

## RWS Holdings plc

### Half Year Report for the Six Months ended 31 March 2026

*Strong organic growth and significant strategic progress underpin full year expectations*

RWS Holdings plc ("RWS", "the Group", "the Company"), a global AI solutions company, powered by technology and human expertise, today announces its half year results for the six months ended 31 March 2026 ("the first half", "H1 2026" or "HY26") and provides an update on strategic progress.

#### Financial overview

	H1 2026	H1 2025	Change
Revenue	£360.3m	£344.3m	5%
Adjusted EBITDA <sup>1</sup>	£45.7m	£38.1m	20%
Adjusted profit before tax <sup>1</sup>	£24.0m	£18.0m	33%
Reported (loss)/profit before tax	£(9.5)m	£(12.7)m	25%
Adjusted basic earnings per share <sup>1</sup>	4.9p	3.6p	34%
Basic (loss)/earnings per share	(2.0)p	(3.1)p	+1.1p
Interim dividend	1.75p	2.45p	
Operational FCF conversion <sup>1</sup>	67%	92%	
	H1 2026	FY 2025	Change
Net debt <sup>2</sup>	£(32.5)m	£(25.4)m	(£7.1m)

#### H1 2026 financial performance reflects strong organic growth, growing momentum and efficiency programme

- Strong H1 progress, with reported revenue growth of c.5% and organic constant currency ("OCC")<sup>3</sup> growth of c.7% in the period (HY25: +1.4%) reflecting:
  - Strategic focus on growing both the Generate and Protect segments while continuing to invest to pivot Transform towards a technology-first approach.
  - Exceptional performance in the TrainAI business, helping a strategic client ready a new product for launch.
  - Maintained high levels of client retention and satisfaction.
  - AI-related products and services increased to 32% of Group revenue (HY25: 26%), fuelled by TrainAI growth.

- 33% increase in adjusted profit before tax (“PBT”) to £24.0m (HY25: £18.0m), supported by our ongoing efficiency programme. In line with expected weighting across the year.
- Strong cash generation with operational free cash flow conversion of 67% (HY25: 92%). Modest net debt<sup>2</sup> of c.£33m (HY25: £(27)m, FY25: £(27)m) after payment of the £17m final dividend for FY25, capex (£7m) and exceptional items (£11m).
- Interim dividend of 1.75p (HY25: 2.45p) is consistent with rebasing of the FY25 final dividend and typical phasing across the year.

### Significant progress across all three strategic pillars

- **Refreshed / Go-To-Market driving results:** New clients won across all segments, in a wide range of end markets, including two TrainAI wins.
- **Leading on Innovation & Technology:**
  - Language Weaver Pro, the world’s most advanced AI translation platform, launched in partnership with Cohere.
  - Acquired Obviously Group Limited (“Obviously”) in early May, a next-generation AI-enabled platform which integrates IP and brand management, protection and enforcement.
- **Improving Efficiencies:** Continue to implement plans to deliver more scalable processes, leaner delivery systems and more optimised workflows across the organisation.

### Segment Performance

- **Generate:** Strong double-digit OCC<sup>3</sup> revenue growth, with an exceptional performance in TrainAI, driven by an additional programme with an existing client and initial revenues from a new global technology client.
- **Transform:** OCC<sup>3</sup> revenue declined, as expected, as we work towards pivoting the segment to technology-first solutions. The segment is positioned well for the second half with a strong sales pipeline and further productivity improvements anticipated.
- **Protect:** Good OCC<sup>3</sup> revenue growth, driven by a strong performance in the Renewals business. Growing momentum through the second quarter gives us confidence for the second half of the year.

### Full Year Outlook

- Good start to the second half; continue to trade in line with expectations for the full year.
- Current FX rates, after hedging, are expected to have a c.£2m adverse impact on full year PBT, alongside the anticipated £1m in-year impact from the Obviously acquisition which is expected to start contributing during FY27.
- Expect mid-single-digit revenue growth on an OCC<sup>3</sup> basis, improving profitability, and continued strong free cash flow conversion for the full year as we benefit from recent client wins, growth in Generate and Protect and our efficiency programme.

### Ben Faes, Chief Executive Officer of RWS, commented:

“The Group has made significant progress executing on the strategic priorities outlined at our full-year 2025 results. This performance reflects the initial positive effects of our new operating model and the important milestones achieved across our three strategic growth pillars.

“In our first pillar, accelerating our go-to-market, our refreshed approach is yielding results. We have won exciting new clients across our three segments, including two for our TrainAI business, demonstrating clear market traction.

“In our second pillar, leading on innovation, we launched Language Weaver Pro, a key step in providing advanced AI translation solutions, with our leadership in this field recognised by Cohere, a leader in security-first enterprise AI and

our strategic partner. Our recent acquisition of Obviously provides us with a unique AI-enabled platform to integrate IP and brand management. We secured two AI-based patents, reinforcing our unique technology leadership.

“Finally, in our third pillar of improving efficiencies, we continue to rationalise processes and scale our offshore delivery centres, which will help drive the Group’s future performance. Together, these steps are the building blocks of our vision to be the cultural intelligence layer for enterprise AI.

“Whilst we are conscious of the geopolitical environment, we are executing with discipline and momentum continues to build, underpinning our expectations for a full year performance in line with guidance.”

### **Analyst Presentation:**

An interim results presentation for analysts and investors will be held today at 09:30 BST. For those who would like to attend, please contact [RWS@mhpgroup.com](mailto:RWS@mhpgroup.com). A recording of the webcast will be made available on the Group’s website via: <https://www.rws.com/about/investors/results-and-reports/>.

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### **About RWS:**

RWS is a global AI solutions company empowering the world's most trusted enterprise AI.

Our proprietary Cultural Intelligence Layer, powered by 250,000 data specialists, cultural and language experts and deep domain professionals, backed by 45+ patents, makes enterprise AI culturally fluent, contextually accurate and secure, ensuring every interaction reflects a brand's tone, context and customer values.

Through our Generate, Transform and Protect segments, we deliver intelligent content, enterprise knowledge, large-scale localisation and IP protection for global growth. Trusted by 80+ of the world's top 100 brands, RWS provides the confidence, governance and expertise organisations need to deploy AI safely, responsibly and at scale.

Headquartered in the UK, RWS is listed on AIM (RWS.L).

For further information, please visit: [www.rws.com](http://www.rws.com).

### **Forward-looking statements**

This announcement contains certain statements that are forward-looking. These include statements regarding our intentions, beliefs or current expectations and those of our officers, Directors and employees concerning, amongst other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the business we operate. By their nature, these statements involve uncertainty since future events and circumstances can cause results

and developments to differ materially from those anticipated. The forward-looking statements reflect knowledge and information available at the date of preparation of this document and, unless otherwise required by applicable law, RWS undertakes no obligation to update or review these forward-looking statements. Nothing in this announcement should be construed as a profit forecast. RWS and its Directors accept no liability to third parties in respect of this document save as would arise under English law.

1. *RWS uses adjusted results as key performance indicators as the directors believe these provide a more consistent measure of operating performance. The definitions for these key performance indicators can be found in the Appendix.*
2. *Net debt comprises cash and cash equivalents less loans but before deducting lease liabilities.*
3. *Adjusted to reflect a like-for-like comparison between reporting periods and assumes constant currency across both reporting periods.*

# RWS Holdings plc

## Results for the Six Months ended 31 March 2026

### Chief Executive Officer's Review

The Group has made positive progress in the first half, delivering against our strategic objectives despite facing foreign exchange headwinds and global uncertainty. We are pleased with our trading performance in the period, which has seen organic constant currency ("OCC")<sup>1</sup> revenue growth of c.7% and reported revenue increase by c.5% to £360.3m. This performance was powered by our Generate and Protect segments, in line with our strategy, while we continue the pivotal work to reposition our Transform segment.

