Pershing Limited

Strategic report, Directors' report and financial statements

Registered number 02072264

31 December 2025

Pershing Limited

Contents

Pershing Limited

Board of Directors and other information

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C D Clifford
E M Gilvarry (Chair)
C E Neate
A J Roberts
G R Thorpe
D A Wallestad

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Pershing Limited

Strategic report

In accordance with Section 414A(1) of the Companies Act 2006, we have prepared the Strategic report which includes a review of Pershing Limited's ("the Company") business and future developments, a description of the principal risks and uncertainties facing the Company and key performance indicators. We also report against the miscellaneous reporting requirements set out in Section 172 of the Companies Act 2006.

Business review
During the year, the Company continued to operate as a service entity within the Pershing Group, providing back office operations, client account management, financial reporting and other essential support services to group entities. The Company generated a profit before tax of £396,000 (2024: £679,000 profit). The results for the year include an exceptional restructuring cost of £6,960,000, which is included within administrative expenses. This cost is fully recharged to Pershing Securities Limited ("PSL") and therefore had no impact on the Company's profit for the year.

Financial key performance indicators

The Company's key financial and other performance indicators during the year were as follows:

	2025 £000	2024 £000	Change £000	Change %
Revenue	93,459	91,736	1,723	2%
Administrative expenses	93,250	90,200	3,050	3%
Profit before taxation	396	679	(283)	(42)%
Net assets	162,226	160,764	1,462	1%

Administrative expenses increased by £3,050,000 (3%) during the year mainly due to an increase in staff and related costs.

Net assets increased by £1,462,000 (1%) during the year due to the profit after tax for the year of £347,000 in addition to the impact of equity settled share-based payment transactions of £1,115,000.

Governance and policies

Suitable policies and procedures have been adopted by the Company to ensure an appropriate level of risk management is directed at the relevant element of the business.

Governance of the Company is ultimately the responsibility of the Board of Directors. The Board is responsible for the ongoing success and development of the Company's business as well as setting the risk appetite for the Company as part of the risk framework.

The Company's risk management policy and framework is aligned for all entities operating under the Pershing Group. The Pershing Group adopts a proactive approach to the identification and management of risk and has implemented a risk management framework that seeks to employ industry best practice, while meeting all its regulatory and legal obligations.

In addition, the Pershing Group has key committees in place to oversee compliance and risk management of the entities operating under it and to ensure risk management practices and controls are effective. Key committees include:

- Executive Committee
- Pershing Risk Committee
- Asset and Liability Committee
- Business Acceptance Committee

Risk management process

To facilitate the effective management of risks corresponding to the execution of the business strategy, the Company has largely adopted the BNY Group ("BNY" or "Group") risk management framework to ensure that:

- Material risks are consistently and appropriately identified, assessed, quantified, and monitored;
- Risk limits are in place to govern risk-taking activities across the business;
- All strategic decision making takes place within defined governance structures and is evaluated against the stated risk appetite;
- Regular monitoring and reporting of key risk metrics to senior management and the Board occurs; and
- The capital and liquidity planning process accounts for all of the inherent risks and an additional stress testing component.

The Risk Identification ("Risk ID") process and the Risk and Control Self Assessments ("RCSAs") form core components of the risk management framework. They provide a holistic overview of the Company's risk profile and material controls. This output is discussed and challenged within the Pershing Risk Committee ('PRC') and Board meetings

In line with Group policy, the Company adopts the 'Three Lines of Defence' model in deploying its risk management framework. The primary responsibility for risk management rests with the first line of defence. The second line of defence risk and compliance functions provide advice to the first line to promote effective management of the risks, whilst ensuring appropriate review and challenge. The third line of defence is Internal Audit, which independently provides assurance that the governance structures, risk management and internal controls in place are effective.

The principal risks the Company is exposed to, as outlined below, are those faced by the Company directly through its activities and do not refer to those risks borne indirectly by its subsidiaries.

Principal risks and uncertainties

Market risk

Market risk for the company arises from foreign exchange exposure in respect of revenue, expenses, borrowings, and interest rate exposure on cash balances and borrowings.

The Company's exposure to interest rate risk is not deemed to be material given that it relates predominantly to short-dated operational cash balances.

The Company has limited operational foreign exchange exposure as any residual balances across all currencies are managed at the Group level.

For net investment in foreign subsidiaries which are not denominated in USD, the Group hedges foreign exchange exposure at the consolidated level and therefore subsidiaries are not required to hedge such structural foreign exchange exposure independently.

Liquidity risk

Liquidity risk is the risk that a company, although balance sheet solvent, cannot maintain or generate sufficient cash resources to meet its payment obligations in full as they fall due, or can only do so on materially disadvantageous terms. This may result from insufficient cash resources, delays in funding, or unexpected increases in expenses. The Company's primary liquidity needs include funding ongoing operational expenses, such as employee costs, lease payments, and other working capital requirements.

The company has implemented a liquidity risk management framework to ensure adequate resources are available to meet its obligations. This includes:
- Maintaining a reasonable cash balance to cover anticipated operational expenses.
- Access to funding arrangements with other members of the group, which provide flexibility and funding as needed. These arrangements are governed by pre-agreed terms to ensure timely and efficient access to funds.

The entities operating under the Company maintain strong liquidity profiles by actively managing their liquidity positions and ensuring that there is sufficient funding in place to meet timely payment and settlement obligations under both normal and stressed conditions, maintaining liquidity ratios within approved limits and compliance with regulatory rules.

Conduct risk

Conduct risk is defined as the risk that detriment is caused to clients, the market, the Company or its employees because of inappropriate execution of business activities or inappropriate behaviour by the Company or its employees.

The Company is subject to the Group Conduct Risk Policy and Code of Conduct. It sets out clear expectations of the roles of senior management in setting the appropriate tone and includes examples of good and poor conduct. Employees receive periodic training/briefing on conduct-related matters and are required to complete an annual process to confirm adherence to the Code of Conduct. Conduct related management information is captured and provided to the Pershing Risk Committee and reviews of conduct related matters can be included in the scope of Compliance Monitoring and/or Internal Audit assurance reviews.

Geopolitical and other macro-environmental risks

The Company is exposed to geopolitical risks including the global trade war, conflicts, terrorism and cyber-attacks. BNY Group maintains controls, processes and policies that are designed to adhere to relevant sanctions, laws and regulations in countries in which the Group operates. The Group continues to monitor any subsequent developments associated with the conflicts whilst taking necessary actions where prompted.

Companies Act 2006 s.172 miscellaneous reporting

The directors of the Company are required under Section 172 of the Companies Act 2006 to act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, the directors must consider certain factors in their decision making and then make a statement about how they have considered those factors. The factors the directors must consider are:

a) The likely consequences of any decision for the long term;

b) The interests of the company’s people;

c) The need to foster the company’s business relationships with suppliers, customers and others;

d) The impact of the company’s operations on the community and the environment;

e) The desirability of the company maintaining a reputation for high standards of business conduct; and

f) The need to act fairly as between members of the company.

Taking into account the long-term impact of decisions

- **Strategy and Performance:** The Board considered the main underpinning pillars of the Company's strategy as being: 1) Be More for Our Clients; 2) Run Our Company Better; and 3) Power Our Culture; these align with, and derive from, the BNY Strategy and will form part of the 2026 strategy document refresh. Each pillar is supported by goals and metrics, with day to day execution of the strategy monitored and tracked by the Chief Executive Officer ("CEO") and the Pershing Executive Committee ("ExCo"). The Board considers the immediate, mid term and long term risks and opportunities faced by the Company and their likely impact on the community and the environment. Examples of this include monitoring business at risk and other growth areas; sustainability; digitisation and expansion of services; artificial intelligence ("AI"); ensuring a robust operational and technology resilience pathway; employee wellbeing; and maintaining strong regulatory engagement.

