of 5p each, with an aggregate nominal value of £2,412,699.70.

The terms of the placing, including the placing price of 287p per share, were fixed on 30 July 2025. The placing price represented a discount of 2.5% to the closing share price on that date of 294.4p. The total gross consideration received by the Company for the allotment of the shares was therefore £138.5m. The allotments were made on a non pre-emptive basis to both existing and new shareholders.

For more information, please refer to the post transaction report in the Company's announcement on 31 July 2025 in accordance with the Pre-Emption Group's Statement of Principles (2022). A copy of the announcement is available on the Company's website at www.hammerson.com.

Share capital

Details of the Company's share capital and structure are set out in note 21 to the financial statements. The rights and obligations attached to the Company's shares are set out in the Articles, in addition to those conferred on shareholders by law. All of the Company's shares rank equally in all respects. On a show of hands, each member of the Company has the right to one vote at general meetings of the Company. On a poll, each member would be entitled to one vote for every share held. The shares carry no rights to fixed income. No person has any special rights of control over the Company's share capital and all shares are fully paid. The Articles and applicable legislation provide that the Company can decide to restrict the rights attaching to shares in certain circumstances, including where a person has failed to comply with a notice issued by the Company under section 793 of the Act.

There are no restrictions on the transfer of shares except the UK Real Estate Investment Trust restrictions and certain restrictions imposed by the Articles, law and the Company's Share Dealing Policy. The Articles set out certain circumstances in which the Directors of the Company can refuse to register a transfer of shares. The Company is not aware of any agreements between holders of securities that may result in restrictions on the transfer of securities or on voting rights. No dividends are paid in respect of shares held in treasury.

Shares held in the Employee Share Ownership Plan

The Trustees of the Hammerson Employee Share Ownership Plan hold Hammerson plc shares in trust to satisfy awards under the Company's employee share plans. The Trustees have waived their right to receive dividends on shares held in the Company. As at 31 December 2025, 1,885,574 ordinary shares were held in trust.

Listing Rule 6.6.1R disclosures

The table below sets out where disclosures required by Listing Rule 6.6.1R are located and these disclosures are incorporated into this Directors' Report by reference.

Information	Pages
Interest capitalised and tax relief	187 to 188
Details of long term incentive schemes	186
Shareholder waivers of dividends	152
Shareholder waivers of future dividends	152

By order of the Board

Alex Dunn

General Counsel and Company Secretary
24 February 2026

Statement of Directors' Responsibilities

Directors' responsibilities in respect of the preparation of the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards and the 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). The Group has also prepared financial statements in accordance with International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

Under Company law, 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 Company and of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently
- state whether applicable UK-adopted International Accounting Standards and international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101 have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements
- make judgements and accounting estimates that are reasonable and prudent
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also 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 that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

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

Directors' confirmations

The Directors consider that the Annual Report and financial statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the Corporate Governance Report, confirms that to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards and international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Group
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the Company
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces

Provision of information to the Auditor

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 of which the Group and Company's Auditors are unaware
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's Auditors are aware of that information

This confirmation is given, and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

By order of the Board

Rob Wilkinson
Chief Executive
24 February 2026

Himanshu Raja
Chief Financial Officer



Financial Statements

In this section



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Independent Auditors' Report

to the members of Hammerson plc

Report on the audit of the financial statements

Opinion

In our opinion:

- Hammerson plc's Group financial statements and Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2025 and of the Group's profit and the Group's cash flows for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report 2025 (the "Annual Report"), which comprise:

- the Consolidated Balance Sheet as at 31 December 2025;
- the Company Balance Sheet as at 31 December 2025;
- the Consolidated Income Statement for the year then ended;
- the Consolidated Statement of Comprehensive Income for the year then ended;
- the Consolidated Statement of Changes in Equity for the year then ended;
- the Consolidated Cash Flow Statement for the year then ended;
- the Company Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit Committee.

Separate opinion in relation to international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union

As explained in note 1B to the financial statements, the Group, in addition to applying UK-adopted international accounting standards, has also applied international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

In our opinion, the Group financial statements have been properly prepared in accordance with international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)"), International Standards on Auditing issued by the International Auditing and Assurance Standards Board ("ISAs") and applicable law. Our responsibilities under ISAs (UK) and ISAs are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

During the period, we identified that we had been engaged by a third party to provide support for the preparation of tax returns of three entities after they had become controlled undertakings of Hammerson plc in November 2025, following an acquisition of these entities from the third party. The fee for these services was £11,600. Supporting the preparation of tax returns is a prohibited non-audit service under paragraph 5.40 of the FRC Revised Ethical Standard 2024 and Article 5(1) of Regulation (EU)

No 537/2014. The output of the tax service undertaken did not form part of our evidence in respect of the audit of the Group's consolidated financial statements and had no impact on the accounting records or internal controls over financial reporting. Upon identifying the inadvertent breach, we immediately ceased providing those prohibited services. We confirm that, based on our assessment of the breach, nature and scope of the service and the subsequent action taken, the provision of this service has not, in our opinion, adversely affected our professional judgement in connection with the audit report.

Other than the matter referred to above, to the best of our knowledge and belief, we declare that no non-audit services prohibited by the FRC's Revised Ethical Standard 2024 or Article 5(1) of Regulation (EU) No 537/2014 were provided to the Group or the parent company.

Other than those disclosed in note 5E, we have provided no non-audit services to the Company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- The UK, French and Irish components were subject to a full scope audit. Together these components account for approximately 99% of the Group's total assets at 31 December 2025.

Key audit matters

- Valuation of investment property, either held directly or within joint ventures (Group)
- Valuation of investments in subsidiaries and amounts owed by subsidiaries and other related undertakings (parent)

Materiality

- Overall Group materiality: £39.3m (2024: £34.7m) based on 1% of Group's total assets.
- Overall Company materiality: £53.2m (2024: £49.2m) based on 1% of Company's total assets.
- Performance materiality: £29.4m (2024: £26.1m) (Group) and £39.9m (2024: £36.9m) (Company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

Accuracy of the accounting for and loss recognised on disposal of the Group's investment in Value Retail, which was a key audit matter last year, is no longer included because the investment was disposed last year. Otherwise, the key audit matters below are consistent with last year.

Key audit matter

Valuation of investment property, either held directly or within joint ventures (Group)

Refer to notes 1F, 12 and 13 to the Consolidated Financial Statements. The Group directly owns, or owns via joint ventures, a property portfolio which includes properties within the flagship destinations segment and developments. The total value of this portfolio as at 31 December 2025 was £3,549.3m (2024: £2,659.0m) and reflects the impacts of acquisitions during 2025.

Of this portfolio £2,879.8m (2024: £1,487.0m) is held by subsidiaries within 'Investment properties', and £669.5m (2024: £1,172.0m) is held by joint ventures within 'Investment in joint ventures'.

The valuation of the investment property portfolio was identified as a key audit matter given it is inherently subjective and complex due to, among other factors, the individual nature of each property, its location, and the expected future rental income for that particular property.

How our audit addressed the key audit matter

Given the inherent subjectivity involved in the valuation of investment properties, the need for deep market knowledge when determining the most appropriate assumptions and the technicalities of valuation methodology, we engaged our internal valuation experts to assist us in our audit of this matter.

Assessing the valuers' expertise and objectivity

We assessed each of the external valuers' qualifications and expertise and read their terms of engagement with the Group to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work. We further assessed the valuer's objectivity by considering their fee arrangements and other engagements which might exist between them and the Group.

Data provided to the valuers

We tested the accuracy of the underlying lease data and capital expenditure used by the external valuers in their valuation of the portfolio by tracing the data back to the relevant component accounting records and signed leases on a sample basis.

Assumptions and estimates used by the valuers

We read the external valuation reports for the properties and confirmed that the valuation approach for each was in accordance with Royal Institution of Chartered Surveyors ('RICS') standards and suitable for use in determining the final value for the purpose of the financial statements.

We held discussions with each of the external valuers to challenge the valuation process, the key assumptions, and the rationale behind the more significant valuation movements during the year. We considered the extent to which the valuers had taken into account each property's individual characteristics at a detailed, tenant by tenant level, as well as considered the property specific factors such as the latest leasing activity, tenant mix, vacancy levels, geographic location and the desirability of the asset as a whole. We also questioned the external valuers as to the extent to which recent market transactions and expected rental values which they made use of in deriving their valuations took into account the impact of climate change and related ESG considerations.

In addition we performed the following procedures for each type of property.

Key audit matter**Valuation of investment property, either held directly or within joint ventures (Group)** *continued***Flagship destinations**

In determining the valuation of investment properties within the flagship destinations segment the valuers take into account property specific information such as the current tenancy agreements and rental income. They then apply judgemental assumptions such as estimated rental value ('ERV') and yield, which are influenced by prevailing market yields and where available, comparable market transactions and leasing evidence, to arrive at the final valuation. Due to the unique nature of each property the judgemental assumptions to be applied are determined having regard to the individual property characteristics at a detailed, tenant by tenant level, as well as considering the qualities of the property as a whole.

Developments

In determining the valuation of development property under a residual valuation method the valuers take into account the property specific information such as the development plans for the site. They then apply a number of judgemental assumptions including ERV and yield within the gross development value, estimated costs to complete and developers profit to arrive at the valuation. Due to the unique nature of an ongoing development the judgemental assumptions to be applied are determined having regard to the nature and risks associated with each development.

In determining the value of development land the valuers primarily have regard to the value per acre achieved by recent comparable land transactions.

How our audit addressed the key audit matter

- **Flagship destinations**

For investment properties within the flagship destinations segment we focused on outliers (those where the assumptions used and/or the year-on-year capital value movements were out of line with our range of assumptions developed using externally published shopping centre market data) or where yields appeared unusual when compared to recent market comparable transactions. Where assumptions fell outside expected ranges or otherwise appeared unusual we undertook further investigations and, where necessary, obtained corroborating evidence to support explanations received. This enabled us to assess the property specific factors that had an impact on value, including recent comparable transactions and leasing evidence where available, and to conclude on the reasonableness of the assumptions utilised.

- **Developments**

For significant ongoing developments valued via the residual valuation method we obtained the development appraisal and assessed the reasonableness of the valuers' key assumptions. This included comparing the yield to comparable market benchmarks, comparing the costs to complete estimates to development plans and contracts, and considering the reasonableness of other assumptions that are not so readily comparable with published benchmarks, such as ERV, cost contingencies and developers profit. Where assumptions appeared unusual we undertook further investigations and, when necessary, obtained corroborating evidence to support explanations received.

For development land valued on a per acre basis we obtained details of the comparable land transactions utilised by the valuers. We verified the value of these transactions to supporting evidence and considered their comparability to the asset being valued.

Overall findings

Based on the procedures performed and the evidence obtained, we consider the valuation of investment property, either held directly or within joint ventures, to be reasonable.

Key audit matter

Valuation of investments in subsidiaries and amounts owed by subsidiaries and other related undertakings (parent)

Refer to notes C3 and C4 to the Company Financial Statements. The Company has investments in subsidiaries of £1,910.8m (2024: £1,032.8m) and amounts owed by subsidiaries and other related undertakings of £3,198.2m (2024: £3,156.9m) as at 31 December 2025. This is following the recognition of a revaluation gain of £155.9m (2024: £52.9m loss) on investments in subsidiaries and an expected credit loss provision balance of £1,035.2m (2024: £1,156.1m) recognised on amounts owed by subsidiaries and other related undertakings as at 31 December 2025.

The Company's accounting policy for investments is to hold them at fair value, while amounts owed by subsidiaries and other related undertakings are carried at amortised cost but are subject to the Expected Credit Loss impairment requirements. Given the inherent judgement and complexity in assessing both the fair value of a subsidiary company, and the Expected Credit Loss of amounts owed by subsidiaries and other related undertakings, this was identified as a key audit matter for our audit of the Company.

The primary determinant and key judgement within both the fair value of each subsidiary company and the Expected Credit Loss assessment of amounts owed by subsidiaries and other related undertakings is the value of the investment property held by each investee/counterparty. As such it was over this area that we applied the most focus and audit effort.

How our audit addressed the key audit matter

We obtained the Directors' valuation for investments in subsidiaries and their Expected Credit Loss assessment of amounts owed by subsidiaries and other related undertakings as at 31 December 2025.

We considered the accounting policies for investments in subsidiaries and amounts owed by subsidiaries and other related undertakings and assessed whether they were compliant with FRS 101 'Reduced Disclosure Framework'.

We considered the methodology used by the Directors in arriving at the fair value of each subsidiary, and the Expected Credit Loss 'general approach' provision for amounts owed by subsidiaries and other related undertakings, and assessed whether they were compliant with FRS 101 'Reduced Disclosure Framework'.

We identified the key judgement within both the valuation of investments in subsidiaries and amounts owed by subsidiaries and other related undertakings to be the valuation of investment property held by each investee/counterparty. For details of our procedures over investment property valuations please refer to the related Group key audit matter above.

Overall findings

From the work undertaken we concluded that the valuation of investments in subsidiaries and amounts owed by subsidiaries and other related undertakings were supportable.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Group owns and invests in a number of investment properties within its flagship destinations segment and developments across the United Kingdom and Europe, which are held within a variety of subsidiaries and joint ventures.

Based on our understanding of the Group, we focussed our audit work primarily on three components being: UK, France, and Ireland (2024: five components being UK, France, Ireland, Bishopsgate Goodsyards and Value Retail).

Three components (2024: four components) were subject to a full scope audit given their financial significance to the Group.

The UK, French, and Irish components account for approximately 99% (2024: the UK, French, Irish, and

Bishopsgate Goodsyards components accounted for 100%) of the Group's total assets at 31 December 2025.

As part of our direction of the component auditors, we issued instructions outlining our expectations for the component auditors' work. As part of our supervision of component auditors, we participated in regular discussions with the component auditors in order to monitor the progress of their work. These ongoing communications covered matters impacting the execution, completion and reporting of the Group audit. We also attended certain key client meetings between the component auditors and component management. In addition, we reviewed the component auditors' working papers to verify that their work was performed appropriately and carried out in line with our instructions.

These procedures, together with additional procedures performed at the Group level (including audit procedures over the consolidation and consolidation adjustments), gave us the evidence we needed for our opinion on the Group financial statements as a whole.

In respect of the audit of the Company, we performed a full scope audit.

The impact of climate risk on our audit

The Directors have made commitments for the Group to be net zero by 2030 and Net Zero Asset Plans exist for each investment property within the Hammerson portfolio.

The key areas of the financial statements where management evaluated that climate risk could have a potential impact are: the valuation of investment properties, the coupon rate on its €700m sustainability-linked bond and cash flow assumptions in the going concern assessment.

Using our knowledge of the business, we evaluated management’s risk assessment, its estimates as set out in note 1F of the financial statements and resultant disclosures where significant. We considered the following areas to potentially be materially impacted by climate risk and consequently we focused our audit work on climate change in these areas:

- Valuation of investment properties; and
- Cash flow assumptions in the going concern assessment.

To respond to the audit risks identified in these areas we tailored our audit approach to address these, in particular:

- We made enquiries of management to understand the process management adopted to assess the extent of the potential impact of climate risk on the Group’s financial statements and support the disclosures made within the financial statements;
- We challenged the completeness of management’s climate risk assessment by challenging the consistency of management’s climate impact assessment with internal climate plans (including the Net Zero Asset Plans), and reading the entity’s external communications for details of climate-related impacts;
- We evaluated, with assistance from our internal valuation experts, how management’s external experts had

considered the impact of ESG and climate change within the valuations of the Group’s investment properties (refer to our key audit matter over the valuation of investment properties);

- We performed an independent sensitivity analysis to evaluate the financial impact if the Group fails to meet the two sustainability performance targets in December 2025 linked to the €700m bond; and
- We challenged whether the impact of climate risk, and the Group’s net zero by 2030 commitment, had been factored into the Directors’ assessments and disclosures surrounding going concern.

We also considered the consistency of the disclosures in relation to climate change (including the disclosures in the Task Force on Climate-related Financial Disclosures (TCFD) section) within the Annual Report with the financial statements and our knowledge obtained from our audit.

Our procedures did not identify any material impact in the context of our audit of the financial statements as a whole, or our key audit matters, for the year ended 31 December 2025.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

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

	Financial statements – Group	Financial statements – Company
Overall materiality	£39.3m (2024: £34.7m).	£53.2m (2024: £49.2m).
How we determined it	1% of Group's total assets	1% of Company's total assets
Rationale for benchmark applied	We determined materiality based on total assets given the valuation of investment properties, whether held directly or through joint ventures, is the key determinant of the Group’s value.	Given the Hammerson plc entity is primarily a holding company we determined total assets to be the appropriate benchmark.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was £28.0m to £35.4m.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance

materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to £29.4m (2024: £26.1m) for the Group financial statements and £39.9m (2024: £36.9m) for the Company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount in the middle of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £1.9m (Group audit) (2024: £1.7m) and £2.6m (Company audit) (2024: £2.4m) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

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

- We agreed the underlying cash flow projections to the Board approved business plan and assessed how these projections were compiled. We compared the prior year projections to actual performance to assess management's ability to forecast accurately;
- We evaluated the key assumptions within the projections, namely forecasted investment property valuations and the levels of forecasted net rental income, under the base scenario. We did so with reference to available third party data sources, contractual rental income, together with the most recent data on levels of expected rental concessions/tenant failure. We also considered the appropriateness of the key variables sensitised under the Group's stress tests and recalculated and assessed the headroom available against each covenant threshold;
- We examined the minimum committed facility headroom under the base scenario and stress tests, and evaluated whether the Directors' conclusion, that sufficient liquidity headroom existed to continue trading operationally throughout the period to 28 February 2027, was appropriate;
- We reviewed the terms of financing agreements to determine whether forecast covenant calculations were in line with those agreements and to determine whether the maturity profile of the debt included within the projections was accurate;
- We obtained and reperformed the Group's forecast covenant compliance calculations, under both the base scenario and stress tests to assess the Directors' conclusions on covenant compliance; and
- We reviewed the disclosures relating to the going concern basis of preparation and we found that these provided an explanation of the Directors' assessment that was consistent with the evidence we obtained.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's and the Company's ability to continue as a going concern.

In relation to the Directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Directors' Remuneration

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Corporate governance statement

The Listing Rules require us to review the Directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The Directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The Directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the Group's and Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The Directors' explanation as to their assessment of the Group's and Company's prospects, the period this assessment covers and why the period is appropriate; and
- The Directors' statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the Directors' statement regarding the longer-term viability of the Group and Company was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the Group and Company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The Directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the Group's and Company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the Directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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) and ISAs 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, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to compliance with Real Estate Investment Trust ('REIT') status Part 12 of the Corporation Tax Act 2010, the French SIIC regime, the Irish QIAIF regime and UK regulatory principles, such as those governed by the Financial Conduct Authority Listing Rules, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to increase revenue and management bias in accounting estimates. The Group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the Group engagement team and/or component auditors included:

- Discussions with management, internal audit, legal team and those charged with governance, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud, and review of the reports made by internal audit;
- Reviewing relevant meeting minutes, including those of those charged with governance and attending all Audit Committee meetings;
- Evaluation of management's internal controls designed to prevent and detect irregularities. Assessment of matters reported on the Group and Company's whistleblowing helpline and fraud register and the results of management's investigation of such matters;
- Designing audit procedures to incorporate unpredictability into the nature, timing or extent of our testing;
- Reviewing tax compliance with the involvement of our tax specialists in the audit;
- Challenging assumptions and judgements made by management in their significant areas of estimation including procedures relating to the valuation of investment property;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations; and
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements in accordance with ISAs (UK) is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group and Company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- the Company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Appointment

We were first appointed by the Company for the financial year ended 31 December 2017. Our uninterrupted engagement covers nine financial years.

Other matter

The Company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R-4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Joanne Leeson (Senior Statutory Auditor)

for and on behalf of
PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
24 February 2026

Consolidated Income Statement

Year ended 31 December 2025

	Notes	2025 £m	2024 £m
Revenue	2A,4	211.4	121.1
Profit from operating activities¹	2A	83.6	23.2
Net revaluation gains/(losses) on properties	2A	84.6	(20.6)
Other net gains	2A	5.6	0.6
Share of results of joint ventures	13C	88.6	8.8
Income from other investments	2A	0.4	1.1
Operating profit		262.8	13.1
Finance income	6	33.4	40.0
Finance costs	6	(63.1)	(95.4)
Profit/(Loss) before tax		233.1	(42.3)
Tax charge	7	(0.6)	(2.5)
Profit/(Loss) from continuing operations		232.5	(44.8)
Loss from discontinued operations	9B	-	(481.5)
Profit/(Loss) for the year		232.5	(526.3)
Attributable to:			
Equity shareholders		232.1	(526.3)
Non-controlling interests ²	28	0.4	-
		232.5	(526.3)
Basic earnings/(loss) per share attributable to equity shareholders			
Continuing operations	11B	46.0p	(9.0)p
Discontinued operations	11B	-	(97.0)p
Total		46.0p	(106.0)p
Diluted earnings/(loss) per share attributable to equity shareholders			
Continuing operations	11B	45.8p	(9.0)p
Discontinued operations	11B	-	(97.0)p
Total		45.8p	(106.0)p

1 Includes a net charge of £2.3m (2024: £2.8m) relating to provisions for impairment of trade (tenant) receivables as set out in note 15E.

2 Non-controlling interests relate to continuing operations. See note 28.

Consolidated Statement of Comprehensive Income

Year ended 31 December 2025

	2025 £m	2024 £m
Profit/(Loss) for the year	232.5	(526.3)
Other comprehensive income/(expenses):		
Recycled through the profit or loss on disposal of associate		
Exchange gain previously recognised in the translation reserve	–	(49.6)
Exchange loss previously recognised in the net investment hedge reserve	–	39.7
Net exchange loss relating to equity shareholders ¹	–	(9.9)
Items that may subsequently be recycled through profit or loss		
Foreign exchange translation differences	90.3	(74.7)
Foreign exchange translation differences of discontinued operations ¹	–	0.2
(Loss)/Gain on net investment hedge	(75.7)	70.7
Share of other comprehensive losses of discontinued operations ¹	–	(4.4)
	14.6	(8.2)
Items that will not subsequently be recycled through profit or loss		
Net actuarial losses on pension schemes	–	(0.5)
Other comprehensive income/(loss) for the year	14.6	(18.6)
Total comprehensive income/(loss) from continuing operations	247.1	(59.2)
Total comprehensive loss from discontinued operations	–	(485.7)
Total comprehensive income/(loss) for the year	247.1	(544.9)
Attributable to:		
Equity shareholders	246.7	(544.9)
Non-controlling interests ²	0.4	–
Total comprehensive income/(loss) for the year	247.1	(544.9)

1 For the year ended 31 December 2024 this related to the sale of the Group's investment in Value Retail which is treated as a discontinued operation as described in note 9.

2 Non-controlling interests relate to continuing operations. See note 28 for further details.

Consolidated Balance Sheet

As at 31 December 2025

	Note	2025 £m	2024 £m
Non-current assets			
Investment properties	12A	2,879.8	1,487.0
Interests in leasehold properties	20	51.2	34.8
Right-of-use assets		6.7	7.5
Plant and equipment		0.4	0.4
Investment in joint ventures	13D	538.0	1,088.2
Other investments		9.4	9.2
Trade and other receivables	15A	4.0	0.2
Restricted monetary assets	16	–	21.4
		3,489.5	2,648.7
Current assets			
Trade and other receivables	15B	90.8	87.6
Derivative financial instruments	19A	1.0	2.2
Restricted monetary assets	16	21.4	–
Cash and cash equivalents		328.5	737.9
		441.7	827.7
Total assets		3,931.2	3,476.4
Current liabilities			
Trade and other payables	17	(164.6)	(109.3)
Obligations under head leases	20	(0.1)	(0.1)
Loans	18A	(104.3)	(337.8)
Tax		(2.0)	(2.8)
Derivative financial instruments	19A	(0.3)	(0.1)
		(271.3)	(450.1)
Non-current liabilities			
Trade and other payables	17	(33.4)	(28.7)
Obligations under head leases	20	(57.1)	(39.7)
Loans	18A	(1,473.9)	(1,136.4)
Deferred tax		(0.7)	(0.4)
		(1,565.1)	(1,205.2)
Total liabilities		(1,836.4)	(1,655.3)
Net assets		2,094.8	1,821.1
Equity			
Share capital ¹	21A	26.6	24.6
Share premium ¹		132.7	–
Capital redemption reserve	21A	225.9	225.5
Other reserves	21B	106.4	91.8
Retained earnings		1,610.0	1,486.9
Investment in own shares		(6.8)	(7.7)
Equity shareholders' funds		2,094.8	1,821.1
EPRA net tangible asset value per share	11C	£3.94	£3.70

¹ In August 2025, the Company issued 48,253,994 new Ordinary Shares for a total cash consideration (net of costs) of £135.1m. See note 21A for further details.

These financial statements were approved by the Board on 24 February 2026 and signed on its behalf by:

Rob Wilkinson
Chief Executive

Himanshu Raja
Chief Financial Officer

Consolidated Statement of Changes in Equity

Year ended 31 December 2025

	Share capital ¹ £m	Share premium £m	Capital redemption reserve ² £m	Other reserves ³ £m	Retained earnings £m	Investment in own shares ¹ £m	Equity shareholders' funds £m	Non-controlling interests ⁴ £m	Total equity £m
At 1 January 2025	24.6	-	225.5	91.8	1,486.9	(7.7)	1,821.1	-	1,821.1
Foreign exchange translation differences	-	-	-	90.3	-	-	90.3	-	90.3
Loss on net investment hedge	-	-	-	(75.7)	-	-	(75.7)	-	(75.7)
Profit for the year	-	-	-	-	232.1	-	232.1	0.4	232.5
Total comprehensive income	-	-	-	14.6	232.1	-	246.7	0.4	247.1
Initial recognition of non-controlling interest on acquisition of Brent Cross ⁴	-	-	-	-	-	-	-	43.0	43.0
Distributions to non-controlling interest in Brent Cross	-	-	-	-	-	-	-	(1.7)	(1.7)
Subsequent acquisition of non-controlling interest in Brent Cross ⁴	-	-	-	-	-	-	-	(41.7)	(41.7)
Share buyback and cancellation ⁵	(0.4)	-	0.4	-	(25.7)	-	(25.7)	-	(25.7)
Equity placing net of costs ⁶	2.4	132.7	-	-	-	-	135.1	-	135.1
Share-based employee remuneration	-	-	-	-	4.5	-	4.5	-	4.5
Purchase of own shares and treasury shares	-	-	-	-	-	(5.2)	(5.2)	-	(5.2)
Cost of shares awarded to employees	-	-	-	-	(6.1)	6.1	-	-	-
Dividends	-	-	-	-	(81.7)	-	(81.7)	-	(81.7)
As at 31 December 2025	26.6	132.7	225.9	106.4	1,610.0	(6.8)	2,094.8	-	2,094.8

- Share capital includes shares held in treasury and shares held in an employee share trust, which are held at cost and excluded from equity shareholders' funds through 'Investment in own shares' with further information set out in note 21A.
- The capital redemption reserve comprises the nominal value of shares cancelled by way of the Company's 1 for 10 share capital consolidation in September 2024 (see footnote 6 on next page) and shares purchased and cancelled under the Group's share buyback programme which ran from October 2024 to August 2025 (see footnote 6). This reserve is non-distributable.
- Other reserves comprises Translation, Net investment hedge and Cash flow hedge reserves as set out in note 21B.
- Reflects non-controlling interest in Brent Cross and relates to continuing operations. The non-controlling interest was initially recognised on 9 May 2025 when the Group obtained control, and the subsequent movement over the period to 19 December 2025 when the Group acquired 100% of the interests. See notes 13B and 28 for further details.
- On 16 October 2024, the Company announced the commencement of a share buyback programme which ran to August 2025. In total, 16.4m shares were repurchased and cancelled under the programme for a total consideration of £46.5m, of which 9.4m shares for consideration of £25.7m was in 2025.
- In August 2025, the Company issued 48,253,994 new Ordinary Shares for a total cash consideration (net of costs) of £135.1m. See note 21A for further details.