Adjusted profit before tax ("PBT") showed strong growth to £24.0m, a significant increase from the £18.0m reported in H1 FY25, after both currency headwinds and a return to incurring bonus costs. Cash generation remains a key strength, and our net debt position remained modest at c.£33m after funding the final FY25 dividend, capital expenditure and other items.

### **Our Strategy: Building the Cultural Intelligence Layer for Enterprise AI**

At our FY25 results, we unveiled our new strategy to accelerate growth and position RWS as the content solutions partner of choice for enterprises. This strategy is built on a simplified operating model organised into three business units where we have a competitive advantage: Generate, Transform, and Protect.

Our strategy is driven by three key growth pillars designed to drive accelerated growth, higher quality earnings, and margin accretion in the medium-term:

1. A new Go-To-Market strategy focused on large enterprise and high-growth opportunities.
2. An innovation and technology roadmap to build the cultural intelligence layer for enterprise AI at scale.
3. An efficiency plan to deliver a better, more competitive experience for our clients.

The significant progress made in the first half demonstrates our commitment to executing this strategy and building a technology-first business that is central to our clients' global ambitions.

### **Progress against Our Strategic Growth Pillars**

#### 1. Go-To-Market: Accelerating Growth

A refreshed go-to-market approach, organised around our three segments, is already yielding positive results. We have successfully secured new clients across all three segments, demonstrating clear market traction for our refocused propositions and client satisfaction remained high, with a +49 NPS score at the end of the period (HY25: +51). A key success has been in our TrainAI business, where we have won two significant new logos, including a new global technology client that began generating revenue in H1, with a further new logo win expected to contribute to H2 revenues. Our regional sales teams are focused on bringing more of our product suite to customers, increasing our share of wallet (109% net repeat revenue in services<sup>2</sup> (HY25: 97%)) and acquiring new logos.

#### 2. Innovation & Technology: A Technology-First Proposition

Our ambition to be a technology-first business is at the heart of our strategy. A key milestone in the first half was the launch of Language Weaver Pro, our most advanced AI translation solution. Developed in partnership with Cohere, Language Weaver Pro is the largest dedicated translation model in production, with benchmarking tests showing it outperforming leading AI translation tools. This powerful new solution, which forms the core of our Language Intelligence capability, is designed for business-critical content and delivers superior accuracy, fluency and security. Client interest has been strong and we have signed some initial new client deals which are expected to start contributing to revenues in the second half.

Our leadership in innovation was also underscored by the granting of two new AI-based patents that support enhanced translation productivity.

Further strengthening our technology proposition, post-period end in early May 2026 we completed the acquisition of Obviously Group Limited ("Obviously"). Obviously provides a next-generation, AI-enabled platform that allows enterprise clients to seamlessly manage, protect and enforce their intellectual property and brand integrity. This acquisition is a significant step forward, expanding our total addressable market by c.£2bn and positioning RWS as a provider of an innovative end-to-end brand lifecycle technology solution. By integrating Obviously's capabilities, we can offer our clients a unified "Global Brand Guardianship" platform, creating significant new revenue opportunities across our Protect and Transform segments.

### 3. Efficiency: Driving a Competitive Cost-to-Serve

We continue to improve efficiency across the Group to enable a competitive cost-to-serve, protect margins in the near-term and support margin improvement in the medium-term. Our ongoing programme includes the rationalisation of processes, the scaling of offshore delivery centres and implementation of more optimised, automated workflows. This discipline, combined with strong cost control, has been a key contributor to our improved profitability in the first half and will remain a core focus in the second half.

## H1 Operating Review

<b>HY26</b>	<b>Generate (£m)</b>	<b>Transform (£m)</b>	<b>Protect (£m)</b>
Revenue	99.4	210.1	50.7
<i>Reported growth</i>	<i>+44.7%</i>	<i>-7.2%</i>	<i>+3.0%</i>
<i>OCC<sup>1</sup> growth</i>	<i>+52.0%</i>	<i>-4.6%</i>	<i>+3.3%</i>
Adjusted operating profit	16.3	10.2	5.1

### **Generate**

The Generate segment provides solutions that enable organisations to organise, enrich and meticulously manage the publication of their content and data. While generative AI empowers content creation at scale, RWS ensures this creation is rooted in robust, comprehensible data, supported by structured, authored approaches for critical content types. Our capabilities span multilingual data annotation, reinforcement learning with human feedback ("RLHF"), prompt and instruction tuning, safety and bias testing and synthetic data validation. Generate, which comprises our TrainAI and Content Technology business units, delivered an exceptional performance in the first half, with revenues of £99.4m (HY25: £68.7m), representing 28% of Group revenues (HY25: 20%).

Revenue growth on an OCC<sup>1</sup> basis was 52%, driven by the TrainAI business, which benefited from exceptional revenues from an additional programme with an existing client and initial revenues from a newly won global technology client. We also recently secured a further new logo, with revenues expected in H2. A higher proportion of these programmes are premium in nature, involving red-teaming, RLHF and model refinement, allowing clients to benefit from the Group's established and extensive network of domain experts across the world. In parallel, RWS's enterprise-grade security and privacy, together with its strong ethical practices in the sourcing and quality checking of data for clients' AI models are clear differentiators.

In the Content Technology business, there were new client wins for Tridion Docs and Propylon. We achieved our first state government client win in Australia for the latter's legislative content management platform and opened an office in Adelaide, giving us a local presence for future growth in the Asia-Pacific region. In H2 we are launching Tridion Agent, giving customers a governed framework to build and deploy specialist AI agents grounded in their own content and integrated with the Tridion product suite.

Adjusted operating profit<sup>3</sup> for the Generate segment was £16.3m (HY25: £13.7m), driven by higher gross profit from TrainAI's exceptional topline growth, offset by continuing investment in TrainAI infrastructure and lower topline

performance in Content Technology. H2 cost actions in the Content Technology business, already underway, are expected to contribute to an improved full year profit performance.

## **Transform**

Transforming content to make it engaging, understandable and compliant to a wider audience is the core of RWS's skillsets. This includes everything from localisation and cultural adaptation to testing, and applies to all content formats – text, voice, video, audio, software and increasingly, a dynamic blend of all five. Within large enterprises, language adaptation permeates numerous critical functions, including product localisation, software internationalisation, internal communications, marketing campaigns, legal documentation, compliance and testing and security protocols. Enterprises now demand customised and integrated language solutions capable of delivering high-quality translations at unprecedented speeds. They also value the guarantee that we will operate in a secure environment and maintain the privacy of their assets.

The Transform segment, comprising all our localisation services and technologies, saw HY26 revenue of £210.1m (HY25: £226.4m), representing 58% of Group revenues (HY25: 66%). As anticipated, OCC<sup>1</sup> revenue in Transform declined (by 4.6%) as we continue our strategic pivot towards technology-first solutions. Our services business demonstrated resilience and we secured a number of new logos in the life sciences, business services, retail and manufacturing verticals. We also achieved a significant new client win with a global manufacturer of energy infrastructure. At the end of the period, we demonstrated our ability to pivot successfully with a technology-led renewal with a global life sciences client, supporting them in their technology journey and opening up future potential revenue streams from other RWS solutions.