• **Corporate Governance:** Whilst the Company has not formally adopted a recognised corporate governance framework due to its size, the directors conduct the Company and make decisions in a way that promotes long term success

• **Risk:** The directors recognise the importance of risk management in the execution of the Company's strategy and the Board has reviewed the levels of risk acceptable to the Company. This is formalised and monitored through a Risk Appetite Statement ("RAS"), approved by the Board. The Company continually reviews established risk types, and horizon scanning for new risks that could cause a material impact on its long term success. The Risk Management Framework is further outlined on page 3.

• **Regulatory Change:** The Board receives updates from senior management, on the implementation and embedding of regulatory change initiatives and compliance with ongoing requirements. Additionally, the directors periodically review the Company's critical functions those of which disruption or withdrawal could have an adverse material impact on clients and financial stability.

Employee Interests

In 2024, BNY launched five principles (Be Client Obsessed, Spark Progress, Own it, Stay Curious and Thrive Together) in support of the three BNY strategic pillars.

The Board receives regular updates from The People Team, addressing the outcomes of the Company's people agenda. The Company also adheres to the principles of Equal Employment Opportunities. This is further supported by the opportunity for all BNY employees to actively participate in Employee / Business Resource Groups with a focus on the core themes relating to multigenerational, diverse abilities, multicultural and ethnic/racial diversity, LGBTQ+, veterans and military families and women/gender.

BNY offers hybrid working arrangements and supportive workplace policies to provide flexibility and attract and retain diverse talent. These are:

- An Extended Remote Working Programme which allows colleagues to work remotely from home or other certain locations for up to eight days annually.

- A New Parent Leave Policy, available globally, provides extended paid time off to all parents, regardless of gender.

- Global caregiver leave which provides 10 paid days for all to help manage planned and unplanned family care circumstances.

BNY evaluates its real estate footprint and operational efficiency to enable scalable growth and enhanced client delivery. In 2025, following a review of the platforms and functions operating in Liverpool, BNY proposed consolidating certain functions to streamline operations. BNY anticipates migrating the majority of roles from Liverpool to Manchester and initiating the closure of the Liverpool office during late 2026 through to 2027. The Liverpool office has served as the principal location for employees of Pershing in the United Kingdom.

The Board considers the long term success of the Company and the potential impacts of decisions on stakeholders, including Pershing employees, clients, suppliers, regulators, and the local community. The Chief Executive Officer and Liverpool Site Leader led the communications to Pershing employees to outline the proposal, consultation steps, and available opportunities and support. The Board continues to receive regular updates on stakeholder feedback and the potential impacts throughout the process. The Board will receive updates on measures to safeguard client service continuity, maintain operational resilience, and support employees.

Suppliers, customers, stakeholders and other third parties

The directors fully recognise the importance of balancing the interests of the Company's internal and external stakeholders: clients, industry groups, regulators, shareholder, and vendors. As such, the Board's composition, its standing within BNY, together with the supporting governance structure it has put in place, is designed to ensure that decisions of the Board are taken with consideration to the impact on the Company's stakeholder groups. The Board receives updates on the interests of internal and external stakeholders. The Company is supported by the CEO, who provides regular written reports to the Board on key milestones, client matters and progress under programmes of work and initiatives underpinning delivery of the Company's strategy.

During 2025, there was continued engagement between the Boards of key entities in the Europe, Middle East and Africa ("EMEA") region and BNY. To this end, a number of sessions were held between EMEA independent non-executive directors ("INED") and senior leaders, including an annual call with the BNY CEO in December 2025. The Company has also registered the BNY Corporate Modern Slavery Statement online with the UK Home Office.

Impact on the community and environment

The Company takes a strategic approach to sustainability, led by the Board, with clear accountability, to incorporate analysis, consideration and management of financial risks arising from climate change. The Company recognises that success in addressing financial risks resulting from climate change must take into account the impact on the Company's clients, vendors, and financial position. It must also reflect the Company's status as a subsidiary of BNY. The Company is also aligned with its group affiliates on matters affecting the community and environment.

The Board acknowledges and is fully supportive of the need to proactively support environmental and social awareness and support and invest in community impact programs. BNY funded incentives encourage employee participation to give back and this is supported via a formalised community impact program.

High Standards of Business Conduct

The Company operates within the BNY Conduct and Culture Framework, which is guided by the BNY Code of Conduct (the "Code"). This Code outlines key guidelines for ethical behaviour in everyday activities, emphasising the importance of doing what is right, regardless of the impact on specific transactions or short-term relationships.

The Board received quarterly updates from the Culture and Conduct Council providing oversight of how the Council operates and monitors key topics, including the employee survey and reviewing data to identify trends, change and opportunities.

Acting fairly between members of the Company

The Company is a wholly owned subsidiary within BNY and is governed by its Board. It maintains an open and collaborative relationship with BNY, which ensures that the Company remains aligned with the strategic objectives and corporate values of its shareholder.

Business and future developments

The company will continue to operate as a dedicated service entity within the Pershing Group, focusing on providing operational and administrative support to other group entities. It remains committed to enhancing service delivery through process improvements, investing in technology, and driving efficiencies to support the group's strategic objectives. Furthermore, the company recognises the importance of its people and will continue to invest in employee development, fostering a skilled and engaged workforce capable of meeting the evolving needs of the group.

A key strategic priority for the year ahead is the continued migration of roles and operational capabilities into Manchester. This transition is intended to strengthen the Company's operating model, enhance efficiency, and further improve the quality and consistency of service delivery for clients.

Approval

By order of the Board

Amanda Roberts
Amanda Roberts (Apr 21, 2026 16:51:04 GMT+1)

A J Roberts
Director

Date: 21 April 2026

Pershing Limited
Royal Liver Building
Pier Head
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England
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Registered number: 02072264

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

Principal activities

The Company acts as a service entity within the Pershing Group and incurs costs on behalf of other entities which it recharges accordingly.

Results and dividends

The profit for the year after taxation amounted to £347,000 (2024: £481,000).

The directors do not recommend a dividend for the year ended 31 December 2025 (2024: £nil).

Future developments

See 'Business and future developments' section in Strategic report for details.

Political donations

The Company made no political donations or incurred any political expenditure during the year (2024: £nil).

Employees

The Company is committed to a best practice approach, in line with Section 172 of the Companies Act 2006, to consult with employees on matters that are likely to affect their interests. Information of general interest to employees is provided through the intranet, newsletters and notices and general dialogue between line managers and employees, all of which seeks to achieve a common awareness of the financial and economic factors which impact on the Company’s performance.

In addition, the Company participates in the Group’s Employee Information & Consultation Forums at both a local and European level. The Forums build on existing communication channels and provide more formal opportunities for dialogue between management and employees.

The Company adopts a total rewards and pay for performance remuneration philosophy. Any variable remuneration incentives are discretionary, based on individual and business unit performance together with other factors as determined from time to time in the context of the Company’s operating plans and results and may be subject to deferral. Employees have the opportunity to purchase stock through the Group’s Stock Accumulation Plan.

The Company is also committed to providing relevant training and development opportunities, to include achievement of professional qualifications, to enable each employee to successfully fulfil their job responsibilities, and in addition, meet regulatory requirements. The Company adheres to the principles of Equal Employment Opportunity, and is committed to facilitating employment opportunities for people with disabilities.

Strategic Relocation and Workforce Transition

As part of BNY’s broader review of its operating model and UK real estate footprint, the Group assessed how key functions are distributed across its sites to support scalable growth and enhanced client delivery. This review concluded that certain roles currently undertaken in Liverpool should transition to Manchester, a location that has increasingly become a core operational hub for BNY. The Liverpool office, historically the principal centre for Pershing Group activities, is therefore expected to wind down during 2026 and 2027 as roles migrate accordingly.

The Board is overseeing this transition and has put in place appropriate governance arrangements to ensure that the process is conducted in an orderly and well controlled manner. Particular emphasis has been placed on maintaining operational

Employees - continued
resilience and minimising any impact on client service throughout the transition period. Manchester benefits from a strong and diverse talent pool, and the co-location of multiple BNY business units within the city provides opportunities to leverage shared capabilities, enhance collaboration and achieve meaningful economies of scale. The Board considers these developments an important step in strengthening the Company's long-term operating platform and further enhancing the quality and efficiency of services delivered to clients.