Consolidated Statement of Changes in Equity

Year ended 31 December 2024

	Share capital ¹ £m	Share premium £m	Capital redemption reserve ² £m	Other reserves ³ £m	Retained earnings £m	Investment in own shares ¹ £m	Equity shareholders' funds £m
At 1 January 2024	250.1	1,563.7	–	105.5	549.7	(6.4)	2,462.6
Recycled exchange gains on disposal of overseas associate	–	–	–	(9.9)	–	–	(9.9)
Foreign exchange translation differences ⁴	–	–	–	(74.5)	–	–	(74.5)
Gain on net investment hedge	–	–	–	70.7	–	–	70.7
Gain on cash flow hedge	–	–	–	2.2	–	–	2.2
Gain on cash flow hedge recycled to net finance costs	–	–	–	(2.2)	–	–	(2.2)
Share of other comprehensive loss of associates ⁵	–	–	–	–	(4.4)	–	(4.4)
Net actuarial losses on pension schemes	–	–	–	–	(0.5)	–	(0.5)
Loss for the year	–	–	–	–	(526.3)	–	(526.3)
Total comprehensive loss	–	–	–	(13.7)	(531.2)	–	(544.9)
Share capital consolidation ⁶	(225.1)	–	225.1	–	–	–	–
Share premium cancellation ⁷	–	(1,563.7)	–	–	1,563.7	–	–
Share buyback and cancellation ⁸	(0.4)	–	0.4	–	(20.9)	–	(20.9)
Share-based employee remuneration	–	–	–	–	4.3	–	4.3
Purchase of own shares and treasury shares	–	–	–	–	–	(3.4)	(3.4)
Cost of shares awarded to employees	–	–	–	–	(2.1)	2.1	–
Dividends	–	–	–	–	(76.6)	–	(76.6)
At 31 December 2024	24.6	–	225.5	91.8	1,486.9	(7.7)	1,821.1

- Share capital includes shares held in treasury and shares held in an employee share trust, which are held at cost and excluded from equity shareholders' funds through 'Investment in own shares' with further information set out in note 21A.
- The capital redemption reserve comprises the nominal value of shares cancelled by way of the Company's 1 for 10 share capital consolidation in September 2024 (see footnote 6) and shares purchased and cancelled under the Group's share buyback programme which ran from October 2024 to August 2025 (see footnote 8). This reserve is non-distributable.
- Other reserves comprises Translation, Net investment hedge and Cash flow hedge reserves as set out in note 21B.
- Relates to continuing and discontinued operations in 2024.
- Relates to discontinued operations. See note 9.
- Following shareholder approval at a General meeting on 12 September 2024, the Company completed a 1 for 10 share consolidation on 30 September 2024 whereby each of its ordinary shares were subdivided into 9 deferred shares and one ordinary share, following which the deferred shares were cancelled. See note 21A for further details.
- Following shareholder approval at a General meeting on 12 September 2024 and subsequent sanctioning by the High Court of England and Wales on 8 October 2024, the Company cancelled its share premium account. The effect of this Capital Reduction was to increase the distributable reserves of the Company through a transfer to retained earnings.
- On 16 October 2024, the Company announced the commencement of a share buyback programme which ran to August 2025. In total, 16.4m shares were repurchased and cancelled under the programme for a total consideration of £46.5m, of which 7.0m shares for consideration of £20.9m was in 2024.

Consolidated Cash Flow Statement

Year ended 31 December 2025

	Note	2025 £m	2024 £m
Profit from operating activities	2A	83.6	23.2
Net movements in working capital and restricted monetary assets	24A	8.2	(6.6)
Non-cash items	24A	(1.5)	5.3
Cash generated from operations		90.3	21.9
Interest received		34.7	49.0
Interest paid (including bond issue fees)		(63.4)	(86.5)
Bond early termination fees		–	(25.5)
Debt and loan facility issuance and extension fees		(3.4)	(2.7)
Tax (paid)/received		(1.1)	0.2
Distributions from joint ventures		39.8	48.1
Cash flows from operating activities		96.9	4.5
Investing activities			
Property acquisition, net of cash acquired ¹		(531.2)	(140.8)
Equity investment in joint venture		–	(85.1)
Capital expenditure		(33.6)	(13.7)
Sale of properties		25.3	117.4
Sale of investments in associate		–	583.6
Advances to joint ventures	13E	(3.9)	(6.9)
Distributions and capital returns received from associates	9C	6.0	19.4
Distributions from other investments		0.4	1.1
Cash flows (utilised in)/from investing activities		(537.0)	475.0
Financing activities			
Acquisition of non-controlling interests ¹		(39.8)	–
Purchase of own shares		(5.2)	(3.4)
Share buyback and cancellation		(25.7)	(20.9)
Equity placing		138.8	–
Equity placing costs		(3.7)	–
Proceeds from new borrowings		405.7	394.7
Repayments of borrowings		(365.4)	(499.6)
Distributions paid to non-controlling interests		(1.7)	–
Equity dividends paid	22	(75.0)	(82.6)
Cash flows from financing activities		28.0	(211.8)
(Decrease)/Increase in cash and cash equivalents		(412.1)	267.7
Opening cash and cash equivalents	24B	737.9	472.3
Exchange translation movement	24B	2.7	(2.1)
Closing cash and cash equivalents	24B	328.5	737.9

1 Property acquisition, net of cash acquired includes the Group's share of joint venture cash derecognised of £46.6m and acquisition of non-controlling interests includes cash of £10.7m. Excluding these balances, total acquisition cash flow within investing and financing activities is £617.6m.

For 2025 and 2024, the cash flows above relate to continuing and discontinued operations. See note 9 for further information on discontinued operations.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

1. Basis of preparation, consolidation and material accounting policies

A. GENERAL INFORMATION

Hammerson plc is a UK public company limited by shares incorporated under the Companies Act and is registered in England and Wales. The address of the Company's registered office is Marble Arch House, 66 Seymour Street, London W1H 5BX.

The Group's principal activities are as an owner, operator and developer of sustainable prime retail-led city real estate. The Group owns and invests in flagship destinations, developments and other properties in the United Kingdom, France and Ireland. The Group also had an investment in Value Retail, which operated various premium outlet Villages across western Europe; this investment was sold in September 2024.

The Group's material accounting policies are described below.

B. BASIS OF PREPARATION AND CONSOLIDATION

Basis of preparation

The consolidated financial statements have been prepared in accordance with both UK adopted international accounting standards and International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the EU (IFRS adopted by the EU as at 31 December 2020), as well as SAICA Financial Reporting Guides as issued by the Accounting Practices committee and those parts of the Companies Act 2006 as applicable to companies reporting under IFRS and have been applied consistently year-on-year.

The financial statements are prepared on the historical cost basis, except that investment properties, other investments and derivative financial instruments are stated at fair value.

With the exception of IFRS 18 'Presentation and Disclosure in Financial Statements', new accounting standards, amendments to standards and IFRIC interpretations which became applicable during the year or have been published but are not yet effective, were either not relevant or had no, or are not expected to, have a material impact on the Group's results or net assets. IFRS 18 applies for accounting periods beginning on, or after, 1 January 2027 and will apply to comparative information. The Group is in the process of assessing the impact of applying IFRS 18 on the Group's financial statements. From the preliminary assessment performed, the standard does not impact the Group's financial performance, but does require the reformatting of the Group's income statement including grouping of income and expenses into new categories which will impact operating profit and additional disclosure for performance metrics which meet the definition of management defined performance measures ('MPMs').

Basis of consolidation

Subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power over the investee, is exposed, or has rights, to variable return from its involvement with the investee and has the ability to use its power to affect its returns.

Subsidiaries are fully consolidated from the date on which control is achieved, which is usually from the date of acquisition. They are de-consolidated from the date control ceases.

All intragroup transactions, balances, income and expenses are eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Joint arrangements (joint operations and joint ventures) and associates

The accounting treatment for joint arrangements and associates requires an assessment to determine the degree of control or influence that the Group may exercise over them and the form of that control.

The Group's interest in joint arrangements is classified as either:

- a joint operation: not operated through an entity but by joint controlling parties which have rights to the assets and obligations for the liabilities; or
- a joint venture: whereby the joint controlling parties have rights to the net assets of the arrangement.

The Group's interests in its joint arrangements are commonly driven by the terms of partnership agreements, which ensure that control is shared between the partners.

Associates are those entities over which the Group is in a position to exercise significant influence, but not control or jointly control.

The Group's share of results, assets and liabilities held within joint operations is fully consolidated into the Group financial statements along with subsidiaries.

The results, assets and liabilities of joint ventures and associates are accounted for using the equity method. Investments in joint ventures and associates are carried in the consolidated balance sheet at cost as adjusted for post acquisition changes in the Group's share of the net assets of the joint venture or associate, less any impairment. Loans to joint ventures and associates are aggregated into the Group's investment in the consolidated balance sheet. The Group eliminates upstream and downstream transactions with its joint ventures, including interest and management fees.

Any losses of joint ventures or associates are initially recognised against the equity investment. However, if in excess of the Group's equity interest, losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the other entity. If the value of the Group's equity investment is nil, the share of losses is recognised against other long term interests or if such interests are not available, losses are simply restricted to leave the Group's equity investment remaining at nil.

Distributions and other income received from joint ventures are included within cash flows from operating activities owing to their association with the underlying profits of the joint venture whereas all other cash flows are recognised as investing activities. Distributions from associates are included in investing activities. Distributions reduce the carrying value of the Group's investments in joint ventures and associates.

Non-controlling interests

The Group's accounting policy for non-controlling interests is to recognise, and subsequently hold, the interests at their proportionate share of the underlying net assets and recognise their share of profits or losses for the period, the latter being separately presented in the consolidated income statement. Further information on the Group's non-controlling interests is given in notes 13B and 28.

1. Basis of preparation, consolidation and material accounting policies continued

C. ALTERNATIVE PERFORMANCE MEASURES ('APMS')

The Group uses a number of APMs, being financial measures not specified under IFRS, to monitor the performance of the business. Many of these measures are based on the EPRA Best Practice Recommendations ('BPR') reporting framework which aims to improve the transparency, comparability and relevance of the published results of listed European real estate companies. Details on the EPRA BPR can be found on www.epra.com and the Group's EPRA metrics are shown in Table 1 of the Additional Information section.

In September 2024, EPRA issued updated EPRA earnings guidelines within its BPR. Under the updated guidelines, the one-off items which had previously been reconciling items between EPRA and Adjusted earnings now meet the definition of the new 'non-operating and exceptional items' category in calculating EPRA earnings. As explained in the 2024 financial statements, the Group has adopted these new guidelines from 1 January 2025, and restated prior period measures such that they are the same as the previously reported Adjusted earnings. EPRA earnings is therefore now the Group's primary profit measure and is the basis of information which is reported to the Board and Adjusted earnings will no longer be reported.

EPRA earnings, is derived from IFRS profit, but excludes capital and non-recurring items such as revaluation movements, gains or losses on the disposal of properties or investments which are not deemed relevant to the underlying performance of the business. The Directors believe that disclosing such non-IFRS measures enables evaluation of the impact of such items on results to facilitate a fuller understanding of performance from year to year. A reconciliation from profit/(loss) for the year under IFRS to EPRA earnings is set out in note 10A to the financial statements.

Other APMs used by the Group cover key operational, balance sheet and credit related metrics, including like-for-like analysis, cost ratios, total accounting return, net debt and associated credit metrics: net debt:EBITDA, gearing, loan to value and interest cover. Reconciliations of these APMs to the IFRS figures in the financial statements are included in the Additional Information section.

The Group also presents its earnings on a 'Headline' basis, calculated in accordance with the requirements of the Johannesburg Stock Exchange listing requirements.

D. GOING CONCERN

Overview

The financial statements for the year ended 31 December 2025 have been prepared on a going concern basis. To support this the Directors have considered the Group's principal risks (see pages 73 to 77), and their impact on the Group's future financial performance and have undertaken a detailed going concern assessment for a minimum of 12 months from the date of the approval of the Annual Report.

Financial position

At 31 December 2025, the Group's position was robust with net debt of £1,370m, net debt:EBITDA of 9.5x and loan to value of 39%. Further details on the Group's financing and capital structure are set out in the Financial Review on pages 28 to 36.

At 31 December 2025, the Group's key unsecured debt covenants had significant headroom. Gearing and the Unencumbered asset ratio had headroom to valuation falls of 33% and 39% respectively, while the Interest cover ratio had headroom to NRI reductions of 75%. Liquidity was £970m compared to £104m of debt or facilities maturing over the next 12 months and £71m of capital commitments at 31 December 2025.

Assessment

The going concern assessment involved the preparation of a Base case forecast ('Base scenario') derived from the Group's 2026 Business Plan, the results of which were reviewed and approved by the Board and included earnings, balance sheet, cash flow, liquidity and credit metric projections. Acknowledging the three countries that the Group operates in, each with their own distinct risks, the Base scenario projections assume continued momentum in the Group's operating performance in the near term, reflecting the benefit of recent acquisitions and the strong demand from customers and brand partners for the best destinations as evidenced by growing footfall and strong leasing in 2025.

The assessment also included a review of reverse stress tests ('stress tests') to the Base scenario to assess the Group's ability to cope with significant changes to key variables in the forecasts impacting covenant metrics and considered the plausibility of future adverse impacts in the context of external forecasts and recent precedents. These stress tests assessed the maximum level that valuations and net rental income could fall before the Group reaches its key unsecured debt covenant thresholds. The stress test calculations adopted valuation yields and ERVs as at 31 December 2025.

The Directors have also considered any significant liquidity events falling due outside of the next 12 months, including £463m of undrawn RCFs and €700m 1.75% Euro bonds ('Eurobonds') which mature in April 2027 and June 2027 respectively.

Given the proximity of the RCFs maturity date, the impact on liquidity has been assessed and demonstrates that the Group has sufficient funds if they were not refinanced in the ordinary course. With regards to the maturing Eurobonds, refinancing is required to ensure the future liquidity of the Group. The Directors are confident that the Group will have continued access to capital markets and the maturing Eurobonds will be successfully refinanced in the ordinary course of annual debt refinancing.

Indeed, during 2025 the Group received upgrades to its credit ratings, with Fitch upgrading the Long-Term Issuer Default Rating from BBB to BBB+ and the senior unsecured debt rating from BBB+ to A-, and Moody's changing the outlook on the Group's Baa2 rating from stable to positive.

The Group has already refinanced in part the Eurobond in October 2025 with the issuance of a €350m 3.5% million bond and a £100m term loan. The Group also part-funded the acquisition of Bullring and Grand Central in August 2025 with a £135m equity raise. These transactions demonstrate the Group's ability to raise funds on attractive terms, with both the equity raise and bond issuance being significantly oversubscribed.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

1. Basis of preparation, consolidation and material accounting policies continued

Conclusion

Based on the review of the Base scenario projections and the results of the stress tests the Directors are satisfied that the Group has sufficient covenant headroom and significant liquidity for a period of at least 12 months from the date of approval of these financial statements.

Consideration was also given to significant liquidity events falling outside of the next 12 months and confidence regarding the Group's ability to refinance these in the ordinary course of annual debt refinancing.

Based on this review the Directors have concluded that it is appropriate to prepare the financial statements on a going concern basis.

E. MATERIAL ACCOUNTING POLICIES

Revenue

Revenue comprises gross rental income (consisting of base and turnover rents, income from car parks and commercialisation activities, lease incentive recognition and other rental income), service charge income, property fee income and joint venture management fees. These income streams are recognised in the period to which they relate as set out below.

Rental income from investment property is recognised as revenue on a straight-line basis over the "term certain" being the shorter of the lease term, or the period to the first occupier break date. Lease incentives are amortised over the term certain as a reduction in rental income.

Lease modifications are accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease. On entering into a lease modification any initial direct costs associated with the lease, including surrender premia previously paid, are derecognised through rental expense in the year. Rent reviews are recognised when such reviews have been agreed with occupiers.

Contingent rents, being those lease payments that are not fixed at the inception of a lease, such as increases arising on rent reviews and turnover rent, are variable considerations and are recorded as income using the most reliable estimates of such considerations in the periods in which they are earned. Income from rent reviews is recognised from the period it is secured.

Under IFRS 15, the Group's revenue from contracts with customers includes service charge income, property fee income, car park income and joint venture management fees, and is recognised in accordance with the following performance obligations:

- Service charge income, property fee income and joint venture management fees are recognised over the period the respective services are provided
- Car park income is recognised at the point in time when the customer has completed use of their car parking space

Retirement benefit costs

Defined contribution pension plans

The cost of defined contribution schemes is expensed as incurred. The Group has no further payment obligations once the contributions have been paid.

Defined benefit pension plans

Until June 2024, the Group had a funded plan where assets were held in separate trustee administered funds. The Group also provides other unfunded pension benefits to certain members. The funded plan was de-risked in December 2022 when the Trustees of the plan purchased a bulk annuity policy. In December 2023, a process was started to transfer the annuity policy to individual members and in June 2024 the plan was wound up.

Prior to the plan being wound up, the Group's net obligation comprised the amount of future benefit that employees have earned, discounted to determine a present value, less the fair value of the pension plan assets. The cost of providing benefits under defined benefit arrangements were determined separately for each plan using the projected unit credit method, with valuations being carried out by the Group's external actuary.

The present value of the defined benefit obligation was determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that had terms to maturity approximating to the terms of the related pension obligation. A net pension asset was only recognised to the extent that it was expected to be recoverable in the future and the asset was limited to the present value of any future refunds from the plan or reduction in future contributions to the plan.

The net interest cost was calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions were charged or credited to other comprehensive income in the period in which they arose.

Share-based payments

Equity settled share-based employee remuneration is determined with reference to the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant and is expensed over the vesting period on a straight-line basis.

The fair value of share options which are subject only to internal performance criteria or service conditions are measured using input factors including the exercise price, expected volatility, option life and risk-free interest rate. For all schemes, the number of options expected to vest is recalculated at each balance sheet date, based on expectations of leavers prior to vesting. The calculation of the fair value of the market based element of the Group's restricted share plans factors in the expected volatility, vesting period and risk-free interest rate.

Finance costs

Net finance costs

Net finance costs include interest payable on debt, derivative financial instruments, interest on head leases and other lease obligations, debt and loan facility cancellation costs, net of interest capitalised, interest receivable on funds invested and derivative financial instruments, and changes in the fair value of derivative financial instruments.

1. Basis of preparation, consolidation and material accounting policies continued

Capitalisation of interest

Interest is capitalised if it is directly attributable to the acquisition, construction or production of development properties or the significant redevelopment of investment properties. Capitalisation commences when the activities to develop the property start on-site and continues until the property is substantially ready for its intended use, normally practical completion. Capitalised interest is calculated with reference to the actual rate payable on loans for development purposes or, for that part of the development cost financed out of general funds, at the Group's weighted average interest rate.

Tax

Tax exempt status

The Company has elected for UK REIT and French SIIC status and holds its Irish assets in a QIAIF. To continue to benefit from these tax regimes, certain conditions must be complied with as outlined in note 7A. The Directors intend that the Group will continue within these regimes for the foreseeable future.

Current and deferred tax

Tax is included in the consolidated income statement except to the extent that it relates to items recognised directly in equity, in which case the related tax is recognised in equity.

Current tax is the expected tax payable on the non-tax exempt income for the period, net of allowable expenses and tax deductions, using the tax rate(s) prevailing during the accounting period, together with any adjustment in respect of previous periods.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. The following temporary differences are not provided for:

- Goodwill not deductible for tax purposes
- The initial recognition of assets or liabilities, with the exception of leases, that at the time of the transaction affects neither accounting nor taxable profit/(loss)
- For investments in subsidiaries that at the time of the transaction do not give rise to equal taxable and deductible temporary differences

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates that are expected to apply in the period when the liability is settled or the asset is realised. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Foreign currency

Income statement

Transactions in foreign currencies are translated into sterling at exchange rates approximating to the exchange rate ruling at the date of the transaction.

The operating income and expenses of foreign operations are translated into sterling at the average exchange rates for the year. Significant transactions, such as property disposals, are translated at the foreign exchange rate ruling at the date of each transaction.

The Group's financial performance is not materially impacted by seasonality.

Balance sheet

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into sterling at the exchange rate ruling at that date and, unless they relate to the hedging of the net investment in foreign operations, differences arising on translation are recognised in the consolidated income statement.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated into sterling at the exchange rates ruling at the balance sheet date.

Exchange rates

The principal foreign currency denominated balances are in euro where the translation exchange rates used are:

Consolidated income statement

Average rate	Year ended 31 December 2025	Year ended 31 December 2024
Quarter 1	€1.197	€1.168
Quarter 2	€1.178	€1.172
Quarter 3	€1.154	€1.184
Quarter 4	€1.143	€1.202

Consolidated balance sheet

	31 December 2025	31 December 2024
Year end rate	€1.145	€1.210

Net investment in foreign operations

Exchange differences arising from the translation of the net investment in foreign operations are taken to the translation reserve. They are released to the consolidated income statement upon disposal of the foreign operation.

Investment properties and trading properties

Investment properties are stated at fair value, being market value determined by professionally qualified external valuers, and changes in fair value are included in the consolidated income statement. Accordingly, no depreciation is provided.

Expenditure incurred on investment properties is capitalised where it is probable that the future economic benefits associated with the property will flow to the entity and the cost can be reliably measured. This includes the recognition of capitalised tenant incentives, less amortisation and impairment, capitalised interest and other costs.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

1. Basis of preparation, consolidation and material accounting policies continued

Interests in leasehold properties

The Group owns a number of properties on long leaseholds from freeholders or superior leaseholders which are depreciated over the lease term. At the start of a lease, the Group recognises lease liabilities for the buildings element of the leasehold, disclosed as obligations under head leases, at the present value of the minimum lease payments due over the term of the lease. The discounted lease liability is calculated, where possible, using the interest rate implicit in the lease, or where this is not attainable, the incremental borrowing rate is utilised. This latter rate is the rate the Group would have to pay to borrow the funds necessary to obtain a similar asset under similar conditions. The Group calculates the incremental borrowing rate using the risk free rate in the country where the asset is held, adjusted for the length of the lease and a risk premium.

Payments to the freeholder or superior leaseholder are apportioned between a finance charge and a reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Contingent rents and variable rents payable which are not dependent on an index, such as rent reviews or those related to rental income, are recognised in the period to which they relate. If at inception, or at some point during the course of the lease, rents are fixed, or are in substance fixed, a right-of-use asset is created and a corresponding liability for the present value of the minimum future lease payments is recognised.

Right-of-use assets

The Group has leases for each of its corporate offices, in the UK, France and Ireland. Leased assets are capitalised on inception of the lease as right-of-use assets and depreciated over the shorter of the non-cancellable lease period and any extension options that are considered reasonably certain to be taken, or the useful life of the asset.

A corresponding lease liability, representing the present value of the lease payments is also recognised. The discounted lease liability is calculated where possible using the interest rate implicit in the lease or where this is not attainable the incremental borrowing rate is utilised. The incremental borrowing rate is the rate the Group would have to pay to borrow the funds necessary to obtain a similar asset under similar conditions. The Group calculates the incremental borrowing rate using the risk-free rate of the country where the asset is held, adjusted for length of the lease and a risk premium.

Lease payments are allocated against the principal and finance cost. Finance costs, representing the unwinding of the discount on the lease liability, are expensed to produce a constant periodic rate of interest on the remaining liability.

Plant and equipment

Such assets are stated at cost less accumulated depreciation and, where appropriate, provision for impairment in value. Depreciation is charged to the consolidated income statement on a straight-line basis over the estimated useful life, generally between three and five years.

Cloud software licence agreements and intangible assets

When the Group incurs configuration and customisation costs as part of a cloud based software-as-a-service ('SaaS') agreement, and where this does not result in the creation of an asset which the Group has control over, such costs are expensed. Licence agreements to use cloud software are treated as service contracts and expensed, unless the Group has both a contractual right to take possession of the software at any time without significant penalty, and the ability to run the software independently of the host vendor. In such cases the licence agreement is capitalised as software as an intangible asset.

Software and licenses which are capitalised include costs incurred to acquire the assets as well as any internal infrastructure and design costs incurred in the development of software in order to bring the assets into use. Capitalised software costs include external direct costs of goods and services, as well as directly attributable internal payroll related costs for employees who are associated with the project. Computer software under development is held at cost less any recognised impairment loss.

Software is stated at cost less accumulated amortisation and, where appropriate, provision for impairment in value or estimated loss on disposal. Amortisation is provided to write off the cost of assets on a straight-line basis between three and six years, and is recorded in gross administration costs.

Other investments

Other investments are initially recognised at fair value and subsequently remeasured, with changes recognised in the consolidated income statement.

Disposals

Properties are treated as disposed when control transfers to the buyer which typically occurs on completion.

Gains or losses on the sale of properties are calculated by reference to the carrying value at the end of the previous year, adjusted for subsequent capital expenditure, unless reclassified to assets held for sale prior to disposal.

Where a corporate entity, whose primary asset is a property, is disposed, the associated gains or losses on the sale of the entity are disclosed as profit or loss on sale of properties.

Assets held for sale

A property or investment may be classed as 'held for sale' if it meets the criteria of IFRS 5.

If an investment in a joint venture or associate is reclassified to assets held for sale, equity accounting ceases on the date of reclassification and any subsequent movements in the fair value are recognised as impairment gains or losses. However, an amount equivalent to the Group's share of EPRA earnings for the period after reclassification, as if the asset had not been reclassified as held for sale, are included in EPRA earnings.

In the event that assets held for sale form an identifiable business segment, the results for both the current and prior year are re-presented as 'discontinued operations'.

1. Basis of preparation, consolidation and material accounting policies continued

Trade and other receivables

Trade and other receivables are initially measured at fair value, subsequently measured at amortised cost and, where the effect is material, discounted to reflect the time value of money. Trade and other receivables are shown net of any loss allowance provision. In order to calculate any loss allowance for trade receivables, the Group applies the simplified approach under IFRS 9 to determine the Expected Credit Loss ('ECL').

In addition, the Group makes provisions against receivables in the current period in respect of income not yet recognised in the income statement, but instead deferred on the balance sheet to be released to the consolidated income statement in a future period, to match the period to which the income relates.

Other non-trade receivables include loans receivable which are financial assets and are initially measured at fair value, plus acquisition costs, and are subsequently measured at amortised cost, using the effective interest method, less any impairment, determined using the general approach in IFRS 9.

Estimates made in assessing the provisions for impairment of trade (occupier) receivables require consideration of future events which therefore make the provisions inherently subjective. The Group applies the simplified approach under IFRS 9 by adopting a provisioning matrix to determine the ECL, grouping receivables dependent on risk level.

In making these assessments, key factors the Group takes into account include:

- Credit ratings
- Latest information on occupiers' financial standing including the relative risk of the retail subsector in which they operate
- Historical default rates
- Ageing
- Rent deposits (included as part of payables) and guarantees held
- The probability that occupiers will serve out the remainder of the contractual terms of their leases

Specific higher provisioning levels may be applied where information is available which suggests this is required, for instance if the likelihood of default or occupier failure is deemed to be very high, a full provision is applied. Trade receivables are written off when there is no feasible possibility of recovery and enforcement activity has ceased.

Some small differences in provision rates across segments exist which reflect the typically experienced local collection rates by age category. However, the effect on overall provisioning rate on the total gross balance by segment is not material.

Cash and cash equivalents and restricted monetary assets

Cash and cash equivalents comprise cash and short term bank deposits with an original maturity of three months or less which are readily accessible.

Restricted monetary assets relate to cash balances which legally belong to the Group but which the Group cannot readily access owing to restrictions imposed by law or legislation and include cash and monies held in escrow accounts for a specified purpose. These do not meet the definition of cash and cash equivalents and consequently are presented separately in the consolidated balance sheet.

Financial liabilities

Financial liabilities are those which involve a contractual obligation to deliver cash or other financial asset to external parties at a future date.

Loans

Loans are recognised initially at fair value, after taking account of any discount on issue and attributable transaction costs. Subsequently, loans are held at amortised cost, such that discounts and costs are charged as finance costs to the consolidated income statement over the term of the borrowing at a constant return on the carrying amount of the liability.

Trade and other payables

Trade payables (excluding derivative financial liabilities) are non-interest bearing and are stated at cost which equates to their fair value.

Derivative financial instruments

The Group uses derivative financial instruments to economically hedge its exposure to foreign currency movements and interest rate risks. These instruments are recognised initially at fair value, which equates to cost and subsequently remeasured at fair value, with changes in fair value being included in the consolidated income statement, except where hedge accounting is applied.

Derivative financial instruments are presented as current assets or liabilities if they are expected to be settled within 12 months after the end of the reporting period, otherwise they are held as non-current assets or liabilities.

Hedge accounting is applied in respect of net investments in foreign operations and of debt raised in non-functional currencies. The fair value gain or loss on remeasurement of derivative financial instruments and the exchange differences on non-derivative financial instruments that are designated in a net investment hedge are recognised in the net investment hedge reserve in total comprehensive income, to the extent they are effective, and the ineffective portion is recognised in the consolidated income statement within net finance costs. Amounts are reclassified from the net investment hedge reserve to the consolidated income statement when the associated hedged item is disposed of.

Hedge accounting is also applied in respect of the foreign exchange exposure on US Dollar loans. The fair value gain or loss on remeasurement of derivative financial instruments that are designated in a cash flow hedge are recognised in the cash flow hedge reserve in total comprehensive income, to the extent they are effective, and the ineffective portion is recognised in the consolidated income statement within net finance costs. Amounts are reclassified from the cash flow hedge reserve to the consolidated income statement when the associated hedged transaction affects the consolidated income statement.