We continue to focus on building new products that harness generative LLM capabilities that we expect to monetise from FY27 onwards. Our focus for the second half is on accelerating sales and delivering further cost efficiencies in client services and language and delivery.

Adjusted operating profit<sup>3</sup> for Transform was £10.2m (HY25: £8.7m), driven by more efficient delivery and overhead savings partially offset by lower gross profit, as a result of a higher than anticipated proportion of services revenues.

## **Protect**

RWS has longstanding expertise in IP management and an established presence in the market, along with many long-term client relationships. Building on patent search, filing and translation foundations, RWS's offering covers renewals and recordals, allowing us to support clients through the entire IP lifecycle. The Protect segment, comprising all our IP Services, performed well, with revenue of £50.7m in the first half (HY25: £49.2m), representing 14% of Group revenues (HY25: 14%).

Protect delivered 3.3% OCC<sup>1</sup> revenue growth, broadly in line with our expectations, underpinned by a strong performance in the Renewals business. We secured new logos across a range of end markets and enjoyed particular success in the APAC region. This reflects the increasing impact of the investment in sales leadership that we made in FY25. We exited the first half with encouraging momentum and our focus for H2 will be on launching new services to further accelerate growth. As noted above, we expect the acquisition of Obviously to make an increasingly important contribution to the Protect segment in future years. For the second half, the focus is on integration planning and starting to take advantage of cross-sell opportunities.

Adjusted operating profit<sup>3</sup> for the Protect segment was £5.1m (HY25: £8.1m), driven principally by higher than anticipated Renewals revenues, which are lower gross margin, and an increase in overhead cost, reflecting people and technology investment to support future growth.

## **People**

Our colleagues are central to the successful execution of our strategy, and we continue to invest in creating a high-performance, collaborative, AI-first culture. In January we held our inaugural Innovation Week at our Cluj office, with expert sessions, technology insights and the finals of a two-week hackathon, with more than 50 working demos developed by cross-functional teams across the business. We are supporting all our colleagues on their AI journeys, whatever their start point, with extensive training programmes, access to tools and insights and examples of how AI is being successfully used across the Group. I would like to thank all colleagues across RWS for their continued dedication, focus and effort as we transform the business.

During the first half we continued to strengthen leadership across the Group, recruiting new talent into the Product and Technology function, the Protect segment and Go-to-Market team in particular. We significantly strengthened our senior leadership with three key appointments designed to support our strategic objectives.

At Executive Team level, Stephen Lamb joined as Chief Financial Officer in March. With 25 years' experience in high-growth, listed international business services, Stephen brings a wealth of expertise in strategic planning, M&A, and building and developing finance teams. To accelerate growth across the Americas, a core market for our Transform segment, we appointed Brajesh Jha as CEO of the Transform Business Unit for the Americas, effective 1 May 2026. Brajesh brings extensive leadership experience across technology, services and global enterprise organisations.

Reflecting the strategic importance of India, which is home to c.20% of our workforce, we appointed Ravi Chandran Krishnadas as Senior Vice President & Country Lead. Ravi's role will be to bring our India teams together under a shared purpose – ensuring operational excellence, nurturing a unified culture and maximising commercial opportunities by strengthening our external presence and developing key partnerships.

At 31 March 2026, the number of full-time equivalent colleagues in the Group was 7,499<sup>4</sup> (HY25: 7,990).<sup>4</sup> Voluntary attrition for the 12 months to 31 March 2026 fell to 9.0%, a positive trend reflecting our efforts to improve employee engagement (HY25: 10.5%).

## **ESG**

RWS remains committed to its environmental, social, and governance (“ESG”) responsibilities. We continue to make progress towards our Science Based Targets initiative (“SBTi”) approved greenhouse gas (GHG) emissions reduction targets. Our Scope 1, 2 and 3 emissions have decreased slightly year on year, and we anticipate this trend to continue through to the end of FY26. Our primary focus also remains on the safety and security of our teams operating in regions of geopolitical instability.

## **Current Trading & Outlook**

The Group has made a good start to the second half and continues to trade in line with expectations for the full year. Current FX rates, after hedging, are expected to have a c.£2m adverse impact on full year PBT, alongside the anticipated £1m in-year impact from the Obviously acquisition which is expected to start contributing during FY27.

We expect to deliver mid-single-digit revenue growth on an OCC<sup>1</sup> basis, improving profitability (with a similar H2 weighting to prior year) and continued strong free cash flow conversion for the full year as we benefit from recent client wins, growth in Generate and Protect and our efficiency programme.

Benjamin Faes  
Chief Executive Officer  
11 June 2026

## RWS Holdings plc: Condensed Consolidated Statement of Comprehensive Income

	Note	6 months ended 31 March 2026 (Unaudited) £	6 months ended 31 March 2025 (Unaudited) £
<b>Revenue</b>	2	<b>360.3</b>	<b>344.3</b>
Cost of sales		<b>(210.3)</b>	<b>(195.1)</b>
<b>Gross profit</b>		<b>150.0</b>	<b>149.2</b>
Administrative expenses		<b>(157.1)</b>	<b>(159.2)</b>
<b>Operating loss</b>		<b>(7.1)</b>	<b>(10.0)</b>
<b>Analysed as:</b>			
Operating profit before charging:		<b>26.4</b>	<b>20.7</b>
Exceptional items – acquisition-related costs	4	<b>(0.2)</b>	<b>(2.8)</b>
Exceptional items – other	4	<b>(11.0)</b>	<b>(4.7)</b>
Share-based payment expenses		<b>(2.1)</b>	<b>(1.6)</b>
Amortisation of acquired intangibles		<b>(20.2)</b>	<b>(21.6)</b>
<b>Operating loss</b>		<b>(7.1)</b>	<b>(10.0)</b>
Net finance costs	3	<b>(2.4)</b>	<b>(2.7)</b>
<b>Loss before tax</b>		<b>(9.5)</b>	<b>(12.7)</b>
Tax credit	5	<b>2.0</b>	<b>1.4</b>
<b>Loss for the period from continuing operations attributable to the equity holders of the parent company</b>		<b>(7.5)</b>	<b>(11.3)</b>
<b>Other comprehensive (expense)/income</b>			
(Loss)/gain on retranslation of foreign operations (net of deferred tax)		<b>(7.7)</b>	<b>17.1</b>
Loss on cash flow hedges (net of deferred tax)		<b>(0.6)</b>	<b>-</b>
<b>Total other comprehensive (expense)/gain</b>		<b>(8.3)</b>	<b>17.1</b>
<b>Total comprehensive (expense)/gain attributable to owners of the Parent</b>		<b>(15.8)</b>	<b>5.8</b>
Basic loss per ordinary share (pence per share)	7	<b>(2.0)</b>	<b>(3.1)</b>
Diluted loss per ordinary share (pence per share)	7	<b>(2.0)</b>	<b>(3.1)</b>