Business relationships with suppliers, employees and others

The Directors fully recognise the importance of balancing the interests of its internal and external stakeholders: employees, industry groups, its shareholder and vendors. The Board's composition, and the supporting governance structure it delegates to, have been designed to ensure full consideration is given to meeting the best interests of its stakeholder groups and that it understands the issues escalated.

Employees carry out their processes and procedures and when issues occur from their liaison with stakeholders that cannot be easily resolved, these are escalated to their managers or committee members who use their professional judgment whether to raise such issues in the relevant committee. The committees listed on page 2 will assess and consider an appropriate response from the quorum of committee members, including subject matter experts and maintain appropriate minutes to detail discussions and decisions made, noting due consideration of their associated immediate as well as longer term impacts.

The Board receives updates through its regular reports and/or specific escalation from the committee structure. Examples of matters brought to the Board's attention through the aforementioned committees include:

1. Internal stakeholders

- Operational resilience updates covering people related risks, staff capacity, succession planning and the impact of resourcing on the delivery of critical services.

- Liverpool migration updates, including communications with employees, migration initiatives, temporary resourcing arrangements, recruitment activity and associated operational risks.

2. Suppliers / clients

- Updates considered through internal audit and risk forums, covering outsourcing arrangements, control environments and third party oversight.

- Financial crime matters, including transaction monitoring controls and outcomes, and financial crime risk assessments.

- External audit reports, together with the financial statements of the Company.

- Updates from the CAO on metrics relating to third party governance and vendor risk, outsourcing arrangements, data privacy and complaints.

3. Environment

- Sustainability updates.

- Cyber and engineering updates, including the cyber threat landscape, phishing simulations, service availability and performance, and external certifications.

Streamlined Energy and Carbon Reporting (“SECR”)

In accordance with the Companies Regulations 2018, we report the Company’s energy use and associated greenhouse gas (‘GHG’) emissions resulting from energy use and employees’ business travel.

The methodology used to calculate our GHG is the Greenhouse Gas Protocol Reporting Standards. We have adopted a location-based method which reflects the average emissions intensity of grids on which energy consumption occurs. We have applied the latest UK Government conversion factors available at the time of reporting and disclose the results below. In determining the Company’s organisational boundary, we have adopted the financial control approach.

Carbon dioxide emissions in tonnes	**2025**	**2024(Restated)**
Scope 1 Refrigerant, Natural Gas, Fuel Oil	5.3	274.3
Scope 2 Purchased electricity	120.5	124.2
Scope 3 a) Other- Business travel	178.5	243.2
b) Other- Indirect emissions	-	-
Carbon offsets	(184)	(518)
Renewable Energy Credits	(121)	(124)
Total	**0**	**0**

Intensity ratio

Total floor square footage area	37,559	39,616
Carbon dioxide emissions in tonnes per sq footage area	**0.008**	**0.016**

Energy consumption in KWh (Restated)	**2025**	**2024**
UK (gross)	695,383	638,520

- Scope 1 and Scope 2 emissions, and associated Renewable Energy Credits ("RECs") and carbon offsets, are allocated from real estate operations of BNY in a proportionate share to the reporting entity based on square footage occupied by the reporting entity in BNY facilities in the reporting year.

- SECR Scope 1 and 2 may include estimates where actuals were not yet available. Other 2025 reports may incorporate updated actuals and non-UK locations excluded from SECR.

- Scope 1 emissions decreased mainly due to refrigerants. Given their high Global Warming Potential ("GWP") and the typical year-over-year fluctuation in recharge levels, reduced recharge amounts in 2025 relative to 2024 resulted in lower overall emissions.

- All BNY sites occupied by Pershing Limited fall within BNY's operational control boundary of reporting for Scope 1 & 2. Typical practice is to state these emissions 'as a component of BNY's total Scope 1 & 2'.

- For Scope 3 - Business Travel emissions BNY utilises DEFRA published business travel - air - emission factors. These have decreased compared to 2024 as that data was affected by Covid Era travel.

- BNY annually purchases RECs to cover all global electricity use, and Carbon Offsets to cover all remaining Scope 1, 2, and 3 business travel emissions. This purchase was completed in February 2026.

Scope 1 and 2 emission calculation methodology has been updated by including Heating, Ventilation and Air Conditioning estimates to certain locations and aligning emission factors with the most recent Global Warming Potential ("GWP") figures

Streamlined Energy and Carbon Reporting ("SECR") - continued

published by the IPCC. The impact of this to the 2024 calculation is an increase in scope 1 and 2 emissions of 41.5 mtCO2 and 11,513 kWh of energy. Prior year comparatives are restated due to the updated methodology.

Directors

The directors who served during the year and up to the date of the report were as follows:

	Appointed	**Resigned**
C D Clifford	-	-
E M Gilvarry (Chair)	-	-
M A McPhail	-	31 August 2025
C E Neate	-	-
A J Roberts	-	-
G R Thorpe	26 June 2025	-
D A Wallestad	-	-

Margaret McPhail resigned as Chair of the Board after nine years of service. Following due and careful consideration, the Board appointed Emer Gilvarry as the new Chair, having already served on the Board for five years.

Directors' indemnity provision

The articles of association of the Company provide that in certain circumstances the directors are entitled to be indemnified out of the assets of the Company against claims from third parties in respect of certain liabilities arising in connection with the performance of their functions, in accordance with the provisions of the Companies Act 2006. Indemnity provisions of this nature have been in place during the year but have not been utilised by the directors (2024: not utilised).

Disclosure of information to Auditor

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's Auditor is unaware; and each director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

Post balance sheet events

There have been no material post balance sheet events impacting the Company.

Pershing Limited

Directors' report - continued

Post balance sheet events - continued

Independent Auditor

Pursuant to Section 487 of the Companies Act 2006, the Auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board

Amanda Roberts
Amanda Roberts (Apr 21, 2026 16:51:04 GMT+1)

A J Roberts
Director

Date: 21 April 2026

Pershing Limited
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Pershing Limited

Statement of directors' responsibilities in respect of the Strategic report, the Directors' report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including Financial Reporting Standard 101*: Reduced Disclosure Framework* ("FRS 101").

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, including FRS 101, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

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

Independent auditor's report to the members of Pershing Limited

Opinion

We have audited the financial statements of Pershing Limited ("the Company") for the year ended 31 December 2025 which comprise the Statement of profit and loss and other comprehensive income, Balance sheet, Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period")..

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;

- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.

- Reading Board meeting minutes.

- Considering remuneration incentive schemes and performance targets.

- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls in particular:

- the risk that management may be in a position to make inappropriate accounting entries; and

- the risk of bias in accounting estimates and judgements such as provision for impairment and pension assumptions.

- On this audit we do not believe there is a fraud risk related to revenue recognition because revenues consist of cost recharges to other group entities and is non-complex and routine in nature.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior management who typically do not create/ post journal entries during the year and those posted to unusual or seldom used accounts.

- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and discussed with management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Independent auditor's report to the members of Pershing Limited - continued

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation.

We identified the following areas as those most likely to have such an effect: data protection laws, anti-bribery and employment law. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

Independent auditor's report to the members of Pershing Limited - continued

Directors' responsibilities

As explained more fully in their statement set out on page 13, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

GR Swart
GR Swart (Apr 21, 2026 22:06:20 GMT+1)

Gabriel Ryno Swart (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
15 Canada Square
London
E14 5GL

April 2026

Pershing Limited

Statement of profit and loss and other comprehensive income

for the year ended 31 December 2025

	Note	2025 £000	2024 £000
Revenue	2	93,459	91,736
Administrative expenses	3 & 4	(93,250)	(90,200)
Operating profit		209	1,536
Interest receivable and similar income	6	590	679
Interest payable and similar charges	7	(403)	(1,536)
Profit before taxation		396	679
Taxation	8	(49)	(198)
Total profit for the financial year		347	481
Total comprehensive profit for the financial year		347	481

Notes 1 to 25 are integral to these financial statements.