Disclosures in the cash flow statement are consistent with the Group's definition of 'Borrowings' which includes currency swaps.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

1. Basis of preparation, consolidation and material accounting policies continued

F. SIGNIFICANT JUDGEMENTS AND ESTIMATES

The preparation of financial statements requires the Directors to make judgements, estimates and assumptions about the application of its accounting policies which affect the reported amounts of assets, liabilities, income and expenses. Actual amounts and results may differ from those estimates.

Judgements and estimates are evaluated regularly and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Any revisions to accounting estimates are recognised in the period in which the estimate is revised.

Significant judgements

Accounting for property transactions

The Group's accounting policy for property transactions is to recognise an acquisition or disposal on the date on which risks and rewards of ownership transfer, which is usually the transaction completion date. Consideration is also given on whether any potential transaction meet the criteria under IFRS 5 to be reclassified as 'held for sale'.

During 2025, there were three principal property transactions involving the Group increasing its ownership in former joint ventures as follows:

- On 9 May 2025, the Group obtained control of abrdn UK Shopping Centre Trust ('the Trust') which holds a 59.4% stake in Brent Cross, London. The Group subsequently acquired the remaining non-controlling interests in the Trust, with the final acquisition in December 2025. The total transaction reflected a headline price of £198.6m
- On 8 August 2025, the Group completed the acquisition of the former joint venture partner's (CPPIB) 50% stake in Bullring and Grand Central, Birmingham for a headline price of £319.0m
- On 21 November 2025, the Group completed the acquisition of the former joint venture partner's (ADIA) 50% stake in The Oracle, Reading for a headline price of £104.5m

Total consideration paid in 2025 in relation to acquisitions (net of transaction costs, excluding cash acquired) was £617.6m (see note 13B for further details).

From the above dates, the Group consolidated the assets and liabilities held by the entities acquired as subsidiaries in the Reported Group, ceased equity accounting, and derecognised the joint venture investments.

Consideration was given as to the nature of the acquisition as per IFRS 3, and the Directors concluded that the transactions were asset acquisitions rather than business combinations. A key factor in this judgement was that the substance of the transactions was a property acquisition within a corporate entity, where the entity was unable to operate independently of Hammerson's management. The Directors also applied the optional 'concentration test' allowed under IFRS 3. When applying the optional test, the Directors considered if substantially all of the fair value of gross assets acquired is concentrated in a single asset (or a group of similar assets).

Where the Directors judge that substantially all of the fair value of the gross assets acquired are concentrated in a single asset (or a group of similar assets) and the 'concentration test' met, the assets acquired would not represent a business and the purchase would be treated as an asset acquisition. When applying the concentration test, the Directors determined that the predominant assets acquired were flagship destinations, with the other sundry net assets acquired ancillary to the property assets.

See note 13 for further details on these former joint ventures.

Accounting for disposal of Value Retail in 2024

The Group previously accounted for its Value Retail interests as an associated undertaking in accordance with IAS 28 'Investments in Associates and Joint Ventures'. In May 2023, the Group announced that its investment was non-core and it was seeking to dispose of its interests in Value Retail. In the preparation of the 30 June 2024 interim financial statements, the Directors assessed whether the investment met the criteria under IFRS 5 to require reclassification to an asset held for sale. Given the significant progress made towards agreeing and signing a sale agreement, the Directors concluded that a sale was "highly probable" and hence the Group's interests were judged to have met the criteria outlined in IFRS 5 to be reclassified to 'held for sale' within current assets. This was further evidenced, when on 22 July 2024, the Group entered into a binding sale agreement for the disposal of its entire interests in Value Retail which subsequently completed on 18 September 2024.

On reclassification to 'held for sale', in accordance with IFRS 5, the Group's interests were remeasured to the lower of the carrying amount and estimated fair value less sale costs. The fair value was based on the contracted sale proceeds less estimated transaction costs and the remeasurement resulted in a £483m impairment loss being recognised in the 2024 condensed consolidated interim financial statements for the period ended 30 June 2024. This impairment charge was reduced by £11m over the period from reclassification to held for sale on 30 June 2024 to the completion of the disposal on 18 September 2024. The movement was principally due to foreign exchange translation differences between the two dates; distributions paid in relation to the Group's period of ownership; and the reclassification of tax on the disposal which had been included in the estimated transaction costs when assessing the impairment at 30 June 2024.

In addition, the sale of Value Retail represented a separate major line of business and hence has been treated as a discontinued operation and the results for the current and prior financial periods have been separately disclosed from the continuing segments of the business. Further details on the sale are provided in note 9 to the financial statements.

1. Basis of preparation, consolidation and material accounting policies continued

Impairment of non-financial assets and liabilities

Most of the Group's non-financial assets are investment properties and are already carried at their fair value under IAS 40. Investments in joint ventures and associates fall within the scope of IAS 28 and are therefore only assessed for impairment where one or more events cause an indicator of impairment versus the original investment.

Joint ventures are accounted for under the equity method, which equates to the Group's share of the entity's Net Asset Value ('NAV'). NAV is based on the fair value of the assets and liabilities, measured in accordance with IFRS 13 'Fair Value Measurement'. There are no indicators falling outside of NAV which are considered to be grounds for further impairment review.

Climate risk

As part of the Group's Task Force on Climate-related Financial Disclosures ('TCFD') response, the impact of climate risk in the context of the financial statements has been assessed. While recognising the Group's commitment to achieving net zero by 2030 as part of the wider ESG strategy, climate risk has not had a material impact on the financial reporting estimates and judgements in these financial statements. Further information on the assessment is in the Audit Committee Report on page 112.

Significant estimates

Property valuations

The valuation of the Group's property portfolio, either wholly owned or co-owned with third parties, is the most material area of estimation due to its inherent subjectivity, reliance on assumptions and sensitivity to market fluctuations. The portfolio is valued by external valuers in accordance with RICS Valuation – Global Standards.

The 31 December 2025 valuation reports include a general commentary on wider issues including, but not limited to, macroeconomic uncertainty caused by cost pressures and ongoing high interest rates. Key areas of judgement highlighted included:

- Estimation of market rents based on comparable leasing evidence and occupier trading performance
- Yield assumptions recognising the increasing level of market transactions in the retail sector

Other non-key factors considered included the levels of vacancy and rent-free periods, environmental matters, and the impact of shortening lease lengths.

Methodology

Investment properties are valued by adopting the 'investment method' of valuation. This approach involves applying capitalisation yields to estimated future rental income streams reflecting contracted income reverting to market rental income ('ERV') with appropriate adjustments for income voids arising from vacancies, lease expiries or rent-free periods. These capitalisation yields (nominal equivalent yield) and future income streams are derived from comparable property and leasing transactions and are considered to be the key inputs to the valuations.

Where comparable evidence of yield movement is lacking, valuers are reliant on sentiment or the movement of less comparable assets. Factors that have been taken into account include, but are not limited to, the location and physical attributes of the property, tenure, tenancy details, lease expiry profile, rent collection, local taxes, structural and environmental conditions. With regards to the latter factor, the valuers comply with the RICS Guidance Note Sustainability and ESG in Commercial Property Valuation, which took effect from 31 January 2022, although make limited explicit adjustment to their valuations in respect of ESG matters. However, both the Group and the valuers anticipate that ESG will have a greater influence on valuations in the future as investment markets place a greater emphasis on this topic.

A tailored approach is taken to the valuation of development properties due to their unique nature. In the case of on-site developments, the approach applied is the 'residual' method of valuation, which is the investment method of valuation (as described above), with a deduction for all costs necessary to complete the development together with an allowance for risk and developers' profit. Properties held for future development are valued using the highest and best use method, by adopting the higher of the residual valuation method, and the investment method of valuation for the existing asset.

Valuations of the Group's premium outlets held by Value Retail to date of its disposal in September 2024 were calculated on a discounted cash flow basis, utilising key assumptions such as net operating income, exit yield, discount rate and forecast sales density growth.

Inputs to the valuations, some of which are 'unobservable' as defined by IFRS 13, include capitalisation yields and ERV. These are dependent on individual market characteristics. With other factors remaining constant, an increase in ERV would increase valuations, whilst increases in capitalisation yields would reduce values and vice versa. However, there are interrelationships between unobservable inputs as they are determined by market conditions. For example, an increase in ERVs may be offset by an increase in yield, resulting in no net impact on values. A sensitivity analysis of changes in key inputs is in note 12B.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

2. Proportionally consolidated information

As described in the Financial Review and note 3, for managing reporting purposes the Group evaluates the performance of its business on a proportionally consolidated basis by aggregating its properties or entities which are wholly owned or in joint operations ('Reported Group') with the Group's proportionate share of joint ventures (see note 13).

A. PROFIT/(LOSS) FOR THE YEAR

EPRA earnings, which are also calculated on a proportionally consolidated basis, is the Group's primary profit measure and this is the basis of information which is reported to the Board. The following table sets out a reconciliation from the Group's profit for the year under IFRS to EPRA earnings.

	Notes	Reported Group £m	Share of Joint ventures £m	Proportionally consolidated		EPRA £m
				Sub-total before adjustments £m	Capital and other adjustments ¹ £m	
Revenue	4	211.4	86.1	297.5	-	297.5
Gross rental income²	3A, 4	154.9	76.0	230.9	-	230.9
Service charge income	4	47.4	10.1	57.5	-	57.5
		202.3	86.1	288.4	-	288.4
Service charge expenses		(52.1)	(11.2)	(63.3)	-	(63.3)
Cost of sales	5A	(29.7)	(15.2)	(44.9)	-	(44.9)
Net rental income		120.5	59.7	180.2	-	180.2
Gross administration costs	5A	(46.0)	(0.2)	(46.2)	1.1	(45.1)
Other income	4	9.1	-	9.1	-	9.1
Net administration expenses		(36.9)	(0.2)	(37.1)	1.1	(36.0)
Profit from operating activities		83.6	59.5	143.1	1.1	144.2
Net revaluation gains on properties	12A	84.6	35.7	120.3	(120.3)	-
Profit on sale of properties	8	5.9	-	5.9	(5.9)	-
Change in fair value of other investments		(0.3)	-	(0.3)	0.3	-
Other net gains		5.6	-	5.6	(5.6)	-
Share of results of joint ventures	13C	88.6	(88.6)	-	-	-
Income from other investments		0.4	-	0.4	-	0.4
Operating profit		262.8	6.6	269.4	(124.8)	144.6
Net finance costs	6	(29.7)	(6.5)	(36.2)	(3.0)	(39.2)
Profit before tax		233.1	0.1	233.2	(127.8)	105.4
Tax charge	7A	(0.6)	(0.1)	(0.7)	-	(0.7)
Profit for the year		232.5	-	232.5	(127.8)	104.7
Less profit attributable to non-controlling interests ³	28	(0.4)	-	(0.4)	-	(0.4)
Profit for the year		232.1	-	232.1	(127.8)	104.3

1 Adjusting items between IFRS profit and EPRA earnings, described above as 'Capital and other adjustments', are set out in note 10A.

2 Proportionally consolidated figure includes £12.2m (2024: £10.1m) of variable rents calculated by reference to occupiers' turnover.

3 Reflects the proportion of profit in the year which was due to minority owners of Brent Cross. See notes 13B and 28 for further details.

4 Previously disclosed as Adjusted earnings and restated to reflect the Group's adoption of the updated EPRA earnings guidelines as explained in note 10.

5 Discontinued operations reflect Value Retail, see note 9 for further details.

2. Proportionally consolidated information continued

				2024		
				Proportionally consolidated		
	Notes	Reported Group £m	Share of Joint ventures £m	Sub-total before adjustments £m	Capital and other adjustments ¹ £m	EPRA ⁴ £m
Revenue	4	121.1	126.3	247.4	–	247.4
Gross rental income²	3A, 4	81.8	107.2	189.0	–	189.0
Service charge income	4	28.6	19.4	48.0	–	48.0
		110.4	126.6	237.0	–	237.0
Service charge expenses		(32.6)	(21.9)	(54.5)	–	(54.5)
Cost of sales	5A	(16.9)	(19.6)	(36.5)	–	(36.5)
Net rental income		60.9	85.1	146.0	–	146.0
Gross administration costs	5A	(48.4)	–	(48.4)	4.9	(43.5)
Other income	4	10.7	0.3	11.0	–	11.0
Net administration expenses		(37.7)	0.3	(37.4)	4.9	(32.5)
Profit from operating activities		23.2	85.4	108.6	4.9	113.5
Net revaluation losses on properties	12A	(20.6)	(70.8)	(91.4)	91.4	–
Disposals						
– Loss on sale of properties	8	(9.2)	–	(9.2)	9.2	–
– Recycled exchange gains on disposal of overseas interests		9.9	–	9.9	(9.9)	–
Costs associated with pension scheme wind-up		(0.5)	–	(0.5)	0.5	–
Change in fair value of other investments		0.4	–	0.4	(0.4)	–
Other net gains		0.6	–	0.6	(0.6)	–
Share of results of joint ventures	13C	8.8	(8.8)	–	–	–
Income from other investments		1.1	–	1.1	–	1.1
Operating profit		13.1	5.8	18.9	95.7	114.6
Net finance costs	6	(55.4)	(5.8)	(61.2)	28.9	(32.3)
(Loss)/Profit before tax		(42.3)	–	(42.3)	124.6	82.3
Tax charge	7A	(2.5)	–	(2.5)	–	(2.5)
(Loss)/Profit from continuing operations		(44.8)	–	(44.8)	124.6	79.8
(Loss)/Profit from discontinued operations ⁵	9B	(481.5)	–	(481.5)	500.7	19.2
(Loss)/Profit for the year		(526.3)	–	(526.3)	625.3	99.0

For footnotes see page 180.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

2. Proportionally consolidated information continued

B. BALANCE SHEET

The following table sets out the Group's proportionally consolidated balance sheet, showing the aggregation of the assets and liabilities of entities which are wholly owned or in joint operations ('Reported Group') with the Group's ownership share of those in joint ventures which are under the Group's management ('Share of Joint ventures').

	Note	2025			2024		
		Reported Group £m	Share of Joint ventures £m	Total £m	Reported Group £m	Share of Joint ventures £m	Total £m
Proportionally consolidated							
Non-current assets							
Investment properties	12A	2,879.8	669.5	3,549.3	1,487.0	1,172.0	2,659.0
Interests in leasehold properties	20	51.2	6.7	57.9	34.8	13.3	48.1
Right-of-use assets		6.7	–	6.7	7.5	–	7.5
Plant and equipment		0.4	–	0.4	0.4	–	0.4
Investment in joint ventures	13D	538.0	(538.0)	–	1,088.2	(1,088.2)	–
Other investments		9.4	–	9.4	9.2	–	9.2
Trade and other receivables	15A	4.0	1.7	5.7	0.2	1.2	1.4
Restricted monetary assets	16	–	–	–	21.4	–	21.4
		3,489.5	139.9	3,629.4	2,648.7	98.3	2,747.0
Current assets							
Trade and other receivables	15B	90.8	7.6	98.4	87.6	22.9	110.5
Derivative financial instruments	19A	1.0	–	1.0	2.2	–	2.2
Restricted monetary assets	16	21.4	–	21.4	–	–	–
Cash and cash equivalents		328.5	28.5	357.0	737.9	76.3	814.2
		441.7	36.1	477.8	827.7	99.2	926.9
Total assets		3,931.2	176.0	4,107.2	3,476.4	197.5	3,673.9
Current liabilities							
Trade and other payables	17	(164.6)	(17.7)	(182.3)	(109.3)	(39.7)	(149.0)
Obligations under head leases	20	(0.1)	–	(0.1)	(0.1)	–	(0.1)
Loans	18A	(104.3)	–	(104.3)	(337.8)	–	(337.8)
Tax		(2.0)	–	(2.0)	(2.8)	–	(2.8)
Derivative financial instruments	19A	(0.3)	–	(0.3)	(0.1)	–	(0.1)
		(271.3)	(17.7)	(289.0)	(450.1)	(39.7)	(489.8)
Non-current liabilities							
Trade and other payables	17	(33.4)	(1.2)	(34.6)	(28.7)	(1.9)	(30.6)
Obligations under head leases	20	(57.1)	(7.1)	(64.2)	(39.7)	(13.7)	(53.4)
Loans	18A	(1,473.9)	(149.6)	(1,623.5)	(1,136.4)	(141.2)	(1,277.6)
Deferred tax		(0.7)	–	(0.7)	(0.4)	(0.1)	(0.5)
Derivative financial instruments		–	(0.4)	(0.4)	–	(0.9)	(0.9)
		(1,565.1)	(158.3)	(1,723.4)	(1,205.2)	(157.8)	(1,363.0)
Total liabilities		(1,836.4)	(176.0)	(2,012.4)	(1,655.3)	(197.5)	(1,852.8)
Net assets		2,094.8	–	2,094.8	1,821.1	–	1,821.1
EPRA NTA adjustments	10B			0.9			4.3
EPRA NTA	10B			2,095.7			1,825.4
EPRA NTA per share	11C			£3.94			£3.70

3. Segmental analysis

IFRS versus management reporting

The Group's property portfolio comprises properties that are either wholly owned or co-owned with third parties. While the Group prepares its financial statements under IFRS, the Group evaluates the performance of its business for internal management reporting on a 'proportionally consolidated' basis which aggregates the following:

- properties, or entities, which are wholly owned or held in joint operations (see notes 1B and 12 to the financial statements for details) and hence where the results and net assets are directly included, on a line-by-line basis, in the IFRS financial statements. These are labelled as 'Reported Group'
- the Group's share of properties, or entities, which are co-owned within joint ventures that are under the Group's day-to-day management. Under IFRS each are included in separate line items in the income statement ('Share of results of Joint ventures') and balance sheet ('Investment in joint ventures'). The Group's share of results and net assets are labelled 'Share of Joint ventures'. The Group's associate, Value Retail was separately reported (see below)

The combination of properties within the Reported Group and Share of Joint ventures is labelled as the 'Group portfolio'.

Prior to its disposal in September 2024, management did not proportionally consolidate the Group's investment in Value Retail. While the Group exercised significant influence, and accounted for the investment as an associated undertaking, Value Retail was not under the Group's management, was independently financed and had differing operating metrics to the Group's property portfolio. Accordingly, for both IFRS and management accounting purposes the results and financial assets and liabilities were accounted for separately, and it was excluded from the Group's proportionally consolidated key metrics such as net debt or like-for-like rental income growth.

Segmental reporting

For segmental reporting, the Group's reportable segments are determined by the internal performance reported to the Chief Operating Decision Makers which has been determined to be the Group Executive Committee. Such reporting is both by sector and geographic location as these demonstrate different characteristics and risks, are managed by separate teams and are the basis on which resources are allocated. Total assets are not monitored by segment, with internal reporting based on property values.

The Group's activities presented on a proportionally consolidated basis including Share of Joint ventures are:

- Flagship destinations
- Developments and other

A. INCOME AND PROFIT BY SEGMENT

	Gross rental income		Net rental income	
	2025 £m	2024 £m	2025 £m	2024 £m
Flagship destinations				
UK	121.1	80.0	94.5	61.6
France	56.4	55.3	44.8	43.6
Ireland	38.8	37.7	33.5	32.8
	216.3	173.0	172.8	138.0
Developments and other	14.6	16.0	7.4	8.0
Group portfolio – proportionally consolidated	230.9	189.0	180.2	146.0
Less Share of Joint ventures	(76.0)	(107.2)	(59.7)	(85.1)
Reported Group	154.9	81.8	120.5	60.9

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

3. Segmental analysis continued

B. INVESTMENT PROPERTIES BY SEGMENT

		2025			2024		
	Note	Property valuation £m	Capital expenditure £m	Net revaluation gains £m	Property valuation £m	Capital expenditure £m	Net revaluation gains/ (losses) £m
Flagship destinations							
UK	12B	1,594.0	29.2	61.5	915.3	15.9	16.8
France	12B	1,030.9	10.3	1.6	964.1	10.1	4.5
Ireland	12B	617.0	6.6	32.1	522.0	2.3	(82.6)
		3,241.9	46.1	95.2	2,401.4	28.3	(61.3)
Developments and other	12B	307.4	20.8	25.1	257.6	11.7	(30.1)
Group portfolio – proportionally consolidated		3,549.3	66.9	120.3	2,659.0	40.0	(91.4)
Less Share of Joint ventures ¹	13D	(669.5)	(31.0)	(35.7)	(1,172.0)	(24.9)	70.8
Reported Group	12B	2,879.8	35.9	84.6	1,487.0	15.1	(20.6)

1 The property valuation of Share of Joint ventures comprises UK Flagship destinations of £110.4m (2024: £630.1m) and Ireland flagship destinations of £480.2m (2024: £412.7m) and Developments and other properties of £78.9m (2024: £129.2m).

C. ANALYSIS OF NON-CURRENT ASSETS

	2025 £m	2024 £m
UK	1,851.8	1,159.4
France	1,088.5	1,008.7
Ireland	549.2	480.6
Total¹	3,489.5	2,648.7

1 Includes financial instruments of £9.4m (2024: £30.6m) of which £nil (2024: £21.4m) relates to the UK and the remainder of £9.4m (2024: £9.2m) to Continental Europe.

4. Revenue

	Note	2025 £m	2024 £m
Base rent		112.9	63.9
Turnover rent		8.2	3.0
Car park income ¹		18.3	9.3
Lease incentive recognition		6.0	2.8
Other rental income		9.5	2.8
Gross rental income	2	154.9	81.8
Service charge income ¹	2	47.4	28.6
Other income			
– Property fee income ¹		6.0	6.3
– Joint venture management fees ¹		3.1	4.4
		9.1	10.7
Total		211.4	121.1

1 Revenue for these categories amount to £74.8m (2024: £48.6m) and are recognised under IFRS 15 'Revenue from Contracts with Customers'. All other revenue is recognised in accordance with IFRS 16 'Leases'.

5. Costs

A. PROFIT FROM OPERATING ACTIVITIES IS STATED AFTER CHARGING

Cost of sales	2025 £m	2024 £m
Ground rents payable	1.7	1.1
Inclusive lease costs recovered through rent	3.7	2.4
Other property outgoings ¹	24.3	13.4
	29.7	16.9

Gross administration costs	Note	2025 £m	2024 £m
Employee costs	5B	29.0	27.8
Depreciation		0.9	1.4
Other administration costs		15.0	14.3
		44.9	43.5
Business transformation costs	10A	1.1	4.9
Total		46.0	48.4

1 Includes charges and credits in respect of expected credit losses as set out in note 15.

B. EMPLOYEE COSTS

	2025 £m	2024 £m
Wages and salaries (including bonuses)	19.4	19.2
Social security	4.0	3.2
Other pension costs	1.6	1.7
Share-based remuneration ¹	4.5	4.3
	29.5	28.4
Capitalised into development properties	(0.5)	(0.6)
Total	29.0	27.8

1 Share-based remuneration comprises the share element of performance related bonuses (where the other element is paid in cash) and longer term share plans, some of which contain performance conditions and where further information is provided in the Directors' Remuneration Report.

C. EMPLOYEE NUMBERS

	2025 number	2024 number
Average number of employees	125	138
Number of employees whose costs are recharged to occupiers, included above	–	4

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

5. Costs continued

D. SHARE-BASED PAYMENTS

Share-based remuneration charge comprises a number of equity settled share schemes which the Group operates for certain employees of the Group. At 31 December 2025, there were no shares exercisable under any of these schemes (2024: none). The three principal schemes are as follows:

i. Restricted Share Schemes ('RSS' and 'RSSBB')

The RSS applies to the Executive Directors, through the grant of £nil cost options, which vest one third each on the third, fourth and fifth anniversaries of the date of the award (with an additional two year minimum holding period). The options expire seven years after the grant date if not exercised. There is a vesting performance underpin which is measured at the end of the third anniversary. The RSSBB was launched in 2023 and applies to members of the Group Executive Committee, excluding Executive Directors, also through the grant of £nil cost options but which vest in total on the third anniversary of the date of the award. In common with the RSS there is also a vesting performance underpin measured at the end of the third anniversary.

ii. Restricted Share Plan ('RSP')

UK eligible employees are granted £nil cost options which have an automatic vesting period of three years from the award date. There are no performance criteria to be satisfied for the awards to vest, the employee only needs to be in employment on the third anniversary from the award date.

iii. Deferred Bonus Share Scheme ('DBSS')

The DBSS applies to Executive Directors and members of the Group Executive Committee where a deferred element of their annual performance related incentive plan is settled in shares which are deferred for a period of two years from the award date and where the other element of this plan is settled in cash. The share awards are satisfied through the grant of £nil cost options and if not exercised expire on the seventh anniversary of their award.

Movement in share schemes

	RSS & RSSBB		RSP		DBSS	
	2025 number	2024 number	2025 number	2024 number	2025 number	2024 number
1 January	3,775,419	26,990,059	971,198	12,438,657	975,981	7,467,523
Granted	1,286,595	10,520,516	338,201	3,033,862	620,503	5,118,753
Forfeited	(163,017)	–	(413,639)	(4,794,046)	(493,472)	(2,826,245)
Exercised	(1,014,932)	–	(153,329)	(1,148,079)	(998)	–
Share consolidation (see note 21A)	–	(33,735,156)	–	(8,559,196)	–	(8,784,050)
31 December	3,884,065	3,775,419	742,431	971,198	1,102,014	975,981
Weighted average	2025	2024	2025	2024	2025	2024
Fair value of awards granted	£2.50	£2.71	£2.50	£2.70	£2.50	£2.69
Share price at date of exercise	£3.00	n/a	£2.54	£2.86	£2.69	£2.84
Remaining contractual life (until vesting)	1.4 years	1.4 years	1.2 years	1.1 years	0.8 years	0.7 years
Remaining contractual life (until expiry)	3.0 years	3.3 years	1.2 years	1.1 years	5.8 years	5.7 years

Other schemes

French share scheme

Eligible employees in France are granted £nil cost options which have a vesting period of two years, and a further holding period of two years, from the award date. There are no performance conditions to be satisfied for the awards to vest, the employee only needs to be in employment on the second anniversary of the award date.

Share Incentive Plan ('SIP')

Eligible UK employees are invited to invest up to £1,800 per annum tax free in SIP partnership shares. As an incentive to participants, the Company will match each partnership share with one matching share. The vesting period is three years from the award date.

Savings related share option scheme

UK eligible employees may participate in this scheme by choosing to enter into one or more contracts for a three or five year term and save up to a total of £500 per month. At the end of the contract employees may exercise an option to purchase shares in the Company at the option price, which is set at the beginning of the contract at a discount of up to 20% of the prevailing share price at the time the invitation is launched.

5. Costs continued**E. AUDITOR REMUNERATION**

	2025 £m	2024 £m
Audit of the Group and Company financial statements	1.0	1.0
Audit of subsidiaries	0.3	0.4
Audit related assurance services, including interim review	0.3	0.3
	1.6	1.7
Non-audit services ¹	0.2	0.3
Total auditor remuneration²	1.8	2.0

1 Non-audit services relate to reporting accountant work in respect of the Group's Euro Medium Term Note programme, October 2025 €350m bond issue, and in 2024 in relation to the Value Retail disposal.

2 Excludes additional amounts of £0.1m (2024: £0.2m) incurred in respect of the Group's share of audit services undertaken on behalf of its joint ventures.

6. Net finance costs

	2025 £m	2024 £m
Interest receivable on derivatives	9.9	11.3
Bank and other interest receivable	23.5	28.7
Finance income	33.4	40.0
Interest on bank loans and overdrafts	(4.7)	(4.1)
Interest on bonds and related charges	(56.0)	(59.6)
Interest on senior notes and related charges	(1.3)	(2.6)
Interest on obligations under head leases and other lease obligations	(3.0)	(2.2)
Other interest payable	(0.5)	(0.2)
Gross interest costs	(65.5)	(68.7)
Interest capitalised	0.1	–
Debt and loan facility cancellation costs	(0.2)	–
Premium on redemption of bonds	–	(25.5)
Fair value gains/(losses) on derivatives	2.5	(1.2)
Finance costs	(63.1)	(95.4)
Net finance costs	(29.7)	(55.4)

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

7. Tax charge

A. TAX CHARGE

	2025 £m	2024 £m
UK current tax	0.1	2.4
Foreign current tax	0.5	0.1
Tax charge	0.6	2.5

The Group's tax charge on its underlying property rental business remains low because it has tax exempt status in its principal operating countries.

The Group has been a REIT in the UK since 2007 and a SIIC in France since 2004. These tax regimes exempt the Group's property income and gains from corporate taxes, provided conditions in relation to the Group's activities are met. These conditions include, but are not limited to, distributing at least 90% of the Group's UK tax exempt profits as property income distributions ('PID') with equivalent tests of 95% on French tax exempt property profits and 70% of tax exempt property gains.