# RWS Holdings plc: Condensed Consolidated Statement of Financial Position

	Note	31 March 2026 (Unaudited) £m	31 March 2025 (Unaudited) £m	30 September 2025 (Audited) £m
<b>Assets</b>				
<b>Non-current assets</b>				
Goodwill		491.4	582.6	485.9
Intangible assets		249.5	298.9	276.7
Property, plant and equipment		7.7	12.8	9.0
Right-of-use assets		16.7	20.0	19.7
Non-current income tax receivable		2.1	2.1	2.1
Deferred tax assets		1.8	2.1	1.7
		<b>769.2</b>	<b>918.5</b>	<b>795.1</b>
<b>Current assets</b>				
Trade and other receivables		217.1	206.5	204.3
Assets held for sale		3.5	-	3.5
Income tax receivable		3.0	6.1	5.4
Cash and cash equivalents	8	33.7	69.5	32.6
		<b>257.3</b>	<b>282.1</b>	<b>245.8</b>
<b>Total assets</b>		<b>1,026.5</b>	<b>1,200.6</b>	<b>1,040.9</b>
<b>Liabilities</b>				
<b>Current liabilities</b>				
Trade and other payables		149.2	143.6	137.6
Lease liabilities		5.2	5.0	5.6
Foreign exchange derivatives		0.6	1.6	-
Income tax payable		7.1	9.8	10.6
Provisions		5.8	5.5	10.3
		<b>167.9</b>	<b>165.5</b>	<b>164.1</b>
<b>Non-current liabilities</b>				
Loans	9	66.2	96.5	58.0
Lease liabilities		14.6	18.6	16.9
Trade and other payables		-	-	0.1
Provisions		1.2	1.5	1.4
Deferred tax liabilities		27.8	48.6	37.2
		<b>109.8</b>	<b>165.2</b>	<b>113.6</b>
<b>Total liabilities</b>		<b>277.7</b>	<b>330.7</b>	<b>277.7</b>
<b>Total net assets</b>		<b>748.8</b>	<b>869.9</b>	<b>763.2</b>
<b>Equity</b>				
<b>Capital and reserves attributable to owners of the parent</b>				
Share capital		3.7	3.7	3.7
Share premium		57.1	56.0	56.0
Share-based payment reserve		10.1	8.0	9.3
Reverse acquisition reserve		(8.5)	(8.5)	(8.5)
Merger reserve		624.4	624.4	624.4
Foreign currency reserve		(18.0)	(14.7)	(26.3)
Other reserve		0.1	0.1	0.1
Retained earnings		79.9	200.9	104.5
<b>Total equity</b>		<b>748.8</b>	<b>869.9</b>	<b>763.2</b>

## Financial Review

### Profit & Loss

Group reported revenue increased by 5% to £360.3m (H1 2025: £344.3m). On an OCC basis, revenue grew by 7%, driven primarily by exceptional performance in our TrainAI business and good growth in Protect.

Gross profit was £150.0m (H1 2025: £149.2m). The gross margin of 41.6% was 1.7 percentage points lower than the prior year (H1 2025: 43.3%). This was primarily driven by relative outperformance of lower-margin TrainAI work and a less favourable comparative in higher-margin Content Technology.

Adjusted profit before tax<sup>3</sup> ("PBT") increased by 33% to £24.0m (H1 2025: £18.0m). This strong performance reflects the growth in revenue and disciplined overhead control, which more than offset the decline in gross margin.

The statutory operating loss of £7.1m (H1 2025: £10.0m loss) reflected the strong growth in adjusted operating profit offset by amortisation of acquired intangibles, share based payments charges and acquisition related expenses together with an increase in other exceptional costs to £11.0m (H1 2025: £4.7m). Other exceptional costs principally reflect investment in the structural efficiency improvements that are already improving our cost-to-serve and will contribute to margin accretion in the medium term. These costs included people-related restructuring activity and the costs associated with the Group's transition to a far more rationalised and Cloud-based IT infrastructure. Exceptional costs in the second half of the year are expected to be at similar levels.

### Taxation

The adjusted effective tax rate<sup>5</sup> for the Group was 25.0% (H1 2025: 25.6%).

### Currency & FX

The Group generated approximately 70% of its revenue in USD in the period and, as such, the Group's reported results were impacted by foreign exchange headwinds, primarily from the strengthening of GBP against the USD. This had an adverse impact on revenue of approximately £7m in the first half. The global nature of the Group's services means that its costs are incurred in multiple currencies. We continue to actively manage our USD surplus cashflows, our policy being to hedge c.50% of our net surplus on an annual basis. Based on current and expected average FX rates for the second half and after hedging, we anticipate a negative c.£2m impact on adjusted PBT for the full year from foreign exchange.

### Cash Flow

Cash generation continues to be strong. The Group's operational cash conversion was 67% (H1 2025: 92%), with the high comparative figure in the prior period skewed by working capital improvements relative to half-year income. We expect full year operational cash conversion to be within the normal range. After funding the final dividend for FY 2025 (£17m), capex (c.£7m), and exceptional items (c.£11m), the Group's net debt position remained modest.

### Net assets

Net assets decreased to £748.8m (FY 2025: £763.2m), driven by lower non-current asset balances at £769.2m (FY 2025: £795.1m). This reflects changes in goodwill and intangible assets, with the reduction in goodwill arising from foreign exchange translation, alongside ongoing amortisation of intangibles and right-of-use assets. Working capital increased by £1.2m to £67.9m (FY25: £66.7m), reflecting disciplined management. Deferred tax liabilities reduced by £9.4m to £27.8m (FY25: £37.2m), due to the unwind of amortisation of historic acquired intangibles.

### Net debt

At 31 March 2026, the Group had net debt<sup>6</sup> of £32.5m (FY 2025: £25.4m). The Group remains well-capitalised with strong cash generation and significant liquidity, supported by our revolving credit facility, which was successfully refinanced in October 2025. This provides us with the financial flexibility to continue to invest in our strategic priorities and pursue disciplined, value-accretive M&A. In addition to its cash reserves, the Group had drawn US\$91.0m of its US\$285.0m banking facility, leaving headroom of US\$194.0m at the period end and total liquidity of £290.1m.

Post period end, the Group paid an initial cash consideration of £16.5m for the acquisition of Obviously.

## Dividend

The Board has approved an interim dividend of 1.75p per share (HY25: 2.45p). The Board announced a rebasing of the dividend in December 2025. Post the rebasing of the dividend, aligning the payout with performance to fund the Group's technology-led growth, the Board's expectation is to maintain the progressive dividend going forward. The dividend will be paid on Friday, 17 July 2026, to shareholders on the register at Friday, 19 June 2026. The ex-dividend date is Thursday, 18 June 2026.

1. *Adjusted to reflect a like-for-like comparison between reporting periods and assumes constant currency across both reporting periods.*
2. *For the Top 100 clients, by revenue.*
3. *RWS uses adjusted results as key performance indicators as the directors believe these provide a more consistent measure of operating performance. The definitions for these key performance indicators can be found in the Appendix.*
4. *Calculated as number of leavers during the financial year, on a rolling last twelve months basis, divided by average headcount over the same period; HY25 number restated to exclude contractors, freelancers and other casual workers*
5. *The adjusted effective tax rate is the effective tax rate before exceptional items, amortisation of acquired intangibles, tax on exceptional items and prior year adjustments.*
6. *Net debt comprises cash and cash equivalents less loans but before deducting lease liabilities.*