All items dealt with in arriving at the Company's results for the financial year and prior year relate to continuing operations.

The Company had no items going through other comprehensive income during the year (2024: £nil).

Pershing Limited

Balance sheet
at 31 December 2025

	Note	2025 £000	2024 £000
Fixed assets			
Tangible assets	9	853	2,421
Intangible assets	10	28,054	27,724
Fixed asset investments	11	116,087	116,087
		144,994	146,232
Current assets			
Debtors	12	19,143	4,553
Cash at bank and in hand	13	14,384	35,557
		33,527	40,110
Creditors: amounts falling due within one year	14	(10,217)	(23,147)
Net current assets		23,310	16,963
Total assets less current liabilities		168,304	163,195
Creditors: amounts falling due after more than one year	15	-	(1,322)
Provisions for liabilities			
Provisions	18	(6,078)	(1,109)
Net assets		162,226	160,764
Capital and reserves			
Called up share capital	20	127,092	127,092
Share premium		24,243	24,243
Other reserves		8,134	7,019
Profit and loss account		2,757	2,410
Shareholders' funds		162,226	160,764

Notes 1 to 25 are integral to these financial statements.

These financial statements were approved by the Board of Directors and were signed on its behalf by:

Amanda Roberts
Amanda Roberts (Apr 21, 2026 16:51:04 GMT+1)

A J Roberts
Director

Date: 21 April 2026

Company registered number: 02072264

Pershing Limited

Statement of changes in equity
31 December 2025

	Called up share capital	Share premium account	Other reserves	Profit and loss account	Total equity
	£000	**£000**	**£000**	**£000**	**£000**
Balance at 1 January 2024	127,092	24,243	6,233	1,929	159,497
Total comprehensive income for the financial year	-	-	-	481	481
Amortisation of share-based payments	-	-	786	-	786
Balance at 31 December 2024	127,092	24,243	7,019	2,410	160,764
Balance at 1 January 2025	127,092	24,243	7,019	2,410	160,764
Total comprehensive income for the financial year	-	-	-	347	347
Amortisation of share-based payments	-	-	1,115	-	1,115
Balance at 31 December 2025	127,092	24,243	8,134	2,757	162,226

Notes 1 to 25 are integral to these financial statements.

1 Accounting policies

1.1 Basis of preparation and statement of compliance with FRS 101

The Company is a private company incorporated and domiciled in the UK.

These financial statements were prepared in accordance with FRS 101.

The Company's ultimate parent undertaking, The Bank of New York Mellon Corporation, includes the Company and all its subsidiary undertakings in its consolidated financial statements. The consolidated financial statements of The Bank of New York Mellon Corporation are prepared in accordance with U.S. Generally Accepted Accounting Principles, which is considered equivalent under International Financial Reporting Standards (Adopted IFRSs). The Bank of New York Mellon Corporation's consolidated financial statements are available at https://www.bnymellon.com/us/en/investor-relations/overview.html. Accordingly, the Company is a qualifying entity for the purpose of FRS 101 disclosure exemptions.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards ("UK-adopted IFRS") but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

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

- A Statement of cash flows and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets and intangible assets;
- Disclosures in respect of transactions with wholly owned subsidiaries of the same group;
- Disclosures in respect of capital management;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosure of revenue contracts with customers and significant judgements; and
- Disclosures in respect of new but not yet effective IFRSs.

As the consolidated financial statements of The Bank of New York Mellon Corporation include equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of IFRS 2 *Share Based Payments* in respect of Group settled share-based payments.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 1.24.

1.2 Exemption from preparation of Group financial statements

As noted in section 1.1, the Company's ultimate parent company includes the Company in its consolidated financial statements, which are prepared under a basis equivalent to adopted IFRSs. Accordingly, the Company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare Group financial statements. Therefore, these financial statements present information about the Company as an individual undertaking and not about its Group.

1 Accounting policies - continued

1.3 Changes in accounting policies

New and amended accounting standards and interpretations

New standards, interpretations, and amendments effective on or after 1 January 2025

The standard below was effective from 1 January 2025 but does not have a material impact on the company's financial statements

- Lack of Exchangeability (Amendments to IAS 21) – Effective 1 January 2025

1.4 Measurement convention

These financial statements are prepared on the historical cost basis except equity-settled share based payments that are measured at fair value.

1.5 Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic report on pages 2 to 7. In addition, the Strategic report includes the Company's approach to managing the principal business risk that it is faced with as it carries on its business, with the approach to managing risks affecting the subsidiary entities included in their respective financial statements.

The directors perform an annual going concern review that considers, under a stress test scenario, the Company's ability to meet its financial obligations as they fall due, for a period of at least twelve months after the date that the financial statements are signed. Consequently, the directors believe that the Company is well placed to manage its business risks successfully.

The Directors have had regard to management's assessment to determine whether there are any material uncertainties arising that could cast significant doubt on the ability of the Company to continue as a going concern. No significant issues have been noted. In reaching this conclusion, management considered:

- Stress tests on plausible scenarios such as inability to recharge expenses to other group entities over the going concern period
- The Company's current cash/liquidity position and expected projected cash flow is able to sustain its current operational costs for at least a year; and
- The operational resilience of the Company and its subsidiaries on existing processes, key stakeholders, existing IT systems and infrastructure.

Based on the above assessment of the Company and its financial position, liquidity and capital, the directors have concluded that the Company has adequate resources to continue in operational existence for a period of at least twelve months after the date that the financial statements are signed. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1 Accounting policies - continued

1.6 Related party transactions

As the Company is a wholly owned indirect subsidiary of the ultimate parent company, The Bank of New York Mellon Corporation, it has taken advantage of the exemption contained in IAS 24 and has therefore not disclosed transactions with entities which form part of the Group. Balances with other members of the Group are disclosed with notes 6, 11, 12, 13, 14 and 24.

1.7 Foreign currency

The Company's functional and presentational currency is GBP. Transactions in foreign currencies are recorded in the functional currency at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange ruling at the balance sheet date. Any resulting exchange differences are reported net in the Statement of profit and loss and other comprehensive income within interest receivable or payable as appropriate.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

1.8 Revenue from contracts with customers

The company recognizes revenue in accordance with IFRS 15, based on the recovery of costs incurred on behalf of other entities within the group. Revenue is measured as the recharged amounts for services provided, which include direct costs and any applicable overheads.

Income and expenses are presented on a net basis only when permitted under IAS 1 and/or IFRS 15, or for gains and losses arising from a group of similar transactions.

Revenue is recognised when, or as, a performance obligation is satisfied by transferring control of a good or service to a customer (another member of the group). A performance obligation may be satisfied over time or at a point in time. Revenue from a performance obligation satisfied over time is recognised by measuring the Company's progress in satisfying the performance obligation in a manner that reflects the transfer of goods and services to the customer. Revenue from a performance obligation satisfied at a point in time is recognised at the point in time the customer obtains control of the promised good or service.

Taxes assessed by a government authority that are both imposed on, and concurrent with, a specific revenue producing transaction, are collected from a customer and are excluded from revenue

1.9 Share-based payment transactions

Certain employees are issued Restricted Stock Units ("RSUs") in the shares of The Bank of New York Mellon Corporation (the Company's ultimate parent). All share-based payments issued under these plans are equity-settled.

The grant date fair value of the majority of share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards.

Most RSUs issued are measured based on grant date fair value of the shares of The Bank of New York Mellon Corporation. However, certain awards granted to Code Staff under the European Banking Authority are required to be marked to market due to discretionary claw back language contained in their grants.

1 Accounting policies - continued

1.9 Share-based payment transactions - continued

Vesting conditions are not factored into the initial estimate of the fair value at the grant date. They are taken into account by adjusting the number of equity instruments included in the measurement of the transaction, so that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. On a cumulative basis, no expense is recognised for equity instruments that do not vest because of a failure to satisfy non-market performance or service conditions.