Based on preliminary calculations, the Group has met the REIT and SIIC conditions for 2025. The residual profit in the UK and France, which is not exempt under the REIT and SIIC rules respectively, is subject to corporation tax as normal. The Irish assets are held in a QIAIF which provides similar tax benefits to those of a UK REIT but which subjects dividends and certain excessive interest payments to a 20% withholding tax. The Group is committed to remaining in these tax exempt regimes for the foreseeable future.

The Group operates in a number of jurisdictions and is subject to periodic reviews and challenges by local tax authorities on a range of tax matters during its normal course of business. Tax impacts can be uncertain until a conclusion is reached with the relevant tax authority or through a legal process. The Group uses in-house expertise when assessing uncertain tax positions and seeks the advice of external professional advisers where appropriate. The Group believes that its tax liability accruals are adequate for all open tax years based on its assessment of many factors, including tax laws and prior experience.

B. TAX CHARGE RECONCILIATION

	Note	2025 £m	2024 £m
Profit/(Loss) before tax – continuing operations	2	233.1	(42.3)
Loss before tax – discontinued operations	2	–	(481.5)
Profit after tax of joint ventures	13C	(88.6)	(8.8)
Profit/(Loss) on ordinary activities before tax		144.5	(532.6)
Tax at the UK corporation tax rate of 25% (2024: 25%)		36.1	(133.2)
UK REIT tax exemption		(33.8)	72.6
French SIIC tax exemption		1.8	(3.6)
Irish QIAIF tax exemption		(1.4)	12.0
Losses for the year not utilised		3.5	–
Non-deductible and other items		(5.6)	54.7
Tax charge		0.6	2.5

C. UNRECOGNISED DEFERRED TAX

A deferred tax asset is not recognised for UK revenue losses or capital losses where their future utilisation is uncertain. At 31 December 2025, the total of such losses was £608m (2024: £639m) and £570m (2024: £588m) respectively, and the potential tax effect of these was £152m (2024: £159m) and £143m (2024: £145m) respectively.

Deferred tax is not provided on potential gains on investments in subsidiaries and joint ventures when the Group can control whether gains crystallise and it is probable that gains will not arise in the foreseeable future. At 31 December 2025, the total of such gains was £133m (2024: £133m) and the potential tax effect before the offset of losses was £33m (2024: £33m).

If a UK REIT sells a property within three years of completion of development, the REIT exemption will not apply. However, the Group had no completed properties falling within this timeframe but also has available capital losses to cover taxes arising if the circumstance were to arise.

Deferred tax is also not recognised in respect of withholding tax on taxable events on the basis the Group controls when such taxable events may occur.

8. Property disposals

Year ended 31 December 2025

In April 2025, the Group completed the disposal of the majority of its development land at Leeds Eastgate for gross proceeds of £26m; this was 23% above the 31 December 2024 book value.

Taking into account selling costs, the Group recognised a total net profit on disposals of £5.9m in the year.

Year ended 31 December 2024

On 15 March 2024, the Group raised cash proceeds of £111m from the disposal of its 100% interest in Union Square, Aberdeen which was 8% below its 31 December 2023 book value. Also, in March 2024, the Group completed the sale of the ancillary wholly owned property at O'Parinor for £6m; this sale was in line with the 31 December 2023 book value.

These disposals, in addition to some small changes in selling costs associated with properties sold in previous years, raised £117.4m in net proceeds and resulted in a total net loss on disposal of £9.2m.

9. Discontinued operations and assets and liabilities classified as held for sale

A. VALUE RETAIL DISPOSAL

On 22 July 2024, the Group announced it had entered into a binding sale agreement for the disposal of its entire interests in Value Retail for cash proceeds of €705m (£595m). The disposal completed on 18 September 2024.

The Group had historically accounted for its Value Retail interests as an associated undertaking. However, at the time of preparing the 2024 condensed interim financial statements, the Directors concluded that at 30 June 2024, given the significant progress made towards agreeing and signing a sale agreement, that a sale was "highly probable" and hence the Group's interests were judged to have met the criteria outlined in IFRS 5 to be reclassified to being 'held for sale' within current assets.

On reclassification to an asset 'held for sale' at 30 June 2024, in accordance with IFRS 5, the Group's interests were remeasured to the lower of the carrying amount and estimated fair value less sale costs at completion. The fair value was based on the contracted sale proceeds less estimated transaction costs, including tax, of £15m, and the remeasurement resulted in the recognition of a £483.0m impairment loss in the condensed interim financial statements. The fair value represents a Level 2 measurement basis as defined in IFRS 13 (see note 19).

Following reclassification to an asset 'held for sale' the Group ceased to equity account for the investment and reassessed the impairment loss at the date the disposal completed on 18 September resulting in a £11.1m reduction of the impairment. The movement in impairment post reclassification was principally due to foreign exchange translation differences between the exchange rate prevailing on 30 June 2024 and 18 September 2024 of £3m; distributions of £8m in relation to the Group's period of ownership; and the removal of an allowance of £4.5m for potential tax associated with the sale which had been included in the estimated transaction costs when assessing the impairment at 30 June 2024.

In addition, the sale of Value Retail represents a separate major line of the business and hence has been treated as a discontinued operation and the results for the current and prior financial periods have been separately disclosed from the continuing segments of the business.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

9. Discontinued operations and assets and liabilities classified as held for sale continued

B. (LOSS)/PROFIT FROM DISCONTINUED OPERATIONS (VALUE RETAIL)

	Year ended 31 December 2025 £m		Year ended 31 December 2024 £m	
	100%	Group share	100%	Group share
Gross rental income	-	-	235.8	80.8
Net rental income	-	-	163.4	58.2
Administration expenses	-	-	(85.4)	(28.1)
Profit from operating activities	-	-	78.0	30.1
Revaluation losses on properties	-	-	(61.2)	(24.9)
Impairment recognised on reclassification to held for sale	-	-	-	(483.0)
Reduction in impairment after reclassification to held for sale	-	-	-	11.1
	-	-	-	(471.9)
Operating profit/(loss)	-	-	16.8	(466.7)
Interest costs	-	-	(52.9)	(19.4)
Fair value losses on derivatives	-	-	(8.3)	(2.4)
Fair value gains on participative loans – other movements	-	-	-	2.4
Fair value gains on participative loans – revaluation movement	-	-	-	2.2
Net finance costs	-	-	(61.2)	(17.2)
	-	-	-	-
Loss before tax	-	-	(44.4)	(483.9)
Current tax charge	-	-	(7.6)	(1.7)
Deferred tax credit	-	-	15.2	4.1
Loss for the year	-	-	(36.8)	(481.5)
Adjustments for EPRA earnings (note 10A)	-	-	-	500.7
EPRA earnings from Value Retail¹	-	-	-	19.2

1 EPRA earnings in 2024 include £7.5m relating to the period between reclassification to held for sale and disposal. See note 10A for further details.

Figures above reflect the Group's share of Value Retail's results, except the impairment associated with the reclassification to held for sale which relates to the Reported Group. The figures for 2024 reflect the first half of 2024 during which the Group's investment in Value Retail was classified as an associate but on 30 June 2024 was reclassified as an asset held for sale and equity accounting ceased.

C. CASH FLOWS

	Year ended 31 December 2025 £m	Year ended 31 December 2024 £m
Distributions and capital returns received from associates	6.0	19.4
Cash inflows from investing activities	6.0	19.4

There were no other cash flows from operating or financing activities in the current or prior financial years.

10. Key alternative performance measures

As explained in note 1C, the Group uses a number of alternative performance measures ('APMs'), being financial measures not specified under IFRS, to monitor the performance of the business. In addition to the IFRS figures, we present EPRA and Headline earnings and three EPRA net asset measures. The reconciliation of each of these measures to IFRS is presented in the tables below.

In the prior year the Group also presented an Adjusted earnings measure. This measure is no longer applicable following the publication by EPRA in September 2024 of updated guidelines for the calculation of EPRA earnings. Under the updated guidelines, the one-off items which had previously been reconciling items between EPRA and Adjusted earnings now meet the definition of the new 'non-operating and exceptional items' category in calculating EPRA earnings. As explained in the Financial Review in the 2024 Annual Report, the Group has adopted the updated EPRA guidelines with effect from 1 January 2025 and restated prior year EPRA earnings such that they are the same as previously reported Adjusted earnings. These restated items are shown in note 10A below.

A. EARNINGS MEASURES

		2025 £m	2024 Restated ¹ £m
Profit/(Loss) for the year – IFRS		232.5	(526.3)
Profit attributable to non-controlling interests		(0.4)	–
Profit/(Loss) for the year attributable to the equity shareholders	A	232.1	(526.3)
Adjustments:			
Net revaluation (gains)/losses on property portfolio (excluding Value Retail)		(120.3)	91.4
Disposals:			
– (Profit)/Loss on sale of properties ²		(5.9)	9.2
– Recycled exchange gains on disposal of overseas property interests ²		–	(9.9)
Value Retail related (discontinued operations):			
– Net revaluation losses		–	24.9
– Deferred tax		–	(4.1)
– Change in fair value of financial asset		–	0.3
– Net impairment charge ³		–	471.9
Sub-total: Adjustments for Headline earnings	B	(126.2)	583.7
Value Retail related (discontinued operations):			
– Change in fair value of derivatives ⁴		–	2.4
– Change in fair value of participative loans ⁴		–	(2.2)
Included in net finance costs:			
– Debt and loan facility cancellation costs		0.2	–
– Premium on redemption of bonds		–	25.5
– Change in fair value of derivatives ⁴		(3.2)	3.4
Change in fair value of other investments ⁵		0.3	(0.4)
Adjustments related to non-operating and exceptional items:			
– Costs associated with pension scheme wind-up ⁶		–	0.5
– Business transformation costs ⁷		1.1	4.9
– Income from assets held for sale (discontinued operations) ⁸		–	7.5
Total: Adjustments for EPRA earnings	C	(127.8)	625.3
Headline earnings	A+B	105.9	57.4
EPRA earnings¹	A+C	104.3	99.0

1 2024 EPRA earnings restated to exclude 'Adjustments related to non-operating and exceptional items' totalling £5.4m in accordance with EPRA's new earnings guidelines as explained above. These items had previously been treated as Company specific adjustments when calculating the Group's Adjusted earnings.

2 See note 8 for further details.

3 Impairment charge on reclassification of Group's interests in Value Retail. Includes £483m charge recognised upon reclassification at 30 June 2024, less £11.1m reduction post reclassification. See note 9 for details.

4 The change in fair value of derivatives and participative loans are excluded from EPRA earnings as the gains and losses are unrealised and reflect mark-to-market movements in the year which will unwind assuming the instruments are held to maturity. For 2025, the movement above includes a gain of £0.7m (2024: loss of £2.2m) relating to the Share of Joint ventures.

5 Relates to the fair value movement based on the fair value of the underlying net assets of the Group's 7.3% investment in VIA Outlets Zweibrücken B.V.

6 In the first half of 2024 the Group wound up its principal defined benefit scheme and incurred fees of £0.5m on this one-off activity which the Directors have determined did not represent the underlying activities of the Group.

7 Business transformation costs relate to the strategic and operational review undertaken following the change in management and which was an integral part of the Group's strategy announced during 2021 and for the current and prior periods related primarily to system related costs. The costs are incremental and in the opinion of the Directors do not form part of underlying operations. These costs have been incurred since the announcement of the strategy but ceased with effect from 30 June 2025.

8 Reflects the Group's share of EPRA earnings from its investment in Value Retail over the period from reclassification to an asset held for sale on 30 June 2024 to the date of disposal on 18 September 2024. The adjustment has been calculated on a consistent basis as when the investment in Value Retail had been classified as an associate. See note 9 for further details.

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For the year ended 31 December 2025

10. Key alternative performance measures continued

B. NET ASSET MEASURES

The Group uses the EPRA best practice guidelines incorporating three measures of net asset value: EPRA Net Tangible Assets ('NTA'), Net Reinstatement Value ('NRV') and Net Disposal Value ('NDV'). EPRA NTA is considered to be the most relevant measure for the Group.

A reconciliation between IFRS net assets and the three EPRA net asset valuation metrics is set out below.

	2025		
	Reported Group £m	Share of Joint ventures £m	Total £m
Reported balance sheet net assets (equity shareholders' funds)	2,094.8	–	2,094.8
Change to reflect fair value of borrowings ¹	(5.9)	(3.2)	(9.1)
EPRA NDV			2,085.7
Deduct change to reflect fair value of borrowings ¹	5.9	3.2	9.1
Deferred tax – 50% share ²	0.4	–	0.4
Fair value of currency swaps as a result of interest rates ³	(0.1)	–	(0.1)
Fair value of interest rate swaps	0.3	0.3	0.6
EPRA NTA			2,095.7
Deferred tax – remaining 50% share ²			0.4
Purchasers' costs ⁴			220.6
EPRA NRV			2,316.7
			2024
	Reported Group £m	Share of Joint ventures £m	Total £m
Reported balance sheet net assets (equity shareholders' funds)	1,821.1	–	1,821.1
Change in fair value of borrowings ¹	22.8	(3.4)	19.4
EPRA NDV			1,840.5
Deduct change in fair value of borrowings ¹	(22.8)	3.4	(19.4)
Deferred tax – 50% share ²	0.2	0.1	0.3
Fair value of currency swaps as a result of interest rates ³	3.0	–	3.0
Fair value of interest rate swaps	0.1	0.9	1.0
EPRA NTA			1,825.4
Deferred tax – remaining 50% share ²			0.2
Purchasers' costs ⁴			165.6
EPRA NRV			1,991.2

1 Applicable for EPRA NDV calculation only and hence the adjustment is reversed for EPRA NTA and EPRA NRV, see note 19F.

2 As per the EPRA guidance we have chosen to exclude 50% of deferred tax for EPRA NTA purposes.

3 Excludes impact of foreign exchange.

4 Represents property transfer taxes and fees payable should the Group's entire property portfolio be acquired at year end market rates.

11. Earnings/(Loss) per share and Net asset value per share

The calculations of the earnings/(loss) per share ('EPS') measures set out below are based on profit/(loss) for the year calculated on IFRS, Headline and EPRA bases as shown in note 10A and the weighted average number of shares in issue during the year. Headline and EPRA earnings per share and EPRA Net assets per share measures are all Alternative Performance Measures ('APMs'). See note 1C for more details on the Group's approach to APMs.

Headline EPS has been calculated in accordance with the requirements of the Johannesburg Stock Exchange listing requirements. EPRA has issued recommended bases for the calculation of certain per share information which includes Net asset value per share as well as EPS. As explained in note 10, with effect from 1 January 2025 the Group has adopted the updated EPRA earnings guidelines which were issued in September 2024 and restated prior period EPRA earnings (from £86.1m to £99.0m) and EPRA EPS (from 17.3p per share to 19.9p per share).

Basic EPS measures are calculated by dividing the earnings/(loss) attributable to the equity shareholders of the Company by the weighted average number of shares outstanding during the year. Diluted EPS measures are calculated on the same basis as basic EPS but with a further adjustment to the weighted average number of shares outstanding to assume conversion of all potentially dilutive ordinary shares. Such potentially dilutive ordinary shares comprise share options and awards granted to colleagues where the exercise price is less than the average market price of the Company's ordinary shares during the year and any unvested shares which have met, or are expected to meet, the performance conditions at the end of the year. To the extent that there is no dilution, this arises due to the anti-dilutive effect of all such shares, or under IFRS if the Group records a loss for the year.

Net assets per share comprise net assets calculated in accordance with EPRA guidelines, as set out in note 10B, divided by the number of shares in issue at the year end.

A. NUMBER OF ORDINARY SHARES FOR PER SHARE CALCULATIONS

	2025 million	2024 million
Weighted average number of shares		
For purposes of basic IFRS, Headline and EPRA EPS¹	504.2	496.7
Effect of potentially dilutive shares (share awards)	2.1	1.7
For purposes of diluted IFRS, Headline and EPRA EPS	506.3	498.4
	As at 31 December 2025	As at 31 December 2024
Shares in issue (for purposes of net asset per share calculations)	532.1	493.2

¹ As the Group reported an IFRS loss for the year in 2024, dilutive shares are excluded in calculating diluted IFRS EPS in 2024.

B. EARNINGS/(LOSS) PER SHARE

	Note	Earnings/(Loss)				Earnings/(Loss) per share	
		Year ended		Year ended		Basic	Diluted
		31 December 2025 £m	31 December 2024 ¹ £m	31 December 2025 pence	31 December 2024 ¹ pence	Year ended 31 December 2025 pence	Year ended 31 December 2024 ¹ pence
Continuing operations		232.1	(44.8)	46.0	(9.0)	45.8	(9.0)
Discontinued operations		–	(481.5)	–	(97.0)	–	(97.0)
IFRS		232.1	(526.3)	46.0	(106.0)	45.8	(106.0)
Headline	10A	105.9	57.4	21.0	11.6	20.9	11.5
EPRA¹	10A	104.3	99.0	20.7	19.9	20.6	19.9

¹ As explained above and in note 10, 2024 EPRA earnings and EPS have been restated to reflect updated EPRA earnings guidelines.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

11. Earnings/(Loss) per share and Net asset value per share continued

C. NET ASSET VALUE PER SHARE

	Note	Net asset value		Net asset value per share	
		31 December 2025 £m	31 December 2024 £m	31 December 2025 £	31 December 2024 £
EPRA NDV	10B	2,085.7	1,840.5	3.92	3.73
EPRA NTA	10B	2,095.7	1,825.4	3.94	3.70
EPRA NRV	10B	2,316.7	1,991.2	4.35	4.04

12. Investment properties

Properties are stated at fair value, valued by professionally qualified external valuers in accordance with RICS Valuation – Global Standards as follows:

Valuer	Properties
CBRE	UK flagships, Developments and other properties
Jones Lang LaSalle	UK flagships, France flagships, Developments and other properties
Cushman and Wakefield	Brent Cross, Ireland flagships, Development and other properties

Due to the estimation and judgement required in the valuations which are derived from data that is not publicly available, these valuations are classified as Level 3 in the IFRS 13 fair value hierarchy. A reconciliation of the Group portfolio valuation to Reported Group is shown in note 3B. A listing of the Group's key properties is on page 232.

A. VALUATIONS – MOVEMENT IN THE YEAR

	2025 Investment properties £m	2024 Investment properties £m
At 1 January	1,487.0	1,396.2
Net revaluation gains/(losses)	84.6	(20.6)
Transfer from investment in joint ventures ¹	593.7	140.9
Acquisitions ¹	633.4	140.1
Capital expenditure	35.9	15.1
Capitalised interest	0.1	–
Disposals (see note 8)	(20.4)	(127.8)
Exchange adjustment	65.5	(56.9)
At 31 December	2,879.8	1,487.0

¹ 2025 relates to the Group's acquisition of the joint venture interests in Brent Cross (59.4%), Bullring (50%), Grand Central (50%) and The Oracle (50%). 2024 relates to the Group's acquisition of the remaining 50% interest in Westquay. See note 13 for further details.

At 31 December 2025, the Reported Group owned £747.9m (2024: £682.8m) of the property portfolio freehold, with £2,131.9m (2024: £804.2m) held under long leasehold interests.

12. Investment properties continued

B. VALUATIONS – SENSITIVITY ANALYSIS

The tables below includes the entire property portfolio, whether wholly owned or the Group's share of properties co-owned with third parties. The equivalent analysis for the range of inputs on a Reported Group basis would not be significantly different.

As at 31 December 2025		Valuation					
Proportionally consolidated	Reported Group	Share of Joint ventures	Group	Nominal equivalent yield ('NEY')		Estimated rental value ('ERV')	
	£m	£m		-100bp £m	+100bp £m	+10% £m	-10% £m
Flagship destinations							
UK	1,483.6	110.4	1,594.0	240.3	(184.7)	159.4	(159.4)
France	1,030.9	–	1,030.9	251.0	(168.8)	103.1	(103.1)
Ireland	136.8	480.2	617.0	112.1	(82.2)	61.7	(61.7)
	2,651.3	590.6	3,241.9	603.4	(435.7)	324.2	(324.2)
Developments and other	228.5	78.9	307.4				
Group portfolio	2,879.8	669.5	3,549.3				

As at 31 December 2025		Nominal equivalent yield			ERV p/m ²		
Key unobservable inputs		Minimum %	Maximum %	Average %	Minimum %	Maximum £	Average £
	Flagship destinations						
UK		7.0	8.4	7.6	250	470	380
France		5.0	5.2	5.1	440	590	500
Ireland		6.4	7.1	6.5	350	550	500

As at 31 December 2024		Valuation					
Proportionally consolidated	Reported Group	Share of Property interest	Group	Nominal equivalent yield ('NEY')		Estimated rental value ('ERV')	
	£m	£m		-100bp £m	+100bp £m	+10% £m	-10% £m
Flagship destinations							
UK	285.2	630.1	915.3	133.7	(103.5)	91.5	(91.5)
France	964.1	–	964.1	235.3	(158.1)	96.4	(96.4)
Ireland	120.6	401.4	522.0	91.6	(67.8)	52.2	(52.2)
	1,369.9	1,031.5	2,401.4	460.6	(329.4)	240.1	(240.1)
Developments and other	117.1	140.5	257.6				
Total portfolio	1,487.0	1,172.0	2,659.0				

As at 31 December 2024		Nominal equivalent yield			ERV p/m ²		
Key unobservable inputs		Minimum %	Maximum %	Average %	Minimum %	Maximum £	Average £
	Flagship destinations						
UK		7.3	8.9	7.8	240	590	390
France		5.0	5.2	5.1	410	550	470
Ireland		6.6	7.1	6.7	340	520	480

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

12. Investment properties continued

C. TENANT INCENTIVES

Unamortised tenant incentives are included within capital expenditure and impaired as appropriate whereby the provision is calculated in accordance with the considerations described in note 19D.

	Reported Group	
	2025 £m	2024 £m
Unamortised tenant incentives	13.8	13.4
Provision	(1.0)	(1.2)
	12.8	12.2

D. JOINT OPERATIONS

Investment properties include a 50% interest in the Ilac Centre, Dublin and a 50% interest in Pavilions, Swords totalling £136.8m (2024: £120.7m). These properties are jointly controlled in co-ownership with Irish Life Assurance plc.

13. Investment in joint ventures

The Group has a number of investments in joint ventures which hold both Flagship destinations and Development and other properties. As explained in the Financial Review and in note 3, for management reporting purposes the Group evaluates the performance of the business on a proportionally consolidated basis, by aggregating its properties or entities which are wholly owned or its share of those in joint operations ('Reported Group') with the Group's proportionate share of joint ventures ('Share of Joint ventures').

The Group and its partners invest principally by way of equity investment. However, where applicable, non-equity (loan) balances have been included within non-current other payables as a liability of the joint venture.

A. INVESTMENTS AT 31 DECEMBER 2025

Joint venture	Partner	Principal properties	Share
United Kingdom			
Bishopsgate Goodsyards Regeneration Limited	Ballymore Properties	The Goodsyards	50%
Bristol Alliance Limited Partnership	AXA Real Estate	Cabot Circus, Bristol Broadmead	50%
Ireland			
Dundrum Retail Limited Partnership/Dundrum Car Park Limited Partnership	PIMCO	Dundrum	50%
Dundrum Village Limited Partnership	PIMCO	Dundrum Village	50%

The results of interests in joint ventures are included up to the point of acquisition, when control is achieved, or the investment is sold, except for where disposals are reclassified to assets held for sale whereby they are excluded from the date of reclassification.

B. CHANGES IN INVESTMENTS

Year ended 31 December 2025

During 2025, there were three principal property transactions involving the Group increasing its ownership in former joint ventures as follows:

- On 9 May 2025, the Group obtained control of abrdn UK Shopping Centre Trust ('the Trust') which holds a 59.4% stake in Brent Cross, London. The Group subsequently acquired the remaining non-controlling interests, with the final acquisition in the Trust in December 2025. The total transaction reflected a headline price of £198.6m
- On 8 August 2025, the Group completed the acquisition of the former joint venture partner's (CPPIB) 50% stake in Bullring and Grand Central, Birmingham for a headline price of £319.0m
- On 21 November 2025, the Group completed the acquisition of the former joint venture partner's (ADIA) 50% stake in The Oracle, Reading for a headline price of £104.5m (excluding transaction costs)

As shown in the IFRS cash flow, the total net cash flow in relation to the 2025 acquisitions (net of transaction costs and cash acquired) was £571m (being £531m for property acquisitions and £40m for the acquisition of non-controlling interests), or £618m excluding the Group's share of joint venture and non-controlling interests' cash. This combined with the derecognition of the Group's joint venture share of £619m (note 13E) resulted in an increase in Reported Group investment property of £1,227m (note 12A). Subsequently a revaluation gain of £30m was recognised, equivalent to a 6% average discount on acquisition.

From the above dates, the Group consolidated the assets and liabilities held by the entities acquired as subsidiaries in the Reported Group and ceased equity accounting and derecognised the joint venture investments. Consideration was given as to the nature of the acquisition as per IFRS 3, and the Directors concluded that the acquisitions were asset acquisitions rather than business combinations. A key factor in this judgement was that the substance of the transactions was a property acquisition within a corporate entity, where the entity was unable to operate independently of Hammerson's management. Also, the predominant assets acquired were investment properties, with the other sundry net assets acquired ancillary to the property assets.

13. Investment in joint ventures continued**Year ended 31 December 2024**

On 7 November 2024 the Group acquired the remaining 50% interest in the West Quay Limited Partnership from its partner GIC, and ceased equity accounting from that date. Again, as the property was the predominant asset in The West Quay Limited Partnership, and relied on the Group for asset management services, as per IFRS 3 the acquisition was deemed to be an asset acquisition rather than a business combination.

Figures in 13C and 13D below exclude balances which eliminate on consolidation and include joint ventures up to the point of a change in joint control, either through acquisition or disposal.

C. RESULTS

	100% share							2025
	Brent Cross £m	Bristol £m	Bullring £m	The Oracle £m	Dundrum £m	Other ¹ £m	Total £m	Group share £m
Gross rental income	10.5	29.2	29.6	20.7	58.8	5.3	154.1	76.0
Net rental income	9.7	20.3	22.2	16.1	50.3	2.8	121.4	59.7
Administration expenses	–	–	(0.1)	(0.1)	(0.3)	–	(0.5)	(0.2)
Profit from operating activities	9.7	20.3	22.1	16.0	50.0	2.8	120.9	59.5
Revaluation gains/(losses) on properties	1.6	5.6	12.4	(0.4)	60.0	(7.4)	71.8	35.7
Operating profit/(loss)	11.3	25.9	34.5	15.6	110.0	(4.6)	192.7	95.2
Net finance income/(costs)	–	0.1	0.5	0.2	(13.9)	0.2	(12.9)	(6.5)
Profit/(loss) before tax	11.3	26.0	35.0	15.8	96.1	(4.4)	179.8	88.7
Tax charge	–	–	–	(0.3)	–	–	(0.3)	(0.1)
Profit/(loss) for the year	11.3	26.0	35.0	15.5	96.1	(4.4)	179.5	88.6
Distributions received by the Group	2.4	2.8	10.0	–	15.4	–	30.6	30.6

1 Other is comprised of the Goodsyrd and Grand Central, the latter up to the date of joint venture acquisition in 2025.

	100% share								2024
	Brent Cross £m	Bristol £m	Bullring £m	The Oracle £m	Westquay £m	Dundrum £m	Other £m	Total £m	Group share £m
Gross rental income	29.9	28.2	48.9	22.5	25.5	56.3	8.7	220.0	107.2
Net rental income	26.4	20.6	40.8	16.7	18.4	48.3	4.0	175.2	85.1
Administration (expenses)/income	(0.1)	–	–	–	–	0.9	(0.1)	0.7	0.3
Profit from operating activities	26.3	20.6	40.8	16.7	18.4	49.2	3.9	175.9	85.4
Revaluation (losses)/gains on properties	(6.9)	0.2	28.3	4.8	(2.6)	(140.8)	(25.9)	(142.9)	(70.8)
Operating profit/(loss)	19.4	20.8	69.1	21.5	15.8	(91.6)	(22.0)	33.0	14.6
Net finance income/(costs)	0.1	(0.1)	0.7	0.5	0.4	(13.6)	0.3	(11.7)	(5.8)
Profit/(loss) before tax	19.5	20.7	69.8	22.0	16.2	(105.2)	(21.7)	21.3	8.8
Tax charge	–	–	–	(0.1)	–	–	–	(0.1)	–
Profit/(loss) for the year	19.5	20.7	69.8	21.9	16.2	(105.2)	(21.7)	21.2	8.8
Distributions received by the Group	10.1	1.0	12.9	2.0	2.6	–	–	28.6	28.6

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

13. Investment in joint ventures continued

D. ASSETS AND LIABILITIES

	100% share				2025
	Bristol £m	Dundrum £m	The Goodsyard £m	Total £m	Group share £m
Non-current assets					
Investment properties	266.3	982.8	90.0	1,339.1	669.5
Other non-current assets	15.0	1.8	–	16.8	8.4
	281.3	984.6	90.0	1,355.9	677.9
Current assets					
Cash and cash equivalents	28.1	28.4	0.5	57.0	28.5
Other current assets	6.9	8.7	0.1	15.7	7.6
	35.0	37.1	0.6	72.7	36.1
Current liabilities					
Other payables	(17.1)	(17.6)	(0.5)	(35.2)	(17.7)
	(17.1)	(17.6)	(0.5)	(35.2)	(17.7)
Non-current liabilities					
Obligations under head leases	(14.1)	–	–	(14.1)	(7.1)
Loans – secured	–	(299.3)	–	(299.3)	(149.6)
Other payables					
– due to Group companies	–	–	(58.0)	(58.0)	–
– other parties and other	(0.8)	(2.4)	(58.2)	(61.4)	(1.6)
	(14.9)	(301.7)	(116.2)	(432.8)	(158.3)
Net assets	284.3	702.4	(26.1)	960.6	538.0

During 2025, the share of joint ventures was acquired (Brent Cross, Bullring, Grand Central and The Oracle). These investments are now reflected within the Reported Group and excluded from this note post acquisition.