## RWS Holdings plc: Condensed Consolidated Statement of Changes in Equity

	Share capital £m	Share premium £m	Other reserves (see below) £m	Retained earnings £m	Total attributable to owners of parent £m		
<b>At 30 September 2024</b>	<b>3.7</b>	<b>54.5</b>	<b>592.3</b>	<b>249.1</b>	<b>899.6</b>		
Loss for the period	-	-	-	(11.3)	(11.3)		
Gain on retranslation of foreign operations	-	-	17.1	-	17.1		
Total comprehensive income/(expense) for the period ended 31 March 2025	-	-	17.1	(11.3)	5.8		
Issue of shares (net of issue costs)	-	1.5	-	-	1.5		
Dividends	-	-	-	(36.9)	(36.9)		
Exercise of share options	-	-	(1.5)	-	(1.5)		
Share-based payments expense	-	-	1.4	-	1.4		
<b>At 31 March 2025 (unaudited)</b>	<b>3.7</b>	<b>56.0</b>	<b>609.3</b>	<b>200.9</b>	<b>869.9</b>		
<b>At 30 September 2025</b>	<b>3.7</b>	<b>56.0</b>	<b>599.0</b>	<b>104.5</b>	<b>763.2</b>		
Loss for the period	-	-	-	(7.5)	(7.5)		
Gain on retranslation of foreign operations	-	-	8.3	-	8.3		
Total comprehensive income/(expense) for the period ended 31 March 2026	-	-	8.3	(7.5)	0.8		
Issue of shares (net of issue costs)	-	1.1	-	-	1.1		
Dividends	-	-	-	(17.1)	(17.1)		
Exercise of share options	-	-	(1.1)	-	(1.1)		
Share-based payments expense	-	-	1.9	-	1.9		
<b>At 31 March 2026 (unaudited)</b>	<b>3.7</b>	<b>57.1</b>	<b>608.1</b>	<b>79.9</b>	<b>748.8</b>		
Other reserves	Share based payment reserve £m	Reverse acquisition reserve £m	Merger reserve £m	Foreign currency reserve £m	Hedge reserve £m	Other reserve £m	Total attributable to owners of parent £m
<b>At 30 September 2024</b>	<b>8.1</b>	<b>(8.5)</b>	<b>624.4</b>	<b>(31.8)</b>	-	<b>0.1</b>	<b>592.3</b>
Other comprehensive income for the period ended 31 March 2025	-	-	-	17.1	-	-	17.1
Exercise of share options	(1.5)	-	-	-	-	-	(1.5)
Share-based payments expense	1.4	-	-	-	-	-	1.4
<b>At 31 March 2025 (unaudited)</b>	<b>8.0</b>	<b>(8.5)</b>	<b>624.4</b>	<b>(14.7)</b>	-	<b>0.1</b>	<b>609.3</b>
<b>At 30 September 2025</b>	<b>9.3</b>	<b>(8.5)</b>	<b>624.4</b>	<b>(26.3)</b>	-	<b>0.1</b>	<b>599.0</b>
Other comprehensive income for the period ended 31 March 2026	-	-	-	8.3	-	-	8.3
Exercise of share options	(1.1)	-	-	-	-	-	(1.1)
Share-based payments expense	1.9	-	-	-	-	-	1.9
<b>At 31 March 2026 (unaudited)</b>	<b>10.1</b>	<b>(8.5)</b>	<b>624.4</b>	<b>(18.0)</b>	-	<b>0.1</b>	<b>608.1</b>

## RWS Holdings plc: Condensed Consolidated Statement of Cash Flows

	Note	6 months ended 31 March 2026 (Unaudited) £	6 months ended 31 March 2025 (Unaudited) £
<b>Cash flows from operating activities</b>			
Loss before tax		(9.5)	(12.7)
Adjustments for:			
Depreciation of property, plant and equipment		1.9	2.1
Amortisation of right-of-use assets		2.9	3.4
Amortisation of intangible assets		34.7	33.5
Amortisation of debt issue costs		0.1	0.3
Share-based payment expense		2.1	1.6
Finance (income)		(0.3)	(0.5)
Finance expense		2.7	3.0
Fair value movement on derivatives		0.6	1.6
<b>Operating cash flow before movements in working capital</b>		<b>35.2</b>	<b>32.3</b>
(Increase)/decrease in trade and other receivables		(11.7)	2.3
Decrease in trade and other payables		6.3	11.7
<b>Cash generated from operating activities</b>		<b>29.8</b>	<b>46.3</b>
Income tax paid		(8.3)	(9.1)
<b>Net cash inflow from operating activities</b>		<b>21.5</b>	<b>37.2</b>
<b>Cash flows from investing activities</b>			
Interest received		0.3	0.5
Disposal proceeds		-	5.0
Purchases of property, plant and equipment		(0.7)	(1.5)
Purchases of intangibles assets		(5.8)	(10.3)
<b>Net cash outflow from investing activities</b>		<b>(6.2)</b>	<b>(6.3)</b>
<b>Cash flows from financing activities</b>			
Net movement on existing debt		8.2	21.8
Interest paid		(1.9)	(3.0)
Lease liability payments		(3.4)	(5.3)
Dividends paid	6	(17.0)	(36.9)
<b>Net cash outflow from financing activities</b>		<b>(14.1)</b>	<b>(23.4)</b>
<b>Net increase in cash and cash equivalents</b>		<b>1.2</b>	<b>7.5</b>
<b>Cash and cash equivalents at beginning of the period</b>			
Cash and cash equivalents at beginning of the period		32.6	61.5
Exchange (losses)/gains on cash and cash equivalents		(0.1)	0.5
<b>Cash and cash equivalents at the end of the period</b>	8	<b>33.7</b>	<b>69.5</b>

# Notes to the Condensed Consolidated Financial Statements

## 1 Basis of preparation

### *General information*

RWS Holdings plc is the holding company of a number of subsidiaries which provide patent translations, intellectual property support services, high-level technical and commercial translations, localisation and linguistic validation services.

RWS Holdings plc is a public limited company incorporated under the Companies Act 2006 and domiciled in England and Wales and its shares are quoted on the AIM Market.

This condensed consolidated interim financial report does not constitute statutory accounts within the meaning of Section 434 of the Companies Act 2006. The statutory accounts of RWS Holdings plc in respect of the year ended 30 September 2025 have been delivered to the Registrar of Companies, upon which the Company's auditors have given a report which was unqualified and did not contain any statement under Section 498 of the Companies Act 2006.

The condensed consolidated interim financial report for the six months ended 31 March 2026 were approved by the Directors on 10 June 2026.

### *Basis of preparation*

The condensed consolidated interim financial report is for the six months ended 31 March 2026. It is unaudited and prepared in accordance with the AIM rules for Companies and with IAS 34, 'Interim Financial Reporting'. The condensed consolidated interim financial report should be read in conjunction with the annual financial statements for the year ended 30 September 2025, which have been prepared in accordance with international accounting standards and in conformity with the requirements of the Companies Act 2006.

### *Accounting policies*

The accounting policies adopted in the preparation of the condensed consolidated interim financial statements are consistent with those of the Group's annual financial statements for the year ended 30 September 2025.

### *Amended standards adopted by the group*

The IASB has issued the following amendments, which have been endorsed by the UK Endorsement Board, for annual periods beginning on or after 1st January 2024

- Amendments to IAS 7 Statement of Cash Flows;
- Amendments to IFRS7 Financial Instruments: Disclosure relating Supplier Finance Arrangements;
- Amendments to IFRS 16 Leases;
- Amendments to IAS 1 Presentation of Financial Statements.

The new or amended standards and interpretations above are effective for the year ended 30 September 2026. The directors anticipate that the adoption of these standards and interpretations will have no material impact on the Group's financial statements. The Group has not early adopted any standard, amendment or interpretation that was issued but is not yet effective.

### *Going concern*

At 31 March 2026, the Group's balance sheet reflects a net asset position of £748.8m and the liquidity of the Group remains strong with £33.7m of cash and cash equivalents. The Group has a \$285m Revolving Credit Facility (RCF) maturing in October 2029. At the period end, \$91m of this RCF is undrawn.

At 31 March 2026, the Group is in a net debt position excluding lease liabilities of £32.5m (see note 9), and the Group's two debt covenants under its RCF, being the ratio of Net Debt to trailing 12-month adjusted EBITDA (as defined in the RCF agreement) and trailing 12-month EBITDA to Finance Charges (as defined in the RCF agreement) are both well within the covenant limits permitted by the Group's RCF.