The fair value of equity instruments that are made available immediately, with no vesting period attached to the award, are expensed immediately. Certain of the Company's share-based payment, awards vest when the employee retires. For grants of share-based payments with this feature, the award is fully expensed by the first date that the employee is eligible to retire. If an employee voluntarily leaves the Company before the awards are fully vested, then the shares in relation to the employee are forfeited, with a credit to the Statement of profit and loss and other comprehensive income and a debit to equity.

Where an employee has transferred between different companies within the Group, current and future years' amortisation of all types of share-based payments issued in prior years will be charged to the new company from the year of transfer.

1.10 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and has no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Statement of profit and loss and other comprehensive income in the periods during which services are rendered by employees.

Defined benefit plans

The Company participates in the Mellon Retirement Benefits plan ("the Plan"). As required by IAS 19 Employee Benefits, as there is no contractual agreement or stated Group policy for charging the net defined benefit cost of the Plan to participating entities, the Company recognises a cost equal to its contribution payable for the accounting period, as if it were a defined contribution plan. The net defined benefit cost of the Plan is recognised fully by the sponsoring employer, which is another member of the Group. The assets of the Plan are held separately from those of the Company.

1.11 Interest receivable and interest payable

Interest receivable and payable is recognised in the Statement of profit and loss and other comprehensive income, using the effective interest rate method.

Interest receivable and similar income includes interest receivable on funds invested and net foreign exchange gains.

Interest payable and similar charges include interest payable and net foreign exchange losses that are recognised in the Statement of profit and loss and other comprehensive income (see note 1.7).

1 Accounting policies - continued

1.12 Taxation

Taxation on profit or loss for the year comprises current and deferred tax. Tax is recognised in the Statement of profit and loss and other comprehensive income except to the extent that it relates to items recognised directly in equity, in which case the tax is recognised in the same statement as the related item appears.

Current tax is the expected tax payable or receivable on the taxable profit or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable or receivable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

1.13 Non-derivative financial instruments – classification, measurement & recognition

i) Classification of non-derivative financial instruments

IFRS 9 Financial Instruments: Recognition and Measurement outlines the requirements for the recognition and measurement of financial assets and liabilities. Financial instruments are initially recognised when an entity becomes a party to the contractual provisions of the instrument and are classified into various categories depending upon the type of instrument, which then determines the subsequent measurement of the instrument. IFRS 9 classification is based on two aspects: the business model within which the asset is held (the business model test) and the contractual cash flows of the asset in relation to the solely payments of principal and interest ('SPPI') test.

IFRS 9 includes three principal classification categories for financial assets: measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL). The Company determines the classification at initial recognition. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

Such assets include Debtors and Cash at bank and in hand.

A debt instrument is measured at FVOCI only if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The entity has no such assets.

1 Accounting policies - continued

1.13 Non-derivative financial instruments – classification, measurement & recognition - continued

All other financial assets are classified as measured at FVTPL. The entity has no such assets.

A financial liability is initially recognised at fair value and in the case of loans and borrowings and trade and other creditors, net of directly attributable transaction costs. After initial recognition, financial liabilities are measured at amortised cost or FVTPL. Trade and other creditors are measured at amortised cost using the effective interest rate method.

Business model assessment

Certain financial assets, for example, cash at bank and in hand, always will be held for collection of contractual cash flows as the nature of the asset means that it cannot be sold. For other financial assets, the Company makes an assessment of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. Information that is considered includes:

- the stated policies and objectives for the portfolio;
- how the performance of the portfolio is evaluated and reported to management;
- how managers of the business are compensated; and
- the frequency and volume of historical and expected sales.

Financial assets that are held for trading or managed and whose performance is evaluated on a fair value basis are measured at FVTPL because they are neither held to collect contractual cash-flows nor held both to collect contractual cash flows and to sell financial assets.

Solely payments of principal and interest (SPPI) criteria

'Principal' for these purposes is defined as the fair value of the financial asset at initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks (e.g. liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash-flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains contractual terms that would change the timing or amount of contractual cash-flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- leverage features;
- prepayment and extension terms;
- terms that limit the Company's claim to cash flows from specified assets; and
- features that modify consideration for the time value of money – e.g. periodic reset of interest rates.

Amortised cost

The Company classifies financial instruments at amortised cost where the business model is to hold these assets to collect contractual cash flows and the SPPI criteria has been met. Such financial assets include debtors. Loans, borrowings and creditors are measured at amortised cost using the effective interest rate method.

1 Accounting policies - continued

1.13 Non-derivative financial instruments – classification, measurement & recognition - continued

Fair value through profit or loss

A financial asset is mandatorily classified in this category if it is acquired principally for the purpose of selling in the short term, or if it fails the SPPI test. A financial asset can be classified in this category by choice if designated by management at inception. This designation is because the relevant assets and liabilities are managed together, and internal reporting is evaluated on a fair value basis. The Company defines fair value as the price, as at the measurement date, that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The Company does not have any such assets.

Fair value through other comprehensive income

The Company classifies financial instruments at fair value through other comprehensive income where the business model objective is achieved by both selling and holding assets to collect contractual cash flows, and the SPPI criteria has been met The Company has no financial instruments designated at fair value through other comprehensive income.

ii: Initial recognition of non-derivative financial instruments

All financial assets are initially recognised at fair value plus or minus directly attributable transaction costs on a trade date basis. The Company's financial liabilities are initially recognised at fair value and in the case of loans, borrowings and creditors, net of directly attributable transaction costs.

iii: Subsequent valuation of non-derivative financial instruments

Gains and losses arising from changes in the fair value of assets classified as fair value through profit or loss are included in the income statement in the period in which they arise. Any premium or discount paid on the purchase of securities held at amortised cost is amortised through the income statement using the effective interest rate method.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for trading, it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at cost using the effective interest method.

1.14 Classification of financial instruments issued by the Company

Ordinary shares issued by the Company are treated as equity as they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavorable to the company.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy.

1 Accounting policies - continued

1.15 Derecognition of financial assets and financial liabilities

Financial assets

The Company derecognises a financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) when:

- the contractual rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement where either:
- the Company has transferred substantially all the risks and rewards of the asset; or
- the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

The Company derecognises a financial liability (or, where applicable a part of a financial liability or part of a group of similar financial liabilities) when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of the existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of profit and loss and other comprehensive income.

1.16 Impairment of financial assets (including trade and other debtors)

Under IFRS 9, the Company generally recognises loss allowances at an amount equal to 12-month expected credit loss ("ECL") (Stage 1, the portion of ECL that results from default events that are possible within 12 months after the reporting date) unless there has been significant increase in credit risk since origination of the instrument, in which case ECLs are recognised on a lifetime loss basis (Stage 2). Exposures that are in default are regarded as credit impaired (Stage 3) and are also measured on a lifetime ECL basis.

Measurement of ECL

ECLs are a probability-weighted estimate of credit losses and are measured as follows:

- Financial assets that are not credit-impaired at the reporting date - the present value of all cash shortfalls (i.e. the difference between the cash-flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive);
- Financial assets that are credit-impaired at the reporting date – the difference between the gross carrying amount and the present value of estimated future cash flows;
- Financial guarantee contracts – the expected payments to reimburse the holder less any amounts that the Company expects to recover;
- Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL using the simplified approach by applying a provision matrix as a practical expedient under IFRS 9 to estimate the ECL.

Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

1 Accounting policies - continued

1.17 Offsetting

Financial assets and liabilities are offset and the net amount presented in the Balance sheet when, and only when, the Company has a legal right to set off the recognised amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IAS 1 and/or IFRS 15, or for gains and losses arising from a group of similar transactions such as in the Company's trading activity.

1.18 Intangible assets

Internally generated intangible assets that are developed by the Company are stated at cost less accumulated amortisation and less accumulated impairment losses.

Other intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and less accumulated impairment losses.