	100% share							2024
	Brent Cross £m	Bristol £m	Bullring £m	The Oracle £m	Dundrum £m	Other £m	Total £m	Group share £m
Non-current assets								
Investment properties	384.5	245.2	610.0	200.5	846.7	129.5	2,416.4	1,172.0
Other non-current assets	12.9	13.6	0.3	–	1.9	2.6	31.3	14.5
	397.4	258.8	610.3	200.5	848.6	132.1	2,447.7	1,186.5
Current assets								
Cash and cash equivalents	18.7	26.0	30.0	15.9	48.2	17.3	156.1	76.3
Other current assets	6.2	10.6	19.4	5.9	4.9	5.2	52.2	22.9
	24.9	36.6	49.4	21.8	53.1	22.5	208.3	99.2
Current liabilities								
Other payables	(15.1)	(16.8)	(26.6)	(10.7)	(10.9)	(7.2)	(87.3)	(39.7)
	(15.1)	(16.8)	(26.6)	(10.7)	(10.9)	(7.2)	(87.3)	(39.7)
Non-current liabilities								
Obligations under head leases	(12.8)	(14.1)	–	–	–	(2.8)	(29.7)	(13.7)
Loans – secured	–	–	–	–	(282.5)	–	(282.5)	(141.2)
Other payables								
– due to Group companies	–	–	–	–	–	(54.1)	(54.1)	–
– other parties and other	(1.0)	(0.5)	(0.8)	(0.3)	(2.7)	(54.7)	(60.0)	(2.9)
	(13.8)	(14.6)	(0.8)	(0.3)	(285.2)	(111.6)	(426.3)	(157.8)
Net assets	393.4	264.0	632.3	211.3	605.6	35.8	2,142.4	1,088.2

13. Investment in joint ventures continued**E. RECONCILIATION OF MOVEMENTS IN INVESTMENT IN JOINT VENTURES**

	2025 £m	2024 £m
At 1 January	1,088.2	1,193.2
Share of results of joint ventures	88.6	8.8
Additional capital investment ¹	–	85.1
Advances	3.9	6.9
Cash distributions (including interest) ²	(36.1)	(37.5)
Other receivables	(4.7)	(12.5)
Derecognition of joint venture ³	(619.3)	(142.4)
Exchange and other movements	17.4	(13.4)
At 31 December	538.0	1,088.2

1 Reflects capital investment to Dundrum joint venture associated with refinancing of secured loan signed in 2024.

2 Comprises distributions of £30.6m (2024: £28.6m) and interest previously accrued of £5.5m (2024: £8.9m).

3 Reflects a number of joint venture acquisitions as explained in note 13B.

14. Investment in associates

As explained in note 9, the Group's investment in Value Retail was reclassified as an asset 'held for sale' with effect from 30 June 2024 and the Group's share of results from Value Retail in 2024 re-presented to discontinued operations. Subsequently, on 22 July 2024 the Group announced that it had entered into a binding agreement for the sale of its entire interests in Value Retail, which completed on 18 September 2024.

Reconciliation of movements in investment in associates

	2025 £m	2024 Value Retail £m
At 1 January	–	1,115.0
Share of results of associates ¹	–	(9.6)
Distributions	–	(14.2)
Share of other comprehensive loss of associate ²	–	(4.4)
Exchange and other movements	–	0.2
Transfer to assets held for sale	–	(1,087.0)
At 31 December	–	–

1 Share of results for Value Retail classified as discontinued operations, see note 9 for details.

2 Relates to the change in fair value of derivative financial instruments in an effective hedge relationship within Value Retail.

15. Trade and other receivables**A. TRADE AND OTHER RECEIVABLES – NON-CURRENT**

	2025 £m	2024 £m
Other receivables	4.0	0.2

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

15. Trade and other receivables continued

B. TRADE AND OTHER RECEIVABLES – CURRENT

	2025 £m	2024 £m
Trade receivables ¹	35.8	33.4
VAT receivable	8.7	7.3
Accrued interest receivable	3.7	5.1
Disposal related receivables	0.6	5.0
Accrued income	9.9	5.5
Capex debtors	5.0	3.5
Receivables from property assets	2.2	13.1
Other receivables	17.1	8.2
Deposits and floats	2.5	3.4
Prepayments	5.3	3.1
	90.8	87.6

1 Credit risk is explained further in note 19D.

C. TRADE RECEIVABLES – AGEING ANALYSIS AND PROVISIONING

	2025			2024		
	Gross trade receivables £m	Provision £m	Net trade receivables £m	Gross trade receivables £m	Provision £m	Net trade receivables £m
Not yet due	15.7	(0.2)	15.5	16.4	(0.8)	15.6
0–3 months overdue	10.5	(1.4)	9.1	7.1	(0.6)	6.5
4–6 months overdue	3.3	(0.7)	2.6	2.7	(0.7)	2.0
7–12 months overdue	4.1	(1.5)	2.6	3.8	(2.1)	1.7
More than 12 months overdue	15.9	(9.9)	6.0	16.7	(9.1)	7.6
	49.5	(13.7)	35.8	46.7	(13.3)	33.4

D. TRADE RECEIVABLES – SEGMENTAL ANALYSIS AND PROVISIONING

	2025			2024		
	Gross trade receivables £m	Provision £m	Net trade receivables £m	Gross trade receivables £m	Provision £m	Net trade receivables £m
<i>Proportionally consolidated</i>						
UK	24.9	(5.0)	19.9	32.1	(5.6)	26.5
France	25.1	(8.9)	16.2	29.9	(9.0)	20.9
Ireland	5.4	(0.2)	5.2	5.0	(1.0)	4.0
Group portfolio	55.4	(14.1)	41.3	67.0	(15.6)	51.4
Less Share of Joint ventures	(5.9)	0.4	(5.5)	(20.3)	2.3	(18.0)
Reported Group	49.5	(13.7)	35.8	46.7	(13.3)	33.4

E. ANALYSIS OF MOVEMENTS IN PROVISIONS

	2025 £m	2024 £m
<i>Loss allowance</i>		
At 1 January	13.3	14.0
Additions to provisions charged to the income statement	4.7	7.6
Acquisitions	1.4	1.0
Disposals	–	(0.9)
Release of provisions	(3.0)	(4.8)
Utilisation	(3.3)	(3.1)
Exchange	0.6	(0.5)
At 31 December	13.7	13.3

16. Restricted monetary assets

	2025		2024	
	Current £m	Non-current £m	Current £m	Non-current £m
Cash held in escrow ¹	21.4	–	–	21.4

1 Comprises funds placed in escrow in 2020 by Hammerson plc to satisfy potential obligations under indemnities granted in favour of Directors and officers to the extent that such obligations are not already satisfied by the Company or covered by Directors' and Officers' liability insurance. The funds will remain in trust until the later of November 2026, or, if there are outstanding claims at that date, the date on which all claims are resolved.

17. Trade and other payables

	Note	2025		2024	
		Current £m	Non-current £m	Current £m	Non-current £m
Trade payables		39.3	–	16.5	–
Pension liability	23	1.0	5.9	1.0	7.2
VAT payable		6.9	–	12.8	–
Balances due to joint venture entities		2.4	–	5.6	–
Accruals – interest		21.4	–	19.5	–
– capital expenditure		9.6	0.1	8.8	–
– withholding tax		7.0	–	–	–
– disposals related		4.4	–	9.4	–
– acquisition related		0.9	–	5.3	–
– other		24.8	–	17.3	–
Deferred income		22.7	–	4.0	–
Guarantee and tenant deposits		1.0	17.5	1.0	11.1
Lease liabilities ¹		0.5	6.5	0.4	7.1
Other payables		22.7	3.4	7.7	3.3
		164.6	33.4	109.3	28.7

1 Of the non-current portion of £6.5m (2024: £7.1m), £0.5m (2024: £1.2m) is payable between one to two years, £1.9m (2024: £2.8m) from two to five years and £4.1m (2024: £3.1m) in more than five years.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

18. Loans

A. LOAN PROFILE¹

	Maturity date	2025 £m	2024 £m
£338.3m 3.5% bonds ²	2025	–	337.8
Senior notes	2026	61.1	–
£43.2m 6% bonds	2026	43.2	–
Total (shown in current liabilities)		104.3	337.8
Senior notes	2026	–	57.9
£43.2m 6% bonds	2026	–	43.1
€700.0m 1.75% bonds ³	2027	608.7	574.1
Senior notes	2028	11.1	10.5
£56.8m 7.25% bonds	2028	55.9	55.7
£100m bank loan ⁴	2028	99.5	–
Senior notes	2031	5.1	4.8
€350m 3.5% bonds ⁵	2032	302.6	–
£400m 5.875% bonds	2036	392.6	392.1
Unamortised facility fees	2027–28	(1.6)	(1.8)
Total (shown in non-current liabilities)		1,473.9	1,136.4
Total		1,578.2	1,474.2

1 All loans are unsecured.

2 £338.3m bonds matured and were repaid in October 2025.

3 The coupon on the €700m 1.75% bonds is linked to two sustainability performance targets, both of which are to be tested in the first half of 2026 based on emissions in 2025 compared to a 2019 benchmark. If the targets are not met, a total of 37.5 basis points per annum, or €2.625m (£2.3m) per target, will be payable in addition to the final year's coupon. Based on the information available at the date of this report, the Group expects to meet both targets and hence the additional coupon has been treated as a contingent liability.

4 In October 2025, the Group agreed a £100m unsecured term loan maturing in April 2028. Interest is payable at floating rates above SONIA.

5 In October 2025, the Group issued €350m 3.5% bonds maturing in April 2032.

B. UNDRAWN COMMITTED FACILITIES

The Group has the following revolving credit facilities ('RCF'), which are all in sterling unless otherwise indicated, expiring as follows:

	Expiry date	2025 £m	2024 £m
RCF signed June 2021 ^{1,2}	2026	–	39.4
RCF signed June 2021 ²	2026	–	100.0
£463m RCF signed April 2022	2027	463.0	463.0
RCF signed April 2025 ²	2028	50.0	–
RCF signed April 2025 ²	2028	100.0	–
Total		613.0	602.4

1 RCF facility denominated in JPY.

2 In April 2025, the two RCFs expiring in 2026 were cancelled and replaced with two new three year RCFs expiring in 2028, with each containing two one year extension options subject to lender consent.

C. MATURITY ANALYSIS OF UNDRAWN COMMITTED FACILITIES

Expiry	2025 £m	2024 £m
Within one year	–	–
Within one to two years	463.0	139.4
Within two to five years	150.0	463.0
Total	613.0	602.4

19. Financial instruments and risk management

A. FINANCIAL RISK MANAGEMENT AND STRATEGY

The Group's financial risk management strategy seeks to set financial limits for treasury activity to ensure they are in line with the risk appetite of the Group. The Group's activities expose it to certain financial risks comprising liquidity risk, market risk (comprising interest rate and foreign currency risk), credit risk and capital risk.

The Group's treasury function, which operates under treasury policies approved by the Board, maintains internal guidelines for interest cover, gearing, unencumbered assets and other credit ratios, and both the current and projected financial position against these guidelines are monitored regularly.

To manage the risks set out above, the Group uses certain derivative financial instruments to mitigate potentially adverse effects on the Group's financial performance. Derivative financial instruments are used to manage exposure to fluctuations in foreign currency exchange rates and interest rates but are not employed for speculative purposes.

Financial instruments are grouped and accounted for as set out in the table below.

	Notes	2025			2024		
		Current £m	Non-current £m	Total £m	Current £m	Non-current £m	Total £m
Balances due from joint ventures	13D	–	58.0	58.0	–	54.1	54.1
Trade and other receivables ¹	15A,15B	76.8	4.0	80.8	77.2	0.2	77.4
Restricted monetary assets	16	21.4	–	21.4	–	21.4	21.4
Cash and cash equivalents		328.5	–	328.5	737.9	–	737.9
Financial assets at amortised cost				488.7			890.8
Other investments		–	9.4	9.4	–	9.2	9.2
Assets at fair value through profit and loss²				9.4			9.2
Derivative financial instruments – assets		1.0	–	1.0	2.2	–	2.2
Derivative financial instruments – liabilities		(0.3)	–	(0.3)	(0.1)	–	(0.1)
Derivatives at fair value through profit and loss³				0.7			2.1
Trade and other payables ⁴	17	(127.0)	(27.5)	(154.5)	(91.5)	(21.5)	(113.0)
Loans	18	(104.3)	(1,473.9)	(1,578.2)	(337.8)	(1,136.4)	(1,474.2)
Obligations under head leases	20	(0.1)	(57.1)	(57.2)	(0.1)	(39.7)	(39.8)
Financial liabilities at amortised cost				(1,789.9)			(1,627.0)

1 Excludes VAT, corporation tax and prepayments of £14.0m (2024: £10.4m).

2 Loss of £0.3m (2024: £5.0m gain) recognised in income statement.

3 Gain of £12.4m (2024: £10.1m) recognised in income statement.

4 Excludes pension liabilities, VAT, withholding tax, deferred income and provisions totalling £43.5m (2024: £25.0m).

B. LIQUIDITY RISK

Cash levels are monitored to ensure sufficient resources are available to meet the Group's operational requirements. Short term money market deposits are used to manage cash resources to maximise the rate of return, giving due consideration to risk.

Liquidity requirements are met with an appropriate mix of short and longer term debt whereby the Group borrows predominantly on an unsecured basis in order to maintain operational flexibility at a low operational cost. Loans and facilities are arranged to maintain short term liquidity and ensure an appropriate maturity profile. Long term debt comprises mainly the Group's fixed rate unsecured bonds and private placement senior notes. Short term funding is raised principally through syndicated revolving credit facilities from a range of banks and financial institutions with which the Group maintains strong working relationships. Analysis of the Group's loans and facilities together with their maturity is set out in note 18.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

19. Financial instruments and risk management continued

C. INTEREST RATE AND CURRENCY RISK

Interest rate risk

Interest rate swaps are used to manage the interest rate basis of the Group's debt, allowing changes from fixed to floating rates or vice versa. Clear guidelines exist for the Group's ratio of fixed to floating debt, interest cover, gearing, unencumbered assets and other credit ratios. The interest rate profile is measured regularly against these guidelines.

Interest rate profile	2025				2024			
	Sterling £m	US Dollar £m	Euro £m	Total £m	Sterling £m	US Dollar £m	Euro £m	Total £m
Borrowings (loans and currency swaps)								
– Fixed rate	491.7	–	988.6	1,480.3	476.9	–	997.2	1,474.1
– Floating rate	(351.4)	3.7	444.6	96.9	(274.7)	(4.3)	276.9	(2.1)
	140.3	3.7	1,433.2	1,577.2	202.2	(4.3)	1,274.1	1,472.0

The Group defines Borrowings as loans and currency swaps and excludes the fair value of the interest rate swaps as the fair value crystallises over the life of the instruments rather than at maturity. The impact of interest rate swaps are therefore excluded from the above interest rate profile table. The Group does not apply hedge accounting to its interest rate swaps. During the year the Group had the following interest rate swaps:

- £338m which matured in October 2025. Interest was received at a fixed rate of 4.40% per annum and paid at a rate linked to SONIA.
- £58m entered into in November 2024 with a final maturity of January 2026. Interest was received at a fixed rate of 4.34% per annum and paid at a rate linked to SONIA.

Offsetting

After taking into account the netting impact included within the Group's International Swap and Derivatives Association ('ISDA') agreements with each counterparty (which are enforceable on the occurrence of future credit events such as a default), the positions, including accrued interest, would be derivative financial assets of £1.0m (2024: £2.1m) and derivative financial liabilities of £0.3m (2024: £nil). The combined value of derivative financial instruments is therefore an asset of £0.7m (2024: asset of £2.1m).

Currency risk

The currency profile of the Group's loans is as follows:

	2025			2024		
	Sterling £m	Euro £m	Total £m	Sterling £m	Euro £m	Total £m
Bonds	491.7	911.3	1,403.0	828.7	574.1	1,402.8
Unamortised facility fees	(1.6)	–	(1.6)	(1.8)	–	(1.8)
Bank loans and overdrafts	99.5	–	99.5	–	–	–
Senior notes	–	77.3	77.3	–	73.2	73.2
	589.6	988.6	1,578.2	826.9	647.3	1,474.2

Hedging

The Group enters into cash flow hedge and net investment relationships to mitigate its exposure to currency risk. The ratio for hedging instruments designated in both net investment and cash flow hedge relationships was 1:1. Ineffectiveness could be recognised on either hedging relationship due to significant changes in counterparty credit risk or a reduction in the notional amount of the hedged item during the designated hedging period. However, no ineffectiveness was recognised in 2025 or 2024.

Maturity of fair value of currency swaps	2025			2024		
	Current £m	Non-current £m	Total £m	Current £m	Non-current £m	Total £m
Assets	1.0	–	1.0	2.2	–	2.2
Liabilities	–	–	–	–	–	–
	1.0	–	1.0	2.2	–	2.2

19. Financial instruments and risk management continued

Cash flow hedges

In 2025 there were no designated cash flow hedges. In 2024, US dollar loans comprised elements of the Group's Senior notes which matured during the year. To manage the impact of foreign exchange movements on these loans, the Group used derivatives at an average hedged exchange rate of £1 = \$1.387, to swap all the cash flows to either euro or sterling where the sterling element is designated as a cash flow hedge with the critical terms of the loans being the same as the related derivatives. The US dollar loans and corresponding hedging derivatives were all settled at maturity during 2024 and resulted in a net loss of £0.2m.

In addition to the senior notes above, during 2024, the €705m net euro proceeds from the disposal of the Group's interest in Value Retail were hedged against sterling at a rate of £1 = €1.186. The closing exchange rate on the date of completion was £1 = €1.191 resulting in a gain of £2.4m.

Cash flow hedge designation allows exchange differences on hedging instruments to be recognised in the cash flow hedge reserve and then recycled to net finance costs in the consolidated income statement, to offset against the exchange differences on US dollar loans also recognised in net finance costs. As all outstanding derivatives matured and were settled in 2024, the carrying value of derivatives designated in a cash flow hedge was £nil.

Net investment hedges

To manage the foreign currency exposure on its net investments in euro-denominated entities, the Group has designated all euro loans or synthetic euro loans, including euro-denominated bonds, senior notes and currency swaps, as net investment hedges. This designation allows exchange differences on hedging instruments to be recognised directly in equity which acts as an offset against the exchange differences on net investments in euro-denominated entities which are also recognised in equity. The notional and carrying amount of such euro-denominated liabilities and the average hedged rate is set out below.

	2025			2024		
	Euro notional amount €m	Carrying amount €m	Averaged hedged exchange rate €	Euro notional amount €m	Carrying amount €m	Averaged hedged exchange rate €
Bonds	1,050.0	911.3	1.159	700.0	574.1	1.163
Senior notes	88.5	77.3	1.152	88.5	73.2	1.152
Cross currency swaps	-	-	-	420.5	(2.5)	1.202
Foreign exchange swaps	509.0	(1.0)	1.140	335.0	(2.1)	1.201
Total	1,647.5	987.6		1,544.0	642.7	

The euro notional amount represents the amount due at maturity without netting any receivable of different currency under the same instrument. The net investment hedge reserve includes a loss of £9.3m (2024: gain of £31.7m) in respect of continuing net investment hedges whereby these are due to mature between 2026 and 2032.

Sensitivity analysis

Interest risk sensitivity analysis

In managing interest rate and currency risks, the Group aims to reduce the impact of short term fluctuations on the Group's results. Changes in foreign exchange and interest rates may have an impact on consolidated earnings over the longer term. The sensitivity has been calculated by applying the interest rate change to the loans net of their related interest rate swaps.

	2025		2024	
	Change in interest rate		Change in interest rate	
	+1% £m	-1% £m	+1% £m	-1% £m
Interest sensitivity on earnings				
Income statement	(1.0)	1.0	(3.3)	3.3

Currency risk sensitivity analysis

As the Group does not have a material currency risk exposure to the US dollar, the sensitivity of the Group's financial instruments to changes in exchange rates shows the impact on results and other comprehensive income of a 10% change in the sterling exchange rate against euro by retranslating the year end euro-denominated financial instruments, taking into account forward foreign exchange contracts. 10% represents management's assessment of a reasonably possible change in foreign exchange rates over a 12 month period. The analysis does not reflect the exposure and inherent risk during the year.

	2025		2024	
	Change in exchange rate		Change in exchange rate	
	+10% £m	-10% £m	+10% £m	-10% £m
Euro currency sensitivity impact on earnings				
Income statement	-	-	(0.1)	0.1
Other comprehensive income	130.3	(159.2)	115.7	(141.4)

The effect on the net gains or losses taken to equity would be more than offset by the effect of exchange rate changes on the euro-denominated assets included in the Group's financial statements.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

19. Financial instruments and risk management continued

D. CREDIT RISK

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss.

The Group's credit risk arises from trade and other receivables, unamortised tenant incentives, restricted monetary assets, cash and cash equivalents, balances due from joint ventures, other investments, loans receivable and derivative financial instruments.

Trade receivables

The Group's greatest exposure to credit risk arises principally from trade receivables which all have due dates within 12 months. The Group determines and monitors regularly the level of risk associated with trade receivables and applies the IFRS 9 simplified approach to measuring expected credit losses applying the methodology, judgements and estimates set out in note 1E and by reference to changes in the levels of default experienced, tenant credit ratings and wider macroeconomic factors. Analysis of the provision is set out in note 15. For many trade receivables, the Group obtains security in the form of rental deposits or guarantees which can be called upon if the counterparty is in default. Both of these serve to limit the potential exposure to credit risk.

Unamortised tenant incentives

Provisioning rates against unamortised tenant incentives are lower than those against trade receivables as the credit risk of tenants not paying rent for future periods, and hence unamortised tenant incentives not being recovered, is lower than the credit risk on trade receivables currently overdue. The Group determines and monitors regularly the level of risk and assesses impairment of such balances accordingly and by reference to changes in the levels of default experienced, tenant credit ratings and wider macroeconomic factors. Details of the provision is set out in note 12C.

Other balances

The credit risk associated with restricted monetary assets, cash and cash equivalents, derivative financial instruments and amounts due from joint ventures is considered low, with an assessment of each category set out as follows:

Restricted monetary assets, cash and cash equivalents and derivative financial instruments

Such balances are held with counterparties which are banks that are committed lenders to the Group with high credit ratings assigned by international credit rating agencies.

Amounts due from joint ventures

Balances due from joint ventures comprise loans from the Group to establish and fund the partnerships which form part of the total investment in joint ventures. The credit risk of loans due from joint ventures is monitored by reference to changes in the underlying assets, principally driven by investment property valuation changes. Following the Group's acquisition of the JV partner's 50% interest in the West Quay Limited Partnership in November 2024 (as described in note 13B) the previous joint venture loans (which were the most material joint venture balance) now eliminate on consolidation. Consequently, no material credit risks were identified in the Group as at the current or prior year end.

Investments

The carrying value of investments in joint ventures equates to the Group's share of the underlying net assets of the investment. The most significant component of underlying net assets is investment properties, which are carried at fair value meaning that there is no residual credit risk.

Other receivables

Other receivables are grouped based on type, contractual terms, ageing and financial standing of the debtor using the same methodologies and considerations as for trade receivables. Dependent on the nature of the receivable, the credit risk ranges from low to moderate. However, the resulting provisions are not significant.

E. CAPITAL RISK

The capital structure of the Group comprises of equity and debt, including cash and cash equivalents. The Group's financing policy is to optimise the weighted average cost of capital by using an appropriate mix of debt and equity. Further information on loans is provided in note 18 and information on share capital and reserves is set out in note 21 and the consolidated statement of changes in equity.

The Group reviews regularly its loan covenant compliance and was in compliance throughout 2025. The Group's covenants are explained on page 35 of the Financial Review and headroom to covenant breaches as at 31 December 2025 is included in the Going concern statement on page 173.

19. Financial instruments and risk management continued**F. FINANCIAL INSTRUMENTS HELD AT FAIR VALUE****Definitions**

The Group's financial instruments are categorised by level of fair value hierarchy prescribed by accounting standards. The different levels are defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (actual prices) or indirectly (derived from actual prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (from unobservable inputs)

Fair value valuation technique

Financial instrument	Valuation technique for determining fair value
Bonds	Quoted market prices
Senior notes	Present value of cash flows discounted using prevailing market interest rates
Bank loans and overdrafts	Present value of cash flows discounted using prevailing market interest rates
Fair value of currency and interest rate swaps	Present value of cash flows discounted using prevailing market interest rates
Other investments	Underlying net asset values of the investments

Fair value hierarchy analysis

	Hierarchy	2025		2024	
		Carrying amount £m	Fair value £m	Carrying amount £m	Fair value £m
Bonds	Level 1	1,403.0	1,407.6	1,402.8	1,380.2
Senior notes	Level 2	77.3	76.5	73.2	71.2
Unamortised facility fees	Level 2	(1.6)	–	(1.8)	–
Unsecured bank loans and overdrafts	Level 2	99.5	100.0	–	–
Fair value of currency swaps	Level 2	(1.0)	(1.0)	(2.2)	(2.2)
Borrowings		1,577.2	1,583.1	1,472.0	1,449.2
Fair value of interest rate swaps	Level 2	0.3	0.3	0.1	0.1
Fair value of other investments	Level 3	9.4	9.4	9.2	9.2

Analysis of movements in Level 3 financial instruments

Level 3 financial instruments	2025		2024		
	Other investments £m	Total £m	Participative loans £m	Other investments £m	Total £m
At 1 January	9.2	9.2	212.4	8.8	221.2
Total gains/(losses) in:					
– share of results of associates	–	–	4.6	–	4.6
– consolidated income statement	0.2	0.2	–	0.4	0.4
– other comprehensive income	–	–	(4.7)	–	(4.7)
Other movements – advances	–	–	(1.9)	–	(1.9)
Disposals	–	–	(210.4)	–	(210.4)
At 31 December	9.4	9.4	–	9.2	9.2

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

19. Financial instruments and risk management continued

G. MATURITY ANALYSIS OF FINANCIAL LIABILITIES

The remaining contractual non-discounted cash flows for financial liabilities are as follows:

							2025
	Note	Less than one year £m	One to two years £m	Two to five years £m	Five to 25 years £m	More than 25 years £m	Total £m
Trade and other payables ¹	17	127.0	1.0	6.9	19.6	–	154.5
Derivative financial liability cash inflows		(5.3)	(10.7)	(32.1)	(21.4)	–	(69.5)
Derivative financial liability cash outflows		10.7	10.7	32.0	16.0	–	69.4
Loans ²	18	104.3	611.4	167.9	710.8	–	1,594.4
Interest		53.6	50.5	107.5	185.9	–	397.5
Obligations under head leases	20	3.1	3.1	9.3	62.1	781.2	858.8

							2024
	Note	Less than one year £m	One to two years £m	Two to five years £m	Five to 25 years £m	More than 25 years £m	Total £m
Trade and other payables ¹	17	91.5	1.8	7.9	11.8	–	113.0
Derivative financial liability cash inflows		(362.3)	–	–	–	–	(362.3)
Derivative financial liability cash outflows		355.1	–	–	–	–	355.1
Loans ²	18	338.3	101.1	645.8	404.8	–	1,490.0
Interest		53.5	41.1	89.4	164.6	–	348.6
Obligations under head leases	20	2.5	2.5	7.5	50.2	392.3	455.0

1 As defined in note 19A.

2 Before taking into account unamortised borrowing costs of £16.2m (2024: £15.8m).

20. Obligations under head leases

							2025	2024
Due	Minimum lease payments £m	Interest £m	Principal payments £m	Minimum lease payments £m	Interest £m	Principal payments £m		
Within one year	3.1	(3.0)	0.1	2.5	(2.4)	0.1		
Between one and two years	3.1	(3.0)	0.1	2.5	(2.4)	0.1		
Between two and five years	9.3	(8.9)	0.4	7.5	(7.1)	0.4		
Between five and 25 years	62.1	(56.0)	6.1	50.2	(44.7)	5.5		
More than 25 years	781.2	(730.7)	50.5	392.3	(358.6)	33.7		
Total more than one year	855.7	(798.6)	57.1	452.5	(412.8)	39.7		

As described in the Group's Material accounting policies on page 176, there is a direct relationship between Obligations under head leases (liability) and Interests in leasehold properties (asset). During the year, interests in leasehold properties increased by £16.4m (from £34.8m to £51.2m) as a result of the Brent Cross and Grand Central acquisitions and the resulting transfers from investment in joint ventures as described in note 13, partly offset by depreciation and foreign exchange translation losses. In 2024, interests in leasehold properties increased by £2.1m (from £32.7m to £34.8m) as a result of the Westquay acquisition, partly offset by depreciation and foreign exchange translation losses.