On the basis set out above, the Directors consider it appropriate to conclude that the Group has adequate resources to continue as a going concern for the foreseeable future, having performed their assessment through to 30 September 2027, which is at least 12 months from the date of authorisation of these interim financial statements. Accordingly, the Group continues to adopt the going concern basis in preparing its interim financial statements.

### Principal risks and uncertainties

The Board routinely monitors risks that could materially and adversely affect the Group's ability to achieve strategic goals, its financial condition and the results of its operations. The Group's risk management framework is explained from page 42 of our 2025 Annual Report and Financial Statements which is available on our website at [www.rws.com](http://www.rws.com). The Board assumes overall accountability for the management of risk whilst the Audit Committee continues to monitor and review the effectiveness of the Group's risk management and internal control systems. The identified principal risks are considered unchanged from those outlined on pages 42 to 45 of our 2025 Annual Report and Financial Statements. These are technology an AI, competition, talent, failure to deliver profitable growth, data services business model, data, privacy and AI regulation, cyber security, FX and currency volatility, failure to simplify business , legislative and regulatory compliance and geopolitical.

### Judgements and estimates

The preparation of these condensed consolidated interim financial statements requires management to exercise judgement in applying the Group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. The actual future outcomes may differ from these estimates and give rise to material adjustments to the reported results and financial position of the Group. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the year in which the estimates are revised and in any future periods affected. The Group's significant estimates and judgements are described in note 2 of the 2025 Annual Report and Financial Statements and summarised below:

#### Areas of estimation and uncertainty:

- Value in use estimation for the Group's Cash Generating Units ("CGUs")
- Interpretation of applicable tax legislation, including transfer pricing, timing of future taxable income which could necessitate future adjustments to taxation already recorded, and the recoverability of the Group's resulting deferred tax assets.
- Estimates of cost to complete for the rendering of services delivered on an 'over time' basis and by extension the associated accrued income.

#### Significant areas of judgement:

- Revenue - multiple arrangements. To determine the appropriate revenue recognition for contracts containing multi-elements that include both products and services, we evaluate whether the contract should be accounted for as a single, or multiple performance obligations.
- Capitalised development costs. Management applies judgement in determining if the costs meet the criteria under IAS 38, Intangible Assets and are therefore eligible for capitalisation.

## 2 Revenue from contracts with customers and segment information

The Group generates revenue from contracts with its customers for the provision of translation and localisation, intellectual property support solutions and the provision of software. Revenue from providing these services during the year is recognised either at a point in time and over time as shown in the table below.

#### Timing of revenue recognition for contracts with customers

	6 months ended 31 March 2026 (Unaudited) £m	6 months ended 31 March 2025 (Unaudited) £m
At a point in time	29.6	23.8
Over time	330.7	320.5
<b>Total revenue from contracts with customers</b>	<b>360.3</b>	<b>344.3</b>

## Segmental reporting

The chief operating decision maker for the Group is identified as the Group's Board of Directors collectively. The Board reviews the Group's internal reporting in order to assess performance and allocate resources. Following the introduction of the Group's new operating model on 1 October 2025, as outlined in the FY 2025 Annual Report, the Group's reportable segments have been updated to align with this structure. The Board now monitors performance across four reportable segments, assessing each based on revenue and adjusted profit before tax, measured on a basis consistent with the Condensed Consolidated Statement of Comprehensive Income.

The four reporting segments, which match the operating segments, are explained in more detail below:

- **Generate:** Revenue is generated through the provision of AI-enabled language and content technologies, including neural machine translation, content creation tools and advanced localisation platforms that support clients in generating multilingual content at scale.
- **Transform:** Revenue is derived from the delivery of localisation and content transformation services, including translation, adaptation and optimisation of content across a wide range of media and formats to ensure cultural and brand consistency.
- **Protect:** The Group's Protect segment provides intellectual property support services, including patent translation, filing and a broad range of IP search and analytics services designed to help clients protect and manage their innovations globally.
- **Corporate:** Corporate comprises central Group functions, including executive management, finance, legal and other support services, which are not directly attributable to the operating segments.

Unallocated costs reflect corporate overheads and other expenses not directly attributed to segments. The prior period comparative information has been restated based on these new operating segments.

### Segment results for the 6 months

ended 31 March 2026 (Unaudited)

	Generate £m	Transform £m	Protect £m	Corporate £m	Group £m
<b>Revenue</b>	99.4	210.1	50.7	0.1	<b>360.3</b>
Operating profit/(loss) before charging:	16.3	10.2	5.1	(5.2)	<b>26.4</b>
Exceptional items - acquisition-related costs	-	-	-	(0.2)	<b>(0.2)</b>
Exceptional items – other	-	-	-	(11.0)	<b>(11.0)</b>
Share-based payments expenses	-	-	-	(2.1)	<b>(2.1)</b>
Amortisation of acquired intangibles	-	-	-	(20.2)	<b>(20.2)</b>
<b>Operating profit/(loss)</b>	<b>16.3</b>	<b>10.2</b>	<b>5.1</b>	<b>(38.7)</b>	<b>(7.1)</b>
Net finance expense					<b>(2.4)</b>
<b>Loss before taxation</b>					<b>(9.5)</b>
Tax credit					<b>2.0</b>
<b>Loss for the period</b>					<b>(7.5)</b>

**Segment results for the 6 months ended 31 March 2025 (Unaudited)**

	Generate £m	Transform £m	Protect £m	Corporate £m	Group £m
<b>Revenue</b>	68.7	226.4	49.2	-	<b>344.3</b>
Operating profit/(loss) before charging:	13.7	8.7	8.1	(9.8)	<b>20.7</b>
Exceptional items - acquisition-related costs	-	-	-	(2.8)	<b>(2.8)</b>
Exceptional items – other	-	-	-	(4.7)	<b>(4.7)</b>
Share-based payments expenses	-	-	-	(1.6)	<b>(1.6)</b>
Amortisation of acquired intangibles	-	-	-	(21.6)	<b>(21.6)</b>
<b>Operating profit/(loss)</b>	<b>13.7</b>	<b>8.7</b>	<b>8.1</b>	<b>(40.5)</b>	<b>(10.0)</b>
Finance expense					<b>(2.7)</b>
<b>Loss before taxation</b>					<b>(12.7)</b>
Tax credit					<b>1.4</b>
<b>Loss for the period</b>					<b>(11.3)</b>

*Capitalised contract costs, contract asset and contract liabilities*

The Group has capitalised contract costs as incremental expenses under IFRS 15, mainly for commissions on new contracts. The balance at the balance sheet date was £1.1m (HY25: £1.3m).

Contract assets and liabilities are recognised at the point in which the Group's right to consideration is unconditional. The Group uses the term 'Trade Receivables' for these financial asset balances. Contract assets are recognised where performance obligations are satisfied over time until the point of final invoicing when these are classified as 'Trade Receivables'. The Group recognises revenue for partially satisfied performance obligations as 'Accrued Income', below is a summary of contract balances held by the Group:

	31 March 2026 (Unaudited) £m	31 March 2025 (Unaudited) £m
Net trade receivables	117.7	119.8
Net contract assets (accrued income)	73.7	62.8
<b>Total contract assets</b>	<b>191.4</b>	<b>182.6</b>
Contract liabilities (deferred income)	50.4	47.7
<b>Total contract liabilities</b>	<b>50.4</b>	<b>47.7</b>

**3 Net finance costs**

	6 months ended 31 March 2026 (Unaudited) £m	6 months ended 31 March 2025 (Unaudited) £m
<b>Net finance costs</b>		
Net bank interest payable	1.9	2.0
Lease interest	0.4	0.5
Amortisation of borrowing costs	0.1	0.2
<b>Net finance costs</b>	<b>2.4</b>	<b>2.7</b>

## 4 Exceptional items

Exceptional items are items of financial significance which the Group believes should be separately identified on the face of the income statement to assist in understanding the underlying financial performance achieved by the Group.