Amortisation is charged to the Statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

• Computer software, internally generated	5 years
• Computer software, other	5 years

1.19 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is charged to the Statement of profit and loss and other comprehensive income on a straight-line basis over the estimated useful lives of each item of tangible fixed assets. The estimated useful lives are as follows:

• Fixtures and fittings	10-15 years
• Computer equipment	4- 5 years
• Leasehold improvements	Lower of 20 years, or remaining lease term

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

1.20 Fixed asset investments

Investments in subsidiaries are carried at cost less impairment.

1 Accounting policies - continued

1.21 Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For intangible assets that have indefinite useful lives the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognised if the carrying amount of an asset or its cash generating units ("CGU") exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognised in prior periods on assets other than goodwill are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.22 Leases

Lessee

The Company recognises a right-of-use asset ("ROU") asset and a lease liability with respect to all lease agreements in which it is a lessee at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. In addition, the ROU asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, and discounted using the Company's incremental borrowing rate.

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

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

1 Accounting policies - continued

1.22 Leases - continued

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the ROU asset, or is recorded in profit or loss if the carrying amount of the ROU asset has been reduced to zero.

Lease modifications

Lease modifications arise from changes to the underlying contract agreed between the lessee and the lessor after commencement of the lease. The accounting for the modification depends on whether the modified terms increase or decrease the scope of the lease, and whether increases in scope require consideration to be paid that is commensurate with a 'standalone price' for the new scope of the lease.

Separate lease

A lease modification is accounted for as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the lease increases by an amount commensurate with the standalone price for the increase in scope.

If both criteria are met, a lessee would account for the lease on the initial recognition and measurement of lease liabilities and ROU assets.

Not a separate lease

If a lease modification results in the lessee obtaining additional rights to use one or more underlying assets, but not at an amount that is commensurate with the standalone price for the increase in scope, the liability is remeasured by discounting all of the future lease payments as revised in the modified contract at the lessee's prevailing incremental borrowing rate. The remeasurement of the lease liability is adjusted against the carrying value of the ROU asset such that no gain or loss arises as a result of the modification. The same accounting is applied if the term of the original lease is extended without adding any additional rights to use any more underlying assets.

1.23 Provisions

A provision is recognised in the Balance sheet when the Company has a present legal or constructive obligation as a result of a past event that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

1.24 Accounting estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions about future conditions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

1 Accounting policies - continued

1.24 Accounting estimates and judgements - continued

Judgements

Termination benefits

Termination benefits are recognised at the earlier of the date the Company can no longer withdraw the offer of those benefits or the date the Company recognises restructuring costs within the scope of IAS 37.

As part of the Company's strategic decision to relocate Pershing operations to Manchester, management exercised judgement in estimating the proportion of affected employees expected to relocate to the BNY Manchester office versus those expected not to relocate. This judgement directly impacted the measurement of restructuring related provisions as disclosed under note 18 (Provisions). In forming this judgement, management considered available information on employee preferences and acceptance rates, historical experience from comparable programmes, and the terms of the relocation and exit arrangements offered. The estimated proportion of employees expected to relocate versus those not expected to relocate reflects management's best estimate at the reporting date, based on information available and the assumption that the relocation programme proceeds in line with approved plans.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at 31 December 2025 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is detailed below:

- The Company determines whether investments in subsidiaries are impaired at a minimum on an annual basis. This requires the determination of the investments' recoverable amounts i.e. their net assets. Further details of investments in subsidiaries are disclosed in Note 11.
- Note 10: impairment test of intangible assets: key assumptions underlying recoverable amounts, including the recoverability of development costs.

2 Revenue from contracts with customers

Revenue relates to amounts recharged to other group companies for services rendered and expenses incurred on their behalf.

	2025	**2024**
	£000	**£000**
Revenue	93,459	91,736

3 Administrative expenses and auditor's remuneration

Profit before taxation is stated after charging:

	2025	**2024**
	£000	**£000**
Amortisation of intangible assets	7,634	7,007
Depreciation of tangible fixed assets	236	184
Depreciation of right of use asset	444	444

3 Administrative expenses and auditor's remuneration - continued

Auditor's remuneration:

	2025	2024
	£000	£000
Amounts receivable by the Company's auditor and its associates in respect of:		
Audit of these financial statements pursuant to legislation	125	133

4 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year was as 429 (2024: 461).

The aggregate payroll costs of these persons were as follows:

	2025	2024
	£000	£000
Salaries and wages	21,861	20,186
Termination benefits	7,460	1,174
Share-based payments	1,008	744
Social security costs	3,657	3,392
Pension costs (see note 19)	2,676	2,886
Other staff costs	2,922	3,202
	39,584	31,584

5 Directors' emoluments

The aggregate amount of remuneration paid to or receivable by directors in respect of qualifying services is disclosed below. Qualifying services include services as a director of the Company, as a director of any of its subsidiary undertakings or otherwise in connection with the management of the affairs of the Company or any of its subsidiary undertakings. The amounts are disclosed in totality irrespective of the service or which Group company makes the payment to the directors.

	2025	2024
	£000	£000
Directors' emoluments	2,162	1,077
Amounts receivable under long-term incentive schemes	694	309
Company contributions to money purchase pension plans	62	43
	2,918	1,429

The aggregate amount of emoluments and amounts receivable under long-term incentive schemes of the highest paid director was £1,248,000 (2024: £863,000) and Company pension contributions made on their behalf was £26,000 (2024: 18,000). During the year, the highest paid director received shares under a long-term incentive scheme.

5 Directors' emoluments - continued

	Number of Directors	
	2025	**2024**
Retirement benefits are accruing to the following number of directors under:		
Money purchase schemes	4	4
The number of directors in respect of whose services shares were received or receivable under long-term incentive schemes was	4	4

6 Interest receivable and similar income

	2025	**2024**
	£000	**£000**
Receivable from external third parties on bank deposits	316	558
Receivable from Group undertakings	274	121
	590	679

7 Interest payable and similar charges

	2025	**2024**
	£000	**£000**
Payable on lease liabilities	86	111
Net foreign exchange loss	65	52
Payable to Group undertakings	252	1,373
	403	1,536

8 Taxation

Recognised in the Statement of profit and loss and other comprehensive income

	2025	**2024**
	£000	**£000**
UK corporation tax		
Current tax on profit for the period	46	115
Adjustments in respect of prior periods	19	1
Total current tax	65	116
Deferred tax (see note 17)		
Current year (credit)/charge	(22)	44
Adjustments in respect of prior periods	6	(47)
Effect of changes in tax rates	-	85
Total deferred tax (credit)/charge	(16)	82
Total tax expense	49	198

8 Taxation - continued

Factors affecting total tax charge for the current period

	2025	2024
	£000	£000
Total profit for the year	347	481
Total tax expense	49	198
Profit excluding taxation	396	679
Tax using the UK corporation tax rate of 25.00% (2024: 25.00%)	99	170
Adjustments in respect of prior periods	25	(46)
Tax rate changes	-	87
Non-deductible expenses	26	14
Tax exempt income	(138)	-
Share Based Payments	37	(27)
Total tax expense	49	198

Tax recognised directly in equity

	2025	2024
	£000	£000
Current tax recognised directly in equity	30	10
Deferred tax recognised directly in equity	30	32
Total tax recognised directly in equity	60	42

Deferred taxes at the balance sheet date have been measured using these enacted tax rates and are reflected in these financial statements. The Company is within the scope of the OECD Pillar II rules. The Pillar II legislation was enacted in the UK on 20 June 2023 as part of Finance (No.2) Act 2023 and came into effect on 1 January 2024. The Pillar II legislation was therefore effective for the financial year, but the Company has no related current tax exposure. The UK entities of the Bank of New York Mellon Group have an effective tax rate above 15%, such that the rules do not have any impact on the Company.