21. Share capital and other reserves

A. SHARE CAPITAL

	2025		2024	
	Number	£m	Number	£m
Called up, allotted and fully paid				
Ordinary shares of 5p each	532,054,593	26.6	493,198,448	24.6

Share capital includes 432,399 shares (2024: 1,300,825 shares) held in treasury and 1,885,574 shares (2024: 1,438,095 shares) held in an employee share trust. The shares held in treasury and the employee share trust were subject to the share consolidation as described below.

During the year no (2024: 531,701) shares were purchased in treasury, 1,664,541 (2024: 728,801) shares were purchased for the employee share trust and 2,085,488 (2024: 875,756) shares were transferred to employees to satisfy vested awards made under the Company's share schemes (all 2024 figures are quoted on a post consolidated share basis).

Share capital changes in 2025

On 31 July 2025, to partly fund the acquisition of the 50% joint venture interest in the Bullring and Grand Central (see note 13B), the Company announced a total of 48,253,994 new Ordinary Shares were to be issued. This was finalised in two tranches on 5 August 2025 and 15 August 2025 at a placing price of £2.87 per share, which represented a 2.5% discount to the closing share price on 30 July 2025. A total of £135.1m was raised net of costs.

Also in August 2025, the Company's share buyback programme, which had been announced on 16 October 2024, was suspended. Under the programme a total of 16.4m shares were repurchased and cancelled for a total consideration of £46.5m.

Of this total, 9.4m shares were repurchased and cancelled for a consideration of £25.7m in 2025. This resulted in the £0.4m nominal value of the shares cancelled being transferred to the capital redemption reserve and the purchase price of the shares including stamp duty and other costs totalling £25.7m was recognised in retained earnings. The average purchase price of the share buyback programme was £2.82 per share (excluding costs), split £2.71 per share in 2025 and £2.96 per share in 2024.

Share capital changes in 2024

On 30 September 2024, the Company completed a 1 for 10 share consolidation whereby each ordinary share was subdivided into 1 ordinary share and 9 deferred shares following which the deferred shares were cancelled. As a result the nominal value of ordinary share capital in 2024 reduced by £225.1m and this amount was transferred to the capital redemption reserve. As noted above, the Company announced a share buyback programme in 2024. During 2024, 7.0m shares were repurchased and cancelled under the programme for a total consideration of £20.9m.

B. OTHER RESERVES

	Translation reserve £m	Net investment hedge £m	Cash flow hedge £m	Total £m
At 1 January 2024	452.2	(346.7)	–	105.5
Recycled exchange gain on disposal of overseas property	(49.6)	39.7	–	(9.9)
Foreign exchange translation differences	(74.5)	–	–	(74.5)
Gain on net investment hedge	–	70.7	–	70.7
Gain on cash flow hedge	–	–	2.2	2.2
Gain on cash flow hedge recycled to net finance costs	–	–	(2.2)	(2.2)
Total comprehensive (loss)/gain	(124.1)	110.4	–	(13.7)
At 31 December 2024	328.1	(236.3)	–	91.8
Foreign exchange translation differences	90.3	–	–	90.3
Loss on net investment hedge	–	(75.7)	–	(75.7)
Total comprehensive (loss)/gain	90.3	(75.7)	–	14.6
At 31 December 2025	418.4	(312.0)	–	106.4

The translation reserve comprises foreign exchange differences arising from the translation of the financial statements of foreign operations and also includes the translation of liabilities that hedge the Company's net investment in a foreign subsidiary.

Hedging reserves comprise cumulative gains and losses representing the effective portion of the cumulative net change in the fair value of cash flow and foreign currency hedging instruments.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

22. Dividends

	Cash dividend per share ¹	2025 £m	2024 £m
2023 final dividend	7.80p	–	39.0
2024 interim dividend	7.56p	–	37.6
2024 final dividend	8.07p	39.6	–
2025 interim dividend	7.94p	42.1	–
		81.7	76.6

Cash flow analysis:

Dividends paid ²		75.0	76.6
Withholding tax ²		–	6.0
		75.0	82.6

Total dividends per share paid in the year **16.01p** 15.36p

¹ The 2023 final dividend per share has been restated to reflect the 2024 1 for 10 share consolidation as explained in note 21A.

² Dividends paid as a Property Income Distribution ('PID') are subject to withholding tax which is paid approximately two months after the dividend itself is paid.

A final 2025 dividend of 8.56p per share payable in cash was recommended by the Board on 24 February 2026 and, subject to approval by shareholders at the 2026 AGM, is payable on 8 May 2026 to shareholders on the register at the close of business on 27 March 2026. The dividend will be paid entirely as a cash PID, net of withholding tax where appropriate.

23. Pensions

Up until June 2024, the Group had a UK funded defined benefit pension scheme ('the Scheme') where assets were held in a separate fund administered by scheme trustees. The Scheme, which had been closed to new entrants in 2002 and to future accrual in 2014, was derisked in December 2022 through the purchase of a bulk annuity policy ('buy-in') with Just Retirement Limited ('Just') to fully insure all future payments to members of the Scheme for a premium of £87.3m. In December 2023, given the successful completion of the buy-in and to enable the Trustee to trigger the winding-up of the Scheme, the Company terminated its liability to make contributions to the Scheme. This initiated a process for the Trustee to assign the bulk annuity policy to individual Scheme members and to transfer the administration to Just and this process was completed in June 2024 and the Scheme was wound up.

The Group also operates a defined contribution pension scheme for employees and three Unfunded Unapproved Retirement Schemes. Two of these unfunded schemes provide pension benefits to two former Executive Directors, and the other meets pension obligations in respect of former US employees.

A. DEFINED CONTRIBUTION PENSION SCHEME

The charge in respect of the Group's pension schemes was £1.6m (2024: £1.7m) of which £0.9m (2024: £1.0m) relates to the UK funded defined contribution scheme.

B. DEFINED BENEFIT PENSION SCHEMES – MOVEMENT IN YEAR

	2025			2024		
	Obligations £m	Assets £m	Net £m	Obligations £m	Assets £m	Net £m
At 1 January	(8.5)	0.3	(8.2)	(82.2)	73.9	(8.3)
Recognised in the consolidated income statement:						
– interest (cost)/income	(0.4)	–	(0.4)	(0.9)	0.6	(0.3)
– administration costs	–	–	–	(0.5)	–	(0.5)
Recognised in other comprehensive income – actuarial gains/(losses)	–	–	–	3.2	(3.7)	(0.5)
Settlement of UK funded defined benefit scheme	–	–	–	69.8	(69.8)	–
Employer contributions	–	0.3	0.3	–	0.4	0.4
Benefits paid	1.1	–	1.1	2.0	(1.1)	0.9
Exchange gains	0.3	–	0.3	0.1	–	0.1
Present value of Unfunded Retirement Schemes	(7.5)	0.6	(6.9)	(8.5)	0.3	(8.2)

24. Notes to the cash flow statement

A. ANALYSIS OF ITEMS INCLUDED IN OPERATING CASH FLOWS

	2025 £m	2024 £m
Net movements in working capital and restricted monetary assets		
Movements in working capital:		
– Decrease/(increase) in receivables	23.5	(20.3)
– (Decrease)/increase in payables	(15.3)	11.6
	8.2	(8.7)
Decrease in restricted monetary assets	–	2.1
Total	8.2	(6.6)
	2025 £m	2024 £m
Non-cash items		
Increase in accrued rents receivable	(6.0)	(2.5)
Increase in loss allowance provisions ¹	2.3	2.9
Amortisation of lease incentives and other costs	1.3	0.2
Depreciation (note 5)	0.9	1.4
Other non-cash items including share-based payment charge	–	3.3
	(1.5)	5.3

1 Comprises movement in provisions against trade (tenant) receivables and unamortised tenant incentives.

B. ANALYSIS OF MOVEMENTS IN NET DEBT

	2025			2024		
	Cash and cash equivalents £m	Borrowings £m	Net debt £m	Cash and cash equivalents £m	Borrowings £m	Net debt £m
At 1 January	737.9	(1,472.0)	(734.1)	472.3	(1,635.9)	(1,163.6)
Cash flow	(412.1)	(40.3)	(452.4)	267.7	104.9	372.6
Change in fair value of currency swaps	–	3.1	3.1	–	(2.1)	(2.1)
Exchange and other non-cash movements	2.7	(68.0)	(65.3)	(2.1)	61.1	59.0
At 31 December	328.5	(1,577.2)	(1,248.7)	737.9	(1,472.0)	(734.1)

Borrowings at 31 December 2025 reflects loans of £1,578.2m (2024: £1,474.2m) and fair value of currency swaps of £1.0m (2024: £2.2m).

25. Contingent liabilities and commitments

A. CONTINGENT LIABILITIES

	2025 £m	2024 £m
Reported Group:		
– guarantees given	0.5	3.7
– claims arising in the normal course of business	40.2	15.7
	40.7	19.4
Share of Joint ventures – claims arising in the normal course of business	11.1	5.8
Total – Proportionally consolidated	51.8	25.2

In addition, the Group operates in a number of jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business. The tax impact can be uncertain until a conclusion is reached with the relevant tax authority or through a legal process. The Group addresses this by closely monitoring these potential instances, seeking independent advice and maintaining transparency with the authorities it deals with as and when any enquiries are made. As a result, the Group has identified a potential tax exposure attributable to the ongoing applicability of tax treatments adopted in respect of certain tax structures within the Group, and is in correspondence with the relevant authorities. The range of potential outcomes is a possible outflow of minimum £nil and maximum £139m (2024: minimum £nil and maximum £131m). The Directors have not provided for this amount because they do not believe an outflow is probable.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2025

25. Contingent liabilities and commitments continued

B. CAPITAL COMMITMENTS ON INVESTMENT PROPERTIES

	2025 £m	2024 £m
Reported Group	42.2	1.9
Share of Joint ventures	28.8	43.8
	71.0	45.7

26. Operating leases as a lessor

The Group leases its investment properties to occupiers under operating leases with a weighted average lease term for the Reported Group properties of 4.1 years (2024: 3.7 years).

	2025 £m	2024 £m
Future minimum rentals receivable under non-cancellable leases		
Within one year	153.2	75.4
Between one and two years	130.2	63.9
Between two and five years	216.8	102.8
More than five years	218.9	76.2
	719.1	318.3

27. Related parties

A. JOINT VENTURES AND ASSOCIATES

Transactions between the Group's subsidiary undertakings, which are related parties, have been eliminated on consolidation and are accordingly not disclosed. The Group had the following transactions with its joint ventures and associates, which comprise primarily management fees, interest receivable, loan balances and other amounts due.

		2025 Joint ventures £m	Joint ventures £m	2024 Associates £m
	Note			
Income statement¹				
Management fees	4	3.1	4.4	–
Net interest receivable		–	5.8	–
Share of distributions	13C	30.6	28.6	14.2
Balance sheet – amounts due from/(to)				
Loans	13D	58.0	54.1	–
Advances ²	13E	3.9	6.9	–
Balances due to joint ventures	17	(2.4)	(5.6)	–

1 Includes transactions with joint ventures up to the date that they became 100% subsidiaries of the Group during 2025 and 2024. See note 13B for further details.

2 Represents movements in advances during the year.

B. KEY MANAGEMENT

Full details of the Directors' emoluments, as required by the Companies Act 2006, are disclosed in the audited sections of the Directors' Remuneration report on pages 117 to 149. The Company did not grant any credits, advances or guarantees of any kind to its Directors during the current and preceding years. The remuneration of the Directors and other members of the Group Executive Committee ('GEC'), who are the key management of the Group, is set out below in aggregate.

	2025 £m	2024 £m
Salaries and short term benefits	6.3	6.2
Post employment benefits	0.3	0.3
Share-based payments	3.9	3.6
	10.5	10.1

28. Non-controlling interests

As explained in note 13B, the Group gained control of Brent Cross with effect from 9 May 2025 through the acquisition of units in abrdn UK Shopping Centre Trust ('the Trust'), which had a 59.4% joint venture interest in Brent Cross. From this date, equity accounting ceased and the Group's investment in Brent Cross was consolidated.

Over the remainder of 2025, the outstanding units in the Trust were acquired such that the Group had 100% ownership at 31 December 2025. The share of profit attributable to non-controlling interests was £0.4m, principally reflecting the share of net rental income from Brent Cross and this is shown separately on the Consolidated Income Statement. The balances and movements during 2025 associated with the non-controlling interest are shown on the Consolidated Statement of Changes in Equity.

29. Post balance sheet events

In the first two months of 2026 the Group repaid senior notes of £61.1m and the £43.2m 6% bonds using existing cash reserves. See note 18A for further details of these borrowings.

In February 2026, the Group completed the disposal of the remaining development land at Leeds Eastgate for gross proceeds of £6.3m; this was 6% above the 31 December 2025 book value.

Company Balance Sheet

As at 31 December 2025

	Note	2025 £m	2024 £m
Non-current assets			
Investment in subsidiaries	C3	1,910.8	1,032.8
Trade and other receivables	C4	3,198.2	3,156.9
Restricted monetary assets	16	–	21.4
		5,109.0	4,211.1
Current assets			
Trade and other receivables		3.9	6.5
Restricted monetary assets	16	21.4	–
Derivative financial instruments	C6	1.0	2.2
Cash and cash equivalents		189.8	702.3
		216.1	711.0
Total assets		5,325.1	4,922.1
Current liabilities			
Loans	C6	(104.3)	(337.8)
Trade and other payables	C5	(2,260.5)	(2,200.8)
Derivative financial instruments	C6	(0.3)	(0.1)
		(2,365.1)	(2,538.7)
Non-current liabilities			
Loans	C6	(865.2)	(562.3)
		(865.2)	(562.3)
Total liabilities		(3,230.3)	(3,101.0)
Net assets		2,094.8	1,821.1
Equity			
Share capital	21A	26.6	24.6
Share premium		132.7	–
Capital redemption reserve		225.9	225.5
Revaluation reserve		(927.7)	(1,083.6)
Retained earnings ¹		2,644.1	2,662.3
Investment in own shares		(6.8)	(7.7)
Equity shareholders' funds		2,094.8	1,821.1

1 Profit for the year attributable to equity shareholders was £75.7m (2024: £489.4m loss).

These financial statements were approved by the Board on 24 February 2026 and signed on its behalf by:

Rob Wilkinson
Chief Executive

Himanshu Raja
Chief Financial Officer

Company Statement of Changes in Equity

Year ended 31 December 2025

Note	Share capital ¹ £m	Share premium £m	Capital redemption reserve ² £m	Revaluation reserve £m	Retained earnings £m	Investment in own shares ³ £m	Equity shareholders' funds £m	
At 1 January 2024	250.1	1,563.7	–	(1,030.7)	1,685.9	(6.4)	2,462.6	
Revaluation loss on investments in subsidiaries	C3	–	–	(52.9)	–	–	(52.9)	
Foreign exchange translation differences on net investment in subsidiaries	C3	–	–	–	(0.4)	–	(0.4)	
Loss for the year		–	–	–	(489.4)	–	(489.4)	
Total comprehensive loss		–	–	(52.9)	(489.8)	–	(542.7)	
Share capital consolidation ³	21A	(225.1)	–	225.1	–	–	–	
Share premium cancellation ⁴		–	(1,563.7)	–	1,563.7	–	–	
Share buyback and cancellation ⁵	21A	(0.4)	–	0.4	(20.9)	–	(20.9)	
Purchase of own shares and treasury shares		–	–	–	–	(3.4)	(3.4)	
Cost of shares awarded to employees		–	–	–	–	2.1	2.1	
Dividends	22	–	–	–	(76.6)	–	(76.6)	
At 31 December 2024		24.6	–	225.5	(1,083.6)	2,662.3	(7.7)	1,821.1
Revaluation gain on investments in subsidiaries	C3	–	–	–	155.9	–	155.9	
Foreign exchange translation differences on net investment in subsidiaries	C3	–	–	–	13.5	–	13.5	
Profit for the year		–	–	–	75.7	–	75.7	
Total comprehensive profit		–	–	–	155.9	89.2	245.1	
Share buyback and cancellation ⁵	21A	(0.4)	–	0.4	(25.7)	–	(25.7)	
Equity placing net of costs ⁶	21A	2.4	132.7	–	–	–	135.1	
Purchase of own shares and treasury shares		–	–	–	–	(5.2)	(5.2)	
Cost of shares awarded to employees		–	–	–	–	6.1	6.1	
Dividends	22	–	–	–	(81.7)	–	(81.7)	
As at 31 December 2025		26.6	132.7	225.9	(927.7)	2,644.1	(6.8)	2,094.8

1 Share capital includes shares held in treasury and shares held in an employee share trust, which are held at cost and excluded from equity shareholders' funds through 'Investment in own shares' with further information set out in note 21A.

2 The capital redemption reserve, which is non-distributable, comprises the nominal value of shares cancelled by way of the Company's 1 for 10 share capital consolidation in September 2024 and shares purchased and cancelled under the Company's share buyback programme. See note 21A for further details.

3 Following shareholder approval at a General meeting on 12 September 2024, the Company completed a 1 for 10 share consolidation on 30 September 2024 whereby each of its ordinary shares were subdivided into 9 deferred shares and one ordinary share, following which the deferred shares were cancelled. See note 21A for further details.

4 Following shareholder approval at a General meeting on 12 September 2024 and subsequent sanctioning by the High Court of England and Wales on 8 October 2024, the Company cancelled its share premium account. The effect of this Capital Reduction was to increase the distributable reserves of the Company through a transfer to retained earnings.

5 On 16 October 2024, the Company announced the commencement of a share buyback programme which ran to August 2025. In total, 16.4m shares were repurchased and cancelled under the programme for a total consideration of £46.5m, of which 9.4m shares for consideration of £25.7m was in 2025.

6 In August 2025, the Company issued 48,253,994 new Ordinary Shares for a total cash consideration of £135.1m, net of costs. See note 21A for further details.

Notes to the Company Financial Statements

For the year ended 31 December 2025

C1. Basis of preparation, consolidation and principal accounting policies

A. GENERAL INFORMATION

The Company is incorporated in the United Kingdom and the separate financial statements of the Company have been presented as required by the Companies Act 2006.

The financial statements are prepared on the historical cost basis, except that investments in subsidiaries and derivative financial instruments are stated at fair value. The accounting policies have been applied consistently year-on-year.

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, the financial statements have been prepared in accordance with FRS 101 'Reduced Disclosure Framework' and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to:

- A statement of cash flows
- Certain comparative information as otherwise required by IFRS
- Certain disclosures in respect of financial instruments
- Share-based payments
- The effects of new but not yet effective IFRSs
- Certain related party transactions including with those with subsidiaries

The above disclosure exemptions have been adopted because equivalent disclosures are included in the consolidated financial statements into which the Company is consolidated.

B. GOING CONCERN

The Company has net current liabilities, due primarily to amounts owed to its subsidiaries and other related undertakings. The Company from a going concern perspective is inextricably linked to the Group. As explained in note 1D to the consolidated financial statements, the Directors have concluded that it is appropriate to prepare the consolidated financial statements on a going concern basis. This conclusion also applies to the preparation of the Company's financial statements for the reasons set out in that note.

C. MATERIAL ACCOUNTING POLICIES

The material accounting policies relevant to the Company are the same as those set out in the accounting policies for the Group in note 1E, except for significant judgements and key estimates, investments in subsidiaries, which are included at fair value with movements recognised within the revaluation reserve, and amounts owed by subsidiaries and other related undertakings which are held at amortised cost but are subject to a credit loss impairment assessment which is based on the net asset values of the borrowing entity.

D. SIGNIFICANT JUDGEMENTS AND ESTIMATES

The preparation of the Company financial statements in conformity with FRS 101 requires the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the Company's financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those 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.

There were no significant areas of judgement, but the Company's key areas of estimation uncertainty are in respect of the valuation of investments in subsidiaries and the impairment of amounts due from subsidiaries as detailed below.

The Directors determine the valuations of investments in subsidiaries with reference to the net assets of the entities. The principal assets of the entities are the investment properties held either by the subsidiary or its fellow group undertakings which are valued by professional external valuers. The Directors ensure they are satisfied that the carrying amount of the Company's investment in subsidiaries is appropriate. The basis of valuation of the Group's investment properties is set out in the notes 1F and 12 to the consolidated financial statements. Consistent with the Group's deferred tax recognition treatment, as explained in note 7C, in calculating the net asset values of the subsidiaries, no deduction is made for deferred tax.

Additionally, as required by IFRS 9, management has assessed the recoverability of amounts due to the Company from its subsidiaries and other related undertakings, including joint ventures, by considering the value of the underlying assets, incorporating any illiquidity impact in the event of an immediate recovery being required.

C2. Income statement

In accordance with the exemption permitted by section 408 of the Companies Act 2006, the Company has elected not to present its own income statement or statement of comprehensive income for the year.

C3. Investment in subsidiaries

	2025		2024	
	Cost £m	Valuation £m	Cost £m	Valuation £m
At 1 January	2,078.8	1,032.8	2,081.7	1,086.1
Additions ¹	708.6	708.6	–	–
Exchange adjustment	16.4	13.5	(2.9)	(0.4)
Revaluation gain/(loss)	–	155.9	–	(52.9)
At 31 December	2,803.8	1,910.8	2,078.8	1,032.8

¹ During 2025 Hammerson International Holdings Limited (a 100% subsidiary of the Company) issued ordinary shares, for a value of £708.6m.

A list of the subsidiary and other related undertakings is included in note C8.

C4. Trade and other receivables – non-current

	2025 £m	2024 £m
Amounts owed by subsidiaries and other related undertakings ¹	3,198.2	3,156.9

¹ Includes an expected credit loss impairment provision of £1,035.2m (2024: £1,156.1m). The movement in the year comprises a reduction in the impairment provision of £120.9m (2024: £548.5m additional provision).

Amounts owed by subsidiaries and other related undertakings are unsecured and bear interest at floating rates based on SONIA/EURIBOR. This includes amounts which are repayable on demand. However, there are no intentions to seek repayment of these amounts before 31 December 2026.

C5. Trade and other payables – current

	2025 £m	2024 £m
Amounts owed to subsidiaries and other related undertakings	2,238.4	2,186.7
Accruals	22.1	14.1
	2,260.5	2,200.8

The amounts owed to subsidiaries and other related undertakings are unsecured, repayable on demand and bear interest at floating rates based on SONIA/EURIBOR.

C6. Loans and derivative financial instruments

The Company's loans are the same as those for the Reported Group except for the €700.0m (£608.7m (2024: £574.1m)) 1.75% eurobonds due 2027 whereby the borrower is a subsidiary undertaking, but where the proceeds were transferred to the Company such that the amount is included within amounts owed to subsidiaries and other related undertakings. An analysis of the loans is set out in note 18A to the consolidated financial statements.

In the first two months 2026 the Company repaid senior notes of £61.1m and the £43.2m 6% bonds using existing cash reserves.

Details on the Company's derivatives, which are the same as those for the Reported Group, are set out in notes 19A, 19C and 19F to the consolidated financial statements.

C7. Contingent liabilities

The Company has subsidiaries and related parties that operate in a number of jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business. The tax impact can be uncertain until a conclusion is reached with the relevant tax authority or through a legal process. The Company addresses this by closely monitoring these potential instances, seeking independent advice, and maintaining transparency with the authorities it deals with as and when any enquiries are made. As a result, the Company has identified a potential tax exposure attributable to the ongoing applicability of tax treatments adopted in respect of the Group's tax structures, and is in correspondence with the relevant authorities. The range of potential outcomes is a possible outflow of minimum £nil and maximum £139m (2024: minimum £nil and maximum £131m). The Directors have not provided for this amount because they do not believe an outflow is probable.

Notes to the Company Financial Statements continued

For the year ended 31 December 2025

C8. Subsidiaries and other related undertakings

A. Subsidiaries and wholly owned entities

The Company has a 100% direct or indirect interest in the ordinary share capital (unless a Limited Partnership where no shares are in issue) of the following entities, which are registered/operate in the countries as shown:

England and Wales

Registered office: Marble Arch House, 66 Seymour Street, London W1H 5BX, unless otherwise indicated

280 Bishopsgate Investments Limited	Hammerson Martineau Galleries Limited
Brent Cross Partnership	Hammerson MGLP Limited
BRLP Rotunda Limited	Hammerson MGLP 2 Limited
Bull Ring (GP) Limited	Hammerson Operations Limited
Bull Ring No. 1 Limited	Hammerson Oracle Investments Limited
Bull Ring No. 2 Limited	Hammerson Oracle Investments 1 Limited
Crocusford Limited	Hammerson Oracle Investments 2 Limited
Governeffect Limited	Hammerson Oracle Properties Limited
Grand Central (GP) Limited	Hammerson Pension Scheme Trustees Limited
Grand Central Limited Partnership	Hammerson Renewable Energy Limited
Grand Central No 1 Limited	Hammerson Share Option Scheme Trustees Limited
Grand Central No 2 Limited	Hammerson Sheffield (NRQ) Limited
Grantchester Group Limited	Hammerson Shelf Co 15 Limited
Grantchester Holdings Limited	Hammerson Shelf Co 16 Limited
Grantchester Investments Limited	Hammerson Shelf Co 17 Limited
Grantchester Limited	Hammerson Shelf Co 18 Limited
Grantchester Properties (Gloucester) Limited	Hammerson Shelf Co 19 Limited
Grantchester Properties (Sunderland) Limited	Hammerson Shelf Co 20 Limited
Hammerson (Brent Cross) Limited	Hammerson UK Properties Limited
Hammerson (Brent Cross No. 2) Limited ¹	Hammerson Via No 1 Limited
Hammerson (Brent Cross No. 3) Limited	Hammerson Via No 2 Limited
Hammerson (Brent South) Limited	London & Metropolitan Northern
Hammerson (Bristol Investments) Limited	Martineau Galleries (GP) Limited
Hammerson (Bristol) Limited	Martineau Galleries No. 1 Limited
Hammerson (Cardiff) Limited	Martineau Galleries No. 2 Limited
Hammerson (Cricklewood) Limited	Oracle Nominees (No. 1) Limited
Hammerson (Croydon) Limited	Oracle Nominees (No. 2) Limited
Hammerson (Euston Square) Limited	Oracle Nominees Limited
Hammerson (Milton Keynes) Limited	Oracle Shopping Centre Limited
Hammerson (Renfrew) Limited	Precis (1474) Limited (Ordinary and Deferred)
Hammerson (Telford) Limited	Reading Residential Properties Limited
Hammerson (Victoria Investments) Limited	RT Group Developments Limited
Hammerson (Victoria Quarter) Limited	RT Group Property Investments Limited
Hammerson (Watermark) Limited	Spitalfields Developments Limited
Hammerson Birmingham Properties Limited	Spitalfields Holdings Limited
Hammerson Bull Ring Limited	The Bull Ring Limited Partnership
Hammerson Bull Ring 2 Limited	The Junction (General Partner) Limited
Hammerson Company Secretarial Limited	The Junction (Thurrock Shareholder GP) Limited
Hammerson Croydon (GP1) Limited	The Junction Limited Partnership
Hammerson Croydon (GP2) Limited	The Junction Thurrock (General Partner) Limited
Hammerson Employee Share Plan Trustees Limited	The Junction Thurrock Limited Partnership
Hammerson Group Limited	The Martineau Galleries Limited Partnership
Hammerson Group Management Limited	The Oracle Limited Partnership
Hammerson International Holdings Limited	The West Quay Limited Partnership
Hammerson Investments (No. 12) Limited	West Quay (No. 1) Limited
Hammerson Investments (No. 16) Limited	West Quay (No. 2) Limited

C8. Subsidiaries and other related undertakings continued**A. Subsidiaries and wholly owned entities** continued

Hammerson Investments (No. 23) Limited	West Quay Shopping Centre Limited
Hammerson Investments (No. 26) Limited	Westchester Holdings Limited
Hammerson Investments Limited	West Quay Investments Limited
Hammerson Junction (No. 3) Limited	