	<b>6 months ended 31 March 2026 (Unaudited) £m</b>	6 months ended 31 March 2025 (Unaudited) £m
Acquisition-related costs	<b>0.2</b>	2.8
Other exceptional items	<b>11.0</b>	4.7
<b>Total exceptional items</b>	<b>11.2</b>	7.5

### *Other exceptional items*

A description of the principal items included is provided below:

Group Transformation Programme - £3.3m – including costs related to transitioning our current on-premises infrastructure to a modern cloud-based environment

Strategic project costs – £0.3m – costs involved in corporate development opportunities.

Restructuring and integration costs - £7.5m – related to severance and termination payments related to the Group's cost reduction plans, and other corporate restructuring initiatives.

In HY25, other exceptional costs of £4.7m is made up of restructuring costs of £4.6m and finance cost amortisation of £0.1m.

### *Acquisition-related costs*

Acquisition-related costs of £0.2m (HY25: £2.8m) consists of costs associated with the acquisition of Papercup's Intellectual property. These have been accounted for as exceptional items in line with the Group's accounting policy and treatment of similar costs during the year ended 30 September 2025.

In the prior period, acquisition costs includes £2.7m of contingent consideration associated with the acquisition of Propylon being recognised in accordance with IFRS 3 and a further £0.1m of contingent consideration associated with the acquisition of ST Comms Language Specialists Proprietary Limited being recognised in accordance with IFRS 3.

## 5 Taxation

	6 months ended 31 March 2026 (Unaudited) £m	6 months ended 31 March 2025 (Unaudited) £m
Current taxation	7.3	4.9
Deferred taxation	(9.3)	(6.3)
<b>Tax credit</b>	<b>(2.0)</b>	<b>(1.4)</b>

### Effective tax rate

The effective tax rate on reported profit before tax was 20.5% (HY25: 11.0%). The Group's effective tax rate on the tax credit for the period is lower than the UK's statutory tax rate mainly due to non-tax deductibility of certain exceptional costs, which reduced the reported tax credit.

The adjusted tax charge was £6.0m (HY25: £4.6m) giving an adjusted effective tax rate of 25.0%(HY25: 25.6%) on adjusted profit before tax of £24.0m (HY25: £18.0m). Adjusted profit before tax is an adjusted measure which, is reconciled as part of the Alternative Performance Measures section at the end of this report.

The adjusted tax charge is the total tax charge as disclosed in the Condensed Consolidated Income Statement less the tax effects of exceptional items and amortisation of acquired intangibles. The effective income tax rate represents the best estimate of the average annual effective income tax rate expected for the full year, applied to the profit before income tax for the six months ended 31 March 2026 adjusted for discrete items as required.

The Group's adjusted effective tax rate going forward is expected to be in the region of 25% to 26%, similar to the effective UK rate. There are some countries in which the tax rate is lower than the UK, but the impact is largely offset by the tax rates in countries that are higher than the UK.

### Uncertain tax provisions

The Group holds uncertain tax provisions in relation to historic transfer pricing arrangements between the UK, Ireland, the US as well as other tax risks across the Group. These provisions total £4.4m at 31 March 2026 (HY25: £6.4m).

## 6 Dividends

An interim dividend of 1.75p (HY25: 2.45p) per ordinary share will be paid on 17 July 2026 to shareholders on the register at 19 June 2026. The ex-dividend date is 18 June 2026.

This dividend, declared by the Directors after the balance sheet date, has not been recognised in these financial statements as a liability at 31 March 2026. The interim dividend will reduce shareholders' funds by an estimated £6.5m (HY25: £9.0m).

Dividends paid in the period were £17.0m (HY25: £36.9m).

## 7 Earnings per share

Basic earnings per share is calculated by dividing the Group's profit after tax by the weighted average number of ordinary shares in issue during the period.

Diluted earnings per share is calculated by adjusting the basic earnings per share for the effects of share options and awards granted to employees. These are included in the calculation when their effects are dilutive.

Adjusted earnings per share is a trend measure, which presents the long-term profitability of the Group, excluding the impact of specific transactions that management considers affects the Group's short-term profitability. The Group presents this measure to assist investors in their understanding of trends. Adjusted profit after tax is the numerator used for this measure. Adjusted earnings and adjusted earnings per share are therefore stated before amortisation of acquired intangibles, acquisition costs, share based payment expenses and exceptional items.

	6 months ended 31 March 2026	6 months ended 31 March 2025
Earnings per ordinary share – basic (p)	(2.0)	(3.1)
Earnings per ordinary share – diluted (p)	(2.0)	(3.1)
Adjusted earnings per ordinary share – basic (p)	4.9	3.6
Adjusted earnings per ordinary share – diluted (p)	4.9	3.6

	6 months ended 31 March 2026 Earnings £m	6 months ended 31 March 2025 Earnings £m
<b>Profit for the period</b>	<b>(7.5)</b>	<b>(11.3)</b>
<i>Adjustments:</i>		
Amortisation of acquired intangibles	20.2	21.6
Share-based payment expenses	2.1	1.6
Exceptional items	11.2	7.5
Tax effect of adjustments	(8.0)	(6.0)
<b>Adjusted profit attributable to equity holders of the parent</b>	<b>18.0</b>	<b>13.4</b>

	6 months ended 31 March 2026	6 months ended 31 March 2025
Weighted average number of ordinary shares in issue for basic earnings	370,270,759	369,115,317
Dilutive impact of share options	-	-
<b>Weighted average number of ordinary shares for diluted earnings</b>	<b>370,270,759</b>	<b>369,115,317</b>

## 8 Cash and cash equivalents

	31 March 2026 (Unaudited) £m	31 March 2025 (Unaudited) £m	30 September 2025 (Audited) £m
Cash at bank and in hand	25.6	58.8	25.9
Short-term deposits	8.1	10.7	6.7
<b>Cash and cash equivalents in the cash flow statement</b>	<b>33.7</b>	<b>69.5</b>	<b>32.6</b>

Short-term deposits include deposits with a maturity of three months or less, or deposits that can be readily converted into cash. The fair value of these assets supports their carrying value.

## 9 Analysis of net debt

	1 October 2025 £m	Effects of cash flows £m	Non-cash movements £m	31 March 2026 (Unaudited) £m
Cash & cash equivalents	32.6	1.2	(0.1)	<b>33.7</b>
Issue costs	1.0	1.2	(0.4)	<b>1.8</b>
Loans (current and non-current)	(59.0)	(9.0)	-	<b>(68.0)</b>
<b>Net debt (excluding lease liabilities)</b>	<b>(25.4)</b>	<b>(6.6)</b>	<b>(0.5)</b>	<b>(32.5)</b>
Lease liabilities	(22.5)	3.4	(0.7)	<b>(19.8)</b>
<b>Net debt (including lease liabilities)</b>	<b>(47.9)</b>	<b>(3.2)</b>	<b>(1.2)</b>	<b>(52.3)</b>

At 31 March 2026, the Group is in a net debt position, excluding lease liabilities, of £32.5m and the Group's two debt covenants under its RCF being the net leverage ratio and interest coverage ratio are both well within the covenant limits permitted by the Group's RCF.