9 Tangible assets

	Right of use: lease	Fixtures and fittings	Computer equipment	Leasehold improvements	Total
	£000	£000	£000	£000	£000
Cost					
At 1 January 2025	3,389	1,375	1,577	3,554	9,895
Additions	-	-	-	26	26
Write-downs	(913)	-	-	-	(913)
Retirements	-	(556)	(95)	-	(651)
At 31 December 2025	2,476	819	1,482	3,580	8,357
Depreciation					
At 1 January 2025	1,831	928	1,400	3,315	7,474
Retirements	-	(556)	(95)	-	(651)
Depreciation	444	99	67	71	681
At 31 December 2025	2,275	471	1,372	3,386	7,504
Net book value					
At 31 December 2024	1,558	447	177	239	2,421
At 31 December 2025	201	348	110	194	853

10 Intangible assets

	Computer software, internally generated	Computer software, other	Intangible assets under development	Total
	£000	£000	£000	£000
Cost				
At 1 January 2025	50,279	776	4,230	55,285
Additions	-	-	8,115	8,115
Transfer between classes	2,322	-	(2,322)	-
Other changes, movements	-	-	(151)	(151)
At 31 December 2025	52,601	776	9,872	63,249
Amortisation				
At 1 January 2025	27,021	540	-	27,561
Amortisation	7,539	95	-	7,634
At 31 December 2025	34,560	635	-	35,195
Net book value				
At 31 December 2024	23,258	236	4,230	27,724
At 31 December 2025	18,041	141	9,872	28,054

During the year management conducted an impairment review of intangible assets. The review indicated that there were no indicators of impairment. Management are therefore satisfied that the recoverable amount exceeds the carrying amount. The recoverable amount of the intangibles is supported by the expected value in use of the relevant Cash generating unit.

11 Fixed asset investments

	Subsidiaries
	£000
Cost	
At 1 January 2025	116,087
At 31 December 2025	116,087
Net book value	
At 31 December 2024	116,087
At 31 December 2025	116,087

The directors consider the value of these investments in subsidiary undertakings to be at least their balance sheet carrying value. Investments are assessed on an annual basis by management for signs of impairment using expected future profitability and expected future cash flows. A discounted cash flow model is used which uses assumptions of a pre-tax discount rate of 9.6% (2024: 10.0%) and a growth rate of 3.7% (2024: 4.3%) for future cash flows exceeding four years from the balance sheet date. The directors have concluded that no impairment is necessary (2024 £nil) in the investment in Pershing Limited's subsidiaries.

The Company had investment in 4 direct subsidiaries and 3 indirect subsidiaries in 2025 and 2024.

Name of subsidiary	Registered office	Principal activity	Class of shares held	Ownership 2025	Ownership 2024
Direct					
Pershing Securities Limited	Royal Liver Building, Pier Head, Liverpool, England, L3 1LL	Clearing and settlement	£1 ordinary shares	100%	100%
Pershing Securities International Limited	Riverside Two, Sir John Rogerson's Quay, Grand Canal Dock, Dublin 2, Ireland, D02 KV60	Clearing and settlement	€1 ordinary shares	100%	100%
Pershing (Channel Islands) Limited	PO Box 171, 5 St Andrew's Place, Charing Cross, St Helier, Jersey, JE4 9RB	Clearing and settlement	£1 ordinary shares	100%	100%
BNY Mellon Pershing Trustees Limited	Royal Liver Building, Pier Head, Liverpool, England, L3 1LL	Bare trustee	£1 ordinary shares	100%	100%

11 Fixed asset investments - continued

Name of subsidiary	Registered office	Principal activity	Class of shares held	Ownership 2025	Ownership 2024
Indirect					
Pershing International Nominees Limited	Riverside Two, Sir John Rogerson's Quay, Grand Canal Dock, Dublin 2, Ireland, D02 KV60	Nominee company	€1 ordinary shares	100%	100%
Pershing Nominees Limited	Royal Liver Building, Pier Head, Liverpool, England, L3 1LL	Nominee company	£1 ordinary shares	100%	100%
Pershing (CI) Nominees Limited	PO Box 171, 5 St Andrew's Place, Charing Cross, St Helier, Jersey, JE4 9RB	Nominee company	£1 ordinary shares	100%	100%

12 Debtors

	2025 £000	2024 £000
Amounts owed by Group undertakings	15,638	1,053
Other debtors	6	26
Prepayments and accrued income	2,750	2,771
Deferred tax asset (see note 17)	749	703
	19,143	4,553
Due within one year	18,143	3,553
Due after more than one year	1,000	1,000

13 Cash at bank and in hand

	2025 £000	2024 £000
Cash at bank and in hand	14,384	35,557

Cash at bank included £2,171,000 (2024: £2,705,000) of funds on deposit with a UK regulated banking entity within the Group.

14 Creditors: amounts falling due within one year

	2025	2024
	£000	£000
Lease liabilities (see note 16)	409	562
Amounts due to Group undertakings	2,318	16,018
Accruals and deferred income	6,299	5,230
Taxation and social security	90	106
Other creditors	1,101	1,231
	10,217	23,147

15 Creditors: amounts falling due after more than one year

	2025	2024
	£000	£000
Lease liabilities (see note 16)	-	1,322

16 Lease liabilities

Maturity analysis - contractual undiscounted cash flows

	2025	2024
	£000	£000
Expiring within one year	412	648
Expiring between one and five years	-	1,412
Total undiscounted lease liabilities at 31 December	412	2,060
Effect of discounting	(3)	(176)
Lease liability (see notes 14 and 15)	409	1,884

The reduction in lease liabilities falling due after more than one year reflects the exercise of a contractual break clause during the year, resulting in a shorter remaining lease term; the associated right of use asset was reduced accordingly (see note 9)

Amounts recognised in Statement of profit or loss and other comprehensive income

	2025	2024
	£000	£000
Interest on lease liabilities	86	111

17 Deferred tax asset

17.1 Movement in deferred tax during the year

	2025	**2024**
	£000	**£000**
Provision at 1 January	703	753
Adjustment in respect of prior years	(6)	47
Deferred tax charge/(credit) to profit and loss	22	(129)
Deferred tax charge to equity	30	32
Provision at 31 December	749	703

The deferred tax asset has been recognised in full based on its expected recoverability due to the future anticipated profits of the Company. The major components of deferred tax are as follows:

Recognised deferred tax assets and liabilities

	2025	**2024**
	£000	**£000**
Fixed assets	333	383
Provision for liabilities and contingencies	395	293
Stock option and RSU	21	27
	749	703

18 Provisions

Dilapidation reserve

	2025	**2024**
	£000	**£000**
At 1 January	1,109	1,100
Provided for during the year	-	9
Released during the year	(554)	-
At 31 December	555	1,109

A dilapidation reserve has been recognised in respect of the property in Liverpool, which is used for Pershing EMEA operations and other functions. During the year, management reestimated the expected dilapidation obligation using more recent information obtained through negotiations with the landlord. The updated estimate indicated a lower expected cost than previously provided for, and accordingly, £554,000 of the provision was released during the year. Management considers the revised estimate to represent the most reliable assessment of the obligation at the reporting date.

18 Provisions - continued

Termination benefits

	2025	2024
	£000	**£000**
At 1 January	-	-
Provided During the year	6,960	-
Utilised during the year	(1,437)	-
At 31 December	5,523	-

The termination benefits provision relates to obligations arising from restructuring activities within Pershing EMEA operations. The provision represents management's estimate of the expected cost of meeting these obligations at the reporting date. During the year, the Company recognised termination benefits in connection with restructuring commitments communicated to affected employees, and amounts of £1,437,000 were utilised as payments were made. The remaining provision of £5,523,000 reflects management's best estimate of the outstanding obligation at 31 December 2025 and is expected to be utilised within 12 months.

19 Employee benefits

The total pension cost for the year was £2,676,000 (2024: £2,886,000) relating to the defined contribution plan and £nil (2024: £nil) relating to the defined benefit plan. No amount (2024: £nil) was payable to the schemes at the end of the year.

Defined contribution plan

Employees of the Company are eligible to join The Bank of New York Mellon Group Personal Pension Plan. This Plan is funded by a monthly payment to a third party insurer.