1 Formerly Hammerson Shelf Co 14 Limited.

France

Registered office: 36 Rue de Châteaudun, Paris 75009

Cergy Provence ¹	Les Pressing Réunis SARL
Eclipse ²	SCI Cergy Cambon SCI
Hammerson Cergy 1 SCI	SCI Cergy Capucine SCI
Hammerson Cergy 2 SCI	SCI Cergy Honoré SCI
Hammerson Cergy 4 SCI	SCI Cergy Lynx SCI
Hammerson Cergy 5 SCI	SCI Cergy Office 1 SCI
Hammerson Cergy SASU	SCI Cergy Office 2 SCI
Hammerson Développement SCI	SCI Cergy Office 5 SCI
Hammerson Fontaine SCI	SCI Cergy Opéra SCI
Hammerson France SAS	SCI Cergy Paix SCI
Hammerson Holding France SAS	SCI Cergy Royale SCI
Hammerson Marseille SCI	SCI Cergy Trois SCI
Hammerson plc – French branch	SCI Cergy Tuileries SCI
Hammerson SAS	SNC Cergy Expansion 2

1 Formerly Hammerson Troyes SCI.

2 Formerly Hammerson Centre Commercial Italie SAS.

Ireland

Registered office: Riverside One, Sir John Rogerson's Quay, Dublin 2, DO2 X576, unless otherwise indicated

Dublin Central GP Limited	Hammerson Ireland Investments Limited
Dublin Central Limited Partnership	Hammerson Operations (Ireland) Limited
Dundrum Residential Owners Management Company Limited ¹	The Hammerson ICAV ²
Dundrum R&O Park Management Limited	The Hammerson No. 1 Fund ²
Dundrum Town Centre Management Limited	The Hammerson No. 2 Fund ²
Dundrum Village Management Company Limited	The Hammerson No. 3 Fund ²
Hammerson Group Management Limited – Irish branch	The Hammerson No. 5 Fund ²
Hammerson Ireland Finance Designated Activity Company	

1 Limited by guarantee.

2 Registered office: 1-2 Victoria Buildings, Haddington Road, Dublin 4, Ireland.

Jersey

Registered office: 47 Esplanade, St Helier, Jersey JE1 0BD, unless otherwise indicated

abrdn UK Shopping Centre Trust ¹	Hammerson Highcross Investments Limited
Bull Ring Unit Trust	Hammerson Junction (No. 1) Limited
Grand Central Unit Trust ¹	Hammerson Junction (No. 2) Limited
Green Field ZB 2017 SLP	Hammerson VIA (Jersey) Limited
Green Knight B 2017 Limited	Hammerson VRC (Jersey) Limited
Green Olive ZB 2018 Unit Trust	The Junction Thurrock Unit Trust
Hammerson Birmingham Investments Limited ²	The Junction Unit Trust

1 Registered office: 28 Esplanade, St. Helier, Jersey JE2 3QA.

2 Registered office: 44 Esplanade, St. Helier, Jersey JE4 9WG.

Notes to the Company Financial Statements continued

For the year ended 31 December 2025

C8. Subsidiaries and other related undertakings continued

A. Subsidiaries and wholly owned entities continued

Isle of Man

Registered office: First Names House, Victoria Road, Douglas, Isle of Man, IM2 4DF

Hammerson (Silverburn) Limited

Northern Ireland

Registered office: 50 Bedford Street, Belfast, United Kingdom, BT2 7FW

Abbey Retail Park Limited

Scotland

Registered office: 1 George Street, Edinburgh, EH2 2LL

Standard Life Investments Brent Cross LP

United States

Registered office: 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, United States; country of operation is the United Kingdom

Hammerson LLC

B. Joint ventures

Unless otherwise indicated, the Company has an indirect 50% interest in the ordinary share capital (unless a Partnership, Limited Partnership or Unit Trust where no shares are in issue) of the following entities, which are registered/operate in the countries as shown:

England and Wales

Registered office: Marble Arch House, 66 Seymour Street, London W1H 5BX

Bishopsgate Goodsyard Regeneration Limited	Highcross Leicester Holdings Limited
Bristol Alliance (GP) Limited	Highcross Leicester Limited Partnership
Bristol Alliance Limited Partnership	Highcross Residential (Nominees 1) Limited ¹
Bristol Alliance Nominee No. 1 Limited	Highcross Residential (Nominees 2) Limited ¹
Bristol Alliance Nominee No. 2 Limited	Highcross Shopping Centre Limited ¹
Highcross (GP) Limited	The Highcross Limited Partnership
Highcross Leicester (GP) Limited	

¹ In liquidation. Registered office: The Centenary Chapel, Chapel Road, Thurgarton, Norwich, England, NR11 7NP.

Ireland

Registered office: Riverside One, Sir John Rogerson's Quay, Dublin 2, DO2 X576 Ireland

Dundrum Car Park GP Limited	Dundrum Retail Limited Partnership
Dundrum Car Park Limited Partnership	Dundrum Village GP DAC
Dundrum Retail GP Designated Activity Company	Dundrum Village Limited Partnership

Jersey

Registered office: 47 Esplanade, St Helier, Jersey JE1 0BD, unless otherwise stated

Highcross (No. 1) Limited	Highcross Leicester Limited
Highcross (No. 2) Limited	

C. Other Investments

Netherlands

Registered office: Albatros Hof 41, 2872 BG Schoonhoven, Netherlands

Zweibrücken NL Holdco BV¹

¹ 66% interest in the ordinary share capital. Registered office: Van Heuven Goedhartlaan 935 A 1181 LD, Amstelveen, Noord-Holland, Netherlands.

C8. Subsidiaries and other related undertakings continued**D. Exemption from audit**

The following subsidiaries are exempt from the requirements of the Companies Act 2006 relating to the audit of individual financial statements by virtue of Section 479A of that Act.

	Company registration number		Company registration number
280 Bishopsgate Investments Limited	4365174	Hammerson Investments (No. 23) Limited	4186905
Abbey Retail Park Limited	NI030982	Hammerson Investments (No. 26) Limited	4659448
Bull Ring (GP) Limited	3744396	Hammerson Investments Limited	3109232
BRLP Rotunda Limited	5151505	Hammerson Junction (No. 3) Limited	8218045
Crocusford Limited	3818600	Hammerson Martineau Galleries Limited	4161246
Governeffect Limited	3234235	Hammerson MGLP Limited	3768311
Grand Central (GP) Limited	9081886	Hammerson MGLP 2 Limited	9084398
Grantchester Group Limited	1887040	Hammerson Operations Limited	4125216
Grantchester Holdings Limited	4035681	Hammerson Oracle Properties Limited	3335600
Grantchester Investments Limited	147357	Hammerson Oracle Investments Limited	3289109
Grantchester Limited	2489293	Hammerson Oracle Investments 1 Limited	12283376
Grantchester Properties (Gloucester) Limited	3691896	Hammerson Oracle Investments 2 Limited	12286821
Grantchester Properties (Sunderland) Limited	3519122	Hammerson Pension Scheme Trustees Limited	3290639
Hammerson (Brent Cross) Limited	3377460	Hammerson Renewable Energy Limited	10530469
Hammerson (Brent Cross No. 2) Limited	12290142	Hammerson Share Option Scheme Trustees Limited	3360110
Hammerson (Brent Cross No. 3) Limited	16374333	Hammerson Sheffield (NRQ) Limited	5911048
Hammerson (Brent South) Limited	6644658	Hammerson Shelf Co 15 Limited	16594237
Hammerson (Bristol Investments) Limited	6663404	Hammerson Shelf Co 16 Limited	16594239
Hammerson (Bristol) Limited	4175848	Hammerson Shelf Co 17 Limited	16594238
Hammerson (Cardiff) Limited	6668272	Hammerson Shelf Co 18 Limited	16594240
Hammerson (Cricklewood) Limited	4789711	Hammerson Shelf Co 19 Limited	16594242
Hammerson (Croydon) Limited	4044457	Hammerson Shelf Co 20 Limited	16594241
Hammerson (Euston Square) Limited	3377439	Hammerson UK Properties Limited	298351
Hammerson (Milton Keynes) Limited	6671304	Hammerson Via No. 1 Limited	12273703
Hammerson (Renfrew) Limited	8180149	Hammerson Via No. 2 Limited	12279332
Hammerson (Telford) Limited	7442226	London & Metropolitan Northern	2308870
Hammerson (Victoria Investments) Limited	8047957	Martineau Galleries (GP) Limited	3744383
Hammerson (Victoria Quarter) Limited	8230241	Oracle Shopping Centre Limited	3289107
Hammerson (Watermark) Limited	6763965	Precis (1474) Limited	3254832
Hammerson Birmingham Properties Limited	3768306	Reading Residential Properties Limited	3894973
Hammerson Bull Ring Limited	5447873	RT Group Developments Limited	3699545
Hammerson Bull Ring 2 Limited	10530493	RT Group Property Investments Limited	4357520
Hammerson Company Secretarial Limited	7784823	Spitalfields Developments Limited	2025411
Hammerson Croydon (GP1) Limited	8230396	Spitalfields Holdings Limited	2268187
Hammerson Croydon (GP2) Limited	8234202	The Junction (General Partner) Limited	4278233
Hammerson Employee Share Plan Trustees Limited	3994559	The Junction (Thurrock Shareholder GP) Limited	4531116
Hammerson Group Limited	523538	The Junction Thurrock (General Partner) Limited	4531112
Hammerson Group Management Limited	574728	West Quay Shopping Centre Limited	643320
Hammerson International Holdings Limited	666151	Westchester Holdings Limited	3328218
Hammerson Investments (No. 12) Limited	3996034	West Quay Investments Limited	12288883
Hammerson Investments (No. 16) Limited	4125224		

The following partnerships are exempt from the requirements to prepare, publish and have audited individual financial statements by virtue of regulation 7 of the Partnerships (Accounts) Regulations 2008. The results of these partnerships are consolidated within these consolidated financial statements.

Brent Cross Partnership	The Martineau Galleries Limited Partnership
Grand Central Limited Partnership	The Oracle Limited Partnership
The Bull Ring Limited Partnership	The West Quay Limited Partnership
The Junction Limited Partnership	Standard Life Investments Brent Cross LP
The Junction Thurrock Limited Partnership	

Additional Information

Unaudited – not part of consolidated financial statements

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Hammerson is a member of the European Public Real Estate Association ('EPRA') and has representatives who actively participate on EPRA committees and initiatives. This includes working with peer group companies, real estate investors and analysts, and the large audit firms, to improve the transparency, comparability and relevance of the published results of European listed real estate companies.

As with other real estate companies, we have adopted the EPRA Best Practice Recommendations ('BPR') and were again awarded a Gold Award for compliance with the EPRA BPR for our 2024 Annual Report. Further information on EPRA and the EPRA BPR can be found on their website www.epra.com. Details of our key EPRA metrics are shown in Table 1.

EPRA PERFORMANCE MEASURES

Table 1

Performance measure	Note/Table ¹	2025	2024
Earnings ²	10A	£104.3m	£99.0m
Earnings per share ('EPS') ²	11B	20.7p	19.9p
Cost ratio (including vacancy costs)	Table 19	35.9%	39.8%
		2025	2024
Net Disposal Value ('NDV') per share	11C	£3.92	£3.73
Net Tangible Assets value ('NTA') per share	11C	£3.94	£3.70
Net Reinstatement Value ('NRV') per share	11C	£4.35	£4.04
Net Initial Yield ('NIY')	Table 10	5.9%	5.9%
Topped-up Net Initial Yield	Table 10	6.3%	6.2%
Vacancy rate	Table 5	4.8%	5.3%
Loan to value	Table 17	41.2%	31.9%

¹ Note references are to notes in the financial statements and Table references are to tables in the Additional Information section.

² 2024 EPRA earnings and EPS have been restated to reflect the inclusion of 'non-operating and exceptional items' as per the updated EPRA earnings guidelines published in September 2024. The restatement means previously reported EPRA earnings are the same as the Group's previously published Adjusted earnings, and hence the latter measure will no longer be used. See notes 2, 10A and 11B to the financial statements for further details.

PORTFOLIO ANALYSIS

The information presented in this section is on a management reporting basis i.e. proportionally consolidated.

Where applicable, the information presented within the 'Development and other' segment only reflects available data in relation to the investment properties within this segment. See the Key Properties section for the principal properties in this segment.

Rental income

Table 2

Proportionally consolidated	Reported Group £m	Share of Joint ventures £m	2025 £m	Reported Group £m	Share of Joint ventures £m	2024 £m
Base rent	112.9	53.1	166.0	63.9	75.6	139.5
Turnover rent	8.2	4.1	12.3	3.0	7.1	10.1
Car park income	18.3	11.6	29.9	9.3	16.7	26.0
Commercialisation income	5.9	3.1	9.0	1.7	4.7	6.4
Surrender premiums	2.5	0.7	3.2	0.1	2.4	2.5
Lease incentive recognition	6.0	2.4	8.4	2.8	–	2.8
Other rental income	1.1	1.0	2.1	1.0	0.7	1.7
Gross rental income	154.9	76.0	230.9	81.8	107.2	189.0
Net service charge expense	(4.7)	(1.1)	(5.8)	(4.0)	(2.5)	(6.5)
Ground rents payable	(1.7)	(0.3)	(2.0)	(1.1)	(0.8)	(1.9)
Inclusive lease costs recovered through rent	(3.7)	(2.0)	(5.7)	(2.4)	(1.7)	(4.1)
Car park costs	(6.3)	(4.3)	(10.6)	(0.8)	(5.7)	(6.5)
Other property outgoings	(18.0)	(8.6)	(26.6)	(12.6)	(11.4)	(24.0)
Cost of sales	(29.7)	(15.2)	(44.9)	(16.9)	(19.6)	(36.5)
Net rental income	120.5	59.7	180.2	60.9	85.1	146.0

Net rental income

Table 3

Proportionally consolidated	Properties owned throughout 2024/25 £m	Change in like-for-like NRI %	Disposals £m	Acquisitions £m	Developments and other £m	2025
						Total £m
UK	59.2	4.0	–	35.3	–	94.5
France	44.8	1.7	–	–	–	44.8
Ireland	34.0	1.6	–	–	(0.5)	33.5
Flagship destinations	138.0	2.6	–	35.3	(0.5)	172.8
Developments and other	–	–	0.6	1.2	5.6	7.4
Total	138.0	2.6	0.6	36.5	5.1	180.2
2024						
Proportionally consolidated	Properties owned throughout 2024/25 £m	Exchange £m	Disposals £m	Acquisitions £m	Developments and other £m	Total £m
UK	56.8	–	3.0	1.8	–	61.6
France	44.1	(0.6)	0.1	–	–	43.6
Ireland	33.5	(0.3)	–	–	(0.4)	32.8
Flagship destinations	134.4	(0.9)	3.1	1.8	(0.4)	138.0
Developments and other	–	(0.1)	2.0	–	6.1	8.0
Total	134.4	(1.0)	5.1	1.8	5.7	146.0

The portfolio value on which like-for-like NRI growth is based was £2,589m (2024: £2,259m).

Additional Information continued

Unaudited – not part of consolidated financial statements

PORTFOLIO ANALYSIS CONTINUED

Other rental data

Table 4

	2025		At 31 December 2025					
	Gross rental income £m	Net rental income £m	Vacancy rate ¹ %	Average passing rent ² £/m ²	Passing rent ³ £m	Estimated rental value ⁴ £m	Passing rent for reversion ⁵ £m	Reversion ⁶ %
Proportionally consolidated								
UK	121.1	94.5	3.5	415	143.0	138.8	129.4	7.3
France	56.4	44.8	5.7	445	56.4	63.3	56.5	12.1
Ireland	38.8	33.5	4.9	500	41.4	43.3	39.6	9.3
Flagship destinations	216.3	172.8	4.3	445	240.8	245.4	225.5	8.8
Developments and other	14.6	7.4	14.5	295	9.8	11.3	9.7	15.3
Total	230.9	180.2	4.8	435	250.6	256.7	235.2	9.1
	2024		At 31 December 2024					
Proportionally consolidated	Gross rental income £m	Net rental income £m	Vacancy rate ¹ %	Average passing rent ² £/m ²	Passing rent ³ £m	Estimated rental value ⁴ £m	Passing rent for reversion ⁵ £m	Reversion ⁶ %
UK	80.0	61.6	4.3	420	85.7	83.0	78.8	5.4
France	55.3	43.6	6.8	455	51.8	58.9	53.0	11.1
Ireland	37.7	32.8	2.7	470	36.6	37.7	34.9	8.0
Flagship destinations	173.0	138.0	4.9	440	174.1	179.6	166.7	7.8
Developments and other	16.0	8.0	13.1	185	8.3	9.4	8.8	7.2
Total	189.0	146.0	5.3	405	182.4	189.0	175.5	7.7

1 See Table 5 for analysis of vacancy.

2 Average passing rent at the year end before deducting head rents and excluding passing rent from anchor units, car parks and commercialisation.

3 Passing rent is the annual rental income receivable at the year end from an investment property, after any rent-free periods and after deducting head rents and car parking and commercialisation running costs totalling £18.7m (2024: £13.9m).

4 The estimated rental value ('ERV') at the year end calculated by the Group's valuers and included within the unobservable inputs to the portfolio valuations as defined by IFRS 13. At 31 December 2025, includes ERV for vacant space of £10.8m (2024: £8.9m) as per Table 5 and ERV for space undergoing reconfiguration of £2.4m – UK £2.0m and Ireland £0.4m (2024: £2.7m – UK £1.9m and Ireland £0.8m).

5 To provide a better comparison to ERV, which the valuers calculate on a net effective basis, passing rent for reversion is passing rent adjusted for tenant incentives and inclusive costs. For this reporting period it also excludes variable income based on occupier sales in excess of base rent, and 2024 figures and the associated reversion have been restated accordingly.

6 The reversion figures show a direct comparison between the valuers' ERV and passing rent for reversion, with both being on a net effective basis. The figures therefore show the future change in the Group's rental income from the settlement of rent reviews or a combination of letting:

– Units at prevailing ERVs at the next lease event i.e. break or expiry (see Table 6)

– Vacant units (see Table 5)

– Units undergoing reconfiguration (see note 4 above)

Vacancy

Table 5

	2025			2024		
	ERV of vacant space £m	Total ERV for vacancy ¹ £m	Vacancy rate %	ERV of vacant space £m	Total ERV for vacancy ¹ £m	Vacancy rate %
Proportionally consolidated						
UK	4.1	117.5	3.5	2.9	67.5	4.3
France	3.5	62.4	5.7	4.0	58.2	6.8
Ireland	1.9	38.8	4.9	0.9	33.0	2.7
Flagship destinations	9.5	218.7	4.3	7.7	158.7	4.9
Developments and other	1.3	9.1	14.5	1.1	8.5	13.1
Group portfolio	10.8	227.8	4.8	8.9	167.2	5.3

1 Total ERV for vacancy shown above differs from Table 4 due to the exclusion of car park ERV and head rents payable as these both distort the vacancy metric.

PORTFOLIO ANALYSIS CONTINUED

Lease expiries and breaks at 31 December 2025

Table 6

Proportionally consolidated	Rental income based on passing rent of leases that expire/break in					ERV of leases that expire/break in					Weighted average unexpired lease term	
	Holding over £m	2026 £m	2027 £m	2028 £m	Total £m	Holding over £m	2026 £m	2027 £m	2028 £m	Total £m	to break years	to expiry years
UK	5.0	16.9	15.0	16.1	53.0	6.1	18.8	16.0	16.8	57.7	4.9	6.8
France	3.5	1.7	1.3	2.0	8.5	3.6	3.1	1.5	2.1	10.3	2.5	6.1
Ireland	2.2	3.1	1.2	1.7	8.2	2.4	3.6	1.2	1.8	9.0	4.7	6.4
Flagship destinations	10.7	21.7	17.5	19.8	69.7	12.1	25.5	18.7	20.7	77.0	4.3	6.6
Developments and other	0.9	0.8	0.9	1.7	4.3	1.1	1.1	0.9	1.6	4.7	4.3	6.1
Group portfolio	11.6	22.5	18.4	21.5	74.0	13.2	26.6	19.6	22.3	81.7	4.3	6.5

The table above compares passing rent (as per Table 4) on a headline basis for those units with leases expiring or subject to a occupier break in each year compared to the ERV of those units determined by the Group's valuers on a net effective basis (as per Table 4).

Top 10 occupiers at 31 December 2025 (ranked by passing rent)

Table 7

Proportionally consolidated	Passing rent £m	% of total passing rent
Inditex	16.3	6.5
JD Sports	4.3	1.7
Next	4.2	1.7
H&M	4.0	1.6
Selfridges	3.8	1.5
Marks & Spencer	3.5	1.4
Watches of Switzerland	3.5	1.4
CK Hutchison (Superdrug)	3.4	1.4
Boots	3.1	1.2
Apple	2.7	1.1
	48.8	19.5

Additional Information continued

Unaudited – not part of consolidated financial statements

PORTFOLIO ANALYSIS CONTINUED

Valuation analysis

Table 8

	2025						
Proportionally consolidated	Properties at valuation £m	Net revaluation gains £m	Income return %	Capital return %	Total return %	Initial yield %	Nominal equivalent yield ¹ %
UK	1,594.0	61.5	8.0	4.7	13.2	6.8	7.6
France	1,030.9	1.6	4.6	0.1	4.7	4.3	5.1
Ireland	617.0	32.1	6.3	5.6	12.3	6.0	6.5
Flagship destinations	3,241.9	95.2	6.4	3.2	9.8	5.9	6.6
Developments and other	307.4	25.1	2.3	11.0	13.6	6.0	7.8
Total	3,549.3	120.3	6.0	4.0	10.2	5.9	6.6

	2024						
Proportionally consolidated	Properties at valuation £m	Net revaluation gains/(losses) £m	Income return %	Capital return %	Total return %	Initial yield %	Nominal equivalent yield ¹ %
UK	915.3	16.8	7.9	0.8	8.7	7.2	7.8
France	964.1	4.5	4.5	0.5	5.1	4.3	5.1
Ireland	522.0	(82.6)	6.0	(13.4)	(8.1)	6.2	6.7
Flagship destinations	2,401.4	(61.3)	6.0	(3.0)	2.9	5.9	6.5
Developments and other	257.6	(30.1)	2.9	(7.0)	(4.3)	8.7	9.7
Total	2,659.0	(91.4)	5.7	(3.4)	2.1	5.9	6.6

1 Nominal equivalent yields are included within the unobservable inputs to the portfolio valuations as defined by IFRS 13. The nominal equivalent yield for the Reported Group was 6.8% (2024: 5.9%).

Capital expenditure (including acquisitions)

Table 9

	2025			2024		
Proportionally consolidated	Reported Group £m	Share of Joint ventures £m	Proportionally consolidated £m	Reported Group £m	Share of Property interests £m	Proportionally consolidated £m
Acquisitions	633.4	-	633.4	140.9	-	140.9
Developments	10.8	8.9	19.7	3.2	10.4	13.6
Capital expenditure – creating area	-	1.1	1.1	0.5	0.5	1.0
Capital expenditure – no additional area	14.3	13.3	27.6	6.3	7.8	14.1
Tenant incentives	10.8	7.7	18.5	5.1	6.2	11.3
Capital expenditure	35.9	31.0	66.9	15.1	24.9	40.0
Total	669.3	31.0	700.3	156.0	24.9	180.9
Other net payables acquired	(21.5)	-	(21.5)	-	-	-
Conversion from accruals to cash basis	3.4	0.4	3.8	(1.5)	8.4	6.9
Total on cash basis	651.2	31.4	682.6	154.5	33.3	187.8
Group share of joint venture cash on acquisition	(46.6)	-	-	-	-	-
Total on IFRS cash basis	604.6	-	-	154.5	-	-

For further details on these figures, see commentary in the Financial Review on page 34.

PORTFOLIO ANALYSIS CONTINUED

Net initial yield

Table 10

Proportionally consolidated	Note/ Table	2025 £m	2024 £m	
Reported Group (wholly owned and joint operations)	3B	2,879.8	1,487.0	
Share of Joint ventures	3B	669.5	1,172.0	
Portfolio valuation on a proportionally consolidated basis	3B	3,549.3	2,659.0	
Less: Developments ¹		(242.6)	(188.4)	
Completed investment portfolio		3,306.7	2,470.6	
Purchasers' costs ²		215.2	161.5	
Grossed up completed investment portfolio	A	3,521.9	2,632.1	
Annualised cash passing rental income		240.3	179.3	
Non-recoverable costs		(29.2)	(18.6)	
Rents payable		(4.4)	(4.4)	
Annualised net rent	B	206.7	156.3	
Add:				
Notional rent on expiration of rent-free periods and other lease incentives ³		11.6	5.5	
Future rent on signed leases		3.1	2.0	
Topped-up annualised net rent	C	221.4	163.8	
Add back: Non-recoverable costs		29.2	18.6	
Passing rent	Table 4	250.6	182.4	
EPRA Net initial yield	B/A	Table 8	5.9%	5.9%
EPRA 'Topped-up' net initial yield	C/A		6.3%	6.2%

1 Included within the Developments and other portfolio.

2 Purchasers' costs equate to 6.5% (2024: 6.5%) of the value of the completed investment portfolio.

3 For leases in rent free period, the weighted average remaining rent-free period is 0.5 years (2024: 0.4 years).

Additional Information continued

Unaudited – not part of consolidated financial statements

FINANCING ANALYSIS

Net debt

Table 11

	2025			2024		
	Reported Group £m	Share of Joint ventures £m	Total £m	Reported Group £m	Share of Joint ventures £m	Total £m
<i>Proportionally consolidated</i>						
Cash and cash equivalents	328.5	28.5	357.0	737.9	76.3	814.2
Loans	(1,578.2)	(149.6)	(1,727.8)	(1,474.2)	(141.2)	(1,615.4)
Fair value of currency swaps	1.0	–	1.0	2.2	–	2.2
Net debt	(1,248.7)	(121.1)	(1,369.8)	(734.1)	(64.9)	(799.0)

Movement in net debt

Table 12

	Note/ Table	2025 £m	2024 £m
<i>Proportionally consolidated</i>			
Opening net debt	Table 11	(799.0)	(1,326.3)
Profit from operating activities	2	143.1	108.6
Net movements in working capital and restricted monetary assets		16.1	(18.4)
Adjustment for non-cash items		3.6	2.1
Cash generated from operations		162.8	102.3
Interest received		36.3	53.6
Interest paid (including debt issuance fees)		(71.8)	(93.0)
Distributions from Value Retail		6.0	19.4
Tax (paid)/repaid		(1.2)	0.1
Cash flows from operating activities		132.1	82.4
Investing activities			
Property acquisitions, net of cash acquired		(617.6)	(140.8)
Capital expenditure		(65.0)	(47.0)
Distribution from other investments		0.4	1.1
Sale of Value Retail		–	583.6
Sale of properties		25.3	117.4
Cash flows from investing activities		(656.9)	514.3
Financing activities			
Premium on redemption of bonds		–	(25.5)
Equity placing		138.8	–
Equity placing costs		(3.7)	–
Purchase of own shares		(5.2)	(3.4)
Shares repurchased		(25.7)	(20.9)
Distributions paid to non-controlling interests		(1.7)	–
Equity dividends paid		(75.0)	(82.6)
Cash flows from financing activities		27.5	(132.4)
Exchange translation movement		(73.5)	63.0
Closing net debt	Table 11	(1,369.8)	(799.0)

FINANCING ANALYSIS CONTINUED

Net debt:EBITDA

Table 13

Proportionally consolidated, including discontinued operations

		Note/ Table	2025 £m	2024 £m
Net debt	A	Table 11	1,369.8	799.0
Operating profit (calculated on EPRA earnings basis)		2	144.6	133.8
Amortisation of tenant incentives and other items within net rental income			(6.2)	(2.6)
Share-based remuneration			4.5	4.3
Depreciation		5A	0.9	1.4
EBITDA	B		143.8	136.9
EBITDA adjustment to annualise EBITDA for 2025 joint venture acquisitions			24.7	n/a
EBITDA (annualised)	C		168.5	n/a
Net debt:EBITDA	A/B		9.5x	5.8x
Net debt:EBITDA (2025 annualised basis)	A/C		8.1x	n/a

Interest cover

Table 14

Proportionally consolidated

		Note	2025 £m	2024 £m
Net rental income	A	2	180.2	146.0
Net finance costs		2	39.2	32.3
Add interest capitalised		6	0.1	–
Less interest on lease obligations and pensions			(3.7)	(3.3)
	B		35.6	29.0
Interest cover	A/B		5.06x	5.03x

Gearing

Table 15

Proportionally consolidated

		Table	2025 £m	2024 £m
Net debt		Table 11	1,369.8	799.0
Unamortised borrowing costs			19.3	19.1
Net debt for gearing	A		1,389.1	818.1
Equity shareholders' funds – 'Consolidated net tangible worth'	B		2,094.8	1,821.1
Gearing	A/B		66.3%	44.9%

Loan to value

Table 16

Proportionally consolidated

		Note/ Table	2025 £m	2024 £m
Net debt – 'Loan'	A	Table 11	1,369.8	799.0
Portfolio valuation – 'Value'	B	3B	3,549.3	2,659.0
Loan to value	A/B		38.6%	30.0%
Net payables	C		93.8	48.0
EPRA Loan to value	(A+C)/(B)	Table 17	41.2%	31.9%

Additional Information continued

Unaudited – not part of consolidated financial statements

FINANCING ANALYSIS CONTINUED

EPRA loan to value

Table 17

						2025
Proportionally consolidated		Reported Group £m	Share of Joint ventures £m	Share of associates £m	Non-controlling interests £m	Total £m
Include:						
Loans		1,578.2	149.6	-	-	1,727.8
Foreign currency derivatives		(1.0)	-	-	-	(1.0)
Net payables ¹		83.4	10.4	-	-	93.8
Exclude:						
Cash and cash equivalents		(328.5)	(28.5)	-	-	(357.0)
Net debt	A	1,332.1	131.5	-	-	1,463.6
Include:						
Investment properties at fair value		2,879.8	669.5	-	-	3,549.3
Total property value	B	2,879.8	669.5	-	-	3,549.3
EPRA Loan to value	A/B					41.2%
						2024
Proportionally consolidated		Reported Group £m	Share of joint ventures £m	Share of associates £m	Non-controlling interests £m	Total £m
Include:						
Loans		1,474.2	141.2	-	-	1,615.4
Foreign currency derivatives		(2.2)	-	-	-	(2.2)
Net payables ¹		29.2	18.8	-	-	48.0
Exclude:						
Cash and cash equivalents		(737.9)	(76.3)	-	-	(814.2)
Net debt	A	763.3	83.7	-	-	847.0
Include:						
Investment properties at fair value		1,487.0	1,172.0	-	-	2,659.0
Total property value	B	1,487.0	1,172.0	-	-	2,659.0
EPRA Loan to value	A/B					31.9%

Rows with zero balances have intentionally been excluded from the EPRA specified format in the above tables.