## 10 Share-based compensation grants

On 22 January 2026, 8,372,226 options ("Options") over ordinary shares of 1 pence each in the Company ("Shares") were granted under the RWS Holdings plc Long Term Incentive Plan ("LTIP") to certain key senior executives and employees of the Group. On 25 March 2026 a further 1,219,241 Options were granted to the CFO.

The extent to which the Options will vest depends on the following performance metrics, each with a 50% weighting: (i) performance in the period from 1 December 2025 to 30 November 2028 for total shareholder return ('TSR') targets and (ii) the performance for the three financial years ending with FY 2028 for earnings per share ('EPS') targets.

On 22 January 2026, a bonus share award of 189,776 Shares was awarded to the CEO in respect of performance year 2025, these shares vested on 22 January 2026.

On 25 March 2026, a buy-out award of 168,366 Shares was awarded to the CFO, these shares vested on 25 March 2026.

On 12 February 2026, 997,552 share options were granted under the Group's UK SAYE scheme, which in normal circumstances will mature on 1 April 2029 following the three-year savings period and which remains exercisable for a period of six months thereafter.

## 11 Related party transactions

During the first half, in the normal course of business, the Group provided translation services worth £nil (HY25: £216k) to subsidiaries of Learning Technologies Group Limited (LTG), a company in which Andrew Brode, the Group's Interim Chairman, has a significant interest. £nil (HY25: £134k) was due from LTG at the reporting date.

## 12 Financial risk management and financial instruments

The Group's operations expose it to a variety of financial risks including foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's treasury policy addresses issues of liquidity, funding and investment as well as currency, credit, liquidity and interest rate risks. The condensed consolidated interim financial statements do not include all the financial risk management information and disclosures required in the annual financial statements. This information and related disclosures are presented in the Group's annual financial statements at 30 September 2025.

There have been no significant changes to risk management policies or processes since the year end.

The Group holds a number of financial instruments that are held at fair value within the condensed consolidated interim financial statements. In deriving the fair value the derivative financial instruments are classified as level 1, level 2, or level 3 dependent on the valuation method applied in determining their fair value.

The different levels are defined as follows:

### Level

- 
- 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities
  - 2 Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices)
  - 3 Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs)
- 

The financial instruments held at fair value by the Group relate to foreign currency forward contracts used as derivatives for hedging. For both the six months ended 31 March 2026 and 31 March 2025, the assets and liabilities arising from foreign currency forward contracts have been classified as level 2. The fair value of these instruments at each of the period ends was:

	31 March 2026 (Unaudited) £m	31 March 2025 (Unaudited) £m	30 September 2025 (Audited) £m
<b>Assets</b>			
Forward foreign currency exchange contracts	-	-	-
<b>Liabilities</b>			
Forward foreign currency exchange contracts	(0.6)	(1.6)	-

There have been no transfers between level 1 and 2 in any period and there are no level 3 items. The fair value of other financial assets and liabilities, including trade and other receivables, cash and cash equivalents, trade and other payables and borrowings approximate to their carrying amount.

## 13 Post Balance Sheet events

On 5 May 2026, the Group acquired 100% of the issued share capital of Obviously Group Limited for an initial cash consideration of £16.5m with earn-out consideration of up to an aggregate amount of £23.5m, with total consideration capped at £40m. Obviously Technology is an AI-enable technology platform that integrates Intellectual Property and brand management, protections and enforcement. As the transaction completed after the reporting date of 31 March 2026, it is treated as a non-adjusting subsequent event. Accordingly, no amounts have been recognised in these financial statements.

The Group has no other post balance sheet events to disclose.

## Appendix

### Alternative performance measures

The Board uses a number of alternative performance measures, which can be directly reconciled to GAAP measures. The Board primarily uses these 'adjusted' measures as they exclude the impact of non-recurring transactions which are not part of the normal course of business. Adjusted measures therefore are calculated by removing the impact of exceptional items, share-based payment expenses and amortisation of acquired intangibles together, where relevant, with their associated tax effects.

Adjusted measures used by the Board include:

- **Adjusted profit before tax:** Profit before tax before exceptional items, share-based payment expenses and amortisation of acquired intangibles (reconciled on the face of the income statement).
- **Adjusted profit after tax:** profit after tax before exceptional items, share-based payment expenses and amortisation of acquired intangibles (reconciled in note 7 as the numerator for adjusted EPS and adjusted diluted EPS).
- **Adjusted EBITDA: Adjusted profit before tax, interest, depreciation and amortisation.**
- **Operational free cash flow:** adjusted EBITDA plus change in working capital less lease payments and capex
- **Operational free cash flow conversion:** operational free cash flow, divided by adjusted EBITDA
- **Adjusted effective tax rate:** effective tax rate before exceptional items, amortisation of acquired intangibles, tax on exceptional items and prior year adjustments (reconciled below).
- **Adjusted earnings per share:** earnings per share before exceptional items net of tax, share-based payment expenses, amortisation of acquired intangibles net of tax and exceptional tax amounts (reconciled in note 7).
- **Constant currency:** Prior period underlying measures, including revenue are retranslated at the current period exchange rates to neutralise the effect of currency fluctuations.

	HY26 £m	HY25 £m
<b>Adjusted profit before tax reconciliation</b>		
Statutory loss before tax	(9.5)	(12.7)
Exceptional items – acquisition-related costs	0.2	2.8
Exceptional items – other	11.0	4.7
Share-based payments expense	2.1	1.6
Amortisation of acquired intangibles	20.2	21.6
<b>Adjusted profit before tax</b>	<b>24.0</b>	<b>18.0</b>
	HY26 £m	HY25 £m
<b>Operational free cash flow reconciliation</b>		
Adjusted EBITDA	45.7	38.1
Change in working capital	(5.4)	14.0
Lease payments	(3.4)	(5.3)
Capital expenditure	(6.5)	(11.8)
<b>Operational free cash flow</b>	<b>30.4</b>	<b>35.0</b>
	HY26 £m	HY25 £m
<b>Operating cash conversion reconciliation</b>		
Operational free cash flow	30.4	35.0
Adjusted EBITDA	45.7	38.1
<b>Operating cash conversion</b>	<b>67%</b>	<b>92%</b>

	HY26 £m	HY25 £m
<b>Adjusted effective tax rate</b>		
Tax credit	(2.0)	(1.4)
Tax on amortisation of acquired intangibles	4.9	4.8
Tax on exceptional items	2.6	1.0
Tax on share-based payments	0.5	0.2
<b>Adjusted tax charge</b>	<b>6.0</b>	4.6
Adjusted profit before tax	24.0	18.0
<b>Adjusted effective tax rate</b>	<b>25.0%</b>	25.6%

## KPIs

KPIs are those key performance indicators used by management and the Board to monitor the success of the Group. These differ from the Group's alternative performance measures as they are measures that cannot necessarily be calculated from GAAP measures.

The KPIs, reviewed by the Board include revenue growth, gross margin and free cash flow. Free cash flow is defined as cash generated from operations after interest and tax costs, maintenance capital expenditure and capitalised research and development costs. Maintenance capital expenditure is the recurring level of capital expenditure required for the business in its current form to operate in medium term and excludes non-recurring investment in capitalised system and infrastructure costs.

Net cash comprises cash and cash equivalents and external borrowings. Net cash excludes lease liabilities but is reconciled to a measure including lease liabilities in note 9.