Defined benefit plans

The Company participates in the Mellon Retirement Benefits Plan ("the Plan"), a Group Plan in respect of which the contributions made are affected by surpluses or deficits in the Plan. The Plan is a final salary scheme and provides pension benefits linked to salary at retirement or earlier date of leaving service. The Mellon Retirement Benefits Plan has been closed to new employees since September 2006. From that date new joiners have been eligible to join the Bank of New York Mellon Group Personal Pension Plan.

On 31 December 2018, the Plan closed to future accrual of benefits. The sponsoring employer, the London Branch of The Bank of New York Mellon, may however incur costs in future periods in relation to the funding of existing obligations under the Plan. Following the change, members were provided with the option to join The Bank of New York Mellon Group Personal Pension Scheme.

On 31 December 2018, the Trustee Directors executed a deed to amend the Plan rules to allow future accrual of benefits under the Plan to cease following the completion of the 60 day consultation in 'good faith' required under the pension regulations. As a result, no additional benefits are accrued by members of the Plan after 31 December 2018. The sponsoring employer, the London Branch of The Bank of New York Mellon, may however incur costs in future periods in relation to the funding of existing obligations under the Plan. Following the change, members were provided with the option to join The Bank of New York Mellon Group Personal Pension Scheme

As there is no contractual agreement or stated group policy for charging the net defined benefit cost of the Plan to participating entities, the net defined benefit cost of the Plan is recognised fully by the sponsoring employer, The London Branch of the Bank of New York Mellon, which is another member of the Group. That entity bears the actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk inherent in the Plan. The Company recognises

19 Employee benefits - continued

Defined benefit plans - continued
a cost equal to its contribution payable for the period. Contributions will in the long term be affected by surpluses or deficits in the Plan.

Regulatory framework

The UK pensions market is regulated by the Pensions Regulator whose statutory objectives and regulatory powers are described on its website: www.thepensionsregulator.gov.uk.

UK legislation requires that pension schemes are funded prudently (i.e., to a level in excess of the current expected cost of providing benefits). The Plan has been formally valued by qualified actuaries as at 31 December 2023 with results finalised in 2025, the next valuation is due to be carried out as at 31 December 2026 with a completion date in early 2028. Within 15 months of the effective date of the valuation, the Trustee and the Company must agree the contributions required (if any) to ensure the Plan is fully funded over time on a suitable prudent measure. Contributions agreed in this manner constitute a minimum funding requirement.

Governance of the Plan

The Plan is managed by a Trustee that is legally separate from the Company. The Trustee Directors are composed of representatives appointed by both the employer and employees, and include an independent professional Trustee Director. The Trustee Directors are required by law to act in the interest of all relevant beneficiaries and are responsible in particular for the asset investment policy plus the day to day administration of the benefits. They also are responsible for jointly agreeing with the employer the level of contributions.

Plan amendments, settlements and curtailments

There were no Plan amendments, curtailments or settlements over the year.

Plan Assets - The Mellon Retirement Benefits Plan

	2025	2024
	£000	£000
Cash and cash equivalents	3,285	2,951
LDI and Liquidity	211,602	202,708
Debt instruments e.g. Government bonds	171,060	187,777
Secured finance	114,208	107,128
Investment funds	22,529	21,557
Insured liabilities	3,528	3,574
Total	526,212	525,695

In respect of The Mellon Retirement Benefits Plan, the latest actuarial valuation carried out on 31 December 2025 for the purpose of FRS101 showed a surplus of £97,093,000 (2024: surplus of £105,290,000). Contributions to the fund are no longer required on an ongoing basis following closure to future accrual.

All government bonds have quoted prices in active markets. All government bonds are issued by European governments and are AAA or AA rated.

There are no transferable financial instruments of the Company held as Plan assets; nor is there property occupied by, or

19 Employee benefits - continued

Defined benefit plans - continued
other assets used by, the Company.

Actuarial assumptions

The following are the principal actuarial assumptions at the reporting date (expressed as weighted averages)

	2025	**2024**
	%	**%**
Mellon Retirement Benefits Plan		
Discount rate at 31 December	5.65	5.60
Future pension increases: RPI min 3% max 5%	3.55	3.60
Retail price inflation	2.85	3.05
Consumer price inflation	2.45	2.55

The assumptions relating to longevity underlying the pension liabilities at the balance sheet date are based on standard actuarial mortality tables and include an allowance for future improvements in longevity. The assumptions are equivalent to expecting a 65-year old to live for a number of years as follows:

Mellon Retirement Benefits Plan

- Current pensioner aged 65: 22.8 years (male), 24.7 years (female).
- Future retiree currently aged 45 upon reaching 65: 24.4 years (male), 26.1 years (female).

Sensitivity analysis

The calculation of the defined benefit obligation is sensitive to the assumptions set out above. The following table summarises how the impact on the defined benefit obligation at the end of the reporting period would have increased (decreased) as a result of a change in the respective assumptions by one percent.

	2025	**2025**	**2024**	**2024**
	£000	**£000**	**£000**	**£000**
	1% increase	**1% decrease**	**1% increase**	**1% decrease**
Discount rate	(56,662)	71,329	(57,619)	73,010
Future pension increases	23,944	(21,120)	21,180	(22,700)
Inflation (RPI, CPI)	43,891	(37,389)	42,687	(40,147)

The above analyses assume that assumption changes occur in isolation except in the case of inflation where any change is assumed to have a corresponding impact on inflation-linked pension increases. In practice this is unlikely to occur and some assumptions may be correlated. The same method (projected unit method) has been applied when calculating these sensitivities.

19 Employee benefits - continued

Defined benefit plans - continued

Funding

The Plan is funded by a monthly payment to Plans investment manager by The Bank of New York Mellon London Branch and an appropriate amount is recharged to the Company. The funding requirements are based on actuarial measurement frameworks set out in the funding policies of the Plan. The funding of the Plan is based on a separate actuarial valuation for funding purposes for which the assumptions may differ from the assumptions above.

The Bank of New York Mellon London Branch does not expect to pay any contributions (2024: £nil) in respect of the Mellon Retirement Benefits Plan in 2025. The weighted average duration at the end of the reporting period for the Mellon Retirement Benefits Plan's defined benefit obligation was 15 years (2024: 16 years).

20 Capital and reserves

Share capital

	2025	2024
	£000	£000
Allotted, called up and fully paid		
127,092,415 ordinary shares of £1 each	127,092	127,092

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Other reserves

Other reserves comprise the equity capital contribution reserve that records the amortisation of share-based payments.

21 Commitments

The Company had no capital commitments as at 31 December 2025 (2024: £nil).

22 Contingencies

The Company did not have any contingencies at the year end.

23 Transactions involving directors, officers and others

At 31 December 2025 there were no loans or other transactions made to directors, officers or related parties of the Company (2024: £nil).

24 Offsetting financial assets and financial liabilities

Group netting

Amounts due to and from certain individual Group companies are netted in the Balance sheet as settlement is made net. The extent of this netting can be seen below:

24 Offsetting financial assets and financial liabilities - continued

Group netting - continued

	2025			2024		
	Gross amounts	**Amounts offset**	**Net amounts**	**Gross amounts**	**Amounts offset**	**Net amounts**
	£000	**£000**	**£000**	**£000**	**£000**	**£000**
Amounts owed by Group undertakings	15,638	-	15,638	1,998	945	1,053
Amounts owed to Group undertakings	2,568	-	2,568	16,963	945	16,018

25 Ultimate parent company and parent company of larger group

The immediate parent undertaking of the Company is Pershing Holdings (UK) Limited, a company registered in England and Wales. Pershing Holding (UK) Limited's registered address is Royal Liver Building, Pier Head, Liverpool, England, L3 1LL.

The largest and smallest group in which the results of the Company are consolidated is that headed by The Bank of New York Mellon Corporation, incorporated in the United States of America.

The ultimate parent company as at 31 December 2025 was The Bank of New York Mellon Corporation, incorporated in the United States of America. The consolidated accounts of the ultimate parent company may be obtained from its registered address.

The Secretary
The Bank of New York Mellon Corporation
240 Greenwich Street
New York, NY
10286
USA.