1 Net payables includes the following balance sheet accounts for both current and non-current balances: interests in leasehold properties, right-of-use assets, trade and other receivables, restricted monetary assets, trade and other payables, obligations under head leases, tax (excluding deferred tax) and the fair value of interest rate swaps.

Unencumbered asset ratio

Table 18

Proportionally consolidated	Note/ Table	2025 £m	2024 £m
Property portfolio	3B	3,549.3	2,659.0
Less encumbered assets ¹		(473.2)	(406.0)
Total unencumbered assets	A	3,076.1	2,253.0
Net debt	Table 11	1,369.8	799.0
Adjustments:			
- Cash held within investments in encumbered joint ventures ¹		13.5	24.6
- Unamortised borrowing costs		19.3	19.1
- Encumbered loans ¹		(152.8)	(144.6)
Total unsecured debt	B	1,249.8	698.1
Unencumbered asset ratio	A/B	2.46x	3.23x

1 Encumbered assets, cash and loans relate solely to Dundrum.

OTHER KEY METRICS

Cost ratio

Table 19

Proportionally consolidated		2025 £m	2024 £m
Gross administration costs		46.2	48.4
Property fee income		(6.0)	(6.3)
Joint venture management fees		(3.1)	(4.4)
Property outgoings		48.7	39.2
Less inclusive lease costs recovered through rent		(5.7)	(4.1)
Total operating costs for cost ratio	A	80.1	72.8
Less vacancy costs		(8.5)	(10.5)
Total operating costs excluding vacancy costs for cost ratio	B	71.6	62.3
<hr/>			
Gross rental income		230.9	189.0
Ground rents payable		(2.0)	(1.9)
Less inclusive lease costs recovered through rent		(5.7)	(4.1)
Gross rental income for cost ratio	C	223.2	183.0
<hr/>			
EPRA Cost ratio including vacancy costs	A/C	35.9%	39.8%
EPRA Cost ratio excluding vacancy costs	B/C	32.1%	34.0%

The Group's business model for development is to use a combination of in-house resource and external advisors. The cost of external advisors is capitalised to the cost of developments. The cost of employees working on developments is generally expensed, but for wholly owned properties is capitalised subject to meeting certain criteria related to the degree of time spent on specific projects. Employee costs of £0.5m (2024: £0.6m) were capitalised as development costs in the year and are not included within Gross administration costs above.

Total accounting return

Table 20

		2025		2024	
		NTA £m	NTA per share £	NTA £m	NTA per share £
EPRA NTA at 1 January	A	1,825.4	3.70	2,542.0	5.08
EPRA NTA at 31 December		2,095.7	3.94	1,825.4	3.70
Increase/(decrease) in NTA		270.3	0.24	(716.6)	(1.38)
Dividends in the year		81.7	0.16	76.6	0.15
	B	352.0	0.40	(640.0)	(1.23)
<hr/>					
Total accounting return	B/A		10.8%		(24.2)%

Additional Information continued

Unaudited – not part of consolidated financial statements

KEY PROPERTIES

Key property listing at 31 December 2025

	Location	Accounting classification where not wholly owned	Ownership	Lettable area, m ²	No. of occupiers ¹	Passing rent	
						2025 £m	2024 ² £m
Flagship destinations							
UK							
Brent Cross	London		100%	105,800	115	31.0	12.8
Bullring ³	Birmingham		100%	122,900	160	52.0	25.2
Cabot Circus ⁴	Bristol	Joint venture	50%	106,300	102	11.0	10.9
The Oracle	Reading		100%	55,500	105	22.0	10.0
Westquay	Southampton		100%	94,500	112	27.0	26.8
				485,000	594	143.0	85.7
France							
Les 3 Fontaines ⁵	Cergy		100%	70,800	182	24.5	22.7
Les Terrasses du Port	Marseille		100%	62,900	163	31.9	29.1
				133,700	345	56.4	51.8
Ireland							
Dundrum	Dublin	Joint venture	50%	137,600	178	29.8	26.2
Ilac	Dublin	Joint operation	50%	28,200	54	3.5	3.3
Pavilions	Swords	Joint operation	50%	44,400	84	8.1	7.1
				210,200	316	41.4	36.6
Total flagships				828,900	1,255	240.8	174.1
Developments and other (key properties)							
Bristol Broadmead ⁴	Bristol	Joint venture	50%	33,700	64	2.7	2.4
Dublin Central ⁶	Dublin		100%	n/a	n/a	n/a	n/a
Dundrum Village ⁶	Dublin	Joint venture	50%	n/a	n/a	n/a	n/a
Grand Central ³	Birmingham		100%	39,300	52	7.1	4.1
Eastgate (disposed in February 2026) ⁶	Leeds		100%	n/a	n/a	n/a	n/a
Martineau Galleries ^{3 6 7}	Birmingham		100%	n/a	n/a	n/a	1.8
Pavilions land ⁶	Swords		100%	n/a	n/a	n/a	n/a
The Goodsyards ⁶	London	Joint venture	50%	n/a	n/a	n/a	n/a

1 Number of occupiers excludes residential occupiers.

2 2024 passing rent reflects Brent Cross, Bullring, Grand Central and The Oracle ownership at 50% and year end exchange rate of £1:€1.210.

3 Collectively known as the Birmingham Estate.

4 Collectively known as the Bristol Estate.

5 Property includes areas held under co-ownership; figures above reflect the Group's ownership interests only.

6 Classified as a development property.

7 Martineau Galleries was reclassified as a development property with effective from 1 April 2025.

Five Year Record

	2025 £m	2024 £m	2023 £m	2022 £m	2021 £m
Income statement – Proportionally consolidated¹					
Revenue	297.5	247.4	266.7	275.0	322.2
Gross rental income	230.9	189.0	208.4	215.2	250.4
Net rental income	180.2	146.0	167.5	177.2	182.5
Profit from operating activities	143.1	108.6	117.4	129.3	122.5
Other net gains/(losses)	126.3	(561.6)	(140.1)	(222.1)	(466.2)
Share of results of associates	–	(9.6)	14.8	(5.3)	20.0
Net finance costs	(36.2)	(61.2)	(42.7)	(65.6)	(103.6)
Profit/(Loss) before tax	233.2	(523.8)	(50.6)	(163.7)	(427.3)
Tax charge	(0.7)	(2.5)	(0.8)	(0.5)	(1.8)
Profit/(Loss) after tax	232.5	(526.3)	(51.4)	(164.2)	(429.1)
Profit/(Loss) after tax attributable to equity shareholders	232.1	(526.3)	(51.4)	(164.2)	(429.1)
EPRA earnings ²	104.3	99.0	116.3	104.9	65.5
Balance sheet – Proportionally consolidated					
Investment properties	3,549.3	2,659.0	2,776.1	3,183.9	3,375.3
Investment in associates	–	–	1,115.0	1,189.4	1,140.8
Cash and cash equivalents	357.0	814.2	569.6	336.5	449.8
Borrowings ³	(1,726.8)	(1,613.2)	(1,895.9)	(2,068.6)	(2,253.2)
Other assets	199.9	198.5	191.4	299.0	404.5
Other liabilities	(284.6)	(237.4)	(293.6)	(353.8)	(371.2)
Net assets	2,094.8	1,821.1	2,462.6	2,586.4	2,746.0
Movement in net debt – Proportionally consolidated					
Opening net debt	(799.0)	(1,326.3)	(1,732.1)	(1,798.8)	(2,215.4)
Cash flows from operating activities	132.1	82.4	130.5	102.4	(17.7)
Cash flows from investing activities	(656.9)	514.3	274.5	115.6	328.1
Cash flows from financing activities	27.5	(132.4)	(29.9)	(20.3)	(30.8)
Foreign exchange	(73.5)	63.0	30.7	(131.0)	137.0
Closing net debt	(1,369.8)	(799.0)	(1,326.3)	(1,732.1)	(1,798.8)
Key credit metrics					
Gearing	66.3%	44.9%	54.6%	67.8%	66.4%
Loan to value ⁴	38.6%	30.0%	34.1%	39.3%	38.9%
Net debt:EBITDA	9.5x	5.8x	8.0x	10.4x	13.4x
Interest cover	5.06x	5.03x	3.91x	3.24x	2.30x
Per share data⁵					
Basic profit/(loss) per share	46.0p	(106.0)p	(10.3)p	(33.2)p	(87.3)p
EPRA earnings per share ²	20.7p	19.9p	23.3p	21.2p	13.3p
Dividend per share ⁶	16.50p	15.63p	15.00p	2.00p	4.00p
Net tangible asset value (NTA) per share	£3.94	£3.70	£5.08	£5.26	£6.42

1 Income statements for 2024, 2023 and 2021 includes discontinued operations.

2 As explained in note 1C, with effect from 1 January 2025 the Group has adopted revised EPRA earnings guidelines such that EPRA earnings and EPRA earnings per share are now equivalent to the Group's previously disclosed Adjusted earnings and Adjusted earnings per share.

3 Borrowings comprise loans and currency swaps.

4 Loan to value ('LTV') metric reflects Headline LTV where the Value denominator included the net assets of Value Retail, prior to its sale in September 2024.

5 Comparative per share data has been restated to reflect the 1 for 10 share consolidation undertaken during 2024 (see note 21 for further details). Earnings per share metrics for 2021 have also been restated in respect of the bonus element of scrip dividends.

6 Dividend per share declared in the year on a cash (not scrip) basis.

Shareholder Information

Registered office and principal UK address

Hammerson plc
Marble Arch House
66 Seymour Street
London W1H 5BX
Registered in England No. 360632
+44 (0)20 7887 1000

Principal address in France

Hammerson France SAS
34 Rue Laffitte
Paris 75009
+33 (0)156 69 30 00

Principal address in the Republic of Ireland

Hammerson Group Management Limited
Building 10, Pembroke District
Dundrum Town Centre, Dundrum
Dublin D16 A6P2

Advisers

Valuers	CBRE Limited Cushman and Wakefield DTL Limited Jones Lang LaSalle Limited
Auditors	Pricewaterhouse Coopers LLP
Brokers and Financial Advisers	Morgan Stanley & Co. International plc Peel Hunt LLP
Financial Adviser	Lazard & Co. Ltd
Solicitors	Slaughter and May

Primary and secondary listings

The Company has its primary listing on the London Stock Exchange and secondary inward listings on the Johannesburg Stock Exchange and on Euronext Dublin. Our secondary listing equity sponsors in respect of the Johannesburg Stock Exchange are Investec Bank Limited.

Shareholder administration

For assistance with queries about the administration of shareholdings, such as lost share certificates, change of address, change of ownership or dividend payments, please contact the relevant Registrar or Transfer Secretaries.

UK Registrar

MUFG Corporate Markets
Central Square
29 Wellington Street
Leeds LS1 4DL

shareholderenquiries@cm.mpms.mufg.com
Shareholder portal: www.signalshares.com
+44 (0)371 664 0300

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9:00 am to 5:30 pm, Monday to Friday, excluding public holidays in England and Wales.

South African Transfer Secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank 2196
South Africa
or
Private Bag X9000
Saxonwold 2132
South Africa

0861 100 933 (local in South Africa)
web.queries@computershare.co.za

Annual General Meeting

The Annual General Meeting will be held at 9.00 am (UK time) on 30 April 2026. Details of the Annual General Meeting and the resolutions to be voted upon can be found in the Notice of Meeting which is available on our website at www.hammerson.com.

Payment of dividends

UK shareholders who do not currently have their dividends paid direct to a bank or building society account and who wish to do so, should complete a mandate instruction available from the Registrar or register their mandate at www.signalshares.com. Shareholders outside the UK may be able to have dividends in excess of £10 paid into their bank account directly in their local currency via the MUFG Corporate Markets international payments service. Details and terms and conditions may be viewed at www.mpms.mufg.com.

ShareGift

Shareholders with a small number of shares, the value of which makes it uneconomic to sell them, may wish to consider donating them to charity through ShareGift, a registered charity (registered charity no: 1052686). Further information about ShareGift is available at www.sharegift.org, by email at help@sharegift.org, by calling on +44 (0)207 930 3737 or by writing to ShareGift, PO Box 72253, London, SW1P 9LQ. To donate shares, please contact ShareGift.

Strate Charity Shares

South African shareholders for whom the cost of selling their shares would exceed the market value of such shares may wish to consider donating them to charity. An independent non-profit organisation called Strate Charity Shares has been established to administer this process. For further details or donations contact the Strate Charity Shares' toll-free helpline on 0800 202 363 (if calling from South Africa) or +27 11 870 8207 (if calling from outside South Africa), email charityshares@computershare.co.za, or visit www.strate.co.za.

Shareholder security

Share fraud includes scams where fraudsters cold call investors offering them overpriced, worthless or non-existent shares, or offer to buy shares owned by investors at an inflated price. We advise shareholders to be vigilant of unsolicited mail or telephone calls regarding buying or selling shares. For more information visit www.fca.org.uk/scams or call the FCA Consumer Helpline on +44(0)800 111 6768. This is a freephone number from the UK. Lines are open Monday to Friday, 8:00 am to 6:00 pm, and Saturday, 9:00 am to 1:00 pm.

Unsolicited mail

Hammerson is obliged by law to make its share register available on request to other organisations. This may result in shareholders receiving unsolicited mail. To limit the receipt of unsolicited mail, UK shareholders may register with the Mailing Preference Service, an independent organisation whose services are free, by visiting www.mpsonline.org.uk. Once a shareholder's name and address details have been registered, the Mailing Preference Service will advise companies and other bodies that subscribe to the service not to send unsolicited mail to the address registered.

UK Real Estate Investment Trust ('REIT') taxation

As a UK REIT, Hammerson plc is exempt from corporation tax on rental income and gains on UK investment properties but is required to pay Property Income Distributions ('PIDs'). UK shareholders will be taxed on PIDs received at their full marginal tax rates. A REIT may in addition pay normal dividends.

For most shareholders, PIDs will be paid after deducting withholding tax at the basic rate. However, certain categories of UK shareholder are entitled to receive PIDs without withholding tax, principally UK resident companies, UK public bodies, UK pension funds and managers of ISAs, PEPs and Child Trust Funds. Further information on UK REITs is available on the Company's website, including a form to be used by shareholders to certify if they qualify to receive PIDs without withholding tax.

PIDs paid to overseas shareholders are subject to withholding tax at 20%. South African shareholders may apply to His Majesty's Revenue and Customs after payment of a PID for a refund of the difference between the 20% withholding tax and the prevailing UK/South African double tax treaty rate. Other overseas shareholders may be eligible to apply for similar refunds of UK withholding tax under the terms of the relevant tax treaties.

Normal dividends paid to overseas shareholders are paid gross but may be subject to taxation in the shareholder's country of residence. For South African shareholders, dividends tax at 20% will be withheld and paid over to the South African Revenue Service on the shareholders' behalf. Certain shareholders, including South African tax resident companies, retirement funds and approved public benefit organisations, are exempt from dividends tax but it is the responsibility of each shareholder to seek their own advice. Dividends tax does not apply to scrip dividends, whether paid as a PID or a normal dividend.

Forward-looking statements

Certain statements made in this Annual Report are forward-looking and are based on current expectations concerning future events which are subject to a number of assumptions, risks and uncertainties. Many of these assumptions, risks and uncertainties relate to factors that are beyond the Group's control and which could cause actual results to differ materially from any expected future events or results referred to or implied by these forward-looking statements. Any forward-looking statements made are based on the knowledge and information available to Directors on the date of publication of this Annual Report. Unless otherwise required by applicable laws, regulations or accounting standards, the Group does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise. Accordingly, no assurance can be given that any particular expectation will be met and reliance should not be placed on any forward-looking statement.

Cautionary statement

Nothing in this document should be construed as a profit forecast or estimate. Past performance cannot be relied upon as a guide to future performance and persons needing advice should consult an independent financial adviser or other professional adviser. This report does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to subscribe for or purchase any shares or other securities in the Company or any of its group members, nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract or commitment or investment decisions relating thereto, nor does it constitute a recommendation regarding the shares or other securities of the Company or any of its group members. Statements in this report reflect the knowledge and information available at the time of its preparation. Liability arising from anything in this report shall be governed by English law. Nothing in this report shall exclude any liability under applicable laws that cannot be excluded in accordance with such laws.

Glossary

2024 share consolidation	The 10:1 share consolidation and re-designation of the Company's ordinary shares that took effect on 30 September 2024, further information on which was set out in the Company's Circular to Shareholders and Notice of Meeting dated 8 August 2024.
Annual Incentive Plan ('AIP')	Annual bonus plan for all employees, including Executive Directors.
AUM (Assets under management)	The 100% value of the Group's properties under management.
Average cost of debt or weighted average interest rate ('WAIR')	The cost of finance expressed as a percentage of the weighted average gross debt for the period (can be calculated on both a net and gross interest cost basis).
Borrowings	The aggregate of loans and the fair value of currency swaps but excluding the fair value of the interest rate swaps, as this crystallises over the life of the instruments rather than at maturity.
BREEAM	An environmental rating assessed under the Building Research Establishment Environmental Assessment Method.
Capital return	The change in property value during the period after taking account of capital expenditure, calculated on a monthly time-weighted and constant currency basis.
Contracted rent	The total cash rent due on the period to the earliest occupier break date, plus any break penalties.
Corporate Power Purchase Agreement ('CPPA')	A long term contract to buy electricity directly from a renewable energy generator, like a wind or solar farm, rather than through a traditional electricity supplier. This arrangement provides benefits to both the corporate buyer and the generator, helping to finance new renewable energy projects and offering price certainty for the buyer.
Corporate Sustainability Reporting Directive ('CSRD')	A directive under EU law requiring large companies to disclose comprehensive ESG information based on the European Sustainability Reporting Standards ('ESRS').
EBITDA	Earnings before interest, tax, depreciation and amortisation.
EPRA	The European Public Real Estate Association, a real estate industry body, of which the Company is a member. This organisation has issued Best Practice Recommendations with the intention of improving the transparency, comparability and relevance of the published results of listed real estate companies in Europe.
Equivalent yield (true and nominal)	The capitalisation rate applied to future cash flows to calculate the gross property value. The cash flows reflect future rents resulting from lettings, lease renewals and rent reviews based on current ERVs. The true equivalent yield ('TEY') assumes rents are received quarterly in advance, while the nominal equivalent yield ('NEY') assumes rents are received annually in arrears. These yields are determined by the Group's external valuers.
ERV	The estimated market rental value of the total lettable space in a property calculated by the Group's external valuers on a net effective basis.
ESG (Environmental, Social and Governance)	A framework that helps stakeholders understand how an organisation is managing risks and opportunities related to environmental, social and governance criteria. ESG takes the holistic view that sustainability extends beyond just environmental issues.
F&B	Food and beverage.
Gearing	Net debt expressed as a percentage of equity shareholders' funds calculated as per the covenant definition in the Group's unsecured revolving credit and facilities and private placement senior notes.
Gross asset value ('GAV')	Property value before deduction of purchasers' costs, as determined by the Group's external valuers.
Gross development value ('GDV')	The estimated completed market value of a development or other major project.
Gross rental income ('GRI')	Income from leases, car parks and commercialisation, after amortising lease incentives.
Headline rent	The annual rental income derived from a lease, including base and turnover rent but after rent-free periods.
Impacts, Risks and Opportunities ('IRO')	A framework under CSRD designed to help businesses determine material topics for disclosure by considering not just sustainability impacts, but also the risks and opportunities associated with them.
Inclusive lease	A lease, often for a short period, under which the rent includes costs such as service charge, rates and utilities. Instead, the landlord incurs these costs as part of the overall commercial arrangement.
Income return	Income derived from property taken as a percentage of the property value on a time-weighted and constant currency basis after taking account of capital expenditure.
Interest cover	Adjusted net rental income divided by Adjusted net finance costs before capitalised interest and interest charges on lease obligations and pensions. All figures exclude associates.
Joint venture management fees	Fees charged to joint ventures for accounting, secretarial, asset and development management, and other ad hoc services.
Leasing	Comprises new lettings and renewals. For temporary leases (period of less than one year), leasing value reflects the rent secured for the period of the lease, not an annualised figure.
Leasing vs passing rent	A comparison of Headline rent from new leases and renewals to the Passing rent at the most recent balance sheet date.

Like-for-like ('Lfl')	A methodology for comparing key metrics, calculated to reflect properties owned throughout both current and prior periods, and where applicable calculated on a constant currency basis.
Like-for-like ('Lfl') GRI/NRI	The percentage change in GRI/NRI for flagship properties owned throughout both current and prior periods, calculated on a constant currency basis. Properties undergoing a significant extension project are excluded from this calculation during the period of the works. For interim reporting periods properties sold between the balance sheet date and the date of the announcement are also excluded from this metric.
Loan to value ('LTV')	Net debt expressed as a percentage of property portfolio value, calculated on a proportionally consolidated basis. In addition, EPRA has a measure, 'EPRA LTV' which adds net payables to net debt. Prior to the Group's sale of its investment in Value Retail in September 2024, the Group also disclosed a full proportional consolidation measure ('FPC LTV') which included the Group's share of Value Retail's debt and property portfolio.
Net Disposal Value ('NDV')	An EPRA net asset measure calculated as EPRA NTA adjusted for deferred tax and investment property purchasers' costs. See note 10B for calculation. Can also be presented on a per share basis, see note 11C for calculation.
Net effective rent ('NER')	Annual rent from a unit calculated by taking the total rent payable over the term of the lease to the earliest termination date and deducting all lease incentives.
Net initial yield ('NIY') (or Initial yield)	Annualised rents receivable (net of head rents and the cost of vacancy, and, in the case of France, net of an allowance for costs of approximately 5%, primarily for management fees) on a cash basis, as a percentage of gross property value, as provided by the Group's external valuers.
Net rental income ('NRI')	GRI less net service charge expenses and cost of sales. Additionally, the change in provision for amounts not yet recognised in the income statement is also excluded to calculate Adjusted NRI.
Net Realisable Value ('NRV')	An EPRA net asset measure calculated as equity shareholders' funds with an adjustment to reflect the difference between the carrying value and fair value of borrowings. See note 10B for calculation. Can also be presented on a per share basis, see note 11C for calculation.
Net Tangible Assets ('NTA')	An EPRA net asset measure calculated as equity shareholders' funds with adjustments made for the fair values of certain financial derivatives, deferred tax and any goodwill balances. See note 10B for calculation. Can also be presented on a per share basis, see note 11C for calculation.
Occupancy rate	The ERV of the area in a property or portfolio, excluding developments, which is let, expressed as a percentage of the total ERV, excluding the ERV for car parks, of that property or portfolio.
Occupational cost ratio ('OCR')	The proportion of an occupier's sales compared with the total cost of occupation, including rent, local taxes (i.e. business rates) and service charge. Calculated excluding department stores.
Over-rented	The amount, or percentage, by which the ERV falls short of rent passing for reversion.
Passing rents (or rents passing)	The annual rental income receivable from an investment property after rent-free periods, head rents, car park costs and commercialisation costs.
Passing rent for reversion	Passing rent adjusted for lease incentives and inclusive costs to be on a net effective basis. This will increase or decrease due to changes to rents passing at rent review or the next lease event (i.e. expiry or break), or by leasing vacant space or space undergoing reconfiguration.
Pre-let	A lease signed with an occupier prior to the completion of a development or other major project.
Principal lease	A lease signed with an occupier with a secure term of greater than one year.
Property fee income	Amounts recharged to occupiers or co-owners for property management services including, but not limited to, service charge management and rent collection fees.
Property Income Distribution ('PID')	A dividend, generally subject to withholding tax, that a UK REIT is required to pay from its tax-exempt property rental business and which is taxable for UK-resident shareholders at their marginal tax rate.
Property outgoings	The direct operational costs incurred by a landlord relating to property ownership and management. This typically comprises void costs, net service charge expenses, letting related costs, marketing expenditure, repairs and maintenance, tenant incentive impairment, bad debt expense and other direct irrecoverable property expenses. These costs are included within the Group's calculation of like-for-like NRI and the EPRA Cost ratio.
Proportional consolidation	The aggregation of the financial results of the Reported Group and the Group's Share of Joint ventures as set out in note 2 to the financial statements.
QIAIF	Qualifying Investor Alternative Investment Fund. A regulated tax regime in the Republic of Ireland which exempts participants from Irish tax on property income and chargeable gains subject to certain requirements.
REIT	Real Estate Investment Trust. A tax regime which in the UK exempts participants from corporation tax both on UK rental income and gains arising on UK investment property sales, subject to certain requirements.
Reported Group	The financial results as presented under IFRS.
Reversionary or underrented	The amount, or percentage, by which the ERV exceeds the rent passing for reversion.

Glossary continued

RIDDOR	A health and safety reporting obligation to report deaths, injuries, diseases and 'dangerous occurrences' at work, including near misses, under the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013.
Scope 1 emissions	Direct emissions from owned or controlled sources.
Scope 2 emissions	Indirect emissions from the generation of purchased energy.
Scope 3 emissions	All indirect emissions (not included in Scope 2) that occur in the value chain of the reporting company, including both upstream and downstream emissions.
SAICA	South African Institute of Chartered Accountants.
SIIC	Sociétés d'Investissements Immobiliers Côtées. A tax regime in France which exempts participants from the French tax on property income and gains subject to certain requirements.
SONIA	Sterling Overnight Index Average.
Task Force on Climate-related Financial Disclosures ('TCFD')	An organisation established with the goal of developing a set of voluntary climate-related financial risk disclosures to be adopted by companies to inform investors and the public about the risks they face relating to climate change.
Taskforce on Nature-related Financial Disclosures ('TNFD')	An organisation established with the goal of developing a set of voluntary nature-related financial risk disclosures to be adopted by companies to inform investors and the public about the risks they face relating to climate change.
Temporary lease	A lease with a period of one year or less, measured to the earlier of lease expiry or occupier break.
Topped-up net initial yield	The net initial yield increased to reflect the value of unexpired lease incentives (i.e. rent-free periods).
Total accounting return ('TAR')	The growth in EPRA NTA per share plus dividends paid, expressed as a percentage of EPRA NTA per share at the beginning of the period. The return excludes the dilution impact from scrip dividends.
Total property return ('TPR')	NRI, excluding the change in provision for amounts not yet recognised in the income statement, and capital growth expressed as a percentage of the opening book value of property adjusted for capital expenditure, calculated on a monthly time-weighted and constant currency basis.
Total shareholder return ('TSR')	The change in a company's share price plus reinvested dividends, expressed as a percentage of the share price at the beginning of the period.
Turnover rent	Rental income which is linked to an occupier's revenues.
Vacancy rate	The ERV of the area in a property, or portfolio, excluding developments, which is currently available for letting, expressed as a percentage of the ERV of that property or portfolio.
WAULB/WAULT	Weighted average unexpired lease to break/term.
Yield on cost	Passing rents expressed as a percentage of the total development cost of a project or property.

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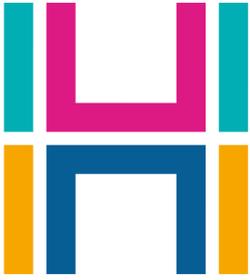
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